

# RAS Technology Holdings Limited

## Appendix 4E

### Preliminary final report

#### 1. Company details

Name of entity:	RAS Technology Holdings Limited
ABN:	16 650 066 158
Reporting period:	For the year ended 30 June 2023
Previous period:	For the year ended 30 June 2022

#### 2. Results for announcement to the market

					\$'000
Revenues from ordinary activities	up	40.7%	to		11,720
Loss from ordinary activities after tax attributable to the owners of RAS Technology Holdings Limited	down	56.5%	to		(1,297)
Loss for the year attributable to the owners of RAS Technology Holdings Limited	down	56.5%	to		(1,297)

##### Comments

FY 2023 represented the first full year of trading for RAS Technology Holdings post-IPO. FY2023 was focused on a balance of building out new capability, growing the team, corporatising the business and amplifying the Company's sales and marketing functions.

The Company experienced strong growth in FY2023 particularly in its AMRR which grew by 48% in FY2023 to finish the year at \$13.2 million; this had a corresponding slow-down in the cash burn and positions the Company well for improved results in FY2024.

The Company made good progress in expanding its existing products, developing new products and establishing the foundations in new global markets to support further strong growth in FY2024.

##### Financial Performance

Refer to page 28 Statement of profit and loss and other comprehensive income

##### Financial Position

Refer to page 29 Statement of financial position

#### 3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>17.63</u>	<u>22.20</u>

#### 4. Control gained over entities

Not applicable.

**RAS Technology Holdings Limited**  
**Appendix 4E**  
**Preliminary final report**

**5. Loss of control over entities**

Not applicable.

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**6. Dividends**

*Current period*

No dividends were declared in respect of the current financial period.

*Previous period*

No dividends were declared in respect of the previous financial period.

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**7. Dividend reinvestment plans**

Not applicable.

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**8. Details of associates and joint venture entities**

Not applicable.

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**9. Foreign entities**

*Details of origin of accounting standards used in compiling the report:*

Currently all accounting policies of the group are consistent with those adopted by its ultimate holding company, RAS Technology Holdings Limited.

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**10. Audit qualification or review**

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

The financial statements have been audited and an unmodified opinion has been issued.

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**11. Attachments**

*Details of attachments (if any):*

The Annual Report of RAS Technology Holdings Limited for the year ended 30 June 2023 is attached.

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**12. Signed**

Signed 

Date: 28 August 2023

Kate Carnell AO  
Non-executive Chair

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**RAS** | TECHNOLOGY  
HOLDINGS



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# ANNUAL REPORT 2023

ABN 16 650 066 158

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## Chair's Letter to Shareholders

### Dear Fellow Shareholders,

On behalf of the Board, it is my privilege to present RAS Technology Holdings' Annual Report for the 2023 financial year.

This has been our first full year operating as an ASX listed entity and we've balanced accelerating revenue growth whilst establishing foundations and building out new capability to support future growth. The Board and Executive have partnered to corporatise the business, establish strong governance and upscaled the team to ensure we are well prepared to continue providing quality products and service as we grow rapidly.

I am pleased to see the strong revenue growth we have achieved this fiscal year, with total revenue up 41 per cent on the prior year and our AMRR, which was up 48 per cent year on year, reaching \$13.2 million at year end. This revenue growth supported us to achieve an operating cash inflow in the second half of FY23 of \$827k, which was a key milestone as we head towards profitability. Our increased AMRR, continued investment in key growth areas and sensible management of expenditure positions the Company well for improved results in FY24.

### Board and Management

The Board continued to work effectively with our Executive team this year, leveraging the combined team's extensive capability in racing, leadership, strategy, finance, legal, governance and growth. We continue to operate with two sub-committees, being the remuneration and audit and risk committees. The Board has a strong focus on ensuring our strategy continues to evolve to capitalise on the ongoing changes in the wagering and racing industries and the economy more broadly.

I would like to thank Board members Sophie Karzis, Greg Nichols, James Palmer and Gary Crispe for their invaluable input towards the growth and evolution of RAS.

I would also like to thank our Executive team, led by our CEO, Stephen Crispe, and supported by founders Gary Crispe and Robert Vilkaitis, our CFO, Tim Olive (who joined us through the year), and Brent Dolan, our MD of UK operations, for their dedication and leadership.

### Business Highlights

1. Tabcorp appointed RAS as their Racing Data and Content provider in a multi-year deal worth \$1.8 million annually.
2. Importantly, Picklebet became our first Managed Trading Service client this year, which was delivered in partnership with RacebookHQ.
3. We signed a five-year deal with Entain to become their provider of all enhanced racing content in Australia.

### Outlook

Looking forward, we are well positioned to continue to evolve and execute our strategy, with some of the key growth initiatives being:

1. driving strong growth in the UK and Europe, with our racing products underpinned by our newly secured UK racing rights;
2. accelerating growth through our flexible trading strategy, including our SaaS solution and MTS, underpinned by our market-leading data and content;
3. maximising growth from our racing data and analytics business; and
4. better commercialising our high traffic website.

I would like to congratulate the Board, management and all employees on a successful year.

I look forward to another strong year of growth in FY24.

Yours sincerely,

Kate Carnell AO  
**Non-Executive Chair**

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## CEO's Letter to Shareholders

### Dear Shareholders,

It is with great pleasure to present RAS Technology Holding's Annual Report for FY23, as we reflect upon the achievements of the past year. The Company's first full financial year as a listed entity has seen us grow the underlying business by 41% from the previous corresponding year, while also maturing and expanding our operations across several global territories.

The Company's strong performance in FY23 was highlighted by the launch of new products, closure of strategically significant deals, and expansion of the sales team and pipeline across all geographies. We increased our headcount by a moderate amount to establish a highly experienced sales and project delivery capability, as well as catering for additional future growth.

During the financial year a number of significant contracts were awarded which incorporate key elements of our technology and product stacks. This included our Trading Manager Platform (TMP), Managed Trading Service (MTS), Animated (AI) Race Predictor, Sports IQStats Widgets, Digital Venue Displays, Digital Innovation, and continued development of our world-leading enhanced racing content services.

### These key deals include:

1. The supply of our leading analytics and enhanced content to power Tabcorp's online, mobile app, Sky, and retail platforms. This initial 3-year contract, with a 3-year extension, sees Racing and Sports become the chosen provider of Tabcorp's data and content to drive turnover and assist TAB in regaining valuable market share.
2. Supply of our leading international analytics and content to Fanduel Racing in the US to drive turnover on their internationally covered meetings.
3. Becoming an authorised reseller of UK pre-race racing materials on behalf of the Racecourse Data Company (RDC). RDC is a joint venture with 57 British racecourses involving the licensing and control of Pre-Raceday Data (PRD).
4. Successfully launched the new National Form Database (NFDB) for the Greyhound Board of

Great Britain (GBGB), marking the start of a strong relationship for Racing and Sports and the GBGB to further innovate and enhance Greyhound racing in the UK.

5. Successfully launched the MTS for Picklebet, which is seeing consistent growth, along with the supply of Racing and Sports' leading global analytics and enhanced content to drive turnover and provide customers a premium experience.
6. Launch of the Racing and Sports IQStats interactive widgets for B2B customers, initially covering AFL and NRL, with further sports coming online with the commencement of European sports seasons.
7. Development and delivery of the Racing and Sports Digital Venue Display service to Entain lounge venues. This service features visually rich information screens for both racing and sporting events that include a call to action to promote patron participation.
8. Launch of our AI-driven animated race predictor for the VRC, which showcased the 2022 Melbourne Cup carnival. Pleasingly, this product is now in use in a variety of settings across the UK and Australia to engage new audiences and promote participation from a younger demographic of racegoer.

Continued growth and stickiness of our highly valuable enterprise customers. During the year we have grown the Enterprise customer base from 19 to 22 and increased the Average Annualised Revenue by 36% from \$410K to \$559k per month.

## Overview of Results

The positive activity for the year resulted in a 41% increase in revenue year on year to \$11.72 million, with a corresponding increase of 48% in our AMRR to \$13.2 million, establishing a strong platform for continued growth into FY24.

## Into the Future

The company remains focused on continuing to drive sustainable growth across all geographies and business lines, which will be achieved through direct customer engagement, strategic partnerships, and upselling into existing clients.

We continue to see significant opportunity in emerging territories, such as the US, Latin America, Europe, and the Middle East, while also investing into the growth of the business in the UK with our dedicated account management and sales team.

Our growth into sports wagering products continues with the release of our IQStats widgets and will ramp up over FY24 as we continue to bring sports data online.

Lastly, the company will continue to focus on innovation and the release of new wagering-centric products and services.

## Acknowledgements

I would like to thank the Racing and Sports team both in Australia and abroad for their continued dedication to the quality of our products and services that power a considerable number of brands in the wagering industry globally.

Without our skilled and experienced employees, we would not have the wonderful business we have today. I would also like to acknowledge the RAS Technology Holdings Board of Directors for their strategic input and engagement throughout the year and look forward to working with you in FY24 as we continue to grow. Finally, I would like to thank our shareholders for your ongoing support.

Yours sincerely



Stephen Crispe  
Chief Executive Officer

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A high-contrast, black and white silhouette of a jockey riding a horse. The jockey is wearing a cap and is leaning forward, looking down. The horse's head is in profile on the left. The background is a bright, hazy sky, creating a strong backlight effect. The overall mood is dramatic and focused.

# DIRECTORS' REPORT

## Directors' report

The directors present their report on the consolidated entity consisting of RAS Technology Holdings Limited and the entities it controlled at the end of, or during, the year ended 30 June 2023.

### Directors

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

Kate Carnell AO (Non-executive Chair)  
Gary Crispe (Executive Director)  
Greg Nichols (Non-executive Director)  
James Palmer (Non-executive Director)  
Sophie Karzis (Non-executive Director)

### Principal activities

RAS Technology Holdings Limited is the holding company of Racing and Sports Pty Ltd, a leading provider of fully integrated premium data, enhanced content, SaaS solutions and digital and media services to the global racing and wagering industries.

Racing and Sports currently services an established geographically diverse and ever growing customer base of racing bodies and authorities, wagering operators, media and digital organisations and retail and private clients.

The headquarters for Racing and Sports operations is located in Canberra, Australia, and has additional support with offices in the United Kingdom, United States and operations in Sri Lanka.

There has not been any change to the principal activities during the period.

### Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

### Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$1.30 million (30 June 2022: loss of \$2.99 million).

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**Business Performance**

In FY23 the Company continued to grow the underlying business as well as launching new products and services into both existing and new territories. We remain highly focused on executing our global growth strategy in the core data and content business, while also identifying and converting opportunities to sell, and cross-sell, our wagering technology and digital services to customers.

Our continuing growth in revenue in FY2023 including our AMRR has slowed our cash burn across the year and positions us well for further improved results in FY2024.

The key operating metrics for the business include:

**Revenue:** Revenue derived from customer contracts during the period under review

**Annualised Monthly Recurring Revenue (AMRR):** is measured as the annualised monthly revenue of customers that are active at financial year end

**Average Annualised Revenue per Enterprise Customer (AARPEC):** is measured as the annualised monthly revenue per active Enterprise Customer at financial year end: and

**Enterprise Customers:** Active customers with revenue exceeding \$50,000 per annum.

Revenue for the year ending 30 June 2023 was \$11.72 million, and was up 41% vs FY22 of \$8.33 million. This increase is underpinned by the continued growth of the Company's data and enhanced content services of \$7.82 million (FY22 \$6.02 million) and growth in wagering technology products of \$3.18 million (FY22 \$1.72 million).

