millennium

ANNUAL REPORT 2022

DISCLAIMER

Unless otherwise stated, all dollar values in this Annual Report are Australian dollars ($AUD).

The Report contains forward-looking statements, including projections and opinions (Forward Statements). These are indicated where words such as 'expected', 'may', 'intend', 'likely', 'should', 'plan', 'forecast', 'estimate', 'consider', 'believe', 'anticipate', or similar words are used.

The Forward Statements are based on assumptions, statements of current intention and opinion and predictions as to possible future outcomes as at the date of this Annual Report. The actual outcomes may differ materially from the Forward Statements, based on changes in circumstances, events, risks and general economic conditions.

Statements about past performance do not represent a guide to future performance (and should not be relied upon as such) and are given for illustrative purposes only.

Contents

Chairman and CEO Message

In 2021/22 Millennium continued to build trust and respect from our customers through exceptional service delivered by a committed and dedicated team. This approach has this year again translated into a solid business performance in an environment which remains challenging following the impact of the pandemic.

Millennium's ongoing focus on continuous improvement and outstanding service delivery is a credit to the entire Millennium team.

The business has proven resilient through the continued impact of COVID-19 and our broad ranging client and industry base has enabled us to withstand and capitalise on market changes in demand for services in this challenging period.

It is especially pleasing that we have secured several large blue chip client contract renewals in the second half of the financial year, strengthening our position in the market.

In line with our growth strategy, we have welcomed several new clients and renewed and expanded contracts both within the retail sector which has traditionally accounted for most of our revenue and in commercial, transport, government and education sectors.

Financial performance

Underlying revenue for the year ending 30 June 2022 declined by 4.8% to $260.6 million, and underlying gross profit was down 2.5% to $39.8m, this was substantially due to a major contract expiry in 1H22.

There was an increase in gross margin of $0.8m. The Group's gross margin percentage improved from 14.3% to 15.3% due to continued focus and investment in the management of labour rosters along with consumable management strategies. Our improved labour roster management is a direct result of the investments made in our time and attendance and broader people management technology platforms.

Pleasingly, the Company substantially improved its balance sheet position as at 30 June 2022 compared to 30 June 2021 with total gross debt reducing by $1.7m from $7.6m to $5.9m. Additionally, our ANZ term debt reduced from $5.4m to $1.8m at June 2022 (reduced to $0.9m July 2022). This further strengthening of the balance sheet positions Millennium well to pursue its growth agenda in 2022/23.

Key updates

We are very conscious of community and customer expectations for responsible business practices, and we are committed to maintaining high standards of compliance, safety, and customer service. Our Board led governance program ensures Millennium meets its legal, social, and ethical obligations.

As a people business, our team members are the lifeblood of the Company and their safety and wellbeing is our priority. Our commitment to ensuring ethical treatment of employees begins with correct payment but extends well beyond this to prioritising health and safety and aspects such as work life balance and job security.

Millennium is committed to identifying and addressing risks and any potential instances of Modern Slavery in our operations and supply chains. The Group lodged its' second Modern Slavery Statement with the Australian Border Force in FY 2021 and no specific examples of Modern Slavery were identified in our operations or supply chains. Our third Modern Slavery Statement will be completed before 31 December 2022. Millennium has reinforced its prevention of Modern Slavery commitment by joining the Property Council's informed 365 tech platform to engage suppliers around Modern Slavery risks.

In December 2021 Millennium entered a working partnership agreement with Codee Cleaning Services, based in Western Australia. Codee is an Indigenous owned and operated cleaning business established in 2011 providing a diverse range of cleaning services across multiple sectors in WA. These arrangements provide opportunities for Codee to work in alliance with Millennium to further develop and grow its cleaning business whilst providing meaningful employment, education, and economic opportunities for Australia's First People. A key ancillary opportunity we will be pursuing from this is for joint procurement and increasing purchasing with indigenous suppliers.

Millennium leverages technology to underpin and improve service delivery for our clients and to enable workforce productivity, data-based decision making and business improvement. We first introduced robots for floor cleaning in 2017 and with new and improved robots now on the market we intend to keep investing where we can take advantage of new technologies such as robotics and machine learning to improve service delivery and cost management.

In February 2022 Millennium Chief Executive Officer, Scott Alomes resigned. The transition to the role of Chief Executive Officer for Royce Galea, company founder and Executive Director has been seamless, with Royce bringing extensive industry experience and relationships and a relentless focus on customers to the role. We would like to thank Scott for his service to the Company and recognise the efforts undertaken to refocus the culture of the business around customers. He stepped into the CEO role at a critical time for the Company and the fact the transition to the new CEO, Royce, was seamless reflects the changes Scott was able to achieve.

Looking forward

Our broad and growing range of clients and long-term contract arrangements provide a positive outlook for growth and development across all divisions and service streams for the future. In 2022/23 we invested in business development resources to help drive our expansion and diversification of portfolios which has already begun to deliver results.

Our alliance with Indigenous owned Codee Cleaning Services, in which we have a 49% interest, positions Millennium strongly to take advantage of notable growth opportunities in the commercial and government sectors in Western Australia.

We are also exploring opportunities to partner with large Australian and International property and facilities management companies providing multi-faceted facilities support and maintenance services.

As we look forward, we continue to see opportunities in operating more efficiently and growing our presence, not only across the geographies in which we operate, but in adjacencies to the services, businesses and industries that we currently work in. An example is our expansion this year into directly providing organic waste services for customers with large volumes of food waste to manage.

This year we've partnered with our clients and invested in several waste dehydrators at key client sites in Victoria. We're collecting and converting organic waste into fertiliser and in doing this, diverting tonnes of food waste from landfill and reducing greenhouse gases heating the planet. We intend to expand these services across multiple sites in the coming year and are currently in discussions with potential partners who are interested in using the fertiliser produced through this process.

Other key growth examples include the commencement of cleaning services at a National Data Centre located in Sydney, and the award of cleaning services contract for Newcastle Airport; a critical target in our growth strategy. Further, we have entered the hospitality market securing new business in both the cleaning and security service streams for the Ovolo Hotel chain and QT Hotel respectively.

The Executive Team and the Board is proud of what the team has achieved in FY22 and the way we have worked together, looking after each other, our clients and the community as we go.

To our customers and shareholders, we thank you for your support; and most importantly, to our terrifically committed team we are grateful for your service.

Royce Galea
Chief Executive Officer and Managing Director

Stuart Grimshaw
Chairman and Non-Executive Director

Our Business

Purpose

We are a trusted partner to businesses across Australia and New Zealand providing cleaning, security and integrated property services, making places and spaces better for people.

Values

Service

We care about the needs and expectations of our clients and the community, and our people are driven to provide outstanding customer experiences.

Teamwork

We understand that working together, united as a team we are stronger, and the safety and wellbeing of our people is our top priority.

Accountability

We take ownership for delivering results for our clients.

Integrity

We act ethically, maintain strong corporate governance and are transparent and respectful to all our stakeholders.

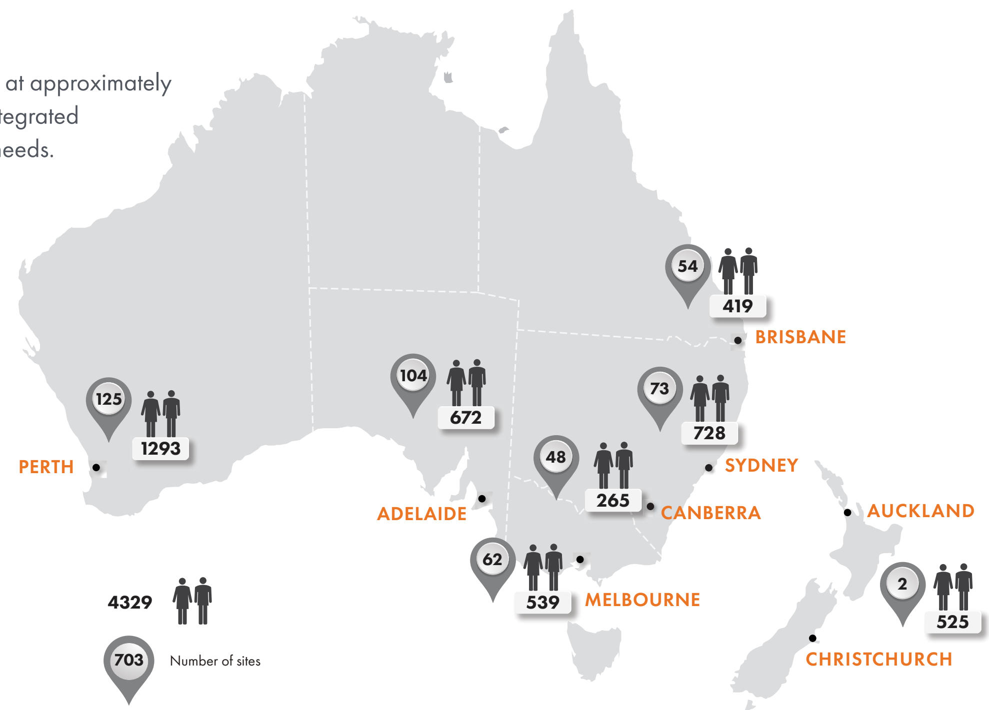
With a team of more than 4,300+ we serve clients across many sectors including:

- Retail
- Commercial
- Government
- Hospitality
- Industrial
- Education

Our team provides property services at approximately 700 client sites and clients choose integrated or independent services to suit their needs.

We have offices in Melbourne, Sydney, Brisbane, Adelaide, Perth, Canberra, Auckland, and Christchurch.

We provide the assurance and peace of mind of working with a publicly listed company (ASX:MIL) with a strong commitment to corporate compliance and an unwavering commitment to delivering tailored solutions and exceptional customer experiences for our clients. We've been doing this successfully since 2003.



Services

Cleaning

- Shopping & Retail assets
- Food Courts
- Rest Rooms & Car Parks
- Commercial Buildings & Offices
- Schools & Universities
- Entertainment Precincts
- Transport Hubs
- Specialist & COVID-19 cleaning

Security

- Building security services
- Access control
- Mobile Patrols
- Asset Surveillance
- Control Room Monitoring
- Loss Prevention
- Crowd Control
- Event Security
- National Operations Centre

Integrated Property Services

- Concierge
- Maintenance
- Hygiene Services
- Waste Management
- Facility Support

Business Sustainability

We believe that how we work is as important as what we do.

Our business sustainability approach focusses on three key areas: economic growth; our people; and fulfilling our broader responsibilities to society with a focus on community and environment.

Economic Growth

- Operating profitability is the foundation for continuing to provide services to clients and the community and employing more than 4,300 people.
- Board led governance program ensuring the business meets its legal, social and ethical obligations
- Supplier Code of Conduct ensures sustainable procurement standards in relation to anti-corruption, labour management, the Modern Slavery Act and environmental impact
- Building trust and respect of customers through exceptional customer service
- Key strategies for profitability include; service excellence, cost management, pricing, assessing and managing individual contract profitability, leveraging technology for business improvement and pursuing business expansion.

Our People

- Prioritising safety and wellbeing of our team
- Focus on mental health and wellbeing
- Fair pay and commitment to ethical treatment
- Supporting Diversity and Inclusion
- Zero tolerance to bullying and all forms of harassment and discrimination

Community & Environment

Community

- Partnering with clients, social enterprises and suppliers to help with community needs
- Providing local job opportunities
- Reconciliation Action Plan 2022-2024
- Membership of Australian Network on Disability
- Donations to charitable organisations such as Challenge Cancer, Mirabel Foundation, St John's Ambulance (NZ)

Environment

- Minimising our environmental footprint
- Complying with laws and regulations and maintaining Environmental Management System accreditation
- Partnering with clients and suppliers to develop innovative and improved practices
- Diversion of waste to landfill
- Reducing use of harmful chemicals

People

Our people are our biggest investment and our most important asset. It is through our people that we differentiate the service we deliver to customers; they are the frontline and foundation of our business.

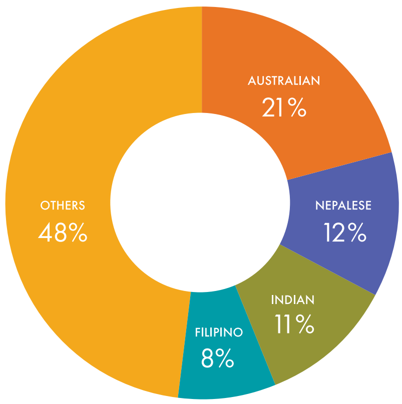
We value diversity in our team and recognise the benefits of having a diverse workforce. Our employees come from all walks of life and proudly represent more than 40 different nationalities. Our goal is to create a culture that is diverse, inclusive and that respects and celebrates differences.

Our employee population is 54.4% male and 45.6% female. At management level our composition is 61.9% male and 38.1% female.

The Millennium Board has set targets to ensure we continue to grow diversity across our salaried employees and in the leadership group.

We are proud to employ people from all kinds of backgrounds. This includes providing job opportunities for new immigrants, people returning to work from periods of unemployment, or people with learning difficulties who can be employed in entry level cleaning jobs.

Ethnic Diversity (% of team members)



Best practice employment

Millennium is dedicated to ensuring we employ in accordance with the Fair Work Australia Modern Award for Cleaning. We are proud to be a long-term supporter of the Cleaning Accountability Framework (CAF) and supports CAF in its mission to improve labour practices in the cleaning industry.

Case study

The capability and commitment of our people underpins our ability to serve our clients and meet their needs every day. Mostly this is quietly done behind the scenes, but sometimes the efforts of team members are so outstanding they warrant external recognition.

MAJID PIRMAGHAMI

SECURITY OFFICER VICTORIA

On Thursday 13 January 2022 at Manor Lakes Central Shopping Centre in Melbourne's outer western suburbs, Security Officer Majid Pirmaghami was on duty patrolling when he was alerted by CCTV of persons of interest entering the centre. A short time later screams were heard from the main hallway of the Centre outside Coles supermarket. When entering this area Majid was confronted by a large group of men fighting each other, causing terror and affray upon themselves and the community.

As the youths continued fighting it was evident that a knife or knives were being used by the offenders with stab wounds already evident on at least one person. Sighting one male being continuously attacked by a large group of males who were kicking and punching him Majid thrust himself into the group without regard for his own safety. He fearlessly took hold of this male person and commenced dragging him towards the Centre Management corridor. However, the men continued to kick and punch, putting Majid's personal safety at extreme risk. Despite this and to protect the man from further serious harm Majid stood him against the wall and then placed his own body in front of him with his hands up in a defensive position in a heroic and courageous manner to prevent further serious injury and potentially save this person's life. In an amazing act of empathy and professionalism Majid has then began administering first aid to both victims and offenders, calmly relaying information to both Police and Ambulance services of the circumstances.

At all times Security Officer Majid acted with a focussed and calm demeanour, utmost heroism and total disregard for his own safety. His actions were a credit to himself, his dedication and professionalism as a Security Officer.

Safety

Millennium is committed to high standards of health and safety management. The responsibility for establishing and maintaining policies on health, safety and matters rests with our Executive Leadership Team and all employees are responsible for observing safety policies, rules and procedures.

Our main objective is to avoid incidents, injuries and ill-health to our people, and to prevent damage to property.

Millennium's Health & Safety Policy Statement, Safety Management System and objectives and targets are regularly reviewed to ensure that they continue to improve safety performance and reduce work related incidents and injuries.

Millennium will continue to raise and maintain awareness of this policy through guidelines, internal communications and staff training and ensures it is available to internal and external parties through our intranet and website.

