Janison.

ANNUAL REPORT

2023

FY23 Highlights.

8m+

DIGITAL ASSESSMENTS DELIVERED IN FY23 ACROSS 117 COUNTRIES

15%

ICAS GROWTH WITH REVENUE ACROSS 7 COUNTRIES

EMPLOYEE NET PROMOTER SCORE

41

37% increase on FY22

13th BEST PLACE TO WORK IN AUSTRALIA (WRK+)

GENDER DIVERSITY

50:50 male to female ratio across the Board and leadership team

$41m

+13%

OPERATING REVENUE

$26m

ANNUALISED RECURRING REVENUE

63%

GROSS PROFIT MARGIN

$4m

+112%

EBITDA

$12m

CASH ON HAND

NET CASHFLOW POSITIVE

$5m

+$4m vs LY

OPERATING CASHFLOW

Contents

Janison Overview.

Janison acknowledges the Traditional Owners of the land on which we work and meet. We pay our respects to their Elders past, present and emerging, and we recognise their continuing connection to Country.

Founded 25 years ago...

Janison is an award-winning Australian owned, publicly listed EdTech pioneer delivering more than 27 million assessments since our inception in more than **117 countries**. Janison is committed to providing equitable and accessible education solutions for all. Our technology has supported millions of candidates around the world, many of which are remote. By transforming traditional learning and assessments through **technology**, many have been offered life changing opportunities in education and work. At Janison we are committed to our purpose of **unlocking the potential of every learner** and contributing to a sustainable future.

Janison has two distinct business units:

Janison | Solutions.

A world-class online assessment platform and exam solutions that enable large organisations to develop and deliver large-scale secure and reliable assessments globally.

Janison | Assessments.

World-leading branded assessments for the K-12 market, with products such as ICAS. Leverages over 40 years' experience in psychometrics and data analytics capability to create the highest quality unique tests with powerful targeted insights for teachers, parents and schoolchildren.

Our Janison Solution clients

Strategic Customers

Key Account Customers

Our Janison Assessment products

Janison at a glance.

Janison is a global provider of digital assessments and testing.

117+ Countries

HEADQUARTERED IN SYDNEY, AUSTRALIA, TESTING DELIVERED GLOBALLY IN 117 COUNTRIES

New London sales & support office

ESTABLISHED IN FY23

FOUNDED IN 1998, LISTED ON THE ASX IN 2017

22 **Solutions Platform Clients**

JANISON SOLUTIONS

19 **Janison Assessments**

TAKEN EVERY MINUTE

3,500+

School Customers

ACROSS JANISON ASSESSMENTS

195

EMPLOYEES

NAPLAN ONLINE

300k

Students tested simultaneously in FY23

4.4m tests

Delivered online by Janison

– Australia's largest national exam

Janison's unique proposition.

Janison's purpose is to unlock the potential in every learner. We make our platform accessible on almost any device, any browser, any network capability, for learners of all backgrounds and abilities – all around the world.

Proven track record

- Janison has a proven track record of delivering millions of successful high scale, high-stakes, digital exams for more than 20 years.
- Trusted by educators, governments and professional accreditation bodies. Customers include the Australian and Singapore governments, the Organisation for Economic Co-operation and Development (OECD), the NSW Department of Education, British Council, and many more.

Unparalleled performance

Janison's assessment platform is:

- **highly secure** – with enterprise-grade encryption and firewall protection
- **reliable** – performing in almost any network environment and device compatibility
- **scalable** – able to flex up instantly to meet the demands of vast numbers of students simultaneously

Unparalleled capability

Janison's platform has been developed over more than two decades in partnership with education departments globally with substantial investment. This capability enables educators to administer exams to the fullest – developing their own assessments, scheduling and monitoring exams in real-time, auto-marking and coordinating multiple marking of assessments, and generating immediate and insightful reporting.

Educators at heart

Through our in-house educators and years of experience, Janison understands the unique needs of schools, governments, teachers, principals, parents and students. We work with customers to support them through the transition from paper-based to online exams and enable them to make an impact on learners globally. Our technology ensures all students receive a consistent exam experience for fairness and equity.

A brief history.

Since the earliest days of the internet, we've been delivering high-impact assessment and learning solutions at state, national and international level. Here are some of our key milestones.

1998

Janison registers as an Australian company in Tamworth, regional NSW.

1999

Janison builds one of the earliest Learning Management System (LMS) platforms, Janison Toolbox, for TAFE NSW. The groundbreaking interface allows students to access courses remotely and submit assessments online.

2005

We launch our new learning product, Janison LMS, offering a fresh new interface for administrators and learners. The Governance Institute of Australia, Australian Securities and Investments Commission (ASIC), TAFE NSW, NSW Ambulance and WorkCover WA are among its first clients.

2010

Another world-first: the first standardised, large-scale online assessment to nearly 40,000 students from 650 schools in one day. We address the scalability, delivery and security challenges of running NSW science exams, known as VALID, with an innovative approach – using Microsoft's then newly-released cloud service, Azure.

2011

10,000

Users are engaging with our online assessment platform, Janison Cloud Assessment, which wins us the national iAward – putting Janison in the company of fellow winners including the creators of Google Maps and Huawei's E5 WiFi 3G modem.

2016

J. | Insights.

Our online assessment platform continues to deliver successes and transformative education insights for government department clients. We rename it Janison Insights.

J. | Replay.

We solve the British Council's challenge of delivering English proficiency exams to parts of the world with poor internet connectivity by building a world-first: Janison Replay. The application is one of the first to adopt Google's newest technology, allowing uninterrupted tests even amid internet dropouts.

2018

200K

Another world first. In May 2018, we successfully deliver the first NAPLAN Online exam to 200,000 students at 1,400 schools across Australia. 99.9% of the 668,529 individual tests are completed successfully online, and with no slowdowns – earning international attention for Janison.

2019

OECD
BETTER POLICIES FOR BETTER LIVES

We join forces with the Organisation for Economic Co-operation and Development (OECD), becoming its chosen platform to deliver its PISA-based Test for Schools (PBTS) online.

J. | Insights.

We begin the transition to a standardised yet highly-configurable assessment platform – 'Janison Insights' built on the functionality developed in conjunction with esteemed education institutions worldwide.

2020

The company celebrates a $7 million capital raise, plus a landmark deal to remotely deliver university entrance exams for Czech Republic assessment provider SCIO.

We acquire UNSW Global's Educational Assessments business, including the ICAS schools competition.

Janison continues to flourish even amid the global grip of COVID-19, securing major assessment projects including Chartered Accountants, Check-in, University of London, Selective Schools testing and global partnerships with Go1 and D2L.

A seismic shift for the Janison brand as we become sole provider of PISA for Schools in Australia and accredited by the OECD as the National Service Provider of PISA for Schools in Australia and the UK.

2021

Janison raises $18 million to fund expansion of its 3 strategic growth drivers, acquisitions, and product investment, in a heavily over-subscribed placement and share purchase plan.

Broadening product portfolio and expanding into Parents with RiSE+.

2022

Acquisition of

QATs Quality Assessment Tasks

Academic Assessment Services

We set a new record during our May 2022 delivery of NAPLAN Online across 100% of schools in Australia – during which we delivered more than one million tests in a single day and more than 4 million tests over two weeks. This paves the way for Australian schools' accelerated transition to digital assessment. Thanks to the NAPLAN Online project, schools nation-wide have the devices, infrastructure and teacher technical capability to deliver large-scale school assessments online.

2023

In 2023, Janison Solutions secured two new strategic customers, Cambridge University Press & Assessment (CUP&A), and Oxford University Press (OUP), to its digital assessment management platform – 'Janison Insights'.

Janison becomes

cash flow positive.

+58%

AAS revenue growth, and 43% growth in QATs.

300k

Another record-breaking year for NAPLAN Online with 0.3 million concurrent tests delivered seamlessly with a 100% online adoption across schools in Australia.

Sustainability.

This section provides information about our progress in the area of sustainability. We are committed to continuous improvement and believe this is essential for long-term business success.

Society

For the second year running, Janison is pleased to have supported the following charities:

STEPtember | Cancer Council | CaringKids
Computers for Change | Dress for Success

In FY23, Janison introduced a company-wide volunteering program that empowers individuals or groups of staff to meaningfully give back to the community or organisation of their choice through a program known as 'Impact Day'. Each financial year, individuals or teams can access one paid day to volunteer and make a positive impact to any community organisation or charity of their choice.

Janison organises regular social events in its Sydney office to maintain strong social relationships between staff and as an opportunity to learn. One event was organised at the start of Sydney World Pride, allowing Janison to support and raise awareness for the LGBTIQA+ community while also promoting social relationships among our employees by coming together for a meaningful cause.

Janison's technology can adapt and deliver consistent, reliable and enhanced assessments.

Equity & Fairness

Janison's proprietary technology allows remote, developing, and disadvantaged communities globally to have the same online assessment experience as students in more affluent regions and schools. No matter the IT infrastructure, Janison's technology can adapt and deliver consistent, reliable and enhanced assessments to help unlock the potential in every learner.

Sustainability cont.

Health & Wellbeing

Janison recognises the importance of providing a safe work environment. We take positive steps to ensure the good (mental) health and wellbeing of all employees. We believe employee wellbeing has a positive ripple effect beyond ourselves into the communities around us.

Environment

As Janison grows, we aspire to help our customers to reduce their CO2 emissions as they transition to digital exam delivery whether at home, at school or an exam centre. We see opportunity both in reduction of paper and in the transportation of paper to and from exam locations.

12,000t

of carbon dioxide produced in Australia each year as a result of paper-based exams

Based on Australian Bureau of Statistics on the benefits of digitised exams, does not account for carbon footprint of cloud computing.

Ecovadis Certification

In FY23 Janison was awarded a silver medal for sustainability by Ecovadis – the world's largest and most trusted provider of business sustainability ratings, with a global network of more than 100,000+ rated companies. This demonstrates Janison has good performance in terms of environmental, social and governance (ESG) practices.

Companies who receive
a silver award are considered to be leaders in their industry and experience significant benefits:

- Increased customer trust
- Access to new markets
- Reduced risk
- Improved employee morale

The EcoVadis sustainability assessment methodology is at the heart of its Ratings and Scorecards and is an evaluation of how well a company has integrated the principles of Sustainability/CSR into their business and management system.

Governance.

Risk management

We approach risk management as a continual process. We actively manage risk by assessing against agreed tolerance levels for a broad range of risk categories. For some, we have zero tolerance for risk, in others, we are willing to accept varying degrees of risk to be innovative, to enter new markets, make acquisitions, or improve the value of the business - within our legal obligations.

Safety & wellbeing

We care deeply about the physical and psychological safety of our employees, customers and students. We provide a safe environment in the physical and digital world for our employees and students who use our technology through highly secure systems, and controlled practices governing the storage and destruction of sensitive data. Physical and mental safety across the company is monitored through regular one-on-one conversations with staff, engagement surveys and exit interviews.

Strategy & competition

The Board is actively involved in the development of strategy. It approves and regularly reviews performance against Janison's strategy. The Board and executive leadership team monitors and assesses Janison's strategy in line with changes in the market.

Security & privacy

Cybersecurity and data protection are a significant focus and investment for us as an Australian-listed company with global regulatory obligations in supporting government and institutional clients conducting high visibility, high stakes assessments for both adults and minors, we manage tightly the risk of individual or state-led intrusion cyber attacks and data breaches.

Cyber resilience is the ability to prepare for, respond to, and recover from cyber attacks. Cyber resilience helps an organisation protect against cyber risks, defend against and limit the severity of attacks, and ensure its continued survival despite an attack.

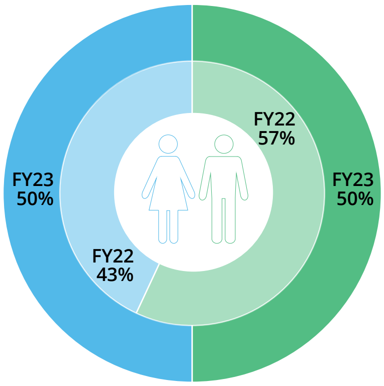
Janison's Information Security Management System (ISMS) is the set of controls and processes by which we achieve cyber and data privacy resilience. Our ISMS is compliant with the Australian government Information Security Manual (ISM), European governments General Data Protection Regulation (GDPR) and has achieved certification in the International standard for information security management system (ISMS) ISO/IEC 27001:2005.

Board

Our Board is responsible for the corporate governance of Janison. It is committed to optimising the business for financial performance and building sustainable value for our customers, employees, shareholders and the wider community. The Board comprises directors with a diverse range of skills, age and experience to support robust decision-making. An assessment of the Board's composition and performance takes place regularly. Full Board biographies can be found in the Directors' Report.

- Protect interests of Janison's shareholders
- Set strategic direction
- Oversee financial performance
- Ensure compliance

Board Gender Balance



56
Average age

3 3

Average tenure (yrs)
3.9

Board Skills Matrix

Independent	7 / 10
Strategy	10 / 10
Corporate Governance	7 / 10
Risk & Compliance	7 / 10
Legal	6 / 10
Health / Safety / Environment	6 / 10
Investor / Public Relations	8 / 10
Technical	7 / 10
Product Development	8 / 10
Commercial / Operational	9 / 10
Financial / Accounting	6 / 10
Capital Markets	5 / 10
Mergers & Acquisitions	6 / 10

Audit & Risk Committee (ARC)

The ARC helps to protect the interests of Janison's shareholders and other stakeholders by overseeing the company's financial reporting and risk management systems.

Remuneration & Nomination Committee (RNC)

The RNC plays an important role in ensuring that the Janison's remuneration and nomination processes are fair, transparent, and in the best interests of the company's shareholders. The RNC's work helps to protect the interests of Janison's shareholders and other stakeholders.

Chief Executive Officer (CEO)

Responsible for developing and implementing Janison's growth strategy.

Oversees the day-to-day operations and Janison's overall financial performance. Manages relationships with shareholders and stakeholders.

Our people.

Our leadership team is experienced in building and scaling companies and cares deeply about our mission to unlock the potential in every learner.

Wayne Houlden
Founder and Vice Chairman

Mike Hill
Chairman

David Caspari
Chief Executive Officer and Managing Director

Kathleen Bailey-Lord
Chair of the Remuneration and Nomination Committee

Headquartered in Sydney with 195 employees, Janison's highly diverse team is one-third academics, technologists and change agents.

For the third year running we have had a workforce comprising of more than 40% female across the entire organisation, and with a 50:50 gender balance at Board and executive leadership level.

Through COVID we have transitioned to become a fully-flex organisation which gives our people the ability to work remotely. This has also given Janison the ability to attract and retain top talent from a wider pool.

Stuart Halls
Chief Financial Officer

Amy Barouch
Group Executive, Janison Assessments and Chief Technology Officer

Derek Welsh
Chief Operating Officer

Rebecca Niemiec
Group Executive, Customer & Event Support

Denise Hanlon
Chief People Officer

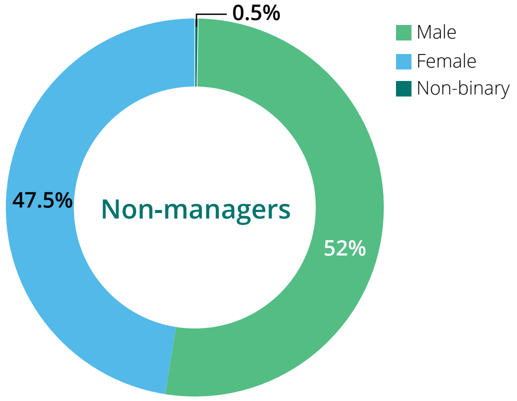
Headquartered in Sydney with 195 employees, Janison's highly diverse team is one-third academics, technologists, and change agents.

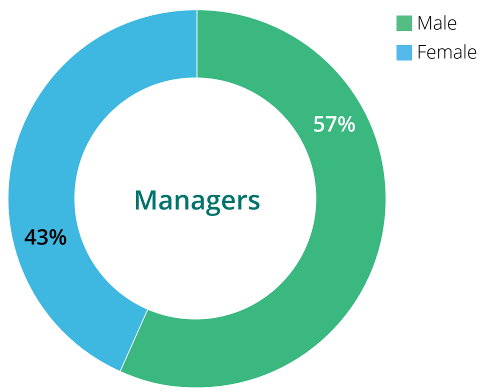
Our people.

Diversity

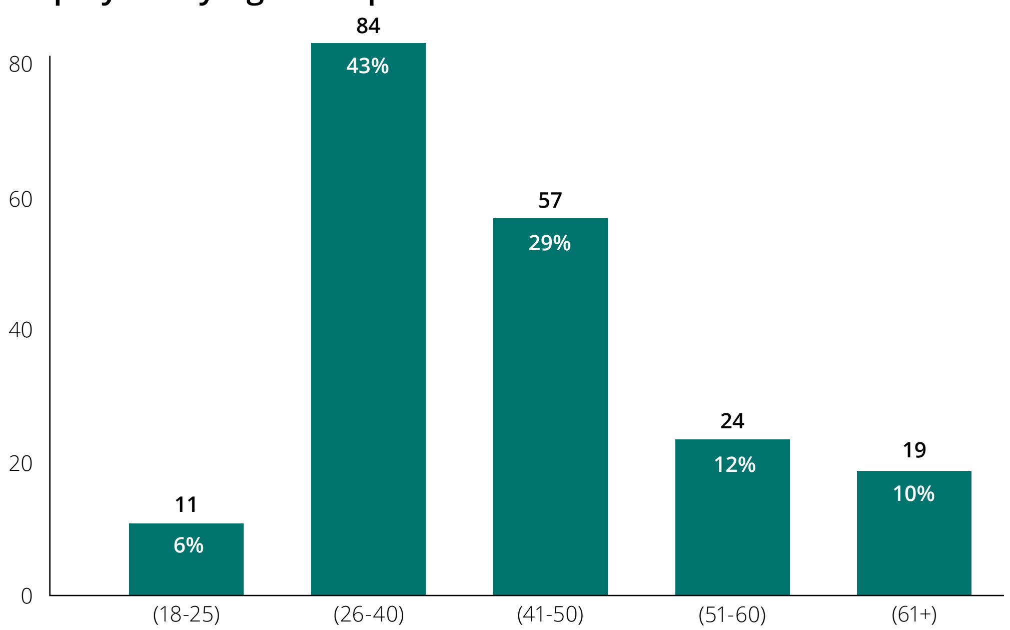
Our commitment to providing an inclusive and diverse working environment saw us maintain strong gender, nationality, and age distribution across the company, including 50% gender balance on both the Board and the Executive Leadership team. Collectively, our people speak 22 different languages and represent 29 diverse cultures. 40% of employees were born outside Australia and 72% have experienced living in another country. Janison employees are spread across 4 generations; our youngest employee is 20 and the oldest, 75.

Employees by Gender





Employees by Age Group



50% GENDER BALANCE AT BOARD & EXECUTIVE TEAM

22 LANGUAGES

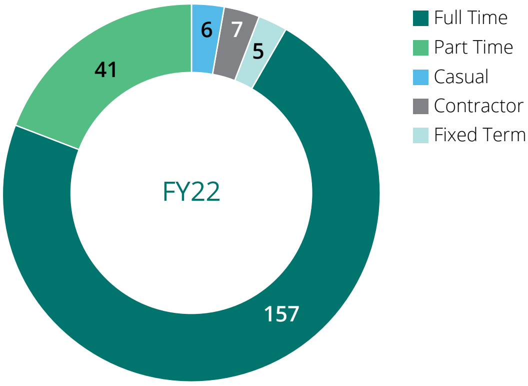
29 CULTURES

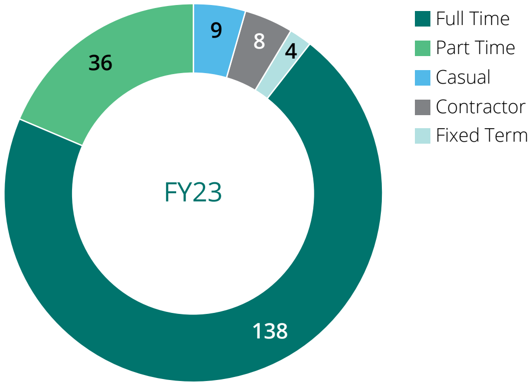
40% BORN OVERSEAS

72% HAVE LIVED IN ANOTHER COUNTRY

4 GENERATIONS AGED 20-75

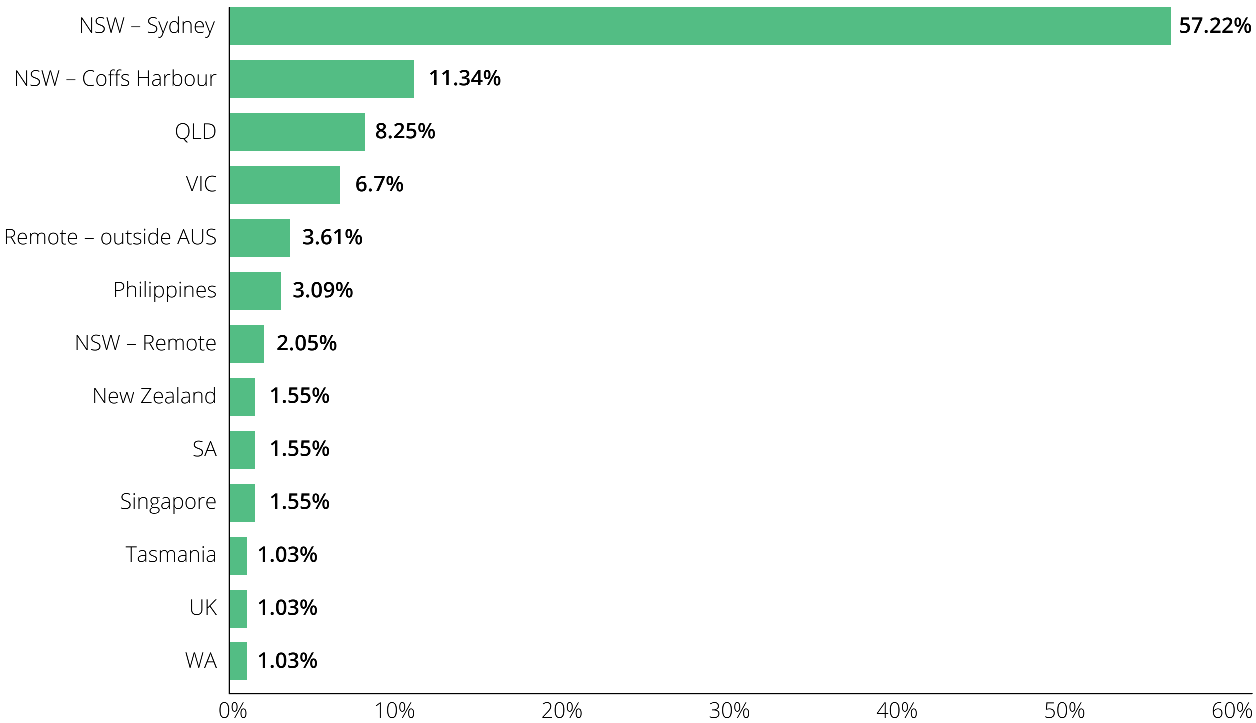
Workforce headcount





Employees by Location

Now into our 2nd year of a fully-flex (virtual-first) working environment, we have been able to access a talent pool from across Australia and internationally.



Parental benefit

In July 2022, we introduced a new Parental Benefit to support families to manage their childcare responsibilities in a way that supports them financially, facilitates increased balance in how care is shared, and flexible return to work options. The benefit applies equally to any parent and includes 6 weeks paid leave, family planning leave, superannuation payments during periods of leave without pay, continuous service for periods of unpaid leave and additional return to work benefits.

Employee-Customer Connection

We encourage our staff to be involved in the services we provide our customers. In May 2023, 25% of Janison's staff obtained their working with children certification and assisted Janison in the invigilation of the Selective High School assessment – an entrance exam for selective high schools in New South Wales (NSW), Australia designed to assess students' academic ability in reading, mathematical reasoning, thinking skills, and writing. The exam was delivered in 370 schools across NSW on one single day. Staff supervised the event in schools and coordinated other external invigilators on the day.

Chairman’s review.

