Evolve Education Group Limited

Consolidated Financial Statements

For the 12 months ended 31 December 2021

The Directors present the Consolidated Financial Statements of Evolve Education Group Limited, for the 12 months ended 31 December 2021.

The Consolidated Financial Statements presented are signed for and on behalf of the Board and were authorised for issue on 28 February 2022.

Hamish Stevens
Chair
28 February 2022

Adrian Fonseca
Chair of the Audit and Risk Committee
28 February 2022

Consolidated Statement of Comprehensive Income

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

	Note	12 MONTHS TO 31 DECEMBER 2021 $'000	9 MONTHS TO 31 DECEMBER 2020 $'000
Childcare fees	5	51,754	28,187
Government funding	5	106,205	74,452
Total revenue		**157,959**	**102,639**
Expenses			
Employee benefits expenses	6	(97,441)	(53,985)
Building occupancy expenses		(2,661)	(2,053)
Direct expenses of providing services		(17,889)	(10,487)
Acquisition expenses		(1,020)	-
Depreciation	10, 18c	(14,698)	(10,870)
Amortisation	14	(64)	(60)
Impairment reversal	10, 15, 18a	-	17
Other expenses	6	(2,498)	(2,282)
Total expenses		**(136,271)**	**(79,720)**
Profit before net finance costs and income tax		**21,688**	**22,919**
Finance income	6	230	146
Finance costs	6, 18c	(20,446)	(12,703)
Net finance costs		**(20,216)**	**(12,557)**
Profit before income tax		**1,472**	**10,362**
Income tax expense	7	(731)	(2,792)
Profit after income tax attributable to the shareholders of the Company		**741**	**7,570**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		(401)	1,158
Total comprehensive income attributable to the shareholders of the Company		**340**	**8,728**
All amounts are from continuing operations.			
Earnings per share		**Cents**	**Cents**
Basic and diluted earnings per share attributable to the shareholders of the Company	23	0.5	5.4

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

	Note	ISSUED SHARE CAPITAL $'000	FOREIGN CURRENCY TRANSLATION RESERVE $'000	RETAINED (DEFICIT)/ EARNINGS $'000	TOTAL $'000
As at 1 April 2020		**237,976**	**(1,174)**	**(136,024)**	**100,778**
Profit after income tax		-	-	7,570	**7,570**
Other comprehensive income		-	1,158	-	**1,158**
As at 31 December 2020		**237,976**	**(16)**	**(128,454)**	**109,506**
As at 1 January 2021		**237,976**	**(16)**	**(128,454)**	**109,506**
Profit after income tax		-	-	741	**741**
Other comprehensive income		-	(401)	-	**(401)**
Issue of ordinary shares for cash, net of transaction costs	20	22,038	-	-	**22,038**
As at 31 December 2021		**260,014**	**(417)**	**(127,713)**	**131,884**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

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Consolidated Statement of Financial Position

As at 31 December 2021

	Note	AS AT 31 DECEMBER 2021 $'000	AS AT 31 DECEMBER 2020 $'000
ASSETS			
Current assets			
Cash and cash equivalents	8, 25	47,579	59,139
Trade and other receivables	9	3,121	2,507
Total current assets		**50,700**	**61,646**
Assets classified as held for sale	11	2,976	-
Non-current assets			
Property, plant and equipment	10	7,604	7,102
Right-of-use assets	18a	184,082	170,938
Deferred tax assets	7	14,061	13,022
Intangible assets	14, 15	160,493	117,697
Term deposits		5,101	4,066
Total non-current assets		**371,341**	**312,825**
Total assets		**425,017**	**374,471**
LIABILITIES			
Current liabilities			
Trade and other payables	16	11,526	7,124
Funding received in advance	17	7,743	4,639
Current tax liabilities		1,787	2,014
Lease liabilities	18b	7,702	8,028
Employee entitlements	19	9,087	6,827
Total current liabilities		**37,845**	**28,632**
Liabilities classified as held for sale	11	4,446	-
Non-current liabilities			
Borrowings	25	36,216	36,137
Lease liabilities	18b	214,626	200,196
Total non-current liabilities		**250,842**	**236,333**
Total liabilities		**293,133**	**264,965**
Net assets		**131,884**	**109,506**
EQUITY			
Issued share capital	20	260,014	237,976
Foreign currency translation reserve		(417)	(16)
Retained deficit		(127,713)	(128,454)
Total equity		**131,884**	**109,506**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

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Consolidated Statement of Cash Flows

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

	Note	12 MONTHS TO 31 DECEMBER 2021 $'000	9 MONTHS TO 31 DECEMBER 2020 $'000
Cash flows from operating activities			
Receipts from childcare fees		51,754	28,187
Receipts from government funding		109,606	67,287
Government grants received (Wage subsidy & JobKeeper)		276	14,668
Payments to suppliers and employees		(118,384)	(84,014)
Acquisition costs		(1,981)	-
Income taxes paid		(2,611)	(491)
Interest received		230	146
Net cash flows from operating activities	26	**38,890**	**25,783**
Cash flows from investing activities			
Payments for purchase of businesses	13	(37,882)	(205)
Proceeds from sale of businesses		-	100
Proceeds from sale of property, plant and equipment		75	90
Payments for software, property, plant and equipment		(3,270)	(2,313)
Transfer to term deposits		(1,035)	(4,066)
Net cash flows from investing activities		**(42,112)**	**(6,394)**
Cash flows from financing activities			
Proceeds from issues of shares	20	23,521	-
Share issue costs	20	(1,483)	-
Proceeds from issue of notes	25	-	36,804
Note issue costs	25	(216)	(1,364)
Interest paid on borrowings		(2,787)	(428)
Repayment of bank borrowings	25	-	(17,359)
Lease interest payments	6, 25	(17,417)	(12,361)
Lease principal repayments		(8,066)	(5,622)
Net cash flows from financing activities		**(6,448)**	**(330)**
Net (decrease)/ increase in cash and cash equivalents	25	**(9,670)**	**19,059**
Cash and cash equivalents at the beginning of the year	8, 25	59,139	39,048
Foreign currency translation adjustment		(1,890)	1,032
Cash and cash equivalents at the end of the year	8, 25	**47,579**	**59,139**

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Index to Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

1. Reporting Entity

Evolve Education Group Limited (the "Company") is a company incorporated in New Zealand ("NZ"), registered under the Companies Act 1993 and listed on the New Zealand Exchange ("NZX") and the Australian Stock Exchange ("ASX"). The Company is a FMC Reporting Entity in terms of Part 7 of the Financial Markets Conduct Act 2013 ("the Act"). The registered office is located at Level 15, 16 Kingston Street, Auckland 1010, New Zealand.

The principal activities of the Company and its subsidiaries (the "Group") are to invest in the provision and management of high quality early childhood education centres (see Note 4, Segment Information). Further information on the Group's structure is provided in Note 12.

2. Basis of Preparation

Statement of Compliance

The consolidated financial statements (the "Group financial statements") have been prepared in accordance with the requirements of the NZX and ASX listing rules. The Group financial statements comprise the Company and its subsidiaries. In accordance with the Act, separate financial statements for the Company are not required to be prepared.

These Group financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). The Group is a Tier 1 reporting entity. The Group financial statements comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for "for-profit" entities. These financial statements also comply with International Financial Reporting Standards ("IFRS") and IFRS Interpretations Committee interpretations.

The financial statements for the 12 months ended 31 December 2021 were approved and authorised for issue by the Board of Directors on 28 February 2022.

Going Concern

The financial statements have been prepared on a going concern basis.

The Board has considered the impact of Covid-19 on the financial position of the Group. This is commented on in more detail in Note 2(a).

The longer-term effects of Covid-19 are not clear at the present point in time. Acknowledging this inherent uncertainty, and the likely adverse impacts on economic conditions in both New Zealand and Australia, these financial statements have been prepared based on currently available information and the Board's best estimates.

Underlying EBITDA and operating cash flow for the Group remained positive for the period. Forecasts indicate that the Group will have sufficient cash to discharge its liabilities as they fall due.

Having regard to the above, the Board has concluded that it is appropriate that these financial statements are prepared on a going concern basis, while acknowledging the uncertainties in the current environment.

2. Basis of Preparation (continued)

Basis of Measurement

The Group financial statements are prepared on the basis of historical cost with the exception of certain items for which specific accounting policies are identified, as noted below.

These Group financial statements have been prepared for the 12 month period ended 31 December 2021. The comparatives reflect the previous financial reporting period being the 9 month period to 31 December 2020.

Functional and Presentation Currency

Items included in the Group financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in New Zealand Dollars ($), which is the Company's functional currency and Group's presentation currency. Unless otherwise stated, financial information has been rounded to the nearest thousand dollars ($'000).

Estimates and Judgements

The preparation of Group financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements required in the application of accounting policies are described below.

(a) Covid-19

Covid-19 has had a significant impact on global economies and financial markets and asset prices have fluctuated and in some cases materially changed. The pandemic and the response to it by the Government of New Zealand resulted in closure of centres in New Zealand when the country was in alert level 4. No parental childcare fees were charged during this time. All Australian centres remained opened throughout Covid-19 lockdowns however occupancy has not yet returned to pre-pandemic levels.

