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23

**Annual Report**

LIGHTER • STRONGER • SMARTER

# CHAIRPERSON'S REPORT

## Dear Shareholders

On behalf of the Board, I am pleased to present the 2023 Annual Report for Matrix Composites & Engineering Ltd (Matrix).

Matrix maintained positive growth momentum during the 2023 financial year as demand for subsea products and services continued to recover driven by increased activity in the oil & gas sector, and revenue from the broader energy and resources markets in the Corrosion Technologies and Advanced Materials sector continues to evolve.

The Company delivered its second consecutive year of revenue growth in excess of 60% with revenue exceeding \$47 million, the highest level in the last seven years.

Importantly, Matrix also returned to an operating profit achieving a positive underlying EBITDA of \$0.2 million for the year, including \$2.5 million in the second half. In fact, the strong second half period was the busiest the Matrix plant has been since 2016.

It is also pleasing the positive momentum has continued into the 2024 financial year with secured revenue of nearly \$70 million from subsea projects alone already exceeding the Company's 2023 reported revenue. Furthermore, this does not include expected recurring revenue out of the Corrosion Technologies and Advanced Materials businesses, adding to the growth trajectory.

The rebounding oil & gas market and positive outlook for the business more broadly resulted in the recognition of a \$15.8 million reversal of prior period asset impairments, which underpinned a statutory Net Profit After Tax of \$8.7 million for the 2023 financial year.

Improving financial results have been on the back of the continued execution of the Company's strategy leveraging its materials science and advanced manufacturing capabilities to build revenue across the traditional energy sector, as well as expanding into renewable energy, resources and defence. Maintaining capabilities

in traditional energy whilst diversifying and entering new market sectors, including development of stable recurring revenue streams, has been instrumental in the return to positive growth.

Strengthening riser buoyancy and growing Subsea Umbilicals, Risers and Flowlines (SURF) demand has seen the core Subsea business awarded over \$90 million worth of contracts since June 2022, with revenue more than doubling to \$36.4m during the 2023 financial year. This was supplemented by the emerging Corrosion Technologies business contributing \$9.5 million of steady opex based revenue, and Advanced Materials work broadening into the clean energy market contributing \$1.4 million in revenue.

To support Matrix's capability to execute on the significant work won in the 2023 financial year and the pipeline of current and future opportunities, the Company strengthened its cash position through a well supported convertible note issue and equity raising during the year. The Company's gross cash position increased to \$20.0 million by 30 June 2023 and further improved to approximately \$23.5 million at the end of August 2023 including outstanding project milestone payments received post year end.

Looking ahead to the 2024 financial year, Matrix is set to continue its revenue and earnings recovery with a robust financial position supporting an increased base of secured revenue already in place, and an active quotation pipeline. The Company continues to leverage its strong energy sector capabilities across new markets, particularly in the clean energy sector.

In conclusion, on behalf of the Matrix Board, I would like to thank our senior management and all of the Matrix employees and contractors for their efforts in making 2023 a successful year of growth for the Company. The Company has entered the 2024 financial year in a stronger position than when we entered 2023, and I look forward to continuing to build upon the positive momentum with continued growth in business activity and profitability.

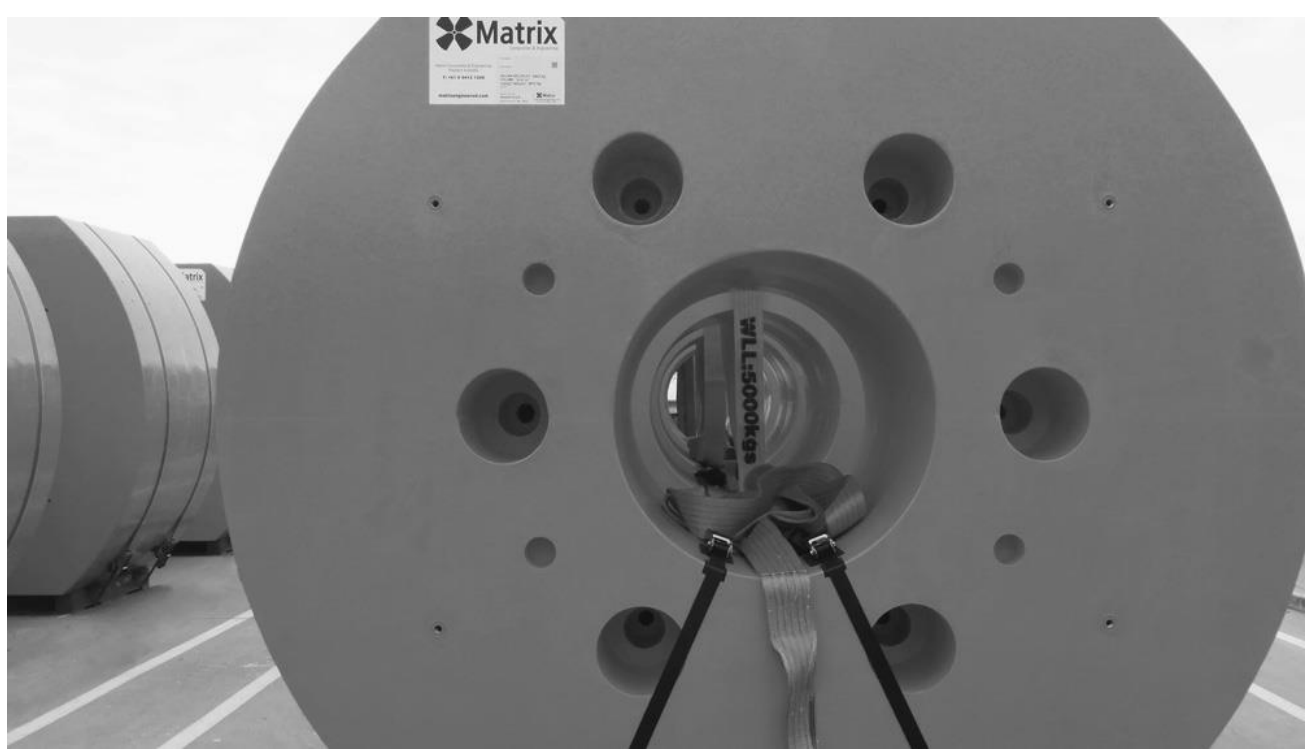
Finally, I would like to extend our thanks to our shareholders, both new and existing, for their continued trust and support in our mission to deliver long-term value for our shareholders.

**Peter Hood AO**  
Chairperson

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# CORPORATE DIRECTORY

## Directors

Mr P J Hood AO (Chairman)  
Mr A P Begley (CEO)  
Mr S Cole  
Mr C N Duncan  
Mr C Sutherland

## Company Secretary

Mr B W Cocks  
Mr P A Hardie

## Head Office

Matrix Composites & Engineering Ltd  
150 Quill Way  
Henderson WA 6166  
Telephone: +61 (08) 9412 1200  
E-mail: matrix@matrixengineered.com

## Overseas Offices

Matrix Composites & Engineering (US), Inc  
2925 Richmond Avenue,  
Suite 1200 Houston  
Texas 77027 U.S.A  
Email: us@matrixengineered.com

## Auditor

KPMG  
235 St Georges Terrace  
Perth WA 6000

## Lawyers

Squire Patton Boggs  
Level 21, 200 Murray Street  
PERTH WA 6000

## Bankers

ANZ  
Level 10, 77 St Georges Terrace  
Perth WA 6000

## Share Registry

Link Market Services Ltd  
Level 4 Central Park  
152-158 St Georges Terrace  
PERTH WA 6000

ABN 54 009 435 250

# DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors of Matrix Composites & Engineering Ltd (“Matrix” or “the Company”) submit herewith the annual report of the Company for the financial year ended 30 June 2023. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows.

## Information about the Directors

The names and particulars of the directors of the Company during or since the end of the financial year are:

Peter J Hood AO <i>Independent Non-Executive Chairman</i>	
<b>Qualifications &amp; Experience</b>	<p>Peter Hood is a qualified Chemical Engineer with nearly 50 years of experience in senior management and project development in the mining, oil and gas, and chemical industries.</p> <p>Mr Hood was previously the CEO of Coogee Resources Ltd, a company involved in the exploration and production of oil and gas in the Timor Sea. Prior to this he was the CEO of Coogee Chemicals Pty Ltd where he oversaw a period of significant growth in the company's value.</p> <p>Mr Hood is a Past President of the Australian Chamber of Commerce and Industry (ACCI), and a Non-Executive Director of, GR Engineering Ltd, De Grey Mining Ltd and Cue Energy Resources Ltd, and Chairman of MAK Industrial Water Systems Pty Ltd. He was also previously Chairman of Apollo Gas Ltd and Vice-Chairman of APPEA.</p> <p>Mr Hood chairs the Remuneration and Nomination Committees and is a member of the Audit and Risk Committees.</p>
<b>Education</b>	<p>Advanced Management Program, Harvard Business School, 1997</p> <p>Graduate Diploma of Administration, Western Australian Institute of Technology (now Curtin University), 1974</p> <p>Bachelor of Engineering (Chemical), Melbourne University, 1970</p>
<b>Memberships</b>	<p>Fellow of the Australian Institute of Company Directors Fellow of the Institute of Chemical Engineers</p> <p>Member of the Australian Institute of Mining and Metallurgy</p>

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Aaron P Begley	Managing Director & Chief Executive Officer
<p><b>Qualifications &amp; Experience</b></p>	<p>Aaron Begley has over 25 years' experience in manufacturing and marketing specialised industrial equipment, materials and services to the oil &amp; gas and marine technology sectors.</p> <p>Prior to his current role as Managing Director and Chief Executive Officer, Mr Begley held various positions within Matrix Composites &amp; Engineering Ltd since starting with the company in 1993. Throughout his tenure, Mr Begley has overseen the company's growth from a local engineering firm to a global market leader in the manufacture and development of composite materials technologies and engineered products for the oil &amp; gas sector.</p>
<p><b>Education</b></p>	<p>Post Graduate Diploma of Management (Curtin), 2002</p> <p>Bachelor of Economics (University of Western Australia), 1993</p>
<p><b>Memberships</b></p>	<p>Society of Underwater Technology (SUT)</p> <p>Society of Petroleum Engineers (SPE)</p> <p>International Association of Drilling Contractors (IADC)</p>
Steven Cole	Independent Non-Executive Director
<p><b>Qualifications &amp; Experience</b></p>	<p>Steven Cole has over 40 years of legal, business and corporate experience as well as a range of executive management and non-executive appointments. His extensive boardroom and board sub-committee experience includes ASX listed, statutory, proprietary and NFP organisations covering the industrial, financial, educational, professional services, health, local government, property management and development and resources sectors. Mr Cole is Chairman of Neometals Limited and Primobius GmbH, Non-Executive Director of Bilton Canning Pty Ltd, Yourtoolkit.com Limited, and Reed Advanced Materials Pty Ltd. Mr Cole was also previously WA State President and a national board member of the Australian Institute of Company Directors.</p> <p>Mr Cole chairs the Audit Committee and is a member of the Risk, Remuneration and Nomination Committees.</p>
<p><b>Education</b></p>	<p>Bachelor of Laws (Hons)</p>
<p><b>Memberships</b></p>	<p>Fellow of the Australian Institute of Company Directors</p>

<b>Craig N Duncan</b>		<b>Independent Non-Executive Director</b>	
<b>Qualifications &amp; Experience</b>	<p>Mr Duncan has over 40 years' experience in the petroleum and mining industries in Australia, PNG, Asia, the Middle East and Africa. He has over 20 years' experience managing well construction operations. Prior to this role, Mr Duncan was involved in manufacturing specialised equipment for the gold mining industry.</p> <p>Mr Duncan chairs the Risk Committee and is a member of the Audit, Nomination and Remuneration Committees.</p>		
<b>Education</b>	<p>Graduate Diploma in Petroleum Engineering, University of New South Wales, 2005</p>		

<b>Chris Sutherland</b>		<b>Independent Non-Executive Director</b>	
<b>Qualifications &amp; Experience</b>	<p>Mr Sutherland has significant executive leadership expertise spanning more than 20 years, encompassing a wide array of sectors in Australia; including oil and gas, resources, infrastructure and manufacturing. Mr Sutherland previously spent 11 years as Managing Director and Chief Executive Officer of Programmed Maintenance Services Ltd. He has also served in other leadership roles which followed executive and management roles at major multidisciplinary engineering firms.</p> <p>Mr Sutherland is a member of the Risk, Audit, Nomination and Remuneration Committees.</p>		
<b>Education</b>	<p>Bachelor of Engineering (Hons), University of Western Australia</p> <p>Advanced Management Program Harvard Business School</p>		

The above-named directors held office during the whole of the financial year and since the end of the financial year.

### Directorships of Other Listed Companies

Directorships of other listed companies held by directors in the three years immediately before the end of the financial year are as follows:

<b>Name</b>	<b>Company</b>	<b>Period of directorship</b>
<b>PJ Hood</b>	GR Engineering Ltd	2010 - Current
<b>PJ Hood</b>	Cue Energy Resources Ltd	2018 - Current
<b>PJ Hood</b>	De Grey Mining Ltd	2018 - Current
<b>S Cole</b>	Neometals Ltd	2008 - Current
<b>C Sutherland</b>	Remsense Technologies Ltd	2021 - Current
<b>C Sutherland</b>	Copper Search Ltd	2021 - Current

## Directors' Shareholdings

The following table sets out each director's relevant interest in shares and share appreciation rights of the Company or a related body corporate as at the date of this report.

Directors	Fully paid shares number	Share options	Performance rights
PJ Hood	1,608,000	0	0
AP Begley	7,033,041	6,264,099	2,827,512
S Cole	500,000	0	0
CN Duncan	1,209,008	0	0
C Sutherland	418,433	0	0

No shares, share appreciation rights, options in shares or performance rights have been issued for compensation purposes during or since the end of the financial year to any Director of the Company, other than 1,334,533 Executive Share Options and 736,388 Executive Performance Rights (2022: 2,414,773 Executive Share Options and 1,244,510 Executive Performance Rights) that have been granted to Mr Aaron Begley pursuant to the Matrix Rights Plan. The grant of Rights to Mr Aaron Begley was approved by shareholders at the Annual General Meeting of shareholders held in November 2022.

## Remuneration of key management personnel

Information about the remuneration of key management personnel is set out in the remuneration report of this director's report, on pages 13 to 24. The term 'key management personnel' refers to those persons having authority and responsibility for planning, directing and controlling the activities of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the consolidated entity.

## Rights granted to directors and executive management

During and since the end of the financial year, an aggregate 2,001,800 Executive Options and 1,104,582 Executive Performance Rights were granted to the following directors and senior executives of the company and its controlled entities as part of their remuneration:

Director/Executive	Issuing entity	Executive share option	Executive performance rights
Aaron Begley	Matrix Composites & Engineering Ltd	1,334,533	736,388
Brendan Cocks	Matrix Composites & Engineering Ltd	667,267	368,194

## Company Secretary

Mr Brendan Cocks (BCom, CA) joined Matrix on 12 September 2016 and held the position of Company Secretary of the Company at the end of the financial year. Mr Cocks is an experienced public company executive having broad experience as a Company Secretary and CFO for a number of publicly listed companies in Australia.

Mr Paul Hardie (BEC, LLB) joined Matrix on 11 October 2021 and held the position of Company Secretary of the Company at the end of the financial year. Mr Hardie is a corporate and commercial lawyer with more than 20 years of business and legal experience across a wide range of industry sectors. Mr Hardie also has extensive Board experience having previously held a number of non-executive roles with public companies listed on the ASX.

## Principal Activities for FY23

The consolidated entity's principal activities during the course of the financial year were the:

- Manufacture of advanced composite materials, products and solutions for the energy, defence, resources and transport sectors;
- Manufacture and supply of capital drilling equipment (primarily comprised of syntactic foam buoyancy) and provision of inspection, maintenance, and repair services;
- Manufacture and supply of subsea umbilical risers and flowline (SURF) ancillary equipment and associated services;
- Manufacture and supply of VIV suppression equipment for rigid pipelines;
- Manufacture and supply of well construction products, including centralizers; and
- Supply of Epoxy based coating systems, hire of associated application equipment and coatings application training.

## Review of Operations

### Overview

The company continued to experience improving conditions during the year as orders increased for subsea buoyancy products. The Company manufactured two key projects, one for a riser buoyancy application for a client in Asia and one for a distributed buoyancy application for deployment in South America.

Matrix recorded revenue for the year of \$47.2m representing a 65% increase on the prior year revenue of \$28.6m. The year was our largest revenue since the June 2016 financial year and reflects the continued momentum from a recovery for our subsea products and progress with our corrosion technology division.

Encouragingly, current orders won and continuing quotation activity, suggest the revenue growth will continue for the next financial year.

### Safety

Matrix continued its strong focus on safety performance across all of its operating sites during the financial year. During the year and similar to last year Matrix recorded no LTIs (Lost Time Injuries). Matrix has only recorded one LTI at its primary facility in Henderson since May 2014.

Matrix operates a work health and safety system that is accredited to ISO 45001. Matrix continues to scrutinise and identify hazards and risks to prevent injuries and illnesses. Matrix continues to improve controls of recognised hazards and continues to resolve or lower the risks with appropriate actions.

## *Manufacturing*

Matrix continues to maintain its state-of-the-art manufacturing facility in Henderson, which provides the Company the capability to produce advanced composite products utilising the following technologies:

- Composite Syntactic Foam
- Engineering Thermoplastics
- Composite Laminates including carbon fibre, glass fibre and Kevlar.

Matrix has maintained its full capacity and industry qualifications in the Henderson facility in recent years ensuring that the Company will benefit from the continued market recovery for our core products.

## *Impact of Covid 19 during the period*

Matrix has continued to be impacted from the Oil and Gas market which was significantly affected by the low oil price during the early stages of covid in the June 20 half.

