Treatment Focused | Technology Driven

Annual Report 2023

somnomed.com

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SOMNOMED LIMITED
CHAIRMAN AND CEO REPORT

Dear SomnoMed Shareholder,

2022/23 began positively as the medical sector and broader dental community continued its global recovery from the COVID-19 pandemic. However, general trading and business conditions remained challenging across SomnoMed's key regions of North America, Europe and Asia Pacific and this impacted overall revenue growth.

Revenue growth was impacted by a range of issues through the year including increased competition and challenging economic environments across all regions, unexpected changes to Medicare reimbursement rules in the US and a global supply chain strain that impacted the production of SomnoMed's products in the first half of fiscal 2023. Despite these challenges, the Board was pleased that the Company was still able to achieve its (revised) revenue guidance of 15% growth and an EBITDA[1] of greater than $2m in 2022/23.

While managing the challenging business conditions, management also focused its attention on ensuring the internal culture and patient focused sentiment within the business, remained strong. Management has maintained a consistent approach to open and transparent communication with employees and internal survey results confirm that this culture ethos remains positive.

As the year progressed, we maintained a strong focus on cost management, all the while continuing to purposely invest in the development of our market-leading Rest Assure® technology. While this was delayed at certain milestones, we are pleased with the progress made and look forward to a positive year ahead.

Following the 2023 year-end SomnoMed announced a A$15.5 million capital raising, comprising an Entitlement Offer and Placement, in August 2023. The Company will use the proceeds of the capital raising to reduce the balance of drawn debt, strengthen the balance sheet, provide additional working capital, drive organic growth and support the continued development and commercialisation of Rest Assure® moving into FY24. The capital raising was successfully completed in September 2023.

SomnoMed's Opportunity

The chance to effectively treat of millions of patients who suffer from Obstructive Sleep Apnea ("OSA") remains a significant opportunity for SomnoMed. We believe that treating OSA with clinically proven, comfortable, and durable oral appliances such as the SomnoDent™, has enormous long-term potential as a treatment solution and we remain convinced that in circumstances where a patient suffers from mild or moderate OSA it is equally as effective as Continuous Positive Airway Pressure ("CPAP").

SomnoMed's products provide the solution to many of the non-adherence issues that are common with CPAP therapy. Our core strengths and competencies include product design and innovation that address patient comfort and therefore increases compliance and efficacy, which significantly improves their long-term medical outcome. Our products are durable and therefore highly effective over the long term.

Your Company offers a range of clinically validated and researched oral appliances which are sold across 28 countries. As such, we operate under all the necessary medical manufacturing regulations in these regions which ensures the delivery of a high-quality medical device to the patients of our clinical partners.

SomnoMed is "treatment focused" and will become even more "technology driven" through the expected introduction of Rest Assure® in 2023/24. This technology will enhance the Company's product offering to a best in class, most comfortable, "fit right first time" and durable oral appliance for the treatment of OSA. We believe that the development of our connected oral appliance, combined with our related approach to personalised medicine will set this company apart from its competitors.

[1] EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss) and discontinued operations.

Business & Operational Overview

SomonoMed grew total revenues to $83.6 million in FY23 (up +15% on FY22 and +12% in constant currency), with total patients treated worldwide now exceeding 810,000. EBITDA[2] for the year increased to $2.1 million (FY22: $1.3 million), despite investment in sales & marketing initiatives and the continued development of the connected device technology. Product device gross margin for the year was 72% (FY22: 70%)

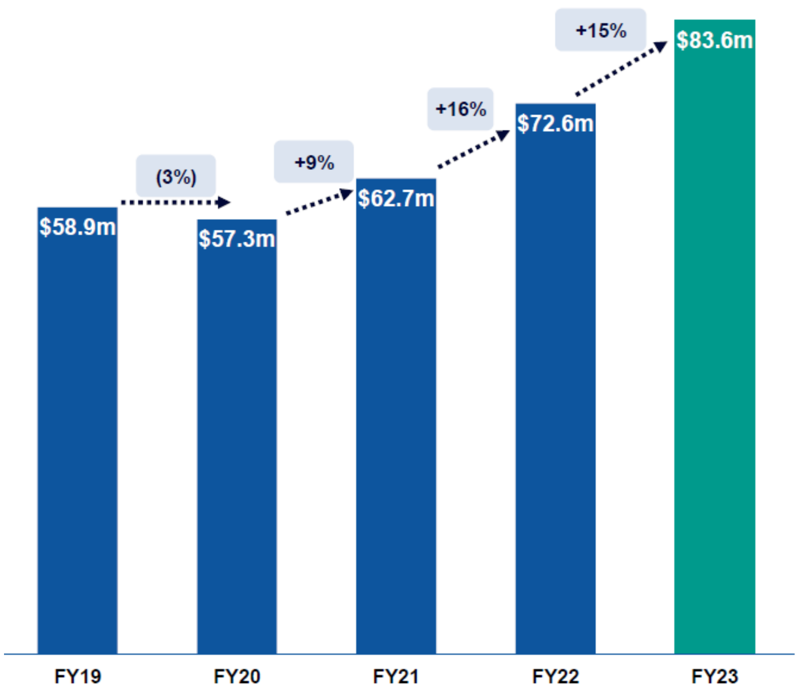
SomnoMed continues to experience positive engagement with its key stakeholders and retains a strong position within the global OSA market. The Company remains confident that it can increase the addressable market while at the same time driving up its share in this market by providing an alternative to the traditional default CPAP recommendations by sleep physicians.

Throughout FY23 SomnoMed maintained a strong focus on cost management, implementing significant cost control measures in the core business, including a headcount freeze in Q4 in all regions except manufacturing. These measures will help the Company protect and grow its margins. Employee numbers across the group are expected to be stable through FY24, with the exception of hiring for the necessary manufacturing, engineering and electronic skills required in the manufacturing facility to launch Rest Assure® once regulatory approvals are received.

Technology development spend is expected to decline over FY24 now that the design of the Rest Assure® device and software, including the design history file ("DHF") needed for U.S. Food and Drug Administration ("FDA") submission, is, except for one outstanding test report, complete. This will result in improved performance across a range of financial metrics as the technology is distributed into the market. It is expected that the first Rest Assure® commercial sales will take place in Q2 FY24 in Europe.

SomnoMed remains "treatment focused" in its approach and continues to provide a best in class, superior comfort, "fit right first time" and durable oral appliance for the treatment of OSA. While the Company faced some competition and market challenges towards the back half of the year, it remains focused on driving ongoing customer and medical sector engagement while continuing to address the key challenges of awareness and adoption to drive growth and further acceptance of OAT.

Total Group Revenues



[2] EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss) and discontinued operations.

North America

Revenue in FY23 increased 22% versus pcp (+13% in constant currency terms) to $30.2 million. The region experienced a challenging end to the first half of FY23 with increased competition and general economic pressures impacting consumer spending. Additionally, sales of SomnoDent Avant®, the Company's flagship product, were impacted by the lagged effect of changes to Medicare reimbursement rules and coding structures for oral appliances in North America in the second half. The SomnoDent Avant® did not receive full Medicare reimbursement coding approval including a second submission also being declined. SomnoMed is now exploring alternative avenues for appeal in the hope to achieve full Medicare reimbursement in 1H24.

SomnoMed remains confident that its competitive positioning in the North American market will continue to improve as the growing demand for OAT products remains positive, indicating that patients and physicians are looking more at OAT as an alternate treatment path for mild and moderate OSA patients. Implementation of the two new partnership agreements recently signed with Nexus Dental and Rest AssureD is underway.

Europe

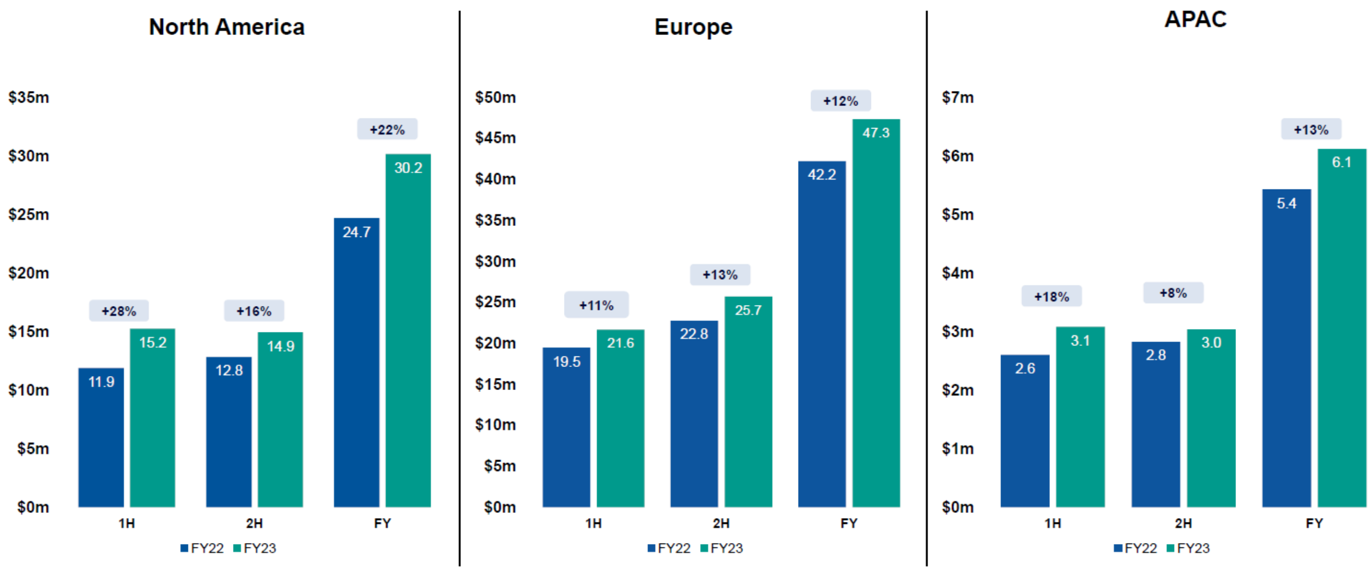
Revenue from European operations excluding HIC[3] in FY23 was $47.3 million, up 12% versus pcp (+12% in constant currency terms). Patient demand for the Company's OAT technology remains strong across Europe, driven by positive reimbursement trends and a growing acceptance of the benefits of improved compliance with the SomnoDent™ devices for mild and moderate OSA patients.

Europe is an important region for SomnoMed and the previously reported revenue downturns in two core markets has been corrected. The Company will continue to focus on increasing sales and marketing efforts to ensure ongoing strong product take-up and growth. Product development and technological innovation remains key to the continued success in the region.

Asia Pacific

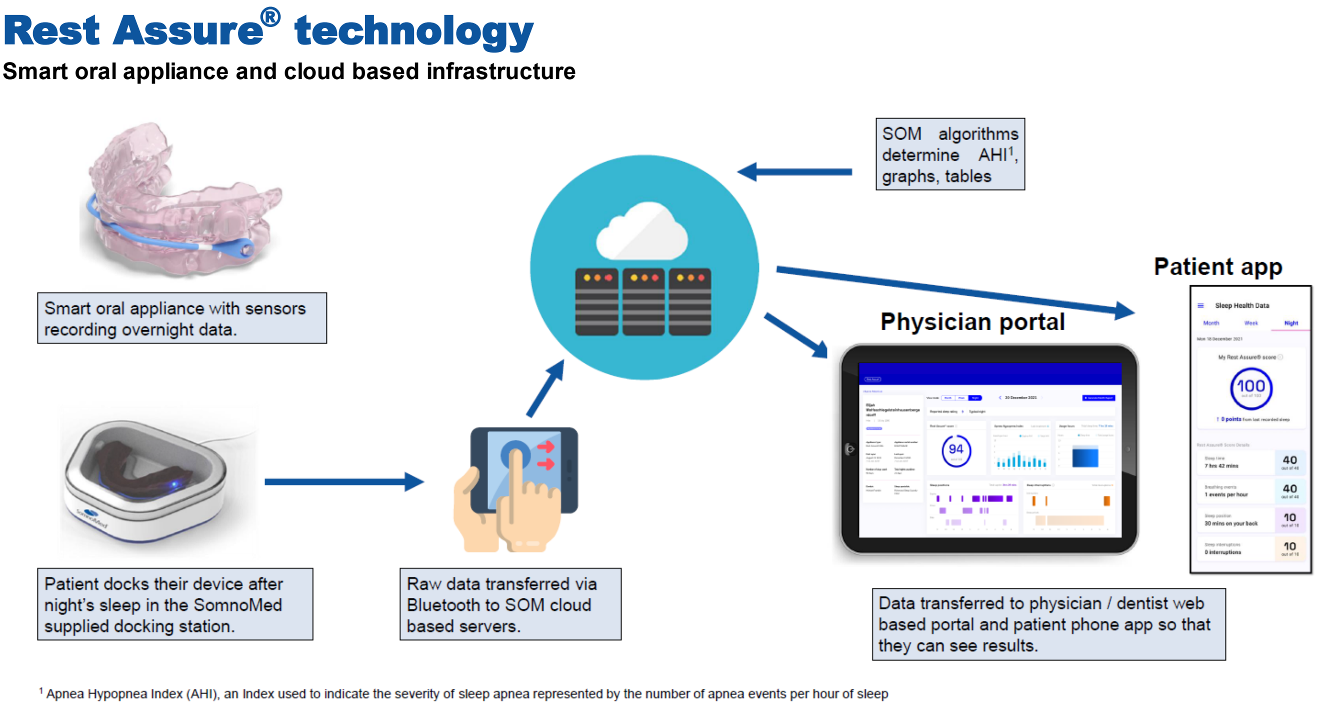
Asia Pacific revenues in FY23 increased +13% versus pcp to $6.1 million (+14% in constant currency terms). Growth in non-device revenues was limited during the first half by the global shortage of raw materials for the manufacturing of SOMTabs (SomnoMed's proprietary cleaning tablets). However, SomnoMed has continued to focus on its clinical education programs and investment in new sales and marketing resources to advance the adoption of oral appliances within the medical sector, while facing the non-reimbursed challenges within a tightening economy.

Total Regional Revenues



[3] Excludes HIC (Health Care Companies) revenue, which is associated with allowances received in the Netherlands which compensates SOM for a portion of lost managed care income in the country due to COVID-19

Rest Assure® Update



The development process for Rest Assure® commenced in early 2020, with the aim of building a connected device providing nightly patient usage and treatment effectiveness data. The resulting Rest Assure® system includes a smart device with in-mouth sensors, cloud-based algorithms, the Rest Assure Healthcare Provider (HCP) portal for physicians and dentists to review patient data, and the Rest Assure® patient app.

