ANNUAL REPORT 2024

SomnoMed®

Treatment Focused | Technology Driven

Table of Contents

SOMNOMED LIMITED
CHAIRMAN AND co-CEOs REPORT

Dear SomnoMed Shareholder,

As we reflect on the financial year 2023/24, this year has proven to be pivotal as we laid the foundations for long-term sustainable growth under the leadership of our new co-CEOs Ms Karen Borg and Ms Amrita Blickstead.

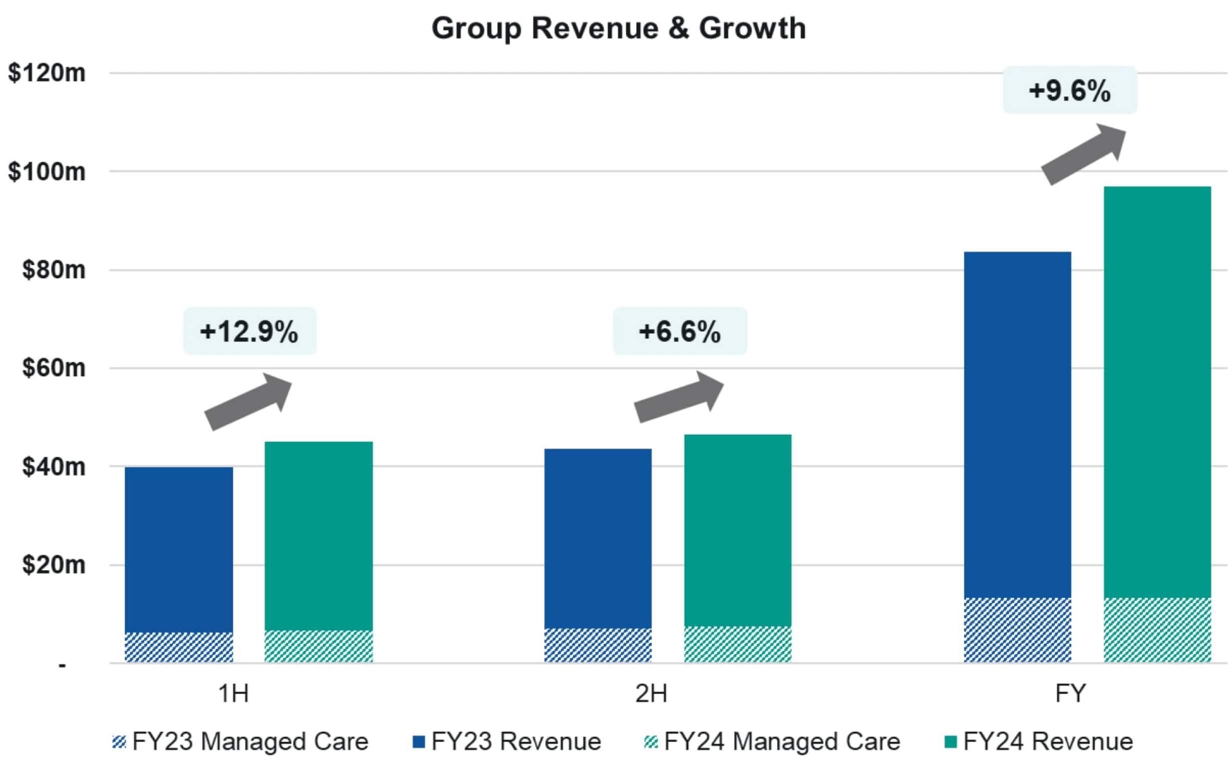
Operational Highlights

This year SomnoMed treated over 100,000 patients worldwide, a testament to the growing acceptance and efficacy of our oral appliance therapy (OAT) solutions. Our flagship products, SomnoDent Avant® and SomnoDent Herbst Advance Elite®, have continued to gain traction, driven by our robust sales and marketing initiatives and strong clinical support.

Despite challenges, our financial performance for FY24 has been commendable. We reported total revenues of $91,651,069, reflecting a year-over-year growth of 9.6%. Our EBITDA excluding one-off adjustments[1] reached $584,271, aligning with our revised guidance and demonstrating our operational focus.

The Consolidated Entity being SomnoMed Limited (the 'Company' or 'parent entity') and the entities it controlled, raised $38,077,789 in gross equity capital and repaid its Australian debt facility in full, strengthening its balance sheet with net cash of $16,178,843 as of 30 June 2024.

During FY24 the business made the decision to transform structure, enabling annualised savings of $5 million. We believe the business is now set up for success and to drive long-term sustainable growth.



[1]EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss), one off restructuring costs and discontinued operations – unless otherwise stated

Europe

Revenue from European operations in FY24 was $52,454,585, up +10.8% versus FY23 (+5.1% in constant currency terms). Patient and clinician demand for the Company's OAT technology remains strong across Europe, driven by reimbursement in many of the jurisdictions, active marketing and our product's superior quality and differentiation.

While the first three quarters delivered double-digit growth rates, the fourth quarter was impacted by slow turnaround times.

North America

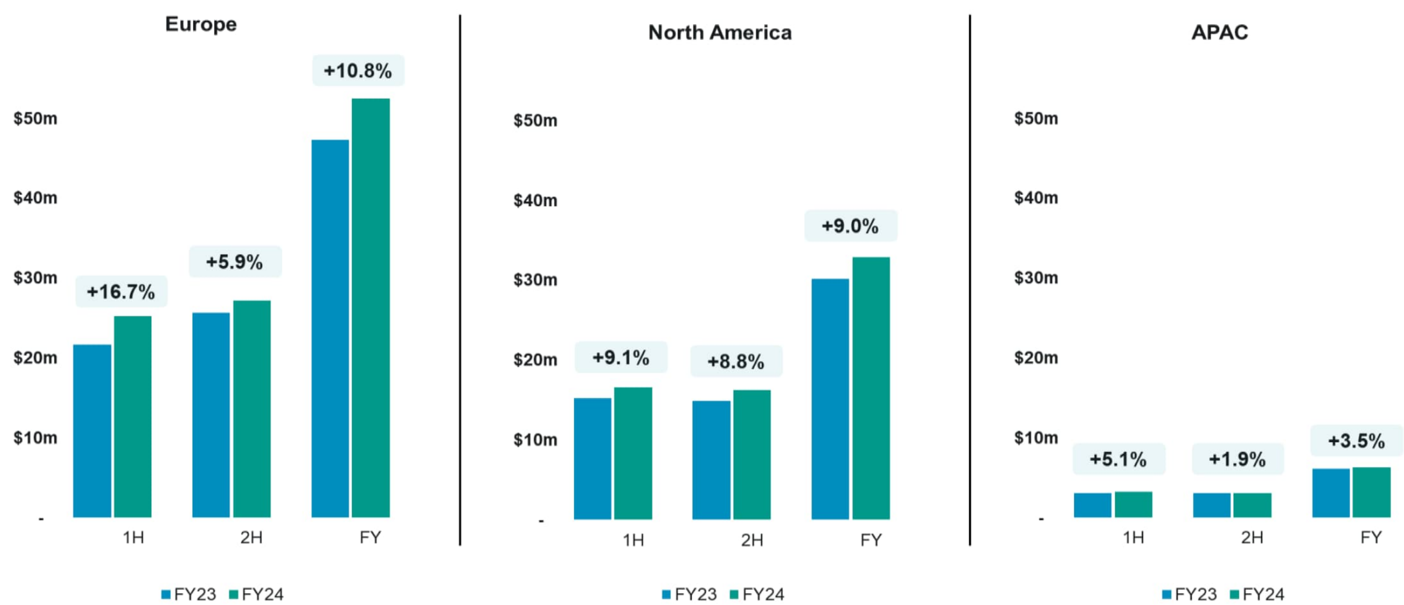
Revenue in FY24 increased +9.0% versus FY23 (+6.6% in constant currency terms) to $32,863,742. The region concluded FY24 with a very strong second half. Profitability was enabled by a strong focus on productivity optimisation, with record revenues in Q4 further improving profit outcomes in excess of prior years.

While the SomnoDent® Avant™ reimbursement submission to PDAC was not endorsed during FY24, analysis is currently underway to explore a reimbursement strategy with PDAC that will enable greater access for more Americans to our products during FY25.

Asia Pacific

Asia Pacific revenues in FY24 increased +3.5% versus FY23 to $6,332,742 (+3.9% in constant currency terms). Faced with the ongoing absence of reimbursement and a tightening economic environment, SomnoMed has focused on customer outreach and optimisation of productivity to maintain revenues and enhance profitability.

Total regional revenues



Strategic Initiatives

During FY24, we continued to prioritise strategic investments to bolster our long-term growth prospects. Notably, we focused on enhancing our manufacturing capacity to meet the escalating demand for our products. Our investments in additional milling machines and headcount have already begun to yield positive results, with an uplift in capacity expected to be realised by the start of FY26.

Our commitment to innovation remains as we progress with the development of our pioneering Rest Assure® technology. This connected device is poised to revolutionise the OSA market by providing real-time patient usage and treatment effectiveness data. We continue to work through the FDA regulatory process and are hoping for a global beta market assessment in 2025, if regulatory approvals are achieved.

The Year Ahead

As we look ahead, the opportunities for SomnoMed are immense. The global burden of obstructive sleep apnea (OSA) presents a significant addressable market, with over 900 million individuals affected worldwide. Our clinically proven, comfortable, and durable oral appliances remain a compelling alternative to Continuous Positive Airway Pressure (CPAP) therapy for mild to moderate OSA patients.

The Company remains optimistic about core trading activity levels and the outlook of the business in FY25. SomnoMed is committed to generating a financially sustainable business that will underpin long-term profitability, and as such its FY25 guidance remains as follows:

- Revenue of approximately $100 million
- EBITDA[2] of more than $5 million
- Capex of between $3 million and $4 million

Thank You

We extend our heartfelt gratitude to our Board members for their unwavering dedication and guidance. We also thank our Company Secretary, Mr. Terry Flitcroft, for his ongoing commitment to our company.

To our talented management team and staff, your passion, energy, and dedication have been instrumental in driving our success. Our gratitude also goes to the medical clinicians and dental specialists who support SomnoMed's mission to improve the lives of OSA patients.

Lastly, we thank our shareholders for their continued support and confidence in SomnoMed. We remain committed to delivering long-term value and are excited about the future prospects of our company. It is our privilege to guide and lead a company that changes people's lives around the world and helps patients who suffer from OSA to achieve that through improved sleep.

Mr Guy Russo	Ms Karen Borg	Ms Amrita Blickstead
Chairman	Co-Chief Executive Officer	Co-Chief Executive Officer

[2] EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss), one off restructuring costs and discontinued operations– unless otherwise stated.

SOMNOMED LIMITED

FY24 FINANCIAL PERFORMANCE

Adjusted versus reported results[3]	**FY24 statutory results** **$**	**FY24 one-off adjustment**[4] **$**	**FY24 results excluding one-off adjustments** **$**
Total income	91,651,069	-	91,651,069
EBITDA[5]	(2,463,766)	3,048,037	584,271
EBIT[6]	(8,133,925)	3,048,037	(5,085,888)
Profit/(loss) after tax	(12,241,726)	3,048,037	(9,193,689)

[3] This table details adjustments made to the reported results for the current period to reflect the adjusted performance of the business on the basis on which we provided guidance to the market.
[4] During the year ended 30 June 2024, the Consolidated Entity incurred one-off restructure costs totalling $3,048,037.
[5] EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss), one off restructuring costs and discontinued operations– unless otherwise stated.
[6] EBIT represent earnings before interest including finance facility fees and tax.

