SG Fleet Group

1. Company details

Name of entity:	SG Fleet Group Limited
ABN:	40 167 554 574
Reporting period:	For the year ended 30 June 2021
Previous period:	For the year ended 30 June 2020

2. Results for announcement to the market

				$'000
Revenues from ordinary activities	up	6.4%	to	482,080
Profit from ordinary activities after tax attributable to the owners of SG Fleet Group Limited	up	20.1%	to	43,705
Profit for the year attributable to the owners of SG Fleet Group Limited	up	20.1%	to	43,705

The fleet size of the Group as at 30 June 2021 was 138,797 (30 June 2020: 143,278).

Dividends

	Amount per security Cents	Franked amount per security Cents
Final dividend for the year ended 30 June 2020, declared on 17 August 2020. The final dividend was paid on 6 October 2020 to shareholders registered on 15 September 2020.	3.053	3.053
Interim dividend for the year ended 30 June 2021, declared on 15 February 2021. The interim dividend was paid on 13 April 2021 to shareholders registered on 16 March 2021.	7.192	7.192
Final dividend for the year ended 30 June 2021, declared on 16 August 2021. The final dividend will be paid on 9 September 2021 to shareholders registered on 26 August 2021.	5.393	5.393

Comments
The profit for the Group after providing for income tax amounted to $43,705,000 (30 June 2020: $36,381,000).

Refer to the Chairman's report and Chief Executive Officer's report for detailed commentary on the results.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	(7.67)	(51.72)

Net tangible assets calculations above include the right-of-use assets and lease liabilities.

4. Dividend reinvestment plans

The Company has a Dividend Reinvestment Plan ('DRP') available to shareholders pursuant to which any shareholder may elect that their dividends be reinvested, in whole or in part, in shares of the Company at a price to be determined by the Board of Directors from time to time at its absolute discretion. The DRP will not be activated in respect of the 2021 final dividend.

SG Fleet Group

5. Audit qualification or review

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

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

---

6. Attachments

Details of attachments (if any):

The Annual Report of SG Fleet Group Limited for the year ended 30 June 2021 is attached.

---

7. Signed

As authorised by the Board of Directors

Signed ______________________ Date: 16 August 2021

Andrew Reitzer
Chairman
Sydney

SG Fleet Group

SG Fleet Group Limited

ABN 40 167 554 574

Annual Report - 30 June 2021

SG Fleet Group

Dear Shareholder

I have the pleasure of presenting you with the SG Fleet Group Limited Annual Report for the year ended 30 June 2021.

In the 2021 financial year, your Company has operated in an environment that continued to be influenced by the COVID-19 pandemic. Throughout the period, the management team and people across the organisation proved their exceptional resilience by learning, adapting and responding to the new and diverse challenges faced by your Company and our customers. Thanks to this team effort, we have been able to maintain the progress made at the end of the previous financial year and then improve your Company's fortunes further as the year progressed. This allowed your Board to reinstate the dividend payout ratio to its previous levels at the end of the first period and declare a fully franked final dividend of 5.393 cents per share, bringing the total dividend for the 2021 financial year to 12.585 cents per share.

While COVID-19 remained a factor, our focus quickly turned to business as usual as we developed the necessary processes to manage disruptions in the workplace and in the supply chain. However, the year was not just about adversity. Our strong service focus allowed your Company to step up to the task and help our customers by being both aware of their evolving needs and agile in how we responded to them. For many of our customers, the 2021 financial year will be remembered as a period during which SG Fleet Group Limited was there to help more than ever, a year in which we provided new and flexible solutions to help move people safely and assist individual drivers and organisations with their cash flow management challenges.

There is no doubt that our service performance over the past few periods has been recognised by our customers. Evidence of that is the steady upward trend in Net Promoter Scores, which measure customer satisfaction, in the Novated segment in the second half of the 2020 calendar year, when the impact of COVID-19 on people's financial situation was at its worst. Equally, there is ample evidence that the commendable efforts of our people helped us retain our existing accounts and record an impressive number of additional customer wins during the year. At the same time, the efficiency of the solutions we offer and the value-add they create resulted in a wider take-up of our products and services offering across existing and new accounts.

Our focus remains on evolving these products and services through continuous innovation and via selective investments in new capabilities. This strategy is part of your Company's evolution into a Mobility-as-a-Service, or MaaS provider. MaaS is a concept that I first introduced to you, our Shareholders, in the 2015 Annual report. Since then, we have continued to build our capabilities in the areas of fleet, vehicle and trip management. The next step in this process, the integration of these capabilities, will firmly put us in a leadership position in our industry in terms of end-to-end MaaS provision.

A further focal point of our innovation efforts in recent years has been low- and zero-emission vehicles. The introduction of alternative power sources is part of a growing awareness in the community of our environmental responsibilities. We view it as our duty to deploy our expertise in this area and help others reduce the impact of their transport activities and make a positive contribution in that regard.

Finally, I would like to turn to what is a truly momentous milestone in the growth journey of your Company. On 31 March 2021, we announced our intention to acquire the Australian and New Zealand businesses of LeasePlan. While at the time of writing to you, we are yet to fully complete the acquisition, there is no doubt this will be a transformational step in our history, allowing us to create significant long-term value for all our stakeholders. I look forward to reporting on the acquisition and its integration in next year's report.

I would like to thank everyone at SG Fleet Group Limited for another year of committed effort in a challenging environment, as well as the Directors of the Board for supporting the Company's achievements. My thanks also go to Super Group, our majority shareholder, for actively supporting our strategy. Most importantly, I thank you, our Shareholders, for your continued support as we are set to embark on an exciting new phase in your Company's history.

Andrew Reitzer
Chairman

16 August 2021
Sydney

Dear Shareholder

I am pleased to report on the financial performance of SG Fleet Group Limited for the year ended 30 June 2021.

My review of this financial year will refer for comparison to the financial figures for the year ended 30 June 2020. Detailed financial data can be found in the full annual report.

A significant improvement in financial performance

The 2021 financial year still stood in the context of the COVID-19 pandemic. Disruptions continued to occur, impacting consumer sentiment and consequently demand for novated leases, particularly in the first half. However, its effects became less pronounced as time passed. We take pride in our continued resilience in the face of these challenges as it allowed us to progress as the year went on.

Lower deliveries in the Novated segment during the first quarter of the financial year were offset by the strong performance of our Corporate segment in Australia, as well as the UK and New Zealand. Since then, novated orders recovered in line with improving consumer sentiment, despite COVID-19 still impacting employment in some industries. Again, as a Group we benefited from our diversification and the natural hedge of our business portfolio. This hedge manifested itself in the strong growth in end of lease income as the value of used vehicles remained at exceptional levels in all three countries because of supply issues and higher demand. This constraint however also meant that, throughout the year, delivering the growing number of orders we won was a challenge. As a consequence, the order pipeline at financial year-end almost doubled on the previous year, which means a significant number of orders will spill into the 2022 financial year.

Tender, as well as other business opportunity activity, rose throughout the year. Across the Group, we have again done an exceptional job retaining our existing customers and we added a significant number of accounts by winning the majority of tenders we pursued. At the same time, we have been able to upsell our products and services further, with more than half of our customers now taking up multiple products.

I am happy to report that as a result of this continued progress, we produced a significant improvement in our financial performance in the 2021 financial year. Total net revenue for the full financial year was $198.2 million, up 15% on the previous year. Net profit after tax for the reported period was $43.7 million. Underlying net profit after tax, which excludes $7.9 million in costs related to the LeasePlan acquisition, was $51.6 million, a 41.8% improvement on the 2020 financial year. Reported earnings per share was 16.22 cents, up 16.8% on the previous corresponding period, while Underlying cash earnings per share was up 31.6% to 21.75 cents.

New vehicle orders growth exceeded 25%, but frustratingly, the disruptions to new car supply meant that our growth in new funded deliveries was limited to 8.6%. The remainder of these vehicle orders banked up in our order pipeline. Fleet size reduced by 3.1% on the previous year. This reduction mostly came from the Novated segment as a result of early terminations from employees in the airline and university sectors, who were particularly impacted by COVID-19, and our inability to deliver ordered vehicles because of the supply chain challenges I referred to earlier.

Management and maintenance revenue declined marginally, to $82.5 million, in line with the reduction in fleet under management. Additional products and services revenue and finance commissions, at $99.3 million and $36.1 million, down 9.2% and 8.8% respectively, were both impacted by the reduction in novated deliveries. The inability to deliver new orders meant that a large number of customers extended their leases. Finance commissions on these extensions are lower than those received on a new vehicle. As mentioned earlier, the natural hedge in our business portfolio meant that the new vehicle supply disruptions, coupled with increased demand for used vehicles, translated into unprecedented net end of lease income, which more than tripled to $43.9 million. Finally, net rental income grew by 17.8% to $16.1 million because of an increase in on-balance sheet lending, predominantly from the UK, with a small contribution from our new securitisation program.

Continued strength in Corporate businesses

The Corporate segment performed well across Australia, New Zealand and the United Kingdom, building further on the progress made in the second half of the 2020 financial year. Fleet additions in the parcel delivery space in particular, the consequence of the boom in online shopping, were of an unprecedented size. Sale and leaseback arrangements again were a very popular option as many companies continued to look for cash flow management benefits.

Throughout the period, we have been very agile in how we support our customers. This has undoubtedly contributed to the noted increase in interest in our growing range of products and services. There was a particularly strong demand for solutions that allow our customers to ensure they use their fleet as efficiently and safely as possible. Customers are also looking for flexible arrangements, such as subscription services and shorter-term leases.

In the context of the demand growth we saw in this segment, delivering orders remained our biggest challenge as vehicle supply did not recover during the period. Fortunately for us, we have always nurtured our relationships with our business partners and there is no doubt this helped us source a significant amount of available stock from dealers.

Novated orders pass pre-COVID-19 levels

In the July to September quarter of the 2021 financial year, demand in the Novated segment was still affected by COVID-19, but as restrictions were lifted, we saw leads and subsequently orders starting to rebound. We continued to work very hard with our lenders and with drivers in industries most affected by the pandemic to manage the impact of redundancies on drivers with novated leases. Unfortunately, some drivers had to early-terminate their leases, which affected total fleet numbers.

There is no doubt that we have been able to improve our reputation further by providing customers with the advice and help they needed through these challenging times. A greater prominence of educational content aimed at communicating the cost and flexibility benefits of novated leases was combined with the digitisation of processes across the full spectrum of customer interaction. The resulting improvement in the customer's digital experience also allowed us to become more targeted in our approach.

As the environment improved during the year, we made a significant effort to maximise the benefits of improving consumer sentiment. Combined with the very strong retention of existing accounts and additional wins, this led to a sustained recovery in demand for our product. Initially, this manifested itself in a rebound in leads, and subsequently in the form of firm new orders, which passed pre-COVID-19 levels by financial year-end. In addition, we increased our share of wallet per lease by increasing the penetration of accessory products.

UK performs strongly throughout challenging period

The economic situation in the United Kingdom evolved rapidly as the country started getting control of COVID-19. At the beginning of the year, the UK was facing a far more challenging environment than that seen in Australia and New Zealand, with multiple lockdowns leading to a stop-start economy. Since then, the country started to open up, helped by aggressive financial support from its government.

Nevertheless, cash flow management remained front of mind for many companies and this led to strong interest in sale and leasebacks. Demand for light commercial vehicles was also particularly strong and as we operate in that segment with a well-targeted niche product, we did very well out of that trend. In terms of business development, we continued to register good wins across the corporate, SME and Employee Benefits segments, with the latter doing particularly well as consumer sentiment improved rapidly in the second half. Significant progress was made in terms of upsell of a wider range of our products and services, both with new account wins and with existing customers.

For reasons similar to those seen in Australia, second-hand car values were very strong in the UK and this obviously benefited us. However, inevitable supply challenges meant we continued to see extended lead times and a further lengthening of the order book. Nevertheless, our UK business was extraordinarily resilient during the worst of the COVID-19 period, performing strongly throughout and now benefiting from the opening up of the country.

New Zealand order pipeline at record levels

New Zealand responded early and hard to the COVID-19 crisis and reaped the benefits of that in economic terms. General business sentiment improved, and our business largely operated on a business-as-usual basis. Tender activity remained steady, with competitive behaviour fairly rational.

As in our other markets, balance sheet optimisation efforts manifested themselves in a greater appetite for funding and sale and leasebacks. As a consequence, we converted a number of accounts from managed-only to funded. New business opportunities continued to emerge throughout the year. The main challenge for the business was to clear the order pipeline, which remained at record levels at year-end. As was the case in Australia and the UK, stock availability was a problem. In line with that, used vehicle pricing remained exceptionally strong.

Environment creates stronger interest in products and services offering

Evidence that the Company kept is stride despite the unique external environment can also be seen in one of the features of the 2021 financial year, namely the rapid evolution and the accelerating take-up of our products and services offering. The unique requirements coming out of the COVID-19 crisis undoubtedly accelerated a number of trends that were starting to emerge in previous years, and many of our existing products helped solve a wide range of problems our customers faced.

Examples of that include a greater need to manage so-called grey fleets via asset management solutions such as Bookingintelligence as the reluctance to utilise shared transport and the move to work-from-home arrangements has led to the use of personal vehicles for work-related transport. Not surprisingly, Bookingintelligence use grew rapidly, with booking transactions tripling during the 2021 financial year to over 1.2 million. Infection concerns also led to greater interest in

DingGo's digital contactless repair management process, which has now been integrated into our own service offering. We noticed an uptick in interest in short-term and more flexible arrangements, such as the subscription service offered by Carly. Elsewhere, the expansion of eCommerce boosted the demand for delivery vehicles. At a financial level, a renewed focus on balance sheet optimisation led to greater interest in outsourcing, sale and leasebacks and greater fleet efficiency. These demand trends are likely to remain present long after the pandemic has been brought under control.

Evolving our capabilities

During the year, we also witnessed a global shift towards greater acceptance and penetration of low- and zero-emission vehicles (LEVs and ZEVs), including in corporate fleets. The electric vehicle (EV) conversation is certainly high on the agenda with many of our larger customers.

We were one of the first providers to recognise the positive potential of lower emission vehicles in a fleet context and launched the eStart Zero Emission Vehicle Transition Planning service a few years ago. In the past year, in addition to our work with government customers, some of the biggest names in Corporate Australia approached us for assistance with the development of their own low- and zero-emission strategies. eStart effectively wraps up the entire EV universe for our customers, from development of the transition process to implementation of the EV strategy. In the first half of the financial year, we were also the first in Australia to register a fleet of fuel-cell or hydrogen powered cars.

Not surprisingly, this work led to a sharp rise in the use of more environmentally friendly transport solutions across the fleets we manage. At the end of the 2021 financial year, we achieved a 47% year-on-year increase in the number of low emission vehicles managed in Australia and New Zealand. In the UK, low or zero-emission vehicles now account for about one-fifth of our fleet. Currently, 12% of our internal fleet uses lower emission technology. This percentage is increasing rapidly as we replace older vehicles.

Our innovation in these areas continues. We are also participating as the only mobility solutions provider in the ground-breaking REVS project, which is doing pioneering research to reduce the overall cost of EVs while at the same time supporting the electricity grid. We have carved out a strong reputation for ourselves in this lower emission vehicle space and as these trends accelerate, we will be in a leading position to provide existing and new customers with market-leading solutions.

The ultimate goal is to bring our innovation in the areas of vehicle technology and management, enhanced fleet management and trip management more broadly together to offer a Mobility-as-a-Service capability. We will manage the full mobility process, from journey planning, transport data and access, to booking and payment. Developing this capability is a journey we have been leading in our industry over the past six years and I look forward to sharing more about this exciting journey in coming years.

A transformational year

The 2021 financial year has been another momentous period in our journey as a company, both in terms of the environment we operated in and the many exciting developments within the business.

Our Australian Corporate segment continued its strong performance, helped by strong interest in new products and solutions. Used car values remained very supportive throughout the period. In the Novated segment, while the impact of COVID-19 was still felt in the beginning of the financial year, sentiment recovered steadily despite the occasional lockdown. The UK's fortunes improved significantly in the last six months of the financial year and evidence of that was most pronounced in our employee benefits business there. In New Zealand, we continued to pick up blue-chip accounts. Retention levels in our businesses were close to 100% and we reported further gains in terms of tender win rates and customer penetration.

Interest in low and zero-emission vehicles is growing in all geographies and an increasing number of large customers are enlisting our help to organise and implement their vehicle transition processes. The solutions we have already brought to market and are currently under development are paving the way towards the creation of an end-to-end integrated Mobility-as-a-Service capability. Because these solutions generate revenue on an ongoing basis, they are also further shifting our revenue profile towards recurring income.

