Janison

ANNUAL REPORT

2024

FY24 Highlights.

7m

DIGITAL ASSESSMENTS DELIVERED IN FY24 ACROSS 117 COUNTRIES

16%

GROWTH IN JANISON INSIGHTS ASSESSMENT PLATFORM

$45m

TOTAL CONTRACT VALUE (TCV) DEAL SIGNED WITH NSW DEPARTMENT OF EDUCATION[1]

51%

FEMALE STAFF

$43m

+5%

OPERATING REVENUE

$31m

ANNUALISED RECURRING REVENUE

59%

GROSS PROFIT MARGIN

$3m

EBITDA

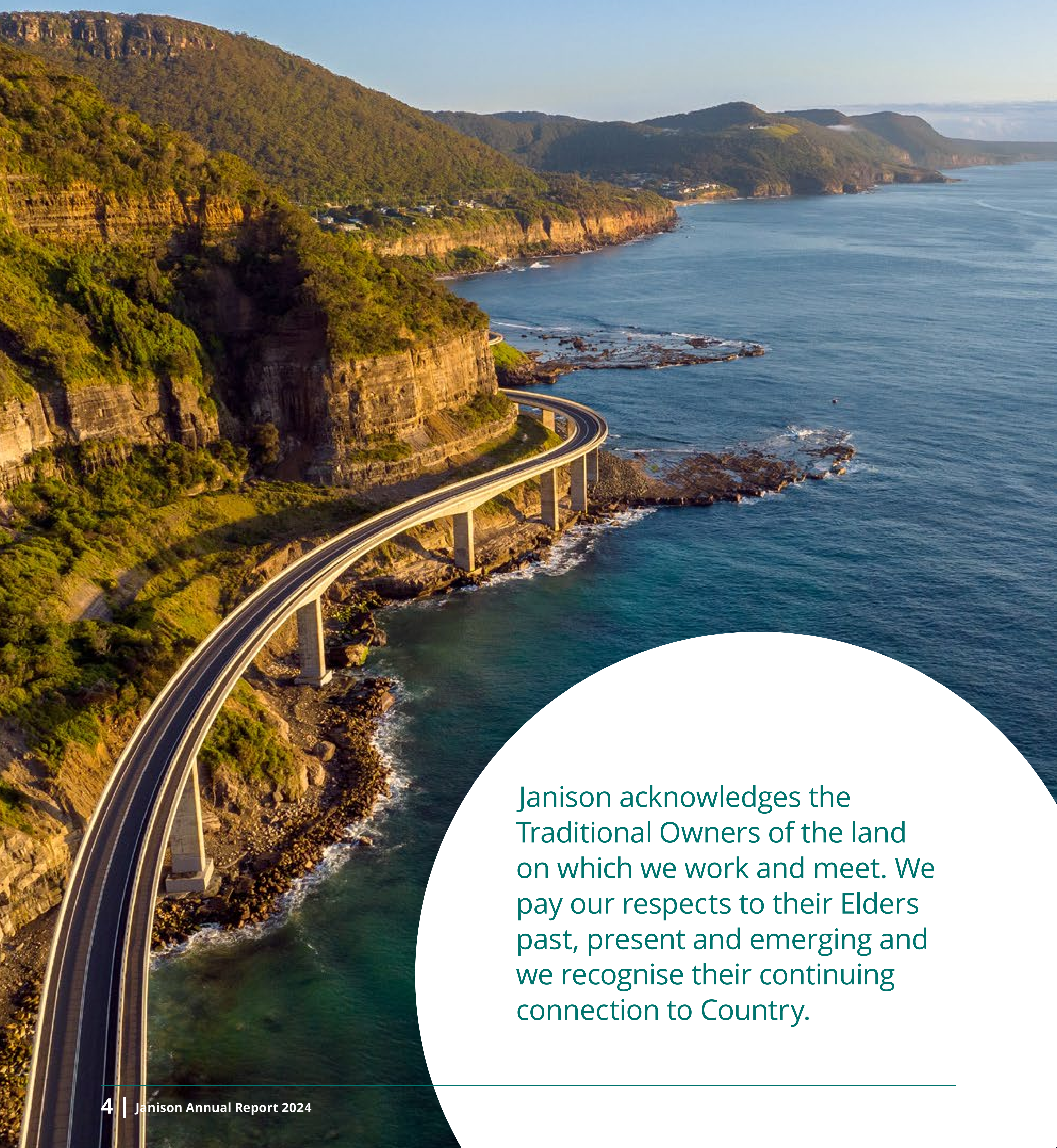
$10m

CASH ON HAND

[1]Subject to approval by the Department for all five years.

Contents

Janison Overview.



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

Unlocking potential through digital assessments.

Janison delivers digital assessments globally.

Janison Solutions is Janison's digital assessment platform and services, developed in partnership with the Australian government, the Singapore exams board and several other leading education authorities, since 2015.

Janison Insights™ powers some of the largest computer-based tests in the world to customers, delivering NAPLAN Online across all 9,000+ Australian schools, testing 400,000 students concurrently.

Janison provides comprehensive assessment services such as integration, customer and event support, exam management and reporting and analysis.

Janison Assessments™ is Janison's in-house test development centre, producing premium test content, marking, reporting and analysis for schools and parents, delivered on Janison's Insights™ platform.

Through Janison Assessments™, Janison delivers its own suite of school assessments powered by Janison Insights™. These include the annual ICAS competition |for academic excellence, Allwell placement and progression tests, scholarship tests and QATs high school certificate practice exams.

JANISON SOLUTIONS

Product & Services

Janison Insights™	Professional Services	Janison Academy™
Digital Assessment Platform	Exam Management, Implementation, Software Development, Event Support	Leaning Management System (LMS)

Customers

Education Authorities | Accreditation Bodies | Governments | Higher Education

Corporations | Employees

JANISON ASSESSMENTS

Product & Services

ICAS	Academic Assessment Services (AAS)	Quality Assessment Tasks (QATS)	Professional Services
International Competition	Progression & Scholarship Tests Allwell Test	Year 11 & 12 Practice Assessments	Question & Test Development Marking & Reporting

Customers

Schools, Colleges & Parents	Schools & Parents	Schools	Education Authorities, Schools

The global assessment market is rapidly digitising.

The global market for digital assessments is expected to grow by 12% p.a. compounding to A$19bn by 2028. Education authorities and providers globally are undergoing a digital transformation after many years of dealing with the impact of COVID and the resulting learning deficit and increasingly recognising the benefits of digitisation in education including increased accessibility, enhanced security and more efficient and cost-effective administration.

Janison's unique value proposition:

- Reliable, scalable, equitable delivery of large-scale assessments globally
- Australian heritage and global reach
- World class track record
- Full-service assessment offering

Key benefits of computer-based tests (CBT):

- Cost effective
- Provides accessibility, flexibility & distance learning
- Enhanced test experience, reporting and analysis
- Environmental impact

The Janison Insights™ platform has received significant co-investment over the past decade, built via long-standing partnerships with some of the world's leading education assessment authorities and resulting in a platform with competitive advantage and the capacity to deliver material scale benefit.

Janison's unique proposition.

Janison's purpose is to unlock the potential in every learner.

Our platform is accessible, equitable and incredibly scalable. We deliver digital exams on almost any device, browser and in any location or network capability. We provide digital exam solutions for our customers – at school, at work, in test centres and at home – all over the world. We are a trusted partner to many of the world's largest education authorities – and when it counts, we deliver.

Schools (K-12) expertise

Deep-rooted K-12 Expertise: Janison boasts deep-rooted experience and a proven track record in K-12 assessments across all schools in Australia and particularly in New South Wales, understanding the unique needs and challenges of schools and education authorities.

Comprehensive suite of school solutions: Offering a holistic approach to school assessments, Janison provides a combination of digital assessment tools, exam services and renowned school assessments like the ICAS competition and the Allwell test.

Data-driven insights: Leveraging the power of its digital platform, Janison offers valuable data analytics to help schools make informed decisions and improve student outcomes.

Strong industry partnerships: Collaborating with key stakeholders in the education ecosystem to deliver innovative and effective solutions.

Scalability

Demonstrated through NAPLAN, Australia's largest national school exam – Janison operated with peak usage of 400,000+ simultaneous candidates. Janison has delivered more than 30 million digital assessments over the past 4 years.

Reliability

Janison's Replay™ functionality allows exams to remain interactive throughout network dropouts or disconnections.

Product flexibility

Insights™ - Assessment management system

Academy™ - Learning management system

Remote™ – Proctoring solution enabling remote exam sittings

Comprehensive professional services

- Implementation & Configurations
- Invigilation & Venue Management
- Item Development
- Marking & Reporting
- Event Management Services

Environmental, Social, and Governance Report.

Overview

At Janison Education Group, our commitment to Environmental, Social and Governance (ESG) principles is integral to our mission of delivering world-class digital assessment solutions. As a global leader in computer-based exams, we recognise our responsibility to positively impact the environment, society and our governance practices. This section outlines our ESG initiatives and achievements for the fiscal year 2024, highlighting our ongoing efforts to enhance sustainability, foster social equity and maintain robust governance standards.

1. Environmental responsibility

Environmental impact

By helping organisations transition from paper-based testing to computer-based testing Janison is reducing the amount of paper consumed and the environmental costs associated with the logistics of test papers being shipped to and from testing centres and between markers.

In FY24 we began the implementation and pilot to transition one of the state's largest paper-based tests online for the NSW Department's Selective Entrance exams.

For Janison's clients whose students sit exams remotely from home we are also able to reduce the environmental cost associated with travel to and from testing centres.

Sustainable practices

Our commitment to sustainability extends to our daily operations. In FY24 we maintained our flexible working policies that help to decrease the need for employee travel, thereby sustaining lower emissions. Our new co-working offices are equipped with energy-efficient lighting and waste reduction programs including recycling initiatives and digital documentation to reduce paper usage.

2. Social responsibility

Access to education

Janison Education Group is passionate about democratising education and making it accessible to students worldwide. In FY24, we expanded our reach to communities by partnering with non-profit organisations and educational institutions. These collaborations have enabled us to provide digital assessment solutions to under-served student populations in Australia and in economically disadvantaged areas, such as Kazakhstan, aiding equal access to quality education.

Employee well-being and development

Our employees are our greatest asset. We are committed to creating a supportive and inclusive workplace where all team members can thrive. In FY24, we continued to offer several initiatives aimed at employee well-being including mental health programs, flexible working arrangements and professional development opportunities. We also care about our diversity and inclusion efforts, ensuring a workplace culture that values and respects all individuals.

3. Governance

Ethical standards

Janison Education Group is committed to maintaining the highest ethical standards in all our operations. Our comprehensive Code of Conduct outlines the principles and practices that guide our business decisions and interactions.

Risk management

Effective risk management is crucial to our long-term success. In FY24, we enhanced our cybersecurity measures to protect sensitive data and ensure the integrity of our digital assessment platforms. Our ongoing focus on risk management enables us to safeguard our stakeholders' interests and maintain operational resilience.

Transparency and accountability

Transparency and accountability are cornerstones of our governance framework. We are dedicated to providing timely, clear and accurate information to our stakeholders, including investors, customers and regulatory bodies.

Board

Janison Education Group is governed by an experienced and diverse Board of directors committed to steering the company towards sustainable growth and innovation in the digital assessment market. Our Board bring knowledge, expertise and strategic vision to support Janison in our aspiration to remain at the forefront of delivering cutting-edge assessment solutions.

The Board of Janison Education Group is responsible for:

- **Strategic Oversight:** Guiding the company's long-term vision and strategy, ensuring alignment with our mission to transform education through technology.
- **Governance:** Maintaining robust governance frameworks and practices to uphold transparency, accountability and ethical conduct.
- **Risk Management:** Identifying and mitigating risks, safeguarding the company's assets and reputation.
- **Financial Stewardship:** Overseeing financial performance, ensuring sustainable growth and value creation for shareholders.
- **Stakeholder Engagement:** Engaging with stakeholders, including shareholders, employees, customers and the community, to foster trust and collaboration.
- **Commitment to Diversity and Inclusion:** Our Board is dedicated to promoting diversity and inclusion at all levels of the organisation. We believe that a diverse Board brings varied perspectives and enhances decision-making, driving innovation and better outcomes. Our commitment to diversity extends to gender, ethnicity, skills and experience, ensuring a balanced and representative leadership team.

Review of strategy

In June 2024, Janison engaged an external strategic advisory firm, Nous Group, to assist us develop a 5-year strategy and execution plan. Our aim is to position Janison to deliver sustainable, long-term profitable growth through extending our customer base and building on our track record of industry leadership.

Nous Group's expertise and insights will help the Company navigate the evolving educational landscape. This strategic review process is expected to complete in September.

The Board expect the outcomes of this review will help shape the organisation for the long term and position us best for success.

Remuneration Committee

The Remuneration Committee is responsible for the following:

- Janison's remuneration framework, including an assessment of the framework's effectiveness and its compliance with any applicable legal and regulatory requirements
- Janison's CEO and Executive Leadership Team (ELT) remuneration arrangements
- The structure and operation of the Company's equity-based plans, including performance measures and outcomes in relation to short and long-term incentive grants for the CEO, ELT and other included senior executive
- The size of the annual short-term incentive and fixed pay increase pools for the Company
- Succession planning for the CEO and ELT
- Reviewing management's employee engagement and overall talent strategies including culture, diversity and inclusion initiatives
- The remuneration of the Board and recommendations regarding the fee pool cap for the Board; and
- Measurable objectives for achieving diversity across the organisation including the Board, ELT and wider workforce.

Audit and Risk Committee

The Audit and Risk Committee is responsible for the following:

- **Financial Reporting:** Ensuring the integrity of financial statements and reporting processes.
- **Audit Oversight:** Overseeing external audit functions, ensuring compliance with regulatory requirements.
- **Risk Management:** Identifying and managing financial, operational and strategic risks and implementing effective risk mitigation strategies.
- **Compliance:** Monitoring compliance with legal and regulatory requirements, as well as internal policies and procedures.

Our People.

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

Kathleen Bailey-Lord
Independent Director and Chair

Wayne Houlden
Founder and Director

Mike Hill
Audit & Risk Committee Chair,
Non-Executive Director

Allison Doorbar
Remuneration Committee Chair,
Non-Executive Director

Vicki Aristidopoulos
Non-Executive Director

At Janison Education Group, our greatest asset is our people.

We are proud to have a diverse and dedicated team that drives our mission of transforming education through innovative technology and a commitment to excellence. Our team is comprised of passionate individuals who bring a wealth of experience, creativity and expertise to their roles, ensuring that we remain at the forefront of the educational technology sector.

Sujata Stead
Chief Executive Officer

Stuart Halls
Chief Financial, Risk, and Legal Officer

Derek Welsh
Chief Revenue Officer

Rebecca Niemiec
Chief Operating Officer

Ed Young
Chief Technology & Product Officer

Lisa Interligi
Chief People Officer

At Janison we recognise our people are our most important asset and that attracting and engaging top talent is fundamental to our success. We also believe, having a diverse and inclusive workforce is key to fostering innovation and creativity and delivering the Company's objectives. Our team is made up of individuals from various cultural and professional backgrounds, all united by a common goal: to unlock the potential in every learner and make education accessible and effective for everyone. We are committed to gender diversity and equality in the workplace.

Leadership

Our executive leadership team are united by our shared vision and purpose, with an unwavering commitment to our customers and employees. To better align our efforts with strategic objectives, we have restructured the business into five distinct units: Sales and Marketing, Service Delivery, Product Development and Technology, People and Culture, and Finance, Legal and Risk. This strategic alignment positions our executive leadership for optimal focus on customer and product excellence, driving growth and efficiency for the whole of Janison.

Embracing flexible work

We understand the importance of flexibility and work-life balance, which is why we have embraced a hybrid office model. This approach allows our team members to work from home for some of the time, enabling us to source from a greater pool of top talent and support our employees in achieving a healthy work-life balance. Our work policy not only boosts productivity but also fosters a more inclusive and dynamic work environment. We combine this with focused, face-to-face time in one of our three co-working locations in Sydney, Melbourne and Coffs Harbour where teams meet regularly in person to collaborate and build stronger working relationships.

Commitment to professional development

We appreciate that the professional development of our employees is vital to ensure they build both their own, individual, as well as the Company's, competencies. To that end, we have in place a range of internal and external training programs, run workshops and provide mentorship opportunities.

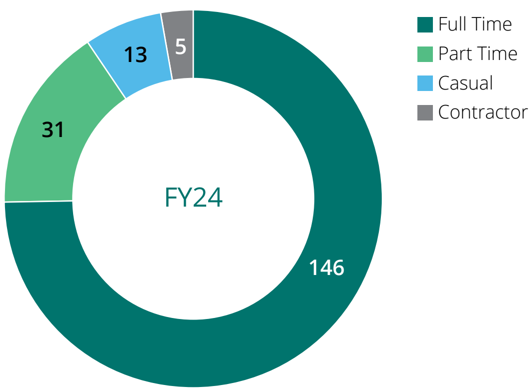
Community, culture and respect

At Janison, we foster a culture of collaboration, respect and innovation. Our community is built on the principles of transparency, integrity and mutual support. We believe in the power of teamwork and encourage open communication across all levels of the organisation.

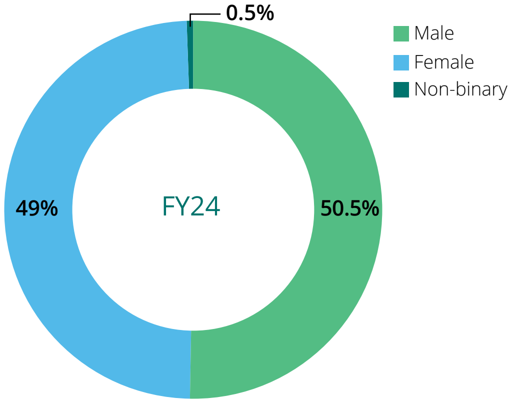
Conclusion

Our people and leadership team are the driving force behind Janison's success. Their expertise, dedication and passion for education are what make us a leader in the industry. We are proud of our team and are committed to investing in their growth and well-being, ensuring that together, we can continue to transform the educational landscape for the better.