SOMNOMED LIMITED

MATERIAL BUSINESS RISKS

The management of the Company and the execution of its growth strategies are subject to a number of risks which could adversely affect the Company's future development. The following is not an exhaustive list or explanation of all risks and uncertainties associated with the Company (and its subsidiaries), but those considered by management to be the principal material risks:

Customer base	The Company needs new and repeat customers in sufficient numbers to grow the business, especially in markets where the Company already has a degree of market penetration. In order to do so, the Company is keeping in close contact with its core customer base and is targeting customers who have historically used other suppliers and channels to purchase products. The Company's strategy also assists existing customers to grow their business and make repeat purchases of products. If these strategies fail, the revenue may be reduced which could have an adverse effect on the financial results.
Competition and product mix	The Company monitors competitors in its markets and seeks to differentiate itself from competitors by selling quality products and providing quality services to its customers. The Company's business could suffer if competitors increase their market share.
Product research and development	The Company invests in research and technology and continues to develop its products and materials used in them. Should these products fail to meet the demands of the market or cost more in research and development than the Company anticipated, this could have an adverse effect on the financial results and overall image of the Company.
Patents, trademarks and brand reputation	Maintaining and enhancing the brand is critical to the Company's strategies going forward. If the Company fails to meet customer expectations, negative publicity and complaints on social media platforms could damage the brand and ultimately reduce customers' willingness to buy from the Company. If the Company fails to maintain its brand or if excessive expenses are incurred in this effort, the Company's business, results of operations, financial condition and financial results may be materially and adversely affected. As with all brands, the Company is exposed to risk from unauthorised use of its trademarks and other intellectual property.
Cash and other financial risk	The management of cash is of fundamental importance. At the reporting date the consolidated entity had a cash balance of $16.18m (2023: $11.96m). The working capital will be used to carry out the Company's growth and expansion plans. The Company is also exposed financial risks such as foreign currency risk and interest rate risk. Refer to the 'Financial Instrument' note to the financial statements for further information on these risks and how they are managed.
Loss of people	The Company's senior executive team is instrumental in implementing the Company's strategies and executing business plans which support the business operations and growth. Service agreements are in place and the risk of the loss of key personnel is mitigated by regular reviews of remuneration packages (including short and long-term incentive schemes) and succession planning within the team.
Interruption of Production	The Company's is aware that an extended interruption to the manufacturing of the Company's products at its main production facility would be extremely disruptive and could have an adverse impact on the financial results and overall image of the Company. To mitigate this risk the Company has put in place a number of measures, including the insurance for "Loss of Profits" arising from such an event, and the formulation of a Disaster Recovery Plan, should it be required, for the Company's main production facility. These and other relevant measures are reviewed for adequacy as circumstances require.

MATERIAL BUSINESS RISKS (CONTINUED)

Equal opportunity	The Company is committed to an active equal opportunities policy. It is the Company's policy to promote an environment free from discrimination, harassment and victimisation, where everyone will receive equal treatment regardless of gender, colour, ethnic or national origin, disability, age, marital status, sexual orientation or religion. Employment practices are applied which are fair, equitable and consistent with the skills and abilities of the employees and the needs of the Company.
Financing and liquidity risk and interest rate risk	The Company had in place a $16 million debt facility with Epsilon Direct Lending as at 30th June 2023 to fund its working capital needs (Epsilon Facility). A portion of the proceeds from the 2023 Entitlement Offer ($5 million) was applied to paying down the Epsilon Facility in 2023 and the Epsilon Facility was repaid in full in May 2024. Whilst SomnoMed monitors cashflow management and cashflow forecasts, in the event that SomnoMed does not maintain sufficient cash reserves to meet the requirements of its business, there is a risk that it could face a shortage of working capital or fail to pay its creditors on time. SomnoMed's ability to operate depends on maintaining a strong reputation for creditworthiness. If SomnoMed were to breach any of its obligations under any of its financing facilities, it could face actions that have an adverse impact on SomnoMed's cashflow. The inability to obtain funding to finance current and future activities may result in reduced financial liquidity, which may adversely impact SomnoMed's ability to fund its operations and new business initiatives. SomnoMed is from time to time exposed to interest rate risk at variable interest rates. SomnoMed has interest rate exposure for utilised facilities which are used during each financial year. An increase in interest rates may result in a decrease in the consolidated entity's profitability.
Regulatory approvals	SomnoMed operates within a highly regulated industry, relating to the manufacture, distribution and supply of oral appliance treatment solutions for sleep-related breathing disorders and obstructive sleep apnea. There is no guarantee that SomnoMed will obtain or maintain the required approvals, licenses and registrations from all relevant regulatory authorities in all jurisdictions in which it operates. Further clinical trials may be delayed and SomnoMed may incur further costs if the Food and Drug Administration (FDA) and other regulatory agencies observe deficiencies that require resolution or request additional studies be conducted in addition to those that are currently planned. Furthermore, SomnoMed is exposed to the risk of changes to existing, or the introduction of new, government policies, regulations and legislation in all jurisdictions in which it operates. A failure to obtain or maintain any required approvals, licenses and registrations or any change in regulation or an adverse audit outcome may adversely affect SomnoMed's ability to commercialise and manufacture its treatments. Currently, SomnoMed is in the process of seeking FDA approval for RestAssure and has made public statements about when it can begin introducing product based on anticipated regulatory approval timeframes.
Cyber security	There is a risk of security breaches of data (whether that of SomnoMed's or that of its clients) by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data. Any data security breaches or SomnoMed's' failure to protect confidential information could cause significant disruption to its business and trigger mandatory data breach notification obligations. Such an event may adversely impact SomnoMed's' operations and financial performance, exposing SomnoMed to reputational damage and regulatory scrutiny and fines as well as potentially material costs associated with remediation and other costs and payments relating to such a breach.

MATERIAL BUSINESS RISKS (CONTINUED)

Disruption to technology systems	SomnoMed's technology systems may be inadequate or fail to perform as expected or be adversely impacted by factors outside its control, including disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber-attacks, including external malicious interventions such as hacking or denial of service attacks, or other disruptions including natural disasters, power outages or other similar events. Any such disruption could have a material adverse impact on SomnoMed's operations.

(a) Changes affecting prices charged and cost of supply / distribution

There can be no guarantee that SomnoMed's products will continue to be successful in the market nor that SomnoMed will continue to receive significant revenues from the sale of its products or services. Unexpected expenses or downward pressure on the prices SomnoMed charges as a result of changes in regulations by national health authorities, emergence of alternative treatments for OSA delivering a higher level of efficacy and patient compliance as well as better health economics, competitive pressures, or levels of reimbursement provided health insurers in the places in which SomnoMed operates, may affect the profitability of that business.

(b) Regulatory approvals

SomnoMed operates within a highly regulated industry, relating to the manufacture, distribution and supply of oral appliance treatment solutions for sleep-related breathing disorders and obstructive sleep apnea (including regular audits at the CPF). There is no guarantee that SomnoMed will obtain or maintain the required approvals, licenses and registrations from all relevant regulatory authorities in all jurisdictions in which it operates. Further clinical trials may be delayed and SomnoMed may incur further costs if the Food and Drug Administration (FDA) and other regulatory agencies observe deficiencies that require resolution or request additional studies be conducted in addition to those that are currently planned. Furthermore, SomnoMed is exposed to the risk of changes to existing, or the introduction of new, government policies, regulations and legislation in all jurisdictions in which it operates. A failure to obtain or maintain any required approvals, licenses and registrations or any change in regulation may adversely affect SomnoMed's ability to commercialise and manufacture its treatments. In particular:

(i) SomnoMed is in the process of seeking FDA approval for RestAssure® and has made assumptions about when it will be able to generate revenue from that product based on anticipated regulatory approval timeframes;

(ii) Reimbursement changes can impact market dynamics significantly. Currently, the US CMS (Centers for Medicare & Medicaid Services) has requested information about oral appliance therapy, which may lead to changes in the current reimbursement provisions. In FY24, SomnoMed's AVANT® product was submitted to US Pricing, Data Analysis and Coding (PDAC) for Medicare reimbursement approval, however this submission was not endorsed. Given this recent experience, work is currently underway to optimise our US reimbursement strategy to enable greater access; and

(iii) an ISO130485 audit was conducted for September 2024 at the CPF. The audit report has been tabled and the Company's quality and compliance functions are currently preparing a response.

Competition	There is a risk that the competitive landscape might change and new competitors might emerge or existing competitors might be taken over by larger and better resourced companies which may offer services that compete with the products and services provided by SomnoMed. There can be no assurance that a competitor of SomnoMed will not develop or achieve commercialisation of services that compete with, or supersede, SomnoMed services or products. The Directors believe that the potential market size for the services to be provided by SomnoMed is large enough to absorb a number of competitors.

Product safety and efficacy	Serious or unexpected health, safety or efficacy concerns with products may expose SomnoMed to reputational harm or reduced market acceptance of its products, and may lead to product recalls and/or product liability claims and resulting liability, and increased regulatory reporting. There can be no guarantee that unforeseen adverse events or manufacturing defects will not occur. SomnoMed has product liability insurance to seek to minimise its liability to such claims, however there can be no assurance that adequate insurance coverage will always be available at an acceptable cost or that it will respond. Any health, safety or efficacy concerns are likely to lead to reduced customer demand and impact on the potential future profitability of SomnoMed.
Intellectual property	Securing rights in technology and patents is an integral part of securing potential product value in the outcomes of medical device research and development. Competition in retaining and sustaining protection of technology and the complex nature of technologies can lead to patent disputes. SomnoMed’s success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties. Because the patent position of medical device companies can be highly uncertain and frequently involves complex legal and factual questions, neither the breadth of claims allowed in medical device patents nor their enforceability can be predicted. There can be no assurance that any patents which SomnoMed may own, access or control will afford SomnoMed commercially significant protection of its technology or its products or have commercial application, or that access to these patents will mean that SomnoMed will be free to commercialise its products. The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology or products to avoid SomnoMed's patented technology. Patenting strategies do not cover all countries which may lead to generic competition arising in those markets.
Manufacturing	There are numerous risks associated with manufacturing SomnoMed’s products. Technical difficulties could include the inability to produce products that meet approved regulatory specifications, or that production volumes may be insufficient to support revenue as currently forecasted. SomnoMed may from time-to-time experience delays in finding appropriate manufacturers for specific components, raw materials, machinery or systems. Any unforeseen difficulty relating to manufacturing, including changes in methods of manufacturing, disruption to supply, shortages of input materials, delays in locating appropriate manufacturers or changes to arrangements with, or capacity of, any third-party manufacturers, may negatively impact SomnoMed’s ability to support revenue as currently forecasted. the Company relies on the SomnoMed Central Manufacturing Facility in the Philippines for the production of all of its products at present and the following issues (amongst others) may impact production at this site: (i) under staffing/inexperience of staff; (ii) equipment shortages and breakdowns; (iii) elevated levels of remakes; (iv) reliance upon single suppliers for a number of key components (v) key software within the plant is at end of life; and (vi) a negative audit outcome leading to an immediate need for improvement of the quality management systems in place. The Company from time to time receives strong demand for the Company’s products which can place additional strain on the manufacturing facility. If from time to time the capacity of the facility is not capable of manufacturing enough volume to satisfy the increasing demand for the Company’s products, the future revenues of the company would be impacted in the short term and that this would have a consequential impact on the results, profitability and cash flow generation of the Company. If such issues persist in the future for an extended period of time, there is a risk that this could have a material impact on the ongoing operations and financial performance of the Company, particularly as a result of: (i) an inability to scale RestAssure® to meet anticipated customer demand; and (ii) further loss of customers due to longer lead times in the production of the product. This, in-turn, may also impact the ability of the Company to continue to meet its revised earnings guidance given the Company has issued such guidance on the key assumption that a number of these aforementioned issues, such as customer turnaround times and manufacturing capability, do not deteriorate further and remain at consistent levels.

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 2024.

Directors

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

Guy Russo

Hamish Corlett

Michael Gordon

Amrita Blickstead

Karen Borg

Neil Verdal-Austin (resigned 22 February 2024)

Hilton Brett (resigned 12 October 2023)

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® Mandibular Advancement Splint ('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 $12,241,726, and included one-off restructure costs totalling $3,048,037 (2023: a loss of $7,999,044, included a loss of $132,144 from the discontinued operation relating to the Renew Sleep Solutions business, which ceased operations in December 2018). A more detailed review of the operations is contained on pages 23 to 27 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 2024 (2023: Nil).

Significant Changes in State of Affairs

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

After Reporting Date Events

The Company's Chief Financial Officer ("CFO"), Mr Darren Collins, resigned as CFO effective 31 July 2024.

Other than the above, 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.

Directors

Guy Russo

Chairman, Non-Executive Director, Member of the Remuneration Committee & Audit & Risk Committee

Guy Russo is an accomplished business leader with a strong commercial and customer-focussed background working in Australia and internationally. In addition to Chairman of SomnoMed he is Chairman of Guzman y Gomez Mexican Kitchen (ASX: GYG), Australia's fastest growing restaurant business. He is a non-executive Director of Scentre Group (ASX: SCG) which owns and operates Westfield Living Centres in Australia and New Zealand and 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 is perhaps most well known in Australia for his leadership in turning Kmart into the largest and most profitable retail department store in the country. He has been a member of YPO since 2006, served as a member of the Business Council of Australia, and won industry awards for leadership in diversity in employment.

