

RSL Care RDNS Limited

(Trading as Bolton Clarke)

ACN 010 488 454

Chairman and Group CEO Reports
for the year ended 30 June 2023

Chairman's Report – 2023 Year in Review

This year we achieved a major milestone in our vision to grow genuinely integrated services in innovative ways – through co-location, strategic acquisitions, health partnerships and co-designed built environments.

It's a vision we have honed and tested annually, and one that has stood the test and delivered results. Bolton Clarke now supports more than 130,000 people through home care programs and across 38 retirement villages and 88 residential care homes.

Building on the acquisitions of Acacia Living Group and Allity over the past two years, we brought respected family operator McKenzie Aged Care into the Group, further expanding our residential services in areas where we have a strong existing home care presence.

We've also seen growing momentum for our capital works pipeline. We celebrated the official launch of our Callisto Place retirement village at Bundoora, Melbourne, and in Sydney, our new Willowdale home at Denham Court welcomed its first residents in October. We've worked closely with the neighbouring Levande retirement community throughout the project and its residents have been enthusiastic about the additional services Willowdale will bring.

Making an impact

Innovation grounded in research and deep experience is helping us reshape how we support people to age well.

The work of our Research Institute is informing new approaches that are making a sustained and positive impact for people and communities in Australia and internationally.

Alongside their deep clinical expertise and work in areas like wound care, diabetes, dementia and frailty, they are looking beyond traditional medical models of care to improve community wellbeing through social connection. The Connect Local program, launched in Glen Eira, Victoria this year, is an excellent example of the power of community partnerships to help promote wellbeing, connection and independence.

The impact of the Institute's research is further amplified through a strong network of partnerships and collaborations, from primary health networks to universities and research organisations. Notable examples are Head of Research Professor Judy Lowthian's appointment to the Ending Loneliness Together Advisory Committee, Senior Research Fellow Dr Claudia Meyer's appointment as President and Chair of the Australian Association of Gerontology Board, and Dr Rajna Ogrin's role as Associate Editor, Australasian Journal on Ageing.

At the operational level, our innovation hub has been working with frontline and support teams identifying opportunities to improve and problem solve, with the goal of freeing our people to focus on client and resident care. This has led to innovations like the Buddy app, which connects retirement village residents with each other and with maintenance and concierge services and is now rolling out across our villages.

Driving change

In January, the federal government released the aged care reform roadmap to provide greater visibility and an indicative timeline for key reform elements to June 2025.

Our existing Board composition and processes are strongly aligned with the new governance requirements. We have an independent, skills-based Board with a broad commercial skill set, strong clinical representation and a clinical governance committee. We also have established consumer engagement groups and a clear customer focus grounded in our constitution and charitable purpose to help people live a life of fulfillment.

The extraordinary depth of expertise across our organisation has also been recognised through opportunities to provide expert advice and input into the future of ageing policy.

Examples of this are the Aged Care Taskforce – an important step toward looking at alternative funding models with a particular focus on co-contributions – and the important conversation around workforce challenges.

We have also been represented at Board and Committee levels on the Aged & Community Care Providers Association, the National Aged Care Advisory Council and the Australian Clinical Research Network.

Honouring our veteran legacy

As we have grown, it's been pleasing to see our services united by a shared history of veteran support.

It was moving to be part of the Anzac Day commemoration at Fernhill, our oldest continuously operating home, with around 1,000 local community members in attendance including a strong contingent of veteran residents.

Also on Anzac Day, we saw Milford Grange resident Olive Pugh, who worked as cypher at the RAAF headquarters in Brisbane during World War II, honoured as the first woman to lead the Ipswich Anzac Day parade, while Fairview resident and former gunner Cynthia Clifford took pride of place in the Brisbane march.

Our Research Institute continues to contribute to best practice around meeting the specific needs of the veteran community and understanding the greater needs and complexity of the veteran ageing experience. This has included work to understand the different home care needs of veterans and progress towards broader rollout of the Weaving Evidence into Action for Veterans with Dementia (WEAVE) program in our residential homes.

Awards and innovation achievements

The tremendous efforts of our teams through COVID-19 and beyond were recognised at the 11th Asia Pacific Eldercare Innovation Awards, where we were named Operator of the Year – Residential Aged Care and winner of COVID-19 Innovation of the Year (Loneliness).

We've also achieved a long-held ambition in being recognised as an Employer of Choice at the Australian Business Awards 2023. It's an important differentiator in a highly competitive workforce environment. We know the larger size, breadth and unique offerings of Bolton Clarke as a not-for-profit create strong opportunities for employees looking for an established organisation with proven values, stability and career development options.

Personal reflection

On a personal note, this year has been my last as Chairman of Bolton Clarke as I have reached the tenure set by our Constitution and will step down from the Board as part of a well-planned succession.

It's been a privilege to chart the direction of this exceptional organisation alongside a highly skilled Board focused on enabling and empowering innovation and expanding capability to meet customer needs.

Central to our remarkable transformation and growth since coming together as Bolton Clarke has been the courage, vision and clear insight of Group CEO Stephen Muggleton and his executive leadership team.

I am confident incoming Chair Anthony Crawford will continue to progress this important work. I look forward to seeing Bolton Clarke continue to grow, innovate and lead the development of a truly integrated and transformative model for ageing well.



Pat McIntosh AM CSC
Chairman

Group CEO's Report - 2023

It's an exceptional time for our organisation. In 2023 we continued bringing together the best high-quality providers to better connect and integrate our services and support an improved ageing experience for more people across Australia.

This year saw Bolton Clarke successfully integrate Acacia Living Group and Allity. At the same time, we welcomed McKenzie Aged Care to the Group drawing on our closely aligned values, history of veteran service and focus on person-centered care. These acquisitions established the Group as the largest independent not-for-profit aged care provider in Australia, recording more than \$1 billion in revenue and EBITDA of \$116.6 million in 2023.

Through one of the largest integration programs nationally, we have brought together 15,000+ team members and further expanded our capabilities to meet the increasing requirements of the ageing population.

As part of our integration work this financial year, we undertook an internal restructure of the Allity assets originally acquired in February 2022. This resulted in the Group posting a capital gains tax liability of \$197.7 million in FY23 which will be offset by an FY24 franking credit refund of \$193.5 million.

This has led to a timing difference of tax liabilities and tax credits in FY23 and FY24. The overall impact of this accounting item across the two financial years, is minimal.

Importantly, the tax liability in FY23 does not impact on the Group's ability to operate and report on a going concern basis. The Directors have considered the forecast cashflows and results from operations in FY24 (in light of an operating environment of increasing regulatory certainty), the significant unrestricted cash balances held, and the undrawn debt facilities available to the Group in reaching this conclusion.

One of the most rewarding things about our growth is the enhanced opportunities we now have to work with individual clients and residents to tailor services across the full continuum of care and living options. Being able to do this has been a key driver behind our vision and strategy.

Against this backdrop, 2023 brought with it post-pandemic headwinds of ongoing workforce shortages, substantial cost of living pressures, and another year of rapidly evolving policy and sector reform.

We've actively engaged in this reform through participation in the Aged Care Taskforce that's guiding the government on alternative funding models and workforce capability strategies, and by contributing to reviews of the Aged Care Act, Aged Care Quality and Safety Commission, Quality Standards and Support at Home program.

Implementing the government's aged care reform roadmap has featured in residential care in the last 12 months including embedding the Star Ratings system, the National Aged Care Mandatory Quality Indicator measures, 24/7 registered nurse responsibility and most recently putting in place the first of the mandatory care minute targets. All significant steps as the sector charts its course in response to the changing needs of the Australian population.

There's been a lot to celebrate in 2023...

At the top of the list is the steadily reducing impact of COVID-19. We have maintained our disciplined program of protective and preventative measures through the fourth and fifth waves. High vaccination rates and the effectiveness of anti-viral medication resulted in shortened infection periods and reduced health impacts for residents, clients and our teams.

Also notable has been the work value case 15 per cent minimum wage increase to award rates for direct care workers. This uplift was well-deserved and long overdue. As one of the first providers to sign up for the work value case, we have consistently advocated for the pay rise to be extended to all aged care workers.

Across the Group, we've achieved strong performance with another year of record growth in home care packages and in residential care and retirement living occupancy levels.

We've received an impressive range of awards and recognition including being named an Employer of Choice in the Australian Business Awards 2023. This award recognises the Group's outstanding workplace health and safety performance and our innovative approaches to employee recruitment, engagement and retention, in-house training and education, access to best practices through research and clinical expertise, ongoing professional development and wellbeing services.

We welcomed residents to our 88th residential home in south-west Sydney – Willowdale and construction has advanced on our second Victorian retirement village at Bundoora – Callisto Place where the first residents will join us in mid 2024. Meanwhile, Europa on Alma residents celebrated their first anniversary and are well and truly settled into their beautiful vertical retirement village in vibrant St Kilda.

All are great examples of our co-design approach working with researchers, communities and customers to develop contemporary environmental design solutions that support wellbeing and independence at all life stages.

The Research Institute has continued its innovative work in 2023 with customers' health, services and wellbeing at the forefront of some important initiatives. We've partnered with Ending Loneliness Together in a national collaboration to tackle loneliness; developed our Storytelling in Health and Aged care, Research and Education (SHARE) program incorporating expanded life stories and intergenerational projects; and launched the Connect Local social prescribing program in Melbourne.

Our Be Healthy and Active program, now in its eighth year, has delivered healthy ageing workshops to 33,000 participants from across the community, often hosted in our own retirement villages.

Looking ahead

I'd like to acknowledge our Chairman Pat McIntosh who will retire this year and to recognise his extraordinary vision and guidance over the last 13 years. It has been a privilege to work with Pat during such a pivotal period in Bolton Clarke's history, from bringing RDNS and RSL Care together to the more recent acquisitions.

In sharing this news, we welcome Anthony Crawford who will take over from Pat as Chairman. Tony is an experienced board chair and non-executive director with over 30 years' experience across a variety of sectors including not-for-profit, health, insurance, legal, sport and government.

I look forward to continuing to work with Tony and the Directors and thank them for their stewardship and counsel through our recent growth – the success of this is a direct result of their clear strategic direction and strong governance.

My thanks also goes to the executive leadership team for another outstanding year of professionalism and innovative problem-solving.

And finally, I extend my deep appreciation to our talented and hardworking frontline teams. None of the milestones we've achieved would be possible without their dedication and commitment to keep delivering the highest possible quality care and support to help our clients and residents to live positively.



Stephen Muggleton
Group CEO

RSL Care RDNS Limited

(Trading as Bolton Clarke)

ACN 010 488 454

General Purpose Financial Report
for the year ended 30 June 2023

The Directors of RSL Care RDNS Limited ACN 010 488 454 (**'Company'**), the Trustee of the RSL (QLD) War Veterans' Homes Trust ABN 50 181 542 617 (**'Trust'**) and the Managing Trustee of the Scartwater (Aged Care) Trust ABN 14 567 533 824 (**'Scartwater Trust'**) present their report on the Trust, the Scartwater Trust, Royal District Nursing Service Limited ABN 49 052 188 717 (**'RDNS'**) and its subsidiaries, Australian Aged Care Partners Holdings Pty Ltd ACN 162 265 983 and its subsidiaries (**'Allity'**), Acacia Living Group Limited ACN 654 457 995 (**'Acacia Living'**) McKenzie Aged Care Group Pty Ltd ACN 006 276 124 and Cabool Retirement Villages Pty Ltd ACN 603 066 208 (McKenzie Aged Care Group) (collectively, the **'Group'**) for the financial year ended 30 June 2023 and the Independent Auditor's Report thereon.

1. Legal structure

RSL Care RDNS Limited was incorporated on 21 December 1983 as a public company limited by guarantee. It was established to act as Trustee of the Trust under a Deed of Trust dated 13 December 1983. The principal activity of the Trust is to provide relief from poverty, distress, sickness, disability, destitution, suffering, misfortune and helplessness to people in need in Australia as a public benevolent institution, including by providing care, accommodation and services for ex-service men and women, their dependants and other members of the community.

In 2004 the Company commenced acting as the Managing Trustee of the Scartwater Trust. The Scartwater Trust owns a residential care facility in Bowen, Queensland.

On 1 April 2016, the Company, in its capacity as Trustee of the Trust, merged with RDNS, a public company limited by guarantee. The principal activity of RDNS is to provide relief from poverty, distress, sickness, disability, destitution, suffering, misfortune and helplessness to people in need as a public benevolent institution, including by providing nursing, caring and midwifery services.

In 2017 RDNS acquired the Altura Learning group of entities. Altura Learning group creates online educational resources, predominantly for the aged care sector, and has operations in Australia, the United Kingdom, Ireland and New Zealand.

In 2017 the Company commenced trading as Bolton Clarke.

On 1 November 2021 the Company, in its capacity as Trustee of the Trust, merged with Acacia Living, a public company limited by guarantee. The principal activity of Acacia Living is to provide aged and infirm persons who are in needy circumstances, including but not limited to armed forces veterans and their dependants, with accommodation, care and assistance services within aged care facilities, respite centres, retirement villages, other residential facilities and by providing community care services. Acacia Living operates residential care facilities, retirement villages and a home care business in Western Australia.

On 28 February 2022 the Company, in its capacity as Trustee of the Trust, acquired the Allity group of entities. The Allity group operates residential care facilities in Queensland, New South Wales, Victoria and South Australia and retirement villages in Queensland, New South Wales and South Australia. On 1 December 2022 the assets and liabilities of the Allity group of companies were transferred to the Company, in its capacity as Trustee of the Trust.

On 17 February 2023 the Company, in its capacity as Trustee of the Trust, acquired the McKenzie Aged Care Group of entities. McKenzie Aged Care Group operates residential care facilities in Queensland, New South Wales and Victoria and retirement villages in Queensland.

2. Directors

(a) Qualifications and experience

Listed below are the details of Directors of the Company in office at any time during or since the end of the financial year, their qualifications, experience and special responsibilities. Unless otherwise stated, Directors have been in office since the start of the financial year.

Director	Committee Membership	Experience
<p>Mr Pat McIntosh AM CSC</p> <p>B.Bus, GradDipMgmt, MBA, MAICD</p>	<p>Chairman of the Board</p>	<p>Mr McIntosh was a senior officer in the Australian Army where he served for 27 years. He is a graduate of the Australian Army Staff College and the Australian Defence College. He has a wide range of command and leadership experience, including senior command appointments and operational command.</p> <p>Following his service, Mr McIntosh worked in the finance sector for 13 years and established a financial planning business. In addition to serving as Chair of Bolton Clarke, he is the Chair of two for-profit businesses - Altura Learning and RDNS Hong Kong - and the Chair of not-for-profit provider Royal District Nursing Services New Zealand. He is also on the Board of the Southern Cross Credit Union.</p>
<p>Mr Jeffrey McDermid</p> <p>B Econ, FAICD, FCA</p>	<p>Chair, Risk and Audit Committee</p> <p>Member, Capital Committee</p>	<p>Mr McDermid has over 50 years' experience within the accounting profession and has been a Director of not-for-profit and for-profit organisations. His board roles extend across a wide range of sectors including property development, human resources, private education, tourism, agricultural equipment supply, online retail, hotel, shopping centre and technology industries.</p> <p>Mr McDermid is a former Member of the Griffith University Gold Coast Advisory Council. Mr McDermid is also a former partner of WMS Chartered Accountants and Ernst & Young. Mr McDermid brings to the Board a wide variety of skills and experience in financial management, corporate governance and strategic thinking.</p>
<p>Mr Robert Lourey</p> <p>B.Bus, GAICD</p>	<p>Chair, Nomination and Remuneration Committee</p> <p>Member, Clinical and Care Governance Committee</p>	<p>Mr Lourey has extensive listed company senior executive experience. He has served as the principal human resources executive in large, internationally based, publicly listed companies across a broad range of industries including international education, media, property development and construction, manufacturing, finance and banking.</p> <p>Mr Lourey is a Director of Altura Learning. Mr Lourey is a former Chair of Access EAP and a former member of the Boards of KU Children's Services, Michael Page plc and Afrox and Afrox Healthcare (RSA), as well as a former member of the Advisory Board of Moir Group.</p>

2. Directors (continued)

(a) Qualifications and experience (continued)

