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KELLY PARTNERS GROUP HOLDINGS LIMITED

ABN 25 124 908 363

ANNUAL REPORT – 2023

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Contents

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Directors	Brett Kelly – Chairman, Executive Director Stephen Rouvray – Deputy Chairman, Non-Executive Independent Director Ryan Macnamee – Non-Executive Independent Director Lawrence Cunningham – Non-Executive Independent Director Paul Kuchta – Executive Director Ada Poon - Executive Director
Company secretary	Joyce Au
Registered office	Level 8 32 Walker Street North Sydney, NSW 2060 Telephone: (02) 9923 0800
Share register	Computershare Investor Services Pty Limited Level 3 60 Carrington Street Sydney, NSW 2000 Telephone: 1300 787 272
Auditor	William Buck Accountants & Advisors Level 29 66 Goulburn Street Sydney, NSW 2000
Stock exchange listing	Kelly Partners Group Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: KPG) since 21 June 2017.
Website	http://www.kellypartnersgroup.com.au
Corporate Governance Statement	The directors and management are committed to conducting the business of Kelly Partners Group Holdings Limited in an ethical manner and in accordance with the highest standards of corporate governance. Kelly Partners Group Holdings Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual can be found on the Company's website - www.kellypartnersgroup.com.au/investor-centre/corporate-governance-2.

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The directors present their report, together with the financial statements, of the consolidated entity (referred to hereafter as the 'Group') consisting of Kelly Partners Group Holdings 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 2023.

Directors

The following persons were directors of Kelly Partners Group Holdings Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Brett Kelly - Chairman
Stephen Rouvray - Deputy Chairman
Ryan Macnamee
Lawrence Cunningham (appointed 1 July 2022)
Paul Kuchta
Ada Poon

Principal activities

During the financial year, the principal continuing activities of the Group were the provision of chartered accounting and other professional services, predominantly to private businesses and high net worth individuals.

Strategy

The Company aims to build per-share intrinsic value by:
(1) Improving the earning power of the operating businesses;
(2) Further increase the earnings of the operating businesses through acquisitions;
(3) (a) Growing the accounting businesses;
(b) Growing the complementary businesses;
(4) (a) Making programmatic acquisitions;
(b) Making an occasional large acquisition where there is strategic alignment (i.e. greater than $5m in revenue); and
(5) Repurchasing Company’s shares when available at a meaningful discount from intrinsic value.

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The following table presents the performance of the business against the comparative years in delivering the Group's strategy.

Full year metrics

Strategy	Measure	FY23	FY22	FY21	FY20	FY19	FY18
(1) Improving the earning power of the operating businesses	EBITDA margin of operating businesses	27.3%	30.9%	33.4%	32.5%	27.7%	34.0%
(2) Further increase earnings through acquisitions	Contribution to revenue growth from acquired businesses	28.7%	26.5%	4.8%	6.6%	6.4%	17.2%
(3) a. Growing our accounting businesses	Contribution to revenue growth from existing accounting businesses	2.9%	4.7%	1.4%	6.6%	(6.9%)	10.5%
(3) b. Growing our complementary businesses	Contribution to revenue growth from existing complementary businesses	1.8%	1.5%	1.2%	2.8%	1.8%	3.1%
	Wealth	1.4%	0.9%	1.0%	0.4%	0.7%	1.0%
	Finance	0.3%	0.6%	0.2%	0.4%	0.7%	0.8%
	Investment office	0.1%	(0.2%)	0.0%	0.9%	0.0%	0.4%
	Discontinued operations	n/a	n/a	n/a	1.1%	0.4%	0.9%
	Insurance (from Jan-21)	n/a	n/a	n/a	n/a	n/a	n/a
(4) a. Making programmatic acquisitions	Number of acquisitions completed prior to results release	8	8	7	3	4	-
(4) b. Making an occasional large acquisition (i.e. greater than $5m in revenue)	Number of large acquisitions completed prior to results release	1	-	-	-	-	-
(5) Repurchasing the Company's shares when available at a meaningful discount from intrinsic value	(i) Number of shares bought back	-	-	400k	95k	2k	-
	(ii) % of shares issued bought back	-	-	0.88%	0.21%	-	-
	(iii) number of shares on issue	45.0m	45.0m	45.0m	45.4m	45.5m	45.5m

Key financial metrics

The Company uses Return on Equity ('ROE'), Return on Invested Capital ('ROIC'), Earnings Per Share ('EPS') and Owners' earnings as key financial metrics to measure the performance of the Group and its return to shareholders. The Group continues to achieve superior returns on equity and invested capital, as measured by ROE and ROIC.

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The following table summarises the key financial metrics used by the Company to measure the performance of the Group and its return to shareholders against comparative years.

Full year metrics

Key financial metric	Formula	FY23	FY22	FY21	FY20	FY19	FY18
Return to owners							
Owners' earnings* - Group ($'000)	Cash from operating activities - repayment of lease liabilities - maintenance capex	14,934	13,959	12,808	12,174	9,673	6,305
Owners' earnings* - Parent ($'000)	Cash from operating activities - repayment of lease liabilities - maintenance capex	5,999	6,313	5,015	3,885	3,129	n/a
Return on equity	Underlying NPATA / Equity	38.4%	41.7%	46.7%	44.2%	36.6%	47.8%
Return on invested capital	(Underlying NPATA + cash interest) / (Equity + Debt)	20.0%	22.3%	27.9%	26.1%	22.7%	31.2%
Earnings per share (EPS) (cents per share)	Underlying attributed NPATA / Weighted average number of shares	12.01	13.99	11.32	8.67	7.02	9.51
	Annual increase (EPS)	(14.2%)	23.5%	30.7%	23.5%	(26.2%)	25.6%
Dividends (cents per share)**	Dividends paid (inc. special dividends)	7.32	8.17	7.08	4.84	4.40	4.00
Ordinary dividends (cents per share)**	Ordinary dividends paid (exc. special dividends)	6.44	5.86	5.32	4.84	4.40	4.00
Dividends payout ratio**	Dividends per share / EPS (underlying NPATA)	61.0%	57.0%	62.0%	55.8%	62.7%	42.1%
Cash conversion / debt							
Cash conversion	Operating cashflow / Statutory EBITDA	94.4%	83.3%	93.5%	97.3%	116.8%	63.5%
Gearing ratio	Net Debt / Underlying EBITDA	1.65x	1.36x	0.84x	0.96x	1.35x	0.79x
Net debt per partner ($'000)	Net Debt / Number of Partners	512	506	297	346	367	291
Number of partners	Number of partners	78	62	54	45	41	40

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* The Group uses owners' earnings to measure cash flow available to the Group. Owners' earnings is a non-IFRS measure which is used to measure cash flow to the Group (after taxes and finance costs) and after taking into account the necessary:

- additions or deductions of working capital investment (debtors, accrued income, and other accrual movements) required as the business grows and makes acquisitions;
- deductions required for the maintenance capital expenditure for the business to maintain on-going operations in the long term; and
- deducting the repayment of lease liability from cash from operations (which AASB16 reclassifies to cash from financing activities).

In FY23, Owners' earnings for the 12 months were $14,934,000 (FY22: $13,959,000) up 7.0% from the prior corresponding period. Owners' earnings for the parent entity were $5,999,000 (FY22: $6,313,000), down -5.0% from the prior corresponding period.

** Dividends paid represent the dividends paid relating to the stated financial year. For example, dividends paid in FY23 relating to FY22 is shown in the FY22 column. Dividends shown for FY23 include the estimated final dividends, including special dividends, that will be paid prior to November 2023. Ordinary dividends exclude special dividends.

ROE and ROIC measures are impacted this year by 1) additional investments in the parent entity and 2) in year acquisitions contributing only part year earnings whilst the entire debt capital has been used as the denominator. Excluding 1), ROE for FY23 was 43.3%. Excluding 1) and adjusting for 2), ROIC for FY23 was 22.2%.

Review of operations

In the year ended 30 June 2023 ('FY23' or '2023'), the Group has recorded a consolidated statutory net profit after income tax of $11,063,000 (year ended 30 June 2022 ('FY22' or '2022'): $13,329,000), a decrease of 17.0%. The statutory net profit attributable to the members of the parent entity was $3,928,000 (FY22: $5,563,000), a decrease of 29.4%.

The directors consider Underlying Earnings Before Interest, Tax, Depreciation and Amortisation ('Underlying EBITDA') and Underlying Net Profit After Tax Before Amortisation ('Underlying NPATA') reflects the core earnings of the Group. Underlying EBITDA and Underlying NPATA are financial measures not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for non-cash and other items which management consider to be one-off nonrecurring in nature.

Underlying EBITDA and Underlying NPATA are key measurements used by management and the board to assess and review business performance.

Underlying EBITDA as a core measure ignores the cash implications of capital investment requirements. Kelly Partners has historically used EBITDA as a measure of performance because typically depreciation charges have been extremely low or negligible (<1.5% of revenue prior to FY20), reflecting the minimal capital requirements in accounting businesses. Where depreciation charges have been minimal, EBITDA equates roughly to EBITA. However, depreciation charges for the group have increased in recent years due to depreciation of the cost of fitouts completed across Kelly Partners offices and now amounts to ~2.3% of group revenues. In light of this, management will introduce EBITA as a measure of performance going forward. The targeted EBITA ratio will be 32.5% (35.0% EBITDA target less depreciation of ~2.3%). For the purposes of maintaining a consistent comparison to prior year results, EBITDA is still presented in the directors' report, however management will report EBITA numbers in the future.

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The following table provides a reconciliation between the NPAT and the Underlying EBITDA of the consolidated Group.

	Consolidated 2023 $'000	Consolidated 2022 $'000
Statutory net profit after income tax ('NPAT')	11,063	13,329
Finance costs	4,366	2,038
Income tax expense	1,213	3,093
Depreciation and amortisation expense	9,551	6,330
Earnings before interest, tax, depreciation and amortisation ('EBITDA')	26,193	24,790
Add: Non-recurring expenses		
Acquisition costs	704	740
Other non-recurring expenses	103	38
Less: Non-recurring income		
One-off government grants in relation to COVID-19	-	(1,348)
Government subsidies in relation to Australian Apprenticeships Incentive Program	(877)	(689)
Change in fair value of contingent consideration	(1,859)	(417)
Underlying EBITDA	24,264	23,114

Underlying EBITDA of the Group was $24,264,000 (2022: $23,114,000), an increase of 5.0%.

The following table provides a reconciliation between the NPAT and the Underlying NPATA which is attributable to the owners of Kelly Partners Group Holdings Limited.

	Consolidated 2023 $'000	Consolidated 2022 $'000
NPAT attributable to owners of Kelly Partners Group Holdings Limited	3,928	5,563
Amortisation of customer relationship intangibles	2,380	1,185
NPATA attributable to owners of Kelly Partners Group Holdings Limited	6,308	6,748
Add: Non-recurring expenses		
Acquisition costs	974	616
Other non-recurring expenses	103	23
Less: Non-recurring income		
One-off government grants in relation to COVID-19	-	(708)
Government grants in relation to Australian Apprenticeships Incentives Program	(491)	(343)
Change in fair value of contingent consideration	(1,438)	(226)
Net non-recurring items	(852)	(638)
Less: Tax effect of non-recurring items	(54)	188
Underlying NPATA attributable to owners of Kelly Partners Group Holdings Limited	5,402	6,298

Underlying NPATA attributable to members of the parent entity was $5,402,000 (2022: $6,298,000), a decrease of (14.2)%.

For details on the above non-recurring items please refer to the section “Non-recurring and one-off items” below.

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Financial performance

Acquisitions and integration

During FY23, the Group has completed eight acquisitions with estimated total annual revenues in the range of $10.1m to $12.8m. Further, the Group has completed one acquisition in July 2023 with estimated total annual revenues in the range of $7.0m to $10.0m. In aggregate, the Group has completed nine acquisitions (up to the date of the Directors' Report) with estimated total annual revenues in the range of $17.1m to $22.8m, representing 26.3% to 35.1% of FY22 revenue. The annual run-rate revenue for the Group is ~$107m (including a further acquisition with revenues of $2.1m that is expected to be completed in August 2023) and has well surpassed the $80m target revenue for FY24 per the Group's 5-year plan.

The completed acquisitions are listed in the table below.

#	Month Acquired / scheduled	Location	Type	Acquired Revenue
(1)	Jul-22	Hunter Region, NSW	Marquee	$3.4m - $4.2m
(2)	Sep-22	Leeton, NSW	Marquee	$0.8m - $1.0m
(3)	Sep-22	Palm Beach, QLD	Marquee	$1.6m - $2.1m
(4)	Oct-22	Maitland, NSW	Marquee	$1.5m - $2.2m
(5)	Nov-22	Melbourne, VIC	Tuck-in	$0.5m
(6)	Dec-22	South West Brisbane, QLD	Marquee	$0.6m
(7)	Apr-23	East Sydney, NSW	Marquee	$1.2m - $1.7m
(8)	Apr-23	Brisbane CBD, QLD	Marquee	$0.5m
	Acquisitions completed in FY23			**$10.1m - $12.8m**
	% of FY22 Revenue ($64.9m)			**15.6% - 19.7%**
(9)	Jul-23	Griffith, NSW	Marquee	$7.0m - $10.0m
	Acquisitions completed in FY24			**$7.0m - $10.0m**
	% of FY22 Revenue ($64.9m)			**10.8% - 15.4%**
	Total Acquisitions since 1 July 2022			**$17.1m - $22.8m**
	% of FY22 Revenue ($64.9m)			**26.3% - 35.1%**

Offices and partners

As at 30 June 2023, the Group operated out of 30 offices (30 June 2022: 19). During the year, the Group commenced businesses in the following new locations through acquiring local accounting firms and establishing new greenfield sites:

(1) Dungog, NSW
(2) Singleton, NSW
(3) Taylor's Beach, NSW
(4) Gloucester, NSW
(5) Leeton, NSW
(6) Palm Beach, QLD
(7) Maitland, NSW
(8) Malibu, United States
(9) Newport, United States
(10) Brisbane, QLD
(11) Mumbai, India

The Group added two new office locations in Griffith, NSW and Bundall, QLD from the acquisitions completed post balance date, taking the total number of offices to 32.

As at 30 June 2023, the total number of equity partners (including CEO, Brett Kelly) was 78 (30 June 2022: 62) with 2 partners recruited externally, 6 partners promoted internally and 12 partners joining from completed acquisitions. Post balance date, 12 new partners joined the Group via completed acquisitions, and 2 were promoted internally, taking the total number of equity partners to 92. The Group is pleased to have grown the number of equity partners significantly in line with the revenue growth. The Group continues its focus in developing and recruiting new partners as part of its strategy to retain and motivate key talent and to drive revenue growth.

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Properties
On 20 December 2021, Kelly Partners (Canberra) Property Trust, a wholly owned subsidiary of Kelly Partners Group Holdings Limited, purchased a 100% interest in a commercial property located in Kingston ACT for a total consideration of $2.2m. The premises house the Kelly Partners Canberra business, which completed the acquisitions of two Canberra accounting firms in December 2021 and February 2022. The office is located in a prime location on the Kingston foreshore and will assist the business in building a presence in Canberra.

On 28 July 2023, Kelly Partners (Central Coast) Property Trust completed the purchase of a commercial property in Leeton, NSW for $650,000. The purchase was funded through bank borrowings. Kelly Partners Leeton operates its accounting business from this premise.

As detailed in previous commentary, the Group continues to pursue its strategy of moving properties off balance sheet. The Group still believes that the properties from which its businesses operate should be owned in a separate structure in which our operating partners can own a share. During the year, the Group has established the Kelly Partners Property Trust and has transferred the properties held by the Group to this Trust with the intention of raising equity from our operating partners as soon as practicable.

