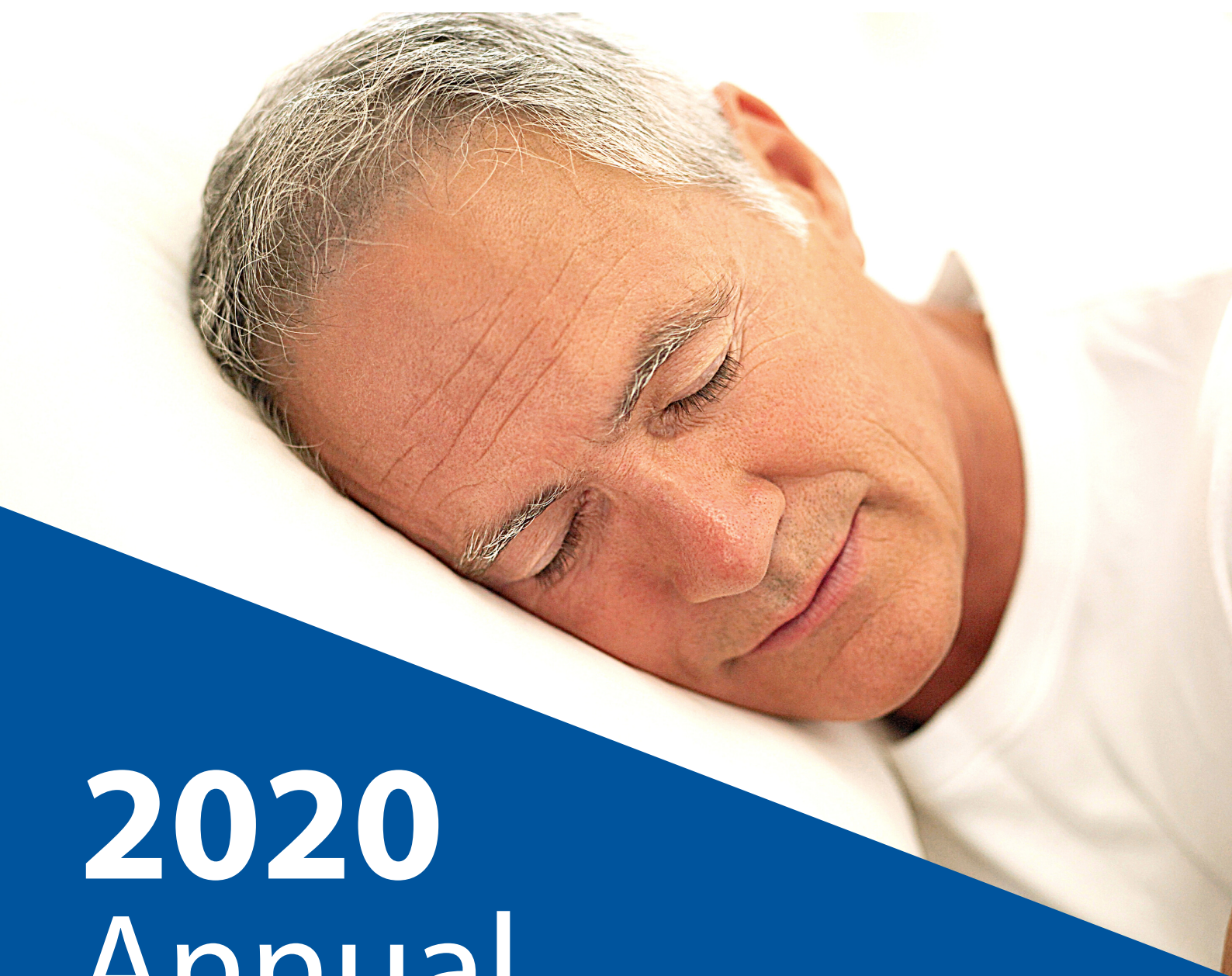




Treatment focused | Technology driven



2020 Annual Report

Table of Contents

| Section | Title | Page |
|----------------|------------------------------------|-------------|
| 1. | Chairman and CEO Report | 1 |
| 2. | Directors' Report | 5 |
| 3. | Financial Statements | 20 |
| 4. | Notes to Financial Statements | 25 |
| 5. | Directors' Declaration | 64 |
| 6. | Independent Audit Report | 65 |
| 7. | Auditor's Independence Declaration | 69 |
| 8. | Additional Information | 70 |
| 9. | Corporate Directory | 71 |

SOMNOMED LIMITED

CHAIRMAN AND CEO REPORT

Dear SomnoMed Shareholder,

The 2019/20 fiscal year was progressing well to early March 2020 with revenues and EBITDA* on track to achieve guidance. Due to the impact of COVID-19, the final year end results were affected by the final quarter's performance. This made the full year a difficult one for SomnoMed, as we managed the significant change that was brought upon us due to the pandemic. Despite this, SomnoMed's core business finished the year with revenues of \$57m and an EBITDA* of \$4.7m (including the impact of AASB 16).

At the outset of the COVID-19 pandemic, early and decisive steps were taken by your Company to ensure the survival of the company by raising \$15.5m to protect the business, while also implementing vast and immediate cost saving measures, maximising cash collections, and obtaining government financial support in all possible jurisdictions. The management team prioritised staff safety and provided constant, open and transparent communication within the entire organisation throughout the process. This resulted in immediate stability, a growing commitment to the Company across the globe and financial prudence, which meant that the Company finished the year with \$30m gross cash on the consolidated statement of financial position.

Despite the COVID-19 effect, we remain optimistic that our business remains strong, market fundamentals in place and that we will continue to see growth return to the business in all regions as we emerge from the COVID-19 pandemic.

SomnoMed's large opportunity

The opportunity to help treat the millions of sufferers of Obstructive Sleep Apnea ("OSA") remains large and growing. Treating OSA with COAT™ ("Continuous Open Airway Therapy"), which has been pioneered by SomnoMed, has enormous potential. Given that in many circumstances it is equally effective to Continuous Positive Airway Pressure ("CPAP"), which is the predominant therapy used today, the opportunity is clear. In some European countries, notably Sweden and the Netherlands, the penetration of COAT™ is in the 40-50% range for newly diagnosed patients. However, in most countries, COAT™ penetration is 10% or less, indicating that the opportunity for growth is very high.

While we know about the non-adherence issues common with the CPAP therapy, SomnoMed provides an alternative that changes this. SomnoMed's core strengths and competencies include product design and innovation that address patient comfort and therefore increase compliance, which significantly improves the long-term medical outcome for those patients.

Your Company offers a wide range of clinically validated and researched oral appliances that are comfortable to wear, durable and highly effective. SomnoMed operates under all the necessary medical manufacturing regulations around the world to ensure the delivery of a high-quality medical device to the patients of our clinical partners. We continue to work with various authorities to promote stronger clinical guidelines, as well as investing in and supporting scientifically strong and robust clinical research with meaningful outcomes, which validates SomnoMed's treatment option.

SomnoMed is "treatment focused" but will become even more "technology driven" in the future. We are "treatment focused" in the sense that the Company provides the best, most comfortable, durable oral appliance in the treatment of OSA possible, together with service excellence. "Technology driven" meaning a future that will be technology protected and enabled, so that the treatment offered will reach into all aspects of patient pathway management, facilitating all of our partners to work together more effectively and bringing greater levels of connected health and personalised medicine to the process.

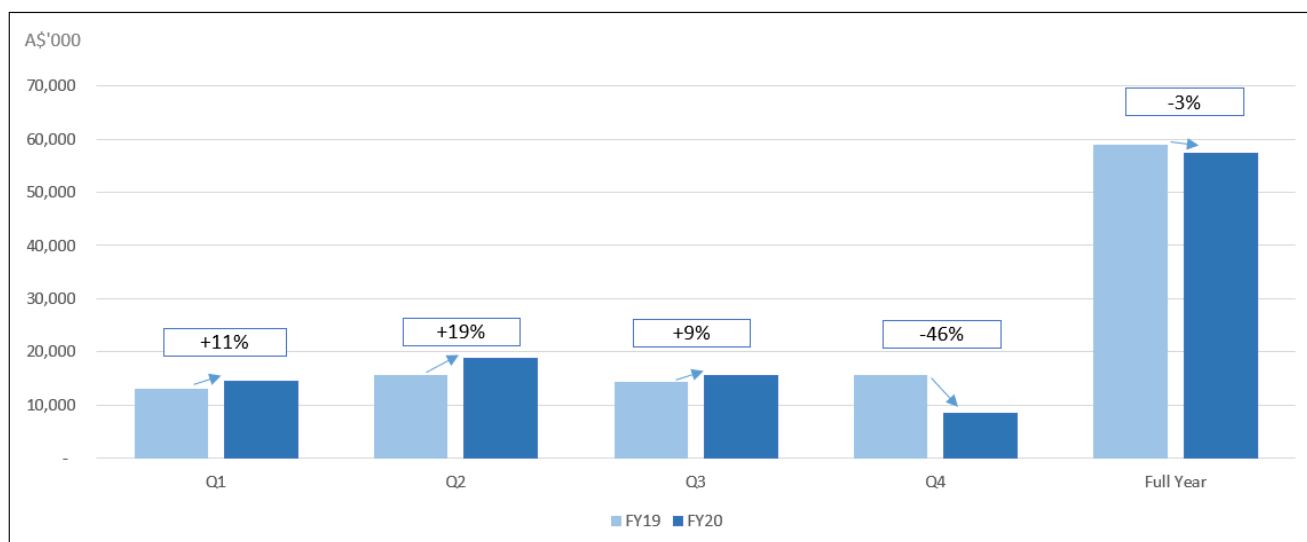
SOMNOMED LIMITED

CHAIRMAN AND CEO REPORT (CONTINUED)

Business overview

Overall, the core business was able to minimise the total revenue decline to only -3% over the previous year, notwithstanding the effects of COVID-19 and similarly deliver an underlying EBITDA* of \$4.7m. The graph below shows the full year revenue results by quarter:

Total SomnoMed core revenue growth

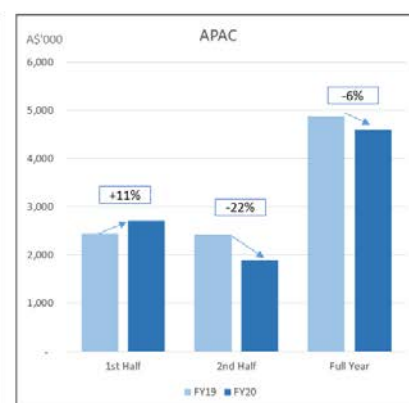
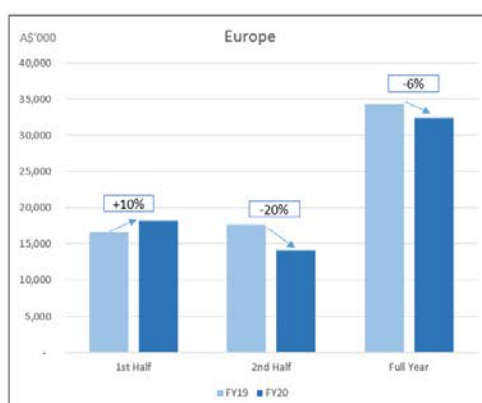
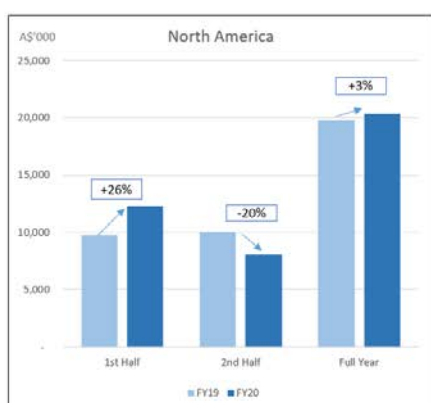


North America's growth to March 2020 was outstanding. The acceptance of the digital SomnoDent Avant™ was beyond expectations within a broader and growing customer base due to its design, profile, comfort and efficacy. The effect of COVID-19 during Q4 was profound overall but with a diminishing impact in June.

Europe showed reasonable growth to March 2020, with a slowdown already felt in that month, as some European countries went into earlier lockdown. Q4 was heavily impacted by the COVID-19 pandemic, with June revenues showing the least downturn in that quarter. The growth rates of the emerging markets in Europe are very pleasing, and coupled with the recent announcements of new COAT™ re-imbursment guidelines in Switzerland, shows increasing momentum where authorities are reviewing the low compliance rates of CPAP against those of COAT™.

APAC struggled through Q3 resulting in a lower than expected growth to March 2020, which became worse in Q4 through the COVID-19 experience in Australia, Japan and South Korea.

Core revenue growth by region



SOMNOMED LIMITED

CHAIRMAN AND CEO REPORT (CONTINUED)

The SomnoMed core business EBITDA* was \$4.7m and only -5% to the prior year's underlying EBITDA (excluding AASB16, share option expense, impairment of goodwill and discontinued operations). The FY20 EBITDA* includes COVID-19 government assistance during quarter four totalling \$2.2m. This assistance related mainly to the payment or part payment of staff salaries in all three regions, as well as rent and utilities payments in the US for May and June. Cash held at 30 June 2020 was \$30 million, which includes short-term bank debt of \$4.9m and long term, unsecured low interest government loans of \$2.6m. The core business generated a positive operating cashflow of \$5.6 million for the year compared to \$2.6 million in the prior year.

Digital Manufacturing

SomnoMed continues to invest in several operational initiatives and our digital manufacturing platform. The Company has implemented lean processes in our production facility and digital intra-oral scanning in all our hubs. We are ready to launch our second fully digitally made SomnoDent® product during Q1 of FY21, the Herbst Advance Elite™. This is a milled device that quickly follows on last year's launch of the fully digital SomnoDent Avant™ product, which was well accepted and adopted by our customers. The Herbst Advance Elite™ will add to the digital range that delivers improved comfort, compliance, and clinical effectiveness. This new product also has PDAC approval (Medicare insurance) and for the first time, combines the renowned Herbst Advance™ strength and precision with SomnoMed's proprietary soft inner lining, adding to greater retention and patient comfort.

We continue to work on further product developments, designs and innovations, which aim to offer additional benefits to both patients and customers.

The year ahead

We are very optimistic about our business and its growth prospects into 2020/21. The continuing growth and incidence rate of OSA in all the countries in which we operate, the growing need for an effective alternative to CPAP and the quicker adoption of COAT™ as a therapy are all strong trends in the right direction for the future growth of our business. The long-term opportunity for SomnoMed's business remains significant and further investments are being made to enhance its competitive advantage. There is a focus on further improvements in the digital supply chain, further clinical studies, greater re-imbursement efforts in currently non-reimbursed countries and an increased investment in sales and marketing resources globally.

Within our sales and marketing message to the medical community will be the Effectiveness Equation™. Developed by SomnoMed, the Effectiveness Equation™ highlights the essential message that to achieve an effective long-term medical outcome, both efficacy and compliance need to be considered when evaluating a treatment option. The equation using the SomnoDent® oral appliance demonstrates this long-term treatment effectiveness against CPAP.

Our future horizons



SOMNOMED LIMITED

CHAIRMAN AND CEO REPORT (CONTINUED)

The future horizons that the company will concentrate on are as follows:

1. Advancing oral appliance treatment and building the core business;
2. Positioning the “patient’s alternative” in the medical community; and
3. Becoming more and more technology driven through connected care opportunities

Trading in the first half FY21 is expected to be difficult and largely inconsistent across the 28 countries we operate in, with forecasting accuracy likely to remain affected by ongoing COVID-19 related restrictions and their implications. The second half, however, should show stronger signs of growth and continued margin expansion. No guidance is currently provided for the financial year 2020/21 due the uncertainties created by COVID-19. We will however provide ongoing trading visibility as we progress throughout the year.

We wish to thank the outgoing directors, Dr Peter Neustadt, Ms Lee Ausburn and Mr Rob Scherini, for their tremendous contribution over more than nine years. Both Ms Ausburn and Mr Scherini contributed greatly to SomnoMed, while Dr Neustadt was instrumental in the building of the business for almost fourteen years. He led the company from generating just a few million dollars in revenue to a business operating in 28 countries around the world, with a relentless and careful business approach. SomnoMed would not be where it is today without his tireless efforts and commitment to SomnoMed. We thank Dr Neustadt for his significant contribution to this company.

SomnoMed is embarking on the next chapter in its development. We welcome Ms Amrita Blickstead, Mr Michael Gordon and Mr Hilton Brett to the SomnoMed Board. The new Board members offer different skills and backgrounds to the previous Board and have shown great success in building and managing medium and large size corporations. We believe the diverse skill set, perspective, experience, and background they bring will be invaluable as we continue our journey towards being a more technology enabled sleep apnea solutions business.

We would also like to extend our deepest thanks to our dedicated and talented management team and to all the SomnoMed employees throughout the world who have worked tirelessly throughout this difficult COVID-19 time to stay focused on the vision and mission to help change the lives of each and every patient we have the pleasure to be able to treat. We also thank the many medical clinicians and dentists around the globe who support SomnoMed’s treatment option and to our shareholders for their ongoing support during this period in the Company’s history.

We are both extremely excited about your Company’s strong future ahead and it is our privilege to guide and lead a company that changes lives around the world and helps patients function better through improved sleep.

Yours sincerely,



Mr Guy Russo
Chairman



Mr Neil Verdal-Austin
Global Chief Executive Officer

*EBITDA as adjusted includes effects of AASB16 but does not include share option expense, impairment of goodwill and discontinued operations

SOMNOMED LIMITED
ACN 003255221
DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the Consolidated Entity (referred to hereafter as the 'Consolidated Entity') consisting of SomnoMed Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2020.

Directors

The names of directors in office at any time during or since the end of the year are:

Guy Russo (appointed 24th August 2020)
Neil Verdal-Austin (appointed 24th August 2020)
Amrita Blickstead (appointed 24th August 2020)
Hilton Brett (appointed 24th August 2020)
Hamish Corlett
Michael Gordon (appointed 24th August 2020)
Peter Neustadt (resigned 24th August 2020)
Lee Ausburn (resigned 24th August 2020)
Robert Scherini (resigned 24th August 2020)

Directors have been in office since the start of the financial year to the date of this report, unless otherwise stated.

Principal Activity

The principal activity of the Consolidated Entity during the financial year was the commercialisation of the SomnoDent[®] MAS and other oral devices for sleep related disorders in Australia and overseas.

There were no significant changes in the nature of the Consolidated Entity's principal activities during the financial year.

Operating Results

The loss of the Consolidated Entity amounted to \$1,118,544 (2019: a loss of \$16,437,667). This loss included a loss from the discontinued operation of \$680,234 (2019: a loss of \$16,398,281) relating to the Renew Sleep Solutions business, which ceased operations in December 2018. A more detailed review of the operations is contained on pages 1 to 4 of the Annual Report, which accompanies this Directors' Report.

Dividends Paid or Recommended

There are no dividends paid, declared or recommended for the year ended 30 June 2020 (2019: Nil).

Significant Changes in State of Affairs

Other than as stated in the accompanying Chairman and CEO's Report and financial report, there were no significant changes in the state of affairs of the Consolidated Entity during the reporting year.