As at 30 June 2023, AMRR has increased to \$13.20 million, this represents an increase in contracted revenue of 48% for the year vs 30 June 2022.

The business has also continued to focus on the expansion of products and services to existing Enterprise Customers resulting in AARPEC increasing 36% to \$0.56m vs the prior period of \$0.41m. The overall number of enterprise customers has increased for the year by 16% to 22 in total (FY22 - 19).

	2023	2022	Variance	Variance
	\$'000	\$'000	\$'000	%
Revenue	11,720	8,328	3,392	41%
AMRR	13,202	8,920	4,282	48%
AARPEC	559	410	149	36%
Enterprise Customers	22	19	3	16%

**Financial Performance:**

*Financial highlights for FY23 include:*

- Revenue is up 41% to \$11.72 million (FY22 - \$8.33 million).
- Gross profit margin remains high at 76% (FY22 - 82%), with cost of revenue increasing with the growth of wagering and technology revenues which includes our Managed Trading Service delivered in partnership with RacebookHQ. Amortisation of intangible assets has also increased by \$0.2 million for the period.

## Financial Position

### Cash Management:

Cash as at 30 June 2023 was \$8.68 million (FY22 \$10.77 million). The decrease in cash is driven by continuing investment in our products and services most notably in relation to our database. This increase is shown both in the balance sheet with rising Intangible assets and also through the statement of cash flows with outflows in investing activities.

Our cash flows from operating activities have experienced a small inflow in FY2024 aided by our increasing revenue base combined with R&D receipts and interest exceeding our payments to suppliers and employees.

### Asset Base

The business has seen continual investment into the development of the proprietary database and wagering applications with a net increase in intangible assets of \$0.99 million for the year. This investment is critical to maintaining our competitive advantage in our core businesses and developing new offerings to support further growth.

### Liabilities:

Lease liabilities have decreased marginally to \$1.21 million in line with additional office space at our Canberra HQ and the offsetting RoU asset. Provisions for employee benefits has increased by \$0.20 million in line with the additional employees and the increase in trade and other payables of \$0.78 million is driven by the achievement of the short-term incentives for the group.

### Risk Statement

The Company is committed to the effective management of risk to reduce uncertainty in the Company's business outcomes and to protect and enhance shareholder value. There are various risks that could have a material impact on the achievement of the Company's strategic objectives and future prospects.

**Key risks and mitigation activities associated with the Company's objectives are set out below:**

#### Regulatory risk

If there is a change in any applicable industry regulations, the Company's customers may be affected through additional compliance costs or the inability to access certain services or markets. This could result in the Company's customers reducing the scope of, or ceasing to require, the Company's products and services, which may adversely affect the Company's financial position and performance.

#### Mitigation Strategies

- Maintain good relationships with contacts at regulatory bodies.
- Ensure that the Company is up to date with current regulatory matters and decisions.
- Continuous business development activities to increase market share across different product and service lines to reduce the impact of any regulatory changes on our clients.
- Evolve our offerings to complement any changes in industry regulations.

#### Protection of intellectual property

Risks related to intellectual property include the risk that employees or other third parties will breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will be able to produce similar, but non-infringing, products or services. A further risk for RAS is that customers may on-sell or otherwise provide the Company's products and services to other parties without the Company's consent, resulting in a loss of revenue and loss of control over display and use of Company products.

#### Mitigation Strategies

- Ensure that contractual agreements with Customers include appropriate IP protections, including indemnity clauses.
- Seeding of data products so that the Company can easily track data to ensure it is being used in accordance with the Customer Agreement.
- Continuous development and deployment of products and services to ensure RAS is working to maintain a competitive edge in the market and producing products that are difficult to replicate.
- Lodge the appropriate IP protection through registered trademarks where appropriate.

**Disruption risks**

Disruption risks for the Company include service outages, inability to handle unanticipated levels of demand during peak times or events, computer viruses, misuse by employees or contractors, or external or malicious interventions, such as hacking. Any disruption or failure of the Company's technology or systems may adversely affect the Company's operations, achievement of objectives and ultimately, its financial position.

*Mitigation Strategies*

- Ensure suppliers providing technology services to the Company are reputable and have robust mitigation strategies to manage any issues effectively.
- Appropriate clauses in contractual agreements with Customers that protect the Company from any penalty associated with a disruption that is outside of its control.
- Appropriate protections for digital assets that Customers can access in order to receive their products or services from the Company.
- Continuous monitoring of traffic site, regular server testing and upgrading to handle increasing traffic and second and third redundancies for key technology systems.
- 24-hour technology coverage of the website and technology assets to ensure issues are dealt with promptly.

**Cyber-security and Privacy breaches**

Cyber-security incidents may compromise or breach technology and service platforms used by the Company as part of its ongoing business and result in disclosure of personal or confidential information about the Company, its customers, employees or third parties in breach of Privacy Act 1988 (Cth) (Privacy Act) and the Australian Privacy Principles (APPs). This could result in loss of data integrity, reputational damage to the Company, claims from affected parties, loss of customers, increased regulatory scrutiny or regulatory action.

*Mitigation Strategies*

- Application of Privacy Principles to the management of personal data.
- Appropriate security regarding use of, and access to, personal data in accordance with the Privacy Act.
- IT security measures such as firewalls, alerts for unauthorised access and encryption of data when it is being transmitted.

**Development and innovation risks**

Risks include Company technology being superseded or displaced in the market by new technology offered by competitors, and an inability to enhance existing technology products and develop new products that perform well, fulfill Customer needs and are therefore attractive to the market.

**Mitigation Strategies**

- Active monitoring of market and product trends.
- Regular contact with Customers to assess their emerging needs and respond accordingly.
- Support an innovation culture within the Company.
- Ensure recruitment and retention strategies support the acquisition of talented and innovative staff who can deliver the Company's strategic objectives.

**Disruption to supply and transmission of horseracing and sporting events**

Cancellation, postponement or restriction of major racing and sporting events for reasons including the COVID-19 pandemic, extreme weather events, acts of terrorism and other force majeure events, could cause disruption to the Company's operations, its ability to deliver its products and services to clients, and consequently, its financial position and performance.

**Mitigation Strategies**

- Ensure that the Company has geographical distribution of key functions to provide back up support in the event of a failure at one location.
- Continue to ensure that Customer Agreements are not dependent on sporting or racing events proceeding for delivery of products.
- Development of products, including Fantasy Sports / Racing products that can be accessed by retail Customers when other major events are disrupted.

**Outlook:**

In FY24 the Company will continue to execute on the key growth initiatives as outlined in its Prospectus dated 27 October 2021. These initiatives include:

- **International expansion:** pursue growth in high-value target markets in the US, UK and Europe for Racing and Sports' range of products, analytics and services.
- **Sports:** develop new sports data and technology services and products for existing and new B2B wagering operators and B2C retail channels.
- **Expanding wagering technology and services:** target wagering operators in Australia, the UK and Europe for expansion of the 360° White Label Wagering Platform, Pricing Manager, Trading Manager, and out outsourced Managed Trading Service.
- **Strategic partnerships:** Racing and Sports intends to continue exploring strategic partnerships with entities that may assist in accelerating the global growth and expansion of the Company
- **B2C:** leverage brand, media, racing and digital assets to expand retail products available from the website, which attracted over three million unique visitors in the last 12 months to June 2023. Development of interactive and data-rich mobile apps to attract global customers.
- **Acquisitions:** identify and engage with companies in key territories with a focus on racing, sports, data and technology, to accelerate growth where this aligns with our strategy and represents value.

### Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

### Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

### Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

### Information on directors

Name:	Kate Carnell AO
Title:	Non-executive Chair
Qualifications:	B. Pharm, FAICD, AIM
Experience and expertise:	Kate Carnell is an experienced company director and CEO. Kate has held positions at the Australian Small Business and Family Enterprise Ombudsman, and the position of CEO at the Australian Chamber of Commerce and Industry, Beyond Blue, Australian Food and Grocery Council, Australian General Practice Network, and National Association of Forest Industries. Kate is a fellow of the Australian Institute of Company Directors and the Australian Institute of Management. She holds a bachelor's degree in pharmacy from the University of Queensland.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Special responsibilities:	Member of the Nomination and Remuneration Committee and Member of the Audit & Risk Committee
Interests in shares:	230,000 Fully paid ordinary shares
Interests in options:	Nil
Interests in rights:	Nil
Contractual rights to shares:	Nil

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**Information on directors (continued)**

Name: Gary Alexander Crispe  
 Title: Executive Director  
 Qualifications: B. Ec & C. Eng  
 Experience and expertise: Gary is a co-founder of Racing and Sports and a highly respected thoroughbred industry expert. Gary plays a lead role in the executive team within Racing and Sports, driving strategic growth and overseeing the expansion of the business model globally, with a specific immediate focus on the UK and US markets. Gary has been part of the executive team that has led Racing and Sports since 1999 and has developed the strategy that has seen the overseas expansion. Gary holds bachelor's degrees in economics and civil engineering.

Other current directorships: Nil  
 Former directorships (last 3 years): Nil  
 Interests in shares: 12,065,124 Fully paid ordinary shares  
 Interests in options: Nil  
 Interests in rights: 212,727 share performance rights  
 Contractual rights to shares: Nil

Name: Greg Nichols  
 Title: Non-executive Director  
 Qualifications: GAICD  
 Experience and expertise: Greg Nichols is an internationally renowned leader within thoroughbred horseracing, sport and wagering, with global prominence as a senior executive for more than 30 years. Greg is a Director of Racing Australia, having previously also held the position of Chairman. Greg is currently a Non-Executive Director of Racing Victoria and Chairman of the AFL Coaches' Association. Greg was formerly the Chief Executive of the British Horseracing Board and has also held the position of Managing Director for Sporting Affairs at Betfair UK. Greg holds Graduate Membership of the Australian Institute of Company Directors (GAICD).

Other current directorships: Nil  
 Former directorships (last 3 years): Nil  
 Special responsibilities: Member of the Nomination and Remuneration Committee and Member of the Audit & Risk Committee  
 Interests in shares: 120,000 Fully paid ordinary shares  
 Interests in options: Nil  
 Interests in rights: Nil  
 Contractual rights to shares: Nil

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**Information on directors (continued)**

Name: James Richard Palmer  
 Title: Non-executive Director  
 Qualifications: B. Sci (Hons), CA, GAICD  
 Experience and expertise: James is an experienced CFO and Board Director, currently providing CFO advisory services to early-stage, fast growth companies and serving on the boards of Lava Blue Ltd, Epicorp Ltd and the Royal Australian Mint (Chair of Audit & Risk Committee & Member of the Advisory Board). James' previous experience includes CFO of ArchTIS (ASX:AR9), CFO of Seeing Machines Ltd (AIM:SEE), as an audit partner at Ernst & Young where he was also managing partner of the Canberra audit practice for six years, and as a board member for a series of private and not-for-profit organisations. James is a fellow of the Institute of Chartered Accountants and is a Graduate of the Australian Institute of Company Directors. James holds a Bachelor of Science (Hons) from Manchester University.

