



ANNUAL REPORT 2022





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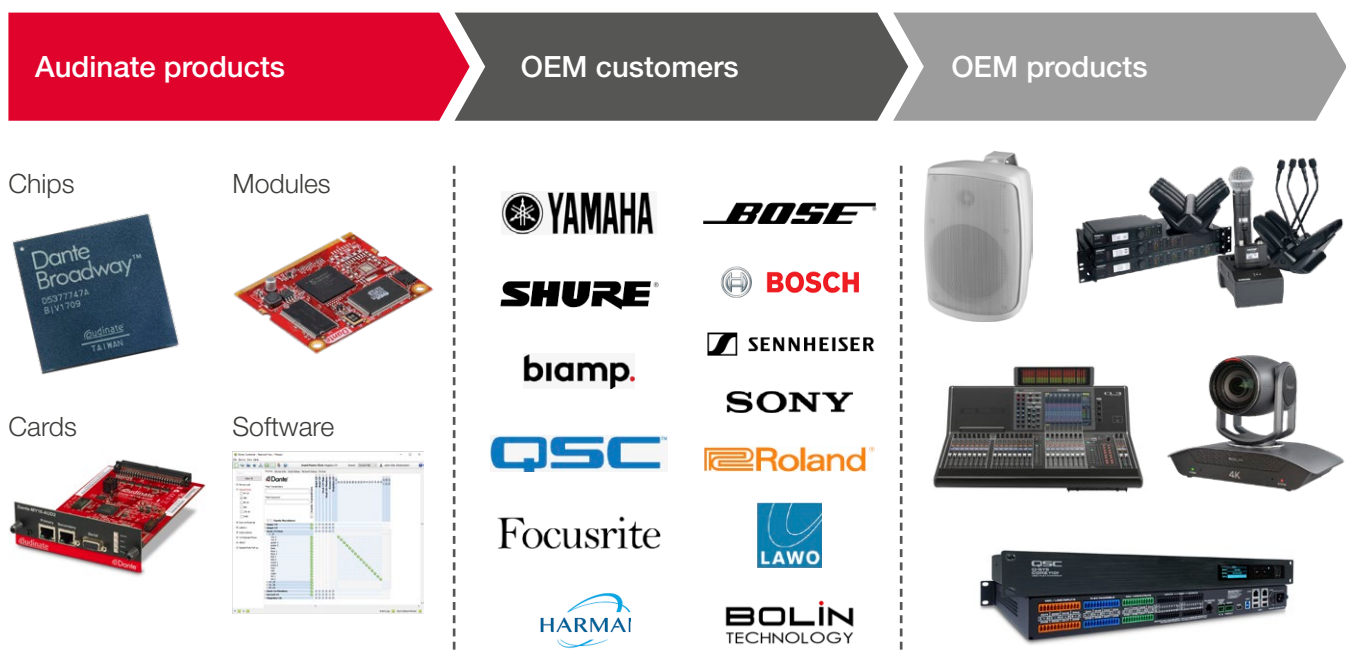


A Global leader in audio and video networking, distributing high quality digital media signals over computer networks

Business Overview

World-leading supplier of digital media networking for the Professional AV industry

Growing network effect of Dante enabled products in market – now 3,610





Dante transforms audio and video connectivity

Audio systems ranging from small systems for a conference room or house of worship to massive systems found in a university campus or stadium all require connections between microphones, mixers, processors, amplifiers, and speakers.

Traditionally, this means long runs of specialized analog cables that are heavy, cumbersome to maneuver and dedicated to only a single type of signal going to a single device at a time. Changes are labor-intensive and expensive, and noise and hum are constant companions as distances grow. Adding video to the mix brings more of the same, with even more dedicated cable types to install, manage and maintain.

Dante replaces **all** of those connections with a computer network, effortlessly sending video or hundreds of channels of audio over slender Ethernet cables with perfect digital fidelity. All connections are now managed with software, making routes fast, readable, and reliable. Because all devices share the same network, signals can be sent between **any** devices no matter where they are located on a site, with no change to the wiring at all. Dante systems are easily expanded, exactly as one might add a printer to a network. Just connect additional devices to any available network jack and start using it.