The development of a first-in-class integrated hardware and software system of this nature is revolutionary for the OSA market and is a fundamental game-changer. To date, the Rest Assure project team has:

- Generated 240,000 individual documents that now define SomnoMed IP
- Performed 300 different tests to confirm functionality, safety and durability of the Rest Assure® device and software
- Produced 335 test reports and supporting documents required by regulatory agencies
- Conducted the first production run of 400+ Rest Assure® devices
- Completed all reports and documents required for the 510k submission to the US FDA.

SomnoMed has spent considerable time and effort to ensure it is operationally prepared for regulatory approval. All key components to produce the Rest Assure® technology have been secured and our production facility is now finalising the manufacturing process with the production teams. The Company is now focusing on the implementation of manufacturing related IT systems including compliance with patient privacy legislation, quality processes and the development of marketing materials for the upcoming launch. All technical teams will be in place and ready to commercialise Rest Assure® once approvals are granted.

Commercialisation in the United States is expected to commence once these approvals have been received. Due to the different regulatory classifications in Europe, first sales of Rest Assure® are expected during Q2 FY24.

The Year Ahead

We remain extremely proud of your business and its achievements and continue to manage it with immense pride and passionate determination. We are optimistic about SomnoMed's growth prospects as we enter the 2023/24 year as we believe that there is a desperate need for an effective alternative to CPAP and the OAT™ therapy is proven and preferred by patients. The opportunity for your Company remains significant and the investments made will improve SomnoMed's long-term competitive advantage. Sales growth remains a core focus and expanding our sales and marketing capabilities globally, particularly considering the impending Rest Assure® launch, with targeted messaging to the broader medical community founded on the SomnoMed Effectiveness Equation™. This Effectiveness Equation™ highlights the critical message that to achieve an effective long-term medical outcome, both efficacy and compliance need to be considered when evaluating a treatment option. Using the SomnoDent® oral appliance, this equation demonstrates this long-term treatment effectiveness against CPAP.

Outlook

The Company remains optimistic about trading activity levels and the outlook for the commercialisation of Rest Assure® in FY24. SomnoMed is committed to its long-term transformation plans and its FY24 guidance as follows:

- Revenue growth of at least 12%
- EBITDA[4] of at least $3 million
- CAPEX investment of c.$5 million of which technology innovation spend expected to be c.$3 million

We wish to thank SomnoMed's Board members for their sincere and dedicated guidance over the past year. Ms Amrita Blickstead, Mr Michael Gordon, Ms Karen Borg, Mr Hamish Corlett and Mr Hilton Brett have been tireless in their commitment to your Company, providing insight and vision throughout the year. We also wish to thank our Company Secretary, Mr Terry Flitcroft for his commitment and dedication to this company.

We would also like to extend our deepest thanks to our dedicated and talented management team and staff. The team, which is now spread around the world, has, once again, showed the attitude, passion and energy needed at SomnoMed that allows them to help change the lives of our many patients. We also thank the many medical clinicians and dental specialists around the globe who support SomnoMed's long term effective treatment solution.

We are grateful for the ongoing support of our shareholders and are extremely excited for the future of your Company. It is our privilege to guide and lead a company that changes people's lives around the world and helps patients who suffer from OSA to achieve that through improved sleep.

Mr Guy Russo
Chairman

Mr Neil Verdal-Austin
Chief Executive Officer

[4] EBITDA does not include AASB16 lease payments, share/option expenses, unrealised forex gain/(loss) and discontinued operations

DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the Consolidated Entity (referred to hereafter as the 'Consolidated Entity') consisting of SomnoMed Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2023.

Directors

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

Guy Russo

Neil Verdal-Austin

Amrita Blickstead

Hilton Brett

Hamish Corlett

Michael Gordon

Karen Borg

Directors have been in office since the start of the financial year to the date of this report, unless otherwise stated.

Principal Activity

The principal activity of the Consolidated Entity during the financial year was the commercialisation of the SomnoDent® MAS and other oral devices for sleep related disorders in Australia and overseas.

There were no significant changes in the nature of the Consolidated Entity's principal activities during the financial year.

Operating Results

The loss of the Consolidated Entity amounted to $7,994,044 (2022: a loss of $4,436,967). This loss included a loss from the discontinued operation of $132,144 (2022: a loss of $10,664) relating to the Renew Sleep Solutions business, which ceased operations in December 2018. A more detailed review of the operations is contained on pages 1 to 5 of the Annual Report, which accompanies this Directors' Report.

Dividends Paid or Recommended

There are no dividends paid, declared or recommended for the year ended 30 June 2023 (2022: Nil).

Significant Changes in State of Affairs

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

After Reporting Date Events

Mr Darren Collins was appointed as the Company's Chief Financial Officer with effect from 1 August 2023.

On 31 August 2023 the Company announced a $15.5m fully underwritten capital raising comprising an Institutional Placement of $2.5m and a non-renounceable entitlement offer of $13.0m, to strengthen the Company's balance sheet, provide additional working capital and support the continued development and commercialisation of Rest Assure®. The capital raising also enabled a $5m reduction in the Company's debt facility on 22 September 2023 and the establishment of more favourable lending covenants (refer Note 22). The settlement of the capital raise was completed on 28 September 2023.

The directors have not become aware of any matter or circumstance that has arisen since the end of the year to the date of this report that has significantly affected or may affect:

(i) The operations of the Company and the entities that it controls

(ii) The results of those operations, or

(iii) The state of affairs of the Company in subsequent years.

Future Developments

The Company will continue to produce and sell devices for the oral treatment of sleep related disorders in Australia and overseas.

Directors

Guy Russo

Chairman, Non-Executive Director, Member of the Remuneration Committee

Guy Russo is an accomplished business leader with a strong commercial and customer-focussed background working in Australia and internationally. In addition to Chairman of SomnoMed he is Chairman of Guzman y Gomez Mexican Kitchen (GYG), Australia's fastest growing restaurant business. He is a non-executive Director of Scentre Group (ASX: SCG) which owns and operates Westfield Living Centres in Australia and New Zealand and Chairman of OneSky, an international charity for children living in poverty in Asia.

Previously, Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO McDonald's Australia Ltd and Chairman of Ronald McDonald House Children's Charities.

Guy is perhaps most well known in Australia for his leadership in turning Kmart into the largest and most profitable retail department store in the country. He has been a member of YPO since 2006, served as a member of the Business Council of Australia, and won industry awards for leadership in diversity in employment.

Managing Director

Neil Verdal-Austin BComm (Hons), CA

Neil has acted as Chief Executive Officer of the Company since November 2018. He is a most experienced, very dynamic and business focused individual, having worked for medical device companies in South Africa, the UK and in Australia for over 25 years. He has a proven track record in various roles in SomnoMed, with many years of deep involvement in our businesses in Europe, the US and Asia-Pacific.

Amrita Blickstead

Non-Executive Director, Member of the Remuneration Committee, MBA, BME

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

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

Hilton Brett

Non-Executive Director, Member of the Audit Committee BComm, PostGradDipAccy

Hilton is an Operating Advisor at TDM Growth Partners (TDM), a private global investment firm founded in 2004, with offices in Sydney and New York which invests in fast growing companies run by passionate management teams.

Hilton is a Non-Executive Director of Guzman Y Gomez Mexican Taqueria (GYG) and was until recently a director of Pacific Smiles Ltd (PSQ: ASX).

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

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

Hamish Corlett

Non-Executive Director, Chairman of the Remuneration Committee, BComm (Hons), GradDipCouns

Hamish is a founder and director of TDM Growth Partners, a leading private investment firm specializing in long term investments in high growth companies globally. TDM made its first investment in SomnoMed in April 2010 and has been a substantial shareholder in the Company since October 2012.

Prior to TDM, Hamish worked as an Investment Manager at Caledonia Investments, a global fund manager. Hamish also worked in London in an operating role for an ecommerce start up and in Sydney at Caliburn Partnership (now Greenhill) in corporate advisory. Hamish is also a Non-Executive Director QBiotics Group Limited.

Hamish holds a Bachelor of Commerce with Honours Class 1 (Accounting and Finance) from the University of Sydney and a Graduate Diploma of Counselling from the Australian College of Applied Psychologists.

Michael Gordon

Non-Executive Director, Chairman of the Audit Committee, BComm, BAcc, CA

Michael is a Director of K Sleep Holdings Pty Limited ("Koala"), a direct to consumer household goods retailer. Michael was previously the CFO of Different Technologies, a property technology company, and before that Michael was CFO of Rokt, a high-growth marketing technology company with more than US$300m in revenue.

Prior to Rokt, Michael was the Group CFO and MD of Group Services for Greenlit Brands Pty Limited. Greenlit Brands grew from a turnover of A$250m (Freedom) to a A$2.4 billion vertically integrated retailer based in Australia and New Zealand and included the brands, Freedom, Snooze, Fantastic, Plush, OMF, Best & Less and Harris Scarfe.

Prior to Greenlit Brands, Michael spent ten years with PricewaterhouseCoopers in South Africa, the United Kingdom and Australia specialising in the retail and pharmaceutical industries with experience in audit, taxation M&A and IPOs.

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

Karen Borg

Non-Executive Director, Member of the Audit Committee, BA

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

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

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

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

Company Secretary

Terence Flitcroft BComm CA SF FIN

Terence has been Company Secretary since 1995.

Terence is a Chartered Accountant with broad commercial and financial experience and has acted as director and company secretary for a number of private and public companies.

Board Member's Directorships

Listed below are details of other listed public company directorships held by Board Members over the last three years.

Director	Directorship of	Date Appointed	Date Resigned
Guy Russo	The Scentre Group	1 September 2020	-
Neil Verdal-Austin	No other listed public company directorship	-	-
Hilton Brett	Pacific Smiles Group Limited	24 August 2018	30 June 2023
Hamish Corlett	Tyro Payments Limited	18 April 2019	3 November 2021
Michael Gordon	The PAS Group	15 January 2020	28 October 2020
Amrita Blickstead	Audinate Group Limited	1 January 2023	-
Karen Borg	Optiscan Imaging Limited	29 July 2021	-

Directors' Interests in Securities

As at the date of this report, details of Directors who hold shares or options in the Company for their own benefit or who have an interest in holdings through a third party are detailed below.

Director	Shares	Options over Ordinary Shares
Guy Russo*	437,839	370,000
Amrita Blickstead*	114,983	185,000
Hilton Brett*	310,076	185,000
Hamish Corlett*	32,572,382	185,000
Michael Gordon*	113,090	185,000
Neil Verdal-Austin*	1,751,050	910,000
Karen Borg	-	185,000

* Held by the Director or entities associated with the Director and in which the Director has a financial interest.

Meetings of Directors

The number of meetings of the Company's Board of Directors and each board committee held during the year to 30 June 2023 and the number of meetings attended by each director were:

			COMMITTEE MEETINGS			
	DIRECTORS' MEETINGS		AUDIT COMMITTEE		REMUNERATION COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Guy Russo	6	6	-	-	2	2
Amrita Blickstead	6	6	-	-	2	2
Hilton Brett	6	6	2	2	-	-
Hamish Corlett	6	6	-	-	2	2
Michael Gordon	6	6	2	2	-	-
Neil Verdal-Austin	6	6	2	2	-	-
Karen Borg	6	5	2	2	-	-

Indemnifying Directors or Officers

Each Director has entered into a Deed with the Company under which the Director is given access to documentation and in addition is:

- indemnified by the Company to the full extent permitted by law against all liabilities sustained or incurred through acting as a Director (under the Corporations Act the indemnity does not extend to a liability owed to the Company or its related bodies corporate, or which arises out of conduct involving a lack of good faith, or is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act);
- indemnified by the Company to the full extent permitted by law against legal costs and expenses incurred in defending an action for a liability incurred as an officer of the Company (under the Corporations Act the indemnity does not extend to costs incurred in circumstances where the Director is found to have a liability for which the Director cannot be indemnified, or costs of defending or resisting criminal proceedings in which the Director is found guilty or defending proceedings brought by ASIC or a liquidator for a court order where the court holds that the grounds for making the order are established, or costs of proceedings seeking relief for the Director under the Corporations Act where the court denies relief);
- entitled to a loan to meet the costs of defending or responding to any such claim or proceeding; and
- entitled to have the Company maintain and pay premiums in respect of directors' and officers' insurance. Premiums paid in respect of this insurance were $128,469.

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of SomnoMed Limited support and have adhered to key principles of corporate governance.

Please refer to the Corporate Governance Statement of SomnoMed Limited on our website for more information https://somnomed.com/au/about-us/corporate-governance/.

Environmental regulations

The Company's operations are not materially affected by environmental regulations.

Proceedings on Behalf of Company

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

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

Options

At the date of this report there were 4,597,000 (2022: 4,597,000) ordinary shares of SomnoMed Limited under option.

A total of 4,198,500 (2022: 4,198,500) shares issued by the Company pursuant to the Company's Executive Share and Option Plan have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards (refer Note 15 to the accompanying accounts).

A total of 4,597,000 (2022: 4,597,000) options have been issued under the Employee Share Option Plan and Non-Executive Share Option, approved by shareholders in June 2021. Details of options issued to Directors and specified executives are contained on page 15 of this report.

No options were granted over unissued shares during or since the end of the financial year by the Company to directors or any of the specified officers as part of their remuneration.

No options have been exercised by Directors since the end of the last financial year.

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

REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of SomnoMed Limited and for the executives receiving the highest remuneration.

Remuneration Policy

The remuneration policy of SomnoMed Limited has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Consolidated Entity's financial results. The board of SomnoMed Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the Consolidated Entity, as well as create goal congruence between directors, executives and shareholders.

The following table shows the gross revenue and results for the last five years for the listed entity, as well as the share price at the end of the respective financial years. The 2019, 2020, 2021, 2022 and 2023 amounts have been adjusted to exclude the discontinued operations of Renew Sleep Solutions, which ceased operations in December 2018.

	2019	2020	2021	2022	2023
Revenue	$58,892,033	$57,296,293	62,706,352	72,580,403	83,616,164
Net profit/(loss)	($39,386)**	($438,310)**	(1,083,061)**	(4,426,303)**	(7,866,900)**
Share price at year end	$1.45	$1.20	$2.21	$1.21	$0.96
Earnings per share (cents)	(0.07)*	(0.69)*	(1.38)*	(5.63)*	(10.01)*

* Earnings per share – continuing operations

** The 2019, 2020, 2021, 2022 and 2023 amounts have been adjusted to exclude the discontinued operations of Renew Sleep Solutions, which ceased operations in December 2018.