Director	Committee Membership	Experience
<p>Mr Stuart Lummis B Econ, Grad Dip Applied Proj & Const Mngt, Post Grad Dip Acctg, Finsia, FAICD</p>	<p>Chair, Capital Committee Member, Risk and Audit Committee</p>	<p>Mr Lummis has over 40 years' experience as a senior executive and company director with a strong background in the property sector and managing complex property portfolios, gained through his role as the Chief of Developments and Capital Planning at Southern Cross Care Queensland and in former similar roles at Yourtown and with the Catholic Archdiocese.</p> <p>Mr Lummis has extensive experience in both large publicly listed groups and not-for-profit organisations. He is also a member of the Property Council of Queensland's Social Infrastructure Committee and a Director of Brisbane Markets Limited, Deaf Services Queensland Limited, Heritage Council of Queensland, Nazareth Care Australia and National Trust (Australia) Queensland. He is the Chair of the Property Advisory Committee and a member of the Capital Assistance Assessment Committee of the Queensland Catholic Education Commission.</p>
<p>Dr Cherrell Hirst AO FTSE, MBBS, BEdSt, D.Univ (Honorary), FAICD (Life)</p>	<p>Member, Clinical and Care Governance Committee Member, Risk and Audit Committee</p>	<p>Dr Hirst is a member of the Board of the John Villiers Trust and is a Director of Altura Learning Group Holdings and its subsidiaries.</p> <p>Dr Hirst has formerly held Board membership of a number of organisations including Medibank Limited, Gold Coast Hospital and Health Service, Suncorp Metway Limited, Peplin Limited, Avant Group (including Avant Insurance Ltd), ImpediMed Limited and Factor Therapeutics Limited. She was Chancellor of Queensland University of Technology from 1994 to 2004 and chaired the Advisory Board of the Institute of Molecular Biosciences at the University of Queensland from 2014 to 2021.</p>
<p>Associate Professor, Dr Bev Rowbotham AO MBBS (Hons 1), MD, FRACP, FRACPA, FAICD</p>	<p>Chair, Clinical and Care Governance Committee Member, Nomination and Remuneration Committee</p>	<p>Dr Rowbotham is a medical specialist and non-executive company director with a career long focus on client safety and wellbeing in the healthcare, disability and aged care sectors.</p> <p>Associate Professor Rowbotham chairs the Federal Government's National Pathology Accreditation Advisory Council and Avant Mutual Group, Australia's largest medical indemnity insurance provider. She is also a Director of the private health insurer, Doctors Health Fund.</p>

2. Directors (continued)

(a) Qualifications and experience (continued)

Director	Committee Membership	Experience
Mr Anthony Crawford BA, LLB, FAICD Appointed 30 November 2022	Member, Nomination and Remuneration Committee Member, Capital Committee	<p>Mr Crawford is an experienced board chair and non-executive director across a variety of sectors including not-for-profit, health, insurance, legal, sport and government. He had an extensive legal career over 30 years at national law firm DLA Phillips Fox including as the Chief Executive Officer and Chairman of the Board.</p> <p>Mr Crawford is currently the Chair of Heart Research Australia, the Energy and Water Ombudsman NSW, New South Wales Rugby Union Limited and Queensland Country Health Fund Pty Ltd. He is also a non-executive director of HBF Health Limited. Mr Crawford has previously been a member of the boards of Konekt Limited (a workplace occupational health risk, rehabilitation and training provider), Grant Thornton Australia and Thrifty Western Australia and the President of the Northern Suburbs Rugby Football Club.</p>

(b) Directors' attendance at meetings

The number of Directors' meetings of the Company (including meetings of Committees of Directors) and the number of meetings attended by each Director during the financial year were:

Director	Directors' Meetings		Capital Committee		Risk and Audit Committee		Nomination and Remuneration Committee		Clinical Care and Governance Committee	
	Held ¹	Attended ²	Held ¹	Attended ²	Held ¹	Attended ²	Held ¹	Attended ²	Held ¹	Attended ²
P. McIntosh	12	12	-	-	-	-	-	-	-	-
R. Lourey	12	11	1	1	-	-	4	4	2	2
J. McDermid	12	12	4	4	6	6	4	2	2	2
S. Lummis	12	12	4	4	6	6	-	-	-	-
C. Hirst	12	12	-	-	6	6	-	-	4	4
B. Rowbotham	12	11	-	-	2	2	4	4	4	4
A. Crawford	8	8	3	3	-	-	2	2	-	-

¹ Number of meetings held whilst the Director was a Board member or Committee member

² Number of meetings attended by the Director

3. Company Secretary

Ms Susan Stewart (LLB (Hons), LLM) was appointed as Company Secretary on 23 February 2012. In addition to her role as Company Secretary, she is General Counsel and responsible for the Group's legal, company secretarial, corporate governance, risk, internal audit, insurance and business continuity functions. Prior to her appointment Ms Stewart held the position of General Legal Counsel and Group Company Secretary at a listed property development, construction, funds management and retirement village company for six years and practised in national law firms for eighteen years in corporate and property law.

4. Principal Activities and Objectives

The principal activities of the Group during the financial year have been to provide relief from poverty, distress, sickness, disability, destitution, suffering, misfortune and helplessness to people in need, by:

- providing care, accommodation and services for veterans, their dependents and other deserving persons in need;
- providing caring, nursing and midwifery services in Australia and New Zealand; and
- providing such benevolent relief to people in need as considered necessary to further their health and well-being.

The Group also provides televisual education content for organisations delivering services in residential care and home care in Australia, New Zealand, the United Kingdom and Ireland.

5. Review and results of operations

The operations of the Group are reviewed in the Chairman's Report and the Chief Executive Officer's Report in the separately issued Year in Review.

THE GROUP'S PORTFOLIO

The Group completed the acquisition of McKenzie Aged Care Group during the year, significantly increasing the scale of the Group's residential care operations.

Residential aged care

	Number of Homes						Number of Allocated Places					
	QLD	NSW	VIC	SA	WA	Total	QLD	NSW	VIC	SA	WA	Total
As at 30 June 2022	23	18	16	11	2	70	2,336	1,591	1,355	1,139	265	6,686
McKenzie acquisition	9	2	6	-	-	17	1,107	213	569	-	-	1,889
As at 30 June 2023	32	20	22	11	2	87	3,443	1,804	1,924	1,139	265	8,575

Retirement villages

	Number of Villages						Number of Independent Living Units					
	QLD	NSW	VIC	SA	WA	Total	QLD	NSW	VIC	SA	WA	Total
As at 30 June 2022	21	5	2	1	7	36	1,670	393	101	24	386	2,574
McKenzie acquisition	2	-	-	-	-	2	83	-	-	-	-	83
As at 30 June 2023	23	5	2	1	7	38	1,753	393	101	24	386	2,657

Additionally, the Group provides services to more than 105,000 clients via its various community care programs.

5. Review and results of operations (continued)

COVID-19

The Group cares for those members of the community who are most vulnerable to the COVID-19 virus. The Group continues to adopt a disciplined and managed program of protective and preventative measures in accordance with local health authorities' and its own risk assessments. The impact of COVID-19 on the sector reduced in the early part of the financial year, in line with the reduced impact in the wider community and reduced Public Health settings.

The "Fourth Wave", which escalated in the community during November 2022 and into January 2023, resulted in a partial reversal of this decline, which was repeated during the "Fifth Wave" in May and June 2023. Nevertheless, the high level of vaccination rates and the effectiveness of anti-viral medication has seen shortened periods of infection and lower levels of impact on the health of residents and staff compared to prior periods.

Approved Providers are able to apply for Government grants to recover some of the costs associated with COVID-19 outbreaks. These grants do not cover preventative measures taken by the Group outside of outbreak periods in specific homes. The period covered by grant schemes has been extended on multiple occasions, including a new scheme covering costs up to 31 December 2023.

As referenced in the Group's 2022 General Purpose Finance Report, delays continue in the Government's processing of grant applications across the whole aged care sector, including those of the Group. These delays resulted in grants relating to FY22 costs being received in FY23 with the potential to distort the view of the financial performance of the Group between the two years. Since 31 December 2022, the Government has invested additional resources in processing more than 11,000 claims made across the sector, which has resulted in an increase in the amount and speed with which claims have been processed.

The Group has incurred \$28.8 million (2022: \$24.2 million) in additional costs in managing COVID-19. \$24.1 million (2022: \$5.0 million) of these costs have been offset by grants received under Federal Government COVID-19 Relief programs. As at 30 June 2023, the Group had lodged an additional \$22.6 million of claims which, if confirmed, will be recorded as revenue in the next financial year. The Group has experienced a low rejection rate of some elements of its claims, with more than 95% by value accepted, and no claim has been rejected entirely. The Directors are confident that a significant majority of its lodged claims will be received prior to 31 December 2023.

REGULATORY ENVIRONMENT AND REFORM POST ROYAL COMMISSION

The Royal Commission into Aged Care Quality and Safety ("the Royal Commission") handed down its final report on 26 February 2021, making 148 recommendations covering quality, funding and sustainability reforms.

The Government's response has seen multiple reforms to the residential aged care sector, the majority of which have now been legislated, including changes to funding models, introducing the Independent Health and Aged Care Pricing Authority ("IHACPA"), removing capacity constraints on bed licences, mandating minimum care minutes and increased transparency, reporting and governance.

The most significant changes which have now been enacted which impact future financial performance relate to:

- Discontinuing the Aged Care Approvals Round and allocating residential care places to consumers as opposed to the current bed licence arrangements from July 2024.
- The replacement of the Aged Care Funding Instrument ("ACFI") with an alternative case-mix model (referred to as AN-ACC) in October 2022.
- The introduction of a publicly available 5 Star Rating system for all residential care homes from December 2022.
- The creation of IHACPA to provide cost and pricing advice and recommendations to the Government in relation to the funding of aged care services, with its first advice recently made to take effect from 1 July 2023.
- 24/7 attendance by a Registered Nurse in all residential care homes.
- Mandated minimum care minutes from 1 October 2023, increasing from 200 to 215 minutes per day from 1 October 2024.

5. Review and results of operations (continued)

REGULATORY ENVIRONMENT AND REFORM POST ROYAL COMMISSION (continued)

In May 2023, the Government announced a significant increase in funding to take effect from 1 July 2023 based on IHACPA's initial advice and recommendations which were published shortly afterwards. These increases followed the introduction of AN-ACC to replace ACFI in October 2022, with a significant uplift in funding to enable Approved Providers to finance the Work Value Case of the Fair Work Commission and contribute to minimum mandated care minutes, amongst other costs.

WORKFORCE

The Group has placed a strong emphasis on employee engagement, retention and leadership programs, with our efforts to increase employee retention successfully reducing staff turnover to pre-pandemic levels. These initiatives, in conjunction with our workplace health and safety performance, saw the Group named an Employer of Choice in the Australian Business Awards in September 2023. Key initiatives include:

- ongoing support for staff including for their professional development through our clinical learning and mentoring programs, including a Personal Care Worker Academy in Melbourne;
- boosting our residential care staffing levels and introducing a new care champions role to provide extra support to our most vulnerable residents;
- new recruitment pipelines including our international sourcing strategy, graduate nursing program and rewards for employees who refer new staff to us through the Care Friends App; and
- leadership support programs through our Leadership Academy, with a focus on developing emotional intelligence and a coaching style of leadership.

AWARDS AND RECOGNITION

In addition to being named an Employer of Choice, the capability of the Group has been further reflected in industry recognition, with recent national and international awards. These awards include:

- 11th Asia Pacific Eldercare Innovation Awards (Ageing Asia) 2023:
 - Winner - Operator of the Year – Residential Aged Care
 - Winner – Innovation of the Year – Response to COVID-19
 - Finalist – Operator of the Year – Home Care
 - Finalist – Facility of the Year – Ageing in Place
- Future of Ageing Awards 2023:
 - Finalist – Sustainability
- National Retirement Living Awards
 - Finalist – Best Luxury Retirement Living Development (Europa on Alma)
 - Finalist – Best Retirement Living Development (Europa on Alma)

The Group was named Operator of the Year – Residential Aged Care at the 11th Asia Pacific Eldercare Innovation Awards acknowledging the organisation's co-located services and research-based dementia care initiatives, SHARE intergenerational storytelling programs and innovative approaches to help residents make meaningful connections and pursue individual interests.

The organisation was also awarded Innovation of the Year at those same awards for work to address the social impact of COVID-19. This included working with VIC Health to provide more than 11,500 in-home COVID-19 tests under the Call to Test strategy, collaborating with St Vincent's Hospital to operate a mobile health immunisation service, expanding telehealth services including a new telephone continence assessment, connecting homeless people with food, accommodation and health services and developing and delivering research-based in-home interventions around frailty and falls prevention.

5. Review and results of operations (continued)

REVIEW OF FINANCIAL PERFORMANCE AND FINANCIAL POSITION

In addition to an operating environment of significant regulatory reform as described above, FY23 involved the ongoing system, people and process integration of Acacia Living Group and Allity (acquired in the prior year), while concurrently acquiring and integrating McKenzie Aged Care Group. FY23 saw the impact of a full year of operations for both Acacia Living and Allity, plus the inclusion of the results of McKenzie Aged Care Group from 17 February 2023.

In FY23 the Group's Operating EBITDA increased by 45%, from \$78.0 million to \$113.4 million. In addition to depreciation, amortisation and net finance costs, Operating EBITDA excludes those revenue and expense items associated with COVID-19 and items that are not core to the ongoing operations of the Group, including the costs of transaction due diligence and execution and the integration of previous acquisitions. The calculation of Operating EBITDA is shown on page 10. Operating EBITDA is analysed for each business line on page 11.

The Group's statutory net deficit after income tax for the year was \$232.5 million (2022: deficit of \$1.5 million). During the year, an internal restructuring of assets and operations resulted in a wholly owned subsidiary incurring a \$193.7 million capital gains tax liability. On 27 September 2023, the wholly owned subsidiary declared a fully franked dividend of \$451.4 million, payable to RSL Care RDNS Limited as trustee of the RSL (QLD) War Veterans' Homes Trust. As the Trust is exempt from income tax in accordance with the *Income Tax Assessment Act 1997 (C'th)*, it is expected the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

The Group's balance sheet has \$12.9 million (2022: \$251.4 million) of equity supporting \$4,155.8 million (2022: \$3,372.5 million) of total assets. At 30 June 2023 the Group had bank debt of \$675.0 million (2022: \$911.0 million), having repaid a net amount of \$236.0 million during the year, predominantly through the proceeds of the sale and leaseback of nine residential aged care homes, as described in note A6. Debt repayment was also facilitated by the generation of net operating cashflows of \$85.4 million (2022: \$18.9 million) during the year.

5 Review and results of operations (continued)

	2023	2022
	\$m	\$m
Total operating revenue	1,119.7	711.7
Operating expenditure		
Employee benefits expense	(775.1)	(468.3)
Occupancy expenses	(75.5)	(44.0)
Repairs, maintenance and replacements	(27.7)	(17.8)
Rates and taxes	(11.1)	(7.1)
Information technology expenses	(28.9)	(22.1)
Share of loss of associate	-	(0.1)
Other expenses	(88.0)	(74.3)
Net operating expenses	(1,006.3)	(633.7)
Operating EBITDA	113.4	78.0
Non-operating income		
Surplus on disposal of assets	0.6	0.9
COVID-19 subsidy income	24.1	5.0
Fair value increment on retirement village assets	25.6	15.9
Non-operating expenses		
Retirement village residents' share of fair value increment)	(15.7)	(11.0)
Due diligence and acquisition costs	(3.2)	(14.1)
Acquisition integration costs	(15.0)	(4.3)
COVID-19 expenses	(28.8)	(24.2)
Total EBITDA	101.0	46.2
Depreciation and amortisation	(71.4)	(45.7)
Finance costs	(93.9)	(19.7)
Finance income	36.3	2.9
Deficit for the year before income tax	(28.0)	(16.3)
Income tax (expense) / benefit	(204.5)	14.8
Deficit for the year after income tax	(232.5)	(1.5)

5. Review and results of operations (continued)

Year ended 30 June 2023	Residential Care \$m	Retirement Living \$m	At Home Support \$m	Other (i) \$m	Total \$m
Total operating revenue	752.1	48.5	283.4	35.7	1,119.7
Operating expenditure					
Employee benefits expense	(460.2)	(6.5)	(186.6)	(121.8)	(775.1)
Occupancy expenses	(63.3)	(1.3)	(1.0)	(9.9)	(75.5)
Repairs, maintenance and replacements	(21.3)	(5.2)	(0.5)	(0.7)	(27.7)
Rates and taxes	(7.0)	(2.7)	-	(1.4)	(11.1)
Information technology expenses	(1.1)	-	(2.8)	(25.0)	(28.9)
Other expenses (ii)	(83.2)	(12.4)	(74.6)	82.2	(88.0)
Net operating expenses	(636.1)	(28.1)	(265.5)	(76.6)	(1,006.3)
Operating EBITDA	116.0	20.4	17.9	(40.9)	113.4
Non-operating income					
Surplus on disposal of assets	-	-	-	0.6	0.6
COVID-19 subsidy income	-	-	-	24.1	24.1
Fair value increment on retirement village assets	-	25.6	-	-	25.6
Non-operating expenses					
Retirement village residents' share of fair value increment	-	(15.7)	-	-	(15.7)
Due diligence and acquisition costs	-	-	-	(3.2)	(3.2)
Acquisition integration costs	-	-	-	(15.0)	(15.0)
COVID-19 expenses	-	-	-	(28.8)	(28.8)
Total EBITDA	116.0	30.3	17.9	(63.2)	101.0
Depreciation and amortisation	(39.8)	-	(2.4)	(29.2)	(71.4)
Finance costs	(5.9)	-	(0.7)	(87.3)	(93.9)
Finance income	-	-	-	36.3	36.3
(Deficit) / surplus for the year before income tax	70.3	30.3	14.8	(143.4)	(28.0)
Income tax expense	-	-	-	(204.5)	(204.5)
(Deficit) / surplus for the year after income tax	70.3	30.3	14.8	(347.9)	(232.5)

(i) Other includes Altura Learning, RDNS Hong Kong, corporate cost centres and consolidation eliminations

(ii) Other expenses includes the internal allocation of corporate overhead costs to the individual business lines

5. Review and results of operations (continued)

Year ended 30 June 2022	Residential Care \$m	Retirement Living \$m	At Home Support \$m	Other (i) \$m	Total \$m
Total operating revenue	396.2	35.1	258.1	22.3	711.7
Operating expenditure					
Employee benefits expense	(229.8)	(5.4)	(169.3)	(63.8)	(468.3)
Occupancy expenses	(35.9)	(2.5)	(1.4)	(4.2)	(44.0)
Repairs, maintenance and replacements	(13.0)	(3.6)	(0.5)	(0.7)	(17.8)
Rates and taxes	(3.1)	(2.6)	-	(1.4)	(7.1)
Information technology expenses	(1.0)	-	(2.6)	(18.5)	(22.1)
Share of loss of associate	-	-	-	(0.1)	(0.1)
Other expenses (ii)	(41.1)	(10.4)	(64.8)	42.0	(74.3)
Net operating expenses	(323.9)	(24.5)	(238.6)	(46.7)	(633.7)
Operating EBITDA	72.3	10.6	19.5	(24.4)	78.0
Non-operating income					
Surplus on disposal of assets	-	-	-	0.9	0.9
COVID-19 subsidy income	-	-	-	5.0	5.0
Fair value increment on retirement village assets	-	15.9	-	-	15.9
Non-operating expenses					
Retirement village residents' share of fair value increment	-	(11.0)	-	-	(11.0)
Due diligence and acquisition costs	-	-	-	(14.1)	(14.1)
Acquisition integration costs	-	-	-	(4.3)	(4.3)
COVID-19 expenses	-	-	-	(24.2)	(24.2)
Total EBITDA	72.3	15.5	19.5	(61.1)	46.2
Depreciation and amortisation	(22.9)	-	(2.5)	(20.3)	(45.7)
Finance costs	(0.9)	-	(0.6)	(18.2)	(19.7)
Finance income	-	-	-	2.9	2.9
(Deficit) / surplus for the year before income tax	48.5	15.5	16.4	(96.7)	(16.3)
Income tax benefit	-	-	-	14.8	14.8
(Deficit) / surplus for the year after income tax	48.5	15.5	16.4	(81.9)	(1.5)

(i) Other includes Altura Learning, RDNS Hong Kong, corporate cost centres and consolidation eliminations

(ii) Other expenses includes the internal allocation of corporate overhead costs to the individual business lines

6. Significant changes in state of affairs

On 28 February 2022, the Trust acquired 100% of the shares in Australian Aged Care Partners Holdings Pty Ltd (trading as Allity). Allity operates 43 residential aged care facilities and three retirement villages throughout Queensland, New South Wales, Victoria and South Australia. On 1 December 2022 the assets and liabilities of Australian Aged Care Partners Holdings Pty Ltd and all its subsidiaries were transferred to the Trust.