After Balance Date Events

The directors have not become aware of any matter or circumstance that has arisen since the end of the year to the date of this report that has significantly affected or may affect:

- (i) The operations of the Company and the entities that it controls
- (ii) The results of those operations, or
- (iii) The state of affairs of the Company in subsequent years.

Future Developments

The Company will continue to produce and sell devices for the oral treatment of sleep related disorders in Australia and overseas.

SOMNOMED LIMITED

DIRECTORS' REPORT (CONTINUED)

Directors

Guy Russo (appointed 24th August 2020)

Non-Executive Director, Member of the Remuneration Committee

Guy Russo is currently Chairman of Australian-owned, Guzman y Gomez Mexican Kitchen (GYG). GYG is Australia's fastest growing restaurant business with over 140 sites in 4 countries and \$300m in network sales. Guy is a non-executive Director to the Board of Scentre Group (ASX: SCG) which owns and operates Westfield Living Centres in Australia and New Zealand. Guy is also Chairman of OneSky, an international charity for children living in poverty in Asia.

Previously, Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO McDonald's Australia Ltd and Chairman of Ronald McDonald House Children's Charities.

Guy's most notable achievement is his leadership in turning Kmart Australia into the largest and most profitable retail department store in the country.

A member of YPO since 2006, now with Lestari, the first Impact Chapter of YPO, he has consulted to business in China and Asia, served as a member of the Business Council of Australia, and won industry awards for leadership in diversity in employment.

Managing Director (appointed 24th August 2020)

Neil Verdall-Austin BComm (Hons), CA

Neil has acted as Chief Executive Officer of the Company since November 2018. He is a most experienced, very dynamic and business focused individual, having worked for medical device companies in South Africa, the UK and in Australia for over 25 years. He has a proven track record in various roles in SomnoMed, with many years of deep involvement in our businesses in Europe, the US and Asia-Pacific.

Amrita Blickstead (appointed 24th August 2020)

Non-Executive Director, Member of the Remuneration Committee, MBA, BME

Amrita is currently the Chief Operating & Marketing Officer at eBay Australia & New Zealand as well as a member of the Executive Leadership Team. Amrita leads multiple teams across Strategy, Operations, Marketing, Advertising, Monetization & Consumer Selling. Other roles held during her time at eBay include Director of Small & Medium Business (SMB) & Shipping, Head of SMB, Senior Manager of Pricing, B2C Strategy & Seller Experience and Manager of Cross Border Trade. Amrita is responsible for helping drive the short-term and multi-year strategy of the business. She provides thought leadership to all business units, drives operational efficiencies and manages resources in line with key business objectives.

Prior to eBay, Amrita was a management consultant with Port Jackson Partners, advising on strategic issues predominantly in the retail, electricity and building materials industries.

Prior to her role with Port Jackson Partners, Amrita has also held roles with Eli Lilly and Company as a marketing associate, Ventracor Limited as a biomedical engineer and Cochlear Limited as an engineer.

Amrita holds a Master of Business Administration (Harvard Business School, U.S.A.) and Bachelor of Mechanical (Biomedical) Engineering (University of Sydney, Australia).

Hilton Brett (appointed 24th August 2020)

Non-Executive Director, Member of the Audit Committee BComm, PostGradDipAccy

Hilton is an Operating Advisor at TDM Growth Partners, a private global investment firm founded in 2004, with offices in Sydney and New York, which invests in fast growing companies run by passionate management teams.

Hilton is a Non-Executive Director of Pacific Smiles Ltd (PSQ:ASX). Pacific Smiles owns and operates the Pacific Smiles and NIB Dental Care Centres. With 94 dental care centres located throughout the ACT, NSW, Victoria and Queensland, Pacific Smiles is committed to delivering outstanding patient care and customer service throughout a growing network of quality dental care centres.

Hilton is also a Non-Executive Director of Guzman Y Gomez Mexican Taqueria (GYG).

Up until March 2018, Hilton was Co-CEO of Accent Group Limited (formerly RCG Corporation Ltd) which is the regional leader in the retail and distribution of performance and lifestyle footwear with over 420 stores across 10 retail banners and exclusive distribution rights for 10 international brands across Australia and New Zealand. Accent's brands include The Athlete's Foot, Hype DC, Platypus Shoes, Podium Sports, Skechers, Merrell, CAT, Vans, Dr. Martens, Saucony, Timberland, Sperry Top – Sider, Palladium and Stance. Hilton joined RCG in 2006 when the business had a market capitalisation of \$8m. Over the 12 years, the team grew the business to a \$800m market capitalisation and delivered total shareholder returns in excess of 25% CAGR.

Hilton holds a Bachelor of Commerce and Post Graduate Diploma in Accounting (University of Cape Town, South Africa).

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Hamish Corlett

Non-Executive Director, Chairman of the Remuneration Committee, BComm (Hons), GradDipCouns

Hamish is a founder and director of TDM Growth Partners, a leading private investment firm specializing in long term investments in high growth companies globally. TDM made its first investment in SomnoMed in April 2010 and has been a substantial shareholder in the Company since October 2012.

Prior to TDM, Hamish worked as an Investment Manager at Caledonia Investments, a global fund manager. Hamish also worked in London in an operating role for an ecommerce start up and in Sydney at Caliburn Partnership (now Greenhill) in corporate advisory. Hamish is also a Non-Executive Director of Tyro Payments Ltd.

Hamish holds a Bachelor of Commerce with Honours Class 1 (Accounting and Finance) from the University of Sydney and a Graduate Diploma of Counselling from the Australian College of Applied Psychologists.

Michael Gordon (appointed 24th August 2020)

Non-Executive Director, Chairman of the Audit Committee, BComm, BAcc, CA

Michael is currently the CFO of Rokt Ltd. Rokt is a high-growth marketing technology company with more than US\$100m in sales, more than 230 employees and offices in Sydney, New York, Boston, Tokyo, Singapore and Auckland.

Prior to Rokt, Michael was the Group CFO and MD of Group Services for Greenlit Brands Pty Limited (formerly Steinhoff Asia Pacific Group Holdings). Greenlit Brands grew from a turnover of A\$250m (Freedom) to a A\$2.4 billion vertically integrated retailer based in Australia and New Zealand and included the brands, Freedom, Snooze, Fantastic, Plush, OMF, Best & Less and Harris Scarfe.

Prior to Greenlit Brands, Michael spent ten years with PricewaterhouseCoopers in South Africa, the United Kingdom and Australia specializing in the Retail industry with experience in Audit, Taxation M&A and IPO's.

Michael is a Chartered Accountant and holds a Bachelor of Commerce and Bachelor of Accounting (University of Witwatersrand, South Africa).

Peter Neustadt (resigned 24th August 2020)

Previous Non-Executive Chairman, Member of the Audit Committee

Dr. Peter Neustadt, born in Germany, studied in Switzerland at St.Gall Graduate School for Business & Economics, where he earned a Master in Economics (lic.oec.HSG) and Doctorate in Business Administration (Dr.oec). He worked for McKinsey & Company based in Switzerland and in Mexico.

Dr Neustadt moved to Australia and joined Kerry Packer in 1980 as a member of the executive board of Consolidated Press Holdings. He was Executive Chairman and principal shareholder in diverse media group Communications & Entertainment Limited until 1987. He founded and managed resort and property group Cypress Lakes Group Limited and The Golden Door group of companies until the end of 2005. Dr Neustadt also served on the board of Channel Ten, Advance Bank, Trafalgar Properties Limited and Manboom Pty Ltd.

From February 2010 to August 2014 he chaired Australian financial services company and mortgage aggregator Vow Financial and negotiated the takeover of the company by Yellow Brick Road Limited. The transaction completed at the end of August 2014. He also serves as director on the board of private companies in Australia and in Europe.

Lee Ausburn (resigned 24th August 2020)

Previous Non-Executive Director, M.Pharm., B.Pharm., Dip.Hosp.Pharm., FAICD

Lee has had a long career in the health industry, beginning as a pharmacist before joining Merck and Co. Inc., a global pharmaceutical company. She progressed through a range of roles, beginning in marketing in Australia and was ultimately Vice President, Asia Merck & Co. Inc. responsible for the general management of Merck organisations and their products across Asia. During this time, Lee successfully built businesses in a number of countries, often from the very beginning, planned and launched new products, liaised with regulatory authorities and government agencies and was responsible for the management teams building Merck's business in that part of the world. After leaving Merck in 2008, she has taken on a number of non-executive director roles.

She is a non-executive director of Australian Pharmaceutical Industries (API) Ltd, which distributes pharmaceuticals to pharmacies across Australia. API also has retail pharmacy operations through Priceline stores. She is also a non-executive director of nib holdings ltd, a health insurer.

Lee was President of the Pharmacy Faculty Foundation, University of Sydney until December 2017.

Robert Scherini (resigned 24th August 2020)

Previous Non-Executive Director, Chairman of the Audit Committee

Rob is a past Managing Director for Johnson & Johnson Medical Australia/NZ and has held senior management positions both locally and internationally. He was posted for a number of years in J&J's European headquarters in Brussels before returning to Australia where he was directly responsible for J&J's medical device business in Australia and New Zealand as well as responsibilities across the APAC region. He has a strong track record of growing businesses and brings to the Board a wealth of experience in Sales & Marketing, Business Development, Finance, Operations and Supply, Legal, Human Resources and Information Technology.

Rob has a bachelor's degree in Business and is a Certified Practising Accountant (CPA). He was a Member of the Board of the Medical Technology Association of Australia (MTAA) for nine years. He has been a strong advocate of Human Resources Strategy and was recognised as Best HR Champion at the 2004 Australian HR Awards. In 2007 was awarded a Rotary International Fellowship for his assistance to the community.

More recently Rob has devoted his time to consulting and mentoring. He is a senior advisor for a healthcare consultancy focused on Asia Pacific.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Company Secretary

Terence Flitcroft BComm CA SF FIN

Terence has been Company Secretary since 1995.

Terence is a Chartered Accountant with broad commercial and financial experience and has acted as director and company secretary for a number of private and public companies.

Board Member's Directorships

Listed below are details of other listed public company directorships held by Board Members over the last three years.

| Director | Directorship of | Date Appointed | Date Resigned |
|--------------------|---|------------------|---------------|
| Guy Russo | The Scentre Group | 1 September 2020 | - |
| Neil Verdal-Austin | No other listed public company directorship | - | - |
| Hilton Brett | Pacific Smiles Group Limited | 24 August 2018 | - |
| Hamish Corlett | Tyro Payments Limited | 18 April 2019 | - |
| Michael Gordon | The PAS Group | 15 January 2020 | - |
| Peter Neustadt | No other listed public company directorship | - | - |
| Robert Scherini | No other listed public company directorship | - | - |
| Lee Ausburn | Australian Pharmaceutical Industries Ltd | 7 October 2008 | - |
| | nib holdings ltd | 13 November 2013 | - |
| Amrita Blickstead | No other listed public company directorship | - | - |

Directors' Interests in Securities

As at the date of this report, details of Directors who hold shares or options in the Company for their own benefit or who have an interest in holdings through a third party are detailed below.

| Director | Shares | Options over Ordinary Shares |
|---------------------|------------|------------------------------|
| Guy Russo* | 130,000 | - |
| Amrita Blickstead* | 62,768 | - |
| Hilton Brett* | 431,560 | - |
| Hamish Corlett* | 18,863,038 | - |
| Michael Gordon* | 50,000 | - |
| Neil Verdal-Austin* | 1,773,783 | - |

* Held by the Director or entities associated with the Director and in which the Director has a financial interest.

Meetings of Directors

The number of meetings of the Company's Board of Directors and each board committee held during the year to 30 June 2020 and the number of meetings attended by each director were:

| | COMMITTEE MEETINGS | | | | | |
|-----------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|-----------------|
| | DIRECTORS' MEETINGS | | AUDIT COMMITTEE | | REMUNERATION COMMITTEE | |
| | Number eligible to attend | Number Attended | Number eligible to attend | Number Attended | Number eligible to attend | Number Attended |
| Peter Neustadt | 17 | 17 | 2 | 2 | 3 | 3 |
| Robert Scherini | 17 | 17 | 2 | 2 | 3 | 3 |
| Lee Ausburn | 17 | 16 | - | - | 3 | 3 |
| Hamish Corlett | 17 | 17 | - | - | 3 | 3 |

SOMNOMED LIMITED

DIRECTORS' REPORT (CONTINUED)

Indemnifying Directors or Officers

Each Director has entered into a Deed with the Company under which the Director is given access to documentation and in addition is:

- indemnified by the Company to the full extent permitted by law against all liabilities sustained or incurred through acting as a Director (under the Corporations Act the indemnity does not extend to a liability owed to the Company or its related bodies corporate, or which arises out of conduct involving a lack of good faith, or is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act);
- indemnified by the Company to the full extent permitted by law against legal costs and expenses incurred in defending an action for a liability incurred as an officer of the Company (under the Corporations Act the indemnity does not extend to costs incurred in circumstances where the Director is found to have a liability for which the Director cannot be indemnified, or costs of defending or resisting criminal proceedings in which the Director is found guilty or defending proceedings brought by ASIC or a liquidator for a court order where the court holds that the grounds for making the order are established, or costs of proceedings seeking relief for the Director under the Corporations Act where the court denies relief);
- entitled to a loan to meet the costs of defending or responding to any such claim or proceeding; and
- entitled to have the Company maintain and pay premiums in respect of directors' and officers' insurance. Premiums paid in respect of this insurance were \$68,014.

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of SomnoMed Limited support and have adhered to key principles of corporate governance.

Please refer to the Corporate Governance Statement of SomnoMed Limited on our website for more information <https://somnomed.com/au/about-us/investor-centre-old/corporate-governance>.

Environmental regulations

The Company's operations are not materially affected by environmental regulations.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Options

At the date of this report there were no unissued ordinary shares of SomnoMed Limited under option.

A total of 4,361,000 shares issued by the Company pursuant to the Company's Executive Share and Option Plan have been treated as share based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards (refer Note 16 to the accompanying accounts).

No options were granted over unissued shares during or since the end of the financial year by the Company to directors or any of the specified officers as part of their remuneration,

No options have been exercised by Directors since the end of the last financial year.

A total of 575,000 options expired or lapsed since the end of the previous financial year, which were not reported in the previous year's Directors' Report.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

SOMNOMED LIMITED

DIRECTORS' REPORT (CONTINUED)

REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of SomnoMed Limited and for the executives receiving the highest remuneration.

Remuneration Policy

The remuneration policy of SomnoMed Limited has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Consolidated Entity's financial results. The board of SomnoMed Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the Consolidated Entity, as well as create goal congruence between directors, executives and shareholders.

The following table shows the gross revenue and results for the last five years for the listed entity, as well as the share price at the end of the respective financial years. The 2018, 2019 and 2020 amounts have been adjusted to exclude the discontinued operations of Renew Sleep Solutions, which ceased operations in December 2018.

| | 2016 | 2017 | 2018 | 2019 | 2020 |
|----------------------------|--------------|---------------|--------------|--------------|---------------|
| Revenue | \$44,084,153 | \$49,326,974 | \$52,393,583 | \$58,892,033 | \$57,296,293 |
| Net profit/(loss) | \$67,185 | (\$4,163,331) | \$225,091** | (\$39,386)** | (\$438,310)** |
| Share price at year end | \$3.59 | \$3.06 | \$2.20 | \$1.45 | \$1.20 |
| Earnings per share (cents) | 0.34 | (6.23) | 0.35* | (0.07)* | (0.69)* |

* Earnings per share – continuing operations

** The 2018, 2019 and 2020 amounts have been adjusted to exclude the discontinued operations of Renew Sleep Solutions, which ceased operations in December 2018.

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the Consolidated Entity is as follows:

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the remuneration committee, which was the entire board for the full financial year and until 24th August 2020. All executives receive a total remuneration package, which may include a base salary (commensurate with their expertise and experience), superannuation, fringe benefits, options and performance incentives. The remuneration committee reviews executive packages annually by reference to the Consolidated Entity's performance and executive performance.

As part of the cost cutting measures implemented due to COVID-19, Directors' fees were reduced to zero and executive management and staff salaries globally were reduced by between 25% and 50% from March 2020. Given the improved trading conditions experienced by the Company, Directors' fees have been reinstated and all salaries are expected to be fully restored by October 2020.

The performance of executives is measured with each executive and is based predominantly on the forecast growth of the Company's financial performance, the achievement of the annual budget for their respective areas and shareholders' value. All bonuses and incentives are linked to predetermined performance criteria. Changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in the achievement of annual targets and building long-term growth in shareholder wealth.

Executives are also entitled to participate in the employee option arrangements.

Senior executives in Australia receive a superannuation guarantee contribution required by the government, which is currently 9.5%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Options are valued using the Black-Scholes methodology.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The remuneration committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Fees for non-executive directors are not linked to the performance of the Consolidated Entity. However, to align directors' interests with shareholder interests, the directors may hold options in the Company.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Performance Based Remuneration

As part of senior executives' remuneration packages there is a performance-based component, consisting of key performance indicators (KPIs). The intention of this program is to facilitate goal congruence between executives with that of the business and shareholders. The KPIs are set annually, with a certain level of consultation with executives. The measures are specifically tailored to the areas each executive is involved in and has a level of control over but are also linked to the overall results achieved by the Company. KPIs target areas are typically linked to areas and results which will improve the performance of the Company, covering financial and non-financial as well as short- and long-term goals. The level set for each KPI is based on budgeted figures for the group.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the KPIs achieved. Following the assessment, the KPIs are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the group's goals and shareholder wealth, before the KPIs are set for the following year.

KPIs relating to short-term incentives (STIs) relate to performance benchmarks against measured targets designed to reward superior performance and are only rewarded when performance hurdles are met. In most cases this is linked to the achievement of the annual budget for a certain region, country or functional area. However, the benchmarks for STI hurdles might vary from year to year. The current year performance hurdles include the measurement of performance against financial budgets and a number of other items relevant to the particular employee's role.

The major long-term incentives (LTIs) for employees are related to equity and options granted to senior executives pursuant to the Company's Executive Share and Option Plan. Employees are invited to participate in this plan on an annual basis. The Remuneration Committee sets the overall quantum of shares to be issued and approves the allocation to individual on the basis of recommendations it receives from the CEO and the heads of regional and global departments. The performance of the executive in the financial year gone by is an important factor which is taken into consideration in determining the allocation to each employee, however, the main criteria are the importance of the role an individual plays and his or her value to the future development of our company. Vesting conditions apply to units issued under the Company's Employee Share Trust and units vest progressively over a number of years. Units issued in the 2019/20 financial year vest over periods of up to 5.34 years. This provides employees with a long-term incentive to continue to add value to the Company's operations and remain employed with SomnoMed.

In determining whether or not a KPI has been achieved, SomnoMed Limited bases the assessment on audited figures where appropriate.

Company Performance, Shareholder Wealth and Directors' and Executives' Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives. There have been two methods applied in achieving this aim, the first being a performance-based bonus based on key performance indicators, and the second being the issue of options to directors and executives to encourage the alignment of personal and shareholder interests. The Company believes this policy is effective in increasing shareholder wealth over the medium term.

The board will review its remuneration policy annually to ensure it is effective.