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the Consolidated Entity is as follows:

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the remuneration committee, which was the entire board until 24th August 2020, and since that time has consisted of three non-executive directors. All executives receive a total remuneration package, which may include a base salary (commensurate with their expertise and experience), superannuation, fringe benefits, options and performance incentives. The remuneration committee reviews executive packages annually by reference to the Consolidated Entity's performance and executive performance.

The performance of executives is measured with each executive and is based predominantly on the forecast growth of the Company's financial performance, the achievement of the annual budget for their respective areas and shareholders' value. All bonuses and incentives are linked to predetermined performance criteria. Changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in the achievement of annual targets and building long-term growth in shareholder wealth.

Directors and executives are also entitled to participate in the employee option arrangements. Share Option Plans for both employees and non-employees were approved by shareholders at the General Meeting held in June 2021.

Senior executives in Australia receive a superannuation guarantee contribution required by the government, which is currently 10.5%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Options are valued using the Black-Scholes methodology and Monte-Carlo methodology.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The remuneration committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Fees for non-executive directors are not linked to the performance of the Consolidated Entity. However, to align directors' interests with shareholder interests, the directors may hold options in the Company.

Performance Based Remuneration

As part of senior executives' remuneration packages there is a performance-based component, consisting of key performance indicators (KPIs). The intention of this program is to facilitate goal congruence between executives with that of the business and shareholders. The KPIs are set annually, with a certain level of consultation with executives. The measures are specifically tailored to the areas each executive is involved in and has a level of control over but are also linked to the overall results achieved by the Company. KPIs target areas are typically linked to areas and results which will improve the performance of the Company, covering financial and non-financial as well as short- and long-term goals. The level set for each KPI is based on budgeted figures for the group.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the KPIs achieved. Following the assessment, the KPIs are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the group's goals and shareholder wealth, before the KPIs are set for the following year.

KPIs relating to short-term incentives (STIs) relate to performance benchmarks against measured targets designed to reward superior performance and are only rewarded when performance hurdles are met. In most cases this is linked to the achievement of the annual budget for a certain region, country or functional area. However, the benchmarks for STI hurdles might vary from year to year. The current year performance hurdles include the measurement of performance against financial budgets and a number of other items relevant to the particular employee's role.

The major long-term incentives (LTIs) for employees are related to equity and options granted to senior executives pursuant to the Company's Executive Share and Option Plan. Employees are invited to participate in this plan on an annual basis. The Remuneration Committee sets the overall quantum of shares to be issued and approves the allocation to each individual on the basis of recommendations it receives from the CEO and the heads of regional and global departments. The performance of the executive in the financial year gone by is an important factor which is taken into consideration in determining the allocation to each employee, however, the main criteria are the importance of the role an individual plays and his or her value to the future development of our company. Vesting conditions apply to units issued under the Company's Employee Share Trust and units vest progressively over a number of years. This provides employees with a long-term incentive to continue to add value to the Company's operations and remain employed with SomnoMed.

In determining whether or not a KPI has been achieved, SomnoMed Limited bases the assessment on audited figures where appropriate.

A total of 4,597,000 options have been issued under the new Employee Share Option Plan and Non-Executive Share Option Plan, approved by shareholders in June 2021. Details of options issued to Directors and specified executives are contained on page 15 of this report.

The options issued under these plans vest over 5 years from their Issue Date, provided that the volume weighted average price of an ordinary share in the Company for the 20 day period ending on the Test Date is at least equal to $3.50 (the **Threshold**):

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

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

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

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

Company Performance, Shareholder Wealth and Directors' and Executives' Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives. There have been two methods applied in achieving this aim, the first being a performance-based bonus based on key performance indicators, and the second being the issue of options to directors and executives to encourage the alignment of personal and shareholder interests. The Company believes this policy is effective in increasing shareholder wealth over the medium term.

The board will review its remuneration policy annually to ensure it is effective.

Employment Contracts of Directors and Senior Executives

The employment conditions of specified executives are formalised in contracts of employment or its wholly owned subsidiary. All executives are permanent employees of SomnoMed. Each non fixed term contract states it can be terminated by the Company by giving up to six months' notice and by paying a redundancy of between three to six months. For fixed term contracts refer to Executives' Remuneration table on page 16.

Performance Income as a proportion of Total Remuneration

Senior executives are paid performance-based bonuses based on a proportion of their total remuneration package. The remuneration committee has set these bonuses to encourage achievement of specific goals that have been given a high level of importance in relation to the future growth and financial performance of the Consolidated Entity. The remuneration committee will review the performance bonuses to gauge their effectiveness against achievement of the set goals, and adjust future years' incentives as they see fit, to ensure use of the most cost effective and efficient methods.

All senior executives' remuneration for the year ended 30 June 2023 had a fixed component and a variable component of their overall remuneration, with the variable part of their remuneration paid subject to a performance condition.

Options issued as part of remuneration for the year ended 30 June 2023

During the year nil (2022: 175,000) options were issued to the Executive KMP's as part of their remuneration.

Directors' remuneration

The following table discloses the remuneration of Directors of the Company for the year ended 30 June 2023, as specified for disclosure by AASB 124. The information contained in this table is audited.

	Short-term Benefits		Post- Employment Benefits	Long-term Benefits			
Director	Salary & Fees $	Other $	Superannuation $	Long Service Leave $	Termination Benefits $	Equity Settled Share Based Payment $	Total $
Guy Russo							
- 2022	90,909	-	9,091	-	-	84,227	184,227
- 2023	90,909	-	9,545	-	-	84,227	184,681
Amrita Blickstead							
- 2022	45,455	-	4,545	-	-	40,978	90,978
- 2023	45,455	-	4,773	-	-	40,978	91,206
Hilton Brett							
- 2022	45,455	-	4,545	-	-	40,978	90,978
- 2023	45,455	-	4,773	-	-	40,978	91,206
Hamish Corlett							
- 2022	45,455	-	4,545	-	-	40,978	90,978
- 2023	45,455	-	4,773	-	-	40,978	91,206
Michael Gordon							
- 2022	45,455	-	4,545	-	-	42,113	92,113
- 2023	45,455	-	4,773	-	-	42,113	92,341
Neil Verdal-Austin (1)							
- 2022	505,233	223,000	57,682	23,714	-	230,632	1,040,261
- 2023	550,951	-	27,500	16,973	-	221,933	817,357
Karen Borg							
- 2022	45,455	-	4,545	-	-	40,978	90,978
- 2023	45,455	-	4,773	-	-	40,978	91,206
TOTAL 2022	**823,417**	**223,000**	**89,498**	**23,714**	**-**	**520,884**	**1,680,513**
TOTAL 2023	**869,135**	**-**	**60,910**	**16,973**	**-**	**512,185**	**1,459,203**

(1) Mr Verdal-Austin became an Executive Director of SomnoMed Limited on 24th August 2020. All of Neil's remuneration as CEO and Director has been disclosed under Director's remuneration.

Shareholdings

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

	Balance 1.7.22	Held at date of appointment/ resignation	Issued/ Acquired	Sold	Balance 30.6.23
Guy Russo	347,000	-	-	-	347,000
Amrita Blickstead	62,768	-	28,359	-	91,127
Hilton Brett (5)	210,873	-	-	-	210,873
Hamish Corlett	22,181,065	-	130,094	-	22,311,159
Michael Gordon	50,000	-	-	-	50,000
Neil Verdal-Austin(1)	1,709,400	-	-	-	1,709,400
Karen Borg	-	-	-	-	-
Hervé Fiévet(2)	196,000	-	-	(21,000)	175,000
Mark Harding(3)	144,692	-	-	-	144,692
Matthew Conlon(4)	85,000	-	-	-	85,000
	24,986,798	-	158,453	(21,000)	25,124,251
Less shares issued under the Employee Share Trust Plan (1)(2) (3) (4)	(1,775,000)	-	-	-	(1,775,000)
	23,211,798	-	158,453	(21,000)	23,349.251

(1) Includes nil (2022: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 15). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(2) Includes nil (2022: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 15). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards. Mr Fiévet resigned 31 July 2023

(3) Includes nil (2022: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 15). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(4) Includes nil (2022: nil) shares issued during the year by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 15). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(5) Mr Brett previously had a relevant interest in 503,120 shares through a unit trust. On 15 June 2022, a restructuring of the trust was undertaken, whereby shares were transferred to two other entities, which were owned or controlled by Mr Brett, which altered Mr Brett's relevant interest in shares held. This restructuring was not reflected in last year's Annual Report and the opening balance this year has been adjusted to reflect the restructuring and a shareholding of 210,873 shares as at 30 June 2022.

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

Options and Rights Holdings

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

	Balance 1.7.22	Held at date of appointment/ resignation	Granted as Remuneration	Exercised or Lapsed or Sold	Balance 30.6.23	Total Vested 30.6.23	Total Exercisable	Total Un-exercisable
Guy Russo(1)	370,000	-	-	-	370,000	-	-	370,000
Amrita Blickstead	185,000	-	-	-	185,000	-	-	185,000
Hilton Brett	185,000	-	-	-	185,000	-	-	185,000
Hamish Corlett(2)	185,000	-	-	-	185,000	-	-	185,000
Michael Gordon(3)	185,000	-	-	-	185,000	-	-	185,000
Neil Verdal-Austin	910,000	-	-	-	910,000	-	-	910,000
Karen Borg	185,000	-	-	-	185,000	-	-	185,000
Hervé Fiévet	472,000	-	-	-	472,000	-	-	472,000
Mark Harding	346,000	-	-	-	346,000	-	-	346,000
Matthew Conlon	407,000	-	-	-	407,000	-	-	407,000
Marco Van Kleef	175,000	-	-	-	175,000	-	-	175,000
Total	3,605,000	-	-	-	3,605,000	-	-	3,605,000
Issued shares treated as options in these accounts(4)(5)(6)(7) (refer table above and Note 15)								
Neil Verdal-Austin(4)	1,395,000	-	-	-	1,395,000	1,002,500	1,002,500	392,500
Hervé Fiévet(5)	175,000	-	-	-	175,000	60,000	60,000	115,000
Mark Harding(6)	120,000	-	-	-	120,000	30,000	30,000	90,000
Matthew Conlon(7)	85,000	-	-	-	85,000	17,500	17,500	67,500
Total	5,380,000	-	-	-	5,380,000	1,110,000	1,110,000	4,270,000

(1) Held by an entity associated with Mr Russo.

(2) Held directly by Mr Hamish Corlett.

(3) Held by an entity associated with Mr Gordon.

(4) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards.

(5) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. Mr Fiévet resigned on 31 July 2023.

(6) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards.

(7) The options were issued by the Company pursuant to the Company's Executive Share and Option Plan and have been treated as share-based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards.

Options and Rights Holdings (continued)

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

Executives' remuneration

The following table discloses the remuneration of the specified executives of the company and the Consolidated Entity for the year ended 30 June 2023, as specified for disclosure by AASB 124. The information in this table is audited.

	Short-term Benefits			Post-Employment Benefits	Long-term Benefits			
Executive	**Salary & Fees**	**Bonuses**	**Other**	**Superannuation**	**Long service leave**	**Share-based Payment (1)**	**Termination Benefits**	**Total**
Hervé Fiévet (2)								
- 2023	367,547	-	-	27,500	3,010	92,456	-	490,513
- 2022	308,297	79,020	-	34,275	1,454	88,522	-	511,568
Matthew Conlon (3)								
- 2023	483,631	-	20,797	42,624	-	76,723	-	623,775
- 2022	414,444	41,444	27,176	12,591	-	73,536	-	569,191
Mark Harding (4)								
- 2023	341,213	59,211	-	27,500	5,511	71,945		505,380
- 2022	308,600	81,900	-	34,275	506	65,657	-	490,938
Marco Van Kleef (5)								
- 2023	404,684	56,721	1,952	30,538	-	31,619	-	525,514
- 2022	228,371	-	41,155	18,886	-	31,619	-	320,031
TOTAL 2023	**1,597,075**	**115,932**	**22,749**	**128,162**	**8,521**	**272,743**	**-**	**2,145,182**
TOTAL 2022	**1,259,712**	**202,364**	**68,331**	**100,027**	**1,960**	**259,334**	**-**	**1,891,728**

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

(2) This executive had a permanent contract with a termination payout of two months. Resigned 31 July 2023.

(3) This executive has a contract with a duration at will and a termination payout of three months. This contract has a notice of termination of up to 30 days with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

(4) This executive has a permanent contract with a termination payout of three months. This contract has a notice of termination of 3 months with a restraint of trade condition of 12 months from termination date. This restraint covers any business same or similar on a worldwide basis.

(5) Commenced employment on 1st November 2021.

For the year ended 30 June 2023 the Company had four (2022 – four) persons employed who were deemed to be specified executives.

The key management personnel of the consolidated group comprise the directors and the specified executives.

Bonuses are awarded as part of the consolidated group's incentive scheme for the retention of key executives and are awarded as at year end. All bonuses have vested and the pre-requisites for the receipt of the award have been satisfied.

The terms and conditions relating to options granted as remuneration during the year to key management personnel are disclosed in Note 24.

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

	Fixed remuneration		At risk – STI		At risk – LTI	
Name	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
Directors:						
Guy Russo	54%	100%	0%	0%	46%	0%
Amrita Blickstead	55%	100%	0%	0%	45%	0%
Hilton Brett	55%	100%	0%	0%	45%	0%
Hamish Corlett	55%	100%	0%	0%	45%	0%
Michael Gordon	54%	100%	0%	0%	46%	0%
Neil Verdal-Austin	73%	100%	0%	0%	27%	0%
Karen Borg	55%	100%	0%	0%	45%	0%
Other Key Management Personnel:						
Hervé Fiévet**	81%	100%	0%	0%	19%	0%
Matthew Conlon	88%	100%	0%	0%	12%	0%
Mark Harding	74%	100%	12%	0%	14%	0%
Marco Van Kleef*	83%	100%	11%	0%	6%	0%

* Mr Van Kleef commenced employment on 1st November 2021

** Resigned 31 July 2023

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

	Cash bonus paid/payable		Cash bonus forfeited	
Name	**2023**	**2022**	**2023**	**2022**
Directors:				
Guy Russo	-	-	-	-
Amrita Blickstead	-	-	-	-
Hilton Brett	-	-	-	-
Hamish Corlett	-	-	-	-
Michael Gordon	-	-	-	-
Neil Verdal-Austin	-	100%	100%	100%
Karen Borg	-	-	-	-
Other Key Management Personnel:				
Hervé Fiévet**	-	100%	100%	100%
Matthew Conlon	-	100%	100%	100%
Mark Harding	62%	100%	38%	100%
Marco Van Kleef*	61%	100%	39%	100%

* Mr Van Kleef commenced employment on 1st November 2021

** Resigned 31 July 2023

This concludes the Remuneration Report which has been audited.

