# Financial Statements

For the six months ended 30 September 2023



FY24 Interim Report

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# **Consolidated Statement of Comprehensive Income**

For the six months ended 30 September 2023

	Notes	6 months Unaudited	6 months Unaudited	12 months Audited
		30 Sep 2023	30 Sep 2022	31 Mar 2023
		\$ (000)	\$ (000)	\$ (000)
Revenue	2	35,775	18,785	46,492
Other income	2	570	654	1,533
Total income		36,345	19,439	48,025
Remuneration and benefits		(25,844)	(26,313)	(49,329)
Other operating expenses		(11,255)	(10,029)	(20,450)
Amortisation and depreciation		(8,253)	(5,985)	(13,040)
Expenses from ordinary activities	3	(45,352)	(42,327)	(82,819)
Loss before finance items		(9,007)	(22,888)	(34,794)
Foreign exchange gains – net		192	2,302	1,737
Finance income		2,098	1,141	2,878
Finance expenses		(120)	(144)	(282)
Loss before income tax		(6,836)	(19,589)	(30,461)
Income tax expense		(331)	(144)	(79)
Net loss attributable to the shareholders of the company		(7,167)	(19,733)	(30,540)
Movement in foreign currency reserve		350	(840)	(440)
Total comprehensive loss for the period		(6,817)	(20,573)	(30,980)
Earnings per share				
Basic and diluted earnings/(loss) per share (dollars)	11	(0.06)	(0.17)	(0.26)

# **Consolidated Statement of Changes in Equity**

For the six months ended 30 September 2023

6 months Unaudited	Notes	Share capital	Share-based payment reserve	Foreign currency reserve	Accumulated losses	Total
30 Sep 2023		\$ (000)	\$ (000)	\$ (000)	\$ (000)	\$ (000)
Balance as at 1 April 2023		237,976	10,637	(676)	(122,007)	125,930
Net loss for the period		-	-	-	(7,167)	(7,167)
Other comprehensive loss*		-	-	350	-	350
Total comprehensive loss for the period		-	-	350	(7,167)	(6,817)
Transactions with owners						
Equity-settled share-based payments		6,267	(3,913)	-	-	2,354
Balance as at 30 September 2023	10	244,243	6,724	(326)	(129,174)	121,467
6 months Unaudited 30 Sep 2022					1	
Balance as at 1 April 2022		235,101	7,483	(236)	(91,467)	150,881
Net loss for the period		-	-	-	(19,733)	(19,733)
Other comprehensive loss*		-	-	(840)	-	(840)
Total comprehensive loss for the period		-	-	(840)	(19,733)	(20,573)
Transactions with owners						
Equity-settled share-based payments		2,741	743	-	-	3,484
Balance as at 30 September 2022		237,842	8,226	(1,076)	(111,200)	133,792
<b>12 months Audited</b> <b>31 Mar 2023</b> As presented in the 31 March 2023 Annual Report						
Balance as at 1 April 2022		235,101	7,483	(236)	(91,467)	150,881
Net loss for the year		-	-	-	(30,540)	(30,540)
Other comprehensive loss*		-	-	(440)	-	(440)
Total comprehensive loss for the year		-	-	(440)	(30,540)	(30,980)
Transactions with owners						
Equity-settled share-based payments		2,875	3,154	-	-	6,029
Balance as at 31 March 2023	10	237,976	10,637	(676)	(122,007)	125,930

\*Items in other comprehensive income may be reclassified to the income statement and are shown net of tax.