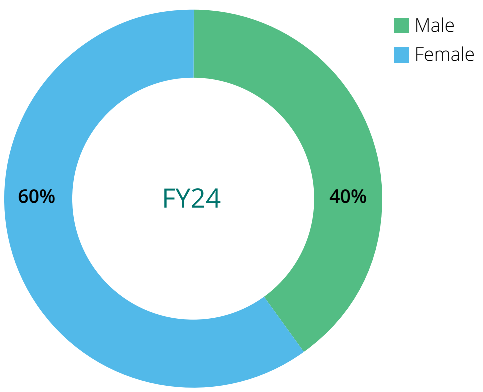
Workforce headcount



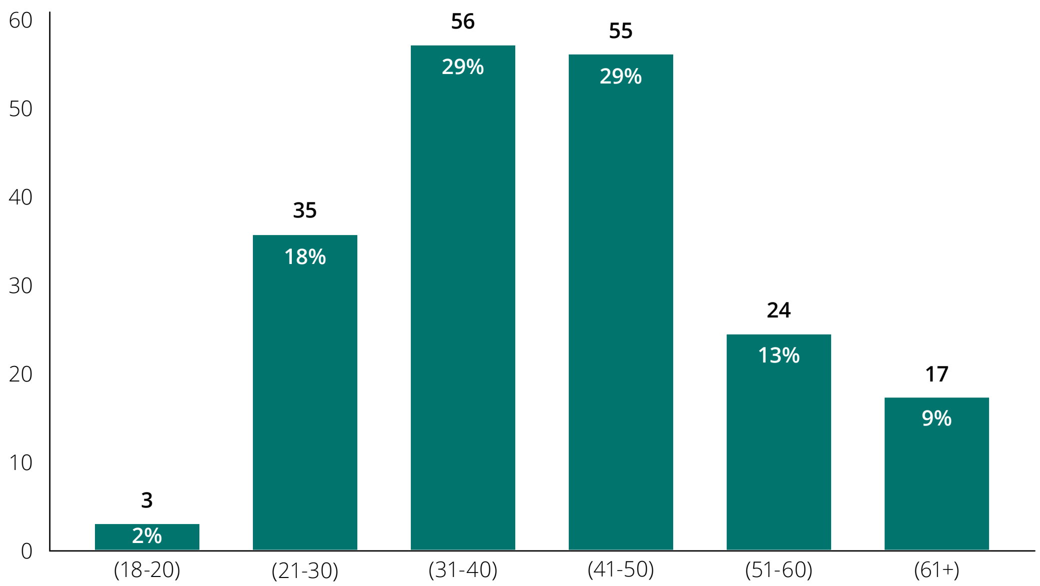
Employees by gender



Board by gender



Employees by age group



Letter from the Chair.

A challenging year in which we transitioned to new leadership. We look now to the future. A future in which the demand for digital assessment is growing. A future where we continue to be a leader in our sector.

Dear Shareholders,

It is a privilege to present you this annual report. I became the Chair of Janison in October 2023. The Board thanks Mike Hill for his significant contribution to Janison in the role of Chair since the company was listed in 2017 and for his ongoing contribution as the Chair of the Audit and Risk Committee. Mike's leadership and guidance have been invaluable. Retaining his wisdom and experience on the Board has made the transition in leadership very smooth.

As we reflect on the fiscal year 2024, I am very mindful that this has been a year marked by significant milestones and changes for Janison. It was a year in which we welcomed our new Chief Executive Officer and managed through a long transition period while consolidating our long relationship with the NSW Department of Education through a new 5-year contract.

Leadership transition

As noted, we welcomed Sujata Stead as our new CEO. Sujata brings a wealth of experience and a proven track record in the education technology sector. She has previously held senior leadership positions at several renowned organisations, including British Council and Cambridge University. More recently she held the position of CEO at Cambridge Boxhill Language Assessment (OET). At OET she successfully led digital transformation initiatives and strategic growth projects to deliver outstanding growth in revenue and profitability over 10 years. Sujata's expertise and vision are invaluable for Janison as we enter the next phase of our growth.

We bid farewell to our previous CEO, David Caspari. Under David's leadership, Janison achieved growth organically and through a number of strategic acquisitions. We extend our gratitude to David for his dedication and contributions.

In the period between David's departure and Sujata's arrival, our company founder, Wayne Houlden, stepped in as Interim CEO for eight months. The Board thanks Wayne for assuming this responsibility and his ongoing commitment and contribution to Janison. Wayne's deep understanding of our company was instrumental in this period of custodianship, enabling us to maintain our momentum and ensure a smooth transition in leadership of our company.

Global Market and digitisation of exams

The global education market is undergoing a significant transformation, driven by the increasing demand for digital solutions. The digitisation of exams is becoming a critical component of this shift. Educational institutions and governments worldwide are recognising the benefits of digital exams, including increased accessibility, enhanced security and streamlined administration.

Janison is a leader in this transformation. We are confident there are excellent opportunities in the market for us. Our digital assessment platform is designed purposely for this market to provide scalable and secure solutions for high stakes testing, offering customers reliability, efficiency and exam integrity. This year we reinforced our position as a leader in the digital assessment space in Australia, with the signing of our largest ever contract for $45m over 5 years with the NSW Department of Education to deliver digital Selective Entrance Exams.

Strategy

In June 2024, we engaged an external strategic advisory firm, Nous Group, to assist in developing a 5 year strategy and execution plan. Our aim is to position us to retain industry leadership, build sustainable, long-term profitable growth and extend our customer base. Nous Group's expertise and insights will help us navigate the evolving educational landscape. We expect to complete this strategic review process in early September. We believe the outcomes of this review will help us shape our organisation for the long term and position us best for success.

FY24 performance

FY24 was a custodial year marked by a change in leadership and a maintaining of strategic customer relationships. Despite a record new contract signing with the NSW Department, our financial performance for the Group did not meet our internal aspirations or the opportunity we believe exists in the market today. In response to this and in readiness to leverage the outcomes of our strategic review, in the first quarter of FY25, Sujata and the management team have reshaped the business and cost base and simplified the structure in order to invest in the key areas of the business to support growth. This is discussed in more detail in Sujata's CEO letter.

Looking ahead

As we look to the future, we remain focused on our vision of empowering learners and educators through innovative technology. The demand for digital assessment solutions continues to grow. Janison is working hard to ensure we are well-positioned to lead in this dynamic market. We will continue to invest in research and development, including the use of AI tools. We are mindful that we must ensure our products remain at the forefront of educational technology and we improve our operating efficiency and profitability.

Thank you to our shareholders, our customers, our Board, our staff and all of Janison's stakeholders for your continued trust and support. Your unwavering support and belief in our mission have been instrumental to our success. Together, we will continue to make a positive impact on the world through education.

Sincerely,

Kathleen Bailey-Lord

Chair

Janison Education Group

Letter from the CEO.

Since joining in May, I have been impressed by the commitment and passion of our team. Their dedication to our customers' success is the cornerstone of our organisation. Our assessment platform has proven its capability to deliver high-stakes testing globally, reinforcing us as an industry leader.

Dear Shareholders,

I am honoured and excited to address you for the first time as the CEO of Janison Education Group.

Having joined the company in May 2024, just two months before the close of this financial year, I have been immensely impressed by the dedication, innovation and resilience that define Janison. I am proud to lead a team that is so deeply aligned with our organisational purpose and committed to transforming learning and assessment through technology.

Transition and immediate observations

During my initial weeks at Janison, I focused on understanding our operations, meeting our talented team and engaging with our clients and partners. It quickly became clear that Janison's strength lies in its people, its partners and clients and the robust relationships we have built over more than 25 years. The foundation laid by my predecessors and the interim leadership of our founder Wayne Houlden has positioned us well for future success.

As a pioneer in education technology, Janison has a strong track record of delivering innovative learning and assessment solutions at scale. Our long-term partnerships with an impressive roster of global blue-chip clients are a testament to our commitment to quality and service excellence.

I am particularly proud of our high level of customer satisfaction, having delivered more than 30 million digital assessments since FY20. This milestone underscores our dedication to providing valuable tools that enhance learning outcomes.

Market trends and opportunities

The global learning and assessment sector is experiencing rapid digital transformation. The shift towards digital assessment solutions has accelerated, presenting significant opportunities for Janison. The benefits of digitisation in learning and assessment, such as increased accessibility, enhanced security and more efficient administration, are being recognised worldwide. We are at the forefront of this transformation and I am committed to driving our continued leadership in this space.

Harnessing the power of AI

Artificial Intelligence (AI) holds tremendous potential for Janison. Advancements in AI will accelerate the pace and scope of assessment digitisation, create opportunities and be a source of potential disruption. By integrating AI into our platforms, we can offer vast productivity improvements, enhanced content capability and deeper insights to our clients through data analytics. AI will enable us to deliver better value to our customers, making learning and assessment more effective and engaging. Additionally, the efficiencies gained through AI-driven processes will help us improve profitability.

Achievements

Despite my short tenure, I have witnessed first-hand the incredible advancements Janison has achieved this year. Our digital assessment platform has proven its capability to scale and deliver high-stakes testing globally, reinforcing our position as an industry leader and enabling us to secure the largest contract in our company's history with the New South Wales Department of Education to deliver Selective School exams – worth approximately $45m over the next five years. These achievements are a testament to the hard work and innovation of our team.

FY24 performance

While we have made significant progress in some areas this year, Janison's financial results were not as strong as we had hoped. In part, this is due to the custodial nature of FY24 and the importance of maintaining strong relationships with our strategic customers throughout a period of change, but also due to our organisational design and cost profile.

In July we took the difficult but necessary steps to reshape our cost profile and the restructure our leadership roles and their lines of responsibility. We now have an organisation better aligned to grow with the ability to reinvest in the key growth engines of the business such as our Janison Insights Sales and Marketing function. More specifically, we have created two new senior enterprise sales positions and engaged external professionals to assist in building the foundation for growing our pipeline of deals and establishing the processes and support necessary for the best chance of success in winning new business.

Our group revenue for FY24 was $43.1 million, representing a +5% growth or c.$2 million on the prior year for the full year and +10% growth in second half of FY24. Growth was strong in Janison Insights with +16% uplift on the prior year while in Janison Assessments, revenue was flat. The Janison Insights growth was supported by the closure of the new $45 million contract with the NSW Department of Education and Assessments was impacted by ICAS performance which was flat on last year.

Our gross margin was 59% for FY24 – a reduction of 3 percentage points on FY23. This change in margin reflects the increase of Services in our revenue mix this year.

These supporting services are critical to our platform clients and facilitate their digital transition but carry a lower profit margin than our platform licence income.

Recognising the challenges we faced in revenue growth and gross margin during the year we managed operating costs actively resulting in a 3%/$0.7m increase in spend on the prior year despite increased investment in Sales, Marketing and platform enhancements of $2.4m. In summary, this saw us deliver an EBITDA of $3.1 million, down from $4.0 million in FY23 and closing the year with $10 million of cash on hand at 30 June 2024.

Strategic focus and future vision

Looking ahead, we will continue to assess the market for new opportunities for growth. In doing so, we engaged Nous Group strategic advisory in June to assist in developing a comprehensive long-term strategy and execution plan. Their insights will be invaluable as we navigate the evolving learning and assessment landscape and chart a clear path to growth. My focus will be on leveraging our technological capabilities, expanding our global reach and fostering strategic partnerships that enhance our offerings.

Conclusion

In closing, I would like to extend my deepest gratitude to our Board, employees, partners, customers and shareholders for your warm welcome and unwavering support. I am excited about the journey ahead and confident in our ability to achieve great things together. Janison is more than just a company; it is a community united by the shared goal of transforming learning and assessment for the better.

Thank you for your trust and belief in our mission. Together, we will continue to make a positive impact on the world through learning and assessment.

Sincerely,

Sujata Stead

CEO

Janison Education Group

Directors' Report.

Directors' Report.

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

Review of Operations

Year ended 30 June	2024 ($'000s)	2023 ($'000s)	Change %
Total operating revenue from ordinary activities	**43,060**	**41,068**	**5%**
Janison Solutions	**28,029**	**26,074**	**7%**
- Platform & Services	24,393	21,034	16%
- Learning	3,636	5,040	-28%
Janison Assessments	**15,031**	**14,994**	**0%**
Cost of sales	17,853	15,736	13%
Gross Profit	**25,207**	**25,332**	**0%**
Gross Profit %	*59%*	*62%*	*(3) ppt*
Operating expenses	22,093	21,357	3%
EBITDA	**3,114**	**3,975**	**-21%**
EBITDA %	*7%*	*10%*	*(3) ppt*
Less: Operating depreciation and amortisation			
- Office lease amortisation	641	965	-34%
- R&D intangible amortisation	5,628	6,232	-10%
- Other operating depreciation and amortisation	217	240	-10%
Operating EBIT	**(3,372)**	**(3,462)**	**-3%**
Acquired amortisation	5,426	5,897	-8%
Non-operating expenses	1,825	2,420	-25%
EBIT	**(10,623)**	**(11,779)**	**-10%**
Net financial expense [1]	(309)	661	nr
Loss before income tax	**(10,314)**	**(12,440)**	**-17%**
Income tax (benefit) / expense [2]	(2,222)	1,265	nr
Net Loss	**(8,092)**	**(13,705)**	**-41%**
Adjusted Net Loss (adjusted for acquired amortisation)	**(2,666)**	**(7,808)**	**-66%**

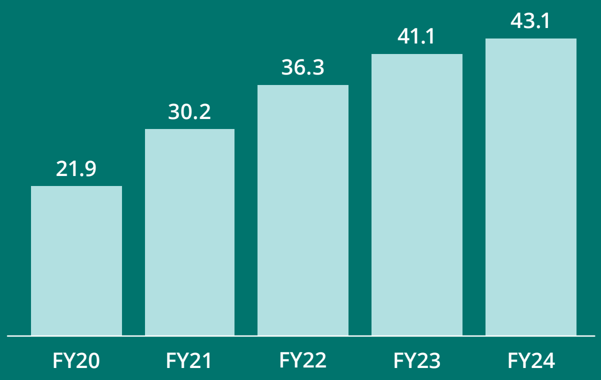
nr: Calculation not relevant

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

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

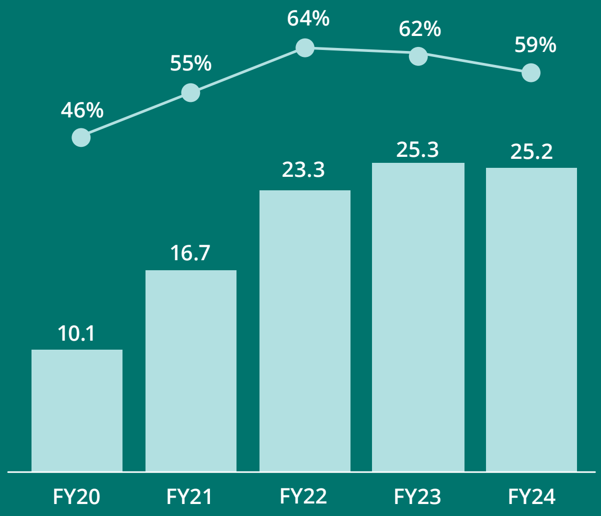
Key performance metrics

Group Revenue (A$m)



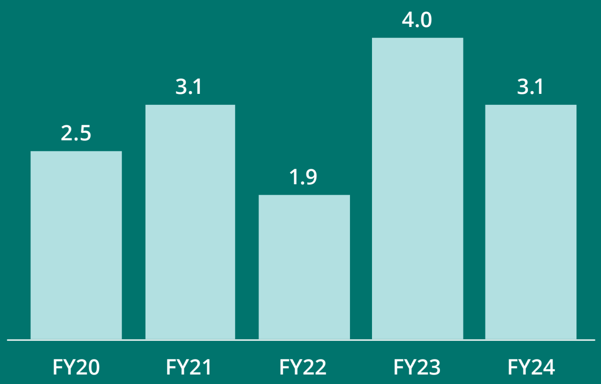
Revenue: 14% CAGR in revenue over the 5 years to FY24 through a combination of organic growth and strategic acquisitions.

Gross Profit & GM %



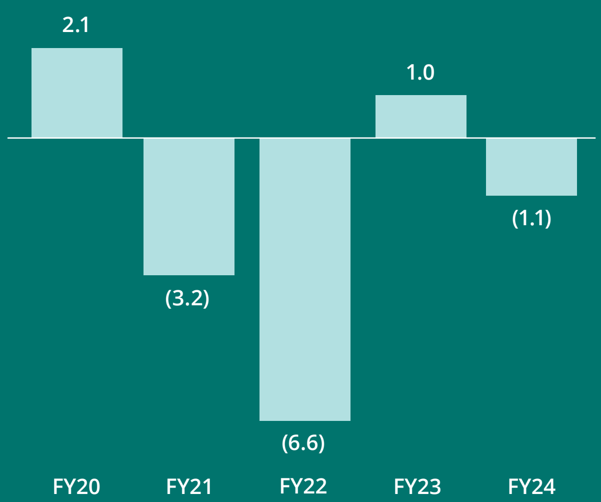
Gross Profit: Substantial increase in services to support strategic Solutions clients in FY24 has diluted gross profit margins but is a competitive advantage for Janison.

EBITDA (A$m)



EBITDA: Consistently delivering positive EBITDA through robust cost control despite higher services revenue impacting gross margin. Opex increased by only 3% in FY24.

Free Cashflow (A$m)



Free Cashflow: Despite active cost control, the increase in lower-margin services revenue and higher product development spend resulted in a negative free cashflow of $1.1m in FY24.

Cash Flows

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

Year ended 30 June	2024 ($'000s)	2023 ($'000s)	Change
Customer receipts	46,852	47,133	-1%
Supplier payments	(45,095)	(41,805)	8%
Interest, tax & other	341	116	194%
Operating cash flow	**2,098**	**5,444**	**-61%**
Acquisition of businesses, net of cash acquired[1]	(1,000)	(669)	49%
Product development	(3,056)	(4,389)	-30%
Plant and equipment	(112)	(88)	27%
Investing cash flow	**(4,168)**	**(5,146)**	**-19%**
Lease liabilities	(330)	(965)	-66%
Proceeds from capital raising/other[2]	520	900	-42%
Financing cash flow	**190**	**(65)**	**nr**
Effect of exchange rate changes	(3)	(14)	-79%
Net change in cash and cash equivalents	**(1,883)**	**219**	**nr**
Cash and cash equivalents at the beginning of year	**12,039**	**11,820**	**2%**
Cash and cash equivalents at the end of year	**10,156**	**12,039**	**-16%**

nr: Calculation not relevant.

[1]In FY24, Janison paid $1m in cash associated with the cash component of the contingent consideration in relation to the purchase of Academic Assessment Services Pty Ltd (AAS). All liabilities in relation to AAS deferred consideration have now been settled..

[2]In FY24, the proceeds from capital raising pertains to the issue of fully paid ordinary shares to eligible participants under the JEG Employee Share Ownership Plan (ESOP). Proceeds from capital raising in FY23 consists of loan repayment proceeds received from the settlement of director loans issued in 2017 for Loan Funded Shares.