Hamish Corlett

Non-Executive Director, Chairman of the Remuneration Committee & member of the Audit & Risk 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 QBiotics Group Limited.

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

Non-Executive Director, Chairman of the Audit & Risk Committee, member of the Remuneration Committee

BComm, BAcc, CA

Michael is a Director of K Sleep Holdings Pty Limited ("Koala"), a direct-to-consumer household goods retailer. Michael was previously the CFO of Rokt, a high-growth marketing technology company and CFO of Different Technologies, a property technology company.

Prior to these, Michael was the Group CFO and MD Group Services for Greenlit Brands Pty Limited. 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.

Michael started his career with PricewaterhouseCoopers spending 10 years with them in South Africa, the United Kingdom and Australia specialising in the retail and pharmaceutical industries with experience in audit, taxation, and corporate finance.

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

Amrita Blickstead

Executive Director and co-CEO, MBA, BME

Amrita was a Non-executive Director of the Company until her appointment as co-CEO on 23 February 2024. She was a member of the Remuneration Committee whilst a Non-executive Director of the Company.

She has extensive strategic, sales & marketing, and product development expertise. She has experience in retail, ecommerce, medical devices and has been an advocate for diversity & inclusion. Amrita is the former Chief Operating and Marketing Officer at eBay Australia & New Zealand and over her 10 year tenure led many different areas of the business across Strategy, Operations, Marketing, Sales, Loyalty, Advertising, Pricing, Consumer Selling, Cross Border Trade, Shipping and Small & Medium Business. Prior to eBay, Amrita established her career as a Management Consultant at Port Jackson Partners, and a Biomedical Engineer at Ventracor and Cochlear. Amrita is currently a Non-executive Director at an ASX listed business Audinate (ASX: AD8) and a non-profit Vision Beyond Aus.

Amrita holds a Master of Business Administration from Harvard Business School and a Bachelor of Mechanical (Biomedical) Engineering from the University of Sydney. Amrita won the Australian Financial Review BOSS Awards for Young Executive of the Year in 2019.

Karen Borg

Executive Director and co-CEO, BA

Karen was a Non-executive Director of the Company until her appointment as co-CEO on 23 February 2024. She was a member of the Audit & Risk Committee whilst a Non-executive Director of the Company.

Karen has held senior roles in FTSE 100-250 medical device, technology, consumer products and government services organisations.

Karen was most recently the Chief Executive Officer for Catholic Healthcare Ltd and prior to this was the CEO of Healthdirect and the inaugural CEO of Jobs for NSW. She was also the former President (Asia Pacific & Middle East) of ResMed (ASX: RMD) and held several senior roles with Johnson & Johnson Medical Devices in Australia and the United States. Karen began her career in the fast-moving consumer goods sector and worked for Goodman Fielder, Nestle and Revlon in global business development and marketing.

Karen is on the Board of Optiscan Ltd (ASX: OIL) and KOPWA Aged Care Services and was previously on the Board of The North Foundation and Interim Chair of the Australian Vaccine Research Alliance.

Karen has a Bachelor of Arts from the University of Sydney and was a NSW finalist for Telstra Business Woman of the Year 2017.

Hilton Brett

Non-Executive Director (resigned 12 October 2023), Member of the Audit Committee BComm, PostGradDipAccy

Hilton was an Operating Advisor at TDM Growth Partners (TDM), 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 was a Non-Executive Director of Guzman Y Gomez Mexican Taqueria (ASX: GYG) and resigned as a Director of SomnoMed Limited following his appointment as the co-CEO of GYG.

Prior to joining TDM, Hilton was the Co-CEO of Accent Group Limited (AX1), formerly RCG Corporation Ltd, which is the regional leader in the retail and distribution of performance and lifestyle footwear Australia and New Zealand. Hilton joined RCG in 2006 when the business had a market capitalisation of $8m. Over the 12 years from 2006 to 2018, the team grew the business to a $800m market capitalisation and delivered total shareholder returns in excess of 25% CAGR.

Hilton has over 25 years' experience as CEO of multiple consumer businesses with proven skills in growing the businesses and delivering outstanding returns for shareholders.

Neil Verdal-Austin

Managing Director (resigned 22 February 2024) BComm (Hons), CA

Neil acted as Chief Executive Officer of the Company since November 2018. He was Managing Director and Chief Executive Officer until he ceased employment with the Company. He was an experienced, dynamic and business focused individual, having worked for medical device companies in South Africa, the UK and in Australia for over 25 years. He had 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.

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	-
	Guzman Y Gomez Limited	20 June 2024*	-
Hamish Corlett	Tyro Payments Limited	18 April 2019	3 November 2021
Michael Gordon	No other listed public company directorship	-	-
Amrita Blickstead	Audinate Group Limited	1 January 2023	-
Karen Borg	Optiscan Imaging Limited	29 July 2021	-
Neil Verdal-Austin(1)	No other listed public company directorship	-	-
Hilton Brett(2)	Pacific Smiles Group Limited	24 August 2018	30 June 2023

***** Guzman Y Gomez Limited became a listed public company on 20 June 2024

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*	1,390,220	370,000
Hamish Corlett*	67,716,079	185,000
Michael Gordon*	225,061	185,000
Amrita Blickstead*	1,067,364	1,510,000
Karen Borg*	514,022	1,510,000

* 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 2024 and the number of meetings attended by each director were:

	DIRECTORS' MEETINGS		COMMITTEE MEETINGS			
			AUDIT COMMITTEE		REMUNERATION COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Guy Russo	16	16	-	-	2	2
Hamish Corlett	16	14	-	-	2	2
Michael Gordon	16	16	2	2	-	-
Amrita Blickstead	16	16	-	-	1	1
Karen Borg	16	16	1	1	-	-
Neil Verdal-Austin(1)	8	8	1	1	-	-
Hilton Brett (2)	5	4	1	1	-	-

(1) Mr Verdal-Austin resigned on 22 February 2024
(2) Mr Hilton Brett resigned on 12 October 2023

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 $126,774.

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/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.

Options

At the date of this report there were 5,069,000 (2023: 4,597,000) unissued ordinary shares of SomnoMed Limited under option. A total of 4,198,500 (2023: 4,198,500) 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 15 to the accompanying accounts).

During the year ended 30 June 2024, 1,500,000 zero exercise price options (expiring 30 September 2025) were issued on 28th June 2024. Subsequent to year end, a further 1,150,000 zero exercise price options (expiring 30 September 2026) were issued on 1st July 2024.

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.

REMUNERATION REPORT - AUDITED

This remuneration 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.

	2020	2021	2022	2023	2024
Revenue	$57,296,293	62,706,352	72,580,403	83,616,164	91,651,069
Net loss	($438,310)*	(1,083,061)*	(4,426,303)*	(7,866,900)*	(12,241,726)*
Share price at year end	$1.20	$2.21	$1.21	$0.96	$0.25
Earnings per share (cents)	(0.69)**	(1.38)**	(5.63)**	(10.01)**	(10.14)**

* The 2020, 2021, 2022, 2023 and 2024 amounts have been adjusted to exclude the discontinued operations of Renew Sleep Solutions, which ceased operations in December 2018.

** Earnings per share – continuing operations

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 consist of three non-executive directors. 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.

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.

Directors and executives are also entitled to participate in the employee option arrangements. Share Option Plans for both employees and non-employees were approved by shareholders at the General Meeting held in June 2021. The issue of zero exercise price options to the co-CEOs pursuant to the terms of their employment contracts was approved by shareholders at a General Meeting held in June 2024.

Senior executives in Australia receive a superannuation guarantee contribution required by the government, which was 11% for FY24, 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 and Monte-Carlo 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.

REMUNERATION REPORT - AUDITED (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 each 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. 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.

At the date of this report, a total of 5,069,000 options have been issued under the new Employee Share Option Plan and Non-Executive Share Option Plan, approved by shareholders in June 2021. Details of options issued to Directors and specified executives are contained on page 18 of this report.

The options issued under these plans vest across two profiles:

1) A total of 2,419,000 options vesting over 5 years from their Issue Date, provided that the volume weighted average price of an ordinary share in the Company for the 20 day period ending on the Test Date is at least equal to $3.50 (the **Threshold**):

(i) in respect of the first tranche comprising 1/3 of the Options (**First Tranche**), the First Tranche will vest on the third anniversary of the Issue Date;

(ii) in respect of the second tranche comprising 1/3 of the Options (**Second Tranche**), the Second Tranche will vest on the fourth anniversary of the Issue Date; and

(iii) in respect of the third tranche comprising 1/3 of the Options (**Third Tranche**), the Third Tranche will vest on the fifth anniversary of the Issue Date,

If on a Test Date for a particular tranche of Options, the Threshold is not met on the Test Date, but the Threshold is met on a subsequent Test Date, then that tranche of Options will vest on that subsequent Test Date. For example, if the Threshold for the First Tranche is not met until the fourth anniversary of the Issue Date, then both the First Tranche and the Second Tranche, being 2/3 of the Options, will vest on the fourth anniversary of the Issue Date.

2) A total of 1,500,000 options vesting on 23 February 2025 for Tranche 1 and a total of 1,150,000 options vesting on 1 July 2025 for Tranche 2, associated with the zero exercise price options issued during and subsequent to the year ended 30 June 2024 were approved by shareholders at a General Meeting on 27 June 2024.

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.

REMUNERATION REPORT - AUDITED (continued)

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. The co-CEO's hold 3-year terms from their commencement on 23 February 2024, unless terminated in accordance with their employment agreement. 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 19.

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 2024 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.

Options issued as part of remuneration for the year ended 30 June 2024

A total of 1,500,000 options vesting on 23 February 2025 for Tranche 1 associated with zero exercise price options were issued during the year ended 30 June 2024 (2023: nil).

Directors' remuneration

The following table discloses the remuneration of Directors of the Company for the year ended 30 June 2024. The information contained in this table is audited.

	Short-term Benefits		Post- Employment Benefits		Long-term Benefits		
Director	Salary & Fees $	Other $	Superannuation $	Long Service Leave $	Termination Benefits $	Equity Settled Share Based Payment $	Total $
Guy Russo							
- 2023	90,909	-	9,545	-	-	84,227	184,681
- 2024	67,333	-	9,167	-	-	84,458	160,958
Hamish Corlett							
- 2023	45,455	-	4,773	-	-	40,978	91,206
- 2024	29,382	-	3,232	-	-	41,090	73,704
Michael Gordon							
- 2023	45,455	-	4,773	-	-	42,113	92,341
- 2024	48,485	-	1,667	-	-	42,229	92,381
Amrita Blickstead							
- 2023	45,455	-	4,773	-	-	40,978	91,206
- 2024	30,303	-	3,333	-	-	-	33,636
Karen Borg(1)							
- 2023	45,455	-	4,773	-	-	40,978	91,206
- 2024	101,975	-	833	-	-	-	102,808
Neil Verdal-Austin(2)							
- 2023	550,951	-	27,500	16,973	-	221,933	817,357
- 2024	350,431	-	76,244	-	874,705	(368,781)	932,599
Hilton Brett(3)							
- 2023	45,455	-	4,773	-	-	40,978	91,206
- 2024	13,258	-	1,666	-	-	(89,029)	(74,105)
TOTAL 2023	**869,135**	**-**	**60,910**	**16,973**	**-**	**512,185**	**1,459,203**
TOTAL 2024	**641,167**	**-**	**96,142**	**-**	**874,705**	**(290,033)**	**1,321,981**

(1) Ms Karen Borg's 2024 director fees include consulting service charges
(2) Mr Verdal-Austin held the position of CEO until his resignation on 22 February 2024. Termination benefits include payment for all leave entitlements upon termination.
(3) Mr Hilton Brett resigned on 12 October 2023

REMUNERATION REPORT - AUDITED (continued)

Shareholdings

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

	Balance 1.7.23	Held at date of appointment/ resignation	Issued/ Acquired	Sold	Balance 30.6.24
Guy Russo	347,000	-	1,043,220	-	1,390,220
Hamish Corlett	22,311,159	-	45,404,920	-	67,716,079
Michael Gordon	50,000	-	175,061	-	225,061
Amrita Blickstead	91,127	-	976,237	-	1,067,364
Karen Borg	-	-	476,191	-	476,191
Neil Verdal-Austin(1)	1,709,400	(1,751,050)	41,650	-	-
Hilton Brett (2)	210,873	(310,076)	99,203	-	-
Hervé Fiévet(3)	175,000	(175,000)	-	-	-
Mark Harding(6)	144,692	-	-	-	144,692
Matthew Conlon(4)	85,000	(85,000)	-	-	-
Marco Van Kleef(7)	-	-	-	-	-
Darren Collins(5)	-	-	-	-	-
	25,124,251	(2,321,126)	48,216,482	-	71,019,607
Less shares issued under the Employee Share Trust Plan (1)(2) (3) (4)	(1,775,000)	1,655,000	-	-	(120,000)
	23,349,251	(666,126)	48,216,482	-	70,899,607

(1) Mr Verdal-Austin resigned on 22 February 2024.