The NZ Ministry of Education maintained its funding throughout the year, including an increase in subsidy rates of approximately 1.6% from 2021. The Group did not qualify for the NZ wage subsidy scheme in the current year however all staff were retained on full pay.

As part of the recovery package for child care services in Victoria, Australia, 6 centres received 25% payment of fee revenue between 28 September 2020 and 31 January 2021. In August 2021, the Australian Government introduced Business Continuity Payments (BCP) for child care services that were in lockdown for more than 7 days between 23 August 2021 and 31 October 2021. This was calculated as 25% of fee revenue from a reference fortnight and was paid in fortnightly instalments. There were no further government measures beyond 31 October 2021.

While there is uncertainty about the longer term impact of Covid-19 on both economies, the NZ Ministry of Education and Australian Government have been very supportive of the early learning services sectors and the role of early childhood education in the community. The Board acknowledges occupancy may be affected in the long term as working habits change and more parents are taking the option of working from home.

The key components of the financial statements specifically impacted by Covid-19 are impairment of intangible assets, right-of-use assets, and property, plant and equipment. These areas rely upon forecasts of future profitability as a basis for the carrying value of assets, and therefore potential impairment. More detail on the sensitivities of assumptions is provided in Note 15.

2. Basis of Preparation (continued)

Estimates and Judgements (continued)

(b) Impairment assessments

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether assets have suffered any impairment, in accordance with the accounting policy stated in Notes 3(h) and 3(m). Where impairment indicators exist for assets excluding indefinite useful life intangible assets, and annually for indefinite useful life intangible assets, the recoverable amounts of cash-generating units ("CGUs") or group of CGUs have been determined. This requires the use of key assumptions and estimates which require judgement. Further detail on the assumptions applied are included in Note 15.

(c) Identification of Cash Generating Units

In order to complete the impairment assessments referred to above, the Group must identify individual cash generating units ("CGUs") that best represent the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Identifying CGUs requires judgement and must be at the lowest level to minimise the possibility that impairments of one asset or group will be masked by a high-performing asset. The Group has adopted the following:

Individual Early Childhood Education centres ("ECEs") are identified as CGUs. These CGUs have been tested for impairment where an indicator exists. Indefinite useful life intangible assets have not been allocated to individual ECEs and therefore the impairment assessment is performed for the New Zealand and Australian group of CGUs which is the same as the New Zealand and Australian operating segment. Refer to Note 15 for further information.

(d) Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences. Forecasts prepared for the purpose of impairment testing (refer Notes 2(b) and 15) indicate future taxable amounts will be available to utilise these temporary differences. The deferred tax assets are therefore considered to be recoverable.

(e) Right-of-use assets and lease liabilities

The lease term is the non-cancellable period of a lease, together with periods covered by an option (available to the lessee only) to extend or terminate the lease if the lessee is reasonably certain to exercise/not to exercise that option. In determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise/not exercise an option. This may include the profitability of a centre, existence of large penalties for early termination, the incurrence of significant maintenance costs in meeting early return obligations or consideration as to whether leasehold improvements still carry significant value. Such assessment is reviewed if a significant event or change in circumstances occurs which affects this assessment and is within the control of the Group. Refer to Notes 3(i) and 18.

(f) Business combinations

As discussed in Note 3(a), business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

(g) Identification and valuation of intangible assets acquired

As part of the accounting for business combinations, the Group reviews each acquisition on a case by case basis to determine the nature and value of any intangible assets acquired. Different factors are considered including market presence of the acquired entity, the existence of any specialised or developed assets (e.g. software and training materials), and the nature and longevity of the acquired entity's customer-base. Following this assessment, the Group determines if the value of the intangible assets acquired can or should be allocated between fixed life or indefinite life intangible assets and goodwill.

Goodwill was acquired in the current year in relation to the acquisition of centres in Australia.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

2. Basis of Preparation (continued)

New and Amended Standards Adopted by the Group

There are no new standards, amendments or interpretations that have been adopted or are not yet effective that are applicable

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently in these consolidated financial statements, and have been applied consistently by all Group entities.

(a) Basis of Consolidation

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; less
- the net recognised amount of the identifiable assets acquired, the liabilities assumed, measured at fair value, and any non-controlling interest in the acquiree.

When the excess is negative, a bargain purchase gain is recognised immediately in the Consolidated Statement of Comprehensive Income.

Consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts generally are recognised in Consolidated Statement of Comprehensive Income.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Business combinations are initially accounted for on a provisional basis if the related initial accounting is incomplete by the end of the reporting period. The Group retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

3. Significant Accounting Policies (continued)

(a) Basis of Consolidation (continued)

Assets held for sale

Non-current assets, or disposal groups (ECE centres) comprising assets and liabilities that are expected to be recovered primarily through sale within one year, rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are re-measured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less cost to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on re-measurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(b) Determination of Fair Values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following method. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Intangible assets

The fair value of brands acquired in a business combination is based on the discounted estimated royalty payments that have been avoided as a result of the brand being owned ("relief from royalty method"). The fair value of customer relationships acquired in a business combination is determined using the notional price per customer methodology. Software acquired in a business combination is determined using an estimate of replacement cost.

The fair values of other intangible assets acquired in a business combination are based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

(c) Revenue

Revenues are recognised when the Group satisfies its performance obligations by providing early childhood education services to customers.

Childcare fees

The Group provides early childhood education services for children's various learning and care needs. Revenue from childcare fees are recognised as and when a child attends, or was scheduled to attend, a childcare facility. The performance obligations are satisfied over time as the child simultaneously receives and consumes the benefits.

Ministry of Education New Zealand ("MOE NZ") funding

MOE NZ funding relates to funding provided under the Education Act 1989 to eligible early childhood services subject to certain conditions so that they may provide early childhood education. It is recognised initially as funding received in advance and is then recognised in the Statement of Comprehensive Income over the period childcare services are provided. This funding from the MOE NZ is presented separately from the related costs of providing services in the Statement of Comprehensive Income. Income receivable from the MOE NZ by way of a reconciliation payment is recognised as an asset, and is netted off against the income received in advance. There are no unfulfilled conditions or contingencies attached to the funding.

Australian Government funding

Australian Government funding relates to fees paid under the Child Care Subsidy and are recognised over time when there is reasonable assurance that the funding will be received. Australian Government funding is received in arrears.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

3. Significant Accounting Policies (continued)

(d) Taxation

Tax expense

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss,
- taxable temporary differences arising on the initial recognition of goodwill; and
- temporary differences related to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions, if any, and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(e) Foreign Currency Translation

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses are presented in the statement of comprehensive income, on a net basis, within other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

3. Significant Accounting Policies (continued)

(e) Foreign Currency Translation (continued)

Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate on the reporting date
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(f) Dividends

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. Under Company Law in New Zealand, a distribution is authorised when it is approved by the Directors. A corresponding amount is recognised directly in equity.

(g) Property, Plant and Equipment

Recognition and measurement

Items of property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses. Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the Consolidated Statement of Comprehensive Income.

Depreciation

Depreciation is charged based on the cost of an asset less its residual value. Depreciation is charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the estimated useful lives of each item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. Useful lives as at balance date were:

Plant and equipment	4 to 10 years
Office furniture & fittings	4 years
Leasehold improvements	4 to 10 years
Motor vehicles	5 years

The depreciation methods, useful lives and residual values are reviewed at the reporting date and adjusted if appropriate. Work in progress is not depreciated until the asset is available for use.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

3. Significant Accounting Policies (continued)

(h) Intangible Assets

Goodwill

Goodwill initially represents amounts arising on acquisition of a business and is the difference between the cost of acquisition and the fair value of the net identifiable assets acquired.

Goodwill is subsequently measured at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units, or groups of cash-generating units, and is not amortised, but is reviewed at each balance date to determine whether there is any objective evidence of impairment (refer to Note 3(m) - Impairment).

Other intangible assets

Other intangible assets that are acquired by the Group and have finite and indefinite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, as appropriate. Other intangible assets have been amortised on a straight-line basis over their estimated useful lives:

Customer lists	4 years
Management contracts	4 years
Software	4 years
Brands	Indefinite life

Subsequent expenditure

Subsequent expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Consolidated Statement of Comprehensive Income as incurred.

(i) Leases

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of useful life and the lease term.

Impairment of right-of-use assets

Right-of-use assets are reviewed at each reporting date to determine whether there is any indication of impairment. The assessment is conducted as described in Note 3(m).

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period on which the event or condition that triggers the payment occurs.

3. Significant Accounting Policies (continued)

(i) Leases (continued)

Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date as the interest rate implicit in the lease is not readily determinable. The weighted average incremental borrowing rate applied to the lease liabilities is 8.49% (2020: 8.14%). After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short term leases of properties (i.e. those leases that have a lease term of 12 months or less from the date of transition).

The Group applies the low-value assets recognition exemption to leases of office equipment that are considered of low value ($10,000 or less). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Determining the lease term of contracts with renewal options

The Group determines the lease term as being the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, less any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases, to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. It considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew. Assuming the exercise of a right of renewal results in an increase in both the lease liability and right-of-use asset.