Revenue
Revenue for FY23 increased 33.4% to $86,524,000 (FY22: $64,862,000). A reconciliation of acquisition and organic growth is set out below:

	$'000	Contributed growth %	Growth on prior year %
FY22 Revenue	64,862	-	-
Accounting business growth	1,880	2.9	3.2
Complementary business growth	1,145	1.8	19.9
Total organic growth	3,025	4.7	23.1
Acquired growth (FY23)	18,637	28.7	28.7
FY23 Revenue	86,524	33.4	51.8

Acquired revenue growth of $18,637,000 contributed 28.7% to revenue growth, with in year acquisitions completed to date in FY23 contributing $10,767,000 and revenue from the acquisitions completed in FY22 contributing $7,870,000.

Organic revenue grew 4.7% on prior year and is in line with the Group’s target annual organic growth of 5%.

Accounting businesses grew organically by 3.2% on prior year. Excluding organic growth from acquisitions made in the previous 12-24 months (where significant price or volume changes are typically not implemented in the vendors’ retention period), accounting businesses grew at 4.8% on prior year.

Operating expenses
Employment and related expenses have increased 40.5% compared to revenue growth of 33.4%. Operating expenses have increased 78.5% on prior year and is mainly driven by additional investments by the parent entity (see section 'Additional investment expenditure in the parent entity' below) and overheads from acquired businesses. An explanation of the movement is provided below:

	FY23 $'000	FY22 $'000	+/-$ $'000	+/-% %
Revenue	86,524	64,862	21,662	33.4%
Operating expenses	17,134	9,600	7,534	78.5%
Explanation of movement				
Parent entity expenses	6,268	3,056	3,212	105.1%
New businesses	2,206	-	2,206	
Existing businesses	8,660	6,544	2,116	32.3%
	17,134	9,600	7,534	78.5%

- *Parent entity expenses* – please refer to the "Additional investment expenditure in the Parent entity" section below.
- *New businesses* – overhead contributions from acquired businesses. Note this excludes any tuck in acquisitions where segregation is less meaningful.
- *Existing businesses* – expenses increased 32.3% and mainly due to:
  - Increase in travel and entertainment costs back to pre-COVID levels. Prior year travel and entertainment costs were significantly less due to COVID-19 restrictions
  - Increase in occupancy costs due to additional 11 office locations this year
  - Organic increases to expenses in line with revenue growth

Underlying EBITDA
Underlying EBITDA (which measures EBITDA before one-off and non-recurring items) increased 5.0% to $24,264,000 (FY22: $23,114,000).

The directors consider underlying EBITDA margin before AASB 16 as a more meaningful measurement of performance. The underlying EBITDA margin before AASB 16 is lower than the prior year at 22.7% (FY22: 30.8%). Excluding the additional investments by the parent entity, the underlying EBITDA margin of our operating businesses was 27.3% (FY22: 30.9%). Consistent with FY22, the EBITDA margins have been depressed due to the large number of acquisitions completed and additional costs initially required to transform the acquired businesses to achieve Kelly+Partners benchmark profitability metrics. Our aim is to increase the EBITDA margin to 35% and we expect to do so once the recently completed acquisitions have undergone a successful transition and transformation under our Kelly Partners Partner-Owner-Driver™ model.

A reconciliation of Underlying EBITDA before and after adjustments to reverse the impact of AASB 16 'Leases' is set out in the table below.

	FY23	FY22	FY21
Underlying EBITDA ($'000)	24,264	23,114	18,654
Growth %	+5.0%	+23.9%	+17.2%
AASB 16 leasing adjustment - rent expense ($'000)	(4,604)	(3,129)	(2,704)
Underlying EBITDA before AASB 16 leasing adjustments ($'000)	19,660	19,984	15,950
Growth %	-1.6%	+25.3%	+18.4%
As a % of revenue	22.7%	30.8%	32.6%

Additional investment expenditure in the Parent Entity
Since the IPO, the parent entity has continued to invest to further develop the capabilities of the central services team and to enable the business to be positioned for long term growth as well as to increase its competitive advantage. These investments have sometimes exceeded the central Services Fee and IP Fee income that the parent entity receives from its operating businesses, as shown in the table below.

As communicated in a market announcement in October 22, the parent entity has invested heavily this year to:
(1) support the Group's accelerated expansion through acquisitions that has occurred in the past 2 years and to enable such growth to continue in the future; and
(2) expand the Group globally, particularly into the US and UK, where significant opportunities exist.

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	FY23	FY22	FY21	FY20	FY19	FY18
Group revenue ($'000)	86,524	64,862	48,906	45,495	39,975	39,469
Revenue growth	+33.4%	+32.6%	+7.5%	+13.8%	+1.3%	-
Additional investment ($'000)	2,479	78	371	1,631	742	372
% of Revenue	2.9%	0.1%	0.8%	3.6%	1.9%	0.9%

Non-recurring and one-off items
Total non-recurring income for the Group for the year was $2,736,000 (FY22: $2,454,000) and included:
1) $1,859,000 (FY22: $417,000) in non-cash income relating to the change in fair value of contingent considerations. This relates to acquisitions completed in FY21 and FY22 where the vendor had not achieved the required targets for the payment of the contingent consideration in full. Of this, the majority relates to 3 acquisitions where the revenue fell significantly short of target and reflected the vendors' inability to accurately measure or record their revenue and/or their unrealistic views of their business during the sale of their business. In these instances, the contingent considerations were not payable and the Group benefited from a reduced purchase price in these acquisitions.
2) $877,000 (FY22: $689,000) in subsidies received through the Australian Apprenticeships Incentives Program.

Total non-recurring expenses for the year of $807,000 (FY22: $778,000) included:
(1) $704,000 in implementation costs relating to the in-year acquisitions, including but not limited to legal costs, finder's fees, costs to establish financing, costs in relation to migration of databases, transitioning of servers and other IT infrastructure, relocation costs to Kelly+Partners offices, payment of short term leases, conversion of ledgers and client bases etc. These costs cover the 8 acquisitions completed in FY23; and
(2) $103,000 in expenses incurred in exploring options to a potential re-domiciliation and relisting of the parent entity in the United States.

The Group classifies costs related to acquiring businesses under non-recurring and one-off items on the basis that those specific acquisition costs (related to specific businesses acquired) will not re-occur in future periods whilst their associated revenues and earnings are expected to continue into future periods. As part of its growth strategy, management continue to identify acquisition targets and any future acquisition expenses are expected to be accompanied by future revenues and earnings associated with those expenses. The separate classification of acquisition costs into non-recurring and one-off items provides transparency to look-through to the underlying performance of the Group.

Depreciation and amortisation and finance costs
Depreciation and amortisation expense increased to $9,551,000 (FY22: $6,330,000) and includes depreciation expense of $5,360,000 (FY22: $3,968,000) and amortisation expense of $4,191,000 (FY22: $2,362,000). The increase in depreciation expenses is due to the recent fitout upgrades as well as an increased number of leases due to new leases from acquisitions as well as renewal of existing leases (leading to higher number of 'right-of-use assets' that need to be depreciated). The increase in amortisation expense is due to recent acquisitions completed creating customer relationship intangible assets that are amortised in accordance with Australian Accounting Standards.

Finance costs increased to $4,366,000 (FY22: $2,038,000). Finance costs include interest on lease liabilities recognised due to the requirements of AASB 16 and the increase is due to new property leases that the Group has entered into as part of acquiring businesses in new locations. Finance costs on bank overdrafts and loans also increased considerably to $2,523,000 (FY22: $1,042,000) due to a rise in interest rates as well as increased term debt in the past 12 months with the accelerated rate of acquisitions completed.

Income tax expense

The Group's Income Tax Expense has decreased to $1,213,000 (FY22: $3,093,000), mainly due to a significant increase in additional investments by the parent entity. The tax for the Group is calculated on the parent entity's share of partnership income, 100% of the profit of operating businesses structured as companies, and 100% of the net parent entity expenses. The profit for FY23 includes a significant increase in parent entity expenses. As the share of partnership income is taxed exclusive of NCI (generally approximately 50%) and the net parent entity expenses are deducted at 100%, this resulted in the higher relative reduction in income tax expense.

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Cash flow

Cash from operations

Receipts from customers increased 43.2% to $94,675,000 (FY22: $66,092,000). Payments to suppliers and employees increased 49.1% to $70,920,000 (FY22: $47,561,000). Operating Cashflow (defined as Receipts from Customers less Payments to suppliers and employees) excluding Other Income (which mainly consists of one-off items) was up 28.1% to $23,750,000.

	2023	2022	2021
Operating cashflow ($'000)	23,750	18,532	16,420
Growth %	28.1%	12.9%	2.9%

Cash from investing activities

In FY23 the Group spent $2,135,000 on property, plant and equipment capital expenditure. Of this, $1,392,000 was used to fit out the office of the parent entity in Australia and the United States, as well as the Palm Beach office. The remaining $743,000 represents office and computer equipment, new motor vehicles and other capital expenditures.

Cash from financing activities

In FY23 the Group's borrowings (excluding overdrafts considered as working capital) increased by $1,763,000 to $34,135,000 (30 June 2022: $32,372,000), well below the total new borrowings of $10,567,000 taken out during the year. The difference is due to the principal repayments made during the year of $8,804,000 and reflects the Group's strong and disciplined approach in repaying debt. Proceeds from borrowings of $10,567,000 included $4,434,000 for acquisition funding, $1,492,000 for fitout funding, $3,005,000 relating to funding the buy in of new and existing partners and the remaining $1,637,000 for insurance premium funding, motor vehicle financing and other loan refinance.

Working capital

The Group continues to maintain a disciplined approach to managing its lockup (defined as trade receivables and accrued income less contract liabilities), with lockup of 48.1 days or $14,090,000 (calculated on run rate revenue with annualised revenue contributions from completed acquisitions) compared with the prior year (30 June 2022: 55.8 days, $11,623,000).

This continues to be a strong result and has been achieved alongside strong acquisition and organic growth. Note that lockup calculated on actual revenue (which is used to calculate lockup) does not include the full 12 months' revenue of the in-year acquisitions. Hence, for the purposes of achieving a more meaningful comparison, the lockup based on annualised revenue has been used.

	2023	2022	2021
Lockup ($'000)	14,090	11,623	6,841
Lock up days	48.1	55.8	51.1
Debtor ($'000)	12,380	9,905	6,205
Debtor days	42.3	47.6	46.3
Accrued income and contract liabilities	1,709	1,718	637
Accrued income and contract liabilities days	5.8	8.3	4.8

Capital structure

The business continues to maintain a capital structure that supports its accelerated growth. As at 30 June 2023, the Group's Gearing Ratio (defined as Net Debt / Underlying EBITDA) increased to 1.65x (30 June 2022: 1.36x) mainly as a result of debt taken out to complete acquisitions. Net debt increased by $8,550,000 primarily due to $10,567,000 of term debt taken out during the period.

The Group does not view the increased gearing ratio as a risk, given acquisition debt is amortised and repaid through profits generated from the acquired business and is expected to be repaid in full over a 4-5 year term. Net Debt is a non-IFRS measure and means Total Borrowings less Cash and Cash Equivalents.

	2023	2022	2021
Gearing Ratio (Net Debt / Underlying EBITDA)	1.65x	1.36x	0.84x

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Dividends

Dividends paid during the financial year were as follows:

	Consolidated 2023 $'000	Consolidated 2022 $'000
During the year ended 30 June 2023:		
For the year ended 30 June 2023:		
First interim dividend of $0.00399 per ordinary share, paid on 29 July 2022	180	-
Second interim dividend of $0.00399 per ordinary share, paid on 31 August 2022	180	-
Third interim dividend of $0.00399 per ordinary share, paid on 30 September 2022	180	-
Fourth interim dividend of $0.00399 per ordinary share, paid on 31 October 2022	180	-
Fifth interim dividend of $0.00399 per ordinary share, paid on 30 November 2022	180	-
Sixth interim dividend of $0.00399 per ordinary share, paid on 30 December 2022	180	-
Seventh interim dividend of $0.00399 per ordinary share, paid on 31 January 2023	180	-
Eighth interim dividend of $0.00399 per ordinary share, paid on 28 February 2023	180	-
Ninth interim dividend of $0.00399 per ordinary share, paid on 31 March 2023	180	-
Tenth interim dividend of $0.00399 per ordinary share, paid on 28 April 2023	180	-
Eleventh interim dividend of $0.00399 per ordinary share, paid on 31 May 2023	180	-
Twelfth interim dividend of $0.00399 per ordinary share, paid on 30 June 2023	180	-
	2,160	-
For the year ended 30 June 2022:		
Final dividend of $0.0139 per ordinary share, paid on 5 August 2022	626	-
Final dividend of $ 0.0011 per ordinary share, paid on 31 August 2022	50	-
Special dividend of $0.0116 per ordinary share, paid on 31 August 2022	522	-
Special dividend of $0.0116 per ordinary share, paid on 30 September 2022	522	-
	1,720	-
During the year ended 30 June 2022:		
For the year ended 30 June 2022:		
First interim dividend of $0.00363 per ordinary share, paid on 30 July 2021	-	163
Second interim dividend of $0.00363 per ordinary share, paid on 31 August 2021	-	163
Third interim dividend of $0.00363 per ordinary share, paid on 30 September 2021	-	163
Fourth interim dividend of $0.00363 per ordinary share, paid on 29 October 2021	-	163
Fifth interim dividend of $0.00363 per ordinary share, paid on 30 November 2021	-	163
Sixth interim dividend of $0.00363 per ordinary share, paid on 31 December 2021	-	163
Seventh interim dividend of $0.00363 per ordinary share, paid on 31 January 2022	-	163
Eighth interim dividend of $0.00363 per ordinary share, paid on 28 February 2022	-	163
Ninth interim dividend of $0.00363 per ordinary share, paid on 31 March 2022	-	163
Tenth interim dividend of $0.00363 per ordinary share, paid on 29 April 2022	-	163
Eleventh interim dividend of $0.00363 per ordinary share, paid on 31 May 2022	-	163
Twelfth interim dividend of $0.00363 per ordinary share, paid on 30 June 2022	-	163
	-	1,956
For the year ended 30 June 2021:		
Final dividend of $0.00680 per ordinary share, paid on 20 August 2021	-	306
Special dividend of $0.00520 per ordinary share, paid on 20 August 2021	-	234
Special dividend of $0.00440 per ordinary share, paid on 30 September 2021	-	198
Special dividend of $0.00800 per ordinary share, paid on 29 October 2021	-	364
	-	1,102
Total dividends	3,880	3,058

Final dividend for the year ended 30 June 2023 will be declared and paid prior to November 2023 and will be at a minimum 1.65 cents per share. Total ordinary dividends (excluding special dividends) for the year ended 30 June 2023 including the final dividend is expected to be 6.44 cents per share, representing a 10% increase on prior year ordinary dividends.

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Significant changes in the state of affairs

Acquisition

During the financial period, the Group completed eight acquisitions with total annual revenues of $10.1m to $12.8m. Details of the acquisitions can be found in the preceding 'Acquisitions and integration' section.

ASX - Top 500

The Company was admitted to the ASX All Ordinaries Index of the top 500 ASX listed companies, effective 20 March 2023.

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

Matters subsequent to the end of the financial year

Acquisitions

On 3 July 2023, a subsidiary of Kelly Partners Group Holdings Limited, acquired an accounting firm located in Griffith, NSW. The acquisition is expected to contribute approximately $7.0m to $10.0m in annual revenues to the consolidated Group and approximately $0.9m to $1.2m NPATA to the Parent (based on achieving benchmark profitability metrics post improvements). For further details on the above acquisition, please refer to the latest ASX announcements.