Segment information

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

Janison Solutions

Year ended 30 June	2024 ($'000s)	2023 ($'000s)	Change
Total segment revenue from ordinary activities	**28,029**	**26,074**	**7%**
Cost of sales	11,672	9,792	19%
Segment gross profit	**16,357**	**16,282**	**0%**
Gross profit percentage of Solutions' segment revenue	*58%*	*62%*	*(4) ppt*
Operating expense	12,285	11,476	7%
Segment EBITDA	**4,072**	**4,806**	**-15%**
EBITDA percentage of Solutions' segment revenue	*15%*	*18%*	*(3) ppt*

- Janison Solutions is Janison's B2B assessment platform division. It licenses its assessment platform ("Janison Insights™") to large education authorities, professional accreditation bodies and government. In FY24 Janison Insights income grew by 16% (approximately $3.4m) due to the addition of new clients including a new contract with the NSW Department of Education worth approximately $45m over 5 years.
- The Learning Management System ("Janison Academy™") within Janison Solutions saw sales decline by 28% (approximately $1.4m) due to customer attrition and a high volume of bespoke learning content development in the prior year which was not repeated in FY24.
- An increase in the proportion of assessment services revenue drove gross profit margins lower in FY24 by 4pps from 62% to 58%. Despite this and a higher allocation of overheads (Opex), the Janison Solutions division was able to deliver EBITDA of approximately $4m (down 3% on the prior year).

Janison Assessments

Year ended 30 June	2024 ($'000s)	2023 ($'000s)	Change
Total segment revenue from ordinary activities	**15,031**	**14,994**	**0%**
Cost of sales[1]	6,181	5,944	4%
Segment gross profit	**8,850**	**9,050**	**-2%**
Gross profit percentage of Assessments' segment revenue	*59%*	*60%*	*(1) ppt*
Operating expense[1]	9,808	9,881	-1%
Segment EBITDA	**(958)**	**(831)**	**-15%**
EBITDA percentage of Assessments' segment revenue	*(6)%*	*(6)%*	*0 ppt*

[1]The FY23 balance has been adjusted to reclassify expenses from operational expense to cost of sales , ensuring consistency with the FY24 financial statements

Janison Assessments is Janison's content and product division. It produces bespoke test content which is sold to schools and parents predominantly across Australia. Test brands include ICAS (competition), AAS (or "Allwell" scholarship and placement tests) and QATs (high school practice tests).

Due to the fixed nature of ICAS test development costs, gross margin is directly linked to the volume of tests sold in each year. With lower test volumes and inflation in cost of goods, the gross margin reduced by 1pps in FY24.

EBITDA to free cashflow reconciliation

Below is a reconciliation between the reported EBITDA profit and the Free Cashflow for FY24. Free cashflow is defined as Operating Cashflow minus Capex.

For the 12 months ending June 2024:

EBITDA	$3.1m
Free Cashflow	$(1.1)m
Difference	**$(4.2)m**
Consisting of:	
Capex (software development and fixed assets)	$(3.2)m
Office lease payments	$(0.3)m
Non-operating expenses	$(0.4)m
Timing of receipts and payments	$(0.3)m
TOTAL	**$(4.2)m**

P&L commentary

Janison Solutions

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

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

In FY24, the Janison Solutions division reported revenue of $28 million, a growth of +$2 million or +7% growth on the prior year. The core business – Janison Insights™, delivered revenue of $24 million and a stronger growth rate than the division total, with +16% growth, +$3 million increase on the prior year. During the year, Janison Solutions won a record new client agreement on its Janison Insights™ assessment platform – Selective Schools for the NSW Department of Education. Subject to full rollout by the Department, the agreement is worth approximately $45m across 5 years to Janison.

Janison Solutions recorded the loss of SEAB (Singapore Exams Assessment Board) in FY24. SEAB was an intentional decision by Janison in FY24 to discontinue highly customised platform development services. Janison also saw a decline in the volume of tests from its client, Civica, through which Janison delivers tests for the British Council. Previously Janison delivered tests for the British Council in several markets but this has now been scaled back to only China from 2H FY24 onwards. The combined revenue impact of these two clients is approximately $1.5 million in FY25.

Janison Solutions' external exam invigilation services division (JEM) which provides in-person exam support primarily for the higher education sector delivered $1.6 million of Services revenue in FY24, an increase of 29% or $0.3 million on the previous year. In the second half of FY24 the JEM business grew by +32% on the prior corresponding half year in FY23 reflecting the return of overseas students to Australian universities and a move by colleges and universities towards in-person exams given increasing concerns over other methods of assessment such as assignments, with the introduction of AI tools such as ChatGPT and Google Gemini.

The Learning division of Janison Solutions declined in revenue by $(1.2) million from $4.4 million in FY23 to $3.2 million in FY24, a reduction of (26)%. Approximately 70% of this reduction was due to a large amount of bespoke learning content development work billed in FY23 which was not repeated in FY24. The remainder of the reduction in revenue was due to customer attrition on the Learning Management System (Janison Academy™).

The PISA-Based Test for Schools - International Platform Provider (IPP) model for Janison has been extended for a further term of 1 year until June 2025. After this, Janison will no longer provide its platform for the delivery of PBTS IPP. Revenue in FY24 was approximately $0.4 million.

Janison Assessments

Janison Assessments reported $15 million of revenue in FY24, representing 0% growth on the prior year.

The flagship product in the Janison Assessments portfolio is the ICAS competition. The test is delivered in August every year, with the sales campaign beginning several months earlier in March. Sold to parents and schools in Australia, New Zealand and across Hong Kong, Malaysia, Singapore and Indonesia, the ICAS event delivered $6.7 million of revenue in FY24 representing +1% growth on the prior year. A high degree of customer churn (lost schools) and a higher proportion of sales directly to parents (previously schools) impacted sales in FY24.

AAS, the second largest suite of K-12 school assessment products in the Assessment division, delivered $6.6 million of revenue, an increase of 2% on the prior year. Growth was driven by expansion of revenue in existing schools and the addition of approximately 10% new schools. AAS products include benchmark tests, general ability tests and ATAR prediction tools. FY24 saw the final payment in relation to the acquisition of AAS in FY22 with a $1 million cash payment to the vendors, in accordance with the Sale and Purchase Agreement. This was followed by a $7.4 million payment in the form Janison ordinary shares in August 2023.

The PISA Based Test for Schools (PBTS) – National Service Provider (NSP) model, which sells directly to schools and school groups, delivered $0.1 million in revenue during FY24. This represents a reduction of approximately $0.2 million of revenue on the prior year. The reduction follows the ceasing of sales to the UK market in early FY24, followed by the full cessation of all PBTS NSP sales at the completion of the 5 year agreement with the OECD in May 2024. Janison no longer offers the PBTS NSP test for sale.

A smaller but very important component of the Janison Assessments portfolio is Quality Assessment Tasks (QATs) which develops and sells year 11 and 12 high school exam practice tests to more than 2,000 schools across Australia. QATs delivered approximately $1.3 million in platform revenue during FY24, representing a growth of $0.2 million or +10% on the prior year through effective marketing campaigns.

Gross Profit

Gross Profit represents Operating revenue minus Cost of Sales. Cost of Sales consists of personnel expenses directly associated with the supply of Janison's platforms and services to clients. Cost of sales also includes cloud hosting and cloud compute costs, third-party content licensing fees and software subscription fees. In FY24 Janison experienced a reduction in Gross Profit from approximately $25.3 million in FY23 to approximately $25.2 million in FY24, a reduction of approximately $0.1 million. Gross profit margin also fell from 62% in FY23 to 59% in FY24. Both gross profit and margin declined as a result of a higher amount of Services revenue in FY24 which is typically lower-margin than Platform licensing revenue. The reduction in platform revenue from PBTS, SEAB and British Council in FY24 had a negative impact on the sales mix and gross profit margin.

Opex

Operating costs increased marginally again in FY24 by approximately +3%, equivalent to $0.7 million of additional spend from approximately $21.4 million in FY23 to approximately $22.1 million in FY24. On recognising a shortfall in anticipated revenue for FY25 a number of operational cuts were made in the first six months of FY24 with a full year benefit of approximately $2.0 million being realised over the remainder of 2H FY24 and into FY25. Operating leverage has improved by 7 percentage points from FY22 to FY24.

In August 2024 a company-wide restructure was completed resulting in the loss of approximately 40 roles and an annualised savings of approximately $4 million – to be realised across Opex, Capex and Cost of Sales.

Depreciation and Amortisation

The acquisition of AAS in FY22 resulted in a substantial increase in amortisation for the second year running in FY24. The intangible asset value of the AAS acquisition was approximately $19.2 million and has an accounting life of five years. Approximately $4.3 million of amortisation was recorded in FY24 in relation to the acquisition of AAS. In order to show Acquisition Depreciation against Operational Depreciation, more detail has been set out in the tables to this report.

Risk

Market and competitive risks

Janison Education Group operates in a competitive and rapidly evolving educational technology market. The company faces risks from both established players and new entrants who continuously develop innovative solutions. This competitive pressure can impact Janison's market share and growth prospects. To mitigate these risks, Janison focuses on continuous innovation including the use of AI in its operations and product, strategic partnerships, enhancing its product offerings and providing a comprehensive suite of complementary products and services to meet the dynamic needs of the education sector.

Technological risks

As a leading provider of online assessment and learning platforms, Janison is heavily reliant on advanced technology. Risks associated with technology include system outages, data breaches and cyber-attacks, which can lead to operational disruptions and loss of customer trust. To address these risks, Janison invests in robust IT infrastructure, implements stringent cybersecurity measures and regularly test and updates its technology to ensure the highest levels of tests and security and performance.

Regulatory and compliance risks

Operating in multiple regions, Janison must adhere to diverse regulatory requirements and educational standards including those pertaining to data privacy, data sovereignty and child protection laws. Changes in regulations or non-compliance can lead to legal challenges, financial penalties and reputational damage. Janison mitigates these risks by implementing internal controls, by staying abreast of regulatory changes and ensuring that its solutions are reviewed regularly to ensure compliance with local and international standards.

Operational Risks

The success of Janison's services depends on the seamless operation of its platforms and the effective execution of its business processes. Operational risks include potential disruptions from natural disasters, supply chain issues and reliance on third-party service providers. Janison manages these risks through comprehensive disaster recovery plans, rigorous performance testing and monitoring of its partners.

Financial risks

Fluctuations in economic conditions, exchange rates and interest rates can pose financial risks to Janison. Additionally, managing cash flow, ensuring sufficient liquidity and securing funding for growth initiatives are critical financial challenges. To mitigate these risks, Janison employs prudent financial management practices, including maintaining a strong balance sheet, setting strict minimum working capital limits, operating flexible debt facilities and fostering relationships with financial institutions to ensure access to capital when needed.

Environmental, Social and Governance (ESG) risks

ESG factors are increasingly influencing the business landscape. Environmental risks include the impact of climate change on operations and the need for sustainable practices. Social risks involve maintaining a positive workplace culture and ensuring diversity and inclusion. Governance risks pertain to ethical conduct and transparent management practices. Janison addresses these risks by working to create an inclusive, diverse and positive workplace. We have introduced KPIs to measure gender diversity and have implemented strategies to address gender pay and equity gaps.

By identifying and proactively managing these common risks, Janison Education Group aims to sustain its growth trajectory, safeguard stakeholder interests and maintain its reputation as a trusted leader in the educational technology industry.

Capital raising and acquisitions

FY 2024

The Group made no acquisitions in the year ending 30 June 2024. Proceeds from capital raising in the year ending 30 June 2024 consists of the issue of fully paid ordinary shares to eligible participants under the JEG Employee Share Ownership Plan (ESOP). In FY24 the Company issued shares in final payment for the AAS acquisition.

FY 2023

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

Employees

Year ended 30 June	2024 (FTEs)	2023 (FTEs)	Change
Full Time Employees	146	138	8
Part Time Employees (Full Time Equivalent)	16	36	-20
Casuals (Full Time Equivalent)	3	21	-18
Total full time equivalent (FTE) employees	**165**	**195**	**-30**

During FY24 as a result of revenues expected to fall short of anticipated targets, Janison reduced headcount in an attempt to absorb the revenue shortfall and offset inflationary increases on costs throughout the year. These changes were made toward the end of the 1H FY24.

Further reductions in headcount have been completed in August 2024, with the redundancy of approximately 40 roles across the organisation.

Operating revenue

Platform revenue consists of:

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

Services revenue consists of:

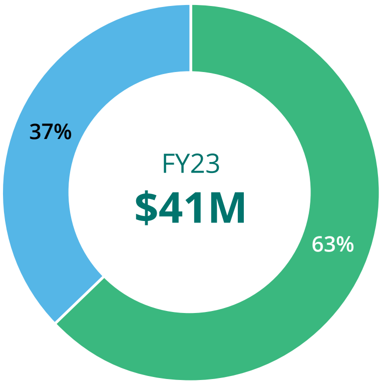
- Software development and content development.
- Implementation, configuration and training.
- Exam management services, including revenue for invigilation, venue hire and paper logistic.
- Paper-based assessments and assessment services, including scholarship and placement tests delivered by Academic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

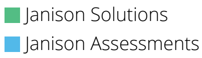
Operating revenue by type

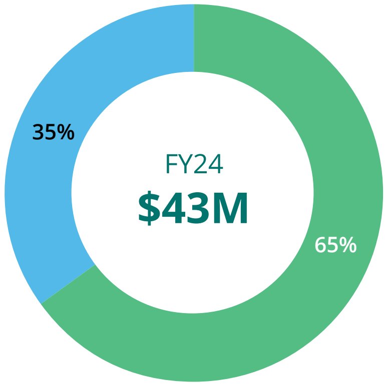
FY24 saw a further increase in the proportion of Services revenue (relative to Platform revenue) as a result of:

- Growth in services for existing Solutions clients (NSW Department of Education for the new Selective Schools agreement)
- Implementation services for new Platform clients
- Growth in JEM and AAS sales

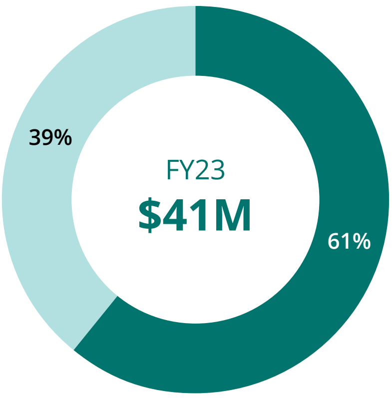
Revenue by division

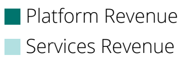


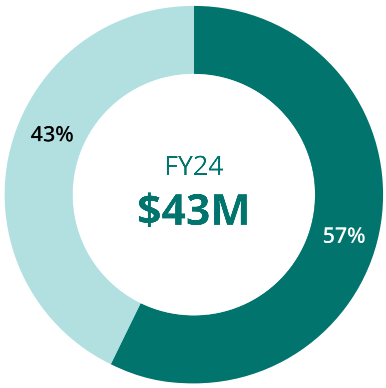




Platform and services







Board of Directors

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

Name	Particulars
Ms Kathleen Bailey-Lord	Chair
Mr Wayne Houlden	Non-Executive Vice Chair
Mr Mike Hill	Non-Executive Director
Ms Allison Doorbar	Non-Executive Director
Ms Vicki Artistidopoulos	Non-Executive Director
Mr David Caspari	Managing Director & Chief Executive Officer – resigned 31 October 2023

Kathleen Bailey-Lord

Experience and Expertise

Kathleen is an experienced company board director serving on a diverse range of boards across listed, government and NFP sectors including boards in both the technology and education sectors.

During her international senior executive career, Kathleen built deep experience in leading businesses through substantial transformational change. Kathleen enjoys supporting boards to embrace the complexity and ambiguity of the current age to create sustainable value for all stakeholders.

A Fellow of the AICD and President of the VIC Chapter, Kathleen serves on the board of AMP Limited, Datacom Group Limited and Saint Vincent's Health Australia Group and chairs the People and Remuneration Committees at Datacom. Kathleen is an external member of the Australian Partnership Council of Norton Rose Fulbright Australia and an active member of Chief Executive Women.

Other Current Directorships
AMP Ltd (AMP:ASX)

Former Directorships in the Last Three Years
Bank Of Queensland (BOQ:ASX) 2019 – 2021

Special Responsibilities
Member of the Audit and Risk Committee and Chair of the Nominations Committee.

Interests in Shares and Options

- 171,000 fully paid ordinary shares
- 299,145 options

Wayne Houlden

Experience and Expertise

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

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

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

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

Other Current Directorships
None

Former Directorships in the Last Three Years
None

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

Interests in Shares and Options

- 68,311,376 fully paid ordinary shares

Mike Hill

Experience and Expertise

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

Other Current Directorships

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

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

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

Former Directorships in the Last Three Years

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

Special Responsibilities

- Chair - resigned on 26 October 2023
- Chair of the Audit and Risk Committee
- Member of the Remuneration and Nominations Committee

Interests in Shares and Options

- 1,997,695 fully paid ordinary shares

Allison Doorbar

Experience and Expertise

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

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

Other Current Directorships

None

Former Directorships in the Last Three Years

None

Special Responsibilities

- Member of the Audit and Risk Committee
- Chair of the Remuneration and Nominations Committee - appointed 26 October 2023

Interests in Shares and Options

- 546,176 fully paid ordinary shares

Vicki Aristidopoulos

Experience and Expertise

Vicki has held executive leadership positions focused on commercial strategy, marketing, communications and PR.

Her expertise includes successfully growing brands and customer acquisition in e-commerce, spanning both B2B and B2C sectors. Her previous roles include Chief Marketing Officer at Afterpay Ltd, CMO at Fairfax Media, Group Director of Digital Assets (Real Estate & Home) at News Corp, Executive Manager of Brand, Media & Customer Acquisition at Commsec and Head of Direct Marketing at FOXTEL.

Additionally, she provides consulting and advisory services across various boards and industries.

Vicki currently serves as a Non-Executive Director on the boards of Wilsons Advisory, Wilsons Advisory and Mad Paws (ASX: MPA).

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

Former Directorships in the Last Three Years
None

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

Interests in Shares and Options
• 16,129 fully paid ordinary shares

• 300,000 options

Company Secretary

Belinda Cleminson

Experience and Expertise

Belinda has over 20 years' experience as a Company Secretary of Australian listed and unlisted companies including ASX 200 clients

Belinda is the company secretary of various public and private companies, including ASX, NZX and OTC listed companies across a range of industries including healthcare, REITs, e-commerce, pharmaceuticals, biotechnology, life sciences and investment management.

Belinda is a member of the Governance Institute of Australia and a Member of the Australian Institute of Company Directors.

