

1. Company details

Name of entity:	Class Limited
ABN:	70 116 802 058
Reporting period:	For the half-year ended 31 December 2016
Previous period:	For the half-year ended 31 December 2015

2. Results for announcement to the market

			\$'000
Revenues from ordinary activities	up	31.8% to	14,169
Net profit after tax from ordinary activities, attributable to the owners of Class Limited*	up	28.1% to	3,606
Profit from ordinary activities after tax attributable to the owners of Class Limited	up	64.1% to	3,606
Profit for the half-year attributable to the owners of Class Limited	up	64.1% to	3,606

*Net profit after tax in the corresponding previous period was calculated before one-off IPO expenses.

Dividends

	Amount per security Cents	Franked amount per security Cents
Final dividend for the year ended 30 June 2016 paid on 12 August 2016	1.000	-
1st quarter interim dividend for the year ending 30 June 2017 paid on 15 November 2016	1.000	-

On 9 February 2017, the Directors declared a fully franked 2nd quarter interim dividend for the year ending 30 June 2017 of 1 cent per ordinary share with record date of 15 February 2017 to be paid on 6 March 2017.

Comments

Refer to 'Review of operations' in the Directors' Report for detailed commentary.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	14.43	11.98

4. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

5. Attachments

Details of attachments (if any):

The Interim Report of Class Limited for the half-year ended 31 December 2016 is attached.

6. Signed

A handwritten signature in black ink, appearing to read 'Barry Lambert', written over a horizontal line.

Signed _____

Date: 9 February 2017

Barry Lambert
Chairman
Sydney

Class Limited

ABN 70 116 802 058

Interim Report - 31 December 2016

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Class Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2016.

Directors

The following persons were directors of Class Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Barry Martin Lambert - Chairman
Kevin Bungard
Anthony Fenning
Kathryn Foster
Matthew Quinn
Rajarshi Ray
Roderick Kibble (resigned on 15 December 2016)

Principal activities

During the financial half-year, the principal continuing activities of the Group were to develop and distribute cloud-based accounting, investment reporting and administration software, namely Class Super and Class Portfolio.

Review of operations

	31 Dec 2016 \$'000	31 Dec 2015 \$'000	Change \$'000	Change %
Sales revenue	14,028	10,717	3,311	31%
Cost of undertaking business	(7,670)	(5,930)	(1,740)	29%
EBITDA*	6,358	4,787	1,571	33%
Interest revenue	141	36	105	292%
Depreciation and amortisation	(1,168)	(676)	(492)	73%
Tax expense*	(1,725)	(1,333)	(392)	29%
Net profit after tax*	3,606	2,814	792	28%
One-off IPO expenses**	-	(617)	617	(100%)
Statutory net profit after tax	3,606	2,197	1,409	64%

* All references are before one-off initial public offering ('IPO') expenses. They are non-IFRS measures and are used internally by management to assess the performance of the business and have been extracted or derived from the financial report.

** One-off IPO expenses net of tax benefits.

Basic Earnings per share before one-off IPO expenses amounted to 3.09 cents (31 December 2015: 2.61 cents).

Basic Earnings per share after one-off IPO expenses amounted to 3.09 cents (31 December 2015: 2.04 cents).

The Group recorded a 28% and 33% increase in underlying NPAT and EBITDA respectively. Comparisons to half-year ended 31 December 2016 exclude one-off IPO costs.

Revenue grew by 32% during the financial half-year primarily driven by an increase in licence fees. The Group's billable portfolios achieved record growth of 17,775 in the last six months. Annualised Committed Monthly Revenue ('ACMR') based on number of portfolios at 31 December 2016 increased to \$28,249,000 (31 December 2015: \$21,106,000).

At 31 December 2016, the Group had a total of 130,216 billable portfolios (31 December 2015: 96,637) including 127,806 billable Self Managed Super Funds ('SMSF') on the Class Super product. Class Super's share of the SMSF market at 31 December 2016 was 21.7% (estimated total market 589,000 SMSFs).