Safety Strategy

This year has seen the establishment of the Millennium Health, Safety and Wellbeing Strategic Plan 2022–2024.

The future state of our Health Safety and Wellbeing has been identified through four key focus areas.

- Safety Culture, Leadership and Engagement
- Health and Safety Risk Management
- Health and Wellbeing
- Continual Safety Improvement

The aim of the strategy is to improve Occupational Health and Safety performance and ensure safety is embedded in everything we do.

The global COVID-19 pandemic has required a substantial focus on managing health and safety impacts and risks related to COVID-19. In addition to ensuring physical safety, we have maintained regular communication to keep team members informed about restrictions and through our leaders maintaining contact and connection with people while working from home.

Safety and wellbeing awareness programs centred around events like Mindful May and RU OK? Day have helped draw attention to mental health and start critical conversations across the business.

Millennium Safety Performance Measures

2022 Key Results

- 288 incidents lodged over the last 12-month period.
- 35 Lost Time Injuries (year to date). Up 13 from the same time last year.
- Lost time injury frequency rate (LTIFR year to date) is 4.46%.

Technology

Millennium leverages technology to underpin and improve service delivery for our clients and to enable workforce productivity, data-based decision making and business improvement.

Work continues on the digital evolution of our business to gain efficiencies and simplify and automate key business support processes. Our current systems for time and attendance and HR have returned both productivity and financial benefits, while reducing risk by systematically ensuring payment of employees in accordance with Modern Award conditions. A key opportunity in FY23 is investigating the implementation of software to provide a consolidated dashboard unifying data from our core business systems, for workforce management, HR, and payroll.

Robotic floor cleaning

In 2017, Millennium was the first Australian company to import and deploy 22 fully autonomous robot floor scrubbers.

These robots help free up our people from hours of floor scrubbing allowing them to move on to more detailed sanitizing of high-touch surfaces throughout centres. Our experience over five years is that they provide both productivity and cost benefits. The software onboard the robots enables us to monitor, track and measure the performance of the contract for our clients.

Security Services, Virtual Patrols

This year our National Operations Centre (NOC) began undertaking virtual patrol of client premises via remote Closed Circuilt TV systems. This provides another layer of security and builds on the services of the NOC which also provides welfare checks on our staff 24 hours a day, 7 days a week.

Real Time Reporting

Millennium uses a real time tracking system for recording staff movement, incident, and events activities occurrences across its retail portfolio call “AtSite”. This is a mobile application for smart phones used by our teams across Australia and New Zealand to record staff movements. The data is used for risk management, optimising staff performance, checking staff patrol times and is a valuable resource for proof of work done and to demonstrate compliance in event of litigation and to assist in validation of contract compliance.

Social & Environmental Responsibility

Community

As part of fulfilling our broader responsibilities to society, we are committed to being a positive member of the communities in which we operate and being transparent and respectful to all stakeholders in these communities.

We look for opportunities to partner with clients and suppliers sharing our expertise and responding to help address specific needs in the community. Our support takes many shapes and forms ranging from financial support of community sport, volunteering and flood clean-up efforts to our continued support of major charities such as Challenge Cancer, Beyond DV (domestic violence) and the Mirabel Foundation.

Focus on Reconciliation

Our number one priority in this space in 2021/2022 was to develop our first formal Reconciliation Action Plan (RAP), building on previous policy commitments in areas of indigenous employment and community engagement.

We elected to undertake the Innovate RAP, reflecting our readiness to implement reconciliation initiatives over a 2-year timeframe.

We have developed the Reconciliation Action Plan with expert guidance of an Aboriginal consultant, Karen Milward. Karen is a proud Victorian Yorta Yorta woman, born and raised in Melbourne. Karen holds an MBA, and is also Chair of Mullum Mullum Indigenous Gathering Place, Chair of Kinaway Aboriginal Chamber of Commerce, and a Director of Yarra Valley Water (Victorian Water Corporation).

As part of developing our Reconciliation Action Plan (RAP) we consulted with Aboriginal Chambers of Commerce in our three largest territories in Victoria, New South Wales and Western Australia.

Our Vision for Reconciliation is:

Millennium actively contributes to progress toward Reconciliation and achieving greater unity with Aboriginal and Torres Strait Islander peoples and communities.

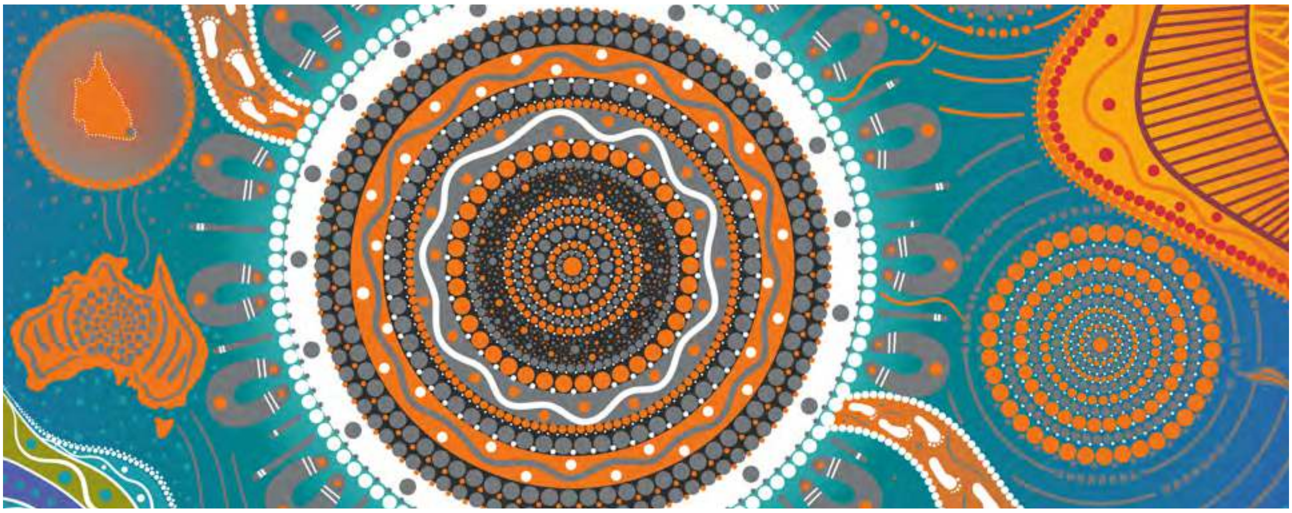
Key focus areas:

- Building relationships with Aboriginal and Torres Strait Islander peoples and listening to better understand and identify opportunities to make a positive contribution to Reconciliation.
- Working towards providing a supportive and culturally safe workplace and establishing approaches to improve inclusion, respect, and development pathways for Aboriginal & Torres Strait Islander peoples.
- Improving our understanding and respect for Aboriginal and Torres Strait Islander peoples by building cultural awareness across our organisation and our sphere of influence through suppliers, clients, and the industry.

We believe we have a significant opportunity for impact by working together with our clients who own and manage properties across Australia to deliver on our respective Reconciliation Action Plans and we have made this a commitment within our RAP. We will report to Reconciliation Australia, on the implementation of our Action Plan.

Aboriginal and Torres Strait Islander staff

In 2021 we introduced a new Human Resources Information System which for the first time gives Millennium team members an opportunity to share their cultural background, including an option to identify as “Aboriginal and/or Torres Strait Islander Australian”. Based on data from this system, 27 people elected to identify their background as Aboriginal and/or Torres Strait Islander Australian. We believe it is likely there are other team members who have not yet added or updated their personal information in the system or choose not to disclose this information.



Codee Cleaning Partnership

In December 2021 Millennium entered a working partnership agreement with Codee Cleaning Services, based in Western Australia. Codee is an Indigenous owned and operated cleaning business established in 2011, providing a diverse range of cleaning services across multiple sectors in WA. These arrangements provide opportunities for Codee to work in alliance with Millennium to further develop and grow its cleaning business whilst providing meaningful employment, education, and economic opportunities for Australia's First People.

The partnership is being led on the Millennium side by our WA Office. Millennium has shared it's approaches and processes for onboarding and induction and has introduced the Codee team to our approaches for performance measurement and work inspections.

We are also beginning to explore opportunities for joint procurement and increasing purchasing with indigenous suppliers.

Working with Codee, Millennium gains a unique opportunity to improve our understanding and connection and build relationships with Aboriginal & Torres Strait Islander Peoples.

Victor's Story

Victor was introduced to Codee by an organisation called APM Employment Services. Codee had been able to offer him 3 days a week working as a cleaner at the Fremantle Prison. He didn't have a driver's license and he lived in the Fremantle area so being able to work close to home was huge. Codee Contracts Manager Adrian, reached out to Victor to see how he was doing he told Adrian he was struggling and wasn't in a good place, and was sometimes sleeping rough.

Adrian saw an opportunity because Codee had a cleaning job vacancy at a share house for men that have previously suffered from substance or alcohol abuse. They were in desperate need for a male staff member to clean the place and the job came with a separate living space for the caretaker which is free rent and 20 hours per week of pay.

Due to Victor's situation and his proven track record with Codee, this was offered to him and it's now where he lives with his own lounge and kitchen amenities.

Victor now works 32 hours per week spread across the men's hostel where he lives, a few days at the state library in Perth CBD, and on weekends at Fremantle prison.

Starting work with Codee and stable accommodation with his job has really helped turn things around for Victor.

Environment

Millennium works to incorporate environmental sustainability into all elements of our business. As a foundation, this involves ensuring compliance with all Commonwealth, State and Local Government requirements and maintaining accreditation to International Standard ISO 14001: 2015 for Environmental Management Systems.

We focus on how we can minimise our impact by reducing: waste; water use; and greenhouse gas emissions.

Key actions to achieve this include:

Waste

- Support clients to divert organic waste from landfill
- Recycle materials such as plastic, glass, sump oil, batteries, etc.
- Avoid disposable products where possible
- Buy products that are packaged in recyclable materials
- Use durable materials
- Buy re-useable or refillable products

Water Use

- Where possible make use of recycled water (grey water, black water)
- Use of water efficient Robotic floor cleaners
- Educate employees to save water
- When cleaning use a microfibre cloth where possible and use high pressure cleaning units
- Ensure all plumbing is in good order and ensure fittings are regulated to lower the rate of water flow, regularly inspect plumbing and fittings for leaks
- Use brooms instead of hoses to clean outside areas

Greenhouse Gas Emissions

- Off-set energy use such as vehicle use through the purchase of carbon offsets or through waste collection initiatives and recycling
- Keep vehicles and other plant in good operating order and purchase motor vehicles that have low fuel use (e.g. hybrids, compacts)
- Use renewable energy sources where possible (e.g. solar battery charging, outside lighting)
- Turn off lights and electrical devices when not in use
- Buy only electrical items that have a low comparative energy use rating and are efficient

Sustainable cleaning products

Cleaning products are essential to our work. We are increasingly focussed on using safe and environmentally friendly products including chemical-free solutions with plant-derived and natural enzymes. Since 2017 Millennium has been using the Tersano Aqueous Water chemical free cleaning systems at many of our sites across Australia and New Zealand.

In Australia we look to GECA, the global ecolabelling network to guide our buying decisions and in New Zealand we have recently entered new supply agreements and are moving to a new supplier with environmental choice certification.

Case study

A key opportunity for reducing overall environmental impact is partnering with clients and suppliers to develop innovative and improved environmental practises.

Food to Fertiliser

Millennium is proud to offer our clients a smart, sustainable, and affordable solution to manage food waste, reduce waste going to landfill and mitigate environmental impacts by contributing to the circular economy.

This year we have invested in several waste dehydrator units in order to expand our waste management service offering to clients.

We're converting organic waste collected from food traders into fertiliser using innovative waste dehydrator systems for key clients in Victoria. With this approach, we are helping to divert tonnes of food waste from landfill and reducing greenhouse gases heating the planet.

Waste management services are a natural extension to our cleaning work at sites where there is food waste, so this initiative offers excellent opportunities to deliver both environmental and economic benefits.

Governance

Our Governance approach is all about accountability and responsibilities. Millennium recognises the benefit of integrating economic, social, and environmental considerations in business planning. The Group's commitment to a fully Integrated Management Systems (IMS) is outlined in the Health and Safety, Environmental and Quality Policies. The system as a whole is reviewed regularly to ensure that policies and procedures truly reflect the best operational methods and interested party requirements, ensuring the Group continues to be a market leader and preferred supplier.

The Group management structure comprises a Board of Directors, Executive Leadership Team, and a management team all with experience across various market sectors.

Our Board led governance program ensures that the business meets its legal, social, and ethical obligations. Our services are delivered to internationally recognised compliance standards. We are accredited to:

- ISO 45001: 2018 for Safety Management Systems
- ISO 9001: 2015 for Quality Management Systems and
- ISO 14001: 2015 for Environmental Management Systems

Millennium is committed to ensuring payment of employees in accordance with appropriate Modern Award conditions and identifying and addressing risks and any potential instances of Modern Slavery in our operations and supply chains. We work with our employees, contractors, partners, and suppliers to further enhance our systems and controls to effectively identify and manage Modern Slavery risks within our business operations and supply chains.

Millennium lodged its second Modern Slavery Statement with the Australian Border Force in FY 2021 and no specific examples of Modern Slavery were identified in our operations or supply chains.

Millennium currently has in place the following policies and controls around Modern Slavery Risk:

- Millennium Modern Slavery Policy
- Employee Code of Conduct
- Corporate Social Responsibility Policy
- Whistle Blower Program
- Supplier Code of Conduct and
- Approved Supplier Prequalification Program including an annual review process

CORPORATE DIRECTORY

Corporate Directory

Directors

Stuart Grimshaw
Independent, Non-Executive Chairman

Rohan Garnett
Independent, Non-Executive Director

Darren Perry
Independent, Non-Executive Director

Royce Galea
Chief Executive Officer and Managing Director

Company secretary

Jo-Anne Dal Santo

Registered office

Millennium Services Group Limited
Level 1, 205-211 Forster Road
Mount Waverley, Victoria 3149

Principal place of business

Millennium Services Group Limited
Level 1, 205-211 Forster Road
Mount Waverley, Victoria 3149

Share register

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067 Australia

Auditor

Moore Australia Audit (Vic)
Level 18, 530 Collins Street
Melbourne, VIC, 3000

Stock exchange listing

Millennium Service Group Limited shares are listed on the Australian Securities Exchange (ASX code: MIL)

Website

millenniumsg.com

Corporate Governance Statement

Refer to **millenniumsg.com/investor/governance/**

DIRECTORS' REPORT

Directors' Report

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or the 'Group') consisting of Millennium Services Group Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

Directors

The following persons were directors of Millennium Services Group Limited during the whole of the financial period and up to the date of this report, unless otherwise stated:

Stuart Grimshaw
Independent, Non-Executive Chairman

Royce Galea
Chief Executive Officer and Managing Director (appointed on 28 February 2022, and Mr Galea was Executive Director, Integrated Services prior to 28 February 2022)

Rohan Garnett
Independent, Non-Executive Director

Darren Perry
Independent, Non-Executive Director

Principal activities

Millennium Services Group Limited is a cleaning, security and integrated services specialist in the retail shopping centre, commercial property and Commonwealth and State Government sectors.

Dividends

Dividends paid during the financial period were as follows:

	Consolidated	
	2022	2021
	$'000	$'000
No dividend declared or payable in respect of the year ended 30 June 2021	–	–
No dividend declared or payable in respect of the year ended 30 June 2022	–	–
	–	–

No interim dividend was declared for the current period.

