

SHAVER SHOP GROUP LIMITED

Appendix 4E

Preliminary Final Report

Results for Announcement to the Market

Year ended 30 June 2023 (Previous corresponding period: Year ended 30 June 2022)

1. Statutory Result Summary

Statutory Result		%		FY2023 \$'000	FY2022 \$'000
Revenue from ordinary activities	Up	+0.8%	to	224,524	222,745
Profit from ordinary activities after tax attributable to members	Up	+0.8%	to	16,819	16,692
Net profit after tax attributable to the members	Up	+0.8%	to	16,819	16,692

2. Dividends

Dividend	Amount per ordinary share	Franked amount per ordinary share
2023 final dividend	5.5 cents	5.5 cents
2023 interim dividend	4.7 cents	4.7 cents
2022 final dividend	5.5 cents	5.5 cents
2022 interim dividend	4.5 cents	4.5 cents

The record date for determining the entitlement to the FY2023 final dividend is 7 September 2023. The payment date in respect of the FY2023 final dividend is 21 September 2023.

The company does not have a dividend reinvestment plan.

3. Net tangible assets per security

	30 June 2023	30 June 2022
Net tangible asset backing per ordinary security ⁽¹⁾	22.9 cents ⁽²⁾	18.8 cents ⁽²⁾

⁽¹⁾ Net tangible asset backing per ordinary share of 22.9 cents (30 June 2022 - 18.8 cents) above, is inclusive of right-of-use assets. The net tangible asset backing per ordinary share at 30 June 2023 would reduce to 9.5 cents if right-of-use assets were excluded and lease liabilities were included in the calculation (30 June 2022 - 1.8 cents).

⁽²⁾ The reduction in the net tangible asset backing per ordinary security includes the application of the new accounting standard AASB 16 Leases.

4. Entities over which control has been gained or lost during the period

Not applicable.

5. Basis of Preparation

This report is based on the consolidated financial statements which have been audited. The audit report, which was unqualified, is included within the Company's Financial Report which accompanies this Appendix 4E.

6. Other information required by Listing Rule 4.3A

Other information requiring disclosure to comply with Listing Rule 4.3A is contained in the 30 June 2023 Preliminary Financial Report. The information above should be read in conjunction with the accompanying Preliminary Financial Report of the Group for the year ended 30 June 2023 and ASX market releases made during the period.

Shaver Shop Group Limited

ABN 78 150 747 649

Consolidated financial report

For the year ended 30 June 2023

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Shaver Shop Group Limited

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**Shaver Shop Group Limited
Directors' Report
30 June 2023**

Your directors present their report on the consolidated entity consisting of Shaver Shop Group Limited and the entities it controlled at the end of, or during, the year ended 30 June 2023. Throughout the report, the consolidated entity is referred to as the "Group", the "Company" or "Shaver Shop".

Principal activities

The principal activities of the Group during the financial year was the retailing of specialist personal care and grooming products both through Shaver Shop's corporate owned stores as well as online through its websites and the online marketplaces it partners with. No significant change in the nature of these activities occurred during the year.

Directors

The following persons were directors of Shaver Shop Group Limited during the whole of the financial year and up to the date of this report:

Broderick Arnhold
Cameron Fox
Craig Mathieson
Trent Peterson
Brian Singer
Debra Singh

Company Secretary

Lawrence Hamson held the position of Company Secretary during the whole of the financial year and up to the date of this report.

Directors and directors' interests

The following information is current as at the date of this report:

Broderick Arnhold	<i>Independent Chair, Non-Executive Director</i>	
Expertise and Experience	Brodie has over 15 years domestic and international experience in private equity, investment banking and corporate finance. He is currently an active investor and independent director for a number of private and public companies. Prior to his previous role as Chairman of iSelect Limited, he was the CEO of iSelect Limited and prior to that the CEO of Melbourne Racing Club for four years. Brodie worked for Investec Bank from 2010-2013 where he was responsible for building a high-net-worth private client business. Prior to this, Brodie worked for Westpac Banking Corporation where he grew the institutional bank's presence in Victoria, South Australia and Western Australia, and from 2006-2010 held the role of Investment Director at Westpac's private equity fund.	
Other Current Listed Directorships	Non-Executive Director, Bailador Technology Investments Limited	
Former Listed Directorships in last 3 years	Chairman, iSelect Limited	
Special responsibilities	Chair of the Board Member of the Audit and Risk Committee Member of the Nomination and Remuneration Committee	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	1,500,000

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Cameron Fox	<i>Chief Executive Officer and Managing Director</i>	
Expertise and Experience	Cameron has over 25 years' experience working across the personal care and grooming industry. Cameron joined Shaver Shop as General Manager in 2006 before being appointed to the position of Chief Executive Officer in July 2008. Cameron previously worked for Gillette Australia for a period of approximately 10 years. During his time at Gillette Australia, Cameron held various roles, including Associate Product Manager, Business Analyst, National Account Manager and National Sales Manager.	
Other Current Listed Directorships	None	
Former Listed Directorships in last 3 years	None	
Special Responsibilities	Managing Director Chief Executive Officer	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	3,535,303
	Unvested LTI Shares	933,334
	Unvested LTI Performance Share Rights	420,000
	Total	4,888,637

Craig Mathieson	<i>Non-Executive Director</i>	
Expertise and Experience	Craig became a director of Shaver Shop Pty Ltd in June 2011. Craig is the Chief Executive Officer of the Mathieson Group which has diverse business interests from company investment to property development. From 2001 to 2007 Craig was the Managing Director of DMS Glass Pty Ltd which was the largest privately-owned glass manufacturer in Australia.	
Other Current Listed Directorships	None	
Former Listed Directorships in last 3 years	None	
Special Responsibilities	Chair of the Audit and Risk Committee	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	4,820,004

Brian Singer	<i>Non-Executive Director</i>	
Expertise and Experience	Brian became a director of Shaver Shop Pty Ltd in June 2011. Brian founded the Rip Curl business with a business partner in 1969 after a career as a high school teacher. He became Chief Executive Officer for Rip Curl Group Pty Ltd in Australia and grew the business into a major manufacturer and distributor of clothing and surfing related products in Australia and internationally.	
Other Current Listed Directorships	None	
Former Listed Directorships in last 3 years	None	
Special responsibilities	Member of the Nomination and Remuneration Committee	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	3,258,004

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Trent Peterson	<i>Non-Executive Director</i>	
Expertise and Experience	Trent is a managing director and partner at Catalyst Investment Managers and has over 15 years' experience as a company director and private equity investor. He is currently a Director of Adairs Limited, dusk Group Limited and Universal Store Limited. He was a former director of Just Group, Global Television, EziBuy, Max Fashions, Power Farming, Metro GlassTech, Moraitis Group, Taverner Hotel Group, SkyBus and Australian Discount Retail. Trent is also a Non-Executive director of the Ascham Foundation and Gathermycrew.org.	
Other Current Listed Directorships	Adairs Limited dusk Group Limited Universal Store Limited	
Former Listed Directorships in last 3 Years	None	
Special responsibilities	Chair of the Nomination and Remuneration Committee Member of the Audit and Risk Committee	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	547,619

Debra Singh	<i>Non-Executive Director</i>	
Expertise and Experience	Debra Singh has a wealth of retail experience gained while working within the Woolworth's group across supermarkets, operations and consumer electronics. Debra has also held key leadership roles as CEO of Fantastic Furniture and Group CEO at Fantastic Holdings Limited as well as Group CEO of Household Goods at Greenlit Brands. Debra is currently a Director on the G8 Education Board, is the Chair of the Nomination Committee and member of the People and Culture Committee, and is also a Director on The Kids Cancer Project Board.	
Other Current Listed Directorships	G8 Education Limited	
Former Listed Directorships in last 3 years	None	
Special responsibilities	Member of the Audit and Risk Committee Member of the Nomination and Remuneration Committee	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	100,000

Lawrence Hamson	<i>Chief Financial Officer and Company Secretary</i>	
Expertise and Experience	Lawrence joined Shaver Shop in April 2016 immediately prior to the Company's listing on the ASX. Lawrence is a Chartered Accountant (Canada) and Chartered Financial Analyst with more than 20 years experience in both public practice and within industry. For the 9 years prior to joining Shaver Shop, Lawrence acted as Chief Financial Officer for both private and public companies, most recently with Dun & Bradstreet as its CFO for the Asia Pacific region. He has experience across venture capital with Rothschild as well as corporate communications having been Mayne Group Limited's General Manager Corporate Relations through its demerger into two ASX listed entities - Symbion Healthcare Limited and Mayne Pharma Limited.	
Interests in shares	Ordinary Shares - Shaver Shop Group Limited	1,040,183
	Unvested LTI Shares	466,667
	Unvested Performance Share Rights	210,000
	Total	1,716,850

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Meetings of Directors

During the financial year, 10 meetings of directors were held, 6 meetings of the Audit and Risk Committee were held and 4 meetings of the Nomination and Remuneration Committee were held. Attendances by each director who was a member of the Board and relevant subcommittee during the year were as follows:

	Board of Directors Meetings		Audit and Risk Committee Meetings		Nom and Rem Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Broderick Arnhold	10	10	6	6	4	4
Cameron Fox	10	10	-	-	-	-
Craig Mathieson	10	10	6	5	-	-
Trent Peterson	10	9	6	5	4	4
Brian Singer	10	10	-	-	4	4
Debra Singh	10	10	6	6	-	-

Dividends paid or recommended

The Directors have announced a 100% franked final dividend of 5.5 cents per share or (\$7.2 million) to be paid on 21 September 2023 (FY2022: 5.5 cents per share 100% franked or \$7.2 million). The Directors announced an interim dividend of 4.7 cents per share, 100% franked or (\$5.8 million) in February 2023 (FY2022: 4.5 cents per share 100% franked or \$5.6 million). The FY2023 interim dividend was paid on 16 March 2023. This brings total 100% franked dividends declared for FY2023 to 10.2 cents per share (up 2.0% on the FY2022 dividends of 10.0 cents per share 100% franked).

The combined interim and final dividend payments for FY2023 represent the payout of approximately 79% of the Company's FY2023 reported net profit after tax.

2023 Operating and Financial Review

Non-IFRS measures

The Directors' Report includes references to non-IFRS financial measures. The Directors believe the presentation of non-IFRS financial measures are useful for the users of this financial report as they provide additional and relevant information that reflect the underlying financial performance of the business. Non-IFRS financial measures contained within this report are not subject to audit or review.

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Group Results

	Reported 2023 \$000	Reported 2022 \$000	Increase (Decrease) %
Sales	224,524	222,745	0.8%
Gross profit	99,933	97,714	2.3%
Gross margin %	44.5%	43.9%	1.4%
Operating expenses	(58,897)	(57,431)	2.6%
Operating expenses % of sales (costs of doing business)	26.2%	25.8%	1.6%
Earnings before interest, tax, depreciation & amortization (EBITDA)	41,036	40,284	1.9%
EBITDA margin	18.3%	18.1%	1.1%
Depreciation & amortization	(15,266)	(14,398)	6.0%
Earnings before interest & tax (EBIT)	25,770	25,886	-0.4%
EBIT margin	11.5%	11.6%	-0.9%
Interest expense	(1,243)	(1,696)	-26.7%
Income tax expense	(7,707)	(7,497)	2.8%
Net profit after tax (NPAT) attributable to owners	16,819	16,692	0.8%
Earnings per share (EPS) - basic (cents)	13.1	13.2	-0.8%
Cash earnings per share (Cash EPS) - basic (cents)	13.9	14.2	-2.1%
Dividends per share (cents)*	10.2	10.0	2.0%

* Reflects the period from which the dividends were declared - not the financial period in which they were declared and paid - accordingly the FY2023 final dividend has been included in the table above. The FY2023 final dividend is to be paid in September 2023.

In FY2023, the Company's consolidated revenue increased by 0.8% to \$224.5 million (FY2022 - \$222.7 million). The growth in sales was driven primarily by:

In-store sales growth of 18.0% (or \$26.5 million) driven by the fact Shaver Shop's stores were open for the whole of FY2023 compared to the COVID impacted FY2022 trading period when most of the Company's stores across VIC, NSW, NZ and the ACT were closed for more than 3 months due to government mandated lockdowns; and Offsetting the increased in-store sales was a 32.6% decrease in online sales (or \$24.7 million) as customers reverted to their normal in-store shopping patterns as stores re-opened for the full year.

Shaver Shop opened two new stores during FY2023. Hervey Bay, QLD was opened in July 2022 while the Bayfair, New Zealand (NZ) store was opened in June 2023, bringing the total number of stores in NZ to eight. In addition, Elizabeth, SA was temporarily closed between late August 2022 and late June 2023 as Shaver Shop relocated its store within the centre. Similarly, Shaver Shop's flagship Chadstone store closed in March 2023 while the centre goes through a refurbishment. A temporary location was opened within the Chadstone centre pending the re-opening of the new flagship store planned for November 2023 (in-line with the planned re-opening of the affected portion of the centre).

Gross profit margins increased approximately 60 basis points to 44.5% in FY2023 (FY2022 - 43.9%). The increase in gross profit margin was driven by increased margins realised across almost all product categories as Shaver Shop reduced levels of discounting, particularly across its exclusive ranges and products.

Shaver Shop's total operating expenses increased 2.6% to \$58.9 million (FY2022 - \$57.4 million), primarily due to:

- The full period impact associated with operating Shaver Shop's entire store network for the whole of FY2023 compared to the lockdown impacted period in FY2022; and
- Higher occupancy costs given Shaver Shop did not receive the same quantum of COVID-19 related rent abatements in FY2023.

These increases in operating expenses were partially offset by the following operating expense reductions in FY2023:

- Lower Operational Expenses primarily related to reduced postage costs in-line with the reduced level of online sales generated during FY2023;
- Lower marketing and advertising expenditure as Shaver Shop optimised its digital advertising spend in-line with the reduced website traffic and associated sales; and
- Lower short term incentive payments accrued for managers and senior executives in FY2023.

Overall, Shaver Shop's costs of doing business as a percentage of total sales increased slightly to 26.2% in FY2023, up approximately 40 basis points (FY2022 - 25.8%).

Shaver Shop's EBIT was relatively flat at \$25.8 million down only \$0.1 million or 0.4% compared to the prior corresponding period.

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Shaver Shop generated net profit after tax (NPAT) of \$16.8 million in FY2023 (FY2022 - \$16.7 million), an increase of \$0.1 million or 0.8%.

Shaver Shop receives a tax deduction over five years for the cost of franchise right terminations that occurred through its franchise buy-back program. This leads to income tax payable being lower than income tax expense for the five year tax period that followed each buy-back. The reduction in cash tax payable for FY2023 and each subsequent financial year arising, as a result of the franchise buy-back tax deduction, is set out in the table below.

(at 30 June 2023)	FY2023 \$000	FY2024 \$000	FY2025 \$000
Reduction in income tax payable	988	955	795

After adjusting for the tax benefit associated with franchise buy-backs, Shaver Shop's Cash EPS was 13.9 cents per share, (FY2022 - 14.2 cents), a decrease of 2.1% over the prior corresponding year.

Liquidity and Capital Management

As at 30 June 2023, Shaver Shop had net cash of \$13.5 million (FY2022 - \$9.4 million) and undrawn debt facilities amounting to \$29.5 million in aggregate. These are comprised of a \$19.5 million term debt facility, together with a \$10 million trade finance facility. Both facilities have a two year term, expiring on 31 July 2024. The Company's debt facility has three key covenants: the leverage ratio (Gross Debt / EBITDA); the fixed coverage ratio ((Occupancy Costs + EBITDA)/(Occupancy Costs + Interest expense)); and the net worth ratio ((Total assets - Total liabilities) / Total assets). All banking covenants were well within the bank's thresholds for FY2023.

