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Interim Financial Report

For the half-year ended 31 December 2023

Urbanise.com Limited
ABN 70 095 768 086

CORPORATE INFORMATION

Company Directors

Almero Strauss
Simon Lee
Darc Rasmussen
James Hourn

Company Secretary

Kim Larkin
Boardroom Pty Limited
127 Creek St
Brisbane QLD 4000

Principal Registered Office and Postal Address

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ASX Code

UBN

Share Registry

Boardroom Smart Business Solutions
Level 8, 210 George St
Sydney NSW 2000

Bankers

HSBC Australia Bank Limited
Ground Level, 271 Collins Street
Melbourne VIC 3000

Auditors

A D Danieli Audit Pty Ltd
Level 1, 261 George Street
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Appendix 4D

For the half-year ended 31 December 2023

Previous corresponding periods: Half-year ended 31 December 2022
Financial year ended 30 June 2023**Results for announcement to the market**

	Half-Year Ended		Up/ Down	% Movement
	31 Dec 2023 \$'000	31 Dec 2022 \$'000		
Revenue from ordinary activities	6,269	6,324	Down	(0.87%)
Loss from ordinary activities after tax attributable to owners of the parent	(1,556)	(2,840)	Up	45.21%
Loss for the period attributable to members	(1,556)	(2,840)	Up	45.21%

Net tangible asset backing

	31 December 2023	31 December 2022
Net tangible assets per ordinary security	(1.62) cents per share	(2.48) cents per share

Dividends

There have been no dividends declared for the half-year ended 31 December 2023 (Year ended 30 June 2023: Nil). There are no dividend or distribution reinvestment plans in operation.

Details of entities over which control has been gained or lost during the period

Urbanise has not gained or lost control of any entity during the period.

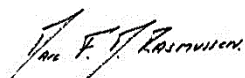
Details of associates and joint venture entities

There are no associates or joint ventures within the Urbanise Group.

The financial information provided in the Appendix 4D is based on the half year condensed financial report (attached)**Independent review of the financial report**

The financial report has been independently reviewed and is not subject to a qualified independent review statement.

Signed



Darc Rasmussen
Non-Executive Chairman
21 February 2024

Directors' Report

The Directors present their report of Urbanise.com Limited and its subsidiaries (collectively, the Group) for the half-year ended 31 December 2023 and independent review report thereon. This consolidated financial report has been prepared in accordance with AASB 134 'Interim Financial Reporting'.

The Directors of the Company in office at any time during and since the end of the half-year are:

Name	Office
Darc Rasmussen	Non-Executive Director (Appointed 18 April 2023) Non-Executive Chairman (Appointed as Chairman 16 January 2024)
Almero Strauss	Non-Executive Director
Simon Lee	Executive Director and Chief Executive Officer
James Hourn	Non-Executive Director (Appointed 16 January 2024)
Sam Cuccurullo	Non-Executive Chairman (Resigned 15 January 2024)
Tod McGruther	Non-Executive Director (Resigned 15 January 2024)

The Directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

Review of operations

During the first half ended 31 December 2023 (H1 FY2024), Urbanise experienced a marginal decline in revenue, amounting to \$6.27 million, in contrast to \$6.32 million generated in the corresponding period of the prior year.

Urbanise increased its license revenue to \$5.77 million for H1 FY2024, compared to \$5.56 million in H1 FY2023. This growth was driven from increased sales to new and backlog customers, as well as existing customers, which more than compensated for losses from customer churn and temporary reductions in license fees.

Professional services revenue offset the growth in license revenue by \$0.20 million or 3.7%. This reduction can be attributed to the successful completion of customer-specific development projects in the prior year.

A comprehensive operational review completed in Q1 FY2024 led to a reduction in operating expenses of \$0.7 million or 8% compared to the previous corresponding period. This reduction was achieved through cuts in headcount and overhead costs, contributing to the improvement in operating EBITDA loss to \$1.52 million in H1 FY2024 from \$2.14 million in H1 FY2023.

The Board and Management continued to oversee costs and cash management, while maintaining focus on growth opportunities to uphold Urbanise's position as a market leader in the cloud-based Strata and Facilities sectors.