Other current directorships: Nil  
 Former directorships (last 3 years): Nil  
 Special responsibilities: Member of the Nomination and Remuneration Committee and Chair of the Audit & Risk Committee  
 Interests in shares: 70,000 Fully paid ordinary shares  
 Interests in options: Nil  
 Interests in rights: Nil  
 Contractual rights to shares: Nil

Name: Sophie Karzis  
 Title: Non-executive Director  
 Qualifications: B. Juris, LLB  
 Experience and expertise: Sophie is a qualified legal practitioner specialising in ASX Listing Rules and corporations law. Sophie has provided general counsel and company secretarial services to a number of ASX-listed companies, including currently as, Gale Pacific Limited and Maggie Beer Holdings Limited. Sophie currently holds non-executive directorship roles at Touch Ventures Limited and Collingwood Football Club Foundation. Sophie holds bachelor's degrees in law and jurisprudence from Monash University.

Other current directorships: Touch Ventures Limited (ASX: TVL), PRT Company Limited (ASX: PRT)  
 Former directorships (last 3 years): Nil  
 Special responsibilities: Chair of the Nomination and Remuneration Committee  
 Interests in shares: 42,175 Fully paid ordinary shares  
 Interests in options: Nil  
 Interests in rights: Nil  
 Contractual rights to shares: Nil

Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Former directorships (last 3 years) quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

**Company secretary**

Justin Mouchacca  
 CA, FGIA

Justin is a Chartered Accountant and Fellow of the Governance Institute of Australia with over 16 years' experience in public company responsibilities including statutory, corporate governance and financial reporting requirements. Since July 2019, Justin has been principal of JM Corporate Services and has been appointed Company Secretary and Financial Officer for a number of entities listed on the ASX and unlisted public companies.

## Meetings of directors

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

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Kate Carnell AO	7	7	2	2	4	4
Gary Alexander Crispe	7	7	-	-	-	-
Gregory Patrick Nichols	7	7	2	2	3	4
James Richard Palmer	7	7	2	2	4	4
Sophie Karzis	7	7	2	2	-	-

Held: represents the number of meetings held during the time the director held office.

## Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

The key management personnel of the consolidated entity consisted of the following directors of RAS Technology Holdings Limited:

- Kate Carnell AO (Non-executive Chair)
- Gary Alexander Crispe (Executive Director)
- Gregory Patrick Nichols (Non-executive Director)
- James Richard Palmer (Non-executive Director)
- Sophie Karzis (Non-executive Director)

Other key management personnel:

- Stephen Crispe (Chief Executive Officer)
- Robert Vilkaitis (Chief Technical Officer continuation of service from company foundation)
- Tim Olive (Chief Financial Officer), appointment date 3 October 2022
- Andrew Burns (Chief Financial Officer), resignation date 2 October 2022

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

### **Principles used to determine the nature and amount of remuneration**

The objective of the consolidated entity's executive and Non-executive directors reward framework is to ensure the Group's remuneration structures are equitable and aligned with the long-term interests of the consolidated entity and its shareholders and having regard to relevant consolidated entity policies without rewarding conduct that is contrary to the entity's values or risk appetite. The framework aligns executive reward with the achievement of strategic objectives, the creation of value for shareholders, and adherence to the Group's values, policies and procedures. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness through benchmarking of listed companies of similar size, industry, customer geographic locations;
- attract and retain skilled executives by ensuring the reward package is comparative to equivalent roles in public, government sectors; and
- incentives that are challenging and linked to the creation of sustainable shareholder returns.

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

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Nomination and Remuneration Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

As part of the IPO process Crichton and Associates Pty Limited was appointed to undertake a review of various aspects of Racing and Sports Pty Ltd (RAS) executive remuneration practices, including fixed remuneration short term incentives and long term incentives. The reward framework is designed to align executive reward to shareholders' interests. The Board has determined that the reward framework should seek to enhance shareholders' interests by:

- having revenue growth as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of growth in share price, and on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards through both the short term and long term incentive structures

The reward framework is reviewed at least annually by the Remuneration and Nomination Committee, with recommendations for adjustments (if any) made to the Board; the framework was last reviewed during FY23.

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

#### *Non-executive directors remuneration*

Fees and payments to non-executive directors reflect the demands and responsibilities of their role, Director's fees were benchmarked against ASX listed entities of similar size and complexity at the time of the Company's IPO. Non-executive directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chair's fees were determined independently to the fees of other non-executive directors based on a review of comparative roles in ASX listed entities of similar size and complexity. The chair is not present at any discussions relating to the determination of their own remuneration.

Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 21 October 2022, where the shareholders approved a maximum annual aggregate remuneration of \$700,000.

#### *Executive remuneration*

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

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

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

Fixed Remuneration consisting of Base Salary plus Superannuation plus Other Benefits on a Total Employment Cost basis. Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

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

The short-term incentives ('STI') program is designed to align the targets of the Group with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include revenue AMRR growth, contribution of new revenue streams, EBITDA, and individual employee criteria.

The STI is a cash bonus. The amount of the bonus is determined having regard to the satisfaction of performance measures and weightings outline in the annual STI letter to the executive. The maximum bonus values are established at the start of each financial year and amounts payable are determined in the final month of the financial year by the Nomination and Remuneration Committee.

The long-term incentives ('LTI') include share-based payments. Shares rights are awarded to executives and key senior employees over a period of three years based on long-term incentive measures. These include increase in Total Shareholders Returns, the compound annual growth of revenue for the period and earnings per share performance. The Nomination and Remuneration Committee reviewed the long-term equity-linked performance incentives specifically for executives for the year ended 30 June 2023, and performance measures of total shareholder return, earnings per share and compound annual growth of revenue were determined to be those best aligned with shareholder interests.

*Consolidated entity performance and link to remuneration*

Remuneration for the executive team is directly linked to the performance of the consolidated entity. The STI is directly aligned to the achievement of annual revenue targets and growth in the annualised monthly recurring revenues being met during the fiscal year. The remaining portion of the STI payments related to the acquisition of new revenue streams both customer and products, before tax profitability of the consolidated entity and individualised key performance metrics that indirectly impact on value of the Group set at the discretion of the Nomination and Remuneration Committee. Refer to the section " below for details of the earnings and total shareholders return for the last five years. During the year ended 30 June 2023 the executive achieved 100% of the STI award. As this was the second year of the LTI reward framework the performance and vesting period for the LTI will not be met until 30 June 2024.

The Nomination and Remuneration Committee is of the opinion that the continued improvement of business results can be attributed in part to the adoption of performance-based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

*Use of remuneration consultants*

During the financial year ended 30 June 2023, the consolidated entity, through the Nomination and Remuneration Committee, engaged Crichton and Associates remuneration consultants, to review its existing remuneration policies and provide recommendations on how to improve both the STI and LTI programs. During the financial year, the Company paid Crichton and Associates \$5,112 relating to remuneration consulting services (2022: \$16,464).

An agreed set of protocols were put in place to ensure that the remuneration recommendations would be free from undue influence from key management personnel. These protocols include requiring that the consultant not communicate final recommendations with affected key management personnel without a member of the Nomination and Remuneration Committee being present or copied on all correspondence. The Board is also required to make inquiries of the consultant's processes at the conclusion of the engagement to ensure that they are satisfied that any recommendations made have been free from undue influence. The Board is satisfied that these protocols were followed and as such there was no undue influence.

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**Details of remuneration***Amounts of remuneration*

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

2023	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Performance based	
	Cash salary and fees \$	Cash Bonus* \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	Total \$	%
<i>Non-Executive Directors:</i>								
Kate Carnell AO	90,498	-	-	9,502	-	-	100,000	-
Gregory Patrick Nichols	60,000	-	-	-	-	-	60,000	-
James Richard Palmer	60,000	-	-	-	-	-	60,000	-
Sophie Karzis	60,000	-	-	-	-	-	60,000	-
<i>Executive Directors:</i>								
Gary Alexander Crispe	279,708	103,667	-	25,292	1,979	39,504	450,150	32%
<i>Other Key Management Personnel:</i>								
Stephen Crispe	304,708	168,000	-	25,292	3,373	64,071	565,444	41%
Robert Vilkaitis	279,708	103,667	-	25,292	4,283	39,504	452,454	32%
Tim Olive**	207,144	96,401	-	18,969	567	46,412	369,493	15%
Andrew Burns***	63,750	-	-	-	-	10,909	74,659	39%
	<u>1,405,516</u>	<u>471,735</u>	<u>-</u>	<u>104,347</u>	<u>10,202</u>	<u>200,400</u>	<u>2,192,200</u>	<u>-</u>

\* During the year ended 30 June 2023 the executive team achieved 100% of the defined short term incentive performance criteria.

\*\* Appointment date 3 October 2022

\*\*\* Resignation date 2 October 2022

2022	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Performance based	
	Cash salary and fees \$	Cash Bonus* \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	Total \$	%
<i>Non-Executive Directors:</i>								
Kate Carnell AO	103,561	-	-	10,356	-	-	113,917	-
Gregory Patrick Nichols	62,500	-	-	-	-	-	62,500	-
James Richard Palmer	62,500	-	-	-	-	-	62,500	-
Sophie Karzis	62,500	-	-	-	-	-	62,500	-
<i>Executive Directors:</i>								
Gary Alexander Crispe	250,673	40,670	-	20,484	552	23,239	335,618	19%
<i>Other Key Management Personnel:</i>								
Stephen Crispe	282,105	66,000	-	28,180	771	262,714	639,770	51%
Robert Vilkaitis	248,617	40,670	-	24,397	18,815	23,239	355,738	18%
Andrew Burns**	198,000	88,500	-	-	-	129,091	415,591	52%
	<u>1,270,456</u>	<u>235,840</u>	-	<u>83,417</u>	<u>20,138</u>	<u>438,283</u>	<u>2,048,134</u>	-

\* During the year ended 30 June 2022 the executive team achieved 42% of the defined short term incentive performance criteria forfeiting 58% for the period.

\*\* The CFO received a one-time cash bonus of \$72,500 on the 3<sup>rd</sup> of November 2021 relating to the successful completion of the IPO process. Andrew Burns is employed under a contractor arrangement through his consulting company, and as such no superannuation or leave entitlements were paid or incurred during the period.

Non-executive directors' fees are 100% fixed remuneration.

#### Company Performance Indicators (\$'000's)

Company Performance Indicators	FY19	FY20	FY21	FY22	FY23
Revenue	3,685	3,646	5,290	8,328	11,720
Annualised Monthly Recurring Revenue as at 30 June (\$)	4,117	3,777	6,624	8,925	13,202
EBITDA	1,141	1,260	2,511	(2,809)	262
Net Profit After Tax	429	408	1,581	(2,986)	(1,297)
Share Price (cents)*	-	-	-	44	50

\* The Company was admitted to ASX in November 2021.

**Service agreements**

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

Name: Stephen Crispe  
 Title: Chief Executive Officer  
 Agreement commenced: 1 October 2021  
 Term of agreement: Full time employment  
 Details: Fixed remuneration of \$336,000 plus short-term incentive and long-term incentive both capped at 50% of fixed remuneration.  
 Six months' notice period for both parties.  
 Non-solicitation restrictions for 12 months post-employment.

Name: Gary Crispe  
 Title: Chief Commercial Officer  
 Agreement commenced: 1 October 2021  
 Term of agreement: Full time employment  
 Details: Fixed remuneration of \$311,000 plus short-term incentive and long-term incentive both capped at 33% of fixed remuneration.  
 Six months' notice period for both parties.  
 Non solicitation restrictions for 12 months post-employment.