On 17 February 2023, the Trust acquired the shares and assets of McKenzie Aged Care Group. McKenzie operates 17 residential aged care facilities and two retirement villages throughout Queensland, New South Wales and Victoria.

There has been no other significant change in the Group's state of affairs or the Group's operations during the financial year.

7. Going concern

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

The Group has incurred a net deficit for the year ended 30 June 2023 of \$28.0 million (2022: \$16.3 million), a net deficit after income tax for the year of \$232.5 million (2022: \$1.5 million) and has negative net current liabilities of \$2,856.3 million, comprising total current assets of \$179.3 million (2022: \$187.5 million) and total current liabilities of \$3,035.6 million (2022: \$2,127.0 million). The Group has generated positive cash flows from operating activities of \$85.4 million (2022: \$18.9 million).

The net deficit for the year and current liability position is primarily attributable to:

(a) Retirement village resident loans and refundable accommodation deposits (RADs), totalling \$2,543.7 million (2022: \$1,900.4 million), which are classified in full as a current liability, whereas the assets to which the loans and RADs relate (land, buildings and retirement village assets), are classified as non-current assets. Retirement village resident loans and RADs are classified as a current liability because the Group does not have an unconditional right to defer settlement of resident loans or RADs for at least 12 months after the reporting period. In practice, the rate at which residents vacate their retirement village units and their aged care accommodation can be estimated. Given that the resident profile is generally consistent with prior periods, these prior periods provide a reliable estimate of future payment trends. As noted in the cash flows from financing activities \$380.8 million (2022: \$238.5 million) of resident loans and RADs were refunded during the year. These refunded loans were replaced by incoming contributions (including RADs) of \$522.8 million (2022: \$308.9 million).

In addition, the Group has a liquidity management strategy in place that requires available liquidity to be equal to or in excess of 5% (2022: 6%) of the total RADs liability, to ensure that refunds can be paid as and when they fall due. The current minimum liquidity level set by the liquidity management strategy is \$100.0m (2022: \$80.0 million). This is 5.3% (2022: 6.0%) of the RADs liability of \$1,878.8 million (2022: \$1,314.8 million) at year end. Liquidity is monitored and cash flow forecasts are prepared on at least a monthly basis to ensure that the Group adheres to the liquidity management strategy.

The Group has syndicated financing facilities, of which \$143.0 million (2022: \$199.0 million) remains undrawn at 30 June 2023. This debt facility can be drawn down to repay RADs and resident loans should the Group experience significant RAD or resident loan net outflows.

(b) Current income tax liability of \$193.7 million arising from capital gains generated from an internal restructuring of assets and operations. On 27 September 2023, a wholly owned subsidiary declared a fully franked dividend of \$451.4 million payable to RSL Care RDNS Limited as trustee of the RSL (QLD) War Veterans' Homes Trust (another wholly owned subsidiary). As the Trust is exempt from income tax in accordance with *the Income Tax Assessment Act 1997 (C'th)*, it is expected the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

7. Going concern (continued)

In forming a view, the directors have given consideration to all available current information, including the following:

- Significant unrestricted cash balances as disclosed in note E1;
- Available undrawn debt facilities as disclosed in note E4, with the majority of the facility not expiring until February 2025 or February 2027;
- Forecast ongoing compliance with covenants under the syndicated financing facility;
- Subsequent events giving rise to dividends and associated franking credits as disclosed in note G7; and
- Forecast cash flows and results from operations in financial year 2024, in light of an operating environment of increasing regulatory certainty.

The Directors have concluded that there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due and payable and the basis of preparation of the financial report on a going concern basis is appropriate.

8. Indemnification and insurance of officers and auditors

Pursuant to the Constitution, all Directors and Company Secretaries, past and present, have been indemnified against all liabilities incurred by them in their capacity as a director or officer of the Company (except where the liability relates to a breach of certain provisions of the *Corporations Act 2001 (C'th)*) and against liability for certain legal costs. Since the end of the previous financial year, the Company has not indemnified or agreed to indemnify any person who is or has been an auditor of the Group against any liabilities.

During the financial year the Company has paid an insurance premium insuring the Directors and Officers of the Company under a Directors' and Officers' Liability insurance policy against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of a director or officer of the Company. A condition of such insurance contract is that the nature of the liability, the premium payable and certain other details of the policy are not to be disclosed.

9. Environmental regulation

The Group provides services from a number of properties which it has developed over the years across Australia. They are subject to legislation regulating land development. Consents, approvals and licences are generally required for all developments and it is usual for them to be granted with conditions. The Group complies with these requirements by ensuring that all necessary consents, approvals and licences are obtained prior to any project being commenced and consents, approvals and licences are implemented in order to ensure compliance with conditions. To the best of the Directors' knowledge, all projects have been undertaken in substantial compliance with these requirements.

10. Economic dependency

The Group is dependent on government funding under the *Aged Care Act 1997 (C'th)* for the operation of its residential aged care facilities and community care packages and services.

11. Non-audit services

Non-audit services of \$66,000 (2022: \$41,000) were provided by the Group's auditor during the financial year for consulting on the Group's Environment, Social and Governance Strategy.

12. Events subsequent to reporting date

During the year, an internal restructuring of assets and operations resulted in a wholly owned subsidiary incurring a \$193.7 million capital gains tax liability. On 27 September 2023, the wholly owned subsidiary declared a fully franked dividend of \$451.4 million, payable to RSL Care RDNS Limited as trustee of the Trust. As the Trust is exempt from income tax in accordance with the *Income Tax Assessment Act 1997 (C'th)*, it is expected the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

Other than the matters noted above, in the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report that is expected to significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

13. Contribution in winding up

The Company is incorporated under the *Corporations Act 2001 (C'th)* and is a company limited by guarantee. If the Company is wound up, the Constitution states that each member is required to contribute towards meeting any outstanding obligations of the entity. The Constitution requires each member to contribute a maximum of \$10. At 30 June 2023, the total amount that members of the Company were liable to contribute if the Company was wound up was \$240 (2022: \$270).

14. Auditor's independence declaration

A copy of the Auditor's Independence Declaration as required under s.60-40 of the *Australian Charities and Not-for-profits Commission Act 2012 (C'th)* is presented on page 16.

15. Rounding off of amounts

The Company is a company of the kind referred to in ASIC Corporations (Rounding Financials / Directors' Reports) Instrument 2016/191, dated 26 March 2016, and in accordance with the Corporations Instrument amounts in the Directors' Report and the financial statements are rounded off to the nearest hundred thousand dollars, unless otherwise indicated.

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



Mr Pat McIntosh AM CSC
Chairman
Brisbane, 28 September 2023

The Board of Directors
RSL Care RDNS Limited
Level 3
44 Musk Avenue
Kelvin Grove QLD 4059

28 September 2023

Dear Board Members

RSL Care RDNS Limited

In accordance with Subdivision 60-C of the *Australian Charities and Not-for profits Commission Act 2012*, I am pleased to provide the following declaration of independence to the directors of RSL Care RDNS Limited.

As lead audit partner for the audit of the consolidated financial statements of RSL Care RDNS Limited for the financial year ended 30 June 2023 I declare that to the best of my knowledge and belief, there have been no contraventions of:

- The auditor independence requirements as set out in the *Australian Charities and Not-for-profits Commission Act 2012* in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Vanessa de Waal
Partner
Chartered Accountants

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Signed Reports

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2023

	Note	2023 \$m	2022 \$m
Revenue and other income			
Revenue from continuing operations	B1	1,180.2	719.7
Other income	B1	0.6	0.9
Fair value increment on retirement village assets	D2	25.7	15.9
Total revenue and other income		1,206.5	736.5
Employee benefits expense			
Employee benefits expense	B2	(810.1)	(490.8)
Occupancy expenses		(77.8)	(47.9)
Repairs, maintenance and replacements		(27.7)	(17.8)
Rates and taxes		(11.2)	(7.1)
Depreciation and amortisation	B2	(71.4)	(45.7)
Information technology expenses		(29.9)	(23.1)
Retirement village residents' share of fair value increment		(15.7)	(11.0)
Due diligence and acquisition costs		(3.2)	(14.1)
Finance costs	B2	(93.9)	(20.7)
Share of loss of associate		-	(0.1)
Other expenses		(93.6)	(74.5)
Net total expenses		(1,234.5)	(752.8)
Deficit for the year before income tax		(28.0)	(16.3)
Income tax (expense) / benefit	B3	(204.5)	14.8
Deficit for the year attributable to RSL Care RDNS Limited		(232.5)	(1.5)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss:			
Net (loss) / gain on revaluation of land and buildings	D1	(12.2)	23.2
Items that may be reclassified subsequently to profit or loss			
Changes in the fair value of cash flow hedges	E6	6.4	2.6
Exchange differences on translating foreign operations		(0.2)	(0.1)
Other comprehensive (deficit) / income for the year		(6.0)	25.7
Total comprehensive (deficit) / income for the year attributable to RSL Care RDNS Limited		(238.5)	24.2

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the accompanying notes to the financial statements.

Consolidated Statement of Financial Position

As at 30 June 2023

	Note	2023 \$m	2022 ⁽ⁱ⁾ \$m
Current assets			
Cash and cash equivalents	E1	125.3	150.6
Trade and other receivables	C1	30.6	18.5
Prepayments and deposits		21.6	12.4
Derivative financial instruments	E6	1.8	2.6
Current tax assets		-	3.4
Total current assets		179.3	187.5
Non-current assets			
Prepayments and deposits		9.6	13.2
Derivative financial instruments	E6	7.1	-
Property, plant and equipment	D1	1,492.5	1,258.5
Right-of-use assets	E3	145.9	79.7
Retirement village assets	D2	955.6	859.6
Intangible assets	D3	1,365.3	956.8
Deferred tax assets	B3	0.5	17.2
Total non-current assets		3,976.5	3,185.0
Total assets		4,155.8	3,372.5
Current liabilities			
Trade and other payables	C2	99.3	80.8
Provisions	C3	118.5	95.3
Unearned revenue	C4	32.5	38.4
Lease liabilities	E3	16.9	12.0
Interest-bearing liabilities	E4	30.0	0.1
Other financial liabilities	E5	2,543.7	1,900.4
Income tax payable		194.7	-
Total current liabilities		3,035.6	2,127.0
Non-current liabilities			
Provisions	C3	16.1	9.3
Lease liabilities	E3	132.3	73.8
Interest-bearing liabilities	E4	958.9	911.0
Total non-current liabilities		1,107.3	994.1
Total liabilities		4,142.9	3,121.1
Net assets		12.9	251.4
Equity			
Reserves	E2	174.2	180.2
Accumulated (deficit) / surplus		(161.3)	71.2
Total equity		12.9	251.4

The above Consolidated Statement of Financial Position is to be read in conjunction with the accompanying notes to the financial statements.

(i) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

	Asset revaluation reserve \$m	Foreign currency translation reserve \$m	Acquisition reserve \$m	Cashflow hedge reserve \$m	Accumulated surplus / (deficit) \$m	Total equity \$m
Balance at 30 June 2021	119.9	(0.2)	21.8	-	72.7	214.2
Comprehensive income / (deficit) for the year						
Increment in value of freehold land and buildings	23.2	-	-	-	-	23.2
Foreign currency translation difference	-	(0.1)	-	-	-	(0.1)
Fair value gains taken to equity	-	-	-	2.6	-	2.6
Deficit for the year	-	-	-	-	(1.5)	(1.5)
Total comprehensive income / (deficit) for the year	23.2	(0.1)	-	2.6	(1.5)	24.2
Other Reserves						
Gain on merger (note F1)	-	-	13.0	-	-	13.0
Balance at 30 June 2022	143.1	(0.3)	34.8	2.6	71.2	251.4
Comprehensive income / (deficit) for the year						
Decrement in value of freehold land and buildings	(12.2)	-	-	-	-	(12.2)
Foreign currency translation difference	-	(0.2)	-	-	-	(0.2)
Fair value gains taken to equity	-	-	-	6.4	-	6.4
Deficit for the year	-	-	-	-	(232.5)	(232.5)
Total comprehensive income / (deficit) for the year	(12.2)	(0.2)	-	6.4	(232.5)	(238.5)
Balance at 30 June 2023	130.9	(0.5)	34.8	9.0	(161.3)	12.9

The above Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes to the financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	Note	2023 \$m	2022 \$m
Cash flows from operating activities			
Receipts from customers, residents and subsidies		1,144.5	721.5
Payments to suppliers and employees		(1,081.6)	(708.5)
Net GST received		16.7	6.7
Income tax refunded / (paid)		4.1	(3.4)
Donations and grants received		1.7	2.6
Net cash from operating activities	G4	85.4	18.9
Cash flows from investing activities			
Payments for property, plant and equipment		(72.7)	(57.2)
Payments for retirement village assets		(31.9)	(20.9)
Payments for intangible assets		(3.9)	(1.1)
Net receipt / (payment) for business acquisitions	F1	1.1	(653.6)
Proceeds from sale of property, plant and equipment		12.9	8.1
Net cash used in investing activities		(94.5)	(724.7)
Cash flows from financing activities			
Payments for resident loans		(58.0)	(42.7)
Payments for refundable accommodation deposits		(322.8)	(195.8)
Proceeds from resident loans		113.0	88.8
Proceeds from refundable accommodation deposits		409.8	220.1
Payments of rental bonds		-	(0.1)
Repayment of leases		(11.2)	(7.8)
Drawdown from interest-bearing loans and borrowings		93.5	766.3
Repayment of interest-bearing loans and borrowings		(401.6)	(14.7)
Proceeds from sale and leaseback transaction		218.8	-
Finance income		4.4	0.3
Finance costs		(62.1)	(18.0)
Net cash from financing activities		(16.2)	796.4
Net (decrease) / increase in cash and cash equivalents		(25.3)	90.6
Cash and cash equivalents at the beginning of the year		150.6	60.0
Cash and cash equivalents at the end of the year	E1	125.3	150.6

The above Consolidated Statement of Cash Flows is to be read in conjunction with the accompanying notes to the financial statements.

A. About this report

A1. Basis of preparation and statement of compliance

RSL Care RDNS Limited ('Company') is a public company limited by guarantee, incorporated and domiciled in Australia and is a not-for profit entity for the purpose of preparing the financial statements. The address of the Company's registered office and its principal place of business is Level 3, 44 Musk Avenue, Kelvin Grove, Queensland, Australia.

The financial statements comprise the consolidated financial statements of RSL Care RDNS Limited and the entities it controls (together the "Group"). The nature of the Group's operations and its principal activities are to provide aged care services and accommodation predominantly within Australia.