The Class Portfolio product saw the strongest quarterly growth to date with 433 new portfolios added, a 22% increase. During the half year, new features were launched including trust beneficiary accounting and consolidated portfolio functionality.

Costs of undertaking business increased by \$1,740,000 of which \$1,279,000 was in relation to salaries and employee benefits expenses. The increase was in part due to share based payments on long term incentives for key personnel and the expansion and restructuring of the sales team.

The Group remains the market leader in cloud SMSF administration software and is committed to continued investment in research and development. The Group has committed significant capital expenditure to further develop the Class Super and Class Portfolio products. New features will be launched at the SMSF Association National Conference in February 2017.

The Group received a number of significant business awards during the period including

- SMSF Adviser 2016 SMSF Software Provider award
- CoreData SMSF award for SMSF Accounting Software/Administration
- Deloitte Technology Fast 50 Australia 2016 Finalist

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial half-year.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Barry Lambert
Chairman

9 February 2017
Sydney



Kevin Bungard
Chief Executive Officer and Managing Director

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Auditor's Independence Declaration To The Directors of Class Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the review of Class Limited for the half-year ended 31 December 2016, I declare that, to the best of my knowledge and belief, there have been:

- a No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- b No contraventions of any applicable code of professional conduct in relation to the review.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



M R Leivesley
Partner - Audit & Assurance

Sydney, 9 February 2017

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General information

These financial statements represent the consolidated financial statements of the Group consisting of Class Limited (the Company) and its subsidiaries. The financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Class Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 3, 228 Pitt Street
Sydney, NSW 2000

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 9 February 2017. The directors have the power to amend and reissue the financial statements.

Class Limited
Statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2016



		Consolidated	
	Note	31 Dec 2016	31 Dec 2015
		\$'000	\$'000
Revenue	3	14,169	10,753
Expenses			
Employee benefits expense		(5,924)	(4,645)
Depreciation and amortisation expense		(1,168)	(676)
Selling and marketing expenses		(560)	(412)
Occupancy expenses		(199)	(141)
Technology and data costs		(429)	(370)
Transaction costs on initial public offering		-	(881)
Other expenses		(558)	(362)
Profit before income tax expense		5,331	3,266
Income tax expense		(1,725)	(1,069)
Profit after income tax expense for the half-year attributable to the owners of Class Limited		3,606	2,197
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive income for the half-year attributable to the owners of Class Limited		3,606	2,197
		Cents	Cents
Basic earnings per share	10	3.09	2.04
Diluted earnings per share	10	3.03	2.02

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Class Limited
Statement of financial position
As at 31 December 2016



		Consolidated	
	Note	31 Dec 2016	30 Jun 2016
		\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents	4	15,605	15,179
Trade and other receivables		2,757	2,318
Other		750	496
Total current assets		19,112	17,993
Non-current assets			
Property, plant and equipment		945	604
Intangibles	5	4,055	3,571
Deferred tax asset		-	307
Total non-current assets		5,000	4,482
Total assets		24,112	22,475
Liabilities			
Current liabilities			
Trade and other payables	6	1,871	2,268
Income tax provision		482	666
Provisions		462	434
Total current liabilities		2,815	3,368
Non-current liabilities			
Deferred tax liability		430	-
Provisions		378	313
Total non-current liabilities		808	313
Total liabilities		3,623	3,681
Net assets		20,489	18,794
Equity			
Issued capital	7	24,260	24,260
Reserves		984	559
Retained earnings		(4,755)	(6,025)
Total equity		20,489	18,794

The above statement of financial position should be read in conjunction with the accompanying notes

Class Limited
Statement of changes in equity
For the half-year ended 31 December 2016