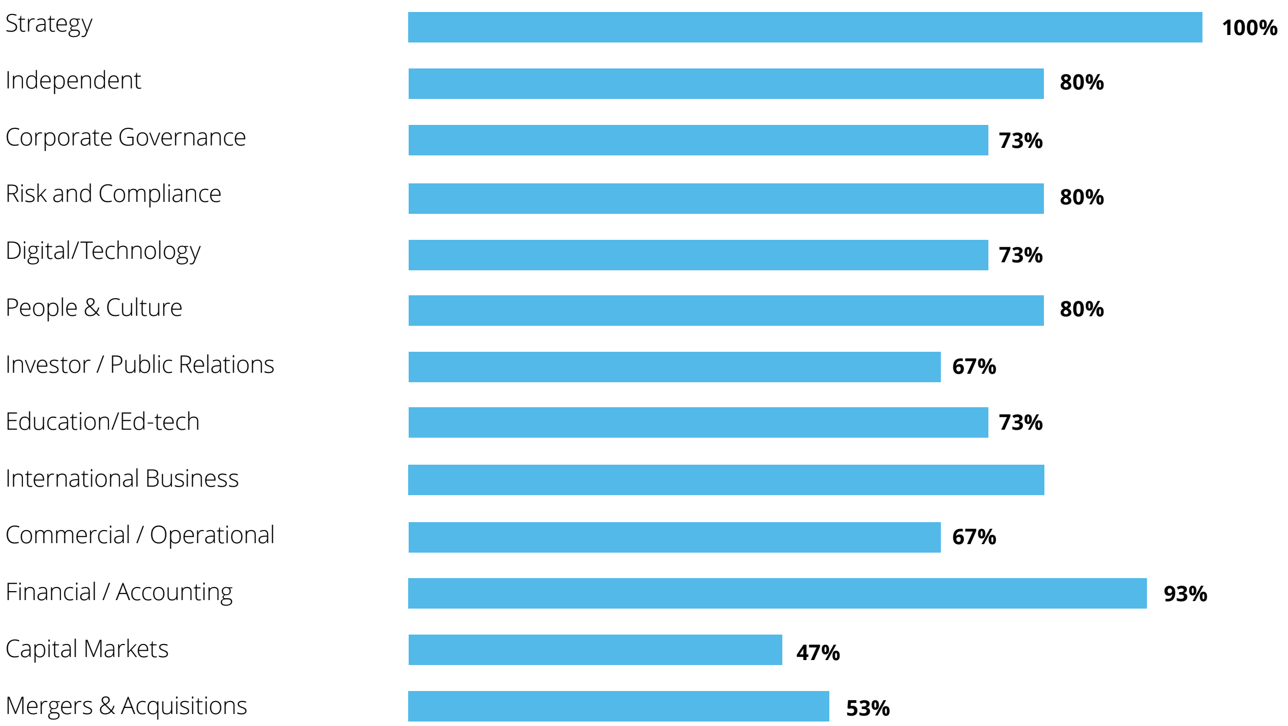
Directors' meetings

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

	Board Meetings		Audit & Risk Committee Meetings		Remuneration Meetings	
Name	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**
Allison Doorbar	10	10	2	1	5	5
David Caspari	4	4	-	-	-	-
Kathleen Bailey-Lord	10	10	2	2	5	5
Michael Hill	10	10	3	3	3	3
Vicki Aristidopoulos	10	10	3	3	3	2
Wayne Houlden	10	10	3	3	5	5

All other business was conducted via circular resolution.

Board Skills matrix



Other Matters

Subsequent events

In July 2024, the Company undertook a consultation and restructure of the organisation. This led to the departure of approximately 20% of the roles in the Company - equivalent to roughly $4 million in gross annualised savings and $2.5 million of in-year savings net of implementation costs. The reduction in employee costs is intended to reshape Janison's cost profile and allow for investment in other areas of the business for growth.

Environment impacts

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

Equity instruments

As at the date of signing this report, there were 3,263,229 performance rights and 599,145 options which are exercisable as follows:

Date of Grant	Security	Number	Date of Expiry	Conversion Price $
Various	Performance Rights	100,000	30-Jun-35	Nil
30-Jun-23	Performance Rights	1,924,955	30-Jun-37	Nil
30-Nov-23	Performance Rights	1,238,274	30-Jun-38	Nil
3-Nov-22	Options	300,000	1-Nov-26	1.17
3-Nov-22	Options	299,145	23-Feb-27	1.17
Total		**3,862,374**		

Sujata Stead was granted 3,000,000 performance rights and 3,000,000 loan funded shares for which specific performance targets are yet to be set upon completion of the strategic review. These performance rights and shares are yet to be issued. Therefore no value was ascribed to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set. Refer to the Remuneration Report for further detail.

Directors & Officers insurance

During the financial year the Group paid insurance premiums in respect of directors and officers liability insurance so as to insure the Directors of the Group, the Company Secretary and all executive officers of the Group and of any related body corporate against a liability incurred as such as Director, secretary or executive officer to the extent permitted by the Corporation Act 2001. The amount paid during the year was approximately $114,000 (2023: $121 thousand).

Auditor's independence

The auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 98 of this annual report.

Non-audit services

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

There were no non-audit services provided in the financial year 2024 (2023: Nil).

Proceedings on behalf of the Company

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

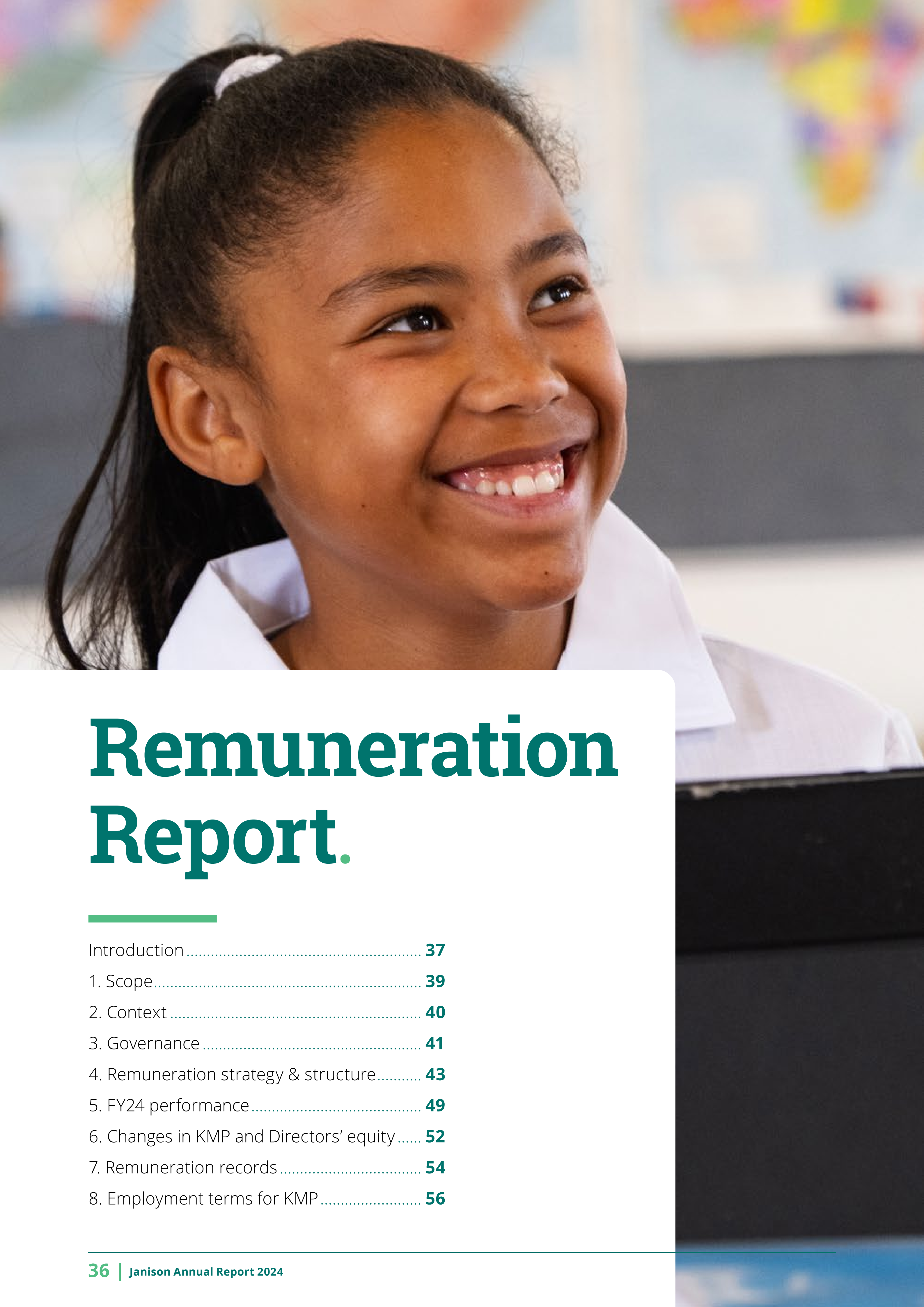
Rounding of amounts

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

Corporate Governance Statement

The Directors of the Company support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability to the corporate governance statement dated 19 August 2024 released to the ASX and posted on the Company's website: www.janison.com/investors.

Kathleen Bailey-Lord
Chair



Remuneration Report.

Remuneration Report.

The review of Janison's business strategy will evaluate our current position and identify opportunities for growth and improvement. Our remuneration framework will subsequently be aligned to deliver the long-term, sustainable growth and business objectives we agree from this review.

Dear Shareholders,

I am pleased to present my first Janison Education Group Remuneration Report for the financial year ending 30 June 2024. I would also like to take this opportunity to thank the outgoing Remuneration Chair, Kathleen Bailey-Lord. As I step into this role, I am committed to building on her legacy and continuing to advance our remuneration practices ensuring that they remain 'fit for purpose', fair and reasonable and align with shareholders' interests.

At Janison, we recognise that our people are the Company's most valuable asset. We understand our remuneration framework needs to both attract and engage talented individuals to drive our business and align the interests of our executives and employees with those of our shareholders, ensuring a shared focus on sustainable growth and performance.

Leadership transition

This year saw significant changes in our leadership team. David Caspari's departure in November 2023 marked the beginning of a transitional period for Janison. We were fortunate to have Wayne Houlden, the Company's founder, step in as Interim CEO, providing stable leadership and continuity during this critical period. Wayne's dedication, significant experience and expertise have been invaluable over the past eight months.

On 1 May 2024, we were delighted to welcome our new CEO, Sujata Stead. Sujata has over 20 years of experience in global education and assessment, most recently at Cambridge Boxhill Language Assessment (OET) and previously at Cambridge University and the British Council. She possesses a wealth of experience and expertise in the global education technology and assessments sectors and brings a fresh perspective to Janison. We are confident that her appointment marks the beginning of an exciting new chapter for the Company.

Strategic review and remuneration policies

In addition to these leadership changes, in June 2024 we engaged Nous Group, a leading strategic advisory firm with education sector expertise, to conduct a comprehensive strategic review of Janison. This review, expected to be completed by September 2024, will evaluate our current position and identify opportunities for future growth and improvement. The findings of this review will play a crucial role in shaping our strategic direction and ensuring we remain at the forefront of the global digital assessments' sector.

As an outcome of this strategic review, we will further align our remuneration framework and policies to ensure that they support the delivery of Company's long-term strategic goals and align the interest of executives with shareholders. As such, our senior executive and employee incentives will reflect the agreed business objectives arising from the strategic review, and intentionally foster an even greater culture of accountability, performance and customer focus. We believe this alignment will ensure our remuneration framework remains attractive to top talent to deliver our business objectives.

In securing Sujata Stead as the new CEO of Janison, the Board committed to grant her a long-term incentive (LTI) of up to 6 million shares over a period of 5 years. These shares are yet to be issued. As mentioned, the Company is currently finalising its strategic review, which will inform the development of our long-term strategic objectives. Given the significance of this process, the Board has determined it prudent to defer the setting of specific performance targets for the Sujata's LTI plan, as well as those of the other members of the senior executive, until the completion of this strategic review. This approach will ensure the LTI plan is aligned with the Company's goals and provides appropriate incentives to our leadership to achieve these. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete.

In addition to her LTI as a sign-on incentive Sujata was offered a matching share arrangement by which she could invest up to $500,000 in the purchase of Janison ordinary shares and in exchange, receive a matching ordinary share on a one-for-one basis. She took up this offer in April 2024 purchasing $157,500 shares.

Introduction of a Non-Executive Director Fee-Sacrifice Equity Scheme

Through our ongoing engagement with shareholders and proxy advisors, the Remuneration Committee has developed a non-executive director fee-sacrifice equity scheme in FY24. This plan aligns with best practice and replaces all other forms of equity incentives for directors.

Under this plan, non-executive directors may sacrifice a portion of their cash remuneration in exchange for ordinary shares in Janison. This change encourages our directors to have a meaningful stake in our business and connects with our commitment of governing for the long-term value creation for all our stakeholders.

FY24 remuneration outcomes

Despite strong growth in Janison Insights, which delivered double-digit revenue growth in FY24 and was successful in securing the largest contract win in Janison's history, we saw softness in other areas of our business such as in Janison Assessments. This led to an overall group revenue growth of +5% on the prior year, or +$2m incremental revenue. As our revenue mix shifted more towards Services revenue in FY24, we also delivered a reduction in gross margin and EBITDA despite careful operating costs controls. These financial results were below our internal aspirations and reflect the custodial nature of FY24 as the business navigated changes in leadership and interim management for most of the year. Consequently, the Committee determined it would not award short-term incentives to senior executives for the FY24 year.

This decision underscores our commitment to aligning executive remuneration with the Company's performance and shareholder interests. This decision holds our leadership accountable and reinforces the importance of achieving both financial and operational goals, ensuring our executives remain focused on driving sustainable, long-term shareholder growth and that they share in the Company's successes and challenges each year.

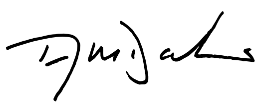
In a similar vein, the results of the executive FY22-24 Long Term Incentive Plan (LTIP) were below minimum thresholds required for vesting and as such, all FY22 performance rights will not vest and will be extinguished.

Looking ahead

As we move into FY25, we remain committed to refining our remuneration practices to ensure they directly align with Janison's strategic goals and are competitive, fair and aligned with best practices. We will continue to engage with our shareholders to gather feedback and make necessary adjustments to our policies and frameworks.

In conclusion, I would like to thank our shareholders for their ongoing support and trust in Janison. Our Board and management team are dedicated to delivering sustainable value and ensuring that our remuneration practices reflect the evolving needs of our business and all of our stakeholders.

Yours sincerely,



Allison Doorbar
Chair of the Remuneration Committee
Janison Education Group

1. Scope

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

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

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

Non-Executive Directors (NEDs) of Janison Education as at the end of FY24

Ms Kathleen Bailey-Lord

- Chair of the Board since 26 October 2023
- Independent Non-executive Director appointed 23 February 2022
- Chair of the Remuneration and Nominations Committee from 3 November 2022 to 26 October 2023
- Member of the Audit and Risk Committee and Remuneration and Nominations Committee since 26 October 2023

Mr Wayne Houlden

- Non-executive Director and Vice Chair since 2 July 2020, previously Executive Director since 25 January 2000
- Member of the Audit and Risk Committee and Remuneration and Nominations Committee since 15 December 2018
- Interim CEO of Janison from October 2023 until May 2024.

Mr Michael Hill

- Independent Non-executive Director since 7 July 2014
- Chair of the Board from 26 November 2014 to 26 October 2023
- Chair of the Audit and Risk Committee since 15 December 2018
- Member of the Remuneration and Nominations Committee since 15 December 2018

Ms Allison Doorbar

- Chair of the Remuneration Committee since 26 October 2023
- Independent Non-executive Director since 20 June 2018
- Member of the Remuneration and Nominations Committee since 24 July 2018
- Member of the Audit and Risk Committee since 26 October 2023

Ms Vicki Aristidopoulos

- Independent Non-executive Director appointed 11 November 2021
- Member of the Audit and Risk Committee since 11 November 2021
- Member of the Remuneration and Nominations Committee since 26 October 2023

Executive Directors of Janison Education during the reporting period

Mr David Caspari

- Chief Executive Officer (CEO) – from 14 April 2020 to 31 October 2023
- Managing Director (MD) – appointed 24 September 2021, resigned 31 October 2023

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

Ms Sujata Stead

- Chief Executive Officer (CEO) since 1 May 2024

Mr Stuart Halls

- Chief Financial Officer (CFO) since 3 December 2018

2. Context

The KMP remuneration structures that appear in this report reflect the arrangements applicable to the financial year FY24 and where appropriate, comments regarding future considerations or changes are made to provide additional context that may be helpful to shareholders in understanding remuneration governance and practices applicable to key management personnel remuneration within Janison.

The following outlines important context for the decisions that were made in relation to remuneration during FY24, the outcomes of which are presented in this report:

- Mr. David Caspari resigned as Chief Executive Officer on 31 October 2023
- Mr. Wayne Houlden was appointed Interim Chief Executive Officer for 8 months of FY24 from October 2023 until May 2024
- Ms. Sujata Stead was appointed as the new Chief Executive Officer on 1 May 2024
- Revenue increased +5% in FY24 to a total Group revenue of $43.1 million
- Janison signed the largest contract in its history with a $45m value agreement with the NSW Department of Education to digitise selective education exams in NSW
- Annualised recurring revenue (ARR) increased by 19% to $30.7 million in FY24.

3. Governance

3.1 Transparency and engagement

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

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

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

No fees were paid for external remuneration services during the year to 30 June 2024.

3.2 Remuneration and Nomination Committee Charter

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

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

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

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

3.3 Securities Trading Policy

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

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

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

4. Remuneration strategy & structure

4.1 Executive Remuneration Policy

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

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

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

Executive Total Remuneration Package (TRP)				
Fixed Compensation			Variable Compensation	
Base Salary	Super	Allowances & Benefits	Short Term Incentive	Long Term Incentive

Fixed compensation:

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

Variable compensation:

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

Short Term Incentive Plan (STIP) details	
Aspect	**Plan, offers and comments**
Purpose	The STIP's purpose is to give effect to an element of remuneration that is partly at-risk and partly an incentive. This element of remuneration reinforces a performance-focused culture, encourages teamwork and co-operation among executive team members and maintains a stable executive team by helping retain key talent. These objectives aim to be achieved by a simple plan that rewards participants for their performance during a 12-month period. Non-executive Directors are excluded from participation
Measurement Period	The Group's financial year (12 months).
Award Opportunities	In FY24 the CFO was offered an opportunity of up to 30% of his Base Salary.
Performance Assessment	Each year the Board sets the conditions that are used to assess the executive STIP, in consultation with the CEO. The majority of performance assessments are linked to the Group's financial results and strategic priorities identified as part of the formal Annual Operating Plan (AOP) process. Also included are a series of non-financial outcomes relating to employee satisfaction, culture, retention of staff and customer satisfaction. For FY24, short-term incentive awards were based on a number of measures including Revenue, Gross Margin, EBITDA and Cash Flow, workforce development, employee retention and the successful delivery of individual operational and strategic objectives. The outcome of these measures is shown in table 5.2.
Award/Payment	Assessments and award determinations are performed following the end of the Measurement Period and prior to the auditing of Group accounts. Awards are generally paid in cash in the September immediately following the end of the Measurement Period. They are paid through payroll with PAYG tax and superannuation remitted as appropriate. (See section 7.1. Senior Executive Remuneration of the Remuneration Report for more details.)
Cessation of Employment During a Measurement Period	In the event of a termination of employment, the following applies to STIP opportunities for the financial year: • If the participant is not employed on the date of payment, all award opportunities are forfeited unless otherwise determined by the Board, • If the termination is due to dismissal for cause, all award opportunities are forfeited, • If the termination is due to resignation, all entitlements in relation to the Measurement Period are forfeited, unless the termination is classified as "good leaver" in the discretion of the Board, • In the case of a good leaver, the Board may make an award at the time of the termination (which would be classified as a termination payment), or assess outcomes at the normal time, following the termination.
Change of Control	In the event of a Change of Control, including a takeover, the Board has discretion regarding the treatment of short-term incentive bonus opportunities, having regard to the portion of the Measurement Period lapsed and pro rata performance to the date of the assessment.
Fraud, Gross Misconduct etc.	If the Board forms the view that a participant has committed fraud or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant.