On 2 May 2023, a subsidiary of Kelly Partners Group Holdings Limited executed agreements to acquire an accounting firm located in Bundall, QLD. The acquisition is expected to contribute approximately $1.5m to $2.1m in annual revenues to the Consolidated Group and approximately $0.2m to $0.3m NPATA to the Parent (based on achieving benchmark profitability metrics post improvements). The acquisition is expected to complete in August 2023. For further details on the above acquisition, please refer to the latest ASX announcements.

Properties

On 28 July 2023, Kelly Partners (Central Coast) Property Trust completed the purchase of a commercial property in Leeton, NSW for $650,000. The purchase was funded through bank borrowings. Kelly Partners Leeton operates its accounting business from these premises.

Apart from the matters discussed above and dividends declared as disclosed in note 27, no other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

The Group will continue to pursue its policy of increasing the profitability and market share in the markets within which it operates during the next financial year.

The Group’s growth plan is based on a three-pronged strategy: organic growth, network expansion (which includes acquisitions, tuck-ins and greenfields) and the introduction of new services.

Economic, environmental and social sustainability risks

The operations of the Group are not subject to any particular or significant Commonwealth, State or Territory environmental regulations.

Accounting services, which require associated expert advice typically provided by accountants, are important particularly in the case of small and medium enterprises where the complexity of taxation and other compliance requirements are increasing, and therefore it is unlikely that there would be a material risk in relation to economic sustainability. Risks that may arise include rapidity in changes in technology and simplification of tax legislation. The risks in relation to economic sustainability are considered as part of determining strategy and management regularly monitor market developments.

Part of the Group’s commitment to managing these risks is ensuring that it has governance systems, structures, values, principles, frameworks and policies to define its decision making context for managing its business sustainably.

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Information on directors

Name:	**Brett Kelly** (appointed on 16 April 2017)
Title:	Executive Chairman and Chief Executive Officer
Qualifications:	BBus, CA, MTax, DipFS, RTA, JP
Experience and expertise:	Brett is the Founder and CEO of Kelly+Partners. He has more than 20 years of commercial and professional accountancy experience, specialising in assisting private clients, private business owners and families. He commenced his career as a Chartered Accountant with 5 years at PwC Australia, and then worked at 3 mid-sized accounting firms. In 2006, Brett founded Kelly+Partners with accounting businesses in North Sydney and the Central Coast, before building out the network to 38 businesses over 32 locations to date. Brett is also the best-selling author of four books on life, business and wisdom.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Nomination and Remuneration Committee
Interests in shares:	22,412,266 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Name:	**Stephen Rouvray** (appointed on 2 May 2017)
Title:	Deputy Chairman and Non-Executive Independent Director
Qualifications:	BEc, CA
Experience and expertise:	Stephen has over 50 years' experience in financial services across many senior leadership roles. He was Chief Financial Officer, Company Secretary and Manager of Investor Relations for AUB Group (formerly Austbrokers) from 2005 until 2015. Prior to this, he was General Manager for ING Australia Holdings from 2002 to 2005 having joined ING's predecessor company, Mercantile Mutual, in 1985. Over this 20 year period, Stephen held the position of Company Secretary which included its subsidiary companies operating in the life & general insurance, investment management, funds management and banking sectors. At the start of his career, he worked in the accountancy profession from 1971 to 1984. Since retiring as CFO, Stephen continues to represent AUB Group as a director for a number of its associates.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Nomination and Remuneration Committee Chairman of the Audit and Risk Committee
Interests in shares:	150,000 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Name:	**Ryan Macnamee** (appointed on 2 May 2017)
Title:	Non-Executive Independent Director
Qualifications:	BCom, GACID
Experience and expertise:	Ryan is an experienced business technology executive with over 25 years of IT management and cyber security experience. He is currently on the board of Thinkproject Australia & New Zealand, and previously held board positions at the Open Data Institute and Advanced Navigation. Ryan has served in numerous senior IT management roles, including Group Chief Information Officer (CIO) and Group Chief Information Security Officer (CISO), Ryan has also held various senior IT positions at financial, insurance, construction, and retail operations globally. Ryan is co-founder of ECPPro, a Microsoft Azure cloud focused solution provider helping large corporations and MSP (Managed Service Providers) to manage complex cloud environments.
Other current directorships:	Thinkproject
Former directorships (last 3 years):	Advanced Navigation
Special responsibilities:	Member of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
Interests in shares:	159,901 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

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Name:	**Lawrence Cunningham** (appointed on 1 July 2022)
Title:	Non-Executive Independent Director
Qualifications:	BA Economics, JD
Experience and expertise:	Lawrence is an expert on corporate governance, culture, and structure. Since 2007, he has been the Tucker Research Professor at The George Washington University. Cunningham has written extensively on corporate affairs in university journals and periodicals. He has published many influential books, including The Essays of Warren Buffett: Lessons for Corporate America, in collaboration with Mr. Buffett; The AIG Story, with Hank Greenberg; and Quality Shareholders: How the Best Managers Attract and Keep Them. Lawrence is Vice Chairman of the Board of Constellation Software Inc., a Toronto Stock Exchange company, and Director and former Treasurer of Ocean Colony LLC, a private resort in East Hampton, New York. Cunningham is a Trustee of the Museum of American Finance; a Member of the Dean's Council of Lerner College of Business at the University of Delaware; and a Member of the Editorial Board of Financial History. Lawrence has served on the Boards of Directors of Ashford Hospitality Prime, an NYSE investor in luxury hotels; Pearl West Group, a private investment company in Vancouver, and Strata, a private technology company in Silicon Valley. A former Corporate Associate of Cravath, Swaine & Moore, Lawrence consults for public and private corporations and advises management and boards of directors. He has received numerous awards, including the 2018 B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD).
Other current directorships:	Vice Chairman of the Board of Constellation Software Inc. (TSE: CSU) and Markel Group Inc. (NYSE:MKL)
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	10,000 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Name:	**Paul Kuchta** (appointed on 2 May 2017)
Title:	Executive Director
Qualifications:	BBus, CA, FTIA, DipFP, RTA, JP
Experience and expertise:	Paul is a Chartered Accountant with over 20 years' accounting experience specialising in the provision of compliance, tax and advisory services to private SME's and their owners. He commenced his career with Farrar & Company Chartered Accountants in 1998, where he worked for 10 years. Paul then joined Crowe Horwath in 2008 for a further 4 years. He was a founding partner of Kelly+Partners Norwest when the practice was launched in 2012. Paul is the managing director of Kelly+Partners Sydney.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit and Risk Committee
Interests in shares:	175,784 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Name:	**Ada Poon** (appointed on 6 September 2019)
Title:	Executive Director
Qualifications:	BCom, MCom, JP, Registered Tax Agent, SMSF Specialist Advisor
Experience and expertise:	Ada has more than 20 years' professional accountancy experience and has specialised in accounting and taxation services to Private Business Owners based in Sydney, business and personal taxation compliance self-managed super funds and outsourced finance department services.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	405,137 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Company secretary

Joyce Au - BCom, MCom, MTax, MA(Law), MAppFin. CA

Joyce is a solicitor admitted to the Supreme Court of NSW and a Chartered Accountant. Joyce has 15 years' experience across accounting, tax, finance, commercial law, corporate transactions and business operations. Joyce has worked with Kelly Partners for over 10 years since its inception in 2006 across a number of roles including accounting, audit, finance and operations. Most recently she worked as the Corporate Advisor and Investment Analyst in Kelly Partners Corporate Advisory and Kelly Partners Investment Office businesses, covering due diligence, transactions management, financial analysis and fund administration. Prior to that, Joyce practised commercial law for several years advising on corporate structures & transactions, taxation and Corporations Act matters. Joyce is an alumni of the University of Cambridge and has graduated with a first class honours in law. She also holds Masters degrees in Accounting, Tax and Applied Finance.

Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Brett Kelly	6	6	1	1	-	-
Stephen Rouvray	6	6	1	1	2	2
Ryan Macnamee	6	6	1	1	2	2
Lawrance Cunningham	6	6	-	-	-	-
Paul Kuchta	5	6	-	-	2	2
Ada Poon	6	6	-	-	-	-

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Committee membership

As at the date of this report, the Company had an Audit and Risk Committee and a Nomination and Remuneration Committee. Members acting on the Committees of the Board during the year were:

Audit and Risk Committee	Nomination and Remuneration Committee
Stephen Rouvray (Chairman)	Stephen Rouvray (Chairman)
Ryan Macnamee	Ryan Macnamee
Paul Kuchta	Brett Kelly

Remuneration report (audited)

The remuneration report details the key management personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to KMP

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Principles used to determine the nature and amount of remuneration
The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation; and
- transparency.

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. A maximum annual aggregate remuneration of $160,000 is currently in place.

Executive remuneration
The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits;
- short-term performance incentives;
- share-based payments; and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

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Employee Incentive Plan ('EIP')
In December 2019, the Board approved the establishment of the EIP. The EIP is designed to assist in the attraction, motivation, retention and reward of employees by allowing them to participate in the overall success and growth of the Group. The EIP is also designed to align the interests of employees with the interests of shareholders by providing an opportunity for the participants to receive an equity interest in the Company. In FY2023 the EIP Trust purchased 147,850 shares on market for a total of $686,167 with an average share price of $4.64. As at 30 June 2023, total shares of 400,130 continue to be held in trust, of which 36,742 shares have been granted to employees and are unvested. During the year, 3,832 of shares vested.

Group performance and link to remuneration
For the year ended 30 June 2023 there was no link between Group performance and KMP remuneration.

Use of remuneration consultants
During the financial year ended 30 June 2023, the Group engaged Godfrey Remuneration Group ('GRG') remuneration consultants, to review the remuneration policy of the CEO. A total amount of $6,000 was paid to engage GRG to provide a data analysis report regarding CEO remuneration quantum and structure.

Voting and comments made at the Company's 2022 Annual General Meeting ('AGM')
The motion was put to a poll at the AGM and was carried.

Details of remuneration
Amounts of remuneration
Details of the remuneration of KMP of the Group are set out in this section.

The KMP of the Group consisted of the following directors of Kelly Partners Group Holdings Limited:
- Brett Kelly - Chairman, Chief Executive Officer, Executive Director
- Stephen Rouvray - Deputy Chairman, Non-Executive Independent Director
- Lawrence Cunningham, Non-Executive Independent Director
- Paul Kuchta - Executive Director
- Ryan Macnamee - Non-Executive Independent Director
- Ada Poon - Executive Director

	Short-term benefits			Post employ-ment benefits	Leave	Share-based payments	
2023	**Cash salary and fees $**	**Cash bonus $**	**Non-monetary $**	**Super-annuation $**	**Annual /long service $**	**Equity-settled $**	**Total $**
Non-Executive Directors:							
Stephen Rouvray	45,249	-	-	4,751	-	-	50,000
Ryan Macnamee	36,199	-	-	3,801	-	-	40,000
Lawrence Cunningham	60,000	-	-	-	-	-	60,000
Executive Directors:							
Brett Kelly	839,951	-	20,557	25,292	-	-	885,800
Paul Kuchta	10,860	-	-	1,140	-	-	12,000
Ada Poon	10,860	-	-	1,140	-	-	12,000
	1,003,119	-	20,557	36,124	-	-	1,059,800

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	Short-term benefits			Post employ-ment benefits	Leave	Share-based payments	
2022	**Cash salary and fees $**	**Cash bonus $**	**Non-monetary $**	**Super-annuation $**	**Annual /long service $**	**Equity-settled $**	**Total $**
Non-Executive Directors:							
Stephen Rouvray	45,455	-	-	4,545	-	-	50,000
Ryan Macnamee	36,364	-	-	3,636	-	-	40,000
Executive Directors:							
Brett Kelly	338,306	-	26,945	23,568	40,633	-	429,452
Paul Kuchta	10,909	-	-	1,091	-	-	12,000
Ada Poon	10,909	-	-	1,091	-	-	12,000
	441,943	-	26,945	33,931	40,633	-	543,452

Details of Paul Kuchta and Ada Poon's remuneration are outlined below under 'Service agreements'.

The fixed and the variable at risk proportions of remuneration are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
Non-Executive Directors:						
Stephen Rouvray	100%	100%	-	-	-	-
Ryan Macnamee	100%	100%	-	-	-	-
Lawrence Cunningham	100%	-	-	-	-	-
Executive Directors:						
Brett Kelly	100%	100%	-	-	-	-
Paul Kuchta	100%	100%	-	-	-	-
Ada Poon	100%	100%	-	-	-	-

Service agreements

Remuneration and other terms of employment for KMP are formalised in service agreements. Details of these agreements are as follows:

Name:	**Brett Kelly**
Title:	Chairman, Chief Executive Officer, Executive Director
Agreement commenced:	6 December 2021
Term of agreement:	No fixed period
Details:	Total Fixed Annual Remuneration to be based upon 1% of the actual audited revenues of the Kelly Partners Group. Terms include a 12 month termination notice by either party and non-solicitation clause.

Name:	**Stephen Rouvray**
Title:	Deputy Chairman, Non-Executive Independent Director
Agreement commenced:	2 May 2017
Term of agreement:	No fixed period
Details:	Director fees of $50,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee.

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Name:	**Ryan Macnamee**
Title:	Non-Executive Independent Director
Agreement commenced:	2 May 2017
Term of agreement:	No fixed period
Details:	Director fees of $40,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee.

Name:	**Lawrence Cunningham**
Title:	Non-Executive Independent Director
Agreement commenced:	1 July 2022
Term of agreement:	No fixed period
Details:	Director fees of $60,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee.

Name:	**Paul Kuchta**
Title:	Executive Director
Agreement commenced:	2 May 2017
Term of agreement:	No fixed period
Details:	Director fees of $12,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Paul Kuchta is an Operating Business Owner in the Kelly Partners Sydney CBD business (incorporating the Kelly Partners Norwest business) and receives a base salary plus dividends from the Operating Business in accordance with the terms of the shareholders' agreement.

Name:	**Ada Poon**
Title:	Executive Director
Agreement commenced:	6 September 2019
Term of agreement:	No fixed period
Details:	Director fees of $12,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Ada Poon is an Operating Business Owner in the Kelly Partners North Sydney Partnership and receives a base distribution plus a distribution of profits from that Operating Business in accordance with the terms of the Partnership Agreement.

Share-based compensation

Issue of shares
There were no shares issued to directors and other KMP as part of compensation during the year ended 30 June 2023.

Options
There were no options over ordinary shares issued to directors and other KMP as part of compensation that were outstanding as at 30 June 2023.

Additional information
The earnings of the Group for the five years to 30 June 2023 are summarised below:

	2023 $'000	2022 $'000	2021 $'000	2020 $'000	2019 $'000
Revenue and other gains	89,460	67,436	50,709	47,290	40,342
EBITDA	26,193	24,790	18,887	16,849	10,165
Profit after income tax	11,063	13,329	10,941	10,359	7,148

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The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023	2022	2021	2020	2019
Share price at financial year end ($)	4.70	3.88	3.40	0.88	0.89
Basic earnings per share (cents per share)	8.73	12.36	10.24	8.84	5.35
Diluted earnings per share (cents per share)	8.73	12.36	10.24	8.84	5.35

Additional disclosures relating to KMP

Shareholding

The number of shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Additions*/ (reduction)	Other	Balance at the end of the year
Ordinary shares				
Brett Kelly	22,646,592	(234,326)	-	22,412,266
Stephen Rouvray	150,000	-	-	150,000
Ryan Macnamee	159,901	-	-	159,901
Paul Kuchta	166,243	9,541	-	175,784
Ada Poon	397,698	7,439	-	405,137
Lawrence Cunningham	-	10,000	-	10,000
	23,520,434	(207,346)	-	23,313,088

* There were no shares received as part of remuneration.