(2) Mr Brett resigned on 12 October 2023.

(3) Mr Fiévet held the position of CFO until his resignation on 31 July 2023.

(4) Mr Conlon held the position of Executive Vice President Marketing and Sales North American until his resigned on 30 April 2024.

(5) Mr Collins was appointed as CFO on 1 August 2023 and resigned as CFO on 31 July 2024.

(6) Mr Harding holds the position of Vice President - Global Marketing.

(7) Mr Van Kleef holds the position of Vice President – Marketing and Sales Europe.

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

REMUNERATION REPORT - AUDITED (continued)

Options and Rights Holdings

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

	Balance 1.7.23	Held at date of appointment/ resignation	Granted as Remuneration	Exercised or Lapsed or Sold	Balance 30.6.24	Total Vested 30.6.24	Total Exercisable	Total Un-exercisable
Guy Russo[1]	370,000	-	-	-	370,000	-	-	370,000
Hamish Corlett[2]	185,000	-	-	-	185,000	-	-	185,000
Michael Gordon[3]	185,000	-	-	-	185,000	-	-	185,000
Amrita Blickstead	185,000	-	750,000	-	935,000	-	-	935,000
Karen Borg[9]	185,000	-	750,000	-	935,000	-	-	935,000
Neil Verdal-Austin[4]	910,000	-	-	(910,000)	-	-	-	-
Hilton Brett[9]	185,000	-	-	(185,000)	-	-	-	-
Hervé Fiévet[5]	472,000	-	-	(472,000)	-	-	-	-
Mark Harding	346,000	-	-	-	346,000	-	-	346,000
Matthew Conlon	407,000	-	-	(407,000)	-	-	-	-
Marco Van Kleef	175,000	-	-	-	175,000	-	-	175,000
Darren Collins	-	-	-	-	-	-	-	-
Total	3,605,000	-	1,500,000	(1,974,000)	3,131,000	-	-	3,131,000
Issued shares treated as options in these accounts[4][5][6][7] (refer table above and Note 15)								
Neil Verdal-Austin[4]	1,395,000	-	-	(1,395,000)	-	-	-	-
Hervé Fiévet[5]	175,000	-	-	(175,000)	-	-	-	-
Mark Harding	120,000	-	-	-	120,000	90,000	90,000	30,000
Matthew Conlon[7]	85,000	-	-	(85,000)	-	-	-	-
Darren Collins[8]	-	-	-	-	-	-	-	-
Total	5,380,000	-	1,500,000	(3,629,000)	3,251,000	90,000	90,000	3,161,000

(1) Held by an entity associated with Mr Russo.
(2) Held directly by Mr Corlett.
(3) Held by an entity associated with Mr Gordon.
(4) Mr Verdal-Austin resigned on 22 February 2024
(5) Mr Fiévet resigned on 31 July 2023.
(6) Mr Conlon resigned on 30 April 2024.
(7) Mr Collins was appointed on 1 August 2023 and resigned as CFO on 31 July 2024.
(8) Mr Brett resigned on 12 October 2023
(9) Held by an entity associated with Ms Borg.

REMUNERATION REPORT - AUDITED (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 2024. The information in this table is audited.

	Short-term Benefits			Post-Employment Benefits	Long-term Benefits			
Executive	**Salary & Fees**	**Bonuses**	**Other**	**Superannuation**	**Long service leave (9)**	**Share-based Payment (1)**	**Termination Benefits**	**Total**
Hervé Fiévet (2)								
- 2023	367,547	-	-	27,500	3,010	92,456	-	490,513
- 2024	29,167	-	-	3,208	-	(191,280)	178,760	19,855
Matthew Conlon (3)								
- 2023	483,631	-	20,797	42,624	-	76,723	-	623,775
- 2024	437,738	-	32,813	21,723	-	(152,512)	-	339,762
Mark Harding								
- 2023	341,213	59,211	-	27,500	5,511	71,945		505,380
- 2024	349,013	39,750	-	27,500	2,389	64,716	-	483,368
Marco Van Kleef								
- 2023	404,684	56,721	1,952	30,538	-	31,619	-	525,514
- 2024	428,136	59,824	34,251	35,255	-	31,705	-	589,171
Darren Collins (4)								
- 2024	266,973	-	-	17,927	600	-	-	285,500
Amrita Blickstead (5)								
- 2024	166,622	-	-	12,182	301	106,664	-	285,769
Karen Borg (6)								
- 2024	166,622	-	-	12,182	301	106,664	-	285,769
TOTAL 2023	**1,597,075**	**115,932**	**22,749**	**128,162**	**8,521**	**272,743**	**-**	**2,145,182**
TOTAL 2024	**1,844,271**	**99,574**	**67,064**	**129,977**	**3,591**	**(34,043)**	**178,760**	**2,289,194**

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

(2) Resigned 31 July 2023.

(3) Resigned on 30 April 2024.

(4) Appointed CFO on 1 August 2023 and resigned on 31 July 2024.

(5) Appointed Co-CEO on 23 February 2024.

(6) Appointed Co-CEO on 23 February 2024.

(7) Long service leave includes provisions.

For the year ended 30 June 2024 the Company had five (2023 – four) persons employed who were deemed to be specified executives. The key management personnel of the Consolidated Entity comprise the directors and the specified executives. Bonuses are awarded as part of the Consolidated Entity'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 24.

REMUNERATION REPORT - AUDITED (continued)

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

Name	Fixed remuneration 2024	Fixed remuneration 2023	At risk – STI 2024	At risk – STI 2023	At risk – LTI 2024	At risk – LTI 2023
Directors:						
Guy Russo	100%	100%	-	-	-	-
Hamish Corlett	100%	100%	-	-	-	-
Michael Gordon	100%	100%	-	-	-	-
Amrita Blickstead	100%	100%	-	-	-	-
Karen Borg	100%	100%	-	-	-	-
Neil Verdal-Austin*	100%	100%	-	-	-	-
Hilton Brett**	100%	100%	-	-	-	-
Other Key Management Personnel:						
Hervé Fiévet***	100%	100%	-	-	-	-
Matthew Conlon****	100%	100%	-	-	-	-
Mark Harding	92%	88%	8%	12%	-	-
Marco Van Kleef	90%	89%	10%	11%	-	-
Darren Collins*****	100%	N/a	-	-	-	-

* Resigned 22 February 2024
** Resigned 12 October 2023
*** Resigned 31 July 2023
**** Resigned on 30 April 2024.
***** Appointed 1 August 2023 & resigned as CFO 31 July 2024

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

Name	Cash bonus paid/payable 2024	Cash bonus paid/payable 2023	Cash bonus forfeited 2024	Cash bonus forfeited 2023
Directors:				
Guy Russo	-	-	-	-
Hamish Corlett	-	-	-	-
Michael Gordon	-	-	-	-
Amrita Blickstead	-	-	-	-
Karen Borg	-	-	-	-
Neil Verdal-Austin*	-	-	-	100%
Hilton Brett **	-	-	-	-
Other Key Management Personnel:				
Hervé Fiévet***	-	-	100%	100%
Matthew Conlon****	-	-	100%	100%
Mark Harding	40%	62%	60%	38%
Marco Van Kleef	56%	61%	44%	39%
Darren Collins*****	-	-	-	-

* Resigned 22 February 2024
** Resigned 12 October 2023
*** Resigned 31 July 2023
**** Resigned on 30 April 2024.
***** Appointed 1 August 2023 & resigned as CFO 31 July 2024

This concludes the Remuneration Report which has been audited.

Other Information

Environmental, Social and Governance (ESG) Statement

SomnoMed understands its impact and responsibility to people and the planet. We are aligning our business strategies with the ESG principles of Governance, Planet, Prosperity, and People to not only meet our stakeholders growing sustainability expectations but to also lead the way for our industry.

SomnoMed is committed to the ESG principles outlined above and as such, have begun to create an ESG framework which aims to not only provide our stakeholders with valuable information but also to ensure that we provide a realistic and achievable pathway to make our ESG efforts meaningful and effective.

SomnoMed believes that being sustainable is an important part of the company’s ability to create value for its stakeholders and is committed to improving the sustainability of its own practices. Furthering SomnoMed’s ESG commitment, SomnoMed is an official supporter of the Task Force on Climate-related Financial Disclosures (TCFD) recommendations for transparent and responsible climate-related reporting and disclosure practices. SomnoMed is dedicated to integrating the TCFD recommendations, structured into the four core pillars, into our business operations, financial reporting and ESG strategies, and ensuring that climate-related risks and opportunities are disclosed to stakeholders.

SomnoMed is currently in the process of investigating a potential timeline to implement the TCFD recommendations and through our ESG disclosures we intend to provide our stakeholders insights of our ESG journey.

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 $41,794 (2023: $6,520) for tax and other services were paid/payable to the external auditors during the year ended 30 June 2024.

Rounding of amounts

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

Auditor’s Independence Declaration

The auditor’s independence declaration for the year ended 30 June 2024 is set out on page 22 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.*

Guy Russo

Chairman

30 September 2024

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Australia

DECLARATION OF INDEPENDENCE BY IAN HOOPER TO THE DIRECTORS OF SOMNOMED LIMITED

As lead auditor of SomnoMed Limited for the year ended 30 June 2024, 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.

Ian Hooper
Director

BDO Audit Pty Ltd

Sydney, 30 September 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2024

	NOTE	2024 $	2023 $
Continuing operations			
Revenue from sale of goods and services, net of discounts	5	91,651,069	83,616,164
Cost of sales		(36,519,823)	(31,694,464)
Gross margin		55,131,246	51,921,700
Sales and marketing expenses		(26,175,541)	(24,491,238)
Administrative expenses		(17,935,931)	(13,114,322)
Corporate, research and business development expenses		(13,483,540)	(11,768,745)
Interest income	5	30,068	2,008
Share based payments	24c	(77,105)	(1,035,349)
Depreciation and amortisation	34	(5,775,245)	(5,116,954)
Other income	5	-	3,324
Other expense		(13,344)	-
Finance costs	30	(3,166,769)	(3,094,418)
Unrealised foreign exchange profit/(loss)		195,535	(351,269)
Loss before income tax		**(11,270,626)**	**(7,045,263)**
Income tax expense	7	(971,100)	(821,637)
Loss after income tax from continuing operations		**(12,241,726)**	**(7,866,900)**
Discontinued operation			
Loss from discontinued operation		-	(132,144)
Net loss for the Consolidated Entity		**(12,241,726)**	**(7,999,044)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign exchange translation difference for foreign operations		(1,216,136)	983,677
Other comprehensive income for the year, net of tax		(1,216,136)	983,677
Total comprehensive income for the year attributable to the owners of SomnoMed Limited		**(13,457,862)**	**(7,015,367)**

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2024 (continued)

	NOTE	2024 $	2023 $
Earnings per share			
Basic earnings per share (cents)	21	(10.14)	(10.18)
Diluted earnings per share (cents)	21	(10.14)	(10.18)
Earnings per share – continuing operations			
Basic earnings per share (cents)	21	(10.14)	(10.01)
Diluted earnings per share (cents)	21	(10.14)	(10.01)
Earnings per share – discontinued operation			
Basic earnings per share (cents)	21	-	(0.17)
Diluted earnings per share (cents)	21	-	(0.17)