Name: Robert Vilkaitis  
 Title: Chief Technical Officer  
 Agreement commenced: 1 October 2021 – Continuation of service from company foundation  
 Term of agreement: Full time employment  
 Details: Fixed remuneration of \$311,000 plus short-term incentive and long-term incentive both capped at 33% of fixed remuneration.  
 Six months' notice period for both parties.  
 Non solicitation restrictions for 12 months post-employment.

Name: Tim Olive  
 Title: Chief Financial Officer  
 Agreement commenced: 3 October 2022  
 Term of agreement: Full time employment  
 Details: Fixed remuneration of \$330,500 plus short-term incentive and long-term incentive both capped at 39% of fixed remuneration.  
 Three months' notice period for both parties.  
 Non solicitation restrictions for 12 months post-employment.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

**Share-based compensation****Issue of shares**

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

**Options**

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Stephen Crispe	843,328	29 Oct 2021	23 Nov 2021	23 Nov 2023	\$1.95	\$0.27
Andrew Burns	374,813	29 Oct 2021	23 Nov 2021	23 Nov 2023	\$1.95	\$0.27
Andrew Burns	127,389	29 Oct 2021	30 Sep 2022	30 Sep 2024	\$1.95	\$0.31

Options granted carry no dividend or voting rights.

Options vest on the vesting date, and are subject to the following conditions;

- The 843,328 options to Stephen Crispe and 374,813 options to Andrew Burns vest on the listing of the business on the ASX, and were subject to maintaining employment at the listing date;
- The 127,389 options for Andrew Burns were subject to a service condition up to the vesting date, which were met;

#### Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Vesting date and exercisable date	Expiry date	Share price hurdle for vesting	Fair value per right at grant date
Stephen Crispe	110,000	14 Mar 2022	30 Sep 2024	31 Dec 2024	-	\$1.50
Gary Crispe	67,780	14 Mar 2022	30 Sep 2024	31 Dec 2024	-	\$1.50
Robert Vilkaitis	67,780	14 Mar 2022	30 Sep 2024	31 Dec 2024	-	\$1.50
Stephen Crispe	360,515	01 Oct 2022	30 Sep 2025	31 Dec 2025	-	\$0.47
Gary Crispe	144,947	01 Oct 2022	30 Sep 2025	31 Dec 2025	-	\$0.72
Robert Vilkaitis	222,461	01 Oct 2022	30 Sep 2025	31 Dec 2025	-	\$0.47
Tim Olive	107,296	01 Oct 2022	30 Sep 2023	31 Dec 2023	-	\$0.47
Tim Olive	107,296	01 Oct 2022	30 Sep 2024	31 Dec 2024	-	\$0.47
Tim Olive	278,625	01 Oct 2022	30 Sep 2025	31 Dec 2025	-	\$0.47

Performance rights granted carry no dividend or voting rights.

Performance rights include the following conditions:

- Continued service until the vesting date;
- The achievement of revenue growth targets;
- Total shareholder return targets, and;
- Earnings per share targets

The number of performance rights over ordinary shares granted to and vested by directors and other key management personnel as part of compensation during the year ended 30 June 2023 are set out below:

Name	Number of rights granted during the year 2023	Number of rights granted during the year 2022	Number of rights vested during the year 2023	Number of rights vested during the year 2022
Stephen Crispe	360,515	110,000	-	-
Gary Crispe	144,947	67,780	-	-
Robert Vilkaitis	222,461	67,780	-	-
Tim Olive	493,217	-	-	-

**Additional disclosures relating to key management personnel****Shareholding**

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Purchases	Balance at the end of the year
<i>Ordinary shares</i>				
Kate Carnell AO	230,000	-	-	230,000
Gary Crispe	12,065,124	-	-	12,065,124
Greg Nichols	100,000	-	20,000	120,000
Sophie Karzis	42,175	-	-	42,175
James Palmer	70,000	-	-	70,000
Stephen Crispe	10,001	-	-	10,001
Robert Vilkaitis	12,039,066	-	-	12,039,066
Tim Olive	65,133	-	-	65,133
	<u>24,621,499</u>	<u>-</u>	<u>20,000</u>	<u>24,641,499</u>

**Option holding**

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Stephen Crispe	843,328	-	-	-	843,328
Andrew Burns	502,202	-	-	-	502,202
	<u>1,345,530</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,345,530</u>

**Performance rights holding**

The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year
<i>Performance rights over ordinary shares</i>					
Stephen Crispe	110,000	360,515	-	-	470,515
Gary Crispe	67,780	144,947	-	-	212,727
Robert Vilkaitis	67,780	222,461	-	-	290,241
Tim Olive	-	493,217	-	-	493,217
	<u>245,560</u>	<u>1,221,140</u>	<u>-</u>	<u>-</u>	<u>1,466,700</u>

This concludes the remuneration report, which has been audited.

**Shares under option**

Unissued ordinary shares of RAS Technology Holdings Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
23 November 2021	18 November 2023	\$1.95	1,218,141
23 November 2021	18 November 2023	\$1.95	356,072
23 November 2021	30 September 2024	\$1.95	127,389
			1,701,602

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

**Shares issued on the exercise of options**

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

**Shares under performance rights**

Unissued ordinary shares of RAS Technology Holdings Limited under share rights at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
14 March 2022	31 December 2024	-	265,727
28 March 2022	18 December 2023	-	53,648
01 October 2022	31 December 2023	-	107,296
01 October 2022	31 December 2024	-	107,296
01 October 2022	31 December 2025	-	1,298,937
			1,832,904

**Shares issued on the exercise of performance rights**

There were no ordinary shares of RAS Technology Holdings Limited issued on the exercise of performance rights during the year ended 30 June 2023 and up to the date of this report.

Grant date	Forfeited Date	Amount
14/03/2022	01/01/2023	35,555
23/12/2022	30/06/2023	74,579

**Indemnity and insurance of officers**

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

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

**Indemnity and insurance of auditor**

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

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

### Proceedings on behalf of the company

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

### Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 33 to the financial statements. No non-audit services have been provided to the company by the auditor for the year ended 30 June 2023.

### Rounding of amounts

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

### Auditor's independence declaration

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

### Auditor

BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors



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Kate Carnell AO  
Non-executive Chair

28 August 2023

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A black and white silhouette photograph of a person standing next to a horse. The person is on the left, wearing a helmet and a jacket, looking towards the horse. The horse is in profile, facing right. The background is a bright, hazy sky, possibly at dawn or dusk, with some faint structures visible in the distance. The overall mood is quiet and contemplative.

**AUDITOR'S  
INDEPENDENCE  
DECLARATION**

**DECLARATION OF INDEPENDENCE BY CLAYTON EVELEIGH TO THE DIRECTORS OF RAS TECHNOLOGY HOLDINGS LIMITED**

As lead auditor of RAS Technology Holdings Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of RAS Technology Holdings Limited and the entities it controlled during the year.



Clayton Eveleigh  
Director

**BDO Audit Pty Ltd**

Sydney, 28 August 2023

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# FINANCIAL STATEMENTS

## Statement of profit or loss and other comprehensive income for the year ended 30 June 2023

	Note	Consolidated 2023 \$'000	2022 \$'000
<b>Revenue</b>			
Revenue from contracts with customers	5	11,720	8,328
Other income	6	1,573	663
<b>Expenses</b>			
Data and processing expenses		(1,583)	(735)
Employee benefits expenses		(7,201)	(4,979)
Finance costs	7	(70)	(76)
Occupancy expenses		(88)	(106)
Technology expenses		(486)	(158)
Depreciation and amortisation expense	7	(1,343)	(1,022)
IPO costs		-	(1,792)
Administration expenses		(2,409)	(1,950)
Outsourced services		(1,262)	(1,440)
<b>Loss before income tax (expense)/benefit</b>		(1,149)	(3,267)
Income tax (expense)/benefit	8	(148)	281
<b>Loss after income tax (expense)/benefit for the year attributable to the owners of RAS Technology Holdings Limited</b>	29	(1,297)	(2,986)
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(3)	4
Other comprehensive income for the year, net of tax		(3)	4
<b>Total comprehensive income for the year attributable to the owners of RAS Technology Holdings Limited</b>		<u>(1,300)</u>	<u>(2,982)</u>
		Cents	Cents
Basic earnings per share	40	(2.85)	(7.15)
Diluted earnings per share	40	(2.85)	(7.15)

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

## Statement of financial position as at 30 June 2023

	Note	Consolidated	
		2023	2022
		\$'000	\$'000
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	8,683	10,767
Trade and other receivables	10	2,199	1,469
Contract assets	11	403	54
Other assets	12	232	121
Total current assets		<u>11,517</u>	<u>12,411</u>
<b>Non-current assets</b>			
Property, plant and equipment	13	476	604
Deferred tax	14	1,151	1,290
Intangibles	15	3,927	2,939
Right-of-use assets	16	973	1,049
Total non-current assets		<u>6,527</u>	<u>5,882</u>
<b>Total assets</b>		<u>18,044</u>	<u>18,293</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	17	2,949	2,171
Current tax liabilities	18	14	-
Contract liabilities	19	129	131
Employee benefits	20	674	505
Lease liabilities	21	305	230
Total current liabilities		<u>4,071</u>	<u>3,037</u>
<b>Non-current liabilities</b>			
Deferred tax	22	397	407
Contract liabilities	23	35	-
Employee benefits	24	50	16
Lease liabilities	25	786	905
Provisions	26	125	100
Total non-current liabilities		<u>1,393</u>	<u>1,428</u>
<b>Total liabilities</b>		<u>5,464</u>	<u>4,465</u>
<b>Net assets</b>		<u>12,580</u>	<u>13,828</u>
<b>Equity</b>			
Issued capital	27	13,424	13,424
Reserves	28	615	566
(Accumulated losses)/retained profits	29	<u>(1,459)</u>	<u>(162)</u>
<b>Total equity</b>		<u>12,580</u>	<u>13,828</u>

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

## Statement of changes in equity as at 30 June 2023

Consolidated	Issued capital \$'000	Retained profits \$'000	Reserves \$'000	Total equity \$'000
Balance at 1 July 2021	51	2,824	-	2,875
Loss after income tax benefit for the year	-	(2,986)	-	(2,986)
Other comprehensive income for the year, net of tax	-	-	4	4
Total comprehensive income for the year	-	(2,986)	-	(2,982)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 27)	13,273	-	-	13,273
Share-based payments	-	-	662	662
Transfer of equity – zero exercise priced options vested	100	-	(100)	-
Balance at 30 June 2022	<u>13,424</u>	<u>(162)</u>	<u>566</u>	<u>13,828</u>

Consolidated	Issued capital \$'000	Retained profits \$'000	Reserves \$'000	Total equity \$'000
Balance at 1 July 2022	13,424	(162)	566	13,828
Loss after income tax expense for the year	-	(1,297)	-	(1,297)
Other comprehensive income for the year, net of tax	-	-	(3)	(3)
Total comprehensive income for the year	-	(1,297)	(3)	(1,300)
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments	-	-	52	52
Balance at 30 June 2023	<u>13,424</u>	<u>(1,459)</u>	<u>615</u>	<u>12,580</u>

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

## Statement of cash flows for the year ended 30 June 2023

	Note	Consolidated	
		2023 \$'000	2022 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		11,731	8,336
Payments to suppliers (inclusive of GST)		(12,771)	(8,268)
Receipts from government grants – R&D		872	1,261
Interest received		306	3
IPO Costs		-	(1,697)
Income tax paid		(4)	(1,277)
Finance costs		(70)	(74)
Net cash from/(used in) operating activities	38	64	(1,718)
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(148)	(591)
Payments for intangible asset		(1,850)	(1,490)
Proceeds from disposal of property, plant and equipment		86	-
Net cash used in investing activities		(1,912)	(2,081)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		-	13,030
Repayment of borrowings		-	(163)
Dividends paid		-	(300)
Principal repayment of lease liabilities		(236)	(50)
Net cash (used in)/from financing activities		(236)	12,517
Net (decrease)/increase in cash and cash equivalents		(2,084)	8,718
Cash and cash equivalents at the beginning of the financial year		10,767	2,049
Cash and cash equivalents at the end of the financial year	9	8,683	10,767

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

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**NOTES TO THE  
FINANCIAL STATEMENTS**

**Note 1. General information**

The financial statements cover RAS Technology Holdings Limited as a consolidated entity. The financial statements are presented in Australian dollars, which is RAS Technology Holdings Limited's functional and presentation currency.

