APPENDIX 4E

PRELIMINARY FINAL REPORT
FOR THE YEAR ENDED 30 JUNE 2024

The following sets out the requirements of Appendix 4E as required to be presented under Listing Rule 4.3A for the 12-month period ending 30 June 2024.

1. COMPANY DETAILS

Comms Group Limited and its controlled entities ("the Group") ACN 619 196 539
Reporting period: 30 June 2024
Previous corresponding reporting period: 30 June 2023

2. RESULTS FOR ANNOUNCEMENT TO THE MARKET

Revenue from continuing operations	Up 6.9% to $55.5m
Underlying EBITDA[1]	Up 37.5% to $6.6m
Profit (loss) from ordinary activities after tax attributable to members	(Loss) down 83% from $(0.6)m to $(0.1)m
Net Profit (loss) for the period attributable to members	(Loss) down 86% from $(0.7)m to $(0.1)m

[1] *Underlying EBITDA excludes net interest, tax, non-cash share-based payments, depreciation, amortisation and business acquisition, integration, restructuring and other one-off costs. The Directors believe that this measure is useful in further explaining the underlying performance of the Group.*

Group Result

Revenue and Underlying Earnings have continued to increase as a result of organic growth particularly from Global and ICT customers, realisation of further synergies and additional restructuring completed during the year.

The Group has recorded a small Net loss after tax of $0.1m for the full year after incurring acquisition, integration, restructuring and other one-off costs of $1.8m, share based payments $0.6m, amortisation of intangibles $1.5m for existing and acquired brands and customer contracts and interest expense $0.9m (Term Loan and Lease Liabilities).

The Net loss reported for the prior year included a one-off gain of $2.5m for the write back of a vendor loan recognised for the acquisition of the onPlatinum business. Excluding this one-off gain from the prior year loss, has resulted in the Net loss after tax improving from $3.1m to $0.1m.

Earnings per share for the period is as follows:

	FY24	FY23
Net profit (loss) after tax ($m)	(0.09)	(0.70)
Earnings per share (cents)	(0.03)	(0.15)
Diluted earnings per share (cents)	(0.03)	(0.15)

Dividend

A dividend of 0.25 cents per share ($0.0025) has been declared (fully franked).

3. NET TANGIBLE ASSET PER SECURITY

Net tangible liabilities per ordinary share: 2.6 cents per share (30 June 2023 net tangible liabilities 3.3 cents per share). The Group has negative net tangible assets as at 30 June 2024.

4. ENTITIES OVER WHICH CONTROL HAS BEEN GAINED DURING THE PERIOD

Nil

5. ANY OTHER SIGNIFICANT INFORMATION NEEDED BY AN INVESTOR TO MAKE AN INFORMED ASSESSMENT OF THE GROUP'S FINANCIAL PERFORMANCE AND FINANCIAL POSITION

None

6. FOR FOREIGN ENTITIES, WHICH SET OF ACCOUNTING STANDARDS IS USED IN COMPILING THE REPORT

IFRS

7. COMMENTARY ON THE RESULTS

Refer to the attached financial report for Comms Group Limited and its controlled entities for the period to 30 June 2024.

8. STATUS OF AUDIT

The financial statements have been audited.

9. DISPUTE OR QUALIFICATION IF NOT YET AUDITED

Not applicable.

10. DISPUTE OR QUALIFICATION IF AUDITED

None.

Annual Report

2024

Comms Group Limited
Consolidated Financial Report
For the year ended 30 June 2024
ACN 619 196 539

commsgroup GLOBAL

Contents

Comms Group Limited
ACN 619 196 539

Consolidated Financial Report – for the year ended 30 June 2024

Directors' Report	5
Auditor's Independence Declaration	24
Consolidated Statement of Profit or Loss and Other Comprehensive Income	25
Consolidated Statement of Financial Position	26
Consolidated Statement of Changes in Equity	27
Consolidated Statement of Cash Flow	28
Notes to the Consolidated Financial Statements	29
Consolidated Entity Disclosure Statement	64
Directors' Declaration	65
Independent Auditor's Report	66
ASX additional information	71
Corporate Directory	74

About Us

We enhance business agility through innovative cloud-based communications and secure modern workplace solutions

Cloud Communications and Collaboration

Cloud communications service provider to Australian SME & corporateswith award winning customer service.

Annual Revenue: $23.9m
Customers 5,034
ARPC[3] $4,749

next telecom
a commsgroup business

Secure Modern Workplace Solutions

Award-winning IT & Cloud Services Managed Service Provider supporting corporate customers' ICT needs, focusing on innovation and long-term relationships.

Annual Revenue: $19.3m
Customers 395
ARPC[3] $48,920

onPlatinum
a commsgroup business

Global UCaaS and Wholesale

Specialist UCaaS for international business and CPaaS for wholesale customers with global network reach.

Annual Revenue: $13.9m
Customers 145
ARPC[3] $95,886

commsgroup GLOBAL

Staff located across Sydney, Melbourne, Gold Coast, Singapore, Philippines and UK

[1] Unified Communications as a Service (UCaaS): a communications delivery model based on the cloud, that allows companies to access key comms services including telephony (voice), video, messaging, chat, collaboration, document storage supporting teamwork, agility, mobility and work from anywhere.

[2] CPaaS stands for Communications Platform as a Service. A CPaaS is a cloud-based platform that enables developers to add real-time communications features to their own applications without needing to build backend infrastructure and interfaces.

[3] Annual Revenue Per Customer

Our products and services

Comms Group empowers businesses worldwide with a comprehensive, cutting-edge suite of communications and technology solutions across key market segments

Cloud Communications and Collaboration

- Industry leader in Microsoft Teams Calling
- Full suite of Teams VAS inc. call recording, contact centre & analytics
- Modern cloud business phone/hosted PBX
- Inbound 13/1300/1800 services
- 5G Mobile & Broadband
- Full range of broadband solutions including NBN (TC4 & EE), Fibre Ethernet, MPLS and Point-to-Point
- Multi-Carrier diversity via our own national network plus Layer 3 offerings
- SD-WAN and Secure Firewall Solutions

Secure Modern Workplace Solutions

- 24x7 IT Managed services (structured and productised offering)
- Modern Workplace solutions
- Provision of ICT hardware
- Security services inc. Fortinet
- Cloud based services (Azure, private cloud)
- Own our own Cloud IaaS Virtual Server cluster
- Desktop as a service
- Backup as a service
- Managed telephony & data services

Global UCaaS and Wholesale

- Global Microsoft Teams & Cisco Webex calling solutions to enterprise
- Focus on Global MNC's to enable VAS solutions including Contact Centre, Call Recording, Call Analytics, SMS Messaging
- White-label UCaaS and CPaaS solutions to global carriers and contact centres with fast-enablement and managed services
- SIP Trunking and Call Termination Services (CTS) across APAC and Europe
- Global DIDs in more than 65+ countries with geographic and toll-free number options.
- 24x7 Global NOC and support
- Extensive Global Network with APAC focus

Key business highlights

Corporate & Strategic

- The Group continues to trade and expand through its three key operating divisions being Cloud Communications and Collaboration (SME), Secure Modern Workplace Solutions (ICT) and Global and Wholesale, with their own management teams and resources.
- Global expansion continues with telecommunication licenses obtained in the Philippines, Malaysia, Hong Kong, Indonesia and Japan, companies established in Hong Kong and Malaysia and branch offices opened in Indonesia, Taiwan and Japan.
- Vodafone relationship continues its positive trajectory with additional product capabilities delivered in FY24. Expectation of additional revenue opportunities as we provide coverage for additional countries over time.
- The Group continues to optimise costs within the business with some further cost reductions implemented in the

Customers & Sales

- Total of $7.5m Annual Recurring Revenue of new sales contracts closed in FY24.
- All three business units continue to have a pipeline of quality sales deals.
- Key focus on increasing cross-sell of Secure Modern Workplace Solutions (ICT) to our wider customer base with hybrid working driving requirements for best-of-breed modern workplace solutions and enhanced security measures.

Financial

- Group operating revenues and earnings continue to expand, increasing by 7% to $55.5m. Group Underlying EBITDA has increased 36% to $6.6m.
- Underlying Earnings or EBITDA have increased for all Divisions, including SME increasing from $3.9m to $4.4m, Global increasing from $1.2m to $1.8m and ICT increasing from $1.7m to $2.8m.
- Group cash on hand has increased significantly from $1.9m to $3.6m, after meeting Term Loan repayments $1.0m and payments for Term Loan interest $0.8m and Income tax $0.3m.
- Net group assets have increased from $31.2m to $31.8m and working capital including cash on hand but excluding borrowings has increased from $0.8m to $2.2m.
- Term Loan has decreased from $8.6m to $7.6m and a new Facility Agreement has been signed to extend the loan and other facilities to August 2026 from February 2025.

Directors' Report

Your directors present their report on the consolidated entity consisting of Comms Group Limited (the "Company") and the entities it controlled (collectively "Comms Group" or the "Group") for the financial year ended 30 June 2024.

Directors and company secretary

The following persons were directors of the Company during the financial year up to the date of this report:

RM O'Hare	Appointed 1 February 2021 (appointed Chair 18 July 2024)
PJ McGrath	Appointed 11 October 2017
BJ Jennings	Appointed 11 October 2017
CE Bibby	Appointed 2 October 2019
JA Mackay	Appointed 11 October 2017 (retired as Chair 18 July 2024)

The company secretary is Andrew Metcalfe, (FGIA, GAICD, CPA). Andrew was appointed to the position of company secretary on 27 October 2017. Andrew is a Fellow of the Governance Institute of Australia (formerly Chartered Secretaries Australia) and a Member of the Australian Institute of Company Directors. Andrew operates through his specialist governance company, Accosec & Associates, providing company secretarial services and advises on corporate governance matters for a number of ASX listed, public and private companies and not for profit organisations. He manages the ASIC and ASX regulatory functions and governance platform of Comms Group in Australia.

Principal activities

Comms Group is a telecommunications and IT services business, providing a comprehensive range of cloud communications, collaboration and secure modern workplace solutions. Comms Group services clients in Australia and internationally including New Zealand and Singapore.

The principal continuing activities of Comms Group are the provision of a full range of IT (Information Technology) and telecommunications services from the Cloud including IT managed services, cloud hosting, cloud communications and UCaaS (unified communications) services to business customers in Australia and internationally.

For the financial year ended 30 June 2024 Comms Group derived revenue from the sale of the above-mentioned IT and telecommunications services. These revenues consist of recurring charges for access to facilities and capabilities as well as consumption charges for variable usage of those facilities. Revenue was also derived from the installation and sale of hardware, equipment, and consulting services to support the primary products of the business.

There were no significant changes in the nature of the activities of Comms Group during the reporting period.

Dividends

A dividend of 0.25 cents per share ($0.0025) has been declared (fully franked) for the year ended 30 June 2024.

Review of operations

The year ended 30 June 2024 has seen further positive developments for the Group. On the financial side both total revenue and underlying EBITDA[1] increased and operationally we continued to deliver excellent service to our wide range of domestic and international customers, adding additional products and services and globally expanding the scope and capability of our network and offerings.

Total revenue for the year increased 7% to $55.5m and underlying EBITDA was up 36% to $6.6m, all delivered from organic growth throughout the year.

The Group's financial position has also improved significantly throughout the year with cash on hand increasing from $1.9m at the end of the prior year to $3.6m at 30 June 2024. Cash from operating activities after property rent payments is $3.0m but is after the payment of approximately $0.7m in legal and related costs to gain overseas telecommunication licenses and establish overseas businesses. Additional payments include interest on the Term Loan with the Commonwealth Bank of Australia (CBA) $0.8m and corporate tax $0.3m. Excluding legal and related costs and interest and corporate tax payments gives Underlying cashflow from operations of $4.9m.

A key focus on cash generation and strong shareholder returns in 2024 has seen operating cashflows increase 150% to $3.8m and free cashflow increase nearly 200% to $3.5m.

Borrowings (Term Loan with the CBA) has decreased from $8.6m to $7.6m at 30 June 2024 after principal repayments during the year of $1.0m. On 14 August 2024 the Directors signed a new Facility Agreement with the CBA to extend the term of the Group's Term Loan and other facilities until 10 August 2026.

The business continued its strong focus on cost management throughout the year with total gross margin for the group increasing from 46.7% of the prior year to 47.5%. Underlying operating costs (excluding depreciation, interest, share based payments and other one-off items) of $19.7m was only $0.1m higher than the prior year which was a strong outcome.

The Group continued to expand the range of advanced communications and ICT solutions provided to businesses and enterprises during the year. Performance with new sales contracts signed was extremely positive with a total of $7.5m of new Annual Recurring Revenue (ARR)[2] in sales contracts signed during the year. This figure excludes one off sales revenue from upfront and hardware sales that were another $4.0m in the year. The last quarter was particularly strong with $2.2m in new ARR signed.

[1] Underlying EBITDA is a non IFRS measure defined on page 9.

[2] ARR is a metric for measuring new sales contracts and refers to the component of the sales contracts with recurring revenue as opposed to upfront or one-off revenue.

Directors' Report

Cloud Communications and Collaboration (SME)

A cloud communications service provider to Australian SME and corporates with award winning customer service.

For our data and internet services, we service customers nationally via our own ISP network with key Points of Presence (PoP) in Brisbane, Sydney and Melbourne. This enables us to procure Business Grade Fibre and NBN services from key wholesale providers and develop our own product offerings. Operating our own network provides us with operational efficiencies and performance benefits as well as cost benefits resulting in higher margins for the business.

Whilst key operations are in New South Wales, Victoria and Queensland, the business services customers nationally. We will investigate further expansion into other states where opportunities present themselves. We sell our services via a strong direct sales force and an extensive partner network of approximately 140 partners and resellers promoting Next Telecom branded product.

Key in demand products and services include Business Grade Fibre and NBN Broadband services and unified communications and collaboration solutions including Microsoft Teams calling and Teams value added services. We are also seeing strong interest in contact centre, Teams calling and Teams Video conferencing services.