At the time of writing this report, we were nearing the completion of the LeasePlan acquisition, which we announced during the 2021 financial year. The acquisition will be a truly transformational moment for SG Fleet, and we look forward to delivering on the benefits the acquisition will create for us, once completed. Combined with the excellent progress we have achieved across the Group during the financial year, and the rapid evolution of our products and services offering, it is a very exciting time for both businesses to come together and the future holds great promise for the combined entity.

My heartfelt thanks and appreciation go to my Executive team and my colleagues across the Group. This year, more than ever before, we stood up together to the challenges we faced, and I firmly believe this has made SG Fleet Group Limited stronger. With the continued support of you, our Shareholders, we will further build our industry leadership and grow the value we are creating for our customers, for our shareholders, and for all our stakeholders.

Robbie Blau
Chief Executive Officer

16 August 2021
Sydney

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of SG Fleet Group Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2021.

Directors
The following persons were Directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Andrew Reitzer (Chairman)
Robert (Robbie) Blau
Cheryl Bart AO
Graham Maloney
Peter Mountford
Edwin Jankelowitz
Kevin Wundram
Colin Brown (alternate for Peter Mountford)

Details of the Directors are set out in the section 'Information on Directors' below.

Principal activities
During the financial year, the principal continuing activities of the Group consisted of motor vehicle fleet management, vehicle leasing, short-term hire, consumer vehicle finance and salary packaging services.

Dividends
Dividends paid during the financial year were as follows:

	Consolidated	
	2021 $'000	2020 $'000
Final dividend for the year ended 30 June 2020 of 3.053 cents per ordinary share paid on 6 October 2020 (2020: Final dividend for the year ended 30 June 2019 of 9.520 cents)	8,004	24,958
Interim dividend for the year ended 30 June 2021 of 7.192 cents per share paid on 13 April 2021 (2020: Interim dividend for the year ended 30 June 2020 of 6.943 cents)	18,855	18,201
	26,859	43,159

On 16 August 2021, the Directors declared a fully franked final dividend for the year ended 30 June 2021 of 5.393 cents per ordinary share, to be paid on 9 September 2021 to eligible shareholders on the register on 26 August 2021. This equates to a total estimated distribution of $16,039,000, based on the number of ordinary shares on issue as at 30 June 2021. The financial effect of dividends declared after the reporting date are not reflected in the 30 June 2021 financial statements and will be recognised in subsequent financial reports.

Review of operations
The profit for the Group after providing for income tax amounted to $43,705,000 (30 June 2020: $36,381,000).

The fleet size of the Group as at 30 June 2021 was 138,797 (30 June 2020: 143,278).

Refer to Chairman's report and Chief Executive Officer's report for further commentary on the review of operations.

Significant changes in the state of affairs
On 31 March 2021, the Group entered into an agreement to acquire the LeasePlan Australian and New Zealand businesses from LeasePlan Corporation N.V. for a cash consideration of $273,000,000 and a 13% post-acquisition equity interest in the Company. In addition to the purchase consideration, pre-completion profits, surplus cash on the LeasePlan ANZ Balance sheet and capital invested in the lease portfolio will be released to LeasePlan Corporation N.V. subject to a floor value of $207,000,000.

SG Fleet Group

The acquisition is expected to complete late in the third quarter or early in the fourth quarter of 2021. The cash consideration will be funded by a capital raising of $86,329,000 made during the current financial year (refer to note 27 of the financial statements), an increase in corporate debt of $175,000,000 and surplus cash resources.

Matters subsequent to the end of the financial year
Apart from the dividend declared and the pending LeasePlan acquisition as discussed above, no other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations
Likely developments in the operations of the Group and the expected results of those operations are contained in the Chairman's report and Chief Executive Officer's report.

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

Information on Directors

Name:	Andrew Reitzer
Title:	Independent Non-Executive Director and Chairman
Qualifications:	Bachelor of Commerce and a Master of Business Leadership from the University of South Africa
Experience and expertise:	Andrew has over 40 years of global experience in both the retail and wholesale industry. He has served as the Chief Executive Officer ('CEO') of Metcash Limited between 1998 and 2013. Prior to his appointment as CEO of Metcash, Andrew held various management roles at Metro Cash & Carry Limited and was appointed to lead the establishment of Metro's operations in Israel and Russia and served as the Group Operations Director.
Other current directorships:	None
Former directorships (last 3 years):	Non-executive Chairman of Webcentral Group Limited (ASX: WCG) - resigned on 10 November 2020 and Non-executive Chairman of Amaysim Australia Limited (ASX: AYS) - delisted on 6 April 2021.
Special responsibilities:	Chairman of the Nomination and Remuneration Committee and Chairman of the Innovation and Technology Committee
Interests in shares:	94,461 ordinary shares in the Company

Name:	Robert (Robbie) Blau
Title:	Executive Director and Chief Executive Officer ('CEO')
Qualifications:	Bachelor of Commerce (Accounting and Law), Bachelor of Laws (Cum Laude) from the University of the Witwatersrand, Higher Diploma in Tax Law from Johannesburg University
Experience and expertise:	Robbie was appointed CEO of SG Fleet in July 2006 and has significant experience in the fleet management and leasing industry. Robbie has overall responsibility for the strategic development of the Group and manages its relationships with financial services partners. Previously, Robbie was Managing Director of Nucleus Corporate Finance in South Africa, which he founded in 1999. During his time at Nucleus Corporate Finance, Robbie advised South African listed entity Super Group Limited on corporate advisory and strategic projects. He also spent a year working with the Operations Director of South African Breweries Limited and practised as a commercial attorney for five years at Werksmans Attorneys in South Africa.
Other current directorships:	Carly Holdings Limited (previously Collaborate Corporation Ltd) (ASX: CL8)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Innovation and Technology Committee
Interests in shares:	7,862,588 ordinary shares in the Company
Interests in options:	2,653,020 options over ordinary shares in the Company
Interests in rights:	222,904 performance rights over ordinary shares in the Company

Name:	Cheryl Bart AO
Title:	Independent Non-Executive Director
Qualifications:	Bachelor of Commerce and Bachelor of Laws from the University of New South Wales, Fellow of the Australian Institute of Company Directors
Experience and expertise:	Cheryl is a qualified lawyer and company director with experience across industries including financial services, utilities, energy, renewable energy, television and film. Cheryl previously worked as a lawyer specialising in Banking and Finance at Mallesons Stephen Jaques (now King & Wood Mallesons). Cheryl is currently a director of Shaw Australia Pty Ltd, Chairman of Powering Australian Renewables and Chairman of TEDxSydney. Cheryl is immediate past Chairman of ANZ Trustees Ltd, the Environment Protection Authority of South Australia, the South Australian Film Corporation, Adelaide Film Festival and the Foundation for Alcohol Research and Education ('FARE'). She is the 31st person in the world to complete The Explorer’s Grand Slam, and is a Patron of SportsConnect. Cheryl has also previously been a director of Football Federation Australia, ME Bank, The Prince's Trust Australia, Australian Himalayan Foundation and Invictus Games Sydney 2018.
Other current directorships:	Audio Pixels Holdings Limited (ASX: AKP)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit, Risk and Compliance Committee, member of the Nomination and Remuneration Committee and member of the Innovation and Technology Committee
Interests in shares:	30,665 ordinary shares in the Company

Name:	Graham Maloney
Title:	Independent Non-Executive Director
Qualifications:	Bachelor of Arts from the University of Sydney, Associate of the Institute of Actuaries of Australia, Fellow of the Australian Institute of Company Directors
Experience and expertise:	Graham has over 40 years of experience in financial services, including superannuation, life insurance, commercial banking, investment banking and stockbroking. He is the CEO of Stratagm, which he established in 2009 to provide strategic and financial advisory services to both businesses and individuals. He is also the Chair of Connective Group, a leading mortgage aggregation business. Graham’s experience includes roles as Division Director at Macquarie Capital and as Group Treasurer at National Australia Bank and director at Shadforth Financial Group and Circus OZ Australia Ltd.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Audit, Risk and Compliance Committee
Interests in shares:	31,487 ordinary shares in the Company

Name:	Peter Mountford
Title:	Non-Executive Director
Qualifications:	Bachelor of Commerce and Bachelor of Accountancy from the University of the Witwatersrand, Chartered Accountant, Higher Diploma in Taxation from the University of Witwatersrand and MBA (With Distinction) from Warwick University
Experience and expertise:	Peter is the nominee for Super Group Limited, has over 25 years of senior management experience and since 2009 has served as the CEO of Super Group Limited. Prior to becoming the CEO of Super Group Limited, he served as the Managing Director of Super Group’s Logistics and Transport division and later its Supply Chain division. Peter’s experience also includes six years as the CEO of Imperial Holdings Limited’s Consumer Logistics division and as Managing Director of South African Breweries Limited's Diversified Beverages. He is currently a Director of The Road Freight Association in South Africa and Bluefin Investments Limited (Mauritius).
Other current directorships:	Super Group Limited (JSE: SPG)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit, Risk and Compliance Committee and member of the Nomination and Remuneration Committee
Interests in shares:	580,000 ordinary shares in the Company

Name:	Edwin Jankelowitz
Title:	Non-Executive Director
Qualifications:	Bachelor of Commerce from the University of the Witwatersrand, Chartered Accountant (South Africa)
Experience and expertise:	Edwin has spent over 40 years in corporate offices and has been Chairman of a number of listed companies. He was a member of the Income Tax Special Court in South Africa for 20 years. Prior to joining the Group, Edwin was Finance Director of Metcash Trading Limited and Metcash Limited from May 1998 to January 2011, and a Non-Executive Director of the company until August 2015. Edwin held the positions of Finance Director, Managing Director and then Chairman at Caxton Limited from 1983 to 1997. Edwin was a consultant in business management and tax between 1980 and 1983. Edwin was with Adcock Ingram Ltd from 1967 to 1979 in the Head Office and was promoted over time to Group Company Secretary and then Finance Director.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit, Risk and Compliance Committee
Interests in shares:	22,688 ordinary shares in the Company

Name:	Kevin Wundram
Title:	Executive Director, Chief Financial Officer ('CFO') and Head of Risk
Qualifications:	Bachelor of Commerce from the University of the Witwatersrand, Honours Bachelor of Accounting Science degree from the University of South Africa, Chartered Accountant
Experience and expertise:	Kevin has been CFO of SG Fleet Group since July 2006 and has significant experience in the fleet management and leasing industry. He is responsible for the effective management of the finance, treasury, risk and corporate governance functions across the Group. Prior to joining the Group, Kevin was responsible for special projects at Super Group Limited, including the execution of acquisitions, disposals and due diligence. Kevin was also a member of the management committees of the Automotive Parts, Commercial Dealerships and Supply Chain Divisions. Prior to joining Super Group, Kevin worked in the audit and corporate finance divisions of KPMG South Africa for six years.
Other current directorships:	Alternative Director for Robbie Blau at Carly Holdings Limited (previously Collaborate Corporation Ltd) (ASX: CL8)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Innovation and Technology Committee
Interests in shares:	803,713 ordinary shares in the Company
Interests in options:	994,882 options over ordinary shares in the Company
Interests in rights:	83,589 performance rights over ordinary shares in the Company

Name:	Colin Brown
Title:	Alternate Director for Peter Mountford
Qualifications:	Bachelor of Accounting Science degree from the University of South Africa ('UNISA'), Honours Bachelor of Accounting Science degree from UNISA, Certificate in the Theory of Accounting from UNISA, Chartered Accountant (South Africa), Master in Business Leadership degree from the UNISA School of Business Leadership
Experience and expertise:	Colin provided support services to Super Group Limited's treasury activities in Johannesburg from June 2009 to February 2010, and was appointed to the Super Group Limited's board as CFO in February 2010. Prior to that, Colin was CFO and a member of the board of Celcom Group Limited, a business in the mobile phone industry and previously listed on the Alternative Exchange ('AltX') of the Johannesburg Stock Exchange ('JSE'). Colin has also held the Financial Director position at Electronic Data Systems ('EDS') Africa Limited and Fujitsu Services South Africa, both multi-national companies in the information technology services industry and Bluefin Investments Limited (Mauritius).
Other current directorships:	Super Group Limited (JSE: SPG)
Former directorships (last 3 years):	None
Special responsibilities:	Alternative director and member of the Audit, Risk and Compliance Committee for Peter Mountford
Interests in shares:	122,639 ordinary shares in the Company

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

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

Company secretary

Tawanda Mutengwa (Bachelor of Laws (with distinction), University of Witwatersrand, Master of Laws, UNSW, AGIA) has held the role of company secretary since 10 December 2019. Tawanda first practised law at Bowman Gilfillan in South Africa before taking on legal, governance and secretariat roles at Macquarie Bank, Chubb Insurance, Elanor Investors and most recently at PwC Australia.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2021, and the number of meetings attended by each Director were:

	Board of Directors		Audit, Risk and Compliance Committee		Nomination and Remuneration Committee	
	Attended	Held	Attended	Held	Attended	Held
Andrew Reitzer	13	13	-	-	5	5
Robbie Blau	13	13	-	-	-	-
Cheryl Bart AO	13	13	4	4	5	5
Graham Maloney	13	13	4	4	-	-
Peter Mountford	13	13	4	4	5	5
Edwin Jankelowitz	13	13	4	4	-	-
Kevin Wundram	13	13	-	-	-	-

	Innovations and Technology Committee	
	Attended	Held
Andrew Reitzer	2	2
Robbie Blau	2	2
Cheryl Bart AO	2	2
Kevin Wundram	2	2

Held: represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

Colin Brown did not attend any meetings in his capacity as an Alternate Director during the financial year.

Remuneration report (audited)

The remuneration report, which has been audited, details the Key Management Personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to KMP

Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and conforms to market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation; and
- transparency.

The main role of the Nomination and Remuneration Committee ('NRC') is to assist the Board in fulfilling its corporate governance responsibilities and to review and make recommendations in relation to the remuneration arrangements for its Directors and executives. The NRC comprises two independent Non-Executive Directors and one Non-Executive Director and meets regularly throughout the financial year. The CEO and CFO attend certain committee meetings by invitation, where management input is required. The CEO and CFO are not present during any discussions related to their own remuneration arrangements.

The performance of the Group depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performing, quality executives.

The remuneration framework has been structured to be market competitive and complementary to the reward strategy of the Group.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a key component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

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

- rewarding capability and experience;
- reflecting competitive reward for the achievement of strategic objectives and contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of Non-Executive Directors and executive remunerations are separate.

Non-Executive Directors' remuneration

Fees and payments to Non-Executive Directors reflect the demands that are made on, and the responsibilities of, these Directors. Non-Executive Directors' fees and payments are reviewed annually by the NRC. The NRC may, from time to time, receive advice from independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The Chairman is not present at any discussions relating to determination of his own remuneration. Non-Executive Directors do not receive retirement benefits, share options or other cash incentives.

The remuneration of Non-Executive Directors consists of Directors’ fees and committee fees. The Chairman of the Board attends all committee meetings but does not receive committee fees in respect of his role as Chairman or member of any committee.

ASX listing rules require the aggregate Non-Executive Directors remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 12 February 2014, where the shareholders approved the aggregate remuneration be fixed at a maximum of $1,000,000 per annum.

Non-Executive Director fees (Directors' fees and committee fees) (inclusive of superannuation) are summarised as follows:

Name - Position	Fees per annum
Andrew Reitzer - Independent Non-Executive Chairman	$200,004
Cheryl Bart AO - Independent Non-Executive Director	$117,502
Graham Maloney - Independent Non-Executive Director	$120,000
Peter Mountford - Non-Executive Director	$117,502
Edwin Jankelowitz - Independent Non-Executive Director	$110,002

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

The executive remuneration and reward framework has four components:
- base salary and non-monetary benefits;
- short-term performance incentives;
- share-based payments; and
- other remuneration, such as superannuation and long service leave.

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

Total Fixed Remuneration ('TFR') consisting of base salary, annual leave, superannuation and non-monetary benefits, is reviewed annually by the NRC, based on individual performance and comparable market remunerations.

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

Short-term incentives
The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. The STI program has a non-financial component and a financial component.

Non-financial component of STI
The non-financial component comprises 20% of the STI and the financial component 80%.

An individual performance gateway applies in relation to the award of the STI. For an executive to receive payment under the STI program, their performance must be assessed as being fully satisfactory. This includes their individual contribution to the Group’s organisational culture and demonstrating and upholding the shared values that underpin the Group's purpose and ambition.