Shaver Shop generated \$32.3 million in operating cash flow in FY2023 (FY2022 - \$28.3 million). This operating cash flow was used to fund the payment of the two dividends that were paid in FY2023 amounting to \$12.8 million.

Strategy and key drivers of growth

Shaver Shop offers customers a wide range of quality brands, at competitive prices, supported by excellent staff product knowledge and customer service. Shaver Shop seeks to identify consumer trends and works closely with major manufacturers and suppliers of personal care and beauty goods to source products that cater for these changing personal grooming and beauty trends.

With more than 35 years of dedicated experience in its core hair removal product categories, Shaver Shop believes it is the only significant pure-play specialty retailer in these categories in Australia and New Zealand. Shaver Shop invests heavily in staff training to ensure that its store managers and customer facing staff are equipped to recommend the best product that meets the customer's needs. This strong expertise, segment focus and customer experience has enabled Shaver Shop to negotiate exclusive supply arrangements for a significant proportion of its top 50 products by sales. In FY2023, Shaver Shop generated approximately 49.2% of sales and approximately 57.2% of gross profit from products only sold at Shaver Shop in Australia and New Zealand.

Shaver Shop believes its service focussed ethos and differentiated product range provides a unique customer experience that distinguishes its business from other retailers that sell personal grooming products in the market.

Organic growth both online and in-store (omnichannel retail growth)

Shaver Shop will continue to implement a strategic marketing plan and other initiatives to attract new customers to the business and encourage repeat business. Important components of this aspect of the Company's strategy include ongoing investments in its omni-retail capabilities, (across both online channels and in-store), which continue to improve, as well as establishing a customer experience program to attract and support returning customers. Shaver Shop is also undertaking a deliberate store refit strategy to refresh the look and feel of several of its key stores.

Continued product innovation

Shaver Shop benefits as consumer beauty and grooming trends evolve and require new and changing tools to help customers achieve their desired look. Shaver Shop seeks to work with manufacturers and suppliers to source products that cater to the emerging demands of consumers within the hair removal and personal care categories. In some cases, Shaver Shop seeks and obtains exclusive rights to sell new and innovative personal grooming and beauty products in the Australian and New Zealand markets, which assists with product and range differentiation.

Store rollout

Shaver Shop aims to grow total store network numbers across Australia and New Zealand to approximately 130-135 within the next three years. Shaver Shop continues to apply prudence to new store openings given the variability in foot traffic at shopping centres experienced over the last 24 to 36 months, as well as consumer trends to continue purchasing through online channels. Subject to the forecast financial returns meeting appropriate hurdle rates, the Company expects to open these additional stores in Australia and New Zealand.

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NZ business growth

Shaver Shop opened its first three New Zealand stores in mid-2014. Since that time the New Zealand network has grown to eight locations across both the north and south islands. With recent in-store and online improvements, together with increased brand awareness and recognition in New Zealand, the business has now reached sufficient critical mass to drive economies of scale and profitability. Shaver Shop expects to drive further growth in New Zealand through the opening of additional stores as well as ongoing improvements in its omni-retail offering.

Market growth in personal care and grooming solutions

Shaver Shop operates in the personal care, beauty and grooming solutions market. This market has been growing for many years as new and innovative do-it-yourself (DIY) products enable consumers to perform their daily beauty regime in the comfort of their home rather than going to a salon. In addition, over the last 10-20 years, the prevalence and acceptance of men having a beauty regime has increased. This has resulted in men buying and using more grooming and beauty tools. Management expects that these trends will continue over the long-term.

Key Business Risks

There are a number of factors that could have an effect on the financial performance of Shaver Shop Group Limited. These include:

Retail environment and general economic conditions may deteriorate

Shaver Shop's performance is sensitive to the current state of and future changes in the retail environment and general economic conditions in Australia and New Zealand. Australian and New Zealand economic conditions may worsen due to higher cost of living pressures and interest rates rising. These and other factors may lead to the economy entering into a recession or another cause of a reduction in consumer spending. This could cause the retail environment to deteriorate as consumers reduce their level of consumption of discretionary items.

Competition may increase

Shaver Shop faces competition from specialty retailers, department stores, discount department stores, grocery chains as well as online only retailers and professional salons. Shaver Shop's competitive position may deteriorate as a result of actions by existing competitors, the entry of new competitors, (including manufacturers and suppliers of products who decide to sell directly to end consumers), or a failure by Shaver Shop to successfully respond to changes in the market.

Product sourcing may be disrupted

Shaver Shop's products are sourced from third party suppliers of major hair removal, hair care, personal care and other shaving brands. In FY2023, approximately 91% (FY2022 - 90%) of Shaver Shop's total network sales came from products sourced from its top ten suppliers. Shaver Shop's largest supplier constitutes approximately 28.0% (FY2022 - 29.0%) of all sales, with the next two largest suppliers contributing approximately 22.1% (FY2022 - 23.9%) and 18.4% (FY2022 - 14.9%) of total sales. Whilst Shaver Shop has a diversified supplier base, Shaver Shop is exposed to potential increases in the cost of materials and the cost of manufacturing and foreign exchange rates applicable to its products. There may also be delays in delivery or failure by a supplier to deliver goods. Such increases, delays and failure could significantly increase Shaver Shop's cost of operations or lead to a reduction in the available range of products, which may affect Shaver Shop's operating and financial performance.

Reputational risk

Shaver Shop's brand and reputation is important for building and maintaining strong relationships with customers and suppliers which in turn has an influence on the sales and profitability of the Company. A significant issue or event could attract criticism of Shaver Shop and negatively impact the Company's brand and reputation as well as Shaver Shop's share price. Shaver Shop has a range of policies and initiatives to mitigate brand risk, including our Code of Conduct, a Whistleblower Policy, a Modern Slavery Policy, a Supplier Charter, as well as ongoing environmental and corporate social responsibility initiatives.

Changes in international pricing or supply may change local demand for Shaver Shop products

Many of the products which Shaver Shop sells are available in many overseas markets. With the increasing propensity for consumers in Australia and overseas to purchase products over the internet, should the comparative price of Shaver Shop's products be significantly lower in overseas markets, this could have an influence on local demand for Shaver Shop's products. Conversely, if the price for Shaver Shop's products is significantly lower than the comparable price for the same product overseas, this could increase demand and sales of Shaver Shop products. Should suppliers increase (decrease) prices to create global wholesale price parity, this could materially decrease (increase) local demand for Shaver Shop's products. This is particularly true in relation to any bulk sales of products to customers in Australia.

Seasonality of trading patterns

Shaver Shop's sales are subject to seasonal patterns. In FY2023, the contribution of sales for the first half to total sales for the full year was approximately 58.8% (FY2022 - 57.1%). The seasonality of Shaver Shop's sales towards the first half of the financial year is largely due to the pre-Christmas and Boxing Day trading periods and Father's Day, (being the first Sunday in September in Australia and New Zealand). An unexpected decrease in sales over traditionally high-volume trading periods for Shaver Shop could have a materially adverse effect on the overall profitability and financial performance of Shaver Shop. In addition, an unexpected decrease in sales over traditionally high-volume trading periods could also result in abnormally large amounts of surplus inventory, which Shaver Shop may seek to sell through abnormally high and broad-based price discounting to minimise the risk of the product becoming aged or obsolete. If Shaver Shop were to sell a significant volume

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of its products at deep discounts, this would likely reduce the business' revenue and would have an adverse impact on the Company's financial performance.

Customer buying habits/trends may change

Any adverse change in personal grooming trends and/or a failure of Shaver Shop to correctly judge the change in consumer preferences or poor quantification of purchases for related product may have an adverse impact in the demand for Shaver Shop's products or the gross margins achieved on these products.

Product innovation and exclusivity arrangements

Product innovation by suppliers has been a key driver in Shaver Shop's sales growth. Shaver Shop relies on its suppliers to continue to drive R&D and product innovation in its product categories. A material reduction in the frequency or appeal of new product innovations by suppliers may have an adverse impact on sales, rebates received and gross margin levels achieved. In addition, a key driver in Shaver Shop's sales growth has been the ability to secure new innovative products on an exclusive basis. If Shaver Shop is unable to secure new product innovations on an exclusive basis, or if the appeal of an existing product sold by Shaver Shop on an exclusive basis is weakened by a new innovative product made widely available to retailers or on an exclusive basis to one of Shaver Shop's competitors, Shaver Shop's sales and gross margin levels may be adversely affected.

Supplier relationships, supplier input costs and the ability to source products exclusively

The Company's relationships with suppliers are often governed by individual purchase orders and invoices. Under those arrangements, suppliers may seek to alter the terms on which products are supplied as well as the range of products available for supply. This, together with potential changes in input costs of suppliers, may result in changes of pricing levels and a reduction in the range of products made available to Shaver Shop, both of which could adversely impact the Company's ability to successfully provide customers with a wide range of products at competitive prices. This could reduce Shaver Shop's overall profitability and adversely impact its financial performance. In addition, Shaver Shop receives income from suppliers in the form of purchase rebates and supplier contributions to specific marketing and advertising campaigns. Supplier rebates and contributions are negotiated on a periodic basis.

Shaver Shop has a limited number of fixed contracts in place with suppliers relating to rebates and contribution income. Most suppliers who provide Shaver Shop with rebates or marketing contributions may elect to cease such payments at any point in time. Any such action could adversely impact Shaver Shop's income which would reduce Shaver Shop's overall profitability and impact its financial performance. Finally, through good relationships with some suppliers, Shaver Shop has been able to secure arrangements with third party distributors and brands for the supply of products to Shaver Shop on an exclusive basis. These arrangements are for specific products and for varying time periods. There is a risk that Shaver Shop may not be able to renew exclusive distribution agreements with these suppliers or that suppliers may enter into exclusive distribution arrangements with Shaver Shop's competitors. If this occurs, it may have a material adverse impact on the Company's business and reputation, operational performance as well as its financial results.

Breach of industrial practices

Shaver Shop, like all retailers, is exposed to industrial relations risk that can impact the reputation and financial performance of its business. The Company has governance programs in place to mitigate this risk including remuneration oversight, training and policies and procedures.

Cyber & information security

Shaver Shop, like most retailers, relies heavily on technology for the operation of both its' stores as well as its' online sales channels. The rapid changes in technology and data management creates challenges for all companies to maintain a robust and resilient technology network as well as a strong cyber security program. Shaver Shop has implemented strategies and systems with the aim of protecting against deliberate exploitation of computer systems, data and networks by internal and external parties. Cyber security is constantly evolving and is a significant risk to all retailers and Shaver Shop will need to maintain vigilance and adopt appropriate responses to protect its information assets. Should Shaver Shop's systems, and/or the systems that Shaver Shop relies on from suppliers be breached, and customer data become unprotected, this could have significant reputational, financial and regulatory implications for the Group.

Significant changes in state of affairs

Except as otherwise described in this report, there have been no significant changes in the state of affairs of the entities in the Group during the year.

Matters or circumstances arising after the end of the year

Subsequent to year end, the Directors declared a 100% franked final dividend of 5.5 cents per share to shareholders of record on 7 September 2023. The dividend payment date is 21 September 2023.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or could materially affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

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Future developments and outlook

Shaver Shop is cycling very strong trading results from Q1 FY2023 in which sales were up 17.5% vs Q1 FY2022.

Total sales for the period from 1 July 23 to 19 August 23 (year to date or "YTD") versus the prior comparative period and pre-COVID (FY2020) are set out in the table below:

FY2024 YTD Growth	vs FY2023	Pre-COVID vs FY2020
Total sales	-5.1%	+27.0%

Like for like sales growth YTD is down 4.0% on the prior comparative period.

Total sales are up 27.0% YTD versus pre-COVID levels (FY2020).

Despite some discounting by competitors across trade wide models, Shaver Shop is maintaining attention and discipline on gross margin management and maximising gross profit dollars.

Shaver Shop's store refit program together with upgrades of its technology systems and hardware is expected to result in net capital expenditure of \$2 million to \$3 million in FY2024.

Consistent with prior years, having regard to the importance of the Black Friday, Christmas and Boxing Day trading results to Shaver Shop's FY2024 financial performance, it is not appropriate to provide FY2024 sales or profit guidance at this time.

Environmental issues

The Group's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a State or Territory of Australia.

Non-audit services

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

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

Details of the amounts paid to PricewaterhouseCoopers for audit and non-audit services during the year are set out in note 25 to the audited financial statements.

Auditor's independence declaration

The lead auditor's independence declaration for the year ended 30 June 2023 has been received and can be found on page 23 of the consolidated financial report.

Shares under option

There have been no unissued shares or interests under option in the Company or a controlled entity during or since reporting date.

Indemnification and insurance of officers and auditors

During the financial year, the Company paid an insurance premium to insure the directors and senior management of the Company and its subsidiaries.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Company.

The terms of the insurance policies prohibit disclosure of the details of the premium paid.

Proceedings on behalf of company

No person has applied for leave of court under Section 237 of the *Corporations Act 2001* to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

Remuneration report (audited)

The Board of Directors of Shaver Shop Group Limited present the Remuneration Report for the Company for the reporting period of 1 July 2022 to 30 June 2023. This Remuneration Report forms part of the Directors' Report and has been audited in accordance with *the Corporations Act 2001*.

Shaver Shop's remuneration report for the 2022 financial year received positive shareholder support at the 2022 AGM, with 98.76% of votes in favour of adoption.

(a) Summary

Group financial and operational performance

Shaver Shop again delivered solid financial results for shareholders in FY2023 evidenced by:

- Sales of \$224.5 million up 0.8% on the prior year. In-store sales increased 18.0% (or \$26.5 million) as customers returned to traditional shopping habits following the end of the pandemic. The growth of in-store sales more than offset the 32.6% decline in online sales. Online sales represented approximately 23% of total sales for the year; Gross profit margins increased approximately 60 basis points to 44.5% with improved margin results across almost all categories;
Costs were well controlled with total operating expenses representing 26.2% of total sales (FY2022 - 25.8%);
Net profit was up \$0.1m or 0.8% to \$16.8 million (FY2022 - \$16.7 million);
Operating cash flow increased 13.9% to \$32.3 million leading to net cash of \$13.5 million at 30 June 2023 (30 June 2022 - \$9.4 million); and
Continuing strong customer service metrics with an average net promoter score (NPS) of 88.6 (out of 100).

Short-term incentive (STI)

The Company delivered another strong financial performance in FY2023 and in doing so exceeded Shaver Shop's internal targets but not the stretch targets established at the start of the year. This resulted in 50% of the maximum potential STI award being granted to executive Key Management Personnel, (KMP or Senior Executives), by Shaver Shop's Board of Directors. Consistent with FY2022, the STI targets for FY2023 were based on underlying NPAT of the Company.

Long-term incentive (LTI)

As outlined in Shaver Shop's FY2022 Remuneration Report, the Company undertook a review in conjunction with advice from external remuneration and tax consultants of its incentive structures which included the benchmarking of its program against comparable retailers listed on the ASX. As a result of this review, Shaver Shop's Board of Directors decided from FY2023 to change its LTI structure to be based on Performance Share Rights rather than continuing with the pre-existing loan share plan. Share rights are a more generally accepted and common structure for executive leadership incentive plans for listed entities and are considered less complex to administer and easier for participants to understand. Details regarding the new LTI plan including specifics of the vesting conditions associated with the Performance Share Rights were included in Shaver Shop's 2022 Notice of Annual General Meeting (AGM) dated 7 October 2022. Shareholders adopted the Shaver Shop Executive Long-Term Incentive Plan at the Company's 2022 AGM held on 10 November 2022 with 97.6% of the votes cast in favour of the resolution. The loan share plan will stay in place until the previously issued awards either vest or expire.