Review of operations

Revenue for the year ending 30 June 2022 declined 4.8% to $260.6 million (2021: $273.7m) substantially due:

- to a $20.4m (or 7.5%) decline in revenue compared to the previous year, stemming from the expiry of the QIC Limited contract in September 2021;
- the expiry of the QIC contract was partially offset by the Group winning $7.3m (or 2.7%) of net new contracts at market competitive margins.

The Group announced in June 2022 it had been successful in renewing major long-term contracts with existing valued clients: Myer, Vicinity Centres, Crown Resorts Perth and Jones Lang LaSalle for extensions out to 2026 with a combined contract value of $150m. The renewals demonstrate the high level of satisfaction by our clients with the quality of services that the Millennium team has been able to deliver in challenging times.

Earnings before interest, tax, depreciation and amortisation (EBITDA) declined by $16.7m or 64.8% to $9.1m compared to an EBITDA of $25.8m in the prior year. Factors leading to the EBITDA decline in the current year comprise:

- a decrease of $23.8m in COVID-19 government grant income;
- decrease of $6.7m of incremental wage top ups associated with the COVID-19 government grants paid to eligible employees. COVID-19 government grants paid to eligible employees are recognised as overheads in the Head Office segment; offset by
- an increase in overhead expenditure amounting to $0.4m.

Despite the 4.8% reduction in revenue, there was an increase in gross margin of $0.8m. Pleasingly, the Group's gross margin percentage improved from 14.3% to 15.3% due to continued focus and investment in the management of labour rosters and consumable management strategies.

The Group's profit after income tax expense for the current year amounted to $2.2m; which included $1.7m (after-tax) of non-recurring integration, transaction and due diligence costs. The current year's profit after tax represents a $15.2m decline compared to the previous financial year's profit of $17.4m. The profit after tax in the previous financial year included a net benefit of $12.1m (after income tax) of COVID-19 government grants and wage subsidies in Australia (Job Keeper) less incremental wage top ups associated with the government grants. The previous year also included recognition of $4.0m of deferred tax assets not previously recognised in relation to deductible temporary differences, which resulted in an effective tax rate of 8.2%. Excluding the impact of the $4.0m deferred tax asset, the effective tax rate in the previous year was 29.4%. The effective tax rate in the current year is 34.3% due to an increase in non-deductible share-based payments expense.

The Cleaning segment revenue declined by 6.3% over the prior year to $203.2m from $216.9m, due mainly to the expiry of the QIC Limited contract. However, there was a significant improvement in gross margin from $30.3m to $31.3m; as the gross margin percentage improved from 14.0% to 15.4%. The Security segment revenue increased by 1.1% over the prior year to $57.4m from $56.8m, with gross margin declining marginally from $8.7m to $8.5m; the gross margin percentage declined from 15.4% to 14.9%.

The Group's gross margin growth of $0.8m and improvement in gross margin percentage by 1.0% to 15.3% in the current year, stems from the Group's continued focus on winning quality new contracts, retaining contracts at market competitive gross margins and efficient management of labour rosters with the automated time and attendance system.

Given the success around its priority of renewing many of its major long-term contracts, the Board and Executives will continue to focus on continuing its organic growth strategy and diversification into new sectors following its increased investment into Business Development personnel in the 2022 financial year.

The Company further reduced its borrowing at 30 June 2022 compared to 30 June 2021 by $1.7m from $7.6m to $5.9m (refer to note 20). The ANZ bank term debt facility reduced from $5.4m to $1.8m over the course of the financial year with a further $0.9m repayment in July 2022.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial period.

Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation

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

Information on Directors

Stuart Grimshaw

Chairman, Independent Non-Executive Director

Qualifications:
Mr Grimshaw has a Bachelor of Commerce and Administration degree from Victoria University in Wellington, New Zealand, an MBA from Melbourne University and has completed the Program for Management Development at Harvard Business School.

Experience and expertise:
Mr Grimshaw has a long and distinguished career in financial services. Most recently he was Chief Executive Officer and Board Member of EZCORP a Nasdaq listed company which he originally joined in November 2014 as Executive Chairman. Prior to joining EZCORP, he was Managing Director and Chief Executive Officer of Bank of Queensland Limited (ASX: BOQ).

During his 30-year career in financial services, Mr Grimshaw held a wide variety of Senior Executive roles at various banking and finance companies including Caledonia Investments Pty Ltd, Commonwealth Bank of Australia, National Australia Bank and the ANZ Bank. He has also served as non-executive chairman of the board of directors of Cash Converters International Limited.

Mr Grimshaw is also a former Olympian representing New Zealand in Field Hockey at the 1984 Olympics.

Other current directorships:
Raiz Invest Limited (appointed 1 December 2021)

Humm Group Limited (appointed 30 June 2022)

Former directorships (last 3 years):
CEO and Board member at EZCORP a Nasdaq listed company; Director at CashConverters International Ltd.

Interests in shares:
Nil

Interests in options:
Nil

Rohan Garnett

Independent Non-Executive Director

Qualifications:
Mr Garnett holds a First Class Honours degree in Economics from Sydney University.

Experience and expertise:
Mr Garnett is presently Executive Manager, Group Asset management at Qantas Airways. Mr Garnett has held senior Australian and international management positions with Qantas, Jetstar and British Airways.

Mr Garnett has served as a non-executive director on a number of boards and is an experienced company director. Mr Garnett brings significant organisational and marketing skills that will assist the Company in its planned business improvement, optimisation and expansion activities.

Other current directorships:
Nil

Former directorships (last 3 years):
Nil

Interests in shares:
Nil

Interests in options:
Nil

Darren Perry

Independent Non-Executive Director

Qualifications:
Mr Perry holds a Bachelor of Arts and Bachelor of Laws (with Honours) from the University of Sydney.

Experience and expertise:
Mr Perry has a long and distinguished career in corporate law, specialising in corporate governance, employment and industrial relations. He is currently Department Chair – International and Managing Partner – Australia at Seyfarth Shaw LLP, an AMLA 100 international law firm with 17 offices globally and over 900 lawyers. Mr Perry brings with him significant expertise across a wide range of human resources and legal issues.

Mr Perry has worked extensively with companies around corporate governance, executive contracts and remuneration and handling disputes relating to senior executives. He has been at the forefront of advising major employers on collective bargaining strategies, responses to industrial action, and major workplace projects including automation and compliance reviews. Mr Perry regularly works with major corporations and sponsors on planning and implementing the people aspects of mergers and acquisitions.

Mr Perry is an experienced company director, both in the private and not-for-profit sectors.

Other current directorships:
Nil

Former directorships (last 3 years):
Nil

Interests in shares:
Nil

Interests in options:
Nil

Royce Galea

Chief Executive Officer and Managing Director
(appointed on 28 February 2022, and was Executive Director, Integrated Services prior to 28 February 2022)

Qualifications:
Mr Galea holds Diplomas in Frontline Management and Cleaning Services Supervision from Sydney Technical College.

Experience and expertise:
Mr Galea has over 30 years' experience in the cleaning industry, in particular major retail cleaning. He is a major shareholder in the Company.

Mr Galea was the joint founder of Millennium Hi-Tech Group Pty Limited, prior to it becoming part of the Millennium Services Group Limited IPO. Established in 2003, Millennium Hi-Tech Group operated a highly successful and profitable business focussing on providing cleaning, security and facilities management services to major shopping centres, commercial and state and government buildings in NSW, the ACT and South Australia.

Other current directorships:
Nil

Former directorships (last 3 years):
Nil

Interests in shares:
6,820,362 fully paid ordinary shares

Interests in options:
Nil

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

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

Chief Executive Officer

Mr Royce Galea

(appointed 28 February 2022)

Mr Galea has over 30 years' experience in the cleaning industry, in particular major retail cleaning. He is a major shareholder in the Company. Mr Galea was the joint founder of Millennium Hi-Tech Group Pty Limited, prior to it becoming part of the Millennium Services Group Limited IPO. Established in 2003, Millennium Hi-Tech Group operated a highly successful and profitable business focussing on providing cleaning, security and facilities management services to major shopping centres, commercial and state and government buildings in NSW, the ACT and South Australia.

Mr Scott Alomes

(resigned 28 February 2022)

Mr Alomes was appointed as Chief Executive Officer on 7 June 2021. Prior to joining the Company, Mr Alomes finished a five-year period at U.S. Nasdaq listed company EZCORP Inc where he was the Chief Human Resources Officer as well as managing the Canadian lending operations of the Company. EZCORP employed over 5,000 people across six countries and he was instrumental in developing the HR strategy and platform that aligned with the cultural changes EZCORP was undergoing. His experience across many industries and geographies benefited the Group as it was moving into the next phase of its evolution.

Company Secretary

Ms Jo-Anne Dal Santo

Ms Dal Santo is a Fellow of the Governance Institute of Australia and of the Institute of Company Secretaries and Administrators and has served as Company Secretary to a number of ASX listed companies providing company secretarial and corporate advisory services to boards and companies across a variety of industries both in Australia and internationally.

Meetings of Directors

The number of meetings (including meetings of committees of directors) of the company's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each director were:

Total meetings held	13		5		10	
	Eligible to Attend	Attended	Eligible to Attend	Attended	Eligible to Attend	Attended
Stuart Grimshaw	13	13	5	4	10	7
Rohan Garnett	13	13	5	4	10	10
Darren Perry	13	13	5	5	10	10
Royce Galea	13	12	1*	1	–	–
Scott Alomes	9	8	–	–	–	–

*Mr Royce Galea appointed to the Audit Committee on 3 June 2022.

Remuneration report (audited)

This remuneration report outlines the Director and Executive remuneration arrangements of the Group in accordance with the Corporations Act 2001 and its Regulations.

This report outlines the remuneration arrangements in place for the Directors (both Executive and Non-Executive) and Executives of the Group.

For the purposes of this report the term 'Senior Executive' encompasses the Chief Executive Officer and the Chief Financial Officer.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

A Principles used to determine the nature and amount of remuneration
B Details of remuneration
C Executive employment agreements
D Share based compensation
E Additional disclosures relating to key management personnel

A

Principles used to determine the nature and amount of remuneration

Remuneration levels are set to attract or retain, as appropriate, qualified and experienced directors and senior executives. From time to time and as required, the Board will seek independent professional advice on the appropriateness of remuneration packages.

Use of remuneration consultants

The Company did not engage a remuneration consultant during the current or previous financial years.

Short-Term Incentive Scheme

The Short-Term Incentive Scheme ("Scheme") for eligible employees commenced from the 2018 financial year.

The Scheme, subject to the achievement of Board approved performance metrics (including financial performance delivery against a Board approved Budget), is designed to deliver cash incentives ranging from 20% to 30% (inclusive of superannuation) of relevant employees' fixed annual remuneration. No short-term incentives were accrued under the scheme for the 2022 financial year (2021: $721,000).

Long-Term Incentive Scheme

At the 29 November 2021 AGM, the grant of performance rights under the Long-Term Incentive Plan was approved by shareholders. The purpose of the grant of performance rights is to provide a performance linked incentive component in the remuneration package of Directors and senior executives so as to align the interests of Directors and senior executives with those of Shareholders.

3,466,250 performance rights were granted to the Company's Directors and senior executives with a total fair value of $1,354,000 as at grant date. The issue price for each performance right is $nil and no amount will be payable on the exercise of a performance right, with unvested performance rights expiring on 31 January 2025.

The performance rights granted comprise three tranches:

Tranche 1: 40% of the performance rights will vest subject to achieving an Absolute Total Shareholder Return ("TSR") milestone, based on Millennium's TSR performance over a 3-year performance period.

Tranche 2: 30% of the performance rights will vest subject to achieving a Relative TSR milestone, which is based on Millennium's TSR relative to a defined comparator group of companies comprising the ASX 200 Industrials Index companies over a 3-year performance period.

Tranche 3: 30% of the performance rights will vest subject to achieving the following annual financial targets:

(a) the Company achieving a normalised EBITDA figure of at least $8,000,000 each year;

(b) the Company recording a positive net asset figure in its audited accounts for the relevant financial year; and

(c) the Company being and remaining in compliance with all banking covenants during the year.

*Additionally, if at the expiry of the performance period:

(a) the Absolute TSR is greater than or equal to 150%; and

(b) the Relative TSR is in the top quartile of the Industrials Index,

then additional performance rights ("Outperformance Rights") totalling 17.5% of those already issued will be granted and deemed vested.

A summary table below lists the tranches and the fair value of the performance rights on grant date.

Grant date	Number of options or performance rights granted	Vesting date	Vesting conditions	Expiry date	Exercise price	Value per right at grant date	Total fair value of performance rights $'000
29/11/2021	295,000	31/12/2022 }	Annual Financial Targets	31/01/2025	–	$0.630	186
29/11/2021	295,000	31/12/2023 }		31/01/2025	–	$0.630	186
29/11/2021	295,000	31/12/2024 }		31/01/2025	–	$0.630	186
29/11/2021	885,000	31/12/2024	Relative TSR	31/01/2025	–	$0.405	358
29/11/2021	1,180,000	31/12/2024	Absolute TSR	31/01/2025	–	$0.285	336
29/11/2021	516,250	31/12/2024	High Performance Hurdle*	31/01/2025	–	$0.198	102
Total	3,466,250						1,354

In the previous financial year, 1,000,000 options were granted to the Chief Financial Officer, Mr Michael Constable, as a discretionary award. The options expire two years after the vesting date and the exercise price is $0.20 per option. The vesting of the first tranche of 500,000 options was subject to Mr Constable's continued employment with the Company to 1 January 2021; while the vesting of the second tranche of 500,000 options was subject to his continued employment with the Company to 1 January 2022 and not being in a period of notice. The first tranche of 500,000 options vested on 1 January 2021 and were exercised on 2 March 2021, with the Company issuing 500,000 ordinary shares to Mr Constable. The second tranche of 500,000 options vested on 1 January 2022 and these options were not exercised as at 30 June 2022.

Voting and comments made at the company's 2021 Annual General Meeting ('AGM')

At the 29 November 2021 AGM, 96.72% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

B

Details of remuneration

Amounts of remuneration

Details of the remuneration of Directors and key management personnel of the consolidated entity are set out in the following tables.

	Short-term benefits		Post-employment benefits	Long-term employment benefits	Share-based payments	
	Cash salary & fees	Other	Super-annuation	LSL	Equity settled	Total
2022	$	$	$	$	$	$
Non-Executive Directors:						
Stuart Grimshaw	144,000	–	14,400	–	97,403	255,803
Rohan Garnett [1]	100,000	–	–	–	68,755	168,755
Darren Perry	100,000	–	10,000	–	68,755	178,755
Executive Directors:						
Royce Galea [2]	350,000	48,000	23,568	9,872	–	431,440
Other Key Management Personnel:						
Scott Alomes [3]	226,642	–	21,577	–	–	248,219
Michael Constable	358,250	90,831[4]	25,000	4,507	84,414	563,002
	1,278,892	138,831	94,545	14,379	319,327	1,845,974

(1) Fees were paid to Garnett Brothers Pty Ltd, a company associated with Mr Garnett.
(2) Mr Galea was appointed as Chief Executive Officer and Managing Director effective 28 February 2022. Mr Galea's other benefits comprised $48,000 of allowances.
(3) Mr Alomes resigned 28 February 2022.
(4) Mr Constable's other benefits comprised $90,831 of short-term incentives.