Loans to/(from) KMP and their related parties

Key management personnel

	2023 $
Loans to directors:	
Balance at the beginning of the year	-
- loans advanced	1,796,423
- interest on loans	31,415
- repayment of loans advanced	(967,157)
Balance at the end of the year	860,681

On 30 October 2022, the Board of Directors approved a loan facility to Brett Kelly. The facility is secured and personally guaranteed by Brett Kelly with interest charged at commercial rates. A significant amount of the loan facility will be repaid by November 2023 via an offset of the director’s dividends paid by the Company.

Kelly Partners (Canberra) Property Trust

	2023 $
Loans from related party:	
Balance at the beginning of the year	(2,200,000)
- loans from	-
- interest on loan	(163,381)
- payment	1,188,381
Balance at the end of the year	(1,175,000)

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Kelly Partners (Investment Office) Pty Ltd is the investment manager of Kelly Partners Investment Office Special Opportunities Fund #2. Kelly Partners (Canberra) Property Trust is a wholly owned subsidiary of Kelly Partners Group Holdings Limited.

On 20 December 2021, the Kelly Partners Investment Office Special Opportunities Fund #2 advanced a short term loan facility of $2.2m to Kelly Partners (Canberra) Property Trust, to assist with the purchase of Unit 141, 39 Eastlake Parade, Kingston ACT ('the Canberra Property'). The facility is secured by a mortgage over the Canberra Property and is guaranteed by Kelly Partners Group Holdings Limited. The term of the facility is 12 months with interest charged at commercial rates and was extended for a further 12 months during the year ended 30 June 2023.

On 11 January 2023, $1.0m of the loan was refinanced with a commercial bank.

Employee share trust
In FY2022 and FY2023, a number of operating businesses paid amounts to an Employee Share Trust as part of the Employee Share Scheme (‘ESS’). The monies received by the Employee Share Trust were used to acquire the shares of Kelly Partners Group Holdings Limited (KPG.ASX).

	2023 $
Loans to Employee Share Trust:	
Balance at the beginning of the year	898,129
- loans advanced	771,700
- interest on loan	61,204
- payment	(13,139)
Balance at the end of the year	1,717,894

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of Kelly Partners Group Holdings Limited under option outstanding at the date of this report.

Shares issued on the exercise of options
There were no ordinary shares of Kelly Partners Group Holdings Limited issued on the exercise of options during the year ended 30 June 2023 and up to the date of this report.

Indemnity and insurance of officers
The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

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Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 30 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 30 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Rounding of amounts

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

Officers of the Company who are former partners of William Buck Accountants & Advisors

There are no officers of the Company who are former partners of William Buck Accountants & Advisors.

Auditor's independence declaration

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

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Brett Kelly
Executive Chairman and Chief Executive Officer

11 August 2023
Sydney

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WilliamBuck
ACCOUNTANTS & ADVISORS

Auditor's Independence Declaration under section 307c of the Corporations Act 2001 to the Directors of Kelly Partners Group Holdings Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2023 there have been:

— no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

— no contraventions of any applicable code of professional conduct in relation to the audit.

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Yours faithfully

William Buck

William Buck (NSW)
Accountants & Advisors
ABN 16 021 300 521

L. E. Tutt
Partner
Sydney, 11 August 2023

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KELLY PARTNERS GROUP HOLDINGS LIMITED

	Note	Consolidated 2023 $'000	Consolidated 2022 $'000
Revenue			
Professional services revenue	5	86,524	64,862
Government grants and subsidies	6	877	2,085
Other income	7	2,059	489
Total revenue and other income		89,460	67,436
Expenses			
Employment and related expenses	8	(45,326)	(32,268)
Occupancy costs		(1,287)	(96)
Other expenses		(15,847)	(9,504)
Business acquisition and restructuring costs		(807)	(778)
Depreciation and amortisation expense	8	(9,551)	(6,330)
Finance costs	8	(4,366)	(2,038)
Total expenses		(77,184)	(51,014)
Profit before income tax expense		12,276	16,422
Income tax expense	9	(1,213)	(3,093)
Profit after income tax expense for the year		11,063	13,329
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(30)	4
Other comprehensive income for the year, net of tax		(30)	4
Total comprehensive income for the year		11,033	13,333
Profit for the year is attributable to:			
Non-controlling interests		7,135	7,766
Owners of Kelly Partners Group Holdings Limited		3,928	5,563
		11,063	13,329
Total comprehensive income for the year is attributable to:			
Non-controlling interests		7,135	7,766
Owners of Kelly Partners Group Holdings Limited		3,898	5,567
		11,033	13,333
		Cents	Cents
Basic earnings per share	10	8.73	12.36
Diluted earnings per share	10	8.73	12.36

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

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KELLY PARTNERS GROUP HOLDINGS LIMITED

	Note	Consolidated 2023 $'000	Consolidated 2022 $'000
Assets			
Current assets			
Cash and cash equivalents	11	5,331	2,969
Trade and other receivables	12	12,380	9,905
Lease receivables	13	62	56
Accrued income		4,153	2,718
Other financial assets	14	2,542	1,707
Other assets	18	1,431	735
Total current assets		25,899	18,090
Non-current assets			
Lease receivables	13	11	73
Other financial assets	14	7,696	4,566
Property, plant and equipment	15	11,833	11,577
Right-of-use assets	16	20,614	15,908
Intangible assets	17	65,853	55,893
Other assets	18	681	536
Total non-current assets		106,688	88,553
Total assets		132,587	106,643
Liabilities			
Current liabilities			
Trade and other payables	19	6,060	3,994
Contract liabilities		2,443	1,000
Borrowings	20	19,265	11,439
Lease liabilities	21	2,798	2,372
Current tax liabilities	9	1,717	1,983
Provisions	22	4,075	3,432
Contingent consideration	23	4,112	2,032
Other financial liabilities	24	1,499	80
Total current liabilities		41,969	26,332
Non-current liabilities			
Borrowings	20	25,984	22,898
Lease liabilities	21	21,125	15,907
Deferred tax liabilities	9	3,038	2,653
Provisions	22	640	460
Contingent consideration	23	2,370	3,395
Other financial liabilities	24	1,990	1,045
Total non-current liabilities		55,147	46,358
Total liabilities		97,116	72,690
Net assets		35,471	33,953

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

Kelly Partners Group Holdings Limited
Consolidated statement of financial position
As at 30 June 2023

	Note	Consolidated 2023 $'000	Consolidated 2022 $'000
Equity			
Issued capital	25	13,470	13,470
Reserve	26	(30)	2
Retained profits		7,099	7,225
Equity attributable to the owners of Kelly Partners Group Holdings Limited		20,539	20,697
Non-controlling interests		14,932	13,256
Total equity		35,471	33,953

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

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Consolidated	Issued capital $'000	Reserve $'000	Retained profits $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 July 2021	13,470	-	4,479	7,208	25,157
Profit after income tax expense for the year	-	-	5,563	7,766	13,329
Other comprehensive income for the year, net of tax	-	2	-	2	4
Total comprehensive income for the year	-	2	5,563	7,768	13,333
Transactions with owners in their capacity as owners:					
Equity attributable to acquisitions (note 25)	-	-	-	5,166	5,166
Purchase / sale of equity interest in subsidiary	-	-	241	-	241
Distributions to non-controlling interests	-	-	-	(6,886)	(6,886)
Dividends paid (note 27)	-	-	(3,058)	-	(3,058)
Balance at 30 June 2022	13,470	2	7,225	13,256	33,953

Consolidated	Issued capital $'000	Reserve $'000	Retained profits $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 July 2022	13,470	2	7,225	13,256	33,953
Profit after income tax expense for the year	-	-	3,928	7,135	11,063
Other comprehensive income for the year, net of tax	-	(32)	-	2	(30)
Total comprehensive income for the year	-	(32)	3,928	7,137	11,033
Transactions with owners in their capacity as owners:					
Equity attributable to acquisitions (note 35)	-	-	-	3,514	3,514
Purchase / sale of equity interest in subsidiary	-	-	(174)	(198)	(372)
Distributions to non-controlling interests	-	-	-	(8,777)	(8,777)
Dividends paid (note 27)	-	-	(3,880)	-	(3,880)
Balance at 30 June 2023	13,470	(30)	7,099	14,932	35,471

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

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KELLY PARTNERS GROUP HOLDINGS LIMITED

	Note	Consolidated 2023 $'000	Consolidated 2022 $'000
Cash flows from operating activities			
Receipts from customers		94,675	66,092
Payments to suppliers and employees		(70,920)	(47,561)
Government grants received		877	2,085
Other income		86	24
Finance costs paid		(2,523)	(1,042)
Income taxes paid		(2,698)	(2,017)
Net cash from operating activities	37	19,497	17,581
Cash flows from investing activities			
Payment for purchase of business		(4,873)	(12,201)
Payment for contingent consideration	23	(84)	(326)
Proceeds from sale of equity interest in subsidiary		(233)	241
Payments for property, plant and equipment		(2,135)	(6,797)
Payments for intangibles		(514)	(675)
Payments to employee share scheme trust		(820)	(769)
Loans advanced		(6,328)	(1,805)
Proceeds from repayments		3,498	472
Proceeds from fitout contribution		292	889
Proceeds from disposal of property, plant and equipment		-	171
Payments in respect of deposits		(135)	(130)
Net cash used in investing activities		(11,332)	(20,930)
Cash flows from financing activities			
Proceeds from borrowings	37	11,592	21,207
Proceeds from related party loans	37	-	2,200
Repayment of borrowings	37	(8,804)	(7,540)
Repayment of related party loans	37	(1,025)	-
Proceeds from equity contribution, non-controlling interests		-	976
Dividends paid	27	(3,880)	(3,058)
Distributions paid to non-controlling interests		(8,777)	(6,886)
Repayment of lease liabilities	37	(4,120)	(3,382)
Proceeds from sub-lease		62	59
Net cash (used in)/from financing activities		(14,952)	3,576
Net (decrease)/increase in cash and cash equivalents		(6,787)	227
Cash and cash equivalents at the beginning of the financial year		1,004	777
Cash and cash equivalents at the end of the financial year	11	(5,783)	1,004

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

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Note 1. General information

The financial statements cover Kelly Partners Group Holdings Limited (the 'Company' or 'parent entity') and its controlled entities as a consolidated entity consisting of Kelly Partners Group Holdings Limited and the entities (the 'Group') it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Kelly Partners Group Holdings Limited and its controlled entities functional and presentation currency.

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

Level 8, 32 Walker Street
North Sydney
NSW 2060

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 11 August 2023. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards, amendments and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2023. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention except for certain financial assets and financial liabilities at fair value.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 34.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Kelly Partners Group Holdings Limited as at 30 June 2023 and the results of all subsidiaries for the year then ended.

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Note 2. Significant accounting policies (continued)

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interests acquired is recognised directly in equity attributable to the parent.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interests in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interests in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

Foreign currency transactions
Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

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Note 2. Significant accounting policies (continued)

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as deferred revenue in the form of a separate refund liability.

Provision of services
Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Commissions and other income
Commissions and other income is recognised when it is received or when the right to receive the payment is established.

Government grants
Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

An income tax benefit will arise for the financial year where an income tax loss is incurred and, where permitted to do so, is carried-back against a qualifying prior period's tax payable to generate a refundable tax offset.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Kelly Partners Group Holdings Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

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Note 2. Significant accounting policies (continued)

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Current and non-current classification

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

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 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 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

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

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement immediately.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Accrued income and contract liabilities

An accrued income asset arises where the Group has performed by transferring goods or services to a customer prior to the receipt of consideration from the customer or prior to payment becoming due and represents the Group's right to consideration for the transferred good or service.

Contract liabilities represent the Group's obligation to transfer services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the services to the customer.

When a customer pays in advance, the amount received by the Group is recognised as a contract liability until the service has been provided to the customer.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment over their expected useful lives as follows:

Buildings	40 years
Leasehold improvements	3-10 years
Plant and equipment	3-7 years
Motor vehicles	8 years

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Note 2. Significant accounting policies (continued)

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

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 Group 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 Group 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.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Brand names and intellectual property
Brand names and intellectual property have indefinite useful lives and are not amortised.

Customer relationships
Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 3 to 7 years.

Software - Computer software
Significant costs associated with computer software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 3 years.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

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Note 2. Significant accounting policies (continued)

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and 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.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans and borrowings are classified as non-current.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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 Group's incremental borrowing rate. Lease payments comprise of 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.

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.

Group as a lessor
When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Leases in which the Group transfers substantially all the risks and rewards incidental to the ownership of an asset are classified as a finance lease, where the asset is recognised on the statement of financial position and presented as a lease receivable at an amount equal to the net investment in the lease. The interest rate implicit in the lease is used to measure the net investment in the lease. Initial direct costs are included in the initial measurement of the net investment in the lease.

Finance costs
All finance costs are expensed in the period in which they are incurred.

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

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Note 2. Significant accounting policies (continued)

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. 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 high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Equity-settled compensation
Equity-settled compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period.

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 principal 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 interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques used to measure fair value are those that are appropriate in the circumstances and which maximise the use of relevant observable inputs and minimise 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 at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of 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.

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Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Share buy-back
Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of Kelly Partners Group Holdings Limited as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of Kelly Partners Group Holdings Limited.

Business combinations
The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

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Note 2. Significant accounting policies (continued)

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interests in the acquiree. For each business combination, the non-controlling interests in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interests in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interests in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

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

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Kelly Partners Group Holdings Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

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Note 2. Significant accounting policies (continued)

Rounding of amounts

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

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on shared credit risk characteristics and on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include past default experience of the debtor profile and an assessment of the historical loss rates.

Accrued income
An accrued income asset arises where the Group has performed by transferring goods or services to a customer prior to the receipt of consideration from the customer and represents the Group's right to consideration for the transferred good or service. While assessing the accrued income balance, a degree of estimation needs to be applied on its recoverability and the assessment is primarily based on the Operating Business Owner's professional judgement on the proportionate completion of the performance obligations in comparison to the transaction price stated in the contract .

Goodwill and other indefinite life intangible assets
The Group 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 2. 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.

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 Group'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 Group 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 Group 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.

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Note 3. Critical accounting judgements, estimates and assumptions (continued)

Business combinations
As discussed in note 2, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Note 4. Operating segments

The Group is organised into two reportable segments: (1) Accounting and (2) Other services.

The principal products and services of each of these operating segments are as follows:

Accounting	Accounting and taxation services, corporate secretarial, outsourced CFO, audits, business structuring, bookkeeping, and all other accounting related services.
Other services	Financial broking services, wealth management, investment office and all other non-accounting services.

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

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Operating reportable segment information

	Accounting $'000	Other services $'000	Total $'000
Year ended 30 June 2023:			
Revenue	79,070	7,454	86,524
EBITDA	23,874	2,318	26,192
Profit before income tax expense	10,306	1,970	12,276
Segment assets, liabilities and net assets at 30 June 2023:			
Current assets	23,064	2,835	25,899
Non-current assets	104,501	2,187	106,688
Current liabilities	(39,286)	(2,683)	(41,969)
Non-current liabilities	(52,722)	(2,425)	(55,147)
Net assets	35,557	(86)	35,471

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Note 4. Operating segments (continued)

	Accounting $'000	Other services $'000	Total $'000
Year ended 30 June 2022:			
Revenue	59,077	5,785	64,862
EBITDA	23,071	1,719	24,790
Profit before income tax expense	14,871	1,551	16,422
Segment assets, liabilities and net assets at 30 June 2022:			
Current assets	15,219	2,871	18,090
Non-current assets	86,340	2,213	88,553
Current liabilities	(24,068)	(2,264)	(26,332)
Non-current liabilities	(43,541)	(2,817)	(46,358)
Net assets	33,951	2	33,953

Note 5. Professional services revenue

	Consolidated 2023 $'000	2022 $'000
Professional services revenue	86,524	64,862

Timing of revenue recognition
The revenue from provision of services from contracts with customers is recognised over time.