Earnings before Interest, Tax, Depreciation and Amortisation (**EBITDA**):

	Half-year ended	
	31 Dec 2023	31 Dec 2022
	\$	\$
Loss for the Period	(1,555,998)	(2,840,112)
Add Back:		
Depreciation and amortisation expenses	558,250	586,139
Finance costs	43,181	27,620
Foreign exchange gain/(loss)	(107,816)	84,629
Other Income	(460,774)	(1,307)
EBITDA	(1,523,157)	(2,143,031)

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Significant changes in state of affairs

There have been no significant changes in the group's state of affairs during the half-year ended 31 December 2023.

Dividends paid or recommended

In respect of the half-year ended 31 December 2023, there have been no dividends paid or provided for.

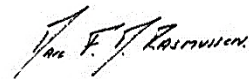
Auditor's independence declaration

A copy of the auditor's independence declaration as required under *section 307c of the Corporations Act 2001* in relation to the review for the half-year is provided within this report.

Subsequent events

Other than as already noted in the financial statements, there have been no significant subsequent events since the end of the reporting period.

Signed in accordance with a resolution of the Directors:



Darc Rasmussen
Non-Executive Chairman
21 February 2024



A D Danieli Audit Pty Ltd

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ASIC Registered Number 339233
Audit & Assurance Services

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**Auditor's Independence Declaration
Under Section 307c of the Corporations Act 2001
To the Directors of Urbanise.com Limited
A.B.N. 70 095 768 086
And Controlled Entities**

I declare that, to the best of our knowledge and belief, during the half year ended 31 December 2023, there have been no contraventions of:

- (i) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

A D DANIELI AUDIT PTY LTD

**Sam Danieli
Director**

Sydney, 21 February 2024

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR
ENDED 31 DECEMBER 2023**

	Note	Half year ended	
		31 Dec 2023	31 Dec 2022
		\$	\$
Revenue and other income			
Revenue from contracts with customers	4	6,269,433	6,324,109
Other income	4	460,774	1,307
		6,730,207	6,325,416
Less: expenses			
Employee benefits and contractor costs		(5,522,592)	(5,684,402)
Depreciation and amortisation expenses		(558,250)	(586,139)
Subscription and software licence cost		(1,452,215)	(1,545,759)
Occupancy cost		(55,343)	(127,906)
Travel costs		(70,305)	(174,161)
Professional fees		(302,103)	(359,015)
Cost of implementation and materials		(114,316)	(171,509)
Finance costs		(43,181)	(27,620)
Foreign exchange gain/(loss)		107,816	(84,629)
Advertising and promotion costs		(88,845)	(148,716)
Other expenses		(186,871)	(255,672)
		(8,286,205)	(9,165,528)
Loss before tax		(1,555,998)	(2,840,112)
Income tax expense		-	-
Loss for the period		(1,555,998)	(2,840,112)
Other comprehensive income/(loss), net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		(247,722)	198,951
Other comprehensive (loss)/ income for the year net of income tax		(247,722)	198,951
Total comprehensive loss for the year		(1,803,720)	(2,641,161)
Total comprehensive loss attributable to:			
Owners of the parent		(1,803,720)	(2,641,161)
Loss per share			
Basic (cents per share)		(2.74)	(5.00)
Diluted (cents per share)		(2.74)	(5.00)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2023

	Notes	31 Dec 2023 \$	30 Jun 2023 \$
Current assets			
Cash and cash equivalents		3,763,301	4,247,586
Trade and other receivables	5	1,898,654	2,644,191
Contract Assets		198,815	327,905
Other assets		110,948	171,178
Prepayments		483,699	316,773
Total current assets		6,455,417	7,707,633
Non-current assets			
Property, plant and equipment		31,693	88,276
Intangible assets	6	2,906,545	3,315,354
Right of use assets		595,115	751,516
Goodwill	7	4,786,480	4,786,480
Other assets		126,818	126,828
Total non-current assets		8,446,651	9,068,454
Total assets		14,902,068	16,776,087
Current liabilities			
Trade and other payables		2,051,498	2,846,636
Provisions		963,066	939,669
Deferred revenue		4,150,897	3,684,044
Lease liabilities		268,993	261,079
Total current liabilities		7,434,454	7,731,428
Non-current liabilities			
Deferred revenue		461,111	500,220
Provisions		24,569	5,239
Lease liabilities		326,123	490,437
Total non-current liabilities		811,803	995,896
Total liabilities		8,246,257	8,727,324
Net assets		6,655,811	8,048,763
Equity			
Issued capital and contributed equity		111,320,433	111,280,758
Employee share reserve		798,429	584,210
Foreign currency translation reserve		199,954	447,676
Accumulated losses		(105,663,005)	(104,263,881)
Total equity		6,655,811	8,048,763