Upon successfully passing through the performance gateway, in order to earn the non-financial component of their STI, the Executive is appraised according to the achievement of key performance indicators (KPI’s) as well as the achievement of key strategic initiatives. KPI's include productivity and product profitability measures. Key Strategic Initiatives are defined annually as part of the Group’s strategic planning and each year an assessment is made of the achievements against the initiatives set twelve months before. Strategic Initiatives include for example, new product development, significant technology and business systems development, innovation, customer wins and internal efficiency initiatives.

Group performance and link to remuneration - Financial component of STI
At the beginning of each year, the NRC sets the growth target for the business units and for the Group as a whole for the purpose of the STI. A minimum profit growth gateway of 60% of the target growth rate applies in order for an executive to be entitled to the financial component of the STI.

The performance condition for the financial component of the STI is based on the compound annual growth rate ('CAGR') of the Group’s earnings per share ('EPS'). EPS is determined by dividing the Company’s NPAT ('net profit after tax') by the weighted average number of ordinary shares on issue during the financial year. The growth achieved for the year, and the achievement against the performance conditions for the purpose of the STI is determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. To determine EPS for the purposes of the STI, the Board typically exercises its discretion to adjust the NPAT for the impact of non-recurring or significant transactions.

The STI is subject to a 12 month payment deferral in equity in respect of 25% of amount determined as payable.

SG Fleet Group

Long-term incentives
Long-term incentives ('LTI') are typically granted annually to KMP ('Participants') in order to align remuneration with the creation of shareholder value over the long term. LTI include long service leave and share-based payments.

LTI awards to Participants are made under the Equity Incentive Plan ('EIP') and are currently delivered in the form of share options and performance rights ('LTI Instruments'). The number of LTI Instruments granted is based on a fixed percentage of the relevant Participant's TFR and is issued to the Participant at no cost.

LTI Instruments currently granted to KMP typically vest over a three year period although from time to time the Board may approve a two year vesting period when deemed appropriate (the 'Performance Period').

The 2020 LTI offer will be assessed over a Performance Period of 1 July 2020 to 30 June 2022 with vesting to occur in August 2022 if the performance conditions are met.

The 2021 LTI offer will be assessed over a Performance Period of 1 July 2020 to 30 June 2023 with vesting to occur in August 2023 if the performance conditions are met.

The 2020 LTI and 2021 LTI to the Executive Directors were approved by the shareholder's at the Annual General Meeting held on 27 October 2020. The 2020 LTI and 2021 LTI were granted to KMP other than the Executive Directors on 25 November 2019 and 28 October 2020 respectively.

Group performance and link to remuneration – LTI
The performance conditions for the LTI Instruments are based on the compound annual growth rate ('CAGR') of the Group's earnings per share ('EPS'). EPS was selected as the performance condition for the LTI since it is a measure of economic profit and is a key driver of the share price which is a key component in delivering sustained growth in shareholder wealth.

EPS is determined by dividing the Company's NPAT ('net profit after tax') by the weighted average number of ordinary shares on issue during the financial year. The CAGR, and the achievement against the performance conditions for the purpose of the LTI is determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. To determine the EPS CAGR for the purposes of the LTI, the Board typically exercises its discretion to adjust the NPAT for the impact of non-recurring or significant transactions.

The Performance Period and applicable performance conditions for any future LTI opportunities will be determined by the Board and specified in the relevant offer document.

For the current LTI offers, the percentage of options that vest and become exercisable, if any, is determined by reference to the vesting schedule, summarised as follows:

CAGR of EPS over the Performance Period	% of options that become exercisable
Less than 3%	Nil
3% (Threshold performance)	60%
Between 3% and 7%	Straight-line pro-rata vesting between 60% and 100%
7% or above (Stretch performance)	100%

Any LTI Instruments that remain unvested at the end of the Performance Period will lapse immediately. The Participant is entitled to receive one share for each right that vests. The Participant is entitled to receive one share for each option that vests and is exercised. The Participant must exercise any vested options within 3 years of vesting. After 3 years, any unexercised options will lapse. The Board may make an equivalent cash payment in lieu of providing shares to the participant. Any cash payment is at the Group's discretion only. The Board may determine to implement a cashless exercise arrangement under which, in lieu of paying cash, the Board may permit a participant to pay the exercise price by forfeiting some of the vested options or forgoing some of the shares that would otherwise be allocated to the participant on exercise.

The LTI Instruments do not carry dividends or voting rights prior to vesting and exercise. Participants must not sell, transfer, encumber, hedge or otherwise deal with the options.

The EIP provides the Board with broad 'clawback' powers if, amongst other things, the Participant has: acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought the Group into disrepute; or there is a material financial misstatement; or the Group is required or entitled under law or Company policy to reclaim remuneration from the Participant; or the Participant's entitlements vest as a result of fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.

If the Participant ceases employment for cause, the unvested LTI Instruments automatically lapse unless the Board determines otherwise. In other circumstances, the LTI Instruments will remain on issue with a broad discretion for the Board to vest or lapse some or all of the LTI Instruments. The Board will ordinarily lapse LTI Instruments in the case of resignation.

Where there may be a change of control event, the Board has the discretion to accelerate vesting of some or all of the LTI Instruments and the Board will notify the Participant of the date on which any vested but unexercised options will expire. Where only some of the LTI Instruments are vested on a change of control event, the remainder of the LTI Instruments will immediately lapse.

The EIP also provides flexibility for the Group to grant, subject to the terms of individual offers, restricted shares.

Use of remuneration consultants
During the financial year ended 30 June 2021, the Group engaged Egan Associates to perform a remuneration benchmarking review for Executive Directors and other KMP. The benchmarking review report was issued after the end of the financial year and remains subject to Board review and deliberation.

Voting and comments made at the Company's 2020 Annual General Meeting ('AGM')
At the 2020 AGM, the shareholders voted to approve the adoption of the remuneration report for the year ended 30 June 2020. The feedback the Company received in the lead up to the AGM regarding its remuneration practices has been reflected in this remuneration report.

Details of remuneration

Amounts of remuneration
Details of the remuneration of the KMP of the Group are set out in the following tables.

The KMP of the Group consisted of the Directors of SG Fleet Group Limited and the following persons:
- Andy Mulcaster - Managing Director, Australia
- Geoff Tipene - Managing Director, New Zealand
- Peter Davenport - Managing Director, United Kingdom

SG Fleet Group

	Short-term benefits				Post-employment benefits	Long-term benefits	Share-based payments	
2021	Cash salary and fees $	Deferred bonus from previous year $	Current year bonus $	Non-monetary $	Super-annuation $	Leave benefits $	Equity-settled $	Total $
Non-Executive Directors:								
Andrew Reitzer (Chairman)	182,652	-	-	-	17,352	-	-	200,004
Cheryl Bart AO	107,308	-	-	-	10,194	-	-	117,502
Graham Maloney	120,000	-	-	-	-	-	-	120,000
Peter Mountford	117,502	-	-	-	-	-	-	117,502
Edwin Jankelowitz	100,459	-	-	-	9,544	-	-	110,003
Executive Directors:								
Robbie Blau (CEO)	1,043,629	(23,917)	781,365	-	21,694	25,244	641,739	2,489,754
Kevin Wundram (CFO)	510,984	(13,046)	279,551	-	21,694	12,092	240,652	1,051,927
Other KMP:								
Andy Mulcaster	430,070	4	189,787	-	21,694	9,584	55,109	706,248
Geoff Tipene *	269,907	3	116,314	29,183	8,097	-	34,004	457,508
Peter Davenport*	300,866	400	133,188	2,013	-	11,363	35,988	483,818
	3,183,377	(36,556)	1,500,205	31,196	110,269	58,283	1,007,492	5,854,266

* Total remuneration in local currency paid to Geoff Tipene amounts to NZ$490,573. Total remuneration in local currency paid to Peter Davenport amounts to £267,987.

Colin Brown (Alternate Director) received no remuneration during the year ended 30 June 2021.

	Short-term benefits				Post-employment benefits	Long-term benefits	Share-based payments	
2020	Cash salary and fees $	Deferred bonus from previous year $	Current year bonus $	Non-monetary $	Super-annuation $	Leave benefits $	Equity-settled $	Total $
Non-Executive Directors:								
Andrew Reitzer (Chairman)	168,954	-	-	-	16,051	-	-	185,005
Cheryl Bart AO	99,260	-	-	-	9,430	-	-	108,690
Graham Maloney	111,000	-	-	-	-	-	-	111,000
Peter Mountford	108,690	-	-	-	-	-	-	108,690
Edwin Jankelowitz	92,925	-	-	-	8,828	-	-	101,753
Executive Directors:								
Robbie Blau (CEO)	984,677	50,519	-	-	21,003	36,526	(365,379)	727,346
Kevin Wundram (CFO)	482,402	27,556	-	-	21,003	16,901	(130,493)	417,369
Other KMP:								
Andy Mulcaster	400,965	18,420	-	-	21,003	19,923	(39,311)	421,000
Geoff Tipene *	257,248	10,114	-	26,608	7,717	-	(21,515)	280,172
Peter Davenport*	291,030	(928)	-	12,513	-	1,719	29,149	333,483
	2,997,151	105,681	-	39,121	105,035	75,069	(527,549)	2,794,508

* Total remuneration in local currency paid to Geoff Tipene amounts to NZ$293,917. Total remuneration in local currency paid to Peter Davenport amounts to £176,488.

The remuneration of the Non-Executive Directors, Executive Directors and other KMP was reduced for the period April to June 2020 in line with the Group's response to the adverse financial impact of COVID-19. As a result of the non-vesting of Tranche 2 of the 2018 LTI, the share-based payment accrual in respect of Equity-settled remuneration was reversed.

Colin Brown (Alternate Director) received no remuneration during the year ended 30 June 2020.

Non-Executive Directors' salaries are 100% fixed. The fixed proportion and the proportion of remuneration linked to performance of Executive Directors and KMP are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	2021	2020	2021	2020	2021	2020
Executive Directors:						
Robbie Blau	44%	95%	30%	5%	26%	-
Kevin Wundram	52%	95%	25%	5%	23%	-
Other KMP:						
Andy Mulcaster	65%	96%	27%	4%	8%	-
Geoff Tipene	68%	97%	25%	3%	7%	-
Peter Davenport	65%	92%	28%	-	7%	8%

SG Fleet Group

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

Name	Cash bonus paid/payable 2021	Cash bonus paid/payable 2020	Cash bonus forfeited 2021	Cash bonus forfeited 2020
Executive Directors:				
Robbie Blau	74%	7%	26%	93%
Kevin Wundram	53%	10%	47%	90%
Other KMP:				
Andy Mulcaster	42%	13%	58%	87%
Geoff Tipene	42%	12%	58%	88%
Peter Davenport	43%	14%	57%	86%

Service agreements

KMP are employed under individual employment agreements. The agreements are continuous (i.e. not of a fixed duration) unless otherwise stated. These agreements provide for a total compensation including a base salary, superannuation contribution and incentive arrangements; variable notice and termination provisions; provisions for redundancy.

Details of these agreements are provided below:

Robbie Blau - CEO

- Total fixed remuneration ('TFR') of $1,061,208 per annum, which includes base salary, statutory superannuation contributions and any salary sacrifice arrangements
- Participate in the STI with a maximum STI opportunity of 98% of TFR
- Participate in the LTI with a maximum LTI opportunity of 60% of TFR

Kevin Wundram - CFO

- TFR of $530,604 per annum, which includes base salary, statutory superannuation contributions and any salary sacrifice arrangements
- Participate in the STI with a maximum STI opportunity of 70% of TFR
- Participate in the LTI with a maximum LTI opportunity of 45% of TFR

Other KMP

- Other KMP have employment agreements setting out the terms and conditions of their employment. The agreements are not of a fixed duration.
- Total compensation inclusive of a base salary and statutory superannuation contributions and any salary sacrifice arrangements
- Eligibility to participate in the STI with a maximum STI Opportunity of 56% of TFR
- Eligibility to participate in the LTI with a maximum LTI Opportunity of 30% of TFR

Terms of STI payments:

STI payments are granted to Executive Directors based on specific financial targets and an appraisal of the executive's performance and KPI's.

The growth achieved for the year, and the achievement against the performance conditions for the purpose of the STI is determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. To determine EPS for the purposes of the STI, the Board typically exercises its discretion to adjust the NPAT for the impact of non-recurring or significant transactions.

The STI determined annually for each of the above KMP is subject to a 12 month payment deferral in equity in respect of 25% of the amount determined as payable.

Terms of termination:

In general the contract is terminated by providing 4 weeks' notice by the Company and 3 months' notice by the KMP. The KMP have no entitlement to termination payments in the event of removal for misconduct.

SG Fleet Group

Share-based compensation

Issue of shares
There were no shares issued to Directors and other KMP during the year ended 30 June 2021 as a result of the exercise of options as part of compensation (2020: Nil).

Option holding
The number of options over ordinary shares in the Company held during the financial year and at the date of this report by each Director, members of the KMP and other employees of the Group, including their personally related parties, is set out below:

Options over ordinary shares	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year	Expired/ forfeited after 30/06/2021	Vesting after 30/06/2021	Balance at the Directors' report date
Robbie Blau	512,931	2,653,020	-	(512,931)	2,653,020	-	-	2,653,020
Kevin Wundram	183,190	994,882	-	(183,190)	994,882	-	-	994,882
Andy Mulcaster	306,966	281,250	-	(115,928)	472,288	-	-	472,288
Geoff Tipene	184,384	173,542	-	(67,400)	290,526	-	-	290,526
Peter Davenport	126,657	183,665	-	-	310,322	-	-	310,322
Total Directors and other KMP	1,314,128	4,286,359	-	(879,449)	4,721,038	-	-	4,721,038
Non-KMP	785,624	773,292	-	(259,323)	1,299,593	-	-	1,299,593
Total options	2,099,752	5,059,651	-	(1,138,772)	6,020,631	-	-	6,020,631

Options:
The terms and conditions of each grant of options over ordinary shares affecting remuneration of Directors, KMP and other employees in this financial year or future reporting years are as follows:

Grant date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year	Expired/ forfeited after 30/06/2021	Vesting after 30/06/2021	Balance at the Directors' report date
25/10/2017 (a)	1,138,772	-	-	(1,138,772)	-	-	-	-
25/11/2019 (b)	960,980	-	-	-	960,980	-	-	960,980
28/10/2020 (c)	-	1,823,951	-	-	1,823,951	-	-	1,823,951
28/10/2020 (d)	-	3,235,700	-	-	3,235,700	-	-	3,235,700
	2,099,752	5,059,651	-	(1,138,772)	6,020,631	-	-	6,020,631

Grant date of options	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
25/10/2017 (a)	18/08/2020	17/08/2023	$3.66	$1.08
25/11/2019 (b)	21/08/2022	20/08/2025	$2.35	$0.70
28/10/2020 (c)	21/08/2022	20/08/2025	$1.68	$0.45
28/10/2020 (d)	21/08/2023	20/08/2026	$1.68	$0.46

Options granted carry no dividend or voting rights and can be exercised only once the vesting conditions have been met until their expiry date. The share option plan is subject to a service condition and a performance condition. The performance condition is based on the compound annual growth rate ('CAGR') of the Group's earnings per share.