Refer to note 4 for revenue by operating segments.

Note 6. Government grants and subsidies

	Consolidated 2023 $'000	2022 $'000
Government grants in relation to COVID-19	-	1,348
Government apprenticeship support programme	877	737
	877	2,085

Note 7. Other income

	Consolidated 2023 $'000	2022 $'000
Remeasurement of lease liabilities	114	49
Change in fair value of contingent consideration (note 23)	1,859	417
Commissions	39	16
Other income	47	7
Other income	2,059	489

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Note 8. Expenses

	Consolidated 2023 $'000	2022 $'000
Profit before income tax includes the following specific expenses:		
Depreciation and amortisation		
Depreciation right-of-use of assets	3,330	2,478
Depreciation property, plant and equipment	2,030	1,490
Amortisation	4,191	2,362
	9,551	6,330
Finance costs		
Interest and finance charges paid/payable on lease liabilities	1,274	652
Interest on bank overdrafts and loans	2,523	1,041
Interest on unwinding retention	569	345
	4,366	2,038
Net loss on disposal		
Net loss on disposal of property, plant and equipment	198	-
Employment and related expenses		
Salaries, wages and contractors	40,783	28,968
Superannuation*	2,908	2,006
Other on costs	1,813	880
Employee leave	(178)	414
Total employment and related expenses	45,326	32,268

* Superannuation as a percentage of salaries, wages and contractors may vary from year to year due to changes in salary sacrifice arrangements as well as changes to contractor engagements.

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Note 9. Income tax

	Consolidated 2023 $'000	Consolidated 2022 $'000
Income tax expense		
Current tax	2,364	3,073
Origination and reversal of temporary differences	(1,052)	37
Adjustment recognised for prior periods	(99)	(17)
Aggregate income tax expense	1,213	3,093
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense	12,276	16,422
Tax at the statutory tax rate of 30%	3,683	4,927
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-taxable items	(303)	83
	3,380	5,010
Current year tax losses not recognised	40	51
Adjustment recognised for prior periods	(99)	(17)
Distributions to non-controlling interests	(2,108)	(1,951)
Income tax expense	1,213	3,093

As the majority of operating businesses are structured as partnerships, the income tax expense attributable to the non-controlling interests in these partnerships is not included in the consolidated accounts. This is with the exception of subsidiaries that are in a corporate structure where the consolidated income tax expense is included in the profit attributable to non-controlling interests in these subsidiaries. The remaining balance of the consolidated income tax expense is included in the profit attributable to the shareholders in the parent entity.

	Consolidated 2023 $'000	Consolidated 2022 $'000
Net deferred tax liability		
Amounts recognised in profit or loss:		
Accrued expenses	(1,149)	(939)
Income assessable on receipt	519	626
Differences between accounting and tax depreciation	725	735
Customer relationship intangibles	3,569	2,479
Leases	(626)	(248)
Deferred tax liability	3,038	2,653
Movements:		
Opening balance	2,653	795
Charged/(credited) to profit or loss	(1,052)	37
Additions through business combinations (note 35)	1,604	1,715
Other movements	(167)	106
Closing balance	3,038	2,653

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Note 9. Income tax (continued)

	Consolidated 2023 $'000	2022 $'000
Provision for income tax		
Provision for income tax	1,717	1,983

Note 10. Earnings per share

	Consolidated 2023 $'000	2022 $'000
Profit after income tax	11,063	13,329
Non-controlling interests	(7,135)	(7,766)
Profit after income tax attributable to the owners of Kelly Partners Group Holdings Limited	3,928	5,563

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	45,000,000	45,000,000
Weighted average number of ordinary shares used in calculating diluted earnings per share	45,000,000	45,000,000

	Cents	Cents
Basic earnings per share	8.73	12.36
Diluted earnings per share	8.73	12.36

Note 11. Cash and cash equivalents

	Consolidated 2023 $'000	2022 $'000
Cash at bank and in hand	5,331	2,969

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

	2023 $'000	2022 $'000
Balances as above	5,331	2,969
Bank overdrafts (note 20)	(11,114)	(1,965)
Balance as per statement of cash flows	(5,783)	1,004

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Note 12. Trade and other receivables

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current assets		
Trade receivables	12,944	10,274
Less: Allowance for expected credit losses	(564)	(369)
	12,380	9,905

Allowance for expected credit losses
The Group has written off a loss of $112,000 (2022: $52,000) in respect of credit losses during the year ended 30 June 2023.

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
Consolidated	2023 %	2022 %	2023 $'000	2022 $'000	2023 $'000	2022 $'000
0 to 3 months overdue	0.83%	0.81%	10,520	8,794	88	71
3 to 6 months overdue	5.37%	5.64%	1,515	872	81	49
Over 6 months overdue	43.45%	40.92%	909	608	395	249
			12,944	10,274	564	369

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Movements in the allowance for expected credit losses are as follows:

	Consolidated 2023 $'000	Consolidated 2022 $'000
Opening balance	369	216
Additional provisions recognised	307	205
Receivables written off during the year as uncollectable	(112)	(52)
Closing balance	564	369

Note 13. Lease receivables

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current assets		
Lease receivables	62	56
Non-current assets		
Lease receivables	11	73
	73	129

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Note 14. Other financial assets

	Consolidated	
	2023 $'000	2022 $'000
Current assets		
Loans to partners	1,681	1,707
Loans to related parties (note 33)	861	-
	2,542	1,707
Non-current assets		
Loans to partners	5,978	3,668
Loans to related parties (note 33)	1,718	898
	7,696	4,566
	10,238	6,273

Loans to partners primarily represents amounts of money which have first been borrowed on the balance sheet of various controlled entities, and then secondly on lent to partners to assist them with their purchase of equity into that entity. This results in the controlled entity having both a financial liability to the financier, and a corresponding financial asset to the partner. These loans are typically repaid over a four to eight year period. As the loans are repaid by the partners and the financial asset amortises, there is a corresponding amortisation in the financial liability. Repayment of these loans is typically from partner equity distributions.

Note 15. Property, plant and equipment

	Consolidated	
	2023 $'000	2022 $'000
Non-current assets		
Land and buildings - at cost	4,179	4,179
Less: Accumulated depreciation	(212)	(118)
	3,967	4,061
Leasehold improvements - at cost	6,635	6,137
Less: Accumulated depreciation	(2,653)	(2,389)
	3,982	3,748
Plant and equipment - at cost	5,833	5,273
Less: Accumulated depreciation	(2,618)	(1,990)
	3,215	3,283
Motor vehicles - at cost	1,122	776
Less: Accumulated depreciation	(453)	(291)
	669	485
	11,833	11,577

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Note 15. Property, plant and equipment (continued)

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

Consolidated	Land and buildings $'000	Leasehold improve-ments $'000	Plant and equipment $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2021	2,039	2,676	1,219	401	6,335
Additions	2,093	1,726	2,612	370	6,801
Additions through business combinations (note 35)	-	-	92	10	102
Disposals - written down value	-	(3)	(5)	(163)	(171)
Depreciation expense	(71)	(651)	(635)	(133)	(1,490)
Balance at 30 June 2022	4,061	3,748	3,283	485	11,577
Additions	-	1,203	776	426	2,405
Additions through business combinations (note 35)	-	-	152	-	152
Disposals - written down value	-	(151)	(60)	(60)	(271)
Depreciation expense	(94)	(818)	(936)	(182)	(2,030)
Balance at 30 June 2023	3,967	3,982	3,215	669	11,833

Note 16. Right-of-use assets

	Consolidated 2023 $'000	2022 $'000
Non-current assets		
Land and buildings - right-of-use assets	29,383	21,467
Less: Accumulated depreciation	(8,832)	(5,654)
	20,551	15,813
Plant and equipment - right-of-use	124	337
Less: Accumulated depreciation	(61)	(242)
	63	95
	20,614	15,908

The Group leases land and buildings for its offices under agreements of between 2 to 10 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated. The Group also leases office equipment under agreements of between 2 to 5 years.

For other AASB 16 and lease related disclosures refer to the following:
- note 8 for details of depreciation on right-of-use assets, interest on lease liabilities and other lease payments;
- note 21 for lease liabilities and maturities of lease liabilities;
- consolidated statement of cash flow for repayment of lease liabilities.

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Note 16. Right-of-use assets (continued)

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

Consolidated	Land and buildings $'000	Plant and equipment $'000	Total $'000
Balance at 1 July 2021	9,385	100	9,485
Additions	7,628	24	7,652
Additions through business combinations (note 35)	183	-	183
Impairment of assets	(166)	-	(166)
Adjustments as a result of a different treatment of extension and termination options	1,232	-	1,232
Depreciation expense	(2,449)	(29)	(2,478)
Balance at 30 June 2022	15,813	95	15,908
Additions	6,480	-	6,480
Additions through business combinations (note 35)	2,160	-	2,160
Adjustments as a result of a different treatment of extension and termination options	(604)	-	(604)
Depreciation expense	(3,298)	(32)	(3,330)
Balance at 30 June 2023	20,551	63	20,614

Note 17. Intangible assets

	Consolidated 2023 $'000	Consolidated 2022 $'000
Non-current assets		
Goodwill - at cost	41,239	36,059
Brand names and intellectual property - at cost	3,300	3,300
Customer relationships - at cost	32,867	24,325
Less: Accumulated amortisation	(12,038)	(8,120)
	20,829	16,205
Computer software - at cost	1,094	665
Less: Accumulated amortisation	(609)	(336)
	485	329
	65,853	55,893

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Note 17. Intangible assets (continued)

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

Consolidated	Goodwill $'000	Brand names and intellectual property $'000	Customer relationships $'000	Computer Software $'000	Total $'000
Balance at 1 July 2021	25,265	3,300	5,831	80	34,476
Additions	-	-	359	436	795
Additions through business combinations (note 35)	10,794	-	12,185	5	22,984
Amortisation expense	-	-	(2,170)	(192)	(2,362)
Balance at 30 June 2022	36,059	3,300	16,205	329	55,893
Additions	-	-	167	429	596
Additions through business combinations (note 35)	5,180	-	8,375	-	13,555
Amortisation expense	-	-	(3,918)	(273)	(4,191)
Balance at 30 June 2023	41,239	3,300	20,829	485	65,853

Brand names and intellectual property have indefinite useful lives and are not amortised.

Impairment testing
In disclosing the carrying amount of goodwill allocated to each cash-generating units ('CGU'), a materially threshold of 10% of the total value of goodwill was used. Any individual CGU with a carrying amount of goodwill under the threshold is grouped in the 'Other partnerships' category. The aggregate carrying amount of goodwill allocated to each CGU is:

2023 - Consolidated	Goodwill $'000	Brand names and intellectual property $'000	Total $'000
Kelly Partners (Sydney) Pty Ltd	5,232	419	5,651
Kelly Partners South West Sydney Partnership	5,247	420	5,667
Kelly Partners Western Sydney Partnership	5,496	440	5,936
Other partnerships	25,264	2,021	27,285
	41,239	3,300	44,539

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Note 17. Intangible assets (continued)

2022 - Consolidated	Goodwill $'000	Brand names and intellectual property $'000	Total $'000
Kelly Partners North Sydney Partnership	3,951	362	4,313
Kelly Partners (Sydney) Pty Ltd	5,232	479	5,711
Kelly Partners South West Sydney Partnership	5,247	480	5,727
Kelly Partners Western Sydney Partnership	5,101	467	5,568
Kelly Partners Wollongong Partnership	3,392	310	3,702
Other partnerships	13,136	1,202	14,338
	36,059	3,300	39,359

The recoverable amount of each CGU above is determined based on value in use calculations. These calculations use cashflow projections over a five year period, based on financial budgets approved by management. These budgets use historical growth rates to project revenue. Costs are calculated taking into account historical gross margins as well as estimated inflation rates over the period which are consistent with inflation rates applicable to the locations in which the CGU operates. With regard to the assessment of the CGU's, management believes that no reasonable possible change in any of the key assumptions used would cause the carrying value of the unit to materially exceed its recoverable amount.

The following assumptions were used in the calculations:

	Consolidated 2023 %	Consolidated 2022 %
Terminal growth rate	2.5%	2.5%
Discount rate	7.7%	8.1%

The discount rate is calculated using the Weighted Average Cost of Capital ('WACC') of the Group, taking into account the Group's sources of capital including listed equity, unlisted equity and bank debt.

Note 18. Other assets

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current assets		
Prepayments	1,420	735
Other	11	-
	1,431	735
Non-current assets		
Deposits	618	482
Other	63	54
	681	536
	2,112	1,271

Deposits primarily comprise of amounts used as security for bank guarantees. Refer to note 31 for further information on guarantees.

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Note 19. Trade and other payables

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current liabilities		
Trade payables	1,591	992
GST payable	1,869	1,188
Sundry payables and accrued expenses	2,600	1,814
	6,060	3,994

Refer to note 28 for further information on financial instruments.

Note 20. Borrowings

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current liabilities		
Bank overdrafts	11,114	1,965
Bank loans	6,976	7,274
Related party loans	1,175	2,200
	19,265	11,439
Non-current liabilities		
Bank loans	25,984	22,898
	45,249	34,337

Refer to note 28 for further information on financial instruments.

Controlled entities' facilities
The Group has banking facilities in place with Westpac for all of its operating businesses. The facilities consist of overdraft facilities, term loans, bank guarantees and other ancillary facilities.

Each subsidiary's debt facilities is granted security by that entity, the corporate partners of that entity, limited personal guarantees of the operating business owners, and a guarantee provided by the parent over all existing and future assets and undertakings.

Subsidiaries also have bilateral arrangements in place with Westpac and other financiers for other facilities including credit cards, equipment finance, and bank guarantees. These facilities and their securities are permitted under the Westpac arrangements.

Parent entity facilities
As at 30 June 2023, the parent has a $3,000,000 revolving line of term credit. The debt facilities are granted security over the parent entity, as well as the guarantor group which comprises Kelly Partners Group Holdings Limited and the majority of its wholly owned subsidiaries.

The parent entity also has bilateral arrangements in place with Westpac and other financiers for ancillary facilities including credit cards, equipment finance, and bank guarantees. These facilities and their securities are permitted under the Westpac arrangements.

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Note 20. Borrowings (continued)

Covenants
The Group's financier has financial covenants in place, which may act to limit the total indebtedness of the Group under certain circumstances, such as if there were a significant drop in earnings. As at balance date, the Group is in compliance with its financial covenants.

Related party loans
Refer to note 33 for further information.

Financing arrangements
Unrestricted access was available at the reporting date to the following lines of credit:

	Consolidated	
	2023 $'000	2022 $'000
Total facilities		
Bank overdraft	16,280	11,450
Bank loans	33,920	30,452
Related party loan	1,175	2,200
	51,375	44,102
Used at the reporting date		
Bank overdraft	11,114	1,965
Bank loans	32,960	30,172
Related party loan	1,175	2,200
	45,249	34,337
Unused at the reporting date		
Bank overdraft	5,166	9,485
Bank loans	960	280
Related party loan	-	-
	6,126	9,765

Note 21. Lease liabilities

	Consolidated	
	2023 $'000	2022 $'000
Current liabilities		
Lease liabilities	2,798	2,372
Non-current liabilities		
Lease liabilities	21,125	15,907
	23,923	18,279

Refer to note 28 for further information on financial instruments.