2021	Short-term benefits		Post-employment benefits	Long-term employment benefits	Share-based payments	
	Cash salary & fees	Other	Super-annuation	LSL	Equity settled	Total
	$	$	$	$	$	$
Non-Executive Directors:						
Stuart Grimshaw [(1)]	74,917	–	2,280	–	–	77,197
Roger Smeed [(2)]	152,000	144,000	–	–	–	296,000
Rohan Garnett [(3)]	60,273	–	–	–	–	60,273
Darren Perry [(4)]	33,333	–	3,167	–	–	36,500
Executive Directors:						
Darren Boyd [(5)]	569,269	104,750	40,167	–	–	714,186
Royce Galea	350,000	102,750[(6)]	33,250	13,486	–	499,486
Other Key Management Personnel:						
Scott Alomes [(7)]	15,577	–	1,480	–	–	17,057
Michael Constable	358,250	82,125[(8)]	25,000	1,750	212,055	679,180
	1,613,619	433,625	105,344	15,236	212,055	2,379,879

(1) Mr Grimshaw was appointed as Independent, Non-Executive Director effective 24 November 2020 and appointed as Chairman on 1 March 2021.
(2) Mr Smeed resigned 28 February 2021. Fees were paid to Roger Smeed & Associates Pty Limited, a company associated with Mr Smeed. Mr Smeed's other benefits comprised $144,000 of retirement benefits.
(3) Mr Garnett was appointed 24 November 2020. Fees were paid to Garnett Brothers Pty Ltd, a company associated with Mr Garnett.
(4) Mr Perry was appointed 5 March 2021.
(5) Mr Boyd resigned 14 May 2021. Mr Boyd's other benefits comprised $104,750 of short-term incentives.
(6) Mr Galea's other benefits comprised $54,750 of short-term incentives and $48,000 of allowances.
(7) Mr Alomes commenced as Chief Executive Officer on 7 June 2021.
(8) Mr Constable's other benefits comprised $82,125 of short-term incentives.

C

Executive Employment Agreements

The Executive Directors and the senior management of the Group noted above have entered into independent executive employment agreements with the Company.

There are variations between each of the respective executive employment agreements in relation to, for example, remuneration and leave entitlements. However, the following terms below are uniform between each of the executive agreements:

1. The executive employee must perform their duties to the best of their ability and knowledge; during ordinary business hours and at other times reasonably necessary to fulfil their duties.
2. The executive employee is eligible to participate in a 'Short Term Incentive Plan' and the 'Long Term Incentive Plan', on terms to be determined by the Company from time to time.
3. The Company may terminate the employment of the executive employee by providing, in general, 3 months written notice. Individual executive employment terms may stipulate termination notice periods ranging between 3 to 6 months. Details of executives' employment terms are noted below.
4. The executive employee is subject to a 12-month restraint period in acting for a competitor, on standard terms, from the point in time their employment with the Company ceases. Remuneration and other terms of employment for key management personnel are formalised in executive employment agreements. Details of these agreements are as follows:

Royce Galea

Title:
Chief Executive Officer and Managing Director (appointed on 28 February 2022, and Mr Galea was Executive Director, Integrated Services prior to 28 February 2022)

Agreement commenced:
1 July 2020

Details:
Mr R Galea's contract of employment commenced on 1 July 2020. Under the contract Mr Galea is entitled to $350,000 per annum plus statutory superannuation and a $48,000 car allowance, along with related minor benefits. The contract may be terminated by the Company or Mr Galea with six months' notice.

Michael Constable

Title:
Chief Financial Officer

Agreement commenced:
15 October 2018

Details:
Mr Constable is the Company's Chief Financial Officer under a contract of employment which commenced on 15 October 2018. Under the contract Mr Constable is entitled to $383,250 per annum inclusive of superannuation, along with related minor benefits. The contract may be terminated by the Company or Mr Constable with six months' notice. No payments or retirement benefits are payable on termination.

Scott Alomes

Title:
Chief Executive Officer (resigned 28 February 2022)

Agreement commenced:
7 June 2021

Details:
Mr Alomes was the Company's Chief Executive Officer under a contract of employment which commenced on 7 June 2021. Under the contract Mr Alomes was entitled to fixed remuneration of $225,000 per annum plus superannuation, along with related minor benefits. Mr Alomes was eligible to participate in the Company's short-term and long-term incentive schemes. Mr Alomes's annual variable remuneration was capped at 20% of his fixed remuneration under the short-term incentive scheme and 100% of his fixed remuneration under the long-term incentive scheme. Mr Alomes resigned effective 28 February 2022.

Darren Boyd

Title:
Chief Executive Officer and Managing Director (resigned 14 May 2021)

Agreement commenced:
7 February 2019

Details:
Mr Boyd was the Company's Managing Director and Chief Executive Officer under a contract of employment which commenced on 7 February 2019. Under the contract Mr Boyd was entitled to $400,000 per annum inclusive of superannuation, along with related minor benefits. Mr Boyd resigned effective 14 May 2021.

Key management personnel have no entitlement to termination payments, other than accrued leave balances, in the event of removal for misconduct.

D

Share-Based Compensation

Issue of shares

Shares issued on the exercise of options

The following ordinary shares of the Company were issued in the previous year on the exercise of options granted to Mr Michael Constable. No further shares have been issued since that date. No amounts are unpaid on any of the shares.

Date options granted	Issue price of shares	Number of shares issued
24/08/2020	$0.20	500,000

There were no ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2022.

Options and Performance Rights

The terms and vesting conditions of each tranche of performance rights and options granted affecting remuneration in the current or future reporting periods have been noted in the preceding section A of the remuneration report under the paragraph titled 'Long-Term Incentive Scheme' on page 28. The performance rights and options carry no dividend or voting rights.

Grant date	Number of options or performance rights granted	Vesting date	Vesting conditions	Expiry date	Exercise price	Value per right / option at grant date	Vesting conditions achieved	% Vested
24/08/2020	500,000	01/01/2022	Tenure	01/01/2024	$0.20	$0.272	yes	100%
29/11/2021	295,000	31/12/2022 }	Annual Financial Targets	31/01/2025	–	$0.630	no	n/a
29/11/2021	295,000	31/12/2023 }		31/01/2025	–	$0.630	no	n/a
29/11/2021	295,000	31/12/2024 }		31/01/2025	–	$0.630	no	n/a
29/11/2021	885,000	31/12/2024	Relative TSR	31/01/2025	–	$0.405	no	n/a
29/11/2021	1,180,000	31/12/2024	Absolute TSR	31/01/2025	–	$0.285	no	n/a
29/11/2021	516,250	31/12/2024	High Performance Hurdle	31/01/2025	–	$0.198	no	n/a

There were 3,466,250 performance rights granted to directors and other key management personnel as part of compensation during the year that had not vested as at 30 June 2022.

Additional information

The earnings of the consolidated entity for the year to 30 June 2022 and the prior period to 30 June 2021 are summarised below:

	2022 $'000	2021 $'000
Sales revenue	260,590	273,682
EBITDA	9,071	25,761
EBIT	4,402	20,700
Profit / (loss) after income tax	2,221	17,357

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

	2022 $'000	2021 $'000
Share price at financial year end ($)	0.27	0.55
Basic earnings per share (cents per share)	4.78	37.66
Diluted earnings per share (cents per share)	4.77	37.40

E

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial period by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

Ordinary Shares	Balance at the start of the period	Received as part of remuneration	Acquired	Disposals /other	Balance at the end of the period
Royce Galea	6,820,362	–	–	–	6,820,362
Michael Constable	500,000	–	–	–	500,000
	7,320,362	–	–	–	7,320,362

Option and Performance Rights holdings

The number of performance rights or options over ordinary shares in the Company held during the financial period by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

Options / Performance rights over ordinary shares	Balance at the start of the period	Granted as part of remuneration	Acquired	Exercised	Resignation	Balance at the end of the period
Michael Constable	500,000	352,500	–	–	–	852,500
Stuart Grimshaw	–	998,750	–	–	–	998,750
Rohan Garnett	–	705,000	–	–	–	705,000
Darren Perry	–	705,000	–	–	–	705,000
Scott Alomes	–	705,000	–	–	(705,000)	–
	500,000	3,466,250	–	–	(705,000)	3,261,250

This concludes the remuneration report, which has been audited.

Shares under option

There were 3,466,250 performance rights or options over ordinary shares granted to directors and other key management personnel as part of compensation during the year that had not vested as at 30 June 2022, (2021: 500,000).

No person entitled to exercise options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options

500,000 ordinary shares of Millennium Services Group Limited were issued during the prior year ended 30 June 2021 on the exercise of 500,000 options. No ordinary shares were issued in the year ended 30 June 2022.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial period, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial period, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial period, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

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

Non-audit services

During the year, Moore Australia Audit (Vic), the Group's auditor, has performed certain other services in addition to the audit and review of the financial statements. These non-audit services included taxation compliance and corporate transaction services. The board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services during the year by the auditor is compatible with the general standards of independence for auditors imposed by the Corporations Act 2001.

Details of the amounts paid to the auditor of the Group, for audit and non-audit services provided during the year are set out at note 29.

Officers of the company who are former partners of Moore Australia Audit (Vic)

There are no officers of the company who are former partners of Moore Australia Audit (Vic).

Rounding of amounts

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor

Moore Australia Audit (Vic) continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

Stuart Grimshaw
Chairman

17 August 2022

MOORE

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AUDITOR'S INDEPENDENCE DECLARATION
UNDER S 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF MILLENNIUM SERVICES GROUP LIMITED AND CONTROLLED ENTITIES

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2022, there have been:

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

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

Moore Australia

MOORE AUSTRALIA AUDIT (VIC)
ABN 16 847 721 257

ANDREW JOHNSON
Partner
Audit and Assurance

Melbourne, Victoria

17 August 2022

FINANCIAL STATEMENTS

Financial Statements

Contents

General information

The financial statements cover Millennium Services Group Limited as a consolidated entity consisting of Millennium Services Group Limited and the entities it controlled at the end of, or during, the period. The financial statements are presented in Australian dollars, which is Millennium Services Group Limited's functional and presentation currency.

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

Millennium Services Group Limited
Level 1, 205-211 Forster Road
Mount Waverley, Victoria 3149

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 17 August 2022. The directors have the power to amend and reissue the financial statements.

Statement of Profit or Loss and other Comprehensive Income
For the year ended 30 June 2022

	Note	Consolidated 2022 $'000	Consolidated 2021 $'000
Revenue	5	260,590	273,682
Other income	6	1,030	24,684
Share of profit of equity-accounted investee, net of tax	14	138	–
Expenses			
Raw materials and consumables used		(46,389)	(40,054)
Employee benefits expense		(192,835)	(219,954)
Depreciation expense	7	(4,669)	(5,061)
Other expenses		(13,323)	(12,596)
Finance costs	7	(1,161)	(1,785)
Profit before income tax expense		3,381	18,916
Income tax expense	8	(1,160)	(1,559)
Profit after income tax expense for the year attributable to the owners of Millennium Services Group Limited		2,221	17,357
Other comprehensive income/(loss)			
Items that may be reclassified subsequently to profit or loss Foreign currency translation		(64)	(35)
Other comprehensive income/(loss) for the year, net of tax		(64)	(35)
Total comprehensive income for the year attributable to the owners of Millennium Services Group Limited		2,157	17,322

	Note	Cents	Cents
Basic earnings per share	36	4.78	37.66
Diluted earnings per share	36	4.77	37.40

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Statement of Financial Position
As at 30 June 2022

		Consolidated	
	Note	2022 $'000	2021 $'000
ASSETS			
Current assets			
Cash and cash equivalents	9	1,934	7,338
Trade and other receivables	10	17,271	18,032
Inventories	11	1,236	1,136
Other	12	1,766	2,193
Total current assets		22,207	28,699
Non-current assets			
Other	13	123	137
Equity-accounted investee	14	1,251	–
Deferred tax assets	15	7,818	8,541
Property, plant and equipment	16	6,818	7,017
Right-of-use assets	17	1,682	2,989
Intangibles	18	7,470	7,470
Total non-current assets		25,162	26,154
Total assets		47,369	54,853

The above statement of financial position should be read in conjunction with the accompanying notes.

	Note	Consolidated 2022 $'000	Consolidated 2021 $'000
LIABILITIES			
Current liabilities			
Trade and other payables	19	15,008	17,290
Lease liabilities	17	660	860
Borrowings	20	4,699	5,523
Current tax liabilities	21	2,742	4,661
Provisions	22	19,962	22,610
Total current liabilities		43,071	50,944
Non-current liabilities			
Lease liabilities	17	1,184	2,388
Borrowings	23	1,210	2,123
Provisions	22	1,489	1,658
Deferred tax liabilities	24	–	5
Total non-current liabilities		3,883	6,174
Total liabilities		46,954	57,118
Net assets / (deficiency)		415	(2,265)
EQUITY			
Issued capital	25	19,067	19,067
Reserves	25	(7,884)	(8,343)
Accumulated losses		(10,768)	(12,989)
Total equity / (deficiency)		415	(2,265)

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity
For the year ended 30 June 2022

Consolidated	Issued capital $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2020	18,967	(8,520)	(30,346)	(19,899)
Profit after income tax expense for the year	–	–	17,357	17,357
Other comprehensive loss for the year, net of tax	–	(35)	–	(35)
Total comprehensive income / (loss) for the year	–	(35)	17,357	17,322
Transactions with owners in their capacity as owners: exercise of options, proceeds received	100	–	–	100
Share based payments	–	212	–	212
Balance at 30 June 2021	19,067	(8,343)	(12,989)	(2,265)

Consolidated	Issued capital $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2021	19,067	(8,343)	(12,989)	(2,265)
Profit after income tax expense for the year	–	–	2,221	2,221
Other comprehensive loss for the year, net of tax	–	(64)	–	(64)
Total comprehensive income / (loss) for the year	–	(64)	2,221	2,157
Share based payments	–	523	–	523
Balance at 30 June 2022	19,067	(7,884)	(10,768)	415

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

Statement of Cash Flows
For the year ended 30 June 2022

	Note	Consolidated 2022 $'000	Consolidated 2021 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		288,548	306,613
Receipt of government grants	6	905	31,715
Payments to suppliers and employees (inclusive of GST)		(281,818)	(288,703)
Incremental wage top ups associated with the COVID-19 government grants		–	(7,338)
		7,635	42,287
Interest received		2	1
Interest and other finance costs paid		(1,162)	(1,851)
Income taxes paid		(2,421)	(111)
Net cash from operating activities	35	4,054	40,326
Cash flows from investing activities			
Payments for property, plant and equipment	16	(1,867)	(2,152)
Investment in equity-accounted investee	14	(1,113)	–
Investment in term deposit		–	(48)
Proceeds from disposal of property, plant and equipment		166	39
Net cash used in investing activities		(2,814)	(2,161)
Cash flows from financing activities			
Proceeds from / (repayments of) trade finance facility		–	(5,060)
Repayments of equipment finance	20	(1,077)	(1,233)
Repayment of borrowings	20	(6,647)	(16,354)
Repayments of principal on lease liabilities	17	(1,167)	(880)
Proceeds from exercise of options	25	–	100
Net cash used in financing activities		(8,891)	(23,427)
Net increase / (decrease) in cash and cash equivalents		(7,651)	14,738
Cash and cash equivalents at the beginning of the financial year		7,338	(7,398)
Effects of exchange rate changes on cash and cash equivalents		(11)	(2)
Cash and cash equivalents at the end of the year, less overdraft facility utilised		(324)	7,338
Cash on hand and overdraft utilisation			
Cash and cash equivalents at the end of the financial year	9	1,934	7,338
Overdraft facility utilised at the end of the financial year	20	(2,258)	–
Cash and cash equivalents at the end of the financial year, less overdraft facility utilised		(324)	7,338

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

Note 1. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

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

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

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2021:

- AASB 12 Disclosure of Interests in Other Entities;
- AASB 128 Investments in Associates and Joint Ventures; and
- Interest Rate Benchmark Reform – Phase 2 (Amendments to AASB 9, AASB 139, AASB 7, AASB 4 and AASB 16)

The standards adopted above did not have any impact on amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Application of AASB 12 and AASB 128 is required due to the Group acquiring a non-controlling interest in an equity-accounted investee in the current reporting period.