Dante is the evolution of AV systems, converging all previous connection types into one. Dante delivers vastly superior performance while making these systems easier to use, easier to expand, and less expensive to deploy.

Products

Dante is available in over 3,000 products from more than 400 manufacturers, covering a diverse range of installations and applications across industries, including:

- Universities
- Conference Rooms
- Broadcast Studios
- Corporate Campuses
- Houses of Worship
- Arenas and Stadiums
- Recording Studios
- Conference Centers
- Transportation
- Amusement Parks
- Zoos
- Theaters.



FY22 Financials

Revenue

A\$46.3m

Up 38.7%

Gross Margin

74.7%

Down 1.7%

EBITDA

A\$4.3m

Up 38.7%

Cash and term deposits

A\$44.5m



>A\$1bn

Total addressable market¹

410

OEM brands shipping
Dante enabled products

3,610

Dante enabled products
available on the market

14x

Market adoption
of closest audio competitor

33,500

Professionals trained
on Dante in FY22

1. Management estimate of total addressable market of audio, video and Pro-AV software products.

Chairman's Letter



Dear Shareholders,

On behalf of the Directors, I am pleased to present the Audinate Group Limited Annual Report for the financial year ended 30 June 2022 (FY22). Audinate has emerged from two years of COVID-related headwinds to deliver strong revenue growth and continued progress toward our long-term strategic objectives. With supply chain pressures expected to gradually ease in FY23, the business is well-positioned for ongoing growth.

Reflecting on the last twelve months, Audinate has continued to build momentum in the adoption of Dante, irrespective of the challenges in the operating environment. This is evidenced by the record number of design wins, including 50 for our Dante Embedded Platform alone; 487 new Dante-enabled products released during the year; 410 Original Equipment Manufacturer (OEM) brands who are shipping Dante; and more than 33,000 AV professionals were trained on our technology during FY22. These metrics, as well as price increases of 10%-25% for many of our products, will contribute to the ongoing growth of our audio networking revenue.

The company continues to deliver on its technology roadmap with the release of AV management and control capabilities such as the Dante Ready feature and a beta version of Dante Cloud, a cloud-based implementation of Dante Domain Manager. (Greater detail on this is available in the accompanying CEO Report.) It is also worth noting that the transition of customers onto the next generation Brooklyn-III product is a critical remaining step and a priority for the next six months.

Despite its challenges, FY22 was another successful year in the execution of our video strategy. The acquisition of the Silex video business provided us with further talent and expertise in video. We released Dante Studio, our first video software offering for end-users, and recently announced our first OEM video software offering, Dante AV-H. I am particularly excited about the potential for Dante AV-H, which facilitates the proliferation of Dante technology for video applications,



as it can be readily incorporated into popular H.264 video chipsets – again, please refer to the CEO Report for further commentary.

Heading into FY22 we recognised the potential for Audinate to double revenue in the medium term. To achieve this potential, it is important to have the people, processes, and systems in place to support the business and provide a scalable cost base to grow profitably. There was a reasonable step up in headcount as we grew from 135 in June 2021 to 178 employees in June 2022. With this foundation now in place, we are targeting more modest headcount growth of 10% in FY23.

The Board remains focused on building and maintaining a healthy culture to enable the business to flourish. Having significantly increased our headcount during the year, we were pleased to maintain our top quartile employee engagement and keep 'regrettable employee turnover' to near target levels. Heading into FY23, we have increased salaries to reflect market pressures, especially for technology staff.



Texas: the 103,000 seat Kyle Field Football stadium and production facility are completely Dante networked and managed through Dante Domain Manager

We were also pleased with the response to our initial Environmental, Social and Governance (ESG) reporting last year and have continued to evolve the detail and nature of our ESG disclosures. For FY22, we have included a separate ESG section within the Directors Report and replicated this content on a dedicated section of our website. Notable achievements over the last year have been the satisfactory completion of our initial supplier audit, the introduction of a significantly improved parental leave policy, and the strengthening of our cyber security framework. In the year ahead, one of the key focus areas is to improve Board diversity by recruiting an additional director.