Tranche 3 of the FY2020 LTI grant reached the end of its three-year performance period on 30 June 2022. The related service condition for the shares ended on 30 June 2023. The Company's EPS CAGR over the performance period was 29.8%, exceeding the maximum threshold for vesting and accordingly all Tranche 3 EPS shares (135,000 shares) for Senior Executives vested on 30 June 2023, once the relevant service condition was met. The TSR CAGR for Tranche 3 of the FY2020 LTI grant was 32.7% and exceeded the maximum threshold for vesting and accordingly, 100% of the Tranche 3 TSR shares (315,001 shares) vested with Senior Executives on 30 June 2023, once the relevant service condition was met.

Tranche 2 of the FY2021 LTI grant reached the end of its two-year performance period on 30 June 2022. The EPS CAGR for Tranche 2 of the FY2021 LTI grant was 24.5% and exceeded the maximum EPS performance hurdle and accordingly, following the tenure requirement being met (30 June 2023) 100% of the Tranche 2 EPS shares (140,000 shares) vested with Senior Executives. The TSR CAGR for Tranche 2 of the FY2021 LTI grant was 12.7% and accordingly, following the tenure requirement being met (30 June 2023) 34.6% (or 113,036 shares) of the granted Tranche 2 TSR shares (326,667 shares) vested with Senior Executives. Tranche 3 of the FY2021 LTI grant reached the end of its three-year performance period on 30 June 2023. The EPS CAGR for Tranche 3 of the FY2021 LTI was 15.4% which was below the maximum EPS performance hurdle. Accordingly, subject to meeting the tenure requirement (30 June 2024) 75.7% of the FY2021 Tranche 3 EPS shares (105,977 shares) will vest with Senior Executives. The determination of the TSR CAGR for Tranche 3 of the FY2021 LTI grant is unable to be calculated at the time of writing this report as it is based on the 5 day volume weighted average price (VWAP) of Shaver Shop's shares in the 5 days after release of the FY2023 financial results.

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The FY2022 LTI grant has one, three-year performance period that concludes on 30 June 2024 for the EPS Performance Condition and concludes 5 days after the release of the FY2024 financial results for the TSR Performance Condition. Accordingly, neither the TSR, nor the EPS CAGRs for the FY2022 grant will be known until that time.

In FY2023, Shaver Shop's Board decided to move from a loan share-based LTI plan for senior executives, to a Performance Share Rights plan known as the Shaver Shop Executive Long-Term Incentive Plan. The new plan has been determined to be easier to understand for senior executives and should therefore provide a better motivational outcome that is aligned with shareholders' interests. In accordance with the invitations to senior executives in FY2023, the rights have a three-year term with vesting subject to EPS growth performance conditions as well as service conditions.

(b) Key Management Personnel covered in this report

This report sets out the remuneration arrangements for Shaver Shop's key management personnel, (KMP) (listed in the table below), who have been KMP during the reporting period. For the remainder of this Remuneration Report, the KMP are referred to as either Non-Executive Directors or Senior Executives.

All Non-Executive Directors and Senior Executives have held their positions for the duration of the reporting period unless indicated otherwise.

Non-Executive Directors

Broderick Arnhold
Craig Mathieson
Trent Peterson
Brian Singer
Debra Singh

Position

Independent, Non-Executive Chairman
Independent, Non-Executive Director
Independent, Non-Executive Director
Independent, Non-Executive Director
Independent, Non-Executive Director

Senior Executives

Cameron Fox
Lawrence Hamson
Philip Tine

Chief Executive Officer (CEO) and Managing Director
Chief Financial Officer (CFO) and Company Secretary
Retail Director

(c) Remuneration overview

The Board recognises that the performance of the Group depends to a large extent on the quality and motivation of the Shaver Shop team, including the Senior Executives and our 745 team members (FY2022 - 788) employed by the Group across Australia and New Zealand. Shaver Shop's remuneration strategy therefore seeks to appropriately attract, reward and retain team members at all levels in the organisation, but in particular aligning and motivating key Senior Executives to create shareholder wealth. By aligning various remuneration mechanisms, the Board seeks to have a structure that incentivises sustainable growth, risk management, as well as driving a positive culture across the business.

In FY2023, the primary performance mechanism for determining whether Senior Executives were rewarded the Short-Term Incentive Plan (STIP), was the Company's Net Profit After Tax (NPAT), having regard to pre-set growth objectives relative to Shaver Shop's internal NPAT targets for FY2023. Shaver Shop generated \$16.8 million NPAT in FY2023 which was above Shaver Shop's internal target but did not meet the Company's stretch objectives. Accordingly, in accordance with the pre-set NPAT targets, the Board approved the payment of 50% of the maximum STI award for senior executives. The Board believes the STI outcomes were fair and appropriate and reflect the alignment between shareholders' interests and the Company's remuneration practices and policies.

In terms of its Executive Long-Term Incentive Plan (ELTIP), in FY2023 Shaver Shop granted 1,280,000 performance share rights to participants in the ELTIP. The performance rights allocations are subject to Service and Earnings Per Share (EPS) vesting conditions over a three-year performance period which is outlined in further detail below. Due to the departure of one participant, 20,000 performance rights lapsed during FY2023.

The Nomination and Remuneration Committee will continue to review the remuneration arrangements for Non-Executive Directors and Senior Executives to ensure that they are relevant, competitive and appropriate for a listed company.

(d) Relationship between remuneration policy and company performance

The performance criteria and targets for Executives to realise benefits under both the Company's STIP and LTIP are aligned to company performance and enhancing shareholder value. Shaver Shop's Nomination and Remuneration Committee considers both the statutory and normalised results (where appropriate) for the business, in evaluating performance against key metrics.

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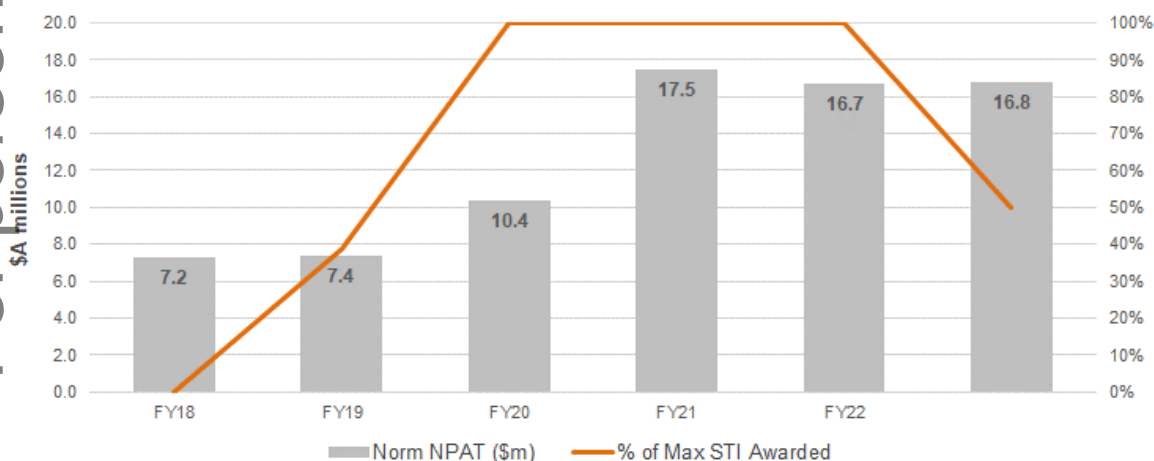
The following table provides a summary of the Company's statutory financial performance from FY2017 to FY2023.

	Statutory FY2023 Result \$000	Statutory FY2022 Result \$000	Statutory FY2021 Result \$000	Statutory FY2020 Result \$000	Statutory FY2019 Result \$000	Statutory FY2018 Result \$000	Statutory FY2017 Result \$000
Revenue	224,524	222,745	213,667	194,924	167,437	154,937	142,568
EBITDA	41,036	40,284	40,424	30,337	12,530	12,170	14,870
Net Profit After Tax (NPAT)	16,819	16,692	17,473	10,382	6,670	6,555	8,994
Basic earnings per share (cents)	13.1	13.2	14.2	8.5	5.5	5.3	7.2
Dividends declared	12,788	11,794	7,261	5,659	5,399	5,252	2,001
Dividends per share declared (cents)	10.2	9.5	5.9	4.6	4.5	4.2	1.6
Year-end share price (\$)	\$0.945	\$0.975	\$1.00	\$0.70	\$0.42	\$0.45	\$0.64

For the financial year ended 30 June 2023, the Company's NPAT increased by 0.8% to \$16.8 million. The FY2023 NPAT result of \$16.8 million was achieved at a time when consumers were experiencing significantly higher costs of living as well as increased interest rates across Australia and New Zealand.

% of Maximum STI Awarded vs Normalised NPAT

The graph below illustrates the percentage of the maximum available STI that was awarded to Senior Executives for each financial year (since listing on the ASX) versus the normalised NPAT for the Company. Shaver Shop's FY2023 NPAT result of \$16.8m is 157% higher than the result achieved in FY2018 and represents a compound average growth rate of 20.7% over the five-year period.



Long-Term Incentive Plan Outcomes for FY2023

Loan Plan Shares issued up to FY2022

Up until FY2022, under the terms of the LTIP, loan plan shares were issued to participants that had three tranches. The tranches had one-year, two-year and three-year performance periods. For each tranche, 70% of the shares issued were subject to TSR performance hurdles and 30% were subject to EPS performance hurdles. The base share price used for calculating the TSR performance hurdle was equivalent to the 5 day VWAP immediately prior to the Grant Date. The ending share price for the TSR performance hurdle is calculated using the 5 day volume weighted average share price (VWAP) of Shaver Shop's shares following the release of the Company's results for the relevant performance period. As a result, the VWAP of the Company's shares for performance periods ending on 30 June 2023 is not known at the time of writing this report and therefore no vesting has been assumed for shares with TSR performance hurdles ending in FY2023.

In FY2022, after consulting with shareholders, the structure of the LTI Plan was changed slightly for the FY2022 LTI share grant such that there was only one tranche with one, three-year performance period. Consistent with the prior structure, 70% of the shares issued are subject to TSR performance hurdles and 30% are subject to EPS performance hurdles. The base

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share price used for calculating the TSR performance hurdle is equivalent to the 5 day VWAP after the release of Shaver Shop's FY2022 financial results. The ending share price for the TSR performance hurdle is calculated using the 5 day VWAP of Shaver Shop's shares following the release of the Company's results for FY2024. The issue price of the shares is based on the 5 day VWAP of the Company's shares immediately prior to the date of Grant.

Vesting percentages are only shown in the table below where both the performance conditions and service conditions related to a tranche have been achieved.

Performance Period Starting	Performance Period Ending	Service Condition	LTI shares granted to KMP	EPS CAGR (30% of tranche shares)			TSR CAGR (70% of shares)		
				Performance outcome	Vested	Forfeited	Performance outcome	Vested	Forfeited
FY2020	FY2020	30 Jun 22	449,998	44.1%	100%	0%	87.5%	100%	0%
FY2020	FY2021	30 Jun 22	450,001	53.1%	100%	0%	39.9%	100%	0%
FY2020	FY2022	30 Jun 23	450,001	29.8%	100%	0%	32.7%	100%	0%
FY2021	FY2021	30 Jun 23	466,665	66.2%	100%	0%	4.8%	0%	100%
FY2021	FY2022	30 Jun 23	466,667	24.5%	100%	0%	12.7%	35%	65%
FY2021	FY2023	30 Jun 24	466,668						
FY2022	FY2024	10 Nov 24	1,400,000						

The following share tranche has met the required performance thresholds as at the date of this report, however, have not yet met the required service condition.

Performance Period Starting	Performance Period Ending	Tranche	Service Condition	EPS Shares Granted	EPS Shares to Vest	TSR Shares Granted	TSR Shares to Vest
FY2021	FY2023	Tranche 3	30 Jun 24	140,000	105,977	326,668	

At the time of writing this report, it is uncertain whether the FY2021 Tranche 3 TSR shares will meet their vesting conditions.

Performance Share Rights issued in FY2023

The following performance share rights have been issued to KMP under the ELTIP.

Performance Period Starting	Performance Period Ending	Service Condition	Performance Rights granted to KMP	EPS Growth (100% of shares)		
				Performance outcome	Vested	Forfeited
FY2023	FY2025	30 Jun 25	820,000	N/A	0%	0%

(e) Remuneration objectives

One of Shaver Shop's core beliefs is that the success of the business is driven in large part by the skills, motivation and the performance of all of its team members - from Senior Executives to Store Managers to retail assistants on the shop floor. Creating an environment that fosters a high performance culture and aligns the team behind a common set of values and behaviours is core to the Company's continuing success.

Shaver Shop believes that the knowledge and expertise of its sales staff is a critical differentiating factor for the business and an important factor in its success. As a result, the Company takes pride in training team members in Shaver Shop's values and approach to business, as well as in promoting high performing staff through the business from the retail shop floor through to national office positions.

In addition to building the appropriate culture, Shaver Shop's philosophy is to provide competitive remuneration arrangements that reward team members for the underlying performance of the company as well as building shareholder value over the short and long-term.

As such, remuneration for team members can include fixed pay, superannuation, short-term incentives, long-term incentives, as well as support for training and education, relocation assistance and dues and membership fees that are aligned with Shaver Shop's needs and objectives. The components of total remuneration for a team member will vary depending on the role, his or her seniority, the team member's experience, as well as their performance.

The Remuneration Committee also considers the importance of equity ownership for Senior Executives when setting remuneration packages.

Shaver Shop's key principles underpinning its remuneration plans are set out below:

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- a. *Simplicity*: We seek to ensure remuneration arrangements are simple and can be easily understood by both Senior Executives and other key stakeholders.
- b. *Alignment*: We seek to ensure material components of the Senior Executive's remuneration arrangements (including their shareholding as appropriate) contribute to alignment of the interests of the Senior Executives with those of the shareholders.
- c. *Best Practice*: We seek to ensure the material aspects of an employee's remuneration arrangements are sustainable and could withstand tests of precedent and transparency within the organisation and market place.
- d. *Competitive*: We seek to ensure our Senior Executives are remunerated such that (when taken as a whole and having regard to their particular circumstances, including any risks and opportunities) their individual remuneration arrangements are competitive with relevant comparable positions.
- e. *Risk Conscious*: In considering remuneration arrangements, the Company seeks to manage certain key risk exposures, including the risk of loss of an individual, retention of intellectual property and skills, issues associated with replacement of the individuals, risk of poaching and the presence and quality of our succession planning.
- f. *Company First*: The Company develops systems, policies, processes and team depth to manage its reliance on any given individual within its leadership team. This extends to remuneration, where we seek to ensure the remuneration architecture and individual arrangements are orderly and deliberate in line with our Core Competencies.
- g. *Rewards tied to outcome and performance*: We back ourselves to identify the outcomes that drive sustainable value creation (or value protection) and seek to reward executives who influence those outcomes most significantly and directly to business strategy.