I would like to express my sincere appreciation to our dedicated employees, whose hard work and commitment have been pivotal in our success. Together, we will continue to innovate, grow, and make a positive impact on the lives of students worldwide.

Dear Shareholders,

It is with great pleasure that I present to you the Chairman's letter for the FY23 annual report of Janison Education Group Limited. This year has been exceptional in many ways, and I am proud to share our remarkable achievements and milestones with you.

For the first time since being listed, through growth and a focus on profitability, we have achieved sustainable free cashflow.

First and foremost, I am thrilled to announce that Janison has experienced an unprecedented number of new client wins within our Solutions business. This achievement is a testament to the hard work and dedication of our entire team. I am delighted to share that we have successfully secured agreements with two prestigious institutions: Cambridge University Press & Assessments (CUP&A) and Oxford University Press (OUP). These collaborations not only reflect the strength and quality of our exam solutions but also demonstrate our commitment to providing world-class assessment tools to renowned assessment providers.

Furthermore, I am pleased to inform you that Janison Education Group has reached a significant milestone in our financial journey. For the first time since being listed, through growth and a focus on profitability, we have achieved sustainable free cashflow. This accomplishment highlights the efficiency and effectiveness of our business operations, as well as the strong demand for our platform and products in the global education market. This achievement is the foundation on which we will continue to grow and positions us favourably for future investments and strategic initiatives, enabling us to continue delivering value to our shareholders.

Our commitment to innovation and technological advancement remains unwavering. Over the past year, we have made substantial investments in product development, resulting in the successful launch of several ground-breaking products and features. These new offerings have not only strengthened our existing product portfolio in the K-12 school market but have also enhanced our enterprise-grade assessment platform – Janison Insights, opening up new avenues for growth and further client acquisition. We firmly believe that continued investment in technology and innovation will drive our long-term success and ensure that we remain at the forefront of the education technology industry.

In addition to our technological advancements, we have also made significant progress in expanding our global reach. Janison has successfully established a new office in London, UK, staffed by a combination of existing experienced senior leaders relocating to the UK and new local sales and support staff recruited in-country. In addition to supporting our new strategic clients – OUP and CUP&A, we believe there is potential for us to secure further strategic partnerships with leading education providers, publishers, and institutions across the UK and Europe. This increased global presence has not only broadened our market opportunities but has also allowed us to gain invaluable insights into local educational landscapes and tailor our solutions to meet the specific needs of diverse student populations. We remain committed to further expanding our international footprint in a very targeted and cost-effective manner, reinforcing Janison as a global leader in education technology.

Our investments in technology, global expansion, and sustainability initiatives have positioned us favourably for future growth and solidified our position as a leader in the education technology industry.

Our focus on sustainability and social responsibility continues to be a fundamental aspect of our business strategy. We firmly believe that education is the key to empowering individuals and creating a better future for all. As such, we are committed to leveraging our technology and expertise to address the educational challenges faced by disadvantaged communities around the world. Through our various initiatives and partnerships, we aim to bridge the digital divide and ensure equal access to quality education for all students, regardless of their socio-economic background.

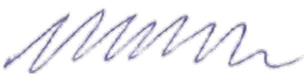
During the past year, Brett Chenoweth departed from the Board as one of our esteemed non-executive directors. On behalf of Janison Education Group, I would like to express our sincere gratitude for the valuable contributions and dedication that Brett has brought to our organisation. His expertise, insights, and commitment to excellence have been instrumental in guiding our strategic decisions and fostering our continued growth. We extend our heartfelt thanks to Brett for his invaluable service and wish him all the best in his future endeavours.

I would also like to highlight the diversity of our Board, which has been a key focus for us. We are proud to report that our Board comprises an equal number of male and female directors, reflecting our commitment to gender diversity and inclusivity. We strongly believe that diverse perspectives and experiences lead to better decision-making and drive innovation. The varied backgrounds and expertise of our Board members contribute to a more comprehensive understanding of the challenges and opportunities we face as an organisation. We are committed to maintaining and further enhancing the diversity of our Board, as we firmly believe it is crucial for the continued success and long-term sustainability of Janison.

In conclusion, FY23 has been a transformative year for Janison Education Group Limited. We have achieved record client wins, securing strategic partnerships with prestigious institutions. Moreover, we have reached a significant milestone by attaining sustainable free cashflow for the first time since being listed. Our investments in technology, global expansion, and sustainability initiatives have positioned us favourably for future growth and solidified our position as a leader in the education technology industry.

I would like to express my sincere appreciation to our dedicated employees, whose hard work and commitment have been pivotal in our success. Together, we will continue to innovate, grow, and make a positive impact on the lives of students worldwide. I would also like to extend my deepest gratitude to our shareholders for their unwavering support and belief in our vision.

Sincerely,



Mike Hill
Chairman,
Janison Education Group Limited

CEO's review.

We are optimistic about the year ahead and expect to sustain year-on-year growth from new customer acquisition and existing customer expansion.

Dear shareholders,

I'm delighted to present the CEO and Managing Director's letter for the financial year 2023 (FY23) annual report of Janison Education Group.

FY23 saw us empowering teachers, students, schools, professional accreditation bodies and governments globally. For the millions of candidates that we reach, from indigenous communities in the Northern Territory of Australia to new strategic customers in the UK, access to our digital assessment solutions offer life-changing opportunities in education and work.

FY23 was an important year for Janison. From a financial performance perspective our group revenue grew 13% to a record $41m and delivered $26m annualised recurring revenue (ARR), and in what is a key inflection point for the Company, Janison delivered sustainable positive net cashflow. Gross profit remained strong at 63% and EBITDA grew 112% to $4m. With $12m of cash on hand and no debt, Janison is well-positioned to deliver on its global purpose, and enters FY24 with strong momentum.

Janison Solutions (B2B enterprise customers)

The core component of Janison, our standardised B2B enterprise platform and specialised services continued to strengthen. In FY23 Core Solutions delivered 17% growth and record revenue, EBITDA, and saw significant expansion of existing Strategic and Key account clients.

We saw the establishment of strategic agreements with Cambridge University Press and Assessments and Oxford University Press, two of the largest assessment publishers for the K-12 market. Our partnership with Cambridge, the world's largest assessment publisher, began in FY21, was extended in FY22, and in 1H23 we were awarded a global agreement to develop and deliver a range of existing and new assessment products. Janison has now established a new office in the UK, and made targeted investments in sales, marketing and services to support the UK and EMEA markets.

Following a record delivery of NAPLAN in 2023, Janison has secured a $24m extension of the partnership with Educational Services Australia to deliver the technology and services for the Commonwealth of Australia until potentially 2030. The largest known national assessment delivered to K-12 globally, this is a proof point of the quality and capability of the Janison Solutions portfolio, and evidence of our ability to provide the worlds-best software to jurisdictions globally.

We continued the expansion of existing client relationships, notably the strengthening of Janison's relationship with the NSW Department of Education (DoE). Following the success of 'Check-In' products developed for NSW DoE, the product won the NSW Premier's award for innovation and the NSW Minister for Education announced, "Check-In assessment will expand beyond reading and literacy to support teachers to implement the new NSW curriculum".

Our partnership with the Organisation for Economic and Co-operation Development (OECD) in the global rollout of PISA Based Test for Schools (PBTS) is a showcase of Janison's aspiration and purpose. After a more protracted impact in FY23 than predicted from the combined disruptions of COvID and the PISA Main study, as well as the cancellation of delivery in Russia, the International Platform Program (IPP) remained stable. The OECD has a renewed focus on priority PBTS countries where the potential for impact is highest, and we expect new projects to be announced outside PBTS in FY24.

Janison Assessments (School and parent assessment products)

Since its inception as a new business unit in FY22, Janison Assessments has achieved record revenue, school, and student participation benchmarks, and strengthened our leadership position in the Australian market for the school, teacher, and parents.

+13%

REVENUE GROWTH
SOLUTIONS +17%[1]
ASSESSMENTS +21%

63%

GROSS PROFIT MARGIN

+6%

IMPROVEMENT IN OPERATING LEVERAGE

$4m

EBITDA
+112% GROWTH

$5m

POSITIVE OPERATING CASHFLOW

[1]Excluding non-core businesses, e.g. Learning and PBTS IPP.

The ICAS competition in 2022 grew 15% vs pcp with close to 400,000 tests administered across 2,500+ schools, and with the expansion of the product offering to 'ICAS at JEM' (Janison Exam Management) we have been able to offer the tests to a larger direct-to-parent market across Australia. With an exclusive partnership signed in 2H23 with the University of Sydney, reflecting our joined shared purpose, we see awareness and consideration of ICAS and the Janison Assessments portfolio growing in 2023 and beyond.

Following the acquisition and integration of QATs (Quality Assessment Tasks) and AAS (Academic Assessment Services) in FY22, we saw record revenue in FY23 as the number of schools using these products reached an all-time peak.

While overall Assessments delivered strong financial results, the PBTS National Service Provider program (NSP) did not meet our expectations. Timing has undoubtedly been impacted by the PISA 2022 study, geopolitics, as well as workload pressures in schools. With a focus on the US and Australia, the OECD and Janison have now focused the NSP strategy on intra-government engagement, representing the most efficient approach to unlocking value in the medium term.

Janison Assessments continues to progress its strategy which sees software, combined with content assets, unlock the value of the portfolio, as we focus on holistic school and parent propositions, and further invest in sales and marketing across K-12 customer segments to produce powerful learner insights. In 2H22 Janison launched its first new product for students, marketed to parents with the introduction of RiSE+, a SaaS assessment practice product containing the highest quality test content. FY23 saw the product continue to progress through a product-market fit phase, adding new high margin ARR.

As I reflect on FY23 and the journey we have undertaken as a team, what stands out to me is the determination displayed by our team members, and our commitment to delivering exceptional results for our customers. Our ongoing efforts to further build our culture saw us achieve 13th in the annual WRK+ Best Places to Work in 2023. Our focus on providing equal opportunities for all saw us achieve 50% gender balance on the Board and the Executive Leadership Team, and close to parity in our general employee population. Delivering key people initiatives such as our parental benefit and our approach to ESG responsibility evidence our continued efforts to support our people, planet and the community.

We are optimistic about the year ahead and expect to sustain revenue and cashflow growth from new customer acquisition and existing customer expansion. We will continue to invest in our software and services solutions, and targeted investment in sales and marketing whilst improving our operating leverage. We thank our valued customers for their trust, and I thank our staff and leadership team for their commitment to our vision, and the Board for their guidance. Finally, I would like to thank our investors for their support as we continue our purpose to unlock the potential in every learner.

Regards,

David Caspari

Chief Executive Officer & Managing Director

Directors' Report.

Directors' Report.

The following commentary should be read in conjunction with the annual financial statements and the related notes in this report. Some sections of this commentary include non-Australian Financial Reporting Standards financial measures as the Group believes they provide useful information for readers to assist in understanding the Group's financial performance. Non-IFRS financial measures do not have standardised meaning and should not be viewed in isolation or considered as substitutes for amounts reported in accordance with Australian Financial Reporting Standards. These measures have not been independently audited or reviewed.

Review of Operations

Year ended 30 June	2023 ($'000s)	2022 ($'000s)	Change
Janison Solutions	**26,074**	**23,925**	**9%**
- Solutions Core	21,034	17,938	17%
- Other	5,040	5,987	(16)%
Janison Assessments	**14,994**	**12,386**	**21%**
Total operating revenue from ordinary activities	**41,068**	**36,311**	**13%**
Cost of sales	15,302	13,081	17%
Gross Profit	**25,766**	**23,230**	**11%**
Gross Profit %	*63%*	*64%*	*(1) ppt*
Operating expenses	21,791	21,353	2%
EBITDA	**3,975**	**1,877**	**112%**
EBITDA %	*10%*	*5%*	*5 ppt*
Less: Operating depreciation and amortisation			
- Office lease amortisation	965	990	(3)%
- R&D intangible amortisation	6,232	5,094	22%
- Other operating depreciation and amortisation	240	204	18%
Operating EBIT	**(3,462)**	**(4,411)**	**(22)%**
Acquired amortisation	5,897	4,213	40%
Non-operating expenses	2,420	1,813	33%
EBIT	**(11,779)**	**(10,437)**	**13%**
Net financial expense [1]	661	126	425%
Loss before income tax	**(12,440)**	**(10,563)**	**18%**
Income tax expense / (benefit)[2]	1,265	(1,438)	nr
Net Loss	**(13,705)**	**(9,125)**	**50%**
Adjusted Net Loss (adjusted for acquired amortisation)	**(7,808)**	**(4,912)**	**59%**

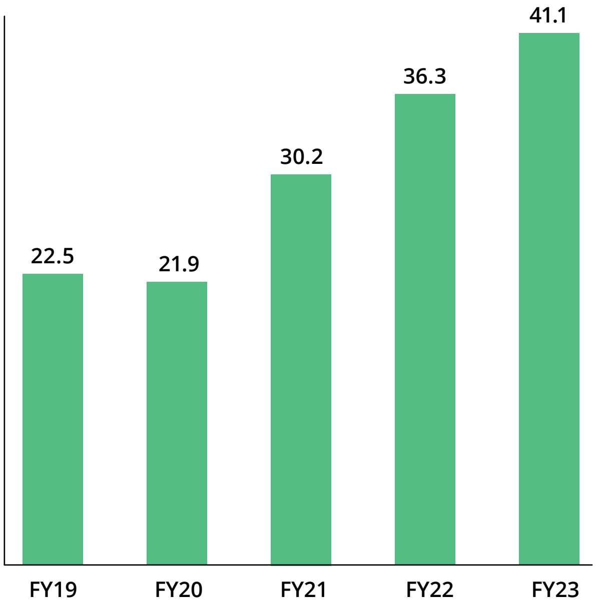
nr: Calculation not relevant

[1]In FY23, finance expense includes $731 thousand relating to the unwinding of a discount on the financial liability associated with the earn out for the acquisition of AAS in FY22. It is a non-cash item.

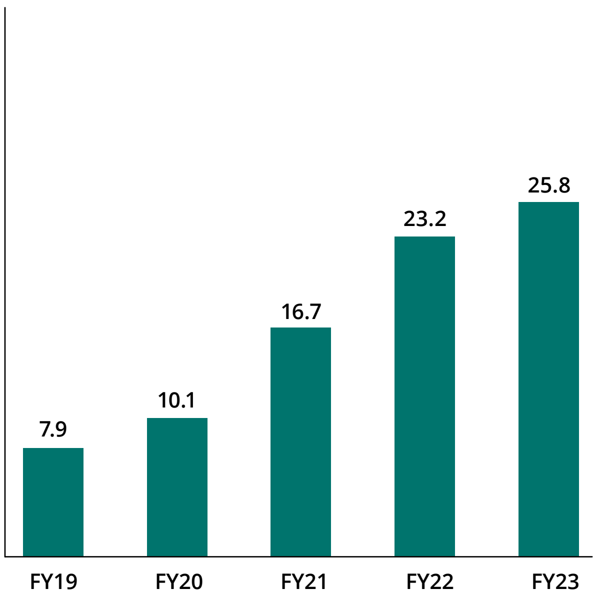
[2]In FY23, the Company deemed it prudent to write off deferred tax assets to the value of approximately $1.349 million.

Key Performance Metrics

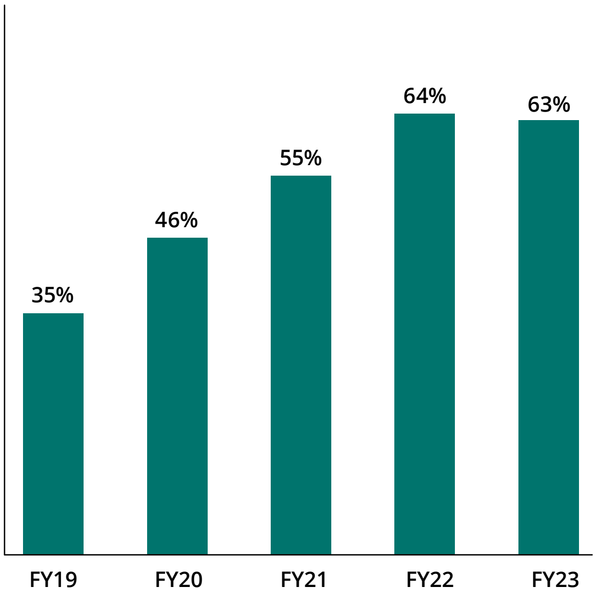
Group Revenue (A$m)



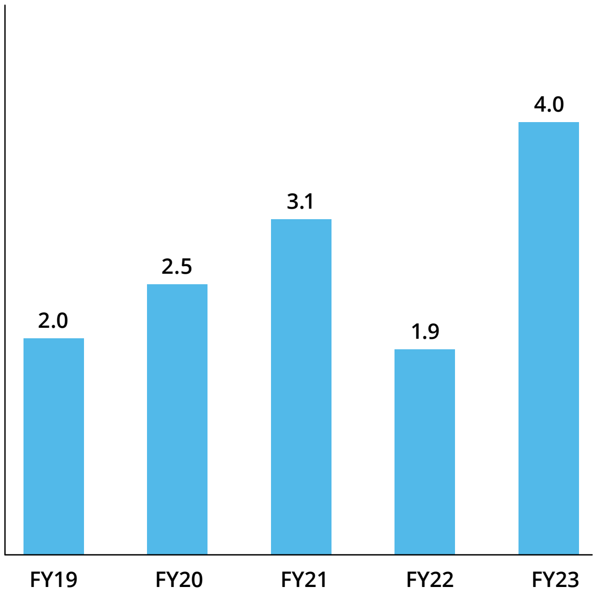
Gross Profit (A$m)



GM (A$m)



EBITDA (A$m)



Cash Flows

Summarised cash flow data accumulated on the same basis as the Statement of Cash Flows is presented below.

Year ended 30 June	2023 ($'000s)	2022 ($'000s)	Change
Customer receipts	47,133	38,393	23%
Supplier payments	(41,805)	(36,944)	13%
Interest, tax & other	116	(25)	nr
Operating cash flow	**5,444**	**1,424**	**282%**
Acquisition costs[1]	(669)	(6,592)	(90)%
Product development	(4,389)	(7,790)	(44)%
Plant and equipment	(88)	(216)	(59)%
Investing cash flow	**(5,146)**	**(14,598)**	**(65)%**
Lease liabilities	(965)	(1,092)	(12)%
Proceeds from capital raising[2]	900	2,937	(69)%
Financing cash flow	**(65)**	**1,845**	**(104)%**
Effect of exchange rate changes	(14)	3	nr
Net change in cash and cash equivalents	**219**	**(11,326)**	**nr**
Cash and cash equivalents at the beginning of year	**11,820**	**23,146**	**(49)%**
Cash and cash equivalents at the end of year	**12,039**	**11,820**	**2%**

nr: Calculation not relevant.

[1]In FY23, Janison paid $669 thousand in deferred consideration associated with the purchase of QATs.

[2]Proceeds from capital raising in FY23 consists of loan repayment proceeds received from the settlement of director loans issued in 2017 for Loan Funded Shares.

Segment Information

Operating revenues and Cost of Sales are recorded to a segment depending on the business unit in which they are directly attributed. Janison's two business units are Janison Assessments (exam products, exam items and associated exam services for schools, parents and teachers), and Janison Solutions (enterprise-grade assessment platform technology and event management services for large organisations, education authorities and accreditation bodies). Any Cost of Sales or Operating Costs not directly attributable to a business unit are allocated on the basis of either revenue or labour costs.

Janison Assessments

Year ended 30 June	2023 ($'000s)	2022 ($'000s)	Change
Total segment revenue from ordinary activities	**14,994**	**12,386**	**21%**
Cost of sales	5,510	4,870	13%
Segment gross profit	**9,484**	**7,516**	**26%**
Gross profit percentage of Assessments' segment revenue	*63%*	*61%*	*2 ppt*
Operating expense	10,315	9,745	6%
Segment EBITDA	**(831)**	**(2,229)**	**63%**
EBITDA percentage of Assessments' segment revenue	*(6)%*	*(18)%*	*12 ppt*

Janison Assessments

Janison Assessments' revenue increased substantially in FY23 due to:

- The acquisition in FY22 of AAS and QATs (approximately $7.5 million for year ended 30 June 2023)
- Growth in the sales of the ICAS Competition to schools and parents

Janison Assessments' EBITDA improved by 63% in FY23 as a result of strong revenue growth, margin improvement through improved pricing, and operating expense leverage. This is despite an increased allocation of operating expenses which are largely allocated on the basis of revenue.

Janison Solutions

Year ended 30 June	2023 ($'000s)	2022 ($'000s)	Change
Total segment revenue from ordinary activities	**26,074**	**23,925**	**9%**
Cost of sales	9,792	8,211	19%
Segment gross profit	**16,282**	**15,714**	**4%**
Gross profit percentage of Solutions' segment revenue	*62%*	*66%*	*(4) ppt*
Operating expense	11,476	11,608	(1)%
Segment EBITDA	**4,806**	**4,106**	**17%**
EBITDA percentage of Solutions' segment revenue	*18%*	*17%*	*1 ppt*

Janison Solutions

Janison Solutions' revenue increased in FY23 due to:

- Expansion of Check-in testing across additional school years for the NSW Department of Education
- Expansion of development services for Education Services Australia (NAPLAN assessment)
- Full year of assessment licensing for Cambridge Assessment and Chartered Accountants ANZ
- New platform client revenue – ACECQA (the Australian Children's Education and Care Quality Authority)

In FY23 Janison was able to achieve profitable growth through successfully winning new strategic clients, increasing the volume of tests delivered on its platform and through careful cost management. As a result, the Company finished the financial year cashflow positive – both at a net cashflow and free cashflow level, despite a backdrop of volatility, constrained capital markets and the integration of recently acquired businesses.

Revenue grew +13% year-on-year, gross margin remained strong at 63%, Opex increased by a marginal 2% and EBITDA grew by approximately +112% as a result. Revenue growth principally came from an increase in Services income in FY23 due to a combination of several large new Solutions clients being in the initial implementation phase (in readiness for platform use and licence fees commencing later); organic growth in Academic Assessment Services school assessment products (still currently delivered largely in-person and paper-based, and recorded as Services revenue), and exam invigilation services for large events such as the NSW Selective High Schools entrance exam.

Janison Assessments

Janison Assessments reported $15 million of revenue in FY23, representing a +21% growth or +$2.6 million of additional revenue.

The flagship product in the Janison Assessments' portfolio is the ICAS competition. The test is delivered in August every year, with the sales campaign beginning several months earlier in March. Sold into Australia, New Zealand and schools across Hong Kong, Malaysia, Singapore, and Indonesia, the ICAS event delivered more than $6.6 million of revenue in FY23 representing +15% growth on the prior year. Over the past few years, the customer has shifted almost entirely from schools purchasing the test, to now in FY23, 85% of total orders coming from parents. Schools are still required to register their school for the competition but the transaction occurs between Janison and the parent. As a result, parent contacts have increased substantially over the past few years with a 70% increase in FY23 – equivalent to more than 150,000 registered parents.

AAS, the second largest suite of K-12 school assessment products in the Assessment division, delivered $6.4 million of revenue, an increase of +$2.4 million or +58% on the prior year. Growth was driven by expansion of revenue in existing schools and the addition of approximately 10% new schools. AAS products include benchmark tests, general ability tests, and ATAR prediction tools.

FY23 was the final year of a two-year earnout period for the vendors of AAS. Sales across both years achieved a combined total of approximately $11.8 million, approximately 7% ahead of the original earnout target. Under the terms of the AAS Share Sale Agreement, a cash payment of $1.0 million was due and paid on 6 July 2023 and a further payment of approximately $7.4 million will be due in the form of Janison ordinary shares on completion of the Company's Annual Report, subject to vendor discussion.

In FY23, Janison launched its online parent platform for student improvement tools, known as RiSE+. The product received good initial sales but the investment in customer acquisition was moderated down throughout the year to enable the Group to control cashflow and prioritise profitability in the current environment.