Performance rights holding:
The number of performance rights over ordinary shares in the Company held during the financial year and at the date of this report by each Director, members of the KMP and other employees of the Group, including their personally related parties, is set out below:

Performance rights over ordinary shares (LTI)	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year	Expired/ forfeited after 30/06/2021	Vesting after 30/06/2021	Balance at the Directors report date
Robbie Blau	45,910	222,904	-	(45,910)	222,904	-	-	222,904
Kevin Wundram	16,397	83,589	-	(16,397)	83,589	-	-	83,589
Andy Mulcaster	26,371	24,457	-	(10,376)	40,452	-	-	40,452
Geoff Tipene	15,828	15,091	-	(6,033)	24,886	-	-	24,886
Peter Davenport	10,605	15,971	-	-	26,576	-	-	26,576
Total Directors and other KMP	115,111	362,012	-	(78,716)	398,407	-	-	398,407
Non-KMP	577,732	916,070	-	(23,211)	1,470,591	-	-	1,470,591
Total rights (LTI)	692,843	1,278,082	-	(101,927)	1,868,998	-	-	1,868,998

Performance rights over ordinary shares (STI)	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year	Expired/ forfeited after 30/06/2021	Vesting after 30/06/2021	Balance at the Directors' report date
Robbie Blau	20,817	-	(20,817)	-	-	-	-	-
Kevin Wundram	11,355	-	(11,355)	-	-	-	-	-
Andy Mulcaster	9,595	-	(9,595)	-	-	-	-	-
Geoff Tipene	5,824	-	(5,824)	-	-	-	-	-
Peter Davenport	7,418	-	(7,418)	-	-	-	-	-
Total Directors and other KMP	55,009	-	(55,009)	-	-	-	-	-
Non-KMP	98,564	-	(89,373)	(9,191)	-	-	-	-
Total rights (STI)	153,573	-	(144,382)	(9,191)	-	-	-	-

Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of Directors, KMP and other employees in this financial year or future reporting years are as follows:

Grant date	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year	Expired/ forfeited after 30/06/2021	Vesting after 30/06/2021	Balance at the Director' report date
LTI								
25/10/2017 (e)	101,927	-	-	(101,927)	-	-	-	-
25/11/2019 (f)	590,916	-	-	-	590,916	-	-	590,916
28/10/2020 (g)	-	147,888	-	-	147,888	-	-	147,888
28/10/2020 (h)	-	1,130,194	-	-	1,130,194	-	-	1,130,194
Total rights (LTI)	692,843	1,278,082	-	(101,927)	1,868,998	-	-	1,868,998
STI								
19/09/2019 (i)	153,573	-	(144,382)	(9,191)	-	-	-	-

Grant date of rights	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per right at grant date
25/10/2017 (e)	18/08/2020	N/A	$0.00	$3.70
25/11/2019 (f)	21/08/2022	N/A	$0.00	$2.46
28/10/2020 (g)	21/08/2022	N/A	$0.00	$1.55
28/10/2020 (h)	21/08/2023	N/A	$0.00	$1.47
19/09/2019 (i)	01/07/2020	N/A	$0.00	$3.02

Performance rights granted carry no dividend or voting rights and will vest when the performance conditions have been met. The performance rights are subject to a service condition and a performance condition. The performance condition is based on the compound annual growth rate of the Group's earnings per share.

Additional information

The earnings of the Group for the five years to 30 June 2021 are summarised below:

	2021 $'000	2020 $'000	2019 $'000	2018 $'000	2017 $'000
Revenue	482,080	452,896	509,722	515,207	293,225
Profit after income tax	43,705	36,381	60,462	67,455	59,592
Dividends paid	26,859	43,159	47,035	46,440	38,338

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2021	2020	2019	2018	2017
Share price at financial year end ($)	3.00	1.60	2.95	3.70	3.80
Basic earnings per share (cents per share)	16.22	13.88	23.20	26.30	23.58

Additional disclosures relating to KMP

Shareholding
The number of shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions*	Disposals/ other	Balance at the end of the year
Ordinary shares					
Andrew Reitzer	83,269	-	11,192	-	94,461
Cheryl Bart AO	27,032	-	3,633	-	30,665
Graham Maloney	27,756	-	3,731	-	31,487
Peter Mountford	540,540	-	39,460	-	580,000
Edwin Jankelowitz	20,000	-	2,688	-	22,688
Colin Brown	108,108	-	14,531	-	122,639
Robbie Blau	6,910,184	20,817	931,587	-	7,862,588
Kevin Wundram	697,132	11,355	95,226	-	803,713
Andy Mulcaster	534,846	9,595	73,177	-	617,618
Geoff Tipene	701	5,824	-	-	6,525
Peter Davenport	352,656	7,418	-	-	360,074
	9,302,224	55,009	1,175,225	-	10,532,458

* Additions relate to participation in the rights issue.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of SG Fleet Group Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
25/11/2019	20/08/2025	$2.35	960,980
28/10/2020	20/08/2025	$1.68	1,823,951
28/10/2020	20/08/2026	$1.68	3,235,700
			6,020,631

Shares under performance rights
Unissued ordinary shares of SG Fleet Group Limited under performance rights at the date of this report are as follows:

Grant date	Vesting date	Number under rights
25/11/2019	21/08/2022	590,916
28/10/2020	21/08/2022	147,888
28/10/2020	21/08/2023	1,130,194
		1,868,998

Shares issued on the exercise of options
There were no ordinary shares of SG Fleet Group Limited issued on the exercise of options during the year ended 30 June 2021 and up to the date of this report.

Shares issued on the exercise of performance rights
There were no ordinary shares of SG Fleet Group Limited issued on the exercise of performance rights during the year ended 30 June 2021 and up to the date of this report.

144,382 performance rights exercised during the year were settled through the on-market purchase of the Company's shares.

Indemnity and insurance of officers
The Company has indemnified the Directors, executives and employees of the Company for costs incurred, in their capacity as a director, executive or employee, for which they may be held personally liable, except where there is a lack of good faith.

The Company's subsidiary, SG Fleet Australia Pty Limited on behalf of the Company paid a premium in respect of a contract to insure the Directors and executives of the Company and of any related bodies corporates defined in the insurance policy, against a liability to the extent permitted by the Corporations Act 2001.

Indemnity and insurance of auditor
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor. The Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

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

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 33 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 33 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermines the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing economic risks and rewards.

Officers of the Company who are former partners of KPMG
There are no officers of the Company who are former partners of KPMG.

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

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 immediately follows this Directors' report.

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

On behalf of the Directors

Andrew Reitzer
Chairman

Robbie Blau
Chief Executive Officer

16 August 2021
Sydney

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

To the Directors of SG Fleet Group Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of SG Fleet Group Limited for the financial year ended 30 June 2021 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

John Wigglesworth

Partner

Sydney

16 August 2021

	Note	Consolidated 2021 $'000	Consolidated 2020 $'000 (Restated)
Revenue	6	481,580	451,616
Interest revenue calculated using the effective interest method		500	1,280
Total revenue		482,080	452,896
Expenses			
Fleet management costs		(91,474)	(99,262)
End of lease cost of sale		(173,702)	(163,494)
Employee benefits expense		(80,942)	(73,523)
Occupancy costs		(2,439)	(2,256)
Depreciation and amortisation	7	(32,899)	(32,078)
Impairment of intangible assets	7	-	(70)
Technology costs		(10,947)	(11,747)
Other expenses		(14,584)	(10,333)
Finance costs	7	(11,551)	(8,130)
Total expenses		(418,538)	(400,893)
Profit before income tax expense		63,542	52,003
Income tax expense	8	(19,837)	(15,622)
Profit after income tax expense for the year attributable to the owners of SG Fleet Group Limited		43,705	36,381
		Cents	**Cents**
Basic earnings per share	41	16.22	13.88
Diluted earnings per share	41	16.17	13.86

Refer to note 4 for detailed information on Restatement of comparatives.

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

	Consolidated	
	2021	2020
	$'000	$'000
		(Restated)
Profit after income tax expense for the year attributable to the owners of SG Fleet Group Limited	43,705	36,381
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation difference for foreign operations	1,277	(433)
Effective portion of changes in fair value of cash flow hedges, net of tax	2,271	(649)
Other comprehensive income for the year, net of tax	3,548	(1,082)
Total comprehensive income for the year attributable to the owners of SG Fleet Group Limited	47,253	35,299

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

	Note	2021 $'000	Consolidated 2020 $'000 (Restated)	2019 $'000 (Restated)
Assets				
Cash and cash equivalents	9	231,117	111,115	100,492
Finance, trade and other receivables	10	66,303	54,746	72,945
Inventories	11	10,719	16,341	10,120
Prepayments	12	8,844	9,163	9,918
Investments in financial assets at fair value through profit or loss	13	2,627	1,742	240
Leased motor vehicle assets	14	94,176	64,115	57,258
Deferred tax	8	4,328	1,435	-
Property, plant and equipment	15	5,461	3,167	4,092
Intangibles	16	401,006	405,822	411,603
Right-of-use assets	17	8,690	12,119	13,586
Total assets		833,271	679,765	680,254
Liabilities				
Trade and other payables	18	100,793	80,665	108,656
Derivative financial instruments	19	1,877	4,085	3,157
Income tax	8	4,701	390	5,659
Deferred tax	8	-	-	1,645
Employee benefits	20	10,967	9,566	8,768
Provisions	21	13,691	12,568	10,528
Lease portfolio borrowings	22	65,041	57,854	46,178
Borrowings	23	125,841	125,140	125,320
Lease liabilities - right-of-use assets	24	9,015	12,039	13,931
Vehicle maintenance funds	25	82,542	69,313	42,273
Contract liabilities	26	40,617	37,905	35,608
Total liabilities		455,085	409,525	401,723
Net assets		378,186	270,240	278,531
Equity				
Issued capital	27	376,661	291,370	290,592
Reserves	28	(116,772)	(122,581)	(120,290)
Retained profits		118,297	101,451	108,229
Total equity		378,186	270,240	278,531

Refer to note 4 for detailed information on Restatement of comparatives.

SG Fleet Group

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2019	290,592	(120,296)	108,874	279,170
Adjustment for change in accounting policy (note 4)	-	6	(645)	(639)
Balance at 1 July 2019 - restated	290,592	(120,290)	108,229	278,531
Profit after income tax expense for the year	-	-	36,381	36,381
Other comprehensive income for the year, net of tax	-	(1,082)	-	(1,082)
Total comprehensive income for the year	-	(1,082)	36,381	35,299
Transactions with owners in their capacity as owners:				
Share-based payments (note 42)	-	(178)	-	(178)
Transfer on vesting of performance rights	778	(778)	-	-
Other changes	-	(253)	-	(253)
Dividends paid (note 29)	-	-	(43,159)	(43,159)
Balance at 30 June 2020	291,370	(122,581)	101,451	270,240

Refer to note 4 for detailed information on Restatement of comparatives.

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2020	291,370	(122,581)	101,451	270,240
Profit after income tax expense for the year	-	-	43,705	43,705
Other comprehensive income for the year, net of tax	-	3,548	-	3,548
Total comprehensive income for the year	-	3,548	43,705	47,253
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 27)	85,291	-	-	85,291
Share-based payments (note 42)	-	2,321	-	2,321
Other changes	-	(60)	-	(60)
Dividends paid (note 29)	-	-	(26,859)	(26,859)
Balance at 30 June 2021	376,661	(116,772)	118,297	378,186

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

SG Fleet Group

	Note	Consolidated 2021 $'000	2020 $'000 (Restated)
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		532,624	527,548
Payments to suppliers and employees (inclusive of GST)		(387,012)	(419,010)
Interest received		500	1,280
Interest and other finance costs paid		(11,551)	(8,121)
Income taxes paid		(19,039)	(23,695)
Net cash from operating activities	40	115,522	78,002
Cash flows from investing activities			
Payment for investments		(2,746)	(2,295)
Proceeds from disposal of lease portfolio assets	14	28,520	29,642
Acquisition of lease portfolio assets	14	(73,316)	(53,178)
Payments for property, plant and equipment	15	(3,980)	(824)
Proceeds from disposal of property, plant and equipment		161	44
Payments for intangibles	16	(3,397)	(4,052)
Net cash used in investing activities		(54,758)	(30,663)
Cash flows from financing activities			
Proceeds from issue of shares	27	86,329	-
Share issue transaction costs		(1,483)	-
Proceeds from borrowings	40	53,581	71,857
Repayment of borrowings	40	(47,906)	(58,756)
Repayment of lease liabilities - right-of-use assets	40	(4,696)	(5,809)
Other payments		(60)	(253)
Dividends paid	29	(26,859)	(43,159)
Net cash (used in)/from financing activities		58,906	(36,120)
Net increase in cash and cash equivalents		119,670	11,219
Cash and cash equivalents at the beginning of the financial year		111,115	100,492
Effects of exchange rate changes on cash and cash equivalents		332	(596)
Cash and cash equivalents at the end of the financial year	9	231,117	111,115

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

Note 1. General information

The financial statements cover SG Fleet Group Limited as a Group consisting of SG Fleet Group Limited (the 'Company' or 'parent entity') and the subsidiaries it controlled at the end of, or during, the year (the 'Group'). The financial statements are presented in Australian Dollars, which is SG Fleet Group Limited's functional and presentation currency.

SG Fleet Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 2, Building 3
20 Bridge Street
Pymble NSW 2073

During the financial year, the principal continuing activities of the Group consisted of motor vehicle fleet management, vehicle leasing, short term hire, consumer vehicle finance and salary packaging services.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 16 August 2021. The Directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

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

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

The following Accounting Standards and Interpretations adopted during the year are most relevant to the Group:

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

Going concern

The Group prepares and reviews cash flow forecasts quarterly and in recent months due to the impact of COVID-19 has been doing so monthly. These forecasts demonstrate that the Group has sufficient cash, other liquid resources and undrawn credit facilities to enable the Group to meet its obligations as they fall due. As such the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial report.

Basis of preparation

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

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for certain financial instruments measured at fair value.

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

SG Fleet Group

Note 2. Significant accounting policies (continued)

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 37.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of SG Fleet Group Limited as at 30 June 2021 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control at the end of, or during the year. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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

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

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

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

Foreign currency translation
The financial statements are presented in Australian Dollars, which is SG Fleet Group Limited's functional and presentation currency.

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

Foreign operations
The assets and liabilities of foreign operations are translated into Australian Dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian Dollars using the average exchange rates, which approximate the rate at the date of the transaction, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

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

Note 2. Significant accounting policies (continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

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

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as a contract liability.

Management and maintenance income
Fleet management income and management fees are brought to account over time on a straight-line basis over the term of the lease, due to the continuous service received by customers over the term of lease.

Maintenance income is recognised for each performance obligation at a point in time when the service is provided and obligation fulfilled. Maintenance costs are expensed as and when incurred.

Additional products and services
Revenue from the sale of additional products and services is recognised when it is received or when the right to receive payment is established and the performance obligation has been satisfied. Specifically, upfront establishment fees levied to the customer to establish the contract for the services to be provided for the term of the contract, are recognised over the term of the contract. Revenue related to the waiver of the lessee’s wear and tear obligations is recognised at the point in time, being at the end of the lease term.

Funding commissions
Introductory commissions earned are recognised in profit or loss in full at a point in time, being in the month in which the finance is introduced to the relevant financier. Trailing commissions earned for the collection and distribution of ongoing customer rentals to the financier are recognised over time.

End of lease income
Income earned after the expiry of the lease is recognised when it is received or when the performance obligation, being the sale of vehicle, transferring the risk and reward to the end buyer, has been satisfied and the right to receive payment is established. The gross selling price of the vehicle is recognised as End of Lease income and the value of the vehicle at the end of the lease period payable to the financier, is recognised as End of Lease cost of sale.

Rental income
Rental income from operating leases is recognised in profit or loss over time, on a straight-line basis over the lease term.

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

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

SG Fleet Group

Note 2. Significant accounting policies (continued)

Government grants

Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and that the Group will comply with all attached conditions.

Income tax

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

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

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

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

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

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

SG Fleet Group Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Cash and cash equivalents

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

Finance, trade and other receivables

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

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

Note 2. Significant accounting policies (continued)

For finance lease and contract purchase agreements see the 'Leases - Group as lessor' accounting policy.

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

Inventories

End-of-term operating lease assets are stated at the lower of cost and net realisable value. Cost comprises purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the lower of (i) estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and (ii) cost less residual value provision.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The Group has elected to adopt the general hedge accounting model in AASB 9. This requires the Group to ensure that hedge accounting relationships are aligned with its risk management objectives and strategy and to apply a more qualitative and forward-looking approach to assessing hedge effectiveness. Where derivative instruments do not qualify for hedge accounting, changes in the fair value are recognised immediately in profit or loss.

Cash flow hedges

Cash flow hedges are used to cover the Group's exposure to variability in cash flows that is attributable to particular risks associated with a recognised asset or liability or a firm commitment which could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income through the hedging reserve in equity, whilst the ineffective portion is recognised in profit or loss. Amounts taken to equity are transferred out of equity and included in the measurement of the hedged transaction when the forecast transaction occurs.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were classified in equity are immediately reclassified to profit or loss.

Property, plant and equipment

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

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

Leasehold improvements	five years
Computer hardware and office equipment	three to eight years
Motor vehicles	four years

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

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

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

Note 2. Significant accounting policies (continued)

For leased motor vehicles see the 'Leases - Group as lessor - leased motor vehicles assets' accounting policy.

Leases

Group as lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration, and the Group obtains substantially all the economic benefits of the use of the assets.

The Group has elected to apply the practical expedient to account for each lease component and any non-lease components as a single lease component.