Performance Income as a proportion of Total Remuneration

Senior executives are paid performance-based bonuses based on a proportion of their total remuneration package. The remuneration committee has set these bonuses to encourage achievement of specific goals that have been given a high level of importance in relation to the future growth and financial performance of the Consolidated Entity. The remuneration committee will review the performance bonuses to gauge their effectiveness against achievement of the set goals, and adjust future years' incentives as they see fit, to ensure use of the most cost effective and efficient methods.

All senior executives' remuneration for the year ended 30 June 2020 had a fixed component and a variable component of their overall remuneration, with the variable part of their remuneration paid subject to a performance condition.

Employment Contracts of Directors and Senior Executives

The employment conditions of specified executives are formalised in contracts of employment or its wholly owned subsidiary. All executives are permanent employees of SomnoMed. Each non fixed term contract states it can be terminated by the Company by giving up to six months' notice and by paying a redundancy of between three to six months. For fixed term contracts refer to Executives' Remuneration table on page 17.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Options issued as part of remuneration for the year ended 30 June 2020

During the year, no options were issued to the executives as part of their remuneration.

Directors' remuneration

The following table discloses the remuneration of Directors of the Company for the year ended 30 June 2020, as specified for disclosure by AASB 124. The information contained in this table is audited.

| Director | Short-term Benefits | | Post- Employment Benefits | Long-term Benefits | | Total \$ |
|-------------------------------|---------------------|-------------|---------------------------------|-------------------------------|---|----------------|
| | Salary & Fees \$ | Other \$ | Superannuation \$ | Termination Benefits \$ | Equity Settled Share Based Payment ⁽²⁾ | |
| Peter Neustadt ⁽¹⁾ | | | | | | |
| - 2019 | 142,054 | - | - | - | 96,753 | 238,807 |
| - 2020 | 109,737 | - | - | - | 26,858 | 136,595 |
| Robert Scherini | | | | | | |
| - 2019 | 65,560 | - | - | - | - | 65,560 |
| - 2020 | 50,646 | - | - | - | - | 50,646 |
| Lee Ausburn ⁽³⁾ | | | | | | |
| - 2019 | 65,560 | - | - | - | - | 65,560 |
| - 2020 | 50,645 | - | - | - | - | 50,645 |
| Hamish Corlett ⁽⁴⁾ | | | | | | |
| - 2019 | 65,560 | - | - | - | - | 65,560 |
| - 2020 | 50,645 | - | - | - | - | 50,645 |
| TOTAL 2019 | 338,734 | - | - | - | 96,753 | 435,487 |
| TOTAL 2020 | 261,673 | - | - | - | 26,858 | 288,531 |

(1) Dr Neustadt is a director of Belgove Pty Limited, which received consultancy fees during this and the previous year.

(2) Relates to share option expense for options issued to P Neustadt Holdings Pty Limited in 2016

(3) Ms Ausburn is a director of Leedoc Pty Limited, which received consultancy fees during this and the previous year.

(4) Mr Corlett is a director of TDM Growth Partners Pty Ltd, which received consultancy fees during this and the previous year.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Shareholdings

Number of shares held by the Directors and Key Management Personnel, including shares held by associated entities.

| | Balance 1.7.19 | Held at date of appointment/ resignation | Issued/ Acquired | Sold | Balance 30.6.20 |
|--|-------------------|--|---------------------|----------|--------------------|
| Peter Neustadt | 3,236,512 | - | 998,924 | - | 4,235,436 |
| Lee Ausburn | 137,096 | - | 20,000 | - | 157,096 |
| Robert Scherini | 91,484 | - | 28,237 | - | 119,721 |
| Hamish Corlett | 12,422,014 | - | 6,441,024 | - | 18,863,038 |
| Kien Nguyen ⁽¹⁾ | 1,020,000 | (1,020,000) | - | - | - |
| Neil Verdal-Austin ⁽²⁾ | 1,180,000 | - | 593,783 | - | 1,773,783 |
| Martin Weiland ⁽³⁾ | 475,000 | - | 122,000 | (50,000) | 547,000 |
| Hervé Fiévet ⁽⁴⁾ | 20,000 | - | 176,000 | - | 196,000 |
| Mark Harding ⁽⁵⁾ | - | - | 144,692 | - | 144,692 |
| Matthew Conlon ⁽⁶⁾ | - | - | 85,000 | - | 85,000 |
| | 18,582,106 | (1,020,000) | 8,609,660 | (50,000) | 26,121,766 |
| Less shares issued under the Employee Share Trust Plan ^{(2) (3) (4)} ^{(5) (6)} | (2,535,000) | 1,020,000 | (1,025,000) | 50,000 | (2,490,000) |
| | 16,047,106 | - | 7,584,660 | - | 23,631,766 |

(1) Ceased employment on 15th July 2019.

(2) Includes 500,000 (2019: 275,000) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 16). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(3) 122,000 (2019: 65,000) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 16). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(4) Includes 155,000 (2019: 20,000) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 16). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(5) Commenced employment 1st July 2019. Includes 100,000 (2019: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 16). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(6) Commenced employment 1st October 2019. Includes 85,000 (2019: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 16). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

No options were exercised during the year by the Directors and Key Management Personnel.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Options and Rights Holdings

Number of options held by the Directors and Key Management Personnel, including options held by associated entities

| | Balance 1.7.19 | Held at date of appointment | Granted as Remuneration | Exercised or Lapsed or Sold | Balance 30.6.20 | Total Vested 30.6.20 | Total Exercisable | Total Un-exercisable |
|--|-------------------|--------------------------------|----------------------------|-----------------------------------|--------------------|----------------------------|----------------------|-------------------------|
| Peter Neustadt ⁽¹⁾ | 175,000 | - | - | (175,000) | - | - | - | - |
| Robert Scherini | - | - | - | - | - | - | - | - |
| Lee Ausburn | - | - | - | - | - | - | - | - |
| Hamish Corlett ⁽²⁾ | 400,000 | - | - | (400,000) | - | - | - | - |
| Neil Verdall-Austin | - | - | - | - | - | - | - | - |
| Kien Nguyen ⁽³⁾ | - | - | - | - | - | - | - | - |
| Martin Weiland | - | - | - | - | - | - | - | - |
| Total | 575,000 | - | - | (575,000) | - | - | - | - |
| Issued shares treated as options in these accounts ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ (refer table above and Note 16) | | | | | | | | |
| Kien Nguyen ⁽³⁾ | 1,020,000 | (1,020,000) | - | - | - | - | - | - |
| Neil Verdall-Austin ⁽⁴⁾ | 1,020,000 | - | 685,000 | (310,000) | 1,395,000 | 635,000 | 635,000 | 760,000 |
| Martin Weiland ⁽⁵⁾ | 475,000 | - | 282,000 | (210,000) | 547,000 | 200,000 | 200,000 | 347,000 |
| Hervé Fiévet ⁽⁶⁾ | 20,000 | - | 155,000 | - | 175,000 | - | - | 175,000 |
| Mark Harding ⁽⁷⁾ | - | - | 120,000 | - | 120,000 | - | - | 120,000 |
| Matthew Conlon ⁽⁸⁾ | - | - | 85,000 | - | 85,000 | - | - | 85,000 |
| Total | 3,110,000 | (1,020,000) | 1,327,000 | (1,095,000) | 2,322,000 | 835,000 | 835,000 | 1,487,000 |

(1) Held by Belgove Pty Limited or its nominee or P Neustadt Holdings Pty Ltd, companies associated with Dr Peter Neustadt.

(2) Held by TDM Growth Partners Pty Ltd, a company associated with Mr Hamish Corlett.

(3) Ceased employment on 15th July 2019.

(4) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. During the year, 200,000 options were issued on 11 October 2019 at an exercise price of \$2.184 per share. These options expire on 11 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$1 per option. During the year, 300,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2025 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.48 per option.

On 30 June 2020, 100,000 share units issued by the EST in 2016 at \$3.44 (options expire 31 October 2023) and 85,000 share units issued by the EST in 2017 at \$3.61 (options expire 31 October 2024) were cancelled and 100,000 options expiring on 31 October 2023 and 85,000 options expiring on 31 October 2024 were reissued at \$1.17 with extended vesting conditions. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.38 and \$0.43 per option respectively.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Options and Rights Holdings (continued)

Number of options held by the Directors and Key Management Personnel, including options held by associated entities

- (5) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. During the year, 52,000 options were issued on 11 October 2019 at an exercise price of \$2.184 per share. These options expire on 11 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$1 per option. During the year, 50,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2025 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.48 per option. During the year, 20,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.43 per option.
- On 30 June 2020, 80,000 share units issued by the EST in 2016 at \$3.44 (options expire 31 October 2023) and 80,000 share units issued by the EST in 2017 at \$3.61 (options expire 31 October 2024) were cancelled and 80,000 options expiring on 31 October 2023 and 80,000 options expiring on 31 October 2024 were reissued at \$1.17 with extended vesting conditions. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.38 and \$0.43 per option respectively.
- (6) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. During the year, 30,000 options were issued on 11 October 2019 at an exercise price of \$2.184 per share. These options expire on 11 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$1 per option. During the year, 75,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2025 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.48 per option. During the year, 50,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.43 per option.
- (7) Commenced employment 1st July 2019. The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. During the year, 20,000 options were issued on 1 July 2019 at an exercise price of \$1.64 per share. These options expire on 28 August 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.57 per option. During the year, 20,000 options were issued on 11 October 2019 at an exercise price of \$2.184 per share. These options expire on 11 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$1 per option. During the year, 60,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2025 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.48 per option. During the year, 20,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.43 per option.
- (8) Commenced employment 1st October 2019. The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. During the year 20,000 options were issued on 11 October 2019 at an exercise price of \$2.184 per share. These options expire on 11 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$1 per option. During the year, 50,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2025 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.48 per option. During the year, 15,000 options were issued on 30 June 2020 at an exercise price of \$1.17 per share. These options expire on 31 October 2024 and are exercisable prior to that time, subject to vesting conditions being satisfied. Fair value of these options calculated by using the Black-Scholes option pricing model was \$0.43 per option.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Executives' remuneration

The following table discloses the remuneration of the specified executives of the company and the Consolidated Entity for the year ended 30 June 2020, as specified for disclosure by AASB 124. The information in this table is audited.

| Executive | Salary & Fees | Short-term Benefits | | Post-Employment Benefits | Long-term Benefits | Share-based Payment ⁽¹⁾ | Termination Benefits | Total |
|------------------------------------|------------------|---------------------|----------------|--------------------------|--------------------|------------------------------------|----------------------|------------------|
| | | Bonuses | Other | Superannuation | Long service leave | | | |
| Derek Smith ⁽²⁾ | | | | | | | | |
| - 2020 | - | - | - | - | - | - | - | - |
| - 2019 | 265,641 | - | 16,623 | - | - | 473,113 | 470,909 | 1,226,286 |
| Neil Verdall-Austin ⁽³⁾ | | | | | | | | |
| - 2020 | 383,562 | - | 18,240 | 41,188 | 29,539 | 96,661 | - | 569,190 |
| - 2019 | 402,178 | 50,000 | - | 38,207 | 23,012 | 95,893 | - | 609,290 |
| Jim Evanger ⁽⁴⁾ | | | | | | | | |
| - 2020 | - | - | - | - | - | - | - | - |
| - 2019 | 257,269 | - | 17,790 | - | - | - | 355,797 | 630,856 |
| Kien Nguyen ⁽⁵⁾ | | | | | | | | |
| - 2020 | - | - | 19,581 | - | - | - | 702,514 | 722,095 |
| - 2019 | 558,114 | - | 23,273 | - | - | 77,319 | - | 658,706 |
| Martin Weiland ⁽⁶⁾ | | | | | | | | |
| - 2020 | 429,119 | - | 22,745 | - | - | 3,901 | - | 455,765 |
| - 2019 | 426,897 | 15,944 | 22,003 | - | - | 48,235 | - | 513,079 |
| Hervé Fiévet ⁽⁷⁾ | | | | | | | | |
| - 2020 | 231,250 | - | - | 22,919 | 1,999 | 808 | - | 256,976 |
| - 2019 | 58,013 | 10,000 | - | 5,511 | - | 120 | - | 73,644 |
| Matthew Conlon ⁽⁸⁾ | | | | | | | | |
| - 2020 | 271,595 | - | 48,049 | - | - | 266 | - | 319,910 |
| Mark Harding ⁽⁹⁾ | | | | | | | | |
| - 2020 | 243,750 | - | - | 23,156 | 487 | 1,642 | - | 269,035 |
| TOTAL 2020 | 1,559,276 | - | 108,615 | 87,263 | 32,025 | 103,278 | 702,514 | 2,592,971 |
| TOTAL 2019 | 1,968,112 | 75,944 | 79,689 | 43,718 | 23,012 | 694,680 | 826,706 | 3,711,861 |

(1) The amounts disclosed are based on the assessed fair value at the date of grant using the Black-Scholes model and allocated to each reporting period evenly over the period from grant date to vesting date.

(2) Ceased employment 16th November 2018.

(3) This executive has agreed to a fixed term contract until 30 June 2021. This contract has a notice of termination of 9 months with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

(4) Ceased employment 31st December 2018.

(5) Ceased employment 15th July 2019

(6) This executive has agreed to a fixed term contract until 30 June 2022. The termination payment is equivalent to 12 months total remuneration. This contract has a notice of termination of 3 months with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

(7) Commenced employment 8th April 2019. This executive has a contract with a duration at will and a termination payout of two months. This contract has a notice period of 2 months.

(8) Commenced employment on 1st October 2019. This executive has a contract with a duration at will and a termination payout of three months. This contract has a notice of termination of up to 30 days with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

(9) Commenced employment on 1st July 2019. This executive has a contract with a duration at will and a termination payout of three months. This contract has a notice of termination of 3 months with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

For the year ended 30 June 2020 the Company had five (2019 – six) persons employed who were deemed to be specified executives.

The key management personnel of the consolidated group comprise the directors and the specified executives.

Bonuses are awarded as part of the consolidated group's incentive scheme for the retention of key executives and are awarded as at year end. All bonuses have vested and the pre-requisites for the receipt of the award have been satisfied.

The terms and conditions relating to options granted as remuneration during the year to key management personnel are disclosed in Note 28

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

| Name | Fixed remuneration | | At risk – STI | | At risk – LTI | |
|--|--------------------|------|---------------|------|---------------|------|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| <i>Non-Executive Directors:</i> | | | | | | |
| Peter Neustadt | 80% | 59% | 0% | 0% | 20% | 41% |
| Robert Scherini | 100% | 100% | 0% | 0% | 0% | 0% |
| Lee Ausburn | 100% | 100% | 0% | 0% | 0% | 0% |
| Hamish Corlett | 100% | 100% | 0% | 0% | 0% | 0% |
| <i>Other Key Management Personnel:</i> | | | | | | |
| Derek Smith | 0% | 61% | 0% | 0% | 0% | 39% |
| Neil Verdall-Austin | 83% | 76% | 0% | 8% | 17% | 16% |
| Jim Evanger | 0% | 100% | 0% | 0% | 0% | 0% |
| Kien Nguyen* | 100% | 88% | 0% | 0% | 0% | 12% |
| Martin Weiland | 99% | 88% | 0% | 3% | 1% | 9% |
| Hervé Fiévet** | 100% | 86% | 0% | 14% | 0% | 0% |
| Matthew Conlon*** | 100% | - | 0% | - | 0% | - |
| Mark Harding **** | 99% | - | 0% | - | 1% | - |

* Dr Nguyen ceased employment on 15th July 2019

** Mr Fiévet commenced employment on 8th April 2019

*** Mr Conlon commenced employment on 1st October 2019

**** Mr Harding commenced employment on 1st July 2019.

The proportion of the cash bonus paid/payable or forfeited is as follows:

| Name | Cash bonus paid/payable | | Cash bonus forfeited | |
|--|-------------------------|------|----------------------|------|
| | 2020 | 2019 | 2020 | 2019 |
| <i>Non-Executive Directors:</i> | | | | |
| Peter Neustadt | - | - | - | - |
| Robert Scherini | - | - | - | - |
| Lee Ausburn | - | - | - | - |
| Hamish Corlett | - | - | - | - |
| <i>Other Key Management Personnel:</i> | | | | |
| Derek Smith | 0% | 0% | 100% | 100% |
| Neil Verdall-Austin | 0% | 34% | 100% | 66% |
| Jim Evanger | 0% | 0% | 100% | 100% |
| Kien Nguyen* | 0% | 0% | 100% | 100% |
| Martin Weiland | 0% | 16% | 100% | 84% |
| Hervé Fiévet** | 0% | 57% | 100% | 43% |
| Matthew Conlon*** | 0% | 0% | 100% | 0% |
| Mark Harding **** | 0% | 0% | 100% | 0% |

* Dr Nguyen ceased employment on 15th July 2019

** Mr Fiévet commenced employment on 8th April 2019

*** Mr Conlon commenced employment on 1st October 2019.

**** Mr Harding commenced employment on 1st July 2019.

This concludes the Remuneration Report which has been audited.

SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Other Information

Non-audit Services

The board of directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Fees of \$65,000 (2019: \$140,000) for tax and other services were paid/payable to the external auditors during the year ended 30th June 2020.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30th June 2020 is set out on page 65 of this annual report.

Signed in accordance with a resolution of the Board of Directors pursuant to section 298(2)(a) of the *Corporations Act 2001*.



Chairman

28th September 2020

SOMNOMED LIMITED
ACN 003255221
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 30 JUNE 2020

| | NOTE | 2020 \$ | 2019 \$ |
|--|------|--------------------|---------------------|
| Continuing operations | | | |
| Revenue from sale of goods and services, net of discounts | 5 | 57,296,293 | 58,892,033 |
| Cost of sales | | (24,196,599) | (24,319,902) |
| Gross margin | | 33,099,694 | 34,572,131 |
| Sales and marketing expenses | | (15,437,062) | (14,966,700) |
| Administrative expenses | | (10,047,941) | (11,195,846) |
| Operating profit before corporate, research and business development expenses, other items of income and expenses and income tax | | 7,614,691 | 8,409,585 |
| Corporate, research and business development expenses | | (5,054,661) | (5,017,724) |
| Interest income | 5 | 12,803 | 28,455 |
| Share based payments | 25c | (415,756) | (1,024,557) |
| Depreciation and amortisation | 37 | (3,085,258) | (1,448,846) |
| Impairment of goodwill | 13 | - | (135,000) |
| Government Grants and other income | 5 | 2,277,101 | - |
| Interest expense | 31 | (473,093) | (205,270) |
| Unrealised foreign exchange (loss)/gain | | (128,834) | 590 |
| Profit before income tax | | 746,993 | 607,233 |
| Income tax expense attributable to operating profit | 7 | (1,185,303) | (646,619) |
| Loss after income tax for the year from continuing operations | | (438,310) | (39,386) |
| Discontinued operation | | | |
| Loss from discontinued operation | 8 | (680,234) | (16,398,281) |
| Net loss for the Group | | (1,118,544) | (16,437,667) |
| Other comprehensive income | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| Foreign exchange translation difference for foreign operations | | 456,601 | 498,030 |
| Other comprehensive income for the year, net of tax | | 456,601 | 498,030 |
| Total comprehensive loss for the year attributable to the owners of SomnoMed Limited | | (661,943) | (15,939,637) |

SOMNOMED LIMITED
ACN 003255221
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 30 JUNE 2020 (continued)

| | NOTE | 2020 \$ | 2019 \$ |
|--|------|------------|------------|
| Earnings per share | | | |
| Basic earnings per share (cents) | 22 | (1.77) | (28.28) |
| Diluted earnings per share (cents) | 22 | (1.77) | (28.28) |
| Earnings per share – continuing operations | | | |
| Basic earnings per share (cents) | 22 | (0.69) | (0.07) |
| Diluted earnings per share (cents) | 22 | (0.69) | (0.07) |
| Earnings per share – discontinued operation | | | |
| Basic earnings per share (cents) | 22 | (1.08) | (28.21) |
| Diluted earnings per share (cents) | 22 | (1.08) | (28.21) |

The above statement should be read in conjunction with the consolidated notes.