The PISA Based Test for Schools (PBTS) – National Service Provider (NSP) model, which sells directly to schools and school groups, delivered $0.3 million in revenue during FY23. This represents a reduction of approximately $1.0 million of revenue on the prior year. Sales were restricted by a cross-over with the main PISA study window preventing Janison from engaging with or marketing to schools for several months of the year across the UK and in Australia. In addition, a large school group in Australia chose not to repurchase the assessment in FY23, and there was a changeover of staff in the sales role in Australia as the product was restructured into the broader Janison Assessments operating model. Due to the limited number of countries in which Janison operates as the NSP, the impact of these changes and market conditions in FY23 had a material impact on revenue. A smaller but very important component of the Janison Assessments portfolio is Quality Assessment Tasks (QATs) which develops and sells year 11 and 12 high school exam practice tests to more than 2,000 schools across Australia. QATs delivered approximately $1.1 million in platform revenue during FY23, representing a growth of $0.3 million or +43% on the prior year.

Janison Solutions

Janison Solutions is the Group's enterprise business unit and provides:

- An enterprise-grade assessment management platform (Janison Insights) for educational publishers, departments and professional accreditation bodies to administer large-scale online exams globally;
- Exam support services in the form of in-person exam invigilation, online customer support, and custom software development; and,
- A learning management software (LMS) tool for large corporates.

In FY23, the Janison Solutions division reported revenue of $26.1 million, a growth of +$2.1 million or +9% growth on the prior year. The core business – Janison Insights, delivered revenue of $21 million, and a stronger growth rate than the division total, with +17% growth, +$3.1 million increase on the prior year.

During the year, Janison Solutions won a record number of new clients on its Janison Insights assessment platform. Most notably was Cambridge University Press & Assessment (CUP&A) and Oxford University Press (OUP).

Janison Solutions' external exam invigilation services division (JEM) which provides in-person exam support primarily for the higher education sector delivered $1.2 million of Services revenue in FY23, a reduction of -19% or -$0.3 million on the previous year. In the second half of FY23 the JEM business grew by +19% on the prior corresponding half year in FY22 reflecting the return of overseas students to Australian universities and a move by colleges and universities towards in-person exams given increasing concerns over other methods of assessment such as assignments, with the introduction of AI tools such as ChatGPT and Google Bard.

The Learning division of Janison Solutions declined in revenue by -$0.5 million from $4.9 million in FY22 to $4.4 million in FY23, a reduction of -10%.

Gross Profit Margin

Gross Profit represents Operating revenue minus Cost of Sales. Cost of Sales consists of personnel expenses directly associated with the supply of Janison's platforms and services to clients. Cost of sales also includes cloud hosting and compute costs, third- party content licensing fees and software subscription fees.

In FY23 Janison delivered further increase in Gross Profit from approximately $23.2 million in FY22 to approximately $25.8 million in FY23, an increase of approximately $2.5 million or +11% on the prior year.

Gross profit margin fell from 64% in FY22 to 63% in FY23 as a result of a higher Services revenue in the Group's sales mix. Stronger than anticipated growth in AAS products and Janison Solutions assessment services drove this increase in Services revenue.

Opex

Operating costs increased marginally in FY23 by approximately +2%, equivalent to $0.4 million of additional spend from approximately $21.4 million in FY22 to approximately $21.8 million in FY23.

On revenue growth of +13%, and despite investments in people during the year, Janison was able to achieve an improvement in operating leverage of +6% compared to the prior year.

Depreciation and Amortisation

The acquisition of AAS in FY22 resulted in a substantial increase in amortisation during the year. The intangible asset value of the AAS acquisition was approximately $19.2 million and has an accounting life of five years. Approximately $4.3 million of amortisation was recorded in FY23 in relation to the acquisition of AAS. In order to show Acquisition Depreciation against Operational Depreciation, more detail has been set out in the tables to this report.

Tax

In FY23 Janison deemed it prudent to write off deferred tax assets to the value of approximately $1.349 million. This adjustment is recorded as a charge in the Income Statement in the line income tax (benefit)/expense.

At 30 June 2023, the Group had accumulated carried forward tax losses of approximately $12 million.

Risk

Reputation:
Janison faces reputational risk if it fails to meet customer expectations in the delivery of high-stakes exam software and exam management. Janison's customers include large education departments, accreditation bodies and organisations that depend on the Company's software to deliver secure, reliable and equitable, high-stakes online exams. If Janison's assessment platform or services underperform for any reason, it could lead to exam disruptions, a lack of trust, and a loss of brand credibility. This could damage the Company's reputation and make it difficult for it to attract new customers.

Cybersecurity risks:
As an education technology company, Janison Education Group is at risk of cyberattacks. These attacks could result in the loss of sensitive data, or the disruption of Janison Education Group's operations.

Economic downturn:
A global economic downturn could reduce the demand for Janison Education Group's products and services. This could lead to lower revenue and profits.

Foreign exchange risks:
Janison Education Group has operations in a number of countries, and it is exposed to foreign exchange risk. This means that changes in the value of currencies could impact Janison Education Group's financial performance.

Capital Raising and Acquisitions

FY 2023

The Group made no acquisitions in the year ending 30 June 2023. Proceeds from capital raising in the year ending 30 June 2023 consists of loan repayment proceeds received from the settlement of director loans issued in 2017 for Loan Funded Shares.

FY 2022

On 21 July 2021 Janison completed a capital raise of $3 million (before costs) by way of a public Share Purchase Plan (SPP) for cash consideration to all eligible shareholders. The SPP was made at a price consistent with that of the capital raise at $0.82 per share and approximately 3.7 million new, fully paid ordinary shares were issued. The funds form part of the main capital raise and have the same use of funds as outlined above.

On 19 October 2021, Janison Solutions Pty Ltd acquired the business assets of Quality Assessment Tasks (QATs) for approximately $2 million, consisting of $1.2 million of cash paid on completion and a remaining $0.7 million deferred cash payment due on completion of the Group's FY23 audited results. The deferred payment is contingent on the QATs business achieving a revenue target of $1.3 million at 30 June 2022 on a pro forma basis (including the period of time between 1 July 2021 and the date of acquisition).

On 29 November 2021, Janison Education Group Limited acquired 100% of the shares in Academic Assessment Services Pty Ltd (AAS). The shares were acquired for an initial consideration amount of $9.0 million consisting of a combination of cash and ordinary shares (Upfront Consideration) and an additional $8.0 million may be payable subject to certain financial performance criteria being achieved (Earnout Consideration). The total consideration payable, assuming the Earnout Consideration is paid and not adjusted, is $17.0 million (Total Consideration).

Employees

Year ended 30 June	2023 (FTEs)	2022 (FTEs)	Change
Full Time Employees	138	148	(7)%
Part Time Employees (Full Time Equivalent)	36	37	(3)%
Casuals (Full Time Equivalent)	21	15	40%
Total full time equivalent (FTE) employees	**195**	**200**	**(3)%**

At the end of FY22, Janison made a number of headcount reductions as the Company ended a large software development project to consolidate its assessment platform, and in light of the tightening in the capital markets. It also recruited a large number of casual staff to invigilate the Selective High Schools entrance exam across 370 schools in May 2023.

Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)

EBITDA disclosures (which are non-IFRS financial measures) have been included as the Group believe they provide useful information for readers to assist in understanding the Group's financial performance. EBITDA is calculated by adding or deducting the following expenses from the Group's Net Loss.

Year ended 30 June	2023 ($'000s)	2022 ($'000s)	Change
EBITDA	**3,975**	**1,877**	**112%**
Non-operating expenses	**2,420**	**1,813**	**33%**
Share-based compensation	1,448	958	51%
Foreign currency losses	169	(6)	nr
Acquisition costs	399	245	63%
Other[1]	404	616	(34)%
Operating depreciation and amortisation	**13,334**	**10,501**	**27%**
- Office lease amortisation	965	990	(3)%
- R&D intangible amortisation	6,232	5,094	22%
- Other operating depreciation and amortisation	240	204	18%
Acquired amortisation	5,897	4,213	40%
Net financial expense[2]	**661**	**126**	**425%**
Income tax expense / (benefit)	**1,265**	**(1,438)**	**nr**
Net Loss	**(13,705)**	**(9,125)**	**50%**
Underlying Net Loss (adjusted for acquired amortisation)	**(7,808)**	**(4,912)**	**59%**

nr: Calculation not relevant.

[1] In both FY23 and FY22 'Other' non-operating expenses related to restructuring costs.

[2] In FY23, finance expense includes $731 thousand relating to the unwinding of a discount on the financial liability associated with the earn out for the acquisition of AAS in FY22. It is a non-cash item.

Operating Revenue

Platform revenue consists of:

- Licence, hosting and support for the use of Janison's platform, products and for the external hosting of software and data remote proctoring. Products include ICAS Assessments and PISA for Schools.
- Content licence revenue for the use of content produced either in-house by Janison or by a third-party resold by Janison.

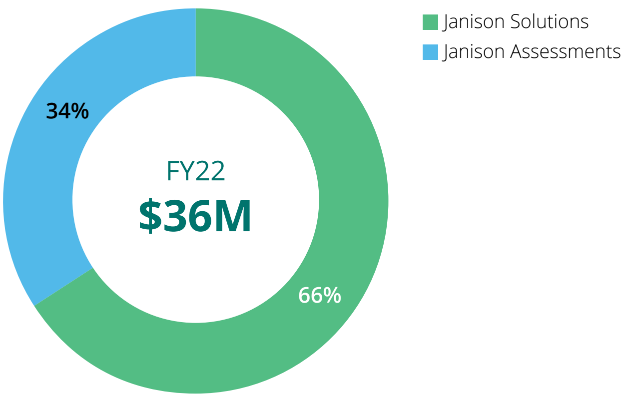
Services revenue consists of:

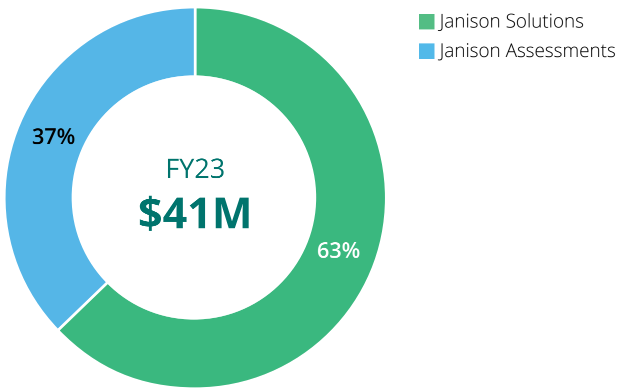
- Software development and content development.
- Implementation, configuration, and training.
- Exam management services, including revenue for invigilation, venue hire and paper logistic.
- Paper-based assessments and assessment services, including scholarship and placement tests delivered by Academic Assessment Services (AAS).

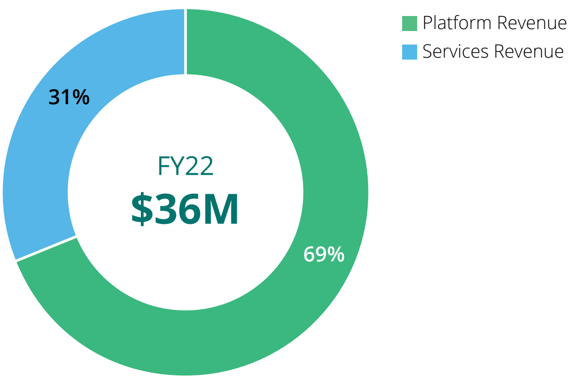
Operating Revenue by Type

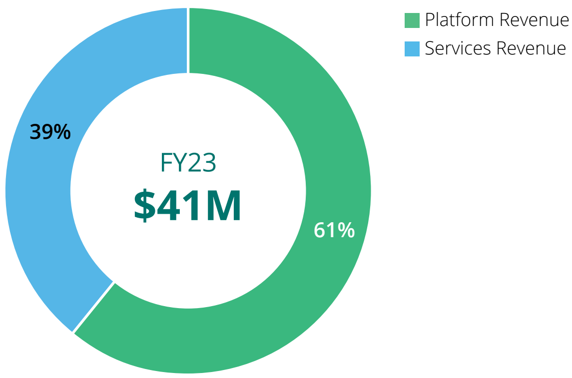
FY23 saw an increase in the proportion of Services revenue as a result of:

- Implementation services for new Platform clients
- Growth in services for existing Solutions clients (ESA and NSW DoE)
- Growth in AAS (currently delivered as a paper-based assessment)



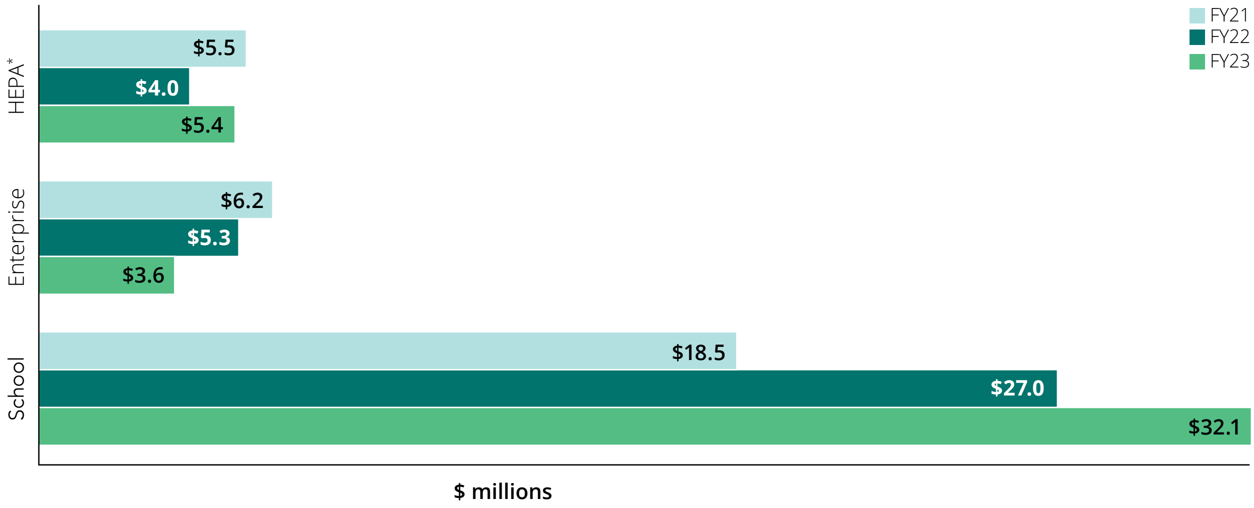






Operating Revenue by Market Sector

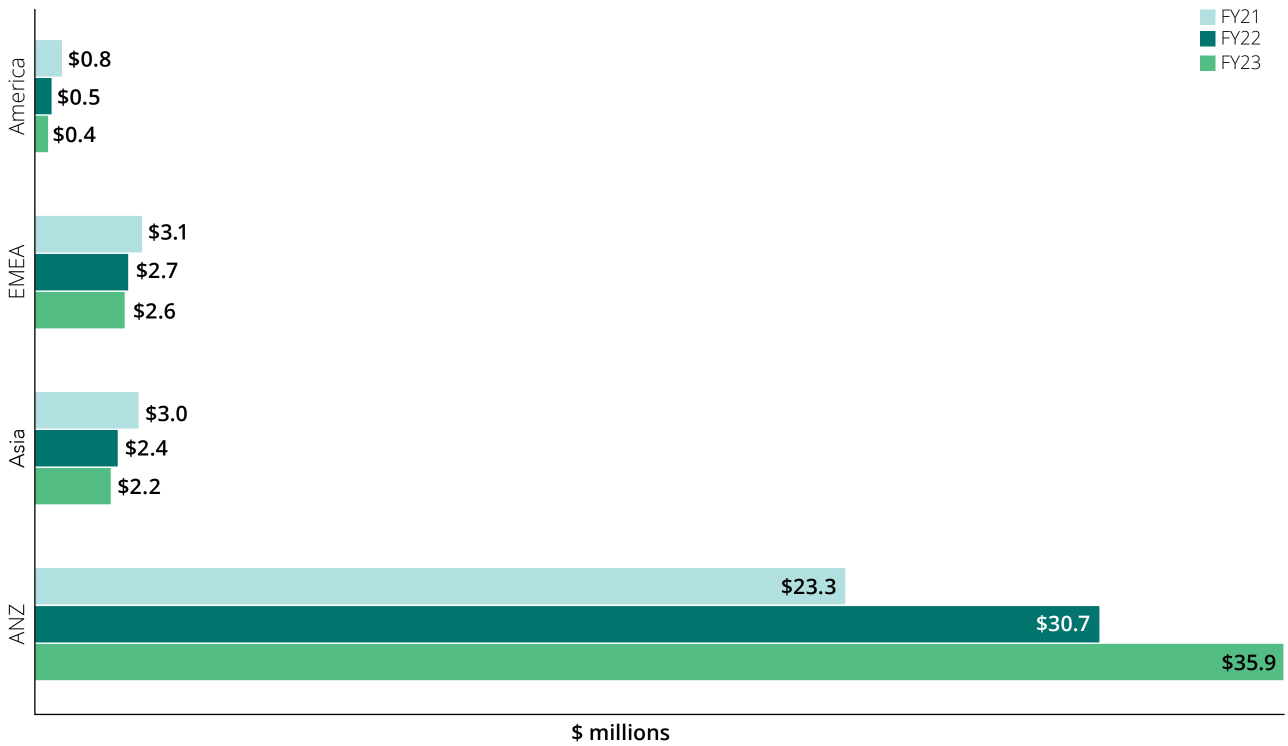
The acquisition of AAS and QATs as well as the increase in sales of ICAS and services for the NSW Department of Education have all contributed to a further concentration in the Schools sector.



*HEPA = Higher Education & Professional Accreditation

Operating Revenue by Geography

In FY23, Janison recorded a reduction in the amount of revenue generated from international markets brought on by the global impact of COVID and school closures internationally. Locally, Janison grew share of wallet in its existing client base through acquisitions and the development of additional tests and the expansion of school year groups and associated services.



Board of Directors

The following persons were Directors of the Group during or since the end of the financial year:

Name	Particulars
Mr Mike Hill	Non-Executive Chairman
Mr Brett Chenoweth	Non-Executive Director (resigned 3 November 2022)
Mr Wayne Houlden	Non-Executive Vice Chairman
Ms Allison Doorbar	Non-Executive Director
Ms Vicki Artistidopoulos	Non-Executive Director
Ms Kathleen Bailey-Lord	Non-Executive Director
Mr David Caspari	Managing Director & Chief Executive Officer

Mike Hill

Experience and Expertise

Formally a Partner of Ernst & Young, Mike has been involved in working with management teams and boards across a number of companies and industries for more than 20 years. He is the MD & CIO and Founder of the Bombora Special Investment Growth Fund. Prior to Bombora he was an investment Partner with Ironbridge, a private equity Investment fund which invested $1.5bn. Mike has served as Chairman of multiple ASX-listed companies over the past six years. He is a member of the Institute of Chartered Accountants in Australia.

Other Current Directorships

Design Milk Co Limited (ASX:DMC)
(Non-executive Chairman)

Beamtree Holdings Limited (ASX:BMT)
(Non-executive Chairman)

Mad Paws Limited (ASX:MPA)
(Non-executive Director)

Gratifii Limited (ASX:GTI)
(Non-executive Director)

Former Directorships in the Last Three Years

None

Special Responsibilities

- Chairperson
- Chairperson Audit and Risk Committee
- Member of Remuneration and Nomination Committee

Interests in Shares and Options

- 1,997,695 fully paid ordinary shares

Wayne Houlden

Experience and Expertise

Wayne founded Janison in 1998. Wayne is a leading thinker in the global world of education technology and has been involved in the development of a number of award winning and innovative online learning applications including national education portals, online learning management systems, professional development learning portals and award winning assessment systems.

Wayne's focus is now on mentoring and supporting the Janison executive team and building and fostering both the global Janison brand and its strategic partnerships.

Wayne has a truly global vision for how Janison will play as a provider of digital assessment products and services. He has strong relationships in the education technology industry and Edtech investment community around the world. Wayne is also a fund advisor for Europe's leading Edtech investment group, Emerge Education.

Previous to Janison, Wayne worked as an IT leader in Citibank and also has a teaching background in information technology. Wayne has a Bachelor of Science Degree from University of New South Wales and a Diploma of Teaching from Sydney University of Technology.

Other Current Directorships

None

Former Directorships in the Last Three Years

None

Special Responsibilities

Member of the Audit and Risk Committee and the Remuneration and Nominations Committee.

Interests in Shares and Options

- 68,311,376 fully paid ordinary shares

Allison Doorbar

Experience and Expertise

Allison has nearly 30 years experience in the education sector. Having performed similar senior executive roles in the education services sector, she is currently Managing Partner at EduWorld, a boutique consulting firm providing market intelligence and strategic consulting services to the sector globally. Allison has spent most of her career working with education providers across the spectrum from K-12 through to higher education as well as investors and governments helping to develop and implement their marketing strategies. This includes working with many of the world's leading universities, major multinational corporations as well as numerous government departments and agencies. Her expertise really lies in helping organisations operating in the sector with the development and implementation of their growth strategies particularly around global expansion.

Allison has spent most of her career working with educators and is passionate about how providing equitable education opportunities can help to deliver long lasting and inclusive growth, as well as contribute to social cohesion, for countries and their populations.

Other Current Directorships

None

Former Directorships in the Last Three Years

None

Special Responsibilities

Member of Remuneration and Nominations Committee

Interests in Shares and Options

- 1,146,176 fully paid ordinary shares

Kathleen Bailey-Lord

Experience and Expertise

Kathleen is an experienced company board director serving on a diverse range of boards across listed, government and NFP sectors including boards in both the technology and education sectors. During her international senior executive career, Kathleen built deep experience in leading businesses through substantial transformational change. Kathleen enjoys supporting boards to embrace the complexity and ambiguity of the current age to create sustainable value for all stakeholders. A Fellow of the AICD, Kathleen serves as Deputy Chair at Melbourne Water Corporation; chairs the People and Remuneration Committees at Datacom, Monash College and Janison and the Sustainability Committee at Alinta Energy. Kathleen is an external member of the Australian Partnership Council of Norton Rose Fulbright Australia and an active member of Chief Executive Women. Kathleen also serves on the board of the following private companies: Alinta Energy Group, Datacom Group Limited, and Saint Vincent's Health Australia Group.

Other Current Directorships

None

Former Directorships in the Last Three Years

Bank Of Queensland (BOQ:ASX) 2019 – 2021

Special Responsibilities

Chair of the Remuneration and Nominations Committee (appointed 3 November 2022).

Interests in Shares and Options

- 26,000 fully paid ordinary shares
- 299,145 options

Vicki Aristidopoulos

Experience and Expertise

Vicki has over 20 years experience in senior executive roles across a range of ASX companies and brings deep experience in digital transformation, scaling customer growth and elevating brand experience.

Vicki was Chief Marketing Officer for AfterPay (APT:ASX), where she played a key role supporting the buy-now-pay-later category and company founders through their early hyper-growth phase and global expansion.

Vicki is also a Non-Executive Director for digital pet marketplace Mad Paws (MPA:ASX) and is on the global advisory board of app-based travel insurance provider Freely, a Cover-More brand owned by Zurich Australian Insurance. She is also an independent advisor to Doshii, a hospitality point-of-sale and app middleware venture funded by Commonwealth Bank’s X15.

Other Current Directorships
Mad Paws (MPA:ASX) Non-Executive Director

Former Directorships in the Last Three Years
None

Special Responsibilities
Member of Audit & Risk Committee

Interests in Shares and Options

- 16,129 fully paid ordinary shares
- 300,000 options

David Caspari

Experience and Expertise

David is a dynamic education and technology leader with a powerhouse of experience at Managing Director, CEO and Board level across all key sectors in technology and services in Australia and global markets.

David's executive and director roles include leading Enterprise and Government at Optus, as well as global executive roles at Hewlett-Packard and Cisco Systems. He is Deputy Chair of Knox Grammar and his previous Board positions include the University of New South Wales Academic Board and Chair of HP and EDS subsidiary boards.

Other Current Directorships
None

Former Directorships in the Last Three Years
None

Special Responsibilities
None

Interests in Shares and Options

- 700,000 fully paid ordinary shares
- 687,900 performance rights which are subject to continuous employment and performance hurdles. Refer to the Remuneration Report, section Remuneration Strategy & Structure for full details.
- 989,060 performance rights granted as part of the FY23 LTI Plan which is yet to be approved by shareholders.
- 300,000 vested, unexercised performance rights

Company Secretary

Belinda Cleminson holds the position of Company Secretary.