(j) Financial Instruments

Non-derivative financial assets

The Group initially recognises financial assets on trade date, being the date on which the Group commits to purchasing or selling the asset. It classifies financial assets based on its business model for managing such financial assets and the contractual terms of cash flows. The Group determines all financial assets during the reporting periods presented are measured at amortised cost.

Financial assets and liabilities are offset and the net amount presented in the Consolidated Statement of Financial Position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets at amortised cost

Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, financial assets are measured at amortised cost using the effective interest method, less any impairment losses. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period which are classified as non-current assets.

Financial assets at amortised cost comprise cash and cash equivalents, term deposits and trade and other receivables, included in other current assets.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

3. Significant Accounting Policies (continued)

(j) Financial Instruments (continued)

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and bank overdrafts.

Non-derivative financial liabilities

The Group initially recognises financial liabilities on the date that they are originated. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Financial liabilities comprise borrowings, lease liabilities and trade and other payables.

Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. They are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(k) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

(l) Reserves

Foreign Currency Translation Reserves

Exchange differences arising on translation of the foreign controlled entities are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the consolidated statement of comprehensive income when the net investment is disposed of.

(m) Impairment

Non-derivative financial assets

The Group uses a lifetime expected loss allowance for all trade and other receivables. To measure the expected credit losses, it is estimated based on the degree of aging of the receivable beyond the date it was due to be paid and any negative change in the customers' ability to pay. The expected loss rates are based on the payment profiles of revenue and the corresponding historical credit losses experienced within the period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customer to settle the receivable. The amount of the expected credit loss is recognised in the Consolidated Statement of Comprehensive Income.

3. Significant Accounting Policies (continued)

(m) Impairment (continued)

Non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and indefinite-life intangible assets are further tested annually for impairment. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount (refer Note 15).

The recoverable amount of an asset or CGU is the greater of its value-in-use and its fair value less costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, CGUs to which goodwill has been allocated are grouped so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal management purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Employee Benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits and annual leave are recognised in respect of services provided by employees up to the reporting date and measured based on expected date of settlement.

Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

The liabilities for wages and salaries and annual leave expected to be settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Defined contribution plan

The Group contributes to Kiwisaver in New Zealand and superannuation funds in Australia for employees. These are defined contribution plans. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(o) Expenses

Direct costs of providing services

These are costs incurred in the provision of services by the Group's early childhood education centres, other than employee and property costs. The major components are classroom teaching materials, cleaning, food supplies and building operating costs. These costs are recognised in the Statement of Comprehensive Income as incurred.

Finance costs

Finance costs comprise interest expense on borrowings and establishment fees, as well as the interest calculated on lease laibilities. All borrowing costs are recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

3. Significant Accounting Policies (continued)

(o) Expenses (continued)

Government grants and subsidies

Government grants and subsidies which compensate the Group for expenses incurred are recognised in the Statement of Comprehensive Income on a straight-line basis over the period in which the related costs are recognised. Grants and subsidies are reported on a net basis in the same line as the related expense.

(p) Consolidated Statement of Cash Flows

The following are the definitions of the terms used in the Consolidated Statement of Cash Flows:

- Cash includes cash on hand, bank current accounts and any bank overdrafts.
- Operating activities include all transactions and other events that are not investing or financing activities.
- Investing activities are those activities relating to the acquisition, holding and disposal of businesses, property, plant and equipment and of investments.
- Financing activities are those activities that result in changes in the size and composition of the equity structure of the Group. This includes both equity and debt not falling within the definition of cash. Dividends paid and financing costs are included in financing activities. Lease payments are included as a financing activity.

(q) Segment Reporting

An operating segment is a component of an entity that engages in business activities from which it may earn and incur expenses, whose operating results are regularly reviewed by the entity's Chief Operating Decision Maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Chief Operating Decision Maker, who is responsible for allocating resources and assessing performance of the Group, has been identified as the Managing Director ("Group MD").

(r) Earnings Per Share

Basic and diluted earnings per share

Basic and diluted earnings per share is calculated by dividing the profit attributable to the owners of the Company by the weighted average number of ordinary shares outstanding during the financial period.

(s) Goods and Services Tax

All amounts are shown exclusive of Goods and Services Tax (GST) including items disclosed in the Consolidated Statement of Cash Flows, except for trade receivables, included within other current assets, and trade payables that are stated inclusive of GST in the Consolidated Statement of Financial Position.

(t) Comparative balances

Comparative balances within Note 4 (Segment Information) have been reclassified to conform with changes in presentation and classification adopted in the current year. The impact of these changes are not material.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

4. Segment Information

The Group acquired thirteen childcare centres in Australia (2020: nil), bringing the total number of Australian centres to twenty three (refer Note 13). The Group reports operating segments by geographical location, namely New Zealand and Australia.

The Group's corporate and management costs include certain financing income and expenditure and taxation that are managed on a Group basis and are not allocated to operating segments.

The Group accounting policies are applied consistently to each reporting segment.

Information regarding the results of each reportable segment is included below. Performance is measured based on NZ GAAP measures of profitability and in relation to the Group's segments, segment profit before income tax. In addition to GAAP measures of profitability, the Group also monitors its profitability using non-GAAP financial measures (that is, operating expenses, earnings before interest, tax, depreciation and amortisation ("EBITDA") and underlying EBITDA, as described below and as included in the internal management reports that are reviewed by the Group MD and the Board. Operating expenses, EBITDA and underlying EBITDA are not defined by NZ GAAP, IFRS or any other body of accounting standards and the Group's calculation of this measure may differ from similarly titled measures presented by other companies.

Operating expenses and underlying EBITDA excludes the effects of NZ IFRS 16: Leases, gains and losses on the sale or closure of businesses, acquisition and integration costs, impairment losses (or reversals of impairment losses), restructuring costs and non-operational items.

The above items can be driven by factors other than those that impact the underlying performance of the business. Operating expenses and underlying EBITDA excludes the impact of these items to allow the Group MD to measure the financial performance trends of the underlying businesses from period to period and enable necessary decision-making.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

4. Segment Information (continued)

12 MONTHS TO 31 DECEMBER 2021	Note	New Zealand ECE centres $'000	Australia ECE centres $'000	Support and Corporate functions $'000	Consolidated $'000
Childcare fees		36,185	15,569	-	51,754
Government funding		77,760	28,445	-	106,205
Total revenue	5	**113,945**	**44,014**	**-**	**157,959**
Operating expenses		(104,125)	(31,920)	(9,318)	(145,363)
Underlying EBITDA		**9,820**	**12,094**	**(9,318)**	**12,596**
NZ IFRS 16 rental expense adjustment		20,781	4,437	217	25,435
NZ IFRS 16 remeasurement gains	6	986	-	-	986
Adjusted for:					
Loss on sale or closure of businesses		(914)	-	-	(914)
Acquisition costs		-	(1,020)	-	(1,020)
Bond costs		-	-	(216)	(216)
Foreign currency loss		-	-	(158)	(158)
Termination benefit	6	-	-	(259)	(259)
EBITDA		**30,673**	**15,511**	**(9,734)**	**36,450**
Depreciation	10,18	(12,059)	(416)	(2,223)	(14,698)
Amortisation	14	-	-	(64)	(64)
Earnings before interest and income tax		**18,614**	**15,095**	**(12,021)**	**21,688**
Net finance costs	6	(12,619)	(4,789)	(2,808)	(20,216)
Profit/(Loss) before income tax from continuing operations		**5,995**	**10,306**	**(14,829)**	**1,472**
Total assets		**65,384**	**129,435**	**230,198**	**425,017**
Total liabilities		**(117,783)**	**(113,495)**	**(61,855)**	**(293,133)**

Total assets within the support and corporate functions segment are primarily cash and cash equivalents. Total liabilities within the support and corporate functions segment are primarily borrowings. This is reflective of the Group managing financing activities centrally rather than allocating this to operating segments.