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Issued capital and contributed equity	Employee share reserve	Foreign currency translation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$
Balance at 1 July 2022	107,768,805	456,619	(58,182)	(98,621,121)	9,546,121
Loss for the period	-	-	-	(2,840,112)	(2,840,112)
Foreign currency reserve	-	-	198,951	-	198,951
Total comprehensive income/(loss) for the period	-	-	198,951	(2,840,112)	(2,641,161)
Transactions with owners in their capacity as owners					
Conversion of Performance rights	165,709	(165,709)	-	-	-
De-recognition of share-based payments	-	(21,787)	-	21,787	-
Recognition of share-based payments	20,848	199,954	-	-	220,802
Transactions with owners in their capacity as owners for the period	186,557	12,458	-	21,787	220,802
Balance at 31 December 2022	107,955,362	469,077	140,769	(101,439,446)	7,125,762
Balance at 1 July 2023	111,280,758	584,210	447,676	(104,263,881)	8,048,763
Loss for the period	-	-	-	(1,555,998)	(1,555,998)
Foreign currency reserve	-	-	(247,722)	-	(247,722)
Total comprehensive income/(loss) for the period	-	-	(247,722)	(1,555,998)	(1,803,720)
Transactions with owners in their capacity as owners					
Conversion of Performance rights	39,675	(39,675)	-	-	-
De-recognition of share-based payments	-	(156,874)	-	156,874	-
Recognition of share-based payments	-	410,768	-	-	410,768
Transactions with owners in their capacity as owners for the period	39,675	214,218	-	156,874	410,768
Balance at 31 December 2023	111,320,433	798,429	199,954	(105,663,005)	6,655,811

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

CONOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Half year ended	
	31 Dec 2023	31 Dec 2022
	\$	\$
Cash flows from operating activities		
Receipts from customers	8,343,955	7,135,107
Payments to suppliers and employees	(9,219,298)	(8,239,929)
Research and development tax refund	460,738	-
Interest paid	(16,000)	(27,620)
Net cash used in operating activities	(430,605)	(1,132,442)
Cash flows from investing activities		
Payments for property, plant & equipment	(8,000)	(35,680)
Net cash used in investing activities	(8,000)	(35,680)
Net decrease in cash and cash equivalents	(438,605)	(1,168,122)
Cash and cash equivalents at the beginning of the period	4,247,586	3,970,135
Effect of movement in exchange rates on cash balances	(45,680)	26,527
Cash and cash equivalents at the end of the period	3,763,301	2,828,540

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

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1. Corporate Information

The interim condensed financial statements of Urbanise.com Limited and its subsidiaries (collectively, the Group) for the half-year ended 31 December 2023 were authorised for issue in accordance with a resolution of the Directors on 21 February 2024. Urbanise.com Limited (the Company or the parent) is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The principal activities of the Company and its subsidiaries are the development and commercialisation of intellectual property associated with software licensing and professional services.

2. Basis of preparation and changes to the Group's accounting policies

Basis of preparation

The interim condensed consolidated financial statements of Urbanise.com Limited and its subsidiaries for the half-year ended 31 December 2023 have been prepared in accordance with *AASB 134 Interim Financial Reporting*.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual consolidated financial statements at 30 June 2023.

Rounding amounts

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the Directors' Report and in the financial report have been rounded to the nearest dollar.

New Accounting Standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the presentation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statement for the year ended 30 June 2023. The Group has not early adopted any other standards, interpretation or amendment that has been issued but not yet effective.

Significant accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a material impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are consistent with the 30 June 2023 financial statements, with updates provided below.

Going concern

The consolidated financial statements have been prepared on the going concern basis which assumes the Group will have sufficient cash to pay its debts as and when they become payable for a period of at least 12 months from the date the financial report was authorised for issue.

For the half year ended 31 December 2023, the Group produced a Net Loss After Tax (NLAT) of \$1.56 million. The Group has net assets of \$6.66 million at reporting date inclusive of cash reserves of \$3.76 million with no material external debt or borrowings.