The amendment to AASB 16 below is not applicable to the Group as the Group does not have any COVID-19-related rent concessions.

- Covid-19-Related Rent Concession (Amendments to AASB 16)

Reporting period

The reporting period is for the year ended 30 June 2022, and the comparative information covers the year ended 30 June 2021.

Basis of preparation

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

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

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

Going concern

The consolidated financial statements have been prepared on a going concern basis, which assumes the continuity of normal business activities and the settlement of liabilities in the normal course of business despite reporting an excess of current liabilities over current assets by $20,864,000 as at 30 June 2022 (30 June 2021: $22,245,000).

The excess of current liabilities over current assets is primarily due to annual leave entitlements of $15,236,000 for the Group's 4,400 staff which are not expected to be settled wholly within 12 months after the end of the reporting period but are shown entirely as a current liability. Historically, annual leave drawn is around 95% to 100% of each year's accrual and is paid as part of the Group's normal operating cycle.

In determining that the going concern basis is appropriate, the Directors have had regard to:

- The Group's profit after income tax expense of $2,221,000 for the financial year ended 30 June 2022;
- The Group's access to $14,896,000 of unused financing facilities as at 30 June 2022 (see note 20);
- The Group's cash flow forecast, and budget for the next 12 months show positive operating cash flows. This is supported by improvements in the Group's profitability and gross margins since the 2021 financial year compared to prior years; and
- The Group's high level of contracted revenue into the future and understanding of its very high contract retention rates in recent years.
- The Group's ANZ Bank facility expires in October 2022 and the business is well underway in the process of seeking to renegotiate its financing facility.

Should the business not be able to operate under its normal business activities, the Group may not be able to pursue its business objectives and will have difficulty continuing to operate as a going concern, including realising its assets and extinguishing its liabilities at the amounts shown in the financial statements.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 33.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Millennium Services Group Limited ('company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. Millennium Services Group Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

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

Operating segments

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

Foreign currency translation

The financial statements are presented in Australian dollars, which is Millennium Services Group Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other gains/(losses).

Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into Australian dollars as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates, and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Revenue and other income

Revenue generated by the Group is categorised into the following reportable segments:

- Cleaning segment: represents the provision of comprehensive cleaning services to large retail shopping centres, commercial properties, government buildings and education facilities. Included within the segment are ancillary services such as maintenance and gardening.
- Security segment: the Group's security services are primarily provided to clients in the large retail shopping centre and commercial property sectors, the transport sector, and COVID-19 testing centres to help ensure and maintain a safe and secure environment for their clients, tenants and customers.

Revenue from the provision of cleaning and security services to customers is recognised when the performance obligations are delivered to customers over time. Once a contract has been entered into, the Group has an enforceable right to payment for work completed to date. Therefore, revenue is recognised over time. Revenue from these services is based on the price stipulated in the enforceable contracts, and there are no discounts for services provided. Additional billings are recognized when the performance obligations are delivered over time and are included within the sales to external customers.

Trade receivables are recognised as cleaning and security services are provided over contractually stipulated time periods. The Group's right to consideration is deemed unconditional at this time, as only the passage of time is required before payment of that consideration is due. There is no significant financing component because sales are made within normal credit terms of 30 days.

Interest

Interest revenue is recognised as interest accrues using the effective interest method.

Other revenue

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

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Grants that compensate the Group for expenses incurred are recognised in profit or loss; within 'Other income'; on a systematic basis in the periods in which the expenses are recognised. The Group self-assessed that it was eligible to access the Australian Government COVID-19 related grants (Job Keeper) up to 30 September 2020. There were no unfulfilled conditions or other contingencies attaching to these government grants and the Group received payment of all eligible Job Keeper grants by October 2020, (refer to note 6).

Income tax

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

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

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

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

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

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

Tax consolidation

Millennium Services Group Limited and its wholly owned Australian controlled entities have implemented the tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'standalone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The Group notified the Australian Taxation Office that it formed an income tax consolidated group effective from 1 November 2015.

The income tax consolidated group has entered a tax sharing and funding arrangement whereby each Company in the Group contributes to the income tax payable by the Group in proportion to their contributions to the Group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding arrangement are recognised as either a contribution by, or distribution, to the head entity.

Current and non-current classification

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

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

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

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

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are recognised initially at its transaction price and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Trade receivables are amounts due from customers for services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional. The group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See note 10 for further information about the group's accounting for trade receivables and note 27 for a description of the group's impairment policies.

Other receivables are recognised at amortised cost, less loss allowance.

Inventories

Stock on hand is stated at the lower of cost and net realisable value. Cost comprises purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Investments and other financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 27 further details.

Interests in equity-accounted investees

The Group's interest in an equity-accounted investee comprises its interest in an associate. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies of the investee. Interests in associates are accounted for using the equity method. The interests are initially recognised at cost. Subsequent to initial recognition, the Group's consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees, until the date on which significant influence ceases (refer to note 14).

Property, plant and equipment

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

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

Leasehold improvements	Shorter of 5 years and remaining lease term
Plant and equipment	3 to 5 years
Motor vehicles	5 to 7 years
Computer equipment	3 to 5 years
Office equipment	4 to 5 years

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

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

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Leases

The Group assesses whether a contract is, or contains, a lease, at inception of the contract. 'Right-of-use' (ROU) assets have been capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a ROU asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease has been recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs.

For classification within the statement of cash flows, the lease payments are separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

Intangible assets

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

Goodwill

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 it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 7 years.

Impairment of non-financial assets

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

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

Trade and other payables

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

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

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

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees. Equity-settled transactions are awards of shares, or options over shares that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity 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.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

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

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

Issued capital

Ordinary shares are classified as equity.

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

Dividends

Dividends are recognised when declared during the financial period and no longer at the discretion of the company.

Business combinations

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

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

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

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

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

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

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

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

Goods and Services Tax ('GST') and other similar taxes

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

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

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Rounding of amounts

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

Note 2. New accounting standards and interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2022. The consolidated entity's assessment is that the standards and interpretations are either not relevant to the consolidated entity or are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Note 3. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Impairment of receivables

For estimating the impairment of trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 27 further details.

Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives; or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down, see note 16 for further details.

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on the higher of their fair value less costs of disposal and their value-in-use. These calculations require the use of assumptions, including their fair values, estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows, see note 18 for further details.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made, see note 8 for further details.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and tax losses only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses, see note 15 for further details.

Employee benefits provision

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are 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, estimates of attrition rates and pay increases through promotion and inflation have been taken into account, see note 22 for further details.

Provision for public liability claims

Companies within the Group had at the end of the reporting period a number of public liability claims made against it in relation to incidents occurring at facilities cleaned by the company. These claims are part of normal business activity for companies of this nature. As required by AASB 137 Provisions, Contingent Liabilities and Contingent Assets, the Group recognises a provision for public liability claims based on the best estimate of the expenditure required to settle the claims at the end of the reporting period. The estimates of the amounts required to settle claims are determined by the judgement of the management of the Group, supplemented by experience of similar transactions. The evidence considered includes any additional evidence provided by events after the reporting period, see note 22 for further details.

Note 4. Operating segments

Identification of reportable operating segments

The Group has identified its operating segments to be the two major areas of services provided to customers; Cleaning and Security.

Cleaning segment: represents the provision of comprehensive cleaning services to large retail shopping centres, commercial properties, government buildings and education facilities. Included within the segment are ancillary services such as maintenance and gardening.

Security segment: The Group's security services are primarily provided to clients in the large retail shopping centres, commercial property sectors and COVID-19 testing centres to help ensure and maintain a safe and secure environment for their clients, tenants and customers.

Head Office is not an operating segment, it represents Group overheads, corporate head office, Group tax balances, financing, payroll and treasury functions. Government grants recognised and the application of those grants is disclosed under Head Office.

Revenue Categorisation

Revenue is generated by the Group and is categorised into the reportable segments disclosed below. Sales to external customers are recognised when the performance obligations are delivered over time. Once a contract has been entered into, the Group has an enforceable right to payment for work completed to date. Therefore, revenue is recognised over time. Additional billings are recognized when the performance obligations are delivered over time and are included within the sales to external customers.

These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM') in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments. The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Operating segment information

Consolidated – 2022	Cleaning $'000	Security $'000	Head Office $'000	Total $'000
Revenue				
Sales to external customers	203,161	57,429	–	260,590
Other income	–	–	1,028	1,028
Total revenue and other income	203,161	57,429	1,028	261,618
Gross margin	31,229	8,537	–	39,766
Other income			1,028	1,028
Overheads			(31,723)	(31,723)
EBITDA				9,071
Depreciation				(4,669)
Interest revenue				2
Finance costs				(1,161)
Share of profit of equity-accounted investee, net of tax				138
Profit before income tax expense				3,381
Income tax expense				(1,160)
Profit after income tax expense				2,221
Segment assets	31,176	6,801	9,392	47,369
Segment liabilities	25,205	6,778	14,971	46,954
Net Assets / (Liabilities)	5,971	23	(5,579)	415

Assets used jointly by reportable segments are allocated on the basis of revenues earned by individual reportable segments.

Consolidated – 2021	Cleaning $'000	Security $'000	Head Office $'000	Total $'000
Revenue				
Sales to external customers	216,856	56,826	–	273,682
Other income	–	–	24,684	24,684
Total revenue and other income	216,856	56,826	24,684	298,366
Gross margin	30,277	8,734	–	39,011
Other income			24,683	24,683
Overheads			(37,933)	(37,933)
EBITDA				25,761
Depreciation				(5,061)
Interest revenue				1
Finance costs				(1,785)
Profit before income tax expense				18,916
Income tax expense				(1,559)
Profit after income tax expense				17,357
Segment assets	37,505	7,870	9,478	54,853
Segment liabilities	29,346	7,323	20,449	57,118
Net Assets / (Liabilities)	8,159	547	(10,971)	(2,265)

Assets used jointly by reportable segments are allocated on the basis of revenues earned by individual reportable segments.

Note 5. Revenue

	Consolidated	
	2022	2021
	$'000	$'000
Provision of services	260,590	273,682

Note 6. Other income

	Consolidated	
	2022	2021
	$'000	$'000
Government grants income [a]		
: Australian Federal Government	–	24,661
: New Zealand Government	905	–
	905	24,661
Net gain/(loss) on disposal of property, plant and equipment	123	22
Interest income	2	1
Other income	1,030	24,684

[a] For the year ended 30 June 2022, the Group recognised government grant income of $905,000 as part of the New Zealand government COVID-19 relief measures. The Group self-assessed that it was eligible to access the grants. There were no unfulfilled conditions or other contingencies attaching to these government grants.

For the year ended 30 June 2021, the Group recognised government grant income of $24,661,000 as part of the Australian Government's COVID-19 relief measures via the Job Keeper program. The Group self-assessed that it was eligible to access the Job Keeper program up to 30 September 2020. There were no unfulfilled conditions or other contingencies attaching to these government grants and the Group received payment of all eligible Job Keeper grants by October 2020. Total grants cash receipts for the 2021 financial year amounted to $31,715,000 including $7,054,000 receivable at 30 June 2020.

Note 7. Expenses

	Consolidated	
	2022	2021
	$'000	$'000
Profit before income tax includes the following specific expenses:		
Impairment		
Impairment of receivables (note 27)	30	131
Finance costs		
Interest expense – borrowings	1,122	1,518
Interest expense – lease liabilities (note 17)	39	267
	1,161	**1,785**
Rental expenses		
Short term leases	2,882	3,216
Incremental wage top ups associated with COVID-19 government grants	639	7,338
Share based payments expense (note 25)	523	212
Depreciation		
Depreciation – property, plant and equipment (note 16)	3,599	4,030
Depreciation – right-of-use assets (note 17)	1,070	1,031
Total depreciation	**4,669**	**5,061**

Note 8. Income tax expense

	Consolidated	
	2022	2021
	$'000	$'000
Income tax expense		
Deferred tax – origination and reversal of temporary differences	718	(3,213)
Current tax expense – Australia	258	4,623
Current tax expense – New Zealand	207	359
Under / (over) provision in prior year – current tax	(23)	(210)
Aggregate income tax expense	1,160	1,559
Deferred tax included in income tax expense comprises:		
Decrease/(increase) in deferred tax assets (note 15)	723	(1,102)
Increase/(decrease) in deferred tax liabilities (note 24)	(5)	(2,111)
Deferred tax – origination and reversal of temporary differences	718	(3,213)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense	3,381	18,916
Income tax expense at the statutory tax rate of 30%	1,014	5,675
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other permanent differences	61	(153)
Deferred tax asset recognised in relation to temporary differences	–	(4,000)
Share based payments expenses	157	64
Share of profit of equity-accounted investee	(41)	–
Difference in tax rate in New Zealand	(31)	(27)
Income tax expense	1,160	1,559
The applicable weighted average effective tax rates are as follows:	34.3%	8.2%

	Consolidated	
	2022	2021
	$'000	$'000
Amounts charged/(credited) directly to equity		
Deferred tax assets (note 15)	–	–

Note 9. Current assets – cash and cash equivalents

	Consolidated	
	2022	2021
	$'000	$'000
Cash at bank	1,934	7,338

Note 10. Current assets – trade and other receivables

	Consolidated	
	2022	2021
	$'000	$'000
Trade receivables	16,850	17,892
Less: loss allowance (note 27)	(233)	(980)
	16,617	16,912
Other receivables	654	1,120
	17,271	18,032

Trade receivables are amounts due from customers for services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

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

Details about the group's impairment policies and the calculation of the loss allowance are provided in note 27. The expected loss rates used in the current financial year have been adjusted to consider the removal of COVID-19 restrictions as at 30 June 2022, the impact on Australian GDP and unemployment rates that may affect the Group's large retail shopping centre customers' ability to settle the receivables.

Trade receivables from related parties amounted to nil as at 30 June 2022 (30 June 2021: nil).

Note 11. Current assets – inventories

	Consolidated	
	2022	2021
	$'000	$'000
Consumables and sanitisers – at cost	1,236	1,136

Note 12. Current assets – other

	Consolidated	
	2022	2021
	$'000	$'000
Prepayments	1,766	2,193

Note 13. Non-current assets – other

	Consolidated	
	2022	2021
	$'000	$'000
Security deposits	123	137

Note 14. Equity-accounted investee

The Group attained significant influence over 2 PM Records Pty Ltd (trading as Codee Cleaning Services, 'Codee') on 8 December 2021. The investee has share capital consisting solely of ordinary shares, which are held directly by the Group. The proportion of ownership interest is the same as the proportion of voting rights held.

Codee is an Indigenous owned business, providing cleaning and maintenance services to a broad range of customers including government, schools, retail and commercial sectors in Western Australia. The investment in Codee supports the Group's commitment to build a more diverse workplace and to work in partnership with Aboriginal and Torres Strait Islander organisations and peoples.

Contingent liabilities in respect of the associate amounted to $278,000 as at 30 June 2022. These contingent liabilities relate to further consideration payable by the Group for the 49% ownership interest in the investee; subject to Codee achieving specific revenue targets for the twelve months ending 31 December 2022 and for the six months ending 30 June 2023. There are no commitments in respect of the associate entity as at 30 June 2022.

The table below summarises information about the Group's associate as at 30 June 2022.