### **Consolidated Statement of Financial Position**

As at 30 September 2023

No	Notes		6 months Unaudited	12 months Audited
		Unaudited 30 Sep 2023	30 Sep 2022	31 Mar 2023
		\$ (000)	\$ (000)	\$ (000)
Current assets				
Cash at bank		23,830	17,867	15,244
Short-term deposits		60,500	85,000	72,500
Receivables	4	15,996	13,208	13,691
Derivative financial instruments	5	596	-	144
Total current assets		100,922	116,075	101,579
Non-current assets				
Property, plant and equipment	6	3,119	3,855	3,946
Intangible assets	7	32,962	32,832	35,041
Deferred tax asset		393	224	350
Total non-current assets		36,474	36,911	39,337
Total assets	-	137,396	152,986	140,916
Current liabilities				
Trade and other payables	8	11,431	13,695	9,862
Deferred income		1,498	1,126	1,204
Lease liabilities	9	1,075	1,448	1,093
Derivative financial instruments	5	-	375	-
Income tax payable		155	347	83
Total current liabilities		14,159	16,991	12,242
Non-current liabilities				
Deferred income		222	895	727
Lease liabilities	9	1,548	1,308	2,017
Total non-current liabilities		1,770	2,203	2,744
Total liabilities		15,929	19,194	14,986
Equity				
Share capital	10	244,243	237,842	237,976
Share-based payment reserve	10	6,724	8,226	10,637
Foreign currency reserve		(326)	(1,076)	(676)
Accumulated losses		(129,174)	(111,200)	(122,007)
Total equity		121,467	133,792	125,930

For and on behalf of the Board of Directors, who authorise these financial statements for issue on 15 November 2023



Claudia Batten Chair Anasson Jan Dawso

Jan Dawson Chair of Audit, Risk and Sustainability Committee

# **Consolidated Statement of Cash Flows**

For the six months ended 30 September 2023

Not	es 6 months Unaudited		12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Cash flows from operating activities			
Receipts from customers	37,257	16,735	43,102
Interest received	944	38	2,170
Receipts from government grants - other	-	· · ·	1,629
Taxation paid	(89)	(34)	(393
Payments to suppliers and employees	(37,001)	(34,613)	(70,812
Interest payments on lease liabilities	(95)	(51)	(223
Net GST refunded	1,220	973	2,20
Net cash flows (used in)/from operating activities	12 2,236	(16,952)	(22,326
Cash flows from investing activities			
Purchase of property, plant and equipment	(41)	(226)	(463
Capitalised development costs and other intangible assets	(41)	. ,	(403)
Short-term deposits	(3,093)		17,50
Net cash flows (used in)/from investing activities	6,864		3,48
Net cash nows (used my nom investing activities	0,004	(20)	5,400
Cash flows from financing activities			
Issue of ordinary shares	-	28	2
Payment of lease liabilities	(518)	(464)	(951
Net repayment of loans	-	(23)	(28
Net cash flows (used in)/from financing activities	(518)	(459)	(958
Net increase / (decrease) in total cash	8,582	(17,431)	(19,798
Net foreign exchange difference	4	785	529
Cash and cash equivalents at beginning of period	15,244	34,513	34,51
Cash and cash equivalents at the end of the period	23,830	17,867	15,24
Cash and cash equivalents comprises the following:			
Cash at bank	23.830	17.867	15.24
	23,830	,	15,24

### Notes to the Financial Statements

For the six months ended 30 September 2023

# BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited interim consolidated financial statements ('Interim Financial Statements') of Serko Limited ('the Company') and subsidiaries ('the Group') were authorised for issue in accordance with a Board resolution.

#### a) Corporate Information

The Company is a limited liability company domiciled and incorporated in New Zealand under the Companies Act 1993 and is listed on the New Zealand Stock Exchange (NZX) and the Australian Securities Exchange (ASX) as an ASX Foreign Exempt Listing. Its registered office is at Unit 14d, 125 The Strand, Parnell, Auckland. The Interim Financial Statements have been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and the Financial Reporting Act 2013.

The Group provides online business travel booking software solutions and is headquartered in Auckland, New Zealand.

#### b) Basis of preparation

These Interim Financial Statements have been prepared in accordance with generally accepted accounting practice in New Zealand (NZ GAAP) and comply with NZ IAS 34 Interim Financial Reporting. The unaudited interim financial statements have been prepared using the going concern assumption and are presented in thousands of New Zealand Dollars. The Company is a profit-oriented entity.