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

4. Segment Information (continued)

9 MONTHS TO 31 DECEMBER 2020	Note	New Zealand ECE centres (restated) $'000	Australia ECE centres $'000	Support and Corporate functions (restated) $'000	Consolidated $'000
Childcare fees		24,550	3,637	-	28,187
Government funding		62,137	12,315	-	74,452
Total revenue	5	**86,687**	**15,952**	**-**	**102,639**
Operating expenses		(69,844)	(10,371)	(6,733)	(86,948)
Underlying EBITDA		**16,843**	**5,581**	**(6,733)**	**15,691**
NZ IFRS 16 rental expense adjustment		15,674	2,092	217	17,983
NZ IFRS 16 remeasurement gains	6	355	-	46	401
Adjusted for:					
Loss on sale or closure of businesses		(211)	-	-	(211)
Acquisition costs		-	(32)	-	(32)
Impairment reversal	10,15,18	-	-	17	17
EBITDA		**32,661**	**7,641**	**(6,453)**	**33,849**
Depreciation	10,18	(9,483)	(255)	(1,132)	(10,870)
Amortisation	14	-	-	(60)	(60)
Earnings before interest and income tax		**23,178**	**7,386**	**(7,645)**	**22,919**
Net finance costs	6	(9,915)	(2,446)	(196)	(12,557)
Profit/(Loss) before income tax from continuing operations		**13,263**	**4,940**	**(7,841)**	**10,362**
Total assets		**240,725**	**59,131**	**74,615**	**374,471**
Total liabilities		**(135,307)**	**(80,368)**	**(49,290)**	**(264,965)**

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

4. Segment Information (continued)

Reconciliation of total expenses and operating expenses

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Total expenses per Statement of Comprehensive Income	136,271	79,720
Less:		
Depreciation	(14,698)	(10,870)
Amortisation	(64)	(60)
NZ IFRS 16 rental expense adjustment	25,435	17,983
NZ IFRS 16 remeasurement gains	986	401
Adjusted for:		
Loss on sale or closure of businesses	(914)	-
Acquisition costs	(1,020)	(211)
Bond costs	(216)	-
Foreign currency loss	(158)	(32)
Termination benefit	(259)	17
Operating expenses	**145,363**	**86,948**

5. Revenue

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Childcare fees	51,754	28,187
NZ Ministry of Education funding	77,760	62,137
Australian Child Care Subsidy	28,445	12,315
Total revenue	**157,959**	**102,639**

6. Disclosure of Items in the Consolidated Statement of Comprehensive Income

Other Expenses

	Note	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	Note	$'000	$'000
Included in other expenses are:			
Audit fees	29	182	170
Directors' fees	28	475	305
NZ IFRS 16 remeasurement adjustments		(986)	(401)
Other items		2,827	2,208
Total other expenses		**2,498**	**2,282**

Other items includes corporate and support office costs not already disclosed separately.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

6. Disclosure of Items in the Consolidated Statement of Comprehensive Income (continued)

Employee benefits expense

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Wages and salaries	90,316	64,017
Kiwisaver contributions	1,807	1,393
Superannuation fund contributions	1,949	773
Payments to agency contractors	2,083	652
New Zealand government wage subsidy	-	(10,959)
Australian JobKeeper payment	(276)	(2,908)
Termination benefit	259	-
Other employee benefits expense	1,303	1,017
Total employee benefits expense	**97,441**	**53,985**

Termination benefit

Timothy Wong resigned as Chief Executive Officer of the New Zealand operations of the Group on 30 March 2021. Under the terms of his contract, he received 1.25 million share options exercisable at A$1.20 per share, expiring 31 December 2023. The fair value of the share options is included in employee benefits expense and employee entitlements within liabilities. No share options have been exercised as at 31 December 2021.

Net finance costs

		12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	Note	$'000	$'000
Interest received			
Bank deposits		230	146
Total finance income		**230**	**146**
Interest expense			
Interest on borrowings		(3,029)	(342)
Interest on lease liabilities	18c	(17,417)	(12,361)
Total finance costs		**(20,446)**	**(12,703)**
Net finance costs		**(20,216)**	**(12,557)**

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

7. Taxation

Income tax expense

The major components of income tax expense for the year are:

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Current income tax:		
Current income tax expense	2,391	3,919
Prior year adjustments	-	(60)
	2,391	3,859
Deferred tax:		
Relating to origination and reversal of temporary differences	(1,660)	(1,112)
Prior year adjustments	-	45
	(1,660)	(1,067)
Total income tax expense	**731**	**2,792**

Reconciliation of tax expense

Tax expense is reconciled to accounting profit as follows:

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Profit before income tax from continuing operations	1,472	10,362
At the statutory income tax rate of 28%	**412**	**2,901**
Non-assessable income and non-deductible expenses for tax purposes:		
Difference in overseas tax rate	72	48
Non-deductible expenses/(non-assessable income)	247	(142)
Prior year adjustments	-	(15)
Total income tax expense	**731**	**2,792**

Deferred tax

Deferred tax relates to the following:

	31 DECEMBER 2021		31 DECEMBER 2020	
	Consolidated Statement of Comprehensive Income	Consolidated Statement of Financial Position	Consolidated Statement of Comprehensive Income	Consolidated Statement of Financial Position
	$'000	$'000	$'000	$'000
Property, plant and equipment	49	1,639	75	1,633
Intangible assets	9	(875)	8	(885)
Right-of-use assets	(4,860)	(52,843)	2,454	(48,634)
Lease liabilities	5,754	63,682	(1,608)	59,159
Employee entitlement provisions	509	1,780	209	1,273
Other temporary differences	(205)	274	(71)	476
Tax losses carried forward	404	404	-	-
Deferred tax benefit	**1,660**		**1,067**	
Net deferred tax assets		**14,061**		**13,022**

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

7. Taxation (continued)

Deferred tax (continued)

Deferred tax assets are expected to be utilised by the reversal of taxable temporary differences as well as the generation of taxable profits by the Group.

Deferred tax assets of $0.6 million has been classified as held for sale at 31 December 2021.

Imputation credits

Imputation credits available for use in subsequent reporting periods are $12.0 million (2020: 11.8 million), including imputation credits that will arise from the payment of the amount of the provision for income tax. No dividends are provided for or receivable that would affect the available imputation credits at 31 December 2021. There are no Australian franking credits available.

8. Cash and Cash Equivalents

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Cash at banks and on hand	6,948	32,596
Short-term deposits	40,631	26,543
Total cash and cash equivalents	**47,579**	**59,139**

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the relevant short-term deposit rates.

9. Trade and Other Receivables

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Trade receivables	1,687	1,076
Prepayments and sundry receivables	1,434	1,431
Total trade and other receivables	**3,121**	**2,507**

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

10. Property, Plant and Equipment

31 DECEMBER 2021	Note	Plant and Equipment	Office Furniture and Fittings	Leasehold Improvements	Motor Vehicles	Work in Progress	Total
		$'000	$'000	$'000	$'000	$'000	$'000
Cost							
Opening balance		1,431	7,925	8,711	115	291	18,473
Additions/Transfers		877	780	1,810	37	3,153	6,657
Disposals/Transfers		(53)	(197)	(130)	(90)	(3,123)	(3,593)
Classified as held for sale	11	(44)	(337)	(180)	-	(1)	(562)
Closing balance		**2,211**	**8,171**	**10,211**	**62**	**320**	**20,975**
Depreciation and impairment							
Opening balance		(794)	(5,978)	(4,546)	(71)	-	(11,389)
Depreciation for the year		(484)	(625)	(1,664)	(3)	-	(2,776)
Disposals		36	181	89	53	-	359
Classified as held for sale	11	24	300	104	-	-	428
Closing balance		**(1,218)**	**(6,122)**	**(6,017)**	**(21)**	**-**	**(13,378)**
Foreign exchange movements		1	2	4	-	-	7
Net book value		**994**	**2,051**	**4,198**	**41**	**320**	**7,604**

31 DECEMBER 2020	Note	Plant and Equipment	Office Furniture and Fittings	Leasehold Improvements	Motor Vehicles	Work in Progress	Total
		$'000	$'000	$'000	$'000	$'000	$'000
Cost							
Opening balance		1,159	7,683	6,497	128	1,170	16,637
Additions/Transfers		320	526	2,289	3	1,556	4,694
Disposals/Transfers		(48)	(284)	(75)	(16)	(2,435)	(2,858)
Closing balance		**1,431**	**7,925**	**8,711**	**115**	**291**	**18,473**
Depreciation and impairment							
Opening balance		(654)	(5,700)	(3,361)	(69)	(70)	(9,854)
Depreciation for the year		(182)	(570)	(1,241)	(7)	-	(2,000)
Impairment reversal	15	8	47	31	-	70	156
Disposals		34	245	25	5	-	309
Closing balance		**(794)**	**(5,978)**	**(4,546)**	**(71)**	**-**	**(11,389)**
Foreign exchange movements		-	7	11	-	-	18
Net book value		**637**	**1,954**	**4,176**	**44**	**291**	**7,102**

Disposals arise either when individual assets are no longer required or become obsolete, or when a centre has been closed or sold.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

11. Assets Held for Sale

Assets and liabilities held for sale

During September 2021 the Group classified six centres as held for sale. Several conditional offers were received however no centres were sold prior to 31 December 2021 therefore the assets and liabilities held for sale at 31 December 2021 relate to all six centres. These operations do not meet the definition of a discontinued operation.

	AS AT 31 DECEMBER 2021
	$'000
Prepayments	9
Property, plant and equipment	134
Deferred tax assets	617
Right of use asset	2,216
Assets classified as held for sale	**2,976**
Funding received in advance	(296)
Lease liabilities	(4,150)
Liabilities classified as held for sale	**(4,446)**

12. Group Information

Information about subsidiaries

The consolidated financial statements of the Group include:

Name	Principal Activities	Country of Incorporation	Balance Date	Equity Interest
Evolve Management Group Limited	Investment Company	NZ	31 December	100%
Lollipops Educare Holdings Limited	Investment company	NZ	31 December	100%
Lollipops Educare Centres Limited	ECE centre owner	NZ	31 December	100%
Evolve Early Education Pty Ltd	ECE centre owner	Australia	31 December	100%

On 1 August 2021, Evolve ECEM Limited and Evolve Management Group Limited amalgamated to become Evolve Management Group Limited; and Au Pair (Evolve) Limited, Evolve Group 1 Limited, Evolve Group 2 Limited, Evolve Group 3 Limited, Evolve Group 4 Limited, Evolve Group 5 Limited, Evolve Group 6 Limited, Evolve Home Day Care Limited, Lollipops Educare (Birkenhead) Limited, Lollipops Educare (Hastings) Limited, Lollipops Educare Limited and Lollipops Educare Centres Limited amalgamated to become Lollipops Educare Centres Limited.