Name of entity	Country of incorporation	% of ownership interest		Nature of relationship	Measurement method	Carrying amount* $'000	
		June 2022	June 2021			June 2022	June 2021
2 PM Records Pty Ltd	Australia	49%	0%	Associate	Equity method	1,251	–

*Private entity – no quoted price or quoted fair value available.

Reconciliation of carrying amount of investee:	**$'000**
Opening investment in associate – 8 December 2021	1,113
49% share of profit after tax from 8 December 2021 to 30 June 2022	138
Closing carrying amount of investee	**1,251**

Note 15. Non-current assets – deferred tax assets

	Consolidated	
	2022	2021
	$'000	$'000
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Impairment of receivables	70	294
Property, plant and equipment	273	–
Employee benefits	5,929	6,672
Superannuation payable	333	376
Other accruals	275	492
Provisions	388	420
AASB 16 Leases	48	77
Blackhole expenditure – profit and loss	366	74
Investments	136	136
Deferred tax asset	7,818	8,541
Movements:		
Opening balance	8,541	7,439
Credited / (charged) to profit or loss (note 8)	(723)	1,102
Closing balance	7,818	8.541

Deferred tax assets are recognised for deductible temporary differences and tax losses only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets of $7,818,000 were recognised by the Group as at 30 June 2022 (30 June 2021: $8,541,000) due to the probability of future taxable income being generated to utilise the temporary differences.

Note 16. Non-current assets – property, plant and equipment

	Consolidated	
	2022	2021
	$'000	$'000
Leasehold improvements – at cost	513	499
Less: Accumulated depreciation	(357)	(306)
	156	193
Plant and equipment – at cost	29,552	27,137
Less: Accumulated depreciation	(25,003)	(22,305)
	4,549	4,832
Motor vehicles – at cost	3,403	3,082
Less: Accumulated depreciation	(2,174)	(1,954)
	1,229	1,128
Computer equipment – at cost	3,010	2,554
Less: Accumulated depreciation	(2,151)	(1,755)
	859	799
Office equipment – at cost	690	702
Less: Accumulated depreciation	(665)	(637)
	25	65
	6,818	7,017

Reconciliations

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

Consolidated	Motor vehicles $'000	Office equipment $'000	Computer equipment $'000	Plant & equipment $'000	Leasehold improvements $'000	Total $'000
Balance at 1 July 2020	1,129	75	695	6,668	27	8,594
Additions	68	16	468	1,520	80	2,152
Effect of movement in exchange rates & other movements	–	–	–	(5)	121	116
Disposals	(17)	–	–	–	–	(17)
Additions through hire purchase	202	–	–	–	–	202
Depreciation expense	(254)	(26)	(364)	(3,351)	(35)	(4,030)
Balance at 30 June 2021	1,128	65	799	4,832	193	7,017
Additions	36	8	456	1,353	14	1,867
Effect of movement in exchange rates & other movements	–	–	–	23	–	23
Disposals	(8)	–	–	(34)	–	(42)
Additions through hire purchase	305	–	–	1,247	–	1,552
Depreciation expense	(232)	(48)	(396)	(2,872)	(51)	(3,599)
Balance at 30 June 2022	1,229	25	859	4,549	156	6,818

During the 2022 financial year the Group acquired motor vehicles, plant and equipment with a carrying amount of $1,552,000 (2021: $202,000) via hire purchase. The equipment financing transactions are non-cash transactions and excluded from the payments for property, plant and equipment within the Statement of Cash Flows.

The ANZ bank loan is secured over motor vehicles and equipment with a carrying value of $6,662,000 as at 30 June 2022 (2021: $6,824,000).

Note 17. Right of Use (ROU) assets and lease liabilities – AASB 16 leases

(a) ROU assets

The movements in the recognised ROU assets from 1 July 2021 to 30 June 2022 are as follows:

	Plant and Equipment	Land and Buildings	Total
Consolidated	$'000	$'000	$'000
Right-of-use assets as at 1 July 2020	584	2,284	2,868
Additions of leased premises and exercise of lease extension options	–	1,152	1,152
Depreciation	(161)	(870)	(1,031)
Right-of-use assets as at 30 June 2021	423	2,566	2,989
Extension of leases and exercise of lease extension options	–	313	313
Lease options not exercised	–	(949)	(949)
Additions, new equipment leases	399	–	399
Depreciation	(187)	(883)	(1,070)
Right-of-use assets as at 30 June 2022	635	1,047	1,682

(b) Lease liabilities

The Group's lease liabilities predominately relate to office premises across Australia and New Zealand, ranging in lease terms from 1 to 5 years. The Group's leases may have extension options to manage operational flexibility. These options are exercisable only by the Group and not the respective lessor. The lease agreements are negotiated individually and do not impose any covenants on the Group. In assessing the lease term for calculating the present value of the lease payments, options are only included in the lease term if the lease is reasonably certain to be extended.

As the current head office lease is due to expire in the next financial year, the Group has committed to a new head office lease as at 30 June 2022. The new head office lease commences in the 2023 financial year for a term of 5 years at an annual rent of $140,000 with annual rent adjustments of 3.5%.

The movement in lease liabilities from 1 July 2021 to 30 June 2022 are presented below. The Group did not access any COVID-19 related rent concessions.

	Consolidated	
	2022	2021
	$'000	$'000
Lease liability at beginning of financial year	3,248	2,976
Additions of leased premises and exercise of office premise lease extension op-tions	313	1,152
Lease options not exercised	(949)	–
Additions, new equipment leases	399	–
Interest expense (at incremental borrowing costs of 7.9%, (2021: 7.5%)	39	267
Payments on lease liabilities	(1,206)	(1,147)
Lease liability at end of financial year	1,844	3,248
Lease liabilities – current	660	860
Lease liabilities – non-current	1,184	2,388

Note 18. Non-current assets – intangibles

	Consolidated	
	2022	2021
	$'000	$'000
Goodwill – at cost, less impairments	7,470	7,470

Reconciliations

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

	Consolidated
	Goodwill
	$'000
Balance at 1 July 2020	7,470
Impairment	–
Balance at 30 June 2021	7,470
Impairment	–
Balance at 30 June 2022	7,470

Impairment testing of Goodwill

Goodwill is not amortised and is tested at least annually for impairment. Goodwill has been allocated to the consolidated entity's cash generating units ("CGUs") according to the Cleaning and Security business segments. A summary of goodwill allocated to CGUs at the end of the of the current and previous financial period is presented below:

	Consolidated	
	2022	2021
	$'000	$'000
Goodwill allocation to CGUs		
Cleaning CGU	7,470	7,470
Security CGU	–	–
	7,470	7,470

Calculation Methodology

The recoverable amount of a CGU is the higher of its fair value less costs of disposal and its value in use. Impairment testing is undertaken at least annually, to assess if the carrying amounts of the CGUs are supported by their recoverable amounts.

Security CGU

All goodwill and intangibles within the Security CGU were impaired in the financial year ending 30 June 2019.

Cleaning CGU

Impairment testing was undertaken on the Cleaning CGU by comparing its recoverable amount to its carrying amount as at 30 June 2022. Management conducted sensitivity analysis using the value in use model and is of the view that there are no reasonable possible changes in variables that would indicate impairment of goodwill as at 30 June 2022. Value in use is calculated using a discounted cash flow model covering a 5-year period with an appropriate terminal growth rate at the end of that period. The model utilised cash flow forecasts and extrapolations based on the EBITDA budget for the 2023 financial year that has been reviewed by management and the Board.

Management has based its cash flow projections on the following key assumptions as at 30 June 2022:

- Cash flow forecasts are based on the Cleaning segment's EBITDA budget for the 2023 financial year. An assumption in the financial year 2023 budget was that COVID-19 restrictions would not be reintroduced in Australia and New Zealand. Cash flows for a further four years have been extrapolated such that the forecast compound annual growth rate (CAGR) is 0.5% (June 2021: 0.5%) for years 1 to 5. The value in use model CAGR assumption was stress tested to a (0.5%) decline; no impairment of goodwill was evident from the test.
- Conservative terminal growth rates of 0.5% (30 June 2021: 0.5%), stress tested to 0.0% with no indication of any impairment of goodwill; and
- Pre-tax discount rate of 18.7% (30 June 2021: 16.2%) which approximates the CGUs' weighted average cost of capital (pre-tax). The value in use model discount rate assumption was stress tested to a 20.7%; no impairment of goodwill was evident from the test.

Note 19. Current liabilities – trade and other payables

	Consolidated	
	2022	2021
	$'000	$'000
Trade payables	4,437	4,689
GST payable	1,798	2,034
Accrued expenses	6,712	8,495
Other payables	2,061	2,072
	15,008	17,290

Refer to note 27 for further information on financial instruments.

Note 20. Current liabilities – borrowings

	Consolidated	
	2022	2021
	$'000	$'000
ANZ bank interchangeable loan facility	1,773	3,600
Hire purchase	525	910
Bank overdraft utilised	2,258	–
Other borrowings	143	1,013
	4,699	5,523

Financing Covenants – ANZ Bank

The Group met the required financing covenants for the September 2021, December 2021, March 2022 and June 2022 quarters.

Refer to note 27 for further information on financial instruments.

The borrowings above, except for those described as other borrowings, are secured liabilities, refer to note 23 for security details. The loan facility drawdowns and repayments that occurred during the current financial period are summarised below.

	ANZ inter-changeable loan facility	Hire purchase	Bank Overdraft	Other borrowings	Total
Consolidated	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2021	5,373	1,260	–	1,013	7,646
Drawdown for working capital requirements	–	–	2,258	2,177	4,435
Equipment financing	–	1,552	–	–	1,552
Repayments of borrowings	(3,600)	(1,077)	–	(3,047)	(7,724)
Balance at 30 June 2022	1,773	1,735	2,258	143	5,909
Current liabilities	1,773	525	2,258	143	4,699
Non-current liabilities	–	1,210	–	–	1,210
Balance at 30 June 2022	1,773	1,735	2,258	143	5,909

Financing arrangements

As at the reporting date, the Group had unrestricted access to the following lines of credit:

	Consolidated	
	2022	2021
	$'000	$'000
Total facilities		
Trade finance facility	12,000	12,000
Non-ANZ Bank – asset finance facility (hire purchase)	1,556	702
ANZ Bank – asset finance facility (hire purchase) [a]	186	901
ANZ Bank interchangeable loan facility [a]	1,773	5,373
Overdraft facility [a]	4,500	7,000
Standby letter of credit and guarantee facility [a]	1,470	1,350
Electronic payway facility [a]	500	500
Commercial card facility [a]	325	325
	22,310	28,151
Used at the reporting date		
Trade finance facility	–	–
Non-ANZ Bank – asset finance facility (hire purchase)	1,549	359
ANZ Bank – asset finance facility (hire purchase) [a]	186	901
ANZ Bank interchangeable loan facility [a]	1,773	5,373
Overdraft facility [a]	2,258	–
Standby letter of credit and guarantee facility [a]	1,460	1,286
Electronic payway facility [a]	–	–
Commercial card facility [a]	188	102
	7,414	8,021
Unused at the reporting date		
Trade finance facility	12,000	12,000
Non-ANZ Bank – asset finance facility (hire purchase)	7	343
ANZ Bank – asset finance facility (hire purchase) [a]	–	–
ANZ Bank Interchangeable loan facility [a]	–	–
Overdraft facility [a]	2,242	7,000
Standby letter of credit and guarantee facility [a]	10	64
Electronic payway facility [a]	500	500
Commercial card facility [a]	137	223
	14,896	20,130

[a] ANZ Bank facilities expire on 31 October 2022.

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt:

	Consolidated	
	2022	2021
	$'000	$'000
Cash and cash equivalents	1,934	7,338
Borrowings – repayable within one year	(4,699)	(5,523)
Borrowings – repayable after one year	(1,210)	(2,123)
Net debt	(3,975)	(308)
Cash and cash equivalents	1,934	7,338
Gross debt – fixed interest rates	(1,878)	(2,273)
Gross debt – variable interest rates	(4,031)	(5,373)
Net debt	(3,975)	(308)

	Other assets	Liabilities from financing activities				
	Cash and cash equivalents	Hire Purchase liabilities due within 1 year	Hire Purchase liabilities due after 1 year	Borrowings / Trade finance / Overdraft due within 1 year	Borrowings due after 1 year	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Net debt as at 1 July 2020	1,795	(2,291)	–	(34,115)	–	(34,611)
Facilities refinanced to October 2022	–	1,041	(1,041)	12,309	(12,309)	–
Cash flows	5,545	374	859	17,193	10,536	34,507
Acquisitions – hire purchase	–	(34)	(168)	–	–	(202)
Foreign exchange adjustments	(2)	–	–	–	–	(2)
Net debt as at 30 June 2021	7,338	(910)	(350)	(4,613)	(1,773)	(308)
Reclass: current and non-current liabilities	–	(203)	203	(1,773)	1,773	–
Cash flows	(5,393)	1,077	–	2,212	–	(2,104)
Acquisitions – hire purchase	–	(489)	(1,063)	–	–	(1,552)
Foreign exchange adjustments	(11)	–	–	–	–	(11)
Net debt as at 30 June 2022	1,934	(525)	(1210)	(4,174)	–	(3,975)

Note 21. Current tax liabilities

	Consolidated	
	2022	2021
	$'000	$'000
Current tax liabilities	2,742	4,661

Note 22. Provisions

	Consolidated	
	2022	2021
	$'000	$'000
Annual leave and long service leave	19,958	22,649
Other provisions	268	338
Provision for public liability claims	1,225	1,281
	21,451	24,268
Current	19,962	22,610
Non-current	1,489	1,658
	21,451	24,268

	Annual leave and long service leave	Public liability claims	Other	Total
Consolidated	$'000	$'000	$'000	$'000
Balance at 1 July 2021	22,649	1,281	338	24,268
Arising / (reversed) during the year	15,523	971	(16)	16,478
Utilised / paid during the year	(18,214)	(1,027)	(54)	(19,295)
Balance at 30 June 2022	19,958	1,225	268	21,451
Current	18,630	1,225	107	19,962
Non-current	1,328	–	161	1,489

Provision for public liability claims

Companies within the Group had at the end of the reporting period a number of public liability claims made against it in relation to incidents occurring at facilities cleaned by the Company. These claims are part of normal business activity for companies of this nature. The Group recognises a provision for public liability claims based on the best estimate of the expenditure required to settle the claims at the end of the reporting period. The estimates of the amounts required to settle claims are determined by the judgement of the management of the Group, supplemented by experience of similar transactions. The evidence considered includes any additional evidence provided by events after the reporting period. As a practical measure, the Group utilises percentage of cleaning revenue method to account for public liability expense for a reporting period.

Note 23. Non-Current Liabilities – Borrowings

	Consolidated	
	2022	2021
	$'000	$'000
ANZ Bank interchangeable loan facility	–	1,773
Hire purchase	1,210	350
	1,210	2,123

Refer to note 27 for further information on financial instruments.

Total secured liabilities

The total secured liabilities (current and non-current) are as follows:

	Consolidated	
	2022	2021
	$'000	$'000
ANZ interchangeable loan facility	1,773	5,373
Hire purchase	1,735	1,260
Bank overdraft utilised	2,258	–
	5,766	6,633

Details of security

Facilities are held through a corporate guarantee and indemnity, a general security agreement and a security sharing deed between each of the following entities and the ANZ Bank and the trade finance provider.