Secure Modern Workplace Solutions

onPlatinum is a leading IT Managed Service Provider supporting corporate customers' ICT needs, with key offices in the Gold Coast, Queensland and Sydney New South Wales.

The business strategy focuses on securing recurring revenue through managed services contracts, typically spanning three-year contract periods. While we prioritise managed services over IT consulting or project-based work, we remain committed to delivering essential projects and IT upgrades for our existing managed services clients. Our estimated recurring revenue currently stands at approximately 80%.

Additionally we observe promising opportunities in the mid-market corporate sector. These companies are increasingly adopting best-of-breed modern workplace solutions and enhanced security measures. The impetus for this shift comes from the demands of remote work, unified communications and the need to fortify IT environments against security threats.

We experienced some good cross-sell opportunities during the year, with managed IT services and our leading modern workplace offering from onPlatinum provided to some of our key domestic telco clients. We plan to continue to focus on this key synergy opportunity in the year ahead and beyond.

Global UCaaS and Wholesale Services

During the year we continued the positive working relationship with a number of leading wholesale customers, with growth in the number and range of services provided. Our global business added significant capability across the Asia Pacific region allowing us to service more Tier 1 carriers, Multi-National Companies, large OTT (over the top) providers and CPaaS[3] and CCaaS[4] customers with the great products and excellent service levels, for which we are known for in the marketplace.

We service our customers via our extensive global state-of-the-art SIP-based network which includes PoPs in key regions: Sydney, London, Frankfurt, USA East USA West, Singapore, Japan, Philippines, Indonesia, Hong Kong, China and South Korea. We have recently established further PoPs in Brazil and South Africa.

The service offerings we provide include: unified communications (Microsoft Teams & Webex Calling) and cloud PBX services, SIP trunking services, call termination services (domestic/in-country) and the resale of telephone numbers (DIDs).

The Global and Wholesale business continues to add key capabilities in terms of product, geographical reach, resources, systems and core network expansion. This is designed to differentiate ourselves from our competitors and deliver the very best levels of service to our customers - many of which are global businesses in their own right.

We commenced a project to add Operator Connect (OC) capability to our existing foundation of Microsoft Teams (PSTN) calling. Our goal is to be a leading OC provider with a key strength in the Asia Pacific region, leveraging our existing extensive country coverage and telco licences into the OC marketplace.

In relation to our key strategic partnership with Vodafone, the business continues to add key customers to our global network via Vodafone. We have developed bespoke products for Microsoft Teams calling, SIP Trunking, Managed Services and are currently finalising plans to supplement Vodafone's global voice coverage with the first of a number of new deals in closing stages. This includes the first stage of services deployed to a major Australian Bank over three years with additional stages expected to follow.

The Group has continued to expand and enhance its leading Microsoft Teams global telephony platform into additional countries, particularly in the Asia Pacific region. Additional partners and wholesale customers are being added who are using our global network to provide key services to their own customers.

[3] CPaaS stands for Communications Platform as a Service. A CPaaS is a cloud-based platform that enables developers to add real-time communications features to their own applications without needing to build backend infrastructure and interfaces.

[4] CCaaS stands for Contact center as a service is a customer experience solution that provides the capabilities required to route inbound customer interactions to call center agents.

We were extremely pleased to announce in May 2024 that we had obtained a number of key telecommunications licences over the prior nine months that provides the business with the regulatory protection and rights to provide the types of services we offer. In addition, we have set up either local subsidiaries or branches to enable us to operate and provide the local voice and unified communications services in the markets where we operate.

Today, Comms Group, via its 100% owned local subsidiaries, has voice licences (or equivalent regulatory rights) to provide local voice and UCaaS[5] services in: Australia, New Zealand, Philippines, Singapore, Hong Kong, Indonesia, Japan, Malaysia and Taiwan (branch established, licence in progress).

The relevance of these licences is that large enterprises and the global contact centre and OTT providers want to deal with licenced providers so that they can rest assured that the provider has the right to provide the service. The Asia Pacific market is complex in terms of the regulatory position for the provision of voice telco services with a variety of different regimes in place across the region. Unlike the USA, United Kingdom and Australia, many of the markets have restrictive arrangements in place.

In a number of other countries in the Asia Pacific region, Comms Group has partnered with local providers allowing us to provide the services co-operatively to extend coverage within the region. This includes the likes of China, South Korea, Thailand and Vietnam. We will continue to explore adding additional countries to our list of licenced countries including outside of the Asia Pacific region.

Finally we would like to thank our dedicated staff across Australia, the Philippines, Singapore and the UK who have worked tirelessly over the last twelve months continuing to deliver excellent service to our valued customers.

We also thank our customers for their business and continued loyalty through the year and we look forward to supporting new customers in the year ahead.

[5] Unified Communications as a Service (UCaaS): a communications delivery model based on the cloud, that allows companies to access key comms services including telephony (voice), video, messaging, chat, collaboration, document storage supporting teamwork, agility, mobility and work from anywhere.


United States
(West Coast)
United States
(East Coast)
Brazil
United
Kingdom
Germany
South Africa
UAE
South Korea
China
Japan
Hong Kong
Philippines
Singapore
Indonesia
Australia
Voice PoP

Group result

The Group result for the period of trading is comprised as follows:

Reporting period	Statutory FY24	Statutory FY23
Trading entities	Full year results	Full Year results
Parent company	Full year results	Full year results

Total revenue from ordinary activities for the year was $55.5m, representing an increase of $3.6m over the prior reporting period.

A reconciliation of Underlying EBITDA from operations to the reported profit before tax from operations in the consolidated statement of comprehensive income is tabled below:

	30 June 2024 $M	30 June 2023 $M
Revenue	55.5	51.9
Reported profit before tax	0.1	0.5
Add: net finance costs[1]	0.9	1.0
Add: depreciation and amortisation[1]	3.4	3.1
Less: Non-operating income	(0.2)	(2.5)
EBITDA	**4.2**	**2.1**
Add: share based payments	0.6	1.0
Add: acquisition, restructuring, one-off and integration costs [2]	1.8	1.7
Underlying EBITDA	**6.6**	**4.8**

[1] Includes lease interest and depreciation as per AASB 16

[2] Includes legal costs $0.4m and other related costs $0.5m to establish overseas entities and obtain overseas licenses, restructuring costs including make good $0.3m and strategic review costs including advisory fees $0.3m.

The EBITDA from operations is a non-IFRS measure that is presented to provide an understanding of the underlying performance of the Group's operations. In the opinion of the Directors, the Group's underlying EBITDA reflects the results generated from ongoing operating activities, which excludes non-operating adjustments that are considered to be non-cash or non-recurring in nature. These items are included in the Group's consolidated statutory result but excluded from the underlying result. The non-IFRS financial information is unaudited. However, the numbers have been extracted from the financial statements which have been subject to review by the Company's auditor.

Earnings per share

Earnings per share for the period is as follows:

	30 June 2024	30 June 2023
(Loss) after tax ($m)	(0.10)	(0.58)
Earnings per share (cents)	(0.03)	(0.15)
Diluted earnings per share (cents)	(0.03)	(0.15)

Operating segment

The Group has three operating segments under AASB 8 Operating Segments including Global (International, Wholesale and Enterprise), SME and ICT. Customers with similar and primarily telecommunication needs are allocated to either Global or SME based on their size and customers with primarily IT managed service needs are allocated to ICT (including those customers acquired as part of the onPlatinum acquisition). These customer bases are then managed by dedicated resources and each division has its own CEO, responsible for the delivery of service to all customers categorised in that division and financial performance of the division.

For internal purposes, each division has its own monthly and annual budget, against which actual results are measured and reported through to the Board of Directors.

The Group's revenues from external customers are predominantly domiciled in Australia.

Significant changes in the state of affairs

There were no significant changes in the nature of the activities of Comms Group during the reporting period.

Events since the end of the financial year

On 14 August 2024 the Directors signed a new Facility Agreement with the Commonwealth Bank of Australia to extend the term of the Group's Term Loan and other facilities until 10 August 2026.

There have been no other significant matters or circumstances not otherwise dealt with in this report between the reporting date and the date the financial statements were approved for issue that will significantly affect the operation of the Group, the results of those operations or the state of affairs of the Group or subsequent financial years.

Likely developments and expected results of operations

Likely developments in the operations of the Group have been included in the Review of Operations section of this report. The Group continues to be focused on additional restructuring that will enhance and consolidate existing management systems, leading to further cost efficiencies and gains beyond those generated in the year ended 30 June 2024.

Environmental regulation

The Group's operations are not regulated by any significant environmental regulations under Australian law.

Information on directors

The following information is current as at the date of this report.

Ryan O'Hare

Non-Executive Chair

Experience and Expertise:
Ryan has founded several highly successful telecommunications and energy companies starting with CorpTEL Communications, which in 1998 became one of the largest privately owned telecommunication companies in Australia before its sale to AAPT, People Telecom in 2000 that is now part of the Vocus Group and Next Telecom, this is no now part of Comms Group. Ryan also founded & chairs one of Australia's largest diversified renewables and energy retailer Next Green Group.

Other current directorships:
None

Former directorships (last 3 years):
None

Special responsibilities:
Member of the Audit, Risk and Compliance Committee

Interest in shares at 30 June 2024:
46,138,573

Peter McGrath

Executive Director and Chief Executive Officer

Qualifications:
B.Eng, MBA

Experience and Expertise:
Peter's business career spans 30 years in telecommunications, ICT and corporate advisory, with over 20 years in senior leadership positions. Peter has been involved in leadership as CEO of a number of major Australian telecommunications firms and he also has extensive experience in equity capital markets and corporate finance.

Other current directorships:
None

Former directorships (last 3 years):
DXN Limited (ASX: DXN)

Special responsibilities:
Member of the Audit, Risk and Compliance Committee

Interest in shares at 30 June 2024:
23,656,067

Benjamen Jennings

Non-Executive Director

Qualifications:
B.Bus, CA

Experience and Expertise:
Benjamen has spent almost 19 years as an accountant working in both commercial and public practice roles in both Australia and the United Kingdom.

Benjamen established middle market advisory firm Jennings Partners Chartered Accountants in early 2009 to provide commercial advisory, mergers and acquisition, income taxation, and Finance Director/ Chief Financial Officer services to SME businesses, venture capital and private equity groups.

Other current directorships:
Outforce Pty Ltd

Former directorships (last 3 years):
None

Special responsibilities:
Chair of the Audit, Risk and Compliance Committee

Interest in shares at 30 June 2024:
16,325,071

Claire Bibby

Non-Executive Director

Qualifications:
B.Comm, L.L.B. (Hons)

Experience and Expertise:
Claire is a highly experienced lawyer with over 30 years' experience as a lawyer, Executive and Non-Executive Director with ASX, multinational, private and NFP organisations and executive coach.

Other current directorships:
Non-Executive Director of Chancellor Institute, HNIC Pty Ltd and Clime Investment Management Limited (ASX:CIW).

Former directorships (last 3 years):
AWN Holdings Limited, Magnis Energy Technologies Limited (ASX: MNS; OTCQX: MNSEF) and iM3NY LLC.

Special responsibilities:
Chairwoman of the People and Culture Committee
Member of the Audit, Risk and Compliance Committee

Interest in shares at 30 June 2024:
420,334

John Angus Mackay

Non-Executive Director

Qualifications:
BA (Admin/ Economics), AM

Experience and Expertise:
John has over 15 years' experience as chair and director of major listed and unlisted companies across the communications, utilities, health, construction, and education sectors.

Other current directorships:
None

Former directorships (last 3 years):
None

Special responsibilities:
Member of the People and Culture Committee

Member of Audit, Risk and Compliance Committee

Interest in shares at 30 June 2024:
2,256,250

Board and Committee Meetings

During the financial year, the Directors held six Board meetings, two Audit, Risk and Compliance Management Committee meetings and two People and Culture Committee meetings. Each Director's attendance at those meetings during the year were as follows:

	Board		Audit, Risk & Compliance Committee		People & Culture Committee	
Directors	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
Ryan O'Hare	6	5	2	2	n/a	n/a
Peter McGrath	6	6	2	2	n/a	n/a
Benjamen Jennings	6	5	2	1	n/a	n/a
Claire Bibby	6	5	2	1	2	2
John Mackay	6	6	2	2	2	2

Insurance of officers and indemnities

During the year, the Company paid a premium of $141,597 to insure the directors, officers and company secretary of the Group.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a willful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Group. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

The Company has not, during the year 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.

Remuneration Report (audited)

This Remuneration Report details remuneration information as it applies to Comms Group and its controlled entities for the year ended 30 June 2024 in accordance with the requirements of the Corporations Act 2001 (the Act) and has been audited as required by section 308 (3C) of the Act. The report details the remuneration arrangements for the Comms Group's key management personnel (KMP).

The report is structured as follows:

(a) Key management personnel (KMP) covered in this report

(b) Principles used to determine nature and amount of remuneration

(c) Details of remuneration

(d) Share based compensation

(e) Service agreements

(f) Additional disclosures relating to KMP

(a) Key management personnel covered in this report

Non-executive and executive directors
(see page 11 for details about each director)

John Mackay	Non-Executive Chairman (retired as Chair 18 July 2024)
Peter McGrath	Executive Director, Chief Executive Officer
Benjamen Jennings	Non-Executive Director
Claire Bibby	Non-Executive Director
Ryan O'Hare	Non-Executive Director (appointed Chair 18 July 2024)

Other key management personnel

Matthew Beale	Chief Financial Officer

(b) Principles used to determine nature and amount of remuneration

Remuneration policy

The Board's objective is to ensure that Comms Group's remuneration supports achievement of the Company's strategy and drives performance and behaviours which are in the Company's best interests. Remuneration matters will be handled by the Nomination and Remuneration Committee, which is a sub-committee of the Board.

People and Culture Committee

The objective of the People and Culture Committee is to help the Board achieve its objective to ensure the Company:

- has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- observes those remuneration policies and practices; and
- fairly and responsibly rewards executives having regard to the performance of the Company, the performance of the executives and the general external pay environment.