(f) Role of the Nomination and Remuneration Committee

The primary objective of the Nomination and Remuneration Committee is to assist the Board to fulfil its corporate governance and oversight responsibilities in relation to the Company's people strategy including remuneration components, performance measurements and accountability frameworks, recruitment, engagement, retention, talent management and succession planning.

The Committee also works with the CEO in considering the specific situations pertaining to employment terms for individuals or groups of individuals as needed.

The Committee undertakes an annual review of the Company's remuneration strategy and remuneration policy to facilitate understanding of the overall approach to remuneration and to confirm alignment with the Company's business strategy, high standards of governance and compliance with regulatory standards.

The Committee reviews and recommends to the Board for approval, remuneration arrangements for the CEO and other Senior Executives, having regard to external remuneration practices, market expectations and regulatory standards. The Committee also establishes the policy for the remuneration arrangements for Non-Executive Directors.

Where appropriate, the Nomination and Remuneration Committee will seek the advice of independent external remuneration consultants.

(g) Senior Executive Remuneration Structure

The remuneration framework for Senior Executives is based on a structure that includes:

1. Fixed remuneration - salary and superannuation and non-monetary benefits;
2. Short-Term Incentives - tied to in-year performance against metrics; and
3. Long-Term Incentives - tied to multi-year performance against value creation metrics.

The proportion of remuneration between fixed and variable (i.e. at risk) for a Senior Executive is determined after consideration of the seniority of the role, the responsibilities of the role for driving business performance and responsibilities for developing and implementing business strategy.

Element	Purpose	Metrics	Potential Value
Fixed Remuneration	Provide competitive market salary including super	NIL	Based on market competitive rates
STI (Cash bonus)	Reward superior performance in-year	Specific NPAT target(s) set at or around the beginning of the financial year	\$575,000
LTI (Loan Share Plan)	Reward superior long-term value creation	EPS growth - 100%	Dependent on NPAT result and capital structure

The mix of fixed and at risk components of each of the Senior Executives as a percentage of total target remuneration for

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FY2023 was as follows:

Senior Executive	Fixed Remuneration	At Risk STI Maximum Opportunity	At Risk LTI Maximum Opportunity
Cameron Fox	53%	25%	22%
Lawrence Hamson	63%	19%	18%
Philip Tine	59%	22%	19%

Fixed Remuneration

Senior Executive base salaries include a fixed component of base salary together with employer superannuation contributions that are in line with statutory obligations. The fixed remuneration component also includes car allowances and other benefits.

The fixed remuneration component for Senior Executives is based on market data for comparative companies of the same size and complexity as well as having regard to the experience and expertise of the Senior Executive.

Fixed remuneration for executives is reviewed annually to provide competitiveness with the market, whilst also taking into account capability, experience value to the organisation and performance of the individual. There is no guaranteed salary increase in any Senior Executive service contract.

Short-Term Incentives (STI)

Senior Executive	Target STI (\$)	Actual STI Awarded (\$)	Awarded STI as % of Maximum STI	% of Maximum STI Award Forfeited
Cameron Fox	\$290,000	\$145,000	50%	50%
Lawrence Hamson	\$135,000	\$67,500	50%	50%
Philip Tine	\$150,000	\$75,000	50%	50%

The Board of Directors may decide to pay Senior Executives discretionary bonuses depending on individual and Company performance. The Remuneration Committee and Board of Directors chose an NPAT target as the performance measure because the Company believes this is one of the key business drivers that is understood by stakeholders and is a balanced indicator of the relative performance of the business.

For FY2024, consistent with prior years, the Nomination and Remuneration Committee has set a full year NPAT target for the purpose of determining FY2024 STI rewards.

Long-Term Incentives (LTI)

Shaver Shop established an LTIP to assist in the motivation, retention and reward of Shaver Shop executives. The LTIP is designed to align the interests of executives more closely with the interests of shareholders by providing an opportunity for eligible executives to acquire Plan Shares subject to the conditions of the LTIP (Plan Shares).

From FY2017 through FY2022, Shaver Shop offered LTIs to Senior Executives using a loan share plan structure. The Plan Shares were issued or transferred to participants in the LTIP at market value based on the volume weighted average price of the shares in the 5 days up to and including the date of grant. Under the terms of the LTIP, the Company, or one of its subsidiaries, may provide a limited recourse loan to executives who are invited to participate in the LTIP to assist them to purchase Plan Shares (Loan). Each Loan will be limited recourse such that a participant's obligation to repay the Loan will be the lesser of the Loan balance or the relevant Plan Share's market value. Under the LTIP rules, the Company will retain discretion to waive repayment of all, or part of, any Loan. The after-tax value of any dividends paid on the Plan Shares acquired under a Loan will be applied to repay the relevant Loan. The grant of Plan Shares is accounted for as an option with the loan value representing the strike price of the instrument.

For tranches issued prior to FY2022, each year's LTIP share grant is split into three equal share tranches which relate to one-year, two-year and three-year performance periods. After consulting with shareholders, the Board determined that for the FY2022 grant of the LTIP, there will be a single tranche with a three-year performance period.

Each Plan Share is issued as a fully paid ordinary share in the Company subject to certain vesting conditions. The holder of a Plan Share must not dispose of the Plan Share until the Plan Share vests and any Loan relating to that Plan Share has been repaid. Unless as determined otherwise by the Board of Shaver Shop, the performance and service conditions specified for each tranche must be met in order for the relevant Plan Shares to vest.

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In FY2023, following an external review of its LTI program, Shaver Shop changed its LTI structure to be based on Performance Share Rights. This structure is more common for public companies of Shaver Shop's size and nature. Similar to the loan share plan, rights issued to participants have a three-year performance period with vesting subject to an EPS performance condition as well as a service condition.

The table below summarises the key terms of each LTI share grant over the last four financial years.

	FY2023	FY2022	FY2021	FY2020
	LTI Grant	LTI Grant	LTI Grant	LTI Grant
Total LTI securities granted	1,280,000	2,200,000	2,350,000	2,300,000
LTI security type	Performance Rights	Loan Shares	Loan Shares	Loan Shares
LTI securities granted to KMP	820,000	1,400,000	1,400,000	1,350,000
Grant Date	28 Nov 2022	10 Nov 2021	28 Oct 2020	30 Oct 2019
Issue price	N/A	\$1.0252	\$1.0651	\$0.6344
Starting price for TSR	N/A	\$1.0773	\$1.0651	\$0.6344
% of grant with TSR hurdle	0%	70%	70%	70%
% of grant with EPS hurdle	100%	30%	30%	30%
Tranche 1 performance period	1 Jul 22 - 30 Jun 25	1 Jul 21 - 30 Jun 24	1 Jul 20 - 30 Jun 21	1 Jul 19 - 30 Jun 20
Tranche 2 performance period	N/A	N/A	1 Jul 20 - 30 Jun 22	1 Jul 19 - 30 Jun 21
Tranche 3 performance period	N/A	N/A	1 Jul 20 - 30 Jun 23	1 Jul 19 - 30 Jun 22
TSR Vesting CAGR (%) Hurdle applicable to each performance period	N/A	Under 6% - NIL 6-15% - pro-rata vesting from 20% to 100% Above 15% - 100%	Under 10% - NIL 10-25% - pro-rata vesting from 20% to 100% Above 25% - 100%	Under 10% - NIL 10-25% - pro-rata vesting from 20% to 100% Above 25% - 100%
EPS Vesting hurdle applicable to each performance period	FY25 EPS under \$0.14 - NIL FY25 EPS from \$0.14 to \$0.16 - pro-rata vesting from 30% to 100% FY25 EPS above \$0.16 - 100%	Under 3% - NIL 3-13% - pro-rata vesting from 20% to 100% Above 13% - 100%	Under 5% - NIL 5-20% - pro-rata vesting from 20% to 100% Above 20% - 100%	Under 5% - NIL 5-20% - pro-rata vesting from 20% to 100% Above 20% - 100%
Tranche 1 & 2 (if applicable) Service Condition	30 Jun 25	10 Nov 24	30 Jun 23	30 Jun 22
Tranche 3 Service Condition	N/A	N/A	30 Jun 24	30 Jun 23
Expiry date	15 years from Grant Date unless otherwise determined by the Board	None, however the latest loan repayment date is 7 years after the grant date.	None, however the latest loan repayment date is 7 years after the grant date.	None, however the latest loan repayment date is 7 years after the grant date.

EPS Performance Conditions

The EPS hurdle for the Performance Share Rights issued in FY2023 is based on achieving discrete EPS targets in FY2025 as outlined in the table above.

For the LTI Shares issued in the years prior to FY2023, the EPS performance hurdle is a measure of the compound annual growth rate in the Company's EPS measure over the relevant performance period. The EPS CAGR will be determined by the Board and is the compound annual growth rate (expressed as a percentage) of the Company's EPS which is measured by reference to the Group's underlying NPAT for the performance period divided by the weighted average number of shares on issue across the relevant performance period. The Board may from time to time adjust the EPS CAGR to exclude the effects of material business acquisitions or divestments and for certain one-off costs.

TSR Performance Conditions

The TSR performance hurdle for the FY2020 to FY2022 grants is structured as an absolute TSR growth target and will be determined by the Board. TSR is a measure of the performance of the Company's shares over a period of time. It combines share appreciation and dividends paid to show the total return to shareholders expressed as an annualised percentage. It is the rate of return of all cash flows to an investor during the holding period of an investment.

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For the FY2018 through FY2021 LTI grants, the starting point for the TSR performance hurdle is the 5 day volume weighted average price (VWAP) per share immediately prior to the grant date. For the FY2022 Grant, the starting point for the TSR hurdle was the 5 day VWAP per share immediately after the release of the Company's FY2021 financial results, which was \$1.0773.

The TSR performance period concludes based on the 5 day VWAP of the Company's shares following the relevant performance period's full year results announcement.

Service condition

In addition to the performance conditions, each tranche of Plan Shares is subject to specific service conditions, meaning that if a participant in the LTIP ends their employment with Shaver Shop before the specified service periods, the Plan Shares issued to the participant will not vest, regardless of whether the performance conditions have been met.

The table below sets out the number of Performance Share Rights (FY2023) and Plan Shares (prior to FY2023) offered to the relevant Senior Executives, including details of the number of Rights or Plan Shares per tranche for each Senior Executive for grants between FY2020 and FY2023. For the FY2022 and FY2023 grants, these had one, three-year Performance Period. In relation to the FY2020 and FY2021 grants, these had three Tranches with one-year, two-year and three-year Performance Periods respectively.

		FY2023 LTI Grant (# rights)	FY2022 LTI Grant (# shares)	FY2021 LTI Grant (# shares)	FY2020 LTI Grant (# shares)
KMP					
Cameron Fox	Tranche 1	420,000	700,000	233,333	216,666
	Tranche 2	-	-	233,333	216,667
	Tranche 3	-	-	233,334	216,667
	TOTAL	420,000	700,000	700,000	650,000
Lawrence Hamson	Tranche 1	210,000	350,000	116,666	116,666
	Tranche 2	-	-	116,667	116,667
	Tranche 3	-	-	116,667	116,667
	TOTAL	210,000	350,000	350,000	350,000
Philip Tine	Tranche 1	210,000	350,000	116,666	116,666
	Tranche 2	-	-	116,667	116,667
	Tranche 3	-	-	116,667	116,667
	TOTAL	210,000	350,000	350,000	350,000

Shaver Shop obtains an independent valuation of the Performance Share Rights and LTIP Shares at the date of grant. The following table summarises the valuation of each Performance Share Right that was issued to participants in the ELTIP in FY2023:

Performance Condition	FY2023 LTI Grant
EPS (100% of allocation)	\$0.89

The following table summarises the valuation of each LTIP share for each tranche in each year of grant:

		FY2022 LTI Grant	FY2021 LTI Grant	FY2020 LTI Grant
TSR (70% of securities)	Tranche 1	\$0.360	\$0.260	\$0.120
	Tranche 2	N/A	\$0.270	\$0.124
	Tranche 3	N/A	\$0.290	\$0.129
EPS (30% of allocation)	Tranche 1	\$0.440	\$0.440	\$0.224
	Tranche 2	N/A	\$0.440	\$0.224
	Tranche 3	N/A	\$0.460	\$0.235

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**Shaver Shop Group Limited
Directors' Report
30 June 2023**

LTIP Granted in Relation to FY2020 to FY2023 LTIP Allocation

Senior Executives	LTIP Grant Year	LTIP Securities Granted	% Paid / Vested in Period	# LTIP Securities Vested in Period	% Forfeited in Period	# LTIP Securities Forfeited in Period	Value Expensed in FY2023 \$
Cameron Fox	FY2023	420,000	0%	-	0%	-	\$80,154
	FY2022	700,000	0%	-	0%	-	\$87,230
	FY2021	700,000	28.1%	196,518	15.3%	106,815	\$70,819
	FY2020	650,000	33.3%	216,667	0%	-	\$8,346
Lawrence Hamson	FY2023	210,000	0%	-	0%	-	\$40,077
	FY2022	350,000	0%	-	0%	-	\$43,615
	FY2021	350,000	28.1%	98,259	15.3%	53,408	\$35,410
	FY2020	350,000	33.3%	116,667	0%	-	\$4,494
Philip Tine	FY2023	210,000	0%	-	0%	-	\$40,077
	FY2022	350,000	0%	-	0%	-	\$43,615
	FY2021	350,000	28.1%	98,259	15.3%	53,408	\$35,410
	FY2020	350,000	33.3%	116,667	0%	-	\$4,494

The shares noted as forfeited in the above table did not meet their required Performance Conditions and were compulsorily divested by the Company in FY2023.

(h) Non-Executive Director Remuneration

Under the Constitution, the Board may decide the remuneration for the Company to which each Non-Executive Director is entitled to for their services as a Director. However, the total amount of fees paid to all Non-Executive Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in the annual general meeting. As disclosed in the Company's prospectus, the pre-IPO Shareholders approved \$440,000 per annum.

For FY2023, the annual base Non-Executive Director fees currently agreed to be paid by the Company were \$140,000 (FY2022 - \$140,000) to the Chairman of the Board, Broderick Arnhold, \$80,000 (FY2022 - \$80,000) to each of Craig Mathieson (Chair of the Audit and Risk Committee) and Trent Peterson (Chair of the Nomination and Remuneration Committee), and \$70,000 (FY2022 - \$70,000) to Brian Singer and Debra Singh. These amounts comprise fees paid in cash. In subsequent years, these figures may vary.

The director's fees for Trent Peterson were paid to Catalyst Direct Capital Management Pty Ltd. The director's fees for Debra Singh were paid to PD Singh Enterprises Pty Limited.

Directors may also be reimbursed for travel and other expenses incurred in attending to the Company's affairs. Directors may be paid additional or special remuneration where a Director performs services outside the ordinary duties of a Non-Executive Director.

(i) Statutory remuneration details and other statutory disclosures

The following tables in respect to the FY2022 and FY2023 financial years detail the components of remuneration for each Non-Executive Director and Senior Executive of the Group.