#### c) Accounting policies and disclosures

The Interim Financial Statements have been prepared using the same accounting policies and methods of computation as, and should be read in conjunction with, the financial statements and related notes included in the Group's annual report for the financial year ended 31 March 2023.

#### d) Sales tax

The Income Statement and the Statement of Cash Flows have been prepared so that all components are stated exclusive of sales tax, except where sales tax is not recoverable. All items in the Statement of Financial Position are stated net of sales tax with the exception of trade receivables and trade payables, which include sales tax payable. Sales tax includes Goods and Services Tax.

# e) Application of new and revised standards, amendments and interpretations.

There are no new revised or amended IFRS Standards that have a material impact on the Group for the period. The accounting policies adopted are consistent with the prior period.

#### **2 REVENUE AND OTHER INCOME**

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2023 30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Revenue – transaction and usage fees:			
Travel platform booking revenue	9,573	8,438	16,283
Expense platform revenue	2,618	2,474	4,960
Supplier commissions revenue	22,681	7,211	23,363
Services revenue	740	494	1,555
Other revenue	163	168	331
Total revenue	35,775	18,785	46,492
Government grants	570	654	1,533
Total other income	570	654	1,533
Total revenue and other income	36,345	19,439	48,025

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Geographic information			
Australia	10,174	9,102	18,130
New Zealand	1,576	1,179	2,480
US	1,634	1,589	3,015
Europe and Other	22,391	6,915	22,867
Total revenue	35,775	18,785	46,492

Serko reduces supplier commissions revenue by the amount of consideration payable to customers relating to jointly agreed marketing fees. For the six months ended 30 September 2023, consideration payable to customers was \$1,691,679 (30 September 2022: \$886,004; 31 March 2023: \$1,816,833).

#### **3 EXPENSES**

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2023 30 Sep 2022	
	\$ (000)	\$ (000)	\$ (000)
Operating loss before taxation includes the following expenses:			
Employee remuneration	22,159	21,652	37,995
Contributions to pension plans	1,052	851	4,688
Share-based payment expenses	2,354	3,462	6,008
Other remuneration and benefits	279	348	638
Total remuneration and benefits	25,844	26,313	49,329
Hosting expenses	3,812	3,242	6,638
Third party connection costs	1,149	949	1,889
Other platform related costs	1,457	870	1,918
Auditor remuneration and other assurance fees	103	127	268
Directors' fees	229	234	465
Movement of expected credit loss allowance on receivables	-	87	28
Bad debts written off / (recovered)	(113)	4	13
Rental and operating lease expenses	18	104	134
Professional fees	761	834	1,627
Computer licences	786	669	1,540
Insurance costs	558	484	986
Marketing expenses	700	922	1,610
Recruitment fees	211	267	567
Donations	3	-	11
Travel and entertainment	709	444	1,128
Other expenses	872	792	1,628
Total other operating expenses	11,255	10,029	20,450
Amortisation of intangibles	7,357	5,041	11,163
Depreciation	896	944	1,877
Total amortisation and depreciation	8,253	5,985	13,040
Expenses from ordinary activities	45,352	42,327	82,819

#### **4 RECEIVABLES**

	6 months Unaudited	6 months Unaudited	12 months Audited	
	30 Sep 2023	30 Sep 2022	2022 31 Mar 2023	
	\$ (000)	\$ (000)	\$ (000)	
Trade receivables	2,806	3,641	3,289	
Expected credit loss provision	(39)	(283)	(220)	
Trade receivables (net)	2,767	3,358	3,069	
GST receivable	291	547	545	
Sundry debtors	41	43	17	
Contract assets	11,764	7,357	8,287	
Prepayments	1,133	1,903	1,773	
Total receivables	15,996	13,208	13,691	

