

## Appendix 4D

### Half year report



Name of entity	ABN Reference
<b>TESSERENT LIMITED</b>	<b>13 605 672 928</b>

#### 1. Reporting periods

Half year ended (‘current period’)	Half year ended (‘previous corresponding period’)
<b>31 December 2020</b>	<b>31 December 2019</b>

#### 2. Results for announcement to the market

	Current period \$	Previous corresponding period \$	% Change increase / (decrease)	Amount (\$) increase / (decrease) \$
<b>Key information</b>				
Revenues from continuing activities	<b>28,869,560</b>	5,310,730	444%	23,558,830
Loss from continuing activities after tax attributable to members	<b>(5,972,577)</b>	(3,765,371)	(59%)	(2,207,206)
Net loss for the period attributable to members	<b>(5,972,577)</b>	(3,765,371)	(59%)	(2,207,206)
<b>Dividends (distributions)</b>				
Not applicable				
<b>Supplementary comments</b>				
Commentary in respect of the results is provided in the Directors' Report, which forms part of the half-year report ended 31 December 2020.				

#### 3. NTA backing

	Current period	Previous corresponding period
Net tangible asset backing per ordinary share (\$)	<b>-\$0.02</b>	-\$0.02

#### 4. Audit review

The financial statements are in the process of review by the auditors.

The Company has applied class relief under ASIC Instrument 2020/1080 to extend the lodgement date of its reviewed accounts, and confirms it will immediately make a further announcement to the market if there is a material difference between its unreviewed accounts and its reviewed accounts.

#### 5. Control gained or lost over businesses during the period

Name of business	Reporting entity's percentage holding		Contribution to net profit/(loss)	
	31 Dec 2020 %	31 Dec 2019 %	31 Dec 2020 \$	31 Dec 2019 \$
<b>Control gained:</b>				
Seer Security Pty Ltd ( <i>August 2020</i> )	<b>100%</b>	-	<b>892,449</b>	-
Ludus Information Security Pty Ltd ( <i>September 2020</i> )	<b>100%</b>	-	<b>157,814</b>	-
Airloom Holdings Pty Ltd ( <i>September 2020</i> )	<b>100%</b>	-	<b>1,381,793</b>	-
iQ3 Pty Ltd ( <i>November 2020</i> )	<b>100%</b>	-	<b>374,136</b>	-

#### 6. Details of associates and joint ventures

Optic TNT Security Pty Ltd (50%)

## DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Tesseract Limited (referred to hereafter as 'Tesseract' the 'Company' or 'Parent Entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2020.

### Directors

The following persons were directors of Tesseract during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

#### Ongoing

Geoff Lord – Non-Executive Chairman (appointed 10 January 2020)  
Gregory Baxter – Non-Executive Director (appointed 16 November 2016)  
Julian Challingsworth – Co-Managing Director and Co-CEO (appointed 1 August 2018)  
Kurt Hansen - Co-Managing Director and Co-CEO (appointed 12 December 2019)

#### Newly Appointed

Megan Haas (appointed 19 January 2021) – Non-Executive Director

#### Retired

Patrick Flannigan (resigned 18 January 2021) – Non-Executive Director

### Principal Activities

Tesseract provides full-service, end-to-end Cyber Security via its "Cyber 360" offering, delivered both directly and via industry partners to a wide range of Australian and international customers, including corporate enterprises, government customers and education providers. These services are typically provided on multi-year, fixed term contracts and/or on a project-by-project basis.

### Operating Result

The net loss for the consolidated entity after providing for income tax amounted to \$5,972,577 (31 December 2019: loss \$3,765,371). The loss was significantly inflated due to one-off business acquisition costs of \$2,715,237, employee share option expense of \$2,629,520 and loan facility costs of \$2,218,901.

### Review of Operations

H1 FY21 saw Tesseract achieve transformational business growth, resulting from strategic acquisitions and increased business unit cross-sales which created shareholder value in a number of key areas including a significant uplift in market capitalisation and share price.