The financial statements are general purpose financial statements which:

- Have been prepared in accordance with Australian Accounting Standards and the *Australian Charities and Not-for-profits Commission Act 2012 (C'th)*.
- Comply with the recognition and measurement requirements of Australian Accounting Standards, the presentation requirements in those Standards as modified by AASB 1060 *General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for Profit Tier 2 Entities* ("AASB 1060") and the disclosure requirements in AASB 1060. Accordingly, the financial statements comply with Australian Accounting Standards – Simplified Disclosures. The Company does not have public accountability as defined in AASB 1053 *Application of Tiers of Australian Accounting Standards* and is therefore eligible to apply the "Tier 2" reporting framework under Australian Accounting Standards.
- Have been prepared under the historical cost convention, as modified by the revaluation of certain properties and financial instruments at fair value.
- Are presented in Australian dollars, with all amounts in the financial report being rounded off in accordance with ASIC Corporations (Rounding Financials / Directors' Reports) Instrument 2016/191 to the nearest hundred thousand dollars, unless otherwise indicated.
- Present reclassified comparative information where required for consistency with the current year's presentation.
- Adopt all new and amended Accounting Standards and Interpretations issued by the AASB that are relevant to the operations of the Group and effective for reporting periods beginning on or after 1 July 2022.

The financial statements were authorised for issue by the Directors on 28 September 2023.

Notes to the consolidated financial statements

For the year ended 30 June 2023

A2. Significant judgements and estimates

In the process of applying the Group's accounting policies, management has made a number of judgements and applied estimates of future events. Judgements and estimates which are material to the financial statements are found in the following notes:

	Note
Deferred management fees	B1
Deferred tax liabilities	B3
Employee benefits provisions	C3
Valuation of land and buildings	D1
Useful lives	D1
Work in progress	D1
Valuation of retirement village assets	D2
Cash generating units and the allocation of goodwill	D3
Valuation and impairment of intangible assets – goodwill	D3
Valuation and impairment of intangible assets – program library	D3
Valuation and impairment of intangible assets – customer contracts	D3
Value of financial liability relating to sale and leaseback transactions	E4
Fair value of identifiable assets, liabilities and contingent liabilities	F1

A3. Basis of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of all subsidiaries as at 30 June 2023. Subsidiaries are all entities over which the Group has control. The Group controls an entity when it 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 consolidated from the date on which control is obtained to the date on which control is disposed. The acquisition of subsidiaries is accounted for using the acquisition method of accounting.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all inter-company balances and transactions, income and expenses and profits and losses resulting from intra-Group transactions have been eliminated.

A4. Accounting policies

Significant and other accounting policies that summarise the measurement basis used and are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

(i) Foreign currency

As at the reporting date, the assets and liabilities of overseas subsidiaries are translated into Australian dollars at the rate of exchange ruling at balance date and the consolidated statement of profit or loss are translated at the average exchange rates for the year. The exchange differences arising on the retranslation are taken directly to a separate component of equity.

A4. Accounting policies (continued)

(i) Foreign currency (continued)

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at balance date. Exchange differences arising from the application of these procedures are taken to the consolidated statement of profit or loss, with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity, which are taken directly to equity until the disposal of the net investment and are then recognised in the consolidated statement of profit or loss and other comprehensive income.

(ii) New and amended standards adopted by the Group

Amendments to AASBs that are mandatorily effective for the current year

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2022.

New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Group include:

- AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018–2020 and Other Amendments
- AASB 2021-7 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections
- AASB 2022-3 Amendments to Australian Accounting Standards – Illustrative Examples for Not-for-Profit Entities accompanying AASB 15.

The amendments listed above did not have any impact on the amounts recognised in the current or prior periods and are not expected to significantly affect future periods.

A5. The notes to the financial statements

The notes include information which is required to understand the financial statements and is material and relevant to the operations, financial position and performance of the Group. Information is considered material and relevant if, for example:

- The amount in question is significant because of its size or nature.
- It is important for understanding the results of the Group.
- It helps to explain the impact of significant changes in the Group's operations
- It relates to an aspect of the Group's operations that is important to its future performance.

Notes to the consolidated financial statements

For the year ended 30 June 2023

A5. The notes to the financial statements (continued)

The notes are organised into the following sections and summarise the accounting policies, judgements and estimates relevant to understanding these line items:

- B. Results for the year: provides a breakdown of individual line items in the financial statements that the Directors consider most relevant.
- C. Working capital and other assets and liabilities: assets and liabilities that are used in the day-to-day operations of the Group.
- D. Tangible and intangible assets: assets used by the Group to generate revenues and the methods the Group uses to assess the recoverable amount of the assets.
- E. Capital structure and financing: information on the capital structure and funding of the Group.
- F. Group structure: explains aspects of the group structure and how changes have affected the financial position and performance of the Group.
- G. Other items: other disclosures that may be relevant to understanding the financial position and performance of the Group.

A6. Key events and transactions for the reporting period

(a) Sale and Leaseback

During the year the Group entered into a transaction with a third party for the sale of nine aged care homes in South Australia and the leaseback of the homes for a term of 20 years with two options to extend, each for an additional period of 10 years. The leases include multiple option rights, including a call option, to repurchase the homes from the third party. As a result of the application of AASB 15 *Revenue from Contracts with Customers* the Group has concluded that the control of the homes did not pass to the third party. The Group continues to recognise and measure the homes in property, plant and equipment in accordance with the Group accounting policy (note D1). A financial liability has been recognised for the consideration received on the sale of the properties (note E4).

(b) Acquisition of McKenzie Aged Care Group Assets

On 17 February 2023, the Group acquired the shares and assets of McKenzie Aged Care Group. McKenzie Aged Care Group operates 17 residential aged care facilities and two retirement villages throughout Queensland, New South Wales and Victoria. The acquisition generated goodwill of \$409.2m (note F1).

(c) Income Tax Payable

During the year, an internal restructuring of assets and operations resulted in a wholly owned subsidiary incurring a \$193.7 million capital gains tax liability. On 27 September 2023, the wholly owned subsidiary declared a fully franked dividend of \$451.4 million, payable to RSL Care RDNS Limited as trustee of the RSL (QLD) War Veterans' Homes Trust. As the Trust is exempt from income tax in accordance with the *Income Tax Assessment Act 1997 (C'th)*, it is expected the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

Notes to the consolidated financial statements

For the year ended 30 June 2023

A7. Going concern

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

The Group has incurred a net deficit before tax for the year ended 30 June 2023 of \$28.0 million (2022: \$16.3 million), a net deficit after income tax for the year of \$232.5 million (2022: \$1.5 million) and has negative net current liabilities of \$2,856.3 million, comprising total current assets of \$179.3 million (2022: \$187.5 million) and total current liabilities of \$3,035.6 million (2022: \$2,127.0 million). The Group has generated positive cash flows from operating activities of \$85.4 million (2022: \$18.9 million).

The net deficit for the year and current liability position is primarily attributable to:

(a) Retirement village resident loans and refundable accommodation deposits (RADs), totalling \$2,543.7 million (2022: \$1,900.2 million), which are classified in full as a current liability, whereas the assets to which the loans and RADs relate (land, buildings and retirement village assets), are classified as non-current assets. Retirement village resident loans and RADs are classified as a current liability because the Group does not have an unconditional right to defer settlement of resident loans or RADs for at least 12 months after the reporting period. In practice, the rate at which residents vacate their retirement village units and their aged care accommodation can be estimated. Given that the resident profile is generally consistent with prior periods, these prior periods provide a reliable estimate of future payment trends. As noted in the cash flows from financing activities \$380.8 million (2022: \$238.5 million) of resident loans and RADs were refunded during the year. These refunded loans were replaced by incoming contributions (including RADs) of \$522.8 million (2022: \$308.9m).

In addition, the Group has a liquidity management strategy in place that requires available liquidity to be equal to or in excess of 5% (2022: 6%) of the total RADs liability, to ensure that refunds can be paid as and when they fall due. The current minimum liquidity level set by the liquidity management strategy is \$100.0 million (2022: \$80.0 million). This is 5.3% (2022: 6.0%) of the RADs liability of \$1,878.8 million (2022: \$1,314.8 million) at year end. Liquidity is monitored and cash flow forecasts are prepared on at least a monthly basis to ensure that the Group adheres to the liquidity management strategy.

The Group has syndicated financing facilities, of which \$143.0 million (2022: \$199.0 million) remains undrawn at 30 June 2023. This debt facility can be drawn down to repay RADs and resident loans should the Group experience significant RAD or resident loan net outflows.

(b) Current income tax liability of \$193.7 million arising from capital gains generated from an internal restructuring of assets and operations. On 27 September 2023, a wholly owned subsidiary declared a fully franked dividend of \$451.4 million payable to RSL Care RDNS Limited as trustee of the RSL (QLD) War Veterans' Homes Trust (another wholly owned subsidiary). As the Trust is exempt from income tax in accordance with *the Income Tax Assessment Act 1997 (C'th)*, it is expected the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

In forming a view, the directors have given consideration to all available current information, including the following:

- Significant unrestricted cash balances as disclosed in note E1;
- Available undrawn debt facilities as disclosed in note E4, with the majority of the facility not expiring until February 2025 or February 2027;
- Forecast ongoing compliance with covenants under the syndicated financing facility;
- Subsequent events giving rise to dividends and associated franking credits as disclosed in note G7; and
- Forecast cash flows and results from operations in financial year 2024, in light of an operating environment of increasing regulatory certainty.

The Directors have concluded that there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due and payable and the basis of preparation of the financial report on a going concern basis is appropriate.

B. Results for the year

Results for the year provides a breakdown of individual line items in the consolidated statement of profit or loss that the Directors consider most relevant, including a summary of the accounting policies, judgements and estimates relevant to understanding these line items.

B1. Revenue and other income

(a) Revenue from continuing operations

The Group recognises revenue under AASB 15 *Revenue from Contracts with Customers* and applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The Group uses the five-step model as set out in AASB 15 to account for revenue arising from contracts with customers.

The transaction price is allocated to performance obligations on the basis of their relative standalone selling prices and recognised as revenue accordingly as those performance obligations are satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group.

(i) Customer and Client Fees

Residential Care and At Home Support

The Group recognises revenue from residential care facilities and At Home Support services over time as performance obligations are satisfied, which is as the services are rendered, primarily on a daily or monthly basis. Revenue arises from discretionary and non-discretionary services, as agreed in a single contract with the resident. Fees received in advance of services performed are recognised as Unearned Revenue on the statement of financial position.

Income from accommodation bond retention fees payable by a residential care resident is recognised over the expected length of stay of a resident. The expected length of stay of a resident is estimated based on historical tenure.

Retirement Living

The Group recognises revenue from retirement living services over time as performance obligations are satisfied, which is as the services are rendered.

(ii) Deferred Management Fees

Revenue from deferred management fees is recognised over the expected length of stay of a resident. The expected length of stay of a resident is estimated based on historical tenure data, including industry data. The difference between revenue recognised and contractual deferred management fees earned is recognised as Unearned Revenue on the Statement of Financial Position.

(iii) Government revenue

Government revenue reflects the Group's entitlement to revenue from Australian and New Zealand Governments based upon the specific care and accommodation needs of individual residents and clients. Revenue is recognised over time as services are provided.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are reciprocal in nature are recognised in profit or loss on a systematic basis over the periods in which the Group expenses the related costs for which the grants are intended to compensate. A reciprocal transfer generally occurs when a return obligation exists to the funding provider.

Notes to the consolidated financial statements

For the year ended 30 June 2023

B1. Revenue and other income (continued)

(iii) Government revenue (continued)

Where such a return obligation exists, revenue is deferred in the statement of financial position and is recognised as deferred income and released to profit or loss as the obligations are satisfied. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire assets are recognised in profit or loss immediately when control is obtained and can be measured reliably.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and fair value of the loan based on prevailing market interest rates.

Government assistance which does not have conditions attached specifically relating to the operating activities of the Group is recognised in accordance with the accounting policies above. Grant claims associated with COVID-19 are treated as other revenue.

(iv) Donations and bequests

Donations and bequests are recognised as revenue where this is an 'enforceable' contract with a customer with 'sufficiently' specific performance obligations. Income is recognised when the performance obligations are satisfied otherwise the donation is accounted for under AASB 1058 *Income of Not-for-Profit Entities*, whereby revenue is recognised upon receipt.

(v) Finance income

Finance income is recognised in profit or loss as it accrues, using the effective interest rate method. The effective interest rate method is described in note E7.

(vi) Other revenue

Other revenue includes revenue received that is not separately disclosed elsewhere and is recognised based on the proportion of services delivered. Grant claims associated with COVID-19 are not recognised as income until such time as the Group has been issued with a formal confirmation letter from the Government for each claim.

(vii) Imputed revenue on RAD and bond balances

For residents receiving residential care services under a refundable accommodation deposit (RAD) or accommodation bond arrangement, the Group has determined these arrangements are considered leases for accounting purposes under AASB 16 *Leases* with the Group acting as lessor. The Group has recognised as revenue an imputed non-cash charge for accommodation representing the resident's right to occupy a room under the arrangement and a corresponding non-cash increase in finance costs on the outstanding RAD and accommodation bond balances, with no net impact on the result for the period.

	2023 \$m	2022 \$m
Customer and client fees	293.7	194.3
Government revenue	793.7	487.9
Deferred management fees	13.9	15.9
Donations	1.7	2.2
Finance income	4.4	0.3
Other revenue	40.9	16.5
Imputed revenue on RAD and bond balances	31.9	2.6
	1,180.2	719.7

The revenue amounts in the table above are recognised over-time.

Notes to the consolidated financial statements

For the year ended 30 June 2023

B1. Revenue and other income (continued)

- (a) Revenue from continuing operations (continued)
(vii) Imputed revenue on RAD and bond balances (continued)

Significant judgement

Deferred management fees

Management judgement is applied in the calculation of the expected resident occupancy period over which the deferred management fees are recognised. This is calculated with reference to historical resident occupancy trends.

(b) Other income

The gain or loss on disposal of assets is recognised at the date the significant risks and rewards of ownership of the asset passes to the buyer, usually when the purchaser takes delivery of the assets. Surpluses or losses on disposal are determined by comparing proceeds with the carrying amount and are recognised in profit or loss.

	2023 \$m	2022 \$m
Surplus on disposal of property, plant and equipment	0.6	0.9

B2. Expenses

This section sets out certain specific expenses included within the following profit or loss line items.

	Note	2023 \$m	2022 \$m
Employee benefit expenses			
Salaries and wages		582.5	366.5
Superannuation		60.3	36.7
Employee benefit provision expense		59.2	35.6
Employee insurance provision		18.9	8.7
Agency, contractors and other employee benefits expense		89.2	43.3
		810.1	490.8
Depreciation and amortisation			
Property, plant and equipment	D1	55.6	31.6
Intangible assets	D3	4.4	4.3
Right-of-use assets	E3	11.4	9.8
		71.4	45.7
Finance costs			
Interest and finance charges		52.3	18.1
Interest on sale and leaseback liability	E4	9.7	-
Imputed interest cost on RAD and accommodation bond balances	B1	31.9	2.6
		93.9	20.7

Notes to the consolidated financial statements

For the year ended 30 June 2023

B2. Expenses (continued)

	Note	2023 \$m	2022 \$m
Bad debts expense			
Bad debts expense	C1	3.0	0.8
Loss on disposal of assets			
Loss on disposal of assets		-	0.7
Amounts relating to leases			
Depreciation expense on right-of-use assets	E3	11.4	9.8
Interest expense on lease liabilities		2.1	3.0
Expense relating to short-term leases		0.1	0.2
		13.6	13.0

B3. Income tax

While the majority of entities within the Group are exempt from income tax in accordance with Section 50-5 of the *Income Tax Assessment Act 1997* (C'th), certain entities in the Group are liable for income tax in the relevant jurisdiction in which they operate.

Income tax expense/(benefit) represents the sum of the tax currently payable and deferred tax.

(a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'surplus before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(b) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

B3. Income tax (continued)

(b) Deferred tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Significant judgement

Deferred tax liabilities

Management judgement is applied in determining the following key assumptions used in the calculation of deferred tax liabilities in the reporting period:

- Effective life for tax purposes of acquired intangible assets; and
- Timing of the reversal of temporary differences.

(c) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(d) Tax funding and sharing arrangements

A Group subsidiary, Australian Aged Care Partners Holdings Pty Ltd, and its wholly-owned controlled entities (AACPH Tax Group) implemented the tax consolidation legislation as of 26 February 2013.