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

SOMNOMED LIMITED
ACN 003 255 221

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

	NOTE	2024	2023
ASSETS		**$**	**$**
Current Assets			
Cash and cash equivalents	8	16,178,843	11,956,406
Trade and other receivables	9	12,359,184	11,123,766
Inventories	10	6,285,410	4,100,122
Lease receivables		315,379	315,379
Total Current Assets		35,138,816	27,495,673
Non-Current Assets			
Trade and other receivables		57,189	39,910
Property, plant and equipment	11	5,767,431	6,230,260
Intangible assets	12	20,317,660	18,974,198
Deferred tax assets	7c	3,144,156	3,251,745
Right-of-use assets	29	5,379,436	6,499,653
Total Non-Current Assets		34,665,872	34,995,766
Total Assets		69,804,688	62,491,439
LIABILITIES			
Current Liabilities			
Trade and other payables	13	13,293,631	12,229,597
Borrowings	22	306,939	313,034
Lease liabilities	23	2,295,840	2,256,307
Provisions	14	3,828,881	3,102,426
Current tax liabilities	7f	218,298	458,279
Total Current Liabilities		19,943,589	18,359,643
Non-Current Liabilities			
Borrowings	22	709,074	16,356,185
Lease liabilities	23	3,407,917	4,585,201
Provisions	14	719,913	787,036
Total Non-Current Liabilities		4,836,904	21,728,422
Total Liabilities		24,780,493	40,088,065
Net Assets		**45,024,195**	**22,403,374**
EQUITY			
Issued capital	15	110,230,668	74,271,419
Reserves	16	9,330,188	10,426,890
Accumulated losses		(74,536,661)	(62,294,935)
Total Equity		**45,024,195**	**22,403,374**

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

SOMNOMED LIMITED

ACN 003 255 221

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2024

	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Total
	$	$	$	$	$
Balance at 1 July 2023	**74,271,419**	**10,426,890**	**(62,294,935)**	**22,403,374**	**22,403,374**
Loss after income tax expense for the year	-	-	(12,241,726)	(12,241,726)	(12,241,726)
Other comprehensive loss for the year, net of tax	-	(1,216,136)	-	(1,216,136)	(1,216,136)
Total comprehensive loss for the year	-	(1,216,136)	(12,241,726)	(13,457,862)	(13,457,862)
Transactions with owners in their capacity as owners:					
Shares issued during the period net of transaction costs	35,959,249	-	-	35,959,249	35,959,249
Share option reserve on recognition of remuneration options	-	77,105	-	77,105	77,105
Revaluation of defined benefit retirement fund liability	-	42,329	-	42,329	42,329
Balance at 30 June 2024	**110,230,668**	**9,330,188**	**(74,536,661)**	**45,024,195**	**45,024,195**

	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Total
	$	$	$	$	$
Balance at 1 July 2022	**74,271,419**	**7,812,707**	**(54,295,891)**	**27,788,235**	**27,788,235**
Loss after income tax expense for the year	-	-	(7,999,044)	(7,999,044)	(7,999,044)
Other comprehensive loss for the year, net of tax	-	983,677	-	983,677	983,677
Total comprehensive loss for the year	-	983,677	(7,999,044)	(7,015,367)	(7,015,367)
Transactions with owners in their capacity as owners:					
Share option reserve on recognition of remuneration options	-	1,035,349	-	1,035,349	1,035,349
Revaluation of defined benefit retirement fund liability	-	595,157	-	595,157	595,157
Balance at 30 June 2023	**74,271,419**	**10,426,890**	**(62,294,935)**	**22,403,374**	**22,403,374**

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

SOMNOMED LIMITED
ACN 003 255 221

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2024

	NOTE	2024 $	2023 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		90,219,414	83,986,231
Payments to suppliers and employees (inclusive of GST)		(93,525,099)	(84,244,856)
Interest received		30,068	7,360
Interest paid	31	(1,922,531)	(1,854,198)
Income tax paid		(1,134,618)	(1,774,741)
Net cash outflow from operating activities	20a	(6,332,766)	(3,880,204)
Cash flows from investing activities			
Payments for intangible assets		(3,954,060)	(3,276,223)
Payments for property, plant and equipment		(1,386,944)	(3,138,359)
Net cash outflow from investing activities		(5,341,004)	(6,414,582)
Cash flows from financing activities			
Proceeds from borrowings		-	15,403,862
Repayment of borrowings		(16,788,501)	(6,344,978)
Proceeds from issue of shares	15	38,077,789	-
Share issuance costs	15	(2,074,155)	-
Payment of finance lease	31	(2,536,664)	(2,450,978)
Net cash inflow from financing activities		16,678,469	6,607,907
Net increase/(decrease) in cash and cash equivalents		5,004,699	(3,686,880)
Cash at beginning of the financial year		11,956,406	15,644,331
Exchange rate adjustment		(782,262)	(1,044)
Cash at the end of the financial year	8	**16,178,843**	**11,956,406**

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.

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 2024 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.

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. Refer further details in note 3(p).

3. MATERIAL 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).

3. MATERIAL 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.

3. MATERIAL ACCOUNTING POLICIES (continued)

d. Foreign Currency (continued)

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.

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)).

3. MATERIAL ACCOUNTING POLICIES (continued)

e. Financial Instruments (continued)

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.

3. MATERIAL 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.

3. MATERIAL 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.

3. MATERIAL 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 either Black-Scholes method or Monte-Carlo 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.

3. MATERIAL 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 or Monte-Carlo 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.

3. MATERIAL 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.

Developmental costs

An intangible asset arising from development expenditure is recognised only when the Consolidated Entity can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure capitalised is amortised over the period of expected benefits from the related project commencing from the commercial release of the project. The carrying value of an intangible asset arising from development expenditure is tested for impairment annually when the asset is not yet available for use or more frequently when an indication of impairment arises during the reporting period.

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.

3. MATERIAL ACCOUNTING POLICIES (continued)

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.

The following Accounting Standards and Interpretations are most relevant to the Consolidated Entity:

Conceptual Framework for Financial Reporting (Conceptual Framework)

The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

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.

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.

3. MATERIAL ACCOUNTING POLICIES (continued)

t. Fair value measurement (continued)

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.

u. 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.

v. 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.

w. Discontinued operations

A discontinued operation is a component of the Consolidated Entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the consolidated statement of profit or loss.

x. Rounding of amounts

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

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

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. 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.

4. FINANCIAL RISK MANAGEMENT (continued)

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.

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 94% (2023:93%) of the Consolidated Entity's revenues and over 83% (2023:90%) 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.

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.

Further details can be found in Note 28.

5. REVENUE

	2024	**2023**
	$	**$**
Operating activities		
Revenue from sale of goods and services, net of discounts – at point in time	91,651,069	83,616,164
Interest income	30,068	2,008
Other income	-	3,324
Total revenue and other income	91,681,137	83,621,496

6. LOSS BEFORE INCOME TAX FOR THE YEAR	2024 $	2023 $
Loss before income tax includes the following specific expenses*:		
Operating lease rentals**	23,235	24,273
Employee benefits expense	40,245,494	32,984,425
Research and development expenditure	1,042,483	705,854
Depreciation – Property, plant and equipment	1,708,792	1,499,915
Amortisation of intellectual property	1,547,324	1,267,906
Depreciation – AASB 16	2,519,129	2,349,133
Total depreciation and amortisation	**5,775,245**	**5,116,954**

* Expenses include RSS
** Please refer to note 33 for further breakdown details

7. INCOME TAX EXPENSE	NOTE		
a. The components of tax expense comprise*:			
Current tax		861,214	682,085
Deferred tax	7d	109,886	139,552
		971,100	**821,637**
b. The prima facie tax on loss before income tax is reconciled to the income tax expense as follows*:			
Prima facie income tax expense calculated using the Australian tax rate of 30% (2023: 30%)		(3,381,188)	(2,113,579)
Decrease in income tax expense due to non-assessable and other items		4,352,288	2,935,216
Income tax expense		**971,100**	**821,637**

*Expenses exclude RSS.

c. Deferred tax assets			
Recognised deferred tax assets			
Plant and equipment		(17,171)	(47,721)
Accruals		977,904	784,986
Provisions		608,846	585,355
Deferred revenue		38,261	46,891
Future royalty deduction		493,106	1,054,159
Tax losses carried forward		1,043,210	828,075
Deferred tax assets	7d	**3,144,156**	**3,251,745**

Recoverability of deferred tax assets

The Consolidated Entity has recorded a deferred tax asset relating to the future benefit of tax losses of $1,043,210 (2023: $828,075). 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 2024 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.

7. INCOME TAX EXPENSE (continued)	NOTE	2024 $	2023 $
d. Movement in temporary differences and tax losses during the year			
Carrying amount at beginning of financial year		3,251,745	2,950,977
Recognised in the consolidated statement of profit or loss	7a	(109,886)	(139,552)
Foreign exchange adjustment		2,297	440,320
Carrying amount at end of financial year	7c	**3,144,156**	**3,251,745**
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		12,437,176	8,739,067
Temporary differences		2,775,985	3,170,754
Franking credits			
Franking credits available for subsequent financial years based on a tax rate of 30%		33,447	33,447

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; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

f. Current Tax Liability	**218,298**	**458,279**

8. CASH AND CASH EQUIVALENTS

Cash at bank and on deposit	16,178,843	11,956,406
	16,178,843	**11,956,406**

9. TRADE AND OTHER RECEIVABLES

Current		
Trade receivables	6,775,896	7,329,870
Less allowance for expected credit losses	(40,671)	(112,371)
	6,735,225	7,217,499
Other receivables	1,192,435	1,496,244
Prepayment	4,431,524	2,410,023
	12,359,184	**11,123,766**

10. INVENTORIES

Raw materials and consumables excluding provisions	6,706,871	4,100,122
Provisions for obsolete stock	(421,461)	-
	6,285,410	**4,100,122**

11. PROPERTY, PLANT AND EQUIPMENT

	2024 $	2023 $
Plant and equipment		
Property and equipment – at cost	14,817,305	13,963,615
Accumulated depreciation	(9,565,718)	(8,234,506)
	5,251,587	5,729,109
Leasehold improvements		
Leasehold improvements – at cost	1,196,841	1,122,735
Accumulated depreciation	(680,997)	(621,584)
	515,844	501,151
Total property, plant and equipment	**5,767,431**	**6,230,260**

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

	Plant and equipment $	Leasehold improvements $	Total $
Balance at 1 July 2022	**4,259,990**	**180,111**	**4,440,101**
Additions	2,760,347	369,071	3,129,418
Disposals at cost	(1,311,655)	(30,200)	(1,341,855)
Disposals accumulated depreciation	1,311,655	30,200	1,341,855
Depreciation expense	(1,439,010)	(60,905)	(1,499,915)
FX impact	147,782	12,874	160,656
Balance at 30 June 2023	**5,729,109**	**501,151**	**6,230,260**
Additions	1,269,479	140,156	1,409,635
Disposals at cost	(415,789)	(66,050)	(481,839)
Disposals accumulated depreciation	415,789	66,050	481,839
Depreciation expense	(1,612,087)	(96,705)	(1,708,792)
FX impact	(134,914)	(28,758)	(163,672)
Balance at 30 June 2024	**5,251,587**	**515,844**	**5,767,431**

12. INTANGIBLE ASSETS

	2024 $	2023 $
Patents and trademarks – at cost	2,061,723	1,975,327
Accumulated amortisation	(1,635,418)	(1,534,614)
	426,305	440,713
Product development expenditure capitalised	12,982,754	10,540,488
Accumulated amortisation	(1,129,978)	(872,037)
	11,852,776	9,668,451
Software	5,550,345	5,072,918
Accumulated amortisation	(3,855,000)	(2,698,732)
	1,695,345	2,374,186
Goodwill	6,343,234	6,490,848
	20,317,660	**18,974,198**

Movements in patents and trademarks

Balance at beginning of year	440,713	460,824
Additions	108,928	89,843
Amortisation expense	(119,519)	(123,509)
FX impact	(3,817)	13,555
Balance at end of year	426,305	440,713

Movements in product development expenditure capitalised

Balance at beginning of year	9,668,451	6,619,953
Additions	2,442,266	3,223,426
Amortisation expense	(257,941)	(174,928)
Balance at end of year	11,852,776	9,668,451

Movements in software

Balance at beginning of year	2,374,186	2,328,765
Additions	490,609	1,009,349
Amortisation expense	(1,169,864)	(969,469)
FX impact	414	5,541
Balance at end of year	1,695,345	2,374,186

Movements in goodwill

Balance at beginning of year	6,490,848	6,037,974
FX impact	(147,614)	452,874
Balance at end of year	6,343,234	6,490,848

12. 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.