SOMNOMED LIMITED
ACN 003255221
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2020

| | NOTE | 2020 | 2019 |
|--------------------------------------|------|-------------------|-------------------|
| | | \$ | \$ |
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | 9 | 30,174,240 | 7,697,054 |
| Trade and other receivables | 10 | 7,608,559 | 10,557,582 |
| Inventories | 11 | 2,242,182 | 1,903,341 |
| Lease receivables | | 209,984 | - |
| Total Current Assets | | 40,234,965 | 20,157,977 |
| Non-Current Assets | | | |
| Trade and other receivables | | 86,081 | 141,208 |
| Property, plant and equipment | 12 | 3,921,688 | 3,248,077 |
| Intangible assets | 13 | 7,928,576 | 7,773,666 |
| Deferred tax asset | 7c | 3,086,232 | 3,429,858 |
| Right-of-use assets | 30 | 6,317,333 | - |
| Lease receivables | | 117,937 | - |
| Total Non-Current Assets | | 21,457,847 | 14,592,809 |
| Total Assets | | 61,692,812 | 34,750,786 |
| LIABILITIES | | | |
| Current Liabilities | | | |
| Trade and other payables | 14 | 8,568,890 | 8,105,273 |
| Borrowings | 23 | 4,953,328 | 3,008,016 |
| Lease liabilities | 24 | 2,330,198 | 228,280 |
| Provisions | 15 | 2,293,612 | 3,751,888 |
| Current tax liability | 7 | 634,430 | 952,727 |
| Total Current Liabilities | | 18,780,458 | 16,046,184 |
| Non-Current Liabilities | | | |
| Trade and other payables | | 97,199 | 56,111 |
| Borrowings | 23 | 2,508,534 | - |
| Lease liabilities | 24 | 5,737,818 | 359,081 |
| Provisions | 15 | 733,718 | 469,485 |
| Total Non-Current Liabilities | | 9,077,269 | 884,677 |
| Total Liabilities | | 27,857,727 | 16,930,861 |
| Net Assets | | 33,835,085 | 17,819,925 |
| EQUITY | | | |
| Issued capital | 16 | 73,943,294 | 57,681,947 |
| Reserves | 17 | 8,557,703 | 7,685,346 |
| Accumulated losses | | (48,665,912) | (47,547,368) |
| Total Equity | | 33,835,085 | 17,819,925 |

The above statement should be read in conjunction with the consolidated notes.

SOMNOMED LIMITED
ACN 003255221
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2020

| | Issued Capital | Reserves | Accumulated Losses | Owners of parent | Non- controlling interest | Total |
|--|-------------------|-----------|-----------------------|---------------------|---------------------------------|-------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at 1 July 2019 | 57,681,947 | 7,685,346 | (47,547,368) | 17,819,925 | - | 17,819,925 |
| Loss after income tax expense for the year | - | - | (1,118,544) | (1,118,544) | - | (1,118,544) |
| Other comprehensive income for the year, net of tax | - | 456,601 | - | 456,601 | - | 456,601 |
| Total comprehensive income/(loss) for the year | - | 456,601 | (1,118,544) | (661,943) | - | (661,943) |
| <i>Transactions with owners in their capacity as owners:</i> | | | | | | |
| Shares issued during the period | 16,878,546 | - | - | 16,878,546 | - | 16,878,546 |
| Share issuance costs | (617,199) | - | - | (617,199) | - | (617,199) |
| Share option reserve on recognition of remuneration options | - | 415,756 | - | 415,756 | - | 415,756 |
| Balance at 30 June 2020 | 73,943,294 | 8,557,703 | (48,665,912) | 33,835,085 | - | 33,835,085 |

| | Issued Capital | Reserves | Accumulated Losses | Owners of parent | Non- controlling interest | Total |
|--|-------------------|-----------|-----------------------|---------------------|---------------------------------|--------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at 1 July 2018 | 57,743,645 | 6,134,830 | (27,759,081) | 36,119,394 | (3,350,620) | 32,768,774 |
| Loss after income tax expense for the year | - | - | (16,437,667) | (16,437,667) | - | (16,437,667) |
| Other comprehensive income for the year, net of tax | - | 498,030 | - | 498,030 | - | 498,030 |
| Total comprehensive income/(loss) for the year | - | 498,030 | (16,437,667) | (15,939,637) | - | (15,939,637) |
| <i>Transactions with owners in their capacity as owners:</i> | | | | | | |
| Shares issued during the period | 11,800 | - | - | 11,800 | - | 11,800 |
| Share issuance costs | (73,498) | - | - | (73,498) | - | (73,498) |
| Acquisition of NCI | - | - | (3,350,620) | (3,350,620) | 3,350,620 | - |
| Capital reserve adjustment | - | 27,929 | - | 27,929 | - | 27,929 |
| Share option reserve on recognition of remuneration options | - | 1,024,557 | - | 1,024,557 | - | 1,024,557 |
| Balance at 30 June 2019 | 57,681,947 | 7,685,346 | (47,547,368) | 17,819,925 | - | 17,819,925 |

The above statement should be read in conjunction with the consolidated notes.

SOMNOMED LIMITED
ACN 003255221
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2020

| | NOTE | 2020 \$ | 2019 \$ |
|---|------|--------------------|--------------------|
| Cash flows from operating activities | | | |
| Receipts from customers (inclusive of GST) | | 61,211,946 | 65,270,060 |
| Payments to suppliers and employees (inclusive of GST) | | (54,653,969) | (70,871,855) |
| Interest received | | 10,656 | 42,195 |
| Interest paid | 32 | (419,688) | (298,390) |
| Income tax paid | | (959,669) | (689,150) |
| Net cash inflow/(outflow) from operating activities | 21 | <u>5,189,276</u> | <u>(6,547,140)</u> |
| Cash flows from investing activities | | | |
| Acquisition of subsidiary, net of cash acquired | | - | (47,829) |
| Proceeds from disposal of assets | | 48,266 | 76,031 |
| Proceeds from term deposits | | 309,000 | - |
| Payments for intangible assets | | (422,987) | (323,469) |
| Payments for property, plant and equipment | | (1,762,289) | (1,339,203) |
| Net cash outflow from investing activities | | <u>(1,828,010)</u> | <u>(1,634,470)</u> |
| Cash flows from financing activities | | | |
| Proceeds from borrowings | | 4,451,130 | 4,958,947 |
| Repayments of borrowings | | - | (2,000,000) |
| Proceeds from issue of shares | 16 | 16,878,546 | 11,800 |
| Share issuance costs | 16 | (617,199) | (73,498) |
| Payment of finance lease | 32 | (1,847,251) | (518,201) |
| Net cash inflow from financing activities | | <u>18,865,226</u> | <u>2,379,048</u> |
| Net increase/(decrease) in cash and cash equivalents | | 22,226,492 | (5,802,562) |
| Cash at beginning of the financial year | | 7,697,054 | 13,383,389 |
| Exchange rate adjustment | | 250,694 | 116,227 |
| Cash at end of the financial year | 9 | <u>30,174,240</u> | <u>7,697,054</u> |

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

The above statement should be read in conjunction with the consolidated notes.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

1. REPORTING ENTITY

SomnoMed Limited is a company domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2020 comprise the Company and its controlled entities (together referred to as the Consolidated Entity). The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders.

2. BASIS OF PREPARATION

a. Statement of compliance

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act 2001 as appropriate for profit oriented entities. The financial report of the Consolidated Entity and the financial report of the Company comply with International Financial Reporting Standards and Interpretations adopted by the International Accounting Standards Board.

b. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for derivative financial instruments, which are measured at fair value.

c. Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

d. Use of judgements and estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise stated, and have been applied consistently by all entities in the Consolidated Entity.

a. Basis of Consolidation

Controlled entities

Controlled entities are entities controlled by the Company. Control exists when the Company has power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of controlled entities are included in the consolidated financial statements from the date that control commences until the date that control ceases. Investments in controlled entities are carried at their cost of acquisition less any impairment in the Company's financial statements.

Transactions eliminated on consolidation

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

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

SOMNOMED LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

a. Basis of Consolidation (continued)

Business combinations (continued)

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is re-measured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

b. Income Recognition

Revenues are recognised at fair value of the consideration received net of the amount of goods and services tax (GST).

Sales revenue

Revenue derived from the sale of devices for the treatment of sleep related disorders and related products is recognised at the point in time when the performance obligations are satisfied, which usually occurs after final quality control is passed and goods are ready for pick up by customers. Warranties are not considered as separate performance obligations.

Government Grants

Government Grants are recognised on the consolidated statement of profit or loss there is reasonable assurance that the entity will comply with the conditions attaching to them, and the grant will be received (AASB120, paragraph 7). Such grants are presented on a Gross Basis under Government Grants on the consolidated statement of profit or loss.

Other income

Other income is recognised on a systematic basis over the periods necessary to match it with the related costs for which it is intended to compensate or, if the costs have already been incurred, in the period in which it becomes receivable. The income is deemed to be receivable when the entitlement is confirmed.

c. Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the relevant taxation authority is included as a current asset or liability in the consolidated statement of financial position. Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the relevant taxation authority are classified as operating cash flows.

d. Foreign Currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of controlled entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary transactions denominated in foreign currencies that are stated at historical cost are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at the foreign exchange rates ruling at the date the fair value was determined. Foreign exchange differences arising on translation are recognised in the consolidated statement of profit or loss and other comprehensive income.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d. Foreign Currency

Financial statements of foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, generally are translated to the functional currency at foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to the functional currency at rates approximating the foreign exchange rates ruling at the dates of transactions. Foreign currency differences arising from translation of controlled entities with a different functional currency to that of the Consolidated Entity are recognised in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount of its FCTR is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the FCTR.

e. Financial Instruments

Derivative financial instruments

The Consolidated Entity does not currently hold derivative financial instruments to hedge its exposure to foreign exchange risk arising from operating, investing and financing activities. In accordance with its treasury policy, the Consolidated Entity does not hold or issue derivative financial instruments for trading purposes. However, derivatives are not hedge accounted and are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value. Attributable transaction costs are recognised in the consolidated statement of profit or loss when incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value with changes in fair value accounted for in the consolidated statement of profit or loss and other comprehensive income.

Non-derivative financial assets and liabilities

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, borrowings, lease liabilities and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through the consolidated statement of profit or loss, any attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

Trade and other receivables

Trade receivables are recognised when the control of ownership of the underlying sales transactions have passed to the customer in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components when they are recognised at fair value. The Consolidated Entity holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Other receivables arise principally from financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition on issue and are subsequently recognised at amortised cost using the effective interest rate method, less allowance for expected credit losses (see accounting policy (g)).

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

e. Financial Instruments

Trade and other payables

Trade and other payables are stated at amortised cost.

Trade and other payables represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial period that are unpaid when the Consolidated Entity becomes obliged to make future payments in respect of the purchase of those goods and services. The amounts are unsecured and are usually paid within 30 to 60 days of purchase. They are recognised initially at the fair value and subsequently measured at amortised cost using the effective interest method.

Determination of fair values

The fair value of forward exchange contracts is based upon the listed market price, if available. If a listed market price is not available, the fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate based upon government bonds.

Other

Other non-derivative financial instruments are measured at amortised cost using the effective interest rate method, less any allowance for expected credit losses.

f. Provisions

A provision is recognised in the consolidated statement of financial position when the Consolidated Entity has a present legal or constructive obligation as a result of a past event that can be measured reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Warranties

Provisions for warranty claims are made for claims in relation to sales made prior to the reporting date, based on historical claim rate, respective product populations and average costs of returns and repairs. Warranty periods on MAS devices are dependent on individual market and regulatory conditions in different countries.

Make good lease costs

The Consolidated Entity has leases on its premises that require the premises to be returned to the lessor in its original condition. The operating lease payments do not include an element for the repairs/overhauls. A provision for make good lease costs is recognised at the time it is determined that it is probable that such costs will be incurred in a future period, measured at the expected cost of returning the asset to the lessor in its original condition. An offsetting asset of the same value is also recognised and is classified in property, plant and equipment. This asset is amortised to the consolidated statement of profit or loss.

Onerous Contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Impairment

The carrying amounts of the Consolidated Entity's assets, other than inventories (see accounting policy 3(i)) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below). An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the consolidated statement of profit or loss unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the consolidated statement of profit or loss. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit or a group of units and then, to reduce the carrying amount of the other assets in the unit or a group of units on a pro-rata basis.

The Consolidated Entity's trade and other receivables at year end are assessed under the impairment requirements which use an expected credit loss (ECL) model to recognise an allowance. Impairment is measured using a 12 month ECL model unless the credit risk on a financial asset has increased significantly since initial recognition in which case the lifetime ECL method is adopted.

Other assets

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash flows from continuing use that are largely independent of the cash flows of other assets or groups of assets (cash generating units). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to the cash generating units that are expected to benefit from the synergies of the combination. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

h. Property, Plant and Equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy (g)). An asset's cost is determined as the consideration provided plus incidental costs directly attributable to the acquisition. Subsequent costs in relation to replacing a part of property, plant and equipment are recognised in the carrying amount of the item if it is probable that future economic benefits embodied within the part will flow to the Consolidated Entity and its cost can be measured reliably. All other costs are recognised in the consolidated statement of profit or loss as incurred.

Depreciation

Depreciation is recognised in the consolidated statement of profit or loss on a straight-line basis. Items of property, plant and equipment, including leasehold assets, are depreciated using the straight-line method over their estimated useful lives, taking into account estimated residual values. Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use. Depreciation rates and methods, useful lives and residual values are reviewed at each reporting date. When changes are made, adjustments are reflected prospectively in current and future financial periods only. The estimated useful lives in the current and comparative periods are as follows:

| | |
|------------------------|--------------|
| Leasehold improvements | 1 – 3 years |
| Plant & equipment | 3 – 20 years |

i. Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and selling, marketing and distribution expenses. Cost is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

j. Intangibles

Goodwill

All business combinations are accounted for by applying the acquisition method. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is tested annually for impairment. Negative goodwill arising on an acquisition is recognised directly in the consolidated statement of profit or loss.

Other intangible assets

Intellectual property acquired is stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy (g)).

Subsequent expenditure

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortisation

Amortisation is recognised in the consolidated statement of profit or loss on a straight-line basis over the estimated useful lives of the intangible assets from the date they are available for use unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment annually. The estimated useful lives for the current and comparative periods are as follows:

| | |
|---|----------|
| Patents and trademarks | 10 years |
| Product development expenditure capitalised | 5 years |

Research and development expenditure

Research and development expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably. Development costs have a finite life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 2-5 years.

k. Employee benefits

Wages, salaries and annual leave

Provisions for employee benefits for wages, salaries and annual leave expected to settle within 12 months of the year end represent present obligations resulting from employees' services provided up to reporting date, calculated at undiscounted amounts based on remuneration wage and salary rates that the Consolidated Entity expects to pay as at reporting date including related on-costs, such as workers' compensation insurance and payroll tax.

Other long-term employee benefits

The provision for annual leave and long service leave not expected to be settled within 12 months of the reporting date are recognised in non-current provisions, provided there is an unconditional right to defer settlement of the liability. The provision is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k. Employee benefits (continued)

Share based payments

The Company has granted options to certain directors and employees. The fair value of options and shares granted is recognised as a share and option expense with a corresponding increase in equity. The fair value is measured at the date the options or shares are granted taking into account market-based criteria and expensed over the vesting period after which the employees become unconditionally entitled to the options and shares. The fair value of the options granted is measured using the Black-Scholes method, taking into account the terms and conditions attached to the options. The fair value of the performance shares granted is measured using the weighted average share price of ordinary shares in the Company, taking into account the terms and conditions attached to the shares. The amount recognised as an expense is adjusted to reflect the actual number of options and shares that vest except where forfeiture is due to market related conditions.

l. Taxation

Income tax expense in the consolidated statement of profit or loss for the periods presented comprises current and deferred tax. Income tax is recognised in the consolidated statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is calculated using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of goodwill and other assets or liabilities in a transaction that affects neither accounting nor taxable profit nor differences relating 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 the temporary differences when they reverse, based upon the laws that have been enacted at reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

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 a different tax entity but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

m. Interest income and expense

Interest income is recognised as it accrues in the consolidated statement of profit or loss using the effective interest method.

Interest expenses are recognised in the period in which they are incurred.

n. Earnings per share

The Consolidated Entity presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the net profit or loss attributable to equity holders of the parent for the financial period, after excluding any costs of servicing equity (other than ordinary shares) by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue.

Diluted EPS is calculated using the basic EPS earnings as the numerator. The weighted average number of shares used as the denominator is adjusted by the after-tax effect of financing costs associated with the dilutive potential ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares adjusted for any bonus issue.

o. Segment Reporting – Determination and presentation of operating segments

An operating segment is a component of the Consolidated Entity that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Consolidated Entity's other components if separately reported and monitored. An operating segment's operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate head office results.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p. Accounting judgements and estimates

Management discussed with the Audit Committee the development, selection and disclosure of the Consolidated Entity's critical accounting policies and estimates and the application of these policies and estimates.

Key sources of estimation uncertainty

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is described in the following areas:

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 3 (g). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p. Accounting judgements and estimates (continued)

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Consolidated Entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Employee benefits provision

As discussed, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Lease make good provision

A provision has been made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the consolidated statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in the consolidated statement of profit or loss.

Warranty provision

In determining the level of provision required for warranties the consolidated entity has made judgements in respect of the expected performance of the products, the number of customers who will actually claim under the warranty and how often, and the costs of fulfilling the conditions of the warranty. The provision is based on estimates made from historical warranty data associated with similar products and services.

Recoverability of receivables

The Consolidated Entity assesses at the end of each reporting period whether there is objective evidence that the receivables are impaired. The recoverable amount of the receivables is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (that is, the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted. An allowance for expected credit losses of receivables is based on the historical default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

q. Share capital

Ordinary shares

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 income tax benefit.

r. New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

r. New, revised or amending Accounting Standards and Interpretations adopted (continued)

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB Interpretation 23 Uncertainty over Income Tax Treatments

The Consolidated Entity does not consider that AASB Interpretation 23 Uncertainty over Income Tax Treatments has a material impact to the Consolidated Entity.