Matrix saw near term opportunities either disappear or get suspended, and a number of significant FIDs (Final Investment Decisions) on large upcoming projects in Australia and globally being deferred. This impacted the company's ability to generate work during recent financial years and incur losses supporting and maintaining the large facility in Henderson.

Over the last 18 months the Company has experienced a number of impacts return to near normal levels including costs of raw materials and international freights rates.

Employment rates are still high meaning it is still difficult to attract labour, however the company has been able to recruit suitable manning levels to support the recovering market over the last 18 months. As experienced production personnel were retained in recent years, the company is able to recruit semi-skilled labour and train them in our established processes.

Following a difficult loss-making period in FY20 and FY21, the company has been able to minimise losses in FY22 and raise capital to support growth in a recovering energy market through FY23 and beyond.

## *Financial Results for the Year*

Matrix recorded an improved revenue for the year of \$47.2m (FY22: \$28.6m) reflecting a growth of 65% (FY22 62% growth). The increase in the revenue was driven from an increase in orders of our subsea buoyancy products for both subsea production and drilling applications.

Profit after tax was \$8.7m (FY22: \$4.8m loss). The result included an impairment reversal booked in the first half of \$15.8m.

Operating cash outflow was \$9.1m (FY22: \$4.1m outflow). The operating cash outflow was impacted by a ramp up in working capital as we completed two large projects in June 23. At the end of the year the trade and other receivables had increased by \$18.2m while trade and other payables had only increased by \$1.6m. Most of the materials for the projects had been paid, but there were material milestone payments outstanding at period end due for payment in the first quarter of FY24.

The Company generated \$24.0m in financing cash inflow during the period. This was derived by a \$20m capital raising completed in March 23 and a \$7.4m convertible note completed in December 22, both of which were for the primary purpose of working capital for the Company's increased order book.

Cash and term deposits at the end of the period was \$20.0m (FY21: \$7.6m).

## Changes in State of Affairs

Matrix has continued to explore opportunities with local companies to utilise its advanced materials and manufacturing expertise with the view to creating new product lines in future years utilising the Henderson facility.

While the Company has maintained its capacity and qualifications to manufacture subsea buoyancy, a focus has been on utilising that technology for other purposes. During the year opportunities were being explored in the offshore wind market and green hydrogen markets, and also for applications in our advanced materials business.

## Subsequent Events

There has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years.

## Future Developments

In the upcoming years, Matrix will focus on securing work in a recovering energy sector. Securing a strong share of forecast spend in the subsea buoyancy markets in the upcoming years is a priority to improve utilisation in our facility and return to profitability.

Furthermore, the Company will use its standing as an international manufacturer of scale of syntactic foam buoyancy products to engage with the offshore wind market who will require buoyancy options for planned floating wind projects, the next generation of offshore wind.

The company will continue to pursue opportunities in the advanced materials space, which will potentially lead to manufacturing opportunities upon development success. Opportunities in the renewables space and also with local Iron Ore majors will be a priority.

Increasing market share through new customer conversions and adoption of Humidur in their coating specifications will be a focus of our coating technology division to target revenue growth. Growth into new regions within our distribution agreement will be a focus including Eastern Australia growth and sales into Papua New Guinea.

## Environmental Regulations

The consolidated entity's principal operating site at Henderson, Western Australia is subject to the operation of the Environmental Protection Act 1986 (WA) (EP Act). Compliance with the provisions of the EP Act and reporting of any material breaches is overseen by the Company's Health, Safety

and Environment department. When breaches occur, they are reported to the Department of Environmental Regulation (DER) as required and actions taken to prevent recurrences.

During the year there were no breaches of the EP Act and Matrix has been able to demonstrate continued good environmental performance. This is demonstrated by compliance against the environmental licence in accordance with Part V of the EP Act. The Henderson site continues to operate as designed and had no reportable events.

Environmental objectives and key performance indicators (KPIs) have been agreed and accepted at the senior management level. In addition, the Company has attained ISO 14001 accreditation.

## Climate Risk

Matrix acknowledges the increasing interest of the Company's stakeholders regarding the possible risks and opportunities presented by climate change and the increasing momentum towards a lower carbon economy.

While Matrix's core traditional market is in the subsea oil and gas market, which the Company acknowledges as having longer term risks, the energy transition also presents significant opportunities for the Company.

Current activities of the Company in supporting our clients on energy transition projects include:

- Technology partner to Fortescue Future Industries in their Green Hydrogen program
- Actively quoting buoyancy solutions for upcoming offshore floating wind developments
- Utilising recycled materials such as carbon fibre as key feedstock for our buoyancy products
- Retaining equipment and capability to support energy client decommissioning of subsea oil and gas projects in the coming years.

Further to the above, the Company is exploring other avenues and work with our local client bases to support energy transition initiatives using our advanced materials and manufacturing experience.

Matrix continues to identify ways to reduce its carbon footprint. The Company is progressing a number of initiatives including sourcing renewable energy sources for the Henderson site, supporting customers with their carbon reduction initiatives and using recycled plastics in engineered composite products produced on site.

## Dividends

In respect of the financial year ended 30 June 2023, no interim dividend was paid and the directors have determined that no final dividend will be paid (2022: nil).

During the financial year there were no shares issued as a result of exercise of options.

## Indemnification of Officers and Auditors

During the financial year, the Company paid a premium in respect of a contract insuring the directors of the Company (as named above) and all executive officers of the Company and any

related body corporate against a liability incurred as such director or executive officer 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.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate, against a liability incurred as such an officer or auditor.

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

## Directors' Meetings

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the financial year and the number of meetings attended by each director (while they were a director or committee member). During the financial year, nine board meetings, two remuneration committee meetings, two nomination committee meetings, two risk committee meetings and three audit committee meetings were held.

	Board of Directors		Remuneration Committee		Nomination Committee		Audit Committee		Risk Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
<b>PJ Hood</b>	9	9	2	2	2	2	3	3	2	2
<b>AP Begley</b>	9	9	-	-	-	-	-	-	-	-
<b>S Cole</b>	9	9	2	2	2	2	3	3	2	2
<b>CN Duncan</b>	9	8	2	2	2	1	3	3	2	2
<b>C Sutherland</b>	9	9	2	2	2	2	3	3	2	2

## Proceedings on Behalf of Company

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

## Provision of Non-Audit Services

No non-audit services in the current financial year.

## Auditor's independence declaration

The auditor's independence declaration is included on page 26 of the annual report.

## Corporate Governance Statement

The Board of Matrix is responsible for the corporate governance of the company and its subsidiaries. The Board has governance oversight of all matters relating to the strategic direction, corporate governance, policies, practices, management and operations of Matrix with the aim of delivering value to its Shareholders and respecting the legitimate interests of its other valued stakeholders, including employees, customers and suppliers.

Under ASX Listing Rule 4.10.3, Matrix is required to include in its annual report either a corporate governance statement that meets the requirements of that rule of the URL to the page its website. Matrix has published its corporate governance statement on the "Corporate Governance" page of its web site at <https://www.matrixengineered.com/investors/corporate-governance>.

## ASIC Instrument 2016/91

The Company is of an entity to which Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Reports) Instruments 2016/191, dated 24 March 2016 applies. Amounts in the Directors' Report and the Financial Statements have been rounded to the nearest thousand dollars in accordance with ASIC Instrument 2016/91, unless otherwise indicated.



## Audited Remuneration Report

This remuneration report, which forms part of the directors' report, sets out information about the remuneration of the Company's directors and key management personnel for the financial year ended 30 June 2023.

The term Key Management Personnel refers to those persons having authority and responsibility for planning, controlling and directing the activities of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the consolidated entity. Any reference

to "Executives" in this report refers to those Key Management Personnel who are not Non-Executive Directors. The prescribed details for each person covered by this report are detailed below under the following headings:

- Key management personnel
- Remuneration policy
- Remuneration structure
- Relationship between the remuneration policy and company performance
- Remuneration of directors and key management personnel
- Key terms of employment contracts
- Related Party Transactions
- Key management personnel equity holdings
- Key management personnel Share Based Payment holdings – Share Appreciation Rights
- Key management personnel Share Based Payment holdings – Performance Rights

## Key Management Personnel

The directors and other Key Management Personnel of the consolidated entity during or since the end of the financial year were:

### *Non-Executive Directors*

The following persons acted as non-executive directors of the Company during the financial year:

- Mr PJ Hood (Chairperson)
- Mr CN Duncan
- Mr S Cole
- Mr C Sutherland

Unless otherwise stated, the named persons held their current position for the whole of the financial year and since the end of the financial year.

## Audited Remuneration Report (continued)

### *Executive Officers*

The following persons were employed as Matrix executives (Key Management Personnel) during the financial year:

- Mr AP Begley (Chief Executive Officer)
- Mr BW Cocks (Chief Financial Officer / Company Secretary)

Except as noted, the named persons held their current position for the whole of the financial year and since the end of the financial year.

### Remuneration Policy

#### *Non-Executive Directors*

The remuneration policy aims to attract, retain, and motivate talented and highly skilled non-executive Directors and to remunerate fairly and responsibly having regard to the following factors:

- the level of fees paid to non-executive Directors are at market rate for comparable companies;
- the size and complexity of the Company's operations; and
- the responsibilities and work requirements of the Directors.

The Remuneration Committee determines payments to the non-executive Directors and reviews their remuneration annually based on market practice, duties, and accountability. Independent external advice is sought where required.

Non-executive Directors are paid fixed annual fees; they do not receive any variable, performance-based remuneration. The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders (currently \$500,000 per annum).

The allocation of fees to non-executive directors within this cap has been determined after consideration of a number of factors including the time commitment of directors, the size and scale of the Company's operations, the skillsets of Directors, the quantum of fees paid to non-executive directors of comparable companies and participation in Board Committee work.

The table below reflects the annual fees of non-executive directors (inclusive of superannuation) for the financial year ended 30 June 2023 as opposed to the previous year to 30 June 2022.

<b>Name</b>	<b>FY23 Fees</b>	<b>FY22 Fees</b>
<b>Peter Hood</b>	80,730	80,365
<b>Steven Cole</b>	50,456	50,228
<b>Craig Duncan</b>	50,456	50,228
<b>Chris Sutherland</b>	50,456	50,228

## Audited Remuneration Report (continued)

In FY23 the Chairman received actual total annual fees of \$80,730 (2022: \$80,365). All other non-executive directors received an annual fee of \$50,456 (2022: \$50,228). All amounts specified in this section are inclusive of superannuation contributions.

### *Matrix Executives*

The Company's remuneration policy for Matrix executives (including executive directors) is to fairly and responsibly reward them having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

The Company also seeks to establish remuneration structures which align the interests of its key management personnel with the interests of the Company and its shareholders. The payment of any incentive amounts to executive Directors and Matrix executives is based on the delivery of key Group and individual outcomes, and the profitability of the Matrix Group.

As detailed in this report, certain Matrix executives are entitled to receive short term incentive payments in respect of FY23 based on delivery of key financial and non-financial outcomes.

The details of Matrix's long term incentive plan for its executives are provided below.

The amount of compensation for current and future periods for Matrix executives is based on consideration of market factors, comparison to peers and reference to the individual's experience and performance. Overall, remuneration policies are subject to the discretion of the Board and can be changed to reflect the competitive market and business conditions when in the interest of the Company and shareholders.

### Remuneration Structure

The remuneration structure for Matrix Executives comprises fixed and variable components which are reviewed annually by the Remuneration Committee.

#### *Fixed remuneration*

Fixed remuneration comprises base salary, employer superannuation contributions and other allowances and non-cash benefits. Each Executive's fixed remuneration is reviewed and benchmarked annually.

The level of remuneration is set to enable the Company to attract and retain proven performers.

#### *Variable remuneration*

Variable remuneration comprises short term incentives (STIs) linked to Company and individual performance over one year, and long term incentives (LTIs) linked to performance over a period greater than a year.

The following table sets out the maximum variable remuneration each Executive can achieve for FY23, expressed as a percentage of total remuneration, if maximum performance was achieved for the STI and LTI components of their variable remuneration.

Audited Remuneration Report (continued)

<b>Executive</b>	<b>Maximum STI (% of Total Rem)</b>	<b>Maximum LTI (% of Total Rem)</b>	<b>Maximum Total Variable Remuneration (% of Total Rem)</b>
<b>Aaron Begley</b> <i>Managing Director &amp; Chief Executive Officer</i>	24.1	24.1	48.2
<b>Brendan Cocks</b> <i>Chief Financial Officer &amp; Company Secretary</i>	18.4	18.4	36.9

*STI remuneration*

A comprehensive Short Term Incentive Plan (STI Plan) was in place for key management personnel for FY23. The STI Plan is based on a number of key performance indicators (KPIs) including a subjective performance KPI, safety performance KPI and profitability KPI. The STI Plan allows executives and employees to benefit from achieving results that surpass their target KPIs. Conversely, they will only be proportionately rewarded should the KPI targets not be fully achieved. STIs are paid as 100% cash.

*STI Key Performance Indicators*

The STI KPIs comprise a mix of financial and non-financial metrics which are aligned to both the financial success of the Company and its longer term sustainability and are set each year. The KPIs for each Executive are tailored to their individual responsibilities but are broadly described in the following categories:

**i. Financial:**

Achievement of predetermined targets for EBITDAF (Earnings before Interest, Taxes, Depreciation, Amortisation, and Foreign Exchange) and cost management.

**ii. Safety:**

The Board reviews the Company's safety performance and has established a series of lagging and lead indicators to measure the Company's performance in ensuring a safe workplace. The primary metrics include lost time injuries, medical treatment injury frequency rate (MTIFR) and hazard reporting, which is a behaviour-based lead indicator.

**iii. Individual Objectives:**

The Board recognises each Executive contributes to the Company's business strategy differently. Progress in the achievement of each Executive's personal objectives is monitored by the Board and is included in the STI plan to ensure that an appropriate balance is maintained between the Company's short term and long term objectives.

## Audited Remuneration Report (continued)

The following table sets out the various KPI categories for the FY23 STI Plan and the weightings attributable to each of them. The FY23 STI plan is under review by the Board. In the Board's view, the KPIs that have been established align the reward of the Executives with the interests of shareholders.

KPI	A Begley	BW Cocks
EBCDAIT	60.0	60.0
Safety	10.0	10.0
Individual Objectives	30.0	30.0
<b>TOTAL</b>	<b>100.0</b>	<b>100.0</b>

For the year, the measures were either partially met, or met in full.

### *LTI remuneration*

Long-term incentive remuneration is determined in accordance with the Matrix Rights Plan. The Matrix Rights Plan includes a Senior Executive Performance Rights Plan (SEPRP) and a Senior Executive Share Options Plan (SESOP) (together "the LTI Plans"). The SESOP replaced the Senior Executive Share Appreciation Rights Plan (SESARP) that had been in place from 2015 to 2020. The LTI Plans apply exclusively to those Matrix Executives who are Key Management Personnel. Separate long-term incentive plans have been established for other Matrix employees in prior years.

The Executives named below are invited to accept a dollar value grant of rights, which are allocated between rights issued under the SEPRP and the SESOP respectively, with an allocation of 50 per cent of the total value of their respective LTI Plan grants to the SEPRP and the remaining 50 per cent to the SESOP based on the total value of their respective LTI Plan grants. The total dollar value of the grant offered to each of these executives and their respective allocations of rights under the SEPRP and SESOP during the year are set out in the following table:

Audited Remuneration Report (continued)

Name	Entitlement/Grant Value	Performance Rights issued during year		Share Options issued during the year (exercise price \$0.38)	
		Fair value per right (i)	Number issued	Fair Value per option (i)	Number issued
Aaron Begley	\$200,000	\$0.1358	736,388	\$0.0749	1,334,533
Brendan Cocks	\$100,000	\$0.1358	368,194	\$0.0749	667,267
<b>TOTAL</b>			1,104,582		2,001,800

(i) The fair value of the rights and options were valued using a Monte Carlo Simulation.

Aaron Begley's options and rights were granted on 17 November 2022 with Brendan Cocks' being granted on 15 December 2022. All options and rights have a vesting date of 31 August 2025 and an expiry of 15 December 2025.

The entitlement amount issued to each KMP is per their Executive Services Agreement.

This LTI grant made in FY23 relates to FY22 performance. The Rights and Options issued during the year have a hurdle and exercise price of \$0.38. The Board determined that the target of \$0.38 was the most appropriate target providing a stretch growth target from the share price at time of issue.

*Rights granted under the SESOP*

Share Options granted under the SESOP are entitlements to purchase shares at the exercise price, should they vest. Share Options granted under the SESOP are subject to the following vesting conditions:

- three-year service period from issue period; and
- FY20 and FY21 - the 7-day VWAP of MCE shares at the vesting date reaching \$0.32.
- FY22 - the 7-day VWAP of MCE shares at the vesting date reaching \$0.38.

Options issued under the SESOP in prior years that had not vested prior to the start of the financial year are as follows:

Name	Date of Issue	Fair Value per option	Exercise price/hurdle	Number Issued	Value \$	Expiry Date
<b>Issued During FY21 – Senior Executive Share Options Plans</b>						
Aaron Begley	29/01/2021	\$0.0338	\$0.32	2,514,793	\$85,000	28/09/23
Brendan Cocks	29/01/2021	\$0.0338	\$0.32	857,988	\$29,000	28/09/23
<b>Issued During FY22 – Senior Executive Share Options Plans</b>						
Aaron Begley	15/12/2021	\$0.0401	\$0.32	2,414,773	\$96,843	08/03/25
Brendan Cocks	08/03/2022	\$0.0472	\$0.32	1,420,455	\$67,112	08/03/25

## Audited Remuneration Report (continued)

*Rights granted under the SEPRP*

Performance Rights granted under the SEPRP are entitlements to receive a set number of shares should the rights vest.

Performance Rights granted under the SEPRP are subject to the following vesting conditions:

- Three-year service period from issue period; and
- FY20 and FY21 - the 7-day VWAP of MCE shares at the vesting date reaching \$0.32.
- FY22 - the 7-day VWAP of MCE shares at the vesting date reaching \$0.38.