Contractual maturities of lease liabilities at 30 June 2023 and 30 June 2022 is set out below:

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Note 21. Lease liabilities (continued)

	Carrying amount $'000	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Consolidated - 2023						
Lease liabilities	23,923	2,798	2,410	7,253	11,462	23,923
Consolidated - 2022						
Lease liabilities	18,279	2,372	2,068	4,858	8,981	18,279

Note 22. Provisions

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current liabilities		
Employee entitlements	4,075	3,432
Non-current liabilities		
Employee entitlements	640	460
	4,715	3,892

Note 23. Contingent consideration

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current liabilities		
Contingent consideration	4,112	2,032
Non-current liabilities		
Contingent consideration	2,370	3,395
	6,482	5,427

Contingent consideration relates to the fair value of the contingent component of the purchase price of the acquisitions completed in the current and prior period(s).

Contingent consideration is classified as Level 3 in the fair value hierarchy and has been estimated using a present value approach. The contingent consideration fair value is estimated by discounting the future cash outflows by the discount rate disclosed in note 17. The discount rate is calculated using the WACC of the Group.

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Note 23. Contingent consideration (continued)

A reconciliation of the movement in contingent consideration for the financial year is set out below:

	Consolidated 2023 $'000	Consolidated 2022 $'000
Opening balance	5,427	2,170
Additions	2	125
Additions through business combination (note 35)	2,427	3,530
Change in fair value of contingent consideration	(1,859)	(417)
Settled in cash	(84)	(326)
Fair value movement - unwinding of interest	569	345
	6,482	5,427

Change in fair value of contingent consideration relates to acquisition completed where the vendor had not achieved the required targets for the payments of the contingent consideration in full.

Note 24. Other financial liabilities

	Consolidated 2023 $'000	Consolidated 2022 $'000
Current liabilities		
Loans from partners	71	80
Loans from others	1,428	-
	1,499	80
Non-current liabilities		
Loans from partners	1,048	1,045
Loans from others	942	-
	1,990	1,045
	3,489	1,125

The current portion of 'Loans from others' primarily relates to the upfront payment made for the acquisition of the East Sydney business on 5 July 2023. Although the payment occurred on 5 July 2023, the completion of the transaction was back dated to 3 April 2023.

The non-current portion of 'Loans from others' relates to working capital loans provided by vendors to Kelly Partners' operating businesses as per the terms of the acquisitions. These loans are typically repaid at the same time as the payment of the contingent consideration.

Refer to note 14 for details on loans to and from partners.

Note 25. Issued capital

	Consolidated 2023 Shares	Consolidated 2022 Shares	Consolidated 2023 $'000	Consolidated 2022 $'000
Ordinary shares - fully paid	45,000,000	45,000,000	13,470	13,470

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Note 25. Issued capital (continued)

Ordinary shares
Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
On 11 October 2021, the Company announced the continuation of its share buy-back program of up to 5% of the minimum number of Company's shares outstanding in the last 12 months. The program expired on 11 October 2022 and has not been renewed.

Capital risk management
Management controls the capital of the Group in order to maintain acceptable debt to equity and debt to EBITDA ratios, provide the shareholders and partners with adequate returns and ensure that the Group can fund its operations and continue as a going concern. The Group's capital includes ordinary share capital and financial liabilities.

There are no externally imposed capital requirements other than the financial covenants outlined in note 20.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and the market. These responses include the management of debt levels, distributions to shareholders and partners and share issues.

There have been no changes to the strategy adopted by management to manage the capital of the Group since the prior year.

Note 26. Reserve

	Consolidated 2023 $'000	Consolidated 2022 $'000
Foreign currency reserve	(30)	2

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

Movements in reserve
Movements in reserve during the current and previous financial year are set out below:

Consolidated	Foreign currency $'000
Balance at 1 July 2021	-
Foreign currency translation	4
Less: share of non-controlling interest	(2)
Balance at 30 June 2022	2
Foreign currency translation	(30)
Less: share of non-controlling interest	(2)
Balance at 30 June 2023	(30)

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Note 27. Dividends

Dividends paid during the financial year were as follows:

	Consolidated	
	2023	2022
During the year ended 30 June 2023:	$'000	$'000
For the year ended 30 June 2023:		
First interim dividend of $0.00399 per ordinary share, paid on 29 July 2022	180	-
Second interim dividend of $0.00399 per ordinary share, paid on 31 August 2022	180	-
Third interim dividend of $0.00399 per ordinary share, paid on 30 September 2022	180	-
Fourth interim dividend of $0.00399 per ordinary share, paid on 31 October 2022	180	-
Fifth interim dividend of $0.00399 per ordinary share, paid on 30 November 2022	180	-
Sixth interim dividend of $0.00399 per ordinary share, paid on 30 December 2022	180	-
Seventh interim dividend of $0.00399 per ordinary share, paid on 31 January 2023	180	-
Eighth interim dividend of $0.00399 per ordinary share, paid on 28 February 2023	180	-
Ninth interim dividend of $0.00399 per ordinary share, paid on 31 March 2023	180	-
Tenth interim dividend of $0.00399 per ordinary share, paid on 28 April 2023	180	-
Eleventh interim dividend of $0.00399 per ordinary share, paid on 31 May 2023	180	-
Twelfth interim dividend of $0.00399 per ordinary share, paid on 30 June 2023	180	-
	2,160	-
For the year ended 30 June 2022:		
Final dividend of $0.0139 per ordinary share, paid on 5 August 2022	626	-
Final dividend of $ 0.0011 per ordinary share, paid on 31 August 2022	50	-
Special dividend of $0.0116 per ordinary share, paid on 31 August 2022	522	-
Special dividend of $0.0116 per ordinary share, paid on 30 September 2022	522	-
	1,720	-
During the year ended 30 June 2022:		
For the year ended 30 June 2022:		
First interim dividend of $0.00363 per ordinary share, paid on 30 July 2021	-	163
Second interim dividend of $0.00363 per ordinary share, paid on 31 August 2021	-	163
Third interim dividend of $0.00363 per ordinary share, paid on 30 September 2021	-	163
Fourth interim dividend of $0.00363 per ordinary share, paid on 29 October 2021	-	163
Fifth interim dividend of $0.00363 per ordinary share, paid on 30 November 2021	-	163
Sixth interim dividend of $0.00363 per ordinary share, paid on 31 December 2021	-	163
Seventh interim dividend of $0.00363 per ordinary share, paid on 31 January 2022	-	163
Eighth interim dividend of $0.00363 per ordinary share, paid on 28 February 2022	-	163
Ninth interim dividend of $0.00363 per ordinary share, paid on 31 March 2022	-	163
Tenth interim dividend of $0.00363 per ordinary share, paid on 29 April 2022	-	163
Eleventh interim dividend of $0.00363 per ordinary share, paid on 31 May 2022	-	163
Twelfth interim dividend of $0.00363 per ordinary share, paid on 30 June 2022	-	163
	-	1,956
For the year ended 30 June 2021:		
Final dividend of $0.00680 per ordinary share, paid on 20 August 2021	-	306
Special dividend of $0.00520 per ordinary share, paid on 20 August 2021	-	234
Special dividend of $0.00440 per ordinary share, paid on 30 September 2021	-	198
Special dividend of $0.00800 per ordinary share, paid on 29 October 2021	-	364
	-	1,102
Total	3,880	3,058

Final dividend for the year ended 30 June 2023 will be declared and paid prior to November 2023 and will be at a minimum 1.65 cents per share. Total ordinary dividends (excluding special dividends) for the year ended 30 June 2023 including the final dividend is expected to be 6.44 cents per share, representing a 10% increase on prior year ordinary dividends.

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Note 27. Dividends (continued)

Franking credits

	Consolidated	
	2023 $'000	2022 $'000
Franking credits available for subsequent financial years	3,884	3,859

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:
- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Note 28. Financial instruments

Financial risk management objectives

The Group is exposed to a variety of financial risks through its use of financial instruments: market risk (including interest rate risk and price risk), credit risk and liquidity risk.

The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The Group does not use derivative financial instruments or speculate in financial assets.

Risk management is carried out by senior management under policies approved by the Board of Directors ('the Board'). The policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Management identifies and evaluates financial risks within the Group's businesses and reports to the Board on a regular basis.

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable, bank loans and overdrafts, loans to and from subsidiaries, and leases.

Market risk

Price risk
The Group is not exposed to any significant market risk in relation to the prices it charges for the provision of professional services.

Interest rate risk
The Group is exposed to interest rate risk as funds are borrowed at floating and fixed rates. Borrowings issued at floating rates expose the Group to fair value interest rate risk.

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting date, the Group is exposed to changes in market interest rates through its bank borrowings, which are subject to variable interest rates.

The following table illustrates the sensitivity on the net result for the year and equity to a reasonably possible change in interest rates of 1% and -1% (2022: +1% and -1%), with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions.

The calculations are based on the financial instruments held at each reporting date. All other variables are held constant.

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Note 28. Financial instruments (continued)

Borrowings	2023 Weighted average interest rate %	2023 +1% $'000	2023 -1% $'000	2022 Weighted average interest rate %	2022 +1% $'000	2022 -1% $'000
Bank overdrafts	8.22%	(111)	111	4.74%	(20)	20
Bank loans	7.56%	(330)	330	4.56%	(302)	302

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan and no active enforcement activity.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The Group maintains cash and available facilities to meet its liquidity requirements for up to a minimum 30-day period.

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, on a day-to-day and week-by-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day periods are identified monthly.

At the reporting date, these reports indicate that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

The Group's financial liabilities have contractual maturities which are summarised below:

Consolidated - 2023	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	1,591	-	-	-	1,591
Other payables	-	4,469	-	-	-	4,469
Contingent consideration	-	4,112	2,370	-	-	6,482
Interest-bearing						
Bank overdraft	8.22%	11,114	-	-	-	11,114
Bank loans*	7.56%	6,976	6,881	16,084	3,018	32,959
Related party loans	9.50%	1,175	-	-	-	1,175
Lease liabilities	5.29%	2,798	2,410	7,253	11,462	23,923
Total non-derivatives		32,235	11,661	23,337	14,480	81,713

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Note 28. Financial instruments (continued)

Lease liabilities of $2,798,000 includes $1,371,300 payable within 6 months.

* As at 30 June 2023, bank loans of $6,976,000 represents the current portion of long term debt which is being repaid under scheduled amortisation repayments, and is not expected to be refinanced or face refinance risk.

Consolidated - 2022	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	992	-	-	-	992
Other payables	-	3,002	-	-	-	3,002
Contingent consideration	-	2,032	3,395	-	-	5,427
Interest-bearing						
Bank overdrafts	4.74%	1,965	-	-	-	1,965
Bank loans*	4.56%	7,274	6,130	14,528	2,240	30,172
Related party loans	9.50%	2,200	-	-	-	2,200
Lease liabilities	5.11%	2,372	2,068	4,858	8,981	18,279
Total non-derivatives		19,837	11,593	19,386	11,221	62,037

Lease liabilities of $2,372,000 includes $1,188,000 payable within 6 months.

* As at 30 June 2022, bank loans of $6,817,000 represents the current portion of long term debt which is being repaid under scheduled amortisation repayments, and is not expected to be refinanced or face refinance risk.

Fair value of financial instruments

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The carrying value less impairment provision of trade and other receivables and of trade and other payables is a reasonable approximation of their fair values due to the short-term nature of these balances.

Note 29. Key management personnel disclosures

Compensation

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

	Consolidated 2023 $	Consolidated 2022 $
Short-term employee benefits	1,023,676	466,284
Post-employment benefits	36,124	33,931
Long-term benefits	-	43,237
	1,059,800	543,452

Other key management personnel transactions

For details of other transactions with key management personnel, refer to note 33.

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Note 30. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by the auditors of the Company:

	Consolidated	
	2023	2022
	$	$
Audit services - William Buck Accountants & Advisors		
Audit or review of the financial statements	92,353	86,600
Other services - National Audits Group		
Audit of operating business' trust accounts	1,325	5,465
	93,678	92,065

Note 31. Contingent liabilities

Bank guarantees as at 30 June 2023 totalling $1,239,000 (2022: $933,000) have been provided in relation to the leases of various premises by the Group. These guarantees will only be payable in specific circumstances, such as failure to meet rental liabilities. In the opinion of the directors, no loss will result to the Group as a result of these guarantees.

Guarantees have been provided in relation to the banking facilities of the operating businesses by the parent entity. These guarantees will only be payable in specific circumstances, such as when the operating business is unable to meet its repayment obligations.

Contingent considerations in respect of acquisitions are carried on balance sheet and are not classified as contingent liabilities by the management.

Except as noted above, in the opinion of the directors, the Group did not have any contingencies at 30 June 2023 and 30 June 2022.

Note 32. Commitments

	Consolidated	
	2023	2022
	$'000	$'000
Short-term lease commitments		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	85	49
Capital commitments		
Committed at the reporting date but not recognised as liabilities, payable:		
Property, plant and equipment	650	-

Capital commitments relate to the purchase of a commercial property in Leeton settled on 28 July 2023.

Note 33. Related party transactions

Parent entity
Kelly Partners Group Holdings Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 36.

Key management personnel
Disclosures relating to key management personnel are set out in note 29 and the remuneration report included in the directors' report.

Note 33. Related party transactions (continued)

Transactions with related parties
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Loans to/(from) related parties

Key management personnel

	2023 $	2022 $
Loans to directors:		
Balance at the beginning of the year	-	(73,926)
- loans advanced	1,796,423	-
- interest on loans	31,415	(237)
- payment	(967,157)	74,163
Balance at the end of the year	860,681	-

On 30 October 2022, the Board of Directors approved a loan facility to Brett Kelly. The facility is secured and personally guaranteed by Brett Kelly with interest charged at commercial rates. A significant amount of the loan facility will be repaid by November 2023 via an offset of the director’s dividends paid by the Company.

Kelly Partners (Canberra) Property Trust

	2023 $	2022 $
Loans from related party:		
Balance at the beginning of the year	(2,200,000)	-
- loans from	-	(2,200,000)
- interest on loan	(163,381)	(110,512)
- payment	1,188,381	110,512
Balance at the end of the year	(1,175,000)	(2,200,000)

Kelly Partners (Investment Office) Pty Ltd is the investment manager of Kelly Partners Investment Office Special Opportunities Fund #2. Kelly Partners (Canberra) Property Trust is a wholly owned subsidiary of Kelly Partners Group Holdings Limited.

On 20 December 2021, the Kelly Partners Investment Office Special Opportunities Fund #2 advanced a short term loan facility of $2.2m to Kelly Partners (Canberra) Property Trust, to assist with the purchase of Unit 141, 39 Eastlake Parade, Kingston ACT ('the Canberra Property'). The facility is secured by a mortgage over the Canberra Property and is guaranteed by Kelly Partners Group Holdings Limited. The term of the facility is 12 months with interest charged at commercial rates and was extended for a further 12 months during the year ended 30 June 2023.

On 11 January 2023, $1.0m of the loan was refinanced with a commercial bank.

The Kelly Partners Canberra business has operated out of the Canberra Property since April 2022.

Employee Share trust
In FY2022 and FY2023, a number of operating businesses paid amounts to an Employee Share Trust as part of the Employee Share Scheme ('ESS'). The monies received by the Employee Share Trust were used to acquire the shares of Kelly Partners Group Holdings Limited (KPG.ASX).

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Note 33. Related party transactions (continued)

	2023 $	2022 $
Loans to Employee Share trust:		
Balance at the beginning of the year	898,129	116,999
- loans advanced	771,700	768,840
- interest on loan	61,204	13,957
- repayment of loans	(13,139)	(1,667)
Balance at the end of the year	1,717,894	898,129

Partners
Loans (to)/from partners are set out in note 14 and note 24.