Management have constructed a detailed 3-year forecast including:

- Revenue: The actual current recurring income and added all the known and relatively certain changes and some organic growth in existing client to the current revenues, both recurring and non-recurring;
- Employee cost based on current level of employees, adjusted for annual increases (July each year);
- Other expenses based on current expense base with escalations;
- Working capital changes: This includes receipts from debtors based on sales of the prior period, receipts in advance (deferred revenue) and changes to payables.

Result

It is forecast that Urbanise has enough cash on hand to fund the business at the forecast levels of revenue and cost. The forecast is dependent on:

- Forecast sales being realised.
- Cost initiatives being achieved.
- No unusual or unexpected cash outflow higher than the current levels.
- Timing of cash inflows not delayed.
- Achieving working capital improvements.

The forecast assumes moderate sales, cost savings and working capital improvements.

Successfully executing the above strategies are material to the Group's ability to continue as a going concern. The directors are confident that they will be able to achieve the Group's projected cash flow to ensure that the Group meets its minimum expenditure commitments and support its planned level of overhead expenditures, and therefore that it is appropriate to prepare the financial statements on the going concern basis.

On this basis no adjustments have been made to the financial report relating to the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might be necessary should the Group not continue as a going concern. Accordingly, the financial report has been prepared on a going concern basis. Should the Group be unable to achieve its cash flows with the initiatives detailed above then, the Group may in the future not be able to continue as a going concern and may therefore be required to realise assets and extinguish liabilities other than in the ordinary course of business with the amount realised being different from those shown in the financial statement.

Impairment of tangible and intangible assets

The Group determines whether intangibles are impaired at least on an annual basis by evaluating whether indicators of impairment exist in relation to the continued use of the asset by the consolidated entity. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use ("VIU"). The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The Group assessed the carrying amount of the Group's assets at 31 December 2023 for impairment indicators in respect of the Strata cash generating unit and determined that no indicators were present and accordingly no impairment test was performed.

Leases

The Group has analysed all their leases and have determined that the appropriate interest rate to calculate the net present value due to the adoption of AASB 16 would be the incremental borrowing rate. This incremental borrowing rate varies according to which region the right of use asset is in. Currently, all right of use assets are in Australia and the interest rate used is 11.20% p.a.

3. Segment information

Management has established the operating segments based on reports provided to the Chief Operating Decision Makers (CODM), which include the Board and the Chief Executive Officer. These reports are pivotal for strategic decision-making and operational performance reviews. The CODM evaluates the financial performance of the business concerning product types and the overarching economic characteristics of the industries in which the Group operates. Consequently, they have identified two operating segments:

1. **Strata:** Urbanise Strata serves strata managers in administering strata schemes and jointly owned properties.
2. **Facilities:** Urbanise FM software aids facilities managers in property asset maintenance and contractor supervision.

The CODM continues to consider the revenues of the business from a geographical perspective and as such the revenues of the Group are also presented by geographical region.

Costs and earnings before interest expense, tax expense, depreciation and amortisation (EBITDA) and the assets and liabilities of the Group collaboratively support the various segment revenues generated by the Group. The accounting policies for the reportable segments align with the Group's overall accounting policies.

Revenue by product	31 Dec 2023	31 Dec 2022
	\$	\$
Strata	3,841,508	4,064,342
Facilities	2,427,925	2,251,160
Other	-	8,607
Total revenue of all segments	6,269,433	6,324,109

Revenue by geography	31 Dec 2023	31 Dec 2022
	\$	\$
APAC	4,420,682	4,717,026
E/ME	1,794,543	1,477,921
Africa	54,208	129,162
Total revenue of all segments	6,269,433	6,324,109
EBITDA	(1,523,157)	(2,143,031)
Depreciation and amortisation	(558,250)	(586,139)
Interest income	35	1,307
Finance costs	(43,181)	(27,620)
Foreign Exchange loss/(gain)	107,816	(84,629)
Research and development tax refund	460,739	-
Loss after tax	(1,555,998)	(2,840,112)

The total amount of revenue derived from major customers where the revenue is greater than 10% of total revenue for H1 FY2024 was \$0.71 million (H1 FY2023: \$1.77 million) and where the revenue is greater than 5% of total revenue excluding customers with revenue greater than 10% of total revenue is \$1.06 million (H1 FY2023: \$0.54 million).

4. Revenue and other income

The following is an analysis of the Group's revenue and other income for the year from operations.