Whilst the Company's comparative YoY revenue and earnings is strong, the H1 FY21 statutory results are still backward-looking and are not a current reflection of the Company's current or go-forward financial position.

As a result of these aforementioned acquisitions, significant upfront (one-off) costs were incurred without the full half-year financial benefits being recognised in the H1 FY21 statutory accounts. The Company's Employee Share Option Plan (ESOP) which is a significant way to attract and maintain a highly skilled workforce in a competitive market and provides tax benefits was another expense recognised in the statutory accounts.

### Future Focus

Tesseract, through its Cyber 360 strategy, continues to focus on building out a one-stop-shop that provides a complete end-to-end cybersecurity solution for its clients. A primary objective is to maximise shareholder value by increasing earnings margins through the growth of high-margin annuity-based income and the inclusion of proprietary intellectual property in its solutions.

The Company's previously stated goals for FY21 remain:

- Deliver our Cyber 360 capabilities to an increasing number of Australian organisations
- Integrate acquisitions to maximise synergy efficiencies and drive organic revenue growth through cross-selling
- Focus on capturing market share in three key markets: Government (including Defence), Critical Infrastructure and Banking & Finance
- Continuing to drive the Company's acquisition strategy to expand on Cyber 360 capabilities and increase shareholder value through incremental EPS growth
- Building out high-value recurring annuity revenue streams
- Expand proprietary intellectual property to drive high-margin product and service offerings
- Explore International expansion opportunities with a focus on Australia's key Five Eyes allies, which consists of the USA, UK, NZ and Canada

### **Significant Changes in the State of Affairs**

Other than the matters referred to above, in the opinion of the Directors, there were no significant changes in the state of affairs of Tesseract that occurred during the half year ended 31 December 2020.

### **Post Balance Date Events**

#### Appointment of Megan Haas as a Director

On 19 January 2021, the Board was pleased to announce the appointment of Megan Haas as a non-executive director. Megan has an extensive background as a cyber, risk and governance expert, bringing 30+ years of global cyber experience to the Company.

As part of this appointment, Mr. Patrick Flannigan resigned from the Board. The Board thanks Patrick for his guidance and support during his tenure in which the Company has experienced significant growth.

#### Completion of acquisition of Lateral Security

The Company has completed the acquisition of NZ based Lateral Security (IT) Services Ltd, announced to the market on 17 December 2020, with an initial cash payment of \$1.068 million on 12 February 2021 and the pending issue of 6.25 million shares.

Apart from the above, there were no other post balance date events.

### **Dividends**

The Directors have resolved to not declare a dividend for the half year (2020: nil).

### **Proceedings on behalf of the Company**

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

On behalf of the directors

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Julian Challingsworth  
Co-Managing Director and Co-CEO  
26 February 2021



**TESSERENT LIMITED**

**ABN 13 605 672 928**

**CONSOLIDATED FINANCIAL REPORT  
(not audit reviewed)**

**FOR THE HALF-YEAR ENDED**

**31 DECEMBER 2020**

**TESSERENT LIMITED**
**Consolidated Statement of Profit or Loss and Other Comprehensive Income**
**FOR THE HALF-YEAR ENDED 31 DECEMBER 2020**

	Notes	December 2020 \$	December 2019 \$
<b>Revenue</b>			
Revenue from continuing operations	2	28,869,560	5,310,730
Other income	2	208,237	44,668
<b>Expenses</b>			
Software licence and connectivity fees		(4,774,872)	(2,375,158)
Employee benefits expense		(14,079,004)	(2,835,187)
Contractor expense		(4,350,422)	(29,208)
Administration expenses		(195,768)	(376,560)
Bad and doubtful debts		(17,500)	(255,804)
Communication costs		(830,956)	(239,101)
Consulting and legal costs		(226,888)	(640,629)
Advertising and promotion		(160,004)	(59,026)
Travel expenses		(116,490)	(76,391)
Business acquisition costs		(2,715,237)	(1,007,860)
Share option expense		(2,629,520)	(585,843)
Depreciation and amortisation		(1,329,295)	(382,548)
Finance costs		(2,416,775)	(254,900)
Other expenses		(1,414,876)	(222,278)
<b>Loss before income tax</b>		<b>(6,179,810)</b>	<b>(3,985,095)</b>
Income tax benefit (expense)		207,233	219,724
<b>Loss after income tax from continuing operations</b>		<b>(5,972,577)</b>	<b>(3,765,371)</b>
<b>Net loss for the period</b>		<b>(5,972,577)</b>	<b>(3,765,371)</b>
<b>Net loss attributable to members of the parent</b>		<b>(5,972,577)</b>	<b>(3,765,371)</b>
Total other comprehensive income for the period		-	-
<b>Total comprehensive income attributable to members of the parent</b>		<b>(5,972,577)</b>	<b>(3,765,371)</b>
<b>Earnings per share (cents per share)</b>			
- Basic earnings per share for the half-year (cents)		(0.82)	(1.46)
- Diluted earnings per share for the half-year (cents)		(0.82)	(1.46)