Experience and Expertise

Belinda has over 20 years' experience as a Company Secretary of Australian listed and unlisted companies including ASX 200 clients. Belinda is the company secretary of various public and private companies, including ASX, NZX and OTC listed companies across a range of industries including healthcare, REITs, e-commerce, pharmaceuticals, biotechnology, life sciences and investment management. Belinda is a member of the Governance Institute of Australia, and a Member of the Australian Institute of Company Directors.

Subsequent Events

On 6 July 2023, the Group paid $1 million in cash as part of the earn-out consideration for the acquisition of Academic Assessment Services Pty Ltd (AAS). The value of this cash payment has been included in Other Liabilities in the Statement of Financial Position as at 30 June 2023. A further $7.4 million will be due in the form of ordinary shares on completion of the Group's annual report in Q1 of FY24.

Environment Impacts

There have been no significant environmental impacts caused by the Group.

Directors' Meetings

The following table sets out the number of Directors' Meetings held during the financial year and the number of meetings attended by each Director (while they were in office):

	Board Meetings		Audit & Risk Committee Meetings		Remuneration & Nomination Meetings	
Name	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**
Michael Hill	12	12	4	4	4	4
Brett Chenoweth	4	3	-	-	1	1
Wayne Houlden	12	11	4	4	4	4
Allison Doorbar	12	12	-	-	4	4
Kathleen Bailey-Lord	12	12	4	4	3	3
David Caspari	12	12	-	-	-	-
Vicki Aristidopoulos	12	12	4	2	-	-

All other business was conducted via circular resolution.

Equity Instruments

As at the date of signing this report, there were 5,544,310 performance rights and 599,145 options which are exercisable as follows:

Date of Grant	Security	Number	Date of Expiry	Conversion Price $
Various	Performance Rights	860,970	30-Jun-35	Nil
Various	Performance Rights	2,397,128	30-Jun-36	Nil
30-Jun-23	Performance Rights[1]	2,286,212	30-Jun-37	Nil
3-Nov-22	Options	300,000	10-Nov-25	1.17
3-Nov-22	Options	299,145	10-Nov-25	1.17
TOTAL		**6,143,455**		

[1]Excludes 989,060 performance rights granted to David Caspari as part of the FY23 LTI Plan which is yet to be approved by shareholders.

Insurance of Directors and officers

During the financial year the Group paid insurance premiums in respect of directors and officers liability insurance so as to insure the Directors of the Group, the Company Secretary, and all executive officers of the Group and of any related body corporate against a liability incurred as such as Director, secretary or executive officer to the extent permitted by the Corporation Act 2001. The amount paid during the year was $121 thousand (2022: $120 thousand).

Auditor's independence

The auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 102 of this annual report.

Non-audit services

Stantons International Audit and Consulting Pty Ltd (Stantons International) are the appointed auditors of the Group. The auditor has not been indemnified under any circumstance.

There were no non-audit services provided in the financial year 2023 (2022: Nil).

Proceedings on behalf of the Company

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

Rounding of Amounts

The Company is an entity to which ASIC Legislative instrument 2016/191 applies, and accordingly amounts in the financial statements and directors' report have been rounded to the nearest thousand dollars.

Corporate Governance Statement

The Directors of the Company support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability to the corporate governance statement dated 22 August 2022 released to the ASX and posted on the Company's website: www.janison.com/investors.

Mike Hill

Chairman

Remuneration Report.

Remuneration Report.

Kathleen Bailey-Lord

Chair of the Remuneration and Nomination Committee

Dear Shareholders

I am writing to you, as the recently appointed Chair of the Remuneration and Nominations Committee of Janison Education Group, to provide an overview of our remuneration policies and practices as part of this year's FY23 Annual Report. Our report aims to provide clarity regarding how we attract, retain, and motivate talented individuals who contribute to the success of our organisation. We also continue to foster diversity and inclusion in our organization as we recognise diverse perspectives lead to better decision-making and enhanced performance.

At Janison, we firmly believe in aligning executive compensation with the long-term sustainable performance of the company and the interests of our shareholders. Our remuneration policies are designed to attract and retain high-calibre executives while promoting responsible leadership and rewarding the creation of shareholder value. We continuously review and refine our remuneration framework to ensure its effectiveness and alignment with evolving best practices and regulatory requirements.

FY23 has been a challenging but productive year. The ripple effect of COVID-19 remained within educational systems globally, still recovering from the disruption caused to the learning and assessment of students. Notwithstanding these difficulties, our team responded incredibly well, finishing the year with revenue growth of 13%, sustainable positive cashflows and new customer agreements with strategic customers such as Cambridge University Press & Assessment and Oxford University Press.

In our Janison Assessment division, a new partnership with the University of Sydney will see ICAS co-branded for the FY24 event and onwards. The focus includes addressing educational equity gaps across NSW initially, but with potential for national coverage. The two recently acquired businesses – AAS and QATs, performed very well during their integration into the wider Janison operating model, delivering approximately $7.5 million of revenue combined in FY23.

Following a review of our current remuneration system, we made some changes to further strengthen the alignment between executive performance and shareholder interests.

Short-Term Incentives: As part of the executive team's Short-Term Incentive (STI) metrics, we have increased the emphasis on strategic objectives. This is to improve short-term alignment to shareholder value creation by supporting executive focus on both the achievement of predetermined annual performance targets and on building sustained long-term growth.

We have also introduced a scaling adjustment to increase or decrease the amount of STI earned by executives. Applied to an individual's calculated score, the percentage increase or decrease applies equally across all executives depending on the Company's achievement against budget for Revenue and Free Cashflow. The adjustment has the effect of lifting or lowering payouts in line with overall Company performance and drives executives to support the business across all functions and business units.

Long-Term Incentives: The Remuneration Committee reviewed the design elements of the Long-Term Incentive (LTI) plan established in 2020. This resulted in a change to the methodology for determining the number of performance rights issued to each participant at the beginning of each year's LTI plan.

The methodology for calculating the number of rights was changed to a rolling 3-year volume weighted average share price (VWAP) to be more aligned to investor experience and less volatile. Previously, the use of a 20-day VWAP caused material movement in the number of performance rights being awarded each year due to the short period of time and macro factors impacting capital markets and volatility in the Company's share price. This new methodology was adopted for the first time for the calculation of rights under the FY23 LTI plan. The impact was a 39% reduction in the number of shares granted to executives, equivalent to approximately 2.3 million rights.

A second element of the LTIs currently under review is the benchmark index against which 50% of executives' LTI rights vest – the Total Shareholder Return (TSR) measure. The current benchmark is the S&P/ASX All Ordinaries Accumulation Index. This includes entities that may have significantly different drivers of share price performance than Janison. As a result, the Company's ranking amongst this designated peer group could be determined significantly by matters outside of management control and may weaken the LTI plan as a motivational tool for management.

The Remuneration Committee has taken feedback from shareholders, external consultants and proxy advisors on this topic and over the coming year will investigate and consider a more appropriate benchmark for the TSR metric – one which is more closely aligned with the manner in which our shareholders assess our performance relative to others. Any changes to the choice of benchmark will take effect on future LTI grants and will not be implemented retrospectively – shareholder approval will be sought as required.

Employee Share Ownership Plan

At Janison, we believe in fostering alignment between our shareholders and employees, recognising it is their collective efforts that drive the Company's success. Janison's Employee Share Ownership Plan (ESOP) serves as a tool to cultivate this alignment by providing our employees with the opportunity to become shareholders and directly participate in the growth and prosperity of our company. In supporting our employees to achieve ownership in the Company, we seek to foster a sense of shared purpose, engagement, and dedication to our long-term goals. Enhancing our corporate culture, it also reinforces our commitment to creating sustainable value for all stakeholders. Now in its second year, Janison's all-staff ESOP continues to experience high participation rates with approximately one-third of the workforce choosing to make contributions to the plan in FY23.

Outlook

Looking ahead, the Remuneration and Nominations Committee will consider improvements to our Long-Term Incentive plan for executives, and continue to monitor developments in the field of executive compensation, culture, and governance. We remain committed to reviewing and refining our remuneration and people policies to ensure alignment with evolving best practice, high performance, and shareholder expectations.

On behalf of the committee, I would like to extend appreciation to our shareholders for their ongoing trust and support. We are dedicated to ensuring that our remuneration practices are fair, transparent, and aligned with the best interests of our shareholders. We remain committed to fostering an inclusive culture of responsible executive compensation that contributes to the long-term sustainable growth and success of Janison Education Group.

Yours sincerely,

Kathleen Bailey-Lord

Chair, Remuneration and Nominations Committee
Janison Education Group Limited

1. Scope

The Remuneration Report sets out the prescribed key management personnel (KMP) remuneration information and details of Janison Education Group Limited (the "Company") and its subsidiaries (the "Group") in accordance with section 300A of the Corporations Act 2001 (the Act) and associated regulations, including policies, procedures, governance, and factual practices as required.

Janison Education Group Limited has decided to set out further information for shareholders to develop an accurate and complete understanding of the Group's approach to the remuneration of KMP.

KMP are the non-executive directors, the executive directors and employees who have authority and responsibility for planning, directing and controlling the activities of the consolidated entity. On that basis, the following roles/ individuals are addressed in this report:

Non-Executive Directors (NEDs) of Janison Education as at the end of FY23

Mr Michael Hill

- Independent Non-executive Director since 7 July 2014
- Chairman of the Board since 26 November 2014
- Chairman of the Audit Committee since 15 December 2018
- Member of the Remuneration and Nomination Committee since 15 December 2018

Mr Wayne Houlden

- Non-executive Director and Vice Chairman since 2 July 2020, previously Executive Director since 25 January 2000
- Member of the Audit Committee and Remuneration and Nomination Committee since 15 December 2018

Ms Allison Doorbar

- Independent Non-executive Director since 20 June 2018
- Member of the Remuneration and Nominations Committee since 24 July 2018

Ms Vicki Aristidopoulos

- Independent Non-executive Director appointed 11 November 2021
- Member of the Audit Committee since 11 November 2021

Ms Kathleen Bailey-Lord

- Independent Non-executive Director appointed 23 February 2022
- Chair of the Remuneration and Nomination Committee since 3 November 2022

Executive Directors of Janison Education as at the end of FY23

Mr David Caspari

- Chief Executive Officer (CEO) – since 14 April 2020
- Managing Director (MD) – appointed 24 September 2021

Senior executives of Janison Education classified as KMP during the reporting period

Mr Stuart Halls

- Chief Financial Officer (CFO) since 3 December 2018

Non-Executive Directors (NEDs) of Janison Education who resigned during the reporting period

Mr Brett Chenoweth

- Independent Non-executive Director from 7 July 2014 to 3 November 2022
- Chair of the Remuneration and Nomination Committee from 15 December 2017 to 3 November 2022

2. Context

The KMP remuneration structures that appear in this report reflect the arrangements applicable to the financial year FY23, and where appropriate, comments regarding future considerations or changes are made to provide additional context that may be helpful to shareholders in understanding remuneration governance and practices applicable to key management personnel remuneration within Janison.

The following outlines important context for the decisions that were made in relation to remuneration during FY23, the outcomes of which are presented in this report:

- Revenue increased +13% in FY23 to a total Group revenue of $41.1 million
- Operating expenses were carefully controlled to see the business deliver a positive net cashflow
- Record new customer wins with the securing of strategic clients Cambridge University Press & Assessment and Oxford University Press
- Exclusive partnership signed with University of Sydney to co-brand ICAS and address educational equity gaps
- New UK office established with sales and account management to support the recently acquired customers in the UK and further expand the Group's business into the UK and Europe
- As at 30 June 2023, the market capitalisation of Janison Education Group was $105.8 million, a +6% increase in market value since 30 June 2022
- Customer satisfaction at its highest level of 97.3%
- Employee engagement levels at their highest - 41 eNPS

3. Governance

3.1 Transparency and Engagement

The Company seeks input regarding the governance of KMP remuneration from a wide range of sources, including:

- Shareholders and other stakeholders
- Remuneration and Nomination Committee Members
- External remuneration consultants (ERCs)
- Shareholder proxy advisors
- Other experts and professionals such as tax advisors and lawyers
- Company management to understand roles and issues facing the Company

The following outlines a summary of the Company's Remuneration Framework. Shareholders can access a number of the related documents by visiting the investor portal on the Company website www.janison.com/investors/.

No fees were paid for external remuneration services during the year to 30 June 2023.

3.2 Remuneration and Nomination Committee Charter

The Remuneration and Nomination Committee Charter governs the operation of the Remuneration and Nomination Committee (the Committee). It sets out the Committee's role and responsibilities, composition, structure and membership requirements. The purpose of the Committee is to assist the Board by:

- Establishing appropriate processes regarding the review of the performance of directors, committees and the Board, and implementing them
- Reviewing and making recommendations to the Board in relation to the remuneration packages of senior executives and non-executive directors, equity-based incentive plans and other employee benefit programs
- Developing policies, procedures and practices that will allow the Group to attract, retain and motivate high calibre executives
- Ensuring a framework for a clear relationship between key executive performance and remuneration

The Committee has the authority to obtain outside legal or other professional advice or assistance on any matters within its terms of reference.

The Company recognises the importance of ensuring that any recommendations given to the Committee provided by remuneration consultants are provided independently of those to whom the recommendations relate.

3.3 Securities Trading Policy

The Company's Securities Trading Policy applies to Directors and executives classified as KMP (including their relatives and associates), those employees working closely with KMP, employees nominated by the Board, or any other employee holding inside information. It sets out the guidelines for dealing in any type of Company Securities by persons covered by the policy, and the requirement for the Company to be notified within 2 business days of any dealing. It also summarises the law relating to insider trading which applies to everyone at all times.

Under the current policy, those covered by the policy may not trade during a "blackout period" or when they hold inside information (subject to exceptional circumstances arrangements, see the policy on the Company website).
The following periods in a year are "blackout periods" as defined in the policy:

- Two weeks prior to the release of the Company's quarterly results or half year results
- From the financial year balance date until 24 hours following the release of the Company's preliminary full year results (Appendix 4E) as long as such results are audited
- Within 24 hours of release of price sensitive information to the market, and another date as declared by the Board (ad-hoc)

4. Remuneration Strategy & Structure

4.1 Executive Remuneration Policy

The key objectives of Janison's remuneration policy are to ensure employee remuneration achieves the following:

1. Provide alignment between executive rewards and shareholder value creation
2. Attract, retain and motivate high calibre employees
3. Be fair and equitable across the organisation
4. Simple, clear and understandable
5. Drive short term and long term performance

The Group executive Remuneration policy consists of the following components, which combined, form the Total Remuneration Package (TRP).

Executive Total Remuneration Package (TRP)

- **Fixed Compensation**
  - Base Salary
  - Super
  - Allowances & Benefits
- **Variable Compensation**
  - Short Term Incentive
  - Long Term Incentive

Fixed Compensation:

- Base salary is paid monthly and reviewed annually in August to remain competitive relative to market rates of pay for high-calibre executive talent in similar organisations.
- Super is paid monthly to a complying super fund and is based on legislative minimum requirements.
- Allowances & benefits include annual leave, parental leave, a phone allowance, parking allowance, and the opportunity to acquire shares up to 30% of base salary each calendar year on a monthly basis under the Company ESOP scheme.

Variable Compensation:

- Short-term incentive plan (STIP) is a cash bonus of 30% of base salary for senior executives and 40% for the CEO. Payment is linked to annual performance of company goals (financial and non-financial) and individual contributions to operational and strategic objectives.
- Long-term incentive plan (LTIP) is an equity grant in the form of Indeterminate Performance Rights which vest on the achievement against a market measure (iTSR) and a non-market, financial measure (RoE). Performance is measured over a 3-year period with rights granted on an annual basis. The long-term nature and the use of a market measure ensures a strong link between shareholder value creation and executive reward.
- In any given year it is possible that executives may be awarded no variable compensation.

Short Term Incentive Plan (STIP) details	
Aspect	**Plan, offers and comments**
Purpose	The STIP's purpose is to give effect to an element of remuneration that is partly at-risk and partly an incentive. This element of remuneration reinforces a performance-focused culture, encourages teamwork and co-operation among executive team members and maintains a stable executive team by helping retain key talent. These objectives aim to be achieved by a simple plan that rewards participants for their performance during a 12-month period. Non-executive Directors are excluded from participation
Measurement Period	The Group's financial year (12 months).
Award Opportunities	In FY23 the CEO and CFO were offered an opportunity of up to 40% and 30% of their Base Salary respectively, no change from FY22.
Performance Assessment	Each year the Board sets the conditions that are used to assess the executive STIP, in consultation with the CEO. The majority of performance assessments are linked to the Group's financial results and strategic priorities identified as part of the formal Annual Operating Plan (AOP) process. Also included are a series of non-financial outcomes relating to employee satisfaction, culture, retention of staff and customer satisfaction. For FY23, short-term incentive awards were based on a number of measures including Revenue, Gross Margin, EBITDA and Cash Flow, workforce development, employee retention, and the successful delivery of individual operating priorities. Individual strategic objectives were introduced into the FY23 plan metrics for each participant. The outcome of these measures is shown in table 5.2.
Award/Payment	Assessments and award determinations are performed following the end of the Measurement Period and prior to the auditing of Group accounts. Awards are generally paid in cash in the September immediately following the end of the Measurement Period. They are paid through payroll with PAYG tax and superannuation remitted as appropriate. (See section 7.1. Senior Executive Remuneration of the Remuneration Report for more details.)
Cessation of Employment During a Measurement Period	In the event of a termination of employment, the following applies to STIP opportunities for the financial year: • If the participant is not employed on the date of payment, all award opportunities are forfeited unless otherwise determined by the Board, • If the termination is due to dismissal for cause, all award opportunities are forfeited, • If the termination is due to resignation, all entitlements in relation to the Measurement Period are forfeited, unless the termination is classified as "good leaver" in the discretion of the Board, • In the case of a good leaver, the Board may make an award at the time of the termination (which would be classified as a termination payment), or assess outcomes at the normal time, following the termination.
Change of Control	In the event of a Change of Control, including a takeover, the Board has discretion regarding the treatment of short-term incentive bonus opportunities, having regard to the portion of the Measurement Period lapsed, and pro rata performance to the date of the assessment.
Fraud, Gross Misconduct etc.	If the Board forms the view that a participant has committed fraud or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant.

<table>
<tr><th colspan="2">Long Term Incentive Plan (LTIP) Performance Rights</th></tr>
<tr><th>Aspect</th><th>Plan, offers and comments</th></tr>
<tr><td>Purpose</td><td>The LTIP’s primary purpose is to reinforce a long-term performance-focused culture, encourage teamwork and co-operation among key executives and directors, and maintain a stable leadership team by helping retain key talent. Other purposes of the LTI program include:
to enable the Company to compete effectively for the calibre of talent required for it to be successful, and
facilitating variable remuneration cost outcomes so that in periods of poor performance the cost is reduced
Non-executive Directors are excluded from participation</td></tr>
<tr><td>Form of Equity</td><td>The current plan includes the ability to grant:
Indeterminate Performance Rights, which are subject to performance related vesting conditions and vesting hurdles, and which may be settled upon exercise in cash or by new issues or on market purchase of ordinary fully paid Shares.
No dividends accrue to unvested Rights, and no voting rights are attached.</td></tr>
<tr><td>Amount Payable for Grants</td><td>No amount is payable by participants for grants of Performance Rights.</td></tr>
<tr><td>Plan Limit</td><td>Unless prior shareholder approval is obtained, the number of Awards which may be granted under this Plan (assuming all Options and Performance Rights were exercised) must not at any time exceed in aggregate 5% of the total Issued Capital of the Company at the date of any proposed new Awards.</td></tr>
<tr><td>Grant Values</td><td>In FY23,
David Caspari was granted 687,900 performance rights
Stuart Halls was granted 738,954 performance rights
Other senior executives were granted 2,277,310 performance rights.</td></tr>
<tr><td>Exercise of Grants</td><td>Following the end of the Measurement Period, the Remuneration Committee will assess whether the vesting conditions and hurdles have been met and will notify the participants of the number of Performance Rights which have vested (if any) and that are able to be exercised.

The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each tranche of Performance Rights if it forms the view that is appropriate to do so given the circumstances that prevailed during the measurement period in relation to the Company or the Participant.</td></tr>
<tr><td>Measurement Period</td><td>Performance Rights granted have a Measurement Period of 3 years that applies prior to vesting. Performance Rights grants are intended to be made annually.</td></tr>
</table>

Long Term Incentive Plan (LTIP) Performance Rights	
Aspect	**Plan, offers and comments**
Vesting Conditions	**1. Index-linked Total Shareholder Return (iTSR) (50% weighting)** **Targets and Payout Levels:** • **Threshold**: JAN.ASX Total Shareholder Return (TSR) is equivalent to the index TSR (ASX All Ordinaries Accumulation Index). The proportion of Performance Rights vesting at this level is on a pro rata basis between 0% and 50% up to the 'Target' Payout Level • **Target**: JAN.ASX TSR is 10-20% greater than the Index TSR. The proportion of Performance Rights vesting at this level is on a pro rata basis between 50% and 100% up to the 'Stretch' Payout Level. • **Stretch**: JAN.ASX TSR is 20% greater than the Index TSR over a 3-year measurement period. The proportion of Performance Rights vesting at this level is 100%. **2. Return on Equity (ROE) average over 3 years (50% weighting)** **Targets and Payout Levels:** • **Threshold:** 10.0% • **Target:** 12.5% • **Stretch:** 15.0% If the RoE achieved over the Measurement Period is between 0% and 10% then the number of rights vesting is between 0% and 25% of the RoE Tranche of rights. If the Target RoE is achieved (12.5% RoE) then 50% of rights vest. If RoE is between 10% and 12.5% there is a pro rata vesting of rights of between 25% and 50%. If the Stretch RoE (15%) is achieved or exceeded, 100% of rights vest. If the RoE is between 12.5% and 15.0% there is a pro rata vesting of rights of between 50% and 100%. ROE is defined as Net Profit After Tax adjusted for amortisation of acquired intangible assets and Share Based Compensation" (NPAT-A) divided by Shareholder Equity. NPAT-A is calculated by summing the total NPAT-A for each of the 3 years during the Measurement Period and dividing by the average equity of the same 3-year Measurement Period. Each measure carries a 50% weighting on the total amount of Performance Rights. The exercise price is Nil.
Plan Gates	TSR Gate: Total Shareholder Return must be positive for any Performance Rights to vest. ROE Gate: EPS must be at least 0.5 cents per share in the final year of the 3-year measurement period for any Performance Rights to vest.
Comments	The performance hurdles were developed in 2019 in consultation with independent remuneration consultants. The Group operates in an industry with few Australian edtech listed peers for it to choose a peer-group as its benchmark index. Indexing avoids the problems associated with gains or losses from broader market movements. Return on Equity was chosen as it ensures there is appropriate focus on profitable growth and cost management which are directly controlled by KMP. The Board has signalled it will review the design of the Company's LTI plan over the coming year for its appropriateness in terms of the measures and targets adopted. It is expected that any changes to the Plan Rules will take effect on future grants and not impact any previously announced grants for executives.
Method of Allocation	The number of Performance Rights granted (at Target) is calculated as 50% of the KMP's base salary (75% for the CEO) divided by the volume-weighted average share price (VWAP) for the 3-year period prior to the date at the start of the Measurement Period. This has been amended from the previous use of a 2-day VWAP due to the volatility in a shorter time frame for calculating the average price and gives rise to a fairer number of rights granted. This number of Rights represents 50% of the maximum amount the participant can earn if the Stretch opportunity is achieved the rights are then doubled to reflect the maximum number of rights possible if the Stretch measure is achieved. The Board retains discretion to determine the value of LTI to be offered each year, subject to shareholder approval in relation to Directors, when the Rights are to be settled in the form of a new issue of Company shares. The Board may also seek shareholder approval for grants to Directors in other circumstances, at its discretion.