AASB 16 Leases

The consolidated entity has adopted AASB 16 from 1 July 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the consolidated statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets and an interest expense on the recognised lease liabilities. In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the consolidated statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments is separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

The consolidated entity has adopted AASB 16 'Leases' from 1 July 2019, using the Modified Retrospective Method #1, for which a restatement of comparatives for the consolidated statement of financial position as at 30 June 2019 is not applicable.

In terms of practical expedients, the company has elected to apply practical expedients #1 ('apply a single discount rate to a portfolio of leases with reasonably similar characteristics'), #3 ('not recognise leases whose terms end within 12 months of the date of initial application (use short-term lease accounting)) and #5 ('use hindsight, such as in determining the lease term if the contract contains options to extend or terminate the lease'). In addition, the company has also elected the practical expedient to make no adjustment on transition for leases for which the underlying asset is of low value (a low value item includes assets whose value, when new, is less than an amount determined by management to equate to USD \$5,000 (approximately \$ 7,000 - \$ 7,500) or where management concluded that the item is a small item, such as office furniture, telephones and other low-value equipment).

As at 1st July 2019, the impact of the application of AASB 16 can be detailed below:

| | 01.07.2019 |
|------------------------|-------------------|
| | \$ |
| Lease receivables | 532,882 |
| Movement in provisions | 1,150,674 |
| Right-of-use assets | 5,442,858 |
| Lease liabilities | 7,126,414 |

As the company adopted the Modified Retrospective Method #1, right-of-use asset for the discontinued business (RSS) has been adjusted at the initial application on 1st July 2019 by \$1,150,674 (practical expedient AASB 16.C10(b)). The amount of \$1,150,674 had been previously recognised at 30th June 2019 as provisions for onerous leases for the discontinued operation.

As of 30th June 2020, an additional depreciation expense has been recognised on the consolidated statement of profit or loss of \$1,433,099 for the continuing operations as a consequence of implementation of AASB 16. In terms of interest expense, as of 30th June 2020 an additional expense of \$306,179 has been recognised for the continuing operations and \$85,482 for the discontinued operation (RSS) as a consequence of implementation of AASB 16.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

r. New, revised or amending Accounting Standards and Interpretations adopted (continued)

Discount rates

As described above, the company has decided to adopt the practical expedient #1 ('apply a single discount rate to a portfolio of leases with reasonably similar characteristics').

The approach to determine the incremental borrowing rate has been to consider the risk-free borrowing rate on each of the different regions which we operate and consider additional factors such as lease guarantees, existing financing facility, and refinancing rates. In addition, an additional risk-factor of 0.5% was considered for vehicles and for equipment. Discount rates are detailed below:

Europe: Land and buildings between 3.00% and 4.00%; Equipment and vehicles between 3.50% and 4.50%.

North America: Land and buildings between 4.50% and 6.00%; Equipment and vehicles between 5.00% and 6.50%.

Asia-Pacific: Land and buildings between 4.00% and 8.25%; Equipment and vehicles between 4.50% and 8.75%.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

s. Current and non-current classification

Assets and liabilities are presented in the consolidated statement of financial position based on current and non-current classification.

An asset is current when: it is expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within twelve months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when: it is expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within twelve months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t. Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principle market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Fair value measurement hierarchy

The Consolidated Entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Borrowings

Borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Conceptual Framework for Financial Reporting (Conceptual Framework)

The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 January 2020 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the Consolidated Entity has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the Consolidated Entity may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the Consolidated Entity's financial statements.

4. FINANCIAL RISK MANAGEMENT

Overview

The Company and Consolidated Entity have exposure to the following risks from the use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Currency risk
- Interest rate risk

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

4. FINANCIAL RISK MANAGEMENT (continued)

This note presents information about the Company's and the Consolidated Entity's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the risk management and monitors operational and financial risk management throughout the Consolidated Entity. Monitoring risk management includes ensuring appropriate policies and procedures are published and adhered to. The Management reports to the Audit Committee.

The Board aims to manage the impact of short-term fluctuations on the Company's and the Consolidated Entity's earnings. Over the longer term, permanent changes in market rates will have an impact on earnings.

The Company and the Consolidated Entity are exposed to risks from movements in exchange rates and interest rates that affect revenues, expenses, assets, liabilities and forecast transactions. Financial risk management aims to limit these market risks through ongoing operational and finance activities.

Exposure to credit, foreign exchange and interest rate risks arises in the normal course of the Company's and the Consolidated Entity's business. Derivative financial instruments are used to hedge exposure to fluctuations in foreign exchange rates. The Audit Committee oversees adequacy of the Company's risk management framework in relation to the risks faced by the Company and the Consolidated Entity.

Credit Risk

Credit risk is the risk of financial loss to the Company or the Consolidated Entity if a customer, controlled entity or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's and the Consolidated Entity's receivables from customers.

Trade and other receivables

The Company's and Consolidated Entity's exposure to credit risk is influenced mainly by the geographical location and characteristics of individual customers. The Consolidated Entity does not have a significant concentration of credit risk with a single customer.

Policies and procedures of credit management and administration of receivables are established and executed at a regional level. Individual regions deliver reports to management and the Board on debtor ageing and collection activities on a monthly basis.

In monitoring customer credit risk, the ageing profile of total receivables balances is reviewed by management by geographic region on a monthly basis. Regional management are responsible for identifying high risk customers and placing restrictions on future trading, including suspending future shipments and administering dispatches on a prepayment basis.

The Company and the Consolidated Entity have established an allowance for impairment that represents their estimate of expected losses in respect of trade and other receivables based on the ECL model.

Liquidity Risk

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as they fall due. The Consolidated Entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation.

The Consolidated Entity monitors cash flow requirements and produces cash flow projections for the short and long term with a view to optimising return on investments. Typically, the Consolidated Entity ensures that it has sufficient cash on demand to meet expected operational net cash flows for a period of at least 30 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's and the Consolidated Entity's net profit or loss or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

4. FINANCIAL RISK MANAGEMENT (continued)

Currency Risk

The Consolidated Entity is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of the controlled entities, primarily Australian dollars (AUD), but also United States dollars (USD), Euros (EUR), Swiss francs (CHF), Canadian dollars (CAD), Singapore dollars (SGD) and Japanese Yen (JPY). The currencies in which these transactions primarily are denominated are AUD, USD, CAD, EUR, CHF, SGD, JPY and Philippine Peso (PHP) and South Korean Won (KRW).

Over 93% (2019-93%) of the Consolidated Entity's revenues and over 85% (2019-92%) of costs are denominated in currencies other than AUD. Risk resulting from the translation of assets and liabilities of foreign operations into the Consolidated Entity's reporting currency is not hedged.

Interest Rate Risk

The Consolidated Entity is exposed to interest rate risks in Australia and in the Netherlands.

Capital Management

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, to provide returns to shareholders, to provide benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Board aims to maintain and develop a capital base appropriate to the Consolidated Entity. In order to maintain or adjust the capital structure, the Consolidated Entity can issue new shares. The Board of Directors undertakes periodic reviews of the Consolidated Entity's capital management position to assess whether the capital management structure is appropriate to meet the Consolidated Entity's medium and long-term strategic requirements. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements. There were no significant changes in the Consolidated Entity's approach to capital management during the year.

5. REVENUE

| | 2020 | 2019 |
|---|-------------------|-------------------|
| | \$ | \$ |
| Operating activities | | |
| Revenue from sale of goods and services, net of discounts | 57,296,293 | 58,892,033 |
| Interest income | 12,803 | 28,455 |
| Government Grants | 2,171,986 | - |
| Other income | 105,115 | - |
| Total revenue and other income | 59,586,197 | 58,920,488 |
| | | |
| Government Grants – North America | 1,190,470 | - |
| Government Grants – Europe | 821,994 | - |
| Government Grants – Asia Pacific | 159,522 | - |
| Subtotal Government Grants | 2,171,986 | - |
| Other Income | 105,115 | - |
| Grand total Government Grants and Other Income | 2,277,101 | - |

SomnoMed has been granted diverse government grants which were awarded as government incentives due to COVID-19. In North America, we have been granted the PPP Loan (Cares ACT), for which \$1,190,470 has been recognised in the consolidated statement of profit or loss. In Europe, SomnoMed was granted a total of \$821,994 across 8 different entities, notably in The Netherlands, France, Switzerland and Sweden. In the Asia Pacific region, we have recognised a total of \$132,000 in Australia (JobKeeper program) and \$27,522 in Japan. There are no unfulfilled conditions or other contingencies attached to the above-mentioned government grants.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

6. LOSS BEFORE INCOME TAX FOR THE YEAR

| | 2020 | 2019 |
|---|-------------|-------------|
| | \$ | \$ |
| Loss before income tax includes the following specific expenses*: | | |
| Operating lease rentals** | 191,249 | 2,290,889 |
| Employee benefits expense | 23,614,082 | 29,755,779 |
| Research and development expenditure | 904,292 | 1,023,963 |
| | | |
| Depreciation – Property, plant and equipment | 1,095,161 | 1,806,929 |
| Amortisation of intellectual property | 556,998 | 497,493 |
| Amortisation – AASB16 | 1,433,099 | - |
| Subtotal Depreciation and amortisation | 3,085,258 | 2,304,422 |

* Expenses include RSS

** Please refer to note 34 for further breakdown details for 2020

7. INCOME TAX EXPENSE

NOTE

a. The components of tax expense comprise:

| | | | |
|--------------|----|-------------|-------------|
| Current tax | | (787,289) | (1,189,480) |
| Deferred tax | 7d | (398,014) | 542,861 |
| | | (1,185,303) | (646,619) |

b. The prima facie tax on profit before income tax is reconciled to the income tax expense as follows:

| | | | |
|--|--|-------------|--------------|
| Prima facie income tax benefit/(expense) calculated using the Australian tax rate of 30% (2019: 30%) | | (21,384) | 4,729,361 |
| Effect of tax rates on foreign jurisdictions | | 556,514 | 2,023,172 |
| Permanent differences – taxable income not recognised | | - | 3,323,237 |
| Permanent differences – tax losses | | (1,317,317) | (10,959,743) |
| | | | |
| Decrease in income tax expense due to non-(deductible)/assessable and other items | | (407,637) | 210,843 |
| Income tax expense* | | (1,189,824) | (673,130) |

* Expenses include RSS

c. Deferred tax assets

| | | | |
|--------------------------------|--|-----------|-----------|
| Recognised deferred tax assets | | | |
| Plant and equipment | | (44,618) | (37,139) |
| Accruals | | 588,620 | 491,403 |
| Provisions | | 268,762 | 297,306 |
| Deferred revenue | | 53,764 | 52,885 |
| Future royalty deduction | | 843,855 | - |
| PPP Cares Act | | (250,247) | - |
| Tax losses carried forward | | 1,626,096 | 2,625,403 |
| Deferred tax assets | | 3,086,232 | 3,429,858 |

Recoverability of deferred tax assets

The Consolidated Entity has recorded a deferred tax asset relating to the future benefit of tax losses of \$1,626,096 (2019: \$2,625,403). The Consolidated Entity assesses the impairment of deferred tax assets by taking into account its projected profitability over the foreseeable future and hence its ability to recover the value of the deferred tax asset by reducing future liabilities for income tax. Management's forecasts project that the deferred tax asset is fully recoverable based on the expected sales growth for 2021 and, notably on following financial years.

Where actual results are lower than expectations as described above a proportion of the deferred tax asset may not be used, and a write-off of the deferred tax asset may be required.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

| 7. INCOME TAX EXPENSE (continued) | NOTE | 2020 \$ | 2019 \$ |
|--|------|------------|------------|
| d. Movement in temporary differences and tax losses during the year | | | |
| Carrying amount at beginning of financial year | | 3,429,858 | 2,780,670 |
| Recognised in the consolidated statement of profit or loss | 7a | (398,014) | 542,861 |
| Foreign exchange adjustment | | 54,388 | 106,327 |
| Carrying amount at end of financial year | | 3,086,232 | 3,429,858 |
| e. Deferred tax assets not brought to account | | | |
| Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 7 occur. | | | |
| Tax losses | | 1,603,929 | 848,802 |
| Temporary differences | | 2,705,908 | 2,395,077 |
| <i>Franking credits</i> | | | |
| Franking credits available for subsequent financial years based on a tax rate of 30% | | 33,447 | 33,447 |
| f. Current Tax Liability | | 634,430 | 952,727 |

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

8. DISCONTINUED OPERATION

Renew Sleep Solutions, Inc. ("RSS") ceased operations and all centres were closed by 31st December 2018.

The net loss after tax of \$680,234 from RSS was recognised as one single amount on the face of the consolidated statement of profit or loss with the following costs fully recognised and provided for in the accounts for the 2020 financial year:

- Revenue and expenses from normal business operations from 1 July 2019 to 30 June 2020;
- Increase in the allowance for expected credit losses; and
- Expected loss from sale of equipment.

Results of discontinued operation

| | | |
|--|------------------|---------------------|
| Revenue | 5,461 | 3,950,076 |
| Expenses | (681,174) | (14,440,628) |
| Results from operating activities | (675,713) | (10,490,552) |
| Income tax expense | (4,521) | (26,511) |
| Results from operating activities, net of tax | (680,234) | (10,517,063) |
| Asset impairment | - | (1,905,613) |
| Costs for lease settlement | - | (2,793,734) |
| Severance payments, legal and other costs | - | (1,181,871) |
| Loss for the year | (680,234) | (16,398,281) |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

| | 2020 | 2019 |
|--|-------------|-------------|
| | \$ | \$ |

8. DISCONTINUED OPERATION (continued)

Cash flows from discontinued operation

| | | |
|---|------------------|--------------------|
| Net cash outflow from operating activities | (428,144) | (8,884,119) |
| Net cash inflow/(outflow) from investing activities | 48,266 | (133,917) |
| Net cash outflow from financing activities | (334,256) | (184,479) |
| Net cash outflow for the year | (714,134) | (9,202,515) |

Carrying amount of assets and liabilities

| | | |
|-------------------|--------------------|--------------------|
| Total Assets | 111,628 | 1,446,332 |
| Total Liabilities | 2,474,393 | (3,178,458) |
| Net Assets | (2,362,765) | (1,732,126) |

9. CASH AND CASH EQUIVALENTS

| | | |
|-----------------------------|------------|-----------|
| Cash at bank and on deposit | 30,174,240 | 7,697,054 |
| | 30,174,240 | 7,697,054 |

10. TRADE AND OTHER RECEIVABLES

Current

| | | |
|---|-----------|-------------|
| Trade receivables | 5,081,958 | 8,861,006 |
| Less allowance for expected credit losses | (994,722) | (1,743,993) |
| | 4,087,236 | 7,117,013 |
| Other receivables | 1,828,843 | 1,991,685 |
| Prepayment | 1,692,480 | 1,448,884 |
| | 7,608,559 | 10,557,582 |

11. INVENTORIES

| | | |
|-------------------------------|-----------|-----------|
| Raw materials and consumables | 2,242,182 | 1,903,341 |
| | 2,242,182 | 1,903,341 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

12. PROPERTY, PLANT AND EQUIPMENT

| | 2020 | 2019 |
|--|------------------|------------------|
| | \$ | \$ |
| Plant and Equipment | | |
| Property and equipment – at cost | 10,699,837 | 8,877,379 |
| Accumulated depreciation | (6,993,045) | (5,882,745) |
| | 3,706,792 | 2,994,634 |
| Leasehold Improvements | | |
| Leasehold improvements – at cost | 651,964 | 555,283 |
| Accumulated depreciation | (437,068) | (301,840) |
| | 214,896 | 253,443 |
| Total property, plant and equipment | 3,921,688 | 3,248,077 |

Movements in the carrying amounts of plant and equipment during the current financial year:

| | Plant and equipment | Leasehold improvements | Total |
|--------------------------------|----------------------------|-------------------------------|------------------|
| | \$ | \$ | \$ |
| Balance at 1 July 2018 | 5,453,247 | 237,219 | 5,690,466 |
| Additions | 1,187,304 | 49,493 | 1,236,797 |
| Disposals | (238,505) | - | (238,505) |
| Asset impairment | (1,905,613) | - | (1,905,613) |
| Depreciation expense | (1,752,069) | (54,860) | (1,806,929) |
| FX impact | 250,270 | 21,591 | 271,861 |
| Balance at 30 June 2019 | 2,994,634 | 253,443 | 3,248,077 |
| Additions | 1,646,149 | 17,905 | 1,664,054 |
| Disposals | - | - | - |
| Asset impairment | - | - | - |
| Depreciation expense | (1,026,084) | (69,077) | (1,095,161) |
| FX impact | 92,093 | 12,625 | 104,718 |
| Balance at 30 June 2020 | 3,706,792 | 214,896 | 3,921,688 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

13. INTANGIBLE ASSETS

| | 2020 | 2019 |
|---|-------------------------|-------------------------|
| | \$ | \$ |
| Patents and trademarks – at cost | 1,724,982 | 1,485,825 |
| Accumulated amortisation | (1,071,133) | (912,105) |
| | <u>653,849</u> | <u>573,720</u> |
| Product development expenditure capitalised | 791,403 | 571,649 |
| Accumulated amortisation | (492,212) | (461,623) |
| | <u>299,191</u> | <u>110,026</u> |
| Software | 1,235,715 | 1,024,688 |
| Accumulated amortisation | (729,232) | (341,563) |
| | <u>506,483</u> | <u>683,125</u> |
| Goodwill | 6,469,053 | 6,406,795 |
| | <u>7,928,576</u> | <u>7,773,666</u> |
| Movements in patents and trademarks | | |
| Balance at beginning of year | 573,720 | 447,665 |
| Additions | 225,788 | 237,682 |
| Amortisation expense | (148,013) | (119,945) |
| FX impact | 2,354 | 8,318 |
| Balance at end of year | <u>653,849</u> | <u>573,720</u> |
| Movements in product development expenditure capitalised | | |
| Balance at beginning of year | 110,026 | 37,306 |
| Additions | 219,754 | 108,705 |
| Amortisation expense | (30,589) | (35,985) |
| Balance at end of year | <u>299,191</u> | <u>110,026</u> |
| Movements in software | | |
| Balance at beginning of year | 683,125 | 919,691 |
| Additions | 201,514 | 104,997 |
| Amortisation expense | (378,396) | (341,563) |
| FX impact | 240 | - |
| Balance at end of year | <u>506,483</u> | <u>683,125</u> |
| Movements in goodwill | | |
| Balance at beginning of year | 6,406,795 | 6,375,297 |
| Impairment of goodwill SomnoMed Korea (refer below) | - | (135,000) |
| FX impact | 62,258 | 166,498 |
| Balance at end of year | <u>6,469,053</u> | <u>6,406,795</u> |

SOMNOMED LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2020

13. INTANGIBLE ASSETS (continued)

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the consolidated statement of profit or loss. Goodwill has an indefinite useful life.

During FY19, management undertook a review for indicators of impairment and determined that the goodwill (A\$135,000) in relation to South Korea should be fully impaired.

Goodwill is allocated to cash generating units, which are the separate legal entities.

Impairment Test

The recoverable amount of the Consolidated Entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5-year projection period approved by management, as well as a terminal value component beyond the 5-year projection (growth rate of 2.5%).