#### **5 DERIVATIVE FINANCIAL INSTRUMENTS**

The Group uses derivatives in the form of forward exchange contracts (FECs) to reduce the risk that movements in the exchange rate will affect the Group's New Zealand dollar cash flows. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The following table presents the Group's foreign currency forward exchange contracts measured at fair value:

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Current: Foreign currency forward exchange contracts: asset/(liability)	596	(375)	144
Contractual amounts of forward exchange contracts outstanding were as follows:			
Foreign currency forward exchange contracts	55,927	23,530	38,806

Derivative financial instruments have been determined to be within level 2 of the fair value hierarchy. Foreign currency forward exchange contracts have been fair valued using published market foreign exchange rates and contract forward rates discounted at a rate that reflects the credit risk of the counterparties.

#### 6 PROPERTY, PLANT AND EQUIPMENT

	6 months 6 months Unaudited Unaudited		12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Opening balance	3,946	4,319	4,319
Additions	41	433	1,481
Disposals		-	(4)
Depreciation	(898)	(944)	(1,877)
Currency translation	30	47	27
Closing balance	3,119	3,855	3,946

#### 7 INTANGIBLES

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Opening balance	35,041	32,058	32,058
Additions	5,095	4,795	13,551
Amortisation	(7,357)	(5,041)	(11,163)
Currency translation	183	1,020	595
Closing balance	32,962	32,832	35,041

#### 8 TRADE AND OTHER PAYABLES

	6 months Unaudited	6 months Unaudited	12 months Audited	
	30 Sep 2023	30 Sep 2022	31 Mar 2023	
	\$ (000)	\$ (000)	\$ (000)	
Trade payables	794	1,776	2,311	
Other payables	-	5,135	-	
Accrued expenses	7,257	3,753	4,644	
Annual leave accrual	3,380	3,031	2,907	
Total trade and other payables	11,431	13,695	9,862	
Disclosed as:				
Current	11,431	13,695	9,862	
Non-Current	-	-	-	
	11,431	13,695	9,862	

#### **9 LEASE LIABILITIES**

#### Recognition and measurement of The Group's leasing activities

The Group leases property for fixed periods of between one and six years and some include extension options. These extension options are usually at the discretion of The Group and are included in the measurement of the lease asset if management intends to exercise the extension.

Lease liabilities include the net present value of fixed payments less any lease incentives receivable. The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The amortisation of the discount applied on recognition of the lease liability is recognised as interest expense in the income statement.

Key movements relating to lease balances are presented below.

	6 months Unaudited	6 months Unaudited	12 months Audited	
	30 Sep 2023	30 Sep 2022	31 Mar 2023	
	\$ (000)	\$ (000)	\$ (000)	
Opening Balance	3,110	2,977	2,977	
Lease entered into / modified during the period	8	216	1,073	
Principal repayments	(527)	(464)	(951)	
Foreign exchange adjustment	33	27	11	
Closing balance	2,623	2,756	3,110	
Classified as:				
Current	1,075	1,448	1,093	
Non-current	1,548	1,308	2,017	
Closing balance	2,623	2,756	3,110	

#### **10 EQUITY**

	6 months Unaudited	6 months Unaudited	12 months Audited	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)	NO. OF SHARES (000)	NO. OF SHARES (000)	NO. OF SHARES (000)
Ordinary shares						
Balance at 1 April	237,976	235,101	235,101	120,443	119,921	119,921
Issue of shares pursuant to institutional capital placement	-	-	-	-	-	-
Transaction costs for issue of new shares	-	-	-	-	-	-
Issue of shares pursuant to US Options plan	-	21	21	-	8	8
Issue of shares pursuant to RSU scheme	6,267	2,720	2,854	1,349	494	514
Share capital	244,243	237,842	237,976	121,792	120,423	120,443
Share-based payment reserve						
Balance at 1 April	10,637	7,483	7,483			
RSUs expensed during the year	2,377	3,465	6,542			
Shares vested to employees via RSU scheme	(6,267)	(2,479)	(2,854)			
RSUs forfeited by employees	(29)	(256)	(516)			
Share-based payments - employee share options	6	13	(18)			
Share-based payment reserve	6,724	8,226	10,637			