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

13. Business Combinations

During the year ended 31 December 2021, the Group acquired thirteen ECE centres from eight separate vendors across Australia, for a total consideration of $42.1 million. Total net liabilities acquired were $0.8 million resulting in goodwill on acquisition of $42.9 million. No cash was acquired. Each of the business combinations were immaterial on an individual centre basis. There have been no material adjustments to the provisional values of these acquisitions. A summary of the net liabilities acquired is included in the following table. There were no business combinations in the nine months ending 31 December 2020.

Assets and liabilities acquired and consideration paid	$'000
Assets	
Property, plant and equipment	276
Right-of-use assets	27,458
	27,734
Liabilities	
Employee entitlements	(757)
Other current liabilities	(300)
Lease liabilities	(27,458)
	(28,515)
Total identifiable net liabilities at fair value	**(781)**
Goodwill arising on acquisition	42,854
Purchase consideration transferred	**42,073**
Purchase consideration	
Cash paid	34,959
Contingent consideration	7,167
Retentions	(53)
Total consideration	**42,073**

The goodwill of $42.9 million predominantly comprises the future earnings potential of bringing together a group of ECE centres under one centrally managed group.

Assessment of the businesses acquired did not identify any separable intangible assets other than goodwill.

As at 31 December 2021, the centres acquired at various points during the year have contributed revenue of $19.7 million and a net profit before tax of $6.0 million to the Group’s results before allowing for acquisition expenses of $1.0 million.

Contingent Consideration

As part of the purchase agreements with previous owners, a portion of the consideration was determined to be contingent, based on the performance of the acquired businesses.

The following table outlines the additional amounts payable to the previous owners if the specified performance conditions are met.

		Total potential contingent consideration payable	Carrying value
31 December 2021	**Conditions**	**$'000**	**$'000**
Acquisition of 6 centres	Performance hurdles based on EBITDA	4,463	3,283

The potential contingent consideration payable in cash is based on a probability assessment determining the likelihood of payout at year end and recognised in the carrying value.

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

13. Business Combinations (continued)

Movement in Contingent Consideration

A reconciliation of the fair value of the contingent consideration liability is provided below.

	12 MONTHS TO 31 DECEMBER 2021
	$'000
Financial liability for contingent consideration as at 1 January 2021	-
Contingent consideration recognised during the year	7,167
Contingent consideration paid	(2,923)
Fair value adjustments	(961)
Total contingent consideration payable as at 31 December 2021	**3,283**

14. Intangible Assets

31 DECEMBER 2021	Software	Brands	Goodwill	Other	Total
	$'000	$'000	$'000	$'000	$'000
Cost					
Opening balance	767	3,104	225,952	513	230,336
Additions	84	-	-	-	84
Acquisitions of businesses	-	-	42,854	-	42,854
Closing balance	**851**	**3,104**	**268,806**	**513**	**273,274**
Amortisation and impairment					
Opening balance	(683)	-	(112,087)	(513)	(113,283)
Amortisation expense	(64)	-	-	-	(64)
Disposals	-	-	-	-	-
Closing balance	**(747)**	**-**	**(112,087)**	**(513)**	**(113,347)**
Foreign exchange movement	-	-	566	-	566
Net book value	**104**	**3,104**	**157,285**	**-**	**160,493**

31 DECEMBER 2020	Software	Brands	Goodwill	Other	Total
	$'000	$'000	$'000	$'000	$'000
Cost					
Opening balance	1,392	3,104	225,952	513	230,961
Additions	31	-	-	-	31
Disposals	(656)	-	-	-	(656)
Closing balance	**767**	**3,104**	**225,952**	**513**	**230,336**
Amortisation and impairment					
Opening balance	(1,279)	-	(112,087)	(513)	(113,879)
Amortisation expense	(60)	-	-	-	(60)
Disposals	656	-	-	-	656
Closing balance	**(683)**	**-**	**(112,087)**	**(513)**	**(113,283)**
Foreign exchange movement	-	-	644	-	644
Net book value	**84**	**3,104**	**114,509**	**-**	**117,697**

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

15. Impairment

Impairment assessment of CGUs excluding indefinite useful life intangible assets

The impairment assessment of CGUs was performed as at 31 December 2021. The various CGUs were tested by calculating the recoverable amount. The recoverable amount of each CGU exceeded their carrying value therefore no impairment expense has been recognised in the current year. The discount rate used to perform the assessment was a pre-tax rate of 11.4% (2020: 13.9%).

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Impairment expense - right-of-use assets	-	139
Impairment reversal - property, plant and equipment	-	(156)
	-	(17)

Impairment assessment of indefinite useful life intangible assets

The New Zealand and Australia indefinite useful life intangible assets balances of $98.4 million and $62.0 million have been tested for impairment as at 31 December 2021. Impairment of goodwill cannot be reversed in subsequent years.

The recoverable amount of the group of NZ and Australian CGUs, to which indefinite useful life intangible assets have been allocated, was determined using a value-in-use discounted cash flow methodology using Board approved cash flow forecasts covering a five-year period. Forecasts have been revised to reflect the uncertainty arising from the Covid-19 pandemic and its aftermath.

No impairment has been recognised in the year ended 31 December 2021.

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Goodwill	157,285	114,509
Brands with indefinite useful lives	3,104	3,104
	160,389	117,613

Foreign exchange movement of $0.6 million was recognised during the year.

NZ ECE Centres - Goodwill

Key assumptions used in value-in-use calculations

The key "base" assumptions used in the calculation of value-in-use for NZ ECE Centres are:

- Revenue growth through the forecast period
- Wages growth through the forecast period
- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

15. Impairment (continued)

NZ ECE Centres - Goodwill (continued)

Key assumptions used in value-in-use calculations (continued)

The table below sets out the key assumptions for ECE NZ Centres:

	31 DECEMBER 2021 New Zealand	31 DECEMBER 2020 New Zealand
Revenue growth attributable to parental fee pricing (% per annum on average)	3.0%	2.4%
Revenue growth attributable to MOE funding rates (% per annum on average)	1.4%	1.1%
Revenue growth attributable to increase in occupancy (% per annum on average)	1.7%	0.8%
Total revenue growth (% per annum on average)	6.1%	4.3%
Wages growth (% per annum on average)	4.6%	4.7%
Pre-tax discount rates (%)	11.0%	11.1%
Long-term growth rate (%)	1.5%	1.5%

Revenue - Price: Revenue is received from the NZ Ministry of Education and parents/caregivers. It is assumed the Ministry of Education NZ continues to support early childhood education to the value of approximately 66% (2020: 66%) of ECE revenue earned. If the NZ Government were to reduce its funding of the sector, this would lead to an increased requirement for parents and caregivers to make up the difference. If NZ Government funding were to decrease, the Group would need to initiate appropriate responses to maintain profitability. The assumptions reflect the impact of future increases in funding that have been announced by the NZ Government (3.8% from 1 January 2022), with subsequent annual increases in line with past experience (1.6% per year). Parental fees are assumed to increase by 5% from 1 March each year. As discussed in note 2a, no parental fees were charged during alert levels 4 or 3 in 2021. This has increased the revenue growth attributable to parental fee pricing over the forecast period.

Revenue - Occupancy: Occupancy refers to the number of full-time equivalent children attending centres. A number of initiatives are in place to increase occupancy, involving both attracting new children as well as retaining existing ones and optimising their attendance. There has been a focus on improving the quality of education provided, increased investment in the physical amenities of centres, targeted local advertising, and closure or sale of poor performing centres.

Wages: Wages are assumed to increase by 5% from 1 April 2022 then by 3% per year.

Pre-tax discount rates: The discount rates represent the current market assessment of the risks specific to the group of CGUs, taking into account the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the industry segment the Group is engaged in, and is derived from its weighted average cost of capital (WACC). The WACC takes into account both the cost of debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors using the capital asset pricing model. The cost of debt takes into account borrowing rates for both the Group and the market. The overall discount rate is independent of the Group's capital structure and the way the Group might finance the purchase of a business. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Long-term growth rate: This rate is based on current inflation rates in New Zealand and forecast or assumed increases in revenues from parents/caregivers and the Government.