In carrying out its duties the People and Culture Committee will assess the appropriateness of the nature and amount of remuneration on an annual basis, by reference to relevant employment market conditions. The overall objective is to ensure maximum stakeholder benefits from the attraction and retention of a high-quality executive team. The People and Culture Committee forms its own independent decisions on KMP remuneration

The key principles which govern the Company's remuneration framework are to:

- Link executive rewards to the creation of shareholder value;
- Provide market competitive remuneration package, with appropriate balance of fixed and variable remuneration;
- Ensure variable portion of executive remuneration is dependent upon meeting pre-determined performance objectives;
- Allow for Board discretion to be applied, in order to ensure that remuneration outcomes are appropriate for the Company's circumstances; and
- Ensure that performance objectives for variable remuneration are aligned to the drivers of the Group's success and the achievement of overall business objectives.

Remuneration for key management personnel is linked to the performance of the Group. Directors and key management personnel are issued with share performance rights, which are directly linked to the performance of the Group in the form of share price targets. The remaining short-term incentives, in the form of cash bonuses, are paid at the discretion of the People and Culture Committee. The People and Culture Committee is of the view that the above arrangements will continue to improve shareholder wealth over the coming years.

(c) Details of remuneration

Remuneration of Key Management Personnel

Each of the Non-Executive Directors has entered into an appointment letter with the Company, confirming the terms of their appointment, their roles and responsibilities and the Company's expectations of them as Directors.

Under the Company's Constitution, the Directors decide the total amount paid to all Directors as remuneration for their services as a director. However, subject to the ASX Listing Rules, the total amount paid to all Non-Executive Directors for their services must not exceed an aggregate maximum amount of $400,000 per annum or any other maximum amount determined by the Company in a general meeting.

Non-executive director remuneration currently consists of:

- For the financial year ended 30 June 2024, to John Mackay (independent) for serving as chair a base fee of $81,777 per annum, to Benjamen Jennings for serving as a director a base fee of $45,413 per annum, to Claire Bibby (independent) for serving as a director a base fee of $45,413 per annum and to Ryan O'Hare for serving as a director a base fee of $45,413 per annum; and
- Statutory superannuation, equivalent to the Government Superannuation Guarantee amount.

Executive remuneration currently consists of:

- For the financial year ended 30 June 2024, to Peter McGrath for serving as Managing Director a base wage of $329,600 per annum and cash bonus of $103,381 and Matthew Beale for serving as Chief Financial officer a base wage of $236,490 per annum and cash bonus of $25,162; and
- Statutory superannuation, equivalent to the Government Superannuation Guarantee amount.

Details of remuneration of the KMPs of the Comms Group are set out in the following table. Cash salary and fees include annual leave entitlements.

		Short-term benefits		Post-employment benefits		Share-based payments	
	Year	Cash salary & fees	Cash bonus	Super-annuation	Termination payments	Equity-settled performance rights	Total
		$	$	$	$	$	$
Non-executive Directors							
John Mackay	2023	81,777	-	8,587	-	27,176	117,540
	2024	81,777	-	8,995	-	21,587	112,360
Benjamen Jennings	2023	45,413	-	4,768	-	22,317	72,498
	2024	45,413	-	4,995	-	21,369	71,777
Claire Bibby	2023	45,413	-	4,768	-	24,023	74,204
	2024	45,413	-	4,995	-	23,392	73,801
Ryan O'Hare	2023	45,413	-	4,768	-	20,930	71,111
	2024	45,413	-	4,995	-	20,931	71,339
Executive Director							
Peter McGrath	2023	318,769	103,056	27,240	-	264,859	713,924
	2024	329,600	103,381	27,399	-	174,782	635,161
Other KMP							
Matthew Beale	2023	229,909	27,012	24,428	-	59,816	341,165
	2024	236,490	25,162	24,428	-	44,070	330,150
Total 2023		**766,694**	**130,068**	**74,559**	**-**	**419,121**	**1,390,442**
Total 2024		**784,107**	**128,543**	**75,808**	**-**	**306,130**	**1,294,588**

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

	Fixed remuneration		At risk	
	2024	2023	2024	2023
Non-executive Directors				
John Mackay	81%	77%	19%	23%
Benjamen Jennings	70%	69%	30%	31%
Claire Bibby	68%	68%	32%	32%
Ryan O'Hare	71%	71%	29%	29%
Executive Director				
Peter McGrath	56%	48%	44%	52%
Other KMP				
Matthew Beale	79%	75%	21%	25%

Cash bonuses are discretionary and subject to the employee's contract. The bonus paid is dependent upon the employee's service and company performance, with the level of bonus approximately in line with that paid for the prior year, adjusted for relative changes in the level of financial performance and performance against budget. The amounts payable is approved by the Board of Directors prior to payment.

Statutory performance indicators

The Board aims to align executive remuneration to the Group's strategic and business objectives and the creation of shareholder wealth. The table below shows measures of the Group's financial performance over the last five years as required by the Corporations Act 2001. However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs that may also include reference to non-financial key performance indicators and events. As a consequence there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

	2020	2021	2022	2023	2024
Operating revenue ($m)	19.1	25.1	41.0	51.9	55.5
Profit / (loss) before income tax ($m)	1.3	0.7	(0.8)	0.5	0.1
Underlying EBITDA ($m)	2.5	3.2	4.1	4.8	6.6
Basic earnings per share (cents)	1.39	0.22	(0.19)	(0.15)	(0.03)
Dividend payout ratio	-	-	-	-	-
Total KMP remuneration as a % of operating revenue	4.3	3.7	2.6	2.7	2.3
Total KMP cash bonus as a % of Underlying EBITDA	-	4.1	3.4	2.7	2.0

It should be noted that during a period of significant growth particularly over the last 4 years, Profit /(Loss) before income tax includes incurring significant one-off acquisition, global expansion (including overseas license application fees) and other costs that skews the underlying growth in the business.

(d) Share based compensation.

Long Term Incentive Scheme

During the year a total of 6,500,000 performance rights were issued to Directors and Management under the Performance Rights Plan with 300,000 rights forfeited before the end of the year.

Performance Rights issued during the year and issued in all prior years are subject to new plan rules approved at the 2022 Annual General Meeting held on 22 November 2022, as follows:

- Based on share price hurdles, 30% are subject to vesting at either 12.5 or 15 cents per share, earliest of 18 months from grant date and 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and based on continuous employment, 20% are subject to vesting 24 months from the grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date.
- Based on continuous employment, one-third are subject to vesting 24 months from the grant date, one-third are subject to vesting 36 months from the grant date and one-third are subject to vesting 48 months from the grant date.

Set out below are summaries of performance rights issued under the scheme to the end of the year, subject to new plan rules:

Grant date	Expiry date	Balance at the start of the year	60 % of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	Granted	Vested during the year	Exercised	Forfeited	Balance at the end of the year
2024									
23/07/2019	22/07/2024	10,695,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	1,485,000	1,785,000	-	8,910,000
28/04/2020	27/04/2025	890,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	50,000	50,000	-	840,000
24/11/2020	23/11/2025	1,250,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	150,000	200,000	-	1,050,000
5/02/2021	4/02/2026	3,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	300,000	600,000	-	2,400,000
20/04/2021	19/04/2026	1,300,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	130,000	290,000	-	1,010,000
21/01/2022	20/01/2027	5,230,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	956,000	-	300,000	4,930,000
24/02/2022	23/02/2027	2,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	400,000	400,000	-	1,600,000
18/05/2022	17/05/2027	2,150,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	430,000	60,000	-	2,090,000
22/07/2022	21/07/2027	5,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	5,000,000
1/12/2022	30/11/2027	5,800,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	5,800,000
4/08/2023	4/08/2028	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	500,000	-	-	-	500,000
21/11/2023	21/11/2028	-	n/a	33% 24mths / 33% 36 mths / 33% 48 Months	6,000,000	-	-	-	6,000,000
TOTAL		**37,315,000**			**6,500,000**	**3,901,000**	**3,385,000**	**300,000**	**40,130,000**

The conditions for vesting prior to new plan rules being approved at the 2022 Annual General Meeting held were as follows:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to 50% of the total number of performance rights that may vest (tranche A):
  - Comms Group Share price hurdle of either 12.5, 15 or 20 cents (whichever is applicable to the employee) achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 18 months from grant date;
- The following applies to 50% of the total number of performance rights that may vest (tranche B):
  - Comms Group Share price hurdle of either 20, 25 or 30 cents (whichever is applicable to the employee) achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 30 months from the grant date.

Set out below are summaries of performance rights issued under the prior scheme rules to the end of the prior year:

Grant date	Expiry date	Balance at the start of the year	60 % of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	Granted	Vested during the year	Exercised	Forfeited	Balance at the end of the year
2023									
23/07/2019	22/07/2024	14,850,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	4,455,000	4,155,000	-	10,695,000
28/04/2020	27/04/2025	2,900,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	420,000	420,000	1,590,000	890,000
24/11/2020	23/11/2025	1,500,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	300,000	250,000	-	1,250,000
5/02/2021	4/02/2026	3,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	600,000	-	-	3,000,000
20/04/2021	19/04/2026	1,300,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	260,000	-	-	1,300,000
21/01/2022	20/01/2027	5,980,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	750,000	5,230,000
24/02/2022	23/02/2027	2,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	2,000,000
18/05/2022	17/05/2027	3,900,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	1,750,000	2,150,000
22/07/2022	21/07/2027	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	6,000,000	-	-	1,000,000	5,000,000
1/12/2022	30/11/2027	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	6,100,000	-	-	300,000	5,800,000
TOTAL		**35,430,000**			**12,100,000**	**6,035,000**	**4,825,000**	**5,390,000**	**37,315,000**

The incremental Fair value as a result of approval of the new plan at The Annual General Meeting held on 22nd November 2022 is as follow:

	Old plan rules		New Plan Rules				
	100 % of total grants vesting on share price hurdle price: 60% 18months / 40% 30 months		60 % of total grants Vesting price: 50% 18months / 50% 30 months		40 % of total grants Vesting based on tenure: 50% 24 months/ 25% 36 months/ 25% 48 Months		
Grant date	Grant date fair value of grants vesting in 18 months	Grant date fair value of grants vesting in 30 months	Incremental fair value of grants vesting in 18 months	Incremental fair value of grants vesting in 30 months	Incremental fair value of grants vesting in 24 months	Incremental fair value of grants vesting in 36 months	Incremental fair value of grants vesting in 48 months
23/07/2019	$0.024	$0.016	$0.000	$0.000	$0.018	$0.034	$0.034
28/04/2020	$0.058	$0.049	$0.000	$0.000	$0.018	$0.034	$0.034
16/11/2020(1)	$0.074	$0.054	$0.000	$0.000	$0.000	$0.000	$0.000
24/11/2020	$0.081	$0.068	$0.000	$0.000	$0.022	$0.034	$0.034
24/11/2020	$0.081	$0.068	$0.000	$0.000	$0.022	$0.034	$0.034
5/02/2021	$0.059	$0.055	$0.008	$0.010	$0.030	$0.045	$0.045
20/04/2021	$0.049	$0.038	$0.008	$0.010	$0.030	$0.045	$0.045
21/01/2022	$0.089	$0.072	$0.008	$0.010	$0.030	$0.045	$0.045
24/02/2022	$0.072	$0.057	$0.008	$0.010	$0.030	$0.045	$0.045
18/05/2022	$0.066	$0.053	$0.008	$0.010	$0.030	$0.045	$0.045
22/07/2022	$0.065	$0.061	$0.000	$0.000	$0.022	$0.034	$0.034

The above incremental fair values will be realised as an expense over the period from the modification date to the end of the vesting period. The expense of the original share performance rights will continue to be realised as if the terms had not been modified.

The grant on 1st December 2022 was after the new plan rules were approved in The Annual General Meeting held on 22 November 2022.

The weighted average share price during the financial year was $0.065 (2023: $0.073).

The weighted average remaining contractual life through to the expiry date of share performance rights outstanding at the end of the financial year was 2.37 years (2023: 2.90 years).

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

Grant date	Expiry date	Share price at grant date	60 % of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	100 % of total grants Vesting based on tenure	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date: 18 mths / 30 mths	Fair value at grant date: vesting based on Tenure
4/08/2023	4/08/2028	$0.074	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	n/a	51.5%	-	4.35%	$0.053 / $0.044	$0.074
21/11/2023	21/11/2028	$0.059	n/a	n/a	33% 24mths / 33% 36 mths / 33% 48 Months	n/a	-	n/a	n/a	$0.059

The performance rights granted on the 4 August 2023 will vest provided the following conditions are met:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to 30% of the total number of performance rights that may vest:
  - Comms Group Share price hurdle of 15 cents achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 18 months from grant date.
- The following applies to 30% of the total number of performance rights that may vest:
  - Comms Group Share price hurdle of 20 cents achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 30 months from grant date.
- The following applies to 20% of the total number of performance rights that may vest:
  - 24 months from grant date based on continuous employment.
- The following applies to 10% of the total number of performance rights that may vest:
  - 36 months from grant date based on continuous employment.
- The following applies to 10% of the total number of performance rights that may vest:
  - 48 months from grant date based on continuous employment.

The performance rights granted on the 21 November 2023 will vest provided the following conditions are met:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to one-third of the total number of performance rights that may vest:
  - 24 months from grant date based on continuous employment.
- The following applies to one-third of the total number of performance rights that may vest:
  - 36 months from grant date based on continuous employment.
- The following applies to one-third of the total number of performance rights that may vest:
  - 48 months from grant date based on continuous employment.

The exercise price is $nil and the expiry date is 5 years after the grant date of the performance rights.

Issue of shares

There was no issue of shares to directors or other KMP as part of compensation during the year.

Issue of options

There was no issue of options to directors or other KMP as part of compensation during the year.

(e) Service agreements

Director related entity remuneration

Benjamen Jennings is a director of Outforce Pty Ltd, which provide business process outsourcing services. Total amounts paid by the Group for the year ended 30 June 2024 were $519,783 (2023: $461,253). There was $nil outstanding as a trade payable as at 30 June 2024.