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

Registered office	Principal place of business
Level 21, 459 Collins Street	Unit 4, Mezzanine Level
Melbourne, Victoria 3000	55 Wentworth Avenue
Phone: +61 3 8630 3321	Kingston ACT 2604

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 August 2023. The directors have the power to amend and reissue the financial statements.

**Note 2. Significant accounting policies**

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

**New or amended Accounting Standards and Interpretations adopted**

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

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

**Basis of preparation**

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

*Historical cost convention*

The financial statements have been prepared under the historical cost convention.

*Critical accounting estimates*

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

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 35.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of RAS Technology Holdings Limited ('company' or 'parent entity') as at 30 June 2023 and the results of all subsidiaries for the year then ended. RAS Technology Holdings Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 consolidated entity. They are de-consolidated from the date that control ceases.

**Note 2. Significant accounting policies (continued)**

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

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

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

**Operating segments**

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

**Foreign currency translation**

The financial statements are presented in Australian dollars, which is RAS Technology Holdings Limited's functional and presentation currency.

*Foreign currency transactions*

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

*Foreign operations*

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet; and
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).

*Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except exchange differences that arise from net investment hedges.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

*Group companies*

The financial results and position of foreign operations, whose functional currency is different from the Group's presentation currency, are translated as follows:

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at exchange rates on the date of transaction; and
- all resulting exchange differences are recognised in other comprehensive income.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position and allocated to non-controlling interest where relevant. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

**Note 2. Significant accounting policies (continued)**

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

**Revenue recognition**

The consolidated entity recognises revenue as follows:

*Revenue from contracts with customers*

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

*Data services & technology solutions*

Revenue from data and technology services are recognised over time on a monthly basis, as the customer simultaneously receives and consumes the benefits of the subscription to the database and technology offerings over the term of the contract.

*Digital & Media*

Revenue from digital and media services is recognised over time on a monthly basis, as the customer receives and consumes the benefit of the media and advertising services over the term of the contract.

*Other Services*

Other services include consulting engagements and development projects. Revenue from these services are recognised over time, on a stage of completion basis. The stage of completion on ongoing engagements is measured on an output basis using periodic deliverables to determine the revenue recognition timing.

The timing of invoicing may differ to revenue recognition according to the billing arrangements in the contract, which will result in the recognition of contract assets and liabilities accordingly. Amounts billed in advance are recognised as contract liabilities and recognised over the term of the contract. Contract assets are recognised for services provided but not yet invoiced.

*Grant income*

The grant revenue from R&D tax incentive are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Grants relating to assets are credited to deferred grant revenue at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

*Other revenue*

Other revenue is recognised when it is received or when the right to receive payment is established.

**Income tax**

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

**Note 2. Significant accounting policies (continued)**

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

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

### Current and non-current classification

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

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

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

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

### Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### Trade and other receivables

Trade receivables are initially recognised at fair value and due to their short-term nature, they are measured at amortised cost and are not discounted, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

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

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

### Contract assets

Contract assets are recognised when the consolidated entity has transferred goods or services to the customer but where the consolidated entity is yet to establish an unconditional right to consideration. Contract assets are treated as financial assets for impairment purposes.

### Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

#### *Financial assets at amortised cost*

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

## Note 2. Significant accounting policies (continued)

#### *Impairment of financial assets*

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

### Property, plant and equipment

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

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

Leasehold improvements based on the term of the lease	3-10 years
Leased motor vehicles	4-5 years
Plant and equipment including general pool	2-7 years

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

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

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

### Right-of-use assets

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

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

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

### Intangible assets

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

## Note 2. Significant accounting policies (continued)

### *Database and Wagering Technology and Software Development*

Expenditure during the research phase of a project is expensed in the period incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably.

The expenditure capitalised includes any direct costs of materials, direct labour and overheads directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the profit and loss for the period as incurred.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of between 4-5 years.

**Impairment of non-financial assets**

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

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

**Trade and other payables**

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

**Contract liabilities**

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

**Lease liabilities**

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

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

**Provisions**

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

**Employee benefits***Short-term employee benefits*

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

**Note 2. Significant accounting policies (continued)***Other long-term employee benefits*

The liability for long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of the current accrued employee liability. Consideration is given to expected likelihood of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. 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 cost of equity-settled transactions are measured at fair value on grant date. Fair value of share options is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions. The fair value of share performance rights are determined by using the 5 day volume weighted average price (VWAP) before and after the beginning of the financial year.

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

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

### **Fair value measurement**

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

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

### **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.

## **Note 2. Significant accounting policies (continued)**

### **Earnings per share**

#### *Basic earnings per share*

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

#### *Diluted earnings per share*

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

### **Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

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

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

### **Rounding of amounts**

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

### **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.

### **Note 3. Critical accounting judgements, estimates and assumptions**

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

#### *Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of the share options are determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The fair value of share performance rights are determined by using the IPO price or the 5 day volume weighted average price (VWAP) before and after the beginning of the financial year of the grant date. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

#### *Allowance for expected credit losses*

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates. For all trade receivables with less than 90 days overdue there is no expected credit loss rate assigned.

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

#### *Estimation of useful lives of assets*

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

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

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

#### *Recovery of deferred tax assets*

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

*Employee benefits provision*

As discussed in note 2, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

*Lease make good provision*

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

**Note 4. Operating segments***Identification of reportable operating segments*

The Group provides Wagering Technology solutions including software and race day controls as well and Data as a Service solutions to the racing and sports wagering industries on a global basis. The Chief Executive Officer is the Chief Operating Decision Maker (CODM) and monitors the operating results on a consolidated basis, and accordingly, the Group has concluded that it has one reportable segment.

The internal management reporting presented to key business decision makers report total assets and liabilities on the basis consistent with that of the consolidated financial statements. These reports do not allocate assets and liabilities based on the operations of each segment or by geographical location. Under the current management reporting framework, total assets are not reviewed to a specific reporting segment or geographical location.

	Sales to external customers 2023 \$'000	Sales to external customers 2022 \$'000
Australia	6,035	3,857
United Kingdom	3,201	2,227
United States	1,331	1,241
Rest of the World	1,153	1,003
	<u>11,720</u>	<u>8,328</u>

**Note 4. Operating segments (continued)**

	Sales to external customers 2023	Sales to external customers 2022
Number of individual customers with greater than 10% of revenue	2	2
Revenue from individual customers with greater than 10% of revenue	<u>3,832</u>	<u>2,106</u>

**Note 5. Revenue from contracts with customers**

	Consolidated	
	2023	2022
	\$'000	\$'000
Data services	7,823	6,017
Technology solutions	3,179	1,718
Digital & media	694	520
Other services	24	73
	<u>11,720</u>	<u>8,328</u>

*Disaggregation of revenue*

The consolidated entity derives its revenue from the delivery of the above services to its customers. The table above provides a breakdown of revenue by major business line. All revenue has been recognised over time as the performance obligations are satisfied. As disclosed in Note 4, the consolidated entity has one operating segment which derives revenues from a range of geographical locations.

**Note 6. Other income**

	Consolidated	
	2023	2022
	\$'000	\$'000
Government grant - R&D tax incentive	1,266	660
Other income	44	3
Interest income	263	-
Other income	<u>1,573</u>	<u>663</u>

**Note 7. Expenses**

	Consolidated	
	2023 \$'000	2022 \$'000
Loss before income tax includes the following specific expenses:		
<i>Depreciation and amortisation</i>		
Right-of-use	291	239
Property, plant and equipment	190	144
Amortisation	862	639
Total depreciation and amortisation	1,343	1,022
<i>Finance costs</i>		
Financing costs	70	62
Interest paid	-	14
Total finance costs	70	76
<i>Superannuation expense</i>		
Defined contribution superannuation expense	584	368
<i>Share-based payments expense</i>		
Share-based payments expense	52	662
<i>Research costs</i>		
Research costs	1,688	1,603
<i>Net foreign exchange (loss)/gain</i>		
Net foreign exchange (loss)/gain	4	50

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**Note 8. Income tax expense/(benefit)**

	Consolidated	
	2023 \$'000	2022 \$'000
<i>Income tax expense/(benefit)</i>		
Current tax	19	-
Deferred tax - origination and reversal of temporary differences	75	(485)
Adjustment recognised for prior periods	54	204
	<u>148</u>	<u>(281)</u>
Aggregate income tax expense/(benefit)		
Deferred tax included in income tax expense/(benefit) comprises:		
Decrease/(increase) in deferred tax assets (note 14)	85	(846)
(Decrease)/increase in deferred tax liabilities (note 22)	(10)	361
	<u>75</u>	<u>(485)</u>
Deferred tax - origination and reversal of temporary differences		
<i>Numerical reconciliation of income tax expense/(benefit) and tax at the statutory rate</i>		
Loss before income tax (expense)/benefit	(1,149)	(3,267)
Tax at the statutory tax rate of 25%	(287)	(817)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non assessable R&D grant income	(317)	(165)
Accounting expenditure relating to R&D	422	151
Amortisation of intangibles	215	141
Entertainment expenses	8	3
	<u>41</u>	<u>(687)</u>
Adjustment recognised for prior periods	164	204
Amounts (credited)/charged directly to equity	(54)	243
Differences in overseas tax rates	(1)	17
Other items	(2)	(58)
	<u>148</u>	<u>(281)</u>
Income tax expense/(benefit)		

**Note 9. Current assets - cash and cash equivalents**

	Consolidated	
	2023 \$'000	2022 \$'000
Cash at bank	<u>8,683</u>	<u>10,767</u>

**Note 10. Current assets - trade and other receivables**

	Consolidated	
	2023	2022
	\$'000	\$'000
Trade receivables	945	674
Other receivable	8	5
R&D tax incentive receivable	1,246	790
	<u>2,199</u>	<u>1,469</u>

**Allowance for expected credit losses**

The consolidated entity has not recognised a loss in respect of the expected credit losses for the year ended 30 June 2023.

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

Consolidated	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2023	2022	2023	2022	2023	2022
	%	%	\$'000	\$'000	\$'000	\$'000
Not overdue	-	-	840	608	-	-
0 to 3 months overdue	-	-	105	66	-	-
Greater than 3 months overdue	50%	50%	-	-	-	-
			<u>945</u>	<u>674</u>	<u>-</u>	<u>-</u>

The consolidated entity has maintained its discipline in the recovery of outstanding trade receivables during the period, and as such no credit losses are forecast on the portfolio of receivables at 30 June 2023 (2022: Nil).