15. Impairment (continued)

NZ ECE Centres - Goodwill (continued)

Sensitivity to changes in key assumptions

The most sensitive assumption in the calculation of value-in-use for the NZ ECE Centres CGU is revenue growth, followed by wage costs. The following summarises the amounts by which the key assumptions would need to change, with all other assumptions remaining constant, for the recoverable amount to equal the carrying amount:

	Headroom/ (Impairment) $'000
Base assumption	39,349
Occupancy	-0.78%
Childcare fee growth	-2.16%
Ministry of Education funding growth	-1.25%
Wages growth	1.22%
Pre-tax discount rate	1.19%
Long-term growth rate	-2.04%

The following summarises the impairment or headroom that would have resulted had the noted changes in the "base" assumptions been made, with all other assumptions remaining constant:

	Headroom/ (Impairment) $'000
Base assumption	39,349
Occupancy at 70% at the end of the period	1,373
Occupancy at 65% at the end of the period	(25,373)
MOE funding rate growth +0.5% above base	55,835
MOE funding rate growth -0.5% below base	23,159
Childcare fees growth +1.0% above base	58,971
Childcare fees growth -1.0% below base	20,391
Wages growth +1.0% above base	9,383
Wages growth -1.0% below base	68,259

Occupancy is required to decrease to 69.7% at the end of the forecast period, with all other assumptions remaining constant, for the recoverable amount to equal the carrying amount.

Australian ECE Centres - Goodwill

Key assumptions used in value in use calculations

The key "base" assumptions used in the calculation of value-in-use for the Australian ECE Centres CGUs are:

- Revenue growth through the forecast period
- Wages growth through the forecast period
- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

15. Impairment (continued)

Australian ECE Centres - Goodwill (continued)

Key assumptions used in value in use calculations (continued)

The table below sets out the key assumptions for Australian ECE centres CGUs:

	31 DECEMBER 2021 Australia	31 DECEMBER 2020 Australia
Revenue growth attributable to price (% per annum on average)	3.0%	5.7%
Revenue growth attributable to increase in occupancy (% per annum on average)	5.6%	0.0%
Total revenue growth (% per annum on average)	8.6%	5.7%
Wages growth (% per annum on average)	9.1%	8.8%
Pre-tax discount rates (%)	12.5%	11.9%
Long-term growth rate (%)	1.5%	1.5%

Revenue: Revenue growth attributable to increase in occupancy of 5.6% disclosed in the table above relates to the new centres acquired during the year. Excluding this, we have not assumed any growth in occupancy.

Wages: Excluding the effects of new centres acquired during the year, wages are assumed to increase at an average of 3.0% per year. 2020 wages growth of 8.8% disclosed in the table above includes the effects of the government wage subsidy received. Excluding this, wages were assumed to increase at an average of 3.5% per year.

Sensitivity to changes in key assumptions

The most sensitive assumption in the calculation of value-in-use is revenue growth, followed by wage costs. Revenue growth will be achieved through pricing, as occupancy is not assumed to grow, given the centres currently have good occupancy levels. The following summarises the amounts by which the key assumptions would need to change, with all other assumptions remaining constant, for the recoverable amount to equal the carrying amount:

	Headroom/ (Impairment) $'000
Base assumption	51,745
Revenue growth	-10.27%
Wages growth	19.22%
Pre-tax discount rate	4.80%
Long-term growth rate	-7.20%

The following summarises the impairment or headroom that would have resulted had the noted changes in the "base" assumptions been made, with all other assumptions remaining constant:

	Headroom/ (Impairment) $'000
Base assumption	51,745
Revenue growth +5.0% above base	76,938
Revenue growth -5.0% below base	26,552
Wages growth +5.0% above base	38,287
Wages growth -5.0% below base	65,203

The changes used are based on an assessment of reasonably-likely variations in the assumptions.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

16. Trade and Other Payables

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Trade payables	1,048	1,807
Goods and services tax payable	3,776	2,850
Other payables	6,702	2,467
Total trade and other payables	**11,526**	**7,124**

Trade payables are unsecured and are usually paid within 30 days of recognition. The carrying amount of trade and other payables are considered to be the same as their fair value, due to their short-term nature.

17. Funding Received in Advance

Funding from NZ Ministry of Education

Represents NZ Ministry of Education funding received in advance net of amounts owing but not received. The amount is shown as a current liability consistent with the period the funding covers. Funding is received three times a year on 1 March, 1 July and 1 November. Each funding round includes 75% of the estimated funding for the four months ahead, as well as payment of the remaining 25% payable for the previous funding period, adjusted for any changes in occupancy and other criteria. Due to Covid-19, the Group instead received 90% of estimated funding on 1 November 2021. At 31 December 2021 funding received in advance relates to January and February 2022. Funding receivable relates to the remaining 10% of funding, adjusted for any changes in occupancy and other criteria, in respect of November and December 2021.

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Funding received in advance	10,940	8,942
Funding receivable	(3,197)	(4,303)
Total funding received in advance	**7,743**	**4,639**

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

18. Right-of-use Assets and Lease Liabilities

a) Right-of-use assets

31 DECEMBER 2021	Leased properties	Leased motor vehicles	Total
	$'000	$'000	$'000
Opening net book value	**170,714**	**224**	**170,938**
Additions	29,961	413	30,374
Disposals	(151)	-	(151)
Depreciation and impairment	(11,700)	(222)	(11,922)
Lease remeasurements	(2,708)	-	(2,708)
Classified as held for sale	(2,216)	-	(2,216)
Foreign exchange movements	(233)	-	(233)
Closing net book value	**183,667**	**415**	**184,082**
Cost	218,897	638	219,535
Accumulated depreciation	(29,017)	(223)	(29,240)
Accumulated Impairment	(6,213)	-	(6,213)
As at 31 December 2021	**183,667**	**415**	**184,082**

Included in accumulated depreciation is a reversal of $0.8 million for lease termination.

31 DECEMBER 2020	Leased properties	Leased motor vehicles	Total
	$'000	$'000	$'000
Opening net book value	**177,960**	**278**	**178,238**
Additions	2,045	98	2,143
Depreciation and impairment	(8,857)	(152)	(9,009)
Lease remeasurements	(1,908)	-	(1,908)
Foreign exchange movements	1,474	-	1,474
Closing net book value	**170,714**	**224**	**170,938**
Cost	198,030	547	198,577
Accumulated depreciation	(19,283)	(323)	(19,606)
Accumulated Impairment	(8,033)	-	(8,033)
As at 31 December 2020	**170,714**	**224**	**170,938**

b) Lease liabilities

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Current lease liabilities	7,702	8,028
Non-current lease liabilities	214,626	200,196
Total lease liabilities	**222,328**	**208,224**

The Group leases childcare centres, motor vehicles and office equipment. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. As at 31 December 2021, the Group's leases had a weighted average remaining lease term of 19.4 years (2020: 18.6 years).

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18. Right-of-use Assets and Lease Liabilities (continued)

c) Amounts recognised in the statement of comprehensive income

The statement of comprehensive income shows the following amounts relating to leases:

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Depreciation charge of right-of-use assets		
Properties	11,700	8,718
Motor vehicles	222	152
	11,922	**8,870**
Interest expense (included in finance cost)	17,417	12,361
Expense relating to short-term leases (included in building occupancy expenses)	125	252
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in direct expenses of providing services)	96	110

The total cash outflow for leases during the year was $25.5 million (2020: $18.0 million)

d) Impairment testing of right-of-use assets

As detailed in Notes 3(i) and 3(m), non-financial assets including right-of-use assets are reviewed annually for indicators of impairment. Where there is an indicator of impairment, the carrying value of the asset is compared to its recoverable amount. Refer to Note 15.

19. Employee Entitlements

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Employee leave provisions	5,381	4,328
Accrued wages and salaries	3,258	2,162
Termination benefit	259	-
Other employee entitlements	189	337
Total employee entitlements	**9,087**	**6,827**

20. Issued Capital

Authorised shares

	31 DECEMBER 2021		31 DECEMBER 2020	
	Number	$'000	Number	$'000
Ordinary shares authorised, issued and fully paid				
Opening balance	139,825,639	237,976	1,118,603,993	237,976
Issue of ordinary shares, net of transaction costs	19,723,845	22,038	-	-
Share consolidation	-	-	(978,778,354)	-
Closing balance	**159,549,484**	**260,014**	**139,825,639**	**237,976**

The Group completed an institutional share placement in April 2021, issuing an additional 19,723,845 shares, with proceeds of $23.5 million being received. Directly attributable issue costs of $1.5 million were incurred and have been netted off against the proceeds of the capital raising.

21. Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence, and to sustain future development of the business. Capital consists of share capital, accumulated net earnings/deficits of the Group, as well as available cash and cash equivalents and borrowings. The Board of Directors monitors the return on capital as well as the level of cash and dividends to ordinary shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of any financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Financial Covenants

The Group's capital management policy, amongst other things, aims to ensure that it meets its financial covenants attached to any interest bearing loans and borrowings that support capital structure requirements. The specific covenants relating to financial ratios the Group is required to meet are:

Senior secured notes

- Gearing ratio (i.e. core debt to equity)
- Fixed cover charges ratio (i.e. EBITDA to total interest including lease payments)
- Total leverage ratio (i.e. debt less cash to EBITDA)
- Debt leverage ratio (i.e. debt less lease liabilities to underlying EBITDA)

Breaches of the financial covenants could permit the lender to immediately call loans and borrowings. The Group was in compliance with all covenants throughout the current and previous years.

22. Dividends

Dividends paid during the current year

No dividend was paid during the year ended 31 December 2021 (2020: Nil).