Ryan O'Hare is a Director of Next Green Group Pty Ltd that owns Next Business Energy Pty Ltd who provides electricity to Next Telecom. Total amounts paid by the Group for the year ended 30 June 2024 were $7,847 (2023: $5,786). There was $nil outstanding as a trade payable as at 30 June 2024.

All transactions with these entities have been made on an arms-length basis.

Chief Executive Officer (CEO) and Managing Director employment contract

Comms Group has entered into an executive contract with Peter McGrath to govern his employment with the Group as CEO which includes:

- No fixed term;
- Total compensation of $371,136 per annum (including superannuation entitlements);
- Maximum short-term incentive of 35% of base salary plus superannuation entitlements primarily based on achievement of agreed KPIs if set by the People and Culture Committee and the Board, otherwise primarily based on the employee's own performance and the financial performance of the Group relative to budget and the prior year;
- 5,400,000 performance rights under the performance Rights Plan granted 19 July 2024, 30% are subject to vesting at 12.5 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;
- 4,000,000 performance rights under the performance Rights Plan granted 21 January 2022, 30% are subject to vesting at 15 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;
- 4,500,000 performance rights under the performance Rights Plan granted 21 November 2023, one-third are subject to vesting 24 months from grant date, one-third are subject to vesting 36 months from the grant date and one-third are subject to vesting 48 months from the grant date;
- The right to terminate the CEO's employment is nine months' notice by the Group and six months' notice by the CEO. Either party may elect to terminate employment in case of change of control and termination payment in the event of a change of control is nine months payment; and
- Non-compete restrictions on the employee for a period of up to six months post-employment.

Note that the 5,400,000 performance rights granted on 19 July 2024 are to replace unvested performance rights granted on 22 August 2019 that expired on 22 July 2024. The unvested rights that expired were those subject to vesting at 12.5 cents per share and those subject to vesting at 20 cents per share. The balance of rights granted on 22 August 2019 (subject to vesting 24, 36 and 48 months from grant date) all vested and exercised converting the right into an equal number of ordinary shares.

Chief Financial Officer (CFO) employment contract

Comms Group has entered into an executive contract with Matthew Beale to govern his employment with the Group as Chief Financial Officer (CFO) which includes:

- Total compensation of $273,280 per annum (including superannuation entitlements);
- 500,000 performance rights under the performance Rights Plan granted 28 April 2020, 30% are subject to vesting at 12.5 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;
- 1,000,000 performance rights under the performance Rights Plan granted 24 November 2020, 30% are subject to vesting at 15 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;

- 250,000 performance rights under the performance Rights Plan granted 21 January 2022, 30% are subject to vesting at 15 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;
- 1,000,000 performance rights under the performance Rights Plan granted 22 July 2022, 30% are subject to vesting at 15 cents per share, earliest of 18 months from grant date, 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and 20% are subject to vesting 24 months from grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date;
- 500,000 performance rights under the performance Rights Plan granted 21 November 2023, one-third are subject to vesting 24 months from grant date, one-third are subject to vesting 36 months from the grant date and one-third are subject to vesting 48 months from the grant date;
- Maximum short term discretionary incentive of $30,000 per annum primarily based on the employee's own performance and the financial performance of the Group to budget and the prior year;
- The right to terminate the CFO's employment is four months' notice by the Group and three months' notice by the CFO. In the event termination occurs within twelve months of a change of control, then the Group gives six months' notice; and
- No non-compete restrictions post-employment.

(f) Additional disclosures relating to KMP

Shareholding

Key Management Personnel equity disclosures relate only to equity instruments of the Company.

The number of shares held in the Company during the year by each director or KMP of the Group including their relevant interests, is set out below:

Ordinary shares	Total shares held 30 June 2023	Granted as compensation during the year	Exercise of grant of right	Other movements - purchases	Total shares held 30 June 2024	Total shares at date of this report
John Mackay	2,106,250	-	150,000	-	2,256,250	2,256,250
Peter McGrath	21,156,067	-	900,000	1,600,000	23,656,067	23,656,067
Benjamen Jennings	15,875,071	-	100,000	350,000	16,325,071	16,325,071
Claire Bibby	370,334	-	50,000	-	420,334	420,334
Ryan O'Hare	46,138,573	-	-	-	46,138,573	46,138,573
Matthew Beale	3,401,590	-	200,000	-	3,601,590	3,601,590
Total	**89,047,885**	**-**	**1,400,000**	**1,950,000**	**92,397,885**	**92,397,885**

Shares issued on completion of business combinations

There were no shares issued on completion of business acquisitions to directors or KMP during the year.

End of Remuneration Report

Shares under option

There were no ordinary shares of Comms Group Limited under option at the date of this report.

Shares under performance rights

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

Grant date	60 % of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure
23/07/2019	$0.125 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
1/05/2020	$0.125 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
16/11/2020	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 Months
24/11/2020	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
24/11/2020	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
5/02/2021	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
20/04/2021	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
21/01/2022	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
24/02/2022	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
18/05/2022	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
22/07/2022	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
1/12/2022	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months
4/08/2023	$0.15 / $0.20	20% 24 months / 10% 36 months / 10% 48 months

Grant date	100 % of total grants Vesting based on tenure
21/11/2023	One-third 24 months / one-third 36 months / one-third 48 months

Unissued ordinary shares of Comms Group Limited under performance rights at the date of this report are 38,554,000.

4,301,000 were issued during the year ended 30 June 2024 and up to the date of this report on the exercise of vested performance rights granted.

Proceedings on behalf of the Company

No person has applied for leave of a Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

Non-audit services

BDO Audit Pty Ltd is the Group's auditor in accordance with section 327 of the Corporations Act 2001.

The Board of Directors, in accordance with advice from the Audit, Compliance and Risk Management Committee are satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the services disclosed in note 28 do not compromise the external auditor's independence for the following reasons:

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 24.

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'. The amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

Corporate governance statement

Comms Group Limited and the Board are committed to achieving and demonstrating the highest standards of corporate governance. Comms Group Limited has reviewed its corporate governance practices against the Corporate Governance Principles & Recommendations (3rd edition) published by the ASX Corporate Governance Council.

The 2024 corporate governance statement reflects the corporate governance practices in place throughout the 2024 financial year. The 2024 corporate governance statement which is approved at the same time as the Annual Report can be viewed at **www.commsgroup.limited/corporate-governance**

This report is made in accordance with a resolution of directors.

Ryan O'Hare
Director

Sydney
21 August 2024

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret Street
Sydney NSW 2000
Australia

DECLARATION OF INDEPENDENCE BY GARETH FEW TO THE DIRECTORS OF COMMS GROUP LIMITED

As lead auditor of Comms Group Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Comms Group Limited and the entities it controlled during the period.

Gareth Few

Gareth Few

Director

BDO Audit Pty Ltd

Sydney

21 August 2024

Comms Group Limited
Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	30 June 2024	30 June 2023
		$	$
Revenue	4	55,460,727	51,919,514
Other income		154,804	2,680,451
		55,615,531	**54,599,965**
Cost of sales		(29,133,421)	(27,676,410)
Employee benefits expense	5	(16,017,164)	(16,024,794)
Administration expenses	5	(2,211,371)	(2,766,775)
Sales & marketing expenses		(1,062,393)	(1,127,105)
Information technology expenses		(1,418,947)	(1,316,004)
Professional fees		(950,684)	(622,222)
Property expenses		(487,637)	(460,187)
Finance expenses	5	(896,827)	(1,025,591)
Depreciation & amortisation	5	(3,374,625)	(3,089,997)
Profit before income tax		62,462	480,880
Income tax (expense)	6	(165,558)	(1,058,610)
(Loss) for the period		**(103,096)**	**(577,730)**
Other comprehensive income			
Foreign currency translation		8,225	(119,896)
Total comprehensive (Loss) attributable to shareholders		**(94,871)**	**(697,626)**
Earnings per share for profit / (loss) from continuing operations attributable to the ordinary equity holders of the company:			
		Cents	**Cents**
Basic earnings per share	22	(0.03)	(0.15)
Diluted earnings per share	22	(0.03)	(0.15)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Comms Group Limited
Consolidated Statement of Financial Position

	Notes	30 June 2024	30 June 2023
Current assets		**$**	**$**
Cash and cash equivalents		3,576,040	1,928,582
Trade and other receivables	8	6,122,306	5,572,767
Other current assets	9	1,925,089	2,113,964
Total current assets		**11,623,435**	**9,615,313**
Non-current Assets			
Property, plant & equipment	10	248,375	178,744
Right of use assets	11	1,491,845	2,293,993
Goodwill	12	21,723,405	21,723,405
Intangible assets	12	19,953,345	22,047,434
Deferred tax assets	13	1,408,733	1,811,979
Total non-current assets		**44,825,703**	**48,055,555**
Total assets		**56,449,138**	**57,670,868**
Current liabilities			
Trade and other payables	14	6,775,492	6,136,886
Contract Liabilities	16	660,075	688,094
Provisions	17	1,359,753	1,098,827
Borrowings	18	7,627,911	1,000,000
Lease liabilities	15	490,302	849,951
Income tax payable		166,711	124,401
Total current liabilities		**17,080,244**	**9,898,159**
Non-current liabilities			
Provisions	17	178,055	187,150
Deferred tax liability	19	6,163,613	6,868,762
Borrowings	18	-	7,627,911
Lease liabilities	15	1,252,852	1,850,228
Total non-current liabilities		**7,594,520**	**16,534,051**
Total liabilities		**24,674,764**	**26,432,210**
Net assets		**31,774,374**	**31,238,658**
Equity			
Share capital	20	48,930,371	48,930,371
Share based payment reserves	21	2,200,514	1,569,927
Foreign currency translation reserve		(135,177)	(143,402)
Accumulated losses		(19,221,334)	(19,118,238)
Total Equity		**31,774,374**	**31,238,658**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Comms Group Limited
Consolidated Statement of Changes in Equity

	Share capital	Share-based payments reserve	Foreign currency translation reserve	Retained earnings	Total
	$	$	$	$	$
Balance at 1 July 2022	**47,778,371**	**981,088**	**(23,506)**	**(18,732,496)**	**30,003,457**
Loss for the period to 30 June 2023	-	-	-	(577,730)	(577,730)
Foreign currency translation	-	-	(119,896)	-	(119,896)
Total comprehensive loss for the period	**-**	**-**	**(119,896)**	**(577,730)**	**(697,626)**
Transactions with owners in their capacity as owners:					
Deferred consideration	152,000	(152,000)	-	-	-
Shares issued to vendors	1,000,000	-	-	-	1,000,000
Share based payments	-	740,839	-	191,988	932,827
Balance at 30 June 2023	**48,930,371**	**1,569,927**	**(143,402)**	**(19,118,238)**	**31,238,658**
Balance at 1 July 2023	**48,930,371**	**1,569,927**	**(143,402)**	**(19,118,238)**	**31,238,658**
Loss for the period to 30 June 2024	-	-	-	(103,096)	(103,096)
Foreign currency translation	-	-	8,225	-	8,225
Total comprehensive loss for the period	**-**	**-**	**8,225**	**(103,096)**	**(94,871)**
Transactions with owners in their capacity as owners:					
Share based payments	-	630,587	-	-	630,587
Balance at 30 June 2024	**48,930,371**	**2,200,514**	**(135,177)**	**(19,221,334)**	**31,774,374**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Comms Group Limited
Consolidated Statement of Cash Flows

	Notes	30 June 2024	30 June 2023
Cash flows from operating activities		**$**	**$**
Receipts from customers (inclusive of GST)		60,479,102	56,295,301
Payments to suppliers and employees (inclusive of GST)		(55,326,301)	(53,516,112)
Interest received		13,087	1,056
Interest paid		(788,607)	(710,114)
Income tax paid		(321,320)	(256,504)
Net cash inflow from operating activities	**7**	**4,055,961**	**1,813,627**
Cash flows from investing activities			
Payments for intangible assets		(131,885)	(249,229)
Payments for property, plant & equipment		(205,264)	(43,596)
Payments for purchase of businesses, net of cash acquired		-	(1,949,867)
Net cash outflow from investing activities		**(337,149)**	**(2,242,692)**
Cash flows from financing activities			
Lease payments		(1,071,354)	(1,089,513)
Net (repayments) / proceeds from borrowings	24	(1,000,000)	509,109
Net cash inflow from financing activities		**(2,071,354)**	**(580,404)**
Net increase / (decrease) in cash and cash equivalentss		**1,647,458**	**(1,009,469)**
Cash and cash equivalents at the beginning of the period		1,928,582	2,938,051
Cash and cash equivalents at end of period		**3,576,040**	**1,928,582**

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Comms Group Limited
Notes to the Consolidated Financial Statements
For the year ended 30 June 2024

Note		Page
1	Corporate information	30
2	Summary of significant accounting policies	30
3	Segment reporting	38
4	Revenue	40
5	Individually significant profit or loss items	41
6	Income tax expense	41
7	Reconciliation of profit after tax to net operating activities	42
8	Trade and other receivables	43
9	Other current assets	44
10	Property, plant and equipment	45
11	Right of use assets	46
12	Intangibles	47
13	Deferred tax asset	49
14	Trade and other payables	49
15	Lease liabilities	50
16	Contract Liabilities	50
17	Provisions	50
18	Borrowings	51
19	Deferred tax liability	52
20	Share capital	52
21	Share based payments reserve	53
22	Earnings per share	54
23	Share based payments	55
24	Financial risk management	59
25	Commitments and contingencies	61
26	Entities within the consolidated group	61
27	Events after reporting date	62
28	Auditor's remuneration	62
29	Related party transactions	62
30	Parent entity information	63

Comms Group Limited
Notes to the Consolidated Financial Statements
For the year ended 30 June 2024

1 Corporate Information

The consolidated financial statements and notes represent those of Comms Group Limited (the "Company") and its controlled entities (collectively, the "Group") for the year ended 30 June 2024. The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

Comms Group Limited is a company limited by shares, incorporated and domiciled in Australia. The Company was listed on the Australian Securities Exchange (ASX) on 21 December 2017 and is the ultimate parent entity in the Group.