#### **11 EARNINGS PER SHARE**

	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	\$ (000)	\$ (000)	\$ (000)
Loss attributable to ordinary equity holders of the parent			
Continuing operations	(7,167)	(19,733)	(30,540)
	(7,167)	(19,733)	(30,540)
	Number	Number	Number
Basic earnings per share			
Issued ordinary shares	121,792	120,423	120,443
Weighted average of issued ordinary shares	120,781	120,268	120,344
Adjusted for unallocated employee restricted share plan shares	(1,264)	(1,264)	(1,264)
Weighted average of issued ordinary shares outstanding	119,517	119,004	119,080
Basic and diluted earnings/(loss) per share (dollars)	(0.06)	(0.17)	(0.26)
	6 months Unaudited	6 months Unaudited	12 months Audited
	30 Sep 2023	30 Sep 2022	31 Mar 2023
	Cents	Cents	Cents
Net tangible assets per security	73.43	84.73	76.26

Net tangible assets per security is a non-GAAP measure and is provided for NZX reporting purposes. Net tangible assets per security is calculated as Total assets less Total liabilities less Intangible assets divided by the issued ordinary shares (excluding treasury shares).

#### 12 RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES

	6 months Unaudited	6 months Unaudited	12 months Audited 31 Mar 2023	
	30 Sep 2023	30 Sep 2022		
	\$ (000)	\$ (000)	\$ (000)	
Net loss after tax	(7,167)	(19,733)	(30,540)	
Add non-cash items				
Amortisation	7,356	5,041	11,163	
Depreciation	897	944	1,877	
Deferred tax loss/(gain)	(43)	(149)	(275)	
(Gain) / loss on foreign exchange transactions	(286)	(2,297)	(1,681)	
Share-based compensation	2,354	3,450	6,008	
	3,111	(12,744)	(13,448)	
Add/(less) movements in working capital items				
(Increase) / decrease in receivables	(2,305)	(6,982)	(7,465)	
Increase / (decrease) in payables	1,358	2,547	(1,376)	
Increase / (decrease) in income tax	72	227	(37)	
	(875)	(4,208)	(8,878)	
Net cash flows used in operating activities	2,236	(16,952)	(22,326)	

#### 13 EVENTS AFTER BALANCE SHEET DATE

There were no significant events between the balance sheet date and the date these financial statements were authorised for issue.

#### **14 CONTINGENT LIABILITIES**

There were no contingent liabilities as at 30 September 2023 (30 September 2022: \$nil).

# **Company Directory**

Serko is a company incorporated with limited liability under the New Zealand Companies Act 1993

New Zealand Companies Office registration number 1927488 Australian Registered Body Number (ARBN) 611 613 980 For investor relations queries contact: investor.relations@serko.com

#### **Registered office**

New Zealand Saatchi Building Level 1, 125 The Strand Parnell, 1010 +64 9 309 4754 Australia Boardroom Pty Limited Level 12, 225 George Street Sydney 2000 NSW, Australia

#### **Principal Administration Office**

New Zealand Saatchi Building Level 1, 125 The Strand Parnell, 1010 +64 9 309 4754 Australia Level 8, 75 Elizabeth Street Sydney 2000 NSW, Australia +61 2 9435 0380

Link Market Services Limited

Level 12, 680 George Street

#### **Share Registrar**

New Zealand Link Market Services Limited Level 30, PwC Tower 15 Customs Street West Auckland 1010, New Zealand +64 9 375 5998 serko@linkmarketservices.co.nz

#### Directors

Claudia Batten (Chair) Jan Dawson Darrin Grafton Robert (Clyde) McConaghy Robert (Bob) Shaw

#### **Auditor**

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Serko's ESG Report, which includes its Corporate Governance Statement, can be found at <u>www.serko.com/investors</u>.



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