Policies

The current dividend policy of the Group is to pay dividends between 40% and 60% of net profit after tax of the preceding period, but at the Board's discretion based on the Group's available financial resources.

Dividend reinvestment plan

Under the Company's dividend reinvestment plan, holders of ordinary shares may elect to reinvest the net proceeds of cash dividends payable or credited to acquire further fully paid ordinary shares in the Company.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

23. Earnings Per Share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. The number of shares outstanding for the current and previous periods are adjusted for the effect of the share issue during the current year (refer Note 20). The following reflects the income and share data used in the basic and diluted EPS computations:

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
Profit after income tax attributable to the shareholders of the Company ($'000s)	741	7,570
Weighted average number of ordinary shares for basic and diluted EPS	154,037,615	140,902,195
Basic and diluted EPS attributable to the shareholders of the Company (cents per share)	0.5	5.4

24. Financial Assets and Liabilities

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall level of financial risk is not significant and risk management is carried out by senior finance executives and the Board of Directors.

Market risk

Foreign currency risk

The Group is exposed to foreign currency risk associated with the Australian dollar ("AUD"). Foreign currency risk arises from future commercial transactions and from recognised assets and liabilities denominated in a currency that is not the Company's functional currency.

The foreign currency risk associated with the Australia operations is managed through a natural hedge as the cash flows from the Australian operations are denominated in Australian dollars.

The carrying amount of the Group's financial assets and liabilities that are denominated in other foreign currencies are set out below.

	AS AT 31 DECEMBER 2021
	AUD $'000
Cash and cash equivalents	23,224
Term deposit	2,451
Other current assets	1,249
Trade payables	(4,376)
Borrowings	(34,119)
	(11,571)

24. Financial Assets and Liabilities (continued)

Market risk (continued)

Foreign currency risk (continued)

Sensitivity

As shown in the table above, as at 31 December 2021, the Group has financial assets and liabilities that are denominated in AUD. However, these AUD financial assets and liabilities are denominated in the functional currency of the foreign subsidiary. Any translation gains or losses arising from changes in NZD/AUD exchange rates are recognised in the foreign currency translation reserve within equity, and not profit or loss.

Price risk

The Group is not currently exposed to any significant price risk.

Interest rate risk

The weighted average effective interest rate for the current year is 8.3% (2020: 3.7%). The effective interest rate has increased as a result of A$35 million, five year senior secured notes issued in December 2020 with a fixed interest rate of 7.5% per annum. The Group's main interest rate risk arises from borrowings however as they are currently fixed, the Group is not exposed to interest rate fluctuations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash and cash equivalents as well as the use of loans. Exposure to interest rate risk is reduced by investing surplus cash in on-call savings accounts or term deposits.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provision for impairment of those assets, as disclosed in the Consolidated Statement of Financial Position and Notes to the Consolidated Financial Statements. The Group has no significant credit risk exposure. The Standard & Poors credit ratings of the banks where the Group holds cash are all AA- (sources: www.rbnz.govt.nz and Standard & Poors).

Liquidity risk

Liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

The Group’s financing arrangements comprise the following facilities:

- **Senior secured notes ("notes")** - A$35 million five year notes issued on 4 December 2020 with a fixed interest rate of 7.50% per annum, payable quarterly in arrears. The notes are secured by way of a first ranking general security agreement over all present and future assets and undertakings of the Group, together with an all obligations cross guarantee and indemnity.
- **Lease guarantee facility** - provided by ASB for $2.5 million for guarantees required for certain leasehold properties. This facility is cash-backed by a term deposit held with ASB.
- **Lease guarantee facility** - provided by NAB for A$2.5 million for guarantees required for certain leasehold properties in Australia. This facility is cash-backed by a term deposit held with NAB.

evolve education group

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

24. Financial Assets and Liabilities (continued)

Deed of Cross Guarantee

Evolve Education Group Limited (the parent entity) has entered into a Deed of Cross Guarantee with the effect that the Company guarantees debts in respect of Evolve Early Education Pty Ltd, the Australian subsidiary.

Evolve Early Education Pty Ltd has been granted relief from the requirement to prepare a Financial Report and Directors' Report Under ASIC Legislative Instrument 2016/785 (As Amended) issued by the Australian Securities and Investments Commission. Evolve Early Education Pty is considered a member of the closed group.

Remaining contractual maturities

The contractual maturity for the Group's financial instrument liabilities (that is, trade payables) is disclosed in Note 16. The principal amount (A$35 million) of the notes is repayable in December 2025 and interest payments are A$2.625 million per annum. Future borrowings payments at 31 December 2021 were as follows:

	Within 1 year	1-5 years	After 5 years	Total
	$'000	$'000	$'000	$'000
31 DECEMBER 2021				
Repayment of bank borrowings	2,787	45,508	-	48,295
Finance charges	(3,040)	(9,039)	-	(12,079)
Net present values	(253)	36,469	-	36,216
31 DECEMBER 2020				
Repayment of bank borrowings	2,797	48,487	-	51,284
Finance charges	(3,032)	(12,115)	-	(15,147)
Net present values	(235)	36,372	-	36,137

As at year end, the Group has a lease liabilities balance of $222.3 million (refer Note 18b). Including renewal rights expected to be exercised, the maturities of these leases are spread over the period to December 2064. The lease liabilities are secured by the related underlying assets. Future lease payments at 31 December 2021 were as follows:

	Within 1 year	1-5 years	After 5 years	Total
	$'000	$'000	$'000	$'000
31 DECEMBER 2021				
Lease payments	25,634	100,292	356,818	482,744
Finance charges	(17,932)	(66,154)	(176,330)	(260,416)
Net present values	7,702	34,138	180,488	222,328
31 DECEMBER 2020				
Lease payments	24,019	92,893	314,370	431,282
Finance charges	(15,991)	(58,486)	(148,581)	(223,058)
Net present values	8,028	34,407	165,789	208,224

Fair value of financial instruments

The carrying value of financial assets and financial liabilities presented represent a reasonable approximation of fair value.

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25. Net Debt Reconciliation

Movements on net debt comprise:

31 DECEMBER 2021	Cash and cash equivalents	Borrowings	Lease liabilities	Total
	$'000	$'000	$'000	$'000
Net debt as at 1 January 2021	**59,139**	**(36,137)**	**(208,224)**	**(185,222)**
Borrowings repaid	-	2,787	-	2,787
Interest on borrowings	-	(3,020)	-	(3,020)
Additions	-	-	(27,871)	(27,871)
Interest on lease liabilities	-	-	(17,417)	(17,417)
Repayment of lease liabilities	-	-	25,483	25,483
Other movements on lease laibilities	-	-	1,372	1,372
Transferred to held for sale	-	-	4,150	4,150
Cash flows	(9,670)	-	-	(9,670)
Foreign exchange movements	(1,890)	154	179	(1,557)
Net debt as at 31 December 2021	**47,579**	**(36,216)**	**(222,328)**	**(210,965)**
Due within one year	**47,579**	**(253)**	**(7,702)**	**39,624**
Due in more than one year	**-**	**(35,963)**	**(214,626)**	**(250,589)**
	47,579	**(36,216)**	**(222,328)**	**(210,965)**

31 DECEMBER 2020	Cash and cash equivalents	Borrowings	Lease liabilities	Total
	$'000	$'000	$'000	$'000
Net debt as at 1 April 2020	**39,048**	**(17,666)**	**(212,468)**	**(191,086)**
Notes issued, net of transaction costs	-	(35,440)	-	(35,440)
Bank borrowings repaid	-	17,359	-	17,359
Amortisation of modification loss	-	307	-	307
Additions	-	-	(1,153)	(1,153)
Interest on lease liabilities	-	-	(12,361)	(12,361)
Repayment of lease liabilities	-	-	17,983	17,983
Other movements on lease liabilities	-	-	1,318	1,318
Cash flows	19,059	-	-	19,059
Foreign exchange movements	1,032	(697)	(1,543)	(1,208)
Net debt as at 31 December 2020	**59,139**	**(36,137)**	**(208,224)**	**(185,222)**
Due within one year	**59,139**	**(232)**	**(8,028)**	**50,879**
Due in more than one year	**-**	**(35,905)**	**(200,196)**	**(236,101)**
	59,139	**(36,137)**	**(208,224)**	**(185,222)**

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Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

26. Reconciliation of Profit After Tax to Net Operating Cash Flows

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Profit after income tax	741	7,570
Adjustments for non cash items:		
Depreciation and amortisation	14,762	10,930
Impairment reversal	-	(17)
Gain on disposal of property, plant and equipment	(13)	(10)
Remeasurement of lease liabilities	(987)	(401)
Gain on sale of businesses	-	(62)
Deferred tax	(1,660)	(1,067)
Foreign currency loss	158	-
Fair value remeasurement of earnouts	(961)	-
Share options granted	259	-
Adjustments for items classified as investing or financing activities:		
Finance costs	20,446	12,703
Working capital movements relating to operating activities:		
Increase/(decrease) in funding received in advance	3,401	(7,165)
(Increase)/decrease in other current assets	(624)	11,254
Increase/(decrease) in trade and other payables	4,401	(12,049)
(Decrease)/increase in current income tax payables	(226)	3,395
Increase in employee entitlements	2,260	497
Other items:		
Business combination earnouts classified as investing	(3,283)	205
Bond costs classified as investing	216	-
Net cash flows from operating activities	**38,890**	**25,783**

Working capital movements are adjusted to include assets held for sale.