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

The financial report was authorised for issue by the Board of Directors on 21 August 2024.

2 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements.

(a) Basis of preparation

These general-purpose financial statements have been prepared in accordance with Accounting Standards and Interpretations issued by the Australian Standards Board (AASB) and the Corporations Act 2001. Comms Group is a for-profit entity for the purpose of preparing financial statements.

(i) Compliance with IFRS

The Financial statements of Comms Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) Historical cost convention

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

(iii) New standards and interpretations adopted

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

(iv) New standards and interpretations adopted

New and amended standards and interpretations in issue but not yet effective.

The IASB has issued a number of new or amended accounting standards and interpretations that are not mandatory for the first time in the reporting period commenced 1 July 2023. The Group has assessed these standards and interpretations and determined that there are no standards or amendments to standards that are not yet effective that are expected to have a material impact on the Group in the current reporting period.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Group as at 30 June 2024 and the results of all subsidiaries for the year then ended. The Company and its subsidiaries together are referred to in these financial statements as the "consolidated entity".

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is gained by the consolidated entity. They are de-consolidated from the date that control ceases.

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

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

A list of controlled entities is contained in note 26 in the financial statements.

(c) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, liabilities incurred to the former owners of the acquired business, equity interests issued by the group, fair value of any asset or liability resulting from a contingent consideration arrangement, and fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred. The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such re-measurement are recognised in profit or loss.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognised 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.

(d) Critical accounting estimates and judgements

Accounting estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates and forward-looking information.

(ii) Estimation of useful lives of assets

The Group reviews the estimated useful lives of property plant and equipment at the end of each financial year. The Group adjusts the remaining effective useful life of its assets to better reflect their actual usage and future economic benefit.

(iii) Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2 (m). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

(iv) Recognition of deferred tax assets

The Group formed a tax consolidated group under Australian taxation law in the year ended 30 June 2022 and income tax has been accounted for on that basis. Historical losses accumulated by the operating subsidiaries in the group prior to and since acquisition by the Group have now been recognised in full as a deferred tax asset, in accordance with tax loss recoupment rules.

The Board has made a judgement to recognise a deferred tax asset in respect of current year tax losses and black hole expenditure.

(v) Business combinations

As discussed in (c) above, business combinations are initially accounted for at fair value on acquisition. The assessment of fair value can be provisional depending upon the date of the acquisition and the reporting end date. Fair value adjustments on the finalisation of the business combination accounting are retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

(vi) Fair value measurement hierarchy

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

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

(vii) Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The fair value of share performance rights is determined by using the 30-day volume weighted average price (VWAP) as at grant date. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

(viii) Incremental borrowing rate

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

(e) Revenue recognition

The Group recognises revenue as follows:

(i) Revenue from customers

Revenue 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.

Contracts with customers can be summarised into the following distinct and separate transactions (there is no bundling of hardware, installation, and monthly ongoing fees). The key driver for keeping this separate is efficiency of working capital; meaning it is advantageous to invoice separately upfront hardware and installation costs rather than finance them internally for later recovery from the monthly usage charges. By keeping the performance obligations separate it reduces the working capital drain on the business whilst making separation of transactions easier to identify for revenue recognition:

- Voice network income;
- Data network income; and
- Managed services income.

The total price that is contracted to be paid for the above transactions are allocated to the contract stages and recognised as follows:

- Services which include – hosted voice, data and enterprise networks, managed IT services and cloud-based communication enablement services are recognised over time on a straight-line basis, as the services are rendered; and
- Hardware sales are recognised at the point in time where delivery has been made and control has been transferred to the customer.

Voice, data and managed services can either be billed in arrears for the preceding month's services or billed in advance of the following month's usage. Amounts billed in advance are recognised as contract liabilities on the statement of financial position.

(ii) Interest

Bank interest is recognised when received.

(iii) Other income

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

(f) Income tax

The Group formed a tax consolidated group under Australian taxation law in the year ended 30 June 2022 and income tax has been accounted for on that basis. The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is recognised or the deferred income tax liability is settled.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Investment allowances and similar tax incentives

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure (e.g. Research and Development Tax Incentive regime in Australia or other investment allowances). The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense.

(g) Cash and cash equivalents

For the purposes of presentation in the Statement of Cash Flows, 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, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Consolidated Statement of Financial Position.

(h) Trade 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 15-30 days. They are presented as current assets.

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

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

See note 8 for further information about the Group's accounting for trade receivables.

(i) Contract Liabilities

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

(j) Property, plant and equipment

Property, plant, and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting year in which they are incurred.

Depreciation is calculated using the straight-line or diminishing value method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term. The depreciation rates used for each class of depreciable assets are follows:

	Method	Rate
Computer equipment	Straight-line	25-33%
Leasehold improvements	Diminishing value	13%
Furniture and fittings	Diminishing value	15-40%
Motor vehicles	Straight-line	8%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2 (m).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(k) Right of use assets

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

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

(l) Intangible assets

(i) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised, but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units (CGU) that are expected to benefit from the business combination in which the goodwill arose.

Goodwill is measured as described in note 2 (c).

(ii) Customer contracts and brand

Customer contracts and brands acquired in a business combination are recognised at fair value at the acquisition date. Where they are deemed to have a finite useful life they are subsequently carried at cost less accumulated amortisation and impairment losses.

(iii) Internally generated software

All assets reported as internally generated software are held at cost less accumulated recognised and impairment losses. Intangibles include costs in relation to the development of software systems and products where future benefits are expected to exceed these costs. Costs recognised include external direct costs of materials and services and direct payroll and payroll-related costs of employees' time spent on the project during the development phase.

Software and product development costs are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

Amortisation is calculated on a straight-line basis on all internally generated software products commencing from the time the asset is ready for use over the useful life of the asset not exceeding 5 years in any case.

The useful lives of these intangible assets are assessed to be either finite or indefinite.

Where recognised is charged on assets with finite lives, this expense is taken to the consolidated statement of comprehensive income in the expense category 'depreciation and amortisation'.

Intangible assets with a finite life are tested for impairment where an indicator of impairment exists; and in the case of indefinite life intangibles, they are tested annually—either individually at the CGU level or groups of CGUs. This requires an estimation of the recoverable amount of the CGUs to which the intangible with finite life is allocated. Useful lives are also examined on an annual basis and adjustments, where applicable, are made on a prospective basis.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit and loss.

(iv) Amortisation

Amortisation is calculated on a straight-line basis on all intangibles commencing from the time the asset is ready for use. Where an Intangible is deemed to have a defined estimated useful life, the estimated useful life is as follows:

- Customer contracts and brands 7-20 years
- Internally generated software 5 years

(m) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to recognised and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested 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. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(n) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the reporting period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(o) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facilities will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is recognised as a prepayment for liquidity services and amortised over the year of the facility to which it relates.

Borrowing is removed from the Consolidated Statement of Financial Position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(p) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are recognised during the period of time that is required to complete and prepare the asset for its intended use for sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

(q) Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. Variable lease payments are only included in measuring the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term.

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

The Group recognised expenses for short term leases and low value leases on a straight-line basis, in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

(r) Provisions

Provisions for legal claims, service warranties and other obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

(s) Employee benefits

(i) Short term employee benefits

Liabilities for employee benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. These liabilities are presented as current employee benefit obligations in the balance sheet.

The Group has a short-term benefit plan in place where the employee will be eligible to receive a short-term incentive benefit of up to the Maximum Short Term Incentive amount in respect to the forecast period, and each year following the end of the Forecast Period, subject to the employee's achievement of the KPI's as assessed by the Audit and Remuneration Committee of the Board.

(ii) Other long-term employee benefits

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

(iii) Defined contribution superannuation expense

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

(iv) 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.

(v) Employee performance rights

The fair value of rights granted is recognised as an employee benefit expense with the corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the rights granted including any market performance conditions (e.g. the entity's share price), including the impact of any service and non-market performance vesting performance conditions (e.g. sales growth targets), and including the impact of any non-vesting conditions.

(t) Contributed equity

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities

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.

(u) Dividends

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

(v) Goods and Services Tax (GST)

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

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

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

(w) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to members of the Group, excluding any costs of servicing equity other than ordinary shares, divided by the weighted average number of ordinary shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the after-tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(x) Foreign currency translation

The financial statements are presented in Australian dollars, which is the company's functional and presentation currency.

(i) Foreign currency transactions

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

(ii) 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 rates at the dates of the transactions, 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.

(y) Current and non-current classification

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

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

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

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

3 Segment reporting

Identification of reportable operating segments

The Group has three operating segments under AASB 8 Operating Segments including Global, SME and ICT. These operating segments are based on the internal reports that are reviewed and used by the CEO and Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

Other (non-operating) segments include the Head Office that accounts for the activities of the Board and other Group employees who provide services across the Group and other costs of being an ASX listed business.

On a monthly basis the CODM reviews each segments EBITDA that is prepared using the same accounting policies as those adopted in the financial statements.

Segment results for the year ended 30 June 2024 are as follows:

	Global	SME	ICT	Total
Revenue				
Sales to external customers	12,372,564	23,828,879	19,259,284	55,460,727
Intersegment sales	1,531,007	78,959	64,484	1,674,450
Total segment sales revenue	13,903,571	23,907,838	19,323,768	57,135,177
Less:				
Intersegment eliminations				(1,674,450)
Total revenue				**55,460,727**
Underlying EBITDA – Segment	**1,828,265**	**4,414,340**	**2,774,886**	**9,017,491**
Less corporate costs				(2,466,162)
Underlying EBITDA – Group				**6,551,329**
Plus: other income – non-operating				227,385
Less: share based payments				(630,587)
Less: rent recorded as an operating cost				(15,000)
Less: acquisition, restructuring, and one-time costs				(1,799,213)
EBITDA – Group				**4,333,914**
Less: finance expenses				(896,827)
Less: depreciation and amortisation				(3,374,625)
Profit before tax – Group				**62,462**

Intersegment transactions

Intersegment transactions were made at market rates. Taking advantage of existing accounts and economies of scale, Global and SME purchase telecommunication services on behalf of each other. Intersegment transactions are eliminated on consolidation.

Intersegment receivables and payables

Intersegment receivables and payables are eliminated on consolidation.

Major customers

During the year ended 30 June 2024 no individual customer accounted for more than 10% of Group revenues.

The Group's revenues from external customers and non-current assets are predominantly domiciled in Australia.

Comms Group Limited
Notes to the Consolidated Financial Statements
For the year ended 30 June 2024

Segment results for the year ended 30 June 2023 are as follows:

	Global	SME	ICT	Total
Revenue				
Sales to external customers	10,833,853	24,209,191	16,876,470	51,919,514
Intersegment sales	1,234,534	-	-	1,234,534
Total segment sales revenue	12,068,387	24,209,191	16,876,470	53,154,048
Less:				
Intersegment eliminations				(1,234,534)
Total revenue				**51,919,514**
Underlying EBITDA – Segment	**1,195,188**	**3,878,938**	**1,715,900**	**6,790,026**
Less corporate costs				(1,948,499)
Underlying EBITDA – Group				**4,841,527**
Plus: other income – non-operating				2,466,250
Less: share based payments				(932,827)
Less: acquisition, restructuring, one-off and restructuring costs				(1,778,482)
EBITDA – Group				4,596,468
Less: finance expenses				(1,025,591)
Less: depreciation and amortisation				(3,089,997)
Profit before tax – Group				480,880

4 Revenue

	Consolidated 30 June 2024	Consolidated 30 June 2023
Sales revenue	$	$
Voice	23,107,080	20,232,979
Data	11,817,060	13,225,462
Managed service	20,536,587	18,461,073
	55,460,727	**51,919,514**
Sales revenue	$	$
Global	12,372,564	10,833,852
SME	23,828,879	24,209,191
ICT	19,259,284	16,876,470
	55,460,727	**51,919,514**

Disaggregation of revenue

The Group derives its revenue from the delivery of hosted voice, data and enterprise networks and cloud-based communication enablement services that is recognised over the term of the contract. The table above provides a breakdown of revenue by major business line. As disclosed, in note 3 the Group has three operating segments.

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

	Consolidated 30 June 2024	Consolidated 30 June 2023
Timing of revenue recognition	$	$
Revenue recognised over time	51,449,063	49,924,894
Revenue recognised at a point in time	4,011,664	1,994,620
	55,460,727	**51,919,514**
Revenue from direct customers	44,984,515	47,549,577
Revenue from wholesale	10,476,212	4,369,937
	55,460,727	**51,919,514**

5 Individually significant profit or loss items

The Group has identified a number of items which are material due to the significance of their nature and/or amount. These are listed separately here to provide a better understanding of the financial performance of the Group.