Long Term Incentive Plan (LTIP) Performance Rights	
Aspect	**Plan, offers and comments**
Purpose	The LTIP's primary purpose is to reinforce a long-term performance-focused culture, encourage teamwork and co-operation among key executives and directors and maintain a stable leadership team by helping retain key talent. Other purposes of the LTI program include: • to enable the Company to compete effectively for the calibre of talent required for it to be successful, and • facilitating variable remuneration cost outcomes so that in periods of poor performance the cost is reduced Non-executive Directors are excluded from participation
Form of Equity	The current plan includes the ability to grant: • Indeterminate Performance Rights, which are subject to performance related vesting conditions and vesting hurdles and which may be settled upon exercise in cash or by new issues or on market purchase of ordinary fully paid Shares. • No dividends accrue to unvested Rights and no voting rights are attached.
Amount Payable for Grants	No amount is payable by participants for grants of Performance Rights. Non-recourse loans are attached to the grant of loan funded shares.
Plan Limit	Unless prior shareholder approval is obtained, the number of Awards which may be granted under this Plan (assuming all Options and Performance Rights were exercised) must not at any time exceed in aggregate 5% of the total Issued Capital of the Company at the date of any proposed new Awards.
Grant Values	In FY24, • Sujata Stead was granted a pool of 3 million loan funded shares and 3 million performance rights that vest over three 3-year measurement periods, commencing in FY25. These shares and rights are yet to be issued. • The Board is currently finalising its strategic review which will inform the development of the Company's long-term strategic objectives. Given the significance of this process, the Board has determined it is prudent to defer the setting of specific performance targets for the Chief Executive Officer's Long-Term Incentive (LTI) until the completion of the strategic review. This approach will ensure that the LTI is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete in September 2024. • Stuart Halls was granted 502,316 performance rights • Other senior executives were granted 735,958 performance rights.
Exercise of Grants	Following the end of the Measurement Period, the Remuneration Committee will assess whether the vesting conditions and hurdles have been met and will notify the participants of the number of Performance Rights which have vested (if any) and that are able to be exercised. The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each tranche of Performance Rights if it forms the view that is appropriate to do so given the circumstances that prevailed during the measurement period in relation to the Company or the Participant.
Measurement Period	Performance Rights and Loan Funded Shares granted have a Measurement Period of 3 years that applies prior to vesting. Performance Rights and Loan Funded Shares grants are intended to be made annually.

<table>
<tr><th colspan="2">Long Term Incentive Plan (LTIP) Performance Rights</th></tr>
<tr><th>Aspect</th><th>Plan, offers and comments</th></tr>
<tr><td>Vesting Conditions</td><td>

1. Index-linked Total Shareholder Return (iTSR) (50% weighting)

Targets and Payout Levels:

- **Threshold**: JAN.ASX Total Shareholder Return (TSR) is equivalent to the index TSR (ASX All Ordinaries Accumulation Index). The proportion of Performance Rights vesting at this level is on a pro rata basis between 0% and 50% up to the 'Target' Payout Level
- **Target**: JAN.ASX TSR is 10-20% greater than the Index TSR. The proportion of Performance Rights vesting at this level is on a pro rata basis between 50% and 100% up to the 'Stretch' Payout Level.
- **Stretch**: JAN.ASX TSR is 20% greater than the Index TSR over a 3-year measurement period. The proportion of Performance Rights vesting at this level is 100%.

2. Return on Equity (ROE) average over 3 years (50% weighting)

Targets and Payout Levels:

- **Threshold:** 10.0%
- **Target:** 12.5%
- **Stretch:** 15.0%

If the RoE achieved over the Measurement Period is between 0% and 10% then the number of rights vesting is between 0% and 25% of the RoE Tranche of rights. If the Target RoE is achieved (12.5% RoE) then 50% of rights vest. If RoE is between 10% and 12.5% there is a pro rata vesting of rights of between 25% and 50%. If the Stretch RoE (15%) is achieved or exceeded, 100% of rights vest. If the RoE is between 12.5% and 15.0% there is a pro rata vesting of rights of between 50% and 100%.

ROE is defined as Net Profit After Tax adjusted for amortisation of acquired intangible assets and Share Based Compensation" (NPAT-A) divided by Shareholder Equity. NPAT-A is calculated by summing the total NPAT-A for each of the 3 years during the Measurement Period and dividing by the average equity of the same 3-year Measurement Period.

Each measure carries a 50% weighting on the total amount of Performance Rights.
The exercise price is Nil.

In FY24 the CEO was given a commitment to grant 3,000,000 performance rights and 3,000,000 loan funded shares which are yet to be issued. However, the Board is currently finalising its strategic review which will inform the development of the Company’s long-term strategic objectives. Given the significance of this process, the Board has determined that it is prudent to defer the setting of specific performance targets for the CEO’s Long-Term Incentive (LTI) plan until the completion of the strategic review.

This approach will ensure that the LTI plan is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete.

</td></tr>
<tr><td>Plan Gates</td><td>

TSR Gate: Total Shareholder Return must be positive for any Performance Rights to vest.

ROE Gate: EPS must be at least 0.5 cents per share in the final year of the 3-year measurement period for any Performance Rights to vest.

</td></tr>
<tr><td>Comments</td><td>

The performance hurdles were developed in 2019 in consultation with independent remuneration consultants.

The Group operates in an industry with few Australian edtech listed peers for it to choose a peer-group as its benchmark index.

Indexing avoids the problems associated with gains or losses from broader market movements.

Return on Equity was chosen as it ensures there is appropriate focus on profitable growth and cost management which are directly controlled by KMP.

</td></tr>
<tr><td>Term</td><td>The Term of Rights in each Tranche will be 15 years unless otherwise determined by the Board and specified in an Invitation.</td></tr>
</table>

Long Term Incentive Plan (LTIP) Performance Rights	
Aspect	**Plan, offers and comments**
Cessation of Employment	A termination of employment will trigger a forfeiture of some or all of the long-term incentives held by an executive in respect of which performance conditions and hurdles have not yet been met, depending upon the circumstances of the termination. The Board retains discretion to trigger or accelerate payment or vesting of incentives provided the limitation on termination benefits as outlined in the Corporations Act are not breached.
Change of Control of the Company (CoC)	If a Change of Control Event occurs the Board may determine that all or a specified number of a Participant's Performance Rights Vest or cease to be subject to Vesting Conditions or restrictions (as applicable).
Fraudulent or Dishonest Actions	If the Board takes the view that a Participant has acted fraudulently, dishonestly, or willfully breaches their duties to the group, the Board has discretion to determine that unvested or unexercised awards are forfeited.
Method of Allocation	The number of Performance Rights granted (at Target) is calculated as 50% of the KMP's base salary divided by the volume-weighted average share price (VWAP) for the 3-year period prior to the date at the start of the Measurement Period. This number of Rights represents 50% of the maximum amount the participant can earn. If the Stretch opportunity is achieved the rights are then doubled to reflect the maximum number of rights possible if the Stretch measure is achieved. The Board retains discretion to determine the value of LTI to be offered each year, subject to shareholder approval in relation to Directors, when the Rights are to be settled in the form of a new issue of Company shares. The Board may also seek shareholder approval for grants to Directors in other circumstances, at its discretion.

Employee Share Ownership Plan (ESOP) details	
Aspect	**Plan, offers and comments**
Purpose	The ESOP's purpose is to attract and retain permanent employees.
Period	The Company's financial year (12 months).
Award Opportunities	Eligible employees are entitled to participate in the Plan and can sacrifice up to 30% of their Base Salary each year as a post-tax contribution during the Period. The Company will convert the employee contributions into fully paid ordinary shares at the end of the Period. For every $1 contributed by the employee, the Company will match with shares to the equivalent value up to a maximum of $2,000. Thereafter, the Company will match every additional $3 contributed with shares equivalent to the value of $1 up to the maximum of the individual's 30% of Base Salary.
Award/Payment	Assessments and share issues are performed following the end of the Period and the auditing of Company accounts and Annual General Meeting (AGM). Awards can be made through the issue of new equity or via on-market purchases.
Grant Values	During FY24 employees contributed approximately $520 thousand, plus an additional $409 thousand of FY23 STI payments received in the form of ESOP shares. In March 2024, shares were issued for contributions made in the first half of FY24. Shares relating to contributions made in the second half of FY24 will be issued at the end of August 2024, as per the policy.

Employee Share Ownership Plan (ESOP) details	
Aspect	**Plan, offers and comments**
Cessation of Employment During a Measurement Period	In the event of a termination of employment up to the Award date each year all award opportunities are forfeited and any cash contributed by the employee is returned in full.
Change of Control	In the event of a Change of Control, including a takeover, the Board has discretion regarding the treatment of the ESOP awards, having regard to the portion of the Measurement Period lapsed and pro rata performance to the date of the assessment.
Fraud, Gross Misconduct etc.	If the Board forms the view that a participant has committed fraud or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant and any cash contributions made by the employee will be returned in full.

4.2 Non-executive Director Remuneration Policy

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

- Remuneration may be composed of Board fees, committee fees, superannuation, other benefits and equity grants.
- Remuneration will be managed within the aggregate fee limit (AFL) or fee pool approved by shareholders of the Company of $600,000 (excluding the salaries of executive Directors and payments to Directors for executive duties).
- The Board may seek adjustment to the AFL in the case of the appointment of additional NEDs, or should the AFL become insufficient to attract or retain the appropriate caliber of NEDs.
- Committee fees may be used to recognise additional contributions to the work of the Board by members of committees in circumstances where the workload of the Board is not equally shared.
- The Board Chair and Vice Chair fee will be set as a multiple of the fees payable to other NEDs, in recognition of the additional workload associated with this role.

The NED fee policy rates for the main Board that were applicable as at the end of FY24 and which will apply to FY24 unless a review is conducted during the year were $70,000 fee (including super) for members and $90,000 fee (including super) for the chair.

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

FY24 Non-executive director share purchase plan

In FY24 a new equity plan was introduced which allows non-executive directors to salary-sacrifice a portion of their fees in exchange for ordinary shares in the Company. Director contributions are deducted throughout the year and shares are issued to directors following approval at the Company's Annual General Meeting of shareholders.

Shares are restricted from sale until the earlier of the director resigning or 15 years from the date of grant. No matching or bonus shares are provided and contributions are converted into shares using the 5-day volume weighted average price (VWAP) following the release of Janison's full year audited financial report.

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

5. FY24 performance

5.1 Group performance

The following outlines the performance of the Group over the FY24 period in accordance with the requirements of the Corporations Act.

(A$ millions unless otherwise stated)	FY22	FY23	FY24
Revenue	$36.3	$41.1	$43.1
Annualised Recurring Revenue[1]	$25.2	$25.9	$30.7
Gross Margin	64%	62%	59%
Share Price ($)	$0.43	$0.45	$0.28
Total Shareholder Return	(52)%	5%	(38)%
ASX All Ordinaries Shareholder Return	(13)%	10%	9%

[1]Annualised Recurring Revenue includes all contracted recurring platform and services revenue.

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

5.2 STI and LTI grants and determinations

STI outcomes FY24

Outlined below is a summary of the STI awards and the amounts achieved in FY24.

		FY24 KPI Summary		
Name	Position	Target Award $	Achievement %	$ Awarded
Sujata Stead[1]	Chief Executive Officer	n/a	n/a	n/a
David Caspari[2]	Chief Executive Officer	n/a	n/a	n/a
Stuart Halls	Chief Financial Officer	98,185	0%	nil

[1]Appointed as CEO 1 May 2024.
[2]Resigned as CEO 31 October 2023.

STI KPI metrics and targets are set annually in advance by the Board and include a combination of financial measures and non-financial measures, at group level and an individual level. For FY24, KPI measures for the Chief Executive Officer and Chief Financial Officer included the following:

Financial: Total Operating Revenue, Gross Margin, EBITDA, Cash Flow

Operational: Employee Engagement & Retention, Customer Satisfaction

Strategic: Key initiatives within each function that enable long-term strategic objectives.

The targets for each of the measures above are based on Janison's internal FY24 budget approved by the Board.

The following table provides the weighting for each KPI category within the STI and the amount achieved in FY24:

		Financial		Operational		Strategic	
Name	**Position**	**Target**	**Achieved**	**Target**	**Achieved**	**Target**	**Achieved**
Stuart Halls	Chief Financial Officer	60%	45%	30%	24%	10%	10%

The achievement of the Financial metrics (Revenue, Gross Margin, EBITDA and Cash) was 45% out of a total possible score of 60%. This reflects a financial result significantly below the internal Company target for FY24. As a result of this and despite achieving acceptable scores for Operational and Strategic metrics, the Remuneration Committee determined that no STI payments were to be awarded to executives for the FY24 year.

LTI plan outcomes FY24

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

FY24 was the second year of the Janison LTIP. The measurement period was 1 July 2021 to 30 June 2024. Over this period, the Company did not meet the Return on Equity (ROE) target threshold of 10% and did not meet the Total Shareholder Return (TSR) minimum target of 0% growth above the index. As a result of this, no performance rights vested for the FY22-24 LTI period.

Calculated results for the FY22-FY24 LTI measurement period

Measure	Target Vesting Range	Outcome	Percentage Rights Vesting
RoE	10-15% Return on Equity	(44)% ROE	0%
TSR	0-20% CAGR above the index	(37)% TSR	0%
TOTAL AMOUNT OF RIGHTS VESTING			**0%**

Number of rights vesting for KMP under the FY22-FY24 LTI measurement period

Name	Title	Number of Rights Originally Granted	Calculated Number of Rights Vesting	Additional Discretionary Number of Rights Vesting	Total Number of Rights Vesting	Number of Rights Lapsed
David Caspari	Chief Executive Officer and Managing Director	687,900	-	-	-	687,900
Stuart Halls	Chief Financial Officer	386,140	-	-	-	386,140
TOTAL PERFORMANCE RIGHTS		**1,074,040**	**-**	**-**	**-**	**1,074,040**

LTI grants made during the reporting period

During the financial year FY24, the following LTI performance rights were granted to KMP:

			FY24	
Name	**Role**	**Instrument**	**Number Granted**	**Value on Date of Grant $**
Sujata Stead	CEO	Ordinary Shares	500,000	157,565
		Performance Rights	3,000,000	*
		Loan Funded Shares	3,000,000	*
David Caspari[1]	CEO	Performance Rights	-	-
Stuart Halls[1]	CFO	Performance Rights	502,316	100,463
TOTAL RIGHTS AND SHARES			**6,502,316**	**$258,028**

[1]David Caspari was part of FY23 LTIP plan and Stuart Halls was part of FY23 and FY24 LTIP plan.

*The LTIs include a commitment to grant 3,000,000 performance rights and 3,000,000 loan funded shares which have not yet been issued. However the Board is currently finalising its strategic review, which will inform the development of the Company’s long-term strategic objectives. Given the significance of this process, the Board has determined that it is prudent to defer the setting of specific performance targets for the Chief Executive Officer's Long-Term Incentive (LTI) plan until the completion of the strategic review. This approach will ensure that the LTI plan is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete. The above tables therefore do not ascribe any value to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set.

6. Changes in KMP held equity

6.1 Changes in equity held by Executives

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

			Granted FY24						
Name	Instrument	Balance Beginning of Year 1-Jul-23	Date Granted	Granted Number	Lapsed Number	Vested Number	Purchased / (Sold) Number	Balance End of Year Number	Escrowed Number
Sujata Stead[3]	Performance Rights	-	1 May 2024	3,000,000	-	-	-	3,000,000	-
	Loan Funded Shares	-	1 May 2024	3,000,000	-	-	-	3,000,000	-
	Ordinary Shares	-	8 April 2024	500,000	-	-	500,000	1,000,000	-
David Caspari*	Performance Rights[1]	687,900	Various	329,687	(687,900)	-	-	329,687	-
	Performance Rights Vested	300,000	-	-	(300,000)	-	-	-	-
	Ordinary Shares	700,000	-	-	300,000	-	-	1,000,000	-
Stuart Halls	Performance Rights[2]	932,024	Various	502,316	(386,140)	-	-	1,048,200	-
	Performance Rights Vested	200,000	-	-	(200,000)	-	-	-	-
	Ordinary Shares	-	-	-	200,000	-	4,355	204,355	-
TOTAL		**2,819,924**	**-**	**7,332,003**	**(1,074,040)**	**-**	**504,355**	**9,582,242**	**-**

*Balance at the date of resignation.

[1]David Caspari was granted 329,687 performance rights as part of the FY23 LTI Plan.

[2]Stuart Halls was granted 502,316 performance rights as part of the FY24 LTI Plan.

[3]Sujata Stead was offered a matching share purchase sign-on incentive up to the value of $500,000 on a 1:1 basis. As at the date of reporting approximately $158k of this incentive had been granted equating to 500,000 shares being issued to Ms Stead. Ms Stead has until 30 November 2024 to purchase the remaining approximately $342k worth of Janison shares.

6.2 Changes in equity held by Non-Executive Directors

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

			Granted FY24						
Name	Instrument	Balance Beginning of Year 1-Jul-23	Date Granted	Granted Number	Forfeited Number	Vested Number	Purchased / (Sold) Number	Balance End of Year Number	Escrowed Number
Wayne Houlden	Ordinary Shares	68,311,376	-	-	-	-	-	68,311,376	-
Mike Hill	Ordinary Shares	1,997,695	-	-	-	-	-	1,997,695	-
Allison Doorbar	Ordinary Shares	1,146,176	-	-	(600,000)*	-	-	546,176	-
Vicki Aristidopoulos	Ordinary Shares	16,129	-	-	-	-	-	16,129	-
	Options	300,000	-	-	-	-	-	300,000	-
Kathleen Bailey-Lord	Ordinary Shares	26,000	-	-	-	-	145,000	171,000	-
	Options	299,145	-	-	-	-	-	299,145	-
TOTAL		**72,096,521**	**-**	**-**	**(600,000)**	**-**	**145,000**	**71,641,521**	**-**

*On 24 January 2024 Allison Doorbar surrendered 600,000 of the loan funded shares.