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Shaver Shop Group Limited
Directors' Report
30 June 2023

FY2023 table of benefits and payments

	Cash salary / Director's fees \$	STI / bonus \$	Annual leave / long service leave \$	Post- employment benefits \$	Share-based payments ⁽³⁾ \$	Total \$
Non-Executive Directors						
Broderick Arnhold	140,000	-	-	-	-	140,000
Trent Peterson ⁽¹⁾	80,000	-	-	-	-	80,000
Craig Mathieson	80,000	-	-	-	-	80,000
Brian Singer	70,000	-	-	-	-	70,000
Debra Singh ⁽²⁾	70,000	-	-	-	-	70,000
Senior Executives						
Cameron Fox	591,779	145,000	37,286	30,000	246,549	1,050,614
Lawrence Hamson	432,254	67,500	7,782	25,860	123,596	656,992
Philip Tine	368,077	75,000	20,167	25,293	123,596	612,133
TOTAL	1,832,110	287,500	65,235	81,153	493,741	2,759,739

⁽¹⁾ The directors fees paid to Trent Peterson are paid to Catalyst Direct Capital Management Pty Ltd

⁽²⁾ The directors fees paid to Debra Singh are paid to PD Singh Enterprises Pty Ltd

⁽³⁾ Share-based payments refer to LTI Shares and Performance Share Rights only.

FY2022 table of benefits and payments

	Cash salary / Director's fees \$	STI / bonus \$	Annual leave / long service leave \$	Post- employment benefits \$	Share-based payments ⁽³⁾ \$	Total \$
Non-Executive Directors						
Broderick Arnhold	140,000	-	-	-	-	140,000
Trent Peterson ⁽¹⁾	80,000	-	-	-	-	80,000
Craig Mathieson	80,000	-	-	-	-	80,000
Brian Singer	70,000	-	-	-	-	70,000
Debra Singh ⁽²⁾	70,000	-	-	-	-	70,000
Senior Executives						
Cameron Fox	580,000	290,000	38,757	30,000	180,770	1,119,527
Lawrence Hamson	428,713	125,000	13,238	25,860	90,982	683,793
Philip Tine	350,192	140,000	22,835	23,568	89,826	626,421
TOTAL	1,798,905	555,000	74,830	79,428	361,578	2,869,741

⁽¹⁾ The directors fees paid to Trent Peterson are paid to Catalyst Direct Capital Management Pty Ltd

⁽²⁾ The directors fees paid to Debra Singh are paid to PD Singh Enterprises Pty Ltd

⁽³⁾ Share-based payments refer to LTI Shares and Performance Share Rights only.

(j) Additional Statutory information

The Board may decide to pay Senior Executives discretionary bonus amounts in addition to their maximum STI amount under the STIP outlined above. The Board rarely exercises this discretion and only does so in exceptional circumstances.

(k) KMP shareholdings

The number of ordinary shares (excluding unvested LTIP shares) in Shaver Shop Group Limited held by each KMP of the Group during the financial year is as follows:

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Shaver Shop Group Limited
Directors' Report
30 June 2023

30 June 2023	Balance at Beginning of Year	On Market Sale of Shares	On Market Purchase of Shares	Shares Vested as Remuneration	Balance at End of Year
Directors					
Broderick Arnhold	2,000,000	(500,000)	-	-	1,500,000
Cameron Fox	3,122,118	-	-	413,185	3,535,303
Craig Mathieson	4,820,004	-	-	-	4,820,004
Brian Singer	3,258,004	-	-	-	3,258,004
Trent Peterson	547,619	-	-	-	547,619
Debra Singh	100,000	-	-	-	100,000
Senior Executives					
Lawrence Hamson	925,492	(100,235)	-	214,926	1,040,183
Philip Tine	300,000	(25,000)	-	214,926	489,926
TOTAL	15,073,237	(625,235)	-	843,037	15,291,039

LTIP holdings of KMP

The following table details the LTIP holding and the movements in the LTIP shares for KMP during FY2023:

Senior Executives	LTI Security Type	Unvested Balance at 30 June 2022	LTI Securities Granted as Remuneration	Vested / Exercisable	Forfeited	Unvested Balance at 30 June 2023
Cameron Fox	Shares	1,616,667	-	(413,185)	(270,148)	933,334
	Rights	-	420,000	-	-	420,000
Lawrence Hamson	Shares	816,667	-	(214,926)	(135,074)	466,667
	Rights	-	210,000	-	-	210,000
Philip Tine	Shares	816,667	-	(214,926)	(135,074)	466,667
	Rights	-	210,000	-	-	210,000

(l) Contractual arrangements with Senior Executives

The remuneration and other terms of employment for the CEO and Senior Executives are set out in formal service agreements as summarised below.

In FY2023 the CEO was entitled to fixed remuneration of \$625,000 (FY2022: \$580,000) whilst the fixed remuneration for other Senior Executives was in the range of \$395,000 to \$465,000.

All service agreements are for an unlimited duration. The Chief Executive Officer's contract may be terminated by giving six months' notice (except in the case of serious or wilful misconduct). The Chief Financial Officer's contract may be terminated by giving eight weeks' notice.

No contracted retirement benefits are in place with any of the Company's Senior Executives.

(m) Loans made to KMP

The following information relates to KMP loans made, guaranteed, or secured during the reporting period on an aggregate basis.

Shaver Shop Group Limited
Directors' Report
30 June 2023

	Balance at beginning of the year \$	Balance at the end of the year \$	Provision for bad debts expense \$
Employee Share Plan Loans	56,189	56,189	-

Loans to KMP arise as a result of the early Shaver Shop long-term incentive plans. The above KMP loans related to incentive plans established prior to the Company's IPO and are repayable after a maximum period of six years or upon disposal of the shares.

(n) Transactions with KMP (excluding loans)

There were no other material transactions or contracts with KMP except as disclosed elsewhere in the remuneration report.

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**Shaver Shop Group Limited
Directors' Report
30 June 2023**

Signed in accordance with a resolution of the Board of Directors:



Broderick Arnhold
Director

Melbourne
22 August 2023

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Auditor's Independence Declaration

As lead auditor for the audit of Shaver Shop Group Limited for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Shaver Shop Group Limited and the entities it controlled during the period.

A handwritten signature in black ink that reads 'Brad Peake'.

Brad Peake
Partner
PricewaterhouseCoopers

Melbourne
22 August 2023

Shaver Shop Group Limited
Consolidated Statement Of Profit Or Loss And Other Comprehensive Income
For the year ended 30 June 2023

	Note	Consolidated 2023 \$	Consolidated 2022 \$
Revenue			
Revenue from continuing operations	3	224,523,767	222,745,103
Cost of goods sold		<u>(124,590,985)</u>	<u>(125,030,670)</u>
Gross profit from corporate owned retail stores		<u>99,932,782</u>	<u>97,714,433</u>
Expenses			
Employee benefits expense		(35,821,579)	(31,847,964)
Marketing and advertising expense		(7,238,685)	(8,519,349)
Depreciation and amortisation expense	4	(15,265,884)	(14,397,705)
Occupancy expenses		(3,261,716)	(2,929,723)
Operational expenses		(9,376,725)	(11,091,791)
Other expenses		(3,198,548)	(3,042,220)
Finance costs	4	<u>(1,243,179)</u>	<u>(1,696,342)</u>
Profit before income tax		24,526,466	24,189,339
Income tax	5	<u>(7,707,174)</u>	<u>(7,496,863)</u>
Profit after income tax for the year attributable to the owners of Shaver Shop Group Limited	21	16,819,292	16,692,476
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translating foreign operations		<u>21,408</u>	<u>(30,366)</u>
Other comprehensive income for the year, net of tax		<u>21,408</u>	<u>(30,366)</u>
Total comprehensive income for the year attributable to the owners of Shaver Shop Group Limited		<u><u>16,840,700</u></u>	<u><u>16,662,110</u></u>
		Cents	Cents
Earnings per share for profit attributable to the owners of Shaver Shop Group Limited			
Basic earnings per share (weighted average shares)	20	13.1	13.2
Diluted earnings per share (weighted average shares)	20	12.8	12.8

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

Shaver Shop Group Limited
Consolidated Balance Sheet
As at 30 June 2023

	Note	Consolidated 2023 \$	Consolidated 2022 \$
Assets			
Current assets			
Cash and cash equivalents	7	13,471,437	9,395,910
Trade receivables and current assets	8	2,131,793	3,075,883
Inventories	9	21,959,590	22,175,081
Total current assets		<u>37,562,820</u>	<u>34,646,874</u>
Non-current assets			
Property, plant and equipment	11	10,839,362	10,387,939
Right-of-use assets	10	17,635,700	22,340,317
Deferred tax assets	24	4,382,792	6,036,319
Intangible assets	12	54,233,038	54,304,560
Total non-current assets		<u>87,090,891</u>	<u>93,069,135</u>
Total assets		<u>124,653,712</u>	<u>127,716,009</u>
Liabilities			
Current liabilities			
Trade and other payables	13	14,601,192	17,708,190
Lease liabilities	10	10,620,151	10,849,286
Current tax liabilities	24	1,059,380	1,837,762
Employee benefits	15	2,785,066	2,610,385
Other liabilities	16	30,139	25,667
Total current liabilities		<u>29,095,928</u>	<u>33,031,290</u>
Non-current liabilities			
Lease liabilities	10	11,083,885	15,974,064
Other liabilities	16	177,145	77,145
Total non-current liabilities		<u>11,261,030</u>	<u>16,051,209</u>
Total liabilities		<u>40,356,958</u>	<u>49,082,499</u>
Net assets		<u>84,296,754</u>	<u>78,633,510</u>
Equity			
Issued capital	17	50,275,510	49,492,703
Reserves	19	2,400,932	1,551,477
Retained earnings	21	31,620,312	27,589,330
Total equity		<u>84,296,754</u>	<u>78,633,510</u>

The above consolidated balance sheet should be read in conjunction with the accompanying notes

Shaver Shop Group Limited
Consolidated Statement Of Changes In Equity
For the year ended 30 June 2023

Consolidated	Ordinary Shares \$	Reserves \$	Retained earnings \$	Total equity \$
Balance at 1 July 2022	49,492,703	1,551,477	27,589,330	78,633,510
Profit after income tax for the year	-	-	16,819,292	16,819,292
Other comprehensive income for the year, net of tax	-	21,408	-	21,408
Total comprehensive income for the year	-	21,408	16,819,292	16,840,700
<i>Transactions with owners in their capacity as owners:</i>				
On-market sale of unvested LTI shares	782,807	-	-	782,807
Share-based payments (note 19)	-	828,047	-	828,047
Dividends paid (note 18)	-	-	(12,788,310)	(12,788,310)
Balance at 30 June 2023	<u>50,275,510</u>	<u>2,400,932</u>	<u>31,620,312</u>	<u>84,296,754</u>

Consolidated	Ordinary Shares \$	Reserves \$	Retained earnings \$	Total equity \$
Balance at 1 July 2021	48,872,261	1,014,616	22,690,867	72,577,744
Profit after income tax for the year	-	-	16,692,476	16,692,476
Other comprehensive income for the year, net of tax	-	(30,366)	-	(30,366)
Total comprehensive income for the year	-	(30,366)	16,692,476	16,662,110
<i>Transactions with owners in their capacity as owners:</i>				
On-market sale of unvested LTI shares	620,442	-	-	620,442
Share-based payments (note 31)	-	567,227	-	567,227
Dividends paid (note 18)	-	-	(11,794,013)	(11,794,013)
Balance at 30 June 2022	<u>49,492,703</u>	<u>1,551,477</u>	<u>27,589,330</u>	<u>78,633,510</u>

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

Shaver Shop Group Limited
Consolidated Statement Of Cash Flows
For the year ended 30 June 2023

	Note	Consolidated 2023 \$	Consolidated 2022 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		248,471,085	246,122,594
Payments to suppliers and employees (inclusive of GST)		<u>(208,175,913)</u>	<u>(210,092,626)</u>
		40,295,172	36,029,968
Interest received		166,512	-
Interest paid - borrowings		(274,617)	(255,000)
Interest paid - leases		(1,220,349)	(1,441,750)
Income taxes paid		<u>(6,708,204)</u>	<u>(6,017,784)</u>
Net cash from operating activities	30	<u>32,258,515</u>	<u>28,315,434</u>
Cash flows from investing activities			
Payments for property, plant and equipment	11	(2,369,640)	(1,845,179)
Payments for software	12	(65,997)	(328,214)
Contributions for new premises fitouts		<u>1,046,153</u>	<u>625,000</u>
Net cash used in investing activities		<u>(1,389,484)</u>	<u>(1,548,393)</u>
Cash flows from financing activities			
Principal elements of lease repayments		(14,788,001)	(13,572,525)
Proceeds on sale of unvested LTI shares		782,807	620,442
Dividends paid	18	<u>(12,788,310)</u>	<u>(11,794,013)</u>
Net cash used in financing activities		<u>(26,793,504)</u>	<u>(24,746,096)</u>
Net increase/(decrease) in cash and cash equivalents		4,075,527	2,020,945
Cash and cash equivalents at the beginning of the financial year		<u>9,395,910</u>	<u>7,374,965</u>
Cash and cash equivalents at the end of the financial year	7	<u><u>13,471,437</u></u>	<u><u>9,395,910</u></u>

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

Shaver Shop Group Limited
Notes To The Consolidated Financial Statements
30 June 2023

1. Basis of preparation

The consolidated financial report covers Shaver Shop Group Limited and its' controlled entities ('the Group'). Shaver Shop Group Limited is a for-profit Company, limited by shares, incorporated and domiciled in Australia.

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*.

Where necessary, and as a result of a change in the classification of certain expenses during the current year, comparative amounts in the statement of profit and loss and balance sheet have been reclassified for consistency with current year presentation.

Compliance with IFRS

These financial statements and associated notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional and presentation currency.

The financial report was authorised for issue by the Directors on 22 August 2023. Comparatives are consistent with prior years, unless otherwise stated.

Basis of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Shaver Shop Group Limited ('Company' or 'Parent entity') as at 30 June 2023 and the results of all subsidiaries for the period then ended. Shaver Shop Group Limited and its subsidiaries together are referred to in these financial statements as the 'Group' or the consolidated entity.

Subsidiaries are all entities (including structured 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 deconsolidated from the date that control ceases. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of controlled entities is contained in Note 26 to the financial statements.

2. Critical accounting estimates and judgements

The preparation of 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 significant estimates or judgements are estimates of goodwill impairment, refer to Note 12 and net realisable value of inventory, refer to Note 9.

3. Revenue and other income

Revenue from continuing operations

	Consolidated	
	2023	2022
	\$	\$
Sales revenue		
Retail sales	<u>224,523,767</u>	<u>222,745,103</u>
Total revenue	<u><u>224,523,767</u></u>	<u><u>222,745,103</u></u>

Shaver Shop Group Limited
Notes To The Consolidated Financial Statements
30 June 2023

3. Revenue and other income (continued)

Accounting policy for revenue and other income

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are presented net of returns, trade allowances, discounts, rebates and amounts collected on behalf of third parties. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods and services. This is generally in-store when the customer purchases the goods or services, or on delivery in the case of online sales.

Revenue is recognised for the major business activities using the methods outlined below:

Sale of goods

The Group operates a chain of retail stores and associated websites selling personal care and grooming products. Revenue from the sale of goods is recognised at a point in time when a Group entity sells a product to the customer. Payment of the transaction price is due immediately when the customer purchases the product and takes delivery in store. It is the Group's policy to sell its products to the end customer with a right of return within 21 days. Therefore, a refund liability (included in trade and other payables) and a right to the returned goods (included in other current assets) are recognised for the products that could be returned. Accumulated experience is used to estimate such returns at the time of sale at a portfolio level (expected value method). As the number of products returned has been relatively steady for a number of years, it is not considered probable that a significant reversal in the cumulative revenue recognised will occur. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.

Interest income

Interest is recognised using the effective interest method, which, for floating rate financial assets, is the rate inherent in the financial instrument.