Right-of-use assets

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of lease incentives received, any initial direct costs incurred, and an estimate of costs required for dismantling and removing the underlying asset, site restoral and asset restoral. Right-of-use assets are subsequently measured applying a cost model such that the asset is depreciated and impaired as required or adjusted for any remeasurement of the lease liability.

Where the lease transfers ownership of the asset to the lessee by the end of the lease term, or if the cost of the asset reflects that the lessee will exercise a purchase option, the lessee shall depreciate the right-of-use asset to the end of the asset's useful life, otherwise, the assets are depreciated to the earlier of the end of their useful lives or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits.

The lease term represents the non-cancellable period of the lease and includes periods covered by an option to extend if the Group is reasonably certain to exercise that option. Lease terms shall only be revised if there is a change in the non-cancellable period or there is a reassessment upon a significant event or a change in circumstances that is both within the control of the lessee and affects whether or not the lessee is reasonably certain to exercise an option. Lease terms range from 1 to 14 years. In addition, the right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

Lease liabilities - right-of-use assets

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments comprise fixed lease payments less incentives receivable, variable lease payments, residual value guarantees payable, exercise price of purchase options where exercise is reasonably certain, and any anticipated termination penalties made over the expected term of the lease which includes optional periods where option exercise is considered reasonably certain. Variable lease payments include those dependent upon an index, interest rate or market but are included only using the index or rate existing at commencement date.

The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred. Variable lease payments include rent concessions in the form of rent forgiveness or a waiver as a direct consequence of the Coronavirus (COVID-19) pandemic and which relate to payments originally due on or before 30 June 2021.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change in lease term such as if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or to the profit or loss to the extent that the carrying amount has been reduced to zero. Interest on the lease liability and variable lease payments not included in the measurement of the lease liability are recognised in profit or loss.

The Group has elected to apply the practical expedient not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Note 2. Significant accounting policies (continued)

Group as lessor
A lease is classified as a finance lease if it transfers all the risks and rewards incidental to ownership of the assets. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of underlying assets.

Amounts due from customers under finance leases and contract purchase agreements are recorded as receivables. Finance and contract purchase receivables are initially recognised at an amount equal to the present value of the minimum instalment payments receivable plus the present value of any unguaranteed residual value expected to accrue at the end of the contract term. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the contracts.

Group as lessor - leased motor vehicle assets
Full maintenance lease assets are stated at historical cost less accumulated depreciation. The cost of full maintenance lease assets includes the purchase cost including non-refundable purchase taxes and other expenditure that is directly attributable to the acquisition of the assets to bring the assets held-for-use in the lease asset portfolio to working condition for the intended use.

The depreciable amount of the asset is depreciated over its estimated useful life of two to five years on a straight-line basis.

Lease rentals receivable and payable on operating leases are recognised in profit or loss in periodic amounts over the effective lease term on a straight line basis.

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

Goodwill
Where an entity or operation is acquired in a business combination, that is not a common control transaction, the identifiable net assets acquired are measured at fair value. The excess of the fair value of the cost of the acquisition over the fair value of the identifiable net assets acquired is brought to account as goodwill. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Customer contracts
The customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite useful lives of ten years.

Software
Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful lives of between two and eight years.

Impairment of non-financial assets
Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Note 2. Significant accounting policies (continued)

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

Trade and other payables

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

Contract liabilities

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

Borrowings

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

Maintenance deferred income liability

Maintenance income is recognised for each performance obligation at the point in time when the service is provided and the obligation is completed. Maintenance costs are expensed when incurred.

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions

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

Residual values

The Group has entered into various agreements with its financiers that govern the transfer of the residual value risk inherent in operating lease assets from the financier to the Group at the end of the underlying lease agreement. These agreements include put/call options, sale direction deeds and guaranteed buyback arrangements. The residual value provision is created on an onerous pool basis to cover future shortfalls on the disposal of these vehicles. Assets are grouped into homogenous groups which are then analysed further into maturity pools. A provision is raised for a maturity pool if the forecast loss on disposal of the assets in the pool exceeds the future fee income that the pool will generate between the reporting date and the maturity date. Maturity pools in a net profit position are not offset against maturity pools in a net loss position.

Employee benefits

Short-term employee benefits

Employee benefits expected to be settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for employee benefits not expected to be settled within 12 months of the reporting date is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date based on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Note 2. Significant accounting policies (continued)

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

Share-based payments
Equity-settled share-based compensation benefits are provided to employees.

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

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

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

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

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

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

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

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

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

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

Note 2. Significant accounting policies (continued)

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

Vehicle maintenance funds

Vehicle maintenance funds represents amounts collected from customers for vehicles under management, with such amounts subsequently used for payments for ongoing vehicle maintenance expenses such as fuel, service cost, registration and other charges. Any unused amounts at the end of the lease period are refunded to the customers.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends

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

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Note 2. Significant accounting policies (continued)

Earnings per share

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

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

Comparatives
Comparatives in the financial report have been realigned to the current period presentation. For clearer presentation, the Group has changed the disclosure within Revenue product lines of $20,412,000 from 'End of Lease income' to 'Additional products and services' and $3,553,000 from 'Management and maintenance income to 'Rental income' and also realigned the expense of $19,028,000 from 'End of lease cost of sales' to 'Fleet management costs'. There has been no effect on the comparative period profit, net assets or equity.

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2021. The adoption of these Accounting Standards and Interpretations is not expected to have any significant impact on the Group's financial statements.

Note 3. Critical accounting judgements, estimates and assumptions

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

Coronavirus (COVID-19) pandemic
The Group has applied significant critical judgements in the preparation of the financial statements, incorporating the Board's best estimates of the foreseeable impact of COVID-19 on the Group's statement of profit or loss and other comprehensive income and statement of financial position. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates.

Revenue from maintenance income
As discussed in note 2, the Group estimates the maintenance income to be recognised for each performance obligation at a point in time when the service is provided and the obligation fulfilled. These calculations require the use of assumptions, including an estimation of the profit margin to be achieved over the life of the contract for each performance obligation.

SG Fleet Group

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

Goodwill
The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units, to which these assets belong, have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Refer to note 16 for further information.

Residual values
As discussed in note 2, the Group has entered into various agreements with its financiers relating to residual value risk inherent in operating lease assets being transferred to the Group at the end of the underlying lease agreement. A provision is raised where the forecast loss on disposal of the assets in the pool exceeds the expected future fee income that the pool will generate. The expected future income is estimated based on past experience and likely market conditions at the time of disposal of the assets.

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

Note 4. Restatement of comparatives

Change in accounting policy
Software as a Service (SaaS) arrangements
The Group's accounting policy has historically been to capitalise all costs related to the customisation and configuration of SaaS arrangements as intangible assets in the statement of financial position. During the year, the International Financial Reporting Standards Interpretations Committee ('IFRIC') issued a clarification regarding accounting for expenses due to SaaS arrangements. In accordance with the IFRIC clarification, the Group has changed its accounting policy retrospectively to account for such arrangements as an expense in the statement of profit or loss.

The impact of the retrospective adoption of the accounting policy is summarised below:

Statement of profit or loss and other comprehensive income

		Consolidated	
Extract	**2020 $'000 Reported**	**$'000 Adjustment**	**2020 $'000 Restated**
Expenses			
Depreciation and amortisation	(32,279)	201	(32,078)
Technology costs	(11,192)	(555)	(11,747)
Profit before income tax expense	52,357	(354)	52,003
Income tax expense	(15,622)	-	(15,622)
Profit after income tax expense for the year attributable to the owners of SG Fleet Group Limited	36,735	(354)	36,381
Other comprehensive income for the year, net of tax	(1,082)	-	(1,082)
Total comprehensive income for the year attributable to the owners of SG Fleet Group Limited	35,653	(354)	35,299

Note 4. Restatement of comparatives (continued)

	Cents Reported	Cents Adjustment	Cents Restated
Basic earnings per share	14.01	(0.13)	13.88
Diluted earnings per share	14.00	(0.14)	13.86

Statement of financial position at the beginning of the earliest comparative period

	Consolidated		
Extract	**2019 $'000 Reported**	**$'000 Adjustment**	**2019 $'000 Restated**
Assets			
Intangibles	412,242	(639)	411,603
Total assets	680,893	(639)	680,254
Net assets	279,170	(639)	278,531
Equity			
Reserves	(120,296)	6	(120,290)
Retained profits	108,874	(645)	108,229
Total equity	279,170	(639)	278,531

Statement of financial position at the end of the earliest comparative period

	Consolidated		
Extract	**2020 $'000 Reported**	**$'000 Adjustment**	**2020 $'000 Restated**
Assets			
Intangibles	406,815	(993)	405,822
Total assets	680,758	(993)	679,765
Net assets	271,233	(993)	270,240
Equity			
Reserves	(122,587)	6	(122,581)
Retained profits	102,450	(999)	101,451
Total equity	271,233	(993)	270,240

Statement of cash flows:
In accordance with the above, comparatives in the statement of cash flows have been restated to reflect changes in accounting policy with regard to recognition of Software as a Service (SaaS) arrangements. Accordingly, payments for intangibles have been reduced by $555,000 with a corresponding increase in payments to suppliers and employees. As a result of this, net cash used in operating activities increased by $555,000 with a corresponding impact on net cash used in investing activities.

SG Fleet Group

Note 5. Operating segments

Identification of reportable operating segments
The Group is organised into geographic operating segments: Australia, New Zealand, United Kingdom and Corporate. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM review underlying EBITDA (earnings before interest, tax, depreciation, amortisation, impairment and other non-recurring or significant transactions). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information regarding products and services are detailed in note 6.

Intersegment receivables, payables and loans
Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Major customers
There are no major customers that contributed more than 10% of revenue to the Group.

Operating segment information

Consolidated - 2021	Australia $'000	New Zealand $'000	United Kingdom $'000	Corporate $'000	Total $'000
Revenue					
Revenue from contracts with customers	345,822	10,173	79,624	-	435,619
Rental income	12,277	3,094	30,590	-	45,961
Total sales revenue	358,099	13,267	110,214	-	481,580
Interest income	497	2	1	-	500
Total revenue	358,596	13,269	110,215	-	482,080
Underlying EBITDA	82,459	4,403	27,253	(6,123)	107,992
Depreciation and amortisation	(15,566)	(2,587)	(14,746)	-	(32,899)
Finance costs	(8,003)	(1,081)	(2,467)	-	(11,551)
Profit/(loss) before income tax expense	58,890	735	10,040	(6,123)	63,542
Income tax expense					(19,837)
Profit after income tax expense					43,705
Assets					
Segment assets	649,295	17,233	166,743	-	833,271
Total assets					833,271
Liabilities					
Segment liabilities	325,815	11,696	117,574	-	455,085
Total liabilities					455,085

SG Fleet Group

Note 5. Operating segments (continued)

Consolidated - 2020	Australia $'000	New Zealand $'000	United Kingdom $'000	Corporate $'000	Total $'000 (Restated)
Revenue					
Revenue from contracts with customers	333,848	8,284	67,158	-	409,290
Rental income	9,858	3,635	28,833	-	42,326
Total sales revenue	343,706	11,919	95,991	-	451,616
Interest income	1,268	3	9	-	1,280
Total revenue	344,974	11,922	96,000	-	452,896
Underlying EBITDA	70,286	4,368	18,653	(1,026)	92,281
Depreciation and amortisation	(15,082)	(2,989)	(14,007)	-	(32,078)
Impairment of assets	(70)	-	-	-	(70)
Finance costs	(5,555)	(377)	(2,198)	-	(8,130)
Profit/(loss) before income tax expense	49,579	1,002	2,448	(1,026)	52,003
Income tax expense					(15,622)
Profit after income tax expense					36,381
Assets					
Segment assets	521,465	18,945	139,355	-	679,765
Total assets					679,765
Liabilities					
Segment liabilities	295,255	14,109	100,161	-	409,525
Total liabilities					409,525

Note 6. Revenue

	Consolidated	
	2021 $'000	2020 $'000 (Restated)
Revenue from contracts with customers		
Management and maintenance income	82,502	83,250
Additional products and services	99,312	109,315
Funding commissions	36,113	39,612
End of lease income	217,570	176,168
Other income	122	945
	435,619	409,290
Other revenue		
Rental income	45,961	42,326
Revenue	481,580	451,616

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	2021 $'000	2020 $'000 (Restated)
Timing of revenue recognition		
Revenue transferred at a point in time - upfront	58,983	71,763
Revenue transferred over time	131,349	134,191
Revenue transferred at a point in time - end of life	245,287	203,336
	435,619	409,290

Revenue from external customers by geographic regions is set out in note 5 operating segments.

Note 7. Expenses

	Consolidated 2021 $'000	Consolidated 2020 $'000 (Restated)
Profit before income tax includes the following specific expenses:		
Depreciation		
Leasehold improvements	58	60
Computer hardware and office equipment	1,412	1,496
Motor vehicles	186	164
Leased motor vehicle assets	16,326	15,579
Right-of-use assets	5,071	5,383
Total depreciation	23,053	22,682
Amortisation		
Customer contracts	5,796	5,864
Software	4,050	3,532
Total amortisation	9,846	9,396
Total depreciation and amortisation	32,899	32,078
Impairment		
Intangibles - customer contracts	-	70
Finance costs		
External borrowing costs for corporate debt	5,270	5,298
External borrowing costs for lease portfolio	4,772	2,291
Net foreign exchange losses (gains)	21	(7)
Net movement in fair value of derivatives	991	(21)
Interest on lease liabilities - right-of-use assets	433	532
Interest on lease make good	64	37
Total finance costs	11,551	8,130
Net fair value loss		
Net fair value loss on investments	1,861	793
Superannuation expense		
Defined contribution superannuation expense	5,398	5,132

During the year, the Group refunded, on a voluntary basis, the grant of $223,000 received from the UK Government in 2020 with respect to support for furloughed employees. The Group was not entitled to the Australian Government's JobKeeper wage subsidy program.

Deal costs in relation to the LeasePlan acquisition of $8,994,000 have been expensed in the statement of profit or loss in the current year. $5,211,000 is included within other expenses and $3,783,000 in finance costs.

Note 8. Income tax

	Consolidated 2021 $'000	Consolidated 2020 $'000 (Restated)
Income tax expense		
Current tax	23,354	18,391
Deferred tax - origination and reversal of temporary differences	(3,517)	(2,769)
Aggregate income tax expense	19,837	15,622
Deferred tax included in income tax expense comprises:		
Increase in deferred tax assets	(3,517)	(2,769)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense	63,542	52,003
Tax at the statutory tax rate of 30%	19,063	15,601
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Entertainment expenses	7	92
Non-deductible expenses	2,265	(92)
Other	-	106
	21,335	15,707
Difference in overseas tax rates	(1,119)	(292)
Adjustment recognised for prior periods	(331)	301
Assessed loss	(48)	(94)
Income tax expense	19,837	15,622

	Consolidated 2021 $'000	Consolidated 2020 $'000
Amounts charged/(credited) directly to equity		
Deferred tax assets	587	(310)
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	13,334	13,178
Potential tax benefit at statutory tax rates	2,534	2,504

The above potential tax benefit for tax losses and temporary differences, relating to United Kingdom, has not been recognised in the statement of financial position.

SG Fleet Group

Note 8. Income tax (continued)

	Consolidated 2021 $'000	Consolidated 2020 $'000
Deferred tax asset		
Deferred tax asset/(liability) comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Allowance for expected credit losses	355	386
Contract liabilities	4,907	4,367
Employee benefits	3,286	2,866
Accrued expenses	2,849	1,640
Provisions	3,469	3,753
Assessed loss	-	(2)
Property, plant and equipment	(3,281)	(2,280)
Prepayments	(1,701)	(1,903)
Intangibles	(7,236)	(8,776)
	2,648	51
Amounts recognised in equity:		
Transaction costs on share issue	345	-
Derivative financial instruments	1,335	1,384
	1,680	1,384
Deferred tax asset	4,328	1,435
Amount expected to be settled after more than 12 months	4,328	1,435
Movements:		
Opening balance	1,435	(1,645)
Credited to profit or loss	3,517	2,769
Credited/(charged) to equity	(587)	310
Exchange differences	(37)	1
Closing balance	4,328	1,435

	Consolidated 2021 $'000	Consolidated 2020 $'000
Provision for income tax		
Provision for income tax	4,701	390
Amount expected to be settled within 12 months	4,701	390

Note 9. Cash and cash equivalents

	Consolidated 2021 $'000	Consolidated 2020 $'000
Cash at bank	202,394	82,999
Secured deposits	28,723	28,116
	231,117	111,115
Amount expected to be recovered within 12 months	231,117	111,115

In April 2021 the Group raised $86,329,000 as a result of the issue of new share capital to partially fund the acquisition of the LeasePlan Australia and New Zealand businesses. As at 30 June 2021, this acquisition had not completed and as such this additional capital had not been deployed.