Other Information

Environmental, Social and Governance (ESG) Statement

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

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

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

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

Non-audit Services

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

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

Fees of $6,520 (2022: $16,755) for tax and other services were paid/payable to the external auditors during the year ended 30th June 2023.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30th June 2023 is set out on page 65 of this annual report.

Signed in accordance with a resolution of the Board of Directors pursuant to section 298(2)(a) of the *Corporations Act 2001.*

Guy Russo

Chairman

28 September 2023

SOMNOMED LIMITED

ACN 003255221

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

	NOTE	2023 $	2022 $
Continuing operations			
Revenue from sale of goods and services, net of discounts	5	83,616,164	72,580,403
Cost of sales		(31,694,464)	(28,301,655)
Gross margin		51,921,700	44,278,748
Sales and marketing expenses		(24,491,238)	(19,740,159)
Administrative expenses		(13,114,322)	(12,622,481)
Operating profit before corporate, research and business development expenses, other items of income and expenses and income tax		14,316,140	11,916,108
Corporate, research and business development expenses		(12,236,466)	(10,921,023)
Interest income	5	2,008	430
Share based payments	24c	(1,035,349)	(1,190,352)
Depreciation and amortisation	34	(5,116,954)	(3,936,190)
Government grants and other income	5	3,324	286,033
Other expense		-	-
Interest expense	30	(2,626,697)	(380,327)
Unrealised foreign exchange loss		(351,269)	729,625
Loss before income tax		**(7,045,263)**	**(3,495,696)**
Income tax expense attributable to operating loss	7	(821,637)	(930,607)
Loss after income tax from continuing operations		**(7,866,900)**	**(4,426,303)**
Discontinued operation			
Loss from discontinued operation		(132,144)	(10,664)
Net loss for the Group		**(7,999,044)**	**(4,436,967)**
Other comprehensive loss			
Items that may be reclassified subsequently to profit or loss			
Foreign exchange translation difference for foreign operations		983,677	(1,138,064)
Other comprehensive loss for the year, net of tax		983,677	(1,138,064)
Total comprehensive loss for the year attributable to the owners of SomnoMed Limited		**(7,015,367)**	**(5,575,031)**

SOMNOMED LIMITED

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023 (continued)

	NOTE	2023 $	2022 $
Earnings per share			
Basic earnings per share (cents)	21	(10.18)	(5.65)
Diluted earnings per share (cents)	21	(10.18)	(5.65)
Earnings per share – continuing operations			
Basic earnings per share (cents)	21	(10.01)	(5.63)
Diluted earnings per share (cents)	21	(10.01)	(5.63)
Earnings per share – discontinued operation			
Basic earnings per share (cents)	21	(0.17)	(0.01)
Diluted earnings per share (cents)	21	(0.17)	(0.01)

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

SOMNOMED LIMITED

ACN 003255221

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2023

	NOTE	2023	2022
ASSETS		**$**	**$**
Current Assets			
Cash and cash equivalents	8	11,956,406	15,644,331
Trade and other receivables	9	11,123,766	11,313,650
Inventories	10	4,100,122	3,089,324
Lease receivables		315,379	267,953
Total Current Assets		27,495,673	30,315,258
Non-Current Assets			
Trade and other receivables		39,910	264,004
Property, plant and equipment	11	6,230,260	4,440,101
Intangible assets	12	18,974,198	15,447,516
Deferred tax assets	7c	3,251,745	2,950,977
Right-of-use assets	29	6,499,653	4,675,691
Total Non-Current Assets		34,995,766	27,778,289
Total Assets		62,491,439	58,093,547
LIABILITIES			
Current Liabilities			
Trade and other payables	13	12,229,597	12,854,260
Borrowings	22	313,034	4,877,475
Lease liabilities	23	2,256,307	1,779,819
Provisions	14	3,102,426	3,152,980
Current tax liability	7f	458,279	1,110,374
Total Current Liabilities		18,359,643	23,774,908
Non-Current Liabilities			
Borrowings	22	16,356,185	2,013,461
Lease liabilities	23	4,585,201	3,339,572
Provisions	14	787,036	1,177,371
Total Non-Current Liabilities		21,728,422	6,530,404
Total Liabilities		40,088,065	30,305,312
Net Assets		**22,403,374**	**27,788,235**
EQUITY			
Issued capital	15	74,271,419	74,271,419
Reserves	16	10,426,890	7,812,707
Accumulated losses		(62,294,935)	(54,295,891)
Total Equity		**22,403,374**	**27,788,235**

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

SOMNOMED LIMITED

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023

	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Total
	$	$	$	$	$
Balance at 1 July 2022	**74,271,419**	**7,812,707**	**(54,295,891)**	**27,788,235**	**27,788,235**
Loss after income tax expense for the year	-	-	(7,999,044)	(7,999,044)	(7,999,044)
Other comprehensive loss for the year, net of tax	-	983,678	-	983,678	983,678
Total comprehensive loss for the year	-	983,678	(7,999,044)	(7,015,366)	(7,015,366)
Transactions with owners in their capacity as owners:					
Share option reserve on recognition of remuneration options	-	1,035,349	-	1,035,349	1,035,349
Revaluation of defined benefit retirement fund liability	-	595,156	-	595,156	595,156
Balance at 30 June 2023	**74,271,419**	**10,426,890**	**(62,294,935)**	**22,403,374**	**22,403,374**

	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Total
	$	$	$	$	$
Balance at 1 July 2021	**74,256,794**	**7,760,420**	**(49,858,913)**	**32,158,301**	**32,158,301**
Loss after income tax expense for the year	-	-	(4,436,967)	(4,436,967)	(4,436,967)
Other comprehensive loss for the year, net of tax	-	(1,138,064)	-	(1,138,064)	(1,138,064)
Total comprehensive loss for the year	-	(1,138,064)	(4,436,967)	(5,575,031)	(5,575,031)
Transactions with owners in their capacity as owners:					
Shares issued during the period*	14,625	-	-	14,625	14,625
Share option reserve on recognition of remuneration options	-	1,190,352	-	1,190,352	1,190,352
Capital reserve adjustment	-	(1)	(11)	(12)	(12)
Balance at 30 June 2022	**74,271,419**	**7,812,707**	**(54,295,891)**	**27,788,235**	**27,788,235**

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

* Shares issued during the period represents receipt of funds from the Employee Share Trust for previously issued shares.

SOMNOMED LIMITED

ACN 003255221

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2023

	NOTE	2023 $	2022 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		83,986,231	71,469,620
Payments to suppliers and employees (inclusive of GST)		(84,244,856)	(68,503,593)
Interest received		7,360	10,930
Interest paid	31	(1,854,198)	(380,327)
Income tax paid		(1,774,741)	(738,940)
Net cash (outflow)/inflow from operating activities	20a	(3,880,204)	1,857,690
Cash flows from investing activities			
Proceeds from term deposits		-	316,565
Payments for intangible assets		(3,276,223)	(7,780,073)
Payments for property, plant and equipment		(3,138,359)	(1,008,260)
Net cash outflow from investing activities		(6,414,582)	(8,471,768)
Cash flows from financing activities			
Proceeds from borrowings		15,403,862	4,542,710
Repayment of borrowings		(6,344,978)	-
Proceeds from issue of shares	15	-	14,625
Payment of finance lease	31	(2,450,978)	(2,465,158)
Net cash inflow from financing activities		6,607,907	2,092,177
Net decrease in cash and cash equivalents		(3,686,880)	(4,521,901)
Cash at beginning of the financial year		15,644,331	21,109,841
Exchange rate adjustment		(1,044)	(943,609)
Cash at the end of the financial year	8	11,956,406	15,644,331

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

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

1. REPORTING ENTITY

SomnoMed Limited is a company domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2023 comprise the Company and its controlled entities (together referred to as the Consolidated Entity). The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders.

2. BASIS OF PREPARATION

a. Statement of compliance

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act 2001 as appropriate for profit oriented entities. The financial report of the Consolidated Entity and the financial report of the Company comply with International Financial Reporting Standards and Interpretations adopted by the International Accounting Standards Board.

b. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for derivative financial instruments, which are measured at fair value.

c. Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company’s functional currency.

d. Use of judgements and estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise stated, and have been applied consistently by all entities in the Consolidated Entity.

a. Basis of Consolidation

Controlled entities

Controlled entities are entities controlled by the Company. Control exists when the Company has power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of controlled entities are included in the consolidated financial statements from the date that control commences until the date that control ceases. Investments in controlled entities are carried at their cost of acquisition less any impairment in the Company's financial statements.

Transactions eliminated on consolidation

Intra-group balances and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

a. Basis of Consolidation (continued)

Business combinations (continued)

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is re-measured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

b. Income Recognition

Revenues are recognised at fair value of the consideration received net of the amount of goods and services tax (GST).

Sales revenue

Revenue derived from the sale of devices for the treatment of sleep related disorders and related products is recognised at the point in time when the performance obligations are satisfied, which usually occurs after final quality control is passed and goods are ready for pick up by customers. Warranties are not considered as separate performance obligations.

Government Grants

Government Grants are recognised on the consolidated statement of profit or loss there is reasonable assurance that the entity will comply with the conditions attaching to them, and the grant will be received (AASB120, paragraph 7). Such grants are presented on a Gross Basis under Government Grants on the consolidated statement of profit or loss.

Other income

Other income is recognised on a systematic basis over the periods necessary to match it with the related costs for which it is intended to compensate or, if the costs have already been incurred, in the period in which it becomes receivable. The income is deemed to be receivable when the entitlement is confirmed.

c. Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the relevant taxation authority is included as a current asset or liability in the consolidated statement of financial position. Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the relevant taxation authority are classified as operating cash flows.

d. Foreign Currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of controlled entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary transactions denominated in foreign currencies that are stated at historical cost are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at the foreign exchange rates ruling at the date the fair value was determined. Foreign exchange differences arising on translation are recognised in the consolidated statement of profit or loss and other comprehensive income.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d. Foreign Currency

Financial statements of foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, generally are translated to the functional currency at foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to the functional currency at rates approximating the foreign exchange rates ruling at the dates of transactions. Foreign currency differences arising from translation of controlled entities with a different functional currency to that of the Consolidated Entity are recognised in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount of its FCTR is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the FCTR.

e. Financial Instruments

Derivative financial instruments

The Consolidated Entity does not currently hold derivative financial instruments to hedge its exposure to foreign exchange risk arising from operating, investing and financing activities. In accordance with its treasury policy, the Consolidated Entity does not hold or issue derivative financial instruments for trading purposes. However, derivatives are not hedge accounted and are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value. Attributable transaction costs are recognised in the consolidated statement of profit or loss when incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value with changes in fair value accounted for in the consolidated statement of profit or loss.

Non-derivative financial assets and liabilities

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, borrowings, lease liabilities and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through the consolidated statement of profit or loss, any attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

Trade and other receivables

Trade receivables are recognised when the control of ownership of the underlying sales transactions have passed to the customer in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components when they are recognised at fair value. The Consolidated Entity holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Other receivables arise principally from financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition on issue and are subsequently recognised at amortised cost using the effective interest rate method, less allowance for expected credit losses (see accounting policy (g)).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

e. Financial Instruments

Trade and other payables

Trade and other payables are stated at amortised cost.

Trade and other payables represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial period that are unpaid when the Consolidated Entity becomes obliged to make future payments in respect of the purchase of those goods and services. The amounts are unsecured and are usually paid within 30 to 60 days of purchase. They are recognised initially at the fair value and subsequently measured at amortised cost using the effective interest method.

Determination of fair values

The fair value of forward exchange contracts is based upon the listed market price, if available. If a listed market price is not available, the fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate based upon government bonds.

Other

Other non-derivative financial instruments are measured at amortised cost using the effective interest rate method, less any allowance for expected credit losses.

f. Provisions

A provision is recognised in the consolidated statement of financial position when the Consolidated Entity has a present legal or constructive obligation as a result of a past event that can be measured reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Warranties

Provisions for warranty claims are made for claims in relation to sales made prior to the reporting date, based on historical claim rate, respective product populations and average costs of returns and repairs. Warranty periods on MAS devices are dependent on individual market and regulatory conditions in different countries.

Make good lease costs

The Consolidated Entity has leases on its premises that require the premises to be returned to the lessor in its original condition. The operating lease payments do not include an element for the repairs/overhauls. A provision for make good lease costs is recognised at the time it is determined that it is probable that such costs will be incurred in a future period, measured at the expected cost of returning the asset to the lessor in its original condition. An offsetting asset of the same value is also recognised and is classified in property, plant and equipment. This asset is amortised to the consolidated statement of profit or loss.

Onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Impairment

The carrying amounts of the Consolidated Entity's assets, other than inventories (see accounting policy 3(i)), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below).

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the consolidated statement of profit or loss unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the consolidated statement of profit or loss. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit or a group of units and then, to reduce the carrying amount of the other assets in the unit or a group of units on a pro-rata basis.

The Consolidated Entity’s trade and other receivables at year end are assessed under the impairment requirements which use an expected credit loss (ECL) model to recognise an allowance. Impairment is measured using a 12-month ECL model unless the credit risk on a financial asset has increased significantly since initial recognition in which case the lifetime ECL method is adopted.

Other assets

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash flows from continuing use that are largely independent of the cash flows of other assets or groups of assets (cash generating units). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to the cash generating units that are expected to benefit from the synergies of the combination. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

h. Property, Plant and Equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy (g)). An asset's cost is determined as the consideration provided plus incidental costs directly attributable to the acquisition. Subsequent costs in relation to replacing a part of property, plant and equipment are recognised in the carrying amount of the item if it is probable that future economic benefits embodied within the part will flow to the Consolidated Entity and its cost can be measured reliably. All other costs are recognised in the consolidated statement of profit or loss as incurred.

Depreciation

Depreciation is recognised in the consolidated statement of profit or loss on a straight-line basis. Items of property, plant and equipment, including leasehold assets, are depreciated using the straight-line method over their estimated useful lives, taking into account estimated residual values. Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use. Depreciation rates and methods, useful lives and residual values are reviewed at each reporting date. When changes are made, adjustments are reflected prospectively in current and future financial periods only. The estimated useful lives in the current and comparative periods are as follows:

Leasehold improvements	1 – 3 years
Plant & equipment	3 – 20 years

i. Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and selling, marketing and distribution expenses. Cost is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

j. Intangibles

Goodwill

All business combinations are accounted for by applying the acquisition method. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is tested annually for impairment. Negative goodwill arising on an acquisition is recognised directly in the consolidated statement of profit or loss.