**Note 11. Current assets - contract assets**

	Consolidated	
	2023	2022
	\$'000	\$'000
Contract assets	<u>403</u>	<u>54</u>

**Reconciliations**

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

Consolidated	Total
	\$'000
Balance at 1 July 2022	54
Amounts recognised during the period	1,724
Amounts invoiced	<u>(1,375)</u>
Balance at 30 June 2023	<u>403</u>

**Note 12. Current assets - Other assets**

	Consolidated	
	2023	2022
	\$'000	\$'000
Prepayments	232	121

**Note 13. Non-current assets - property, plant and equipment**

	Consolidated	
	2023	2022
	\$'000	\$'000
Leasehold improvements - at cost	435	427
Less: Accumulated depreciation	(136)	(49)
	<u>299</u>	<u>378</u>
Plant and equipment - at cost	345	205
Less: Accumulated depreciation	(168)	(71)
	<u>177</u>	<u>134</u>
Motor vehicles	-	193
Less: Accumulated depreciation	-	(101)
	<u>-</u>	<u>92</u>
	<u>476</u>	<u>604</u>

**Reconciliations**

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

Consolidated	Leasehold improvements \$'000	Plant and equipment \$'000	Motor vehicle \$'000	General pool \$'000	Total \$'000
Balance at 1 July 2021	57	48	141	3	249
Additions	427	164	-	-	591
Disposals	(56)	(18)	(15)	(3)	(92)
Depreciation expense	(50)	(60)	(34)	-	(144)
Balance at 30 June 2022	378	134	92	-	604
Additions	8	140	-	-	148
Disposals	-	-	(86)	-	(86)
Depreciation expense	(87)	(97)	(6)	-	(190)
Balance at 30 June 2023	<u>299</u>	<u>177</u>	<u>-</u>	<u>-</u>	<u>476</u>

**Note 14. Non-current assets - deferred tax**

	Consolidated	
	2023	2022
	\$'000	\$'000
<i>Deferred tax asset comprises temporary differences attributable to:</i>		
Amounts recognised in profit or loss:		
Tax losses	64	168
Employee benefits	174	128
Leases	304	309
Black hole expenses	269	309
Accrued expenses	194	133
	<u>1,005</u>	<u>1,047</u>
Amounts recognised in equity:		
Transaction costs on share issue	146	243
Deferred tax asset	<u>1,151</u>	<u>1,290</u>
<i>Movements:</i>		
Opening balance	1,290	201
Amounts credited to profit or loss (note 8)	(85)	846
Amounts (charged)/credited to equity (note 8)	(54)	243
Closing balance	<u>1,151</u>	<u>1,290</u>

**Note 15. Non-current assets - intangibles**

	Consolidated	
	2023	2022
	\$'000	\$'000
Software - work in progress - at cost	<u>1,110</u>	<u>770</u>
Software - at cost	515	265
Less: Accumulated amortisation	<u>(116)</u>	<u>(26)</u>
	<u>399</u>	<u>239</u>
Database development - at cost	4,963	3,015
Less: Accumulated amortisation	<u>(2,545)</u>	<u>(1,085)</u>
	<u>2,418</u>	<u>1,930</u>
	<u>3,927</u>	<u>2,939</u>

**Note 15. Non-current assets - intangibles (continued)***Reconciliations*

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

Consolidated	Software -	Database	Software	Total
	work in progress \$'000	development \$'000	\$'000	
Balance at 1 July 2021	535	1,553	-	2,088
Additions	500	990	-	1,490
Transfers in/(out)	(265)	-	265	-
Amortisation expense	-	(613)	(26)	(639)
Balance at 30 June 2022	770	1,930	239	2,939
Additions	340	1,260	250	1,850
Amortisation expense	-	(772)	(90)	(862)
Balance at 30 June 2023	<u>1,110</u>	<u>2,418</u>	<u>399</u>	<u>3,927</u>

**Note 16. Non-current assets - right-of-use assets**

	Consolidated	
	2023	2022
	\$'000	\$'000
Office premises - right-of-use	1,424	1,209
Less: Accumulated depreciation	(464)	(182)
	<u>960</u>	<u>1,027</u>
Computer equipment - right-of-use	26	26
Less: Accumulated depreciation	(13)	(4)
	<u>13</u>	<u>22</u>
	<u>973</u>	<u>1,049</u>

The Group's lease portfolio includes buildings, plant and equipment. These leases have an average of 5 years as their lease term.

The option to extend or terminate are contained in the property lease of the Group. There were no extension options for equipment leases. These clauses provide the Group opportunities to manage leases in order to align with its strategies. All of the extension or termination options are only exercisable by the Group. The extension options or termination options which were reasonably certain to be exercised have been included in the calculation of the Right of use asset.

**Note 16. Non-current assets - right-of-use assets (continued)***Reconciliations*

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

Consolidated	Office premises \$'000	Computer equipment \$'000	Total \$'000
Balance at 1 July 2021	459	-	459
Additions	1,209	26	1,235
Reduction due to termination of lease	(406)	-	(406)
Depreciation expense	(235)	(4)	(239)
Balance at 30 June 2022	1,027	22	1,049
Additions	215	-	215
Depreciation expense	(282)	(9)	(291)
Balance at 30 June 2023	<u>960</u>	<u>13</u>	<u>973</u>

**Note 17. Current liabilities - trade and other payables**

	Consolidated	
	2023 \$'000	2022 \$'000
Trade payables	247	103
Accrued expenses	1,400	891
Credit card liability	41	41
Deferred grant revenue - R&D tax incentive	1,040	978
GST payable	65	15
Other payables	156	143
	<u>2,949</u>	<u>2,171</u>

Refer to note 31 for further information on financial instruments.

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

**Note 18. Current liabilities - current tax liabilities**

	Consolidated	
	2023 \$'000	2022 \$'000
Provision for income tax	<u>14</u>	<u>-</u>

**Note 19. Current liabilities - contract liabilities**

	Consolidated	
	2023	2022
	\$'000	\$'000

Amounts received in advance	129	131
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*Reconciliation*

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

Opening balance	131	210
Payments received in advance	1,270	954
Amounts recognised as revenue	(1,272)	(1,033)
Closing balance	129	131

*Unsatisfied performance obligations*

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was \$128,853 as at 30 June 2023 (\$130,986 as at 30 June 2022) and is expected to be recognised as revenue in the coming financial year. Refer to Note 23 for the total value of balances expected to be recognised in the period greater than 12 months from the balance date.

**Note 20. Current liabilities - employee benefits**

	Consolidated	
	2023	2022
	\$'000	\$'000

Provision for long service leave	124	100
Provision for annual leave	550	405
	674	505

**Note 21. Current liabilities - lease liabilities**

	Consolidated	
	2023	2022
	\$'000	\$'000

Lease liability	305	230
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Refer to note 31 for further information on financial instruments.

**Note 22. Non-current liabilities - deferred tax**

	Consolidated	
	2023	2022
	\$'000	\$'000

*Deferred tax liability comprises temporary differences attributable to:*

Amounts recognised in profit or loss:

Prepayments	47	-
Intangible Assets	76	104
Property, plant and equipment	31	41
Rights to use assets	243	262

Deferred tax liability	397	407
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*Movements:*

Opening balance	407	46
Charged/(credited) to profit or loss (note 8)	(10)	361

Closing balance	397	407
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**Note 23. Non-current liabilities - contract liabilities**

	Consolidated	
	2023	2022
	\$'000	\$'000

Amounts received in advance	35	-
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Refer to Note 19 for future details on the maturity date of contract liabilities.

**Note 24. Non-current liabilities - employee benefits**

	Consolidated	
	2023	2022
	\$'000	\$'000

Provision for long service leave	50	16
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**Note 25. Non-current liabilities - lease liabilities**

	Consolidated	
	2023	2022
	\$'000	\$'000

Lease liability	786	905
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Refer to note 31 for further information on financial instruments.

**Note 26. Non-current liabilities - provisions**

	Consolidated	
	2023	2022
	\$'000	\$'000
Lease make good	125	100

*Lease make good*

The provision represents the present value of the estimated costs to make good the premises leased by the consolidated entity at the end of the respective lease terms.

*Movements in provisions*

Movements in each class of provision during the current financial year, other than employee benefits, are set out below:

Consolidated - 2023	Lease make good \$'000
Carrying amount at the start of the year	100
Additional provisions recognised	23
Finance costs	2
Carrying amount at the end of the year	125

**Note 27. Equity - issued capital**

	Consolidated			
	2023	2022	2023	2022
	Shares	Shares	\$'000	\$'000
Ordinary shares - fully paid	45,458,585	45,458,585	13,424	13,424

*Movements in ordinary share capital*

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2021	1,000		51
Share split on a 36,058,58:1 basis		36,057,584	-	-
Issue of share capital on IPO, net costs		9,333,334	\$1.50	13,273
Issue of share capital on zero exercise price options		66,667	-	100
Balance	30 June 2022	45,458,585		13,424
Balance	30 June 2023	45,458,585		13,424

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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

**Note 27. Equity - issued capital (continued)***Share buy-back*

There is no current on-market share buy-back.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. Currently the company has no outstanding borrowings.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

The consolidated entity has no outstanding financing arrangements that are subject to covenants. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 2022 Annual Report.

**Note 28. Equity - reserves**

	Consolidated	
	2023	2022
	\$'000	\$'000
Share-based payments reserve	614	562
Foreign currency reserve	1	4
	<u>615</u>	<u>566</u>

*Foreign currency reserve*

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

*Share-based payments reserve*

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

**Note 28. Equity - reserves (continued)***Movements in reserves*

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

Consolidated	Share based payments reserve \$'000	FX reserve \$'000	Total \$'000
Balance at 1 July 2021	-	-	-
Share based payments	662	-	662
Foreign currency translation	-	4	4
Options exercised	(100)	-	(100)
Balance at 30 June 2022	562	4	566
Share based payments	52	-	52
Foreign currency translation	-	(3)	(3)
Balance at 30 June 2023	<u>614</u>	<u>1</u>	<u>615</u>

**Note 29. Equity - (Accumulated losses)/retained profits**

	Consolidated	
	2023 \$'000	2022 \$'000
(Accumulated losses)/retained profits at the beginning of the financial year	(162)	2,824
Loss after income tax (expense)/benefit for the year	(1,297)	(2,986)
Accumulated losses at the end of the financial year	<u>(1,459)</u>	<u>(162)</u>

**Note 30. Equity - Dividends***Dividends*

There were no dividends paid, recommended or declared during the current or previous financial year.

*Franking credits*

	Consolidated	
	2023 \$'000	2022 \$'000
Balance at the beginning of the reporting period	23	7
Franking credits that will arise from the payment of provision for income tax	-	16
Balance at the end of the reporting period	<u>23</u>	<u>23</u>

## Note 31. Financial instruments

### Financial risk management objectives

The company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The company's overall risk management program focuses on the unpredictability of financial markets and may seek to minimise potential adverse effects on the financial performance of the company. The company uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures when deemed appropriate. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange, and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the company and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the company's operating units. Finance reports to the Board on a monthly basis and includes analysis and recommendations in relation to of any identified material risks.