Goodwill is allocated to cash generating units, which are based on the Group's geographic reporting segments.

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 21% (2023: 24%). The average growth of total costs per annum is at 20% (2023: 23%). A growth of 18% (2023: 20%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying amount, including goodwill of $641,322 did not exceed its recoverable amount for SomnoMed Germany GmbH.

SomnoMed Nordic AB has a revenue growth per annum of 18% (2023: 20%). The average growth of total costs per annum is at 9% (2023: 15%). A growth of 7% (2023: 18%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying amount, including goodwill of $548,470 did not exceed its recoverable amount for SomnoMed Nordic AB.

SomnoMed France has a revenue growth per annum of 24% (2023: 22%). The average growth of total costs per annum is at 24% (2023: 21%). A growth of 24% (2023: 20%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying amount, including goodwill of $510,938 did not exceed its recoverable amount for SomnoMed France.

SomnoMed SG as a revenue growth per annum of 20% (2023: 19%). The average growth of total costs per annum is at 18% (2023: 10%). A growth of 15% (2023:20%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying amount, including goodwill of $4,182,178 did not exceed its recoverable amount for SomnoMed SG.

SMH Biomaterial AG has a revenue growth per annum of 19% (2023: 23%). The average growth of total costs per annum is at 56% (2023: 34%). A growth of (10%) (2023: 18%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying, including goodwill of $311,159 did not exceed its recoverable amount for SMH Biomaterial AG.

Asia Pacific Division

There is no Goodwill in the Asia Pacific Division.

North America Division

The growth of revenue and expenses in Canada is expected to be 25% (2023: 34%) and 18% (2023: 29%) respectively per annum. A growth of 14% (2023: 25%) is seen for the average growth of operating costs per annum. The average discount rate used is 10% (2023: 10%). Based on the above, no impairment has been applied as the carrying amount, including goodwill of $149,168 did not exceed its recoverable amount for SomnoMed Canada.

Sensitivity

(a) Revenue, for the 2024 financial year, would need to decrease by 21%-61% (2023: 17%-59%) 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 12%-87% (2023: 13%-156%) for the different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

13. TRADE AND OTHER PAYABLES

	2024	2023
	$	$
Current		
Trade payables, other payables and accruals	13,111,435	11,996,154
Deferred revenue	-	1,530
Deferred rent	182,196	231,913
	13,293,631	**12,229,597**

14. PROVISIONS

	2024	2023
Current		
Warranty	626,383	585,987
Lease make good	257,171	123,372
Employee entitlements	2,505,253	1,952,993
Onerous leases	440,074	440,074
	3,828,881	**3,102,426**

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	719,913	934,694

	2024	2023
Non-current		
Employee entitlements	719,913	787,036
	719,913	**787,036**

Movements in Provisions	**Warranty**	**Lease make good**	**Employee entitlement**	**Onerous leases**
2024	**$**	**$**	**$**	**$**
Balance at the beginning of the year	585,987	123,372	2,740,029	440,074
Additional provisions recognised	48,904	48,329	1,757,062	-
Amounts used	-	-	(1,135,965)	-
FX impact	(8,507)	85,470	(135,961)	-
Balance at end of year	626,383	257,171	3,225,166	440,074

Movements in Provisions	**Warranty**	**Lease make good**	**Employee entitlement**	**Onerous leases**
2023	**$**	**$**	**$**	**$**
Balance at the beginning of the year	486,080	109,332	3,344,879	390,060
Additional provisions recognised	75,253	14,040	499,344	-
Amounts used	-	-	(1,213,957)	34,952
FX impact	24,654	-	109,763	15,062
Balance at end of year	585,987	123,372	2,740,029	440,074

15. ISSUED CAPITAL	**2024** **$**	**2023** **$**
Issued and fully paid ordinary shares		
Balance of issued capital at the beginning of year 82,759,315 (2023: 82,759,315) ordinary shares	84,002,809	84,002,809
Shares issued during period 133,348,938 (2023: nil):	38,077,789	-
Less issue costs	(2,118,540)	-
Balance of issued capital at end of year 216,108,253 (2023: 82,759,315) ordinary shares	119,962,058	84,002,809
Less shares issued but not recorded in accounts		
- 1,830,000 shares (2023: 1,830,000) issued at $1.17	(2,141,100)	(2,141,100)
- 150,000 shares (2023: 150,000) issued at $1.18	(177,000)	(177,000)
- 20,000 shares (2023: 20,000) re-issued at $1.64	(32,800)	(32,800)
- 200,000 shares (2023: 200,000) issued at $1.67	(334,000)	(334,000)
- 20,000 shares (2023: 20,000) re-issued at $1.79	(35,800)	(35,800)
- 456,000 shares (2023: 456,000) re-issued at $1.87	(852,720)	(852,720)
- 350,000 shares (2023: 350,000) issued at $2.09	(731,500)	(731,500)
- 664,000 shares (2023: 664,000) re-issued at $2.184	(1,450,176)	(1,450,176)
- 493,000 shares (2023: 493,000) issued at $2.40	(1,183,200)	(1,183,200)
- 12,500 shares (2023: 12,500) issued at $3.44	(43,000)	(43,000)
- 3,000 shares (2023: 3,000) issued at $3.61	(10,830)	(10,830)
Total advances to executives to acquire shares in the Company	(6,992,126)	(6,992,126)
Cancellation and re-issue of units within Employee Share Trust*	(2,739,264)	(2,739,264)
Issued share capital recorded in the Company accounts	**110,230,668**	**74,271,419**

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

At 30 June 2024 there were 8,117,500 (2023: 8,795,500) unissued ordinary shares for which options were outstanding (including 4,198,500 (2023: 4,198,500) 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.

	2024 #	**2023** #
Shares on issue at end of year	216,108,253	82,759,315
Less: Share issued but not recorded in accounts (being units in the Employee Share Trust for executives to acquire shares in the Company by utilising funds advanced by the Company)	(4,198,500)	(4,198,500)
Number of shares recorded as issued capital in Company's accounts	211,909,753	78,560,815

15. ISSUED CAPITAL (continued)

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.

16. RESERVES	**2024**	**2023**
	$	**$**
Share based payment reserve	7,805,713	7,728,607
Foreign currency translation reserve	830,644	2,046,780
Defined benefit reserve	637,484	595,156
Capital reserve	56,347	56,347
	9,330,188	**10,426,890**

17. REMUNERATION OF AUDITORS

Remuneration of BDO Audit Pty Ltd (Australia):		
- Auditing or reviewing the financial report	284,635	219,048
- Other services	8,854	6,520
Remuneration of other auditors (paid to BDO Network firms)		
- Auditing or reviewing the financial reports of subsidiaries	95,173	150,447
- Other services (taxation)	35,328	19,904
Total auditors' remuneration included in operating result	423,990	395,919

18. 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.

-share based payments

-other expenses

18. SEGMENT OPERATIONS (continued)

Secondary Reporting – Geographical Segments

Geographical location:	North America	Europe	Asia Pacific	CORE	RSS	GROUP
2024	**$**	**$**	**$**	**$**	**$**	**$**
Total sales/billing revenue	32,944,229	54,170,647	21,741,376	108,856,252	-	108,856,252
Intersegment eliminations	(80,487)	(1,716,062)	(15,408,634)	(17,205,183)	-	(17,205,183)
External sales revenue	**32,863,742**	**52,454,585**	**6,332,742**	**91,651,069**	**-**	**91,651,069**
Segment net profit / (loss) before tax	**4,130,967**	**7,509,959**	**(621,152)**	**11,019,774**	-	**11,019,774**
Unallocated expense items	(2,296,395)	(29,790)	(12,081,783)	(14,407,968)	-	(14,407,968)
Depreciation and amortisation	(676,812)	(1,855,039)	(3,243,394)	(5,775,245)	-	(5,775,245)
Interest income	-	3,167	26,901	30,068	-	30,068
Interest expense	(60,931)	(165,010)	(1,911,314)	(2,137,255)	-	(2,137,255)
Profit/(loss) before tax	**1,096,829**	**5,463,287**	**(17,830,742)**	**(11,270,626)**	-	**(11,270,626)**
Income tax expense	(167,893)	(643,702)	(159,505)	(971,100)	-	(971,100)
Profit/(loss) after tax	**928,936**	**4,819,585**	**(17,990,247)**	**(12,241,726)**	-	**(12,241,726)**
Total Assets	**9,246,083**	**24,170,072**	**36,073,154**	**69,489,309**	**315,379**	**69,804,688**
Total Liabilities	**3,985,751**	**12,928,007**	**7,426,939**	**24,340,697**	**439,796**	**24,780,493**

Geographical location:	North America	Europe	Asia Pacific	CORE	RSS	GROUP
2023	**$**	**$**	**$**	**$**	**$**	**$**
Total sales/billing revenue	30,330,409	48,892,922	18,164,373	97,387,704	-	97,387,704
Intersegment eliminations	(165,313)	(1,561,072)	(12,045,155)	(13,771,540)	-	(13,771,540)
External sales revenue	**30,165,096**	**47,331,850**	**6,119,218**	**83,616,164**	**-**	**83,616,164**
Segment net profit before tax	**3,772,721**	**9,315,598**	**876,552**	**13,964,871**	**-**	**13,964,871**
Unallocated expense items	-	-	(13,271,815)	(13,271,815)	(135,179)	(13,406,994)
Depreciation and amortisation	(696,751)	(1,621,437)	(2,798,766)	(5,116,954)	-	(5,116,954)
Government grant and other income	-	691	2,633	3,324	-	3,324
Interest income	-	1,522	486	2,008	5,351	7,359
Interest expense	(542,049)	285,558	(2,370,206)	(2,626,697)	(2,075)	(2,628,772)
(Loss)/profit before tax	**2,533,921**	**7,981,932**	**(17,561,116)**	**(7,045,263)**	**(131,903)**	**(7,177,166)**
Income tax expense	(96,725)	(615,999)	(108,913)	(821,637)	(241)	(821,878)
(Loss)/profit after tax	**2,437,196**	**7,365,933**	**(17,670,029)**	**(7,866,900)**	**(132,144)**	**(7,999,044)**
Total Assets	**10,415,952**	**24,335,656**	**27,424,452**	**62,176,060**	**315,379**	**62,491,439**
Total Liabilities	**3,891,062**	**11,289,180**	**24,468,030**	**39,648,272**	**439,793**	**40,088,065**

19. PARTICULARS RELATING TO CONTROLLED AND ASSOCIATED ENTITIES

Details of controlled entities are reflected below		Interest %	
Company	**Country of Incorporation**	**2024**	**2023**
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%
SomnoMed Finland OY	Finland	100%	100%

20. CASH FLOW INFORMATION

a. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2024 $	2023 $
Loss after income tax	(12,241,726)	(7,999,044)
Share based payments	77,105	1,035,349
Capitalised interest	191,773	251,677
Unwinding borrowing costs	1,029,514	467,721
Loss on disposal of assets	13,344	-
Depreciation and amortisation	3,256,116	2,767,822
Depreciation and amortisation (AASB 16)	2,519,130	2,349,133
Lease make good	-	14,040
Defined benefit retirement cost	90,611	25,489
Net exchange differences	(195,535)	351,269
Change in operating assets and liabilities		
Increase in inventories	(2,198,632)	(1,010,798)
(Increase)/decrease in trade and other receivables	(1,431,656)	366,743
Increase/(decrease) in trade and other payables	1,872,590	(1,581,040)
Increase in provisions	644,836	34,299
Decrease in tax liabilities	(46,866)	(652,095)
Decrease/(Increase) in deferred tax assets	86,630	(300,769)
Net cash outflow from operating activities	**(6,332,766)**	**(3,880,204)**

b. CHANGES IN LIABILITIES ARISING FROM FINANCE ACTIVITIES

			Non-cash changes		
Lease liabilities	**2023**	**Cash flows**	**New leases***	**Other****	**2024**
	$	$	$	$	$
Lease liabilities	6,841,508	(2,536,664)	1,155,604	243,309	5,703,757
Borrowings	16,669,219	(16,788,501)	-	1,135,295	1,016,013
	23,510,727	(19,325,165)	1,155,604	1,378,604	6,719,770

			Non-cash changes		
Lease liabilities	**2022**	**Cash flows**	**New leases***	**Other****	**2023**
	$	$	$	$	$
Lease liabilities	5,119,391	(2,450,978)	3,870,035	303,060	6,841,508
Borrowings	6,890,936	9,058,884	-	719,399	16,669,219
	12,010,327	6,607,906	3,870,035	1,022,459	23,510,727

* New lease agreements, increase in lease term and re-measurement of leases under AASB 16.