Other intangible assets

Intellectual property acquired is stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy (g)).

Subsequent expenditure

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortisation

Amortisation is recognised in the consolidated statement of profit or loss on a straight-line basis over the estimated useful lives of the intangible assets from the date they are available for use unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment annually. The estimated useful lives for the current and comparative periods are as follows:

Patents and trademarks	10 years
Product development expenditure capitalised	5 years

Research and development expenditure

Research and development expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably. Development costs have a finite life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 2-5 years.

k. Employee benefits

Wages, salaries and annual leave

Provisions for employee benefits for wages, salaries and annual leave expected to settle within 12 months of the year end represent present obligations resulting from employees' services provided up to reporting date, calculated at undiscounted amounts based on remuneration wage and salary rates that the Consolidated Entity expects to pay as at reporting date including related on-costs, such as workers' compensation insurance and payroll tax.

Other long-term employee benefits

The provision for annual leave and long service leave not expected to be settled within 12 months of the reporting date are recognised in non-current provisions, provided there is an unconditional right to defer settlement of the liability. The provision is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k. Employee benefits (continued)

Share based payments

The Company has granted options to certain directors and employees. The fair value of options and shares granted is recognised as a share and option expense with a corresponding increase in equity. The fair value is measured at the date the options or shares are granted taking into account market-based criteria and expensed over the vesting period after which the employees become unconditionally entitled to the options and shares. The fair value of the options granted is measured using either Black-Scholes method or Monte-Carlo method, taking into account the terms and conditions attached to the options. The fair value of the performance shares granted is measured using the weighted average share price of ordinary shares in the Company, taking into account the terms and conditions attached to the shares. The amount recognised as an expense is adjusted to reflect the actual number of options and shares that vest except where forfeiture is due to market related conditions.

l. Taxation

Income tax expense in the consolidated statement of profit or loss for the periods presented comprises current and deferred tax. Income tax is recognised in the consolidated statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is calculated using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of goodwill and other assets or liabilities in a transaction that affects neither accounting nor taxable profit nor differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based upon the laws that have been enacted at reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity or on a different tax entity but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

m. Interest income and expense

Interest income is recognised as it accrues in the consolidated statement of profit or loss using the effective interest method. Interest expenses are recognised in the period in which they are incurred.

n. Earnings per share

The Consolidated Entity presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the net profit or loss attributable to equity holders of the parent for the financial period, after excluding any costs of servicing equity (other than ordinary shares) by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue.

Diluted EPS is calculated using the basic EPS earnings as the numerator. The weighted average number of shares used as the denominator is adjusted by the after-tax effect of financing costs associated with the dilutive potential ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares adjusted for any bonus issue.

o. Segment Reporting – Determination and presentation of operating segments

An operating segment is a component of the Consolidated Entity that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Consolidated Entity’s other components if separately reported and monitored. An operating segment’s operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate head office results.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p. Accounting judgements and estimates

Management discussed with the Audit Committee the development, selection and disclosure of the Consolidated Entity's critical accounting policies and estimates and the application of these policies and estimates.

Key sources of estimation uncertainty

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is described in the following areas:

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model or Monte-Carlo model, taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 3 (g). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p. Accounting judgements and estimates (continued)

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

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

Recovery of deferred tax assets

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

Employee benefits provision

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

Lease make good provision

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

Warranty provision

In determining the level of provision required for warranties the consolidated entity has made judgements in respect of the expected performance of the products, the number of customers who will actually claim under the warranty and how often, and the costs of fulfilling the conditions of the warranty. The provision is based on estimates made from historical warranty data associated with similar products and services.

Recoverability of receivables

The Consolidated Entity assesses at the end of each reporting period whether there is objective evidence that the receivables are impaired. The recoverable amount of the receivables is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (that is, the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted. An allowance for expected credit losses of receivables is based on the historical default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Developmental costs

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

q. Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any income tax benefit.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

r. New, revised or amending Accounting Standards and Interpretations adopted

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

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

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

Conceptual Framework for Financial Reporting (Conceptual Framework)

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

s. Current and non-current classification

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

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

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

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

t. Fair value measurement

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

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

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t. Fair value measurement (continued)

Fair value measurement hierarchy

The Consolidated Entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Borrowings

Borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

u. Right-of-use assets

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

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

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

v. Lease liabilities

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

w. Discontinued operations

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

4. FINANCIAL RISK MANAGEMENT

Overview

The Company and Consolidated Entity have exposure to the following risks from the use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Currency risk
- Interest rate risk

This note presents information about the Company's and the Consolidated Entity's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the risk management and monitors operational and financial risk management throughout the Consolidated Entity. Monitoring risk management includes ensuring appropriate policies and procedures are published and adhered to. The Management reports to the Audit Committee.

The Board aims to manage the impact of short-term fluctuations on the Company's and the Consolidated Entity's earnings. Over the longer term, permanent changes in market rates will have an impact on earnings.

The Company and the Consolidated Entity are exposed to risks from movements in exchange rates and interest rates that affect revenues, expenses, assets, liabilities and forecast transactions. Financial risk management aims to limit these market risks through ongoing operational and finance activities.

Exposure to credit, foreign exchange and interest rate risks arises in the normal course of the Company's and the Consolidated Entity's business. The Audit Committee oversees adequacy of the Company’s risk management framework in relation to the risks faced by the Company and the Consolidated Entity.

Credit Risk

Credit risk is the risk of financial loss to the Company or the Consolidated Entity if a customer, controlled entity or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's and the Consolidated Entity's receivables from customers.

Trade and other receivables

The Company's and Consolidated Entity's exposure to credit risk is influenced mainly by the geographical location and characteristics of individual customers. The Consolidated Entity does not have a significant concentration of credit risk with a single customer.

Policies and procedures of credit management and administration of receivables are established and executed at a regional level. Individual regions deliver reports to management and the Board on debtor ageing and collection activities on a monthly basis.

In monitoring customer credit risk, the ageing profile of total receivables balances is reviewed by management by geographic region on a monthly basis. Regional management are responsible for identifying high risk customers and placing restrictions on future trading, including suspending future shipments and administering dispatches on a prepayment basis.

The Company and the Consolidated Entity have established an allowance for impairment that represents their estimate of expected losses in respect of trade and other receivables based on the ECL model.

Liquidity Risk

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

4. FINANCIAL RISK MANAGEMENT (continued)

The Consolidated Entity monitors cash flow requirements and produces cash flow projections for the short and long term with a view to optimising return on investments. Typically, the Consolidated Entity ensures that it has sufficient cash on demand to meet expected operational net cash flows for a period of at least 30 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's and the Consolidated Entity's net profit or loss or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

The Consolidated Entity is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of the controlled entities, primarily Australian dollars (AUD), but also United States dollars (USD), Euros (EUR), Swiss francs (CHF), Canadian dollars (CAD), Singapore dollars (SGD) and Japanese Yen (JPY). The currencies in which these transactions primarily are denominated are AUD, USD, CAD, EUR, CHF, SGD, JPY and Philippine Peso (PHP) and South Korean Won (KRW).

Over 93% (2022:93%) of the Consolidated Entity's revenues and over 90% (2022:92%) of costs are denominated in currencies other than AUD. Risk resulting from the translation of assets and liabilities of foreign operations into the Consolidated Entity's reporting currency is not hedged.

Interest Rate Risk

The Consolidated Entity is exposed to interest rate risks in Australia.

Capital Management

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, to provide returns to shareholders, to provide benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Board aims to maintain and develop a capital base appropriate to the Consolidated Entity. In order to maintain or adjust the capital structure, the Consolidated Entity can issue new shares. The Board of Directors undertakes periodic reviews of the Consolidated Entity's capital management position to assess whether the capital management structure is appropriate to meet the Consolidated Entity's medium and long-term strategic requirements. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements. There were no significant changes in the Consolidated Entity's approach to capital management during the year.

5. REVENUE

	2023 $	2022 $
Operating activities		
Revenue from sale of goods and services, net of discounts – at point in time	83,616,164	72,580,403
Interest income	2,008	430
Government Grants	-	285,382
Other income	3,324	651
Total revenue and other income	83,621,496	72,866,866

5. REVENUE (continued)

	2023 $	2022 $
Government Grants – Europe	-	2,790
Government Grants – Asia Pacific	-	282,592
Subtotal Government Grants	-	285,382
Other Income	3,324	651
Grand total Government Grants and Other Income	**3,324**	**286,033**

In 2022 SomnoMed was granted diverse government grants which were awarded as government incentives due to COVID-19. In Europe, SomnoMed was granted $2,790 in Spain. In the Asia Pacific region, a total of $282,592 was recognised in Australia (JobSaver program).

There are no unfulfilled conditions or other contingencies attached to the above-mentioned government grants.

6. LOSS BEFORE INCOME TAX FOR THE YEAR

Loss before income tax includes the following specific expenses*:		
Operating lease rentals**	24,273	26,068
Employee benefits expense	32,984,425	27,752,655
Research and development expenditure	705,854	978,382
Depreciation – Property, plant and equipment	1,499,915	1,285,978
Amortisation of intellectual property	1,267,906	699,625
Depreciation – AASB 16	2,349,133	1,950,587
Total depreciation and amortisation	**5,116,954**	**3,936,190**

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

7. INCOME TAX EXPENSE

	NOTE		
a. The components of tax expense comprise*:			
Current tax		682,085	857,111
Deferred tax	7d	139,552	73,496
		821,637	**930,607**
b. The prima facie tax on loss before income tax is reconciled to the income tax expense as follows*:			
Prima facie income tax expense calculated using the Australian tax rate of 30% (2022: 30%)		(2,113,579)	(1,048,709)
Decrease in income tax expense due to non-assessable and other items		2,935,216	1,979,316
Income tax expense		**821,637**	**930,607**

*Expenses exclude RSS.

7. INCOME TAX EXPENSE (continued)	**NOTE**	**2023 $**	**2022 $**
c. Deferred tax assets			
Recognised deferred tax assets			
Plant and equipment		(47,721)	(62,417)
Accruals		784,986	683,569
Provisions		585,355	547,492
Deferred revenue		46,891	54,530
Future royalty deduction		1,054,159	1,045,721
Tax losses carried forward		828,075	682,082
Deferred tax assets	7d	**3,251,745**	**2,950,977**

Recoverability of deferred tax assets

The Consolidated Entity has recorded a deferred tax asset relating to the future benefit of tax losses of $828,075 (2022: $682,082). The Consolidated Entity assesses the impairment of deferred tax assets by taking into account its projected profitability over the foreseeable future and hence its ability to recover the value of the deferred tax asset by reducing future liabilities for income tax. Management's forecasts project that the deferred tax asset is fully recoverable based on the expected sales growth for 2024 and, notably on following financial years.

Where actual results are lower than expectations as described above a proportion of the deferred tax asset may not be used, and a write-off of the deferred tax asset may be required.

d. Movement in temporary differences and tax losses during the year			
Carrying amount at beginning of financial year		2,950,977	3,038,225
Recognised in the consolidated statement of profit or loss	7a	(139,552)	(73,496)
Foreign exchange adjustment		440,320	(13,752)
Carrying amount at end of financial year		**3,251,745**	**2,950,977**
e. Deferred tax assets not brought to account			
Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 7 occur.			
Tax losses		8,739,067	4,835,217
Temporary differences		3,170,754	2,950,100
Franking credits			
Franking credits available for subsequent financial years based on a tax rate of 30%		33,447	33,447
f. Current Tax Liability		**458,279**	**1,110,374**

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.

	2023 $	2022 $
8. CASH AND CASH EQUIVALENTS		
Cash at bank and on deposit	11,956,406	15,644,331
	11,956,406	**15,644,331**

9. TRADE AND OTHER RECEIVABLES

Current		
Trade receivables	7,329,870	7,571,797
Less allowance for expected credit losses	(112,371)	(194,719)
	7,217,499	7,377,078
Other receivables	1,496,244	1,556,812
Prepayment	2,410,023	2,379,760
	11,123,766	**11,313,650**

10. INVENTORIES

Raw materials and consumables	4,100,122	3,089,324
	4,100,122	**3,089,324**

11. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment		
Property and equipment – at cost	13,963,615	12,414,666
Accumulated depreciation	(8,234,506)	(8,154,676)
	5,729,109	4,259,990
Leasehold improvements		
Leasehold improvements – at cost	1,122,735	723,464
Accumulated depreciation	(621,584)	(543,353)
	501,151	180,111
Total property, plant and equipment	**6,230,260**	**4,440,101**

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

	Plant and equipment $	Leasehold improvements $	Total $
Balance at 30 June 2021	**4,496,722**	**229,964**	**4,726,686**
Additions	1,131,650	32,018	1,163,668
Depreciation expense	(1,206,522)	(79,456)	(1,285,978)
FX impact	(161,860)	(2,415)	(164,275)
Balance at 30 June 2022	**4,259,990**	**180,111**	**4,440,101**
Additions	2,760,347	369,071	3,129,418
Disposals at cost	(1,311,655)	(30,200)	(1,341,855)
Disposals accumulated depreciation	1,311,655	30,200	1,341,855
Depreciation expense	(1,439,010)	(60,905)	(1,499,915)
FX impact	147,782	12,874	160,656
Balance at 30 June 2023	**5,729,109**	**501,151**	**6,230,260**

12. INTANGIBLE ASSETS

	2023 $	2022 $
Patents and trademarks – at cost	1,975,327	1,820,152
Accumulated amortisation	(1,534,614)	(1,359,328)
	440,713	460,824
Product development expenditure capitalised	10,540,488	7,317,062
Accumulated amortisation	(872,037)	(697,109)
	9,668,451	6,619,953
Software	5,072,918	4,043,521
Accumulated amortisation	(2,698,732)	(1,714,756)
	2,374,186	2,328,765
Goodwill	6,490,848	6,037,974
	18,974,198	**15,447,516**
Movements in patents and trademarks		
Balance at beginning of year	460,824	614,625
Additions	89,843	-
Amortisation expense	(123,509)	(142,928)
FX impact	13,555	(10,873)
Balance at end of year	440,713	460,824
Movements in product development expenditure capitalised		
Balance at beginning of year	6,619,953	1,253,709
Additions	3,223,426	5,475,151
Amortisation expense	(174,928)	(108,907)
Balance at end of year	9,668,451	6,619,953
Movements in software		
Balance at beginning of year	2,328,765	452,316
Additions	1,009,349	2,304,922
Amortisation expense	(969,469)	(440,020)
FX impact	5,541	11,547
Balance at end of year	2,374,186	2,328,765
Movements in goodwill		
Balance at beginning of year	6,037,974	6,259,968
FX impact	452,874	(221,994)
Balance at end of year	6,490,848	6,037,974

12. INTANGIBLE ASSETS (continued)

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the consolidated statement of profit or loss. Goodwill has an indefinite useful life.