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

**TESSERENT LIMITED**

**Consolidated Statement of Financial Position**
**AS AT 31 DECEMBER 2020**

	Notes	December 2020 \$	June 2020 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents		7,984,163	4,349,619
Trade and other receivables		15,451,154	7,422,720
Prepayments		1,746,183	1,381,921
Inventories		62,647	63,616
Other current assets		2,346,611	779,888
Current tax asset		184,933	288,288
<b>Total Current Assets</b>		<b>27,775,691</b>	<b>14,286,052</b>
<b>Non-current Assets</b>			
Plant and equipment		2,650,800	862,719
Intangible assets	4	7,217,099	7,618,949
Goodwill	5	71,434,391	15,964,917
Right-of-use assets		7,716,316	3,920,481
Other non-current assets		808,445	624,984
<b>Total Non-current Assets</b>		<b>89,827,051</b>	<b>28,992,050</b>
<b>TOTAL ASSETS</b>		<b>117,602,742</b>	<b>43,278,102</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables		12,771,736	7,468,588
Contract liabilities		3,615,416	2,651,341
Lease liabilities		1,346,739	1,046,478
Provisions		2,513,709	842,917
Current tax payable		1,144,881	-
Deferred settlement liabilities		10,724,561	4,713,959
<b>Total Current Liabilities</b>		<b>32,117,042</b>	<b>16,723,283</b>
<b>Non-current Liabilities</b>			
Contract liabilities		117,987	128,501
Lease liabilities		6,244,616	3,489,468
Borrowings	6	9,910,423	3,636,860
Provisions		494,556	666,071
Deferred settlement liabilities		1,450,648	686,281
Deferred tax liability		2,147,220	1,440,176
<b>Total Non-current Liabilities</b>		<b>20,365,450</b>	<b>10,047,357</b>
<b>TOTAL LIABILITIES</b>		<b>52,482,492</b>	<b>26,770,640</b>
<b>NET ASSETS</b>		<b>65,120,250</b>	<b>16,507,462</b>
<b>EQUITY</b>			
Issued capital	7	86,858,201	29,484,606
Converting notes		-	6,531,698
Reserves		6,029,384	1,840,523
Accumulated losses		(27,767,335)	(21,349,365)
<b>TOTAL EQUITY</b>		<b>65,120,250</b>	<b>16,507,462</b>