### Market risk

#### Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

In order to protect against exchange rate movements, the company reviews all transactions over \$0.5 million to determine if the company will enter into forward foreign exchange contracts. Any forward contracts are hedging highly probable forecasted cash flows for the ensuing financial year. The company currently has no outstanding forward foreign exchange contracts. Management has a risk management policy to reviews all transactions over \$0.5 million to determine specific hedging contract.

The carrying amount of the company's foreign currency denominated financial assets and financial liabilities, expressed in the reporting currency at the reporting date were as follows:

Consolidated	Assets		Liabilities	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
GBP	115,806	95,434	16,940	8,589
USD	56,971	25,960	-	4,215
EUR	-	-	4,593	4,224
NZD	-	-	2,138	5,881
LKR	-	-	-	1,297
	<u>172,777</u>	<u>121,394</u>	<u>23,671</u>	<u>24,206</u>

The following table summarises the impact on the consolidated entity's profit before tax for the year if the Australian dollars weakened by 5%/strengthened by 5% (2022: weakened by 5%/strengthened by 5%) against these foreign currencies with all other variables held constant.

Consolidated - 2023	% change	AUD strengthened		AUD weakened	
		Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity
	5%	<u>(7,100)</u>	<u>(7,100)</u>	5%	<u>7,455</u>
					<u>7,455</u>

**Note 31. Financial instruments (continued)**

Consolidated - 2022	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
	5%	<u>(8,630)</u>	<u>(8,630)</u>	5%	<u>8,630</u>	<u>8,630</u>

**Price risk**

The consolidated entity holds no market-based investments and as such is no exposure to any market price risk.

**Interest rate risk**

The consolidated entity's main potential for interest rate risk arises from long-term borrowings, currently the company has no outstanding borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value interest rate risk. The company has no borrowings with variable interest rates.

As at the reporting date, the company had the no variable rate borrowings and interest rate swap contracts outstanding (2022: Nil)

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits if management deem it necessary for new customers. The consolidated entity seeks to obtain guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. For all trade receivables with less than 90 days overdue there is no expected credit loss rate assigned. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

The consolidated entity has no credit risk exposure as at 30 June 2023. The consolidated entity reviewed all outstanding receivables greater than 90 days as at 30 June 2023, determined that the balances were recoverable, and accordingly no expected credit loss provision was raised. Management closely monitors the receivable balance on a monthly basis and is in regular contact with this customer to mitigate risk.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 6 months.

**Liquidity risk**

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Currently the company has \$8.64 million in cash and cash equivalents (2022: \$10.77 million) and no borrowing facilities.

**Note 31. Financial instruments (continued)***Remaining contractual maturities*

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid.

Consolidated - 2023	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
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**Non-derivatives***Non-interest bearing*

Trade payables	-	250	-	-	-	250
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*Interest-bearing*

Lease liabilities	5.35%	305	331	579	-	1,215
<b>Total non-derivatives</b>		<b>555</b>	<b>331</b>	<b>579</b>	<b>-</b>	<b>1,465</b>

Consolidated - 2022	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
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**Non-derivatives***Non-interest bearing*

Trade payables	-	103	-	-	-	103
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*Interest-bearing*

Lease liabilities	5.72%	230	254	751	-	1,235
<b>Total non-derivatives</b>		<b>333</b>	<b>254</b>	<b>751</b>	<b>-</b>	<b>1,338</b>

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

**Fair value of financial instruments**

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

**Note 32. Key management personnel disclosures***Directors*

The following persons were directors of RAS Technology Holdings Limited during the financial year:

Kate Carnell AO	(Non-executive Chair)
Gary Crispe	(Executive Director)
Greg Nichols	(Non-executive Director)
Sophie Karzis	(Non-executive Director)
James Palmer	(Non-executive Director)

*Other key management personnel*

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Stephen Crispe	Chief Executive Officer
Robert Vilkaitis	Chief Technology Officer
Tim Olive	Chief Financial Officer (appointment date 3 October 2022)
Andrew Burns	Chief Financial Officer (resignation date 2 October 2022)

**Note 32. Key management personnel disclosures (continued)***Compensation*

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

	Consolidated	
	2023	2022
	\$	\$
Short-term employee benefits	1,877,251	1,506,296
Post-employment benefits	104,347	83,417
Long-term benefits	10,202	20,138
Share-based payments	200,400	438,283
	<u>2,192,200</u>	<u>2,048,134</u>

**Note 33. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the company:

	Consolidated	
	2023	2022
	\$	\$
<i>Audit services - BDO Audit Pty Ltd</i>		
Audit or review of the financial statements	<u>95,000</u>	<u>85,000</u>

**Note 34. Related party transactions***Parent entity*

RAS Technology Holdings Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in note 36.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 32 and the remuneration report included in the directors' report.

*Transactions with related parties*

The following transactions occurred with related parties:

	Consolidated	
	2023	2022
	\$	\$
Sale of goods and services:		
Rental payments - Office and storage to Racing and Sports Property Trust	-	69,032
Outsource service payments - technology development to GRSBet Pty Ltd	15,000	105,000
Consulting services of associates paid to Burns Executive Services	63,750	59,678
Other income:		
Employment remuneration of related parties - Corporate services	261,933	348,519

Racing and Sports Property Trust and GRSBet are a direct interest of key management personnel.

*Receivable from and payable to related parties*

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

**Note 34. Related party transactions (continued)***Loans to/from related parties*

There are no loan balances are outstanding at the reporting date in relation to loans with related parties.

**Note 35. Parent entity information**

Set out below is the supplementary information about the parent entity.

RAS Technology Holdings Limited as the parent entity controls the Group expenses relating to the ongoing corporate governance, capital management and costs associated with being a listed entity, the asset base consists of intercompany loans to subsidiaries and deferred tax assets.

*Statement of profit or loss and other comprehensive income*

	Parent	
	2023	2022
	\$'000	\$'000
Loss after income tax	(903)	(2,985)
Total comprehensive income	(903)	(2,985)

*Statement of financial position*

	Parent	
	2023	2022
	\$'000	\$'000
Total current assets	13,097	13,828
Total assets	13,097	13,828
Total current liabilities	(119)	-
Total liabilities	(119)	-
Equity		
Issued capital	13,424	13,424
Foreign currency reserve	-	4
Share-based payments reserve	6,143	562
Options reserve	-	-
Accumulated losses	(1,059)	(162)
Total equity	12,978	13,828

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2023 and 30 June 2022.

*Contingent liabilities*

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

*Capital commitments - Property, plant and equipment*

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

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2.

**Note 36. Interests in subsidiaries**

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

Name	Principal place of business / Country of incorporation	Ownership interest	
		2023 %	2022 %
Racing and Sports Pty Ltd	Australia	100.00%	100.00%
Racing and Sports IP Pty Ltd	Australia	100.00%	100.00%
Racing and Sports International Pty Ltd	Australia	100.00%	100.00%
Racing and Sports Limited	United Kingdom	100.00%	100.00%

**Note 37. Events after the reporting period**

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Note 38. Reconciliation of loss after income tax to net cash from/(used in) operating activities**

	Consolidated	
	2023 \$'000	2022 \$'000
Loss after income tax (expense)/benefit for the year	(1,297)	(2,986)
Adjustments for:		
Depreciation and amortisation	1,343	1,022
Write off of property, plant and equipment	2	92
Share-based payments	52	662
Finance Costs	-	2
Net Gain on termination of lease	-	(12)
Change in operating assets and liabilities:		
Increase in trade and other receivables	(275)	(371)
Increase in contract assets	(349)	(54)
Increase in income tax refund due	(456)	(703)
Decrease/(increase) in deferred tax assets	140	(846)
Increase in prepayments	(111)	(85)
Decrease in R&D deferred grant revenue	62	232
Increase in trade and other payables	724	523
Increase/(decrease) in contract liabilities	33	(127)
Increase in provision for income tax	14	-
Increase/(decrease) in deferred tax liabilities	(10)	362
Increase in employee benefits	202	242
Increase/(decrease) in retained earnings through prior period error	-	329
Increase/(decrease) in other provisions	(10)	-
Net cash from/(used in) operating activities	<u>64</u>	<u>(1,718)</u>

**Note 39. Changes in liabilities arising from financing activities**

	Borrowings	Lease Liabilities	Total
Consolidated	\$'000	\$'000	\$'000
Balance at 1 July 2021	163	467	630
Net cash used in financing activities	(163)	(50)	(213)
Acquisition of leases	-	1,137	1,137
Termination of leases	-	(419)	(419)
Balance at 30 June 2022	-	1,135	1,135
Acquisition of leases	-	192	192
Net cash used in financing activities	-	(236)	(236)
Balance at 30 June 2023	-	1,091	1,091

**Note 40. Earnings per share**

	Consolidated	
	2023	2022
	\$'000	\$'000
Loss after income tax attributable to the owners of RAS Technology Holdings Limited	(1,297)	(2,986)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	45,458,585	41,701,324
Adjustments for calculation of diluted earnings per share:		
Share options on issue	1,701,602	1,701,602
Adjustments for share options that are not dilutive	(1,701,602)	(1,701,602)
Share performance rights	1,943,038	354,930
Adjustments for share performance rights that are not dilutive	(1,943,038)	(354,930)
Weighted average number of ordinary shares used in calculating diluted earnings per share	45,458,585	41,701,325

	Cents	Cents
Basic earnings per share	(2.85)	(7.15)
Diluted earnings per share	(2.85)	(7.15)

**Note 41. Share-based payments**

The Group has established an Equity Plan to provide long-term incentives to eligible employees, directors and contractors. Under the plan, cash, performance rights, options and shares may be granted to participants. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The vesting of options is contingent on service-based conditions. The options will expire 24 months after their vesting dates.

Options are granted under the plan for no consideration and carry no dividend or voting rights.

**Note 41. Share-based payments (continued)**

Set out below are summaries of options granted under the plan:

	Number of options 2023	Weighted average exercise price 2023	Number of options 2022	Weighted average exercise price 2022
Outstanding at the beginning of the financial year	1,701,602	-	-	-
Granted LTIP options - tranche 1	-	-	1,218,141	\$1.95
Lead manager options	-	-	356,072	\$1.95
Granted LTIP options - tranche 2	-	-	127,389	\$1.95
Granted zero exercise price options	-	-	66,667	-
Outstanding at the end of the financial year	<u>1,701,602</u>	-	<u>1,768,269</u>	-

**2023**

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the year
23/11/2021	23/11/2024	\$1.95	1,701,602	-	-	-	1,701,602
			<u>1,701,602</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,701,602</u>

**2022**

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the year
23/11/2021	23/11/2024	\$1.95	-	1,701,602	-	-	1,701,602
17/03/2022	29/03/2022	\$0.00	-	66,667	(66,667)	-	-
			<u>-</u>	<u>1,768,269</u>	<u>(66,667)</u>	<u>-</u>	<u>1,701,602</u>

No options expired during the period.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 6 months (2022: 2 years).