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Other income		
Vendor loan write back	-	2,464,618
Other	154,804	215,833
Total other income	**154,804**	**2,680,451**
Depreciation & amortisation		
Depreciation expense	133,038	98,382
Depreciation – right of use assets	802,148	991,289
Amortisation – customer contracts	1,393,210	1,379,621
Amortisation – brand	155,138	155,138
Amortisation – software	675,623	342,482
Amortisation – bundled equipment	215,468	123,085
Total depreciation & amortisation	**3,374,625**	**3,089,997**
Interest Expense		
Interest expense	788,607	876,237
Interest on lease liability	108,220	149,354
Total interest expense	**896,827**	**1,025,591**
Other costs		
Share based payments	630,587	932,827
Superannuation guarantee expense	1,218,228	1,218,446
Acquisition costs	111,501	23,349
Restructuring costs	230,238	871,088

6 Income tax expense

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Income tax expense		
Current tax	(494,938)	124,401
Deferred tax – origination and reversal of temporary differences	660,496	26,806
Change in tax rate	-	907,403
Total income tax expense	**165,558**	**1,058,610**

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Reconciliation of income tax expense / (benefit) and tax at the statutory rate		
Profit before income tax	**62,462**	**480,880**
At the Group's statutory income tax rate of 30% (June 2023: 30%)	18,738	144,264
Non-deductible expenses	213,117	313,350
Tax on non-assessable income	-	(748,491)
Change in tax rate	-	907,403
Deferred tax – origination and reversal of temporary differences	(66,297)	442,084
Income tax expense	**165,558**	**1,058,610**

7 Reconciliation of Profit / (Loss) after income tax to net cash from operating activities

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
(Loss) for the period	(103,096)	(577,730)
Adjustments for:		
Share based payments	630,587	932,827
Depreciation and amortisation	3,374,625	3,089,997
Other income – vendor loan write-back	-	(2,464,618)
	3,902,116	**980,476**
Change in assets and liabilities:		
(Increase) / decrease in receivables	(548,286)	(701,086)
(Increase) / decrease in inventory	(130,037)	(86,730)
(Increase) / decrease in deferred tax	(301,630)	519,770
Increase / (decrease) in tax payables	199,461	(91,009)
Increase / (decrease) in payables	363,254	624,625
Increase / (decrease) in provisions	251,831	(157,506)
Increase / (decrease) in other working Capital	319,525	725,087
Net cash inflow from operating activities	**4,055,961**	**1,813,627**

8 Trade and other receivables

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Trade receivables	6,136,405	5,648,791
Less: provision for impairment of receivables	(88,002)	(148,674)
	6,048,403	**5,500,117**
Other receivables	73,903	72,650
Total trade and other receivables	**6,122,306**	**5,572,767**

(i) Classification of trade and other receivables

Trade receivables are amounts due from customers for goods or services performed in the ordinary course of business. Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in the active market. If collection of the amounts is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally settled within 30 days and therefore are all classified as current.

(ii) Fair values of trade and other receivables

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as the fair value.

The expected credit losses (ECL) model directs the approach to determine the allowance for ECL on trade receivables to the lifetime ECL as there is no financing component in the receivable, nor is it a lease receivable.

This requires an allowance matrix to be established that takes into account historical observed default rates which is adjusted for forward looking estimates.

Default rates do not exist in a structured or repetitive form. The nature of the service provided reduces the risk of default as opposed to a dispute. This is because,

- Credit ratings being applied on all contract wins;
- The ability to stop or disrupt telecom services for non-payment. For small businesses their phone (and phone number) is a vital tool for business survival. For larger businesses the phone or cloud-based network is key to how they provide services and operate; and
- Disrupting payment is preceded by unpaid bill notices, the last ones which set out that non-payment activity is registered with a credit rating agency.

Based on what has been observed and business acquisitions made during the year, the following allowance matrix has been determined:

Not overdue: 1%, 0 to 1 months overdue: 1%, 1 to 3 months overdue: 2% and over 3 months overdue: 8%.

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

	Expected credit loss rate		Carrying amounts		Allowance for expected credit losses	
	2024 %	2023 %	2024 $	2023 $	2024 $	2023 $
Not overdue	**1%**	**1%**	3,378,266	3,504,344	16,891	19,729
0 to 1 months overdue	**1%**	**3%**	1,186,328	1,104,051	5,932	28,153
1 to 3 months overdue	**2%**	**4%**	814,489	461,981	12,217	16,400
Over 3 months overdue	**8%**	**15%**	757,322	578,415	52,962	84,392
			6,136,405	**5,648,791**	**88,002**	**148,674**

Through a greater focus on collections, agreed credit terms and an extension to terms for some customers the Group has been able to minimise any credit losses to date.

Movements in expected credit losses of receivables are as follows:

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Opening balance	148,674	156,675
Provision for expected credit losses recognised during the year	64,935	124,657
Receivables written off during the year as uncollectible	(125,607)	(132,658)
Closing balance	**88,002**	**148,674**

9 Other current assets

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Prepayments	616,569	840,225
Accrued revenue	176,842	140,194
Security deposits	568,297	700,200
Inventory	157,338	145,587
Bundled equipment	406,043	287,758
	1,925,089	**2,113,964**

10 Property, plant and equipment

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Computer Equipment	459,211	288,406
Less: Accumulated Depreciation	(277,077)	(224,016)
	182,134	64,390
Leasehold Improvements	102,247	166,319
Less: Accumulated Depreciation	(63,663)	(71,213)
	38,584	95,106
Office Furniture and Equipment	156,546	131,053
Less: Accumulated Depreciation	(128,889)	(116,636)
	27,657	14,417
Motor Vehicles	-	33,117
Less: Accumulated Depreciation	-	(28,286)
	-	4,831
Total property, plant and equipment	**248,375**	**178,744**

	Computer equipment	Leasehold improvements	Office furniture & equipment	Motor vehicles	Total
Consolidated	$	$	$	$	$
Balance at 1 July 2022	84,684	123,881	15,995	8,970	233,530
Additions – business combination	40,450	-	3,146	-	43,596
Depreciation expense	60,744	(28,775)	(4,724)	(4,139)	(98,382)
Balance at 30 June 2023	**64,390**	**95,106**	**14,417**	**4,831**	**178,744**

	Computer equipment	Leasehold improvements	Office furniture & equipment	Motor vehicles	Total
Consolidated	$	$	$	$	$
Balance at 1 July 2023	64,390	95,106	14,417	4,831	178,744
Additions	170,805	8,965	25,494	-	205,264
Disposals	-	-	-	(2,594)	(2,594)
Depreciation expense	(53,061)	(65,487)	(12,254)	(2,237)	(133,039)
Balance at 30 June 2024	**182,134**	**38,584**	**27,657**	**-**	**248,375**

11 Right of use assets

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Land and buildings – right of use	2,971,948	4,283,696
Less: Accumulated depreciation	(1,480,103)	(1,989,703)
	1,491,845	**2,293,993**

The consolidated entity leases buildings for its offices under agreements of one, three and five years. The leases have various escalation clauses. If renewed, the terms of the leases are renegotiated.

12 Intangibles

Consolidated	Customer contracts [1]	Brand [1]	Goodwill [1]	Software	Internally generated software	Capital work in progress	Other	Total
	$	$	$	$	$	$	$	$
Cost								
Balance at 1 July 2023	25,636,293	6,189,566	30,554,849	3,435,928	1,125,059	537,896	21,045	67,500,636
Additions during the period	-	-	-	13,371	-	118,514	-	131,885
Write-off	-	-	-	(82,896)	-	(336,012)	-	(418,908)
Balance at 30 June 2024	25,636,293	6,189,566	30,554,849	3,366,403	1,125,059	320,398	21,045	67,213,613
Accumulated amortisation and Impairment								
Balance at 1 July 2023	(8,143,424)	(3,080,556)	(8,831,444)	(3,169,435)	(491,784)	-	(13,154)	(23,729,797)
Write-off	-	-	-	80,893	-	-	-	80,893
Amortisation expense	(1,393,207)	(155,138)	-	(114,603)	(225,011)	-	-	(1,887,959)
Balance at 30 June 2024	**16,099,662**	**2,953,872**	**21,723,405**	**163,258**	**408,264**	**320,398**	**7,891**	**41,676,750**

Determination of CGU's

For the purpose of assessing the Group's intangible assets, management has previously identified three cash-generating units (CGUs) that make up the Group. These include Global (International, Wholesale and Enterprise customers), SME (SME telecommunication customers) and ICT (comprising the businesses of onPlatinum ICT Pty Ltd and Tango Technologies Pty Ltd). These three divisions generate cash flows that are largely independent of each other.

This determination remains unchanged since the prior year.

Goodwill is allocated to the following cash generating units:

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Global	4,785,047	4,785,047
SME	11,264,646	11,264,646
ICT	5,673,712	5,673,712
	21,723,405	**21,723,405**

The determination of the three CGU's (Global, SME and ICT) reflects how the Group manages its individual customers, by grouping them according to how they are categorized as either an SME, Global or ICT customer. Typically, the same categorised customer will have similar product and service requirements, generating efficiencies for the Group and a better level of service for the customer if delivered and managed within the same division.

The recoverable amounts of the CGU were determined based on a value-in-use calculation, reflecting management forecasts for the first year and longer-range projections for years two to five. Cash flows beyond the five-year period are extrapolated using a suitable growth rate determined by management, not exceeding the anticipated long-term average growth rate for the business in which the CGU operates.

The budget and projections used represent management's current projected growth expectations. In determining such assumptions, factors such as competitive dynamics, market opportunities, synergies from acquired businesses (both ealised and unrealised) and cost control were all contemplated.

The key assumptions management have used in forecasting cash flow projections over the five-year period are as set out below. During the period management have made short-term growth projections and assumptions for value in use calculations, that reflect current economic conditions. Under these conditions, the recoverable amounts of the CGUs exceed their carrying amounts and no impairment has been recognized.

Key assumptions used for value-in-use calculations

When testing for impairment, the discounted future cash flows are assessed to determine the value-in-use of the CGU. The recoverable amount under the value-in-use method is then compared to the carrying value of the CGU to evaluate whether there is any impairment.

Management used the following key assumptions in determining the recoverable amounts of its intangible assets:

	Global	SME	ICT
Revenue growth – year 1	15.3%	-2%	-5.0%
Revenue growth – years 2 to 5	10.0%	3.0%	5.0%
Gross Margin	52.7%	47.7%	51.8%
Wage and Operating expenses growth	6.0% to 10.0%	3.0%	3.0% to 5.0%
Weighted average cost of capital (WACC)	11.8%	14.3%	9.0%
Terminal growth rate	3.0%	3.0%	3.0%
Risk factor to free cashflows	30.0%	10.0%	10.0%
Long term annual capital expenditure	$0.15m	$0.15m	$0.10m

Sensitivity analysis

As disclosed in Note 2(m), management have made judgements and estimates in respect of impairment testing of goodwill and other indefinite life intangibles. Should these judgements and estimates not occur the carrying amounts may decrease.

The key sensitivities assessed on a CGU by CGU basis are as follows (all other assumptions remaining constant), movements of which may then require an impairment charge in the CGU.

	Key sensitivity		
Cash Generating Unit	**Revenue growth to decrease to below**	**Discount rate increase to more than**	**Risk factor on free cashflows to increase to more than**
Global	0.1%	17.7%	30.4%
SME	7.1%	17.9%	58.6%
ICT	2.4%	12.5%	44.4%

Management believes that other reasonable changes in the key assumptions on which the recoverable amount is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

13 Deferred tax assets

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Deferred tax asset comprises temporary differences attributable to:		
Temporary differences	1,148,915	1,368,262
Carried forward losses	237,323	392,561
Amounts recognised in equity for capital raising	22,495	51,156
Deferred tax asset	**1,408,733**	**1,811,979**
Movements in deferred assets:		
Opening balance	1,811,979	2,478,455
Debited/(credited) to:		
- Relating to change in tax rate	-	495,691
- Relating to prior year losses brought on	-	(317,572)
- Relating to temporary differences	(374,585)	(833,530)
- Amounts recognised in equity for capital raising	(28,661)	(16,898)
- Acquisitions	-	5,832
Closing balance	**1,408,733**	**1,811,979**

14 Trade and other payables

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Trade payables	4,077,037	3,713,784
Accrued expenses	1,520,642	1,211,676
Payroll liabilities	313,924	572,452
GST liabilities	179,889	138,130
Other payables	684,000	500,844
	6,775,492	**6,136,886**

Trade payables are unsecured and are usually paid within 30 days of recognition.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

15 Lease liabilities

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Current	490,302	849,951
Non-current	1,252,852	1,850,228

16 Contract Liabilities

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Contract Liabilities	660,075	688,094
Reconciliation		
Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:		
Opening balance	688,094	774,719
Payments received in advance	669,552	688,394
Transfer to revenue – included in opening balance	(697,571)	(775,019)
Closing balance	**660,075**	**688,094**

17 Provisions

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Current liabilities		
Annual leave	826,298	720,614
Long service leave	533,455	378,213
	1,359,753	**1,098,827**
Non-current liabilities		
Long service leave	**178,055**	**187,150**

18 Borrowings

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Current liabilities		
Term loan	**7,627,911**	**1,000,000**

Non-current liabilities		
Term loan	**-**	**7,627,911**

As the term loan is due to expire in February 2025 within twelve months of the reporting date, the drawn balance has been recorded in full as a current liability. However on 14 August 2024 the Directors signed a new facility agreement with the Commonwealth Bank of Australia to renew the Term Loan with a facility limit of $7.6m and extend the term of Group's Term Loan and other facilities to 10 August 2026.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Total facilities		
Bank overdraft	700,000	700,000
Bank term loans	8,250,000	9,250,000
	8,950,000	**9,950,000**
Used at the reporting date		
Bank overdraft	-	-
Bank term loans	7,627,911	8,627,911
	7,627,911	**8,627,911**
Unused at the reporting date		
Bank overdraft	700,000	700,000
Bank loans	622,089	622,089
	1,322,089	**1,322,089**

The existing Term Loan has a term of 3 years and repayments of $ $0.25m per quarter. Under the new agreement repayments are $0.30m per quarter.

Existing Security includes fixed and floating charges from Comms Group Limited and all subsidiaries and Guarantees from all Australian registered lending and non-lending Group entities. Under the new agreement Security remains unchanged.

Under the new agreement entered on 14 August 2024 the Bank overdraft facility has been cancelled but access to a Temporary Excess facility has been granted that will provide short term funds on a as needs basis. All other Terms and Conditions of the new facility are materially consistent with those of the existing facility.