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

# TESSERENT LIMITED



## Consolidated Statement of Changes in Equity

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Issued Capital \$	Converting Notes \$	Reserves \$	Accumulated Losses \$	Total Equity \$
<b>At 1 July 2019</b>	13,754,507	-	772,900	(14,166,447)	360,960
Adjustment from adoption of AASB 16, net of tax	-	-	-	(13,612)	(13,612)
Profit/(loss) after tax for the period	-	-	-	(3,765,371)	(3,765,371)
<b>Total comprehensive income for the period</b>	-	-	-	(3,778,983)	(3,778,983)
<b>Transactions with owners in their capacity as owners:</b>					
Shares issued during the period	9,394,749	-	(221,250)	-	9,173,499
Convertible notes issued during the period	-	8,495,000	-	-	8,495,000
Warrants issued during the period	-	-	1,448,400	-	1,448,400
Capital raising costs	(354,171)	(426,540)	-	-	(780,711)
Share option expense, net of tax	-	-	343,106	-	343,106
	9,040,578	8,068,460	1,570,256	-	18,679,294
<b>At 31 December 2019</b>	22,795,085	8,068,460	2,343,156	(17,945,430)	15,261,271
<b>At 1 July 2020</b>	29,484,606	6,531,698	1,840,523	(21,349,365)	16,507,462
Profit/(loss) after tax for the period	-	-	-	(5,972,577)	(5,972,577)
<b>Total comprehensive income for the period</b>	-	-	-	(5,972,577)	(5,972,577)
<b>Transactions with owners in their capacity as owners:</b>					
Shares issued during the period	9,092,502	-	-	-	9,092,502
Share based payments	1,731,401	-	-	-	1,731,401
Shares issued as part of business combinations	37,517,240	-	-	-	37,517,240
Distributions to convertible note holders	-	189,704	-	(189,704)	-
Shares issued on conversion of convertible notes	7,172,176	(6,721,402)	-	(450,774)	-
Shares to be issued on conversion of convertible notes	162,500	-	-	-	162,500
Capital raising costs	(168,518)	-	-	-	(168,518)
Warrants issued during the period	-	-	4,994,096	-	4,994,096
Warrants exercised	1,448,400	-	(1,448,400)	-	-
Share option expense	-	-	2,629,520	-	2,629,520
Options converted	417,894	-	(417,894)	-	-
Options expired	-	-	(195,085)	195,085	-
Deferred tax	-	-	(1,373,376)	-	(1,373,376)
	57,373,595	(6,531,698)	4,188,861	(445,393)	54,585,365
<b>At 31 December 2020</b>	86,858,201	-	6,029,384	(27,767,335)	65,120,250

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



# TESSERENT LIMITED



## Consolidated Statement of Cash Flows

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Notes	December 2020 \$	December 2019 \$
<b>Cash flows from operating activities</b>			
Receipts from customers		35,539,180	3,804,576
Payments to suppliers and employees		(38,800,368)	(6,494,879)
Government grant income		175,000	-
Research and development tax concession		137,335	-
Income tax paid/(refund)		35,017	-
<b>Net cash flows from operating activities</b>		<b>(2,913,836)</b>	<b>(2,690,303)</b>
<b>Cash flows from investing activities</b>			
Purchase of plant and equipment		-	-
Payments for business combinations (net of cash acquired)	8	(5,326,356)	(9,760,907)
Business combination acquisition costs		(882,758)	(47,005)
<b>Net cash flows from investing activities</b>		<b>(6,209,114)</b>	<b>(9,807,912)</b>
<b>Cash flows from financing activities</b>			
Proceeds from share issues, net of costs		9,024,232	1,997,004
Proceeds from borrowings		10,000,000	5,000,000
Proceeds from converting notes		-	8,495,000
Repayment of lease liabilities		(2,963,130)	(207,541)
Payment of deferred settlement liabilities		(2,348,157)	(146,435)
Interest received		3,168	6,507
Interest and other finance costs paid		(958,619)	(91,693)
<b>Net cash flows from financing activities</b>		<b>12,757,494</b>	<b>15,052,842</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>3,634,544</b>	<b>2,554,627</b>
Cash and cash equivalents at beginning of period		4,349,619	999,660
<b>Cash and cash equivalents at end of period</b>		<b>7,984,163</b>	<b>3,554,287</b>

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

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

## 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

## (a) Basis of preparation of the half-year financial report

The half-year financial report does not include all notes of the type normally included within the annual financial report and therefore does not provide as full an understanding of the financial performance, financial position and financing and investing activities of the consolidated entity as the full financial report. It is therefore recommended that the half-year consolidated financial report should be read in conjunction with the annual consolidated Financial Report of Tesserent Limited as at 30 June 2020, together with any public announcements made by Tesserent Limited and its controlled entities during the half-year ended 31 December 2020 in accordance with the continuous disclosure obligations arising under the Corporations Act 2001 and the ASX listing rules.