Set out below are summaries of performance rights granted under the plan:

**2023**

Grant date	Vesting and exercisable date	Expiry date	Balance at the start of the year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the year
14/03/2022	30/09/2024	-	301,282	-	-	(35,555)	265,727
28/03/2022	30/09/2023	-	53,648	-	-	-	53,648
17/11/2022	01/10/2025	-	-	144,947	-	-	144,947
01/10/2022	01/10/2023	-	-	107,296	-	-	107,296
01/10/2022	01/10/2024	-	-	107,296	-	-	107,296
01/10/2022	01/10/2025	-	-	1,228,569	-	(74,579)	1,153,990
			<u>354,930</u>	<u>1,588,108</u>	<u>-</u>	<u>(110,134)</u>	<u>1,832,904</u>

The fair value of share performance rights are determined by using the IPO price or the 30 day volume weighted average price (VWAP) as at grant date:

For the performance rights granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Share price hurdle for vesting	Fair value at grant date
17/11/2022	31/12/2025	\$0.72	-	\$0.715
01/10/2022	31/12/2023	\$0.47	-	\$0.466
01/10/2022	31/12/2024	\$0.47	-	\$0.466
01/10/2022	31/12/2025	\$0.47	-	\$0.466

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In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors



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Kate Carnell AO  
Non-executive Chair

28 August 2023

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# INDEPENDENT AUDITORS REPORT

## INDEPENDENT AUDITOR'S REPORT

To the members of RAS Technology Holdings Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of RAS Technology Holdings Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

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

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

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

#### Key audit matters

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

## Capitalisation of Internally Generated Intangible Assets

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 15 of the financial report, the Group capitalised internal development costs of \$1.85m primarily related to the development of the database and software assets associated with its wagering technology product offerings.</p> <p>The Group's accounting policy in relation to these costs is detailed in Note 2 of the financial report.</p> <p>The capitalisation of development costs is considered a key audit matter due to the material nature of the costs capitalised, the judgement required in allocating internal staff time to development projects, and assessing when projects meet the criteria for capitalisation under AASB 138 <i>Intangible Assets</i>.</p>	<p>Our audit procedures in order to address this key audit matter included:</p> <ul style="list-style-type: none"> <li>• Reviewing a summary of capitalised costs for the period, ensuring the arithmetic accuracy of the calculations and schedules for recognition of capitalised costs;</li> <li>• Reviewing management's position paper, calculations &amp; schedules to support the expenditure capitalised during the period, ensuring the policies and accounting treatment is appropriate and that the judgements taken are reasonable;</li> <li>• Testing a sample of capitalised costs to supporting documentation, ensuring the costs met the criteria for capitalisation under AASB 138 <i>Intangible Assets</i>. This includes agreeing the underlying employee costs to supporting documentation, assessing the capacity in which the employee was employed and its alignment with development activities, the value of the remuneration paid and the allocation of their time to development projects through the review of timekeeping records; and</li> <li>• Discussing with management the nature of the work performed and the future plans for the database and wagering technology assets, supporting the assessment of the feasibility of the assets and the future economic benefit they are expected to generate.</li> </ul>

### Other information

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Responsibilities of the directors for the Financial Report

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

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

## Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at: [https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf). This description forms part of our auditor's report.

## Report on the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of RAS Technology Holdings Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

### Responsibilities

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

BDO Audit Pty Ltd



Clayton Eveleigh  
Director

Sydney, 28 August 2023

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# SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 11 August 2023.

### Distribution of equitable securities

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

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	74	12.91	-	-
1,001 to 5,000	199	34.73	-	-
5,001 to 10,000	103	17.98	-	-
10,001 to 100,000	172	30.02	-	-
100,001 and over	25	4.36	4	100.00
	<u>573</u>	<u>100.00</u>	<u>4</u>	<u>100.00</u>
Holding less than a marketable parcel	<u>59</u>	<u>-</u>	<u>-</u>	<u>-</u>

### Equity security holders

#### Twenty largest quoted equity security holders

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

	Number held	Ordinary shares % of total shares issued
Gary A Crispe	12,065,124	26.54
Robert I Vilkaitis	12,039,066	26.48
Ladbrokes Coral Group Limited	4,666,667	10.27
Mr Wayne L Crispe	2,020,000	4.44
Citicorp Nominees Pty Limited	1,879,892	4.14
BNP Paribas Nominees Pty Ltd (IB AU Noms RetailClient DRP)	1,393,263	3.06
Investment Holdings Pty Ltd (Investment Holdings Unit A/C)	559,900	1.23
National Nominees Limited	516,986	1.14
BNP Paribas Nominees Pty Ltd Hub24 Custodial Serv Ltd (DRP A/C)	474,692	1.04
UBS Nominees Pty Ltd	318,261	0.70
Crownace Pty Ltd	250,157	0.55
NDPM Pty Ltd (Morris Family Super Fund A/C)	197,550	0.43
Hunter Ward Pty Ltd (Ward Family A/C)	192,855	0.42
Mr Ian M Mackay & Mrs Clare R De Castella Mackay (I & C Mackay Family A/C)	180,000	0.40
RW Superannuation Pty Ltd (RW Whitaker Super Fund A/C)	150,000	0.33
Margate Pty Limited	150,000	0.33
Buttonwood Nominees Pty Ltd	137,626	0.30
Clapham Capital Pty Ltd (Clapham Capital S/F A/C)	130,845	0.29
Prineas Super Pty Ltd (Prineas Super Fund A/C)	125,000	0.27
G & V Nichols Super Pty Ltd (Nichols Super A/C)	125,000	0.27
	<u>37,572,884</u>	<u>82.63</u>

*Unquoted equity securities*

	Number on issue	Number of holders
Options over ordinary shares issued	1,701,602	4
Performance rights	1,943,040	10

**Substantial holders**

Substantial holders in the company are set out below:

	Number held	Ordinary shares % of total shares issued
Gary A Crispe	12,065,124	26.54
Robert I Vilkaitis	12,039,066	26.48
Ladbroke's Coral Group Limited	4,666,667	10.27

**Voting rights**

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

*Ordinary shares*

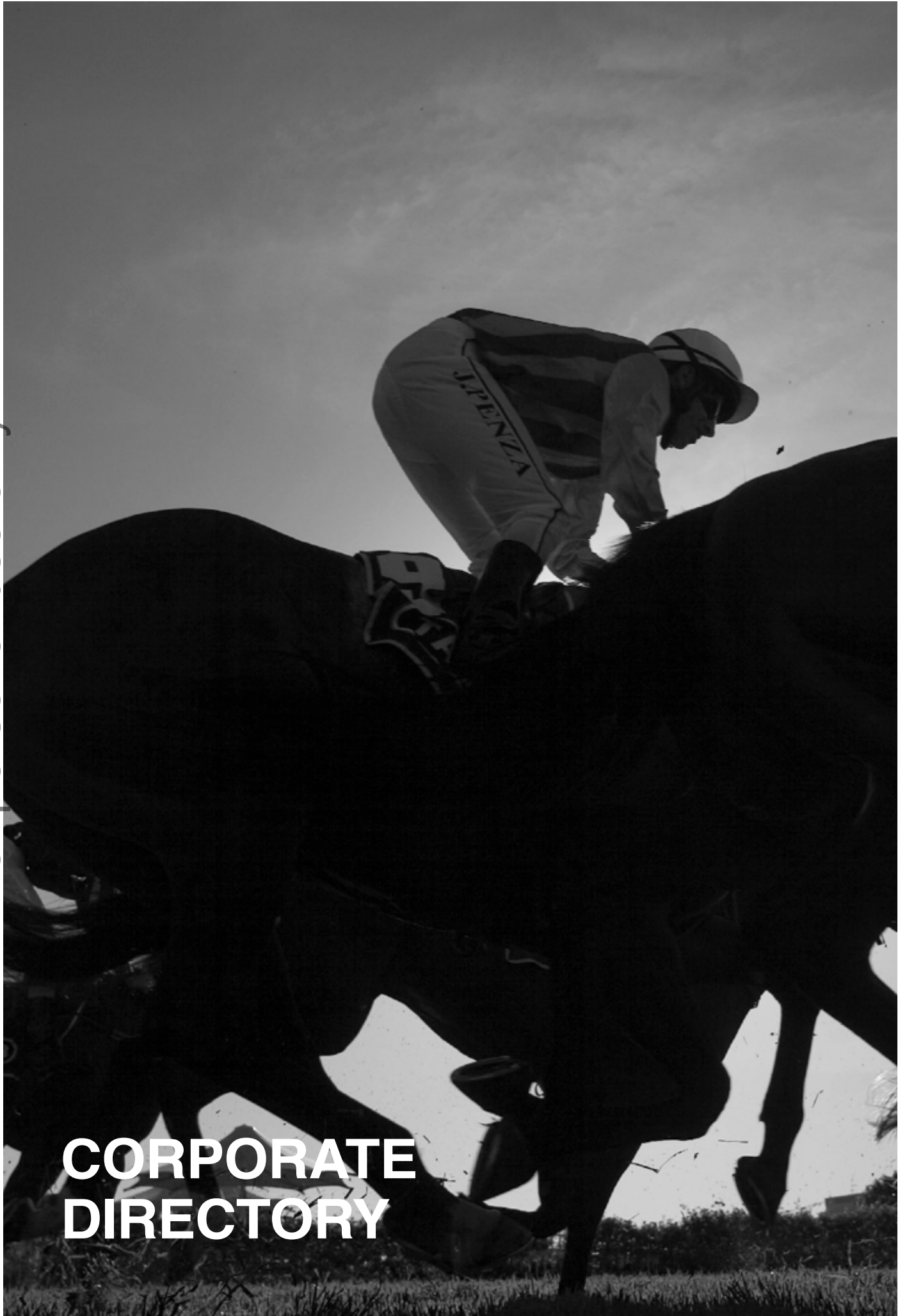
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

**Consistency with business objectives - ASX Listing Rule 4.10.19**

In accordance with ASX Listing Rule 4.10.9, the consolidated entity states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives. The business objectives are maximising performance, generating appropriate levels of shareholder value and financial return, and sustaining the growth and success of the Company. Consistent with the use of funds which were disclosed in the Company's Prospectus dated 27 October 2021, the consolidated entity believes it has used its cash in a consistent manner for the following purposes:

- Product development
- Expansion of business, including management, sales and marketing and software development teams;
- International expansion (UK and US);
- Working capital;
- Costs of the offer; and
- Payments to the Selling Shareholders.

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# CORPORATE DIRECTORY

## Corporate Directory

### Directors

Kate Carnell AO (Non-executive Chair)  
Gary Crispe (Executive Director)  
Greg Nichols (Non-executive Director)  
James Palmer (Non-executive Director)  
Sophie Karzis (Non-executive Director)

### Chief Executive Officer

Stephen Crispe

### Chief Financial Officer

Tim Olive

### Company Secretary

Justin Mouchacca

### Notice of Annual General Meeting

The Company's annual general meeting of RAS Technology Holdings Limited is proposed to be held on Thursday 16 November 2023.

### Registered Office

Level 21, 459 Collins Street  
Melbourne Victoria 3000  
Phone: +61 3 8630 3321

### Principal Place of Business

Unit 4, Mezzanine Level  
55 Wentworth Avenue  
Kingston ACT 2604

### Share Register

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Phone: 1300 554 974

### Auditor

BDO Audit Pty Ltd  
11/1 Margaret Street  
Sydney NSW 2000

### Stock Exchange Listing

RAS Technology Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: RTH)

### Website

<https://www.racingandsports.company>



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W E L

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Joyous  
(3) 59kg Gai Waterhouse (Randwick)  
erush  
(1) 57.5kg Guy Walter (Warwick Farm)

Prado Claire  
(8) 57.5kg John O'Shea (Randwick)  
ne in the Glass  
(2) 57kg John P Thompson (Randwick)

elzera  
(5) 58kg Guy Walter (Goulburn)  
or rainy day  
(4) 55kg Guy Walter (Warwick Farm)

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