Long Term Incentive Plan (LTIP) Performance Rights	
Aspect	**Plan, offers and comments**
Term	The Term of Rights in each Tranche will be 15 years unless otherwise determined by the Board and specified in an Invitation.
Cessation of Employment	A termination of employment will trigger a forfeiture of some or all of the long-term incentives held by an executive in respect of which performance conditions and hurdles have not yet been met, depending upon the circumstances of the termination. The Board retains discretion to trigger or accelerate payment or vesting of incentives provided the limitation on termination benefits as outlined in the Corporations Act are not breached.
Change of Control of the Company (CoC)	If a Change of Control Event occurs the Board may determine that all or a specified number of a Participant's Performance Rights Vest or cease to be subject to Vesting Conditions or restrictions (as applicable).
Fraudulent or Dishonest Actions	If the Board takes the view that a Participant has acted fraudulently, dishonestly, or willfully breaches their duties to the group, the Board has discretion to determine that unvested or unexercised awards are forfeited.

Employee Share Ownership Plan (ESOP) details	
Aspect	**Plan, offers and comments**
Purpose	The ESOP's purpose is to attract and retain permanent employees.
Period	The Company's financial year (12 months).
Award Opportunities	Eligible employees are entitled to participate in the Plan and can sacrifice up to 30% of their Base Salary each year as a post-tax contribution during the Period. The Company will convert the employee contributions into fully paid ordinary shares at the end of the Period. For every $1 contributed by the employee, the Company will match with shares to the equivalent value up to a maximum of $2,000. Thereafter, the Company will match every additional $3 contributed with shares equivalent to the value of $1 up to the maximum of the individual's 30% of Base Salary.
Award/Payment	Assessments and share issues are performed following the end of the Period and the auditing of Company accounts and Annual General Meeting (AGM). Awards can be made through the issue of new equity or via on-market purchases.
Grant Values	During FY23 employees contributed $311 thousand, the required shares will be issued as per the policy.
Cessation of Employment During a Measurement Period	In the event of a termination of employment up to the Award date each year all award opportunities are forfeited and any cash contributed by the employee is returned in full.
Change of Control	In the event of a Change of Control, including a takeover, the Board has discretion regarding the treatment of the ESOP awards, having regard to the portion of the Measurement Period lapsed, and pro rata performance to the date of the assessment.
Fraud, Gross Misconduct etc.	If the Board forms the view that a participant has committed fraud or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant and any cash contributions made by the employee will be returned in full.

4.2 Non-executive Director Remuneration Policy

The Non-executive Director remuneration policy applies to non-executive directors (NEDs) of the company in their capacity as directors and as members of committees, and is summarised as follows:

- Remuneration may be composed of:
  - Board fees
  - Committee fees
  - Superannuation
  - Other benefits
  - Equity grants
- Remuneration will be managed within the aggregate fee limit (AFL) or fee pool approved by shareholders of the Company as part of the listing, of $500,000 (excluding the salaries of executive Directors).
- The Board may seek adjustment to the AFL in the case of the appointment of additional NEDs, or should the AFL become insufficient to attract or retain the appropriate caliber of NEDs.
- Committee fees may be used to recognise additional contributions to the work of the Board by members of committees in circumstances where the workload of the Board is not equally shared.
- The Board Chair and Vice Chair fee will be set as a multiple of the fees payable to other NEDs, in recognition of the additional workload associated with this role.

The NED fee policy rates for the main Board that were applicable as at the end of FY23, and which will apply to FY23 unless a review is conducted during the year were $70,000 fee (including super) for members and $90,000 fee (including super) for the chair.

The Board believes that stock options can be a valuable tool for aligning the interests of NEDs with those of shareholders. When NEDs hold stock options, they have a vested interest in the company's success, as the value of their options will increase as the company's stock price increases. This can help to ensure that NEDs make decisions that are in the best interests of shareholders.

Stock options can also help companies such as Janison (that may not have the resources to pay high director fees) in attracting and retaining top talent due to the potential for a significant financial upside for the NED if the company is successful.

The Board believes that the benefits of granting stock options to NEDs outweigh the risks. The Board is committed to creating an environment and a culture for NEDs and executives to express dissenting views without fear of repercussions that could lead to NEDs losing the right to their stock options.

The Board is also committed to ensuring remuneration of directors is fair and reasonable, and that it is aligned with the interests of shareholders. The Committee will continue to monitor the effectiveness of the remuneration policy, and it will make changes as necessary.

5. FY23 Performance

5.1 Group Performance

The following outlines the performance of the Group over the FY23 period in accordance with the requirements of the Corporations Act.

(A$ millions unless otherwise stated)	FY20	FY21	FY22	FY23
Revenue	$21.9	$30.2	$36.3	$41.1
Annualised Recurring Revenue	$12.9	$22.4	$25.2	$25.9
Gross Margin	46%	55%	64%	63%
Share Price ($)	$0.33	$0.89	$0.43	$0.45
Total Shareholder Return	+14%	+170%	(52)%	5%
ASX All Ordinaries Shareholder Return	(8)%	+23%	(13)%	10%

Total Shareholder Return (TSR) is calculated as the return to shareholders between the start and the end of measurement period, composed of the sum of the change in the share price and dividends over the period (assumed to be reinvested in Company Shares), as a percentage of the Share price at the start of the measurement period.

Macro factors and technology-specific sentiment affected the share price of Janison in the final months of the financial year FY23. Despite this, the Company delivered significant achievements that created shareholder value during the reporting period such as the following:

- Janison became sustainably cashflow positive in FY23 through strong revenue growth, robust profit margins and controlled operating expenses. Janison finished the year with $12 million in cash.
- 21% growth in Janison Assessments and 9% growth in core Janison Solutions.
- Organic growth in recently acquired businesses – AAS and QATs of +58% and +43% respectively, with a combined revenue growth of $2.7 million.
- A record number of new clients won in the Janison Solutions division – particularly noteworthy are the strategic clients Cambridge University Press & Assessment, and Oxford University Press.

5.2 STI and LTI Grants and Determinations

Outlined below is a summary of the STI awards and the amounts achieved in FY23.

		FY23 KPI Summary				Award Outcomes FY22 Paid in FY23
Name	Position	KPI Summary	Target Award $	Achievement %	$ Awarded[1]	Total STI Award $
David Caspari	Chief Executive Officer	See below	156,560	45%	69,899	46,399
Stuart Halls	Chief Financial Officer	See below	95,790	88%	84,061	36,419

[1]To be paid in FY24.

STI Outcomes

STI KPI metrics are set annually in advance by the Board and include a combination of financial measures and non-financial measures, at group level and an individual level. For FY23, KPI measures for the Chief Executive Officer and Chief Financial Officer included achievement to budget for the following:

Financial

- Total Operating Revenue
- Gross Margin
- EBITDA
- Cash Flow

Operational

- Employee Engagement & Retention
- Customer Satisfaction

Strategic

- Strategic Objectives

The following table outlines the STI that was earned in comparison with the target STI for the FY23 financial year:

		Financial		Operational		Strategic	
Name	Position	Target	Achieved	Target	Achieved	Target	Achieved
David Caspari	Chief Executive Officer	60%	54%	30%	28%	10%	10%
Stuart Halls	Chief Financial Officer	60%	54%	30%	29%	10%	5%

The Board and David Caspari mutually agreed to reduce the CEO FY23 STI award by 50% of the calculated amount in recognition of specific events that took place during the financial year and to allow a greater pool of STI funds to be available for other staff.

To calculate the total award payable, the Group accounts were prepared and presented along with reports on the Group's activities during the year to the Board and the Remuneration Committee. The Remuneration Committee then assessed the extent to which STI metrics had been met or exceeded in relation to the Company and individual.

LTI Plan Outcomes

The LTIP operates on the basis of a series of 3-year performance cycles commencing on 1 July each year and ending on 30 June three years later.

FY23 saw the conclusion of the first measurement period for Janison's FY21 LTI plan which covers the three years from 1 July 2020 to 30 June 2023 (FY21-FY23 inclusive). Over this period, the Company performed strongly against a backdrop of COVID-19, constrained capital markets, and a risk-off sentiment towards high-growth technology stocks in recent months impacting share price.

Performance from 1 July 2020 to 30 June 2023 (FY21-23)

- 36% increase in JAN share price
- 11% Compound Annual Growth Rate (CAGR) in the JAN share price
- 23% Revenue CAGR
- 17% EBITDA CAGR
- Reached sustainable cashflow positive in FY23
- Acquired and integrated four new businesses which now generate $15 million revenue
- Several strategic client wins (Oxford University Press and Cambridge University Press & Assessments) and the extension of NAPLAN Online

Calculated Results for the FY21 LTI Plan

Measure	Target	Outcome	Percentage Rights Vesting	% Weighting
RoE	10-15% Return on Equity	(18)% Return on Equity	0.00%	50%
TSR	0-20% CAGR above the index	+0.75% growth above the index	3.73%	50%
TOTAL AMOUNT OF RIGHTS VESTING			**1.87%**	

After extensive deliberation and recognising the significant achievements listed above amidst a backdrop of unprecedented events during the Measurement Period brought on by the global pandemic and its impact on educational bodies in particular, the Board resolved to exercise discretion and vest a nominal amount of additional performance rights above the calculated number for the FY21 LTI plan.

In assessing the appropriate level of award, the Board has balanced the challenging environment for shareholders and the strong competition for talent and retention across Australia. The Board believes this is an appropriate adjustment and in the best interests of shareholders and executives.

Number of rights vesting for KMP under the FY21 LTI Plan

Name	Title	Number of Rights Originally Granted	Calculated Number of Rights Vesting	Additional Discretionary Number of Rights Vesting	Total Number of Rights Vesting	Number of Rights Lapsed
David Caspari	Chief Executive Officer and Managing Director	6,357,848	118,892	181,108	300,000	6,057,848
Stuart Halls	Chief Financial Officer	900,000	16,830	183,170	200,000	700,000
TOTAL PERFORMANCE RIGHTS		**7,257,848**	**135,722**	**364,278**	**500,000**	**6,757,848**

Grants made during the reporting period

During the financial year FY23, the following LTI performance rights were granted to KMP:

			FY22 LTIP		FY23 LTIP	
Name	**Role**	**Instrument**	**Number of Rights Granted**	**Value of Rights on Date of Grant $**	**Number of Rights Granted**	**Value of Rights on Date of Grant $**
David Caspari	Chief Executive Officer	Performance Rights	687,900	189,173	-	-
Stuart Halls	Chief Financial Officer	Performance Rights	193,070	88,812	545,884	122,824
TOTAL PERFORMANCE RIGHTS			**881,600**	**277,985**	**545,884**	**122,824**

Due to the changeover in the Chair of the Remuneration and Nominations Committee during the year, there was a delay in granting the FY22 and FY23 LTIP performance rights in full. The grants were finalised at the end of FY23. Stuart Halls was granted and issued 193,070 performance rights under the FY22 LTI plan in FY22, representing 50% of the total. The second 50% of rights were granted at the end of FY23 and are shown above. FY23 LTI performance rights for David Caspari were granted at the end of FY23 but require shareholder approval before being issued and so are not reflected in the table above.

6. Changes in KMP and directors' equity

The following table outlines the changes in the amount of equity held by executives (including executive Director) of the Group over the financial year:

			Granted FY23						
Name	**Instrument**	**Balance Beginning of Year 1-Jul-22**	**Date Granted**	**Granted Number**	**Lapsed Number**	**Vested Number**	**Purchased / (Sold) Number**	**Balance End of Year Number**	**Escrowed Number**
David Caspari	Performance Rights[1]	6,357,848	Various	687,900	(6,057,848)	(300,000)	-	687,900	-
	Performance Rights Vested	-	-	-	-	300,000	-	300,000	-
	Ordinary Shares	700,000	-	-	-	-	-	700,000	-
Stuart Halls	Performance Rights[2]	900,000	Various	932,024	(700,000)	(200,000)	-	932,024	-
	Performance Rights Vested	-	-	-	-	200,000	-	200,000	-
	Ordinary Shares	99,199	-	-	-	-	(99,199)	-	-
	Loan Funded Shares	150,000	-	-	-	(150,000)	-	-	-
TOTAL		**8,207,047**		**1,619,924**	**(6,757,848)**	**(150,000)**	**(99,199)**	**2,819,924**	**-**

[1]David Caspari was granted 687,900 performance rights as part of the FY22 LTI Plan, and 989,060 performance rights as part of the FY23 LTI Plan, the latter is yet to be approved by shareholders and not included in the table above.

[2]Stuart Halls was granted 386,140 performance rights as part of the FY22 LTI Plan, and 545,884 performance rights as part of the FY23 LTI Plan.

6. Changes in KMP and directors' equity (cont.)

The following table outlines the changes in the amount of equity held by non-executive directors of the Group over the financial year:

Name	Instrument	Balance Beginning of Year 1-Jul-22	Granted FY23 Date Granted	Granted FY23 Granted Number	Forfeited Number	Vested Number	Purchased / (Sold) Number	Balance End of Year Number	Escrowed Number
Wayne Houlden	Loan Funded Shares	-	-	-	-	-	-	-	-
	Ordinary Shares	68,311,376	-	-	-	-	-	68,311,376	-
Mike Hill	Loan Funded Shares	600,000	-	-	-	(600,000)	-	-	-
	Ordinary Shares	1,882,850	-	-	-	600,000	(485,155)	1,997,695	-
Brett Chenoweth	Loan Funded Shares	600,000	-	-	-	(600,000)	-	-	-
	Ordinary Shares	1,531,051	-	-	-	600,000	-	2,131,051*	-
Allison Doorbar	Loan Funded Shares	600,000	-	-	-	(600,000)	-	-	-
	Ordinary Shares	546,176	-	-	-	600,000	-	1,146,176	-
Vicki Aristidopoulos	Ordinary Shares	16,129	-	-	-	-	-	16,129	-
	Options	-	3 Nov 2022	300,000	-	-	-	300,000	-
Kathleen Bailey-Lord	Ordinary Shares	-	-	-	-	-	26,000	26,000	-
	Options	-	3 Nov 2022	299,145	-	-	-	299,145	-
TOTAL		**74,087,582**		**599,145**	**-**	**-**	**(459,155)**	**74,227,572**	**-**

*Balance at the date of resignation.

The following table outlines the value of equity granted to executives and NEDs in respect of Janison Education Group Limited:

Name	Role	Instrument	Total Value at Grant $	Value Expensed in FY23	Max Value to be Expensed in Future Years	Min Value to be Expensed in Future Years
David Caspari	Chief Executive Officer	Performance Rights	411,711	116,161	542,820	131,109
Stuart Halls	Chief Financial Officer	Performance Rights	300,448	50,695	364,011	63,563
TOTAL PERFORMANCE RIGHTS			**712,159**	**166,856**	**906,831**	**194,672**

Note: The assumptions used to value equity grants can be found in the Notes to the financial statements.

7. Remuneration Records

7.1. Senior Executive Remuneration

The following table outlines the remuneration received by Senior Executives of Janison Education Group Limited during the financial years ended 30 June 2023 and 2022, prepared according to statutory disclosure requirements of the Corporations Act:

			Base Package					STI[1]		LTI[2]		
Name	Role	Year	Salary $	Super Contribution $	Other Benefits $	Amount $	% of TRP	Amount $	% of TRP	Amount $	% of TRP	Total Package $ (TRP)
David Caspari	**CEO**	2023	389,500	25,292	-	414,792	69%	69,899	12%	116,161	19%	600,853
		2022	380,000	23,568	-	403,568	74%	46,399	8%	95,933	18%	545,900
Stuart Halls	**CFO**	2023	317,750	25,292	-	343,042	72%	84,061	18%	50,695	11%	477,798
		2022	305,747	23,568	-	329,315	85%	36,419	9%	22,572	6%	388,306
TOTAL		**2023**	**707,250**	**50,584**	**-**	**757,834**	**70%**	**153,960**	**14%**	**166,856**	**15%**	**1,078,651**
TOTAL		**2022**	**685,747**	**47,136**	**-**	**732,883**	**78%**	**82,818**	**9%**	**118,505**	**13%**	**934,206**

[1]The STI value reported in this table is the STI to be paid during FY24, being the award earned during FY23. FY22 STI had not been determined at the time the FY22 annual report was released, the figures above have been adjusted to account for the STI amounts awarded for FY22.

[2] The LTI value reported in this table is the amortised accounting charge of all grants that have not lapsed or vested as at the start of the reporting period. Where a market-based measure of used such as TSR or Share Price, no adjustments can be made to reflect actual LTI outcomes. Where conditions include only non-market hurdles (effectively anything other than Share price or TSR), LTI performance is amortisation may increase, or even be written back, based on the expected outcome during each year of the amortisation period (and may include negative values).

7.2 NED Remuneration

Remuneration received by non-executive directors of Janison Education Group during the financial years ended 30 June 2023 and 2022 is disclosed below:

Name	Role	Year	Board Fees $	Executive Fees $	Other Benefits $ (5)	Superannuation $	Equity Grant $	Total $
Mike Hill	Non-Executive Chairman	2023	82,192		-	8,630	-	90,822
		2022	82,192		-	8,219	-	90,411
Wayne Houlden	Non-Executive Vice Chairman	2023	70,000	67,864	56,000	14,476	-	208,340
		2022	70,000	66,986	32,000	13,699	-	182,685
Brett Chenoweth[1]	Non-Executive Director	2023	23,332		-	-	-	23,332
		2022	69,996		-	-	-	69,996
David Willington[2]	Non-Executive Director	2023	-		-	-	-	-
		2022	15,982		-	1,598	-	17,580
Allison Doorbar	Non-Executive Director	2023	69,996		-	-	-	69,996
		2022	69,996		-	-	-	69,996
Vicki Aristidopoulos[3]	Non-Executive Director	2023	63,636		-	6,682	51,896	122,214
		2022	40,496		-	4,050	-	44,546
Kathleen Bailey-Lord[4]	Non-Executive Director	2023	63,636		-	6,682	47,934	118,252
		2022	22,273		-	2,227	-	24,500
TOTAL		**2023**	**372,793**	**67,864**	**56,000**	**36,470**	**99,830**	**632,956**
TOTAL		**2022**	**370,934**	**66,986**	**32,000**	**29,793**	**-**	**499,714**

[1]Resigned 3 November 2022
[2]Resigned 24 September 2021
[3]Appointed 11 November 2021
[4]Appointed 23 February 2022
[5]Included in "Other Benefits" is Living Away from Home Allowances

8. Employment Terms for KMP

8.1 Service Agreements

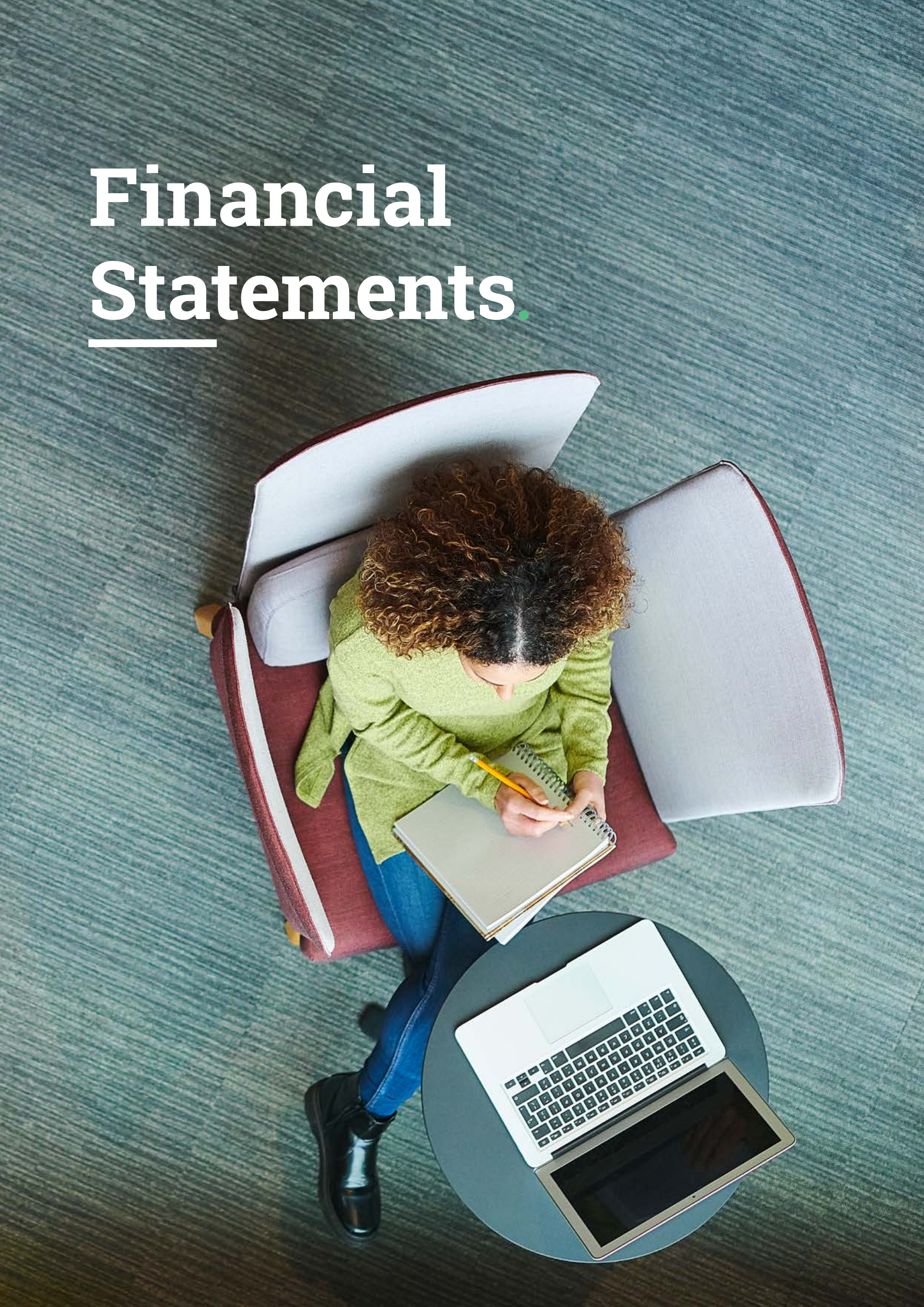
A summary of contract terms in relation to executive KMP as at the end of FY23 is presented below noting that under the FY23 arrangements, the STI is scaled to the target amount, and the LTI is reported at the accounting value as of the date of grant since the vesting conditions attaching to the long-term incentive are binary, either achieved or not achieved, and therefore have either the grant date accounting value shown, or will not have a value.

		Period of Notice	Base Package including Super		STI Opportunity				LTI Opportunity			
Name	Role Held	From Company or KMP	Amount $	Fixed % TRP	Target % of Base Pkg	Target STI Amount $	STI % TRP	% of STI Subject to Deferral	Target % of Base Pkg	Target LTI Amount $	LTI % TRP	Total Remuneration Package at Target Performance
David Caspari	CEO	3 mths	418,900	42%	37%	156,560	16%	-	98%	411,711	42%	987,171
Stuart Halls	CFO	3 mths	346,800	47%	28%	95,790	13%	-	87%	300,448	40%	743,038
TOTAL			**765,700**	**44%**	**33%**	**252,350**	**15%**	**-**	**93%**	**712,159**	**41%**	**1,730,209**

Note:

- All directors including David Caspari are employed by the parent entity, Janison Education Group Limited
- All employees including Stuart Halls are employed by the operating entity, Janison Solutions Pty Limited
- All contracts have an open-ended duration
- Under the terms of the STI arrangements in place, the maximum STI opportunity is 100% of the Target STI opportunity based on a weighted average salary during the year
- Base package includes an entitlement of five weeks annual leave per year of service and the compulsory superannuation
- Contributions as per the Superannuation Guarantee
- Maximum termination payments under the above contracts are up to the amount specified under the Corporations Act (1 x average Base Salary) unless shareholder approval is obtained. The treatment of incentives in the case of termination is addressed in separate sections of this report that give details of incentive design
- On appointment to the Board, all non-executive directors enter into an agreement with the Company in the form of a letter of appointment, including an outline of duties, and the following features:
  - Open ended term, subject to ongoing approval by the Company's shareholders
  - The initial fees payable to the person
  - The terms on which the Company may terminate the appointment (e.g. resignation, bankruptcy etc.)
  - The initial granting of equity as outlined elsewhere in this report (only one grant specified in the agreement)
  - The agreement does not include any entitlement to termination payments, however under the equity grant arrangements, payments which may be classified as termination payments could theoretically arise, in which case the Board will exercise its discretion to determine the appropriate outcome

Financial Statements.



Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 30 June	Note	2023 ($'000s)	2022 ($'000s)
Revenue from ordinary activities	3	**41,068**	**36,311**
Cost of sales	4	15,302	13,081
Gross profit		**25,766**	**23,230**
General and administrative expenses	5	18,404	16,450
Business development expenses		3,387	5,245
Other operating income and expenses, net	6	-	(342)
Total operating expenses		**21,791**	**21,353**
Acquisition expenses		399	245
Share-based compensation	5	1,448	958
Depreciation and amortisation	7	13,334	10,501
Net financial expense	8	661	126
Other non-operating expenses		404	616
Foreign exchange gains and losses		169	(6)
Loss before income tax		**(12,440)**	**(10,563)**
Income tax expense / (benefit)	9	1,265	(1,438)
Net loss		**(13,705)**	**(9,125)**
Other Comprehensive Income			
Foreign currency translation, net of income tax		*27*	*(3)*
Total Comprehensive Loss		**(13,678)**	**(9,128)**
Basic loss per share (cents)	*31*	*(5.78)*	*(3.92)*

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Financial Position

As at 30 June	Note	2023 ($'000s)	2022 ($'000s)
Assets			
Cash and cash equivalents	30	12,039	11,820
Trade and other receivables	10	4,483	5,658
Work in progress	11	1,082	820
Prepaid expenses		563	536
Total current assets		**18,167**	**18,834**
Work in progress	11	60	99
Plant and other equipment	12	430	771
Intangible assets	13	32,962	40,702
Right of use asset	24	469	2,629
Deferred tax asset	9	5,319	7,281
Other non-current assets		310	272
Total non-current assets		**39,550**	**51,754**
Total Assets		**57,717**	**70,588**
Liabilities			
Trade and other payables	14	5,366	3,917
Employee entitlements	15	3,651	3,451
Lease liabilities	24	510	940
Contract liabilities	29	5,409	5,738
Provisions	23	251	525
Income tax payable	9	14	26
Other liabilities	20	8,379	652
Total current liabilities		**23,580**	**15,249**
Employee entitlements	15	321	174
Lease liabilities	24	-	1,984
Provisions	23	-	199
Other non-current liabilities		27	7,296
Deferred tax liability	9	2,897	3,464
Total non-current liabilities		**3,245**	**13,117**
Total Liabilities		**26,825**	**28,366**
Net Assets		**30,892**	**42,222**
Equity			
Share capital	18	78,631	77,731
Reserves	19	5,024	3,549
Accumulated losses		(52,763)	(39,058)
Total Equity		**30,892**	**42,222**

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

Year ended 30 June	Note	2023 ($'000s)	2022 ($'000s)
Receipts from customers		47,133	38,393
Payments to suppliers and employees		(41,805)	(36,944)
Interest paid and received, net		116	14
Income taxes paid		-	(119)
Other	6	-	80
Net cash flows from operating activities	30	**5,444**	**1,424**
Acquisition of businesses, net of cash acquired	33	(669)	(6,346)
Acquisition transaction costs		-	(245)
Purchase of intangible assets	13	(4,389)	(7,790)
Purchase of plant and equipment	12	(88)	(217)
Net cash used in investing activities		**(5,146)**	**(14,598)**
Proceeds from capital raising, net of costs	18	900	2,937
Repayment of lease liabilities		(965)	(1,093)
Net cash (used in)/from financing activities		**(65)**	**1,845**
Effect of exchange rate changes		(14)	3
Net change in cash and cash equivalents		**219**	**(11,326)**
Cash and cash equivalents at the beginning of year		**11,820**	**23,146**
Cash and cash equivalents at the end of year		**12,039**	**11,820**

The accompanying notes form an integral part of these financial statements.

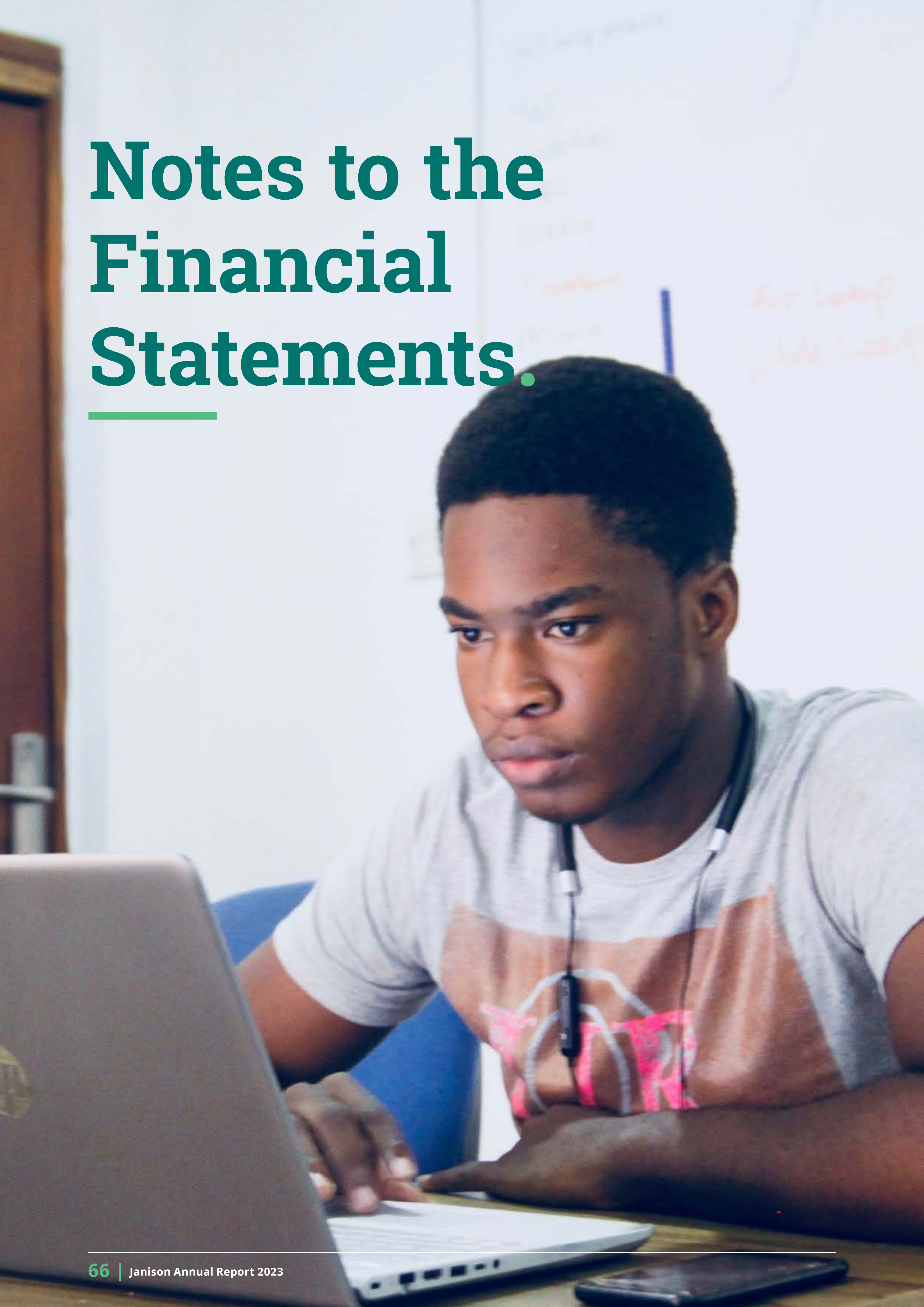
Consolidated Statement of Changes in Equity

	Share Capital ($'000s)	Accumulated Losses ($'000s)	Reserves ($'000s)	Total Equity ($'000s)
Balance at 1 July 2022	**77,731**	**(39,058)**	**3,549**	**42,222**
Net loss	-	(13,705)	-	(13,705)
Other comprehensive loss	-	-	27	27
Total comprehensive loss	**-**	**(13,705)**	**27**	**(13,678)**
Contributions of capital – net of costs	900	-	-	900
Share-based payments – directors and executives	-	-	1,448	1,448
Total transactions with owners	**900**	**-**	**1,448**	**2,348**
Balance at 30 June 2023	**78,631**	**(52,763)**	**5,024**	**30,892**

	Share Capital ($'000s)	Accumulated Losses ($'000s)	Reserves ($'000s)	Total Equity ($'000s)
Balance at 1 July 2021	**71,794**	**(29,933)**	**2,594**	**44,455**
Net loss	-	(9,125)	-	(9,125)
Other comprehensive loss	-	-	(3)	(3)
Total comprehensive loss	**-**	**(9,125)**	**(3)**	**(9,128)**
Contributions of capital – net of costs	5,937	-	-	5,937
Share-based payments – directors and executives	-	-	958	958
Total transactions with owners	**5,937**	**-**	**958**	**6,895**
Balance at 30 June 2022	**77,731**	**(39,058)**	**3,549**	**42,222**

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements.



Note 1: Summary of Significant Accounting Policies

1.1 General Information and Nature of Operations

These financial statements include Janison Education Group Limited (JEG), a publicly listed company incorporated and domiciled in Australia and its subsidiaries (collectively referred to as the Group).

Janison Education Group Limited (Janison) operates within the education technology (edtech) sector globally. Its principal activities include the provision of online assessment software, assessment products (test content), and assessment services (invigilation, marking, test development and exam management). Janison's core customer segment is the Schools market (K-12) in Australia, Singapore, the USA, and the UK. Customers include state and federal education bodies, schools, and parents. Online testing is delivered across 117 countries each year, in 10 languages and with accessibility a primary concern to ensure equitable assessments for all students.

The financial statements have been prepared using consistent accounting policies and methods of computation in all periods presented, unless otherwise stated.

1.2 Going Concern Basis

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

At 30 June 2023, the Group had net assets of $30.9 million (30 June 2022: Net assets of $42.2 million). The Group has made a loss of $13.7 million for the year ended 30 June 2023 (Year ended 30 June 2022: loss of $9.1 million).

At 30 June 2023, the Directors are of the opinion that there are reasonable grounds to expect that the Group will be able to continue as a going concern. In arriving at this conclusion, the Directors considered the following:

1. The Group has $12.04 million (30 June 2022: $11.82 million) in cash reserves as at 30 June 2023.
2. The Group became cashflow positive for the first time in FY23, following significant mitigating actions taken by management to reduce costs and optimise the Group's cash flow and liquidity, through strong revenue growth of $4.7 million, robust profit margins and controlled operating expenses.
3. Management note that the Group has no existing long-term debt and therefore no obligations in this regard.

The Directors are of the opinion that no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial report as at 30 June 2023. Accordingly, no adjustments have been made to the financial report relating to the recoverability and classification of the asset carrying amounts or the amounts and classifications of liabilities that might be necessary should the Group not continue as a going concern.

Based on these factors, management has a reasonable expectation that the Group has and will have adequate resources to continue in operational existence for the foreseeable future.

1.3 Accounting Policies

The financial statements have been prepared using the consistent accounting policies and methods of computation in all periods presented. The Group's accounting policies are described below.

1.3.1 Income Tax

The income tax expense / (benefit) for the year comprises current income tax expense / (income) and deferred tax expense / (income). Current and deferred income tax expense / (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

Current tax – Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/ (assets) are therefore measured at the amounts expected to be paid to / (recovered from) the relevant taxation authority.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Deferred tax – Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available.

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

The income tax expense / (benefit) for the year comprises current income tax expense / (income) and deferred tax expense / (income). Current and deferred income tax expense / (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

1.3.2 Plant and Equipment

Fixed assets including identifiable intangibles are measured at cost less depreciation and impairment losses. The carrying amount of plant and equipment and an assets residual values are reviewed as required, but at least annually.

Depreciation is calculated by applying the following methods and useful lives:

Category	Method	Useful Life
Computer Equipment	Straight-Line	3 years
Office Furnishings & Equipment	Straight-Line	4 to 15 years
Leasehold Improvements	Straight-Line	15 years
Purchased Intangibles	Straight-Line	3 to 5 years
Motor Vehicle	Straight-Line	5 years

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

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

1.3.3 Impairment of Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value.

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

Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income. Impairment testing is performed annually for intangible assets with indefinite lives and intangible assets not yet available for use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.3.4 Intangible Assets

Internally Developed Software – Expenditure on the research phase of projects to develop new software systems and products is expensed as incurred.

Costs that are directly attributable to the development phase of new Janison software products or costs that enhance the capabilities and features of existing products are recognised as intangible assets, and are amortised over 3 years once complete, provided they meet the following recognition requirements:

- the development costs can be measured reliably
- the project is technically and commercially feasible
- the Group intends to and has sufficient resources to complete the project
- the Group has the ability to use or sell the software; and
- the software will generate probable future economic benefits

Development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on software development along with an appropriate portion of direct overheads.

Any capitalised internally developed software that is not yet complete is not amortised, but is subject to impairment testing. Goodwill arises on the acquisition of a business. Goodwill is not amortised, instead, goodwill is tested annually for impairment.

Subsequent measurement – All internally developed software is accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in Note 13.

1.3.5 Employee Benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, and accumulating annual leave.

The Group's liabilities for long service leave are included in other long-term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of services, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit and loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

1.3.6 Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

1.3.7 Provisions

Provisions are recognised when a Group Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefit will result and that outflow can be reliably measured.

1.3.8 Revenue Recognition

The Group has applied AASB 15: Revenue from Contracts with Customers in all periods in determining the amount of revenue recognised in each reporting period. Using the guidance provided in AASB 15, the Group uses a 5-step approach to analysing customer contracts and recording revenue:

Step 1: Identify the contract(s) involved in the arrangement with the customer

Step 2: Identify the performance obligations under the arrangement

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Calculate revenue to be recognised in each reporting Period

Revenue is recognised and measured at the fair value of the consideration received or receivable excluding sales taxes. The Group recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below.

The Group provides customers Software as a Service (SaaS). Customers include corporates, schools, tertiary and governmental agencies.

The Group's revenue is separable into its components for each of these operating segments and recognised as follows:

a) Platform Licensing and Hosting Revenue

The Group's products include a learning platform and a student assessment platform. Revenue related to the licensing of these platforms is recognised on the completion of performance obligations of the licensed software under an agreement between the Group and the customer and in the case of period based fees recognised over the licence period.
Cloud-based hosting services revenue is recognized over the period that the services are performed. Post-implementation licence support revenue includes fees for ongoing upgrades, minor software revisions and helpline support and is recognized as revenue over the contract period in which the services are performed.

b) Exam Management Revenue

Exam management revenue includes fees related to the physical supervision of exams for clients. Revenue is recognised in the period when exams are completed.

c) Content Revenue

Content revenue includes fees for sourcing third party content and in some cases fees for generating custom designed content. Content services fees are recognised as revenue over the period that the services are provided.

d) Software Development Project Revenue

Software development project revenue includes fees related to the creation of custom designed software systems and configuration and implementation services linked to installing a Janison platform. Revenue related to software development and major configuration projects is recognised in proportion to the stage of completion, typically in accordance with the achievement of contract performance obligations and/or the percentage of completion.

e) Contract liabilities

Contractual amounts received from customers in advance of the start of the licence or hosting period or the provision of services are accounted for as a current liability called contract liabilities.

The Group receives amounts from customers for the use of the Group's platform during events that take place in the following financial year. Revenue for these events is recorded throughout the delivery and reporting window and held in Income in Advance until that time.

f) Earned and Contract Assets

Revenues recorded for fees not yet invoiced to customers are accounted for as an asset called Unbilled Revenue. These amounts have met the revenue recognition criteria of the Group, but have not reached the payment milestones contracted with customers.

g) Other Income

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount. Grant income for Export Market Development Grants (EMDG) is recognised at the point when the Group is notified of successful application.

1.3.9 Trade and other receivables

Trade receivables are initially recognised at fair value and measured subsequently at amortised cost, less any allowance for expected credit losses. The general terms of trade receivables are between 14 and 30 days from date of recognition.

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected credit loss (ECL) provision for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The estimation of loss allowance provision as at 30 June 2023 is determined by using a provision matrix based on historical credit loss experience, adjusted for factors specific to debtors, general economic conditions of the industry in which the debtor operates and an assessment of both the current and the forecast direction of conditions at the reporting date.

The trade receivables are written off where there is no reasonable prospect of recovery, for example customers declaring bankruptcy, or term receivables that have now become unrecoverable.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within other net operating income and expenses. Subsequent recoveries are credited against the same item.

1.3.10 Share Based Payments

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

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

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

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

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made.

An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

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

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

1.3.11 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the tax authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

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

1.3.12 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. Under the acquisition method, 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).

Consideration transferred, including any contingent consideration is required to be measured at fair value on the date of acquisition, which takes into account the perspective of a 'market participant' and is a measurement of the amount that the Group would have to pay to such a participant for them to assume the remaining obligations under the contracts to acquire these businesses. Contingent consideration obligations are classified as equity or liability in accordance with AASB 132 Financial Instruments: Presentation. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. Where the accounting standards require that an obligation to be settled in shares is classified as a liability, changes in measurement from the point of initial recognition through to when the milestone is achieved and the number of shares to be granted is determined, are recognised in profit or loss. Subsequently, once the number of shares is fixed and determined, any changes in the value of the shares to be granted between the milestone being achieved and the point of settlement, are recognised within equity.

The Group has contingent consideration obligations classified as liabilities at the reporting date. As a consequence, any changes in the fair value of contingent consideration that do not meet the requirements above, such as a subsequent renegotiation and settlement of the obligation, does not result in any change to the measurement of goodwill. Instead, changes to the fair value of contingent consideration classified as a liability are recognised in the profit or loss. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the Consolidated Statement of Profit or Loss.

1.3.13 Critical Accounting Estimates and Judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Internally developed software and research costs – Management monitors progress of internal research and development projects by using a project management system. Significant judgement is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems after the time of recognition.

Deferred tax assets – The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Estimation uncertainty – When preparing the financial statements management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results. Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Revenue – The Group recognises revenue on long-term software development projects based upon the percentage of completion against the contract performance obligation method which relies upon estimates of the total cost to complete a project at each reporting date.

Impairment – An impairment loss is recognised for the amount by which the assets' or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Group's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

Useful lives of depreciable assets – Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Group. Actual results, however, may vary due to technical obsolescence, particularly relating to software and IT equipment.

Fair value of financial instruments – Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Trade receivables – Loss allowances are based on assumption about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history and exiting market conditions, as well as forward-looking estimates at the end of each reporting period. Refer to 1.3.9 for the expected credit loss approach.

Provisions – Long service leave – As discussed in Note 1.3.5, the liability for long service leave is 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, attrition rates and pay increases through promotion and inflation have been taken into account.

Financial instruments fair value measurement

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

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is 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 at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

Deferred Consideration

Management has estimated the deferred consideration payable in relation to business combinations based on information available at the time of recognition, which includes forecast revenue targets. Refer to Note 33.

1.3.14 New and Amended Accounting Standards Adopted by the Group

The Group (or the Company) has considered the implications of new and amended Accounting Standards which have become applicable for the current financial reporting period. Any new or amended Accounting Standards that are not yet mandatory have not been early adopted.

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018–2020 and Other Amendments

The Entity adopted AASB 2020-3 which makes some small amendments to a number of standards including the following: AASB 1, AASB 3, AASB 9, AASB 116, AASB 137 and AASB 141. The adoption of the amendment did not have a material impact on the financial statements.

AASB 2021-7a: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections

AASB 2020-7a makes various editorial corrections to a number of standards effective for reporting periods beginning on or after 1 January 2022. The adoption of the amendment did not have a material impact on the financial statements.

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

The amendment amends AASB 101 to clarify whether a liability should be presented as current or non-current.

The Group plans on adopting the amendment for the reporting period ending 30 June 2024 along with the adoption of AASB 2022-6. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

The amendment amends AASB 7, AASB 101, AASB 108, AASB 134 and AASB Practice Statement 2. These amendments arise from the issuance by the IASB of the following International Financial Reporting Standards: Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) and Definition of Accounting Estimates (Amendments to IAS 8).

The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is not yet known.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment amends the initial recognition exemption in AASB 112: Income Taxes such that it is not applicable to leases and decommissioning obligations – transactions for which companies recognise both an asset and liability and that give rise to equal taxable and deductible temporary differences.

The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is not yet known.

AASB 2021-7b & c: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections

AASB 2021-7b makes various editorial corrections to AASB 17 Insurance Contracts which applies to annual reporting periods beginning on or after 1 January 2023, with earlier application permitted.

AASB 2021-7c defers the mandatory effective date (application date) of amendments to AASB 10 and AASB 128 that were originally made in AASB 2014-10: Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture so that the amendments are required to be applied for annual reporting
periods beginning on or after 1 January 2025 instead of 1 January 2018.

The Group plans on adopting the amendments for the reporting periods ending 30 June 2024 and 30 June 2026. The impact of initial application is not yet known.

AASB 2022-7: Editorial Corrections to Australian Accounting Standards and Repeal of Superseded and Redundant Standards

AASB 2022-7 makes editorial corrections to the following standards: AASB 7, AASB 116, AASB 124, AASB 128, AASB 134 and AASB as well as to AASB Practice Statement 2. It also formally repeals superseded and redundant Australian Account Standards as set out in Schedules 1 and 2 to the Standard.

The Group plans on adopting the amendments for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

Note 2: Segment Reporting

The Group identifies its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. (Refer to Note 3 for information on the revenue components and their definition).

The Assessments segment provides exam products, exam items and associated exam services which are sold to schools, parents and teachers.

The Solutions segment operates exam enterprise-grade assessment platform technology and event management services for large organisations, national education authorities and accreditation bodies.

2.1 Segment Contribution

Year ended 30 June 2023	Assessments ($'000s)	Solutions ($'000s)	Corporate ($'000s)	Total ($'000s)
Total segment revenue from ordinary activities	**14,994**	**26,074**	**-**	**41,068**
Cost of sales	5,510	9,792	-	15,302
Segment gross profit	**9,484**	**16,282**	**-**	**25,766**
Operating expenses	10,315	11,476	-	21,791
Segment results	**(831)**	**4,806**	**-**	**3,975**
Revenue recognised at a point in time	**14,263**	**24,804**	**-**	**39,067**
Revenue recognised over time	**731**	**1,270**	**-**	**2,001**
Assets				
Segment Assets	22,636	14,994	20,087	57,717
Total assets				**57,717**
Liabilities				
Segment liabilities	9,220	5,349	12,256	26,825
Total liabilities				**26,825**

For the prior year comparative period, segment information by component is provided below:

Year ended 30 June 2022	Assessments ($'000s)	Solutions ($'000s)	Corporate ($'000s)	Total ($'000s)
Total segment revenue from ordinary activities	**12,386**	**23,925**	**-**	**36,311**
Cost of sales	4,870	8,211	-	13,081
Segment gross profit	**7,516**	**15,714**	**-**	**23,230**
Operating expenses	9,745	11,608	-	21,353
Segment results	**(2,229)**	**4,106**	**-**	**1,877**
Revenue recognised at a point in time	**11,286**	**20,077**	**-**	**31,363**
Revenue recognised over time	**1,100**	**3,848**	**-**	**4,948**
Assets				
Segment Assets	25,896	23,139	21,553	70,588
Total assets				**70,588**
Liabilities				
Segment Liabilities	8,856	8,010	11,500	28,366
Total liabilities				**28,366**

2.2 Reconciliation from Segment Contribution to Net Loss after Tax

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Segment results	**3,975**	**1,877**
Acquisition costs	399	245
Share-based compensation	1,448	958
Depreciation and amortisation	13,334	10,501
Net financial expense	661	126
Other non-operating expenses	404	616
Foreign exchange losses	169	(6)
Income tax expense / (benefit)	1,265	(1,438)
Net loss after tax	**(13,705)**	**(9,125)**

2.3 Revenue by Market Sector

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Schools	32,151	26,992
Higher Education	5,364	3,978
Enterprise & Government	3,553	5,341
Total operating revenue	**41,068**	**36,311**

2.4 Revenue by Geographic Location

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Australia and New Zealand	35,899	30,631
Asia	2,177	2,429
Rest of the world	2,992	3,251
Total operating revenue	**41,068**	**36,311**

Note 3: Consolidated Trading Revenue

The Group's revenue by component are presented below:

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Licence and hosting revenue	25,096	24,578
Content licence revenue	103	307
Services revenue	15,869	11,426
Total operating revenue	**41,068**	**36,311**

Platform revenue includes two components:

1. Licence and hosting revenue comprises revenue from ICAS, recurring revenue for the right to use the platform and platform maintenance i.e. revenue for maintenance and support services over a specific period of time (usually one year).
2. Content licence revenue comprises recurring revenue for the right to use third-party content distributed via Janison's learning platform or customers' proprietary learning platforms.