- Millennium Hi-Tech Group Pty Limited
- Millennium Cleaning (Qld) Pty Limited
- Millennium Cleaning (Vic) Pty Limited
- Millennium Cleaning (NSW) Pty Limited
- Millennium Group (NZ) Pty Limited
- Millennium Hi-Tech Holdings Pty Limited
- Millennium Hi-Tech (SA) Pty Limited
- Millennium Services Group Limited
- Millennium Services Group Operations Pty Limited
- Millennium Management Services (Aust) Pty Limited
- Millennium Security Specialist Services Pty Limited
- Millennium Cleaning Specialist Services Pty Limited
- Millennium Cleaning (TAS) Pty Limited
- Millennium Cleaning (WA) Pty Limited
- Millennium Management Services (WA) Pty Limited

Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	Consolidated	
	2022	2021
	$'000	$'000
Equipment and motor vehicles	6,662	6,824

Note 24. Non-Current Liabilities – Deferred Tax Liabilities

	Consolidated	
	2022	2021
	$'000	$'000
Deferred tax liability comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Property, plant and equipment	–	5
Deferred tax liability	–	5
Movements:		
Opening balance	5	2116
Charged/(credited) to profit or loss (note 8)	(5)	(2111)
Closing balance	–	5

Note 25. Equity

(a) Issued capital

			Consolidated	
	2022	2021	2022	2021
	Shares	Shares	$'000	$'000
Ordinary shares – fully paid	46,428,259	46,428,259	19,067	19,067

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	30 June 2020	45,928,259		18,967
Exercise of options – proceeds received	2 March 2021	500,000	$0.20	100
Balance	30 June 2021	46,428,259		19,067
Balance	30 June 2022	46,428,259		19,067

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

Options and Performance Rights

Information relating to options and performance rights granted and exercised during the period; and outstanding, or not exercised at the end of the reporting period, is set out below. No options or performance rights were exercised during the current financial period.

Grant date	Balance at the start of period	Number of options or performance rights granted during the period	Vesting date	Vesting conditions	Expiry date	Exercise price	Value per right / option at grant date	Vesting conditions achieved	Expired / forfeited/ resignation	Balance at the end of period
24/08/2020	500,000	–	01/01/2022	Tenure	01/01/2024	$0.20	$0.272	yes	–	500,000
29/11/2021		295,000	31/12/2022 }	Annual Financial Targets	31/01/2025	–	$0.630	*no	(60,000)	235,000
29/11/2021		295,000	31/12/2023 }		31/01/2025	–	$0.630	*no	(60,000)	235,000
29/11/2021		295,000	31/12/2024 }		31/01/2025	–	$0.630	*no	(60,000)	235,000
29/11/2021		885,000	31/12/2024	Relative TSR**	31/01/2025	–	$0.405	*no	(180,000)	705,000
29/11/2021		1,180,000	31/12/2024	Absolute TSR**	31/01/2025	–	$0.285	*no	(240,000)	940,000
29/11/2021		516,250	31/12/2024	High Performance Hurdle**	31/01/2025	–	$0.198	*no	(105,000)	411,250
07/12/2021		500,000	07/12/2021 }	Advisory Services	31/12/2024	$0.90	$0.172	yes	–	500,000
07/12/2021		500,000	07/12/2021 }		31/12/2024	$1.20	$0.128	yes	–	500,000
07/12/2021		500,000	07/12/2021 }		31/12/2024	$1.40	$0.108	yes	–	500,000
Total	**500,000**	**4,966,250**							**(705,000)**	**4,761,250**

*Yet to be determined.

**Vesting conditions are related to certain Absolute and Relative Total Shareholder Return ('TSR') milestones over a 3-year performance period from 1 January 2022 to 31 December 2024.

The weighted average remaining contractual life of options outstanding at the end of 30 June 2022 was 1.3 years (2021: 2.5 years).

Share buy-back

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

Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as market capitalisation plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents. The Group monitors capital using gearing ratio among other metrics. In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

	Consolidated	
	2022	2021
	$'000	$'000
Interest bearing loans and borrowings	5,909	7,646
Less: cash and short-term deposits	(1,934)	(7,338)
Net debt	3,975	308
Market capitalisation (share price $0.27/share on 30/06/2022 & $0.55 on 30/06/2021)	12,536	25,536
Capital, (market capitalisation plus net debt)	16,511	25,844
Gearing ratio	24.1%	1.2%

The consolidated entity is subject to certain financing arrangements and meeting these is given priority in all capital risk management decisions. As at 30 June 2022, the Group had total debt obligations of $5,865,000 (30 June 2021: $7,662,000) owing to the ANZ Bank (the 'Lender'). The Group met the required financing covenants for the September 2021, December 2021, March 2022 and June 2022 quarters. The Group's unrestricted access to total financial facilities is disclosed at note 20.

(b) Reserves

	Consolidated	
	2022	2021
	$'000	$'000
Foreign currency reserve	(199)	(135)
Share-based payments reserve	837	314
Pre-restructure accumulated losses	(8,522)	(8,522)
	(7,884)	(8,343)

Foreign currency reserve

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

Share-based payments reserve

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

Pre-restructure accumulated losses

In November 2015, the Group restructured under the newly created entity Millennium Services Group Limited, and the pre-structure accumulated losses have been recognised in this reserve.

Movements in reserves

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

	Pre-restructure losses	Share based payments	Foreign currency	Total
Consolidated	$'000	$'000	$'000	$'000
Balance at 1 July 2020	(8,522)	102	(100)	(8,520)
Share based payments	–	212	–	212
Foreign currency translation	–	–	(35)	(35)
Balance at 30 June 2021	(8,522)	314	(135)	(8,343)
Share based payments	–	523	–	523
Foreign currency translation	–	–	(64)	(64)
Balance at 30 June 2022	(8,522)	837	(199)	(7,884)

Note 26. Equity – dividends

No dividends were paid during the current and previous financial period:

	Consolidated	
	2022	2021
	$'000	$'000
No dividend declared or payable in respect of the year ended 30 June 2022	–	–
No dividend declared or payable in respect of the year ended 30 June 2021	–	–
	–	–

No interim dividend was declared for the current year.

Note 27. Financial risk management

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

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

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The consolidated entity's exposure is limited to its operations in New Zealand.

The carrying amount of the consolidated entity's foreign currency denominated assets and liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2022	2021	2022	2021
Consolidated	AUD$'000	AUD$'000	AUD$'000	AUD$'000
Assets / Liabilities denominated in New Zealand dollars	5,419	6,501	1,668	4,182

The below table summarises the consolidated entity's exposure to fluctuations in exchange rates.

	AUD strengthened			AUD weakened		
Consolidated – 2022	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
Assets / Liabilities denominated in New Zealand dollars	25%	–	(750)	25%	–	1,250

	AUD strengthened			AUD weakened		
Consolidated – 2021	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
Assets / Liabilities denominated in New Zealand dollars	25%	–	(464)	25%	–	773

Price risk

The consolidated entity is not exposed to any significant price risk. The impact of COVID-19 on the Group's price risk is mitigated due to the Group's diversified supplier base.

Interest rate risk

The consolidated entity's main interest rate risk arises from borrowings obtained at variable rates. Borrowings obtained at fixed rates expose the consolidated entity to fair value interest rate risk.

As at the reporting date, the consolidated entity had the following variable rate borrowings outstanding:

Consolidated	2022		2021	
	Weighted average	Balance	Weighted average	Balance
	Interest rate %	$'000	Interest rate %	$'000
ANZ Bank interchangeable loan facility	3.41%	1,773	2.99%	5,373
ANZ Bank overdraft utilised	8.38%	2,258		–
Net exposure to cash flow interest rate risk		4,031		5,373

An analysis by remaining contractual maturities in shown is 'liquidity and interest rate risk management' below.

Consolidated – 2022	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity, net of tax	Basis points change	Effect on profit before tax	equity, net of tax
ANZ Bank facilities	100	(40)	(28)	100	40	28

Consolidated – 2021	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity, net of tax	Basis points change	Effect on profit before tax	equity, net of tax
ANZ Bank facilities	100	(54)	(38)	100	54	38

Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables.

Risk management

Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and regions.

Impairment of financial assets

The Group's material financial assets that are subject to the expected credit loss model are:

- Trade receivables from the provision of cleaning and security services.

While cash and cash equivalents are also subject to the impairment requirements of AASB 9, the identified impairment loss was immaterial.

Trade receivables

The group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Contract assets relating to unbilled, satisfied performance obligations in relation to cleaning and security services were immaterial as at 30 June 2022 and 30 June 2021.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates used in current financial year were based on the payment profiles of sales over a period of 12 months to 30 June 2022 and considering the removal of COVID-19 trading restrictions. The expected loss rates used in the prior financial year considered the potential impact of COVID-19 government trading restrictions. National COVID-19 restrictions imposed by the government were less onerous for the Group's customers commencing the second half of the June 2021 financial year; compared to restrictions in the 2020 financial year, and the period up to December 2020.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified that Australian GDP and unemployment rate as relevant factors that impact the Group's large retail shopping centre customers, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowances as at 30 June 2022 and 30 June 2021 were determined as follows for trade receivables:

30 June 2022 $'000	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	More than 120 days past due	Total
Expected loss rate	0.5%	1%	3%	30%	50%	
Gross carrying amount – trade receivables	15,114	909	547	40	240	16,850
Loss allowance	**76**	**9**	**16**	**12**	**120**	**233**

30 June 2021 $'000	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	More than 120 days past due	Total
Expected loss rate	1%	4%	7%	75%	90%	
Gross carrying amount – trade receivables	15,720	1,077	157	523	415	17,892
Loss allowance	**159**	**43**	**11**	**393**	**374**	**980**

The closing loss allowances for trade receivables as at 30 June 2022 reconcile to the opening loss allowances as follows:

	Consolidated Trade Receivables	
	2022	2021
	$'000	$'000
Balance at beginning of financial year	980	822
Receivables written off during the year as uncollectable	(30)	(131)
Increase / (decrease) in loss allowance recognised in profit or loss during the year	(717)	289
Balance at end of financial year	233	980

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments for a period of greater than 120 days past due. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Liquidity risk

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

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

Financing arrangements

Unused borrowing facilities at the reporting date:

	Consolidated	
	2022	2021
	$'000	$'000
Trade finance facility	12,000	12,000
Non-ANZ Bank – asset finance facility (hire purchase)	7	343
Overdraft facility [a]	2,242	7,000
Standby letter of credit and guarantee facility [a]	10	64
Electronic payway facility [a]	500	500
Commercial card facility [a]	137	223
	14,896	20,130

[a] ANZ Bank facilities expire on 31 October 2022.

Remaining contractual maturities

The following tables detail the consolidated entity's remaining contractual maturities for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid.

The tables below include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated – 2022	%	$'000	$'000	$'000	$'000	$'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	–	15,008	–	–	–	15,008
Interest-bearing – fixed						
Lease liabilities	7.90%	779	616	685	–	2,080
Hire purchase	7.65%	638	419	959	–	2,016
Other short-term borrowings	4.84%	145	–	–	–	145
Interest-bearing – variable						
ANZ Bank overdraft	8.38%	2,274	–	–	–	2,274
ANZ loan facility	3.41%	1,785	–	–	–	1,785
Total non-derivatives		20,629	1,035	1,644	–	23,308

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

Consolidated – 2021	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	–	17,290	–	–	–	17,290
Interest-bearing – fixed						
Lease liabilities	7.50%	1,093	850	1,715	218	3,876
Hire purchase	5.26%	951	214	159	–	1,324
Other short-term borrowings	2.11%	1,028	–	–	–	1,028
Interest-bearing – variable						
ANZ loan facility	2.99%	3,707	1,800	–	–	5,507
Total non-derivatives		24,069	2,864	1,874	218	29,025

Fair value of financial instruments

The fair values of cash, receivables, trade payables, other payables and current tax payables approximate their carrying amounts due to their short-term maturity.

Note 28. Key Management Personnel Disclosures

Directors

The following persons were directors of Millennium Services Group Limited during the financial period:

Stuart Grimshaw Independent, Non-Executive Chairman
Royce Galea Chief Executive Officer and Managing Director (appointed 28 February 2022 and was Executive Director, Integrated Services prior to 28 February 2022)
Rohan Garnett Independent, Non-Executive Director
Darren Perry Independent, Non-Executive Director

Other key management personnel

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial period:

Scott Alomes (Chief Executive Officer) – resigned 28 February 2022
Michael Constable (Chief Financial Officer)

Compensation

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

	Consolidated	
	2022	2021
	$'000	$'000
Short-term employee benefits	1,417,723	2,047,244
Post-employment benefits	94,545	105,344
Long-term benefits	14,379	15,236
Share-based payments	319,327	212,055
	1,845,974	2,379,879

Note 29. Remuneration of Auditors

During the financial period the following fees were paid or payable for services provided by Moore Australia Audit (Vic), the auditor of the company, and its network firms:

	Consolidated	
	2022	2021
	$'000	$'000
Audit services – Moore Australia Audit (Vic)		
Audit or review of the financial statements	156,500	152,000
Other services – Moore Australia		
Taxation services	48,500	61,000
Other services	–	9,000
	48,500	70,000

Note 30. Contingent Assets

The Group is not aware of any material contingent assets at 30 June 2022.

Note 31. Contingent Liabilities

Contingent liabilities in respect of an investment in a non-controlling interest in an associate amounted to $278,000 as at 30 June 2022. These contingent liabilities relate to further consideration payable by the Group for the 49% ownership interest in the investee; subject to the investee achieving specific revenue targets for the twelve months ending 31 December 2022 and for the six months ending 30 June 2023. Refer to note 14.

The Group is not aware of any other material contingent liabilities at 30 June 2022.

Note 32. Related Party Transactions

Parent entity

Millennium Services Group Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 34.

Disclosures relating to key management personnel are set out in note 28 and the remuneration report included in the directors' report.

Transactions with related parties

Wages and other benefits of $321,568 were paid to Mr Stephen Lidbury, a substantial shareholder of the company, for the year ended 30 June 2022 (2021: $402,168). Office rent of $61,185 was paid in the current financial year on normal commercial terms to an entity related to Mr Stephen Lidbury (2021: $43,200).

Consulting fees of $382,000 and equipment purchase fees of $17,500 were paid to Wayne and Eileen Crewes Pty Ltd, an entity associated with a substantial shareholder of the Company for the year ended 30 June 2022 (2021: $370,450).

Wages and other benefits of $135,487 were paid to a close family member of the controller of Wayne and Eileen Crewes Pty Ltd, in the family member's capacity as an employee of the Group, for the year ended 30 June 2022 (2021: $101,436).

Consulting fees of $389,512 were paid to Jungle Capital Pty Ltd, an entity that Mr Stuart Grimshaw, the Company's Chairman, has a minority interest in, for corporate and strategic advisory services for the year ended 30 June 2022 (2021: $90,000).

Receivables from Related Parties

No amounts were receivable from related parties as at 30 June 2022 and 30 June 2021.

Note 33. Parent Entity Information

Set out below is the supplementary information about the parent entity, Millennium Services Group Limited. The majority of the profit or loss of the parent entity comprises Group overheads, corporate head office costs and dividends from subsidiaries.

Statement of profit or loss and other comprehensive income

		Parent
	2022	2021
	$'000	$'000
Profit / (loss) after income tax	14,701	10,142
Total comprehensive profit / (loss)	14,701	10,142

Statement of financial position

		Parent
	2022	2021
	$'000	$'000
Total current assets	41,934	22,828
Total assets	59,025	38,807
Total current liabilities	60,978	55,072
Total liabilities	68,945	63,951
Equity		
Issued capital	19,067	19,067
Share-based payments reserve	837	314
Accumulated losses, net of dividends paid	(29,824)	(44,525)
Total equity / (deficiency)	(9,920)	(25,144)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

A deed of cross guarantee between Millennium Services Group Limited and its subsidiaries in note 34 (except Millennium Group (NZ) Pty Limited) was enacted in the 2016 financial year. The deed was updated in the 2017 financial year to include Millennium Cleaning (WA) Pty Limited (previously: Airlite Cleaning Pty Limited) and Millennium Management Services (WA) Pty Limited (previously: Airlite Management Services Pty Limited).