The head entity, Australian Aged Care Partners Holdings Pty Ltd and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The AACPH Tax Group has applied the Group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group. The AACPH Tax Group recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group. Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the AACPH Tax Group. Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

Notes to the consolidated financial statements

For the year ended 30 June 2023

B3. Income tax (continued)

	2023 \$'000	2022 \$'000
Income tax recognised in profit or loss		
Current tax – in respect of the current year	200.9	0.6
Current tax – in respect of prior periods	(13.1)	(1.8)
Deferred tax – in respect of the current year	16.7	(12.5)
Deferred tax – in respect of prior periods	-	(1.1)
Total income tax expense / (benefit) recognised in the current year	204.5	(14.8)

The income tax expense can be reconciled to the accounting surplus as follows:

Deficit before income tax	(28.0)	(16.3)
Prima facie income tax benefit at 30% (2022: 30%)	(8.4)	4.9
Effect of net income that is exempt from taxation	32.3	(16.7)
Capital gains tax expense in the current period	193.7	-
Adjustments recognised in the current year relating to prior periods	(13.1)	(3.0)
Income tax expense / (benefit) recognised in profit or loss	204.5	(14.8)

Deferred tax balances

	2022 \$m	Recognised in profit or loss \$m	2023 \$m
Deferred tax (liabilities)/assets in relation to:			
Accruals	4.4	(4.4)	-
Provisions	29.7	(29.2)	0.5
Land and buildings	(14.8)	14.8	-
Intangible assets	(2.1)	2.1	-
	17.2	(16.7)	0.5

	2021 \$m	Business combinations \$m	Recognised in profit or loss \$m	2022 \$m
Deferred tax (liabilities)/assets in relation to:				
Accruals	0.1	4.3	-	4.4
Provisions	0.1	16.5	13.2	29.7
Land and buildings	-	(14.8)	-	(14.8)
Intangible assets	(0.5)	(2.1)	0.4	(2.1)
	(0.3)	3.9	13.6	17.2

Notes to the consolidated financial statements

For the year ended 30 June 2023

B4. ACNC segment information

Segment information is provided to fulfil the reporting requirements of the Australian Charities and Not-for-profits Commission ("ACNC"). In accordance with ACNC requirements segment information is provided to clearly indicate the financial information that relates to ACNC registered charities and the financial information that relates to entities not registered with the ACNC.

	2023			
	Registered Charities (i)	Non- registered entities	Eliminations	Consolidated
	\$m	\$m	\$m	\$m
Statement of Profit or Loss and Other Comprehensive Income				
Revenue				
Government subsidies	610.7	183.0	-	793.7
Donations and bequests	1.7	-	-	1.7
Other revenue	315.3	98.4	(3.2)	410.5
Total revenue	927.7	281.4	(3.2)	1,205.9
Other income	0.6	-	-	0.6
Total revenue and income	928.3	281.4	(3.2)	1,206.5
Expenses				
Employee benefits expense	(671.4)	(138.7)	-	(810.1)
Donations (in Australia)	(0.4)	-	-	(0.4)
Other expenses	(339.8)	(81.0)	(3.2)	(424.0)
Total expenses	(1,011.6)	(219.7)	(3.2)	(1,234.5)
Net deficit before income tax	(83.3)	61.7	(6.4)	(28.0)
Income tax expense	-	(204.5)	-	(204.5)
Net deficit after income tax	(83.3)	(142.8)	(6.4)	(232.5)
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
Net loss on revaluation of land and buildings	(12.2)	-	-	(12.2)
Items that may be reclassified subsequently to profit or loss				
Changes in the fair value of cash flow hedges	6.4	-	-	6.4
Exchange differences on translating foreign operations	-	(0.2)	-	(0.2)
Total other comprehensive deficit for the year	(5.8)	(0.2)	-	(6.0)
Total comprehensive deficit for the year	(89.1)	(143.0)	(6.4)	(238.5)

(i) See page 34

Notes to the consolidated financial statements

For the year ended 30 June 2023

B4. ACNC segment information (continued)

	2023			
	Registered Charities (i)	Non- registered entities	Eliminations	Consolidated
	\$m	\$m	\$m	\$m
<u>Consolidated Statement of Financial Position</u>				
Assets				
Total current assets	166.0	13.3	-	179.3
Total non-current assets	3,526.6	449.9	-	3,976.5
Total assets	3,692.6	463.2	-	4,155.8
Liabilities				
Total current liabilities	2,495.3	540.3	-	3,035.6
Total non-current liabilities	1,011.2	96.1	-	1,107.3
Total liabilities	3,506.5	636.4	-	4,142.9
Net assets	186.1	(173.2)	-	12.9

(i) ACNC Registered Charities

Name of entity	ABN	Deductible Gift Recipient
RSL Care RDNS Limited	90 010 488 454	Yes
RSL Care RDNS Limited as trustee for RSL (QLD) War Veterans' Homes Trust	50 181 542 617	Yes
RSL Care RDNS Limited as trustee for Scartwater (Aged Care) Trust	14 567 533 824	No
Royal District Nursing Service Limited	49 052 188 717	Yes
RDNS Homecare Limited	13 152 438 152	Yes
RDNS 2007 Pty Ltd as trustee for RDNS Charitable Trust	41 099 629 566	No
Acacia Living Group Limited	44 121 436 162	Yes

Notes to the consolidated financial statements

For the year ended 30 June 2023

B5. Fundraising information

Fundraising information is provided to satisfy the requirements of the *Charitable Fundraising Act (NSW) 1991* and the regulations. Similar, but not identical, provisions exist in Queensland, Western Australia and South Australia Fundraising Acts.

Various fundraising activities were conducted during the year including appeals, grants, bequests and regular giving.

The proceeds of fundraising appeals are primarily applied to support community service programs that are considered important in pursuing the charitable purpose and strategic goals of the ACNC registered charities within the Group.

	2023 \$m	2022 \$m
Results of fundraising appeals conducted during the year		
Gross proceeds from fundraising appeals	3.7	4.6
Less: direct costs of fundraising appeals	(0.5)	(0.5)
Net surplus obtained from fundraising appeals	3.2	4.1

C. Working capital and other assets and liabilities

This section sets out information relating to the working capital and other assets and liabilities of the Group. Working capital includes the assets and liabilities that are used in the day-to-day operations of the Group.

C1. Trade and other receivables

		2023 \$m	2022 ⁽ⁱ⁾ \$m
Current			
Trade receivables	(a)	20.2	12.5
Allowance for impairment	(b)	(4.1)	(1.6)
Net trade receivables		16.1	10.9
Sundry receivables		14.2	7.3
Security deposits		0.3	0.3
		30.6	18.5

(i) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

(a) Trade receivables

The balance of refundable accommodation deposits receivable included in trade receivables at 30 June 2023 is nil (2022: \$1.3m).

(b) Allowance for impairment

Trade receivables are reviewed annually for impairment (refer to note E7). As at 30 June 2023 an amount of \$8.1 million (2022: \$8.5 million) is outstanding greater than 30 days, excluding refundable accommodation deposits receivable.

Notes to the consolidated financial statements

For the year ended 30 June 2023

C1. Trade and other receivables (continued)

(b) Allowance for impairment (continued)

The movement in the allowance for impairment can be reconciled as follows:

	2023 \$m	2022 \$m
Current		
Balance at 1 July	1.6	1.6
Amounts written off (uncollectable)	(0.5)	(0.8)
Impairment loss	3.0	0.8
	4.1	1.6

C2. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 45 days or within the terms agreed with the supplier.

	Note	2023 \$m	2022 \$m
Current unsecured liabilities			
Trade payables		24.0	24.8
Accrued expenses		52.1	34.8
Maintenance reserve fund / capital works fund	E1	13.7	12.0
Other payables		9.5	9.2
		99.3	80.8

C3. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

(a) Employee benefits

A provision has been recognised for employee benefits relating to annual leave and long service leave for employees. In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave being taken is based upon historical data.

C3. Provisions (continued)

(a) Employee benefits (continued)

Significant judgement

Employee benefits provisions

Management judgement is applied in determining the following key assumptions used in the calculation of annual leave and long service leave at the end of the reporting period:

- future increases in wages and salaries;
- future on-cost rates; and
- experience of employee departures and period of service.

(i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within twelve months of the reporting date are measured at their nominal amounts in current other payables and provisions and represent the amounts expected to be paid when liabilities are settled. Liabilities for non-vesting sick leave are recognised when the leave is taken and measured at the rates paid or payable. Liabilities for annual leave are classified as current liabilities irrespective of the expected maturity as there is not a right to defer settlement.

(ii) Long term employee benefits

The provision for long term employee benefits, such as long service leave, represents the present value of the estimated future cash outflows to be made resulting from employees' services provided to the reporting date.

The provision is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates based on turnover history and is discounted (when material) using the rates attaching to high quality corporate bonds at reporting date which most closely match the terms of maturity of the related liabilities.

(iii) Superannuation plan

The Group is required to make contributions to defined contribution employee superannuation plans. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Such contributions are charged to profit or loss in the periods during which services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in future payments is available.

The Group also has employees that participate in a defined benefit superannuation plan – Health Super. The defined benefit fund provides lump sum benefits based on years of service and final average salary. The Fund Actuary has recommended that Health Super meets the definition of a defined benefit multi-employer plan under AASB 119 *Employee Entitlements*. As some of the members of the defined benefit fund are current and former employees of other employers, the actuary does not believe there is sufficient information to allocate obligations, assets and costs between employers. As a result, there are adequate grounds to adopt defined contribution accounting in respect of the defined benefit fund.

(b) Self-insurance provision

Along with two other aged care providers, the Company is a member of the Aged Care Employers Self-insurance Group which is licensed as a self-insurer for its Queensland operations with Q-COMP, the Workers' Compensation Regulatory Authority. Through this membership the Company self-insures for Workers Compensation for its employees located in Queensland and accepts the risks previously insured via WorkCover Queensland. In return the Group has greater control of the management of workplace injury and rehabilitation. The self-insurance provisions including expected timing, are calculated on an annual basis by an independent actuarial consultant.

Notes to the consolidated financial statements

For the year ended 30 June 2023

C3. Provisions (continued)

(c) Provision balances

	Note	2023 \$m	2022 \$m
Current			
Employee benefits	(a)	103.2	94.0
Other provisions		14.2	-
Self-insurance – workplace injury	(b)	1.1	1.3
		118.5	95.3
Non-current			
Employee benefits	(a)	12.0	8.0
Other provisions		2.4	-
Self-insurance – workplace injury	(b)	1.7	1.3
		16.1	9.3

(d) Provision movements

Movements in the self-insurance provision during the financial period are set out below:

	2023 \$m	2022 \$m
Workplace injury		
Balance at the beginning of the year	2.6	2.1
Provisions made	1.1	1.7
Amounts used	(0.9)	(1.2)
Balance at the end of the year	2.8	2.6

C4. Unearned revenue

Resident fees in advance represent fees revenue paid by residents in residential care facilities in advance of care being provided. Government funding represents funding received to provide services to clients but for which the relevant client service has not yet been provided. The unearned revenue is recognised when the performance obligations are satisfied.

	2023 \$m	2022 \$m
Current		
Resident fees in advance	8.0	7.2
Government funding in advance	24.5	31.2
	32.5	38.4

D. Tangible and intangible assets

This section sets out the non-current tangible and intangible assets used by the Group to generate revenues and the methods the Group uses to assess the recoverable amount of these assets.

D1. Property, plant and equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

(i) Land and buildings

Freehold land and buildings are measured at fair value, being the amount for which an asset could be exchanged between knowledgeable and willing parties in an arm's length transaction. Valuations are regularly performed by an external independent valuer to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Residential care land and buildings are valued regularly, at least on a cyclical three year basis.

Any revaluation surplus is recorded in other comprehensive income and hence, credited to the asset revaluation reserve in equity, except to the extent that it reverses a revaluation decrease of the same asset class previously recognised in profit or loss, in which case, the increase is recognised in profit or loss. A revaluation deficit is recognised profit or loss, except to the extent that it offsets an existing surplus on the same asset class recognised in the asset revaluation reserve. Upon disposal, any revaluation reserve relating to that particular asset being sold is retained in the revaluation reserve.

As no finite life for land can be determined, related carrying amounts are not depreciated.

Significant Judgement

Valuation of land and buildings

Freehold land and buildings are independently valued on a rotational basis, at least every three years. The resulting movement in property values has been taken to the Asset Revaluation Reserve. Those properties not independently valued have been subject to an internal assessment to ensure carrying amount does not differ materially to fair value.

Where an independent valuation was obtained, the independent valuer used the following methodology to determine fair value of the Group's Residential Care assets at 30 June 2023:

- a. Calculated the sustainable trading potential for each site (maintainable EBITDA) and capitalised at market assessed rates between 12.8% and 16.5% (2022: 9.7% and 20%).
- b. Assessed the potential for Refundable Accommodation Deposit (room price) growth.
- c. Conducted a depreciated replacement cost analysis to support the valuation calculated in a. and b.

For the year ended 30 June 2023 the Group's approach to property valuations was substantially consistent with prior years but with a reduced emphasis in relation to the impact of COVID-19 upon inputs relevant to the valuation model for each property.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D1. Property, plant and equipment (continued)

(ii) Plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The carrying amount of property, plant and equipment is reviewed annually by the Group to ensure it is not in excess of the recoverable amount of these assets.

(iii) Depreciation

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. Other assets, excluding land are depreciated on a straight-line basis commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Asset	Depreciation Rate
Buildings and leasehold improvements	2.5% - 33%
Plant and equipment	10% - 33%
Information technology	33%
Motor vehicles	10% - 17%

Significant Judgement

Useful lives

The assets' residual values, useful lives and depreciation rates are reviewed at each reporting date and adjusted prospectively, if appropriate.

(iv) Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Surpluses or losses on disposals are determined by comparing proceeds with the carrying amount and are recognised in profit or loss.

(v) Impairment of assets

Assets are tested for impairment at least annually and 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. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units or CGUs).

The recoverable amount is the greater of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset or CGU.

D1. Property, plant and equipment (continued)

(v) Impairment of assets (continued)

Impairment losses are recognised in profit or loss. After the recognition of an impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. Impairment losses, if any, recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGUs and then to reduce the carrying amount of other assets in the unit on a pro-rata basis.

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of impairment at each reporting period.

(vi) Work in progress

Costs relating to the construction and refurbishment of aged care facilities are capitalised as work in progress. The initial capitalisation of costs is based on judgement that the project is expected to generate future economic benefits. Subsequent to determining the initial eligibility for capitalisation the Group reassesses on a regular basis whether projects are still sufficiently probable of completion and expected to deliver desired economic benefits.

Significant Judgement

Work in progress

Management reviews the future value of costs incurred to date and expected benefits realisation. This is of particular significance in projects such as property developments which can run over a number of years, and property refurbishments. Actual results, however, may vary due to changing customer requirements and market conditions in the case of property development which tends to have a long lead time from initial spend to achievement of development approval and finally completion of construction work.

(vii) Sale and leaseback – no loss of control

During the year the Group entered into a transaction with a third party for the sale of nine aged care homes in South Australia and the leaseback of the homes for a term of 20 years with two options to extend, each for an additional period of 10 years. The leases include multiple option rights, including a call option, to repurchase the homes from the third party. As a result of the application of AASB 15 *Revenue from Contracts with Customers* the Group have concluded that the control of the homes did not pass to the third party. The Group continues to recognise and measure the homes in property, plant and equipment in accordance with the Group accounting policy (note D1). A financial liability has been recognised for the consideration received on the sale of the properties (note E4).

In addition, as part of the acquisition of McKenzie Aged Care Group, the Group acquired three aged care homes and a financial liability that were the subject of a sale and leaseback transaction with a third party. The terms of this sale and leaseback transaction included an option to repurchase the homes from the third party. In accordance with AASB 15, the Group has concluded that control of the homes did not pass to the third party. As such, the Group accounts for these three homes on the same basis as described above.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D1. Property, plant and equipment (continued)

	Note	Freehold land ⁽ⁱⁱ⁾ \$m	Buildings and leasehold improvements ⁽ⁱⁱ⁾ \$m	Plant and equipment \$m	Information Technology \$m	Motor vehicles \$m	Work in progress \$m	Total \$m
2023								
Opening net book amount ⁽ⁱⁱⁱ⁾		478.4	624.1	96.8	15.7	4.4	39.1	1,258.5
Business combinations	F1	58.2	168.6	17.2	-	-	-	244.0
Additions		-	9.0	2.7	10.7	0.6	51.7	74.7
Transfers ⁽ⁱ⁾		0.4	14.1	4.8	0.6	-	(24.4)	(4.5)
Disposals		(6.1)	-	(5.9)	(0.2)	(0.2)	-	(12.4)
Revaluation decrement		(10.8)	(1.4)	-	-	-	-	(12.2)
Depreciation		-	(28.2)	(16.2)	(10.1)	(1.1)	-	(55.6)
Closing net book amount		520.1	786.2	99.4	16.7	3.7	66.4	1,492.5
Cost / valuation		520.1	886.7	155.2	44.1	13.1	66.4	1,685.6
Accumulated depreciation		-	(100.5)	(55.8)	(27.4)	(9.4)	-	(193.1)
Net book amount		520.1	786.2	99.4	16.7	3.7	66.4	1,492.5

(i) There has been a net decrement of \$4.5 million due to transfers to retirement village assets (refer to note D2) and intangible assets (refer to note D3).

(ii) Assets within these classes are used to secure the Group's borrowing facility (refer note E4).

(iii) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D1. Property, plant and equipment (continued)

	Note	Freehold land ⁽ⁱⁱ⁾ \$m	Buildings and leasehold improvements ⁽ⁱⁱ⁾ \$m	Plant and equipment \$m	Information Technology \$m	Motor vehicles \$m	Work in progress \$m	Total ⁽ⁱⁱⁱ⁾ \$m
2022 ⁽ⁱⁱⁱ⁾								
Opening net book amount		181.2	241.2	31.4	9.6	3.4	13.5	480.3
Business combinations	F1	289.1	371.1	65.6	1.3	1.2	10.7	739.0
Additions		8.2	4.2	7.2	11.7	1.3	24.5	57.1
Transfers ⁽ⁱ⁾		0.1	5.1	1.1	0.1	-	(9.6)	(3.2)
Disposals		(6.0)	-	-	-	(0.3)	-	(6.3)
Revaluation increment		5.8	17.4	-	-	-	-	23.2
Depreciation		-	(14.9)	(8.5)	(7.0)	(1.2)	-	(31.6)
Closing net book amount		478.4	624.1	96.8	15.7	4.4	39.1	1,258.5
Cost / valuation		478.4	700.6	145.0	54.7	13.5	39.1	1,431.3
Accumulated depreciation		-	(76.5)	(48.2)	(39.0)	(9.1)	-	(172.8)
Net book amount		478.4	624.1	96.8	15.7	4.4	39.1	1,258.5

(i) There has been a net decrement of \$6.7 million due to transfers to retirement village assets (refer to note D2).