19 Deferred tax liability

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Movements in deferred liabilities:		
Opening balance	6,868,762	7,015,468
Debited / (credited) to:		
- relating change in tax rate	-	1,403,094
- relating to temporary differences	(705,149)	(1,195,468)
- intangible assets acquired on acquisition	-	(354,333)
	6,163,613	**6,868,762**

20 Share capital

	Consolidated 30 June 2024	Consolidated 30 June 2023	Consolidated 30 June 2024	Consolidated 30 June 2023
	Shares	Shares	$	$
Ordinary Shares - fully paid	**384,863,877**	381,478,877	**48,930,371**	48,930,371

Movements in ordinary share capital

	Date	Shares	$
Opening balance	1 July 2022	361,320,543	47,778,371
Acquisition of subsidiary - Tranche 2	1 July 2022	13,333,334	1,000,000
Performance rights vesting	13 March 2023	4,375,000	-
Issued to Vendor	1 April 2023	2,000,000	152,000
Performance rights vesting	20 April 2023	450,000	-
Balance 30 June 2023		**381,478,877**	**48,930,371**
Opening balance		381,478,877	48,930,371
Performance rights vesting	24 July 2023	340,000	-
Performance rights vesting	20 September 2023	1,705,000	-
Performance rights vesting	2 November 2023	50,000	-
Performance rights vesting	27 November 2023	150,000	-
Performance rights vesting	20 February 2024	340,000	-
Performance rights vesting	5 April 2024	400,000	-
Performance rights vesting	18 June 2024	400,000	-
Balance 30 June 2024		**384,863,877**	**48,930,371**

(i) Ordinary shares

Ordinary shares entitle the holder to participate in dividends, and to share in the proceeds of winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote.

Capital risk management

The consolidated entity'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.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amounts of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The capital risk management policy remains unchanged from the prior year.

21 Share based payments reserve

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Opening balance	1,569,927	981,088
Share based payment expense	630,587	932,827
Transfer to retained earnings	-	(191,988)
Issue of shares as deferred consideration	-	(152,000)
Share based payments reserve	**2,200,514**	**1,569,927**

Share-based payment reserve is used to recognise deferred consideration for the acquisition of subsidiaries, and the value of equity benefits provided to employees, directors and other external parties as part of their remuneration.

22 Earnings per share

Reconciliation of earnings used in calculating profit per share

	Consolidated 30 June 2024	Consolidated 30 June 20223
	$	$
(Loss) attributable to the ordinary equity holders of the company	**(103,096)**	**(577,730)**

Weighted average number of ordinary shares used as the denominator in calculating earnings per share	383,479,082	376,559,767
Performance rights on issue	40,130,000	37,315,000
Adjustment for performance rights that are not dilutive	(38,704,000)	(36,105,000)
Weighted average number of ordinary shares used as the denominator in calculating earnings per share	**384,905,082**	**377,769,767**

	Cents	Cents
Basic earnings per share	(0.03)	(0.15)
Diluted earnings per share	(0.03)	(0.15)

There is no dilution impact arising from outstanding deferred consideration shares, warrants, options and performance related shares due to losses incurred.

23 Share based payments

Long Term Incentive Scheme

During the year a total of 6,500,000 performance rights were issued to Directors and Management under the Performance Rights Plan with 300,000 rights forfeited before the end of the year.

Performance Rights issued during the year and issued in all prior years are subject to new plan rules approved at the 2022 Annual General Meeting held on 22 November 2022, as follows:

- Based on share price hurdles, 30% are subject to vesting at either 12.5 or 15 cents per share, earliest of 18 months from grant date and 30% are subject to vesting at 20 cents per share, earliest 30 months from grant date and based on continuous employment, 20% are subject to vesting 24 months from the grant date, 10% are subject to vesting 36 months from the grant date and 10% are subject to vesting 48 months from the grant date.
- Based on continuous employment, one-third are subject to vesting 24 months from the grant date, one-third are subject to vesting 36 months from the grant date and one-third are subject to vesting 48 months from the grant date.

Set out below are summaries of performance rights issued under the scheme to the end of the year, subject to new plan rules:

Grant date	Expiry date	Balance at the start of the year	60% of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	Granted	Vested during the year	Exercised	Forfeited	Balance at the end of the year
2024									
23/07/2019	22/07/2024	10,695,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	1,485,000	1,785,000	-	8,910,000
28/04/2020	27/04/2025	890,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	50,000	50,000	-	840,000
24/11/2020	23/11/2025	1,250,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	150,000	200,000	-	1,050,000
5/02/2021	4/02/2026	3,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	300,000	600,000	-	2,400,000
20/04/2021	19/04/2026	1,300,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	130,000	290,000	-	1,010,000
21/01/2022	20/01/2027	5,230,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	956,000		300,000	4,930,000
24/02/2022	23/02/2027	2,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	400,000	400,000	-	1,600,000
18/05/2022	17/05/2027	2,150,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	430,000	60,000	-	2,090,000
22/07/2022	21/07/2027	5,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	5,000,000
1/12/2022	30/11/2027	5,800,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	5,800,000
4/08/2023	4/08/2028	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	500,000	-	-	-	500,000
21/11/2023	21/11/2028	-	n/a	33% 24mths / 33% 36 mths / 33% 48 Months	6,000,000	-	-	-	6,000,000
TOTAL		**37,315,000**			**6,500,000**	**3,901,000**	**3,385,000**	**300,000**	**40,130,000**

The conditions for vesting prior to new plan rules being approved at the 2022 Annual General Meeting held were as follows:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to 50% of the total number of performance rights that may vest (tranche A):
  - Comms Group Share price hurdle of either 12.5, 15 or 20 cents (whichever is applicable to the employee) achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 18 months from grant date;
- The following applies to 50% of the total number of performance rights that may vest (tranche B):
  - Comms Group Share price hurdle of either 20, 25 or 30 cents (whichever is applicable to the employee) achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 30 months from the grant date.

Set out below are summaries of performance rights issued under the prior scheme rules to the end of the prior year:

Grant date	Expiry date	Balance at the start of the year	60% of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	Granted	Vested during the year	Exercised	Forfeited	Balance at the end of the year
23/07/2019	22/07/2024	14,850,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	4,455,000	4,155,000	-	10,695,000
28/04/2020	27/04/2025	2,900,000	$0.125 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	420,000	420,000	1,590,000	980,000
24/11/2020	23/11/2025	250,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	300,000	250,000	-	250,000
5/02/2021	4/02/2026	3,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	600,000	-	-	3,000,000
20/04/2021	19/04/2026	1,300,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	260,000	-	-	1,300,000
21/01/2022	20/01/2027	5,980,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	750,000	5,140,000
24/02/2022	23/02/2027	2,000,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	-	2,000,000
18/05/2022	17/05/2027	3,900,000	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	-	-	-	1,750,000	2,150,000
22/07/2022	21/07/2027	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	6,000,000	-	-	1,000,000	5,000,000
1/12/2022	30/11/2027	-	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	6,100,000	-	-	300,000	5,800,000
TOTAL		**35,430,000**			**12,100,000**	**6,035,000**	**4,825,000**	**5,390,000**	**37,315,000**

The incremental Fair value as a result of approval of the new plan at The Annual General Meeting held on 22nd November 2022 is as follow:

	Old plan rules		New Plan Rules				
	100 % of total grants vesting on share price hurdle price: 60% 18months / 40% 30 months		60 % of total grants Vesting price: 50% 18months / 50% 30 months		40 % of total grants Vesting based on tenure: 50% 24 months/ 25% 36 months/ 25% 48 Months		
Grant date	Grant date fair value of grants vesting in 18 months	Grant date fair value of grants vesting in 30 months	Incremental fair value of grants vesting in 18 months	Incremental fair value of grants vesting in 30 months	Incremental fair value of grants vesting in 24 months	Incremental fair value of grants vesting in 36 months	Incremental fair value of grants vesting in 48 months
23/07/2019	$0.02	$0.02	$0.00	$0.00	$0.02	$0.03	$0.03
28/04/2020	$0.06	$0.05	$0.00	$0.00	$0.02	$0.03	$0.03
16/11/2020(1)	$0.07	$0.05	$0.00	$0.00	$0.00	$0.00	$0.00
24/11/2020	$0.08	$0.07	$0.00	$0.00	$0.02	$0.03	$0.03
24/11/2020	$0.08	$0.07	$0.00	$0.00	$0.02	$0.03	$0.03
5/02/2021	$0.06	$0.06	$0.01	$0.01	$0.03	$0.05	$0.05
20/04/2021`	$0.05	$0.04	$0.01	$0.01	$0.03	$0.05	$0.05
21/01/2022	$0.09	$0.07	$0.01	$0.01	$0.03	$0.05	$0.05
24/02/2022	$0.07	$0.06	$0.01	$0.01	$0.03	$0.05	$0.05
18/05/2022	$0.07	$0.05	$0.01	$0.01	$0.03	$0.05	$0.05
22/07/2022	$0.07	$0.06	$0.00	$0.00	$0.02	$0.03	$0.03

The above incremental fair values will be recognised as an expense over the period from the modification date to the end of the vesting period. The expense of the original share performance rights will continue to be recognised as if the terms had not been modified.

The grant on 1st December 2022 was after the new plan rules were approved in The Annual General Meeting held on 22 November 2022.

The weighted average share price during the financial year was $0.064 (2023: $0.073).

The weighted average remaining contractual life through to the expiry date of share performance rights outstanding at the end of the financial year was 2.37 years (2023: 2.90 years).

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

Grant date	Expiry date	Share price at grant date	60% of total grants Vesting price: 50% 18mths / 50% 30 mths	40 % of total grants Vesting based on tenure	100 % of total grants Vesting based on tenure	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date: 18 mths / 30 mths	Fair value at grant date: vesting based on Tenure
4/08/2023	4/08/2028	$0.074	$0.15 / $0.20	20% 24mths / 10% 36 mths / 10% 48 Months	n/a	500,000	-	4.35%	$0.053 / $0.044	$0.074
21/11/2023	21/11/2028	$0.059	n/a	n/a	33% 24mths / 33% 36 mths / 33% 48 Months	6,000,000	-	n/a	n/a	$0.059

The performance rights granted on the 4 August 2023 will vest provided the following conditions are met:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to 30% of the total number of performance rights that may vest:
  - Comms Group Share price hurdle of 15 cents achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 18 months from grant date.
- The following applies to 30% of the total number of performance rights that may vest:
  - Comms Group Share price hurdle of 20 cents achieved during the term. The share price hurdle must be reached on at least 20 consecutive trading days at any time during the term of the performance rights in order to satisfy this hurdle. The minimum vesting period is 30 months from grant date.
- The following applies to 20% of the total number of performance rights that may vest:
  - 24 months from grant date based on continuous employment.
- The following applies to 10% of the total number of performance rights that may vest:
  - 36 months from grant date based on continuous employment.
- The following applies to 10% of the total number of performance rights that may vest:
  - 48 months from grant date based on continuous employment.

The performance rights granted on the 21 November 2023 will vest provided the following conditions are met:

- The employee is continuously employed or continues to provide services to the Company up to the vesting period;
- The following applies to one-third of the total number of performance rights that may vest:
  - 24 months from grant date based on continuous employment.
- The following applies to one-third of the total number of performance rights that may vest:
  - 36 months from grant date based on continuous employment.
- The following applies to one-third of the total number of performance rights that may vest:
  - 48 months from grant date based on continuous employment.

The exercise price is $nil and the expiry date is 5 years after the grant date of the performance rights.

24 Financial risk management

The Group's financial instruments consist of cash at bank, trade and other receivables, and trade and other payables and a loan facility.

The main risks arising from the Groups financial instruments are interest rate risk, liquidity risk, credit risk and foreign currency risk. The Board has delegated the responsibility for assessing and monitoring financial risk to management. Management monitors these risks daily.

(i) Interest rate risk

The Groups interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

(ii) Liquidity risk

Liquidity risk represents the Group's ability to meet its contractual obligations as they fall due. The Group regularly monitors current and expected cash requirements to ensure that it maintains sufficient reserves of cash and adequate funding from banks to meet its liquidity requirements in the short and longer term.

The Directors of the Company regularly review the Group's cash flow projections prepared by management.

	Weighted average interest rate	1 year or less	1-5 years	Over 5 years	Total contractual flows	Carrying amount
	%	$	$	$	$	$
Financial assets						
As at 30 June 2023						
Trade and other receivables	-	5,572,767	-	-	-	5,572,767
Cash at bank	-	1,928,582	-	-	-	1,928,582
Total financial assets		**7,501,349**	**-**	**-**	**-**	**7,501,349**
As at 30 June 2024						
Trade and other receivables	-	6,122,306	-	-	-	6,122,306
Cash at bank	-	3,576,039	-	-	-	3,576,039
Total financial assets		**9,698,345**	**-**	**-**	**-**	**9,698,345**
Financial liabilities						
As at 30 June 2023						
Trade and other payables	-	6,136,886	-	-	-	6,136,886
Borrowings	9.70%	1,000,000	7,627,911			8,627,911
Lease liabilities	5.00%	849,951	1,366,884	483,344	-	2,700,179
Total financial liabilities		**7,986,837**	**8,994,795**	**483,344**	**-**	**17,464,976**
As at 30 June 2024						
Trade and other payables		6,775,492	-	-	-	6,775,492
Borrowings		7,627,911	-	-	-	7,627,911
Lease liabilities		490,302	1,105,332	147,520	-	1,595,634
Total financial liabilities		**14,893,705**	**1,105,332**	**147,520**	**-**	**15,999,037**

Bank overdraft and leasing facility

The Group has a secured business overdraft facility with the Commonwealth Bank of Australia for up to $700,000 and approved Term Loan with a facility limit now amortised to $8,250,000. As at 30 June 2024 the overdraft was undrawn and the Term Loan was drawn to $7,627,911.

(iii) Credit risk

The Group has no significant exposure to credit risk. For credit sales the Group only trades with recognised creditworthy third parties. It is the Group's policy that all customers who wish trade on credit terms are subject to credit verification procedures. Ageing analysis and ongoing credit evaluation are performed on the financial condition of the Group's customers and where appropriate, an allowance for expected credit losses is raised. In addition, receivable balances are monitored on an ongoing basis so that the Group's exposure to bad debts is not significant.

Credit terms for most customers are typically 15 to 30 days from month end. Customers are considered to be in default after 30 days with collection processes then taking place, where appropriate (subject to telecommunication industry regulations).

(iv) Foreign exchange risk

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

Foreign exchange risk arises from recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency.

This risk is managed by maintaining foreign currency receipts in the currency of receipt to be subsequently used for the payment of foreign currency costs.