Services revenue includes revenues generated by platform customisation, implementation, configuration, exam management and invigilation, in addition to revenue from AAS.

Note 4: Cost of Sales

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Personnel costs	8,307	5,080
Third party contractors	1,948	2,630
Total direct labour	**10,255**	**7,710**
Hosting and software costs	4,491	4,467
Exam management costs	463	747
Content licence fees	93	157
Total cost of sales	**15,302**	**13,081**

Personnel costs includes wages and employee benefits for staff servicing customers including software developers, testers, system operations engineers, project and account managers.

Note 5: General and Administrative Expenses

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Personnel costs	14,620	13,244
Share-based compensation	1,448	958
Unallocated employee costs	465	560
Office facility expenses	234	41
Travel	265	173
Software licences	750	673
Professional services	512	771
Telecommunications	283	239
Other	1,275	749
General and administrative expenses	**19,852**	**17,408**
Less: Share-based compensation classified as non-trading	1,448	958
Total general and administrative expenses	**18,404**	**16,450**

Personnel costs include the salaries, benefits and bonuses of the Group's Board and executive team including human resources and finance functions. Unallocated employee costs include primarily staff training, workers compensation insurance and other employee related expenses not allocated by department.

Note 6: Other Operating Income and Expenses, Net

Other operating income and expenses includes the following:

- In FY23, other operating income and expenses are nil.
- In FY22, the Group received $76 thousand for Export Market Development Grant (EMDG) and a $262 thousand payment relating to adjusted completion payment on acquisition of Academic Assessment Services Pty Ltd.

Note 7: Depreciation and Amortisation Expense

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Operating depreciation and amortisation		
Office and other equipment	217	165
Leasehold improvements	23	39
Capitalised platform development costs	5,938	5,045
Amortisation of other intangibles – acquired IP	965	990
Amortisation of other intangibles – non acquired IP	294	49
Total operating depreciation and amortisation	**7,437**	**6,288**
Acquired depreciation and amortisation		
Amortisation of other intangibles - acquired IP	5,897	4,213
Total acquired depreciation and amortisation	**5,897**	**4,213**
Total depreciation and amortisation	**13,334**	**10,501**

Note 8: Net Financial Expense

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Interest income	(116)	(16)
Interest expense[1]	731	2
Interest expense – lease liabilities	46	140
Net financial expense	**661**	**126**

[1]In FY23, the interest expense of $731 thousand pertains to the unwinding of discount relating to the financial liability associated with the earn out clause of the AAS acquisition. It is a non-cash item.

Note 9: Income Taxes

All calculations are subject to review by the Australian Taxation Office upon filing of the financial year 2023 tax return.

9.1 Components of Income Tax Expense / Benefit

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Current tax expense / (benefit)	(129)	207
Deferred tax expense / (benefit)	1,394	(1,645)
Income tax expense / (benefit)	**1,265**	**(1,438)**

9.2 Reconciliation of Prima Facie Tax Expense to Income Tax Expense

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Loss before income tax	(12,440)	(10,563)
Tax rate	25.0%	25.0%
Prima facie tax benefit	**(3,110)**	**(2,641)**
Adjusted for:		
Share-based payment expense	381	240
Non-deductible expenditure	293	147
Derecognition of tax losses	3,991	-
Prior year adjustments	(461)	834
Other	157	(31)
Adjustments due to different tax rates in different jurisdictions	14	13
Total income tax expense / (benefit)	**1,265**	**(1,438)**

9.3 Deferred Tax Asset and Liability

As at 30 June	2023 ($'000s)	2022 ($'000s)
Intellectual property valuation difference	2,744	2,885
Intangibles and other fixed assets	-	548
Employee entitlements	955	833
Carried forward tax credits and offsets	-	1,178
Leases	73	138
Foreign exchange gains	-	(1)
Provisions and accruals	1,453	1,547
Capital raising and acquisition transaction costs	94	153
Total deferred tax asset	**5,319**	**7,281**
Deferred tax liability	2,897	3,464
Total deferred tax liability	**2,897**	**3,464**

Unrecognised Deferred Tax Asset

Deferred tax assets have not been recognised in respect of the following items, because of the uncertainty in the timing of sufficient taxable profits to absorb the losses at 30 June 2023. No tax losses have been forfeited and will be available for use in future periods as required.

As at 30 June	2023 ($'000s)	2022 ($'000s)
Tax losses	3,991	-
Total unrecognised deferred tax asset	**3,991**	**-**

9.4 Income Tax Payable

As at 30 June	2023 ($'000s)	2022 ($'000s)
Income tax receivable	-	(117)
Income tax payable – foreign subsidiary	14	143
Net income tax payable	**14**	**26**

Note 10: Trade and Other Receivables

As at 30 June	2023 ($'000s)	2022 ($'000s)
Trade receivables	3,305	4,369
Less: Provision for expected credit loss	(122)	(120)
Contract assets	834	1,389
Other receivables	466	20
Trade and other receivables	**4,483**	**5,658**

Contract assets relates to amounts accrued for the Group's performance obligations under customer contracts in accordance with AASB 15. The aging of the Group's trade and other receivables, net of expected credit losses, at the reporting date is:

As at 30 June	2023 ($'000s)	2022 ($'000s)
Current	2,980	3,028
Under 30 days	79	661
30-60 days	1	465
60-90 days	62	122
More than 90 days	183	93
Total trade receivables	**3,305**	**4,369**

The following table shows the movement in lifetime expected credit loss that has been recognised for trade and other receivables in accordance with the simplified approach set out in AASB 9: Financial Instruments.

Note 10: Trade and Other Receivables (cont.)

As at 30 June	Opening balance 2022 ($'000s)	Net measurement of loss allowance ($'000s)	Amounts written off ($'000s)	Closing balance 2023 ($'000s)
Lifetime Expected Credit Loss: Credit Impaired				
Current trade receivables	120	6	(4)	122
Total	**120**	**6**	**(4)**	**122**

As at 30 June	Opening balance 2021 ($'000s)	Net measurement of loss allowance ($'000s)	Amounts written off ($'000s)	Closing balance 2022 ($'000s)
Lifetime Expected Credit Loss: Credit Impaired				
Current trade receivables	13	110	(3)	120
Total	**13**	**110**	**(3)**	**120**

Note 11: Work In Progress

Work in progress are costs accumulated for the preparation of ICAS and REACH assessments. These costs are primarily internal and external labour costs and will be expensed when the assessments take place.

Current – As at 30 June	2023 ($'000s)	2022 ($'000s)
ICAS	1,082	820
Total current work in progress	**1,082**	**820**

Non-Current – As at 30 June	2023 ($'000s)	2022 ($'000s)
ICAS	53	99
REACH	7	-
Total non-current work in progress	**60**	**99**

Note 12: Plant and Other Equipment

As at 30 June	2022 ($'000s)	Additions ($'000s)	Deductions ($'000s)	2023 ($'000s)
Historical cost	1,026	91	(8)	1,109
Accumulated depreciation	(482)	(214)	8	(688)
Total office and computer equipment	**544**	**(123)**	**-**	**421**
Historical cost	703	-	(700)	3
Accumulated depreciation	(488)	(23)	508	(3)
Total leasehold improvements	**215**	**(23)**	**(192)**	**-**
Historical cost	17	-	-	17
Accumulated depreciation	(5)	(3)	-	(8)
Total motor vehicles	**12**	**(3)**	**-**	**9**
Total plant and other equipment	**771**	**(149)**	**(192)**	**430**

Note 13: Intangible Assets

Intangible assets have been allocated to two cash-generating units (CGUs), Solutions and Assessment.

During the financial year, the Group capitalised $4.95 million of costs. These relate to platform development costs relating to new features to be included in future versions of the Solutions platform, and item bank development costs. Once in use, these assets will be amortised over a five-year period.

Acquired intangible assets include identifiable intangibles related to:

- the purchase of Academic Assessment Services in November 2021, the amount of $12.7 million has been recognised in relation to client relationships and a further $6.5 million of item bank intangibles. These assets have a useful life of 5 years
- the purchase of Quality Assessment Tasks in October 2021, the amount of $1.9 million has been recognised in relation to the acquired item bank intangibles
- purchased intellectual property acquired as a result of the purchase of the Ascender content generation business in April 2018
- client relationships acquired when LTC was purchased in April 2019
- intangible assets acquired from the purchase of EA including a CRM, an assessment item bank and online customer portal

Note 13: Intangible Assets (cont.)

Set out below are the carrying amounts of the intangible assets relating to each of the two CGUs:

	CGU 1 – Solutions					CGU 2 – Assessments				Total
As at 30 June 2023	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Total ($'000s)**	**Total ($'000s)**
Cost	2,880	7,800	24,095	764	35,539	3,132	21,701	2,774	27,606	**63,145**
Less accumulated amortisation	-	(6,630)	(15,960)	-	(22,590)	-	(7,294)	(300)	(7,593)	**(30,184)**
Carrying amount at end of period	**2,880**	**1,170**	**8,135**	**764**	**12,949**	**3,132**	**14,407**	**2,474**	**20,013**	**32,962**
Movement:										
Carrying amount at start of period	2,880	2,730	11,306	1,324	18,240	3,132	18,745	586	22,462	**40,702**
Additions	-	-	2,796	-	2,796	-	-	2,154	2,154	**4,950**
Disposals, transfers, and other	-	-	-	(560)	(560)	-	-	-	-	**(560)**
Amortisation expense	-	(1,560)	(5,967)	-	(7,527)	-	(4,337)	(266)	(4,603)	**(12,130)**
Carrying amount at end of period*	**2,880**	**1,170**	**8,135**	**764**	**12,949**	**3,132**	**14,408**	**2,474**	**20,013**	**32,962**

*Work in progress relates to Internally Generated Assets for projects that are not yet complete and have not yet started to amortisation. Once complete, these projects are transferred to Internally Generated Intangible Assets.

Note 13: Intangible Assets (cont.)

Set out below are the carrying amounts of the intangible assets relating to each of the two CGUs:

	CGU 1 – Solutions					CGU 2 – Assessments				Total
As at 30 June 2022	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Total ($'000s)**	**Total ($'000s)**
Cost	2,880	7,800	21,299	1,324	33,303	3,132	21,701	620	25,453	**58,756**
Less accumulated amortisation	-	(5,070)	(9,993)	-	(15,063)	-	(2,957)	(34)	(2,991)	**(18,054)**
Carrying amount at end of period	**2,880**	**2,730**	**11,306**	**1,324**	**18,240**	**3,132**	**18,744**	**586**	**22,462**	**40,702**
Movement:										
Carrying amount at start of period	2,880	4,290	8,567	1,954	17,691	3,132	21,397	-	24,529	**42,220**
Additions	-	-	7,800	-	7,800	-	-	620	620	**8,420**
Disposals, transfers, and other	-	-	-	(630)	(630)	-	-	-	-	**(630)**
Amortisation expense	-	(1,560)	(5,061)	-	(6,621)	-	(2,653)	(34)	(2,687)	**(9,308)**
Carrying amount at end of period*	**2,880**	**2,730**	**11,306**	**1,324**	**18,240**	**3,132**	**18,744**	**586**	**22,462**	**40,702**

*Work in progress relates to Internally Generated Assets for projects that are not yet complete and have not yet started to amortisation. Once complete, these projects are transferred to Internally Generated Intangible Assets.

Note 13: Intangible Assets (cont.)

Impairment testing for intangible assets

The Group’s impairment testing is performed at the CGU level, of which there are two, Solutions and Assessment. This is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets within the Group. The Solutions CGU includes $2.9 million of goodwill and the Assessment CGU includes $3.1 million of goodwill. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently where there may be an indication of impairment. Where the carrying value of the CGU exceeds its recoverable amount, the carrying amount of the CGU is reduced to its recoverable amount through the recognition of an impairment loss. During the period, no impairment losses were recognised.

Calculation of recoverable amount

The recoverable amount of each CGU is determined based on value-in-use calculations which require the use of assumptions. The key assumptions used within these calculations are set out below:

1 Forecast future cash flows

The calculation of the recoverable amount of each CGU involves the use of cash flow projections based on the Group's latest Board approved internal five-year strategic plan, and reflect management's best estimate of income, expenses, capital expenditure and cash flows for each CGU. For each CGU, the cash flow projections for a five-year period from FY24 to FY28 have been determined based on expectations of future performance. Key assumptions in the cash flows include sales volume growth and the costs of doing business. These assumptions are based on expectations of market demand and operational performance. Cash flow projections are based on risk-adjusted forecasts allowing for estimated changed in the business, the competitive trading environment, legislation and economic growth. Cash flows beyond this five year period are extrapolated using an estimated growth rate.

2 Discount rates

Estimated future cash flows are discounted to their present value using a 12% discount rate (10% in FY22).

3 Expected growth rates

Cash flows beyond the five-year period are extrapolated using estimated long-term growth rates. The average growth rate used in the calculation of the recoverable amount was 18% for Solutions and 21% for Assessments, whilst the terminal growth rate used in both was 3%. The growth rates are based on historical performance as well as expected long-term market operating conditions.

For the financial year ended 30 June 2023, the recoverable amount of net assets for all CGUs is greater than the carrying value of the assets and therefore the goodwill and other intangible assets are not considered impaired.

Sensitivity

Management have made judgements and estimates in respect of impairment testing of goodwill and other intangible assets. Should these judgements and estimates not occur, the resulting carrying amounts of assets may decrease.

For all CGUs, any reasonable change in the key assumptions on which the recoverable amount is based would not cause the CGU’s carrying amount to exceed its recoverable amount. A sensitivity analysis was performed over the key inputs to the value in use calculation, being the discount rate and growth rate. With all other variables being held constant, the discount rate for the Solutions CGU would need to increase by more than 43pp, and the discount rate for the Assessment CGU would need to increase by more than 2pp before the recoverable amount of each CGU would be less than its carrying value. With all other variables being held constant, the growth rate for the Solutions CGU would need to decrease by more than 11pp, and the growth rate for the Assessment CGU would need to decrease by more than 2pp before the recoverable amount of each CGU would be less than its carrying value.

Note 14: Trade and Other Payables

As at 30 June	2023 ($'000s)	2022 ($'000s)
Trade payables	3,656	1,992
Employee related payables	488	402
Sundry accrued expenses	1,222	1,523
Total trade and other payables	**5,366**	**3,917**

Note 15: Employee Entitlements

As at 30 June	2023 ($'000s)	2022 ($'000s)
Current employee entitlements provision	3,651	3,451
Non-current employee entitlements provision	321	174
Total employee entitlements	**3,972**	**3,625**

Note 16: Shareholder Loans

There are currently no outstanding shareholder loans.

Note 17: Dividends

There were no dividends paid in the year ended 30 June 2023 (FY22: nil).

Note 18: Share Capital

The table below details the movements in share capital for the two years ended 30 June 2022 and 30 June 2023.

Details	Date	Share Capital ($'000s)	No. of shares
Balance	**1 July 2021**	**71,794**	**228,948,297**
Share purchase plan	21 July 2021	3,000	3,658,345
Acquisition of AAS (refer to Note 33)	29 November 2021	3,000	2,293,403
Performance rights vesting	1 December 2021	-	700,000
Transaction costs	Various	(63)	-
Balance	**30 June 2022**	**77,731**	**235,600,045**
Critical Skills Equity Plan Tranche 1[1]	7 July 2022	-	872,137
Critical Skills Equity Plan Tranche 1[1]	5 August 2022	-	68,306
FY22 Employee Share Ownership Program[1]	17 November 2022	-	501,390
Loan funded shares – repayment received[2]	Various	900	-
Critical Skills Equity Plan Tranche 2[1]	3 January 2023	-	768,385
Balance	**30 June 2023**	**78,631**	**237,810,263**

[1]Equity issues were granted in prior periods thus fully expensed in line with vesting conditions.

[2]Loan funded shares granted in FY17 were already included in the number of shares on issue at the time of grant.

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.

The Company does not have a par value in respect of its issued shares.

On 5 July 2023 Janison issued 1,038,573 of ordinary fully paid shares for the Critical Skills Equity Plan Tranche 3. (Refer to Note 19).

Capital management

Management controls the capital of the Group in order to maintain investor, creditor and market confidence and to sustain future development of the business.

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

18.1 Capital Raising

FY 2023

The Group made no acquisitions in the year ending 30 June 2023. Proceeds from capital raising in the year ending 30 June 2023 consists of loan repayment proceeds received from the settlement of director loans issued in 2017 for Loan Funded Shares.

FY 2022

On 21 July 2021 Janison completed a capital raise of $3 million (before costs) by way of a public Share Purchase Plan (SPP) for cash consideration to all eligible shareholders. The SPP was made at a price consistent with that of the capital raise at $0.82 per Share and approximately 3.7 million new, fully paid ordinary shares were issued.

Note 19: Reserves

The table below details the movements in reserves for the two years ended 30 June 2022 and 2023:

Details	Date	Reserves ($'000s)	No. of units
Balance	**1 July 2021**	**2,594**	**11,197,848**
Performance rights granted	17 September 2021	72	440,000
Performance rights vested	1 December 2021	-	(700,000)
Employee Share Ownership Program	Various	262	-
Performance rights granted	Various	211	979,175
Performance rights forfeited	30 June 2022	(34)	(893,333)
Critical Skills Equity Plan	30 June 2022	447	-
Foreign currency translation	-	(3)	-
Balance	**30 June 2022**	**3,549**	**11,023,690**
Non-Executive Director options	3 November 2022	100	599,145
FY23 Employee Share Ownership Program	Various	252	-
Performance rights granted FY22 Plan	30 June 2023	190	1,417,952
Performance rights granted FY23 Plan[1]	30 June 2023	-	2,286,212
Critical Skills Equity Plan Tranche 2[2]	31 December 2022	429	-
Critical Skills Equity Plan Tranche 3[3]	30 June 2023	477	-
Performance rights exercised during the year	30 June 2023	-	-
Performance rights lapsed	30 June 2023	-	(9,183,544)
Foreign currency translation	-	27	-
Balance	**30 June 2023**	**5,024**	**6,143,455**

[1]Does not include 989,060 performance rights granted to David Caspari as part of the FY23 LTI Plan which is yet to be approved by shareholders.
[2]768,385 shares were issued in January 2023.
[3]1,038,573 shares were issued in July 2023.

19.1 Share-based compensation

During the year ended 30 June 2023, share-based compensation was provided to the Chief Financial Officer and other senior executives as follows:

Date Issued	No. of Performance Rights	Share Price on Date of Issue	Vesting Condition	Volatility	Value $
31 December 2022[1]	768,385	$0.57	5	N/A	428,674
30 June 2023[2]	1,038,573	$0.42	5	N/A	477,424
30 June 2023	345,084	$0.55	1, 2	N/A	37,959
30 June 2023	1,072,868	$0.92	1, 2	N/A	157,249
30 June 2023	2,286,212	$0.45	3, 4	N/A	205,759
Total	**5,511,122**				**1,307,065**

[1]768,385 shares were issued in January 2023.

[2]1,038,573 shares were issued in July 2023.

Note 19: Reserves (cont.)

Vesting Conditions

1. Half of the performance rights will vest upon achieving a market-based target of Total Shareholder Return (TSR) over a 3-year Measurement Period (FY22-FY24). The Group has assigned this tranche the following weighted probabilities of the Group achieving a TSR relative to the index TSR:
   - 50% likelihood of achieving the same growth or up to 10% more than the index
   - 40% likelihood of achieving between 10% and 20% above the index
   - 30% likelihood of achieving 20% or more above the index TSR
2. The second half of the performance rights are conditional upon achieving a performance-based target of average Return on Equity (ROE) for the Measurement Period (FY22-FY24). The Group has assigned this tranche the following weighted probabilities of the Group achieving an average ROE of the following:
   - 0% likelihood of achieving greater than 10% but less than 12.5%
   - 0% likelihood of achieving between 12.5% and 15%
   - 0% likelihood of achieving 15% or more
3. Half of the performance rights will vest upon achieving a market-based target of Total Shareholder Return (TSR) over a 3-year Measurement Period (FY23-FY25). The Group has assigned this tranche the following weighted probabilities of the Group achieving a TSR relative to the index TSR:
   - 50% likelihood of achieving the same growth or up to 10% more than the index
   - 40% likelihood of achieving between 10% and 20% above the index
   - 30% likelihood of achieving 20% or more above the index TSR
4. The second half of the performance rights are conditional upon achieving a performance-based target of average Return on Equity (ROE) for the Measurement Period (FY23-FY25). The Group has assigned this tranche the following weighted probabilities of the Group achieving an average ROE of the following:
   - 0% likelihood of achieving greater than 10% but less than 12.5%
   - 0% likelihood of achieving between 12.5% and 15%
   - 0% likelihood of achieving 15% or more
5. On 10 January 2023, the Company issued 768,385 shares to employees of the Group at an exercise price of $0.57. After the financial year end, the Company issued 1,038,573 shares to employees of the Group at an exercise price of $0.42. None of these shares were issued to KMP of the Group. The fair value is measured based upon the 20 day volume weighted average price. These service rights vest every six months over a two year period and are conditional on service as set out in the table below

Tranche	Measurement Period	Vesting Date
Tranche 1	The period between the date Rights were granted and the following 1 July 2022	1-Jul-22
Tranche 2	The period between the date Rights were granted and 1 January 2023 following the Measurement Period for Tranche 1	1-Jan-23
Tranche 3	The period between the date Rights were granted and 1 July 2023 following the Measurement Period for Tranche 2	1-Jul-23
Tranche 4	The period between the date Rights were granted and 1 January 2024 following the Measurement Period for Tranche 3	1-Jan-24

Full details can be found in the Remuneration Report 4.1 Executive Remuneration Policy (Long Term Incentive Plan Performance Rights).

19.1 Share-based compensation (cont.)

During the year ended 30 June 2023, share-based compensation was provided to the Chief Financial Officer, senior executives and other employees as follows:

Year ended 30 June	Loan Funded Shares[1]	Performance Rights	Options
As of 1 July 2021	**4,050,000**	**11,197,848**	**-**
Average exercise price in dollars	-	Nil	Nil
Units granted during the year	-	719,175	-
Units exercised during the year	(1,500,000)	-	-
Units forfeited during the year	(600,000)	(893,333)	-
As of 30 June 2022	**1,950,000**	**11,023,690**	**-**
Average exercise price in dollars	-	Nil	Nil
Units granted during the year	-	3,704,164	599,145
Units exercised during the year	(1,950,000)	-	-
Units lapsed during the year	-	(9,183,544)	-
As of 30 June 2023	**-**	**5,544,310**	**599,145**

[1] Loan funded shares accounted as share capital.

Weighted average life of: performance rights = 14.7 years, options = 4.2 years.

Note 20: Contingent Liabilities

On 29 November 2021, the Group acquired 100% of the shares in Academic Assessment Services Pty Ltd (AAS). Total deemed consideration was $17 million, which comprised an initial consideration of $6 million paid in cash and $3 million paid in ordinary shares. Further contingent consideration is payable of $8 million, based on completion of the FY22 and FY23 financial years, comprising $1 million in cash and $7 million in ordinary shares subject to certain financial criteria being achieved. Based on the Group's assessment of the earnout calculation, a liability of $8.38 million has been raised and is included in Other Liabilities in the Statement of Financial Position as at 30 June 2023 (30 June 2022, $7.1m was in Non-Current Liabilities). The vendor is currently reviewing this calculation and it is anticipated that this will be finalised post lodgment of the annual report, pending discussion with vendor. Refer to Note 32 for earn-out payment made after the reporting date.