The consolidated financial statements comprise the financial statements of the parent entity, Tesserent Limited and its subsidiaries ('the Group').

The half-year financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 and applicable Accounting Standards including AASB 134 - Interim Financial Reporting. Compliance with AASB 134 ensures that the financial statements and notes comply with International Financial Reporting Standard IAS 34 - Interim Financial Reporting. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The half-year financial report has been prepared on a historical cost basis.

For the purposes of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

## (b) New Accounting Standards

The Group has adopted all new and revised Australian Accounting Standards and Interpretations that became effective for the first time and are relevant to the Group.

## (c) Significant Accounting Policies

The half-year consolidated financial statements have been prepared using the same accounting policies as used in the annual financial statements for the year ended 30 June 2020 and the corresponding interim reporting period.

## 2 REVENUE

	December 2020 \$	December 2019 \$
<b>(i) Revenue</b>		
Hardware and software sales	2,842,440	1,082,617
Managed Services	7,368,686	3,204,337
Professional services	18,658,434	1,023,776
	<b>28,869,560</b>	<b>5,310,730</b>
<b>(ii) Other income</b>		
Interest	3,168	6,810
Government grant income	175,000	-
Other	30,069	37,858
	<b>208,237</b>	<b>44,668</b>

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

## 3 SEGMENT REPORTING

The Group operates predominantly in Australia.

An operating segment is a component of an entity that engages in business activities from which it may earn revenue and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker (Chief Executive Officer) in order to effectively allocate Group resources and assess performance.

	Professional Services \$	Managed Services \$	Unallocated \$	Inter Segment \$	Total \$
<b>Half year ended 31 December 2020</b>					
Sales to external customers	9,910,006	18,959,554	-	-	28,869,560
Inter segment sales	371,670	336,144	-	(707,814)	-
Total sales revenue	10,281,676	19,295,698	-	(707,814)	28,869,560
Other revenue	22,602	185,615	20	-	208,237
Total revenue	10,304,278	19,481,313	20	(707,814)	29,077,797
<b>Profit/(loss) before income tax</b>	<b>1,794,449</b>	<b>977,800</b>	<b>(8,952,059)</b>	<b>-</b>	<b>(6,179,810)</b>
<b>Total segment assets</b>	<b>5,631,011</b>	<b>33,135,308</b>	<b>78,836,423</b>	<b>-</b>	<b>117,602,742</b>
<b>Total segment liabilities</b>	<b>3,296,349</b>	<b>24,953,291</b>	<b>24,232,852</b>	<b>-</b>	<b>52,482,492</b>
	Professional Services \$	Managed Services \$	Unallocated \$	Inter Segment \$	Total \$
<b>Half year ended 31 December 2019</b>					
Sales to external customers	1,023,776	4,286,954	-	-	5,310,730
Inter segment sales	-	139,408	-	(139,408)	-
Total sales revenue	1,023,776	4,426,362	-	(139,408)	5,310,730
Other revenue	8	44,660	-	-	44,668
Total revenue	1,023,784	4,471,022	-	(139,408)	5,355,398
<b>Profit/(loss) before income tax</b>	<b>(37,953)</b>	<b>(3,947,142)</b>	<b>-</b>	<b>-</b>	<b>(3,985,095)</b>
<b>Total segment assets</b>	<b>10,052,835</b>	<b>22,134,150</b>	<b>-</b>	<b>-</b>	<b>32,186,985</b>
<b>Total segment liabilities</b>	<b>1,542,086</b>	<b>15,383,628</b>	<b>-</b>	<b>-</b>	<b>16,925,714</b>