The company has had to respond to significant supply chain and lingering COVID-induced challenges over the last twelve months. The Directors have been impressed by how the management team navigated and overcame these challenges and still delivered significant revenue growth for the year. A record sales backlog provides us with optimism about further revenue growth as supply chain pressures ease for both our OEMs and Audinate.

I want to thank Aidan for another outstanding year, particularly his ability to balance his strategic aspirations and vision with a rigorous, data-driven approach to decision-making. The Executive Team and the entire staff of Audinate all play a vital role in the company's success. We welcome the many new team members who have joined us during FY22 and thank everyone for their passion, ingenuity, and teamwork.

David Krall
Chairman

CEO's Report



FY22 was a challenging and ultimately successful year for Audinate. The company delivered strong revenue growth and disciplined execution of our strategic objectives. In particular, we are very pleased that Audinate has achieved compound annual growth (CAGR) in US\$ revenue of 28% over the last two years. During this period, the business has experienced COVID-related impacts, initially to demand and then to supply chain, but demonstrated resilience, maintained margins, and grew revenue strongly.

We also achieved the vast majority of our FY22 objectives relating to product and technology milestones, reducing adoption friction, improving Dante for non-English speakers, strengthening cyber controls, and improving business scalability. In addition to these achievements, the team dedicated substantial time and energy to managing supply chain challenges and the acquisition of the Silex video business.

Ongoing Product Innovation

Audinate has made good progress developing new products and services while designing around chip shortages. The Dante Ready feature (previously called In-Field Enablement – IFE) has been released, enabling end-users to purchase more Dante channels for products in the field and improving unit economics for Original Equipment Manufacturers (OEMs). The initial incarnation of Dante Ready has proved very successful with global audio manufacturer QSC, and we are pleased to make it available to all OEMs, including our launch customer K-Array.

Audinate has commenced a beta trial of Dante Cloud, a modified cloud-based version of Dante Domain Manager, facilitating remote management of Dante installations. This is an important development in allowing AV professionals to remotely manage their Dante installations and reduce on-site visits. We remain on track to make Dante Cloud commercially available at the beginning of calendar year 2023.

Video progress

On 31 January 2022, Audinate completed the acquisition of the video business of Silex Insight SA (“Silex”), based in Belgium. The Silex video business provides video compression and networking technology to manufacturers of AV equipment. The acquisition is strategically compelling because it complements Audinate’s existing video capabilities in Cambridge UK and aligns with Audinate’s strategic vision for video over IP. In particular, the acquisition has increased video hardware engineering capacity, enabled the video product roadmap acceleration, and provided Audinate with engineering talent pools in the UK and Europe.

At year-end, integration of the Silex video business was largely complete, with the team recently moving into a new Belgium office. Our first PC/Mac video software offering (Dante Studio) was released as a free trial with more features to be added in the coming months and commercial availability expected by the end of calendar year 2022. Audinate will shortly release its first video OEM software product, Dante AV-H, enabling video OEMs to implement Dante Controller “control and management functionality” for video products based on popular chips and provide our core Dante audio networking functionality.

Audinate now has 26 video OEM customers (including those from the Silex video business acquisition) and expects meaningful revenue from our video products in FY23.

Operational Results

During the year, Audinate achieved a record 126 design wins with OEMs, up 32.6% from FY21, including 50 design wins for Dante Embedded Platform (DEP). Audinate has also grown the number of OEM customers shipping Dante-enabled products to 410 OEMs at 30 June 2022, up 10.5% from the prior year.

During the year ended 30 June 2022, our OEM customers released another 487 Dante-enabled products, a 26% increase from 385 Dante-enabled products released in the prior year. The business metrics for FY22 were particularly pleasing in the context of significant supply chain headwinds faced by our OEM customers.