Other loans
Loans from others are set out in note 24.

Direct interest in subsidiaries
The following related parties hold a direct interest in the respective subsidiary of the Group:

Related party	Subsidiary	2023 Interest held	2022 Interest held
Paul Kuchta	Kelly Partners (Sydney) Pty Ltd	10.20%	9.00%
Ada Poon	Kelly Partners North Sydney Partnership	10.00%	9.75%

Note 34. Parent entity information

Set out below is the supplementary information about the parent entity. The following table summarises the standalone financial information of the parent entity and is before intercompany eliminations and adjustments on consolidation.

Statement of profit or loss and other comprehensive income

	2023 $'000	2022 $'000
Profit after income tax	3,312	5,878
Total comprehensive income	3,312	5,878

Statement of financial position

	2023 $'000	2022 $'000
Total current assets	6,566	9,179
Total non-current assets	32,672	25,471
Total assets	39,238	34,650
Total current liabilities	3,516	2,543
Total non-current liabilities	13,004	8,746
Total liabilities	16,520	11,289
Net assets	22,718	23,361

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Note 34. Parent entity information (continued)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
Each subsidiary's debt facilities are granted security by that entity, the corporate partners of that entity, limited personal guarantees of the operating business owners, and a guarantee provided by the parent over all existing and future assets and undertakings.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2023 and 30 June 2022.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 35. Business combinations

Acquisitions during year ended 30 June 2023

Kelly Partners Hunter Region
On 1 July 2022, Kelly Partners Group Holdings Limited acquired an accounting business in Hunter Region, NSW, which has operated through Kelly Partners Hunter Region Partnership post completion.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The NCI is valued based on a proportion of net assets.

The acquired business contributed revenues of $4,803,000 and a net profit before tax and amortisation of $982,000 to the Group for the period from 1 July 2022 to 30 June 2023. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $'000
Trade receivables	528
Loans receivable	716
Customer relationships	2,439
Plant and equipment	150
Right-of-use assets	1,936
Other assets	108
Trade & Other payables	(220)
Borrowings	(417)
Deferred tax liability	(632)
Employee benefits	(374)
Lease liability	(2,186)
Other liabilities	(134)
Net assets acquired	1,914
Goodwill	1,666
Acquisition-date fair value of the total consideration transferred	3,580
Representing:	
Cash paid or payable to vendor	1,926
Contingent consideration	442
Equity contribution from NCI	1,212
	3,580

Kelly Partners Maitland
On 4 October 2022, Kelly Partners (Maitland) Pty Ltd acquired an accounting business in Maitland, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The NCI is valued based on a proportion of net assets.

The acquired business contributed revenues of $1,900,000 and a net profit before tax and amortisation of $641,000 to the Group for the period from 4 October 2022 to 30 June 2023. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	1,563
Deferred tax liability	(221)
Employee benefits	(96)
Net assets acquired	1,246
Goodwill	835
Acquisition-date fair value of the total consideration transferred	2,081
Representing:	
Cash paid or payable to vendor	680
Contingent consideration	287
Equity contribution from NCI	1,114
	2,081

Other business combinations during the year ended 30 June 2023
Details of accounting businesses acquired

Entity	Location of business acquired	Date of acquisition
Kelly Partners Leeton	Leeton, NSW	01/09/2022
Kelly Partners Palm Beach	Palm Beach, QLD	08/09/2022
Kelly Partners Melbourne	Melbourne, VIC	08/11/2022
Kelly Partners South West Brisbane	South West Brisbane, QLD	05/12/2022
Kelly Partners Brisbane	Brisbane,QLD	03/04/2023
Kelly Partners East Sydney	Sydney, NSW	03/04/2023

The goodwill is attributable to synergies expected to be achieved from integrating the businesses in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired businesses achieving the target revenue post completion.

The NCI is valued based on a proportion of net assets.

The acquired businesses contributed revenues of $3,816,000 and a net profit before tax and amortisation of $372,000 to the Group for the period from the date businesses were acquired to the period ended 30 June 2023. Note the revenue and loss figures disclosed here may be part year and include implementation and restructuring costs that may be one off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisitions in aggregate are as follows:

	Fair value $'000
Trade receivables	440
Accrued Income	124
Plant and equipment	2
Right-of-use assets	224
Customer relationships	4,373
Deferred tax liabilities	(751)
Employee benefits	(511)
Lease liability	(247)
Other liabilities	(374)
Net assets acquired	3,280
Goodwill	2,680
Acquisition-date fair value of the total consideration transferred	5,960
Representing:	
Cash paid or payable to vendor*	3,395
Contingent consideration*	1,698
Equity contribution from NCI	707
Vendor working capital loan	160
	5,960

* Where existing partners of Kelly Partners acquired an interest in the acquired business together with Kelly Partners Group Holdings Limited, both 'Cash paid to vendor' and 'Contingent consideration' include an NCI component.

'Equity contribution from NCI' represents the equity contribution from the existing vendor where the vendor retained a share of equity interest in the acquired business.

Acquisitions during the year ended 30 June 2022

Kelly Partners Newcastle (formerly Kelly Partners Hunter Region)
On 1 July 2021, Kelly Partners (Newcastle) Pty Ltd acquired an accounting business in Newcastle, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $1,047,000 and a net profit before tax and amortisation of $94,000 to the Group for the period from 1 July 2021 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	313
Deferred tax liabilities	(35)
Employee benefits	(84)
Net assets acquired	194
Goodwill	890
Acquisition-date fair value of the total consideration transferred	1,084
Representing:	
Cash paid or payable to vendor	782
Contingent consideration	302
	1,084

Kelly Partners Sydney
On 12 July 2021, Kelly Partners (Sydney) Pty Ltd acquired an accounting business in Sydney, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $2,535,000 and a net profit before tax and amortisation of $818,000 to the Group for the period from 12 July 2021 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	1,000
Right-of-use assets	166
Deferred tax liabilities	(239)
Employee benefits	(203)
Lease liabilities	(209)
Net assets acquired	515
Goodwill	1,694
Acquisition-date fair value of the total consideration transferred	2,209
Representing:	
Cash paid or payable to vendor	1,802
Contingent consideration	407
	2,209

Kelly Partners Western Sydney
On 11 November 2021, Kelly Partners (Western Sydney) Pty Ltd acquired an accounting business in Penrith, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

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Note 35. Business combinations (continued)

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The NCI is valued based on a proportion of net assets.

The acquired business contributed revenues of $3,049,000 and a net profit before tax and amortisation of $961,000 to the Group for the period from 11 November 2021 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	3,114
Deferred tax liabilities	(398)
Employee benefits	(466)
Net assets acquired	2,250
Goodwill	3,808
Acquisition-date fair value of the total consideration transferred	6,058
Representing:	
Cash paid or payable to vendor	3,102
Equity contribution from NCI	2,100
Contingent consideration	856
	6,058

Kelly Partners Canberra
On 1 December 2021, Kelly Partners (Canberra) acquired an accounting business in Canberra, ACT.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $272,000 and a net profit before tax and amortisation of $53,000 to the Group for the period from 1 December 2021 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $'000
Fixed assets	10
Accrued income	8
Customer relationships	599
Deferred tax liabilities	(46)
Employee benefits	(5)
Net assets acquired	566
Goodwill	472
Acquisition-date fair value of the total consideration transferred	1,038
Representing:	
Cash paid or payable to vendor	936
Contingent consideration	102
	1,038

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Kelly Partners Melbourne
On 17 January 2022, Kelly Partners (Melbourne CBD) Pty Ltd acquired an accounting business in Carlton, VIC.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $720,000 and a net profit before tax and amortisation of $202,000 to the Group for the period from 17 January 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	951
Deferred tax liabilities	(119)
Employee benefits	(171)
Net assets acquired	661
Goodwill	619
Acquisition-date fair value of the total consideration transferred	1,280
Representing:	
Cash paid or payable to vendor	782
Contingent consideration	498
	1,280

Kelly Partners Northern Beaches
On 1 February 2022, Kelly Partners (Northern Beaches) Pty Ltd acquired an accounting business in Narrabeen, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Note 35. Business combinations (continued)

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $407,000 and a net profit before tax and amortisation of $147,000 to the Group for the period from 1 February 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	744
Deferred tax liabilities	(102)
Employee benefits	(80)
Net assets acquired	562
Goodwill	134
Acquisition-date fair value of the total consideration transferred	696
Representing:	
Cash paid or payable to vendor	493
Contingent consideration	203
	696

Kelly Partners Private Wealth (Northern Beaches)

On 1 February 2022, Kelly Partners Private Wealth (Northern Beaches) Pty Ltd acquired a wealth management business in Narrabeen, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $197,000 and a net loss before tax and amortisation of $76,000 to the Group for the period from 1 February 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	622
Deferred tax liabilities	(124)
Employee benefits	(77)
Net assets acquired	421
Goodwill	403
Acquisition-date fair value of the total consideration transferred	824
Representing:	
Cash paid or payable to vendor	587
Contingent consideration	237
	824

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Note 35. Business combinations (continued)

Kelly Partners Canberra

On 1 February 2022, Kelly Partners (Canberra) acquired an accounting business in Canberra, ACT.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $375,000 and a net profit before tax and amortisation of $48,000 to the Group for the period from 1 February 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	779
Deferred tax liabilities	(59)
Employee benefits	(12)
Net assets acquired	708
Goodwill	346
Acquisition-date fair value of the total consideration transferred	1,054
Representing:	
Cash paid or payable to vendor	874
Contingent consideration	180
	1,054

Kelly Partners Central Coast

On 1 March 2022, Kelly Partners (Central Coast) Pty Ltd acquired an accounting business in Erina, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

The acquired business contributed revenues of $341,000 and a net profit before tax and amortisation of $221,000 to the Group for the period from 1 March 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Accrued income	20
Customer relationships	584
Deferred tax liabilities	(83)
Employee benefits	(33)
Net assets acquired	488
Goodwill	352
Acquisition-date fair value of the total consideration transferred	840
Representing:	
Cash paid or payable to vendor	840

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Note 35. Business combinations (continued)

Kelly Partners Private Wealth (Central Coast & Hunter Region)
On 1 March 2022, Kelly Partners Private Wealth (Central Coast & Hunter Region) Pty Ltd acquired a wealth management business in Erina, NSW.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $95,000 and a net profit before tax and amortisation of $11,000 to the Group for the period from 1 March 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	114
Deferred tax liabilities	(34)
Employee benefits	(12)
Net assets acquired	68
Goodwill	461
Acquisition-date fair value of the total consideration transferred	529
Representing:	
Cash paid or payable to vendor	434
Contingent consideration	95
	529

Kelly Partners Bendigo
On 1 April 2022, Kelly Partners (Bendigo) Pty Ltd acquired an accounting business in Bendigo, VIC.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The NCI is valued based on a proportion of net assets.

The acquired business contributed revenues of $1,059,000 and a net profit before tax and amortisation of $100,000 to the Group for the period from 1 April 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

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Note 35. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $'000
Fixed assets	98
Right-of-use assets	17
Customer relationships	3,265
Lease liabilities	(21)
Deferred tax liabilities	(446)
Employee benefits	(289)
Net assets acquired	2,624
Goodwill	1,558
Acquisition-date fair value of the total consideration transferred	4,182
Representing:	
Cash paid or payable to vendor	1,488
Equity contribution from NCI	2,090
Contingent consideration	604
	4,182

Kelly Partners Growth Consulting Pty Ltd
On 5 April 2022, Kelly Partners Growth Consulting Pty Ltd acquired a consulting business in Melbourne, VIC.

The goodwill is attributable to synergies expected to be achieved from integrating the business in to the Kelly Partners system. The goodwill recognised is not deductible for tax purposes.

Contingent consideration is based on the acquired business achieving the target revenue post completion.

The acquired business contributed revenues of $70,000 and a net profit before tax and amortisation of $49,000 to the Group for the period from 5 April 2022 to 30 June 2022. Note the revenue and profit figures disclosed here may be part year and include implementation and restructuring costs that may be one-off and non-recurring in nature.

Details of the acquisition are as follows:

	Fair value $'000
Customer relationships	100
Deferred tax liabilities	(30)
Net assets acquired	70
Goodwill	57
Acquisition-date fair value of the total consideration transferred	127
Representing:	
Cash paid or payable to vendor	81
Contingent consideration	46
	127

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Note 36. Interests in subsidiaries

(a) Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
KP GH NS Pty Ltd	Australia	100.00%	100.00%
Kelly Partners North Sydney Partnership	Australia	60.00%	58.25%
KP GH CC Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Central Coast Partnership	Australia	50.10%	50.10%
KP GH WS Pty Ltd	Australia	100.00%	100.00%
Kelly Partners (Western Sydney) Partnership	Australia	50.01%	50.01%
KP GH SWS Pty Ltd	Australia	100.00%	100.00%
Kelly Partners South West Sydney Partnership	Australia	50.50%	50.50%
Kelly Partners Management Services Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Services Trust	Australia	100.00%	100.00%
KP GH NW Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Norwest Partnership	Australia	52.55%	51.00%
KP GH TC Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Tax Consulting Partnership	Australia	51.00%	51.00%
Kelly Partners (Strategy Consulting) Pty Ltd	Australia	100.00%	100.00%
KP GH BM Pty Ltd (formerly KP GH BMCT Pty Ltd)	Australia	100.00%	100.00%
Kelly Partners Blue Mountains Partnership	Australia	51.00%	51.00%
KP GH WO Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Wollongong Partnership	Australia	59.64%	59.64%
KP GH NB Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Northern Beaches Partnership	Australia	51.00%	51.00%
KP GH SH Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Southern Highlands Partnership	Australia	51.00%	51.00%
Kelly Partners (South West Sydney) Trust	Australia	100.00%	50.50%
Kelly Partners Oran Park Partnership	Australia	50.10%	25.30%
Super Certain Pty Ltd	Australia	50.50%	50.50%
Kelly Partners Management Services (Hong Kong) Limited	Hong Kong	51.00%	51.00%
KP GH FIN Pty Ltd	Australia	100.00%	100.00%
KP GH WM Pty Ltd	Australia	100.00%	100.00%
KP GH HK Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Finance Partnership	Australia	51.00%	51.00%
Kelly Partners Private Wealth Sydney Partnership	Australia	51.00%	51.00%
Kelly Partners Property Group Holdings Pty Ltd	Australia	100.00%	100.00%
Kelly Property Group Pty Ltd	Australia	100.00%	100.00%
Kelly Partners (Central Coast) Property Trust	Australia	51.00%	51.00%
KP GH SYD CBD Pty Ltd	Australia	100.00%	100.00%
Kelly Partners (Sydney) Pty Ltd	Australia	52.55%	50.05%
KP GH IW Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Inner West Partnership	Australia	51.00%	51.00%
Kelly Partners (Tax Legal) Pty Ltd	Australia	51.00%	51.00%
Kelly Partners (Sydney) Audit Partnership	Australia	99.97%	99.97%
Kelly Partners Private Wealth Group Holdings Pty Ltd	Australia	100.00%	100.00%
KP GH MCBD Pty Ltd	Australia	100.00%	100.00%
KP GH CA Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Corporate Advisory Partnership	Australia	51.00%	51.00%
Kelly Partners SMSF Advisory Pty Ltd	Australia	100.00%	100.00%
KPIO Pty Ltd	Australia	75.50%	75.50%
Kelly Partners Private Wealth Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Melbourne CBD Partnership	Australia	51.00%	51.00%
Kelly Partners Private Wealth Wholesale Partnership	Australia	51.00%	51.00%
Kelly Partners Alternative Asset Management Pty Ltd	Australia	100.00%	100.00%

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Note 36. Interests in subsidiaries (continued)