25 Commitments and contingencies

The Group has no contingent liabilities or capital commitments at 30 June 2024 (30 June 2023: nil).

26 Entities within the consolidated group

The following entities are included within the Consolidated Group:

Entity Name	Country of incorporation	% Consolidated 2024
Comms Group Limited (parent)	Australia	100%
CommsChoice Pty Limited	Australia	100%
Telegate Pty Ltd	Australia	100%
Commschoice Operations Pty Ltd	Australia	100%
Comms Group Services Pty Limited	Australia	100%
TelAustralia Pty Ltd	Australia	100%
Comms Group Operations Pty Ltd	Australia	100%
Syntel Pty Ltd	Australia	100%
Comms Group (International) Pte Ltd	Singapore	100%
SingVoip Pte Ltd	Singapore	100%
Next Telecom Pty Ltd	Australia	100%
Binary Networks Pty Ltd	Australia	100%
Binary Wholesale Pty Ltd	Australia	100%
on Group Holdings Pty Ltd	Australia	100%
onPlatinum ICT Pty Ltd	Australia	100%
onPlatinum ICT Pty Pte Ltd	Singapore	100%
Tango Technology Pty Ltd	Australia	100%
Comms Group International (UK) Ltd	United Kingdom	100%
Comms Group Philippines Inc.	Philippines	100%
Comms Group international Hong Kong Limited (Hong Kong)	Hong Kong	100%
Comms Group Operations Malaysia SDN. BHD.	Malaysia	50%
Indonesia Branch office of Comms Group (International) Pte Ltd	Indonesia	100%
Taiwan Branch office of Comms Group (International) Pte Ltd	Taiwan	100%
Japan Branch office of Comms Group (International) Pte Ltd	Japan	100%

27 Events after reporting date

On 14 August 2024 the Directors signed a new Facility Agreement with the Commonwealth Bank of Australia as outlined in Note 18 Borrowings to extend the term of the Group's Term Loan and other facilities to 10 August 2026.

There have been no other significant matters or circumstances not otherwise dealt with in this report between the reporting date and the date the financial statements were approved for issue that will significantly affect the operation of the Group, the results of those operations or the state of affairs of the Group or subsequent financial years.

28 Auditor's remuneration

The auditor of Comms Group is BDO Audit Pty Ltd.

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Remuneration of auditor BDO and related entities		
Audit and review of financial statements	211,558	193,036
Non-audit fees: Taxation services	42,927	24,000
Non-audit fees: Whistle blowing services	5,000	5,000
	259,485	**222,036**

29 Related party transactions

Parent entity

Comms Group Limited is the ultimate parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 26.

Key management personnel

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

Compensation

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

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Short-term employee benefits	912,650	896,762
Post-employment benefits	75,808	74,559
Share-based payments	306,130	419,121
Total key management personnel remuneration	**1,294,588**	**1,390,442**

Transactions with related parties

Benjamen Jennings is a director of Outforce Pty Ltd, which provide business process outsourcing services. Total amounts paid by the Group for the year ended 30 June 2024 were $519,782.81 (2023: $461,253).

Ryan O'Hare is a Director of Next Green Group Pty Ltd that owns Next Business Energy Pty Ltd. who provides electricity to Next Telecom. Total amounts paid by the Group for the year ended 30 June 2024 were $7,847 (2023: $5,786).

For the period to 30 June 2024 Next Green Group Pty Ltd acquired telecommunication services from the Group of $62,430.

Receivable from and payable to related parties

As at 30 June 2024 Jennings Partners Chartered Accountants owes $1,150 for communication services provided to that date.

As at 30 June 2024 Next Green Group Pty Ltd owes $5,462 for telecommunication services provided to that date.

Loans to/from related parties

None.

Deferred consideration available with related parties

None.

30 Parent entity information

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

	Consolidated 30 June 2024	Consolidated 30 June 2023
	$	$
Statement of profit or loss and other comprehensive income		
Total comprehensive loss for the year	(4,654,336)	(3,050,993)
Statement of financial position		
Current assets	7,508,375	6,026,297
Total assets	**39,239,097**	**38,413,960**
Current liabilities	22,245,356	8,218,211
Total liabilities	**21,285,654**	**16,436,768**
Net assets	17,953,443	21,977,192
Equity		
Issued capital	48,930,371	48,930,371
Share based payment reserve	2,200,514	1,569,927
Accumulated losses	(33,177,442)	(28,523,106)
Total equity	**17,953,443**	**21,977,192**

Guarantees entered into by the parent entity

An interlocking guarantee has been provided by the parent for the subsidiaries, as part of the security provided to the Commonwealth Bank of Australia for the Term Loan and other facilities it has provided the Group.

Contingent liabilities entered into by the parent entity

The parent entity had no contingent liabilities as at 30 June 2024.

Capital commitments – property plant and equipment

The parent entity had no capital commitments for plant and equipment as at 30 June 2024.

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

Comms Group Limited
Consolidated Entity Disclosure Statement

The Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the *Corporations Act 2001*. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

The following entities were part of the consolidated entity at the end of the financial year.

Name of the entity	Entity type	% of share capital held	Country of incorporation	Australian resident or foreign resident (for tax purposes)	Foreign tax jurisdiction(s) of foreign residents
Comms Group Limited (parent)	Body corporate	100%	Australia	Australian	N/A
CommsChoice Pty Limited	Body corporate	100%	Australia	Australian	N/A
Telegate Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Commschoice Operations Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Comms Group Services Pty Limited	Body corporate	100%	Australia	Australian	N/A
TelAustralia Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Comms Group Operations Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Syntel Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Comms Group (International) Pte Ltd	Body corporate	100%	Singapore	Foreign	Singapore
SingVoip Pte Ltd	Body corporate	100%	Singapore	Foreign	Singapore
Next Telecom Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Binary Networks Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Binary Wholesale Pty Ltd	Body corporate	100%	Australia	Australian	N/A
on Group Holdings Pty Ltd	Body corporate	100%	Australia	Australian	N/A
onPlatinum ICT Pty Ltd	Body corporate	100%	Australia	Australian	N/A
onPlatinum ICT Pty Pte Ltd	Body corporate	100%	Singapore	Foreign	Singapore
Tango Technology Pty Ltd	Body corporate	100%	Australia	Australian	N/A
Comms Group International (UK) Ltd	Body corporate	100%	United Kingdom	Foreign	United Kingdom
Comms Group Philippines Inc.	Body corporate	100%	Philippines	Foreign	Philippines
Comms Group international Hong Kong Limited (Hong Kong)	Body corporate	100%	Hong Kong	Foreign	Hong Kong
Comms Group Operations Malaysia SDN. BHD.	Body corporate	50%	Malaysia	Foreign	Malaysia
Indonesia Branch office of Comms Group (International) Pte Ltd	Branch	100%	Indonesia	Foreign	Indonesia
Taiwan Branch office of Comms Group (International) Pte Ltd	Branch	100%	Taiwan	Foreign	Taiwan
Japan Branch office of Comms Group (International) Pte Ltd	Branch	100%	Japan	Foreign	Japan

Directors' Declaration

In the Directors' opinion:

1. the financial statements and notes, as set out on pages 25 to 64, are in accordance with the Corporations Act 2001 and:
   (a) comply with the Australian Accounting Standards, the Corporations Regulations 2001, and other mandatory professional reporting requirements;
   (b) comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
   (c) give a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
   (d) in the Directors' opinion the consolidated entity disclosure statement required by subsection 295(3A) of the Corporations Act 2001 is true and correct; and
2. 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
3. the directors have been given the declarations required by s295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

This declaration is made in accordance with a resolution of the Directors.

On behalf of the Board

Ryan O'Hare
Director

Sydney
21 August 2024

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret Street
Sydney NSW 2000
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Comms Group Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Comms Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

(i) Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and

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

Basis for opinion

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

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

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

Key audit matters

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

BDO

Impairment of Intangible Assets

Key audit matter	How the matter was addressed in our audit
The Group recognises a material balance of goodwill and other intangible assets as a result of historical business combinations, as detailed in Note 12 to the financial statements. This matter is considered significant to our audit given the material nature of these intangible assets to the Group. The assessment of impairment for intangible assets within each identified CGU involves critical accounting estimates and judgements, specifically in relation to forecast revenue and cash flows, which is affected by future market and economic conditions.	Our audit procedures to address this key audit matter included, but were not limited to; • Evaluating the discounted cash flow ('DCF') models prepared by management to determine the value-in-use of the CGUs. This included challenging and substantiating the key assumptions made by management, such as forecast revenue growth, operating costs and discount rates; • Consulting with BDO valuation experts in order to assess the reasonableness of the discount rates management has applied; • Performing sensitivity analysis on the DCF model in order to assess the impact of changes to the key assumptions in the model on the value in use of the CGUs; and • Ensuring disclosure in the financial statements is adequate and meets the requirements of Australian Accounting Standards.

Revenue Recognition

Key audit matter	How the matter was addressed in our audit
Revenue recognition has been a key focus of our audit, primarily due to the material nature of the balance as disclosed at Note 4 to the financial statements and the importance of the revenue balance to the users of the financial statements. Further, the complexity of the Group's billing systems, the manual nature in which the prices are entered into the billing system and the presence of manual revenue related journal entries results in an increased amount of auditor focus in gaining assurance on revenue recognition for the year-ended 30 June 2024.	Our audit procedures to address this key audit matter included, but were not limited to • Performing a reconciliation of the billing system and bank statements to the general ledger, investigating significant reconciling items or manual adjustments; • Substantively testing a sample of individual revenue items recognised during the period to supporting documentation; • Testing manual journal entries posted in relation to revenue that were not in line with our expectations; and • Ensuring revenue recognition policies are adequate and meet the requirements of AASB 15 *Revenue from Contracts with Customers*.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2024 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of:

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and

b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the Financial Report

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

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

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Comms Group Limited, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

For personal use only

Responsibilities

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

BDO Audit Pty Ltd

BDO

Gareth Few

Gareth Few
Director

Sydney 21 August 2024

Comms Group Limited
ASX Additional Information
30 June 2024

ASX Additional Information

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report is listed below.

The information is current as at 14 August 2024.

Distribution of shareholders

Securities

Fully paid ordinary shares

Analysis of numbers of equity holders by size holding:

	Total holders	Number of shares	Percentage
1 to 1,000	22	2,256	0.00
1,001 to 5,000	31	120,015	0.03
5,001 to 10,000	56	451,173	0.12
10,001 to 100,000	247	10,529,295	2.72
100,001 and over	228	375,337,138	97.13
	584	**386,439,877**	**100.000**

Comms Group Limited
ASX Additional Information
30 June 2024

Equity Security Holders

Twenty largest quoted equity security holders

	Number held	Percentage of total shares issued
NASHAR PTY LIMITED (RYAN O'HARE)	41,459,300	10.729%
ROBBIE BENNETTS ENTERPRISES PTY LTD	20,805,257	5.384%
BELL POTTER NOMINEES LTD	16,207,545	4.194%
MR MARK LAWRENCE MANION	16,118,161	4.171%
MR PETER MCGRATH & MRS JANICE MCGRATH	16,108,867	4.169%
AKAT INVESTMENTS PTY LIMITED	15,757,858	4.078%
TORRI PTY LTD	15,610,000	4.039%
GJFE INVESTMENTS PTY LTD	12,193,549	3.155%
JENNINGS GROUP INVESTMENTS PTY LTD	10,062,289	2.604%
GMNM CONSULTING PTY LTD	9,377,864	2.427%
VIE DE L'EAU PTY LTD	9,332,467	2.415%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,222,973	2.387%
OVERSCO PTY LTD	8,085,370	2.092%
MR ANTHONY ALLAN DUNPHY & MRS ANDREA DUNPHY	7,511,573	1.944%
BOVIDAE CAPITAL PTY LTD	7,282,264	1.884%
MR MATTHEW WILLIAM BURGE	6,714,068	1.737%
JAPEM PTY LTD	6,647,200	1.720%
BNP PARIBAS NOMINEES PTY LTD	5,830,409	1.509%
BOVIDAE SF PTY LTD	5,363,066	1.388%
TTOR PTY LTD	4,614,624	1.194%
Total Securities of Top 20 Holdings	**244,304,704**	**63.219%**

Substantial shareholders

	Number held	Percentage of total shares issued
NASHAR PTY LTD (Ryan O'Hare)	44,534,300	11.52%
ROBBIE BENNETTS ENTERPRISES PTY LTD	22,098,993	5.72%
MR PETER MCGRATH	21,156,067	5.47%

Marketable parcel of ordinary shares

There were 98 shareholders holding less than a marketable parcel of 463,444 ordinary shares.

Comms Group Limited
ASX Additional Information
30 June 2024

Unquoted equity securities

	Number on issue	Number of holders
Performance rights	38,554,000	28

Voting rights

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

Ordinary shares

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

Performance rights

No voting rights.

Corporate Directory

Directors	Ryan O'Hare – Non-Executive Chair Peter McGrath – Executive Director and Chief Executive Officer Benjamen Jennings – Non-Executive Director Claire Bibby – Non-Executive Director John Mackay – Non-Executive Director
Secretary	Andrew Metcalfe
Notice of Annual General Meeting	The Annual General Meeting of Comms Group Limited **will be held at** BDO Meeting Room, 1 Margaret Street Sydney NSW 2000 **time** 11.30 am **date** 26 November 2024
Registered Office	Level 3, 45 Clarence Street Sydney NSW 2000
Principal place of business	Level 3, 45 Clarence Street Sydney NSW 2000
Share register	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000
Auditor	BDO Audit Pty Ltd Level 11, 1 Margret Street Sydney NSW 2000
Solicitors	Thomson Geer Level 23, Rialto South Tower, 525 Collins Street Melbourne VIC 3000
Bankers	Commonwealth Bank of Australia
Stock exchange listing	Comms Group Limited shares are listed on the Australian Securities Exchange (ASX code: CCG)
Website	www.commsgroup.limited

investors@commsgroup.limited
www.commsgroup.limited

commsgroup GLOBAL