	31 Dec 2023	31 Dec 2022
	\$	\$
Revenue with contract from Customer		
Platform license income	5,766,788	5,562,574
Professional services	502,645	761,535
Other revenue	-	-
Total revenue	6,269,433	6,324,109
Other income		
Interest income	35	194
Research and development tax refund	460,739	-
Insurance claim	-	1,113
Total other income	460,774	1,307

5. Trade and other receivables

	31 Dec 2023	30 Jun 2023
Current	\$	\$
Trade receivables	2,010,318	2,761,462
Doubtful Debt Provision	(121,887)	(117,271)
Other receivables	10,223	-
Total current trade and other receivables	1,898,654	2,644,191
Doubtful debts provision/Trade receivable	6.06%	4.25%

Summary of the trade receivables:

31 Dec 2023	APAC	E/ME	Africa	Group
Trade receivables				
Current	480,265	260,100	2,560	742,925
31-60 days	65,032	68,367	1,995	135,394
61 - 90 days	111,625	106,048	2,012	219,685
90+ days	105,223	798,035	9,056	912,314
Total age of receivables	762,145	1,232,550	15,623	2,010,318
Allocation of doubtful debt provision				
Current	-	-	-	-
31-60 days	-	-	-	-
61 - 90 days	-	-	-	-
90+ days	(27,426)	(94,436)	(25)	(121,887)
Total trade receivables	(27,426)	(94,436)	(25)	(121,887)
Trade receivables net of provision				
Current	480,265	260,100	2,560	742,925
31-60 days	65,032	68,367	1,995	135,394
61 - 90 days	111,625	106,048	2,012	219,685
90+ days	77,797	703,599	9,031	790,427
Total age of receivables	734,719	1,138,114	15,598	1,888,431
Age of trade receivable net of doubtful debt provision %				
Current	25.4%	13.8%	0.1%	39.3%
31-60 days	3.5%	3.6%	0.1%	7.2%
61 - 90 days	5.9%	5.6%	0.1%	11.6%
90+ days	4.1%	37.3%	0.5%	41.9%
Total trade receivables	38.9%	60.3%	0.8%	100.0%

30 Jun 2023	APAC	E/ME	Africa	Group
Trade receivables				
Current	513,879	964,359	2,937	1,481,175
31-60 days	85,067	188,194	2,654	275,915
61 - 90 days	39,913	219,936	707	260,556
90 + days	141,310	587,623	14,883	743,816
Total	780,169	1,960,112	21,181	2,761,462
Allocation of doubtful debt provision				
Current	-	-	-	-
31-60 days	-	-	-	-
61 - 90 days	-	-	-	-
90 + days	(20,575)	(92,082)	(4,614)	(117,271)
Total	(20,575)	(92,082)	(4,614)	(117,271)
Trade receivables net of provision				
Current	513,879	964,359	2,937	1,481,175
31-60 days	85,067	188,194	2,654	275,915
61 - 90 days	39,913	219,936	707	260,556
90 + days	120,735	495,541	10,269	626,545
Total	759,594	1,868,030	16,567	2,644,191
Age of trade receivable net of doubtful debt provision %				
Current	19.4%	36.5%	0.1%	56.0%
31-60 days	3.2%	7.1%	0.1%	10.4%
61 - 90 days	1.5%	8.3%	0.0%	9.8%
90 + days	4.6%	18.7%	0.5%	23.8%
Total	28.7%	70.6%	0.7%	100.0%

Provision for doubtful debts account

	\$
Total Provision as at 1 July 2022	192,534
Expected doubtful debts (expensed)	120,306
Utilised during period	(195,569)
At 30 June 2023	117,271
Expected doubtful debts (expensed)	40,000
Utilised during period	(35,384)
At 31 Dec 2023	121,887