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

Impairment Test

The recoverable amount of the Consolidated Entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5-year projection period approved by management, as well as a terminal value component beyond the 5-year projection (growth rate of 2.5%).

European Division

Management believes that no reasonably possible changes in any of the key assumptions would cause the carrying value of any cash generating unit within Europe to materially exceed its recoverable amount.

SomnoMed Germany GmbH has a revenue growth per annum of 24% (2022: 35%). The average growth of total costs per annum is at 23% (2022: 30%). A growth of 20% (2022: 26%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2022: 4.5%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($656,698) did not exceed its recoverable amount for SomnoMed Germany GmbH.

SomnoMed Nordic AB has a revenue growth per annum of 20% (2022: 31%). The average growth of total costs per annum is at 15% (2022: 27%). A growth of 18% (2022: 22%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2022: 4.5%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($561,620) did not exceed its recoverable amount for SomnoMed Nordic AB.

SomnoMed France has a revenue growth per annum of 22% (2022: 23%). The average growth of total costs per annum is at 21% (2022: 23%). A growth of 20% (2022: 13%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2022: 4.5%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($523,188) did not exceed its recoverable amount for SomnoMed France.

SomnoMed SG as a revenue growth per annum of 19% (2022: 26%). The average growth of total costs per annum is at 10% (2022: 24%). A growth of 20% (2022:15%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2022: 4.5%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($4,282,448) did not exceed its recoverable amount for SomnoMed SG.

SMH Biomaterial AG has a revenue growth per annum of 23% (2022: 35%). The average growth of total costs per annum is at 34% (2022: 33%). A growth of 18% (2022: 46%) is seen for the average growth of operating costs per annum. The average discount rate used was 10% (2022: 4.5%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($311,159) did not exceed its recoverable amount for SMH Biomaterial AG.

Asia Pacific Division

There is no Goodwill in the Asia Pacific Division.

North America Division

The growth of revenue and expenses in Canada is expected to be 34% (2022: 38%) and 29% (2022: 35%) respectively per annum. A growth of 25% (2022: 26%) is seen for the average growth of operating costs per annum. The average discount rate used is 10% (2022: 60%). Based on the above, no impairment has been applied as the carrying amount of goodwill ($155,736) did not exceed its recoverable amount for SomnoMed Canada.

Sensitivity

(a) Revenue, for the 2024 financial year, would need to decrease by 17%-59% (2022: 23%-57%) for different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

(b) The discount rate would be required to increase by 13%-156% (2022: 29%-201%) for the different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

12. INTANGIBLE ASSETS (continued)

Sensitivity (continued)

The following key assumptions were used for each CGU in the year of 2023:

	Decrease in revenue	Increase in discount rate
European division		
SomnoMed Germany GmbH	49%	156%
SomnoMed Nordic AB	17%	27%
SomnoMed France	21%	36%
SomnoMed SG	59%	48%
SMH Biomaterial AG	57%	13%
North America Division		
SomnoMed Canada	31%	94%

13. TRADE AND OTHER PAYABLES

	2023	2022
	$	$
Current		
Trade payables, other payables and accruals	11,996,154	12,593,253
Deferred revenue	1,530	1,339
Deferred rent	231,913	259,668
	12,229,597	**12,854,260**

14. PROVISIONS

Current		
Warranty	585,987	486,080
Lease make good	123,372	109,332
Employee entitlements	1,952,993	2,167,508
Onerous leases	440,074	390,060
	3,102,426	**3,152,980**

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Consolidated Entity does not have an unconditional right to defer settlement. However, based on past experience, the Consolidated Entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

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

Employee benefits obligation expected to be settled after 12 months	934,694	1,308,055

Non-current		
Employee entitlements	787,036	1,177,371
	787,036	**1,177,371**

14. PROVISIONS (continued)

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

Movements in Provisions	**Warranty**	**Lease make good**	**Employee entitlement**	**Onerous leases**
2022	**$**	**$**	**$**	**$**
Balance at the beginning of the year	452,974	95,292	2,807,355	133,446
Additional provisions recognised	54,735	14,040	1,103,431	-
Amounts used	(22,072)	-	(566,081)	244,236
FX impact	443	-	174	12,378
Balance at end of year	486,080	109,332	3,344,879	390,060

15. ISSUED CAPITAL

	2023	**2022**
	$	**$**
Issued and fully paid ordinary shares		
82,759,315 (2022: 82,759,315) ordinary shares		
Balance of issued capital at the beginning of year	84,002,809	84,002,809
Shares issued during period:		
Less issue costs	-	-
Balance of issued capital at end of year	84,002,809	84,002,809
Less shares issued but not recorded in accounts		
- 1,830,000 shares (2022: 1,830,000) issued at $1.17	(2,141,100)	(2,141,100)
- 150,000 shares (2022: 150,000) issued at $1.18	(177,000)	(177,000)
- 20,000 shares (2022: 20,000) re-issued at $1.64	(32,800)	(32,800)
- 200,000 shares (2022: 200,000) issued at $1.67	(334,000)	(334,000)
- 20,000 shares (2022: 20,000) re-issued at $1.79	(35,800)	(35,800)
- 456,000 shares (2022: 456,000) re-issued at $1.87	(852,720)	(852,720)
- 350,000 shares (2022: 350,000) issued at $2.09	(731,500)	(731,500)
- 664,000 shares (2022: 664,000) re-issued at $2.184	(1,450,176)	(1,450,176)
- 493,000 shares (2022: 493,000) issued at $2.40	(1,183,200)	(1,183,200)
- 12,500 shares (2022: 12,500) issued at $3.44	(43,000)	(43,000)
- 3,000 shares (2022: 3,000) issued at $3.61	(10,830)	(10,830)
Total advances to executives to acquire shares in the Company	(6,992,126)	(6,992,126)
Cancellation and re-issue of units within Employee Share Trust*	(2,739,264)	(2,739,264)
Issued share capital recorded in the Company accounts	**74,271,419**	**74,271,419**

15. ISSUED CAPITAL (continued)

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

At 30 June 2023 there were 8,795,500 (2022: 8,795,500) unissued ordinary shares for which options were outstanding (including 4,198,500 (2022: 4,198,500) issued ordinary shares which are treated as options in these accounts).

*In prior years ordinary shares were issued to the Company's Employee Share Trust on behalf of management of the Company at issue prices up to $3.61 per share. These shares were financed by non-recourse loans and have been treated as options in the Company's accounts. In June 2020 share units issued by the EST in 2016 at $3.44 and in 2017 at $3.61 to existing employees were cancelled and an identical number of units were reissued at $1.17 to those employees with extended vesting conditions. The amount payable by the EST to the Company as non-recourse loans relating to those prior issues at $3.44 and $3.61 per share was recorded as being non recoverable and a new loan at the lesser amount of $1.17 per share is reflected in these accounts. The additional share option expense incurred in relation to the issue of units at $1.17 will be bought to account over the revised vesting periods and no further share option expense will be brought to account for the issues at $3.44 and $3.61 per share.

	2023	2022
	#	#
Shares on issue at end of year	82,759,315	82,759,315
Less: Share issued but not recorded in accounts (being shares issued to executives to acquire shares in the Company utilising funds advanced by the Company)	(4,198,500)	(4,198,500)
Number of shares recorded as issued capital in Company's accounts	78,560,815	78,560,815

Capital Risk Management

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, to provide returns to shareholders, to provide benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Board aims to maintain and develop a capital base appropriate to the Consolidated Entity. In order to maintain or adjust the capital structure, the Consolidated Entity can issue new shares. The Board of Directors undertakes periodic reviews of the Consolidated Entity's capital management position to assess whether the capital management structure is appropriate to meet the Consolidated Entity's medium and long-term strategic requirements. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements. There were no significant changes in the Consolidated Entity's approach to capital management during the year.

16. RESERVES	**2023**	**2022**
	$	**$**
Share based payment reserve	7,728,607	6,693,258
Foreign currency translation reserve	2,046,780	1,063,102
Defined benefit reserve	595,156	-
Capital reserve	56,347	56,347
	10,426,890	**7,812,707**

The share based payment reserve records the fair value of share based payments as remuneration.

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries.

The capital reserve records profits which will be distributed back to investors in SMH Biomaterial AG, an entity of which SomnoMed Ltd owns 100% (2022: 100%).

The defined benefit reserve records the actuarial valuation of the defined benefit retirement fund liability in Philippines.

17. REMUNERATION OF AUDITORS

	2023 $	2022 $
Remuneration of BDO Audit Pty Ltd (Australia):		
- Auditing or reviewing the financial report	219,048	172,568
- Other services	6,520	16,755
Remuneration of other auditors (paid to BDO Network firms)		
- Auditing or reviewing the financial reports of subsidiaries	150,447	137,361
- Other services (taxation)	19,904	-
Total auditors' remuneration included in operating result	395,919	326,684

18. SEGMENT OPERATIONS

Primary Reporting – Business Segments

The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders primarily in the Asia Pacific region, North America and Europe.

The Consolidated Entity has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Consolidated Entity is managed primarily on the basis of geographical segments and the operating segments are therefore determined on the same basis.

SomnoMed's operations during the period related to the production and sale of products treating sleep disordered breathing, which is the only business segment.

Basis of accounting for purposes of reporting by operating segments

Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Consolidated Entity.

*Unallocated item*s

The following items of revenue and expenses are not allocated to operating segments as they are not considered part of the core operations of any segment:

-derivatives and foreign exchange gains and losses; and

-corporate, research and development expenses.

18. SEGMENT OPERATIONS (continued)

Secondary Reporting – Geographical Segments

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

Total Assets	**10,415,952**	**24,335,656**	**27,424,452**	**62,176,060**	**315,379**	**62,491,439**
Total Liabilities	**3,891,062**	**11,289,180**	**24,468,030**	**39,648,272**	**439,793**	**40,088,065**

Geographical location:	**North America**	**Europe**	**Asia Pacific**	**CORE**	**RSS**	**GROUP**
2022	**$**	**$**	**$**	**$**	**$**	**$**
Total sales/billing revenue	24,829,706	43,517,382	15,450,931	83,798,019	-	83,798,019
Intersegment eliminations	(141,546)	(1,052,082)	(10,023,988)	(11,217,616)	-	(11,217,616)
External sales revenue	**24,688,160**	**42,465,300**	**5,426,943**	**72,580,403**	**-**	**72,580,403**
Segment net profit before tax	**3,330,018**	**8,153,390**	**1,162,325**	**12,645,733**	**-**	**12,645,733**
Unallocated expense items	-	-	(12,111,375)	(12,111,375)	(5,515)	(12,116,890)
Depreciation and amortisation	(635,809)	(1,334,312)	(1,966,069)	(3,936,190)	-	(3,936,190)
Government grant and other income	651	2,790	282,592	286,033	-	286,033
Interest income	-	231	199	430	13,049	13,479
Interest expense	(106,350)	(157,409)	(116,568)	(380,327)	(18,198)	(398,525)
(Loss)/profit before tax	**2,588,510**	**6,664,690**	**(12,748,896)**	**(3,495,696)**	**(10,664)**	**(3,506,360)**
Income tax expense	(91,614)	(644,468)	(194,525)	(930,607)	-	(930,607)
(Loss)/profit after tax	**2,496,896**	**6,020,222**	**(12,943,421)**	**(4,426,303)**	**(10,664)**	**(4,436,967)**

Total Assets	**10,498,119**	**26,499,949**	**20,729,389**	**57,727,457**	**366,090**	**58,093,547**
Total Liabilities	**4,802,697**	**17,255,465**	**7,704,564**	**29,762,726**	**542,586**	**30,305,312**

19. PARTICULARS RELATING TO CONTROLLED AND ASSOCIATED ENTITIES

Details of controlled entities are reflected below

Company	**Country of Incorporation**	**Interest % 2023**	**Interest % 2022**
SomnoMed Limited	Australia		
Entities controlled by SomnoMed Limited			
SomCentre Pty Limited	Australia	100%	100%
SomnoMed, Inc.	USA	100%	100%
SomnoDent Pty Limited	Australia	100%	100%
SomnoMed Pte Ltd	Singapore	100%	100%
SomnoMed AG	Switzerland	100%	100%
SomnoMed Corporation Japan	Japan	100%	100%
SomnoMed Nordic AB	Sweden	100%	100%
SomnoMed Philippines Inc.	Philippines	100%	100%
SomnoMed Netherlands BV	Netherlands	100%	100%
SomnoMed France	France	100%	100%
Goedegebuure Slaaptechniek BV	Netherlands	100%	100%
SomnoMed Germany GmbH	Germany	100%	100%
SomnoMed Service GmbH	Germany	100%	100%
SMH Biomaterial AG	Switzerland	100%	100%
SomnoMed Korea	South Korea	100%	100%
SomnoMed UK Limited	UK	100%	100%
SomnoMed Spain SL	Spain	100%	100%
SomnoMed Italy S.r.L	Italy	100%	100%
SomnoMed Canada Inc.	Canada	100%	100%
SomnoMed Taiwan Limited Company	Taiwan	100%	100%
Renew Sleep Solutions, Inc.	USA	100%	100%
SomnoMed Finance, Inc.	USA	100%	100%
SomnoMed Finland OY	Finland	100%	N/A

20. CASH FLOW INFORMATION

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

	2023 $	2022 $
Operating loss after income tax	(7,999,044)	(4,436,967)
Share based payments	1,035,349	1,190,352
Capitalised interest	251,677	-
Amortisation of borrowing costs	467,721	-
Depreciation and amortisation	2,767,822	1,977,833
Depreciation and amortisation (AASB 16)	2,349,133	1,950,587
Lease make good	14,040	-
Revaluation of retirement liability	25,489	-
Net exchange differences	351,269	(729,625)
Change in operating assets and liabilities		
Increase in inventories	(1,010,798)	(759,442)
Decrease/(Increase) in trade and other receivables	366,743	(373,418)
(Decrease)/increase in trade and other payables	(1,581,040)	2,248,841
Increase in provisions*	34,299	597,862
(Decrease)/increase in tax liabilities	(652,095)	104,419
(Increase)/decrease in deferred tax assets	(300,769)	87,248
Net cash inflow from operating activities	**(3,880,204)**	**1,857,690**

* As part of the implementation of AASB16 for RSS as a discontinued business (practical expedient AASB 16.C10(b)), a total of A$0 (FY22: A$115,628) in provisions were offset against the closing balance of right-of-use assets for RSS.