Secured deposits represent cash held by the Group as required under certain funding and insurance arrangements between the Group, the financiers under its lease portfolio facilities and its insurance providers. The secured deposits, which is short term in nature, are not available as free cash for the purpose of operations of the Group.

Note 10. Finance, trade and other receivables

	Consolidated 2021 $'000	Consolidated 2020 $'000
Trade receivables	67,033	55,584
Less: Allowance for expected credit losses	(783)	(838)
	66,250	54,746
Finance lease receivables	53	-
	66,303	54,746
Amount expected to be recovered within 12 months	66,303	54,746

Allowance for expected credit losses
The Group has recognised a reversal of credit loss of $69,000 (2020: credit loss of $366,000) in profit or loss in respect of the expected credit losses for the year ended 30 June 2021.

The Coronavirus (COVID-19) pandemic driven market conditions that prevailed at 30 June 2020 have improved in the Australian and New Zealand markets, which is reflected in the decrease in the allowance for expected credit loss.

Note 10. Finance, trade and other receivables (continued)

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

Consolidated	Expected credit loss rate 2021 %	Expected credit loss rate 2020 %	Carrying amount 2021 $'000	Carrying amount 2020 $'000	Allowance for expected credit losses 2021 $'000	Allowance for expected credit losses 2020 $'000
Not overdue	-	-	53,050	46,844	-	-
0 to 30 days overdue	-	-	12,286	6,041	-	-
30 to 60 days overdue	39.3%	29.1%	649	1,363	255	397
60 to 90 days overdue	39.4%	30.7%	188	947	74	291
90 to 120 days overdue	53.1%	40.2%	177	351	94	141
Over 120 days overdue	52.7%	23.7%	683	38	360	9
			67,033	55,584	783	838

Movements in the allowance for expected credit losses are as follows:

	Consolidated 2021 $'000	Consolidated 2020 $'000
Opening balance	838	480
Additional provisions recognised	-	366
Unused amounts reversed	(69)	-
Exchange difference in foreign subsidiary	14	(8)
Closing balance	783	838

Note 11. Inventories

	Consolidated 2021 $'000	Consolidated 2020 $'000
End-of-term operating lease assets held for disposal	10,968	18,129
Less: Provision for impairment	(249)	(1,788)
	10,719	16,341
Amount expected to be recovered within 12 months	10,719	16,341

The market conditions as a result of COVID-19 prevalent as at 30 June 2020 have improved and this is reflected in the reduction of the impairment required.

Note 12. Prepayments

	Consolidated 2021 $'000	Consolidated 2020 $'000
Prepayments	8,844	9,163
Amount expected to be recovered within 12 months	8,844	9,163

Note 13. Investments in financial assets at fair value through profit or loss

	Consolidated 2021 $'000	Consolidated 2020 $'000
Investments in listed equity securities	1,297	1,412
Investments in other companies	1,330	330
	2,627	1,742
Amount expected to be recovered after more than 12 months	2,627	1,742

Refer to note 31 for further information on fair value measurement.

Note 14. Leased motor vehicle assets

	Consolidated 2021 $'000	Consolidated 2020 $'000
Leased motor vehicle assets - at cost	121,718	90,262
Less: Accumulated depreciation	(27,116)	(25,942)
Less: Impairment	(426)	(205)
	94,176	64,115
Amount expected to be recovered within 12 months	9,350	5,204
Amount expected to be recovered after more than 12 months	84,826	58,911
	94,176	64,115

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

Consolidated	Leased assets $'000
Balance at 1 July 2019	57,258
Additions	53,178
Disposals	(29,642)
Revaluation decrements	(34)
Exchange differences	(1,066)
Depreciation expense	(15,579)
Balance at 30 June 2020	64,115
Additions	73,316
Disposals	(28,520)
Revaluation decrements	(212)
Exchange differences	1,803
Depreciation expense	(16,326)
Balance at 30 June 2021	94,176

Note 15. Property, plant and equipment

	Consolidated 2021 $'000	Consolidated 2020 $'000
Leasehold improvements - at cost	966	1,083
Less: Accumulated depreciation	(569)	(675)
	397	408
Computer hardware and office equipment - at cost	8,528	8,401
Less: Accumulated depreciation	(5,379)	(6,070)
	3,149	2,331
Motor vehicles - at cost	2,235	733
Less: Accumulated depreciation	(320)	(305)
	1,915	428
	5,461	3,167
Amount expected to be recovered after more than 12 months	5,461	3,167

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

Consolidated	Leasehold improvements $'000	Computer hardware and office equipment $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2019	314	3,347	431	4,092
Additions	159	481	184	824
Disposals	-	-	(20)	(20)
Exchange differences	(5)	(1)	(3)	(9)
Depreciation expense	(60)	(1,496)	(164)	(1,720)
Balance at 30 June 2020	408	2,331	428	3,167
Additions	37	2,225	1,718	3,980
Disposals	-	-	(80)	(80)
Exchange differences	10	5	35	50
Depreciation expense	(58)	(1,412)	(186)	(1,656)
Balance at 30 June 2021	397	3,149	1,915	5,461

Note 16. Intangibles

	Consolidated 2021 $'000	Consolidated 2020 $'000 (Restated)
Goodwill - at cost	357,880	356,465
Customer contracts - at cost	60,012	59,613
Less: Accumulated amortisation	(32,493)	(26,514)
Less: Accumulated impairment	(70)	(70)
	27,449	33,029
Software - at cost	25,605	27,699
Less: Accumulated amortisation	(9,928)	(11,371)
	15,677	16,328
	401,006	405,822
Amount expected to be recovered after more than 12 months	401,006	405,822

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

Consolidated	Goodwill $'000	Customer contracts $'000	Software $'000	Total $'000 (Restated)
Balance at 1 July 2019	356,829	38,962	15,812	411,603
Additions	-	-	4,052	4,052
Exchange differences	(364)	1	(4)	(367)
Impairment of assets	-	(70)	-	(70)
Amortisation expense	-	(5,864)	(3,532)	(9,396)
Balance at 30 June 2020	356,465	33,029	16,328	405,822
Additions	-	-	3,397	3,397
Exchange differences	1,415	216	2	1,633
Amortisation expense	-	(5,796)	(4,050)	(9,846)
Balance at 30 June 2021	357,880	27,449	15,677	401,006

Goodwill acquired through business combinations have been allocated to the following cash-generating units ('CGUs'):

	Consolidated 2021 $'000	Consolidated 2020 $'000
Australian CGU	305,771	305,771
United Kingdom CGU	52,109	50,694
Total	357,880	356,465

Impairment testing for goodwill
The impairment test was based on a value-in-use approach. The recoverable amount was determined to be higher than the carrying amount and therefore no impairment loss was recognised. Value-in-use was determined by discounting the future cash flows based on the following key assumptions:

SG Fleet Group

Note 16. Intangibles (continued)

- Cash flows were projected based on actual operating results and the four-year business plan. Cash flow beyond Year 5 was projected at a growth rate of 0% (2020: 0%) for both CGUs;
- Revenue growth was projected at 6.2% (2020: 4.8%) per annum for the Australian CGU and 5.9% (2020: 6.5%) per annum for the United Kingdom CGU;
- Direct costs were forecast based on the margins historically achieved by the business;
- Overheads were forecast based on current levels adjusted for inflationary increases; and
- The Company's pre-tax weighted average cost of capital was applied in determining the recoverable amount. The discount rate of 8.24% (2020: 8.64%) was used for the Australian CGU and 6.19% (2020: 6.74%) for the United Kingdom CGU.

The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external and internal data sources. Projected cash flows represent management's best estimate of the foreseeable impact of the uncertainties on the business operations in the short-term due to COVID-19.

Sensitivity analysis
Management estimates that any reasonable changes in the key assumptions would not have a significant impact on the value-in-use of intangible assets and goodwill that would require the assets to be impaired.

Note 17. Right-of-use assets

	Consolidated 2021 $'000	Consolidated 2020 $'000
Right-of-use assets - at cost	23,744	22,062
Less: Accumulated depreciation	(15,054)	(9,943)
	8,690	12,119
Amount expected to be recovered after more than 12 months	8,690	12,119

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

Consolidated	Office premises $'000	Motor vehicles $'000	Others $'000	Total $'000
Balance at 1 July 2019	12,402	929	255	13,586
Additions	3,318	602	26	3,946
Disposals	-	(9)	-	(9)
Exchange differences	(25)	4	-	(21)
Depreciation expense	(4,406)	(833)	(144)	(5,383)
Balance at 30 June 2020	11,289	693	137	12,119
Additions	1,099	461	-	1,560
Disposals	-	(12)	-	(12)
Exchange differences	92	2	-	94
Depreciation expense	(4,367)	(610)	(94)	(5,071)
Balance at 30 June 2021	8,113	534	43	8,690

For other AASB 16 lease-related disclosures refer to the following:
- note 7 for details of interest on lease liabilities and other lease expenses;
- note 24 and note 40 for details of lease liabilities at the beginning and end of the reporting period;
- note 30 for the maturity analysis of lease liabilities; and
- consolidated statement of cash flows for repayment of lease liabilities.

Note 18. Trade and other payables

	Consolidated 2021 $'000	Consolidated 2020 $'000
Trade payables	83,869	70,049
Accrued expenses	16,924	10,616
	100,793	80,665
Amount expected to be settled within 12 months	100,793	80,665

Refer to note 30 for further information on financial instruments.

Trade payables include residual values payable to financiers, which are secured by the underlying operating lease asset, cash lock-up of $28,741,000 (2020: $28,134,000).

Note 19. Derivative financial instruments

	Consolidated 2021 $'000	Consolidated 2020 $'000
Interest rate swap contracts	1,877	4,085
Amount expected to be settled after more than 12 months	1,877	4,085

Refer to note 30 for further information on financial instruments.

Refer to note 31 for further information on fair value measurement.

Note 20. Employee benefits

	Consolidated 2021 $'000	Consolidated 2020 $'000
Annual leave	5,251	4,429
Long service leave	5,716	5,137
	10,967	9,566
Amount expected to be settled within 12 months	10,012	8,731
Amount expected to be settled after more than 12 months	955	835
	10,967	9,566

Note 21. Provisions

	Consolidated 2021 $'000	Consolidated 2020 $'000
Lease make good	1,105	1,056
Residual value risk	11,686	10,704
Other provisions	900	808
	13,691	12,568
Amount expected to be settled within 12 months	5,564	5,880
Amount expected to be settled after more than 12 months	8,127	6,688
	13,691	12,568

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

Residual value risk provision
The provision is to recognise the future liability relating to residual value exposures as described in note 2 and note 3.

Other provisions
The provision represents the potential loss arising from overdrawn vehicle running cost accounts in relation to novated leases.

Movements in provisions
Movements in the provision during the current financial period is set out below:

Consolidated - 2021	Lease make good $'000	Residual value risk $'000	Other provision $'000
Carrying amount at the start of the year	1,056	10,704	808
Additional provisions recognised	-	943	92
Exchange differences	2	39	-
Unwinding of discount	64	-	-
Unused amounts reversed	(17)	-	-
Carrying amount at the end of the year	1,105	11,686	900

Note 22. Lease portfolio borrowings

	Consolidated 2021 $'000	Consolidated 2020 $'000
Lease portfolio borrowings - non-securitised	64,241	57,854
Lease portfolio borrowings - securitised	800	-
	65,041	57,854
Amount expected to be settled within 12 months	17,162	26,843
Amount expected to be settled after more than 12 months	47,879	31,011
	65,041	57,854

Note 22. Lease portfolio borrowings (continued)

Refer to note 30 for further information on financial instruments.

The lease portfolio borrowings are secured by the underlying funded assets and lease agreements, together with an irrevocable letter of credit, cash lock-ups and guarantees. These facilities are interest-bearing and are repaid monthly in accordance with the amortisation schedule of the underlying assets.

Lease portfolio borrowings - securitised
During the financial year, the Group established a $100,000,000 limited recourse securitisation warehouse trust with commitments from external financiers totalling $92,500,000. All amounts owing to parties to the warehouse are secured by fixed and floating charges over all assets of the warehouse, including cash balances and lease receivables and related leased motor vehicles. The financiers to the warehouse have no recourse to the Group, other than in relation to their role as originator and servicer of assets to the warehouse. As at 30 June 2021, the Group had utilised $800,000 of securitised lease portfolio borrowings.

Note 23. Borrowings

	Consolidated	
	2021 $'000	2020 $'000
Bank loans	125,841	125,140
Amount expected to be settled after more than 12 months	125,841	125,140

Refer to note 30 for further information on financial instruments.

Total secured liabilities
The total secured liabilities are as follows:

	Consolidated	
	2021 $'000	2020 $'000
Bank loans	125,841	125,140
Lease portfolio borrowings - non-securitised (note 22)	64,241	57,854
Lease portfolio borrowings - securitised (note 22)	800	-
	190,882	182,994

Corporate borrowings
The corporate borrowings comprise of bank loans and ancillary facilities which are secured by guarantees and indemnities as well as fixed and floating charges or composite guarantees issued by the Group. The facilities are repayable in full on the maturity date being 14 December 2022.

Note 23. Borrowings (continued)

Financing arrangements
The Group has access to the following lines of credit:

	Consolidated 2021 $'000	Consolidated 2020 $'000
Total facilities		
Corporate borrowings	186,572	177,234
Lease portfolio borrowings - non-securitised	87,029	79,938
Lease portfolio borrowings - securitised	92,500	-
	366,101	257,172
Used at the reporting date		
Corporate borrowings	137,602	129,654
Lease portfolio borrowings - non-securitised	64,241	57,854
Lease portfolio borrowings - securitised	800	-
	202,643	187,508
Unused at the reporting date		
Corporate borrowings	48,970	47,580
Lease portfolio borrowings - non-securitised	22,788	22,084
Lease portfolio borrowings - securitised	91,700	-
	163,458	69,664

Note 24. Lease liabilities - right-of-use assets

	Consolidated 2021 $'000	Consolidated 2020 $'000
Lease liabilities - right-of-use assets	9,015	12,039
Amount expected to be settled within 12 months	3,592	4,276
Amount expected to be settled after more than 12 months	5,423	7,763
	9,015	12,039

Note 25. Vehicle maintenance funds

	Consolidated 2021 $'000	Consolidated 2020 $'000
Vehicle maintenance funds	82,542	69,313
Amount expected to be settled within 12 months	27,729	21,913
Amount expected to be settled after more than 12 months	54,813	47,400
	82,542	69,313

Note 26. Contract liabilities

	Consolidated 2021 $'000	Consolidated 2020 $'000
Contract liabilities	40,617	37,905
Amount expected to be settled within 12 months	21,124	20,863
Amount expected to be settled after more than 12 months	19,493	17,042
	40,617	37,905

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

	Consolidated 2021 $'000	Consolidated 2020 $'000
Opening balance	37,905	35,608
Transfer to revenue - included in the opening balance	(18,822)	(18,917)
Increase in cash received excluding amounts recognised as revenue during the year	21,534	21,214
Closing balance	40,617	37,905

Note 27. Issued capital

	Consolidated 2021 Shares	Consolidated 2020 Shares	Consolidated 2021 $'000	Consolidated 2020 $'000
Ordinary shares - fully paid	297,396,370	262,159,900	376,661	291,370

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	1 July 2019	261,896,269		290,592
Shares issued on vesting of performance rights	1 July 2019	132,323	$0.00	-
Shares issued on vesting of performance rights	21 August 2019	131,308	$0.00	-
Transfer from share-based payment reserve on vesting of performance rights		-	$0.00	778
Balance	30 June 2020	262,159,900		291,370
Shares issued	13 April 2021	29,247,880	$2.45	71,657
Shares issued	30 April 2021	5,988,590	$2.45	14,672
Share issue transaction costs, net of tax		-	$0.00	(1,038)
Balance	30 June 2021	297,396,370		376,661

Ordinary shares
Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

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

Note 27. Issued capital (continued)

Capital risk management
The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital. The Group monitors capital on the basis of its gearing ratio. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

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

The Group is subject to certain financing arrangements covenants and meeting these are given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2020 Annual Report.

Note 28. Reserves

	Consolidated	
	2021 $'000	2020 $'000
Foreign currency reserve	262	(1,015)
Hedging reserve - cash flow hedges	(496)	(2,767)
Share-based payments reserve	2,620	359
Capital reserve	(119,158)	(119,158)
	(116,772)	(122,581)

Foreign currency reserve
The reserve is used to recognise exchange differences arising from translation of the financial statements of foreign operations to Australian Dollars.