6. Intangible assets

	Intellectual property at cost	Development at cost	Trademarks	Customer relationships	Software	Total
	\$	\$	\$	\$	\$	\$
At cost						
At 1 July 2022	18,013,259	11,819,230	790,000	220,000	299,241	31,141,730
Additions	-	-	-	-	-	-
At 30 June 2023	18,013,259	11,819,230	790,000	220,000	299,241	31,141,730
Additions	-	-	-	-	-	-
At 31 December 2023	18,013,259	11,819,230	790,000	220,000	299,241	31,141,730
Amortisation and impairment						
At 1 July 2022	18,006,724	8,548,028	-	220,000	215,202	26,989,954
Amortisation charge for the year	6,535	808,950	-	-	20,937	836,422
At 30 June 2023	18,013,259	9,356,978	-	220,000	236,139	27,826,376
Amortisation charge for the year	-	388,563	-	-	20,246	408,809
At 31 December 2023	18,013,259	9,745,541	-	220,000	256,385	28,235,185
Net book value						
At 30 June 2023	-	2,462,252	790,000	-	63,102	3,315,354
At 31 December 2023	-	2,073,689	790,000	-	42,856	2,906,545

7. Goodwill

	\$
Gross carrying amount	
Balance at 1 July 2022	15,304,268
Movement during the period	-
Balance at 30 June 2023	15,304,268
Movement during the period	-
Balance at 31 December 2023	15,304,268
Accumulated impairment	
Balance at 1 July 2022	(10,517,788)
Impairment	-
Balance at 30 June 2023	(10,517,788)
Impairment	-
Balance at 31 December 2023	(10,517,788)
Net book value	
At 30 June 2023	4,786,480
At 31 December 2023	4,786,480

Impairment

The Group assessed the carrying amount of the Group's assets at 31 December 2023 for impairment indicators in respect of the Strata cash generating unit and determined that no indicators were present and accordingly no impairment test was performed.

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Cash generating unit with significant goodwill - Strata

For the Strata CGU, the present value of future cash flows has been calculated using a revenue growth rate of 4.3% for year one (FY2023: 7.9%), 9.1% for year two (FY2023: 7.9%), 9.2% for year three (FY2023: 7.9%) and a terminal growth rate of 3% (FY2023: 3%) and a pre-tax discount rate of 14.04% (FY2023: 15.15%) to determine value in use.

To illustrate the sensitivity to future cash flows, if key assumptions differed such that expected future cash flows decreased by 60% (FY2023 43%) across the forecast period, without implementing mitigation plans, recoverable amount would be equal to the carrying value.

Cash generating units - Facilities

Management have assessed that the intangible assets in respect of the Facilities CGU's remain fully impaired at 31 December 2023 based on the value in use calculations.

8. Issued capital and contributed equity

Issued and paid up capital

	31-Dec-23	30-Jun-23
	\$	\$
Fully paid ordinary shares	111,320,433	111,280,758
Ordinary shares	No	\$
Balance at 1 July 2022	56,564,079	107,768,805
Vesting of performance rights ⁽ⁱ⁾	237,227	165,709
Conversion of performance rights ^{(ii) (iii)}	26,060	20,848
Private Placement	7,000,000	3,500,000
Share issue costs	-	(174,604)
Short term incentive payment	-	-
Balance at 30 June 2023	63,827,366	111,280,758
Vesting of performance rights ^(iv)	353,144	39,675
Balance at 31 December 2023	64,180,510	111,320,433

- (i) On 31 August 2022, 237,227 ordinary shares were issued as a result of vesting of performance share rights originally issued in accordance with the Company's remuneration strategy and under the adopted Employee Share Plan.
- (ii) On 4 October 2022, 26,060 ordinary shares were issued as a result of vesting of performance share rights originally issued in accordance with the Company's remuneration strategy and under the adopted Employee Share Plan.
- (iii) On 29 September 2022, 26,060 performance rights were issued to an Urbanise employee and converted to ordinary shares on 4 October 2022.
- (iv) On 31 August 2023 a total of 353,144 ordinary shares were issued as a result of vesting of performance share rights issued in accordance with the Company's remuneration strategy and under the adopted Employee Share Plan.

Performance share rights

	No.
At 1 July 2022	1,268,716
Performance share rights issued	1,047,485
Performance share rights forfeited/converted to ordinary shares	(674,515)
At 30 June 2023	1,641,686
Performance share rights issued ^{(i) & (ii)}	2,073,536
Performance share rights forfeited/converted to ordinary shares ^{(ii),(iii),(iv)&(v)}	(1,153,923)
At 31 December 2023	2,561,299