Consolidated	Issued capital \$'000	Profit reserve \$'000	Other reserves \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 1 July 2015	16,152	2,553	94	(9,782)	9,017
Profit after income tax expense for the half-year	-	-	-	2,197	2,197
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive income for the half-year	-	-	-	2,197	2,197
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs	8,117	-	-	-	8,117
Transfer from profit reserve	-	(2,553)	-	2,553	-
Share based payment	-	-	228	-	228
Dividends paid (note 8)	-	-	-	(1,670)	(1,670)
Balance at 31 December 2015	<u>24,269</u>	<u>-</u>	<u>322</u>	<u>(6,702)</u>	<u>17,889</u>

Consolidated	Issued capital \$'000	Other reserves \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 1 July 2016	24,260	559	(6,025)	18,794
Profit after income tax expense for the half-year	-	-	3,606	3,606
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive income for the half-year	-	-	3,606	3,606
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments	-	425	-	425
Dividends paid (note 8)	-	-	(2,336)	(2,336)
Balance at 31 December 2016	<u>24,260</u>	<u>984</u>	<u>(4,755)</u>	<u>20,489</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes

Class Limited
Statement of cash flows
For the half-year ended 31 December 2016



	Consolidated	
Note	31 Dec 2016	31 Dec 2015
	\$'000	\$'000
Cash flows from operating activities		
Receipts from customers (inclusive of GST)	15,017	11,747
Payments to suppliers and employees (inclusive of GST)	(9,150)	(7,971)
Interest received	123	36
Income taxes paid	(1,172)	(437)
	<u>4,818</u>	<u>3,375</u>
Net cash from operating activities		
Cash flows from investing activities		
Payments for property, plant and equipment	(480)	(79)
Payments for intangibles	(1,513)	(1,290)
Payments for security deposits	(63)	(62)
Proceeds from disposal of property, plant and equipment	-	2
	<u>(2,056)</u>	<u>(1,429)</u>
Net cash used in investing activities		
Cash flows from financing activities		
Proceeds from issue of shares	-	5,429
Proceeds from treasury shares on vesting of loan funded share plan	-	2,943
Share issue transaction costs	-	(56)
Dividends paid	(2,336)	(1,670)
	<u>(2,336)</u>	<u>6,646</u>
Net cash (used in)/from financing activities		
Net increase in cash and cash equivalents	426	8,592
Cash and cash equivalents at the beginning of the financial half-year	15,179	5,950
	<u>15,605</u>	<u>14,542</u>
Cash and cash equivalents at the end of the financial half-year		

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 31 December 2016 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2016 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group during the financial half-year ended 31 December 2016 and are not expected to have any significant impact for the full financial year ending 30 June 2017.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Comparative information

Comparatives in the statement of profit or loss and other comprehensive income and notes to the financial statements have been realigned to current period presentation. There has been no effect on the profit for the period.

Note 2. Operating segments

The Group's operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The Directors have determined that there is one operating segment identified and located in Australia. The information reported to the CODM is the consolidated results of the Group.

The segment results are as shown in the statement of profit or loss and other comprehensive income. Refer to statement of financial position for segment assets and liabilities.

Note 3. Revenue

	Consolidated	
	31 Dec 2016	31 Dec 2015
	\$'000	\$'000
<i>Sales revenue</i>		
Software licence fees	13,221	10,101
Service fees	123	135
Commission and partner fees	684	481
	<u>14,028</u>	<u>10,717</u>
<i>Other revenue</i>		
Interest	<u>141</u>	<u>36</u>
Revenue	<u><u>14,169</u></u>	<u><u>10,753</u></u>

Note 4. Current assets - cash and cash equivalents

	Consolidated	
	31 Dec 2016	30 Jun 2016
	\$'000	\$'000
Cash on hand and at bank	15,605	15,179

Note 5. Non-current assets - intangibles

	Consolidated	
	31 Dec 2016	30 Jun 2016
	\$'000	\$'000
Website tools development - at cost	157	157
Less: Accumulated amortisation	(127)	(101)
	30	56
Trademark and domain names - at cost	39	36
Software development - at cost	13,695	12,185
Less: Accumulated amortisation	(9,722)	(8,730)
	3,973	3,455
Computer software - at cost	62	76
Less: Accumulated amortisation	(49)	(52)
	13	24
	4,055	3,571