The contingent consideration is payable on the following conditions:

- Minimum operating revenue target of $11m in FY22 and FY23 combined
- Operating revenue targets measured and paid on completion of FY23
- Earnout consideration adjusted up by $0.50 for every $1.00 of operating revenue above the $11 million target and down by $1.00 for every dollar below

Note 21: Key Management Personnel Disclosures

The following individuals were key management personnel of Janison Education Group during the financial year 2023:

Mike Hill	Non-executive Chairman
Wayne Houlden	Vice Chair and Non-executive Director
Brett Chenoweth	Non-executive Director (resigned 3 November 2022)
Allison Doorbar	Non-executive Director
Vicki Aristidopoulos	Non-executive Director
Kathleen Bailey-Lord	Non-executive Director
David Caspari	Chief Executive Officer and Managing Director
Stuart Halls	Chief Financial Officer

The aggregate compensation made to key management personnel during the financial year 2023 is set out below:

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Short-term employee benefits[1]	1,475	1,233
Share-based payments	299	119
Total compensation	**1,774**	**1,352**

[1]FY22 STI had not been determined at the time the FY22 annual report was released, the figures above have been adjusted to account for the STI amounts awarded for FY22.

Detailed disclosures relating to the key management personnel can be found in the Remuneration Report section of the Directors' Report.

Note 22: Related Party Transactions

There were no related party transactions during the financial year ending 30 June 2023.

Note 23: Provisions

As at 30 June	2023 ($'000s)	2022 ($'000s)
Restructuring provision	-	467
Current make good provision	251	58
Non-current make good provision	-	199
Total provisions	**251**	**724**

Note 24: Lease Assets and Liabilities

Right-of-use Assets Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Balance at 1 July	2,629	3,128
New lease	-	491
Remeasurement[1]	(1,195)	-
Depreciation	(965)	(990)
Closing net book value	**469**	**2,629**
Carrying amount of lease assets, by class of underlying asset:		
Office premises	**469**	**2,629**

Lease Liabilities Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Balance at 1 July	2,924	3,404
New lease	-	496
Interest	46	140
Remeasurement[1]	(1,442)	-
Principal repayments	(1,018)	(1,116)
Closing net book value	**510**	**2,924**
Current	510	940
Non-current	-	1,984
Total	**510**	**2,924**

Provision for Make Good Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Opening balance	257	230
New Lease	-	27
Remeasurement[1]	(6)	-
Closing balance	**251**	**257**

[1]During the period the company decided not to take up the option period on an existing lease which was previously expected to be taken up. Therefore, the right of use asset and equivalent lease liability were derecognised.

The above liabilities related to leases for office premises located at:

- 394A Harbour Drive, Coffs Harbour NSW
- Wentworth Park Sporting Complex, Level 3 Wentworth Park Rd, Glebe NSW
- Level 9, 1 Chandos Street, St Leonards NSW
- Level 1, 80 Bay Street, Ultimo, Sydney NSW

Note 25: Financial Risk Management

The total for each category of financial instruments, measured in accordance with AASB 9 Financial instruments as detailed in the accounting policies to these financial statements, are as follows:

As at 30 June 2023	Interest Rate	Floating Interest ($'000s)	Fixed Interest ($'000s)	Non-interest Bearing ($'000s)	2023 Total ($'000s)
Cash and cash equivalents	0.01%	11,790	-	249	12,039
Trade and other receivables	-	-	-	4,483	4,483
Total financial assets	**-**	**11,790**	**-**	**4,732**	**16,522**
Trade and other payables	-	-	-	(5,366)	(5,366)
Lease liabilities	4.38%	-	(510)	-	(510)
Other liabilities	-	-	-	(8,379)	(8,379)
Total financial liabilities	**-**	**-**	**(510)**	**(13,745)**	**(14,255)**
Net financial assets		**11,790**	**(510)**	**(9,013)**	**2,267**

The Group's activities expose it to several financial risks as described above. The Group's overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group. To date, the Group has not had the need to utilise derivative financial instruments such as foreign exchange contracts or interest rate swaps to manage any risk exposures identified.

Other liabilities consists of deferred consideration, which is based on the revenue achieved for FY23. Refer to Note 20.

As at 30 June 2022	Interest Rate	Floating Interest ($'000s)	Fixed Interest ($'000s)	Non-interest Bearing ($'000s)	2022 Total ($'000s)
Cash and cash equivalents	0.01%	11,768	-	52	11,820
Trade and other receivables	-	-	-	5,658	5,658
Total financial assets	**-**	**11,768**	**-**	**5,710**	**17,478**
Trade and other payables	-	-	-	(3,917)	(3,917)
Lease liabilities	4.38%	-	(2,924)	-	(2,924)
Other liabilities	-	-	-	(1,561)	(1,561)
Total financial liabilities	**-**	**-**	**(2,924)**	**(5,478)**	**(8,402)**
Net financial assets		**11,768**	**(2,924)**	**232**	**9,076**

The fair value of financial assets and liabilities equate to their carrying value.

25.1 Credit risk

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period is equivalent to the carrying value and classification of those financial assets (net of any provisions) as presented in the table above.

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

Credit risk related to balances with banks and other financial institutions is managed by management in accordance with approved Board policy.

25.2 Trade Receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

Trade receivables (refer to Note 10) that are neither past due nor impaired are considered to be of high credit quality:

As at 30 June	2023 ($'000s)	2022 ($'000s)
Australia	3,045	2,961
United Kingdom	70	634
Singapore	9	146
New Zealand	-	48
India	123	-
USA	57	-
Other	1	580
Total	**3,305**	**4,369**

25.3 Market risk

Foreign exchange risk

The Group is exposed to material foreign exchange risk due to debtors with overseas clients and customers as presented in the table above. The Group also incurs expenses and regularly purchases services denominated in US dollars, Singaporean dollars and New Zealand dollars.

As at 30 June 2023 the Group held USD $77 thousand, EUR €18 thousand, NZD $61 thousand in a multi-currency account, and SGD $34 thousand in a Singaporean dollar bank account.

25.4 Liquidity risk

The liquidity position of the Group is managed to ensure sufficient liquid funds are available to meet the Group's expected financial commitments in a timely and cost effective manner.

The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analysis in relation to its operational, investing and financing activities
- managing credit risk related to financial assets; and
- only investing surplus cash with major financial institutions

The material liquidity risk for the Group is the ability to raise equity or debt financing in the future.

25.4 Liquidity risk (cont.)

As of 30 June 2023, Financial Liabilities and their maturities were as follows:

As at 30 June 2023	Rate*	1 year or less	Between 2 and 5 years	Over 5 years	Total
Trade and other payables	-	5,366	-	-	5,366
Non-interest bearing	**-**	**5,366**	**-**	**-**	**5,366**
Lease liabilities	4.38%	510	-	-	510
Other liabilities	-	8,379	-	-	8,379
Total interest bearing	**-**	**8,889**	**-**	**-**	**8,889**
Total non-derivatives		**14,255**	**-**	**-**	**14,255**

Other liabilities consists of deferred consideration, which is based on the revenue achieved for FY23. Refer to Note 33 for business combination disclosure.

As at 30 June 2022	Rate*	1 year or less	Between 2 and 5 years	Over 5 years	Total
Trade and other payables	-	3,917	-	-	3,917
Non-interest bearing	**-**	**3,917**	**-**	**-**	**3,917**
Lease liabilities	4.38%	940	1,449	535	2,924
Other liabilities	-	652	909	-	1,561
Total interest bearing	**-**	**1,592**	**2,358**	**535**	**4,485**
Total non-derivatives		**5,509**	**2,358**	**535**	**8,402**

* Weighted Average interest Rate.

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

25.5 Interest rate risk

The Group's main interest rate risk arises from cash and cash equivalents. The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market rates and the effective weighted average interest rates on financial liabilities is not material.

Note 26: Parent Entity Disclosures

The parent entity has no contingent liabilities nor has it entered into guarantees with subsidiaries.

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Loss for the period	(9,540)	(2,689)
Total comprehensive loss for the period	**(9,540)**	**(2,689)**
Adjusted for:		
Current assets	160	158
Non-current assets	48,954	55,700
Total assets	**49,114**	**55,858**
Current liabilities	8,578	300
Non-current liabilities	2,904	10,734
Total liabilities	**11,482**	**11,034**
Total net assets	**37,632**	**44,824**
Share capital	106,655	105,755
Reserves	5,082	3,634
Accumulated losses	(74,105)	(64,565)
Total equity	**37,632**	**44,824**

The parent company had no guarantees, contingent liabilities or commitments other than what was disclosed in other parts of these financial statements.

Note 27: Interests in Subsidiaries

The consolidated financial statements include the financial statements of Janison Education Group Limited and the subsidiaries listed in the following table:

	Country of incorporation	2023 %	2022 %
Janison Solutions Pty Ltd	Australia	100	100
LTC Language & Testing Pty Ltd	Australia	100	100
LTC Hold Co Pty Ltd	Australia	100	100
Academic Assessment Services Pty Ltd	Australia	100	100
Janison Education Inc	United States of America	100	100
Janison Asia Pte Ltd[1]	Singapore	50	50
Janison Solutions NZ (Branch)	New Zealand	100	100
Janison Education UK	United Kingdom	100	-

[1] Janison Solutions Pty Ltd has a beneficial 100% interest in Janison Asia Pte Ltd therefore no minority interest existed as of 30 June 2023 or 2022.

Parent Entity

Janison Education Group Limited is the ultimate Australian parent entity and the ultimate parent of the Group.

Note 28: Auditor's Remuneration

Stantons International performed the audit of the financial statements for the years ended 30 June 2023 and 2022. Remuneration paid or to be paid to the Company's auditors with respect to FY23 audit and review of the financial statements was $81 thousand ($83 thousand in FY22).

Note 29: Contract Liabilities

Prepaid exams and licence fees of $5.4 million at 30 June 2023 (FY22: $5.7 million).

Most of these exams are scheduled to take place between late August and early September 2023 and licence fee revenue will be recognised within one year

Note 30: Reconciliation of Net Loss to Operating Cash Flows

The following table reconciles cash flow from operations as reported on the Statement of Cash Flows to the Net Loss.

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Net loss after tax	**(13,705)**	**(9,125)**
Depreciation and amortisation	12,369	9,511
Share-based payment expense	1,448	958
Allowance for expected credit loss	2	42
Unallocated employee costs	75	-
Interest – leases	46	140
Interest – unwinding of present value of contingent liability	731	-
Amortisation of right of use assets	965	990
Total operating items not requiring cash outlays	**15,636**	**11,641**
Trade receivables and other	1,205	111
Work in progress	(223)	555
Pre-paid expenses	(38)	814
Trade and other payables	1,488	(4)
Employee entitlements	347	(195)
Income in advance	(188)	(1,279)
Provisions	(473)	467
Income tax payable	(14)	21
Deferred tax	1,395	(1,579)
Effects of foreign exchange	14	(3)
Changes in working capital items	**3,513**	**(1,092)**
Net cash provided by operating activities	**5,444**	**1,424**

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Cash and cash equivalents	12,039	11,820

The company has a $2 million bank overdraft facility with National Australia Bank that bears interest at a variable rate when drawn.

Note 31: Earnings Per Share

Year ended 30 June	2023 ($'000s)	2022 ($'000s)
Loss after income tax	(13,705)	(9,125)
	Number '000	Number '000
Weighted average number of ordinary shares used in calculating basic earnings per share	237,201	232,738
	Cents	Cents
Basic loss per share	(5.78)	(3.92)

The group is in a loss position therefore the share-based incentive plans do not affect the diluted earnings per share calculation as potential ordinary shares will be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

Note 32: Events after the Reporting Date

On 6 July 2023, the Group paid $1 million in cash as part of the earn-out consideration for the acquisition of Academic Assessment Services Pty Ltd (AAS). The value of this cash payment has been included in Other Liabilities in the Statement of Financial Position as at 30 June 2023.

A further payment of approximately $7.4 million will be due in the form of ordinary shares in Q1 of FY24. This has also been included in Other Liabilities as at 30 June 2023.

The earn-out share consideration to be issued is calculated based on a formula:

- 2/7th of the earn-out amount is to be issued as restricted ordinary shares at the First VWAP (see below)
- 5/7th of the earn-out amount is to be issued as restricted ordinary shares at the Earnout VWAP which is the lower of the 10 day VWAP up to the date immediately prior to the completion and agreement of the FY23 financial year audit and the First VWAP.

The First VWAP means the price per share equal to the volume weighted average price of fully paid ordinary shares measured over the 10 trading days prior to the earlier of:

- the date of execution of the Share Purchase Deed; and
- the date on which the acquisition is announced to the market.

Note 33: Business Combinations

Acquisition of Quality Assessment Tasks

On 19 October 2021, the Group acquired 100% of the business assets in Quality Assessment Tasks (QATs). QATs develops and sells assessment and non-assessment tasks (case studies, practical assignments) to schools across Australia for secondary school students (Year 11 and 12). The assets were acquired for a total cash consideration of $2 million, consisting of an initial cash payment of $1,250 thousand and deferred consideration of $750 thousand. The deferred payment was contingent upon achieving an agreed FY23 revenue target, and having achieved this, $669 thousand was paid out on 9 September 2022. No further liability in respect of contingent consideration relating to this acquisition is included in Other Liabilities in the Statement of Financial Position as at 30 June 2023. The assets acquired comprised intangible copyright of $1,860 thousand and debtors of $6 thousand.

Note 33: Business Combinations (cont.)

Acquisition of Academic Assessment Services

On 29 November 2021, the Group acquired 100% of the shares in Academic Assessment Services Pty Ltd (AAS). AAS is the largest independent schools' assessment business in Australia. Details of the fair value of identifiable assets acquired, liabilities assumed and intangibles are set out below. The identification and fair value measurement of the assets and liabilities acquired are provisional and amendments may be made to these figures up to 12 months following the date of acquisition if new information is obtained about facts and circumstances that existed at acquisition date and, if known, would have affected the measurement of the amounts recognised as of that date.

	($'000s)
Cash and cash equivalents	881
Trade receivables	358
Other current assets	407
Fixed assets	1
Right of Use asset	326
Intangible assets	19,204[1]
Trade and other payables	(1,087)
Employee entitlements	(415)
Lease liability	(335)
Deferred tax liability	(3,070)
Fair value of net assets acquired	**16,270**
Total consideration paid and payable	16,270
Less fair value of net identifiable assets acquired	(16,270)
Goodwill	**-**

[1]The acquired intangible assets include client relationships and test item intangibles which form the basis of the strategic rationale for the acquisition.

Consideration

Total deemed consideration is $17 million, which comprises an initial consideration of $6 million paid in cash and $3 million paid in ordinary shares. Further contingent consideration is payable of $8 million, based on completion of the FY22 and FY23 financial years, comprising $1 million in cash and $7 million in ordinary shares subject to certain financial criteria being achieved. At 30 June 2023, the contingent consideration of $8 million has been included in Other Liabilities in the Statement of Financial Position (30 June 2022, $7.1 million was in Non-Current Liabilities). At 30 June 2023, the Group adjusted the value of the contingent consideration liability by an increase of $379 thousand. This has been recognised in the statement of profit and loss within acquisition expenses. Refer to Note 32 for earn-out payment made after the reporting date.

The contingent consideration is payable on the following conditions:

- Minimum operating revenue target of $11 million in FY22 and FY23 combined
- Operating revenue targets measured and paid on completion of FY23
- Earnout consideration adjusted up by $0.50 for every $1.00 of operating revenue above the $11 million target and down by $1.00 for every dollar below

The full amount has been accrued at 30 June 2023, based on revenue achieved in FY23. Refer to Note 20.

Directors' Declaration.

In accordance with a resolution of the Directors of Janison Education Group Limited, I state that:

1. In the directors' opinion:

   a) the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporate Regulations 2001 and other mandatory professional reporting requirements;

      i. the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1.2 to the financial statements; and

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

2. There are reasonable grounds to believe that the Company will be able to pay its debts as 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

Chairman and Director

Dated: 21 August 2023

Auditor's Independence Declaration.

Stantons

PO Box 1908
West Perth WA 6872
Australia

Level 2, 40 Kings Park Road
West Perth WA 6005
Australia

Tel: +61 8 9481 3188
Fax: +61 8 9321 1204

ABN: 84 144 581 519
www.stantons.com.au

21 August 2023

Board of Directors
Janison Education Group Limited
Automic Group,
Level 5,126-130 Philip Street,
Sydney NSW 2000

Dear Directors

RE: JANISON EDUCATION GROUP LIMITED

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Janison Education Group Limited.

As Audit Director for the audit of the financial statements of Janison Education Group Limited for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Martin Michalik

Martin Michalik
Director

Liability limited by a scheme approved under Professional Standards Legislation

Russell Bedford
taking you further

Stantons Is a member of the Russell Bedford International network of firms

Independent Auditor's Report

Stantons

PO Box 1908
West Perth WA 6872
Australia

Level 2, 40 Kings Park Road
West Perth WA 6005
Australia

Tel: +61 8 9481 3188
Fax: +61 8 9321 1204

ABN: 84 144 581 519
www.stantons.com.au

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
JANISON EDUCATION LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Janison Education 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 comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and 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 then ended; 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 Company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Stantons

Key Audit Matters

We have determined the matters described below to be Key Audit Matters to be communicated in our report.

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.

Key Audit Matters	How the matter was addressed in the audit
Carrying Value of Intangible Assets	
As at 30 June 2023, Intangible Assets totalled $32,962,000 (refer to Note 13 of the annual report). The carrying value of Intangible Assets is a key audit matter due to: • The significance of the Intangible Assets representing 57% of total assets; • The necessity to assess management's application of the requirements of the accounting standards, considering any indicators of impairment that may be present; and • The assessment of significant judgements made by management in relation to the internally generated assets.	Inter alia, our audit procedures included the following: i. We evaluated the Group's accounting policy and compliance with AASB 138 (Intangible Assets); ii. Vouched a sample of the expenses capitalised to supporting documentation and ensured they were appropriate to capitalise; iii. Requested the Group to complete an impairment review in line with AASB 136 Impairment of Assets (AASB 136), challenged and reviewed the assumptions for reasonableness and satisfied ourselves that no impairment was necessary; and iv. Reviewed the disclosures included in the annual report.

Stantons

Key Audit Matters	How the matter was addressed in the audit
Revenue Recognition The Group had recorded revenue of $41.068 million for the year ended 30 June 2023. Revenue recognition is a key audit matter due to the materiality and the significant audit effort expended in auditing this balance. This is also a key audit matter due to the unique circumstances of the individualised contract arrangements the Group enters into and the complexities associated with unbundling single service contracts with a customer for multiple services. In addition, we considered the significance of the Group's judgements relating to the point in time at which revenue is recorded, in particular those relating to the satisfaction of performance obligations and transfer of control of assets. We focused on these sales arrangements due to these conditions leading to their complexity and thus possible increased risk of incorrect revenue recognition.	Inter alia, our audit procedures included the following: i. We assessed the Group's revenue recognition policies against the requirements of AASB 15 (Revenue from Contracts with Customers); ii. We tested a sample of significant customer contracts and read the terms and conditions of sale to understand the features distinguishing the revenue elements considering performance obligations and revenue recognition; and iii. We obtained management's formal assessment and assessed it for the compliance with the stipulated performance obligations and the revenue recognition within these significant contracts, including the accounting for the accrued and deferred revenue and the related disclosures.

Key Audit Matters	How the matter was addressed in the audit
Valuation of deferred tax assets The Group has recognised significant deferred tax assets. The recovery of the deferred tax assets depends on achieving sufficient taxable profits in the future. Future taxable profits to be used for utilisation of tax assets accumulated by the Group. The assessment of the potential to utilize the tax losses is dependent on the forecasted profitability of the Group. There is inherent uncertainty involved in forecasting timing and quantum of future taxable profits, which support the extent to which tax assets are recognised. Therefore, this is a key audit matter due to the significant judgment applied in relation to the evaluation of the probability of use of deferred tax assets.	Our audit procedures included the following: i. We tested the accuracy of the taxable profits forecast model used to estimate the likelihood of the recovery of deferred tax assets under AASB 112; ii. We evaluated the appropriateness of management's key assumptions and estimates used by management to allocate profit between the Group entities, the likelihood of generating sufficient future taxable profits to support the recognition of deferred tax assets, in reference to performance trends and dividend capacity of the Group subsidiaries; and iii. Accessing tax workings form the tax specialist and we considered the appropriateness of the application of relevant tax legislation by the Group, in relation to the utilisation of tax losses.

Stantons

Other Information

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

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

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Stantons

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 41 to 60 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Janison Education 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.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Stantons International Audit & Consulting Pty Ltd

Martin Michalik

Martin Michalik
Director

West Perth, Western Australia
21 August 2023

Additional Information.

Number of Holders

As at 16 August 2023

Number of holders of equity securities – ordinary shares:
238,848,836 fully paid ordinary shares held by 5,274 individual shareholders.

Unquoted Securities

There are 8 holders of 5,544,310 performance rights.

Distribution of Fully Paid Ordinary Shareholders

Range	No. of Holders of Fully Paid ordinary Shares	No. of Holders of Options	No. of Holders of Performance Rights
1 – 1,000	1,463	-	-
1,001 – 5,000	2,099	-	-
5,001 – 10,000	755	-	2
10,001 – 100,000	852	-	-
100,001 – 9,999,999,999	105	2	6
Total	**5,274**	**2**	**8**

There are 1,597 shareholders with a less than marketable parcel.

Substantial Holders

As at 16 August 2023

Name	Shares	% of Issued Capital
DIPTOE PTY LTD	33,033,708	13.83
TENTICKLES PTY LTD	33,033,708	13.83
J P MORGAN NOMINEES AUSTRALIA	28,474,269	11.92
NATIONAL NOMINEES LIMITED	25,632,352	10.73
CITICORP NOMINEES PTY LIMITED	14,140,246	5.92
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	13,393,909	5.61

Top 20 Holders

As at 16 August 2023

Rank	Name	16 August 23	% of Issued Capital
1	DIPTOE PTY LTD	33,033,708	13.83
1	TENTICKLES PTY LTD	33,033,708	13.83
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	28,474,269	11.92
3	NATIONAL NOMINEES LIMITED	25,632,352	10.73
4	CITICORP NOMINEES PTY LIMITED	14,140,246	5.92
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	13,393,909	5.61
6	RYDER INVESTMENT MANAGEMENT PTY LTD	5,661,309	2.37
7	BNP PARIBAS NOMS PTY LTD	5,494,983	2.30
8	MICROEQUITIES ASSET MANAGEMENT PTY LTD	4,737,764	1.98
9	NETWEALTH INVESTMENTS LIMITED	2,523,861	1.06
10	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD	2,207,434	0.92
11	ROBERT PETER ALLWELL	1,565,477	0.66
12	ALTERINE PTY LTD	1,330,000	0.56
13	ALEYA INVESTMENT PTY LTD	1,315,790	0.55
14	TOP END ENTERPRISES PTY LTD	1,315,000	0.55
15	GANG - GANG PTY LTD	1,300,000	0.54
16	BNP PARIBAS NOMINEES PTY LTD	1,231,784	0.52
17	JARUMITO PTY LTD	1,158,524	0.49
18	MS ALLISON DOORBAR	1,146,176	0.48
19	BREBEC PTY LTD	1,063,614	0.45
20	LENROC INVESTMENTS PTY LIMITED	1,000,000	0.42
20	INDCORP CONSULTING GROUP PTY LIMITED	1,000,000	0.42
	Balance of register	**57,088,928**	**23.89**
	Grand total	**238,848,836**	**100.00**

Corporate Directory.

COMPANY
Janison Education Group Limited

ASX CODE
JAN

REGISTERED OFFICE
Automic Group
Level 5, 126-130 Phillip Street
Sydney NSW 2000

TELEPHONE
+61 2 6652 9850

WEBSITE
www.janison.com

SHARE REGISTRY
Automic Registry Services
Level 5, 126-130 Phillip Street
Sydney, NSW 2000

BOARD OF DIRECTORS
Mr Mike Hill | Non-Executive Chairman
Mr Wayne Houlden | Non-Executive Vice Chairman
Mr David Caspari | Managing Director and Chief Executive Officer
Ms Allison Doorbar | Non-Executive Director
Ms Kathleen Bailey-Lord | Non-Executive Director
Ms Vicki Aristidopoulos | Non-Executive Director

COMPANY SECRETARY
Belinda Cleminson

AUDITOR
Stantons International Audit & Consulting Pty Ltd
Level 36, Gateway, 1 Macquarie Place, Sydney, NSW 2000

CORPORATE GOVERNANCE
www.janison.com/investors/

Janison.

80 Bay Street
Ultimo, NSW 2007
Australia

Tel. 02 6652 9850

janison.com