4. Expenses

Profit before income tax includes the following specific expenses:

Finance costs

	Consolidated	
	2023	2022
	\$	\$
Interest and finance charges - borrowings	189,342	254,718
Interest and finance charges - leases	1,220,349	1,441,750
Interest income	(166,512)	(126)

Total finance costs

1,243,179 1,696,342

Depreciation and amortisation

Intangible assets	139,009	79,759
Property, plant & equipment	1,759,451	1,800,284
Right-of-use assets	13,367,424	12,517,662

Total depreciation and amortisation expense

15,265,884 14,397,705

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Shaver Shop Group Limited
Notes To The Consolidated Financial Statements
30 June 2023

5. Income tax

The major components of tax expense comprise:

	Consolidated	
	2023	2022
	\$	\$
Current tax expense		
Current tax on profits for the year	6,484,884	5,723,942
Deferred tax expense		
Movements in deferred tax assets and liabilities	1,222,290	1,772,921
Income tax expense relating to continuing operations	7,707,174	7,496,863

Reconciliation of income tax to accounting profit

	Consolidated	
	2023	2022
	\$	\$
Profit before income tax	24,526,466	24,189,339
Tax at the statutory tax rate of 30%	7,357,940	7,256,802
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other items	349,234	240,061
Income tax	7,707,174	7,496,863

Franchise Buy-Backs

Shaver Shop has received a private ruling from the Australian Tax Office in respect of deductions for the amount relating to the termination of the franchise licence forming part of the purchase consideration paid for the buy-back of franchise stores. The tax ruling confirms that this amount is to be deducted in equal portions over a five-year period following the date of purchase.

For each franchise store, a portion of the purchase consideration equal to the total tax benefit to be received over five years, is recognised as a deferred tax asset and included in the calculation of goodwill. The deferred tax asset is then released over five years in accordance with the deduction schedule for each acquired franchise store with the effect of reducing income tax payable for each period.

Accounting policy for income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

5. Income tax (continued)

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. However, deferred tax liabilities are recognised in respect of any adjustments to goodwill subsequent to the initial recognition. On that basis, deferred tax liabilities have been recognised in the year for additions to goodwill in respect of franchise buy-back activities (if any) to the extent that they are deductible in calculating the current tax expense in the year. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. 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.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount of tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

6. Operating segments

The Group operates within one operating segment, being retail sales of specialist personal grooming products through their corporate and online stores. The chief operating decision maker for the Company is the Managing Director and Chief Executive Officer. Total revenue disclosed in the consolidated statement of comprehensive profit and loss all relates to this one operating segment. The Group is not reliant on any one single customer. At 30 June 2023, the Group operated 115 Corporate Stores in Australia (FY2022: 114) and 8 Corporate Stores in New Zealand (FY2022: 7).

Accounting policy for operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group operates within one operating segment, being retail store sales of a variety of specialist personal grooming products.

7. Cash and cash equivalents

	Consolidated	
	2023	2022
	\$	\$
Cash at bank and on hand	<u>13,471,437</u>	<u>9,395,910</u>

Accounting policy for cash and cash equivalents

For the purpose of presentation in the statement of cash flows, 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, which are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdrafts (if applicable) are shown within borrowings in current liabilities in the balance sheet.

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8. Trade receivables and other current assets

	Consolidated	
	2023	2022
	\$	\$
<i>Current assets</i>		
Trade receivables	944,009	942,621
Prepayments	822,514	1,670,093
Related party receivables	81,377	81,377
Other receivables	<u>283,893</u>	<u>381,792</u>
Total trade receivables and other current assets	<u><u>2,131,793</u></u>	<u><u>3,075,883</u></u>

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

Accounting policy for credit losses on trade receivables

The Group has elected to apply the simplified approach to measuring expected credit losses, using the lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. A provision matrix is then determined based on the historic credit loss rate for each group, adjusted for any material expected changes to the future credit risk for that group.

9. Inventories

	Consolidated	
	2023	2022
	\$	\$
<i>Current assets</i>		
Finished goods	<u>21,959,590</u>	<u>22,175,081</u>

Amounts recognised in profit and loss

Inventories recognised as an expense in costs of goods sold during the year ended 30 June 2023 amounted to \$124,590,985 (FY2022 \$125,030,670). Amounts recognised in expenses relating to write-downs and write-offs of stock in FY2023 amounted to \$983,179 (FY2022: \$922,022).

Critical accounting estimates - realisable value of inventory

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less all estimated costs necessary to make the sale. Determining the net realisable value of inventories relies on key assumptions that require the use of management judgement. These key assumptions are the variables affecting the expected selling price and are reviewed at least annually. Any reassessment of the selling price in a particular year will effect the cost of goods sold.

Accounting policy for inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises of cost of purchases and direct shipping costs to bring the inventories into their current location. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

10. Leases

	Consolidated	
	2023	2022
	\$	\$
Lease liabilities		
Lease liabilities - current	10,620,151	10,849,286
Lease liabilities - non-current	11,083,885	15,974,064
	<u>21,704,036</u>	<u>26,823,350</u>

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

	Consolidated	
	2023	2022
	\$	\$
Right-of-use assets		
Right-of-use assets - at cost	46,474,610	47,572,696
Less: accumulated depreciation	(28,838,910)	(25,232,379)
	<u>17,635,700</u>	<u>22,340,317</u>

Accounting policy for leases

The Group leases retail sites for its corporate store locations across Australia and New Zealand. Rental contracts are typically made for fixed periods of 2-7 years and in very limited situations contain an option to renew at the end of the initial term. Lease terms are negotiated on an individual basis.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period, so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the group under residual value guarantees;
- the exercise price of a purchase option if the group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

As a practical expedient, AASB 16 permits a lessee not to separate non-lease components and instead account for any lease and associated non-lease components as a single arrangement. The Group has elected to apply this practical expedient.

In line with accounting standard guidance where leases have a fixed escalation rate, the fixed rate has been applied when accounting for the lease payments. No rate has been applied to leases that increase at the rate of CPI or leases that have a variable escalation rate.

Right-of-use assets are measured at cost comprising the initial measurement of the lease liability and other components as required under AASB16. Payments associated with leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Low-value assets comprise IT equipment and small office related items.

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11. Property, plant and equipment

Movements in carrying amounts of property, plant and equipment

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Leasehold Improvements in Progress	Plant and Equipment	Computer Equipment	Improvements	Total
	\$	\$	\$	\$	\$
Consolidated					
Year ended 30 June 2023					
Balance at the beginning of the year	492,528	9,679,223	169,210	46,978	10,387,939
Additions	-	1,886,456	483,184	-	2,369,640
Disposals and write-downs	-	(171,245)	-	-	(171,245)
Transfers	(130,641)	130,641	-	-	-
Depreciation expense	-	(1,605,202)	(136,839)	(17,411)	(1,759,452)
Foreign exchange movements	-	12,232	248	-	12,480
Balance at the end of the year	361,887	9,932,104	515,803	29,568	10,839,362

	Leasehold Improvements in Progress	Plant and Equipment	Computer Equipment	Improvements	Total
	\$	\$	\$	\$	\$
Consolidated					
Year ended 30 June 2022					
Balance at the beginning of the year	346,675	9,912,088	242,837	64,389	10,565,989
Additions	145,853	1,621,248	78,059	-	1,845,160
Disposals and write-downs	-	(213,448)	-	-	(213,448)
Depreciation expense	-	(1,631,426)	(151,447)	(17,411)	(1,800,284)
Foreign exchange movements	-	(9,239)	(239)	-	(9,478)
Balance at the end of the year	492,528	9,679,223	169,210	46,978	10,387,939

Accounting policy for property, plant and equipment

Property, plant and equipment is stated at historical cost minus depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Plant and Equipment	2-12 years
Computer Equipment	1-7 years
Leasehold Improvements	10 years

The asset's residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period. An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount.

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11. Property, plant and equipment

Gains and losses on disposals are determined by comparing proceeds with the carrying value. These are included in profit or loss.

12. Intangible assets

Movements in carrying amounts of intangible assets

	Software	Brand names	Goodwill	Total
	\$	\$	\$	\$
Consolidated				
Year ended 30 June 2023				
Opening net book value	321,039	673,944	53,309,577	54,304,560
Additions	65,997	-	-	65,997
Amortisation	(66,562)	(72,447)	-	(139,009)
Foreign exchange movements	-	1,490	-	1,490
Balance at the end of the year	320,474	602,987	53,309,577	54,233,038

	Software	Brand names	Goodwill	Total
	\$	\$	\$	\$
Consolidated				
Year ended 30 June 2022				
Opening net book value	-	748,504	53,309,577	54,058,081
Additions	328,214	-	-	328,214
Amortisation	(7,175)	(72,584)	-	(79,759)
Foreign exchange movements	-	(1,976)	-	(1,976)
Balance at the end of the year	321,039	673,944	53,309,577	54,304,560

For the purpose of impairment testing, goodwill is monitored as one operating segment.

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12. Intangible assets (continued)

Significant estimate: key assumptions used for value-in-use calculations

The Group performed its annual impairment testing as at 30 June 2023. The Group considers the relationship between its market capitalisation and its carrying value, among other factors, when reviewing for indicators of impairment. The recoverable amount of the relevant CGU has been determined based on the value-in-use calculation using cash flow projections from budgets approved by senior management and presented to the Board of Directors covering a five-year period. Cash flows beyond the five-year period are extrapolated using estimated growth rates of 2.5% (FY2022: 2.5%). The pre-tax discount rate applied to cash flow projected is 14.2% (FY2022: 13.6%).

The value-in-use calculation is most sensitive to the following key assumptions: gross margin, growth rate and discount rate.

Gross margin: Gross margin is based on average values achieved in the past. Margins are not increased over the forecast timeline. The gross margin used in the forecast period is 44.6% (FY2022: 43.2%) based on recent gross margins achieved, together with expectations of the future.

Growth rate: Sales growth rates are based on management's best estimates of anticipated growth (based on industry and company considerations) in the short to medium-term and consider the historical average like for like sales growth achieved in the past. The growth rate in the terminal year is 2.5% (FY2022: 2.5%) and the same store sales growth rate used for the five-year forecast period varies from 1% to 3% (FY2022: 1% to 3%).

Discount rate: The discount rate is specific to the Group's circumstances and is derived from its weighted average cost of capital (WACC). The WACC takes into account the cost of both debt and equity. The cost of equity is determined by the expected return on investment by the Group's shareholders. The cost of debt is based on the risk-free interest rate as well as a margin that takes into consideration both industry and company specific risk factors.

Sensitivity analysis: Management recognises that the recoverable amount of goodwill is sensitive to the assumptions used in the model. Using the assumption outlined above, the surplus of the recoverable amount over the carrying value of goodwill at 30 June 2023 is approximately \$160 million. If all of the following scenarios happen together, the recoverable amount of the CGU would exceed its carrying amount by approximately \$22 million: the five-year forecasted growth rate decreased from 1.0% to 3.0% to 0.0%, the pre-tax discount rate is increased from 13.6% to 17.1%, the growth rate in the terminal year decreased from 2.5% to 0.0% and operating expenses increased at 4.0% versus expected long-term CPI growth of 2.5%.

The Group believes the assumptions adopted in the value-in-use calculations reflect an appropriate balance between the Group's experience to date and ongoing macroeconomic risks and uncertainties.

Accounting policy for intangible assets

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Brand names

Brand names have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of the brand names over their useful life of 20 years.

Costs incurred in configuring and customising cloud-based software

Costs incurred in configuring or customising cloud software and Software as a Service (SaaS) arrangements can only be recognised as intangible assets if the implementation activities create an intangible asset that the entity controls and the intangible asset meets the recognition criteria. Those costs that do not result in intangible assets are expensed as incurred, unless they are paid to the suppliers of the SaaS arrangements to significantly customise the cloud-based software for the Group, in which case the costs are recorded as a prepayment for services and amortised over the expected renewable term of the arrangement.

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13. Trade and other payables

	Consolidated	
	2023	2022
	\$	\$
<i>Current liabilities</i>		
Trade payables	10,430,136	12,876,151
GST payable	1,077,791	1,139,678
Payroll related accruals	1,758,548	2,189,049
Other creditors and accruals	1,334,717	1,503,312
	<u>14,601,192</u>	<u>17,708,190</u>

All amounts are short-term and the carrying values are considered to be a reasonable approximation of fair value.

Accounting policy for 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 which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

14. Borrowings

The carrying amounts of current and non-current assets pledged as collateral for liabilities are:

	2023	2022
	\$	\$
Fixed and floating charge:		
Cash and cash equivalents	13,471,437	9,395,910
Trade receivables	944,009	942,621
Inventories	21,959,590	22,175,081
Property, plant and equipment	10,839,362	10,387,939
Intangible assets	54,233,038	54,304,560

Under the terms of the major borrowing facilities, as at 30 June 2023, the Group was required to comply with the following primary financial covenants:

- (a) Leverage Ratio: the ratio of debt to EBITDA must be less than or equal to 2.0;
- (b) Fixed Charge Cover Ratio: the ratio of a) EBITDA plus occupancy costs; to b) Interest expense plus right of use asset amortisation plus occupancy costs must be greater than 1.5; and
- (c) Net Worth Ratio: the ratio of total assets less total liabilities to total assets must be greater than 0.45.

During the current and prior year, there were no defaults on borrowings or breaches of debt covenants.

Accounting policy for borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

15. Employee benefits

	Consolidated	
	2023	2022
	\$	\$
<i>Current liabilities</i>		
Provision for employee benefits	<u>2,785,066</u>	<u>2,610,385</u>

The provision for employee benefits includes accrued annual leave and long service leave. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount of the provision is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

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

	Consolidated	
	2023	2022
	\$	\$
Leave obligations expected to be settled after 12 months	<u>1,058,244</u>	<u>918,245</u>

Accounting policy for employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of the reporting period in which the employees render the related service, are recognised in respect of employee's services up to the end of the reporting period. These are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables. Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Other long-term employee benefit obligations

The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the reporting period in which the employees render the related services are recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on high-quality corporate bond rates with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

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16. Other liabilities

	Consolidated	
	2023	2022
	\$	\$
<i>Current liabilities</i>		
Other liabilities	30,139	25,667
<i>Non-current liabilities</i>		
Other liabilities	177,145	77,145
Total other liabilities	207,284	102,812

17. Issued capital

	Consolidated	
	2023	2022
	\$	\$
131,012,494 (FY2022: 131,012,494) Ordinary shares	50,275,510	49,492,703

Shaver Shop has issued and unvested shares (LTI Plan Shares) under its Long-Term Incentive Plan (LTI Plan) of 2,783,336 at 30 June 2023 (FY2022: 5,052,412). The LTI Plan Shares have vesting criteria and are therefore only included, if appropriate, in diluted share calculations and are not included in the calculation of basic weighted average shares outstanding. In addition, in FY2023 Shaver Shop has issued 1.28 million rights to acquire Shaver Shop shares under its Executive Long Term Incentive Plan. At 30 June 2023, \$1.26 million of these rights remain outstanding and are subject to both performance conditions for vesting as well as service conditions.