6.3 Equity grants

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

Name	Role	Instrument	Total Value at Grant $	Value Expensed in FY24	Max Value to be Expensed in Future Years	Min Value to be Expensed in Future Years
Sujata Stead[1]	CEO	Performance Rights	-	*	-	-
		Loan Funded Shares	-	*	-	-
		Ordinary Shares	157,565	157,565	-	-
David Caspari[2]	CEO	Performance Rights	411,711	46,543	-	-
Stuart Halls	CFO	Performance Rights	400,191	61,643	465,588	64,677
TOTAL PERFORMANCE RIGHTS			**969,467**	**265,751**	**465,588**	**64,677**

[1]Appointed as CEO 1 May 2024
[2]Resigned as CEO 31 October 2023

*The LTIs include a commitment to grant 3,000,000 performance rights and 3,000,000 loan funded shares. However the Board is currently finalising its strategic review, which will inform the development of the Company's long-term strategic objectives. Given the significance of this process, the Board has determined that it is prudent to defer the setting of specific performance targets for the Chief Executive Officer's Long-Term Incentive (LTI) plan until the completion of the strategic review. This approach will ensure that the LTI plan is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete. The above tables therefore do not ascribe any value to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set.

In FY24, non-executive directors were invited to participate in a new 'salary-sacrifice' share purchase scheme. Directors are able to sacrifice a portion of their board fees in exchange for ordinary shares in the Company. The share scheme and shares issued are subject to shareholder approval at Janison's AGM.

7. Remuneration records

7.1 Executive remuneration

The following table outlines the remuneration received by Senior Executives of Janison Education Group Limited during the financial years ended 30 June 2024 and 2023, prepared according to statutory disclosure requirements of the Corporations Act

			Base Package					STI		LTI[3]		
Name	**Role**	**Year**	**Salary $**	**Super Contribution $**	**Other Benefits $**	**Amount $**	**% of TRP**	**Amount $**	**% of TRP**	**Amount $**	**% of TRP**	**Total Package $ (TRP)**
Sujata Stead[1]	CEO	2024	84,084	6,947	-	91,031	37%	-	0%	157,565	63%	248,596
		2023	-	-	-	-	-	-	-	-	-	-
David Caspari[2]	CEO	2024	169,613	22,832	201,571[4]	394,016	89%	-	0%	46,543	11%	440,559
		2023	389,500	25,292	-	414,792	69%	69,899	12%	116,161	19%	600,852
Stuart Halls	CFO	2024	327,282	27,399	-	354,681	85%	-	0%	61,643	15%	416,324
		2023	317,750	25,292	-	343,042	72%	84,061	18%	50,695	24%	477,798
TOTAL		**2024**	**580,979**	**57,178**	**201,571**	**839,728**	**76%**	**-**	**0%**	**265,751**	**24%**	**1,105,479**
TOTAL		**2023**	**707,250**	**50,584**	**-**	**757,834**	**70%**	**153,960**	**14%**	**166,856**	**15%**	**1,078,650**

[1]Appointed as CEO 1 May 2024.

[2]Resigned as CEO 31 October 2023.

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

The LTIs include a commitment to grant 3,000,000 performance rights and 3,000,000 loan funded shares which have not yet been issued. However the Board is currently finalising its strategic review, which will inform the development of the Company's long-term strategic objectives. Given the significance of this process, the Board has determined that it is prudent to defer the setting of specific performance targets for the Chief Executive Officer's Long-Term Incentive (LTI) plan until the completion of the strategic review. This approach will ensure that the LTI plan is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete. The above tables therefore do not ascribe any value to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set.

[4]This includes 6 months notice period and accrued leave payments.

7.2 Non-Executive Director remuneration

Remuneration received by non-executive directors of Janison Education Group during the financial years ended 30 June 2024 and 2023 is disclosed below:

Name	Role	Year	Board Fees $	Executive Fees $[4]	Other Benefits $[5]	Superannuation $	Equity Value $[6]	Total $
Kathleen Bailey-Lord[1,7]	Non-Executive Chair	2024	75,990	-	-	8,359	35,950	120,299
		2023	63,636	-	-	6,682	47,934	118,252
Wayne Houlden	Non-Executive Vice Chair	2024	70,000	228,742	28,000	32,862	-	359,604
		2023	70,000	67,864	56,000	14,476	-	208,340
Mike Hill[2]	Non-Executive Director	2024	76,762		-	7,528	-	84,290
		2023	82,192		-	8,630	-	90,822
Brett Chenoweth[3]	Non-Executive Director	2024	-	-	-	-	-	-
		2023	23,332	-	-	-	-	23,332
Allison Doorbar[7]	Non-Executive Director	2024	69,996		-	-	-	69,996
		2023	69,996		-	-	-	69,996
Vicki Aristidopoulos[7]	Non-Executive Director	2024	63,159		-	6,947	19,461	89,567
		2023	63,636		-	6,682	51,896	122,214
TOTAL		**2024**	**355,907**	**228,742**	**28,000**	**55,696**	**55,411**	**723,756**
TOTAL		**2023**	**372,792**	**67,864**	**56,000**	**36,470**	**99,830**	**632,956**

[1]Appointed as Chair 26 October 2023

[2]Resigned as Chair 26 October 2023

[3]Resigned 3 November 2022

[4]Wayne took a role of an interim CEO from September to April and was awarded an increase in executive allowance of c.$160k, this amount was partly paid in April 2024 ($20k) and partly paid in July 2024 ($140k).

[5]Included in "Other Benefits" is Living Away from Home Allowances

[6]The in-year value attributed to equity grants made in FY22

[7]During FY24 the following directors participated in the new NED salary-sacrifice equity scheme and made contributions from the board fees shown in the table above: Kathleen Bailey-Lord ($20,268 deduction), Allison Doorbar and Vicki Aristidopoulos ($6,000 deduction each).

8. Employment terms for KMP

8.1 Service agreements

A summary of contract terms in relation to executive KMP as at the end of FY24 is presented below noting that under the FY24 arrangements, the STI is scaled to the target amount and the LTI is reported at the accounting value as of the date of grant since the vesting conditions attaching to the long-term incentive are binary, either achieved or not achieved and therefore have either the grant date accounting value shown, or will not have a value.

		Period of Notice		Base Package including Super		STI Opportunity				LTI Opportunity			
Name	Position Held	From Company	From KMP	Amount $	Fixed % TRP	Target % of Base Pkg	Target STI Amount $	STI % TRP	% of STI Subject to Deferral	Target % of Base Pkg	Target LTI Amount $	LTI % TRP	Total Remuneration Package at Target Performance
Sujata Stead[1]	CEO	6 mths	6 mths	560,000	58%	71%	400,000	42%	31%	*	*	*	960,000
David Caspari[2]	CEO	3 mths	3 mths	430,642	51%	0%	-	0%	0%	96%	411,711	49%	842,353
Stuart Halls	CFO	3 mths	3 mths	356,379	42%	28%	98,185	11%	0%	112%	400,191	47%	854,755
TOTAL				**1,347,021**	**51%**	**37%**	**498,185**	**19%**	**31%**	**60%**	**811,902**	**30%**	**2,657,108**

[1]Appointed as CEO 1 May 2024

[2]Resigned as CEO 31 October 2023

*The LTIs include a commitment to grant 3,000,000 performance rights and 3,000,000 loan funded shares which have not yet been issued. However the Board is currently finalising its strategic review, which will inform the development of the Company's long-term strategic objectives. Given the significance of this process, the Board has determined that it is prudent to defer the setting of specific performance targets for the Chief Executive Officer's Long-Term Incentive (LTI) plan until the completion of the strategic review. This approach will ensure that the LTI plan is aligned with the Company's overarching strategic direction and provides appropriate incentives to drive the business forward. The Board will provide further details on the LTI plan, including performance metrics and targets, once the strategic review is complete. The above tables therefore do not ascribe any value to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set.

Note:

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

Financial Statements.

Consolidated Statement of Profit or Loss and other comprehensive income

Year ended 30 June	Note	2024 ($'000s)	2023 ($'000s)
Revenue from ordinary activities	3	**43,060**	**41,068**
Cost of sales	4	17,853	15,736
Gross profit		**25,207**	**25,332**
General and administrative expenses	5	18,085	17,970
Business development expenses		4,008	3,387
Total operating expenses		**22,093**	**21,357**
Acquisition expenses		-	399
Share-based compensation	5	1,607	1,448
Depreciation and amortisation	6	11,912	13,334
Net financial (income) / expense	7	(309)	661
Other non-operating expenses		274	404
Foreign exchange gains and losses		(56)	169
Loss before income tax		**(10,314)**	**(12,440)**
Income tax benefit / (expense)	8	2,222	(1,265)
Net loss		**(8,092)**	**(13,705)**
Other Comprehensive Income			
Foreign currency translation, net of income tax		(2)	27
Total Comprehensive Loss		**(8,094)**	**(13,678)**
Basic loss per share (cents)	*30*	*(3.20)*	*(5.78)*

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

Consolidated Statement of Financial Position

As at 30 June	Note	2024 ($'000s)	2023 ($'000s)
Assets			
Cash and cash equivalents	29	10,156	12,039
Trade and other receivables	9	5,336	4,483
Work in progress	10	1,005	1,082
Prepaid expenses		372	563
Other current assets		73	-
Total current assets		**16,942**	**18,167**
Work in progress	10	90	60
Plant and other equipment	11	299	430
Intangible assets	12	25,245	32,962
Right of use asset	23	329	469
Deferred tax asset	8	6,202	5,319
Other non-current assets		38	310
Total non-current assets		**32,203**	**39,550**
Total Assets		**49,145**	**57,717**
Liabilities			
Trade and other payables	13	5,509	5,366
Employee entitlements	14	3,196	3,651
Lease liabilities	23	299	510
Contract liabilities	28	5,487	5,409
Provisions	22	58	251
Income tax payable	8	3	14
Other liabilities		-	8,379
Total current liabilities		**14,552**	**23,580**
Employee entitlements	14	344	321
Lease liabilities	23	45	-
Provisions	22	10	-
Other non-current liabilities		27	27
Deferred tax liability	8	1,555	2,897
Total non-current liabilities		**1,981**	**3,245**
Total Liabilities		**16,533**	**26,825**
Net Assets		**32,612**	**30,892**
Equity			
Share capital	17	86,838	78,631
Reserves	18	6,629	5,024
Accumulated losses		(60,855)	(52,763)
Total Equity		**32,612**	**30,892**

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

Consolidated Statement of Cash Flows

Year ended 30 June	Note	2024 ($'000s)	2023 ($'000s)
Receipts from customers		46,852	47,133
Payments to suppliers and employees		(45,095)	(41,805)
Interest paid and received, net		341	116
Net cash flows from operating activities	29	**2,098**	**5,444**
Acquisition of businesses, net of cash acquired	32	(1,000)	(669)
Purchase of intangible assets	12	(3,056)	(4,389)
Purchase of plant and equipment	11	(112)	(88)
Net cash used in investing activities		**(4,168)**	**(5,146)**
Proceeds from capital raising, net of costs		520	900
Repayment of lease liabilities		(330)	(965)
Net cash (used in)/from financing activities		**190**	**(65)**
Effect of exchange rate changes		(3)	(14)
Net change in cash and cash equivalents		**(1,883)**	**219**
Cash and cash equivalents at the beginning of year		**12,039**	**11,820**
Cash and cash equivalents at the end of year		**10,156**	**12,039**

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

Consolidated Statement of Changes in Equity

	Share Capital ($'000s)	Accumulated Losses ($'000s)	Reserves ($'000s)	Total Equity ($'000s)
Balance at 1 July 2023	**78,631**	**(52,763)**	**5,024**	**30,892**
Net loss	-	(8,092)	-	(8,092)
Other comprehensive loss	-	-	(2)	(2)
Total comprehensive loss	**-**	**(8,092)**	**(2)**	**(8,094)**
Contributions of capital – net of costs	8,207	-	-	8,207
Share-based payments	-	-	1,607	1,607
Total transactions with owners	**8,207**	**-**	**1,607**	**9,814**
Balance at 30 June 2024	**86,838**	**(60,855)**	**6,629**	**32,612**

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

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

Notes to the Financial Statements.

Note 1: Summary of significant accounting policies

1.1 General Information and Nature of Operations

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

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

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

1.2 Going Concern Basis

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

At 30 June 2024, the Group had net assets of $32.6 million (30 June 2023: Net assets of $30.9 million). The Group has incurred a loss of $8.1 million for the year ended 30 June 2024.

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

1. The Group has $10.2 million in cash reserves as at 30 June 2024.
2. Management note that the Group has no existing long-term debt and therefore no obligations in this regard.

The Directors are of the opinion that no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial report as at 30 June 2024. Accordingly, no adjustments have been made to the financial report relating to the recoverability and classification of the asset carrying amounts or the amounts and classifications of liabilities that might be necessary should the Group not continue as a going concern.

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

1.3 Accounting Policies

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

1.3.1 Income tax

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

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

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

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

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

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

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

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

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

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

1.3.2 Plant and equipment

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

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

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

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

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

1.3.3 Impairment of assets

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

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

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

1.3.4 Intangible assets

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

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

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

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

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

Any capitalised internally developed software that is not yet complete is not amortised, but is subject to impairment testing. Goodwill arises on the acquisition of a business. Goodwill is not amortised, instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they may be impaired.

Subsequent measurement – All internally developed software is accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in Note 12.

1.3.5 Employee benefits

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

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

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

1.3.6 Cash and cash equivalents

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

1.3.7 Provisions

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

1.3.8 Revenue recognition

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

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

Step 2: Identify the performance obligations under the arrangement

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

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

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

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

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

a) Platform Licensing and Hosting Revenue

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

b) Exam Management Revenue

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

c) Content Revenue

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

d) Software Development Project Revenue

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

e) Contract liabilities

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

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

f) Earned and Contract Assets

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

g) Other Income

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

1.3.9 Trade and other receivables

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

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected credit loss (ECL) provision for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The estimation of loss allowance provision as at 30 June 2024 is determined by using a provision matrix based on historical credit loss experience, adjusted for factors specific to debtors, general economic conditions of the industry in which the debtor operates and an assessment of both the current and the forecast direction of conditions at the reporting date.

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

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

1.3.10 Share based payments

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

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

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

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

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

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

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

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

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

1.3.11 Goods and Services Tax (GST)

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

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

1.3.12 Business combinations

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

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

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

1.3.13 Critical accounting estimates and judgements

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

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

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

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

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

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

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

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

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

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

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

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

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

Provisions – Long service leave – As discussed in Note 1.3.5, the liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, attrition rates and pay increases through promotion and inflation have been taken into account.

Financial instruments fair value measurement

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

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

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

1.3.14 New and Amended Accounting Standards adopted by the Group

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

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

The Group plans on adopting the amendment for the reporting period ending 30 June 2025 along with the adoption of AASB 2023-6. The amendment is not expected to have a material impact on the financial statements once adopted.

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

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

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

AASB 2022-6: Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants.

AASB 2022-6 amends *AASB 101: Presentation of Financial Statements* to improve the information an entity provides in its financial statements about liabilities arising from loan arrangements for which the entity's right to defer settlement of those liabilities for at least 12 months after the reporting period is subject to the entity complying with conditions specified in the loan arrangement. It also amends an example in Practice Statement 2 regarding assessing whether information about covenants is material for disclosure.

The Group plans on adopting the amendment for the reporting period ending 30 June 2025. The amendment is not expected to have a material impact on the financial statements once adopted.

Note 2: Segment reporting

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

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

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

2.1 Segment contribution

Year ended 30 June 2024	Assessments ($'000s)	Solutions ($'000s)	Corporate ($'000s)	Total ($'000s)
Revenue from ordinary activities	15,031	28,029	-	43,060
Total segment revenue	**15,031**	**28,029**	**-**	**43,060**
Cost of sales	6,181	11,672	-	17,853
Segment gross profit	**8,850**	**16,357**	**-**	**25,207**
Operating expense	9,808	12,285	-	22,093
Segment EBITDA	**(958)**	**4,072**	**-**	**3,114**
Revenue recognised at a point in time	**14,357**	**27,095**	**-**	**41,452**
Revenue recognised over time	**674**	**934**	**-**	**1,608**
Assets				
Segment Assets	18,630	12,537	17,978	49,145
Total assets				**49,145**
Liabilities				
Segment liabilities	111	5,377	11,045	16,533
Total liabilities				**16,533**

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

Year ended 30 June 2023	Assessments ($'000s)	Solutions ($'000s)	Corporate ($'000s)	Total ($'000s)
Revenue from ordinary activities	14,994	26,074	-	41,068
Total segment revenue	**14,994**	**26,074**	**-**	**41,068**
Cost of sales	5,944	9,792	-	15,736
Segment gross profit	**9,050**	**16,282**	**-**	**25,332**
Operating expenses	9,881	11,476	-	21,357
Segment EBITDA	**(831)**	**4,806**	**-**	**3,975**
Revenue recognised at a point in time	**14,263**	**24,804**	**-**	**39,067**
Revenue recognised over time	**731**	**1,270**	**-**	**2,001**
Assets				
Segment Assets	22,636	14,994	20,087	57,717
Total assets				**57,717**
Liabilities				
Segment liabilities	9,220	5,349	12,256	26,825
Total liabilities				**26,825**

2.2 Reconciliation from segment contribution to Net Loss after tax

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Segment results	**3,114**	**3,975**
Acquisition costs	-	399
Share-based compensation	1,607	1,448
Depreciation and amortisation	11,912	13,334
Net financial (income) / expense	(309)	661
Other non-operating expenses	274	404
Foreign exchange gains and losses	(56)	169
Income tax expense (benefit) / expense	(2,222)	1,265
Net loss after tax	**(8,092)**	**(13,705)**

2.3 Revenue by market sector

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Schools	34,827	32,151
Higher Education & Professional Accreditation	5,706	5,364
Enterprise & Government	2,527	3,553
Total operating revenue	**43,060**	**41,068**

2.4 Revenue by geographic location

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Australia and New Zealand	36,091	35,899
Asia	1,889	2,177
Rest of the world	5,080	2,992
Total operating revenue	**43,060**	**41,068**

Note 3: Consolidated trading revenue

The Group's revenue by component are presented below:

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Platform Revenue - License and hosting revenue	24,699	25,096
Platform Revenue - Content license revenue	44	103
Services revenue	18,317	15,869
Total operating revenue	**43,060**	**41,068**

Platform revenue includes two components:

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

Services revenue includes revenues generated by platform customisation, implementation, configuration, exam management and invigilation.