Rights issued under the SEPRP in prior years that had not vested prior to the start of the financial year are as follows:

Name	Date of Issue	Fair Value per right	Exercise price/hurdle	Number issued	Value \$	Expiry Date
<b>Issued During FY21 – Senior Executive Performance Rights Plans</b>						
Aaron Begley	29/01/2021	\$0.1004	\$0.32	846,614	\$85,000	28/09/23
Brendan Cocks	29/01/2021	\$0.1004	\$0.32	288,845	\$29,000	28/09/23
<b>Issued During FY22 – Senior Executive Performance Rights Plans</b>						
Aaron Begley	15/12/2021	\$0.0774	\$0.32	1,244,510	\$96,317	08/03/25
Brendan Cocks	08/03/2022	\$0.0918	\$0.32	732,064	\$67,227	08/03/25

*Rights granted under the SESARP*

In prior periods the company had offered Senior Executive Share Appreciation Rights. These have been replaced by the options issued under the SESOP.

Share Appreciation Rights (SARs) issued under the SESARP are entitlements to acquire a number of Shares equal to the growth in the value of the underlying Shares (if any) upon satisfaction of the relevant vesting conditions and other terms and conditions determined by the Board under the Plan.

SARs granted under the SESARP during FY20 are subject to the following vesting conditions:

- three-year service period from issue period; and
- Share price (28-day VWAP at 30 June 2023) reaching 60c.

Upon vesting of any SARs, participants will be issued with Shares or the cash equivalent equal to the value derived by multiplying the number of vested Rights by the relative growth in share price over the performance period. Relative share price growth is determined by a comparison of the MCE share price growth with the hurdle share price. For FY20 a hurdle share price of 60c was determined after consideration by the Board.

## Audited Remuneration Report (continued)

Options issued under the SESARP in prior years that had not vested prior to the start of the financial year are as follows:

Name	Date of Issue	Fair Value per option	Exercise price/hurdle	Number issued	Value \$	Expiry Date
<b>Issued During FY20 – Senior Executive Share Appreciation Rights</b>						
Aaron Begley	16/12/19	\$0.0367	\$0.60	4,632,153	\$170,000	17/12/22
Brendan Cocks	16/12/19	\$0.0367	\$0.60	1,580,381	\$58,000	17/12/22

### *Hedging LTI grants*

The Company's Remuneration Policy expressly prohibits participants in an equity-based remuneration plan from entering into transactions which limit the economic risk of participating in the plan, through the use of derivatives or otherwise.

### Relationship between Remuneration and Company Performance

One of the directors' remuneration objectives is to align the interests of its key management personnel with the interests of the Company and its shareholders. In FY23, this was achieved through the continuation of the STI Plan which placed a material proportion of executives' remuneration at risk, with STI Plan KPIs linked to financial performance, safety performance and the achievement of key strategic goals and objectives.

The table below sets out summary information about the consolidated entity's earnings and movement in shareholder wealth for the five years to 30 June 2023.

		FY23	FY22	FY21	FY20	F19
<b>Revenue</b>	\$	47,204	28,625	17,618	27,437	38,187
<b>Net profit / (loss) before tax</b>	\$	8,682	(5,035)	(27,924)	(55,310)	(9,473)
<b>Net profit / (loss) after tax</b>	\$	8,682	(4,776)	(27,924)	(67,865)	(8,684)
<b>Share price at start of the year</b>	\$	0.15	0.14	0.16	0.32	0.53
<b>Share price at end of year</b>	\$	0.28	0.15	0.14	0.16	0.32
<b>Dividends paid</b>	cps	-	-	-	-	-
<b>Shareholder return of capital</b>	\$	-	-	-	-	-
<b>Basic profit / loss per share</b>	cps	5.20	(3.27)	(27.3)	(66.3)	(8.8)
<b>Diluted profit / loss per share</b>	cps	4.06	(3.27)	(27.3)	(66.3)	(8.8)

In addition, the operation of the Matrix Rights Plan in FY23 further aligns the interests of the Company's key management personnel with its shareholders.

Audited Remuneration Report (continued)

Remuneration of Directors and Key Management Personnel

Details of the elements comprising the remuneration of the Company's key management personnel are set out in the following table.

		Short Term Benefits			Post Employment benefits	Long term benefits	Share based payment	Total	Proportion performance realised	
		Salary & fees	Cash bonuses (i)	Non-monetary benefits (ii)	Total	Superannuation benefits	Long service leave			Performance rights and share options/share appreciation rights (iii)
		\$	\$	\$	\$	\$	\$	\$	%	
<b>Executive Directors</b>										
AP Begley (MD & CEO)	2023	382,523	96,000	13,502	492,025	25,292	9,378	204,651	731,346	41.1
	2022	372,738	57,750	(5,785)	424,704	23,568	6,471	196,117	650,860	39.0
<b>Non-Executive Directors</b>										
PJ Hood	2023	73,059	-	-	73,059	7,671	-	-	80,730	-
	2022	73,059	-	-	73,059	7,306	-	-	80,365	-
S Cole	2023	45,662	-	-	45,662	4,794	-	-	50,456	-
	2022	45,662	-	-	45,662	4,566	-	-	50,228	-
CN Duncan	2023	45,662	-	-	45,662	4,794	-	-	50,456	-
	2022	45,662	-	-	45,662	4,566	-	-	50,228	-
C Sutherland	2023	45,662	-	-	45,662	4,794	-	-	50,456	-
	2022	45,662	-	-	45,662	4,566	-	-	50,228	-
<b>Executive Officers</b>										
BW Cocks	2023	314,511	63,125	(2,441)	375,195	25,292	5,288	105,455	511,230	33.0
	2022	300,128	31,625	3,536	335,290	23,568	5,108	71,238	435,203	23.6
Total	2023	907,079	159,125	11,061	1,077,265	72,637	14,666	310,106	1,474,674	-
	2022	882,913	89,375	(2,249)	970,039	68,141	11,579	267,355	1,317,113	-

- i. Cash bonus includes FY22 bonus payments of \$5,125 for Brendan Cocks. Remaining balance is the FY23 bonus accrual.
- ii. Represents the movement in accrued annual leave.
- iii. Share based payments are accounted for progressively over the vesting period.

## Audited Remuneration Report (continued)

### Key terms of Employment Contracts

#### Executive service agreements

The Company has executive service agreements with each of its Key Management Personnel. The key terms of the executive service agreements are as follows.

Name	Original Start Date	Term	Notice period
<b>AP Begley</b> <i>Managing Director &amp; CEO</i>	04/10/1999	Indefinite	6 months (Company)/3 months (individual)
<b>BW Cocks</b> <i>CFO &amp; Company Secretary</i>	12/09/2016	Indefinite	6 months (Company)/3 months (individual)

There are no other contracted termination payments other the notice periods detailed.

Each of the above executives is entitled to participate in the Company's STI and LTI programmes.

### Related Party Transactions

A local customer Remsense Pty Ltd has a common director, Chris Sutherland. All transactions with Remsense Pty Ltd are quoted on arm's length basis. The total invoiced as at 30 June 2023 was \$55 (2022: \$272,084).

No other transactions with key management personnel and their related parties for the year ended 30 June 2023.

### Key management personnel equity holdings

The movement during the reporting period in the number of shares in Matrix Composites & Engineering Ltd held directly, indirectly, or beneficially, by each key management person, including related parties, is as follows:

	Balance at 1 July 2022	Granted as remuneration	On Exercise of Options	Purchased / (sold) on market	Balance at 30 June 2023
	No.	No.	No.	No.	No.
<b>Directors</b>					
PJ Hood	1,448,500	-	-	159,500	1,608,000
AP Begley	6,933,041	-	-	100,000	7,033,041
S Cole	332,500	-	-	167,500	500,000
CN Duncan	902,929	-	-	306,079	1,209,008
C Sutherland	312,500	-	-	105,933	418,433
<b>Executives</b>					
BW Cocks	319,250	-	-	-	319,250

Audited Remuneration Report (continued)

Key management personnel share-based payment holdings – Performance Rights (PR)

	Balanced at 1 July 2022	Granted as Remuneration	Exercised	Expired Rights	Balance at 30 June 2023	Balance Vested at 30 June 2023	Vested but not exercisable	Vested and exercisable	PRs Vested during year
	No.	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors</b>									
PJ Hood	-	-	-	-	-	-	-	-	-
AP Begley	2,091,124	736,388	-	-	2,827,512	-	-	-	-
S Cole	-	-	-	-	-	-	-	-	-
CN Duncan	-	-	-	-	-	-	-	-	-
C Sutherland	-	-	-	-	-	-	-	-	-
<b>Executives</b>									
BW Cocks	1,020,909	368,194	-	-	1,389,103	-	-	-	-

Key management personnel share-based payment holdings – Share Options (SO)

	Balanced at 1 July 2022	Granted as Remuneration	Exercised	Expired Options	Balance at 30 June 2023	Balance Vested at 30 June 2023	Vested but not exercisable	Vested and exercisable	SOs Vested during year
	No.	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors</b>									
PJ Hood	-	-	-	-	-	-	-	-	-
AP Begley	4,929,566	1,334,533	-	-	6,264,099	-	-	-	-
S Cole	-	-	-	-	-	-	-	-	-
CN Duncan	-	-	-	-	-	-	-	-	-
C Sutherland	-	-	-	-	-	-	-	-	-
<b>Executives</b>									
BW Cocks	2,278,443	667,267	-	-	2,945,710	-	-	-	-

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Audited Remuneration Report (continued)

Key management personnel share-based payment holdings – Share Appreciation Rights (SAR)

	Balanced at 1 July 2022	Granted as Remuneration	Exercised	Expired Rights (i)	Balance at 30 June 2023	Balance Vested at 30 June 2023	Vested but not exercisable	Vested and exercisable	SARs Vested during year
	No.	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors</b>									
PJ Hood	-	-	-	-	-	-	-	-	-
AP Begley	4,632,153	-	-	(4,632,153)	-	-	-	-	-
S Cole	-	-	-	-	-	-	-	-	-
CN Duncan	-	-	-	-	-	-	-	-	-
C Sutherland	-	-	-	-	-	-	-	-	-
<b>Executives</b>									
BW Cocks	1,580,381	-	-	(1,580,381)	-	-	-	-	-

i. The rights which were issued during FY20 did not vest and were forfeited during the year.

# DIRECTORS' REPORT

This Directors' report is signed in accordance with a resolution of directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Director



Aaron P Begley  
Managing Director and Chief Executive Officer  
Perth, 31 August 2023

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# AUDITOR'S INDEPENDENCE DECLARATION



## Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Matrix Composites & Engineering Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit of Matrix Composites & Engineering Ltd for the financial year ended 30 June 2023 there have been:

- i. No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. No contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

GL + 177

Graham Hogg  
Partner  
Perth  
31 August 2023

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# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Consolidated	
		2023 \$'000	2022 \$'000
Revenue	5	47,204	28,625
Cost of sales		(41,616)	(26,948)
<b>Gross profit</b>		<b>5,588</b>	<b>1,677</b>
Other income	6	486	2,989
Reversal of property, plant & equipment impairment losses	13	7,603	-
Reversal of right-of-use asset impairment losses	14	8,197	-
Administration expenses		(4,694)	(3,884)
Finance costs	7	(4,145)	(2,100)
Marketing expenses		(1,781)	(2,251)
Research expenses		(517)	(345)
Engineering expenses		(1,673)	(1,081)
Other expenses	7	(382)	(40)
<b>Profit/(loss) before income tax benefits</b>		<b>8,682</b>	<b>(5,035)</b>
Income tax benefit	8	-	259
<b>Profit/(loss) after income tax benefit for the years</b>		<b>8,682</b>	<b>(4,776)</b>
<b>Other comprehensive income/(loss)</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net foreign currency translation differences		(315)	(643)
Other comprehensive income/(loss) for the year		(315)	(643)
<b>Total comprehensive income/(loss) for the year</b>		<b>8,367</b>	<b>(5,419)</b>
Profit/(loss) for the year is attributable to:			
Owners of Matrix Composites & Engineering Ltd		8,682	(4,776)
		8,682	(4,776)
Total comprehensive income/ (loss) for the year is attributed to:			
Owners of Matrix Composites & Engineering Ltd		8,367	(5,419)
		8,367	(5,419)
		<b>Cents</b>	<b>Cents</b>
<b>Earnings / (loss) per share</b>			
Basic earnings / (loss) per share	31	5.20	(3.27)
Diluted earnings / (loss) per share	31	5.20	(3.27)

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

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2023

	Notes	Consolidated	
		2023 \$'000	2022 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		12,547	7,591
Term deposits	9	7,471	-
Trade and other receivables	10	21,672	3,463
Inventories	11	5,879	6,516
Prepayments	12	718	392
Other current assets		77	-
<b>Total current assets</b>		<b>48,364</b>	<b>17,962</b>
<b>Non-current assets</b>			
Prepayments	12	1,116	-
Property, plant and equipment	13	14,085	6,777
Right-of-use assets	14	15,378	7,876
Intangibles	15	944	605
<b>Total non-current assets</b>		<b>31,523</b>	<b>15,258</b>
<b>Total assets</b>		<b>79,887</b>	<b>33,220</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	16	4,043	2,438
Progress claims and deposits	5	8,530	456
Lease liabilities	14	726	635
Employee benefits	17	1,572	1,626
Forward contract liability	18	800	-
<b>Total current liabilities</b>		<b>15,671</b>	<b>5,155</b>
<b>Non-current liabilities</b>			
Lease liabilities	14	25,908	26,625
Employee benefits	17	86	57
Provisions	19	2,608	2,687
Convertible note	20	8,849	-
<b>Total non-current liabilities</b>		<b>37,451</b>	<b>29,369</b>
<b>Total liabilities</b>		<b>53,122</b>	<b>34,524</b>
<b>Net asset / (liabilities)</b>		<b>26,765</b>	<b>(1,304)</b>
<b>EQUITY</b>			
Issued capital	21	139,851	120,713
Reserves	22	1,005	756
Accumulated losses		(114,091)	(122,773)
<b>Total surplus / (deficiency) in equity</b>		<b>26,765</b>	<b>(1,304)</b>

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

Consolidated	Issued Capital	Foreign Currency translation reserve	Shared-based payment reserve	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2022	120,713	(1,108)	1,864	(122,773)	(1,304)
Profit after income tax for the year	-	-	-	8,682	8,682
Other comprehensive loss for the year, net of tax	-	(315)	-	-	(315)
Total comprehensive income / (loss) for the year	-	(315)	-	8,682	8,367
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 21)	19,138	-	-	-	19,138
Share-based payments (note 27)	-	-	564	-	564
Total transactions with owners in their capacity as owners	19,138	-	564	-	19,702
Balance at 30 June 2023	139,851	(1,423)	2,428	(114,091)	26,765

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2022

Consolidated	Issued Capital	Foreign Currency translation reserve	Shared-based payment reserve	Accumulated losses	Total deficiency in equity
	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2021	114,170	(465)	1,430	(117,997)	(2,862)
Loss after income tax benefit for the year	-	-	-	(4,776)	(4,776)
Other comprehensive loss for the year, net of tax	-	(643)	-	-	(643)
Total comprehensive loss for the year	-	(643)	-	(4,776)	(5,419)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 21)	6,543	-	-	-	6,543
Share-based payments (note 27)	-	-	434	-	434
Total transactions with owners in their capacity as owners	6,543	-	434	-	6,977
Balance at 30 June 2022	120,713	(1,108)	1,864	(122,773)	(1,304)

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

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	Notes	Consolidated	
		2023 \$'000	2022 \$'000
<b>OPERATING ACTIVITIES</b>			
Receipts from customers (inclusive of GST)		41,790	31,486
Payments to suppliers and employees (inclusive of GST)		(49,107)	(33,765)
Interest received		330	7
Finance costs paid		(34)	(29)
Interest expense on lease liabilities		(2,029)	(2,071)
Income taxes refunded		-	259
<b>Net cash used in operating activities</b>	24	<u>(9,050)</u>	<u>(4,113)</u>
<b>INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment	13	(2,210)	(937)
Payments for intangibles	15	(339)	(605)
Proceeds from disposal of property, plant and equipment		25	91
Purchase of term deposits		(7,471)	-
<b>Net cash used in investing activities</b>		<u>(9,995)</u>	<u>(1,451)</u>
<b>FINANCING ACTIVITIES</b>			
Proceeds from issue of shares (net of issue costs)	21	19,138	6,543
Proceeds from issue of convertible note (net of issue costs)	20	7,131	-
Interest paid on convertible note	20	(1,633)	-
Repayment of lease liabilities (principal portion)	24	(635)	(552)
<b>Net cash from financing activities</b>		<u>24,001</u>	<u>5,991</u>
Net increase in cash and cash equivalents		<u>4,956</u>	<u>427</u>
Cash and cash equivalents at the beginning of the financial year		<u>7,591</u>	<u>7,164</u>
Cash and cash equivalents at the end of the financial year (i)		<u>12,547</u>	<u>7,591</u>

(i) The amount relates to cash balances held in the bank.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## Note 1. General information

The consolidated financial statements cover Matrix Composites & Engineering Ltd as a consolidated entity (the 'Group') consisting of Matrix Composites & Engineering Ltd (the 'Company') and the entities it controlled at the end of, or during, the year.

Matrix Composites & Engineering Ltd is a limited liability company incorporated in Australia. The addresses of its registered office, principal places of business and principal activities are disclosed in the introduction to the annual report.

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the consolidated financial statements. The Group operates as a "for-profit" enterprise.

The consolidated financial statements were authorised for issue by the directors on 31 August 2023.

## Note 2. Summary of significant accounting policies

The following significant accounting policies have been adopted in the preparation and presentation of the financial report. These policies have been consistently applied to all the years presented, unless otherwise stated.

### *Going concern*

The consolidated financial statements have been prepared on a going concern basis which assumes the settlement of liabilities and the realisation of assets in the normal course of business.