- i. During the first half of FY2024, a total of 1,987,286 performance rights were issued to Urbanise employees. These performance rights include STI's and LTI's. The LTI's are subject to performance criteria being achieved at 30 June 2024 and 30 June 2025 and would vest in 3 tranches on 31 August 2025, 31 August 2026 and 31 August 2027, subject to the employees' (including Key Management Personnel) continued employment. Upon vesting the rights are exercisable for a period of 5 years from the original grant date. The STI's are subject to performance criteria being achieved at 30 June 2024 and would vest on 31 August 2024, subject to the employees' (including Key Management Personnel) continued employment. Upon vesting the rights are exercisable for a period of 5 years from the original grant date.
- ii. On 23 November 86,250 performance rights were issued to Darc Rasmussen. Subject to him remaining a Non-Executive Director of the Company on 31 August 2024, the rights will vest and are exercisable prior to 23 November 2028.
- iii. On 24 August 2023 10,547 performance rights were forfeited related to FY2022 employee share plan.
- iv. On 31 August 2023, 353,144 ordinary shares were issued as a result of vesting of performance share rights originally issued in accordance with the Company's remuneration strategy and under the adopted Employee Share Plan.
- v. On 20 September 2023, a total of 765,917 performance rights were forfeited relating to the FY2023 employee share plan.
- vi. On 27 November 2023 a total of 24,313 performance rights were forfeited related to FY2020 and FY2021 employee share plan.

Expense arising from share-based payment transactions.

	31-Dec-23	31-Dec-22
	\$	\$
Performance rights	410,768	220,802
Total expense	410,768	220,802

9. Fair value of financial instruments

The carrying amounts and estimated fair values of the Group's financial instruments recognised in the financial statements are materially the same.

10. Subsequent events

Other than as already noted in the financial statements, there have been no significant subsequent events since the end of the reporting period.

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Directors' Declaration

The Directors declare that the financial statements and notes set out on pages 7 to 18 are in accordance with the *Corporations Act 2001*, including:

- i. Complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*, and other mandatory professional reporting requirements; and
- ii. Giving a true and fair view of the financial position of the consolidated entity as at 31 December 2023 and of its performance for the half-year ended on that date.

In the Directors' opinion there are reasonable grounds to believe that Urbanise.com Limited will be able to pay its debts as and when they become due and payable.

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

Signed in accordance with a resolution of the Directors.

On behalf of the Directors



Darc Rasmussen
Non-Executive Chairman
21 February 2024



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**Independent Auditor's Review Report
To the Members of Urbanise.com Limited
A.B.N. 70 095 768 086
And Controlled Entities**

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year consolidated financial report of Urbanise.com Limited and controlled entities (the consolidated entity) which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the half-year ended on that date, the accounting policies and other selected explanatory notes and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The Directors of Urbanise.com Limited (the company) are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review engagements ASRE 2410: Review of a Financial Report Performed by the Independent Auditor of the Entity in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date and complying with Accounting Standard AASB 134: Interim Financial Reporting and the *Corporations Regulations 2001*. As the auditor of Urbanise.com Limited and controlled entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Emphasis of Matter Relating to Going Concern

Without qualifying our opinion, we draw attention to Note 2 in the financial report regarding going concern. The group incurred a net loss of \$1,555,998 for the half year ended 31 December 2023 and as of that date, had cash at bank of \$3,763,301, current assets of \$6,455,417, current liabilities of \$7,434,454 and total equity of \$6,655,811. These conditions, along with other matters detailed in Note 2, indicate the existence of a material uncertainty which may cast doubt on the group's ability to continue as a going concern.

Matters Relating to the Electronic Presentation of the Audited Financial Report

This review report relates to the financial report of the company for the half-year ended 31 December 2023 included on the website of Urbanise.com Limited. The directors of the company are responsible for the integrity of the website and we have not been engaged to report on its integrity. This review report refers only to the half-year financial report identified above and it does not provide an opinion on any other information which may have been hyperlinked to or from the financial report. If users of this report are concerned with the inherent risks arising from electronic data communications, they are advised to refer to the hard copy of the reviewed financial report to confirm the information included in the reviewed financial report presented on the company's website.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Urbanise.com Limited, would be in the same terms if provided to the directors as at the time of this auditor's review report.

Conclusions

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Urbanise.com Limited and controlled entities is not in accordance with the *Corporations Act 2001* including:

- (i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- (ii) complying with AASB 134: Interim Financial Reporting and the *Corporations Regulations 2001*.

A D DANIELI AUDIT PTY LTD



Sam Danieli
Director

Sydney, 21 February 2024