Note 4: Cost of sales

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Personnel costs	9,128	8,307
Third party contractors	1,118	1,948
Total direct labour	**10,246**	**10,255**
Hosting and software costs	4,803	4,491
Exam management costs[1]	1,660	897
Content licence fees	1,144	93
Total cost of sales	**17,853**	**15,736**

[1]The FY23 balance has been adjusted to reclassify expenses from operational expenses to cost of sales, ensuring consistency with the FY24 financial statements.

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

Note 5: General and administrative expenses

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Personnel costs	14,740	14,620
Share-based compensation	1,607	1,448
Unallocated employee costs	335	465
Office facility expenses	140	234
Travel	262	265
Software licences	789	750
Professional services	396	512
Telecommunications	430	283
Other[1]	993	841
General and administrative expenses	**19,692**	**19,418**
Less: Share-based compensation classified as non-trading	1,607	1,448
Total general and administrative expenses	**18,085**	**17,970**

[1]The FY23 balance has been adjusted to reclassify expenses from operational expenses to cost of sales, ensuring consistency with the FY24 financial statements.

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

Note 6: Depreciation and amortisation expense

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Operating depreciation and amortisation		
Office and other equipment	212	217
Leasehold improvements	5	23
Capitalised platform development costs	4,942	5,938
Amortisation of Right of Use Assets	641	965
Amortisation of other intangibles – non acquired IP	686	294
Total operating depreciation and amortisation	**6,486**	**7,437**
Acquired depreciation and amortisation		
Amortisation of other intangibles - acquired IP	5,426	5,897
Total acquired depreciation and amortisation	**5,426**	**5,897**
Total depreciation and amortisation	**11,912**	**13,334**

Note 7: Net Financial (income) / expense

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Interest income	(341)	(116)
Interest expense[1]	-	731
Interest expense – lease liabilities	32	46
Net financial (income) / expense	**(309)**	**661**

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

Note 8: Income taxes

All calculations are subject to review by the Australian Taxation Office upon filing of the financial year 2024 tax return.

8.1 Components of income tax expense / benefit

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Current tax expense / (benefit)	3	(129)
Deferred tax (benefit) / expense	(2,225)	1,394
Income tax (benefit) / expense	**(2,222)**	**1,265**

8.2 Reconciliation of prima facie tax benefit to income tax benefit

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Loss before income tax	(10,314)	(12,440)
Tax rate	25.0%	25.0%
Prima facie tax benefit	**(2,579)**	**(3,110)**
Adjusted for:		
Share-based payment expense	402	381
Non-deductible expenditure	10	293
Derecognition of tax losses	(192)	3,991
Prior year adjustments	(46)	(461)
Other	180	157
Adjustments due to different tax rates in different jurisdictions	3	14
Total income tax (benefit) / expense	**(2,222)**	**1,265**

8.3 Deferred tax asset and liability

As at 30 June	2024 ($'000s)	2023 ($'000s)
Intellectual property valuation difference*	2,603	2,744
Intangibles and other fixed assets	1,237	-
Employee entitlements	819	955
Leases	20	73
Provisions and accruals	1,484	1,453
Capital raising and acquisition transaction costs	39	94
Total deferred tax asset	**6,202**	**5,319**
Deferred tax liability	1,555	2,897
Total deferred tax liability	**1,555**	**2,897**

*The above balances relate to capital allowances the company can claim in future periods. These allowances are recoverable over a period of up to 25 years. These balances have not been discounted as required by AASB 112.

Unrecognised deferred tax asset

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available.

As at 30 June	2024 ($'000s)	2023 ($'000s)
Tax losses	3,799	3,991
Total tax losses	**3,799**	**3,991**

8.4 Income tax payable

As at 30 June	2024 ($'000s)	2023 ($'000s)
Income tax payable – foreign subsidiary	3	14
Income tax payable	**3**	**14**

Note 9: Trade and other receivables

As at 30 June	2024 ($'000s)	2023 ($'000s)
Trade receivables	4,858	3,305
Less: Provision for expected credit loss	(116)	(122)
Contract assets	593	834
Other receivables	1	466
Trade and other receivables	**5,336**	**4,483**

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

As at 30 June	2024 ($'000s)	2023 ($'000s)
Current	2,253	2,980
Under 30 days	2,117	79
30-60 days	328	1
60-90 days	1	62
More than 90 days	159	183
Total trade receivables	**4,858**	**3,305**

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

Note 9: Trade and other receivables (cont.)

30 June 2024	Opening balance 2023 ($'000s)	Net measurement of loss allowance ($'000s)	Amounts written off ($'000s)	Closing balance 2024 ($'000s)
Lifetime Expected Credit Loss: Credit Impaired				
Current trade receivables	122	(6)	-	116
Total	**122**	**(6)**	**-**	**116**

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

Note 10: Work in progress

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

Current – As at 30 June	2024 ($'000s)	2023 ($'000s)
ICAS	1,005	1,082
Total current work in progress	**1,005**	**1,082**

Non-Current – As at 30 June	2024 ($'000s)	2023 ($'000s)
ICAS	53	53
REACH	37	7
Total non-current work in progress	**90**	**60**

Note 11: Plant and other equipment

As at 30 June	2023 ($'000s)	Additions ($'000s)	Deductions ($'000s)	2024 ($'000s)
Historical cost	1,109	98	(98)	1,109
Accumulated depreciation	(688)	(209)	72	(825)
Total office and computer equipment	**421**	**(111)**	**(26)**	**284**
Historical cost	3	14	(3)	14
Accumulated depreciation	(3)	(5)	3	(5)
Total leasehold improvements	**-**	**9**	**-**	**9**
Historical cost	17	-	-	17
Accumulated depreciation	(8)	(3)	-	(11)
Total motor vehicles	**9**	**(3)**	**-**	**6**
Total plant and other equipment	**430**	**(105)**	**(26)**	**299**

Note 12: Intangible assets

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

During the financial year, the Group capitalised $3.93 million of costs. These relate to platform development costs relating to new features to be included in future versions of the Solutions platform and item bank development costs. Once in use, these assets will be amortised over a three-year period.

Other intangibles include identifiable intangibles related to:

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

Note 12: Intangible assets (cont.)

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

	CGU 1 – Solutions					CGU 2 – Assessments					Total
As at 30 June 2024	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Total ($'000s)**
Cost	2,880	-	23,509	168	26,557	3,132	21,064	4,289	1,493	29,978	**56,535**
Less accumulated amortisation	-	-	(19,427)	-	(19,427)	-	(10,913)	(950)	-	(11,863)	**(31,290)**
Carrying amount at end of period	**2,880**	**-**	**4,082**	**168**	**7,130**	**3,132**	**10,151**	**3,339**	**1,493**	**18,115**	**25,245**
Movement:											
Carrying amount at start of period	2,880	1,170	8,135	764	12,949	3,132	14,407	2,474	-	20,013	**32,962**
Additions	-	-	924	-	924	-	-	1,515	1,493	3,008	**3,932**
Disposals, transfers and other	-	-	-	(596)	(596)	-	-	-	-	-	**(596)**
Amortisation expense	-	(1,170)	(4,977)	-	(6,147)	-	(4,256)	(650)	-	(4,906)	**(11,053)**
Carrying amount at end of period	**2,880**	**-**	**4,082**	**168**	**7,130**	**3,132**	**10,151**	**3,339**	**1,493**	**18,115**	**25,245**

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

Note 12: Intangible assets (cont.)

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

	CGU 1 – Solutions					CGU 2 – Assessments					Total
As at 30 June 2023	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Goodwill ($'000s)**	**Acquired Intangible Assets ($'000s)**	**Internally Generated Intangible Assets ($'000s)**	**Work in Progress* ($'000s)**	**Total ($'000s)**	**Total ($'000s)**
Cost	2,880	7,800	24,095	764	35,539	3,132	21,701	2,774	-	27,607	**63,146**
Less accumulated amortisation	-	(6,630)	(15,960)	-	(22,590)	-	(7,294)	(300)	-	(7,594)	**(30,184)**
Carrying amount at end of period	**2,880**	**1,170**	**8,135**	**764**	**12,949**	**3,132**	**14,407**	**2,474**	**-**	**20,013**	32,962
Movement:											
Carrying amount at start of period	2,880	2,730	11,306	1,324	18,240	3,132	18,744	586	-	22,462	**40,702**
Additions	-	-	2,796	-	2,796	-	-	2,154	-	2,154	**4,950**
Disposals, transfers and other	-	-	-	(560)	(560)	-	-	-	-	-	**(560)**
Amortisation expense	-	(1,560)	(5,967)	-	(7,527)	-	(4,337)	(266)	-	(4,603)	**(12,130)**
Carrying amount at end of period*	**2,880**	**1,170**	**8,135**	**764**	**12,949**	**3,132**	**14,407**	**2,474**	**-**	**20,013**	**32,962**

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

Note 12: Intangible assets (cont.)

Impairment testing for intangible assets

The Group's impairment testing is performed at the CGU level, of which there are two, Solutions and Assessment. This is the lowest level within the Group for which information is monitored for internal management purposes. The Solutions CGU includes $2.9 million and the Assessment CGU includes $3.1 million of goodwill. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently where there may be an indication of impairment. Where the carrying value of the CGU exceeds its recoverable amount, the carrying amount of the CGU is reduced to its recoverable amount through the recognition of an impairment loss. During the period, no impairment losses were recognised.

Calculation of recoverable amount

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

1. Forecast future cash flows

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

2. Discount rates

Estimated future cash flows are discounted to their present value using a 12% discount rate (12% in FY23).

3. Expected growth rates

Cash flows beyond the five-year period are extrapolated using estimated long-term growth rates. The growth rates are based on historical performance as well as expected long-term market operating conditions.

For the financial year ended 30 June 2024, the recoverable amount of net assets for all CGUs is greater than the carrying value of the assets and therefore the goodwill and other intangible assets are not considered impaired.

Sensitivity

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

For all CGUs, any reasonable change in the key assumptions on which the recoverable amount is based would not cause the CGU's carrying amount to exceed its recoverable amount. A sensitivity analysis was performed over the key inputs to the value in use calculation, being the discount rate and growth rate. With all other variables being held constant, the discount rate for the Solutions CGU would need to increase by more than 55pp and the discount rate for the Assessment CGU would need to increase by more than 8pp before the recoverable amount of each CGU would be less than its carrying value. With all other variables being held constant, the growth rate for the Solutions CGU would need to decrease by more than 12pp and the growth rate for the Assessment CGU would need to decrease by more than 5pp before the recoverable amount of each CGU would be less than its carrying value.

Note 13: Trade and other payables

As at 30 June	2024 ($'000s)	2023 ($'000s)
Trade payables	3,666	3,656
Employee related payables	782	488
Sundry accrued expenses	1,061	1,222
Total trade and other payables	**5,509**	**5,366**

Note 14: Employee entitlements

As at 30 June	2024 ($'000s)	2023 ($'000s)
Current employee entitlements provision	3,196	3,651
Non-current employee entitlements provision	344	321
Total employee entitlements	**3,540**	**3,972**

Note 15: Shareholder loans

There are currently no outstanding shareholder loans.

Note 16: Dividends

There were no dividends paid in the year ended 30 June 2024 (FY23: nil).

Note 17: Share capital

The table below details the movements in share capital for the two years ended 30 June 2023 and 30 June 2024.

		Share Capital	
Details	**Date**	**($'000s)**	**No. of shares**
Balance	**1 July 2022**	**77,731**	**235,600,045**
Critical Skills Equity Plan Tranche 1[1]	7 July 2022	-	872,137
Critical Skills Equity Plan Tranche 1[1]	5 August 2022	-	68,306
FY22 Employee Share Ownership Program[1]	17 November 2022	-	501,390
Loan funded shares – repayment received[2]	Various	900	-
Critical Skills Equity Plan Tranche 2[1]	3 January 2023	-	768,385
Balance	**30 June 2023**	**78,631**	**237,810,263**
Critical Skills Equity Plan Tranche 3[1]	5 July 2023	-	1,038,573
Earn out share consideration for the acquisition of AAS[3]	8 September 2023	7,379	12,801,225
Performance rights vesting	12 September 2023	-	760,970
FY23 Employee Share Ownership Program	24 October 2023	308	1,740,960
Critical Skills Equity Plan Tranche 4[1]	9 January 2024	-	1,450,913
FY24 1H Employee Share Ownership Program	5 March 2024	520	2,721,161
Balance	**30 June 2024**	**86,838**	**258,324,065**

[1]Equity issues were granted in prior periods thus fully expensed in line with vesting conditions.
[2]Loan funded shares granted in FY17 were already included in the number of shares on issue at the time of grant.
[3]In addition, on 6 July 2023, the Group also paid $1 million in cash as part of the earn-out consideration for the acquisition of AAS. All liabilities in relation to the AAS deferred consideration have now been settled.

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholders' meetings, each ordinary share is entitled to one vote when a poll is called, otherwise, each shareholder has one vote on a show of hands. The Company does not have a par value in respect of its issued shares.

Capital management

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

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

Note 18: Reserves

The table details the movements in reserves for the two years ended 30 June 2023 and 2024:

		Reserves	
Details	**Date**	**($'000s)**	**No. of units**
Balance	**1 July 2022**	**3,549**	**11,023,690**
Non-Executive Director options	3 November 2022	100	599,145
FY23 Employee Share Ownership Program	Various	252	-
Performance rights granted FY22 Plan	30 June 2023	190	1,417,952
Performance rights granted FY23 Plan[1]	30 June 2023	-	2,286,212
Critical Skills Equity Plan Tranche 2[2]	31 December 2022	429	-
Critical Skills Equity Plan Tranche 3[3]	30 June 2023	477	-
Performance rights exercised during the year	30 June 2023	-	-
Performance rights lapsed	30 June 2023	-	(9,183,544)
Foreign currency translation	-	27	-
Balance	**30 June 2023**	**5,024**	**6,143,455**
Non-Executive Director options	Various	55	-
FY24 Employee Share Ownership Program	Various	707	-
Performance rights vested FY21 Plan	12 September 2023	-	(760,970)
Performance rights granted FY22 Plan	Various	110	-
Performance rights granted FY23 Plan[4]	Various	119	329,687
Performance rights granted FY24 Plan	20 November 2023	44	2,086,264
Critical Skills Equity Plan Tranche 4[5]	31 December 2023	364	-
Performance rights forfeited	28 March 2024	-	(1,925,488)
Performance plan CEO[6]	1 May 2024	208	-
Foreign currency translation	-	(2)	-
Balance	**30 June 2024**	**6,629**	**5,872,948**

[1]Did not include 329,687 performance rights granted to David Caspari as part of the FY23 LTI Plan which was yet to be approved by shareholders.

[2]768,385 shares were issued in January 2023.

[3]1,038,573 shares were issued in July 2023.

[4]Includes 329,687 performance rights granted to David Caspari as part of the FY23 LTI Plan approved by shareholders at the Annual General Meeting held on 17 October 2023.

[5]1,450,913 shares were issued in January 2024.

[6]Sujata Stead was granted 3,000,000 performance rights and 3,000,000 loan funded shares for which specific performance targets are yet to be set upon completion of the strategic review. Therefore no value was ascribed to the grant of the 3,000,000 performance rights or 3,000,000 loan funded shares until these specific performance targets have been set. Refer to the Remuneration Report for further detail.

18.1 Share-based compensation

During the year ended 30 June 2024, share-based compensation was provided to the Chief Financial Officer and other senior executives as follows:

Date Issued	No. of Performance Rights	Share Price on Date of Issue	Vesting Condition	Volatility	Value $
31 December 2023[1]	1,450,913	$0.25	5	N/A	363,674
17 October 2023[2]	329,687	$0.45	1,2	N/A	29,672
30 November 2023	1,238,274	$0.40	3,4	N/A	99,062
Total	**3,018,874**				**492,408**

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

[2]Includes 329,687 performance rights granted to David Caspari as part of the FY23 LTI Plan approved by shareholders at the Annual General Meeting held on 17 October 2023.

Vesting conditions

1. Half of the performance rights will vest upon achieving a market-based target of Total Shareholder Return (TSR) over a 3-year Measurement Period (FY23-FY25). The Group has assigned this tranche the following weighted probabilities of the Group achieving a TSR relative to the index TSR:
   - 50% likelihood of achieving the same growth or up to 10% more than the index
   - 40% likelihood of achieving between 10% and 20% above the index
   - 30% likelihood of achieving 20% or more above the index TSR
2. The second half of the performance rights are conditional upon achieving a performance-based target of average Return on Equity (ROE) for the Measurement Period (FY23-FY25). The Group has assigned this tranche the following weighted probabilities of the Group achieving an average ROE of the following:
   - 0% likelihood of achieving greater than 10% but less than 12.5%
   - 0% likelihood of achieving between 12.5% and 15%
   - 0% likelihood of achieving 15% or more
3. Half of the performance rights will vest upon achieving a market-based target of Total Shareholder Return (TSR) over a 3-year Measurement Period (FY24-FY26). The Group has assigned this tranche the following weighted probabilities of the Group achieving a TSR relative to the index TSR:
   - 50% likelihood of achieving the same growth or up to 10% more than the index
   - 40% likelihood of achieving between 10% and 20% above the index
   - 30% likelihood of achieving 20% or more above the index TSR
4. The second half of the performance rights are conditional upon achieving a performance-based target of average Return on Equity (ROE) for the Measurement Period (FY24-FY26). The Group has assigned this tranche the following weighted probabilities of the Group achieving an average ROE of the following:
   - 0% likelihood of achieving greater than 10% but less than 12.5%
   - 0% likelihood of achieving between 12.5% and 15%
   - 0% likelihood of achieving 15% or more
5. On 16 January 2024, the Company issued 1,450,913 shares to employees of the Group at an exercise price of $0.25. None of these shares were issued to KMP of the Group. The fair value is measured based upon the 20 day volume weighted average price. These service rights vest every six months over a two year period and are conditional on service as set out in the table on the next page.