For the year ended 30 June 2023, the Group recognised total comprehensive income of \$8.37m (including a \$15.80m reversal of impairment losses) and had operating cash outflows of \$9.05m. The Group's net current assets as at 30 June 2023 amounted to \$32.69m.

Management operating forecast for the next 12 months includes:

- Execution and delivery of current contracted work at budgeted margins
- Expected work to convert in-progress (outstanding) and expected upcoming quotations with established customers, into cashflow at forecast levels and margins
- Recurring sales of established products at forecast levels and margins.

The Directors have reviewed the Company's overall financial position, including forecast operating and financing assumptions, and believe the use of the going concern basis of accounting is appropriate as they believe the Company has sufficient funds available for at least the next 12 months.

### *Basis of preparation*

These consolidated financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

## Note 2. Summary of significant accounting policies (continued)

The financial statements comprise the consolidated financial statements of the Group and the Company. For the purpose of preparing the consolidated financial statements, the Company is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS').

### Historical cost convention

The consolidated financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets.

### Critical accounting estimates

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

### Standards and interpretations in issue not yet effective

A number of new standards are effective for annual periods beginning after 1 July 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

#### A. Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)

The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g., leases and provision for asset retirement liabilities. The amendments apply for annual reporting periods beginning on or after 1 July 2023. For leases and provision for asset retirement liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

The Group accounts for deferred tax on leases and provision for asset retirement liabilities applying the 'integrally linked' approach, resulting in a similar outcome to the amendments, except that the deferred tax impacts are presented net in the statement of financial position. Under the amendments, the Group will recognise a separate deferred tax asset and a deferred tax liability. As at 30 June 2023, the taxable temporary difference in relation to the right-of-use asset is \$7.730m

## Note 2. Summary of significant accounting policies (continued)

and the deductible temporary difference in relation to the lease liability is \$6.658m, resulting in a net deferred tax asset of \$1.072m (note 8).

### B. Other standards

The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements.

- International Tax Reform – Pillar Two Model Rules
- Annual Improvements to IFRS Standards 2018–2020.
- Onerous contracts - Cost of Fulfilling a Contract (Amendments to IAS 37)
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16).
- Reference to Conceptual Framework (Amendments to IFRS 3).
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1).
- IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts.
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2).
- Definition of Accounting Estimates (Amendments to IAS 8).
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

### *Parent entity information*

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 30.

### *Principles of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances

## Note 2. Summary of significant accounting policies (continued)

in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies into line with the Company's accounting policies.

### **Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it 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 over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

### **Loss of control**

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

### **Transactions eliminated on consolidation**

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

## Note 2. Summary of significant accounting policies (continued)

### *Operating segments*

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including those relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the Chief Operating Decision Makers (CODM) for which discrete financial information is available. The CODM has identified that the Group has one single operating segment which is the business operations of the Group.

### *Foreign currency transactions and balances*

#### **Transaction and balances**

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Australian dollars ('\$'), which is the functional currency of the parent and Australian subsidiaries and the presentation currency for the consolidated financial statements.

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the translation of monetary and non-monetary items are recognised in the consolidated profit or loss and other comprehensive income, except where recognised in other comprehensive income as a qualifying cash flow or net investment hedge.

#### **Foreign currency cash flows**

Cash flows arising from transactions in a foreign currency shall be recorded in an entity's functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the cash flow.

The cash flows of a foreign subsidiary shall be translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

Cash flows denominated in a foreign currency are reported in a manner consistent with AASB 121 The Effects of Changes in Foreign Exchange Rates. This permits the use of an exchange rate that approximates the actual rate.

Unrealised gains and losses arising from changes in foreign currency exchange rates are not cash flows. However, the effect of exchange rate changes on cash and cash equivalents held or due in a foreign currency is reported in the consolidated statement of cash flows in order to reconcile

## Note 2. Summary of significant accounting policies (continued)

cash and cash equivalents at the beginning and the end of the period. This amount is presented separately from cash flows from operating, investing and financing activities and includes the differences, if any, had those cash flows been reported at end of period exchange rates.

### *Revenue and other income*

#### **Sale of goods**

Revenue from the sale of goods is recognised when the Group satisfies performance obligations by transferring control of a promised good to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the performance obligation.

The Group becomes entitled to invoice customers for products or services based on achieving a relevant invoicing milestone. The Group recognised trade receivables at the point at which it is invoiced to the customer. If the milestone payment exceeds the revenue recognised to date, then the Group recognises a contract liability for the difference. There is not considered to be a significant financing component in the contract with customers as the period between the recognition of revenue and the milestone payments is generally less than one year.

Transfer of controls are assessed in relation to the:

- delivery of the goods to the customers (including goods that have been delivered to the customer under the contract and await pick up on site);
- rights to payment for performance completed to date;
- achieving a relevant invoicing milestone under a contract with the customer;
- the customer has the significant risks and rewards of ownership of the goods; or contractual terms.

#### **Service revenue**

Service revenue and expenses are recognised at a point in time or over time following the satisfaction of performance obligations unless the outcome of the contract cannot be relied upon or estimated. If a performance obligation is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that performance obligation. Where it is probable that a loss will arise from a contract, the excess of total expected contract costs over total expected contract revenue is recognised as an expense immediately. Where the contract outcome cannot be reliably estimated, revenue is recognised only to the extent of the expenses incurred that are likely to be recoverable.

Revenue from consulting services is generally recognised at a point in time at which the services have been provided and where the amount can be reliably estimated and is considered recoverable.

The Group assesses the stage of completion determined as the proportion of the total costs or total time spent at the end of each reporting period is an appropriate measure of progress towards complete satisfaction of the performance obligations under AASB 15.

## Note 2. Summary of significant accounting policies (continued)

### Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

### *Cost of sales*

The cost of manufactured products includes direct materials, direct labour and manufacturing overheads.

### *Income tax*

The charge for current income tax expense is based on the profit for the year end adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantively enacted by the end of the reporting period.

Deferred tax is recognised in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. No deferred tax is recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Current and deferred tax is recognised in the profit or loss except where it relates to items that may be recognised directly in equity or in other comprehensive income.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to do so, and where they relate to income taxes levied by the same tax authority on the same or different tax entities that intend to settle current tax liabilities and assets on a net basis.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to

## Note 2. Summary of significant accounting policies (continued)

such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective Group company's domicile. As the Group assesses the probability for litigation and subsequent cash outflow with respect to taxes as remote, no contingent liability has been recognised.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### **Tax consolidation**

The Company and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 1 July 2010 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is Matrix Composites & Engineering Ltd. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the Group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax-consolidated group in accordance with the arrangement.

Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax sharing agreement with the head entity. Under the terms of the tax funding arrangement, Matrix Composites & Engineering Ltd and each of the entities in the tax-consolidated group has agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity.

### *Current and non-current classification*

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

## Note 2. Summary of significant accounting policies (continued)

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

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

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

### *Cash and cash equivalents*

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the consolidated statement of financial position.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the above.

### *Trade and other receivables*

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

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

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

### *Inventories*

Inventories include raw materials, work in progress and finished goods, and are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average principle, and included expenditures incurred in acquiring the inventories. The cost of manufactured products includes direct materials, direct labour and an appropriate share of manufacturing overheads. Costs are assigned using a standard costing methodology.

### *Property, plant and equipment*

Each class of property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses.

## Note 2. Summary of significant accounting policies (continued)

### Recognition and measurement

Property, plant and equipment is measured at cost basis less accumulated depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of self-constructed assets includes the cost of materials, direct labour, borrowing costs (where such assets are qualifying assets) and an appropriate proportion of fixed and variable overheads.

### Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the consolidated statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

### Depreciation

The depreciable amount of property, plant and equipment is depreciated on a straight-line basis over their useful lives to the entity commencing from the time the asset is held ready for use.

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable asset are shown below:

Fixed asset class	Depreciation rate (%)
Building/Leasehold improvements	2.5
Plant and equipment	1.0 – 10.0
Motor vehicles	22.5
Office equipment	11.25 – 25.0
Computer equipment	37.50 – 50.0

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## Note 2. Summary of significant accounting policies (continued)

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are included in the consolidated statement of profit or loss and other comprehensive income.

### *Leases*

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land and buildings 20 years
- Plant and equipment 6 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of non-financial assets'.

#### **Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are

## Note 2. Summary of significant accounting policies (continued)

determinable. After the commencement date, the amount of lease liabilities is increased to reflect incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

### **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. This expense is presented within "administration expenses" in the consolidated statement of profit or loss and other comprehensive income.

### *Intangible assets*

#### **Recognition and measurement**

##### **Research and development**

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the assets, Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

##### **Subsequent expenditure**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific assets to which it related. All other expenditure is recognised in profit or loss as incurred.

## Note 2. Summary of significant accounting policies (continued)

### **Amortisation**

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives of development costs and software for current and comparative periods are 3 to 5 years. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

### *Financial instruments*

#### *Recognition and initial measurement*

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### **Classification and subsequent measurement**

#### **Financial assets**

On initial recognition, a financial asset is classified as measured at: amortised cost; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

## Note 2. Summary of significant accounting policies (continued)

### **Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as a profit margin.

### **Financial assets – Subsequent measurement and gains and losses**

#### **Financial assets at amortised cost**

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the consolidated statement of profit or loss and other comprehensive income. Any gain or loss on derecognition is recognised in the consolidated statement of profit or loss and other comprehensive income.

#### **Financial liabilities - Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### **Derivative financial instruments – Classification, subsequent measurement and gains and losses**

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss.

#### **Embedded derivatives**

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. Derivatives embedded in hybrid contracts with a financial asset host within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate. Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of IFRS 9 (e.g., financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss (FVTPL). An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the

## Note 2. Summary of significant accounting policies (continued)

hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

### **Derecognition**

#### **Financial assets**

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - (i) substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - (ii) the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

#### **Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

#### **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### ***Impairment of non-financial assets***

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating

## Note 2. Summary of significant accounting policies (continued)

units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in the consolidated statement of profit or loss and other comprehensive income. The Group assesses impairment of all non-financial assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment.

These include product and service delivery performance, technology, economic and political environments and future product expectations. If an impairment trigger exists, the recoverable amount of the asset is determined.

The carrying amounts of all assets, other than inventory, non-financial assets and deferred tax assets, are reviewed half-yearly to determine whether there is indication of an impairment loss. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### *Trade and other payables*

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

## Note 2. Summary of significant accounting policies (continued)

### *Provisions*

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

### *Employee benefits*

#### **Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **Share-based payments**

Equity-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.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Black-Scholes or Monte Carlo 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 Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions is 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

## Note 2. Summary of significant accounting policies (continued)

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 Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group 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.

### **Other long-term employee benefits**

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

### **Termination benefits**

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

### **Defined contribution plans**

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### *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.

### *Earnings per share*

#### **Basic earnings per share**

Basic earnings per share is calculated as net profit or loss attributable to members of the Group divided by the weighted average number of ordinary shares outstanding during the period.

## Note 2. Summary of significant accounting policies (continued)

### **Diluted earnings per share**

Diluted earnings per share is determined by adjusting the profit or loss attributable to members of the Group and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

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

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

### Rounding of amounts

The Company is of an entity to which Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Reports) Instruments 2016/191, dated 24 March 2016 applies. Amounts in the Directors' Report and the Financial Statements have been rounded to the nearest thousand dollars in accordance with ASIC Instrument 2016/91, unless otherwise indicated.

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

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the consolidated financial statements.

The following critical accounting policies were identified as requiring significant judgements, estimates and assumptions.

### *Impairment of non-financial assets (refer to note 13, 14 and 15)*

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. A specific key estimate and assumption that has a significant risk of causing a material adjustment to those carrying amounts within the next annual reporting period is the impairment of property, plant and equipment.

In accordance with Group policy, management have completed an impairment indicator and reversal assessment at 31 December 2022 and 30 June 2023 (2022: impairment indicator assessment) for all material cash generating units to ensure that the carrying values can be supported. The assessment of the recoverable value of these assets requires significant judgement in respect of assumptions such as discount rates, forecast revenue growth and forecast terminal growth rates. This has been discussed further in note 13.

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

#### *Provision for asset retirement obligation*

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

### Note 4. Operating segments

In conjunction with AASB 8 Operating Segments, the Group has identified its operating segment based on internal reports that are reviewed and used by the Chief Operating Decision Maker (CODM) in assessing performance and in determining the allocation of resources.

#### *Performance monitoring and evaluation*

The CODM is identified as the Chief Executive Officer (CEO) who monitors the operating results of the consolidated group and organises its business activities and product lines to serve the global oil and gas industry. The performance of the consolidated group is evaluated based on Earnings before Interest, Taxes, Depreciation and Amortisation ("EBITDA") and Earnings before Interest, Taxes, Depreciation, Amortisation, and Foreign Exchange ("EBITDAF") which are measured in accordance with the Group's accounting policies.

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment.

	<b>MCE Group 2023 \$'000</b>	<b>MCE Group 2022 \$'000</b>
Revenue	47,204	28,625
<b>EBITDAF (i)</b>	<b>15,982</b>	<b>(742)</b>
Change in fair value of embedded derivate (ii)	(1,321)	-
Foreign exchange gain / (loss)	(355)	693
<b>EBITDA</b>	<b>14,306</b>	<b>(49)</b>
Depreciation and amortization	(3,209)	(3,497)
<b>EBIT</b>	<b>11,097</b>	<b>(3,546)</b>
Net finance costs	(2,415)	(1,489)
<b>Profit / (loss) before tax</b>	<b>8,682</b>	<b>(5,035)</b>

- i. EBITDAF is reconciled to profit/(loss) as above.
- ii. Relates to the change in fair value of the convertible note embedded derivative. Refer to Note 20.

Note 4. Operating segments (continued)

	<b>MCE Group 2023 \$'000</b>	<b>MCE Group 2022 \$'000</b>
Total consolidated assets	79,887	33,220
Total consolidated liabilities	53,122	34,524
<b>Geographical Assets</b>		
Australia	79,433	32,689
Others	454	531
	<u>79,887</u>	<u>33,220</u>
<b>Geographical Liabilities</b>		
Australia	53,120	34,512
Others	2	12
	<u>53,122</u>	<u>34,524</u>

*Major customers*

Matrix supplies goods and services to a broad range of customers in the global oil & gas industry. During the reporting periods, three major customers (2022: three major customers), each individually accounted for greater than 10 per cent of total group revenue; collectively representing 77 per cent (2022: 56 per cent) of the total group revenue.

The reversal of impairment losses recognised for the current financial year amounted to \$15.80m (2022: \$nil) which are attributable to Australian operations.

## Note 5. Revenue

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Revenue from contracts with customers	47,204	28,625
<i>Disaggregation of revenue</i>		
The disaggregation of revenue from contracts with customers is as follows:		
<i>Major product lines</i>		
Design, manufacture and supply of engineered composite products	36,381	16,619
Coatings products, equipment and service	9,459	10,430
Others	1,364	1,576
	<u>47,204</u>	<u>28,625</u>
<i>Geographical regions</i>		
Australia	13,738	15,341
Others	33,466	13,284
	<u>47,204</u>	<u>28,625</u>
<b>Timing or revenue recognition</b>		
Goods and services transferred at a point in time	12,857	15,424
Goods and services transferred over time	34,347	13,201
	<u>47,204</u>	<u>28,625</u>

Note 5. Revenue (continued)

*Performance obligations and revenue recognition policies*

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

	<b>Design, manufacture and supply of engineered composite products</b>	<b>Coatings products, equipment and service</b>	<b>Others</b>
<b>Nature of goods or services</b>	The construction contract business generates revenue from design, manufacture, and supply of engineered composites products.	The Coating business generates revenue from supply of Epoxy based coating systems and associated equipment	Consultancy for and manufacture of advanced composite materials, products and solutions for the defence, energy, and resource sectors.
<b>What revenue is recognised?</b>	Revenue is recognised over time when performance obligations are satisfied	Revenue is recognised when goods are delivered to the customer and all criteria for acceptance have been satisfied.	Revenue is recognised when goods/services are delivered to the customer and all criteria for acceptance have been satisfied
<b>Significant payment terms</b>	Payment is due when the milestone is satisfied.	Payment is due when goods are delivered to the customer	Payment is due when goods are delivered to the customer.
<b>Obligations for returns and refunds, if any</b>	Bespoke products with no obligations for return or refunds.	No contractual requirement to accept returns. May be considered on a commercial basis.	No contractual requirement to accept returns. May be considered on a commercial basis.
<b>Obligation for warranties</b>	12-24 months	Nil	12 months

## Note 5. Revenue (continued)

*Contract balances*

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade receivables	12,302	3,096
Progress claims and deposits – contract liabilities	(8,530)	(456)
Other receivables - Trade	9,102	216
	<u>12,874</u>	<u>2,856</u>

The contract assets comprise trade receivables and other receivables which primarily relate to the Group's rights to consideration for work completed but not billed at reporting date on construction contracts. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customer.

The contract liabilities primarily relates to advance consideration received from contracts with customers.

Significant changes in the contract assets and the contract liabilities balances during the period are as follows:

	<b>Contract assets</b>		<b>Contract liabilities</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	-	-	434	2,278
Increase due to cash received, excluding amounts recognised as revenue during the year	-	-	8,530	430
Contract asset reclassified to trade receivables	149	406	-	-

## Note 6. Other income

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Net foreign exchange gains	-	693
Net gain on disposal of property, plant and equipment	25	74
Interest received	330	7
Sundry income (i)	25	1,571
Change in discount on asset retirement obligation	106	644
Other income	486	2,989

- i. Sundry income in FY22 includes \$1.568m relating to the change in estimate of the asset retirement obligation. Refer to note 19.