Movements in share capital

	Consolidated	
	2023	2022
	\$	\$
At the beginning of the reporting period	49,492,703	48,872,261
Sale of unvested long-term incentive shares	782,807	620,442
At the end of the reporting period	50,275,510	49,492,703

Number of shares outstanding

	2023	2022
	No.	No.
At the beginning of the reporting period	131,012,494	128,812,494
Unvested LTIP shares issued in period	-	2,200,000
At the end of the reporting period	131,012,494	131,012,494

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17. Issued capital (continued)

Calculation of weighted average number of diluted shares

	2023	2022
	No.	No.
Weighted average number of ordinary shares used for calculating basic earnings per share	128,229,158	126,244,152
Adjustment for weighted average number of LTI Plan Shares issued (unvested shares)	<u>2,783,336</u>	<u>3,797,931</u>
Weighted average number of ordinary shares and potential ordinary shares used in calculating diluted earnings per share	<u><u>131,012,494</u></u>	<u><u>130,042,083</u></u>

The LTI Plan Shares are included in the calculation of the weighted average number of fully diluted shares outstanding when the average market price of the Company's shares is above the exercise price of the LTI Plan Shares for the year ended 30 June 2023 or there is an expectation the shares will become traded on the ASX.

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in person or by proxy and upon a poll, each share is entitled to one vote.

The Company does not have authorised capital or par value in respect of its shares.

Capital risk management

Capital of the Group is managed in order to safeguard the ability of the Group to continue as a going concern, to provide returns for shareholders, benefits for other stakeholders and to maintain an optimal capital structure.

The Group monitors capital through the gearing ratio which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is defined as equity per the consolidated statement of financial position plus net debt.

There are no externally imposed capital requirements.

Accounting policy for 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.

18. Dividends

Dividends

The following dividends were declared and paid:

	Consolidated	Consolidated
	2023	2022
	\$	\$
Franked 100% FY2022 final dividend of 5.5 cents per share (FY2021: 5.0 cents per share, franked 100%)	6,847,739	6,193,847
Franked 100% FY2023 interim dividend of 4.7 cents per share (FY2022: 4.5 cents per share, franked 100%)	<u>5,940,571</u>	<u>5,600,166</u>
	<u><u>12,788,310</u></u>	<u><u>11,794,013</u></u>
	Consolidated	Consolidated
	2023	2022
Total dividends declared per share	<u><u>0.102</u></u>	<u><u>0.095</u></u>

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18. Dividends (continued)

Franking account

	Consolidated	
	2023	2022
	\$	\$
Franking credits available for subsequent financial years based on a tax rate of 30%	<u>3,612,342</u>	<u>3,473,367</u>

The above available balance is based on the dividend franking account at year-end adjusted for:

- franking credits that will arise from the payment/(receipt) of the current tax liabilities/(receivable);
- franking debits that will arise from the payment of dividends recognised as a liability at the year-end; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the end of the year.

The ability to use the franking credits is dependent upon the Company's future ability to declare dividends.

Accounting policy for dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the Company.

19. Reserves

	Consolidated	
	2023	2022
	\$	\$
Foreign currency translation reserve		
Opening balance	(33,314)	(2,948)
Currency translation differences arising during the year	21,408	(30,366)
Closing balance	<u>(11,906)</u>	<u>(33,314)</u>
Share-based payments reserve		
Opening balance	1,584,791	1,017,564
Transfers in - Share-based payments	828,047	567,227
Closing balance	<u>2,412,838</u>	<u>1,584,791</u>
Balance at the end of the year	<u>2,400,932</u>	<u>1,551,477</u>

Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Share-based payments reserve

This reserve records the cumulative value of employee service received for the issue of share options. When the option is exercised, the amount in the share option reserve is transferred to share capital.

20. Earnings per share

	Consolidated	
	2023	2022
	\$	\$
Profit from continuing operations	16,819,292	16,692,476
Earnings used to calculate basic EPS from continuing operations	<u>16,819,292</u>	<u>16,692,476</u>

Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS and diluted EPS:

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20. Earnings per share (continued)

	2023	2022
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	128,229,158	126,244,152
Weighted average number of ordinary shares outstanding during the year used in calculating fully diluted EPS	131,012,494	130,042,083
	Cents	Cents
Basic earnings per share	13.1	13.2
Diluted earnings per share	12.8	12.8

Information concerning classification of securities

LTIP Plan shares and rights granted to participants in Shaver Shop's long term incentive plans are considered to be potential ordinary shares. They have been included in the determination of diluted earnings per share if the required TSR and EPS hurdle would have been met based on the company's performance up to the reporting date or if the company expects the potential shares to become ordinary issued shares, and to the extent to which they are dilutive.

Accounting policy for earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the period.

Diluted earnings per share

Diluted earnings per share adjusts the figure 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 (including performance rights) and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

21. Retained earnings

	Consolidated	
	2023	2022
	\$	\$
Retained earnings at beginning of the financial year	27,589,330	22,690,867
Net profit for the year	16,819,292	16,692,476
Dividends declared	(12,788,310)	(11,794,013)
Retained earnings at the end of the financial year	31,620,312	27,589,330

22. Commitments

Bank Guarantees

The Company has bank guarantees in place as security for rental payments on several of its locations. As at 30 June 2023 \$114,800 (FY2022: \$299,791) was drawn under the Company's bank guarantee facility. This facility has a capacity limit of \$0.5 million.

The Group is exposed to a variety of financial risks through its use of financial instruments.

23. Financial risk management

The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets. The Group does not speculate in derivative financial instruments.

The most significant financial risks to which the Group is exposed to are described below:

Risk	Exposure arising from
Liquidity risk	Borrowings, bank overdrafts and other liabilities
Credit risk	Cash at bank and trade receivables
Market risk - currency risk	Recognised assets and liabilities not denominated in Australian dollars
Market risk - interest rate risk	Borrowings at variable rates

Objectives, policies and processes

Risk management is carried out by the Group's senior management and the Board of Directors. The Chief Financial Officer has primary responsibility for the development of relevant policies and procedures to mitigate the risk exposure of the Group. These policies and procedures are then approved by the Risk Management Committee and tabled at the Board meeting following their approval. Reports are presented to the Board regarding the implementation of these policies and any risk exposure which the Risk Management Committee believes the Board should be aware of.

Specific information regarding the mitigation of each financial risk to which the Group is exposed is provided below.

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, as and when they fall due. The Group maintains cash to meet its liquidity requirements for up to 30-day periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

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-to-week basis, as well as on the basis of a rolling six-week projection. Long-term liquidity needs for a 180-day and a 360-day period are identified monthly.

Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

	Consolidated	
	2023	2022
	\$	\$
Term debt facility	19,500,000	-
Trade finance facility	10,000,000	-
Commercial advance facilities	-	30,000,000
Bank guarantee facility	385,200	700,209
	<u>29,885,200</u>	<u>30,700,209</u>

Shaver Shop renegotiated the bank facility which was due on 31 July 2022. Shaver Shop now has access to a \$19.5 million term debt facility, a \$10.0 million trade finance facility and a \$0.5 million bank guarantee facility. The term debt and trade finance facilities have a maturity date of 31 July 2024.

23. Financial risk management

Maturities of financial liabilities

	Not later than 1 month 2023 \$	Not later than 1 month 2022 \$	1 month to 1 year 2023 \$	1 month to 1 year 2022 \$	1 to 2 years 2023 \$	1 to 2 years 2022 \$
Bank loans	-	-	-	-	-	-
Trade and other payables	13,810,860	17,136,178	790,332	571,982	-	-
Lease liabilities	995,014	1,023,316	9,625,138	9,825,970	6,629,907	8,803,733
	<u>14,806,874</u>	<u>18,159,494</u>	<u>10,415,470</u>	<u>10,397,952</u>	<u>6,629,907</u>	<u>8,803,733</u>

The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward. The amounts disclosed in the table are the undiscounted contracted cash flows and therefore the balances in the table may not equal the balances in the consolidated statement of financial position due to the effect of discounting.

The timing of expected outflows is not expected to be materially different from contracted cash flows.

Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group.

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposure to certain customers and suppliers, including outstanding receivables and committed transactions.

The Group has adopted a policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial loss from defaults. In addition, sales to retail customers are required to be settled in cash or through the use of major credit cards, reducing credit risk associated with sales.

Trade receivables consist mainly of supplier rebates owing to the Group. Ongoing credit evaluation is performed on the financial condition of accounts receivable. No material impairment exists within trade receivables at year end.

Credit quality

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

	Consolidated	
	2023 \$	2022 \$
Cash at bank		
AA- (Standard & Poors)	<u>13,471,437</u>	<u>9,395,910</u>
Accounts receivable		
Counter-parties with no external credit rating		
Group 1*	<u>944,009</u>	<u>942,621</u>

* Group 1: Existing counter-parties (more than 12 months) with no defaults in the past.

23. Financial risk management

Market risk

Foreign currency risk

Most of the Group's transactions are carried out in Australian Dollars. Exposures to currency exchange rates arise from the Group's New Zealand operations, which are denominated in New Zealand Dollars.

Whilst the Group's exposure to foreign currency is not considered to be material, the Group's exposure to non-Australian Dollar cash flows is monitored in accordance with the Group's risk management policies.

Shaver Shop Pty Ltd has an inter-company receivable of \$0.5 million at 30 June 2023 (30 June 2022: \$1.8 million).

Interest rate risk

The Group is exposed to interest rate risk arising from both short-term and long-term variable rate borrowings. The Group does not hedge against interest rate movements and monitors the exposure to interest rate risk in accordance with the Group's risk management policy. All of the Group's borrowings are denominated in Australian Dollars.

As at the end of the reporting period, the Group had the following variable rate borrowings outstanding:

	Weighted average interest rate %	2023 \$	Weighted average interest rate %	2022 \$
Floating rate instruments				
Bank loans	1.15%	-	0.85%	-
Total	-	-	-	-

Shaver Shop did not draw-down on any of its loan facilities in FY2023. Accordingly, the weighted average interest rate represents the line fee payable on the \$19.5 million term debt facility. There is no line fee on the trade finance facility.

Management considers that interest rates could reasonably increase by 1.0% or decrease by 1.0% (FY2022: increase of 3.0%, decrease of 0.25%). As these movements would not have a material impact on either the net result for the year or equity, no sensitivity analysis has been performed.

24. Tax assets and liabilities

Current tax assets and liabilities

	Consolidated	
	2023	2022
	\$	\$
Income tax payable	1,059,380	1,837,762

Recognised deferred tax assets and liabilities

	Consolidated	
	2023	2022
	\$	\$
Deferred tax assets	9,929,582	12,752,754
Deferred tax liabilities	(5,546,790)	(6,716,435)
Net deferred tax assets	4,382,792	6,036,319

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24. Tax assets and liabilities (continued)

	Opening balance \$	Charged to income \$	Closing balance \$
Deferred tax assets (liabilities)			
Provisions - employee benefits	827,648	74,040	901,688
Accruals	421,325	(156,815)	264,510
Leased liabilities	7,578,028	(1,250,574)	6,327,454
Cancellation of franchise licence on acquisition	2,738,704	(988,301)	1,750,403
IPO costs	50,694	(50,694)	-
Software intangibles	657,193	(242,103)	415,090
Other deferred tax assets	465,106	(50,410)	414,696
Right-of-use assets	(6,290,851)	987,319	(5,303,532)
Other deferred tax liabilities	(411,528)	24,013	(387,515)
Balance at 30 June 2023	<u>6,036,319</u>	<u>(1,653,527)</u>	<u>4,382,792</u>
Provisions - employee benefits	791,744	35,904	827,648
Accruals	409,232	12,903	421,325
Leased liabilities	7,708,540	(130,512)	7,578,028
Cancellation of franchise licence on acquisition	3,968,352	(1,229,648)	2,738,704
IPO costs	101,388	(50,694)	50,694
Software intangibles	936,621	(279,428)	657,193
Other deferred tax assets	506,672	(41,566)	465,106
Right-of-use assets	(6,252,117)	(38,734)	(6,290,851)
Other deferred tax liabilities	(361,192)	(50,336)	(411,528)
Balance at 30 June 2022	<u>7,809,240</u>	<u>(1,772,921)</u>	<u>6,036,319</u>

25. Auditors' Remuneration

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2023 \$	2022 \$
PricewaterhouseCoopers Australia		
(i) Audit and other assurance services		
Audit of financial statements	245,000	220,000
Total remuneration for audit and other assurance services	<u>245,000</u>	<u>220,000</u>
(ii) Taxation services		
Tax services	26,250	30,900
Total remuneration for taxation services	<u>26,250</u>	<u>30,900</u>
(iii) Other services		
Other consulting services	2,450	7,000
Total remuneration for other services	<u>2,450</u>	<u>7,000</u>
Total remuneration of PricewaterhouseCoopers Australia	<u>273,700</u>	<u>257,900</u>

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26. Interests in subsidiaries

The Group's subsidiaries as at 30 June 2023 are set out below.

Name	Principal place of business / Country of incorporation	Ownership interest	
		2023 %	2022 %
Lavomer Riah Pty Ltd	Australia	100%	100%
Shaver Shop Pty Ltd	Australia	100%	100%
Shaver Shop (New Zealand) Limited	New Zealand	100%	100%

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

27. Deed of cross guarantee

Shaver Shop Group Limited, Lavomer Riah Pty Ltd and Shaver Shop Pty Ltd are parties to a deed of cross guarantee under which each company guarantees the debts of the others. Under ASIC class order 98/1418 there is no requirement for these subsidiaries to prepare or lodge a consolidated financial report and directors' report, as a result of entering into the deed.

These companies represent a closed Group for the purposes of the class order.

The consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position, comprising the closed group, after eliminating all transactions between parties to the deed of cross guarantee are shown below:

	2023 \$	2022 \$
Consolidated Statement of Comprehensive Income		
Revenue	214,506,750	211,710,946
Cost of Sales	(118,509,048)	(118,418,663)
Gross Profit	<u>95,997,702</u>	<u>93,292,283</u>
Operating expenses	(71,288,153)	(69,142,536)
Finance costs	(1,196,494)	(1,627,194)
Profit before income tax	<u>23,513,055</u>	<u>22,522,553</u>
Income tax expense	(7,412,713)	(7,006,781)
Profit after income tax	<u>16,100,342</u>	<u>15,515,772</u>
	2023 \$	2022 \$
Equity - retained profits		
Retained profits at the beginning of the financial year	26,807,217	22,998,066
Profit after income tax	16,100,342	15,515,772
Dividends paid	(12,697,040)	(11,706,621)
Retained profits at the end of the financial year	<u>30,210,519</u>	<u>26,807,217</u>

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27. Deed of cross guarantee (continued)

	2023 \$	2022 \$
Balance sheet		
Current assets		
Cash and cash equivalents	12,425,231	7,959,762
Trade and other receivables	2,177,737	4,611,345
Inventories	20,691,839	20,839,588
	<u>35,294,807</u>	<u>33,410,695</u>
Non-current assets		
Property, plant and equipment	9,953,847	10,019,707
Right-of-use assets	16,030,609	20,927,894
Deferred tax assets	9,654,481	12,738,696
Intangible assets	54,164,583	54,231,942
	<u>89,803,520</u>	<u>97,918,239</u>
Total assets	<u>125,098,327</u>	<u>131,328,934</u>
Current liabilities		
Trade and other payables	16,694,126	20,050,908
Lease liabilities	9,993,948	10,399,894
Current tax liabilities	723,821	1,387,490
	<u>27,411,895</u>	<u>31,838,292</u>
Non-current liabilities		
Lease liabilities	9,834,518	14,885,866
Deferred tax liabilities	5,204,502	6,716,435
	<u>15,039,020</u>	<u>21,602,301</u>
Total liabilities	<u>42,450,915</u>	<u>53,440,593</u>
Net assets	<u>82,647,412</u>	<u>77,888,341</u>
Equity		
Issued capital	50,275,510	49,492,703
Reserves	2,412,838	1,588,420
Retained profits	29,959,064	26,807,217
Total equity	<u>82,647,412</u>	<u>77,888,341</u>

28. Contingent liabilities

There are no contingent liabilities recognised by the Group.