18.1 Share-based compensation (cont.)

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

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

During the year ended 30 June 2024, share-based compensation was provided to the Chief Financial Officer, senior executives and other employees as follows:

Year ended 30 June	Loan Funded Shares	Performance Rights	Options
As of 1 July 2022	**1,950,000**	**11,023,690**	**-**
Average exercise price in dollars	Nil	Nil	Nil
Units granted during the year	-	3,704,164	599,145
Units exercised during the year	(1,950,000)	-	-
Units forfeited during the year	-	(9,183,544)	-
As of 30 June 2023	**-**	**5,544,310**	**599,145**
Average exercise price in dollars	Nil	Nil	n/a
Units granted during the year	-	2,415,951	-
Units exercised during the year	-	(760,970)	-
Units forfeited during the year	-	(1,925,488)	-
As of 30 June 2024	**-**	**5,273,803**	**599,145**

Weighted average life of: performance rights = 14.2 years, options = 4.2 years

Note 19: Contingent liabilities

On 29 November 2021, the Group acquired 100% of the shares in Academic Assessment Services Pty Ltd ("AAS"). Total deemed consideration was $17 million, which comprised an initial consideration of $6 million paid in cash and $3 million paid in ordinary shares.

Further contingent consideration payable of $8 million was based on completion of the FY22 and FY23 financial years, comprising $1 million in cash and $7 million in ordinary shares subject to certain financial criteria being achieved. At 30 June 2023, the contingent consideration of $8 million has been included in Other Liabilities in the Statement of Financial Position (30 June 2022, $7.1m was in Non-Current Liabilities). At 30 June 2023, the Group adjusted the value of the contingent consideration liability by an increase of $379 thousand. This has been recognised in the FY23 statement of profit and loss under non-operating expenses.

The contingent consideration was payable on the following conditions:

- Minimum operating revenue target of $11m in FY22 and FY23 combined.
- Operating revenue targets measured and paid on completion of FY23
- Earnout consideration adjusted up by $0.50 for every $1.00 of operating revenue above the $11 million target and down by $1.00 for every dollar below.
- The cash component of the contingent consideration of $1m was paid on 6 July 2023 and the share component of the contingent consideration of $7.4m was settled by issuing 12.8m shares on 8 September 2023.

All liabilities in relation to the AAS deferred consideration have now been settled.

Note 20: Key management personnel disclosures

The following individuals were key management personnel of Janison Education Group during the financial year 2024:

Kathleen Bailey-Lord	Independent Director and Chair
Wayne Houlden	Founder and Director
Mike Hill	Audit & Risk Committee Chair, Non-Executive Director
Allison Doorbar	Remuneration Committee Chair, Non-Executive Director
Vicki Aristidopoulos	Non-executive Director
David Caspari	Chief Executive Officer and Managing Director (Resigned 31 Oct 2023)
Sujata Stead	Chief Executive Officer (Appointed 1 May 2024)
Stuart Halls	Chief Financial, Risk & Legal Officer

The aggregate compensation made to key management personnel during the financial year 2024 is set out below:

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Short-term employee benefits	1,508	1,444
Share-based payments	321	267
Total compensation	**1,829**	**1,711**

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

Note 21: Related Party Transactions

There were no related party transactions during the financial year ending 30 June 2024.

Note 22: Provisions

As at 30 June	2024 ($'000s)	2023 ($'000s)
Current make good provision	58	251
Non-current make good provision	10	-
Total provisions	**68**	**251**

Note 23: Lease assets and liabilities

Right-of-use Assets Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Balance at 1 July	469	2,629
New lease	501	-
Remeasurement[1]	-	(1,195)
Depreciation	(641)	(965)
Closing net book value	**329**	**469**
Carrying amount of lease assets, by class of underlying asset:		
Office premises	**329**	**469**

Lease Liabilities Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Balance at 1 July	510	2,924
New lease	501	-
Interest	32	46
Remeasurement[1]	-	(1,442)
Principal repayments	(699)	(1,018)
Closing net book value	**344**	**510**
Current	299	510
Non-current	45	-
Total	**344**	**510**

Provision for Make Good Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Opening balance	251	257
New Lease	10	-
Lease ended	(193)	-
Remeasurement[1]	-	(6)
Closing balance	**68**	**251**

[1]During FY23 the company decided not to take up the option period on an existing lease which was previously expected to be taken up. Therefore, the right of use asset and equivalent lease liability were derecognised.

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

- Level 3, Wentworth Park, Main Grandstand, Ultimo NSW
- 2 Locomotive Street, Eveleigh NSW
- Level 1/380 St Kilda Road, Melbourne VIC

The following leases ceased during FY24:

- 394a Harbour Drive, Coffs Harbour NSW
- Level 9, 1 Chandos Street, St Leonards NSW
- Level 1, 80 Bay Street, Ultimo NSW

Note 24: Financial risk management

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

As at 30 June 2024	Interest Rate	Floating Interest ($'000s)	Fixed Interest ($'000s)	Non-interest Bearing ($'000s)	2024 Total ($'000s)
Cash and cash equivalents	4.35%	10,093	-	63	10,156
Trade and other receivables	-	-	-	5,336	5,336
Total financial assets	**-**	**10,093**	**-**	**5,399**	**15,492**
Trade and other payables	-	-	-	(5,509)	(5,509)
Lease liabilities	9.31%	-	(344)	-	(344)
Other liabilities	-	-	-	-	-
Total financial liabilities	**-**	**-**	**(344)**	**(5,509)**	**(5,853)**
Net financial assets	**-**	**10,093**	**(344)**	**(110)**	**9,639**

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

As at 30 June 2023	Interest Rate	Floating Interest ($'000s)	Fixed Interest ($'000s)	Non-interest Bearing ($'000s)	2023 Total ($'000s)
Cash and cash equivalents	3.14%	11,790	-	249	12,039
Trade and other receivables	-	-	-	4,483	4,483
Total financial assets	**-**	**11,790**	**-**	**4,732**	**16,522**
Trade and other payables	-	-	-	(5,366)	(5,366)
Lease liabilities	4.38%	-	(510)	-	(510)
Other liabilities	-	-	-	(8,379)	(8,379)
Total financial liabilities	**-**	**-**	**(510)**	**(13,745)**	**(14,255)**
Net financial assets		**11,790**	**(510)**	**(9,013)**	**2,267**

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

Other liabilities consists of deferred consideration, which is based on the revenue achieved for FY24. Refer to Note 19 and Note 28.

24.1 Credit risk

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

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

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

24.2 Trade receivables

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

Trade receivables (refer to Note 9) that are neither past due nor impaired are considered to be of high credit quality:

As at 30 June	2024 ($'000s)	2023 ($'000s)
Australia	4,318	3,045
United Kingdom	417	70
Singapore	-	9
New Zealand	26	-
India	-	123
USA	95	57
Other	2	1
Total	**4,858**	**3,305**

24.3 Market risk

Foreign exchange risk

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

As at 30 June 2024 the Group held USD $29 thousand, EUR €5 thousand, NZD $12 thousand in a multi-currency account, UK £5 thousand and SGD $11 thousand in a Singaporean dollar bank account.

24.4 Liquidity risk

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

The Group manages this risk through the following mechanisms:

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

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

24.4 Liquidity risk (cont.)

As of 30 June 2024, Financial Liabilities and their maturities were as follows:

As at 30 June 2024	Rate*	1 year or less	Between 2 and 5 years	Over 5 years	Total
Trade and other payables	-	5,509	-	-	5,509
Non-interest bearing	**-**	**5,509**	**-**	**-**	**5,509**
Lease liabilities	9.31%	299	45	-	344
Other liabilities	-	-	-	-	-
Total interest bearing	**-**	**299**	**45**	**-**	**344**
Total non-derivatives	**-**	**5,808**	**45**	**-**	**5,853**

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

* Weighted Average interest Rate.

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

24.5 Interest rate risk

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

Note 25: Parent entity disclosures

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

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Loss for the period	(16,786)	(9,540)
Total comprehensive loss for the period	**(16,786)**	**(9,540)**
Adjusted for:		
Current assets	9	160
Non-current assets	33,486	48,954
Total assets	**33,495**	**49,114**
Current liabilities	1,270	8,578
Non-current liabilities	1,566	2,904
Total liabilities	**2,836**	**11,482**
Total net assets	**30,659**	**37,632**
Share capital	114,862	106,655
Reserves	6,689	5,082
Accumulated losses	(90,892)	(74,105)
Total equity	**30,659**	**37,632**

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

Note 26: Interests in subsidiaries

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

	Country of incorporation	Tax Residency	2024 %	2023 %
Janison Solutions Pty Ltd	Australia	Australia	100	100
LTC Language & Testing Pty Ltd	Australia	Australia	100	100
LTC Hold Co Pty Ltd	Australia	Australia	100	100
Academic Assessment Services Pty Ltd	Australia	Australia	100	100
Janison Education Inc.	United States of America	n/a	100	100
Janison Asia Pte. Ltd[1]	Singapore	Singapore	50	50
Janison Solutions NZ (Branch)	New Zealand	New Zealand	100	100
Janison Education UK	United Kingdom	n/a	100	100

[1] Janison Solutions Pty Ltd has a beneficial 50% interest in Janison Asia Pte. Ltd therefore no minority interest existed as of 30 June 2024 or 2023.

Parent entity

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

Note 27: Auditor's remuneration

Stantons International performed the audit of the financial statements for the years ended 30 June 2024 and 2023. Remuneration paid or to be paid to the Company's auditors with respect to FY24 audit and review of the financial statements was $100 thousand ($81 thousand in FY23).

Note 28: Contract liabilities

Prepaid exams and license fees of $5.5 million at 30 June 2024 (FY23: $5.4million).

Most of these exams are scheduled to take place between late August and early September 2024 and license fees will be recognised within one year.

Note 29: Reconciliation of net loss to operating cash flows

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

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Net loss after tax	**(8,092)**	**(13,705)**
Depreciation and amortisation	11,271	12,369
Share-based payment expense	1,607	1,448
Allowance for expected credit loss	(6)	2
Unallocated employee costs	-	75
Interest – leases	32	46
Interest – unwinding of present value of contingent liability	-	731
Amortisation of right of use assets	641	965
Total operating items not requiring cash outlays	**13,545**	**15,636**
Trade receivables and other	(917)	1,205
Work in progress	47	(223)
Pre-paid expenses	191	(38)
Trade and other payables	94	1,488
Employee entitlements	(432)	347
Income in advance	78	(188)
Provisions	(183)	(473)
Income tax payable	(10)	(14)
Deferred tax	(2,226)	1,395
Effects of foreign exchange	3	14
Changes in working capital items	**(3,355)**	**3,513**
Net cash provided by operating activities	**2,098**	**5,444**

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Cash and cash equivalents	10,156	12,039

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

Note 30: Earnings per share

Year ended 30 June	2024 ($'000s)	2023 ($'000s)
Loss after income tax	(8,092)	(13,705)
	Number '000	**Number '000**
Weighted average number of ordinary shares used in calculating basic earnings per share	252,540	237,201
	Cents	**Cents**
Basic loss per share	(3.20)	(5.78)

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

Note 31: Events after the reporting date

In July 2024, the Company undertook a consultation and restructure of the organisation. This led to the departure of approximately 20% of the roles in the Company - equivalent to roughly $4 million in gross annualised savings and $2.5 million of in-year savings net of implementation costs. The reduction in employee costs is intended to reshape Janison's cost profile and allow for investment in other areas of the business for growth.

Note 32: Business combinations

Acquisition of Academic Assessment Services

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

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

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

Note 32: Business combinations (cont.)

Consideration

Total deemed consideration is $17 million, which comprises an initial consideration of $6 million paid in cash and $3 million paid in ordinary shares. Further contingent consideration is payable of $8 million, based on completion of the FY22 and FY23 financial years, comprising $1 million in cash and $7 million in ordinary shares subject to certain financial criteria being achieved.

At 30 June 2023, the contingent consideration of $8 million has been included in Other Liabilities in the Statement of Financial Position (30 June 2022, $7.1m was in Non-Current Liabilities).

At 30 June 2023, the Group adjusted the value of the contingent consideration liability by an increase of $379 thousand. This has been recognised in the statement of profit and loss within acquisition expenses.

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

A further payment of $7.4 million was paid in the form of ordinary shares on 8 September 2023.

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

All liabilities in relation to the AAS deferred consideration have now been settled.

Directors' Declaration.

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

1. In the directors' opinion:

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

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

      ii. the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and

      iii. the tax residencies are considered true and correct

2. There are reasonable grounds to believe that the Company will be able to pay its debts as when they become due and payable.

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

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

On behalf of the directors

Kathleen Bailey-Lord

Chair and Director

Dated: 19 August 2024

Auditor's Independence Declaration.

Stantons

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19 August 2024

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

Dear Directors

RE: JANISON EDUCATION GROUP LIMITED

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

As Audit Director for the audit of the financial statements of Janison Education Group Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

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

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD

Martin Michalik

Martin Michalik
Director

Independent Auditor's Report.

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

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Janison Education Limited ("the Company"), and its subsidiaries ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

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

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

Basis for Opinion

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

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

Stantons

Key Audit Matters

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

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

Key Audit Matters	How the matter was addressed in the audit
Carrying Value of Intangible Assets	
As at 30 June 2024, Intangible Assets totalled $25,245,000 (refer to Note 12 of the annual report). The carrying value of Intangible Assets is a key audit matter due to: • The significance of the Intangible Assets representing 51% of total assets; • The necessity to assess management's application of the requirements of the accounting standards, considering any indicators of impairment that may be present; and • The assessment of significant judgements made by management in relation to the internally generated assets.	Inter alia, our audit procedures included the following: i. We evaluated the Group's accounting policy and compliance with AASB 138 (Intangible Assets). ii. Vouched a sample of the expenses capitalised to supporting documentation and ensured they were appropriate to capitalise; iii. Requested the Group to complete an impairment review in line with AASB 136 Impairment of Assets (AASB 136), challenged and reviewed the assumptions for reasonableness and satisfied ourselves that no impairment was necessary; and iv. Reviewed the disclosures included in the annual report.

Stantons

Key Audit Matters	How the matter was addressed in the audit
Revenue Recognition The Group had recorded revenue of $43.06 million for the year ended 30 June 2024. Revenue recognition is a key audit matter due to the materiality and the significant audit effort expended in auditing this balance. This is also a key audit matter due to the unique circumstances of the individualised contract arrangements the Group enters into and the complexities associated with unbundling single service contracts with a customer for multiple services. In addition, we considered the significance of the Group's judgements relating to the point in time at which revenue is recorded, in particular those relating to the satisfaction of performance obligations and transfer of control of assets. We focused on these sales arrangements due to these conditions leading to their complexity and thus possible increased risk of incorrect revenue recognition.	Inter alia, our audit procedures included the following: i. We assessed the Group's revenue recognition policies against the requirements of AASB 15 (Revenue from Contracts with Customers); ii. We tested a sample of significant customer contracts and read the terms and conditions of sale to understand the features distinguishing the revenue elements considering performance obligations and revenue recognition; and iii. We obtained management's formal assessment and assessed it for the compliance with the stipulated performance obligations and the revenue recognition within these significant contracts, including the accounting for the accrued and deferred revenue and the related disclosures.

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

Stantons

Other Information

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

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

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

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

Stantons

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

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

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

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 37 to 56 of the directors' report for the year ended 30 June 2024.

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

Responsibilities

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

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

Stantons International Audit & Consulting Pty Ltd

Martin Michalik

Martin Michalik
Director

West Perth, Western Australia
19 August 2024

Additional Information.

Number of holders

As at 16 August 2024

Number of holders of equity securities – ordinary shares:
258,324,065 fully paid ordinary shares held by 4,387 individual shareholders.

Unquoted securities

There are 5 holders of 3,263,229 performance rights.

Distribution of fully paid ordinary shareholders

Range	No. of Holders of Fully Paid ordinary Shares	No. of Holders of Options	No. of Holders of Performance Rights
Above 0 up to and including 1,000	1,254	-	-
Above 1,000 up to and including 5,000	1,695	-	-
Above 5,000 up to and including 10,000	595	-	-
Above 10,000 up to and including 100,000	722	-	-
Above 100,000	121	2	5
Total	**4,387**	**2**	**5**

There are 1,804 shareholders with a less than marketable parcel.

Substantial holders

As at 16 August 2024

Name	Shares	% of Issued Capital
TENTICKLES PTY LTD	33,033,708	12.79%
DIPTOE PTY LTD	33,033,708	12.79%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	30,303,834	11.73%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	23,093,435	8.94%
NATIONAL NOMINEES LIMITED	18,032,180	6.98%

Top 20 holders

As at 16 August 2024

	Name	Number of shares	% of Issued Capital
1	TENTICKLES PTY LTD	33,033,708	12.79%
1	DIPTOE PTY LTD	33,033,708	12.79%
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	30,303,834	11.73%
3	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	23,093,435	8.94%
4	NATIONAL NOMINEES LIMITED	18,032,180	6.98%
5	MIRRABOOKA INVESTMENTS LIMITED	11,182,412	4.33%
6	CITICORP NOMINEES PTY LIMITED	10,612,983	4.11%
7	MICROEQUITIES ASSET MANAGEMENT PTY LTD (MICROEQT NANOCAP NO 10 A/C)	8,886,812	3.44%
8	ALLWELL WATSON PTY LTD (ALLWELL WATSON FAMILY A/C)	8,738,116	3.38%
9	RYDER INVESTMENT MANAGEMENT PTY LTD	6,392,353	2.47%
10	BNP PARIBAS NOMINEES PTY LTD (HUB24 CUSTODIAL SERV LTD)	3,188,447	1.23%
11	HOULDEN INVESTMENTS PTY LTD (THE KORORA BAY SF A/C)	2,243,960	0.87%
12	TOP END ENTERPRISES PTY LTD (ATKINS FAMILY A/C)	1,729,895	0.67%
13	HERYANTO LIEM & RINI LIEM	1,703,843	0.66%
14	NIGHTINGALE PARTNERS PTY LTD	1,660,319	0.64%
15	BNP PARIBAS NOMS PTY LTD	1,407,632	0.54%
16	ALTERINE PTY LTD (THE C W D FAMILY A/C)	1,330,000	0.51%
17	ALEYA INVESTMENT PTY LTD (ALEYA A/C)	1,315,790	0.51%
18	JARUMITO PTY LTD (JARUMITO FAMILY A/C)	1,158,524	0.45%
19	FINCLEAR SERVICES PTY LTD (SUPERHERO SECURITIES A/C)	1,145,387	0.44%
20	LENROC INVESTMENTS PTY LIMITED (JAKATO SUPER FUND A/C)	1,075,000	0.42%
	Total	**201,268,338**	**77.91%**
	Balance of register	**57,055,727**	**22.09%**
	Grand total	**258,324,065**	**100.00%**

Corporate Directory.

COMPANY

Janison Education Group Limited

ASX CODE

JAN

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BOARD OF DIRECTORS

Ms Kathleen Bailey-Lord | Chair
Mr Wayne Houlden | Non-Executive Vice Chair
Mr Mike Hill | Non-Executive Director
Ms Allison Doorbar | Non-Executive Director
Ms Vicki Aristidopoulos | Non-Executive Director

COMPANY SECRETARY

Belinda Cleminson

AUDITOR

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

CORPORATE GOVERNANCE

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