Hedging reserve - cash flow hedges
The reserve is used to recognise the effective portion of the gain or loss of cash flow hedge instruments that is determined to be an effective hedge.

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

Capital reserve
The reserve is used to recognise contributions from or to SG Fleet Group Limited and its controlled subsidiaries by shareholders.

Note 28. Reserves (continued)

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

Consolidated	Foreign currency $'000	Cash flow hedge $'000	Share-based payments $'000	Capital $'000	Total $'000
Balance at 1 July 2019	(588)	(2,118)	1,568	(119,158)	(120,296)
Change in accounting policy (note 4)	6	-	-	-	6
Foreign currency translation	(433)	-	-	-	(433)
Share-based payments	-	-	(178)	-	(178)
Movement in hedges - gross	-	(960)	-	-	(960)
Deferred tax	-	311	-	-	311
Transfer to share capital	-	-	(778)	-	(778)
Other changes	-	-	(253)	-	(253)
Balance at 30 June 2020	(1,015)	(2,767)	359	(119,158)	(122,581)
Foreign currency translation	1,277	-	-	-	1,277
Share-based payments	-	-	2,321	-	2,321
Movement in hedges - gross	-	3,203	-	-	3,203
Deferred tax	-	(932)	-	-	(932)
Other changes	-	-	(60)	-	(60)
Balance at 30 June 2021	262	(496)	2,620	(119,158)	(116,772)

Note 29. Dividends

Dividends
Dividends paid during the financial year were as follows:

	Consolidated 2021 $'000	Consolidated 2020 $'000
Final dividend for the year ended 30 June 2020 of 3.053 cents per ordinary share paid on 6 October 2020 (2020: Final dividend for the year ended 30 June 2019 of 9.520 cents)	8,004	24,958
Interim dividend for the year ended 30 June 2021 of 7.192 cents per share paid on 13 April 2021 (2020: Interim dividend for the year ended 30 June 2020 of 6.943 cents)	18,855	18,201
	26,859	43,159

On 16 August 2021, the Directors declared a fully franked final dividend for the year ended 30 June 2021 of 5.393 cents per ordinary share, to be paid on 9 September 2021 to eligible shareholders on the register on 26 August 2021. This equates to a total estimated distribution of $16,039,000, based on the number of ordinary shares on issue as at 30 June 2021. The financial effect of dividends declared after the reporting date are not reflected in the 30 June 2021 financial statements and will be recognised in subsequent financial reports.

Franking credits

	Consolidated 2021 $'000	Consolidated 2020 $'000
Franking credits available for subsequent financial years based on a tax rate of 30%	59,104	53,107

Note 29. Dividends (continued)

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

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

The franking credits above excludes exempting credits.

Note 30. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Board has overall responsibility for the establishment and oversight of the risk management framework. The Audit, Risk and Compliance Committee, a sub-committee of the Board, has responsibility for managing risk. The Committee reports to the Board on its activities.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Market risk

Foreign currency risk
The Group is not exposed to any significant foreign currency risk, except for translation of financial assets and liabilities of foreign subsidiaries into the presentation currency.

Price risk
The Group is not exposed to any significant price risk.

Interest rate risk
The Group's main interest rate risk arises from its borrowings and cash at the bank. Borrowings and cash at bank-issued at variable rates expose the Group to interest rate risk. Borrowings issued at fixed rates expose the Group to fair value risk. The policy is to ensure that at least 60% of its exposure to changes in interest rates on general borrowings, unless approved by the Board, other than lease portfolio borrowings, is on a fixed rate basis. Lease portfolio borrowings are entered into on a fixed interest rate basis, except for lease portfolio borrowings utilised to fund lease portfolio assets in inertia and funding obtained through securitisation which are entered into on a variable rate basis. The Group will periodically enter interest rate swaps in which the securitisation trust will pay a fixed rate of interest and receive a variable rate of interest based on the expected amortisation profile of the securitised portfolio of leases.

As at the reporting date, the Group had the following variable rate bank accounts and other facilities after impact of hedging instruments:

Consolidated	2021 Balance $'000	2020 Balance $'000
Bank loans	(25,168)	(25,028)
Lease portfolio facilities	-	(356)
Cash at bank	202,394	82,999
Secured deposits	28,723	28,116
Net exposure to cash flow interest rate risk	205,949	85,731

Note 30. Financial instruments (continued)

An official increase/decrease in interest rates of 50 (2020: 50) basis points would have a favourable/adverse effect on profit before tax and equity of $1,030,000 (2020: $429,000) per annum. The percentage change is based on the expected volatility of interest rates using market data and analyst's forecasts.

Derivatives interest rate swap
The Group has entered into interest rate swap contracts with notional/principal value as at 30 June 2021 of $106,696,000 (2020: $109,059,000). The interest rate swap contract hedges the Group's risk against an increase in variable interest rate. The contract is over a three year period maturing in December 2022. Weighted average fixed rate is 1.91% (2020: 1.93%).

The Group has entered into deal contingent amortising interest rate swap contracts in order to hedge the variable rate finance to be entered into as part of the LeasePlan acquisition. The amortising interest rate swap contracts which have a notional value as at 30 June 2021 of $1,135,958,000 will commence on the completion date of the LeasePlan acquisition date and will mature in May 2025.

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

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available. As disclosed in note 10, due to the Coronavirus (COVID-19) pandemic, the calculation of expected credit losses has been revised.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk
Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable. Typically, the Group ensures that it has sufficient cash or facilities on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

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

Financing arrangements
Unused borrowing facilities at the reporting date:

	Consolidated	
	2021 $'000	2020 $'000
Corporate borrowings	48,970	47,580
Lease portfolio borrowings - non-securitised	22,788	22,084
Lease portfolio borrowings - securitised	91,700	-
	163,458	69,664

Note 30. Financial instruments (continued)

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2021	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives					
Non-interest bearing					
Trade payables	83,869	-	-	-	83,869
Interest-bearing - variable					
Bank loans	435	25,386	-	-	25,821
Interest-bearing - fixed rate					
Bank loans	1,811	101,579	-	-	103,390
Lease portfolio facilities - non-securitised	18,831	19,159	29,963	-	67,953
Lease portfolio facilities - securitised	52	826	-	-	878
Lease liabilities - right-of-use assets	3,382	1,595	2,466	2,045	9,488
Total non-derivatives	108,380	148,545	32,429	2,045	291,399
Derivatives					
Interest rate swaps inflow	-	1,877	-	-	1,877
Total derivatives	-	1,877	-	-	1,877

Consolidated - 2020	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives					
Non-interest bearing					
Trade payables	70,049	-	-	-	70,049
Interest-bearing - variable					
Bank loans	450	450	25,253	-	26,153
Lease portfolio liabilities - non-securitised	361	-	-	-	361
Interest-bearing - fixed rate					
Bank loans	1,800	1,800	101,012	-	104,612
Lease portfolio facilities - non-securitised	27,920	11,543	20,896	-	60,359
Lease liabilities - right-of-use assets	4,674	2,813	3,823	1,550	12,860
Total non-derivatives	105,254	16,606	150,984	1,550	274,394
Derivatives					
Interest rate swaps inflow	-	4,085	-	-	4,085
Total derivatives	-	4,085	-	-	4,085

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

Note 31. Fair value measurement

Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

Consolidated - 2021	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Investments in listed equity securities	1,297	-	-	1,297
Investment in other companies	-	-	1,330	1,330
Total assets	1,297	-	1,330	2,627
Liabilities				
Derivative financial instruments - Interest rate swap contracts	-	1,877	-	1,877
Total liabilities	-	1,877	-	1,877

Consolidated - 2020	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Investments in listed equity securities	1,412	-	-	1,412
Investment in other companies	-	-	330	330
Total assets	1,412	-	330	1,742
Liabilities				
Derivative financial instruments - Interest rate swap contracts	-	4,085	-	4,085
Total liabilities	-	4,085	-	4,085

There were no transfers between levels during the financial year.

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value. The carrying amounts of trade receivables and trade payables approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial instruments.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Unquoted investments have been valued using a discounted cash flow model.

Derivative financial instruments have been valued using observable market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

Note 32. Key management personnel disclosures

Compensation
The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	Consolidated 2021 $	Consolidated 2020 $
Short-term employee benefits	4,678,222	3,141,955
Post-employment benefits	110,269	105,033
Long-term benefits	58,283	75,069
Share-based payments	1,007,492	(527,549)
	5,854,266	2,794,508

Note 33. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by KPMG, the auditor of the Company:

	Consolidated 2021 $	Consolidated 2020 $
Audit services - KPMG		
Audit or review of the financial statements	569,410	492,676
Other services - KPMG		
Tax services	84,017	119,384
Corporate advisory	1,390,214	26,392
	1,474,231	145,776
	2,043,641	638,452

Note 34. Commitments - operating lease receivable

	Consolidated 2021 $'000	Consolidated 2020 $'000
Committed at the reporting date, receivable:		
Within one year	19,849	12,880
One to two years	12,725	8,771
Two to three years	9,398	5,174
Three to four years	5,031	3,181
Four to five years	939	1,141
	47,942	31,147

Future minimum rentals receivable includes contracted amounts for motor vehicles under non-cancellable operating leases between one and five years.

SG Fleet Group

Note 35. Contingent liabilities

The Group has entered into agreements with its lease portfolio financiers under which the residual value risk inherent in operating leases is transferred from the financier of the asset to the Group at the end of the lease. Under these agreements, at the end of the contractual lease term for each vehicle, the Group is obliged to pay the guaranteed residual value amount to the financier. The Group then sells the vehicles and realises a profit or loss on sale. Bank guarantees, letters of credit and cash lock-ups have been issued to lease portfolio financiers as security for these obligations.

An amount of $11,686,000 (30 June 2020: $10,704,000) has been recognised as a residual value provision and an amount of $426,000 (30 June 2020: $205,000) has been recognised as an impairment provision respectively, calculated on an onerous pool basis, to cover potential shortfalls on the disposal of these vehicles.

The Group has executed certain guarantees and indemnities, as well as fixed and floating charges over the assets of the Group in favour of funders as security for banking and lease portfolio facilities provided to the Group.

Note 36. Related party transactions

Parent entities
SG Fleet Group Limited is the parent entity. The ultimate parent entity is Super Group Limited, incorporated in South Africa and listed on the Johannesburg Stock Exchange.

Subsidiaries
Interests in subsidiaries are set out in note 38.

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

Transactions with related parties
There were no transactions with related parties during the current and previous financial year.

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

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Note 37. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent	
	2021 $'000	2020 $'000
Loss after income tax	(5,831)	(718)
Total comprehensive income	(5,831)	(718)

Note 37. Parent entity information (continued)

Statement of financial position

	Parent	
	2021 $'000	2020 $'000
Total current assets	-	-
Total assets	543,068	534,963
Total current liabilities	4,698	(40)
Total liabilities	223,587	268,083
Equity		
Issued capital	587,049	501,758
Accumulated losses	(267,568)	(234,878)
Total equity	319,481	266,880

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity and its subsidiaries are party to a deed of cross guarantee under which each company guarantees the debts of the others. No deficiencies of assets exist in any of these subsidiaries. Refer to note 39 for further details.

The parent entity has also provided guarantees and indemnities for bank facilities. Refer to note 23 for further details.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2021 and 30 June 2020.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2021 and 30 June 2020.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:
- investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity; and
- dividends received from subsidiaries are recognised as other income by the parent entity.

Note 38. Interests in subsidiaries

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

		Ownership interest	
Name	Principal place of business / Country of incorporation	2021 %	2020 %
SG Fleet Solutions Pty Limited	Australia	100%	100%
SG Fleet Holdings Pty Limited	Australia	100%	100%
SG Fleet Finance Pty Limited	Australia	100%	100%
SG Fleet Investments Pty Ltd	Australia	100%	100%
SG Fleet Management Pty Limited	Australia	100%	100%
SG Fleet Australia Pty Limited	Australia	100%	100%
Fleet Care Services Pty Limited	Australia	100%	100%
SG Fleet Salary Packaging Pty Limited	Australia	100%	100%
Beta Dimensions Pty Limited	Australia	100%	100%
SMB Car Sales Pty Limited	Australia	100%	100%
NLC Pty Limited	Australia	100%	100%

Note 38. Interests in subsidiaries (continued)

Name	Principal place of business / Country of incorporation	Ownership interest 2021 %	Ownership interest 2020 %
NLC Finance Pty Ltd	Australia	100%	100%
NLC Insurance Pty Ltd	Australia	100%	100%
Vehicle Insurance Underwriters Pty Ltd	Australia	100%	100%
NLC Administration Pty Limited	Australia	100%	100%
Kerr Reinehr Group Pty Limited	Australia	100%	100%
NLC Services Pty Limited	Australia	100%	100%
SG Fleet NZ Limited	New Zealand	100%	100%
SG Fleet UK Limited	United Kingdom	100%	100%
SG Fleet UK Holdings Limited	United Kingdom	100%	100%
Fleet Hire Holdings Limited	United Kingdom	100%	100%
SG Fleet Solutions UK Limited	United Kingdom	100%	100%
Fleet Hire Limited	United Kingdom	100%	100%
Car Salary Exchange Limited	United Kingdom	100%	100%
Motiva Group Limited*	United Kingdom	-	100%
Motiva Vehicle Contracts Limited *	United Kingdom	-	100%
Mway Vehicle Rentals Limited *	United Kingdom	-	100%
Motiva Direct Limited *	United Kingdom	-	100%
Motrak Limited *	United Kingdom	-	100%

* Subsidiary deregistered during the year.

Note 39. Deed of cross guarantee

The following entities are party to a deed of cross guarantee under which each company guarantees the debts of the others:

SG Fleet Group Limited (holding entity)
SG Fleet Solutions Pty Limited *
SG Fleet Holdings Pty Limited *
SG Fleet Finance Pty Limited *
SG Fleet Investments Pty Ltd *
SG Fleet Management Pty Limited *
SG Fleet Australia Pty Limited *
Fleet Care Services Pty Limited *
SG Fleet Salary Packaging Pty Limited *
Beta Dimensions Pty Limited *
SMB Car Sales Pty Limited *
NLC Pty Limited*
NLC Finance Pty Ltd*
NLC Insurance Pty Ltd
Vehicle Insurance Underwriters Pty Ltd
NLC Administration Pty Limited*
Kerr Reinehr Group Pty Limited*
NLC Services Pty Limited*
SG Fleet NZ Limited
SG Fleet UK Limited
SG Fleet UK Holdings Limited
Fleet Hire Holdings Limited
SG Fleet Solutions UK Limited
Fleet Hire Limited
Car Salary Exchange Limited

By entering into the deed, the entities (denoted above by an asterisk (*)) have opted to obtain relief from the requirement to prepare financial statements and Directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission ('ASIC').

The above companies represent a 'Closed Group' for the purposes of the Corporations Instrument, and as there are no other parties to the deed of cross guarantee that are controlled by SG Fleet Group Limited, they also represent the 'Extended Closed Group'.

The statement of profit or loss, statement of other comprehensive income and statement of financial position for the Closed Group are the same as the Group and therefore have not been separately disclosed.