27. Commitments and Contingencies

Operating lease commitments – Group as lessee

Future minimum rentals of office equipment not subject to NZ IFRS 16 at 31 December 2021 are:

	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
	$'000	$'000
Within one year	612	210
After one year but not more than five years	2,150	213
Total	**2,762**	**423**

Capital commitments

Estimated capital commitments for centre upgrade projects not yet completed at 31 December 2021 and not provided for were $0.3 million.

27. Commitments and Contingencies (continued)

Guarantees

For the New Zealand operation, a total of $2.4 million (2020: $2.3 million) of the lease guarantee facility disclosed in Note 24 has been utilised.

For the Australian operation, a total of A$2.5 million (2020: A$1.2 million) of bank lease guarantees has been utilised.

Contingencies

There are no material contingent liabilities not already disclosed as at 31 December 2021.

28. Related Party Transactions

Identity of Related Parties

Related parties of the Group are:

- The Board of Directors comprising Hamish Stevens, Adrian Fonseca, Chris Scott, Chris Sacre, and Kim Campbell.
- J 47 Pty Limited, a company of which Chris Scott is the sole director and shareholder.
- Upton124 Pty Limited, a company of which Chris Sacre is a director.
- Sovana Child Care Pty Limited, a company of which Adrian Fonseca is the sole director and shareholder, and is a trustee of Sovana Child Care Trust.
- Vasona Pty Limited, a company of which Adrian Fonseca is a director and sole shareholder.

Related party transactions that have ceased during the year:

- Timothy Wong resigned as Chief Executive Officer of the New Zealand operations of the Group on 30 March 2021.

Related party transactions arising during the year:

- Transactions between the Company and its Directors, members of its key management and certain employees can be summarised as follows:
  - **Directors' remuneration -** The Directors' fees pool is currently $500,000 per annum (plus GST, if any), with the amount of fees paid during the period disclosed in the table below. The Directors are also entitled to be paid for reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or Shareholder meetings, or otherwise in connection with the Group's business.

	12 MONTHS TO 31 DECEMBER 2021	9 MONTHS TO 31 DECEMBER 2020
	$'000	$'000
Hamish Stevens	135	86
Chris Scott	80	50
Chris Sacre	80	50
Kim Campbell	90	56
Adrian Fonseca	90	63
Total Directors' Remuneration	**475**	**305**

  - **Directors' indemnity and insurance** – the Company has entered into a Deed of Indemnity and Access by Deed Poll under which it has granted indemnities in favour of, and maintains insurance for, its present and future directors (and directors of related companies) and certain employees of the Company, in each case to the extent permitted by the Companies Act 1993.

Notes to the Consolidated Financial Statements

FOR THE 12 MONTHS ENDED 31 DECEMBER 2021

28. Related Party Transactions (continued)

Related party transactions arising during the year (continued):

- **Compensation of key management personnel of the Group:**

	Note	12 MONTHS TO 31 DECEMBER 2021 $'000	9 MONTHS TO 31 DECEMBER 2020 $'000
Short-term employee benefits		662	514
Termination benefit	6	259	-
Total compensation paid to key management personnel		**921**	**514**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

Shareholding interests of Directors and key management of the Company:

Units of shares	AS AT 31 DECEMBER 2021	AS AT 31 DECEMBER 2020
Chris Scott	26,227,514	26,227,514
Chris Sacre	8,128,332	8,128,332
Adrian Fonseca	2,156,250	2,156,250
Kim Campbell	3,750	3,750
Timothy Wong (resigned 30 March 2021)	-	875,000
	36,515,846	**37,390,846**

29. Auditor's Remuneration

During the year the following fees were paid or payable for services provided by the Group's auditor, Grant Thornton:

	12 MONTHS TO 31 DECEMBER 2021 $'000	9 MONTHS TO 31 DECEMBER 2020 $'000
Assurance services:		
Audit and review of the consolidated financial statements:	180	170
Other assurance engagements	2	-
Total assurance services	**182**	**170**

30. Events After the Reporting Period

Sale of Centre

In February 2022, unconditional sale and purchase contracts were entered to sell two ECE centres in New Zealand. Settlement is expected to take place in March 2022. Both centres were classified as held for sale at year end.

Covid-19

As discussed in Note 2a, Covid-19 has had a significant global impact. While the short-term financial position of the Group has not been materially impacted, there remains inherent uncertainty regarding the longer-term impact. At the time of approving these financial statements, there are no known material adverse impacts on the Group.

Directors’ Declaration

In the Directors’ opinion:

a) the financial statements and notes set out on pages 2 to 44 are in accordance with NZ IFRS and give a true and fair view, in all material respects, of the consolidated entity’s financial position as at 31 December 2021 and of its performance for the financial year ended on that date; and

b) at the date of this declaration, there are reasonable grounds to believe that the members of the closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 24.

Note 2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Directors.

Hamish Stevens
Chair
28 February 2022

Adrian Fonseca
Chair of the Audit and Risk Committee
28 February 2022

Grant Thornton

Independent Auditor's Report

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To the Shareholders of Evolve Education Group Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Evolve Education Group Limited on pages 2 to 44 which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Evolve Education Group Limited as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) issued by the New Zealand Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand*) issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our firm carries out other assurance assignments for the Group. The firm has no other interest in the Group.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Why the audit matter is significant	How our audit addressed the key audit matter
Impairment of non-financial assets As at 31 December 2021, the Group had the following non-financial assets: • Goodwill of $157.3m (note 14); • Brands of $3.1m (note 14); • Right-of-use-assets of $184.1m (note 18); and • Property, plant and equipment of $7.7m (note10). The accounting standards require non-financial assets with a finite useful life to be assessed for indicators of impairment or whether there is an indication that previously recognised impairment losses no longer exist on an annual basis. The Group has performed an evaluation of these indicators and identified specific assets or cash generating units ("CGU") which require an impairment assessment. The Group has also performed an impairment assessment for infinite useful life assets such as goodwill and brands which are required to be tested for impairment on an annual basis. In relation to the impairment assessments performed, no impairments were recognised in the financial statements. We included the impairment of non-financial assets as a key audit matter due to the high level of judgement required in determining the value of the recoverable amounts of assets or CGUs and the degree of audit effort in completing our audit.	To address the risk associated with impairment of assets, the following audit procedures were carried out: • Updated our understanding, evaluated and validated management's impairment assessment process; • Assessed the reasonability of management's assessment of indicators of impairment for finite life non-financial assets. • Assessed the reasonability of the methodology used by the Group based on industry / market practice; • Obtained management's value-in-use calculations, tested the mathematical accuracy of the underlying calculations and agreed them to the Board approved budgets; • Compared historical actual results to those budgeted to assess the quality of management's forecasts; • Engaged auditor's valuation expert to: o Assess reasonableness of key assumptions used in the calculations by discussing with management and evaluated management's basis for determining such assumptions; o Assist in the assessment of reasonableness of management's judgements by determining a point estimate; • Tested the sensitivity analysis prepared by management to ascertain that adverse changes to key assumptions would not cause, individually or in aggregate, the carrying amount to exceed the recoverable amount; and • Reviewed consolidated financial statement disclosure to determine their compliance with the requirements of the accounting standards.
Revenue recognition – Ministry of Education New Zealand The Group has recognised revenue of $77.8m (note 5) from the Ministry of Education in New Zealand. Revenue from the Ministry of Education in New Zealand is a key focus area due to the high volume of transactions occurring and its significance to operations. This is a Key Audit Matter due to the following: • Funding received from Ministry of Education New Zealand (MOE NZ) is regulated under the Education Act 1989 which contains numerous complex requirements to determine the eligibility of funds; • The complexity involved in collating and summarising the information from manual	To address the risk associated with revenue recognition, the following audit procedures were carried out: • Updated our understanding of management's processes and policies related to revenue recognition. • Visited a sample of centres across the country to confirm consistency of internal controls in relation to revenue. • Reviewed revenue recognition policies for appropriateness and compliance with NZ IFRS 15 and respective disclosures. • Performed predictive analytical procedures using recorded hours of child attendance and prescribed fee structures to determine the accuracy of the revenue recognised. • Selected a sample of transactions and inspected supporting documentation, cash received and assessed

Why the audit matter is significant	How our audit addressed the key audit matter
timesheets and other records across a large number of centres.	whether all criteria related to government funding has been met before being recognised as revenue.

Other Information

The annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to report that fact.

Directors' responsibilities for the Consolidated Financial Statements

The Directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards issued by the New Zealand Accounting Standards Board, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible on behalf of the Group for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (NZ) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located on the External Reporting Board's website at: https://www.xrb.govt.nz/standards/assurance-standards/auditing-standards/auditors-responsibilities/audit-report-1/

Grant Thornton

Grant Thornton New Zealand Audit Limited

Ryan Campbell

Auckland

28 February 2022