** Lease liabilities remeasurements; Borrowings includes capitalised interest of $191,773 and amortisation of borrowing costs of $1,029,514.

21. EARNINGS PER SHARE

	2024	2023
Earnings per share		
Net loss used in calculating basic and diluted earnings per share	($12,241,726)	($7,999,044)
Basic earnings per share (cents)	(10.14)	(10.18)
Diluted earnings per share (cents)	(10.14)	(10.18)
Earnings per share – continuing operations		
Net loss used in calculating basic and diluted earnings per share	($12,241,726)	($7,866,900)
Basic earnings per share (cents)	(10.14)	(10.01)
Diluted earnings per share (cents)	(10.14)	(10.01)
Earnings per share – discontinued operation		
Net loss used in calculating basic and diluted earnings per share	-	($132,144)
Basic earnings per share (cents)	-	(0.17)
Diluted earnings per share (cents)	-	(0.17)
Weighted average number of shares used in the calculation of basic earnings per share	120,716,966	78,560,815
Weighted average number of shares used in the calculation of diluted earnings per share	124,915,466	82,759,315
Shares on issue at year end per accounts	211,909,753	78,560,815
Number of options on issue at year end – each option is exercisable at between $0.00 and $2.33 per share (2023: $2.00 and $2.33) and converts to one ordinary share	3,919,000	4,597,000

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.

	2024	2023
	#	#
Shares on issue at end of year	216,108,253	82,759,315
Less: Share issued but not recorded in accounts (being units in the Employee Share Trust for executives to acquire shares in the Company by utilising funds advanced by the Company)	(4,198,500)	(4,198,500)
Number of shares recorded as issued capital in Company's accounts	211,909,753	78,560,815

22. BORROWINGS

	2024 $	2023 $
Current borrowings	306,939	313,034
Non-current borrowings	709,074	16,356,185
	1,016,013	16,669,219

Unsecured loan facilities (Government Borrowings)

- In May 2020, SomnoMed France SAS (France) secured a EUR 0.515 million (A$0.826 million) Government-backed unsecured loan facility with Société Générale. The interest payable per annum for FY24: 1.6%, FY25: 2.6%, FY26 5.2%. This loan expires on 20 May 2026.
- In June 2020, SomnoMed Germany GmbH (Germany) secured a EUR 0.5 million (A$0.802 million) Government-backed unsecured loan facility with Commerzbank (maturity of up to 6 years). The interest payable is 3% per annum. This loan expires on 30 June 2030.

Epsilon Direct Lending loan facility (Commercial Borrowing)

- On 25 July 2022, SomnoMed Limited entered into a A$16 million debt facility with Epsilon Debt Lending. The facility, which was supported by a first ranking general security interest, was for a term of 3 years, with no amortisation payments. This loan was repaid in full in Q4 FY24.

23. LEASE LIABILITIES

	Future minimum lease payments		Interest		Present value of minimum lease payments	
	2024 $	2023 $	2024 $	2023 $	2024 $	2023 $
Less than one year	2,598,975	2,527,106	303,135	270,799	2,295,840	2,256,307
Between one year and five years	3,912,158	4,730,231	652,377	293,165	3,259,781	4,437,066
More than five years	153,978	150,162	5,842	2,027	148,136	148,135
	6,665,111	7,407,499	961,354	565,991	5,703,757	6,841,508

24. SHARE BASED PAYMENTS

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

	2024	2023
	#	#
Opening balance	8,795,500	8,795,500
Granted during the year	1,500,000	-
Lapsed during the year	(2,178,000)	-
Closing balance (refer Note 15)	8,117,500	8,795,500

(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

	2024	2023
Shares treated as options in accounts (refer Note 15)	4,198,500	4,198,500

The options and shares issued under the Employee Share and Option plan outstanding at 30 June 2024 had a weighted average exercise price of $1.40 (2023: $2.08) and a weighted average remaining contractual life of 2.53 years (2023: 4.36 years). Exercise prices range from $0.00 to $2.46 in respect of options outstanding at 30 June 2024 (2023: $1.17 to $3.61 range).

The weighted average fair value of the options granted during the year was $375,000 (2023: $Nil).

This price was calculated by using a Black-Scholes option pricing model for 2024 by applying the following inputs:

Weighted average exercise price	$0.00	$2.08
Weighted average life of the option	1.25 years	4.36 years
Underlying share price	$0.25	$2.24 - $2.33
Expected share price volatility	61%	45
Risk free interest rate	4.35%	0.33%-0.97%

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 1,341,500 (2023: 2,325,785).

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 $77,105 (2023: $1,035,349), 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 2024, 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.

25. EVENTS SUBSEQUENT TO REPORTING DATE

On 31 July 2024, the Company's Chief Financial Officer ("CFO"), Mr Darren Collins, resigned as CFO effective 31 July 2024.

Other than the above, the directors have not become aware of any other 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.

26. 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 19. 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.

	2024 $	2023 $
The aggregate amount included in the loss before income tax for the Company that resulted from transactions with non-director related parties are:		
Royalties	2,787,411	6,395,771
Interest income	28,690	75,425
The aggregate amounts receivable from wholly-owned controlled entities by the Company at the reporting date are:		
Current receivables	10,612,463	12,728,524
Less allowance for ECL	(7,955,295)	(7,955,295)
	2,657,168	4,773,229

(b) Director related entities

No director has received any payment or consideration other than that disclosed on page 16. No director has entered into a material contract with the company since the end of previous year and there were no material contracts involving directors' interests subsisting at year end.

(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 on pages 17 and 18. Directors acquired these shares or options through direct issue or on-market purchase.

27. 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	
Karen Borg	Global Co-Chief Executive Officer (Appointed 23 February 2024)
Amrita Blickstead	Global Co-Chief Executive Officer (Appointed 23 February 2024)
Darren Collins	Global Chief Financial Officer (Appointed 1 August 2023, resigned 31 July 2024)
Neil Verdal-Austin	Global Chief Executive Officer (Resigned 22 February 2024)
Hervé Fiévet	Global Chief Financial Officer (Resigned 31 July 2023)
Mark Harding	Vice President – Global Marketing
Matthew Conlon	Executive Vice President – Marketing & Sales North America
Marco Van Kleef	Vice President – Marketing & Sales Europe

(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 on pages 17 and 18.

Compensation

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

	2024 $	2023 $
Short-term employee benefits	3,705,541	2,604,891
Post-employment benefits	226,119	206,045
Other	3,591	8,521
Share-based payments	(324,076)	784,928
	3,611,175	3,604,385

28. 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	16,178,843	11,956,406
Trade receivables	6,735,225	7,217,499
Other receivables - current	1,192,435	1,496,244
	24,106,503	20,670,149

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

North America	3,240,970	2,904,014
Europe	2,961,256	3,856,404
Asia Pacific	532,999	457,080
	6,735,225	7,217,499

28. 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	
	2024	2023	2024	2023	2024	2023	2024	2023
	%	%	$	$	$	$	$	$
Gross receivables								
Not past due	0%	0%	6,029,659	3,516,781	(473)	(21,759)	6,029,186	3,495,022
Past due 0 – 30	1%	1%	1,346,954	2,616,630	761	(6,122)	1,347,715	2,610,508
Past due 31 – 60	2%	2%	577,158	572,368	(6,695)	(6,050)	570,463	566,318
Past due 61 – 90	3%	4%	(488,114)	241,823	1,465	(4,450)	(486,649)	237,373
Past due 91 days and over	3%	5%	(689,761)	382,268	(35,729)	(73,990)	(725,490)	308,278
			6,775,896	7,329,870	(40,671)	(112,371)	6,735,225	7,217,499

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

	2024	2023
	$	$
Balance at 1 July	(112,371)	(194,719)
Allowance movement*	71,507	88,123
Exchange effect	193	(5,775)
Balance at 30 June	(40,671)	(112,371)

* 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.

28. 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
2024 (AU$)												
Cash and cash equivalents	70,282	100,692	74,841	156,076	2,741,923	4,951,800	264,283	354,297	153,815	68,951	59,227	546,472
Trade receivables	22,328	-	-	31,892	3,027,154	2,961,256	-	-	213,816	-	-	-
Trade payables	(27,029)	-	(948,724)	(8,433)	(1,140,605)	(990,252)	-	-	(17,165)	-	-	-
Gross exposure	65,581	100,692	(873,883)	179,535	4,628,472	6,922,804	264,283	354,297	350,466	68,951	59,227	546,472

Amounts local currency	KRW	GBP	PHP	JPY	USD	EUR	CHF	SEK	CAD	NOK	DKK	NTD
2023 (AU$)												
Cash and cash equivalents	11,572	87,764	125,091	105,737	2,947,066	4,534,763	138,095	616,067	252,065	135,047	67,587	820,773
Trade receivables	60,054	-	-	36,477	2,719,570	3,856,404	-	-	184,444	-	-	-
Trade payables	-	-	(670,322)	(13,297)	(1,208,851)	(2,429,505)	-	-	(14,730)	-	-	-
Gross exposure	**71,626**	**87,764**	**(545,232)**	**128,916**	**4,457,786**	**5,961,662**	**138,095**	**616,067**	**421,778**	**135,047**	**67,587**	**820,773**

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

	Average Rate		**Reporting date spot rate**	
AUD = 1	2024	2023	2024	2023
USD	0.6576	0.6720	0.6670	0.6619
EUR	0.6073	0.6405	0.6237	0.6091
JPY	98.25	92.45	107.55	95.91
PHP	37.16	37.56	38.97	36.72
KRW	877.50	889.20	923.56	874.50
CAD	0.8892	0.9002	0.9154	0.8768

28. FINANCIAL INSTRUMENTS (continued)

Interest Rate Risk

Material 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	**2024**	**2023**
Variable rate instruments	**$**	**$**
Financial assets	319,151	317,571

Liquidity Risk

Material 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.

2024	Effective interest rate p.a.	Carrying amount $	Less than 1 year	1-5 years	More than 5 years
Cash and cash equivalents	0.19%	16,178,843	16,178,843	-	-
Receivables	-	7,927,660	7,927,660	-	-
Payables	-	(6,020,471)	(6,020,471)	-	-
Lease liabilities	6.65%	(5,703,757)	(2,295,840)	(3,259,781)	(148,136)
Borrowings	2.02%	(1,016,013)	(306,939)	(608,868)	(100,206)
Total		11,366,262	15,483,253	(3,868,649)	(248,342)

2023	Effective interest rate p.a.	Carrying amount $	Less than 1 year	1-5 years	More than 5 years
Cash and cash equivalents	0.02%	11,956,406	11,956,406	-	-
Receivables	-	8,713,743	8,713,743	-	-
Payables	-	(8,264,839)	(8,264,839)	-	-
Lease liabilities	4.74%	(6,841,508)	(2,256,307)	(4,437,066)	(148,135)
Borrowings	10.12%	(16,669,219)	(313,034)	(16,150,967)	(205,218)
Total		(11,105,417)	9,835,969	(20,588,033)	(353,353)

28. 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:

	2024		2023	
	$		$	
Consolidated	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**
Cash and equivalents	16,178,843	16,178,843	11,956,406	11,956,406
Trade and other receivables - current	7,927,660	7,927,660	8,713,743	8,713,743
Trade and other payables - current	(6,020,471)	(6,020,471)	(8,264,839)	(8,264,839)
Lease liabilities	5,703,757	5,703,757	6,841,508	6,841,508
Total	23,789,789	23,789,789	19,246,818	19,246,818

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.

28. 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 2024, it is estimated that a general increase of one percent in interest rates would have increased the Consolidated Entity's loss after income tax and equity by approximately $190,137 and for the year ended 30 June 2023 the effect would have been to increase the Consolidated Entity's loss after income tax and equity by approximately $149,346. 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 2024 by approximately $266,248, and decreased the Consolidated Entity's equity by approximately $222,218. For the year ended 30 June 2023 the effect would have been to increase the Consolidated Entity's loss by $264,372 and decrease the equity by $240,356.

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 2024 by approximately $325,414, and increased the Consolidated Entity's equity by approximately $271,599. For the year ended 30 June 2023 the effect would have been to decrease the Consolidated Entity's loss by $323,121 and increase the equity by $293,768.