## Note 7. Expenses

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Depreciation and amortisation	3,209	3,497
<i>Finance costs</i>		
Interest and finance charges paid on lease liabilities	2,029	2,071
Convertible note interest	761	-
Change in fair value of embedded derivative	1,321	-
Other finance costs	34	29
<i>Employee benefits expense</i>		
Employee benefits expense	14,035	11,770
<i>Other expenses</i>		
Net foreign exchange losses	355	-
Accretion on asset retirement obligation	27	40
	382	40

## Note 8. Income tax benefits

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Income tax benefit</i>		
Current tax	-	(259)
Aggregate income tax benefit	-	(259)
<i>Numerical reconciliation of income tax benefit and tax at the statutory rate</i>		
Profit / (loss) before income tax benefit	8,682	(5,035)
Tax expense / (benefit) at the statutory tax rate of 25%	2,171	(1,259)
Tax effect amounts which are not deductible/taxable) in calculating taxable income:		
Effect of (benefit)/expenses that are not deductible in determining tax payable profit	306	186
Effect of change in income tax rates from 26% to 25% and other adjustments	-	1,073
Effect of concessions (R&D and other allowances)	-	(259)
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(2,477)	-
Income tax benefit	-	(259)

The reduced tax rate used for 2023 was 25% (2022: 25%) payable by Australian corporate entities on taxable profits under Australian tax law.

The Directors have made a decision not to recognise deferred tax assets for tax losses in the financial statements for this reporting period (2022: \$nil) given uncertainty over recovery.

Note 8. Income tax benefits (continued)

*Income tax recognised direct in equity*

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Deferred tax		
Share issue costs	261	114

*Deferred tax assets and liabilities*

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Deferred tax assets</i>		
Assessed losses	21,964	20,647
Capital losses	1,855	1,855
Research and development claims	4,055	4,055
Provisions (i)	9,924	13,905
Other creditors & accruals	37	44
Intangible assets	416	416
Lease liabilities	6,659	6,815
Capital raising costs	277	99
Inventories	67	231
Derivatives	330	-
Financial liability	200	-
Other	611	398
	<u>46,395</u>	<u>48,465</u>
<i>Deferred tax liabilities</i>		
Property, plant & equipment	(2,549)	(2,244)
Right-of-use assets	(7,730)	(7,903)
Cash assets	(17)	(6)
Prepayments	(8)	(5)
	<u>(10,304)</u>	<u>(10,158)</u>
<i>Deferred tax balances</i>		
Deferred tax assets	46,395	48,465
Deferred tax liabilities	(10,304)	(10,158)
Not recognised as deferred tax assets	(36,091)	(38,307)
	<u>-</u>	<u>-</u>

- i. The provisions balance includes the provisions for impairment on property, plant and equipment, intangibles and right-of-use assets.

## Note 8. Income tax benefits (continued)

<b>2023</b>	<b>Opening</b>	<b>Recognised in profit or loss</b>	<b>Recognised directly in equity</b>	<b>Closing</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Temporary differences</b>				
Provisions	13,905	(3,981)	-	9,924
Other creditors & accruals	44	(7)	-	37
Intangible assets	416	-	-	416
Cash and cash equivalents	(6)	(11)	-	(17)
Property, plant and equipment	(2,244)	(305)	-	(2,549)
Inventories	231	(164)	-	67
Prepayments	(5)	(3)	-	(8)
Derivatives	-	330	-	330
Capital raising costs	99	(83)	261	277
Right-of-use assets	(7,903)	173	-	(7,730)
Leased liabilities	6,815	(156)	-	6,659
Financial liability	-	200	-	200
Other	398	213	-	611
	<u>11,750</u>	<u>(3,794)</u>	<u>261</u>	<u>8,217</u>
<b>Unused tax losses and credits</b>				
Tax losses and R&D credits	26,557	1,317	-	27,874
Not recognised as deferred tax assets	(38,307)	2,477	(261)	(36,091)
	<u>(11,750)</u>	<u>3,794</u>	<u>(261)</u>	<u>(8,217)</u>
<b>2022</b>				
	<b>Opening</b>	<b>Recognised in profit or loss</b>	<b>Recognised directly in equity</b>	<b>Closing</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Temporary differences</b>				
Provisions	14,966	(1,061)	-	13,905
Other creditors & accruals	51	(7)	-	44
Intangible assets	432	(16)	-	416
Cash and cash equivalents	28	(34)	-	(6)
Property, plant and equipment	(1,565)	(679)	-	(2,244)
Inventories	133	98	-	231
Prepayments	(4)	(1)	-	(5)
Capital raising costs	48	(63)	114	99
Right-of-use assets	(8,312)	409	-	(7,903)
Leased liabilities	7,206	(391)	-	6,815
Other	568	(170)	-	398
	<u>13,551</u>	<u>(1,915)</u>	<u>114</u>	<u>11,750</u>
<b>Unused tax losses and credits</b>				
Tax losses and R&D credits	25,461	1,096	-	26,557
Not recognised as deferred tax assets	(39,012)	819	(114)	(38,307)
	<u>(13,551)</u>	<u>1,915</u>	<u>(114)</u>	<u>(11,750)</u>

Note 8. Income tax benefits (continued)

*Unrecognised deferred tax assets*

	<b>At 100%</b> <b>2023</b> <b>\$'000</b>	<b>At 100%</b> <b>2022</b> <b>\$'000</b>
<b>Unrecognised deferred tax assets</b>		
Transferred tax losses	1,069	1,069
Capital losses	7,421	7,421
Group tax losses	86,785	81,518
Others	49,088	63,218
	144,363	153,226

Note 9. Term Deposits

	<b>2023</b> <b>\$'000</b>	<b>Consolidated</b> <b>2022</b> <b>\$'000</b>
<i>Current assets</i>		
Short term deposits	7,471	3,511
	7,471	3,511

Term deposit details have been summarised in the table below.

<b>Name of instrument</b>	<b>Start date</b>	<b>Maturity date</b>	<b>Amount</b>	<b>Currency</b>
Term deposit 1 (ii)	6 February 2023	7 August 2023	3,411,000	AUD
Term deposit 2	6 February 2023	7 August 2023	100,000	AUD
Term deposit 3	18 April 2023	18 August 2023	1,210,678	GBP(i)
Term deposit 4	17 January 2023	17 July 2023	1,096,345	USD(i)

- i. Converted to AUD at spot rate on 30 June 2023.
- ii. A portion of the short-term deposit is placed as a security over the leased land, factory and administration buildings and the Group as a policy, ensures that the minimum balance of the same amount is maintained in the bank.

## Note 10. Trade and other receivables

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<b>Current assets</b>		
Trade receivables (i)	12,302	3,096
Other receivables – Trade (ii)	9,216	304
GST refundable	154	63
	<u>21,672</u>	<u>3,463</u>

- i. The Group's standard terms and conditions require customers to pay trade receivables within 30 days from invoice date. The average collectability timeframe is ordinarily between 30 to 60 days. These amounts are generally non-interest bearing, although, there are customers who will be subjected to interest charges at management's discretion. The Group has assessed the recoverability of all amounts including evaluating the economic impacts of Covid-19 and current oil price volatility, and no allowance is required for the trade receivables.
- ii. Other receivables – Trade, relates primarily to completed products which have been recognised as revenue but are yet to be invoiced, pending collection by customers. Refer to note 25 credit risk for further information.

## Note 11. Inventories

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<b>Current assets</b>		
Raw materials	2,657	2,675
Work in progress (i)	1,428	1,850
Finished goods	1,794	1,991
	<u>5,879</u>	<u>6,516</u>

The cost of materials and finished goods of \$18,668k (2022: \$7,248k) were charged to consolidated statement of profit or loss and other comprehensive income and part of cost of sales.

- i. The work in progress at cost reflected the resources consumed for uncompleted projects which are to be completed in the subsequent financial year.

### Write-off

Inventories have been increased by \$124k (2022: increased by \$155k) for reversal of slow-moving stock provision. The adjustment is included in cost of sales.

Inventories of \$542k previously recorded in the slow-moving stock provision have been written off during the year (2022: \$235k). An additional \$53k has been provided for slow moving stock (2022: \$80k).

## Note 12. Prepayments

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Current assets</i>		
Prepayments (i)	718	392
	<hr/>	<hr/>
<i>Non-current assets</i>		
Prepayments (i)	1,116	-
	<hr/>	<hr/>

- i. Interest prepayment on convertible note has been classified as \$0.062m current and \$1.116m non-current. Refer to note 20.

## Note 13. Property, plant and equipment

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Non-current assets</i>		
Buildings – at cost (i)	8,409	8,409
Other leasehold improvements – at cost (ii)	281	281
Less: accumulated depreciation and impairment loss	(8,690)	(8,690)
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>
Plant and equipment – at cost	102,951	100,825
Less: accumulated depreciation and impairment loss	(89,070)	(94,265)
	<hr/>	<hr/>
	13,881	6,560
	<hr/>	<hr/>
Motor vehicles – at cost	56	33
Less: accumulated depreciation and impairment loss	(12)	(33)
	<hr/>	<hr/>
	44	-
	<hr/>	<hr/>
Computer equipment – at cost	2,141	2,123
Less: accumulated depreciation and impairment loss	(2,129)	(2,111)
	<hr/>	<hr/>
	12	12
	<hr/>	<hr/>
Office equipment – at cost	448	448
Less: accumulated depreciation and impairment loss	(442)	(440)
	<hr/>	<hr/>
	6	8
	<hr/>	<hr/>
Asset under construction – at cost	142	197
	<hr/>	<hr/>
	14,085	6,777
	<hr/>	<hr/>

## Note 13. Property, plant and equipment (continued)

- i. Buildings were sold as part of the sale and lease back transactions in December 2019. However, the Group is deemed to control the offices and factory complex and hence accounted for the value to the extent of control under right-of-use assets.
- ii. Leasehold improvements are located at Henderson.

### Reconciliations

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

	Building / leasehold improvement	Plant and equipment	Motor vehicles	Computer equipment	Office equipment	Assets under construction	Total
Consolidated	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2021	8	8,638	1	60	2	193	8,902
Additions (transfers)	-	916	-	9	8	4	937
Disposals	-	(17)	-	-	-	-	(17)
Depreciation expense	(8)	(2,977)	(1)	(57)	(2)	-	(3,045)
Balance at 30 June 2022	-	6,560	-	12	8	197	6,777
Additions (transfers)	-	2,195	46	24	-	(55)	2,210
Depreciation expense	-	(2,459)	(2)	(41)	(3)	-	2,505
Reversal of previously recognised impairment losses	-	7,585	-	17	1	-	7,603
Balance at 30 June 2023	-	13,881	44	12	6	142	14,085

### Impairment

At 31 December 2022, the Group re-evaluated whether the recoverable amount of the CGU exceeded its carrying amount due to the existence of impairment reversal indicators. The recoverable amount is determined to be the higher if its fair value less costs to sell or its value in use. For impairment reversal testing purposes the Group prepared a value in use model. The value in use

## Note 13. Property, plant and equipment (continued)

model uses cash flow projections approved by the directors covering a five-year period with a steady growth rate for years beyond the five-year period.

The assessment of the recoverable amount resulted in an impairment reversal of \$15.8m comprising of \$7.603m for property, plant and equipment and \$8.197m for right-of-use assets. Refer to Note 14.

The estimation of future cash flows requires significant estimates and judgements. Details of the key assumptions used in the value in use model at 31 December 2022 and adopted by the Board are included below.

### **Key Assumptions:**

#### **Discount Rate**

A post-tax discount rate of 11 per cent reflecting the Group's long term weighted average cost of capital adjusted for market risk.

#### **Revenue**

Revenue forecasts used in the impairment model are based on existing awarded and quoted projects that are likely to be awarded to Matrix for the first 2 years of revenue. For years 3 to 5 it focuses on revenue levels based on a reasonable market share of our core markets at the expected level of spend indicated from medium term industry forecasts. The revenue levels forecast in year 3 to 5 and in our terminal year is 17% lower than our 12-year average revenue in the same markets.

#### **Cost of Goods Sold**

In determining gross margin, management has used demonstrated industry margins which are aligned to both prior project delivery and the margins contained in current outstanding quotes.

#### **Terminal Growth Rate**

A terminal growth rate of two percent has been applied.

#### Sensitivity Analysis

Sensitivity analyses were performed to determine whether carrying values are supported by different assumptions. Key variables to the sensitivity analysis include:

- Discount rate
- Terminal value growth rate
- Buoyancy margins
- Annual capex cost to maintain facility and order book
- Industry recovery

### Note 13. Property, plant and equipment (continued)

Each of the assumptions in the analysis has been evaluated at levels above and below expected values, as described above. The following table sets out the impact on the recoverable amount for a change in the key assumptions:

Assumption	Variance	Negative impact \$ million	Positive impact \$ million
Discount rate	+/- 2%	4.8	6.7
Terminal value growth rate	+/- 1%	1.6	1.9
Buoyancy margins (i.e., Riser Buoyancy and Surf)	+/- 2%	8.5	8.4
Sustaining and project capex	+/- \$1M p.a.	11	11
Change in growth timeframe (i.e., Riser Buoyancy and Surf)	+/- \$2.5M Yr 3-5	10.1	10

The impairment analysis is based on a number of industry and operational assumptions by management over the 5-year period to 31 December 2027, which have been endorsed by the Board.

At 30 June 2023, management have completed an impairment indicator and reversal assessment for all material cash generating units to ensure that the carrying values can be supported. There are no indicators of impairment nor indicators of further reversal of previously recognised impairment losses.

### Note 14. Leases

#### *Right-of-use assets*

	<b>2023</b> <b>\$'000</b>	<b>Consolidated</b> <b>2022</b> <b>\$'000</b>
<i>Non-current assets</i>		
Right-of-use assets – at cost	38,520	38,511
Less: accumulated depreciation and impairment loss	(23,142)	(30,635)
	<u>15,378</u>	<u>7,876</u>

## Note 14. Leases (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

	<b>Right-of-use assets \$'000</b>
Balance at 1 July 2021	8,232
Additions	96
Depreciation expense	(452)
	<hr/>
Balance at 30 June 2022	7,876
Additions	9
Reversal of previously recognised impairment losses	8,197
Depreciation expense	(704)
Balance at 30 June 2023	<hr/> <hr/> 15,378

According to the lease arrangement with APIL, Matrix had recognised a right-of-use asset value of \$38.4m (prior to amortisation and impairment) and accordingly a lease liability of \$27.7m. The right-of-use asset is depreciated over 20 years on a straight-line basis.

The initial lease term is 20 years with an option of a further extension of 15 years. At the reporting date, considering the length of time, Matrix has not yet determined the likelihood of extension. Hence, the optional 15 years have not been considered in calculating the value of the right-of-use asset and lease liability.

#### *Lease liabilities*

	<b>2023 \$'000</b>	<b>Consolidated 2022 \$'000</b>
<i>Current liabilities</i>		
Lease liabilities	726	635
	<hr/>	<hr/>
<i>Non-current liabilities</i>		
Lease liabilities	25,908	26,625
	<hr/> <hr/>	<hr/> <hr/>

This lease liability is measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the average incremental borrowing rate of 7.9 per cent.

At 30 June 2023, the lease liabilities have reduced to \$26.634m (2022: \$27.260m). The reduction primarily reflected the principal portion of the lease repayments.

## Note 14. Leases (continued)

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Maturity analysis</i>		
Not later than one year	726	635
Later than one year but not later than five years	3,696	3,359
Later than five years	22,212	23,266
	<u>26,634</u>	<u>27,260</u>

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored internally by the Group's management. A total of \$3.3m bank guarantees are in place as a security over the leases.

*Lease exemptions*

At 30 June 2023, Matrix is committed to \$113k (2022: \$180k) in relation to the office equipment leases. Matrix has assessed the value of the underlying assets and considered them as short-term or low value assets, respectively. Therefore, Matrix has applied the lease exemptions and accounted for the lease payments as an operating expense on a straight-line basis over the lease term. The operating expense presented in the consolidated statement of profit or loss and other comprehensive income are as follows:

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Multiple copiers	12	11
Multiple IT equipment	44	68
Serviced office	6	41
Equipment	31	60
	<u>93</u>	<u>180</u>
<i>Amounts recognised in profit or loss</i>		
Interest on lease liabilities	2,029	2,071
Expense relating to short-term leases	37	101
Expense relating to lease of low-value assets, excluding short-term leases of low-value assets	56	79
	<u>2,122</u>	<u>2,251</u>
<i>Amounts recognised in consolidated statement of cash flows</i>		
Total cash outflow of leases	<u>2,664</u>	<u>2,623</u>

## Note 15. Intangibles

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Non-current assets</i>		
Development – at cost (i)	7,833	7,494
Less: Accumulated amortisation	(4,630)	(4,630)
Less: impairment	(2,259)	(2,259)
	944	605
	944	605

- i. Development costs incurred to date relate to various ongoing projects that are in the development phase. The Group recognised an impairment loss in FY 2021 reducing the then carrying amount to zero (note 13).

### Reconciliations

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

<b>Consolidated</b>	<b>Development costs</b>
	<b>\$000</b>
Balance at 1 July 2021	-
Additions	605
Balance at 30 June 2022	605
Additions	339
Balance at 30 June 2023	944

## Note 16. Trade and other payables.

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Current liabilities</i>		
Trade payables	2,076	1,064
Other creditors and accruals	1,758	1,241
GST payable	209	133
	4,043	2,438
	4,043	2,438

Trade and other payables are generally paid within 30 to 45 days. No security is provided for these liabilities and no interest has been paid.

## Note 17. Employee benefits

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Current liabilities</i>		
Employee entitlements – annual leave and long service leave	1,572	1,626
<i>Non-current liabilities</i>		
Employee entitlements – long service leave	86	57

## Note 18. Forward Contract Liability

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Current liabilities</i>		
Forward contract liability	800	-

Management has entered into foreign exchange forward contracts to manage the foreign currency risk associated with anticipated sales and purchase transactions. The forward contract liability relates to the unrealised foreign exchange loss on these contracts.

Future cash commitments amount to \$14.85m at the 30 June 2023 spot rate with all forward contracts maturing within the next 12 months.