20. CASH FLOW INFORMATION (continued)

b. CHANGES IN LIABILITIES ARISING FROM FINANCE ACTIVITIES

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

			Non-cash changes		
Lease liabilities	**2021**	**Cash flows**	**New leases***	**Other****	**2022**
	$	$	$	$	$
Lease liabilities	6,559,386	(2,412,202)	881,410	90,797	5,119,391
Borrowings	2,348,226	4,542,710	-	-	6,890,936
	8,907,612	2,130,508	881,410	90,797	12,010,327

* New lease agreements, increase in lease term and re-measurement of leases under AASB 16.
** Lease liabilities remeasurements; Borrowings includes capitalised interest of $251,677 and amortisation of borrowing costs of $467,721.

21. EARNINGS PER SHARE

	2023	**2022**
Earnings per share		
Net loss used in calculating basic and diluted earnings per share	($7,999,044)	($4,436,967)
Basic earnings per share (cents)	(10.18)	(5.65)
Diluted earnings per share (cents)	(10.18)	(5.65)
Earnings per share – continuing operations		
Net loss used in calculating basic and diluted earnings per share	($7,866,900)	($4,426,303)
Basic earnings per share (cents)	(10.01)	(5.63)
Diluted earnings per share (cents)	(10.01)	(5.63)
Earnings per share – discontinued operation		
Net loss used in calculating basic and diluted earnings per share	($132,144)	($10,664)
Basic earnings per share (cents)	(0.17)	(0.01)
Diluted earnings per share (cents)	(0.17)	(0.01)
Weighted average number of shares used in the calculation of basic earnings per share	78,560,815	78,555,610
Weighted average number of shares used in the calculation of diluted earnings per share	82,759,315	82,863,685
Shares on issue at year end per accounts	78,560,815	78,560,815
Number of options on issue at year end – each option is exercisable at between $2.00 and $2.46 per share and converts to one ordinary share	4,597,000	4,597,000

21. EARNINGS PER SHARE (continued)

Adjustment has been made to the weighted average number of shares used in calculating diluted earnings per share for the options on issue that have an exercise price below the average market price for the year.

	2023	2022
	#	#
Shares on issue at end of year	82,759,315	82,759,315
Less: Share issued but not recorded in accounts (being units in the Employee Share Trust for executives to acquire shares in the Company by utilising funds advanced by the Company)	(4,198,500)	(4,198,500)
Number of shares recorded as issued capital in Company's accounts	78,560,815	78,560,815

22. BORROWINGS

	2023	2022
	$	$
Current borrowings	313,034	4,877,475
Non-current borrowings	16,356,185	2,013,461
	16,669,219	6,890,936

HSBC credit facility (Commercial Borrowing)

- In June 2019, SomnoMed Limited secured a EUR 3 million (A$4.8 million) credit facility, in the form of an overdraft facility, with HSBC France, Amsterdam Branch. The facility was fully repaid by SomnoMed on 21st July 2022.

Unsecured loan facilities (Government Borrowings)

- In March 2020, SomnoMed AG (Switzerland) secured a CHF 0.5 million (A$0.721 million) Government-backed unsecured loan facility with Credit Suisse (maturity of 5 years). This loan was fully repaid on 15th August-22.
- In May 2020, SomnoMed France SAS (France) secured a EUR 0.515 million (A$0.816 million) Government-backed unsecured loan facility with Société Générale. The interest payable is at 0.5% per annum in the first year (after a grace period of 12 months. Maturity of 5 years). This loan expires on 20 May 2026.
- In June 2020, SomnoMed Germany GmbH (Germany) secured a EUR 0.5 million (A$0.792 million) Government-backed unsecured loan facility with Commerzbank (maturity of up to 6 years). The interest payable is 3% per annum. This loan expires on 30 June 2030.

Epsilon Direct Lending loan facility (Commercial Borrowing)

- On 25 July 2022, SomnoMed Limited entered into a A$16 million debt facility with Epsilon Debt Lending. The facility, which is supported by a first ranking general security interest, is for a term of 3 years, with no amortisation payments. SomnoMed has fully drawn A$16 million under the facility. Interest payable is calculated quarterly at BBSW, plus a 9% margin. This facility expires on 25 July 2025. The financial covenants specified in the facility agreement were complied with at 30 June 2023.
- Epsilon Direct Lending (EDL) has agreed to suspend the existing gross leverage and interest cover covenants for FY24, to be replaced by a minimum quarterly EBITDA covenant. EDL's approval to amend the covenants is contingent on a partial debt repayment of $5m (refer Note 25) and maintenance of a minimum cash balance of $5m. SomnoMed expects to be compliant with the revised covenants.

23. LEASE LIABILITIES

	Future minimum lease payments		Interest		Present value of minimum lease payments	
	2023 $	2022 $	2023 $	2022 $	2023 $	2022 $
Less than one year	2,527,106	2,006,166	270,799	226,347	2,256,307	1,779,819
Between one year and five years	4,730,231	3,522,573	293,165	289,689	4,437,066	3,232,884
More than five years	150,162	108,095	2,027	1,407	148,135	106,688
	7,407,499	5,636,834	565,991	517,443	6,841,508	5,119,391

24. SHARE BASED PAYMENTS

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

	2023	2022
	#	#
Opening balance	8,795,500	8,300,000
Granted during the year	-	508,000
Exercised during the year	-	(12,500)
Closing balance (refer Note 15)	8,795,500	8,795,500

(b) Details of employee share options as at end of year:

Options granted to employees hold no voting or dividend rights and are not transferrable.

(c) Options

	2023	2022
Shares treated as options in accounts (refer Note 15)	4,198,500	4,198,500

The options and shares issued under the Employee Share and Option plan outstanding at 30 June 2023 had a weighted average exercise price of $2.08 (2022: $1.88) and a weighted average remaining contractual life of 4.36 years (2022: 3.44 years). Exercise prices range from $1.17 to $3.61 in respect of options outstanding at 30 June 2023 (2022: $1.17 to $3.61 range).

The weighted average fair value of the options granted during the year was $Nil (2022: $1.00).

This price was calculated by using a Monte-Carlo Model for 2023 and Black-Scholes option pricing model for 2023 by applying the following inputs:

Weighted average exercise price	$2.08	$2.34
Weighted average life of the option	4.36 years	6.00 years
Underlying share price	$2.24 - $2.33	$2.24-$2.33
Expected share price volatility	45.00	45.00
Risk free interest rate	0.33%-0.97%	0.33%-0.97%

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future trends, which may not eventuate.

Exercisability of the options has been considered when determining the fair value of the options. The total number of exercisable options at year end was 2,325,785 (2022: 1,691,500).

The life of the options is based on the historical exercise patterns, which may not eventuate in the future.

Included under share and option expense in the consolidated statement of profit or loss is $1,035,349 (2022: $1,190,352), that relates, in full, to equity-settled share-based payment transactions.

(d) Shareholdings and Options and Rights Holdings held by Key Management Personnel, including options held in associated entities.

Please refer to the Remuneration Report.

(e) Share based payments

There were no other share-based payment arrangements in the year to 30 June 2023, other than shares and options issued to directors and executives pursuant to the Company’s Executive Share and Option Plan as detailed in the Remuneration Report.

25. EVENTS SUBSEQUENT TO REPORTING DATE

On 31 August 2023 the Company announced a $15.5m fully underwritten capital raising comprising an Institutional Placement of $2.5m and a non-renounceable entitlement offer of $13.0m, to strengthen the Company's balance sheet, provide additional working capital and support the continued development and commercialisation of Rest Assure®. The capital raising also enabled a $5m reduction in the Company's debt facility on 22 September 2023 and the establishment of more favourable lending covenants (refer Note 22). The settlement of the capital raise was completed on 28 September 2023.

The directors have not become aware of any matter or circumstance that has arisen since the end of the year to the date of this report that has significantly affected or may affect:

(i) The operations of the Company and the entities that it controls

(ii) The results of those operations, or

(iii) The state of affairs of the Company in subsequent years.

26. RELATED PARTY DISCLOSURES

Related party transactions to SomnoMed Limited (parent entity) fall into the following categories:

(a) Controlled entities

Interests in controlled entities are disclosed in Note 19. The Company engages in transactions with its controlled entities, which are in ordinary course of business at arm's length on a transfer pricing basis.

	2023 $	2022 $
The aggregate amount included in the loss before income tax for the Company that resulted from transactions with non-director related parties are:		
Royalties	6,395,771	5,106,780
Interest income	75,425	102,496
The aggregate amounts receivable from wholly-owned controlled entities by the Company at the reporting date are:		
Current receivables	12,728,524	10,420,071
Less allowance for ECL	(7,955,295)	(7,955,295)
	4,773,229	2,464,776

(b) Director related entities

No director has received any payment or consideration other than that disclosed on page 13. No director has entered into a material contract with the company since the end of previous year and there were no material contracts involving directors' interests subsisting at year end.

(c) Transactions in securities of the Company

During the year directors or entities related to directors acquired under normal commercial terms shares or options in the Company as detailed on pages 14 and 15. Directors acquired these shares or options through direct issue or on-market purchase.

27. KEY MANAGEMENT PERSONNEL COMPENSATION

(a) Names and positions held of Consolidated Entity and Company Key Management Personnel in office at any time during the financial year are:

Key Management Person	
Neil Verdal-Austin	Global Chief Executive Officer
Hervé Fiévet	Global Chief Financial Officer (Resigned 31 July 2023)
Mark Harding	Vice President – Global Marketing
Matthew Conlon	Executive Vice President – Marketing & Sales North America
Marco Van Kleef	Vice President – Marketing & Sales Europe

(b) Compensation Practices and Key Management Personnel Compensation

Details of compensation practices and key management personnel compensation are disclosed in the Directors' Report, which accompanies these financial statements.

Details of management personnel compensation shares and options are disclosed on pages 14 and 15.

Compensation

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

	2023 $	2022 $
Short-term employee benefits	2,604,891	2,576,824
Post-employment benefits	206,045	213,239
Other	8,521	1,960
Share-based payments	784,928	780,218
	3,604,385	3,572,241

28. FINANCIAL INSTRUMENTS

Credit Risk

Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Cash and equivalents	11,956,406	15,644,331
Trade receivables	7,217,499	7,377,078
Other receivables - current	1,496,244	1,556,812
	20,670,149	24,578,221

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

North America	2,904,014	2,825,871
Europe	3,856,404	4,199,085
Asia Pacific	457,080	352,122
	7,217,499	7,377,078

28. FINANCIAL INSTRUMENTS (continued)

Credit Risk (continued)

Expected credit losses

The ageing of the trade receivables at the reporting date was:

	Expected credit loss rate		Gross amount		Allowance for expected credit losses		Carrying amount	
	2023	**2022**	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
	%	**%**	**$**	**$**	**$**	**$**	**$**	**$**
Gross receivables								
Not past due	0%	1%	3,516,781	5,386,715	(21,759)	(59,150)	3,495,022	5,327,565
Past due 0 – 30	1%	3%	2,616,630	837,058	(6,122)	(2,749)	2,610,508	834,309
Past due 31 – 60	2%	14%	572,368	399,746	(6,050)	(2,006)	566,318	397,740
Past due 61 – 90	4%	36%	241,823	372,451	(4,450)	(2,287)	237,373	370,164
Past due 91 days and over	5%	67%	382,268	575,827	(73,990)	(128,527)	308,278	447,300
			7,329,870	7,571,797	(112,371)	(194,719)	7,217,499	7,377,078

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

	2023	**2022**
	$	**$**
Balance at 1 July	(194,719)	(204,010)
Allowance movement*	88,123	4,598
Exchange effect	(5,775)	4,693
Balance at 30 June	(112,371)	(194,719)

* Written-off amounts equal to contractual amounts.

Expected credit losses recognised in the year relate to significant individual customers, which have been assessed under the Consolidated Entity’s accounting policy as detailed in Note 3(g).

Based upon past experience, the Consolidated Entity believes that no allowance for expected credit losses allowance other than as provided in these accounts is necessary in respect of trade receivables not past due.

The allowance accounts used in respect of trade receivables are used to record expected credit losses unless the Consolidated Entity is satisfied that non-recovery of the amount owing is possible; at that point, the amount considered non-recoverable is written off against the financial asset directly.

28. FINANCIAL INSTRUMENTS (continued)

Currency Risk

Consolidated Entity's exposure to foreign currency risk was as follows, based upon notional amounts:

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

Amounts local currency	KRW	GBP	PHP	JPY	USD	EUR	CHF	SEK	CAD	NOK	DKK	NTD
2022 (AU$)												
Cash and cash equivalents	28,357	250,828	66,633	5,018	2,889,932	10,621,942	209,389	203,365	224,283	43,805	1,904	15,660
Trade receivables	32,443	-	-	40,594	2,681,969	4,199,085	-	-	143,901	-	-	-
Trade payables	-	-	(149,090)	(16,360)	(814,980)	(1,908,582)	-	-	(42,452)	-	-	-
Gross exposure	**60,800**	**250,828**	**(82,457)**	**29,252**	**4,756,921**	**12,912,445**	**209,389**	**203,365**	**325,733**	**43,805**	**1,904**	**15,660**

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

	Average Rate		**Reporting date spot rate**	
AUD = 1	2023	2022	2023	2022
USD	0.6720	0.7239	0.6619	0.6875
EUR	0.6405	0.6422	0.6091	0.6584
JPY	92.45	85.19	95.91	93.86
PHP	37.56	37.03	36.72	37.81
KRW	889.20	868.95	874.50	894.42
CAD	0.9002	0.9157	0.8768	0.8865

28. FINANCIAL INSTRUMENTS (continued)

Interest Rate Risk

Significant Accounting Policies

The effective interest method is used to allocate interest income or interest expense over the relevant period.

The Consolidated Entity is exposed to interest rate risks in Australia.

Profile

At the reporting date, the interest rate profile of the Consolidated Entity's interest-bearing financial instruments was:

Carrying amount	2023	2022
Variable rate instruments	**$**	**$**
Financial assets	317,571	317,181

Liquidity Risk

Significant Accounting Policies

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

The Consolidated Entity monitors cash flow requirements and produces cash flow projections for the short and long term with a view to optimising return on investments. Typically, the Consolidated Entity ensures that it has sufficient cash on demand to meet expected operational net cash flows for a period of at least 30 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the contractual maturities of the Consolidated Entity's financial assets and liabilities including estimated interest payments.