European Division

Management believes that no reasonably possible changes in any of the key assumptions would cause the carrying value of any cash generating unit within Europe to materially exceed its recoverable amount.

SomnoMed Germany GmbH has a revenue growth per annum of 35% (2019: 36%). The average growth of total costs per annum is at 28% (2019: 17%). A growth of 22% (2019: 11%) is seen for the average growth of operating costs per annum. The average discount rate used was 4.5% (2019: 8%). Based on the above, no impairment has been applied as the carrying amount of goodwill (\$655,222) did not exceed its recoverable amount for SomnoMed Germany GmbH.

SomnoMed Nordic AB has a revenue growth per annum of 20% (2019: 14%). The average growth of total costs per annum is at 18% (2019: 11%). A growth of 15% (2019: 11%) is seen for the average growth of operating costs per annum. The average discount rate used was 4.5% (2019: 8%). Based on the above, no impairment has been applied as the carrying amount of goodwill (\$560,357) did not exceed its recoverable amount for SomnoMed Nordic AB.

SomnoMed France has a revenue growth per annum of 20% (2019: 26%). The average growth of total costs per annum is at 16% (2019: 21%). A growth of 13% (2019: 17%) is seen for the average growth of operating costs per annum. The average discount rate used was 4.5% (2019: 8%). Based on the above, no impairment has been applied as the carrying amount of goodwill (\$522,012) did not exceed its recoverable amount for SomnoMed France.

SomnoMed GS has a revenue growth per annum of 10% (2019: 11%). The average growth of total costs per annum is at 11% (2019: 8%). A growth of 6% (2019: 6%) is seen for the average growth of operating costs per annum. The average discount rate used was 4.5% (2019: 8%). Based on the above, no impairment has been applied as the carrying amount of goodwill (\$4,272,822) did not exceed its recoverable amount for SomnoMed GS.

SMH Biomaterial AG has a revenue growth per annum of 12% (2019: 16%). The average growth of total costs per annum is at 13% (2019: 17%). A growth of 19% (2019: 22%) is seen for the average growth of operating costs per annum. The average discount rate used was 4.5% (2019: 8%). Based on the above, no impairment has been applied as the carrying amount of goodwill (\$313,107) did not exceed its recoverable amount for SMH Biomaterial AG.

Asia Pacific Division

There is no Goodwill in the Asia Pacific Division. Goodwill in relation to the acquisition of intangible assets in SomnoMed Korea was fully impaired during 2019.

North America Division

The growth of revenue and expenses in Canada is expected to be 20% (2019: 22%) and 18% (2019: 13%) respectively per annum with a discount rate of 6% (2019: 10%) applied in the valuation. Based on the above, no impairment has been applied as the carrying amount of goodwill (\$145,533) did not exceed its recoverable amount for SomnoMed Canada.

Sensitivity

(a) Revenue would need to decrease by 13-53% (2019: 1-44%) for different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

(b) The discount rate would be required to increase by 6-37% (2019: 1-112%) for the different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

13. INTANGIBLE ASSETS (continued)

Sensitivity (continued)

The following key assumptions were used for each CGU in the year of 2020:

| | Decrease in revenue | Increase in discount rate |
|-------------------------------|---------------------|---------------------------|
| European division | | |
| SomnoMed Germany GmbH | 32% | 20% |
| SomnoMed Nordic AB | 13% | 16% |
| SomnoMed France | 18% | 10% |
| SomnoMed GS | 47% | 6% |
| SMH Biomaterial AG | 53% | 21% |
| Asia Pacific Division | | |
| SomnoMed Korea | -* | -* |
| North America Division | | |
| SomnoMed Canada | 30% | 37% |

* The goodwill of SomnoMed Korea has been fully impaired at 30 June 2019.

14. TRADE AND OTHER PAYABLES

| | 2020 | 2019 |
|---|-----------|-----------|
| | \$ | \$ |
| Current | | |
| Trade payables, other payables and accruals | 8,276,642 | 7,827,934 |
| Deferred revenue | 3,478 | - |
| Deferred rent | 288,770 | 277,339 |
| | 8,568,890 | 8,105,273 |

15. PROVISIONS

| | | |
|-----------------------|-----------|-----------|
| Current | | |
| Warranty | 516,115 | 234,575 |
| Lease make good | 81,252 | 67,212 |
| Employee entitlements | 1,657,951 | 1,511,529 |
| Onerous leases | 38,294 | 1,938,572 |
| | 2,293,612 | 3,751,888 |

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Consolidated Entity does not have an unconditional right to defer settlement. However, based on past experience, the Consolidated Entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

The following amounts reflect leave that is not expected to be taken within the next 12 months:

| | | |
|---|---------|---------|
| Employee benefits obligation expected to be settled after 12 months | 813,552 | 530,413 |
| Non-current | | |
| Employee entitlements | 733,718 | 469,485 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

15. PROVISIONS (continued)

| Movements in Provisions | Warranty | Lease make good | Employee entitlement | Onerous leases |
|--------------------------------------|-----------|--------------------|-------------------------|-------------------|
| 2020 | \$ | \$ | \$ | \$ |
| Balance at the beginning of the year | 234,575 | 67,212 | 1,981,014 | 1,938,572 |
| Additional provisions recognised | 304,011 | 14,040 | 996,070 | - |
| Amounts used | (26,717) | - | (343,329) | (1,948,345) |
| Reversal | - | - | (279,719) | - |
| FX impact | 4,246 | - | 37,633 | 48,067 |
| Balance at end of year | 516,115 | 81,252 | 2,391,669 | 38,294 |

16. ISSUED CAPITAL

| | 2020 | 2019 |
|---|-------------|--------------|
| | \$ | \$ |
| Issued and fully paid ordinary shares | | |
| 82,759,315 (2019: 62,804,168) ordinary shares | | |
| Balance of issued capital at the beginning of year | 68,444,806 | 67,439,109 |
| Shares issued during period: | | |
| - 200,000 pursuant to issue of shares at \$1.67 on 19 November 2018 | - | 334,000 |
| - 398,500 pursuant to issue of shares at \$1.87 on 19 November 2018 | - | 745,195 |
| - 12,087,319 pursuant to issue of shares at \$0.80 on 1 April 2020 | 9,669,855 | - |
| - 7,297,330 pursuant to issue of shares at \$0.80 on 22 April 2020 | 5,837,864 | - |
| - 570,498 pursuant to issue of shares at \$1.17 on 29 June 2020 | 667,483 | - |
| Less issue costs | (617,199) | (73,498) |
| Balance of issued capital at end of year | 84,002,809 | 68,444,806 |
| Less shares issued but not recorded in accounts | | |
| - 1,842,500 shares (2019: 0) issued at \$1.17 | (2,155,725) | - |
| - 150,000 shares (2019: 880,334) issued at \$1.18 | (177,000) | (1,038,794) |
| - 0 shares (2019: 15,000) issued at \$1.37 | - | (20,550) |
| - 20,000 shares (2019: 0) re-issued at \$1.64 | (32,800) | - |
| - 200,000 shares issued at \$1.67 | (334,000) | (334,000) |
| - 20,000 shares (2019: 0) re-issued at \$1.79 | (35,800) | - |
| - 456,000 shares (2019: 398,500) re-issued at \$1.87 | (852,720) | (745,195) |
| - 500,000 shares (2019: 1,119,000) issued at \$2.09 | (1,045,000) | (2,338,710) |
| - 664,000 shares (2019: 0) re-issued at \$2.184 | (1,450,176) | - |
| - 493,000 shares (2019: 868,000) issued at \$2.40 | (1,183,200) | (2,083,200) |
| - 0 shares (2019: 50,000) issued at \$2.70 | - | (135,000) |
| - 12,500 shares (2019: 526,500) issued at \$3.44 | (43,000) | (1,811,160) |
| - 3,000 shares (2019: 625,000) issued at \$3.61 | (10,830) | (2,256,250) |
| Total advances to executives to acquire shares in the Company | (7,320,251) | (10,762,859) |
| Cancellation and re-issue of units within Employee Share Trust* | (2,739,264) | - |
| Issued share capital recorded in the Company accounts | 73,943,294 | 57,681,947 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

16. ISSUED CAPITAL (continued)

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held.

At 30 June 2020 there were 4,361,000 (2019: 5,257,334) unissued ordinary shares for which options were outstanding (including 4,361,000 (2019: 4,682,334) issued ordinary shares which are treated as options in these accounts).

*In prior years ordinary shares were issued to the Company's Employee Share Trust on behalf of management of the Company at issue prices up to \$3.61 per share. These shares were financed by non-recourse loans and have been treated as options in the Company's accounts. In June 2020 share units issued by the EST in 2016 at \$3.44 and in 2017 at \$3.61 to existing employees were cancelled and an identical number of units were reissued at \$1.17 to those employees with extended vesting conditions. The amount payable by the EST to the Company as non-recourse loans relating to those prior issues at \$3.44 and \$3.61 per share was recorded as being non recoverable and a new loan at the lesser amount of \$1.17 per share is reflected in these accounts. The additional share option expense incurred in relation to the issue of units at \$1.17 will be bought to account over the revised vesting periods and no further share option expense will be brought to account for the issues at \$3.44 and \$3.61 per share.

| | 2020 | 2019 |
|--|-------------|-------------|
| | # | # |
| Shares on issue at end of year | 82,759,315 | 62,804,168 |
| Less: Share issued but not recorded in accounts (being shares issued to executives to acquire shares in the Company utilising funds advanced by the Company) | (4,361,000) | (4,682,334) |
| Number of shares recorded as issued capital in Company's accounts | 78,398,315 | 58,121,834 |

Capital Risk Management

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, to provide returns to shareholders, to provide benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Board aims to maintain and develop a capital base appropriate to the Consolidated Entity. In order to maintain or adjust the capital structure, the Consolidated Entity can issue new shares. The Board of Directors undertakes periodic reviews of the Consolidated Entity's capital management position to assess whether the capital management structure is appropriate to meet the Consolidated Entity's medium and long-term strategic requirements. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements. There were no significant changes in the Consolidated Entity's approach to capital management during the year.

17. RESERVES

| | 2020 | 2019 |
|--------------------------------------|-------------|-------------|
| | \$ | \$ |
| Share based payment reserve | 5,469,572 | 5,053,821 |
| Foreign currency translation reserve | 3,031,784 | 2,575,423 |
| Capital reserve | 56,347 | 56,102 |
| | 8,557,703 | 7,685,346 |

The share based payment reserve records the fair value of share based payments as remuneration.

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries.

The capital reserve records profits which will be distributed back to investors in SMH Biomaterial AG, an entity which SomnoMed Ltd owns 100% (2019: 100%)

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

| 18. REMUNERATION OF AUDITORS | 2020 | 2019 |
|---|-------------|-------------|
| | \$ | \$ |
| Remuneration of BDO East Coast Partnership (Australia)*: | | |
| - Auditing or reviewing the financial report | 179,000 | 123,000 |
| - Other services | 9,000 | 29,000 |
| Remuneration of other auditors (paid to BDO Network firms) | | |
| - Auditing or reviewing the financial reports of subsidiaries | 131,000 | 301,000 |
| - Other services (taxation) | 56,000 | 111,000 |
| Total auditors' remuneration included in operating result | 375,000 | 564,000 |

* The BDO entity performing the audit of the Group transitioned from BDO East Coast Partnership to BDO Audit Pty Ltd on 28 August 2020. The Disclosures include amounts received or due and receivable by BDO East Coast Partnership, BDO Audit Pty Ltd and their respective related entities.

19. SEGMENT OPERATIONS

Primary Reporting – Business Segments

The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders primarily in the Asia Pacific region, North America and Europe.

The Consolidated Entity has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Consolidated Entity is managed primarily on the basis of geographical segments and the operating segments are therefore determined on the same basis.

SomnoMed's operations during the period related to the production and sale of products treating sleep disordered breathing, which is the only business segment.

Basis of accounting for purposes of reporting by operating segments

Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Consolidated Entity.

Unallocated items

The following items of revenue and expenses are not allocated to operating segments as they are not considered part of the core operations of any segment:

- derivatives and foreign exchange gains and losses; and
- corporate, research and development expenses.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

19. SEGMENT OPERATIONS (continued)

Secondary Reporting – Geographical Segments

| Geographical location: | North America | Europe | Asia Pacific | CORE | RSS | GROUP |
|--------------------------------------|----------------------|-------------------|---------------------|-------------------|------------------|--------------------|
| 2020 | \$ | \$ | \$ | \$ | \$ | \$ |
| Total sales/billing revenue | 20,443,529 | 33,126,482 | 11,712,801 | 65,282,812 | - | 65,282,812 |
| Intersegment eliminations | (95,419) | (772,431) | (7,118,669) | (7,986,519) | - | (7,986,519) |
| External sales revenue | 20,348,110 | 32,354,051 | 4,594,132 | 57,296,293 | - | 57,296,293 |
| Segment net profit before tax | 1,840,137 | 5,410,767 | 234,953 | 7,485,857 | - | 7,485,857 |
| Unallocated expense items | - | - | (5,470,417) | (5,470,417) | (595,692) | (6,066,109) |
| Depreciation and amortisation | (542,876) | (996,061) | (1,546,321) | (3,085,258) | - | (3,085,258) |
| Other income | 1,190,469 | 853,855 | 232,777 | 2,277,101 | - | 2,277,101 |
| Interest income | - | 7,672 | 5,131 | 12,803 | 5,461 | 18,264 |
| Interest expense | (162,291) | (198,051) | (112,751) | (473,093) | (85,482) | (558,575) |
| (Loss)/profit before tax | 2,325,439 | 5,078,182 | (6,656,628) | 746,993 | (675,713) | 71,280 |
| Income tax expense | 149,589 | (1,311,938) | (22,954) | (1,185,303) | (4,521) | (1,189,824) |
| (Loss)/profit after tax | 2,475,028 | 3,766,244 | (6,679,582) | (438,310) | (680,234) | (1,118,544) |
| Total Assets | 9,300,820 | 25,952,761 | 25,999,683 | 61,253,263 | 439,549 | 61,692,812 |
| Total Liabilities | 4,733,714 | 15,746,171 | 5,621,518 | 26,101,403 | 1,756,324 | 27,857,727 |

| Geographical location: | North America | Europe | Asia Pacific | CORE | RSS | GROUP |
|---|----------------------|-------------------|---------------------|-------------------|---------------------|---------------------|
| 2019 | \$ | \$ | \$ | \$ | \$ | \$ |
| Total sales/billing revenue | 20,580,429 | 35,266,854 | 11,648,640 | 67,495,924 | 3,950,076 | 71,446,000 |
| Intersegment eliminations | (827,582) | (1,004,546) | (6,771,762) | (8,603,891) | - | (8,603,891) |
| External sales revenue | 19,752,847 | 34,262,308 | 4,876,878 | 58,892,033 | 3,950,076 | 62,842,109 |
| Segment net (loss)/profit before tax | 1,720,647 | 6,131,236 | 557,702 | 8,409,585 | (9,452,334) | (1,042,749) |
| Unallocated expense items | - | - | (6,041,691) | (6,041,691) | (4,057,582) | (10,099,273) |
| Depreciation and amortisation | (210,145) | (234,737) | (1,003,964) | (1,448,846) | (861,214) | (2,310,060) |
| Asset impairment | - | - | - | - | (1,905,613) | (1,905,613) |
| Impairment of goodwill | - | - | (135,000) | (135,000) | - | (135,000) |
| Interest income | - | - | 28,455 | 28,455 | 5,601 | 34,056 |
| Interest expense | (5,040) | (2,058) | (198,172) | (205,270) | (100,628) | (305,898) |
| (Loss)/profit before tax | 1,505,462 | 5,894,441 | (6,792,670) | 607,233 | (16,371,770) | (15,764,537) |
| Income tax expense | (143,963) | (477,099) | (25,557) | (646,619) | (26,511) | (673,130) |
| (Loss)/profit after tax | 1,361,499 | 5,417,342 | (6,818,227) | (39,386) | (16,398,281) | (16,437,667) |
| Total Assets | 5,941,727 | 18,974,130 | 8,388,597 | 33,304,454 | 1,446,332 | 34,750,786 |
| Total Liabilities | 2,020,296 | 9,160,430 | 2,831,196 | 14,011,922 | 2,918,939 | 16,930,861 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

20. PARTICULARS RELATING TO CONTROLLED AND ASSOCIATED ENTITIES

Details of controlled entities are reflected below

| Company | Country of Incorporation | Interest % | |
|--|--------------------------|------------|------|
| | | 2020 | 2019 |
| SomnoMed Limited | Australia | | |
| Entities controlled by SomnoMed Limited | | | |
| SomCentre Pty Limited | Australia | 100% | 100% |
| SomnoMed, Inc. | USA | 100% | 100% |
| SomnoDent Pty Limited | Australia | 100% | 100% |
| SomnoMed Pte Ltd | Singapore | 100% | 100% |
| SomnoMed AG | Switzerland | 100% | 100% |
| SomnoMed Corporation Japan | Japan | 100% | 100% |
| SomnoMed Nordic AB | Sweden | 100% | 100% |
| SomnoMed Philippines Inc. | Philippines | 100% | 100% |
| SomnoMed Netherlands BV | Netherlands | 100% | 100% |
| SomnoMed France | France | 100% | 100% |
| Goedegebuure Slaaptechniek BV | Netherlands | 100% | 100% |
| SomnoMed Germany GmbH | Germany | 100% | 100% |
| SomnoMed Service GmbH | Germany | 100% | 100% |
| SMH Biomaterial AG | Switzerland | 100% | 100% |
| SomnoMed Korea | South Korea | 100% | 100% |
| SomnoMed UK Limited | UK | 100% | 100% |
| SomnoMed Spain SL | Spain | 100% | 100% |
| SomnoMed Italy S.r.L | Italy | 100% | 100% |
| SomnoMed Canada Inc. | Canada | 100% | 100% |
| SomnoMed Taiwan Limited Company | Taiwan | 100% | 100% |
| Renew Sleep Solutions, Inc. | USA | 100% | 100% |
| SomnoMed Finance, Inc. | USA | 100% | 100% |

| | 2020 | 2019 |
|--|-------------|--------------|
| | \$ | \$ |
| 21. CASH FLOW INFORMATION | | |
| a. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES | | |
| Operating loss after income tax | (1,118,544) | (16,437,667) |
| Share and option expense | 415,755 | 1,024,557 |
| Impairment of goodwill | - | 135,000 |
| Asset impairment | - | 1,905,613 |
| Losses on disposal of assets | - | 81,977 |
| Depreciation and amortisation | 1,652,159 | 2,304,422 |
| Depreciation and amortisation (AASB16) | 1,433,099 | - |
| Net exchange differences | 128,834 | (4,123) |
| Change in operating assets and liabilities | | |
| (Increase)/decrease in inventories | (338,841) | 245,688 |
| Decrease in receivables | 2,676,229 | 2,635,122 |
| Increase in trade & other payables | 340,291 | 768,457 |
| (Decrease)/increase in provisions* | (343,332) | 1,246,189 |
| Decrease/(increase) in deferred tax assets | 343,626 | (452,375) |
| Net cash inflow/(outflow) from operating activities | 5,189,276 | (6,547,140) |

* As part of the implementation of AASB16 for RSS as a discontinued business (practical expedient AASB 16.C10(b)), a total of A\$850,712 in provisions were offset against the closing balance at 30 June 2020 of right-of-use assets for RSS.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

21. CASH FLOW INFORMATION (continued)

b. CHANGES IN LIABILITIES ARISING FROM FINANCE ACTIVITIES

| Lease liabilities | 2019 | Cash flows | Non-cash changes | | 2020 |
|-------------------|------------------|------------------|------------------|----------------|-------------------|
| | \$ | | \$ | New leases** | Remeasurements |
| Lease liabilities | 7,713,775* | (2,052,212) | 2,191,202 | 215,251 | 8,068,016 |
| Borrowings | 3,008,016 | 4,453,846 | - | - | 7,461,862 |
| | <u>7,713,775</u> | <u>2,401,634</u> | <u>2,191,202</u> | <u>215,251</u> | <u>15,529,878</u> |

| Lease liabilities | 2018 | Cash flows | Non-cash changes | | 2019 |
|-------------------|------------------|------------------|------------------|------------------|------------------|
| | \$ | | \$ | New leases** | Remeasurements |
| Lease liabilities | 1,435,001 | (518,201) | - | (329,439) | 587,361 |
| Borrowings | - | 3,008,016 | - | - | 3,008,016 |
| | <u>1,435,001</u> | <u>2,489,815</u> | <u>-</u> | <u>(329,439)</u> | <u>3,595,377</u> |

* Includes \$7,126,414 of AASB16 adoption on operating leases, as well as \$587,361 on Capital Leases carried over from prior year.