## Note 19. Provisions

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
<i>Non-current liabilities</i>		
Asset retirement obligation	2,608	2,687

### Asset retirement obligation

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

### Movements in provisions

Movements in provision during the current and previous financial years, other than employee benefits, are set out below:

## Note 19. Provisions (continued)

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Carrying amount at the start of the year	2,687	4,859
Accretion	27	40
Decrease in provision	-	(1,568)
Change in discount	(106)	(644)
Carrying amount at the start of the year	2,608	2,687

An external specialist was engaged in FY22 to estimate the asset retirement obligation at termination of the lease, resulting in a reduction to the provision of \$1.57 million brought by changes in estimates for values such as assumptions and data available as at 30 June 2022. As the asset retirement obligation asset was fully impaired in the FY21, the adjustment has been recognised in the profit or loss as sundry income. There has been no change in the cost estimate of the provision at 30 June 2023.

## Note 20. Convertible Note

On 5 December 2022, the Company issued a convertible note ("Note") to the Collins St Convertible Note Fund ("Fund"), managed by Collins Street Asset Management Pty Ltd, an Australian wholesale investment management company. The Note has a face value of \$7.485 million, with a 3-year term to maturity and a 10.5% coupon rate paid monthly in advance.

The Note is secured and convertible in full or part at the election of Collins Street at 35 cents per share, subject to a dilutionary adjustment. The Company has the discretion to redeem the Note, no earlier than 6 months after the issue date but prior to maturity, by repaying the outstanding amount at any time in full and an early redemption fee.

The net proceeds received from the issue of the convertible notes have been included below.

Proceeds from issue of convertible notes	<b>\$000</b>
Transaction costs	7,485
<b>Net proceeds from issue of convertible note</b>	(354)
	7,131

From the net proceeds, an interest prepayment of \$1.18 million was made. This relates to the 18-month period ending on the repayment date with \$0.06 million recognised as current and \$1.12 million as non-current. Refer to note 12.

The convertible note is a hybrid financial liability consisting of a financial liability and a derivative liability component. The Company has calculated the fair value of the derivative using a Black Scholes Model. Key assumptions are set out below.

- Maturity of 3 years
- Volatility of 77%
- Risk free rate of 3.05%
- Conversion price of 35 cents per share

## Note 20. Convertible Note (continued)

The initial fair value of the derivative liability has been calculated as \$1.917 million with the residual value of the convertible note being assigned to the financial liability. The derivative liability represents the value of the dilutionary adjustment and the value of the early redemption option.

The derivative liability is accounted for at fair value through profit or loss with transaction costs of \$91k being recognised in the profit or loss for the period. The remaining transaction costs of \$264k have been capitalised against the financial liability.

As a result of the issue of shares in March 2023, the conversion price has been adjusted to 30.63 cents per share in line with the convertible note agreement.

The derivative liability has been revalued at 30 June 2023 with the adjustment being recognised in the profit or loss.

The financial liability has been recognised at amortised cost. The interest expense for the period was calculated by applying an effective interest rate of 24.52% per cent to the financial liability component for the period since the note was issued.

Movements in the derivative liability and financial liability have been included below.

	<b>\$000</b>
Derivative liability at date of issue	1,917
Change in fair value	1,321
<b>Derivative liability at 30 June 2023</b>	<b>3,238</b>
Financial liability component at date of issue (net of transaction costs)	5,305
Interest paid	(455)
Interest charged (using effective interest rate)	761
<b>Financial liability at 30 June 2023</b>	<b>5,611</b>
<b>Total convertible note liability at 30 June 2023</b>	<b>8,849</b>

## Note 21. Issued Capital

	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$'000</b>	<b>\$'000</b>
Ordinary shares – fully paid	218,146,168	146,071,429	139,851	120,713

## Note 21. Issued Capital (continued)

### *Movements in ordinary share capital*

	<b>Date</b>	<b>Shares</b>	<b>Issue Price</b>	<b>\$'000</b>
Balance	1 July 2022	146,071,429		120,713
Issue of shares (net of issue costs of \$681,419)	9 March 2023	43,644,134	\$0.28	11,539
Issue of shares (net of issue costs of \$361,751)	28 March 2023	28,430,605	\$0.28	7,599
Balance	30 June 2023	<u>218,146,168</u>		<u>139,851</u>

### *Ordinary shares*

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Group does not have a limited amount of authorised capital and issued shares do not have a par value.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. Ordinary shares carry one vote per share.

### *Capital management*

The directors' main objective is to ensure that the Group continues as a going concern and generates a return for shareholders better than the industry average benchmark. Management also seeks to maintain a capital structure that ensures the lowest cost of capital available to the Group.

The directors are constantly reviewing the capital structure to ensure they can minimise the cost of capital. As the market is constantly changing, the directors may change the amount of dividends to be paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

There is no change in Group's approach to capital management during the year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## Note 22. Reserves

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Foreign currency translation reserve	(1,423)	(1,108)
Share-based payments reserve	2,428	1,864
	<u>1,005</u>	<u>756</u>

## Note 22. Reserves (continued)

*Foreign currency translation reserve*

Exchange differences relating to the translation of results and net assets of the Group's foreign operation from their functional currencies to the Group's presentation currency (i.e., Australian dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve.

*Share-based payments reserve*

The above share-based premium reserve relates to equity-based instruments granted by the Group to its employees under its employee equity-based instruments plan. Further information about share-based payments is set out in note 27.

*Movements in reserves*

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

<b>Consolidated</b>	<b>Foreign currency translation reserve \$'000</b>	<b>Shared based payment reserve \$'000</b>	<b>Total \$'000</b>
Balance at 1 July 2021	(465)	1,430	965
Exchange differences arising on translation of foreign operation	(643)	-	(643)
Arising on share-based payments	-	434	434
Balance at 30 June 2022	(1,108)	1,864	756
Exchange differences arising on translation of foreign operation	(315)	-	(315)
Arising on share-based payments	-	564	564
Balance at 30 June 2023	(1,423)	2,428	1,005

*Note 23. Remuneration of auditors*

	<b>2023 \$'000</b>	<b>Consolidated 2022 \$'000</b>
<i>KPMG and related network firms</i>		
Audit of financial reports - Group	182,625	165,956

## Note 24. Cash flow information

### *Reconciliation of loss after income tax to net cash used in operating activities*

	<b>2023</b> <b>\$'000</b>	<b>Consolidated</b> <b>2022</b> <b>\$'000</b>
Profit / (loss) after income tax benefit for the year	8,682	(4,776)
Adjustments for non-cash items:		
Depreciation of property, plant and equipment	2,505	3,045
Depreciation of right-of-use assets	704	452
Reversal of impairment loss on property, plant and equipment	(7,603)	-
Reversal of impairment loss on right-of-use asset	(8,197)	-
Expense recognised in respect of equity-settled share-based payments	564	434
Effects of translation of foreign operations	(315)	(643)
Change in fair value of derivate liabilities	2,121	-
Interest on convertible note	761	-
Net loss/(gain) on disposal of property, plant and equipment	(25)	(74)
Change in asset retirement obligation (net)	(79)	(2,172)
Change in operating assets and liabilities:		
Decrease / (increase) in trade and other receivables	(18,286)	1,846
Decrease in inventories	637	47
Increase in prepayments	(188)	(65)
Increase/ (decrease) in trade and other payables and progress billings	9,603	(2,456)
Increase / (decrease) in employee benefits	(25)	249
Increase in convertible note	91	-
Net cash used in operating activities	<u>(9,050)</u>	<u>(4,113)</u>

### *Changes in liabilities arising from financing activities*

<b>Consolidated</b>	<b>Lease liabilities</b> <b>\$'000</b>
Balance at 1 July 2021	27,716
Additions	96
Payment of lease liabilities	(552)
Balance at 30 June 2022	<u>27,260</u>
Additions	9
Payment of lease liabilities	(635)
Balance at 30 June 2023	<u><u>26,634</u></u>

## Note 24. Cash flow information (continued)

<b>Consolidated</b>	<b>Convertible notes \$'000</b>
Balance at 1 July 2021	-
Balance at 30 June 2022	-
Additions	7,222
Change in fair value of derivative liability	1,260
Interest paid	(455)
Interest charged (using effective interest rate)	761
Balance at 30 June 2023	8,788

## Note 25. Financial instruments

*Financial risk management policies*

The Group's financial instruments consist mainly of deposits with banks, trade and other receivables, trade, and other payables. The main purpose of non-derivative financial liabilities is to raise finance for Group operations. Senior executives meet regularly to analyse and monitor the financial risk associated with the financial instruments used by the Group.

*Financial risk exposures and management*

The main risks the Group is exposed to through its financial instruments are foreign currency risk, liquidity risk and credit risk.

**Foreign currency risk**

The Group undertakes transactions denominated in foreign currencies and is consequently exposed to exchange rate fluctuations arises. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

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

	<b>2023</b>	<b>Assets</b>	<b>2023</b>	<b>Liabilities</b>
	<b>\$'000</b>	<b>2022</b>	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>		<b>\$'000</b>
US dollars	18,245	2,913	(1,626)	(515)
Euros	953	1,576	(67)	(32)
Pounds	9,171	-	(6,885)	-
	<u>28,369</u>	<u>4,489</u>	<u>(8,578)</u>	<u>(547)</u>

## Note 25. Financial instruments (continued)

### Foreign currency sensitivity analysis

The Group is mainly exposed to fluctuations in the US Dollar and Pounds.

The following table details the Group's sensitivity to a 10 per cent increase and decrease in the Australian dollar against the relevant foreign currency. 10 per cent is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10 per cent change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Australian dollar strengthens 10 per cent against the relevant currency. For a 10 per cent weakening of the Australian dollar against the relevant currency, there would be a comparable impact on the profit or equity, and the balances would be negative.

		<b>2023</b>	<b>2022</b>
		<b>Loss after tax</b>	<b>Loss after tax</b>
		<b>Increase/(decrease)</b>	<b>Increase/(decrease)</b>
		<b>\$'000</b>	<b>\$'000</b>
US dollar	+10%	(1,511)	(218)
US dollar	-10%	1,662	240
EUR	+10%	(81)	(140)
EUR	-10%	87	154
GBP	+10%	(208)	-
GBP	-10%	229	-

### Credit risk

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

The maximum exposure to credit risk, excluding the value of any collateral or other security, 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 consolidated statement of financial position and consolidated notes to the financial statements.

At 30 June 2023, there is no outstanding credit facility that has any material amount of collateral provided. The Company issues bank guarantees for projects and as security for its leased property under a facility from the ANZ bank. ANZ retain a right of set off over term deposits held by the company to the value of the outstanding bank guarantees. The value of this right of set off at 30 June 2023 was \$7.280m (2022: \$3.320m).

Credit risk is managed on a Group basis and reviewed regularly by senior executives. It arises from exposures to customers and deposits with financial institutions. The following criteria are applied by senior executives in the assessment of counterparty risk:

- Deposits are with Australian based banks; and

## Note 25. Financial instruments (continued)

- Significant customers are rated for credit worthiness.

### Cash and cash equivalents

The Group and the Company held cash and cash equivalents of \$12,547,000 at 30 June 2023 (2022: \$7,591,000) and term deposits of \$7,471,000 (2022: nil). The cash and cash equivalents and term deposits are held with regulated bank and financial institution counterparties.

Impairment on cash and cash equivalents and term deposits has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents and term deposits have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents and term deposits is negligible.

### Trade and other receivables

The Group's maximum exposure to credit risk in trade and other receivables at the reporting date was:

	<b>2023</b> <b>\$'000</b>	<b>Consolidated</b> <b>2022</b> <b>\$'000</b>
Trade receivables	12,302	3,096
Other receivables	9,216	304
Trade and other receivables	<u>21,518</u>	<u>3,400</u>

At reporting date, the aging analysis of trade receivables is as follows:

	<b>2023</b> <b>\$'000</b>	<b>Consolidated</b> <b>2022</b> <b>\$'000</b>
0-30 days	12,039	2,838
31-60 days	9,095	410
61-90 days	384	152
	<u>21,518</u>	<u>3,400</u>

Trade and other receivables of \$1,474,000 (2022: \$562,000) were past due at 30 June, of which \$968,000 have been collected up to the date of this report (2022: \$490,000). There were no impairment provisions in respect of trade receivables that were past due as at 30 June 2023.

## Note 25. Financial instruments (continued)

### Exposure to credit risk

The exposure to credit risk for trade and other receivables and contract assets at the reporting date by geographic region was as follows:

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Australia	3,711	2,016
Brazil	14,836	-
China	2,401	-
Singapore	-	556
United States of America	413	502
Others	157	326
	21,518	3,400

### Liquidity risk

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

The Group manages liquidity risk by monitoring forecast cash flows, maintaining cash reserves and managing trade and other payables.

### Financing arrangements

<b>Working capital and contingent lines</b>	<b>Currency</b>	<b>Nominal interest rate</b>	<b>Approved facilities</b>	<b>Amount utilised</b>	<b>Available facilities at 30 June 2023</b>
		<b>%</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Bank/performance guarantee and facilities	AUD	0.75%	7,330	7,330	-

### Remaining contractual maturities

The following table details the Group's expected maturity for its financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

## Note 25. Financial instruments (continued)

	Weighted average interest rate	Less than 1 month	1-3 months	3 months to 1 year	1-5 years	Over 5 years	Remaining contractual maturities
Consolidated - 2023	%	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Non-derivatives</b>							
<i>Non-interest bearing</i>							
Cash and other equivalents	-	12,547	-	-	-	-	12,547
Trade and other receivables	-	12,039	9,095	384	-	-	21,518
Trade and other payables	-	(3,778)	(51)	(5)	-	-	(3,834)
<i>Interest-bearing</i>							
Term deposits	2.06%	-	7,471	-	-	-	7,471
Lease liabilities	7.85%	-	-	(2,704)	(10,973)	(33,324)	(47,001)
Convertible note	24.52%	-	-	-	(7,485)	-	(7,485)
Total non-derivatives		20,808	16,515	(2,325)	(18,458)	(33,324)	(16,784)
<b>Consolidated - 2022</b>							
	%	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Non-derivatives</b>							
<i>Non-interest bearing</i>							
Trade and other receivables	-	2,838	410	152	-	-	3,400
Trade and other payables	-	(2,191)	(100)	(14)	-	-	(2,305)
<i>Interest-bearing</i>							
Cash and other equivalents	0.07%	4,080	3,511	-	-	-	7,591
Lease liabilities	7.85%	-	-	(635)	(3,359)	(23,266)	(27,260)
Total non-derivatives		4,727	3,821	(497)	(3,359)	(23,266)	(18,574)

The amounts included above for variable interest rate instruments for both financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

## Note 25. Financial instruments (continued)

### Fair value of financial instruments

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	Fair value							
		FVTPL	Financial Assets at amortised cost	Financial liabilities at amortised cost	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Financial assets not measured at fair value</b>									
Cash and other equivalents		-	12,547	-	12,547	-	-	-	-
Term deposits	9	-	7,471	-	7,471	-	-	-	-
Trade and other receivables	10	-	21,518	-	21,518	-	-	-	-
		-	41,536	-	41,536	-	-	-	-
<b>Financial liabilities measured at fair value</b>									
Convertible note-embedded derivative	20	(3,177)	-	-	(3,177)	-	(3,177)	-	(3,177)
Forward contract liability	18	(800)	-	-	(800)	-	(800)	-	(800)
		(3,977)	-	-	(3,977)	-	(3,977)	-	(3,977)
<b>Financial liabilities not measured at fair value</b>									
Trade and other payables	16	-	-	(3,834)	(3,834)	-	-	-	-
Lease liabilities	14	-	-	(26,634)	(26,634)	-	-	-	-
Convertible note-liability component	20	-	-	(5,611)	(5,611)	-	-	-	-
		-	-	(36,079)	(36,079)	-	-	-	-

## Note 25. Financial instruments (continued)

### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial liabilities	Valuation technique and key inputs	Significant unobservable inputs	Relationship and sensitivity of unobservable inputs to fair value
Convertible note – embedded derivative	Black-Scholes model. The following variables were taken into consideration: current underlying share price, options strike price, time until expiration, implied share price volatility and risk-free rate.	N/A	N/A
Forward contract liability	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A	N/A

## Note 26. Dividends

### Dividends

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

### Franking credits

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Franking credits available for subsequent financial years based on a tax rate of 25%	13,221	13,221

## Note 26. Dividends (continued)

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

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

## Note 27. Share-based payments

### **Share options**

There have been no share options exercised during the year (2022: nil).

### **Long term incentive plans**

Matrix has established a long term incentive plan designed to provide the opportunity to employees to acquire Matrix shares and thus assist with:

- attracting, motivating and retaining employees;
- delivering rewards to employees for individuals and Group performance;
- giving employees the opportunity to become shareholders; and
- aligning the interests of employees and shareholder.

The Board is able to grant long term incentive awards to eligible participants, including senior executives. In general, those executives and employees who have capacity to impact the long term performance of the Group will be granted either performance rights or share appreciation rights under the Matrix Rights Plan. Other employees will have the opportunity to acquire shares in Matrix under the Matrix Tax Exempt Share Plan (TESP).

All incentives granted to eligible participants under the Matrix long term incentive plan will only vest on the satisfaction of appropriate vesting conditions. The vesting conditions will be measured and tested over a period of three years.

There are four types of grant under the Rights plan offered to professional staff, senior management and senior executives of the Matrix. The plans are summarised below:

### ***Employee Performance Rights Plan (EMPRP)***

EMPRP will be open to certain professional staff with two or more years' service with Matrix. Eligible participants will be offered a grant of Performance Rights in dollar value terms up to but not exceeding \$1,500. Performance Rights granted under the EMPRP will be subject to a vesting condition of a three-year service period from beginning of financial year. Upon vesting, the

## Note 27. Share-based payments (continued)

Performance Rights will convert to Matrix fully paid ordinary shares on a one for one basis or the cash equivalent, at the discretion of the Board. Any shares transferred to EMPRP participants on conversion of Performance Rights may be acquired either on-market, or by way of a new issue of shares.