2023	Effective interest rate p.a.	Carrying amount $	Less than 1 year	1-5 years	More than 5 years
Cash and cash equivalents	0.017%	11,956,406	11,956,406	-	-
Receivables	-	8,713,743	8,713,743	-	-
Payables	-	(8,264,839)	(8,264,839)	-	-
Lease liabilities	4.74%	(6,841,508)	(2,256,307)	(4,437,066)	(148,135)
Borrowings	10.12%	(16,669,219)	(313,034)	(16,150,967)	(205,218)
Total		(11,105,417)	9,835,969	(20,588,033)	(353,353)

2022	Effective interest rate p.a.	Carrying amount $	Less than 1 year	1-5 years	More than 5 years
Cash and cash equivalents	0.003%	15,644,331	15,644,331	-	-
Receivables	-	8,933,890	8,933,890	-	-
Payables	-	(5,045,954)	(5,045,954)	-	-
Lease liabilities	5.39%	(5,636,834)	(2,006,166)	(3,522,573)	(108,095)
Borrowings	1.40%	(6,890,936)	(4,877,476)	(1,728,690)	(284,771)
Total		7,004,497	12,648,625	(5,251,263)	(392,866)

28. FINANCIAL INSTRUMENTS (continued)

Fair Values

The fair values of financial assets and liabilities, together with carrying amounts in the consolidated statement of financial position are as follows:

	2023		2022	
	$		$	
Consolidated	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**
Cash and equivalents	11,956,406	11,956,406	15,644,331	15,644,331
Trade and other receivables - current	8,713,743	8,713,743	8,933,890	8,933,890
Trade and other payables - current	(8,264,839)	(8,264,839)	(5,045,954)	(5,045,954)
Lease liabilities	6,841,508	6,841,508	5,636,834	5,636,834
Total	19,246,818	19,246,818	25,169,101	25,169,101

Basis for determining fair values

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments reflected in the table above.

Non-derivative financial assets and liabilities

The fair value of cash, receivables, payables and short-term borrowings is considered to approximate their carrying amount because of their short maturity.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Valuation techniques for fair value measurements categorised within level 3.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

28. FINANCIAL INSTRUMENTS (continued)

Sensitivity Analysis

In managing interest rate and currency risks, the Consolidated Entity aims to reduce the impact of short-term fluctuations on the Consolidated Entity's earnings. Over the longer term however, permanent changes in foreign exchange and interest rates will have an impact on the result.

For the year ended 30 June 2023, it is estimated that a general increase of one percent in interest rates would have increased the Consolidated Entity's loss after income tax and equity by approximately $149,346 and for the year ended 30 June 2022 the effect would have been to increase the Consolidated Entity's loss after income tax and equity by approximately $280,953. A one percent decrease in interest rates would have had the equal but opposite effect on the Consolidated Entity's loss and equity.

It is estimated that a general increase of ten percent in the value of the AUD against other foreign currencies would have increased the Consolidated Entity's loss for the year ended 30 June 2023, and decreased the Consolidated Entity's equity by approximately $264,372. For the year ended 30 June 2022 the effect would have been to increase the Consolidated Entity's loss and decrease the equity by $367,000.

It is estimated that a general decrease of ten percent in the value of the AUD against other foreign currencies would have decreased the Consolidated Entity's loss for the year ended 30 June 2023, and increased the Consolidated Entity's equity by approximately $323,121. For the year ended 30 June 2022 the effect would have been to decrease the Consolidated Entity's loss and increase the equity by $448,000.

29. RIGHT-OF-USE ASSETS

	2023	**2022**
	$	**$**
Right-of-use assets - non-current	6,499,653	4,675,691
	6,499,653	**4,675,691**
Land and buildings - right-of-use	11,135,376	7,773,518
Lease modifications*	261,541	129,128
Less: accumulated depreciation	(5,733,136)	(4,044,483)
	5,663,781	3,858,163
Plant and equipment - right-of-use	184,190	168,332
Lease modifications*	-	-
Less: accumulated depreciation	(140,104)	(110,162)
	44,086	58,170
Vehicles - right-of-use	2,153,255	1,717,060
Lease modifications*	41,519	-
Less: accumulated depreciation	(1,402,988)	(957,702)
	791,786	759,358

'Land and buildings' include offices utilised as administration offices, laboratories and also the lease for the global manufacturing site. 'Plant and equipment' are comprised mostly of leased printers and, to a smaller extent, intra-oral scanners. 'Vehicles' relate to leased cars to sales and administration staff.

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

29. RIGHT-OF-USE ASSETS (continued)

	2023 $	2022 $
Balance at the beginning of the year	4,675,691	5,615,740
Additions	3,870,035	881,410
Lease modifications*	303,060	129,128
Depreciation expense	(2,349,133)	(1,950,587)
Balance at end of the year	6,499,653	4,675,691
Depreciation expense - land and buildings	(1,856,521)	(1,542,220)
Depreciation expense - plant and equipment	(29,942)	(29,299)
Depreciation expense - vehicles	(462,670)	(379,068)
Total depreciation expense	(2,349,133)	(1,950,587)

The consolidated entity leases land and buildings for its offices and laboratories under agreements of between one to eleven years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated. The consolidated entity leases office equipment under agreements of three and five years and property under agreements of one and nine years whilst vehicle lease agreements have a duration between one and five years.

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

30. INTEREST EXPENSE

Interest expense on Borrowings and Capital Leases	(2,304,452)	(84,033)
Interest expense on Leases (AASB 16)	(322,245)	(296,294)
	(2,626,697)	(380,327)

31. CASH OUTFLOWS – INTEREST & LEASES

Total Cash Outflows	(4,305,176)	(2,830,860)
	(4,305,176)	**(2,830,860)**
Interest paid on Borrowings and Capital Leases	(1,529,877)	(84,033)
Interest paid on Leases (AASB 16)	(324,321)	(296,294)
Total interest paid (cash outflow from operating activities)	(1,854,198)	(380,327)
Principal payment of Capital Leases	-	(186,933)
Principal payment of Leases (AASB 16)	(2,498,403)	(2,412,202)
Proceeds from leases as lessor (RSS)	47,426	133,977
Total principal payments (cash outflow from financing activities)	(2,450,978)	(2,465,158)

32. COMMITTED AND NOT YET COMMENCED LEASES

There were no leases committed at the end of June 2023 which had not initiated before 30 June 2023 and which are not represented on the Consolidated Statement of Financial Position.

33. SHORT-TERM AND LOW VALUE LEASES

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

	2023 $	2022 $
Expenses with short-term leases (2023: 2 agreements; 2022: 3 agreements)	(18,117)	(18,409)
Expenses with low-value assets (2023: 8 agreements; 2022: 7 agreements)	(6,156)	(7,659)
	(24,273)	**(26,068)**

34. DEPRECIATION AND AMORTISATION – CONTINUING OPERATIONS

Depreciation – Property, plant and equipment	1,499,915	1,285,978
Amortisation of intellectual property	1,267,906	699,625
Depreciation – AASB 16	2,349,133	1,950,587
Total depreciation and amortisation	**5,116,954**	**3,936,190**

35. PARENT ENTITY DISCLOSURES

At and throughout the financial year ended 30 June 2023, the parent company was SomnoMed Limited, which has adopted the accounting policies consistent with those of the Consolidated Entity, except for investments in controlled entities that are carried at their cost of acquisition less any provision for impairment.

Result of the parent entity	**2023 $**	**2022 $**
Net loss	(10,414,807)	(6,349,555)
Other comprehensive income/(loss)	-	-
Total comprehensive loss	**(10,414,807)**	**(6,349,555)**
Financial position of the parent entity at year end		
Current assets	4,408,670	4,035,262
Non-current assets	22,528,741	16,876,405
Total assets	**26,937,411**	**20,911,667**
Current liabilities	4,637,497	4,615,196
Non-current liabilities	15,629,843	291,913
Total liabilities	**20,267,340**	**4,907,109**
Total equity of the parent entity comprising of:		
Issued capital	74,271,179	74,229,929
Share option reserve	7,728,607	6,693,258
Foreign exchange reserve	(701,535)	(701,535)
Accumulated losses	(74,628,180)	(64,217,094)
Total Equity	**6,670,071**	**16,004,558**

Parent entity contingencies

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

SOMNOMED LIMITED

ACN 003255221

DIRECTORS' DECLARATION

In the directors' opinion:

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

- the attached financial statements and notes thereto give a true and fair view of the Consolidated Entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date;

- 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

Mr Neil Verdal-Austin
Managing Director

28 September 2023

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INDEPENDENT AUDITOR'S REPORT

To the members of SomnoMed Limited

Report on the Audit of the Financial Report

Opinion

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

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

(i) Giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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

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Key audit matters

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

Capitalisation and recoverability of product development costs

Key audit matter	*How the matter was addressed in our audit*
As disclosed in note 12, product development costs of $3,223,426 have been capitalised as an intangible asset during the year. The capitalisation of product development costs was a key audit matter due to the significance of the costs capitalised and the judgement involved in assessing whether the criteria set out in AASB 138 *Intangible Assets* have been met. This criteria involves management judgement with respect to the technical feasibility of the projects and the likelihood of the projects delivering future economic benefits, the ability to measure the costs reliably and determine whether the costs are directly attributable to the projects. There is also management judgement involved in assessing if there are any indicators of impairment of the capitalised product development costs at 30 June 2023.	Our audit procedures included, amongst others: • Evaluating the nature of the type of product development costs incurred that are capitalised as intangible assets and assessing the reasonableness of the capitalisation based on our knowledge of the business and industry. • Evaluating the key assumptions made in capitalising product development costs, including an assessment of whether capitalised costs related to the development phase of the projects and the generation of probable future economic benefits. • Evaluate the appropriateness of expenses capitalised, on a sample basis, by agreeing the material costs, overheads and staff hours incurred to external invoices and internal timesheets and payroll records. • Enquiring and considering as to whether there are any indicators of impairment that may require further consideration. • Reviewing management's impairment assessment and ensuring the assumptions are reasonable and consistent with our understanding of the business including the potential impact of reasonably possible downside changes in these key assumptions. • Assessing the adequacy of the disclosures in the financial report.

Other information

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

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

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

Responsibilities

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

BDO Audit Pty Ltd

BDO

Tim Aman
Director

Sydney, 28 September 2023

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DECLARATION OF INDEPENDENCE BY TIM AMAN TO THE DIRECTORS OF SOMNOMED LIMITED

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

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

This declaration is in respect of Company Name and the entities it controlled during the period.

Tim Aman
Director

BDO Audit Pty Ltd

Sydney

28 September 2023

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ADDITIONAL INFORMATION*

1. **Shareholding**

a. **Distribution of Shareholders as at 12 September 2023**

Category (size of Holding)	Shareholders	Shares	Percentage
1-1,000	610	191,866	0.190
1,001-5,000	368	962,331	0.970
5,001-10,000	119	882,063	0.890
10,001-100,000	191	6,166,448	6.220
100,001 and over	58	90,876,529	91.720
	1,346	99,079,237	100.000

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

c. The names of the substantial shareholders listed in the holding company's register as at 12 September 2023 are:

Shareholder	Number of Ordinary Shares	Percentage
TDM Growth Partners Pty Ltd & Associates	28,151,777	28.41%
National Nominees Ltd ACF Australian Ethical Investment Limited	13,835,569	13.96%
FIL Limited and associated entities	8,349,794	8.43%
Dottie Investments Pty Ltd and associated entities	6,608,569	6.67%
FMR LLC and associated entities	5,971,644	6.03%

d. **Voting Rights**

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

e. **20 Largest Shareholders — Ordinary Shares as at 12 September 2023**

Name		No. of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	HSBC Custody Nominees (Australia) Limited	40,281,683	40.656%
2.	National Nominees Limited	14,541,201	14.676%
3.	Equity Plan Services Pty Ltd	4,617,834	4.661%
4.	Citicorp Nominees Pty Limited	4,079,645	4.118%
5.	Dottie Investments Pty Ltd	3,650,487	3.684%
6.	Howarth PAF Pty Ltd <The Howarth Foundation A/C>	2,156,722	2.177%
7.	Belgove Pty Ltd	2,053,265	2.072%
8.	Ginga Pty Ltd	1,739,045	1.755%
9.	BNP Paribas Nominees Pty Ltd <ACF Clearstream A/C>	1,703,127	1.719%
10.	Bond Street Custodians Ltd <Salter – D79836 A/C>	1,600,000	1.615%
11.	J P Morgan Nominees Australian Pty Limited	1,217,842	1.229%
12.	P Neustadt Holdings Pty Ltd <Belgove Super Fund A/C>	1,082,171	1.092%
13.	Timbina Pty Ltd <Timbina Super Fund A/C>	1,073,764	1.084%
14.	REM Medical Pty Ltd <Cocoon Super Fund A/C>	876,135	0.884%
15.	Golden Words Pty Ltd	775,399	0.783%
16.	Honne Investments Pty Limited	600,000	0.606%
17.	Thirty Sixth Vilmar Pty Ltd	591,993	0.597%
18.	The Mulloon Institute Ltd	533,048	0.538%
19.	Howarth PAF Pty Ltd <Howarth Charitable Fund A/C>	523,771	0.529%
20.	Mr Edward Palmisano	484,631	0.489%
		84,181,763	**84.964%**

* Non-audited

CORPORATE DIRECTORY

Registered Office and Principal Place of Business
Level 3
20 Clarke St, Crows Nest 2065
Telephone: (02) 9467 0400

Directors

Guy Russo	Non-executive Chairman
Neil Verdal-Austin	Managing Director
Amrita Blickstead	Non-executive Director
Hamish Corlett	Non-executive Director
Hilton Brett	Non-executive Director
Michael Gordon	Non-executive Director
Karen Borg	Non-executive Director

Chief Executive Officer
Neil Verdal-Austin

Chief Financial Officer
Darren Collins

Company Secretary
Terence Flitcroft

Patent Attorneys
Spruson & Ferguson

Bankers
HSBC
Westpac Banking Corporation

Auditors
BDO Audit Pty Ltd (Australia)

Share Registry
Boardroom Pty Limited
SYDNEY NSW 2000
(GPO Box 3993 Sydney NSW 2001)
Telephone (02) 9290 9600
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www.boardroomlimited.com.au

Company Website
www.somnomed.com.au

Stock Exchange listing
SomnoMed Limited shares are listed on the Australian Securities Exchange (ASX code: SOM)

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Annual Report 2023

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