Name	Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
Kelly Partners Ancillary Services Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Finance (Central Coast & Hunter Region) Pty Ltd	Australia	51.00%	51.00%
Kelly Partners (Investment Office) 3 Pty Ltd (formerly Kelly Partners Investment Office (Locations) Pty Ltd)	Australia	100.00%	100.00%
Kelly Partners (Investment Office) Pty Ltd	Australia	51.00%	51.00%
Kelly Partners Life Insurance Services (Central Coast & Hunter Region) Pty Ltd	Australia	51.00%	51.00%
Kelly Partners Private Wealth (Central Coast & Hunter Region) Pty Ltd	Australia	51.00%	51.00%
KP GH AI Pty Ltd	Australia	100.00%	100.00%
KP GH HR Pty Ltd (formerly KP GH Care Pty Ltd)	Australia	100.00%	100.00%
KP GH CT Pty Ltd	Australia	100.00%	100.00%
KP GH FIN CC Pty Ltd	Australia	100.00%	100.00%
KP GH GI Pty Ltd	Australia	100.00%	100.00%
KP GH NE Pty Ltd (formerly KP GH HR Pty Ltd)	Australia	100.00%	100.00%
KP GH IS CC Pty Ltd	Australia	100.00%	100.00%
KP GH PW Pty Ltd	Australia	100.00%	100.00%
KPGH Pty Ltd	Australia	100.00%	100.00%
Cancer Schmancer Movement Limited (public company limited by guarantee – registered charity)	Australia	100.00%	100.00%
Kelly Partners Newcastle Partnership (formerly Kelly Partners Hunter Region Partnership)	Australia	51.00%	51.00%
Kelly Partners Central Tablelands Partnership	Australia	68.00%	68.00%
Kelly Partners Pittwater Partnership	Australia	51.00%	51.00%
Kelly Partners (Growth Consulting) Pty Ltd	Australia	100.00%	100.00%
Kelly Partners Strategic Alliances Pty Ltd	Australia	100.00%	100.00%
KP GH BD Pty Ltd	Australia	100.00%	100.00%
KP GH UNS Pty Ltd	Australia	100.00%	100.00%
KP GH WM CC Pty Ltd	Australia	100.00%	100.00%
KP GH WM NB Pty Ltd	Australia	100.00%	100.00%
KP GH LE Pty Ltd	Australia	100.00%	100.00%
Kelly Partners (Southport) Pty Ltd	Australia	100.00%	100.00%
KP GH GC Pty Ltd	Australia	100.00%	100.00%
Better Life Accounting Pty Ltd	Australia	100.00%	100.00%
Kelly Partners (Investment Office) Global Pty Ltd	Australia	51.00%	100.00%
KP GH PM Pty Ltd	Australia	100.00%	100.00%
KP GH HR & C Pty Ltd	Australia	100.00%	100.00%
KP GH PW MB Pty Ltd	Australia	100.00%	100.00%
Kelly Partners General Insurance Partnership	Australia	99.99%	99.99%
Kelly Partners Private Wealth Northern Beaches Partnership	Australia	76.00%	76.00%
Kelly Partners Bendigo Partnership	Australia	50.01%	50.01%
Kelly Partners (Canberra) Property Trust	Australia	100.00%	100.00%
Kelly Partners (Central Tablelands) Property Trust	Australia	90.00%	90.00%
Kelly Partners Property Fund	Australia	100.00%	100.00%
Kelly Partners Leeton Partnership	Australia	50.01%	-
Kelly Partners Palm Beach Partnership	Australia	50.10%	-
Kelly Partners South West Brisbane Partnership	Australia	80.00%	-
Kelly Partners Brisbane CBD Partnership	Australia	50.10%	-
Kelly Partners Gold Coast Partnership	Australia	50.05%	-
Kelly Partners Hunter Region Partnership	Australia	51.00%	-
Kelly Partners Maitland Partnership	Australia	50.10%	-
Addison Partners Pty Ltd	Australia	51.00%	-

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Note 36. Interests in subsidiaries (continued)

Name	Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
Addison Partners Audit & Assurance Pty Ltd	Australia	51.00%	-
Addison Partners SMSF Pty Ltd	Australia	51.00%	-
Kelly Partners HR & Consulting Partnership	Australia	51.00%	-
Kelly Partners Sydney CBD Partnership	Australia	52.55%	-
KP GH PB Pty Ltd	Australia	100.00%	-
KP GH SWB Pty Ltd	Australia	100.00%	-
KP GH MA Pty Ltd	Australia	100.00%	-
KP GH BR Pty Ltd	Australia	100.00%	-
KP GH GR Pty Ltd	Australia	100.00%	-
Kelly Partners Griffith Partnership	Australia	50.10%	-
KP GH ES Pty Ltd	Australia	100.00%	-
Kelly Partners East Sydney Partnership	Australia	50.05%	-
KP GH HC GR Pty Ltd	Australia	100.00%	-
Kelly Partners HR Consulting & Payroll Services Riverina Partnership	Australia	50.10%	-
Kelly Partners General Insurance Partnership	Australia	99.99%	-
Austbrokers Kelly Partners Pty Ltd	Australia	50.00%	-
Kelly Partners (Investment Office) Baobab Pty Ltd	Australia	51.00%	-
BMF Group Sydney Pty Ltd	Australia	100.00%	-
Kelly Partners Client Experiences Pty Ltd	Australia	100.00%	-
KP GH WM BD Pty Ltd	Australia	100.00%	-
KP GH MU Pty Ltd	Australia	100.00%	-
Kelly Partners Group Holdings (USA) Inc.	United States	100.00%	-
Kelly Partners (Malibu) Inc.	United States	100.00%	-
KPGH1 Pty Ltd	Australia	100.00%	-
KPGH 2 Pty Ltd	Australia	100.00%	-
Kelly Partners Global Services (India) Private Limited	India	100.00%	-
Kelly Partners Group Holdings (UK) Ltd	United Kingdom	100.00%	-

The percentage of ownership interest held is equivalent to the percentage voting rights for all subsidiaries.

(b) Subsidiaries with non-controlling interests
The following table summarises the aggregate financial information in relation to the share of the Group's subsidiaries held by non-controlling interests. The information is before inter-company eliminations with other companies within the Group.

	Consolidated 2023 $'000	Consolidated 2022 $'000
Revenue	40,629	31,751
Profit attributable to non-controlling interests	7,135	7,766
Distributions to non-controlling interests	8,777	6,886
Current assets	16,354	15,290
Non-current assets	26,484	25,881
Current liabilities	(7,743)	(7,253)
Non-current liabilities	(17,820)	(18,737)
Net assets	17,275	15,181

(c) Consequences of changes in a parent's ownership in a subsidiary that do not result in a loss of control
There were no material changes to the parent entity's ownership in subsidiaries during the current and prior financial year.

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Note 36. Interests in subsidiaries (continued)

(d) Significant restrictions
There are no significant restrictions on the ability of the holding company or its subsidiaries to access or use the assets and settle the liabilities of the Group.

Note 37. Cash flow information

Reconciliation of profit after income tax to net cash from operating activities

	Consolidated 2023 $'000	Consolidated 2022 $'000
Profit after income tax expense for the year	11,063	13,329
Adjustments for:		
Depreciation and amortisation	9,551	6,330
Fair value movement - unwinding of interest	569	345
Other non-cash movements	(1,516)	(3,057)
Change in operating assets and liabilities:		
Increase in trade and other receivables	(2,974)	(4,982)
Decrease in deferred tax assets	384	1,859
Increase in trade and other payables	2,686	2,825
Increase/(decrease) in provision for income tax	(266)	932
Net cash from operating activities	19,497	17,581

Non-cash investing and financing activities

	Consolidated 2023 $'000	Consolidated 2022 $'000
Additions to the right-of-use assets	6,480	7,652
Adjustments as a result of a different treatment of extension and termination options	(604)	1,232
	5,876	8,884

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Note 37. Cash flow information (continued)

Changes in liabilities arising from financing activities

Consolidated	Bank loans $'000	Lease liabilities $'000	Related party loans $'000	Total $'000
Balance at 1 July 2021	16,505	11,047	-	27,552
Net cash used in financing activities	-	(3,382)	-	(3,382)
Acquisition of leases	-	8,541	-	8,541
Proceeds from borrowings	21,207	-	2,200	23,407
Repayment of borrowings	(7,540)	-	-	(7,540)
Interest on loan	-	-	111	111
Repayment of loan	-	-	(111)	(111)
Changes through business combinations (note 35)	-	230	-	230
Adjustments as a result of a different treatment of extension and termination options	-	1,183	-	1,183
Interest on lease liability	-	660	-	660
Balance at 30 June 2022	30,172	18,279	2,200	50,651
Net cash used in financing activities	-	(4,120)	-	(4,120)
Acquisition of leases	-	6,772	-	6,772
Proceeds from borrowings	11,592	-	-	11,592
Repayment of borrowings	(8,804)	-	-	(8,804)
Interest on loan	-	-	163	163
Repayment of loan	-	-	(1,188)	(1,188)
Changes through business combinations (note 35)	-	2,433	-	2,433
Adjustments as a result of a different treatment of extension and termination options	-	(720)	-	(720)
Interest on lease liability	-	1,279	-	1,279
Balance at 30 June 2023	32,960	23,923	1,175	58,058

Note 38. Events after the reporting period

Acquisitions
On 3 July 2023, a subsidiary of Kelly Partners Group Holdings Limited, acquired an accounting firm located in Griffith, NSW. The acquisition is expected to contribute approximately $7.0m to $10.0m in annual revenues to the consolidated Group and approximately $0.9m to $1.2m NPATA to the Parent (based on achieving benchmark profitability metrics post improvements). For further details on the above acquisition, please refer to the latest ASX announcements.

On 2 May 2023, a subsidiary of Kelly Partners Group Holdings Limited executed agreements to acquire an accounting firm located in Bundall, QLD. The acquisition is expected to contribute approximately $1.5m to $2.1m in annual revenues to the Consolidated Group and approximately $0.2m to $0.3m NPATA to the Parent (based on achieving benchmark profitability metrics post improvements). The acquisition is expected to complete in August 2023. For further details on the above acquisition, please refer to the latest ASX announcements.

Properties
On 28 July 2023, Kelly Partners (Central Coast) Property Trust completed the purchase of a commercial property in Leeton, NSW for $650,000. The purchase was funded through bank borrowings. Kelly Partners Leeton operates its accounting business from these premises.

Apart from the matters discussed above and dividends declared as disclosed in note 27, no other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes 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 Group's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

Brett Kelly
Executive Chairman and Chief Executive Officer

11 August 2023
Sydney

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William Buck
ACCOUNTANTS & ADVISORS

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Kelly Partners Group Holdings Limited
Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Kelly Partners Group Holdings Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit and 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 statements, including a summary of significant accounting policies and other explanatory information, 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 2023 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 auditor independence requirements of 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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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. This matter was 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 this matter.

KEY AUDIT MATTER	
Recovery of Goodwill and Intangible Assets **Refer also to note 17**	**How our audit addressed it**
The Group has $65,853k of intangible assets including: — Goodwill of $41,239k — Brand names and intellectual property of $3,300k — Customer relationships of $20,829k — Computer software of $485k The Group has assessed that the customer relationships and computer software have finite useful lives and are amortising these assets over their useful lives. The other intangible assets have indefinite useful lives. AASB 136 *Impairment of Assets* requires that an intangible asset with an indefinite useful life be tested annually for impairment. The recoverable amount of cash-generating units to which the goodwill and identifiable intangible assets are allocated are contingent on future cash flows and there is a risk that, if these cash flows do not meet the Group's expectations, the assets might be impaired. These recoverable amounts, which are based on the cash-generating unit's value in use, use cash flow forecasts in which the Directors make judgements over certain key inputs, for example, but not limited to, revenue growth, discount rates applied, long term growth rates and inflation rates. We have identified intangible assets as a key audit matter due to the judgement and assumptions applied in preparing the value in use model to satisfy the impairment test.	We have performed procedures to respond to the risk of misstatement of Goodwill and Intangible Assets, these procedures included: — Assessing the Group's determination of finite and indefinite useful lives of intangible assets; — Evaluating the Group's budgeting procedures (upon which the forecasts are based); — Assessing the principles and integrity of the cash flow models; — Consulting our own valuation specialists when considering the appropriateness of the discount rates and the long-term growth rates; — Testing the sensitivity of the value in use calculations to variations in the underlying assumptions; — Reviewing the historical accuracy by comparing actual results with the original forecasts; and — Assessing the amortisation rates used for customer relationships and computer software as well as testing the corresponding charges made in the year. We have also assessed the adequacy of the Group's disclosures in respect of the intangible assets.

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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 2023, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

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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 these financial statements is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our independent auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 17 to 23 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Kelly Partners Group Holdings Limited, for the year ended 30 June 2023, 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.

Yours faithfully

William Buck

William Buck (NSW)
Accountants & Advisors
ABN 16 021 300 521

Leo Tutt

L. E. Tutt
Partner
Sydney, 11 August 2023

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The shareholder information set out below was applicable as at 24 July 2023.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares	
	Number of holders	% of total shares issued
1 to 1,000	511	0.72
1,001 to 5,000	332	1.95
5,001 to 10,000	105	1.55
10,001 to 100,000	164	10.60
100,001 and over	46	85.18
	1,158	100.00
Holding less than a marketable parcel	1	0.01

The number of shareholders holding less than a marketable parcel of ordinary shares is based on Kelly Partners Group Holdings Limited's closing share price of $4.73 on 30 June 2023.

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
KELLY INVESTMENTS 1 PTY LTD < KELLY FAMILY A/C 1>	22,289,794	49.53
CITICORP NOMINEES PTY LIMITED	5,163,926	11.48
BNP PARIBAS NOMINEES PTY LTD < IB AU NOMS RETAILCLIENT DRP>	1,263,241	2.81
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	867,506	1.93
KALUMIC PTY LTD < THE MICHELAKIS FAMILY A/C>	636,000	1.41
BNP PARIBAS NOMS PTY LTD < DRP>	525,855	1.17
GILDALE SUPER FUND PTY LTD < GILDALE SUPER FUND A/C>	504,500	1.12
ACKC SUPER PTY LTD < CAMPBELL FAMILY S/F A/C>	500,000	1.11
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD < DRP A/C>	469,582	1.04
BULLOCK SUPERANNUATION PTY LTD < BULLOCK SUPERANNUATION A/C>	458,984	1.02
PACIFIC CUSTODIANS PTY LIMITED < KPG EMP SHARE PLAN TST A/C>	407,535	0.91
MR KRISTIAN GARNET HAIGH	406,983	0.90
MR SUNDEEP KALRA + MR ANOOP KALRA + MRS SHIKHA MOHANTY < GANESH SUPER FUND A/C>	300,199	0.67
INVIA CUSTODIAN PTY LIMITED < BARYL INVESTMENT A/C>	300,000	0.67
INVIA CUSTODIAN PTY LIMITED < BARYL SUPER FUND A/C>	300,000	0.67
SANTRA SMSF PTY LTD < SANTRA SUPER A/C>	290,340	0.65
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	281,739	0.63
BULLOCK SUPERANNUATION PTY LTD < SUPER CRAIG BULLOCK A/C>	264,263	0.59
MRS SUNAINA KALRA	225,000	0.50
COLONIAL FIRST STATE INV LTD < 9477380 SCOTT A/C>	210,000	0.47
	35,665,447	79.28

Unquoted equity securities
There are no unquoted equity securities.

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Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
KELLY INVESTMENTS 1 PTY LTD <KELLY FAMILY A/C 1>	22,289,794	49.53
CITICORP NOMINEES PTY LIMITED	5,163,926	11.48

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

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KELLY PARTNERS GROUP HOLDINGS LIMITED

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