### *Management Performance Rights Plan (MPRP)*

MPRP will be open to certain professional staff with two or more years' service with Matrix. Eligible participants will be offered a grant of Performance Rights in dollar value terms up to but not exceeding \$3,000. Performance Rights granted under the MPRP will be subject to a vesting condition of a three-year service period from beginning of financial year. Upon vesting, the Performance Rights will convert to Matrix fully paid ordinary shares on a one for one basis or the cash equivalent, at the discretion of the Board. Any shares transferred to MPRP participants on conversion of Performance Rights may be acquired either on-market, or by way of a new issue of shares.

### *Executive Performance Rights Plan (EPRP)*

EPRP will be open to executives who are not participants in the Senior Executive Plan with two or more years' services with Matrix. Eligible participants will be offered a grant of Performance Rights in dollar value terms up to but not exceeding \$10,000. Performance Rights granted under the EPRP will generally be subject to the following vesting conditions:

- three-year service period; and
- the 28-day VWAP of MCE shares at the end of a 3-year period exceeding a board set hurdle share price.

Upon vesting, the Performance Rights will convert to Matrix fully paid ordinary shares on a one for one basis or the cash equivalent, at the discretion of the Board. Any shares transferred to MPRP participants on conversion of Performance Rights may be acquired either on-market, or by way of a new issue of shares.

### *Senior Executive Plan – Senior Executive Performance Rights Plan (SEPRP) & Senior Executive Share Appreciation Rights Plan (SESARP)*

Under the SEPRP and SESARP senior executives will be offered an annual dollar value grant in accordance with the terms of their respective Executive Service Agreements, which they may allocate to participate in the SEPRP or the SEASARP. A participant may elect to allocate up to a maximum of 50 per cent of the grant entitlement to the SEPRP.

Grants under the SEPRP and SESARP are made on an annual basis.

#### **SEPRP**

Rights granted under the SEPRP will be subject to the following conditions:

- three-year service period; and

## Note 27. Share-based payments (continued)

- the 28-day VWAP of MCE shares at the end of a 3-year period exceeding a board set hurdle share price.

Upon vesting, the Performance Rights will convert to Matrix fully paid ordinary shares on a one for one basis or the cash equivalent, at the discretion of the Board. Any shares transferred to SEPRP participants on conversion of Performance Rights may be acquired either on-market, or by way of a new issue of shares.

### SESARP

Under the SESARP, Share Appreciation Rights (SARs) will be issued to participants. SARs are an entitlement to a number of Shares equal to the growth in value of the underlying Shares, or to receive a cash equivalent value on terms and conditions determined by the Board.

SARs granted under the SEPRP will be subject to the following vesting conditions:

- three-year service period;
- the 28-day VWAP of MCE shares at the end of a 3-year period exceeding a board set hurdle share price.

Upon vesting of any SARs, participants will be issued with Shares, or the cash equivalent, equal to the value derived by multiplying the number of vested Rights by the growth in share price over the performance period, determined by the Matrix share price growth over and above the hurdle share price. The hurdle share price will be based on the growth rate for the ASX300 Accumulation Index over the five years prior to the grant date of the Rights.

Holders of rights under the SEPRP and SESARP will be not entitled to vote at shareholder meetings or participate in dividends or any other shareholder distributions. The rights are non-transferable however once the vesting condition is met, should shares be issued, there are no additional trading restrictions in relation to the shares. Should the rights have been converted into shares these shareholders will be entitled to vote at shareholder meetings and participate in dividends and other shareholder distributions.

The rights are not taxable in the hands of the employees until the vesting conditions are met. At this point the value is crystallised and subject to income tax in the employees' hands. The value of the rights is only tax deductible to Matrix at the point of vesting even though it is an expense for accounting (amortised over the three-year vesting period) at the point of granting.

### SESOP

Under the SESOP, Share Options (SOs) will be issued to participants. The SOs will be an option to acquire a share in Matrix at a pre-determined exercise price. The Option only vests if the share price of Matrix is above the exercise price at the end of the 3-year period.

SOs granted under the SESOP will be subject to the following vesting conditions:

- three-year service period; and

## Note 27. Share-based payments (continued)

- the 14-day VWAP of MCE shares at the end of a 3-year period exceeding a board set hurdle share price.

Upon vesting of any of the SO's, participants will be able to subscribe for shares in the company at the exercise price up to the amount of options they have.

### *Share rights in existence in the year*

The following share-based payment arrangements were in existence during the current and prior reporting periods:

Series	Grant Date	Share price at issue	Right/option price at grant date	Hurdle growth rate	Hurdle price	Expiry date	Vesting date
FY18 MPRP	08/12/2018	\$0.42	\$0.42	n/a	n/a	09/12/2021	31/08/2021
FY18 SEPRP	08/12/2018	\$0.42	\$0.23	67%	\$0.60	09/12/2021	31/08/2021
FY18 SESARP	08/12/2018	\$0.42	\$0.11	67%	\$0.60	09/12/2021	31/08/2021
FY19 MPRP	16/12/2019	\$0.30	\$0.30	n/a	n/a	17/12/2022	31/08/2022
FY19 SEPRP	16/12/2019	\$0.30	\$0.06	103%	\$0.60	17/12/2022	31/08/2022
FY19 SESARP	16/12/2019	\$0.30	\$0.04	103%	\$0.60	17/12/2022	31/08/2022
FY19 EMPRP	16/12/2019	\$0.30	\$0.30	n/a	n/a	17/12/2022	31/08/2022
FY20 EPRP	29/01/2021	\$0.15	\$0.10	113%	\$0.32	28/09/2023	31/08/2023
FY20 SESOP	29/01/2021	\$0.15	\$0.03	113%	\$0.32	28/09/2023	31/08/2023
FY21 EPRP - Aaron Begley	15/12/2021	\$0.16	\$0.08	106%	\$0.32	08/03/2025	31/08/2024
FY21 SESOP - Aaron Begley	15/12/2021	\$0.16	\$0.04	106%	\$0.32	08/03/2025	31/08/2024
FY20 EPRP Top Up	08/03/2022	\$0.18	\$0.10	78%	\$0.32	08/03/2024	31/08/2023
FY21 EPRP	08/03/2022	\$0.18	\$0.09	83%	\$0.32	08/03/2025	31/08/2024
FY21 SESOP	08/03/2022	\$0.18	\$0.05	83%	\$0.32	08/03/2025	31/08/2024
FY22 EPRP - Aaron Begley	17/11/2022	\$0.22	\$0.14	76%	\$0.38	15/12/2025	31/08/2025
FY22 SESOP - Aaron Begley	17/11/2022	\$0.22	\$0.07	76%	\$0.38	15/12/2025	31/08/2025
FY22 EPRP - Executives	15/12/2022	\$0.22	\$0.14	76%	\$0.38	15/12/2025	31/08/2025
FY22 SESOP - Executives	15/12/2022	\$0.22	\$0.07	76%	\$0.38	15/12/2025	31/08/2025
FY22 EPRP	31/03/2023	\$0.31	\$0.19	22%	\$0.38	31/03/2026	31/08/2025

There has been no alteration of the terms and conditions of the above share-based payment arrangements since the grant date.

### **Fair value of share rights granted in the year**

The Performance Rights, Share Appreciation Rights and Share Options contemplated by the Rights Plan have been subject to valuation reports by BDO dated 8 October 2018 and by Stantons

## Note 27. Share-based payments (continued)

International Securities dated 11 September 2019, 25 September 2020, 22 June 2022, 17 October 2022 and 13 April 2023 respectively. The valuations were adopted by the Directors of the Group.

The valuation used a Monte-Carlo simulation as the appropriate methodology to value the rights and options granted under the SEPRP, SESARP and SESOP. A Monte-Carlo simulation is a highly flexible valuation technique which can cope with a variety of award structures and is often used where instruments have more than one hurdle. The key assumptions adopted when valuing the rights and options is set out below:

<b>Series</b>	<b>Expected life</b>	<b>Volatility</b>	<b>Risk free interest rate</b>	<b>Dividend yield</b>
FY18 MPRP	3 years	55.00%	2.15%	nil
FY18 EPRP/SEPRP	3 years	55.00%	2.15%	nil
FY18 SESARP	3 years	55.00%	2.15%	nil
FY19 MPRP	3 years	47.00%	0.96%	nil
FY19 EPRP/SEPRP	3 years	47.00%	0.96%	nil
FY19 SESARP	3 years	47.00%	0.96%	nil
FY19 EMPRP	3 years	47.00%	0.96%	nil
FY20 EPRP	2.6 years	66.00%	0.18%	nil
FY20 SESOP	2.6 years	66.00%	0.18%	nil
FY21 EPRP - Aaron Begley	3.3 years	70.00%	0.94%	nil
FY21 SESOP - Aaron Begley	3.3 years	70.00%	0.94%	nil
FY20 EPRP Top Up	2 years	66.00%	0.18%	nil
FY21 EPRP	3 years	70.00%	1.54%	nil
FY21 SESOP	3 years	70.00%	1.54%	nil
FY22 EPRP – Aaron Begley	3 years	75.00%	3.42%	nil
FY22 SESOP – Aaron Begley	3 years	75.00%	3.42%	nil
FY22 EPRP – Executives	3 years	75.00%	3.42%	nil
FY22 SESOP – Executives	3 years	75.00%	3.42%	nil
FY22 EPRP	3 years	75.00%	2.89%	nil

## Note 27. Share-based payments (continued)

*Movements in share plans during the year*

The following table reconciles the share plans outstanding at the beginning and end of the year:

	Balance at the beginning of the year	Granted during the year	Forfeited during the year	Exercised during the year	Lapsed during the year	Balance at the end of the year
	No.	No.	No.	No.	No.	No.
<b>MPRP</b>						
FY19 MPRP	60,504	-	-	-	(60,504)	-
	60,504	-	-	-	(60,504)	-
<b>EMPRP</b>						
FY19 EMPRP	40,336	-	-	-	(40,336)	-
	40,336	-	-	-	(40,336)	-
<b>SESOP</b>						
FY20 SESOP	4,852,071	-	-	-	-	4,852,071
FY21 SESOP	5,255,682	-	-	-	-	5,255,682
FY22 SESOP	-	2,615,686	-	-	-	2,615,686
	10,107,753	2,615,686	-	-	-	12,723,439
<b>EPRP</b>						
FY19 EPRP	1,176,469	-	-	-	(1,176,469)	-
FY20 EPRP	1,633,467	-	-	-	-	1,633,467
FY20 EPRP Top Up	1,753,004	-	-	-	(547,813)	1,205,191
FY21 EPRP	5,285,506	-	-	-	(805,272)	4,480,234
FY22 EPRP	-	2,474,266	-	-	-	2,474,266
	9,848,446	2,474,266	-	-	(2,529,554)	9,793,158
<b>SESARP</b>						
FY19 SESARP	8,937,330	-	-	-	(8,937,330)	-
	8,937,330	-	-	-	8,937,330	-

## Note 28. Related party transactions

**Parent entity**

The ultimate parent entity within the Group is Matrix Composites & Engineering Ltd.

**Subsidiaries**

Interests in subsidiaries are set out in note 29.

Note 28. Related party transactions (continued)

**Key management personnel compensation**

	<b>2023</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>2022</b>
		<b>\$'000</b>
Short term employment benefits	1,077,265	970,039
Share based payments	310,106	267,355
Post-employment benefits	87,303	79,720
	1,474,674	1,317,114

The Company's remuneration policy for Matrix executives (including executive directors) is to fairly and responsibly reward them having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

The Company also seeks to establish remuneration structures which align the interests of its key management personnel with the interests of the Company and its shareholders. The payment of any incentive amounts to executive Directors and Matrix executives is based on the delivery of key Group and individual outcomes, and the profitability of the Matrix Group.

**Related party transactions**

A local customer Remsense Pty Ltd has a common director, Chris Sutherland. All transactions with Remsense Pty Ltd are quoted on arm's length basis. The total invoiced as at 30 June 2023 was \$55 (2022: \$272,084).

**Key management personnel**

There were no loans to key management personnel during the year or outstanding at the end of the year (2022: nil).

**Other transactions and balances with key management personnel**

There were no other transactions with key management personnel at the end of the year (2022: nil).

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

## Note 29. 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:

	Principal place of business/country of incorporation	Ownership interest	
		2023 %	2022 %
Specialist Engineering Services (Aust) Pty Ltd	Australia	100%	100%
Matrix Henderson Property Pty Ltd	Australia	100%	100%
Matrix Coating Technologies Pty Ltd	Australia	100%	100%
Matrix Composites & Engineering (US) Inc.	USA	100%	100%

## Note 30. Parent entity information

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to note 2 for a summary of the significant accounting policies relating to the Group.

	2023 \$'000	2022 \$'000
<b>Statement of financial position</b>		
<b>Assets</b>		
Current assets	49,028	17,433
Non-current assets	27,310	12,159
Total assets	<u>76,338</u>	<u>29,592</u>
<b>Liabilities</b>		
Current liabilities	14,945	4,208
Non-current liabilities	38,178	30,004
Total liabilities	<u>53,123</u>	<u>34,212</u>
<b>Equity</b>		
Issued capital	139,851	120,713
Accumulated loss	(119,064)	(127,197)
Share based payment reserve	2,428	1,864
Total surplus / (deficit)	<u>23,215</u>	<u>(4,620)</u>

## Note 30. Parent entity information (continued)

	<b>2023</b> <b>\$'000</b>	<b>2022</b> <b>\$'000</b>
<b>Statement of profit or loss and other comprehensive income</b>		
Profit / (loss) for the year	8,133	(8,665)
Other comprehensive income	-	-
Total comprehensive income / (loss)	8,133	(8,665)

### Guarantees

The parent entity had a bank guarantee of \$7.28m as at 30 June 2023 (2022: \$3.32m).

### Contingent liabilities

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

### Capital commitments - Property, plant and equipment

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

### Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

## Note 31. Earnings per share

	<b>2023</b> <b>\$'000</b>	<b>2022</b> <b>\$'000</b>
Profit / (loss) after income tax	8,682	(4,776)
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	167,102,494	146,071,429
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating diluted earnings per share	167,102,494	146,071,429
	<b>Cents</b>	<b>Cents</b>
Basic earnings / (loss) per share	5.20	(3.27)
Diluted earnings / (loss) per share	5.20	(3.27)

### Note 32. Contingencies

In the opinion of the Directors, the Group did not have any contingencies at 30 June 2023 (30 June 2022: None).

### Note 33. Commitments

The Group had no capital commitments as at 30 June 2023 (30 June 2022: nil) other than the forward contracts disclosed in note 18.

### Note 34. Events after the reporting period

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



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# DIRECTORS' DECLARATION

In the directors' opinion:

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

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

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

On behalf of the directors



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Aaron P Begley  
Managing Director and Chief Executive Officer

31 August 2023

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MATRIX COMPOSITES & ENGINEERING LTD



## Independent Auditor's Report

To the shareholders of Matrix Composites & Engineering Ltd

### Report on the audit of the Financial Report

#### Opinion

We have audited the *Financial Report* of Matrix Composites & Engineering Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- 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
- Complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The *Financial Report* comprises:

- Consolidated Statement of financial position as at 30 June 2023;
- Consolidated Statement of profit or loss and other comprehensive income, Consolidated Statement of changes in equity, and Consolidated Statement of cash flows for the year then ended;
- Notes including a summary of significant accounting policies; and
- Directors' Declaration.

The *Group* consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

#### Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 fulfilled our other ethical responsibilities in accordance with these requirements.

#### Key Audit Matters

The *Key Audit Matters* we identified are:

- Revenue recognition; and
- Valuation of non-financial assets.

*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.

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### Revenue recognition (\$47.2 million)

Refer to Note 5 to the Financial Report

#### The key audit matter

Group has several revenue streams of services and products, the most significant of includes:

- Design, manufacture and supply of engineered composite products; and
- Coatings products, equipment hire and service.

Revenue recognition was a key audit matter due to the quantum of the balance, and the significant audit effort and judgment we have applied in assessing the Group's recognition and measurement of revenue. This was the result of the:

- The different revenue recognition policies for sale of goods and rendering of services on either an over time or on a point in time basis;
- Significant judgements made by the Group in the recognition and measurement of revenue and associated contract asset (or liability) from ongoing revenue contracts and the level of audit effort required by us in assessing the Group's assumptions underlying the timing of its recognition based on the terms of the relevant agreements and estimated costs to complete; and
- Presumed fraud risk pursuant to the auditing standard ASA 240 Auditor's Responsibilities Relating to Fraud in an Audit of a Financial Report whilst the risk is assessed to be concentrated towards the year-end and post year-end revenue transactions.

#### How the matter was addressed in our audit

Our procedures included:

- Developing an understanding of key revenue internal controls;
- Evaluating the appropriateness of the Group's accounting policies for revenue recognition for each significant revenue stream against the requirements of AASB 15 and our understanding of the business;
- Reading a sample of executed customer contracts to understand the key terms of the arrangements and the performance obligations;
- Testing a sample of revenue transactions recognised on a 'point in time' throughout the year by assessing timing of revenue recognition for each revenue contract based on completed performance obligations and the Group's revenue recognition policy;
- For key contracts where revenue is recognised on an 'overtime' basis, we obtained an understanding of the activities required to complete the customer contract from the underlying sales contract and the customer's purchase order. We then recalculated the amount of revenue based on the cost incurred to date and the projected actual costs as well as the modifications to the contract and compared the recalculated amounts against the amounts recorded by the Group;
- For a sample of revenue items and credit notes recognised by the Group either side of the year-end we checked revenue recognised in the period to delivery documents; and
- Evaluating the adequacy of the disclosures made in the financial statements against the requirements of the accounting standards.