29. RIGHT-OF-USE ASSETS

	2024 $	2023 $
Right-of-use assets - non-current	5,379,436	6,499,653
	5,379,436	**6,499,653**
Land and buildings - right-of-use	11,309,311	11,135,376
Lease modifications*	162,944	261,541
Less: accumulated depreciation	(7,438,347)	(5,733,136)
	4,033,908	5,663,781
Plant and equipment - right-of-use	305,611	184,190
Lease modifications*	(6,996)	-
Less: accumulated depreciation	(170,255)	(140,104)
	128,360	44,086
Vehicles - right-of-use	2,994,731	2,153,255
Lease modifications*	87,360	41,519
Less: accumulated depreciation	(1,864,923)	(1,402,988)
	1,217,168	791,786

'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.

*Lease modifications for surrender of leases, early terminations and changes to lease terms.

29. RIGHT-OF-USE ASSETS (continued)

	2024 $	2023 $
Balance at the beginning of the year	6,499,653	4,675,691
Additions	1,155,604	3,870,035
Lease modifications*	243,308	303,060
Depreciation expense (AASB 16)	(2,519,129)	(2,349,133)
Balance at end of the year	5,379,436	6,499,653
Depreciation expense - land and buildings	(1,974,115)	(1,856,521)
Depreciation expense - plant and equipment	(30,151)	(29,942)
Depreciation expense - vehicles	(514,863)	(462,670)
Total depreciation expense	(2,519,129)	(2,349,133)

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 property under agreements of one and nine years whilst vehicle lease agreements have a duration between one and five years.

*Lease modifications for surrender of leases, early terminations and changes to lease terms.

30. FINANCE COSTS

	2024	2023
Interest expense on Borrowings and Capital Leases	(1,838,199)	(2,304,452)
Interest expense on Leases (AASB 16)	(299,056)	(322,245)
Facility fee	(1,029,514)	(467,721)
	(3,166,769)	(3,094,418)

31. CASH OUTFLOWS – LEASES

	2024	2023
Total Cash outflows - leases	(4,459,195)	(4,305,176)
	(4,459,195)	**(4,305,176)**
Interest paid on Borrowings and Capital Leases	(1,623,475)	(1,529,877)
Interest paid on Leases (AASB 16)	(299,056)	(324,321)
Total interest paid (cash outflow from operating activities)	(1,922,531)	(1,854,198)
Principal payment of Leases (AASB 16)	(2,536,664)	(2,498,403)
Proceeds from leases as lessor (RSS)	-	47,426
Total principal payments (cash outflow from financing activities)	(2,536,664)	(2,450,978)

32. COMMITTED AND NOT YET COMMENCED LEASES

There were no leases committed at the end of June 2024 which had not initiated before 30 June 2024 and which are not represented on the Consolidated Statement of Financial Position.

33. SHORT-TERM AND LOW VALUE LEASES

The table below outlines leases which were elected not to apply AASB 16 paragraphs 22 to 49 and, as such, are recognised directly as an expense on the consolidated statement of profit or loss.

	2024 $	2023 $
Expenses with short-term leases (2024: 1 agreement; 2023: 2 agreements)	(19,218)	(18,117)
Expenses with low-value assets (2024: 6 agreements; 2023: 8 agreements)	(4,017)	(6,156)
	(23,235)	**(24,273)**

34. DEPRECIATION AND AMORTISATION – CONTINUING OPERATIONS

Depreciation – Property, plant and equipment	1,708,792	1,499,915
Amortisation of intellectual property	1,547,324	1,267,906
Depreciation – AASB 16	2,519,129	2,349,133
Total depreciation and amortisation	**5,775,245**	**5,116,954**

35. PARENT ENTITY DISCLOSURES

At and throughout the financial year ended 30 June 2024, 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 provision for impairment.

Result of the parent entity	2024 $	2023 $
Net loss	(14,666,022)	(10,414,807)
Other comprehensive income/(loss)	-	-
Total comprehensive loss	**(14,666,022)**	**(10,414,807)**
Financial position of the parent entity at year end		
Current assets	9,992,257	4,408,670
Non-current assets	21,651,444	22,528,741
Total assets	**31,643,701**	**26,937,411**
Current liabilities	3,352,372	4,637,497
Non-current liabilities	250,925	15,629,843
Total liabilities	**3,603,297**	**20,267,340**
Total equity of the parent entity comprising of:		
Issued capital	110,230,428	74,271,179
Share option reserve	7,805,713	7,728,607
Foreign exchange reserve	(701,535)	(701,535)
Accumulated losses	(89,294,202)	(74,628,180)
Total Equity	**28,040,404**	**6,670,071**

Parent entity contingencies

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

SOMNOMED LIMITED
CONSOLIDATED ENTITY DISCLOSURE STATEMENT

As required by the Treasury Laws Amendment (*Making Multinationals Pay Their Fair Share – Integrity and Transparency) Act 2024,* the following provides information about the subsidiaries included in the consolidated financial statements of SomnoMed Limited as at 30 June 2024.

Name of entity	**Type of entity**	**Equity Holding**	**Country of incorporation**	**Country of residence for tax purposes**
SomnoMed Limited	Body corporate	100%	Australia	Australia
SomCentre Pty Limited	Body corporate	100%	Australia	Australia
SomnoMed, Inc.	Body corporate	100%	USA	USA
SomnoDent Pty Limited	Body corporate	100%	Australia	Australia
SomnoMed Pte Ltd	Body corporate	100%	Singapore	Singapore
SomnoMed AG	Body corporate	100%	Switzerland	Switzerland
SomnoMed Corporation Japan	Body corporate	100%	Japan	Japan
SomnoMed Nordic AB	Body corporate	100%	Sweden	Sweden
SomnoMed Philippines Inc.	Body corporate	100%	Philippines	Philippines
SomnoMed Netherlands BV	Body corporate	100%	Netherlands	Netherlands
SomnoMed France	Body corporate	100%	France	France
Goedegebuure Slaaptechniek BV	Body corporate	100%	Netherlands	Netherlands
SomnoMed Germany GmbH	Body corporate	100%	Germany	Germany
SomnoMed Service GmbH	Body corporate	100%	Germany	Germany
SMH Biomaterial AG	Body corporate	100%	Switzerland	Switzerland
SomnoMed Korea	Body corporate	100%	South Korea	South Korea
SomnoMed UK Limited	Body corporate	100%	UK	UK
SomnoMed Spain SL	Body corporate	100%	Spain	Spain
SomnoMed Italy S.r.L	Body corporate	100%	Italy	Italy
SomnoMed Canada Inc.	Body corporate	100%	Canada	Canada
SomnoMed Taiwan Limited Company	Body corporate	100%	Taiwan	Taiwan
Renew Sleep Solutions, Inc.	Body corporate	100%	USA	USA
SomnoMed Finance, Inc.	Body corporate	100%	USA	USA
SomnoMed Finland OY	Body corporate	100%	Finland	Finland

As at 30 June 2024, none of the above entities was a trustee of a trust within the consolidated entity, a partner in a partnership within the consolidated entity or a participant in a joint venture within the consolidated entity.

SOMNOMED LIMITED
ACN 003 255 221
DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity financial position as at 30 June 2024 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 information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

Ms Amrita Blickstead	Ms Karen Borg
Co-Chief Executive Officer	Co-Chief Executive Officer

30 September 2024

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Level 11, 1 Margaret Street
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Australia

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 2024, 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 material accounting policy information, the consolidated entity disclosure statement 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 2024 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.

Capitalisation and recoverability of product development costs

Key audit matter	How the matter was addressed in our audit
As disclosed in note 12 to the financial statements, product development costs of $2,442,266 have been capitalised as an intangible asset during the year. The capitalisation of product development costs was a key audit matter due to the significance of the costs capitalised and the judgement involved in assessing whether the criteria set out in AASB 138 *Intangible Assets* have been met. This criteria involves management judgement with respect to the technical feasibility of the projects and the likelihood of the projects delivering future economic benefits, the ability to measure the costs reliably and determine whether the costs are directly attributable to the projects. There is also management judgement involved in assessing if there are any indicators of impairment of the capitalised product development costs as at 30 June 2024.	Our audit procedures included, amongst others: • Evaluating the nature of the type of product development costs incurred that are capitalised as intangible assets and assessing the reasonableness of the capitalisation based on our knowledge of the business and industry. • Evaluating the key assumptions made in capitalising product development costs, including an assessment of whether capitalised costs related to the development phase of the projects and the generation of probable future economic benefits. • Evaluate the appropriateness of expenses capitalised, on a sample basis, by agreeing the material costs, overheads and staff hours incurred to external invoices and internal timesheets and payroll records. • Enquiring and considering as to whether there are any indicators of impairment that may require further consideration. • Reviewing management's impairment assessment and ensuring the assumptions are reasonable and consistent with our understanding of the business including the potential impact of reasonably possible downside changes in these key assumptions. • Assessing the adequacy of the disclosures in the financial report.

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 2024, 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:

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and

b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of 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 pages 14 to 20 of the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of SomnoMed Limited, for the year ended 30 June 2024, 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

Ian Hooper
Director

Sydney 30 September 2024

ADDITIONAL INFORMATION*

1. **Shareholding**

a. **Distribution of Shareholders as at 16 September 2024**

Category (size of Holding)	Shareholders	Shares	Percentage
1-1,000	575	183,151	0.080
1,001-5,000	321	893,633	0.410
5,001-10,000	128	980,015	0.450
10,001-100,000	252	8,375,015	3.880
100,001 and over	114	205,676,439	95.170
	1,390	216,108,253	100.000

b. The number of shareholdings held in less than marketable parcels is 536

c. The names of the substantial shareholders listed in the holding company's register as at 16 September 2024 are:

Shareholder	**Number of Ordinary Shares**	**Percentage**
TDM Growth Partners Pty Ltd & Associates	67,716,079	31.33%
National Nominees Ltd ACF Australian Ethical Investment Limited	34,243,860	15.85%
FIL Limited and associated entities	17,800,389	8.24%
Dottie Investments Pty Ltd and associated entities to be confirmed	17,072,189	7.90%

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 16 September 2024**

Name		No. of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	HSBC Custody Nominees (Australia) Limited	79,932,576	36.987%
2.	National Nominees Limited	33,745,623	15.615%
3.	Dottie Investments Pty Ltd	9,166,619	4.242%
4.	Mutual Trust Pty Ltd	7,746,054	3.584%
5.	Howarth PAF Pty Ltd <The Howarth Foundation A/C>	5,415,675	2.506%
6.	J P Morgan Nominees Australian Pty Limited	4,822,719	2.232%
7.	Equity Plan Services Pty Ltd	4,582,482	2.120%
8.	BNP Paribas Nominees Pty Ltd <ACF Clearstream A/C>	4,014,796	1.858%
9.	Caroline House Superannuation Fund Pty Ltd	3,000,000	1.388%
10.	Timbina Pty Ltd <Timbina Super Fund A/C>	2,696,297	1.248%
11.	Ginga Pty Ltd	2,169,045	1.004%
12.	P Neustadt Holdings Pty Ltd <Belgove Super Fund A/C>	2,153,628	0.997%
13.	Belgove Pty Ltd	2,053,265	0.950%
14.	Ginga Pty Ltd <TG Klinger Super Fund A/C>	2,000,000	0.925%
15.	Golden Words Pty Ltd	1,947,082	0.901%
16.	Mr Nicholas Dermott McDonald	1,706,000	0.789%
17.	Mr Gaetano Alfred Gerrard Russo & Ms Deanne Maree Bevan	1,390,220	0.643%
18.	REM Medical Pty Ltd <Cocoon Super Fund A/C>	1,342,801	0.621%
19.	Howarth PAF Pty Ltd <Howarth Charitable Fund A/C>	1,315,225	0.609%
20.	Dinwoodie Investments Pty Ltd	1,257,004	0.582%
		172,457,111	**79.801%**

* 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
Hamish Corlett	Non-executive Director
Michael Gordon	Non-executive Director
Karen Borg	Executive Director
Amrita Blickstead	Executive Director

Chief Executive Officers
Amrita Blickstead
Karen Borg

Chief Financial Officer
Darren Collins (resigned 31 July 2024)

Company Secretary
Terence Flitcroft

Patent Attorneys
Spruson & Ferguson

Bankers
HSBC
Westpac Banking Corporation

Auditors
BDO Audit Pty Ltd (Australia)

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

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