Note 40. Cash flow information

Reconciliation of profit after income tax to net cash from operating activities

	Consolidated 2021 $'000	Consolidated 2020 $'000
Profit after income tax expense for the year	43,705	36,381
Adjustments for:		
Depreciation and amortisation	32,899	32,078
Impairment of intangibles	-	70
Net fair value loss on investments	1,861	793
Finance costs - non-cash	-	9
Net gain on sale of non-current assets	(81)	(24)
Share-based payments	2,321	(178)
Leased motor vehicles - fair value decrements	212	34
Net movement in fair value of derivatives	63	300
Change in operating assets and liabilities:		
Decrease/(increase) in finance, trade and other receivables	(11,557)	18,199
Decrease/(increase) in inventories	5,622	(6,221)
Increase in deferred tax assets	(2,448)	(1,435)
Decrease in prepayments	319	755
Increase/(decrease) in trade and other payables	33,059	(943)
Increase in contract liabilities	2,712	2,297
Increase/(decrease) in provision for income tax	4,311	(5,269)
Decrease in deferred tax liabilities	-	(1,645)
Increase in employee benefits	1,401	798
Increase in other provisions	1,123	2,003
Net cash from operating activities	115,522	78,002

Non-cash investing and financing activities

	Consolidated 2021 $'000	Consolidated 2020 $'000
Shares issued under employee share plan	-	778
Additions and disposals of right-of-use assets	1,548	3,937
	1,548	4,715

Note 40. Cash flow information (continued)

Changes in liabilities arising from financing activities

Consolidated	Lease portfolio borrowings $'000	Bank loans $'000	Lease liabilities - right-of-use assets $'000	Total $'000
Balance at 1 July 2019	46,178	125,320	13,931	185,429
Net cash (used in)/from financing activities	13,101	-	(5,809)	7,292
Non-cash additions and disposals	-	-	3,937	3,937
Exchange differences	(1,425)	(180)	(20)	(1,625)
Balance at 30 June 2020	57,854	125,140	12,039	195,033
Net cash (used in)/from financing activities	5,675	-	(4,696)	979
Non-cash additions and disposals	-	-	1,548	1,548
Exchange differences	1,512	701	124	2,337
Balance at 30 June 2021	65,041	125,841	9,015	199,897

Note 41. Earnings per share

	Consolidated 2021 $'000	2020 $'000
Profit after income tax attributable to the owners of SG Fleet Group Limited	43,705	36,381

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	269,507,503	262,141,603
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	163,585	-
Performance rights over ordinary shares	640,867	303,520
Weighted average number of ordinary shares used in calculating diluted earnings per share	270,311,955	262,445,123

	Cents	Cents
Basic earnings per share	16.22	13.88
Diluted earnings per share	16.17	13.86

Note 42. Share-based payments

The Group has a share option plan and performance rights to incentivise certain employees and Key Management Personnel. The share-based payment expense for the year was $2,321,000 (2020: credit of $178,000).

Share option plan
The share option plan is subject to a service condition and a performance condition. The performance condition is based on the compound annual growth rate ('CAGR') of the Group's earnings per share.

Note 42. Share-based payments (continued)

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

2021

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
25/10/2017	17/08/2023	$3.66	1,138,772	-	-	(1,138,772)	-
25/11/2019	20/08/2025	$2.35	960,980	-	-	-	960,980
28/10/2020	20/08/2025	$1.68	-	1,823,951	-	-	1,823,951
28/10/2020	20/08/2026	$1.68	-	3,235,700	-	-	3,235,700
			2,099,752	5,059,651	-	(1,138,772)	6,020,631
Weighted average exercise price			$3.06	$1.68	$0.00	$3.66	$1.79

2020

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
25/10/2017	21/08/2022	$3.66	596,826	-	-	(596,826)	-
25/10/2017	17/08/2023	$3.66	1,138,772	-	-	-	1,138,772
25/11/2019	20/08/2025	$2.35	-	960,980	-	-	960,980
			1,735,598	960,980	-	(596,826)	2,099,752
Weighted average exercise price			$3.66	$2.35	$0.00	$3.66	$3.06

Outstanding options exercisable as at 30 June 2021 was nil (2020: nil). The weighted average remaining contractual life of options outstanding at the end of the financial period was 2.5 years (2020: 2.8 years).

Performance rights
The performance rights are subject to a service condition and a performance condition. The performance condition is based on the compound annual growth rate of the Group's earnings per share. Rights do not carry a right to receive any dividends. If rights vest and are exercised to receive shares, these shares will be eligible to receive dividends.

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

2021

Grant date	Vesting date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
25/10/2017	18/08/2020	101,927	-	-	(101,927)	-
19/09/2019	01/07/2020	153,573	-	(144,382)	(9,191)	-
25/11/2019	21/08/2022	590,916	-	-	-	590,916
28/10/2020	21/08/2022	-	147,888	-	-	147,888
28/10/2020	21/08/2023	-	1,130,194	-	-	1,130,194
		846,416	1,278,082	(144,382)	(111,118)	1,868,998

Note 42. Share-based payments (continued)

2020

Grant date	Vesting date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
20/03/2017	22/08/2019	229,485	-	(131,308)	(98,177)	-
25/10/2017	22/08/2019	48,998	-	-	(48,998)	-
25/10/2017	18/08/2020	101,927	-	-	-	101,927
30/08/2018	01/07/2019	160,047	-	(160,047)	-	-
19/09/2019	01/07/2020	-	157,426	-	(3,853)	153,573
25/11/2019	21/08/2022	-	590,916	-	-	590,916
		540,457	748,342	(291,355)	(151,028)	846,416

Performance rights exercisable as at 30 June 2021 was nil (2020: nil). The weighted average remaining contractual life of performance rights outstanding at the end of the financial period was 33 months (2020: 29 months).

For the options granted during the current financial period, the Black-Scholes valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Vesting date	Share price at grant date	Exercise price	Estimated volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
28/10/2020	21/08/2022	$1.69	$1.68	49.00%	5.10%	0.11%	$0.450
28/10/2020	21/08/2023	$1.69	$1.68	49.00%	5.10%	0.13%	$0.460

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

Grant date	Vesting date	Share price at grant date	Exercise price	Dividend yield	Fair value at grant date
28/10/2020	21/08/2022	$1.69	$0.00	5.10%	$1.550
28/10/2020	21/08/2023	$1.69	$0.00	5.10%	$1.470

Note 43. Events after the reporting period

On 31 March 2021, the Group entered into an agreement to acquire the LeasePlan Australian and New Zealand businesses from LeasePlan Corporation N.V. The acquisition is expected to complete late in the third quarter or early in the fourth quarter of 2021.

Apart from the dividend declared as disclosed in note 29 and the pending LeasePlan acquisition disclosed above, no other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 39 to the financial statements.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

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

Andrew Reitzer
Chairman

Robbie Blau
Chief Executive Officer

16 August 2021
Sydney

Independent Auditor's Report

To the shareholders of SG Fleet Group Limited

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of SG Fleet Group Limited (the Company).

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

- giving a true and fair view of the ***Group's*** financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- consolidated statement of financial position as at 30 June 2021;
- consolidated statement of profit or loss, consolidated statement of other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended;
- notes including a summary of significant accounting policies; and
- Directors' Declaration.

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

Basis for opinion

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

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Company in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

The ***Key Audit Matters*** we identified are:

- valuation of goodwill;
- recognition of residual value risk provision; and
- measurement of deferred maintenance income.

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.

Valuation of goodwill (AUD $357.9m)

Refer to Note 16 to the Financial Report

The key audit matter	How the matter was addressed in our audit
Valuation of goodwill is a Key Audit Matter due to: • the size of the balance (being 43% of total assets); and • the high level of judgement involved by us in assessing the inputs to the Group's annual assessment of impairment model, and the higher estimation uncertainty continuing from the business disruption impact of the COVID-19 global pandemic. We focused on the significant forward-looking assumptions the Group applied in its value in use model, including: • forecast cash flows, including the impact of COVID-19 on market conditions and underlying growth rates, which can vary based on the rate of economic recovery from the COVID-19 pandemic, which can vary based on a number of factors such as the number and fleet size of new customer wins, residual values, industry growth projections and inflation expectations. The Group operates across different geographies with varying market pressures, which increases the risk of inaccurate forecasts; and • the discount rates, which are complicated in nature and may vary according to the conditions and environment the specific	Our procedures included: • assessing the appropriateness of the value in use method applied by the Group to perform the annual test of goodwill for impairment against the requirements of the accounting standards; • assessing the integrity of the value in use model, including the accuracy of the underlying calculation formulas; • assessing the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the model. We considered factors such as the number and fleet size of new customer wins, residual values, industry growth, inflation experienced and historical trends where varying market pressures existed across different geographies and how they impacted the business, for use in further testing; • working with our valuation specialists in assessing the Group's discount rates against publicly available data for a group of comparable entities and independently developing a discount rate range considered comparable using this data, taking into account impacts from the COVID-19. We adjusted this range by risk

cash generating units (CGUs) are subject to from time to time. We involved valuation specialists to supplement our senior audit team members in assessing this key audit matter.	factors specific to the Group and the industry it operates in; • meeting with management/those charged with governance to understand changes in the Group's plans resulting from COVID-19, and potential future impacts to the Group; • challenging the Group's cash flow forecast and growth assumptions in light of the continuation of uncertainty of business disruption and impacts of the COVID-19 global pandemic, including those related to fleet size and growth assumptions across different geographies, using our knowledge of the Group and its industry. This included comparing the Group's growth assumptions to external data, such as industry growth projections and inflation expectations across different geographies; • considering the sensitivity of the model by varying key assumptions, such as discount rates and forecast growth rates, within a reasonably possible range. This allowed us to identify assumptions with a higher risk of bias or inconsistency in application, and to assess the presence of indicators of impairment; • assessing the disclosures in the Financial Report using our understanding obtained from our testing and against the requirements of the accounting standards.

Recognition of residual value risk provision (AUD $11.7m)

Refer to Note 21 to the Financial Report

The key audit matter	**How the matter was addressed in our audit**
The recognition of the residual value risk provision is considered to be a Key Audit Matter. This is owing to the significant audit effort required and the high degree of judgement applied by us in assessing the	Our procedures included: • assessing the accounting treatment of the Group's residual value risk provision methodology to the relevant accounting

KPMG

Group's residual value risk provision. We focused on gathering evidence on the completeness of the residual value calculation and other key inputs used by the Group to determine the residual value risk provision. The Group has entered into agreements with financiers which requires the transfer of the asset ownership and the associated residual value risk inherent in operating lease assets from the financier to the Group at the end of the operating leases. The determination of the probable residual value risk provision is based on the Group's judgement in determining shortfalls on the disposal of these assets once ownership is transferred to the Group. It also takes into account market conditions and macroeconomic factors, such as inherent volatility of the asset's disposal value due to changes in market conditions between the balance date and future date at which the assets will be disposed. It is the Group's policy to recognise a provision if the forecast sale proceeds of the asset is less than the residual value payable to the financier. This requires us to use our judgement when considering the Group's assessment, as the ultimate sale proceeds are subject to the condition of the asset and market conditions at the end of the lease.	standards; • testing the key control for the Group's residual value risk provision process being the quarterly evaluation and authorisation of the residual value calculation by senior management; • comparing the market conditions and economic factors underpinning the Group's determination of the probable residual values against published market reports and statistical economic information, a key determinant in the residual value risk provision, for use in further testing. Our procedures included comparing the continuing impact of COVID-19 on used car sales prices against publicly available industry literature and other credible information; • assessing the Group's ability to accurately estimate residual values at the end of the lease term. This is performed by comparing the historical residual valuation of a sample of vehicles to the actual sale proceeds received from previous disposals from comparable vehicle classes; and • comparing a sample of the current residual valuation of the motor vehicles against the current market value of these motor vehicles using recent external auction prices achieved for comparable assets.

Measurement of deferred maintenance income (AUD $40.6m)

Refer to Note 26 to the Financial Report

The key audit matter	**How the matter was addressed in our audit**
It is the Group's policy that periodic payments received from customers for maintenance services are initially recognised on the balance sheet as deferred maintenance income. Revenue is subsequently recognised when maintenance work is completed and supplier costs incurred. The amount released from deferred maintenance income and recognised as revenue is determined based on the stand-alone selling price of the maintenance service provided.	Our procedures included: • assessing the Group's revenue recognition policy against AASB 15 *Revenue from Contracts with Customers* requirements; • assessing the historical accuracy of the Group's estimates of life of contract costs by comparing past estimates to actual costs incurred; • analysing vehicle maintenance costs and developing expectations of maintenance

The measurement of deferred maintenance income is a Key Audit Matter. This is due to the audit effort and judgement involved in assessing the Group's estimations, which includes consideration of key inputs to the Group's internal pricing cost and margin calculations, and supplier costs.	expense which is a key input to the stand alone selling price of maintenance services. We used our knowledge of the Group, the composition of the Group's fleet (e.g. vehicle makes, types and condition), and other key metrics such as number of vehicles in the fleet. We compared this to the maintenance expenses recorded by the Group; • developing expectations of the deferred maintenance income per vehicle against actual experience as obtained from our testing above. We compared this to the deferred maintenance income recorded by the Group; and • assessing the additions to deferred maintenance income by comparing a sample of entries to the underlying maintenance services billed to customers and against the amount specified in the lease.

Other Information

Other Information is financial and non-financial information in SG Fleet Group Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error;
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

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

A further description of our responsibilities for the audit of the Financial Report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of SG Fleet Group Limited for the year ended 30 June 2021, complies with Section 300A of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with Section 300A of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 11 to 22 of the Directors' report for the year ended 30 June 2021.

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

KPMG

John Wigglesworth
Partner

Sydney
16 August 2021

The shareholder information set out below was applicable as at 31 July 2021.

Distribution of equitable securities

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

	Ordinary shares	
	Number of holders	% of total shares issued
1 to 1,000	451	0.06
1,001 to 5,000	535	0.49
5,001 to 10,000	298	0.74
10,001 to 100,000	476	4.00
100,001 and over	47	94.71
	1,807	100.00
Holding less than a marketable parcel	147	-

Equity security holders

Twenty largest quoted equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
Bluefin Investments Limited	178,828,160	60.13
Citicorp Nominees Pty Limited	33,889,512	11.40
BNP Paribas Noms Pty Ltd (DRP)	13,503,364	4.54
National Nominees Limited	9,559,230	3.21
J P Morgan Nominees Australia Pty Limited	9,539,473	3.21
HSBC Custody Nominees (Australia) Limited	8,521,883	2.87
Netwealth Investments Limited (wrap Services A/C)	7,541,966	2.54
Robert Pinkas Blau	5,961,523	2.00
Misamada Nominees Pty Limited (Misamada A/C)	1,901,065	0.64
MDJZ Fernandes Pty Ltd (MDJZ Fernandes A/C)	1,330,845	0.45
Shevin Pty Limited (The Shevin A/C)	779,732	0.26
BNP Paribas Nominees Pty Ltd (IOOF Invmt Mngt Ltd DRP)	760,000	0.26
HSBC Custody Nominees (Australia) Limited	737,416	0.25
Insync Investments Pty Ltd (Weekley Super Fund No 1 A/C)	595,565	0.20
Peter Mountford	580,000	0.20
Mulcaster Super Fund Pty Ltd (Mulcaster Super Fund A/C)	567,204	0.19
NCH Pty Ltd	469,407	0.16
Macdonald Gilbert Bell	465,960	0.16
Tynong Pastoral Co Pty Ltd (Tynong Pastoral A/C)	465,108	0.16
Tark Family Holdings Pty Ltd (Tark Family A/C)	441,253	0.15
	276,438,666	92.98

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares	6,020,631	10
Performance rights over ordinary shares	1,868,998	78

The following person holds 20% or more of unquoted equity securities:

Name	Class	Number held
Robbie Blau	Options over ordinary shares	2,653,020

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
Bluefin Investments Limited	178,828,160	60.13

Voting rights

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

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

Restricted securities

As at 30 June 2021, there are no restricted securities.

Share buy-back

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

Directors	Andrew Reitzer - Independent Non-Executive Chairman Robbie Blau - Chief Executive Officer Cheryl Bart AO - Independent Non-Executive Director Graham Maloney - Independent Non-Executive Director Peter Mountford - Non-Executive Director Kevin Wundram - Chief Financial Officer Edwin Jankelowitz - Independent Non-Executive Director Colin Brown - Alternate Director for Peter Mountford
Company secretary	Tawanda Mutengwa
Notice of annual general meeting*	The details of the annual general meeting of SG Fleet Group Limited are: The Barnet Room Fullerton Hotel 1 Martin Place Sydney, NSW 2000 3:00 PM on Tuesday 26 October 2021
Registered office and Principal place of business	Level 2, Building 3 20 Bridge Street Pymble NSW 2073 Telephone: +61 2 9494 1000 Facsimile: +61 2 9391 5656 E-mail: globalenquiries@sgfleet.com
Share register	The Registrar Boardroom Pty Ltd Level 12, 225 George Street, Sydney, NSW 2000 Telephone: 1300 737 760 E-mail: enquiries@boardroomlimited.com.au Website: www.boardroomlimited.com.au
Auditor	KPMG International Tower 3 300 Barangaroo Avenue Sydney NSW 2000
Stock exchange listing	SG Fleet Group Limited shares are listed on the Australian Securities Exchange (ASX code: SGF)
Website	www.sgfleet.com
Corporate Governance Statement	The Directors and management are committed to conducting the business of SG Fleet Group Limited in an ethical manner and in accordance with the highest standards of corporate governance. SG Fleet Group Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement can be found on the company's website at http://investors.sgfleet.com/Investors/?page=Corporate-Governance-Statement.
Enquiries	investorenquiries@sgfleet.com

* Venue details may change in line with COVID-19 restrictions imposed at the time of meeting.