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

## 4 INTANGIBLES

	Customer contracts and relationships \$	Intellectual property \$	Software \$	Total \$
<b>Opening net book value at 1 July 2020</b>	<b>7,596,342</b>	<b>22,607</b>	<b>-</b>	<b>7,618,949</b>
Amortisation charge	(401,850)	-	-	(401,850)
<b>Net book value at 31 December 2020</b>	<b>7,194,492</b>	<b>22,607</b>	<b>-</b>	<b>7,217,099</b>
<b>As at 31 December 2020</b>				
Cost	8,037,000	22,607	2,112,432	10,172,039
Accumulated impairment	-	-	(786,243)	(786,243)
Accumulated amortisation	(842,508)	-	(1,326,189)	(2,168,697)
<b>Net book value</b>	<b>7,194,492</b>	<b>22,607</b>	<b>-</b>	<b>7,217,099</b>
<b>As at 30 June 2020</b>				
Cost	8,037,000	22,607	2,112,432	10,172,039
Accumulated impairment	-	-	(786,243)	(786,243)
Accumulated amortisation	(440,658)	-	(1,326,189)	(1,766,847)
<b>Net book value</b>	<b>7,596,342</b>	<b>22,607</b>	<b>-</b>	<b>7,618,949</b>

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

## 5 GOODWILL

	\$
Opening net book value at 1 July 2020	15,964,917
Additional amounts recognised through business combinations <sup>1</sup>	54,912,674
Additional amount recognised from prior year business combination	556,800
Impairment charge	-
<b>Net book value at 31 December 2020</b>	<b>71,434,391</b>

<sup>1</sup> Current period acquisitions have been provisionally accounted for

Goodwill acquired through business combinations has been allocated to the following cash-generating units:

	December 2020 \$	June 2020 \$
Managed services	46,530,735	11,263,562
Consulting services	24,903,656	4,701,355
	<b>71,434,391</b>	<b>15,964,917</b>

## 6 BORROWINGS

	December 2020 \$	June 2020 \$
Loan facility	15,000,000	5,000,000
Fair value of attaching warrants	(4,994,096)	(1,448,400)
Transaction costs	(375,000)	(137,500)
	<b>9,630,904</b>	<b>3,414,100</b>
Amortisation of finance component (warrants and transaction costs)	279,519	222,760
	<b>9,910,423</b>	<b>3,636,860</b>

## 7 ISSUED CAPITAL

## a) Issued capital

	31 December 2020 No.	\$	30 June 2020 No.	\$
Ordinary shares - fully paid	998,319,200	86,858,201	511,834,114	29,484,606

## b) Reconciliation of issued capital

	Shares No.	\$
Balance at start of the period	511,834,114	29,484,606
Conversion of convertible notes	143,443,516	7,172,176
Conversion of options	56,450,000	3,657,896
Shares issued as consideration in business combinations	155,907,658	35,141,518
Deferred settlement share issue	33,671,652	2,375,722
Conversion of warrants	73,357,612	7,300,900
Equity settled payments	23,310,898	1,702,526
Shares issued to employees	343,750	28,875
Shares to be issued in conversion of convertible notes		162,500
Costs of issuing equity		(168,518)
<b>Balance at end of the period</b>	<b>998,319,200</b>	<b>86,858,201</b>

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

### 8 BUSINESS COMBINATIONS

During the half year, Tesserent Group completed the acquisitions of Seer Security Pty Ltd, Airloom Holdings Pty Ltd, Ludus Information Security Pty Ltd and iQ3 Pty Ltd. Details of the acquisitions were as follows:

#### Seer Security

On 4 August 2020, TNT Cyber Services Pty Ltd, a subsidiary of Tesserent Limited, acquired 100% of the ordinary shares of Seer Security Pty Ltd for consideration of \$20 million, with \$5.0 million cash and \$13,653,846 in issued share capital, being 76,923,077 shares issued at a fair value of \$0.1775 per share. In addition, a cash payment of \$1,383,158 was made post-completion as a working capital adjustment.

The cash consideration has been split, with \$2.5 million paid on completion, \$1.25 million payable 13 months after completion and the final payment 25 months after completion.

#### Airloom

On 11 September 2020, TNT Cyber Services Pty Ltd, a subsidiary of Tesserent Limited, acquired 100% of the ordinary shares of Airloom Holdings Pty Ltd for consideration of \$19,326,463, with \$8,440,028 cash and \$10,886,435 in issued share capital, being 39,950,221 shares issued at fair value of \$0.2725 per share.