The deed was further updated in the 2019 financial year to include the small proprietary companies incorporated in the 2018 financial year. The Group is relieved from preparing financial statements for the subsidiaries under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. Under the deed, Millennium Services Group Limited guarantees to support the liabilities and obligations of each entity listed in Note 34 Interest in Subsidiaries, other than Millennium Group (NZ) Pty Limited. As Millennium Group (NZ) Pty Limited is immaterial compared to the Group, the aggregate totals for each category, relieved under the deed for the Statement of Profit or Loss and Other Comprehensive Income and the Statement of Financial Position approximate the level of support guaranteed.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

Capital commitments – Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2022 and 30 June 2021.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Parent Company's Investment in Subsidiary Companies

The carrying value of the parent company's investment in subsidiaries as at 30 June 2022 was $7,486,000 (2021: $7,486,000), net of the impairment.

Note 34. Interests in Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries of Millennium Services Group Limited in accordance with the accounting policy described in note 1:

		Ownership interest	
Name	Principal place of business/Country of incorporation	2022 %	2021 %
Millennium Group (NZ) Pty Limited	New Zealand	100.00%	100.00%
Millennium Hi-Tech Group Pty Limited [a]	Australia	100.00%	100.00%
Millennium Hi-Tech Holdings Pty Limited [a]	Australia	100.00%	100.00%
Millennium Hi-Tech (SA) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning (Qld) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning (Vic) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Services Group Operations Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning (WA) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Management Services (WA) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Management Services (Aust) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Security Specialist Services Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning Specialist Services Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning (TAS) Pty Limited [a]	Australia	100.00%	100.00%
Millennium Cleaning (NSW) Pty Limited [a]	Australia	100.00%	100.00%

[a] These wholly owned companies are subject to a deed of cross guarantee as at 30 June 2022 and 30 June 2021.

Note 35. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated	
	2022	2021
	$'000	$'000
Profit after income tax expense for the period	2,221	17,357
Adjustments for:		
Depreciation	4,669	5,061
Net gain on disposal of property, plant and equipment	(123)	(22)
Share of profit of equity-accounted investee, net of tax	(138)	–
Share-based payments	523	212
Net foreign exchange differences	(64)	(35)
Change in operating assets and liabilities:		
Decrease/(increase) in inventories	(100)	107
Decrease/(increase) in net deferred tax assets	718	(3,213)
Increase/(decrease) in trade and other payables	(2,282)	1,136
Increase/(decrease) in income tax payable	(1,919)	4,661
Increase/(decrease) in employee benefits and entitlements provisions	(2,691)	166
Decrease / (increase) in government grants receivable	–	7,054
Decrease in trade and other receivables	761	4,758
Decrease in other assets	2,479	3,084
Net cash from operating activities	4,054	40,326

Note 36. Earnings per share

	Consolidated	
	2022	2021
	$'000	$'000
Profit after income tax attributable to the owners of Millennium Services Group Limited	2,221	17,357

	Number	Number
	$'000	$'000
Weighted average number of ordinary shares used in calculating basic earnings per share	46,428	46,093
Weighted average number of ordinary shares used in calculating diluted earnings per share	46,558	46,411

	Cents	Cents
Basic earnings per share	4.78	37.66
Diluted earnings per share	4.77	37.40

Reconciliation of weighted average number of shares used in the calculation of basic and diluted earnings per share:

	Consolidated	
	2022 Number	2021 Number
	$'000	$'000
Shares on issue as at 1 July	46,428	45,928
Add: effect of shares issued	–	165
Weighted average number of shares used in the calculation of basic earnings per share	**46,428**	**46,093**
Add: effect of potential conversion of performance rights / options to ordinary shares	130	318
Weighted average number of shares used in the calculation of diluted earnings per share	**46,558**	**46,411**

Note 37. Events after the reporting period

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Director's Declaration

In accordance with a resolution of the Directors of Millennium Services Group Limited, the Directors of the Company declare that:

1. The consolidated financial statements and notes, as set out on pages 40 to 96, and the remuneration report on pages 27 to 36 in the Directors' report are in accordance with the Corporations Act 2001 and:
    a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; comply with Corporations Regulations 2001, and
    b. give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the consolidated Group;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
3. The Directors have been given the declarations required by s 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

At the date of this declaration, the Company and its wholly owned Australian subsidiaries, as detailed in Note 34 to the financial statements, have entered into a deed of cross guarantee. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees the debts of each other. In the directors' opinion, there are reasonable grounds to believe that the Company and the subsidiaries to which the deed of cross guarantee applies, as detailed in Note 34 to the financial statements will, as a Group, be able to meet any liabilities to which they are, or may become, subject to by virtue of the deed of cross guarantee.

On behalf of the directors

Stuart Grimshaw
Chairman

17 August 2022

MOORE

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www.moore-australia.com.au

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MILLENNIUM SERVICES GROUP LIMITED AND CONTROLLED ENTITIES

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Millennium Services Group Limited (the Company) and Controlled Entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

a) 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 consolidated financial position as at 30 June 2022 and of its financial performance for the year then ended; and

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

b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

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 (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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Key Audit Matters

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

KEY AUDIT MATTER 1 – Going Concern Refer to Note 1 – *Significant Accounting Policies – Going Concern*	
The Group's use of the going concern basis of accounting and the associated extent of uncertainty is a key audit matter due to the high level of judgement required by us in evaluating the Group's assessment of going concern and the events or conditions that may cast significant doubt on their ability to continue as a going concern. These are outlined in Note 1 Significant Accounting Policies – Going Concern. The Directors have determined that the use of the going concern basis of accounting is appropriate in preparing the financial report. Their assessment of going concern was based on cash flow projections, which included current and expected operational levels and any known changes. The preparation of these projections incorporated a number of assumptions and significant judgements, and the Directors have concluded that the range of possible outcomes considered in arriving at this judgement does not give rise to a material uncertainty casting significant doubt on the Group's ability to continue as a going concern.	Our procedures included, amongst others: • Obtaining and evaluating management's assessment of the Group's ability to continue as a going concern; • Reviewing management's assumptions and judgements in the cash flow forecasts to assess whether current cash levels along with expected cash inflows and expenditure can sustain the operations of the Group for a period of at least 12 months from the date of authorisation of the financial report; • Analysing the impact of reasonably possible changes in projected cash flows and their timing, to the projected periodic cash positions, including assessing the ability of the Group to utilise existing funding facilities; • Evaluating directors' plans for future actions in relation to its going concern assessment, taking into account any relevant events subsequent to the year-end through discussion with the Audit Committee and management; and • Assessing the adequacy of the Group's going concern disclosure in the Financial Report by comparing them to our understanding of the matter, the events or conditions incorporated into the cash flow projection assessment, the Group's plans to address those events or conditions, and accounting standard requirements.

MOORE

KEY AUDIT MATTER 2 – Goodwill and Intangible Assets Refer to Note 18 *Non-Current Assets – Intangibles*	
As at 30 June 2022 the Group has recorded total Intangible Assets of $7.470m. Australian Accounting Standards state that goodwill and other intangible assets that have an indefinite useful life are required to be tested at least annually for impairment. We have focussed on this area due to the size of the balance, the Directors' assessment of the value in use of the Group's cash generating unit ("CGU") requiring significant judgements about the future results of the Group and the discount rates applied to future cash flows being inherently uncertain.	Our procedures included, amongst others: • Obtained an understanding of the Group's goodwill impairment assessment process; • Evaluating management's cash flow forecasts including testing of the integrity and mathematical accuracy of the underlying calculations and ensuring that they were consistent with the latest board approved budgets; • Challenging management's key assumptions, including growth rates and discount rates used in the model, through a combination of comparison to historical results, market data and industry research; • Testing the assumptions used by management, analysing the impact on the value in use calculation by performing sensitivity analysis on the EBITDA growth rate, WACC and terminal value growth rate used within a reasonably foreseeable range; and • Assessing the adequacy of the Group's disclosure of the assumptions used in respect to the value in use calculations.

MOORE

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2022, 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 conclusion thereon.

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of 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 and Company 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 Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

MOORE

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 27 to 36 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Millennium Services Group Limited and Controlled Entities, for the year ended 30 June 2022 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.

MOORE AUSTRALIA AUDIT (VIC)
ABN 16 847 721 257

ANDREW JOHNSON
Partner
Audit and Assurance

Melbourne, Victoria

17 August 2022

Shareholder Information

Additional Securities Exchange Information

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in this Annual Report. The information provided is current as at 12 September 2022 (Reporting Date).

Corporate Governance Statement

The Company's Directors and management are committed to conducting the Group's Business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) (Recommendations) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared a statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company, identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations (Corporate Governance Statement).

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, the Corporate Governance Statement will be available for review on Millennium's website (http://millenniumsg.com/investor/governance/) and will be lodged together with an Appendix 4G with ASX at the same time that this Annual Report is lodged with ASX.

The Appendix 4G will particularise each Recommendation that needs to be reported against by Millennium and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies and charters are all available on Millennium's website (http://millenniumsg.com/investor/governance/).

Substantial shareholders

As at the Reporting Date, the names of the substantial holders of the Company and the number of equity securities in which those substantial holders and their associates have a relevant interest, as disclosed in substantial holding notices given to the Company, are as follows:

Holder of Equity Securities	Class of Equity Securities	Number of Equity Securities held	% of total issued securities capital in relevant class
Mr Stephen Michael Lidbury & Mrs Joanne Lidbury <Lidbury Family S/Fund Ac>	Fully Paid Ordinary Shares	6,973,575	15.02%
Royce Galea Pty Ltd and Associated Entities	Fully Paid Ordinary Shares	6,820,362	14.69%
3 Stanhope Street Pty Ltd <National Property Trust> and Associated Entities	Fully Paid Ordinary Shares	6,092,378	13.12%
Mj Securities Pty Ltd <The Mjs Super Fund A/C> and Associated Entities	Fully Paid Ordinary Shares	2,391,422	5.15%
Mr William David Copland & Mrs Susan Mary Copland <David Copland Super Fund A/C> and Associated Entities	Fully Paid Ordinary Shares	2,440,000	5.26%

Number of holders

As at the Reporting Date, the number of holders in each class of equity securities is as follows:

Class of Equity Securities	Number of Equity Securities	Number of holders
Fully paid ordinary shares	46,428,259	1,302

Voting rights of equity securities

The only class of equity securities on issue in the Company which carries voting rights is ordinary shares.

As at the Reporting Date, there were 1,302 holders of a total of 46,428,259 ordinary shares of the Company.

At a general meeting of the Company, every holder of ordinary shares present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, one vote for each ordinary share held. On a poll, every member (or his or her proxy, attorney or representative) is entitled to vote for each fully paid share held and in respect of each partly paid share, is entitled to a fraction of a vote equivalent to the proportion which the amount paid up (not credited) on that partly paid share bears to the total amounts paid and payable (excluding amounts credited) on that share. Amounts paid in advance of a call are ignored when calculating the proportion.

Distribution of holders of equity securities

The distribution of holders of equity securities on issue in the Company as at the Reporting Date is as follows:

Distribution of ordinary shareholders

Holdings Ranges	Holders	Total Units	%
1 – 1,000	821	257,110	0.56
1,001 – 5,000	146	442,808	0.95
5,001 – 10,000	96	752,408	1.62
10,001 – 100,000	178	5,938,648	12.79
100,001 – 999,999,999	61	30,037,285	84.08
Totals	1,302	46,428,259	100.00

Less than marketable parcels of ordinary shares (UMP Shares)

The number of holders of less than a marketable parcel of ordinary shares based on the closing market price at the Reporting Date is as follows:

Total Shares	UMP Shares	UMP Holders	% of issued shares held by UMP holders
45,928,259	258,125	822	0.55

Twenty largest shareholders

The Company only has one class of quoted securities, being ordinary shares. The names of the 20 largest holders of ordinary shares, and the number of ordinary shares and percentage of capital held by each holder is as follows:

Rank	Name of Holder	Balance as at Reportin Date	%
1	Mr Stephen Michael Lidbury + Mrs Joanne Lidbury <Lidbury Family S/Fund A/C>	6,973,575	15.02
2	Royce Galea Pty Ltd	4,592,837	9.89
3	Wayne And Eileen Crewes Pty Ltd <Wayne And Eileen Crewes A/C>	3,732,343	8.04
4	Mr William David Copland + Mrs Susan Mary Copland <David Copland Super Fund A/C>	2,780,000	5.99
5	Mr Royce Joseph Galea + Ms Leanne Margaret Butlin <Galea Super Fund A/C>	2,227,525	4.80
6	Mj Securities Pty Ltd <The Mjs Super Fund A/C>	1,382,000	2.98
7	3 Stanhope Street Pty Ltd <National Property A/C>	1,325,172	2.85
8	Dallmount Pty Ltd <Labelmakers S/F A/C>	1,008,662	2.17
9	Mr Scott Michael Anderson + Ms Sally Louise Brown <Abetha Holdings S/Fund A/C>	1,000,000	2.15
10	Mr Peter Mckenzie Anderson + Mrs Laura Casteel Anderson <Strategic Vision S/F A/C>	894,000	1.93
11	Notneb Investments Pty Ltd <Notneb Super Fund A/C>	894,000	1.93
12	M J Securities Pty Ltd <The Mjs Super Fund A/C>	592,274	1.28
13	Trygela Pty Ltd	561,064	1.21
13	Mr Michael John Sheehy <Ms Capital A/C>	560,058	1.21
15	Sve Capital Pty Ltd <Strategic Vision Unit A/C>	502,000	1.08
16	Mr Michael Scott Constable <Coops and Mick Family A/C>	500,000	1.08
17	Jr Micah Pty Ltd <Jr Micah Super Fund A/C>	500,000	1.08
18	Mr Stephen Brian Crewes + Mrs Sarah Louise Crewes <S & S Crewes Family S/F A/C>	457,468	0.99
19	Holloway Cove Pty Ltd <Holloway Cove S/F A/C>	375,665	0.81
20	Ms Courtney Louise Brown <CB A/C>	352,000	0.76
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		**31,210,643**	**67.22**
Total Remaining Holders Balance		**15,217,616**	**32.78**

Company Secretary

The Company's Secretary is Ms Jo-Anne Dal Santo who was appointed to the role on the 12 October 2018.

Registered Office

The address and telephone number of the Company's registered office are:
Street Address: Level 1, 205-211 Forster Road
Mount Waverley Victoria 3149
Telephone: +61 (0)3 8540 7900

Share Registry

The address and telephone number of the Company's share registry,
Computershare Investor Services, are:
Street Address: Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3000
Telephone: 1300 787 272

Stock Exchange Listing

The Company's ordinary shares are quoted on the Australian Securities Exchange (ASX). The Company was admitted to the official list of the ASX on 19 November 2015 (ASX issuer code: MIL).

Other Information

The Company is not currently conducting an on-market buy-back.

There are no issues of securities approved for the purposes of item 7 of section 611 of the Corporations Act which have not yet been completed.

No securities were purchased on-market during the reporting period under or for the purposes of an employee incentive scheme or to satisfy the entitlements of the holders of options or other rights to acquire securities granted under an employee incentive scheme.

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