** New lease agreements, increase in lease term and re-measurement of leases under AASB16.

22. EARNINGS PER SHARE

| | 2020 | 2019 |
|---|---------------|----------------|
| Earnings per share | | |
| Net loss used in calculating basic and diluted earnings per share | (\$1,118,544) | (\$16,437,667) |
| Basic earnings per share (cents) | (1.77) | (28.28) |
| Diluted earnings per share (cents) | (1.77) | (28.28) |
| Earnings per share – continuing operations | | |
| Net loss used in calculating basic and diluted earnings per share | (\$438,310) | (\$39,386) |
| Basic earnings per share (cents) | (0.69) | (0.07) |
| Diluted earnings per share (cents) | (0.69) | (0.07) |
| Earnings per share – discontinued operation | | |
| Net loss used in calculating basic and diluted earnings per share | (\$680,234) | (\$16,398,281) |
| Basic earnings per share (cents) | (1.08) | (28.21) |
| Diluted earnings per share (cents) | (1.08) | (28.21) |
| Weighted average number of shares used in the calculation of basic earnings per share | 63,135,771 | 58,115,149 |
| Weighted average number of shares used in the calculation of diluted earnings per share | 67,496,771 | 63,452,293 |
| Shares on issue at year end per accounts | 78,398,315 | 58,121,834 |
| Number of options on issue at year end – each option is exercisable at between \$3.78 and \$4.00 per share and converts to one ordinary share | Nil | 575,000 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

22. EARNINGS PER SHARE (continued)

Adjustment has been made to the weighted average number of shares used in calculating diluted earnings per share for the options on issue that have an exercise price below the average market price for the year.

| | 2020 | 2019 |
|--|-------------------|-------------------|
| Shares on issue at end of year | 82,759,315 | 62,804,168 |
| Less: Share issued but not recorded in accounts (being shares issued to executives to acquire shares in the Company utilising funds advanced by the Company) | (4,361,000) | (4,682,334) |
| Number of shares recorded as issued capital in Company's accounts | <u>78,398,315</u> | <u>58,121,834</u> |

23. BORROWINGS

| | 2020 | 2019 |
|------------------------|------------------|------------------|
| | \$ | \$ |
| Current borrowings | 4,953,328 | 3,008,016 |
| Non-current borrowings | 2,508,534 | - |
| | <u>7,461,862</u> | <u>3,008,016</u> |

HSBC credit facility

In June 2019, SomnoMed Netherlands B.V. established a €3.0 million (A\$4.9 million) unsecured credit facility with HSBC, of which €3.0 million (A\$4.9 million) was utilised as at 30 June 2020. The interest rate payable under this facility is equivalent to the Main Refinancing Operations rate published by the European Central Bank ("ECB") (provided that, if such interest rate is less than zero, it shall be deemed to be zero), increased with the applicable margin of 2.75% per annum. The Main Refinancing Operations Rate is currently at 0% per annum. This facility has been guaranteed by SomnoMed Limited, SomnoMed Inc. and Goedegebuure Slaaptechniek B.V. The facility has no fixed term but under certain conditions the facility must be repaid within 30 business banking days. It is a condition of the facility that the consolidated net leverage ratio may not exceed 2.5, of which 2.5 is to be measured on the parental consolidated level.

Unsecured loan facilities (Government Borrowings)

- In March 2020, SomnoMed AG (Switzerland) secured a CHF 0.5 million (A\$0.766 million) Government-backed unsecured loan facility with Credit Suisse (maturity of 5 years). The interest payable is currently 0% per annum. This loan expires on 26 March 2025;
- In April 2020, SomnoMed, Inc. (United States of America) secured a US \$0.919 million (A\$1.341 million) Government-backed unsecured loan facility with JPMorgan Chase Bank under the CARES ACT (maturity of 2 years). The interest payable is at 0.98% per annum. This Government Loan will be converted into a Loan Forgiveness upon successful demonstration and acceptance by the Government that the majority of such monies has been utilised during a period of 24 weeks to cover Payroll and other selective Administration expenses. From a total of US \$0.919 million (A\$1.341 million) received under this facility, US \$0.817 million (A\$1.192 million) has been classed as other income on the consolidated statement of profit or loss, whilst the remaining US \$0.102 million (A\$0.149 million) has been classed as a borrowing on the consolidated statement of financial position'. This loan expires on 13 March 2022;
- In May 2020, SomnoMed France SAS (France) secured a EUR 0.515 million (A\$0.844 million) Government-backed unsecured loan facility with Société Générale. The interest payable is at 0.5% per annum in the first year (after a grace period of 12 months. Maturity of 5 years). This loan expires on 20 May 2025;
- In June 2020, SomnoMed Germany GmbH (Germany) secured a EUR 0.5 million (A\$0.819 million) Government-backed unsecured loan facility with Commerzbank (maturity of up to 10 years). The interest payable is 3% per annum. This loan expires on 30 June 2030.

24. LEASE LIABILITIES

| | Future minimum lease payments | | Interest | | Present value of minimum lease payments | |
|---------------------------------|-------------------------------|----------------|------------------|---------------|---|----------------|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Less than one year | 2,716,448 | 260,300 | 386,250 | 32,020 | 2,330,198 | 228,280 |
| Between one year and five years | 5,738,978 | 382,731 | 638,270 | 23,650 | 5,100,708 | 359,081 |
| More than five years | 678,510 | - | 41,400 | - | 637,110 | - |
| | <u>9,133,936</u> | <u>643,031</u> | <u>1,065,920</u> | <u>55,670</u> | <u>8,068,016</u> | <u>587,361</u> |

**SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020**

25. SHARE BASED PAYMENTS

(a) Movements in the number of share options held by employees are:

| | 2020 | 2019 |
|---|-------------|-------------|
| | # | # |
| Opening balance | 4,682,334 | 4,093,834 |
| Exercised during the year | (891,832) | (10,000) |
| Shares issued and treated as options in these accounts | 570,498 | 598,500 |
| Shares issued and treated as options in previous accounts now treated as shares | - | - |
| Closing Balance (refer Note 16) | 4,361,000 | 4,682,334 |

(b) Details of employee share options as at end of year:

Options granted to employees hold no voting or dividend rights and are not transferrable.

(c) Options

| | 2020 | 2019 |
|---|-------------|-------------|
| Shares treated as options in accounts (refer Note 16) | 4,361,000 | 4,682,334 |

The options and shares issued under the Employee Share and Option plan outstanding at 30 June 2020 had a weighted average exercise price of \$1.67 (2019: \$3.93) and a weighted average remaining contractual life of 3.65 years (2019: 2.01 years). Exercise prices range from \$1.17 to \$3.44 in respect of options outstanding at 30 June 2020 (2019: \$1.67 to \$3.78 range).

The weighted average fair value of the options granted during the year was \$0.60 (2019: \$0.60).

This price was calculated by using a Black-Scholes option pricing model applying the following inputs:

| | | |
|-------------------------------------|----------------|---------------|
| Weighted average exercise price | \$1.44 | \$1.82 |
| Weighted average life of the option | 4.59 years | 4.67 years |
| Underlying share price | \$1.17-\$2.184 | \$1.67-\$1.87 |
| Expected share price volatility | 45.00 | 45.00 |
| Risk free interest rate | 0.25%-1.00% | 1.25%-1.50% |

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future trends, which may not eventuate.

Exercisability of the options has been considered when determining the fair value of the options. The total number of exercisable options at year end was 1,343,000.

The life of the options is based on the historical exercise patterns, which may not eventuate in the future.

Included under share and option expense in the consolidated statement of profit or loss is \$415,756 (2019: \$1,024,557), that relates, in full, to equity-settled share-based payment transactions.

(d) Shareholdings and Options and Rights Holdings held by Key Management Personnel, including options held in associated entities.

Please refer to the Remuneration Report.

(e) Share based payments

There were no other share-based payment arrangements in the year to 30 June 2020, other than shares and options issued to directors and executives pursuant to the Company's Executive Share and Option Plan as detailed in the Remuneration Report.

**SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020**

26. EVENTS SUBSEQUENT TO BALANCE DATE

The directors have not become aware of any matter or circumstance that has arisen since the end of the year to the date of this report that has significantly affected or may affect:

- (i) The operations of the Company and the entities that it controls
- (ii) The results of those operations, or
- (iii) The state of affairs of the Company in subsequent years.

27. RELATED PARTY DISCLOSURES

Related party transactions to SomnoMed Limited (parent entity) fall into the following categories:

(a) Controlled entities

Interests in controlled entities are disclosed in Note 20. The Company engages in transactions with its controlled entities, which are in ordinary course of business at arm's length on a transfer pricing basis.

| | 2020 | 2019 |
|--|-------------|-------------|
| | \$ | \$ |
| The aggregate amount included in the loss before income tax for the Company that resulted from transactions with non-director related parties are: | | |
| Royalties | 3,319,365 | 3,163,325 |
| Revenue from provision of services | - | 360,360 |
| Interest income | 187,522 | 1,253,499 |
| The aggregate amounts receivable from wholly-owned controlled entities by the Company at the reporting date are: | | |
| Current receivables | 14,310,973 | 14,193,433 |
| Less impairment | (8,212,758) | (6,930,137) |
| | 6,098,215 | 7,263,296 |

(b) Director related entities

During the year consultancy fees of \$109,737 (2019: \$142,054) were paid/are payable to Belgove Pty Limited, a company associated with Dr Neustadt; \$50,645 (2019: \$65,560) was paid to Leedoc Pty Limited, a company associated with Ms Ausburn and \$50,645 (2019: \$65,560) was paid to TDM Growth Partners Pty Ltd, a company associated with Mr Corlett (as per Director's remuneration).

(c) Transactions in securities of the Company

During the year directors or entities related to directors acquired under normal commercial terms shares or options in the Company as detailed in Note 25. Directors acquired these shares or options through the public offering, direct issue or on-market purchase.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

28. KEY MANAGEMENT PERSONNEL COMPENSATION

(a) Names and positions held of Consolidated Entity and Company Key Management Personnel in office at any time during the financial year are:

Key Management Person

| | |
|--------------------|--|
| Neil Verdai-Austin | Global Chief Executive Officer |
| Hervé Fiévet | Global Chief Financial Officer |
| Kien Nguyen* | Executive President – North America |
| Martin Weiland | Executive Vice President – Sales and Marketing Europe |
| Mark Harding** | Vice President – Global Marketing |
| Matthew Conlon*** | Executive Vice President – Marketing & Sales North America |

* Employment ceased on 15 July 2019

** Employment commenced 1 July 2019

*** Employment commenced 1 October 2019

(b) Compensation Practices and Key Management Personnel Compensation

Details of compensation practices and key management personnel compensation are disclosed in the Directors' Report, which accompanies these financial statements.

Details of management personnel compensation shares and options are disclosed in Note 25.

Compensation

The aggregate compensation made to directors and other members of key management personnel of the Consolidated Entity is set out below:

| | 2020 | 2019 |
|------------------------------|-----------|-----------|
| | \$ | \$ |
| Short-term employee benefits | 2,632,079 | 3,289,186 |
| Post-employment benefits | 87,263 | 43,718 |
| Other | 32,025 | 23,012 |
| Share-based payments | 130,136 | 791,434 |
| | 2,881,503 | 4,147,350 |

29. FINANCIAL INSTRUMENTS

Credit Risk

Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

| | | |
|-----------------------------|------------|------------|
| Cash and equivalents | 30,174,240 | 7,697,054 |
| Trade receivables | 4,087,236 | 7,117,013 |
| Other receivables - current | 1,828,842 | 1,991,685 |
| | 36,090,318 | 16,805,752 |

The maximum exposure to credit risk for trade and related party receivables at the reporting date by geographic region was:

| | | |
|---------------|-----------|-----------|
| North America | 1,454,252 | 2,799,060 |
| Europe | 2,177,950 | 3,710,573 |
| Asia Pacific | 455,034 | 607,380 |
| | 4,087,236 | 7,117,013 |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

29. FINANCIAL INSTRUMENTS (continued)

Credit Risk (continued)

Expected credit losses

The ageing of the trade receivables at the reporting date was:

| | Expected credit loss rate | | Gross amount | | Allowance for expected credit losses | | Carrying amount | |
|---------------------------|---------------------------|------|------------------|------------------|--------------------------------------|--------------------|------------------|------------------|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| | % | % | \$ | \$ | \$ | \$ | \$ | \$ |
| Gross receivables | | | | | | | | |
| Not past due | 0% | 1% | 1,913,208 | 4,224,143 | (2,934) | (24,494) | 1,910,274 | 4,199,649 |
| Past due 0 – 30 | 1% | 0% | 863,523 | 1,575,089 | (11,487) | (6,247) | 852,036 | 1,568,842 |
| Past due 31 – 60 | 0% | 1% | 360,260 | 455,925 | (889) | (2,719) | 359,371 | 453,206 |
| Past due 60 – 90 | 1% | 1% | 452,688 | 188,272 | (2,268) | (2,818) | 450,420 | 185,454 |
| Past due 90 days and over | 65% | 71% | 1,492,279 | 2,417,577 | (977,144) | (1,707,715) | 515,135 | 709,862 |
| | | | <u>5,081,958</u> | <u>8,861,006</u> | <u>(994,722)</u> | <u>(1,743,993)</u> | <u>4,087,236</u> | <u>7,117,013</u> |

The movement in the allowance for expected credit losses in respect of trade receivables during the year was as follows:

| | 2020 | 2019 |
|---------------------------|------------------|--------------------|
| | \$ | \$ |
| Balance at 1 July | (1,743,993) | (272,028) |
| Allowance movement* | 768,726 | (1,427,583) |
| Exchange effect | (19,455) | (44,382) |
| Balance at 30 June | <u>(994,722)</u> | <u>(1,743,993)</u> |

* Written-off amounts equal to contractual amounts.

Expected credit losses recognised in the year relate to significant individual customers, which have been assessed under the Consolidated Entity's accounting policy as detailed in Note 3(g).

Based upon past experience, the Consolidated Entity believes that no allowance for expected credit losses allowance other than as provided in these accounts is necessary in respect of trade receivables not past due.

The allowance accounts used in respect of trade receivables are used to record expected credit losses unless the Consolidated Entity is satisfied that non-recovery of the amount owing is possible; at that point, the amount considered non-recoverable is written off against the financial asset directly.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

29. FINANCIAL INSTRUMENTS (continued)

Currency Risk

Consolidated Entity's exposure to foreign currency risk was as follows, based upon notional amounts:

| Amounts local currency | KRW | GBP | PHP | JPY | USD | EUR | CHF | SEK | CAD | NOK | DKK | NTD |
|-------------------------------------|---------------|---------------|------------------|---------------|------------------|-------------------|----------------|----------------|----------------|----------------|---------------|---------------|
| 2020 | | | | | | | | | | | | |
| Cash and cash equivalents | 10,304 | 42,311 | 102,667 | 40,385 | 3,551,328 | 10,352,709 | 168,769 | 643,993 | 325,534 | 254,634 | 72,966 | 16,067 |
| Trade receivables | 26,528 | - | - | 20,084 | 1,356,883 | 2,177,951 | - | - | 97,362 | - | - | - |
| Trade payables | (1,565) | - | (485,076) | (2,587) | (652,061) | (1,973,394) | - | - | (3,637) | - | - | - |
| Gross balance sheet exposure | 35,267 | 42,311 | (382,409) | 57,882 | 4,256,150 | 10,557,266 | 168,769 | 643,993 | 419,259 | 254,634 | 72,966 | 16,067 |

| Amounts local currency | KRW | GBP | PHP | JPY | USD | EUR | CHF | SEK | CAD | NOK | DKK | NTD |
|-------------------------------------|---------------|---------------|------------------|-----------------|------------------|------------------|----------------|----------------|----------------|---------------|---------------|---------------|
| 2019 | | | | | | | | | | | | |
| Cash and cash equivalents | 5,170 | 65,934 | 147,829 | 26,309 | 1,889,341 | 4,133,562 | 260,158 | 456,238 | 89,526 | 58,742 | 39,002 | 14,804 |
| Trade receivables | 38,076 | - | - | 33,064 | 2,649,078 | 3,710,574 | - | - | 149,982 | - | - | - |
| Trade payables | - | - | (376,583) | (69,639) | (1,051,304) | (2,483,056) | - | - | (8,846) | - | - | - |
| Gross balance sheet exposure | 43,246 | 65,934 | (228,754) | (10,266) | 3,487,115 | 5,361,080 | 260,158 | 456,238 | 230,662 | 58,742 | 39,022 | 14,804 |

The following significant exchange rates applied to the Consolidated Entity during the year:

| | Average Rate | | Reporting date spot rate | |
|---------|---------------------|-------------|---------------------------------|-------------|
| | 2020 | 2019 | 2020 | 2019 |
| AUD = 1 | | | | |
| USD | 0.6723 | 0.7167 | 0.6854 | 0.7020 |
| EUR | 0.6067 | 0.6272 | 0.6105 | 0.6170 |
| JPY | 72.67 | 79.59 | 73.86 | 75.65 |
| PHP | 34.26 | 37.75 | 34.13 | 35.97 |
| KRW | 802.70 | 810.74 | 822.36 | 812.55 |
| CAD | 0.9020 | 0.9470 | 0.9380 | 0.9183 |

**SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020**

29. FINANCIAL INSTRUMENTS (continued)

Interest Rate Risk

Significant Accounting Policies

The effective interest method is used to allocate interest income or interest expense over the relevant period.

The Consolidated Entity is exposed to interest rate risks in Australia.