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**Valuation of non-financial assets (Property, plant, and equipment (\$14.1 million), Right-of-use assets (\$15.4 million) and Intangibles (\$0.9 million))**

Refer to Note 13, 14 and 15 to the Financial Report

The key audit matter	How the matter was addressed in our audit
<p>A key audit matter for us was the Group's testing of property, plant and equipment and right-of-use assets for indicators or impairment or reversal of prior impairments, given the size of the balance (being 38% of total assets).</p> <p>Following the assessment and identification of impairment reversal indications of a prior period impairment loss, the Group recognised a reversal of impairment of \$15.8 million as at 31 December 2022 in the cash generating unit, further increasing our focus on this key audit matter.</p> <p>With respect to the impairment reversal we focussed on the significant forward-looking assumptions the Group applied in the value-in-use model, including:</p> <ul style="list-style-type: none"> <li>• Forecast operating cash flows, growth rates and terminal growth rates – the Group's model is sensitive to small changes in these assumptions, reducing available headroom which could indicate a reversal of impairment was not applicable. This drives additional audit effort specific to their feasibility and consistency of application to the Group's strategy; and</li> <li>• Discount rate – these are complicated in nature and vary according to the conditions and environment the specific Cash Generating Unit is subject to from time to time and the model approach to incorporating risks in the cash flows or discount rates. The Group's modelling is sensitive to small changes in the discount rate.</li> </ul> <p>The Group uses a complex model to perform their annual testing of property, plant and equipment and right-of-use assets for impairment and reversal of prior impairments. The model is largely manually developed, uses adjusted historical performance, and a range of internal and external sources as inputs to the assumptions. Complex modelling, using forward-looking assumptions tend to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions and their consistent application.</p>	<p>With respect to the impairment reversal recorded at 31 December 2022, our procedures included:</p> <ul style="list-style-type: none"> <li>• Considering the appropriateness of the value-in-use method applied by the Group to perform the test of property, plant and equipment and right-of-use assets for impairment against the requirements of the accounting standards;</li> <li>• Assessing the integrity of the value-in-use model used, including the accuracy of the underlying calculation formulas;</li> <li>• Comparing the forecast cash flows contained in the value-in-use model to the Group's Board approved forecasts and longer term expectations;</li> <li>• Assessed the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the model;</li> <li>• Assessing the Group's determination of CGU assets for consistency with the assumptions used in the forecasted cash flows and the requirements of the accounting standards;</li> <li>• Assessing the impact of the volatility of the global oil and gas pricing to the Group's modelling underlying their decision for commercial continuation of activities. We did this using published views of market commentators on future trends seeking authoritative and credible sources;</li> <li>• Considering the sensitivity of the model by varying key assumptions, such as forecast growth rates, terminal growth rates, and discount rates, within a reasonably possible range. We considered the interdependencies of key assumptions when performing the sensitivity analysis and what the Group consider to be reasonably possible. We did this to identify those assumptions at higher risk of bias or inconsistency in application to focus our procedures;</li> <li>• Working with our valuation specialists, we independently developed a discount rate considered comparable, using publicly available market data for comparable entities;</li> <li>• Working with our valuation specialists, we independently developed a terminal growth rate considered comparable, using publicly available market data; and</li> </ul>

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We involved valuation specialists to supplement our senior audit team members in assessing this key audit matter.

- Assessing and recalculating the impairment reversal and its allocation to the CGUs and their updated carrying values.

At 30 June 2023, our procedures included:

- Reviewing management assessment of impairment and impairment reversal indicators and performed our own impairment indicator assessment. This included challenging the Group's assertion as to the absence of further impairment or reversal indicators at year end using our knowledge of the entity's business and its operating environment, assessing industry and market factors and financial performance against forecasts, and reviewing actual performance to that estimated by management in the prior year; and
- Evaluating the adequacy of the disclosures made in the financial statements against the requirements of the accounting standards.

#### Other Information

Other Information is financial and non-financial information in Matrix Composites & Engineering Ltd's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's Report. The Chairman's Report and Chief Executive Officer's Report are expected to be made available to us after the date of the Auditor's Report. Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

#### Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- Preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- Implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- Assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.



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

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: [https://www.aasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.aasb.gov.au/admin/file/content102/c3/ar1_2020.pdf). This description forms part of our Auditor's Report.

### Report on the Remuneration Report

#### Opinion

In our opinion, the Remuneration Report of Matrix Composites & Engineering Ltd for the year ended 30 June 2023, complies with *Section 300A* of the *Corporations Act 2001*.

#### Directors' 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 responsibilities

We have audited the Remuneration Report included in pages 13 to 24 of the Directors' report for the year ended 30 June 2023.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Graham Hogg

Partner

Perth

31 August 2023

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# ADDITIONAL ASX INFORMATION

## AS AT 18 SEPTEMBER 2023

### AUSTRALIAN SECURITIES EXCHANGE LISTING

Matrix's shares are listed on the Australian Stock Exchange (ASX) Limited. The company is listed as Matrix Composites and Engineering Limited with an ASX code of MCE.

### ORDINARY SHARE CAPITAL

218,146,168 fully paid ordinary shares are held by 1,872 individual shareholders. All issued shares carry one vote per share and are entitled to dividends.

### DISTRIBUTION OF HOLDERS OF EQUITY SECURITIES

Range Fully Paid Ordinary Shares	Shares	Number of Holders	% of Issued Capital
100,001 and over	199,876,788	167	91.63
10,001 to 100,000	15,419,905	414	7.07
5,001 to 10,000	1,279,607	164	0.59
1,001 to 5,000	1,316,481	497	0.60
1 to 1,000	253,387	630	0.12

### UNMARKETABLE PARCELS

There were 766 members holding less than a marketable parcel of shares in the company.

### TWENTY (20) LARGEST HOLDERS OF QUOTED EQUITY SECURITIES

Rank	Shareholder	A/C designation	18 September 2023	%IC
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED		35,039,370	16.06
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED		27,861,753	12.77
3	MILTO PTY LTD		13,729,702	6.29
4	NATIONAL NOMINEES LIMITED		13,332,608	6.11
5	LEMPIP NOMINEES PTY LTD	<LEMPIP SUPER FUND A/C>	11,499,946	5.27
6	BELL POTTER NOMINEES LTD	<BB NOMINEES A/C>	8,583,346	3.93
7	BNP PARIBAS NOMINEES PTY LTD	<IB AU NOMS RETAILCLIENT DRP>	6,960,003	3.19
8	BESPIN PTY LTD	<JAMES STREET FAMILY A/C>	4,267,278	1.96
9	CITICORP NOMINEES PTY LIMITED		3,857,013	1.77
10	BOND STREET CUSTODIANS LIMITED	<SHVY - D71001 A/C>	3,545,411	1.63
11	UBS NOMINEES PTY LTD		2,806,946	1.29
12	FLST PTY LTD		2,568,098	1.18
13	GENGHA HOLDINGS PTY LTD		2,369,230	1.09

Rank	Shareholder	A/C designation	18 September 2023	%IC
14	PETER NORMAN GERALD FITZGERALD & HELEN JANE FITZGERALD & ALBERT PETER ALLOO	<TAWNY TUSSOCK A/C>	2,243,267	1.03
15	DIXSON TRUST PTY LIMITED		2,092,162	0.96
16	VASPIP 2 PTY LTD		2,011,045	0.92
17	MR AARON PAUL BEGLEY		2,000,763	0.92
18	KENYON ST MEDICAL CENTRE PTY LTD		1,800,000	0.83
19	MR MATTHEW JAMES COOK & MRS KYLIE NUSKE	<VISION SPLENDID S/FUND A/C>	1,679,398	0.77
20	MR MAXWELL GRAHAM BEGLEY		1,610,308	0.74
		<b>Total</b>	149,857,647	68.70
		<b>Balance of register</b>	68,288,521	31.30
		<b>Grand total</b>	218,146,168	100.00

## SUBSTANTIAL HOLDERS

The names of shareholders which have notified the Company in accordance with section 671B of the Corporations Act are:

Fully Paid Ordinary Shares		
Investor Name	Number of Shares	Percentage (%)
Samuel Terry Asset Mgt	26,251,567	12.03
Mr Maxwell G Begley	17,072,799	7.83
Mr Michael V Piperoglou	11,499,946	5.27

## COMPANY SECRETARY

Mr Brendan Cocks

Miss Caitlin Flaherty

## REGISTERED AND PRINCIPAL ADMINISTRATION OFFICE

150 Quill Way  
Henderson WA 6166  
Phone +61 8 9412 1200

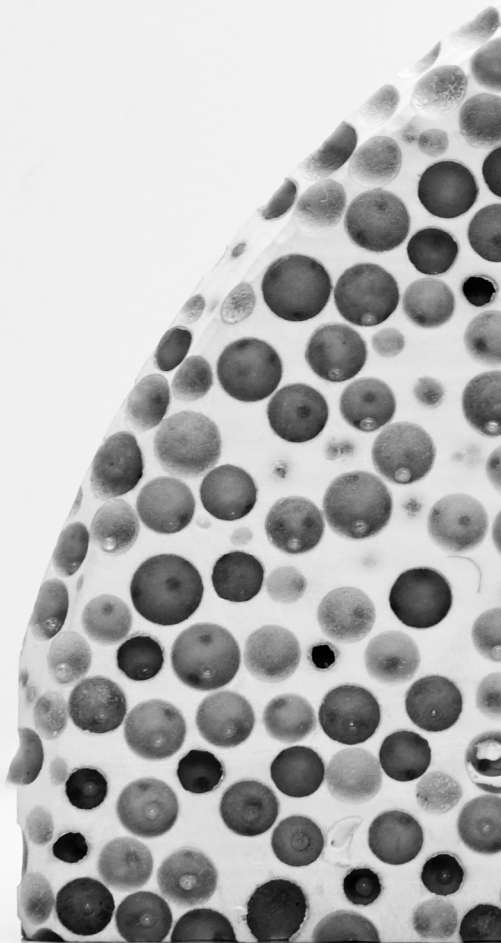
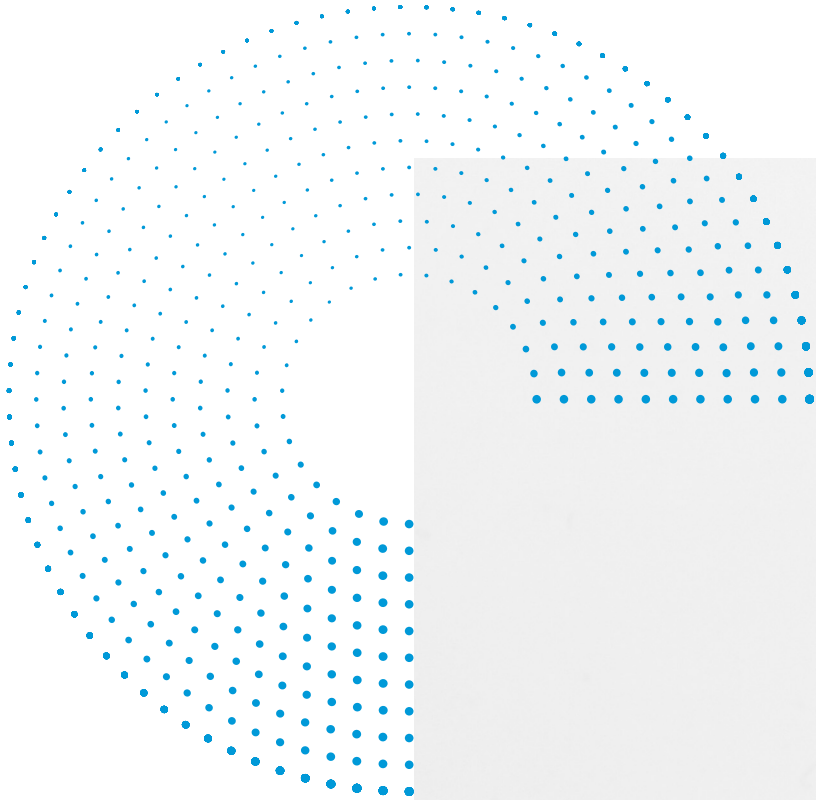
## SHARE REGISTRY

Link Market Services Ltd  
QV1 Building,  
Level 12, 250 St Georges Terrace,  
Perth WA 6000  
Phone +61 8 9211 6670

## RESTRICTED SECURITIES

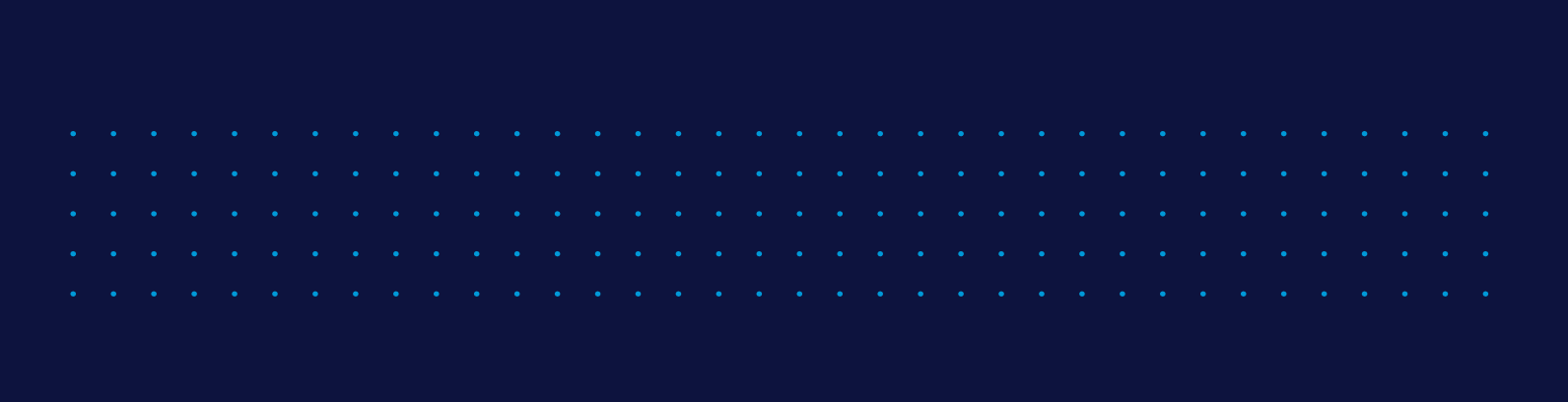
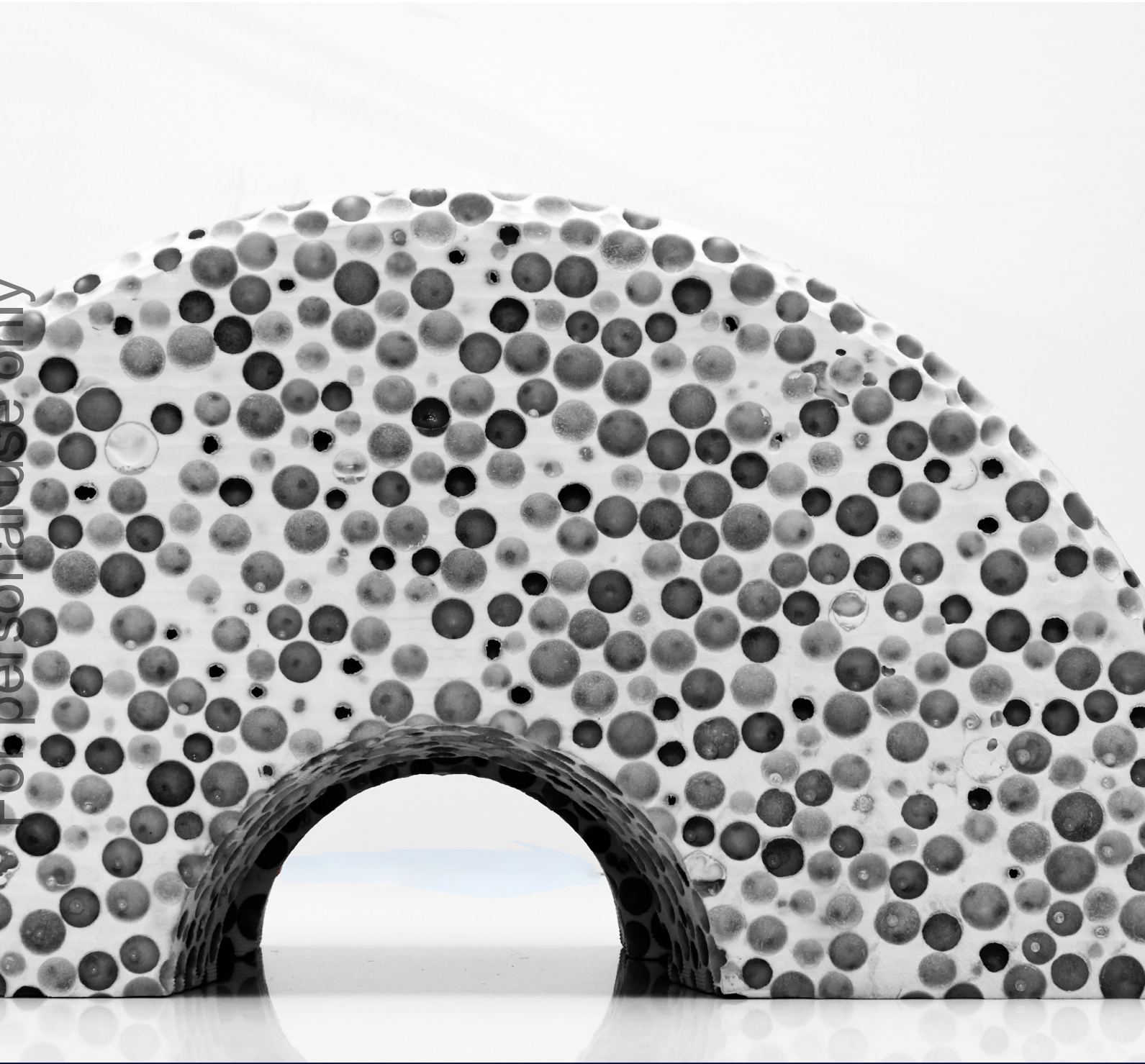
There are no securities subject to any voluntary escrow or any transfer restrictions.

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