(ii) Assets within these classes are used to secure the Group's borrowing facility (refer note E4).

(iii) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D2. Retirement village assets

Retirement village assets are held as investment properties and treated as such under accounting standard AASB 140 *Investment Property*.

Retirement village assets are measured initially at cost, including transaction costs, and are held to generate income from deferred management fees and the Group's share of the increase in the market value of the investment. Subsequent to initial recognition, retirement village assets are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of retirement village assets are included in profit or loss in the period in which they arise. Fair values are evaluated annually by an accredited external, independent valuer, applying a valuation model recommended by the International Valuation Standards Committee.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Gains or losses on disposals are determined by comparing net disposal proceeds with the carrying amount and are recognised in profit or loss.

Transfers to or from investment properties occur when there is a change in use. Where items are transferred to investment properties from property, plant and equipment, the Group accounts for such property in accordance with the accounting policy stated under property, plant and equipment up to the date of change in use after which it is measured at fair value. For a transfer from investment properties, the deemed cost for subsequent accounting is the fair value at the date of change in use.

Significant Judgement

Valuation of retirement village assets

The Group carries its retirement village assets at fair value, with changes in fair value being recognised in profit or loss. Retirement village assets are independently valued on a rotational basis, at least every three years. At 30 June 2023 a fair value assessment was made based on market conditions.

The valuer used the following methodology to determine fair value of the Group's retirement village assets:

- a. The Group owned stock is valued at estimated net realisable value.
- b. Occupied stock is valued based on the discounted value of the future deferred management fee cash flows plus the current value of the exit entitlement.

Investment property valuations are subject to key market-based assumptions including discount rates, the current market value of residential units and the growth in those values over time. The discount and growth rates used as at 30 June 2023 in valuing retirement village assets are as follows:

	2023	2022
	%	%
Discount rate	13.3 – 15.0	13.3 – 16.0
Property price growth rates	2.6 – 3.5	2.5 – 3.5

Notes to the consolidated financial statements

For the year ended 30 June 2023

D2. Retirement village assets (continued)

Significant Judgement (continued)

Valuation of retirement village assets (continued)

For the year ended 30 June 2023 the Group's approach to property valuations was substantially consistent with prior years but with reduced emphasis in relation to the impact of COVID-19 upon inputs relevant to the valuation model for each property.

Retirement village assets under construction are also measured at fair value, with changes in fair value being recognised in profit or loss. Fair value is subject to key assumptions and significant judgement around future market conditions including unit selling price, deferred management structures and residents share of capital gains.

	Note	2023 \$m	2022 \$m
Balance at beginning of the year		859.6	661.1
Additions – Business Combinations	F1	34.1	158.5
Additions – Capital improvements		12.2	17.4
Additions – Work in Progress		22.5	3.5
Additions – Transfers from Work in Progress		1.5	3.2
Fair value adjustments		25.7	15.9
Balance at end of the year		955.6	859.6

Retirement village assets are used to secure the Group's borrowing facility (refer note E4).

D3. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment losses. They are classified as having a useful life that is either finite or indefinite. Assets with finite useful lives are amortised on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication the asset may be impaired. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate. Amortisation expense is recognised in the "Depreciation and Amortisation expenses" in the statement of comprehensive income. Assets with indefinite useful lives are not amortised but are tested for impairment annually and whenever there is an indication the asset may be impaired. The estimation of useful lives, residual values and impairment requires significant judgement.

(i) Goodwill

Goodwill is an asset recognised in a business combination and represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. It has an indefinite useful life and is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed). After initial recognition, it is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D3. Intangible assets (continued)

Significant judgement

Cash generating units and the allocation of goodwill

As a result of the acquisition which occurred during the year and the significant change in the operations as a result, the Group has undertaken a reassessment of the cash generating units (“CGUs”) and the allocation of goodwill to these cash generating units at 30 June 2023, based on the level at which independent cash flows are generated and the level at which goodwill is monitored for impairment purposes. The CGUs, which align with the operating segments of the Group, have been defined as:

	CGU	Group of CGUs	Goodwill allocated to Group of CGUs \$'m
Residential Aged Care (RAC)	Individual homes	All homes	1,351.2
Retirement Living	Individual villages	All villages	Nil
At Home Support	Geographical region	Australia	0.8

The allocation of goodwill arising from business combinations to groups of cash generating units requires significant judgement relating the CGU's or groups of CGU's that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units. The Group has concluded that goodwill arising from the acquisition of Allity and McKenzie Aged Care be allocated to the RAC CGU as this is the operating segment expected to materially benefit from the synergies arising from the combination.

Goodwill from historical acquisitions has been allocated to the RAC CGU as part of the reassessment of the CGU's, as this CGU benefits from the acquisitions.

Valuation and impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable value of the CGU to which goodwill has been allocated. A CGU may be an aged care home or a group of aged care homes that are operated independently from other assets. Recoverable value has been determined using a value in use approach. The value in use calculation requires the Directors to estimate the future cash flows and growth rates expected to arise from the CGU and a suitable discount rate in order to calculate present value. Where the actual cash flows are less than expected, a material impairment loss may arise.

The most sensitive assumptions used in the calculation of value in use are the discount rate, long term growth rate and profile of future residents with respect to accommodation payment preferences. Sensitivity analysis on reasonably likely changes to these assumptions did not result in an outcome where impairment would be required.

A discount rate was applied to cash flow forecasts, including the terminal value. This rate reflects the current market assessments of the risks specific to the industry the Group operates in, and taking into consideration the time value of money. The calculation of the rate is based on the specific circumstances of the asset and is derived from its weighted average cost of capital. Long term growth rate reflects an assessment of inflation and perpetual growth using market and economic data. The discount and growth rates used as at 30 June 2023 in assessing the recoverable amount are as follows:

	2023	2022
	%	%
Pre-tax discount rate	10.2	10.6
Long term growth rate	2.0	2.0
Terminal growth rate	2.5	2.5

Notes to the consolidated financial statements

For the year ended 30 June 2023

D3. Intangible assets (continued)

(ii) Software

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits, and the cost can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services and direct labour. Other development costs that do not meet these criteria are an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful life. The Group's software assets have useful lives between three and eight years.

Software-as-a-Service (SaaS) arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. Costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received. Some of these costs incurred are for the development of software code that enhances or modifies, or creates additional capability to, existing on-premise systems and meets the definition of and recognition criteria for an intangible asset. These costs are recognised as intangible software assets and amortised over the useful life of the software on a straight-line basis.

(iii) Residential care bed licences

During the year ended 30 June 2021, residential care bed licences that were acquired separately were considered to have an indefinite useful life. They were tested for impairment in accordance with the policy stated in note D1.

On 29 September 2021 the Department of Health released a discussion paper *Improving Choice in Residential Aged Care – ACAR Discontinuation* on the key issues about improving choice in residential aged care. The Australian Securities and Investments Commission (ASIC) simultaneously released a FAQ that covered potential accounting implications of the deregulation of residential care bed licences.

As a result of these two publications, and subsequent feedback from the Department of Health on the future of residential care bed licences, these assets are now considered to have a finite life that ends on 30 June 2024. As a result, residential care bed licences are being amortised on a straight-line basis down to nil value by 30 June 2024.

(iv) Program library

The Group, through the Altura Learning Group, produces televisual education content for sale to organisations delivering services in residential care and home care. This content is contained within the program library. The Group's program library has a useful life of eight years.

Significant judgement

Valuation and impairment of program library

Determining whether the program library is impaired requires an estimation of the remaining useful life of the underlying programs. The carrying value of the program library has been assessed for impairment at year end and as there have been no significant changes in the useful life or intended use of the program library, no impairment was recognised in the current financial year.

(v) Customer contracts

The Altura Learning Group's customer contracts intangible has a useful life of ten years.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D3. Intangible assets (continued)

Significant judgement

Valuation and impairment of customer contracts

Determining whether the customer contracts intangible is impaired requires an estimation of the fair value of the customer contracts of the Altura Learning Group. The carrying value of customer contracts has been assessed for impairment at year end and as there have been no significant changes in the useful life or customer base, no impairment was recognised in the current financial year.

(vi) Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on disposals are determined by comparing net disposal proceeds with the carrying amount of the asset and are recognised in profit or loss.

	Note	Goodwill \$m	Software \$m	Residential care bed licences \$m	Program library \$m	Customer contracts \$m	Total \$m
2023							
Opening net book amount ⁽ⁱ⁾		942.8	6.0	1.5	5.8	0.7	956.8
Business combinations	F1	409.2	-	-	-	-	409.2
Additions		-	-	-	0.7	-	0.7
Transfers		-	3.0	-	-	-	3.0
Amortisation		-	(2.4)	(0.7)	(1.2)	(0.1)	(4.4)
		1,352.0	6.6	0.8	5.3	0.6	1,365.3
Cost		1,379.8	34.6	2.2	18.2	1.9	1,436.7
Accumulated amortisation and impairment		(27.8)	(28.0)	(1.4)	(12.9)	(1.3)	(71.4)
Net Book Amount		1,352.0	6.6	0.8	5.3	0.6	1,365.3

(i) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

Notes to the consolidated financial statements

For the year ended 30 June 2023

D3. Intangible assets (continued)

	Note	Goodwill \$m	Software \$m	Residential care bed licences \$m	Program library \$m	Customer contracts \$m	Total ⁽ⁱ⁾ \$m
2022 ⁽ⁱ⁾							
Opening net book amount		47.2	8.2	2.2	6.2	0.9	64.7
Business combinations	F1	895.6	-	-	-	-	895.6
Additions		-	0.5	-	0.5		1.0
Disposals		-	(0.2)	-	-		(0.2)
Amortisation		-	(2.5)	(0.7)	(0.9)	(0.2)	(4.3)
Closing net book amount		942.8	6.0	1.5	5.8	0.7	956.8
Cost		970.6	31.9	2.2	17.4	1.9	1,024.0
Accumulated amortisation and impairment		(27.8)	(25.9)	(0.7)	(11.6)	(1.2)	(67.2)
Net book amount		942.8	6.0	1.5	5.8	0.7	956.8

(i) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1

E. Capital structure and financing

This section provides information on the capital structure and funding of the Group.

E1. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call within financial institutions and 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.

	2023 \$m	2022 \$m
Cash at bank and on hand	92.6	120.7
Short-term deposits	-	0.5
Trust account	0.1	0.1
Secure capital replacement fund	(c) 20.2	14.6
Maintenance reserve fund / capital works fund	(d) 12.4	14.7
Cash and cash equivalents in the Consolidated Statement of Cash Flows	125.3	150.6

Notes to the consolidated financial statements

For the year ended 30 June 2023

E1. Cash and cash equivalents (continued)

(a) Restricted cash

The amount of restricted cash included in cash and cash equivalents but not available for use is:

	2023 \$m	2022 \$m
Restricted cash	32.7	29.4

(b) Interest rates

The effective interest rate on cash at bank was 0.10% (2022: 0.01%). The effective rate on short term bank deposits was 4.20% (2022: 0.34%).

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

(c) Secure capital replacement fund

Under the Retirement Villages Act 1999 (QLD), Retirement Villages Act 1999 (NSW) and the Retirement Villages Act 2016 (SA), the Group contributes to a secure capital replacement fund, which is used for the sole purpose of replacing retirement village capital items and is therefore regarded as restricted cash. The Group's required contribution to the fund is determined annually based on an independent quantity surveyor's report.

(d) Maintenance reserve fund / capital works fund

Under the Retirement Villages Act 1999 (QLD), the Retirement Villages Act 1999 (NSW) and the Retirement Villages Act 2016 (SA), residents of the Group's retirement villages contribute to a maintenance reserve fund (QLD) and capital works fund (NSW) and maintenance fund (SA) which is for the sole purpose of maintaining and repairing retirement village capital items and is therefore regarded as restricted cash. The residents' required contribution to the fund is determined annually by an independent quantity surveyor. The balance of the maintenance reserve fund / capital works fund / maintenance fund is included gross in the reported cash and cash equivalent balance as well as a maintenance reserve fund liability presented in the consolidated statement of financial position.

(e) Long term maintenance fund

The Group elects to maintain a long term maintenance fund from the surplus of maintenance charges paid by residents of one the Group's Victorian retirement villages and contributions from the Trust. The fund is used for the purpose of replacing, maintaining and repairing capital items in retirement village capital.

E2. Reserves

(i) Asset revaluation reserve

The asset revaluation reserve is used to record increases in the fair value of land and buildings and decreases to the extent that such decreases relates to an increase on the same asset class previously recognised in the reserve.

(ii) Acquisition reserve

The acquisition reserve was created on the merger with RDNS in 2016. The acquisition reserve reflects the fair value of the net assets of RDNS on the date of the merger. In 2022 the amount of the reserve was increased as a result of the merger with Acacia Living Group Limited (see note F1). The increase represents the excess fair value of the net assets of Acacia Living Group Limited over the net consideration paid on the date of the merger.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E2. Reserves (continued)

(iii) Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Australian dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Gains and losses on hedging instruments that are designated as hedging instruments for hedges of net investments in foreign operations are included in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve (in respect of translating both the net assets of foreign operations and hedges of foreign operations) are reclassified to profit or loss on the disposal of the foreign operation.

(iv) Cash flow hedge reserve

The cash flow hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedge transactions that have not yet occurred (see note E6).

Included in the cash flow hedge reserve is \$0.5m (2022: \$0.6m) relating to the cost of hedging reserve. Changes in the fair value of the cash flow hedging instruments relating to the time value of money have been recognised in the cost of hedging reserve.

E3. Right-of-use assets and lease liabilities

The Group assesses whether a contract is or contains a lease at inception of the contract. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the lease are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest rate method) and by reducing the carrying amount to reflect the lease payments made.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E3. Right-of-use assets and lease liabilities (continued)

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the costs of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The following depreciation rates are used:

Class of Asset	Depreciation Rate
Buildings	2.5% - 33%
Motor vehicles	10% - 17%
Equipment	10% - 33%
Software	33%

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies AASB 136 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note D1.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Occupancy expenses" in profit or loss.

For a contract that contains a lease component and one or more additional non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E3. Right-of-use assets and lease liabilities (continued)

The Group leases several assets including residential care facilities, office buildings, motor vehicles and IT equipment. The average lease term of the residential care facilities is 20 years (2022: 20 years) while the average lease term of the other assets is 6 years (2022: 6 years).

The total cash outflow for leases amounted to \$11.2 million (2022: \$7.8 million).

(a) Right-of-use assets

	Note	Buildings \$m	Motor vehicles \$m	Equipment \$m	Software \$m	Total \$m
2023						
Opening net book amount		63.8	11.6	4.3	-	79.7
Business combinations	F1	73.2	-	-	-	73.2
Additions		7.5	1.9	-	-	9.4
Disposals		(3.7)	(1.3)	-	-	(5.0)
Depreciation		(7.9)	(1.9)	(1.6)	-	(11.4)
Closing net book amount		132.9	10.3	2.7	-	145.9
Cost		164.6	13.5	10.1	0.2	188.4
Accumulated depreciation		(31.7)	(3.2)	(7.4)	(0.2)	(42.5)
Net book amount		132.9	10.3	2.7	-	145.9

	Note	Buildings \$m	Motor vehicles \$m	Equipment \$m	Software \$m	Total \$m
2022						
Opening net book amount		66.5	10.4	3.3	0.2	80.4
Business combinations	F1	3.7	-	-	-	3.7
Additions		0.3	8.6	2.3	-	11.2
Disposals		(0.4)	(5.4)	-	-	(5.8)
Depreciation		(6.4)	(1.9)	(1.3)	(0.2)	(9.8)
Closing net book amount		63.7	11.7	4.3	-	79.7
Cost		87.6	13.6	10.0	0.2	111.4
Accumulated depreciation		(23.9)	(1.9)	(5.7)	(0.2)	(31.7)
Net book amount		63.7	11.7	4.3	-	79.7

Notes to the consolidated financial statements

For the year ended 30 June 2023

E3. Right-of-use assets and lease liabilities (continued)

(b) Lease liabilities

	2023 \$m	2022 \$m
Current	16.9	12.0
Non-current	132.3	73.8
	149.2	85.8

(c) Future minimum lease payments

The future minimum lease payments arising under the Group's lease contracts at the end of the reporting period are as follows:

	2023 \$m	2022 \$m
Not later than one year	19.7	12.0
Later than one year and not later than five years	66.7	34.9
Later than five years	177.6	39.0
	264.0	85.9

(d) Concessionary leases

The Group leases properties for terms that are significantly below market, that enable the Group to further its charitable purpose. In accordance with AASB 2018-18 *Amendments to Australian Accounting Standards – Right-of-Use Assets of Not-for-Profit Entities*, the Group recognises the right-of-use assets associated with the leases at cost. These leases are an immaterial proportion of the Group's operating assets.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E4. Interest bearing liabilities

(a) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost, with any difference between amortised cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest rate basis.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Finance costs are recognised in profit or loss as incurred on an effective interest rate method, except where interest costs relate to qualifying assets in which case they are capitalised to the cost of the assets. If borrowed specifically for the acquisition, construction or production of a qualifying asset, the amount of finance costs capitalised are those incurred in relation to that borrowing, net of any interest earned on those borrowings.