Profile

At the reporting date, the interest rate profile of the Consolidated Entity's interest-bearing financial instruments was:

| Carrying amount | 2020 | 2019 |
|----------------------------------|-------------|-------------|
| Variable rate instruments | \$ | \$ |
| Financial assets | 316,936 | 374,830 |

Liquidity Risk

Significant Accounting Policies

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as they fall due. The Consolidated Entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation.

The Consolidated Entity monitors cash flow requirements and produces cash flow projections for the short and long term with a view to optimising return on investments. Typically, the Consolidated Entity ensures that it has sufficient cash on demand to meet expected operational net cash flows for a period of at least 30 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the contractual maturities of the Consolidated Entity's financial assets and liabilities including estimated interest payments.

| 2020 | Effective interest rate p.a. | Carrying amount \$ | Less than 1 year | 1-5 years | More than 5 years |
|---------------------------|---------------------------------|-----------------------|---------------------|--------------------|----------------------|
| Cash and cash equivalents | 0.11% | 30,174,240 | 30,174,240 | - | - |
| Receivables | | 5,916,078 | 5,916,078 | - | - |
| Payables | | (4,583,490) | (4,583,490) | - | - |
| Lease liabilities | | (9,133,938) | (2,716,449) | (5,738,979) | (678,510) |
| Borrowings | 1.58% | (7,461,862) | (4,953,328) | (1,826,233) | (682,301) |
| Total | | 14,911,028 | 23,837,051 | (7,565,212) | (1,360,811) |

| 2019 | Effective interest rate p.a. | Carrying amount \$ | Less than 1 year | 1-5 years | More than 5 years |
|---------------------------|---------------------------------|-----------------------|---------------------|-----------|----------------------|
| Cash and cash equivalents | 0.34% | 7,697,054 | 7,697,054 | - | - |
| Receivables | | 9,108,698 | 9,108,698 | - | - |
| Payables | | (4,650,226) | (4,650,226) | - | - |
| Borrowings | 2.75% | (3,008,106) | (3,008,106) | | |
| Total | | 9,147,510 | 9,147,510 | - | - |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

29. FINANCIAL INSTRUMENTS (continued)

Fair Values

The fair values of financial assets and liabilities, together with carrying amounts in the consolidated statement of financial position are as follows:

| | 2020 | | 2019 | |
|---------------------------------------|-------------------|-------------------|-------------------|-------------------|
| | \$ | | \$ | |
| Consolidated | Carrying amount | Fair value | Carrying amount | Fair value |
| Cash and equivalents | 30,174,240 | 30,174,240 | 7,697,054 | 7,697,054 |
| Trade and other receivables - current | 5,916,078 | 5,916,078 | 9,108,698 | 9,108,698 |
| Trade and other payables - current | (4,583,490) | (4,583,490) | (4,650,226) | (4,650,226) |
| Lease liabilities | (9,133,938) | (9,133,938) | - | - |
| Total | 22,372,890 | 22,372,890 | 12,155,526 | 12,155,526 |

Basis for determining fair values

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments reflected in the table above.

Non-derivative financial assets and liabilities

The fair value of cash, receivables, payables and short-term borrowings is considered to approximate their carrying amount because of their short maturity.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobvious inputs).

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

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.

Valuation techniques for fair value measurements categorised within level 3.

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.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

29. FINANCIAL INSTRUMENTS (continued)

Sensitivity Analysis

In managing interest rate and currency risks, the Consolidated Entity aims to reduce the impact of short-term fluctuations on the Consolidated Entity's earnings. Over the longer term however, permanent changes in foreign exchange and interest rates will have an impact on the result.

For the year ended 30 June 2020, it is estimated that a general increase of one percent in interest rates would have decreased the Consolidated Entity's loss after income tax and equity by approximately \$101,000 and for the year ended 30 June 2019 the effect would have been to decrease the Consolidated Entity's loss after income tax and equity by approximately \$101,000. A one percent decrease in interest rates would have had the equal but opposite effect on the Consolidated Entity's loss and equity.

It is estimated that a general increase of ten percent in the value of the AUD against other foreign currencies would have increased the Consolidated Entity's loss for the year ended 30 June 2020, and decreased the Consolidated Entity's equity by approximately \$391,000. For the year ended 30 June 2019 the effect would have been to increase the Consolidated Entity's profit and increase the equity by \$619,000.

It is estimated that a general decrease of ten percent in the value of the AUD against other foreign currencies would have decreased the Consolidated Entity's loss for the year ended 30 June 2020, and increased the Consolidated Entity's equity by approximately \$478,000. For the year ended 30 June 2019 the effect would have been to decrease the Consolidated Entity's loss and increase the equity by \$743,000.

30. RIGHT-OF-USE ASSETS

| | 2020 | 2019 |
|------------------------------------|-------------|-------------|
| | \$ | \$ |
| Right-of-use assets - non-current | 6,317,333 | - |
| | 6,317,333 | - |
| Land and buildings - right-of-use | 6,835,242 | - |
| Less: Accumulated Amortisation | (1,121,693) | - |
| | 5,713,549 | - |
| Plant and equipment - right-of-use | 114,516 | - |
| Less: Accumulated Amortisation | (44,720) | - |
| | 69,796 | - |
| Vehicles - right-of-use | 800,674 | - |
| Less: Accumulated Amortisation | (266,686) | - |
| | 533,988 | - |

'Land and buildings' include offices utilised as administration offices, laboratories and also the lease for the global manufacturing site. 'Plant and equipment' are comprised mostly of leased printers and, to a smaller extent, intra-oral scanners. 'Vehicles' relate to leased cars to sales and administration staff.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

30. RIGHT-OF-USE ASSETS (continued)

| | 2020 | 2019 |
|--|--------------------|------|
| | \$ | \$ |
| Balance at the beginning of the year | 5,442,858 | - |
| Additions | 2,307,574 | - |
| Amortisation expense | (1,433,099) | - |
| Balance at end of the year | <u>6,317,333</u> | - |
| Amortisation expense - land and buildings | (1,121,693) | - |
| Amortisation expense - plant and equipment | (44,720) | - |
| Amortisation expense - vehicles | (266,686) | - |
| Total Amortisation expense | <u>(1,433,099)</u> | - |

The consolidated entity leases land and buildings for its offices and laboratories under agreements of between one to eleven years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated. The consolidated entity leases office equipment under agreements of three and five years and vehicles under agreements of two and eight years whilst vehicle lease agreements have a duration between 2 and 5 years.

31. INTEREST EXPENSE

| | | |
|---|------------------|------------------|
| Interest expense due to Borrowings and Capital Leases | (166,914) | (205,270) |
| Interest expense due to AASB16 implementation | (306,179) | - |
| | <u>(473,093)</u> | <u>(205,270)</u> |

32. CASH OUTFLOWS – LEASES

| | | |
|---|--------------------|------------------|
| Total Cash outflows - leases | (2,266,939) | (816,591) |
| | <u>(2,266,939)</u> | <u>(816,591)</u> |
| Interest payment due to Borrowings and Capital Leases | (33,167) | (298,390) |
| Interest payment due to AASB16 implementation | (386,521) | - |
| Total interest paid - leases (cash outflow from operating activities) | <u>(419,688)</u> | <u>(298,390)</u> |
| Principal payment of Capital Leases | (217,158) | (518,201) |
| Principal payment due to AASB16 implementation | (1,835,054) | - |
| Proceeds from leases as lessor (RSS) | 204,961 | - |
| Total cash outflows - leases (cash outflow from financing activities) | <u>(1,847,251)</u> | <u>(518,201)</u> |

33. COMMITTED AND NOT YET COMMENCED LEASES

There were no leases committed at the end of June 2020 which had not initiated before 30 June 2020 and which are not represented on the consolidated statement of financial position.

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

34. SHORT-TERM AND LOW VALUE LEASES

The table below outlines leases which were elected not to apply AASB16 paragraphs 22 to 49 and, as such, are recognised directly as an expense on the consolidated statement of profit or loss.

| | 2020 | 2019 |
|---|------------------|-------------|
| | \$ | \$ |
| Expenses with short-term leases (14 agreements) | (189,057) | - |
| Expenses with low-value assets (2 agreements) | (2,192) | - |
| | <u>(191,249)</u> | <u>-</u> |

35. AASB16 – RECONCILIATION BETWEEN OPERATING LEASE COMMITMENTS AND RECOGNISED LEASE LIABILITIES AT 1ST JULY 2019

| | |
|--|--------------------|
| Total operating lease commitments at 30 June 2019 | <u>7,541,166</u> |
| Reasonably certain extension options at 1 July 2019 | <u>854,431</u> |
| Recognition exemptions: | |
| • Leases of low value assets | (7,460) |
| • Leases with remaining lease term of less than 12 months | (197,343) |
| Other minor adjustments relating to commitment disclosures | 21,230 |
| Subtotal recognition exemptions | <u>(183,573)</u> |
| Operating lease liabilities before discounting at 1 July 2019 | <u>8,212,024</u> |
| Discounting at 1 July 2019 | <u>(1,085,610)</u> |
| Operating lease liabilities at 1 July 2019 | <u>7,126,414</u> |
| Finance lease obligations at 1 July 2019 | <u>587,361</u> |
| Total lease liabilities recognised under AASB 16 at 1 July 2019 | <u>7,713,775</u> |

SOMNOMED LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

36. PARENT ENTITY DISCLOSURES

At and throughout the financial year ended 30 June 2020, the parent company was SomnoMed Limited, which has adopted the accounting policies consistent with those of the Consolidated Entity, except for investments in controlled entities that are carried at their cost of acquisition less any impairment.

| | 2020 | 2019 |
|--|--------------------|---------------------|
| | \$ | \$ |
| Result of the parent entity | | |
| Net loss | (2,955,116) | (34,478,629) |
| Other comprehensive income/(loss) | - | - |
| Total comprehensive loss | (2,955,116) | (34,478,629) |
| Financial position of the parent entity at year end | | |
| Current assets | 16,969,549 | 2,017,262 |
| Non-current assets | 11,934,676 | 12,651,833 |
| Total assets | 28,904,225 | 14,669,095 |
| Current liabilities | 2,136,259 | 1,252,342 |
| Non-current liabilities | 183,575 | 554,342 |
| Total liabilities | 2,319,834 | 1,806,684 |
| Total equity of the parent entity comprising of: | | |
| Issued capital | 73,943,294 | 57,681,947 |
| Share option reserve | 5,469,572 | 5,053,817 |
| Foreign exchange reserve | (701,545) | (701,535) |
| Accumulated losses | (52,126,930) | (49,171,818) |
| Total Equity | 26,584,391 | 12,862,411 |

Parent entity contingencies

There are no contingent liabilities or future commitments in respect to the Parent Entity.

37. Depreciation and amortisation – continuing operations

| | | |
|--|------------------|------------------|
| Depreciation – Property, Plant and Equipment | 1,095,161 | 997,462 |
| Amortisation of intellectual property | 556,998 | 451,384 |
| Amortisation – AASB16 | 1,433,099 | - |
| Total Depreciation and Amortisation | 3,085,258 | 1,448,846 |

SOMNOMED LIMITED
ACN 003255221
DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in the notes to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the Consolidated Entity's financial position as at 30 June 2020 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mr Neil Verdal-Austin
Managing Director

28th September 2020

INDEPENDENT AUDITOR'S REPORT

To the members of SomnoMed Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of SomnoMed Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the Corporations Act 2001, including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Report section of our report. We are independent of the Group in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Recoverability of Deferred Tax Assets

| Key audit matter | How the matter was addressed in our audit |
|---|--|
| <p>As disclosed in note 7, the Group recognised a deferred tax asset of \$3.1m of which \$1.6m arises from tax losses carried forward.</p> <p>The recoverability of deferred tax assets was a key audit matter due to the historical losses incurred by the group as well as the judgement behind preparing forecasts to demonstrate the future utilisation of these losses in accordance with the requirements of Australian Accounting Standards.</p> | <p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> Assessing the forecast taxable profits over the relevant utilisation period and evaluating whether the forecasts were appropriately prepared and if the underlying assumptions within the forecasts were reasonable; Evaluating the Group's rationale for the recognition and measurement of the deferred tax asset; and Considering the adequacy of the disclosures in accordance with the requirements of Australian Accounting Standards. |

Adoption of AASB 16 - Leases

| Key audit matter | How the matter was addressed in our audit |
|--|---|
| <p>The Group has adopted AASB 16 Leases effective 1 July 2019.</p> <p>As disclosed in note 1, the Group has a significant number of lease arrangements due to its global nature. Certain key judgements were required to be made on adoption of AASB16 Leases on 1 July 2019.</p> <p>The adoption of AASB16 Leases is a key audit matter due to the magnitude of lease liabilities (\$7.1m) and right of use assets (\$5.4m) recorded on the Group's balance sheet on adoption and the significant judgement applied in determining key assumptions, including incremental borrowing rates, exercise of option periods, and lease terms.</p> <p>Management has also assessed the right of use assets for impairment which was also subject to judgement, including the impact of COVID-19.</p> | <p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> Assessing whether the Group's accounting policy for leases is in line with the requirements of AASB16; Testing the accuracy of key data inputs to the lease liability and right of use asset calculations by comparing to underlying lease agreements on a sample basis; Testing the accuracy of the lease liability and right of use asset by re-performing the calculations on a sample basis; Assessing the reasonableness of key judgements used in the calculations including the incremental borrowing rate, option periods, lease terms and appropriateness of the practical expedients applied by the Group in computing |

| Key audit matter | How the matter was addressed in our audit |
|------------------|--|
| | <p>the lease liability and right of use asset on the date of initial application;</p> <ul style="list-style-type: none"> • Evaluating the methodology applied and the key judgements used in performing an impairment assessment over right of use assets; and • Considering the adequacy of the disclosures in accordance with the requirements of Australian Accounting Standards. |

Other information

The directors are responsible for the other information. The other information comprises the information in the Group’s annual report for the year ended 30 June 2020, but does not include the financial report and the auditor’s report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 has no realistic alternative but to do so.

Auditor’s responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.



A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of SomnoMed Limited, for the year ended 30 June 2020, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd

BDO


Tim Aman
Director

Sydney, 28 September 2020

DECLARATION OF INDEPENDENCE BY TIM AMAN TO THE DIRECTORS OF SOMNOMED LIMITED

As lead auditor of SomnoMed Limited for the year ended 30 June 2020, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of SomnoMed Limited and the entities it controlled during the period.



Tim Aman
Director

BDO Audit Pty Ltd

Sydney, 28 September 2020

ADDITIONAL INFORMATION*

1. Shareholding

| a. Distribution of Shareholders | Shareholders | Shares | Percentage |
|---------------------------------|--------------|-------------------|----------------|
| Category (size of Holding) | | | |
| 1-1,000 | 630 | 213,324 | 0.26% |
| 1,001-5,000 | 463 | 1,218,726 | 1.47% |
| 5,001-10,000 | 139 | 1,021,503 | 1.23% |
| 10,001-100,000 | 221 | 6,384,063 | 7.71% |
| 100,001 and over | 56 | 73,921,699 | 89.32% |
| | 1,509 | 82,759,315 | 100.00% |

b. The number of shareholdings held in less than marketable parcels is 333

c. The names of the substantial shareholders listed in the holding company's register as at 2 September 2020 are:

| Shareholder | Number of Ordinary Shares | Percentage |
|---|---------------------------|------------|
| TDM Growth Partners Pty Ltd & Associates | 18,863,038 | 22.820% |
| National Nominees Ltd ACF Australian Ethical Investment Limited | 8,188,220 | 9.894% |
| Dottie Investments Pty Ltd and associated entities | 6,568,150 | 7.936% |
| FIL Limited and associated entities | 5,337,032 | 6.448% |
| FMR LLC and associated entities | 4,653,036 | 5.622% |
| Belgove Pty Limited and associated entity | 4,235,436 | 5.118% |

d. Voting Rights

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

e. 20 Largest Shareholders — Ordinary Shares as at 2 September 2020

| Name | No. of Ordinary Fully Paid Shares Held | % Held of Issued Ordinary Capital |
|---|--|-----------------------------------|
| 1. HSBC Custody Nominees (Australia) Limited | 30,192,929 | 36.483% |
| 2. National Nominees Limited | 9,415,883 | 11.377% |
| 3. Dottie Investments Pty Ltd | 3,650,487 | 4.411% |
| 4. Belgove Pty Ltd | 3,153,265 | 3.810% |
| 5. Smartequity EIS Pty Ltd | 4,831,768 | 5.838% |
| 6. Howarth PAF Pty Ltd <The Howarth Foundation A/C> | 2,156,722 | 2.606% |
| 7. Ginga Pty Ltd | 1,921,910 | 2.322% |
| 8. J P Morgan Nominees Australian Pty Limited | 1,792,406 | 2.166% |
| 9. Citicorp Nominees Pty Limited | 1,785,182 | 2.157% |
| 10. Golden Words Pty Ltd | 1,511,361 | 1.826% |
| 11. P Neustadt Holdings Pty Ltd <Belgove Super Fund A/C> | 1,082,171 | 1.308% |
| 12. Timbina Pty Ltd <Timbina Super Fund A/C> | 1,073,764 | 1.297% |
| 13. Bond Street Custodians Limited <Laman – D05019 A/C> | 858,213 | 1.037% |
| 14. BNP Paribas Nominees Pty Ltd <DRP> | 841,308 | 1.017% |
| 15. REM Medical Pty Ltd | 947,279 | 1.145% |
| 16. BNP Paribas Nominees Pty Ltd <IB AU Noms Retail Client DRP> | 764,012 | 0.923% |
| 17. Mr Edward Palmisano | 534,631 | 0.646% |
| 18. Howarth PAF Pty Ltd <Howarth Charitable Fund A/C> | 523,771 | 0.633% |
| 19. The Mulloon Institute Ltd | 500,000 | 0.604% |
| 20. Thirty Sixth Vilmar Pty Ltd | 481,148 | 0.581% |
| | 68,018,210 | 82.188% |

* Non-audited

CORPORATE DIRECTORY

Registered Office and Principal Place of Business

Level 3
20 Clarke St, Crows Nest 2065
Telephone: (02) 9467 0400

Directors

| | |
|--------------------|------------------------|
| Guy Russo | Non-executive Chairman |
| Neil Verdal-Austin | Managing Director |
| Amrita Blickstead | Non-executive Director |
| Hamish Corlett | Non-executive Director |
| Hilton Brett | Non-executive Director |
| Michael Gordon | Non-executive Director |

Chief Executive Officer

Neil Verdal-Austin

Chief Financial Officer

Hervé Fiévet

Company Secretary

Terence Flitcroft

Patent Attorneys

Spruson & Ferguson

Bankers

Westpac Banking Corporation
HSBC France

Auditors

BDO Audit Pty Ltd

Share Registry

Boardroom Pty Limited
SYDNEY NSW 2000
(GPO Box 3993 Sydney NSW 2001)
Telephone (02) 9290 9600
Facsimile (02) 9279 0664
www.boardroomlimited.com.au

Company Website

www.somnomed.com.au

Stock Exchange listing

SomnoMed Limited shares are listed on the Australian Securities Exchange (ASX code: SOM)

Treatment focused |
Technology driven