The cash consideration has been split, with \$7.44 million paid on completion and \$1 million payable 12 months after completion upon achievement of set milestones.

#### Ludus Cybersecurity

On 11 September 2020, TNT Cyber Services Pty Ltd, a subsidiary of Tesserent Limited, acquired 100% of the ordinary shares of Ludus Information Security Pty Ltd for consideration of \$1,623,400 million, with \$535,500 cash and \$1,087,900 in issued share capital, being 4,440,410 shares issued at a fair value of \$0.245 per share.

The cash consideration has been split, with \$267,750 paid on completion and \$267,750 payable 12 months after completion.

In addition, an earnout capped at a maximum \$760,000 is due, 50% in cash, 50% in shares, based on a measure of FY21 EBITDA.

#### iQ3

On 28 October 2020, TNT Cyber Services Pty Ltd, a subsidiary of Tesserent Limited, acquired 100% of the ordinary shares of iQ3 Pty Ltd for consideration of \$18,147,986 with \$8,634,650 cash and \$9,513,336 in issued share capital, being 34,593,950 shares at fair value of \$0.275 per share.

The cash consideration has been split, with \$4,317,325 paid on completion and four deferred quarterly payments of \$1,079,331, payable over a 12-month period after completion.

The above Business combinations have been initially accounted for on a provisional basis.

## Notes to the Consolidated Financial Statements

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

## 8 BUSINESS COMBINATIONS (continued)

## Details of acquisitions:

	Total \$
Cash	9,099,041
Trade and other receivables	4,060,822
Prepayments	311,233
Deposits	191,230
Plant and equipment	1,559,178
Right of use assets	4,412,479
Deferred tax assets	459,100
Trade and other payables	(5,265,803)
Contract liabilities	(708,267)
Lease liabilities	(6,018,539)
Employee benefit provisions	(1,357,165)
Provision for income tax	(1,147,717)
Net assets acquired	5,595,593
Goodwill	54,912,674
	60,508,267
Represented by:	
Cash paid	14,425,397
Issued capital	35,141,518
Deferred consideration	10,941,352
	60,508,267
Cash used to acquire businesses:	
Purchase consideration paid	14,425,397
Less: cash and cash equivalents acquired	(9,099,041)
Net cash payments for business combinations	5,326,356

## 9 CONTINGENT ASSETS AND LIABILITIES

There are no contingent assets or liabilities as at 31 December 2020.

## 10 EVENTS AFTER THE END OF THE INTERIM PERIOD

**Director changes**

On 19 January 2021, the Board was pleased to announce the appointment of Megan Haas as a non-executive director. Megan has an extensive background as a cyber, risk and governance expert, bringing 30+ years of global cyber experience to the Company.

As part of this appointment, Mr. Patrick Flannigan resigned from the Board. The Board thanks Patrick for his guidance and support during his tenure in which the Company has experienced significant growth.

**Completion of acquisition of Lateral Security**

The Company completed the acquisition of NZ based Lateral Security (IT) Services Ltd, announced to the market on 17 December 2020, with an initial cash payment of \$1.068 million on 12 February 2021 and the pending issue of 6.25 million shares.

Apart from the items above, there has been no other matter or circumstance, which has arisen since 31 December 2020 that has significantly affected or may significantly affect the operations of the consolidated entity or the results of those operations or the state of affairs of the consolidated entity.

**Directors' Declaration**

**FOR THE HALF-YEAR ENDED 31 DECEMBER 2020**

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In the opinion of the Directors of Tesseract Limited (the Company):

- (a) the financial statements and notes of the consolidated entity are in accordance with the Corporations Act 2001, including:
  - (i) giving a true and fair view of the financial position as at 31 December 2020 and the performance for the half-year ended on that date of the consolidated entity; and
  - (ii) complying with Accounting Standard *AASB 134 - Interim Financial Reporting*; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board of Directors

**Julian Challingsworth**  
**Co-Managing Director and Co-CEO**

26 February 2021