(i) Unsecured Commonwealth Government loan

This loan was provided to the Group by the Department of Social Services on behalf of the Commonwealth Government for the express purpose of capital works to provide residential care services in the aged care planning region of West Moreton in Queensland. The loan was fully repaid in August 2022.

(ii) Secured loan

The secured loan facility has multiple tranches with expiry dates of 13 February 2024, 13 February 2025 and 13 February 2027. The facility is secured by registered mortgages over the real property assets of the Group as well as a general security interest over all property of the operating entities within the Group.

The primary purpose of the unutilised facility is to fund future property developments. The facility will also be used to meet the prudential requirements of the *Aged Care Act 1997 (Cth)* – to demonstrate sufficient liquidity to return refundable accommodation deposits to departing residents, as they fall due (refer to note E5(b)). At 30 June 2023, the Group had drawn \$675.0 million (2022: \$911.0 million) with \$143.0 million (2022: \$199.0 million) available as undrawn facilities.

(iii) Other financial liability

During the year the Group entered into a transaction with a third party for the sale of nine aged care homes in South Australia and the leaseback of the homes for a term of 20 years with two options to extend, each for an additional period of 10 years. The leases include multiple option rights, including a call option, to repurchase the homes from the third party. As a result of the application of *AASB 15 Revenue from Contracts with Customers* the Group have concluded that the control of the homes did not pass to the third party. The Group continues to recognise and measure the homes in property, plant and equipment in accordance with the Group accounting policy (note D1). A financial liability has been recognised for the consideration received on the sale of the properties.

In addition, as part of the acquisition of McKenzie Aged Care, the Group acquired three aged care homes and a financial liability that were the subject of a sale and leaseback transaction with a third party. The terms of this sale and leaseback transaction included an option to repurchase the homes from the third party. In accordance with *AASB 15*, the Group have concluded that control of the homes did not pass to the third party. As such, the Group accounts for these three homes on the same basis as described above.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E4. Interest bearing liabilities (continued)

Significant judgement

Valuation of financing liability relating to sale and leaseback transactions

Determining the effective interest rate relating to the financial liability for the leaseback transactions requires an estimation of the expected cashflows relating to the final settlement of the liability. These cashflows relate either to the expected option exercise price, if the option is expected to be exercised, or to the expected fair value of the underlying assets at the end of the leaseback period if the asset is expected to be surrendered.

The expected cashflows relating to the financial liability have been estimated using an estimated future fair value of the underlying assets taking into account market factors and historical valuation trends.

There is significant uncertainty in the measurement of the financial liability due to the long period of time until the liability may be settled (over 20 years) and the inherent uncertainty as to whether the option to purchase the assets will in fact be exercised. In the event that the option is not exercised, the financial liability and associated assets will be derecognised, with no cash outflow required.

As a result of this accounting treatment required by AASB 9 *Financial Instruments*, the interest expense recognised on the financial liability has no relationship with or connection to the rent payable under the lease contracts. The interest expense on the financial liability is disclosed in note B2. This interest expense exceeds the rent payable under the leases in the current financial year by \$2.8 million.

(b) Carrying amount

	2023 \$m	2022 \$m
Current		
Unsecured Commonwealth Government loan	-	0.1
Secured loan	30.0	-
	30.0	0.1
Non-current		
Secured loan	645.0	911.0
Other financial liability	313.9	-
	958.9	911.0

Notes to the consolidated financial statements

For the year ended 30 June 2023

E5. Other financial liabilities

		2023 \$m	2022 \$m
Retirement village entry contributions	(a)	664.9	585.5
Refundable accommodation deposits	(b)	1,878.8	1,314.8
Other loans	(c)	-	0.1
		2,543.7	1,900.4

(a) Retirement village entry contributions

Retirement village entry contributions relate to equity-funded independent living unit agreements. Entry contributions are non-interest bearing and are recognised at fair value with resulting fair value adjustments recognised in profit or loss. Fair value is the amount payable on demand and is measured at the principle amount plus the resident's share of any increases in the market value of the occupied unit (for contracts that contain a capital gain share clause) less deferred management fees contractually accruing up to reporting date.

The Group guarantees repayment of the resident's loan within the earlier of six or 18 months (depending on the resident agreement) from cessation of occupancy or 14 days from receipt of a replacement resident's loan.

(b) Refundable accommodation deposits

Refundable accommodation deposits (RADs) are paid by residents for their accommodation upon their admission to care facilities and are settled after a resident vacates the premises in accordance with the *Aged Care Act 1997 (Cth)*. Approved Providers must pay a base interest rate on all refunds on RADs within legislated time frames and must pay a penalty on refunds made outside legislated time frames. Prior to 1 July 2014, lump sum refundable accommodation deposits were referred to as accommodation bonds.

RADs are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method. Due to the short-term nature of RADs, their carrying value is assumed to approximate their fair value.

Prior to 1 July 2014, accommodation bonds were not payable by residents paying a high care accommodation payment. From 1 July 2014, under the Living Longer Living Better reforms, residents can choose to pay a full lump sum (RAD), a regular rental-type payment called a "daily accommodation payment" (DAP), or a combination of both.

Accommodation bond balances are reduced by annual retention fees charged in accordance with the *Aged Care Act 1997 (Cth)*. However, retention fees are not applicable post 1 July 2014 for RADs.

RAD refunds are guaranteed by the Federal Government under the prudential standards legislation. Providers are required to have sufficient liquidity to ensure they can refund RAD balances as they fall due in the following 12 months. Providers are also required to implement and maintain a liquidity management strategy. The Group uses a combination of cash and uncommitted borrowing facilities to meet its liquidity requirements (refer note E4(a)(ii)).

A RAD is refundable within 14 days upon receipt of Probate or Letters of Administration for deceased residents, or 14 days from advice of departure for residents transferred to another facility. As there is no unconditional right to defer payment for 12 months, RAD liabilities are recorded as current liabilities. The RAD liability is spread across a large proportion of the resident population and therefore the repayment of individual balances that make up the current balance will be dependent upon the actual tenure of individual residents.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E5. Other financial liabilities (continued)

(c) Other loans

Other loans represent amounts received into the Group's "non-deeming" fund on an interest-free basis from supporters of the Group's activities. Invariably, these loans have been received from intending residential care residents who have chosen to invest in the Fund in return for negotiating a reduction in their accommodation bond.

E6. Derivative financial instruments

Derivative financial instruments are recognised initially at fair value on the date the instrument is entered into and are subsequently remeasured at fair value or "market to market" at each reporting date. The gain or loss on remeasurement is recognised immediately in profit or loss unless the derivative is designated as a hedging instrument, in which case the remeasurement is measured in equity.

(i) Hedge accounting

At inception of the hedge relationship, the Group formally designates the relationship between hedging instruments and hedged items, as well as its risk management objective for undertaking various hedge transactions. The Group also documents its assessment at hedge inception date and on an ongoing basis as to whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item and a qualitative assessment is performed to assess effectiveness. If changes in circumstances affect the terms of the hedged item, such as the terms no longer match exactly with the critical terms of the hedged instrument, a hypothetical derivative method is used to assess effectiveness.

The Group has entered into cash flow hedges. A cash flow hedge is a derivative or financial instrument hedging the exposure to variability in cash flow attributable to a particular risk associated with an asset, liability or forecasted transaction. A cash flow hedge is used to swap variable interest rate payments to fixed interest rate payments in order to manage the Group's exposure to interest rate risk.

The effective part of any gain or loss on the derivative financial instrument is recognised in other comprehensive income and accumulated in equity in the cash flow hedge reserve. The change in fair value that is identified as ineffective is recognised immediately in profit or loss within other income or other expense. Amounts accumulated in equity are transferred to profit or loss when the hedged item affects profit or loss.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to profit or loss.

(ii) Netting of payments

Derivative transactions are administered under International Swaps and Derivatives Association (ISDA) Master Agreements. Where certain credit events occur, such as default, the net position owing / receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements terminated. The Group does not currently have legally enforceable right of set-off between transaction types and therefore these amounts are presented separately in the consolidated balance sheet.

ISDA's held with counterparties allow for the netting of payments and receipts for the settlement of interest rate swap transactions.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E6. Derivative financial instruments (continued)

The following information relates to the Group's cash flow hedges:

	2023 \$m	2022 \$m
Current assets		
Interest rate swaps	1.8	2.6
Non-current assets		
Interest rate swaps	7.1	-
	8.9	2.6
Change in fair value of hedging instruments recognised in other comprehensive income	6.4	2.6

At 30 June 2023, the Group currently has interest rate swaps in place to cover 74.1% (2022: 24.7%) of the variable rate borrowings. The weighted average maturity of interest rate swaps is 3.1 years (2022: 2.3 years).

E7. Financial instruments

The classification of financial instruments depends on the nature and purpose of the asset or liability and is determined at the time of initial recognition. The Group has the financial assets and liabilities which are all measured at amortised cost using the effective interest rate method, with the exception of interest rate swaps which are measured at fair value:

	Note Reference
Financial assets	
Trade and other receivables	C1
Cash and cash equivalents	E1
Interest rate swaps (Derivative financial instruments)	E6
Financial liabilities	
Lease liabilities	E3
Interest-bearing liabilities	E4
Trade and other payables	C2
Other financial liabilities	E5

Notes to the consolidated financial statements

For the year ended 30 June 2023

E7. Financial instruments (continued)

(i) Initial recognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All regular way purchases or sales are recognised and derecognised on a trade date basis.

Financial assets and financial liabilities are initially measured at fair value. Any directly attributable transaction costs on acquisition or issue are either:

- recognised immediately in profit or loss (for financial assets and liabilities at fair value); or
- added to or deducted from the fair value of the financial asset or liability (for all others).

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; or
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; or
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

(ii) Measurement bases

Amortised cost using the effective interest rate method

Amortised cost applies to both financial assets and financial liabilities. The effective interest rate method is used for amortising premiums, discounts and transaction costs for both financial assets and financial liabilities. When applying the effective interest rate method, interest is recognised in profit or loss in the period in which it accrues, even if payment is deferred.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or financial liability and allocating the interest income or expense over the relevant period. Amortisation under this method reflects a constant period return on the carrying amount of the asset or liability.

The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments, without consideration of future credit losses, over the expected life of the financial instrument, or through to the next market-based repricing date, to the net carrying amount of the financial instrument on initial recognition.

Fair value

The fair value of cash and cash equivalents and non-interest bearing financial assets and liabilities (including trade and other receivables and trade and other payables) approximate their carrying amounts largely due to the short maturity.

Financial assets and financial liabilities measured at fair value are grouped into three levels of fair value hierarchy. This grouping is determined based on the lowest level of significant inputs used in fair value measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E7. Financial instruments (continued)

(ii) Measurement bases (continued)

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly, i.e. as prices, or indirectly i.e. derived from prices.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of interest rate swaps is determined as the net present value of contracted cash flows. The existing exposure method, which estimates future cash flows to present value using credit adjusted discount factors after counterparty netting arrangements, has been adopted for interest rate swaps.

The Group's derivative financial instruments are classified as Level 1 (2022: Level 1). During the period, there were no transfers between Level 1, Level 2 or Level 3 in the fair value hierarchy (2022: nil).

Non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. The fair value of interest-bearing borrowings, including leases, are determined by discounting the remaining contractual cash flows at the relevant credit adjusted market interest rates at the reporting date.

(iii) Derecognition

The Group derecognises a financial asset when substantially all the risks and rewards of ownership are transferred, or the contractual rights to the cash flows from the asset expire. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

When a financial asset is derecognised in its entirety, the profit or loss recognised is calculated as:

The asset's carrying amount – [Consideration received or receivable + cumulative gain or loss recognised in other comprehensive income].

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

(iv) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments, lease receivables and trade receivables, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Notes to the consolidated financial statements

For the year ended 30 June 2023

E7. Financial instruments (continued)

(iv) Impairment of financial assets (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(v) Offsetting

Financial assets and liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(vi) Carrying amounts

The carrying amounts presented in the statement of financial position relate to the following categories of assets and liabilities.

	Note	2023 \$m	2022 ⁽ⁱ⁾ \$m
Financial assets measured at fair value through other comprehensive income			
<i>Current</i>			
Interest rate swaps	E6	1.8	2.6
<i>Non-current</i>			
Interest rate swaps	E6	7.1	-
Financial assets measured at fair value through other comprehensive income		8.9	2.6
Financial assets measured at amortised cost			
<i>Current</i>			
Cash and cash equivalents	E1	125.3	150.6
Trade and other receivables	C1	30.6	18.5
		155.9	169.1
Total financial assets		164.8	171.7
Financial liabilities measured at amortised cost			
<i>Current</i>			
Trade and other payables	C2	99.3	80.8
Lease liabilities	E3	16.9	12.0
Interest-bearing liabilities	E4	30.0	0.1
Other financial liabilities	E5	2,543.7	1,900.4
		2,689.9	1,993.3
<i>Non-current</i>			
Lease liabilities	E3	132.3	73.8
Interest-bearing liabilities	E4	958.9	911.0
		1,091.2	984.8
Total financial liabilities		3,781.1	2,978.1

(i) Comparative information has been adjusted retrospectively to reflect the fair value adjustments as disclosed in note F1.

Notes to the consolidated financial statements

For the year ended 30 June 2023

F. Group structure

This section sets out the legal structure of the Group. It provides information on business combinations and details on controlled entities and associates.

F1. Business combinations

A business combination is accounted for by applying the acquisition method. Using the acquisition method, one of the combining entities must be identified as the acquirer (ie parent entity). On acquisition date (that date that the parent entity obtains control over the acquiree), the parent entity recognises in the consolidated financial statements the fair value of the identifiable assets and liabilities acquired. In addition, contingent liabilities of the acquiree will be recognised where a present obligation has been incurred and its fair value can be reliably measured. The acquisition may result in the recognition of goodwill or acquisition reserve in equity.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements of the parent. Consideration may comprise the sum of the assets transferred by the acquirer, the liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the acquirer.

Included in the measurement of any consideration transferred is any asset or liability resulting from a contingent consideration arrangement. Any obligation incurred relating to contingent consideration is classified as either a financial liability or equity instrument, depending upon the nature of the arrangement. Rights to refunds of consideration previously paid are recognised as a receivable.

Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or a liability is remeasured each reporting period to fair value through profit or loss unless the change in value can be identified as existing at acquisition date. All transaction costs incurred in relation to the business combination are expensed in profit or loss.

(a) Details of acquisitions

During the year ended 30 June 2023 the Group acquired:

Date	Acquisition Type	Name	Principal Activity
17 February 2023	Acquisition of 100% of the shares, and assets and liabilities	McKenzie Aged Care Group Pty Ltd and Cabool Retirement Villages Pty Ltd ("McKenzie")	Residential aged care in Queensland, New South Wales and Victoria and retirement living in Queensland.

During the prior year ended 30 June 2022 the Group acquired:

Date	Acquisition Type	Name	Principal Activity
1 November 2021	Merger	Acacia Living Group Limited	Residential aged care, retirement living and At Home Support services in Western Australia.
28 February 2022	Acquisition of 100% of the shares	Australian Aged Care Partners Holdings Pty Ltd (trading as Allity)	Residential aged care in Queensland, New South Wales, Victoria and South Australia.