29. Related parties

Subsidiaries

Interests in subsidiaries are set out in note 26.

Key management personnel

Key management personnel remuneration (excluding Directors Fees) included within employee expenses for the year is shown below:

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29. Related parties (continued)

	Consolidated	
	2023	2022
	\$	\$
Short-term employee benefits	1,744,845	1,988,735
Post-employment benefits	81,153	79,428
Share-based payments	493,741	361,578
Total remuneration for the year	<u>2,319,740</u>	<u>2,429,741</u>

Detailed remuneration disclosures are provided in the Remuneration Report.

Loans to/from related parties

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	Consolidated	
	2023	2022
	\$	\$
Current receivables:		
Loans to KMP and related parties	81,377	81,377

The loans to KMP resulted from a share incentive scheme implemented prior to the Shaver Shop Employee Share Plan (refer Note 31). Interest is payable on the KMP loans based on the Australian Taxation Office benchmark rate from time to time. KMP loans are repayable after a maximum period of six years or upon disposal of the shares.

30. Cash flow information

	Consolidated	
	2023	2022
	\$	\$
Profit after income tax for the year	16,819,292	16,692,476
Non-cash flows in profit:		
Depreciation and amortisation	15,265,884	14,397,705
Disposal/write-down of property, plant & equipment	171,245	39,911
Share-based payments	785,713	567,227
Net exchange differences	13,970	(42,082)
Change in operating assets and liabilities:		
Decrease in trade, leases and other receivables	944,090	551,273
Decrease in inventories	215,492	(4,050,394)
Decrease in deferred tax assets	1,653,528	1,772,921
Decrease in trade and other payables	(2,832,317)	(1,406,968)
Decrease in income taxes payable	(778,382)	(206,635)
Net cash from operating activities	<u>32,258,515</u>	<u>28,315,434</u>

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31. Share-based payments

The Group's Long-Term Incentive Plan is designed to align the interests of Senior Executives more closely with the interests of shareholders by providing an opportunity for eligible Shaver Shop managers and executives to acquire shares (Plan Shares) in the Company subject to the conditions of the LTIP. From FY2017 to FY2022, the Group granted shares to participants using a loan share plan structure. In this Plan, ordinary shares in the Company (Plan Shares) are granted to participants subject to various performance conditions. The Plan Shares may be funded by a limited recourse loan to the eligible participant from the Company or one of its subsidiaries. The Plan Shares rank pari passu in all respects with the ordinary shares of the Company.

Under the terms of the loan share plan and relevant offer letters, vesting of the Plan Shares is subject to the achievement of performance conditions as well as service conditions. Vesting of 70% of the Plan Shares is subject to the achievement of a minimum Total Shareholder Return (TSR) and 30% of the Plan Shares is subject to the achievement of Earnings Per Share (EPS) conditions. If the minimum TSR and EPS performance conditions are achieved, then the relevant service condition attaching to the shares must also be met. In the event the participant leaves the Company prior to the vesting date, the options will generally lapse. Details of the number of Plan Shares issued under the loan share plan from FY2019 to FY2022 is set out in the table below. The Plan Shares have been treated as equity-settled, share-based payment transactions in the Company's financial accounts.

In FY2023, following a review of the Company's incentive plan structures and benchmarking against peer listed entities, shareholders approved a new performance rights LTIP structure at the Company's 2022 Annual General Meeting. The new structure is considered to better align LTIP participants and shareholder objectives and is a more commonly used program. Similar to the loan share plan, the rights will only convert into ordinary shares in the Company if the performance conditions (EPS based) and service conditions attaching to the rights are met.

Details of the number of rights and Plan Shares granted and the fair value of the Rights and Plan Shares on the relevant Grant Date is set out below.

	FY2023	FY2022	FY2021	FY2020
Grant Date	28 Nov 22	10 Nov 21	28 Oct 20	30 Oct 19
Security type	Rights	Plan Shares	Plan Shares	Plan Shares
Number of Securities Granted	1,280,000	2,200,000	2,350,000	2,300,000
Issue Price of Securities	\$0.0000	\$1.0252	\$1.0651	\$0.6344

The number of securities outstanding and the relative exercise price of the LTIP shares is set out below.

	FY2023 LTIP (Shares)	FY2022 LTIP (Shares)	FY2021 LTIP (Shares)	FY2020 LTIP (Shares)
Outstanding at the beginning of the year	-	2,200,000	1,648,338	700,003
Granted during the year	1,280,000	-	-	-
Vested during the year	-	-	(575,517)	(666,669)
Forfeited during the year	(20,000)	(100,000)	(389,485)	(33,334)
Outstanding at the end of the year	1,260,000	2,100,000	683,336	-
Average exercise price	\$0.0000	\$1.0252	\$1.0651	\$0.6344

The fair value at grant date of the rights is independently determined using a Black-Scholes model. The fair value at grant date of the Plan Shares is independently determined using an adjusted form of Monte Carlo model for TSR LTIP Shares and a Black-Scholes model for EPS based shares. The model takes into account the vesting criteria, the current share price, the expected dividend yield, the risk-free interest rate, the expected volatility of the shares and the correlations and volatilities of peer group companies. The assessed fair value at grant date of rights granted during the year ended 30 June 2023 was \$0.89 per right.

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31. Share-based payments (continued)

	FY2023	FY2022	FY2021	FY2020
Grant Date	28 Nov 22	10 Nov 21	28 Oct 20	30 Oct 19
Closing share price on Grant Date	\$1.11	\$1.06	\$1.04	\$0.645
Exercise price	\$0.00	\$1.0252	\$1.0651	\$0.6344
Volatility	n/a	45%	50%	40%
Dividend yield (Nil for Loan Shares as used to pay off loan value)	8.0%	Nil	Nil	Nil
Risk-free rate	3.20%	1.31%	0.27%	0.86%

Total expenses arising from share-based payment transactions recognised during the period as part of Employment Benefit Expenses were as follows:

	Consolidated	
	2023	2022
	\$	\$
Expense for Plan Shares issued under LTI Plan	<u>785,713</u>	<u>567,227</u>

Accounting policy for share-based payments

Share-based compensation benefits are provided to employees via the Company's Long-Term Incentive Plan (LTIP).

Equity-settled transactions are awards of shares or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The fair value of shares granted under the Shaver Shop Group Limited's LTIP is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, the entity's share price);
- excluding the impact for any service and non-market performance vesting conditions (for example, sales growth targets, profitability and an employee remaining an employee of the entity over a specified time period); and
- including the impact of non-vesting conditions (for example, the requirement for employees to hold shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specific vesting conditions are to be satisfied. At the end of each period, the entity revises estimates of the number of shares that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

32. Events occurring after the reporting date

Subsequent to year end, the Directors declared a final dividend of 5.5 cents per share (100% franked) to shareholders of record on 7 September 2023. The dividend payment date is 21 September 2023.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

33. Parent entity information

The following information has been extracted from the books and records of the parent, Shaver Shop Group Limited and has been prepared in accordance with Accounting Standards.

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33. Parent entity information (continued)

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of Shaver Shop Group Limited. Dividends received from associates are recognised in the parent entity's profit or loss when its right to receive the dividend is established.

The financial information for the parent entity, Shaver Shop Group Limited, has been prepared on the same basis as the consolidated financial statements.

	2023	2022
	\$	\$
Assets		
Current assets	18,671,649	18,552,511
Non-current assets	28,714,799	28,714,799
Total assets	<u>47,386,448</u>	<u>47,267,310</u>
Liabilities		
Current liabilities	723,821	1,387,490
Total liabilities	<u>723,821</u>	<u>1,387,490</u>
Equity		
Contributed equity	50,275,510	49,492,703
Reserves	2,514,310	1,728,597
Retained losses	6,127,192	(5,341,480)
Total equity	<u>46,662,627</u>	<u>45,879,820</u>
Profit for the period	<u>12,002,598</u>	<u>11,082,979</u>
Total comprehensive income	<u>12,002,598</u>	<u>11,082,979</u>
Opening retained losses	(5,341,480)	(4,630,446)
Profit for the period	12,002,598	11,082,979
Dividends paid or provided for	(12,788,310)	(11,794,013)
Closing retained losses	<u>(6,127,192)</u>	<u>(5,341,480)</u>

Contingent liabilities

The parent entity did not have any contingent liabilities as at 30 June 2023 or 30 June 2022.

Contractual commitments

The parent entity did not have any commitments as at 30 June 2023 or 30 June 2022.

34. Summary of other significant accounting policies

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

34. Summary of other significant accounting policies (continued)

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain from a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Foreign currency transactions and balances

Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Australian dollars, which is Shaver Shop Group Limited's functional and presentation currency.

Transactions and balances

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

Impairment of assets

Goodwill and 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 assets are tested 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. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. At the end of each reporting period the Group determines whether there is an evidence of an impairment indicator for non-financial assets.

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.

Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

34. Summary of other significant accounting policies (continued)

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of 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 taxation authority is included with other receivables or 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 taxation authority, are presented as operating cash flows.

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 consolidated entity for the annual reporting period ended 30 June 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

35. Company details

The registered office of and principal place of business of the Company is:
Shaver Shop Group Limited
Level 1, Chadstone Tower One
1341 Dandenong Road
CHADSTONE VIC 3148

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Shaver Shop Group Limited
Directors' Declaration
30 June 2023

The directors of the Company declare that:

1. the consolidated financial statements and notes for the year ended 30 June 2023 are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standards, which, as stated in basis of preparation Note 1 to the consolidated financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position and performance of the consolidated Group.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. In the directors' opinion, there are reasonable grounds to believe that the Company and its subsidiary which have entered into a Deed of Cross Guarantee will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

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

Broderick Arnhold
Director



Melbourne
22 August 2023

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Independent auditor's report

To the members of Shaver Shop Group Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Shaver Shop Group Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) 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 then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The Group financial report comprises:

- the consolidated balance sheet as at 30 June 2023
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the consolidated statement of profit or loss and other comprehensive income for the year then ended
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information
- the directors' declaration.

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

Independence

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 & 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.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.



<i>Materiality</i>	<i>Audit scope</i>
<ul style="list-style-type: none"> For the purpose of our audit we used overall Group materiality of \$1.226 million, which represents approximately 5% of the Group's profit before tax. We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole. We chose Group profit before tax because, in our view, it is the benchmark against which the performance of the Group is most commonly measured. We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds. 	<ul style="list-style-type: none"> Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. The Group sells personal grooming and beauty appliances to customers across Australia and New Zealand, through retail stores and the Group's website. The products are held in the Group's warehouse in Melbourne, and across the retail stores. The accounting processes are structured around a group finance function located at the head office in Melbourne.

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 for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

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Key audit matter	How our audit addressed the key audit matter
<p data-bbox="316 451 625 504">Carrying value of goodwill (Refer to note 12) \$53.3 million</p> <p data-bbox="316 535 860 588">At 30 June 2023 the Group recognised \$53.3 million of goodwill in the consolidated balance sheet.</p> <p data-bbox="316 619 860 777">The Group assesses goodwill for impairment annually, irrespective of whether there are indicators of impairment and has determined that there is only one Cash Generating Unit (CGU). The Group assesses impairment by preparing a model which estimates forecast cash flows discounted to their present value.</p> <p data-bbox="316 808 860 850">The carrying value of goodwill was a key audit matter due to:</p> <ul data-bbox="316 861 860 1050" style="list-style-type: none">• the financial significance of the goodwill balance; and• the level of judgement involved in assessing the recoverable amount of the goodwill including forecasting future cash flows and estimating the discount rate and terminal growth rate.	<p data-bbox="885 451 1388 504">We performed the following procedures, amongst others:</p> <ul data-bbox="885 514 1445 1218" style="list-style-type: none">• Assessed the historical accuracy of the Group’s cash flow forecasts by comparing prior budgets to actual performance.• Compared the forecast cash flows used in the Group’s impairment model to the latest budgets and business plans.• Assessed the appropriateness and supportability of the cash flow forecasts by considering the key factors upon which they were based and the underlying drivers for growth.• Compared growth rate assumptions used in the impairment model to historical results and economic forecasts.• Tested the mathematical accuracy of the calculations made in the impairment model.• Engaged internal valuation experts to assess the appropriateness of the discount rate used in the model.• Evaluated the reasonableness of the disclosures made in note 12, against the requirements of Australian Accounting Standards.
<p data-bbox="316 1249 625 1302">Carrying value of inventory (Refer to note 9) \$22.0 million</p> <p data-bbox="316 1333 860 1428">At 30 June 2023 the Group recognised \$22.0 million of inventory in the consolidated balance sheet. The inventory balance was valued at the lower of cost and net realisable value.</p> <p data-bbox="316 1459 860 1564">The identification of products expected to be sold below net realisable value depends, in part, on forecasts of future sales made at below estimated costs for the sale.</p> <p data-bbox="316 1596 860 1648">The carrying value of inventory was a key audit matter due to:</p> <ul data-bbox="316 1659 860 1848" style="list-style-type: none">• the financial significance of the inventory balance; and• the level of judgement and estimation required in determining the net realisable value of inventory including assumptions of expected future selling prices and related costs.	<p data-bbox="885 1249 1388 1302">We performed the following procedures, amongst others:</p> <ul data-bbox="885 1312 1445 1858" style="list-style-type: none">• Compared inventory balances within the inventory provision calculation to total inventory on hand to ensure the completeness of the assessment.• Evaluated the appropriateness of significant assumptions used to develop the provision for net realisable value, by having regard to:<ul data-bbox="933 1522 1445 1659" style="list-style-type: none">– aggregate inventory sold below cost during the financial period; and– expected weeks cover based on historical information.• Compared the current selling price (net realisable value) to the recorded cost for a sample of inventory items;• Evaluated the appropriateness of the disclosures made in note 9, against the requirements of Australian Accounting Standards.

Key audit matter	How our audit addressed the key audit matter
<p>Accounting for supplier rebates (Refer to note 9)</p> <p>The Group has entered into a number of arrangements with various suppliers under which they receive rebates for purchasing goods. There are a range of rebate types with the majority being supplier volume rebates. The rebates vary depending on the specific terms agreed with each supplier in relation to the rebate rate(s) and the range of products included.</p> <p>We considered rebates to be a key audit matter because:</p> <ul style="list-style-type: none"> the financial significance of the supplier rebates recognised during the year; supplier arrangements can vary between suppliers; and judgement is involved by the Group to determine the amount of rebates that should be recognised in the cost of sales and the amount that should be deferred to inventory. 	<p>We performed the following procedures, amongst others:</p> <ul style="list-style-type: none"> For rebates receivable at balance date we: <ul style="list-style-type: none"> sent a confirmation to a supplier; and for a sample of suppliers, agreed key rebates terms and the rebates receivable at balance date to supporting documentation and remittances for a sample of rebates receivable, where inventory was still on hand at balance date, the rebate amount had been appropriately deducted from inventory. For rebates recognised as a reduction to cost of sales we: <ul style="list-style-type: none"> agreed the rebates recognised to supporting documentation and remittances for a sample of invoices.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

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 on the other information that we obtained prior to the date of this auditor's report, 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 have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 11 to 22 of the directors' report for the year ended 30 June 2023.

In our opinion, the remuneration report of Shaver Shop Group 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.

PricewaterhouseCoopers

Brad Peake
Partner

Melbourne
22 August 2023

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