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial half-year are set out below:

	Website tools development \$'000	Trademark and domain names \$'000	Software development \$'000	Computer software \$'000	Total \$'000
Consolidated					
Balance at 1 July 2016	56	36	3,455	24	3,571
Additions	-	3	1,510	-	1,513
Amortisation expense	(26)	-	(992)	(11)	(1,029)
Balance at 31 December 2016	30	39	3,973	13	4,055

Note 6. Current liabilities - trade and other payables

	Consolidated	
	31 Dec 2016	30 Jun 2016
	\$'000	\$'000
Trade payables	321	517
Accrued expenses	999	1,303
BAS payable	551	448
	1,871	2,268

Note 7. Equity - issued capital

	31 Dec 2016 Shares	Consolidated 30 Jun 2016 Shares	31 Dec 2016 \$'000	30 Jun 2016 \$'000
Ordinary shares - fully paid	<u>116,840,756</u>	<u>116,820,283</u>	<u>24,260</u>	<u>24,260</u>

Movements in ordinary share capital

Details	Date	Shares	\$'000
Balance	1 July 2016	116,820,283	24,260
Issuance of shares under Tax Exempt Employee Share Plan for nil consideration	20 December 2016	<u>20,473</u>	<u>-</u>
Balance	31 December 2016	<u>116,840,756</u>	<u>24,260</u>

Note 8. Equity - dividends

Dividends paid during the financial half-year were as follows:

	Consolidated 31 Dec 2016 \$'000	31 Dec 2015 \$'000
Unfranked final dividend for the year ended 30 June 2016 of 1 cent per ordinary share (2015: 0.75 cents)	1,168	835
Unfranked 1st quarter interim dividend for the year ending 30 June 2017 of 1 cent per ordinary share (2015: 0.75 cents)	<u>1,168</u>	<u>835</u>
	<u>2,336</u>	<u>1,670</u>

On 9 February 2017, the Directors declared a fully franked 2nd interim dividend for the year ending 30 June 2017 of 1 cent per ordinary share, to be paid on 6 March 2017 to eligible shareholders on the register as at 15 February 2017. This equates to a total estimated distribution of \$1,168,000, based on the number of ordinary shares on issue as at 31 December 2016.

Note 9. Fair value measurement

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value. The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Note 10. Earnings per share

	Consolidated	
	31 Dec 2016	31 Dec 2015
	\$'000	\$'000
Profit after income tax attributable to the owners of Class Limited	<u>3,606</u>	<u>2,197</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	116,821,618	107,900,714
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	<u>2,290,165</u>	<u>904,954</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>119,111,783</u>	<u>108,805,668</u>
	Cents	Cents
Basic earnings per share	3.09	2.04
Diluted earnings per share	3.03	2.02

Note 11. Events after the reporting period

Apart from the dividend declared as disclosed in note 8, no other matter or circumstance has arisen since 31 December 2016 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2016 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Barry Lambert
Chairman



Kevin Bungard
Chief Executive Officer and Managing Director

9 February 2017
Sydney

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF CLASS LIMITED

We have reviewed the accompanying half-year financial report of Class Limited (the Company), which comprises the consolidated financial statements being the statement of financial position as at 31 December 2016, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising other explanatory information and the directors' declaration of the consolidated entity, comprising both the Company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' Responsibility for the Half-year Financial Report

The Directors of Class Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such controls as the Directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the consolidated half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the Class Limited consolidated entity's financial position as at 31 December 2016 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Class Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we complied with the independence requirements of the Corporations Act 2001.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Class Limited is not in accordance with the Corporations Act 2001, including:

- a giving a true and fair view of the consolidated entity's financial position as at 31 December 2016 and of its performance for the half-year ended on that date; and
- b complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



M R Leivesley
Partner - Audit & Assurance

Sydney, 9 February 2017