Notes to the consolidated financial statements

For the year ended 30 June 2023

F1. Business combinations (continued)

(b) Assets acquired and liabilities assumed at date of acquisition

Significant judgement

Fair value of identifiable assets, liabilities and contingent liabilities acquired

The fair values of assets, liabilities and contingent liabilities acquired are determined using the accounting policies described throughout these financial statements. Consequently, the areas of significant judgement described in each of the following notes are applicable to the assessments made at acquisition date:

	Note
Deferred tax liabilities	B3
Employee benefits provisions	C3
Valuation of land and buildings	D1
Work in progress	D1
Valuation of retirement village assets	D2
Cash generating units and the allocation of goodwill	D3
Valuation and impairment of intangible assets – goodwill	D3
Value of financial liability relating to sale and leaseback transactions	E4

Notes to the consolidated financial statements

For the year ended 30 June 2023

F1. Business combinations (continued)

(b) Final assets acquired and liabilities assumed at date of acquisition (continued)

The final fair values of the identifiable assets and liabilities of Acacia Living Group and Allity were:

	Acacia Living Group \$m	Allity \$m	Allity measurement period adjustments \$m	Final fair value at 30 June 2022 \$m
Current assets				
Cash and cash equivalents	26.0	44.6	-	70.6
Trade and other receivables	0.2	10.4	(1.7)	8.9
Prepayments and deposits	0.7	2.1	-	2.8
Total current assets	26.9	57.1	(1.7)	82.3
Non-current assets				
Prepayments and deposits	0.1	-	-	0.1
Property, plant and equipment	48.1	693.6	(2.6)	739.1
Right-of-use assets	0.1	3.6	-	3.7
Retirement village assets	138.1	20.4	-	158.5
Total non-current assets	186.4	717.6	(2.6)	901.4
Total assets	213.3	774.7	(4.3)	983.7
Current liabilities				
Trade and other payables	(4.8)	(23.0)	-	(27.8)
Provisions	(2.7)	(41.2)	-	(43.9)
Unearned revenue	(1.3)	(0.3)	-	(1.6)
Lease liabilities	-	(3.6)	-	(3.6)
Current tax balances	-	-	0.5	0.5
Other financial liabilities	(165.7)	(899.0)	-	(1,064.7)
Total current liabilities	(174.5)	(967.1)	0.5	(1,141.1)
Non-current liabilities				
Provisions	(0.2)	(4.6)	-	(4.8)
Lease liabilities	(0.1)	-	-	(0.1)
Deferred tax (liabilities) / assets	-	(3.4)	7.3	3.9
Total non-current liabilities	(0.3)	(8.0)	7.3	(1.0)
Total liabilities	(174.8)	(975.1)	7.8	(1,142.1)
Net asset / (liabilities) acquired	38.5	(200.4)	3.5	(158.4)
Goodwill on acquisition	-	899.1	(3.5)	895.6
Acquisition Reserve on acquisition	(13.0)	-	-	(13.0)
Purchase consideration transferred	25.5	698.7	-	724.2

In accordance with AASB 3 *Business Combinations*, the Group disclosed initial accounting for the business combinations as provisional in the prior period. In the 12 months following the acquisition dates, the Group has adjusted the accounting for the business combination for any new information obtained about facts and circumstances at date of acquisition, that if known at the time of acquisition and provisional accounting, would have affected the measurement of the amounts recognised as of that date. As required by AASB3 *Business Combinations* the relevant balances at 30 June 2022 have been restated as a consequence. The above amounts represent the finalised position in accordance with AASB 3 *Business Combinations*.

Notes to the consolidated financial statements

For the year ended 30 June 2023

F1. Business combinations (continued)

(c) Provisional assets acquired and liabilities assumed at date of acquisition

The provisional fair values of the identifiable assets and liabilities of McKenzie at the date of acquisition were:

	\$m
Current assets	
Cash and cash equivalents	1.1
Trade and other receivables	10.2
Prepayments and deposits	3.8
Total current assets	15.1
Non-current assets	
Property, plant and equipment	244.0
Right-of-use assets	73.2
Retirement village assets	34.1
Total non-current assets	351.3
Total assets	366.4
Current liabilities	
Trade and other payables	(5.4)
Provisions	(30.0)
Interest bearing liabilities	(72.0)
Lease liabilities	(0.4)
Other financial liabilities	(499.3)
Total current liabilities	(607.1)
Non-current liabilities	
Provisions	(4.9)
Lease liabilities	(70.5)
Interest bearing liabilities	(93.1)
Total non-current liabilities	(168.5)
Total liabilities	(775.6)
Net liabilities acquired	(409.2)
Goodwill on acquisition	409.2
Purchase consideration transferred	-

The goodwill of \$409.2 million arising from the acquisition of McKenzie represents expected synergies from combining operations of McKenzie with Bolton Clarke.

In accordance with AASB 3 *Business Combinations*, the Group discloses that due to the acquisition of McKenzie taking place during the financial year, the initial accounting for the business combination is provisional, with the information available at reporting date. The Group will determine and disclose the final accounting within 12 months of the respective acquisitions, in accordance with AASB 3 *Business Combinations*.

Notes to the consolidated financial statements

For the year ended 30 June 2023

F1. Business combinations (continued)

(d) Net cash outflow on acquisition

	McKenzie \$m	Acacia Living Group \$m	Allity \$m	Total \$m
2023				
Consideration paid in cash	-	-	-	-
Less: cash and cash equivalent balances acquired	(1.1)	-	-	(1.1)
Net inflow of cash per the statement of cash flows	(1.1)	-	-	(1.1)
2022				
Consideration paid in cash	-	25.5	698.7	724.2
Less: cash and cash equivalent balances acquired	-	(26.0)	(44.6)	(70.6)
Net outflow of cash per the statement of cash flows	-	(0.5)	654.1	653.6

F2. Subsidiaries

The parent entity of the Group is RSL Care RDNS Limited (ABN 90 010 488 454). RSL Care RDNS Limited is a charity registered with the Australian Charities and Not-for-profits Commission (ACNC) and is a Deductible Gift Recipient. Details of the Group's material subsidiaries at the end of the reporting period are set out over the page.

Notes to the consolidated financial statements

For the year ended 30 June 2023

F2. Subsidiaries (continued)

Name of subsidiary	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
		2023	2022
RSL (QLD) War Veterans' Homes Trust ⁽ⁱ⁾	Australia	Nil	Nil
Scartwater (Aged Care) Trust ⁽ⁱ⁾	Australia	Nil	Nil
Royal District Nursing Service Limited	Australia	100%	100%
RDNS Homecare Limited	Australia	100%	100%
Royal District Nursing Service New Zealand Limited	New Zealand	100%	100%
RDNS 2007 Pty Ltd	Australia	100%	100%
RDNS Charitable Trust ⁽ⁱ⁾	Australia	Nil	Nil
Royal District Nursing Service (Hong Kong) Limited	Hong Kong	100%	100%
Altura Learning Australia Pty Ltd	Australia	100%	100%
Altura Learning United Kingdom Limited	United Kingdom	100%	100%
Acacia Living Group Limited	Australia	100%	100%
Australian Aged Care Partners Holdings Pty Ltd	Australia	100%	100%
Australian Aged Care Partners (No. 2) Pty Ltd	Australia	100%	100%
Australian Aged Care Partners Pty Ltd	Australia	100%	100%
Australian Aged Care Partners Finance Pty Ltd	Australia	100%	100%
Australian Aged Care Partners Property Pty Ltd	Australia	100%	100%
Australian Aged Care Partners Property Trust ⁽ⁱ⁾	Australia	Nil	Nil
Australian AC Partners Property Pty Ltd	Australia	100%	100%
Australian AC Partners Property Trust ⁽ⁱ⁾	Australia	Nil	Nil
Australian AC Property Pty Ltd	Australia	100%	100%
Allity Holdings Pty Ltd	Australia	100%	100%
Allity Pty Ltd	Australia	100%	100%
Allity Community Care Pty Ltd	Australia	100%	100%
Allity (Riverwood Village) Pty Ltd	Australia	100%	100%
Allity Management Services Pty Ltd	Australia	100%	100%
Allity NSW Property Holdings Pty Ltd	Australia	100%	100%
Allity VIC Property Holdings Pty Ltd	Australia	100%	100%
Allity Aged Care Pty Ltd	Australia	100%	100%
Australian Aged Care (No 2) Pty Ltd	Australia	100%	100%
Australian Aged Care Trust No. 2 ⁽ⁱ⁾	Australia	Nil	Nil
Australian Aged Care Pty Ltd	Australia	100%	100%
Australian Aged Care Trust No. 1 ⁽ⁱ⁾	Australia	Nil	Nil
McKinnon Road Developments Pty Limited	Australia	100%	100%
Cerity Holdings Pty Ltd	Australia	100%	100%
Cerity Property No 2 Pty Ltd	Australia	100%	100%
Cerity Property Pty Ltd	Australia	100%	100%
Cerity Trust ⁽ⁱ⁾	Australia	Nil	Nil
Cerity Pty Ltd	Australia	100%	100%
Australian SA Property Pty Limited	Australia	100%	100%
McKenzie Aged Care Group Pty Ltd	Australia	100%	Nil
Cabool Retirement Villages Pty Ltd	Australia	100%	Nil

Notes to the consolidated financial statements

For the year ended 30 June 2023

F2. Subsidiaries (continued)

- (i) The Group includes a number of Trustee companies that administer trusts. While the nature of a trust means that there is no ownership interest, the Group controls the trust in accordance with the requirements of AASB 10 *Consolidated Financial Statements* through its ability to direct the relevant activities of the Trust. The names of the trusts and their trustee companies are listed below:

Trust	Trustee Company
RSL (QLD) War Veterans' Homes Trust	RSL Care RDNS Limited
Scartwater (Aged Care) Trust	RSL Care RDNS Limited
RDNS Charitable Trust	RDNS 2007 Pty Ltd
Australian Aged Care Partners Property Trust	Australian Aged Care Partners Property Pty Ltd
Australian AC Partners Property Trust	Australian AC Partners Property Pty Ltd
Australian Aged Care Trust (No 2)	Australian Aged Care (No 2) Pty Ltd
Australian Aged Care Trust (No 1)	Australian Aged Care Pty Ltd
Cerity Trust	Cerity Property Pty Ltd

F3. Parent entity disclosures

The Company acts as trustee of the RSL (QLD) War Veterans Homes' Trust and as managing trustee of the Scartwater Trust. The Company does not carry on business in its individual capacity. The Company does not have any assets or liabilities and does not generate any profit or loss (2022: nil).

Notes to the consolidated financial statements

For the year ended 30 June 2023

G. Other items

This section sets out other disclosures that may be relevant to understanding the financial position and performance of the Group.

G1. Commitments

(a) Capital commitments

The Group had capital expenditure commitments of \$25.2 million at 30 June 2023 (2022: \$83.6 million).

G2. Contingent liabilities

A contingent liability is a possible obligation arising from past events which will only be confirmed by the occurrence or non-occurrence of future events not wholly within the control of the Group or a present obligation arising from past events that is not probable or cannot be measured reliably. Contingent liabilities are not recognised.

The Group has provided bank guarantees to third parties as guarantees of self-insurance liabilities, program delivery and premises rental. The secured bank guarantees are subject to annual review. The value of bank guarantees issued as at the end of the financial year was \$15.4 million (2022: \$7.6 million).

G3. Related party transactions

(a) Key management personnel compensation

Key management personnel are the Directors and executives who collectively have the authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel compensation of \$6,886,804 (2022: \$5,654,264) was recognised as an expense during the reporting period.

No Director or related party has entered into a material contract with the Group since the end of the previous financial year and there are no material contracts involving Director's interests subsisting at year end. Directors and executives may have family members or relatives who utilise the services that the Group provides. Such transactions are conducted at arm's length.

(b) Transactions with related parties

The ultimate controlling company of the Group is RSL Care RDNS Limited. Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. There were no other transactions between the Group and other related parties.

Notes to the consolidated financial statements

For the year ended 30 June 2023

G4. Reconciliation of deficit to net cash inflow from operating activities

	2023 \$m	2022 \$m
Deficit for the financial year	(232.5)	(1.5)
<i>Non-cash adjustments for:</i>		
Depreciation of right-of-use assets, property, plant and equipment	67.0	41.4
Amortisation of intangible assets	4.3	3.5
Net loss / (gain) on sale of assets	(0.6)	(0.2)
Share of joint venture loss	-	0.1
Deferred management fees	(13.9)	(15.9)
Net (gain) / loss on retirement village assets	(9.9)	18.4
	(185.6)	45.8
<i>Non-operating item adjustments for:</i>		
Finance costs	50.2	18.1
Lease costs	12.4	-
Finance income	(4.4)	(0.3)
	(127.4)	63.6
<i>Changes in operating assets and liabilities:</i>		
Decrease / (increase) in trade and other receivables	5.4	(11.2)
(Increase) / decrease in prepayments	(11.4)	4.4
Decrease / (increase) in trade and other payables	15.1	(1.5)
Increase in provisions	(4.8)	(2.5)
Increase in unearned revenue	(5.9)	(1.9)
Increase / (decrease) in tax liabilities	214.4	(32.0)
Net cash from operating activities	85.4	18.9

G5. Economic dependency

The Group is dependent on government funding under the *Aged Care Act 1997 (C'th)* for operation of its residential care facilities and community services packages.

Notes to the consolidated financial statements

For the year ended 30 June 2023

G6. Remuneration of auditors

	2023 \$'000	2022 \$'000
Deloitte and related network firms		
Audit or review of financial reports*:		
- Group	227	340
- Subsidiaries	704	375
	931	715
Statutory assurance services required by legislation to be provided by the auditor	56	50
Other assurance and agreed-upon procedures under other legislation or contractual arrangements	55	50
Other services:		
- Environmental, Sustainability and Governance Consulting	66	41
	1,108	856

* The auditor of the Group is Deloitte Touche Tohmatsu.

Other auditors and their related network firms		
Audit or review of financial reports:		
- Subsidiaries	38	34
Statutory assurance services required by legislation to be provided by the auditor	-	161
Other assurance and agreed-upon procedures under other legislation or contractual arrangements	203	52
	241	247

G7. Events subsequent to reporting date

During the year, an internal restructuring of assets and operations resulted in a wholly owned subsidiary incurring a \$193.7 million capital gains tax liability. On 27 September 2023, the wholly owned subsidiary declared a fully franked dividend of \$451.4 million, payable to RSL Care RDNS Limited as trustee of the Trust. As the Trust is exempt from income tax in accordance with the *Income Tax Assessment Act 1997 (C'th)*, the Trust will be entitled to a franking credit refund of \$193.5 million, to be recognised during the year ended 30 June 2024.

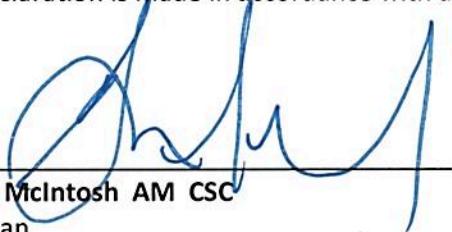
Other than the matters noted above, in the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report that is expected to significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

Directors' Declaration

The Directors of the Company declare that:

1. The Financial Statements and Notes:
 - a. comply with Australian Accounting Standards – Simplified Disclosures, Division 60 of the *Australian Charities and Not-for-profits Commission Act 2012 (C'th)* and the Trust Deeds of the Trust and the Scartwater Trust; and
 - b. give a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the year ended on that date.
2. In the Directors' opinion there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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



Mr Pat McIntosh AM CSC
Chairman

Brisbane, 28 September 2023

Chairman's Declaration

I, Patrick McIntosh, Chairman of the Board of RSL Care RDNS Limited declare that, in my opinion:

- (a) the consolidated financial statements give a true and fair view of all income and expenditure of the Group with respect to fundraising appeals;
- (b) the Consolidated Statement of Financial Position gives a true and fair view of the state of affairs with respect to fundraising appeals;
- (c) the provision of the *Charitable Fundraising Act 1991 (NSW)*, the Regulations under that Act and the conditions attached to the authority issued under that Act have been complied with by the Group; and
- (d) the internal controls exercised by the Group are appropriate and effective in accounting for all income received and applied by the Group from any of its fundraising appeals.



Mr Pat McIntosh AM CSC
Chairman

Brisbane, 28 September 2023

Independent Auditor's Report to the Board of RSL Care RDNS Limited

Opinion

We have audited the financial report of RSL Care RDNS Limited (the "Entity") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration. In addition, we have audited the Group's compliance with specific requirements of the *Charitable Fundraising Act 1991*.

In our opinion;

- a) the accompanying financial report of the Group is in accordance with Division 60 of the *Australian Charities and Not-for-profits Commission Act 2012* (the "ACNC Act"), including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards – Simplified Disclosures to the extent described in Note A1, and Division 60 of the *Australian Charities and Not-for-profits Commission Regulation 2022*;
- b) the financial report agrees to the underlying financial records of the Group, that have been maintained, in all material respects, in accordance with the *Charitable Fundraising Act 1991* and its regulations for the year ended 30 June 2023; and
- c) monies received by the Group as a result of fundraising appeals conducted during the year ended 30 June 2023, have been utilised for, and applied, in all material respects, in accordance with the *Charitable Fundraising Act 1991* and its regulations.

We have obtained all the necessary information required in connection with our audit in respect of the financial year ended 30 June 2023.

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 and Compliance with Specific Requirements of the Charitable Fundraising Act 1991* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the ACNC Act and the ethical requirements of the Accounting Professional & 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 and compliance with specific requirements of the *Charitable Fundraising Act 1991* 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.

Other Information

The directors are responsible for the other information. The other information comprises the directors' report for the year ended 30 June 2023 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 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 and for Compliance with the Charitable Fundraising Act 1991

The directors of the Entity are responsible for compliance with the *Charitable Fundraising Act 1991* and the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note B5 to the financial report is appropriate to meet the requirements of the ACNC Act and the *Charitable Fundraising Act 1991* and the needs of the Board. The directors' responsibility also includes 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, and to enable compliance with the *Charitable Fundraising Act 1991*.

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

Auditor's Responsibilities for the Audit of the Financial Report and Compliance with Specific Requirements of the Charitable Fundraising Act 1991

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 the Group complied, in all material respects, with specific requirements of the *Charitable Fundraising Act 1991*, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of non-compliance with the specific requirements of the *Charitable Fundraising Act 1991* and the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

Because of the inherent limitations of any compliance procedure, it is possible that fraud, error or non-compliance with the *Charitable Fundraising Act 1991* may occur and not be detected. An audit is not designed to detect all weaknesses in the Group's compliance with the *Charitable Fundraising Act 1991* as an audit is not performed continuously throughout the period and the tests are performed on a sample basis. Any projection of the evaluation of the compliance procedures to future periods is subject to the risk that the procedures, may become inadequate because of changes in conditions, or that the degree of compliance with them may deteriorate.

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



DELOITTE TOUCHE TOHMATSU



Vanessa de Waal
Partner
Chartered Accountants
Brisbane, 28 September 2023