Dante certification and training continues to be an essential way to educate the market and drive end-user demand for Dante networking technologies. Our certification training courses are critical in teaching AV professionals the basics of networking, familiarising them with Dante audio and video offerings, and credentialing them for their customers. These courses aim to provide participants with the knowledge and confidence to specify, install and use Dante. In FY22, there were more than 33,000 professionals trained on Dante. This number includes about 12,000 people trained in languages other than English.

Financial Results

Gross profit increased by 29.7% to US\$24.9 million at a gross margin of 74.7% (FY21: 76.4%) due to a 36.3% growth in sales of chips, cards & modules (CCM) and 27.9% growth in software sales. Revenue increased by 33.4% to US\$33.4 million, compared to US\$25.0 million in FY21. AUD revenue grew 38.7% to A\$46.3 million, aided by favourable AUD/USD currency impacts.

Both main revenue categories (Chips Cards and Modules (CCM) and Software) experienced strong growth throughout FY22, and several factors drove higher revenue:

- Unit growth in higher-cost Dante products;
- Price increases to preserve margins;
- Declines in high volume, low-value Dante products due to supply chain pressures (Ultimo and Reference designs); and
- Modest additional CCM revenue from the Silex acquisition.

Operating expenses increased by 34.9% to \$30.3 million in the year ended 30 June 2022. The key movement was a \$6.1 million increase in employee costs as headcount grew from 135 to 178 at 30 June 2022. As expected, sales and marketing expenses increased to \$2.6 million from the prior year ended 30 June 2021 due to the recommencement of trade shows and business travel following the relaxation of COVID-19 travel restrictions. Administration and other expenses increased by 28% to \$3.8 million from the prior year ended 30 June 2021, mainly due to \$0.5 million incurred on transaction and integration costs related to the acquisition of the Silex Insight business. Consequently, EBITDA was \$4.9 million in the year ended 30 June 2022 compared to \$3.0 million in the prior year ended 30 June 2021.

During the year ended 30 June 2022, Audinate received no government subsidies related to COVID-19 compared to \$0.8 million for the prior year. Depreciation and amortisation increased by \$2.1 million in the current year, reflecting an increase in the total value of capitalised development costs being expensed. Due to the movements described above the net loss after tax was \$4.5 million for the year ended 30 June 2022, compared to a \$3.4 million net loss after tax in the prior year.

Managing Supply Chain Risks

Throughout FY22, Audinate faced supply chain constraints and shortages of electronic components. The adaptability of our internal team, deepening relationships with key chip suppliers and ensuring redundancy in contract manufacturing were important in response to an acute shortage of chips. During the second half, Audinate built inventory of key raw materials, notably for the new Brooklyn-III design addressing critical parts shortages associated with the current Brooklyn-II product.

We expect supply chain challenges to persist in FY23 (particularly in the first half) with long lead times for many electronic components and ongoing elevated spot market prices. Supply chain challenges will continue to affect both Audinate and our manufacturing customers.

Disruption to our manufacturing customers' supply chains may result in sales orders being delayed or cancelled and/or temporary delays to new product launches. Deteriorating global economic conditions may further exacerbate these impacts. Encouragingly, our experience has been that when extra chip supplies became available – as they did at times during the FY22 year – our sales backlog was readily converted into revenue.

Priorities for FY23

Having successfully navigated a challenging operating environment over the last two years, we continue to take a long-term perspective on running and growing the business to deliver shareholder value. The key focus areas for the year ahead are:

- Support our customers' transition to more readily available chips and away from legacy products
- Enable manufacturers to release more Dante-enabled video products
- Generate >US\$3 million in video revenue
- Drive adoption of new Dante products
- Continue focus on operational efficiency

Conclusion

I want to thank the Board for their ongoing support, advice, and constructive debate. My thanks also to the staff at Audinate for their persistence through adversity, energy to innovate, and dedication to the company. I look forward to the year ahead and to continuing to advance our vision to "Pioneer the Future of AV".



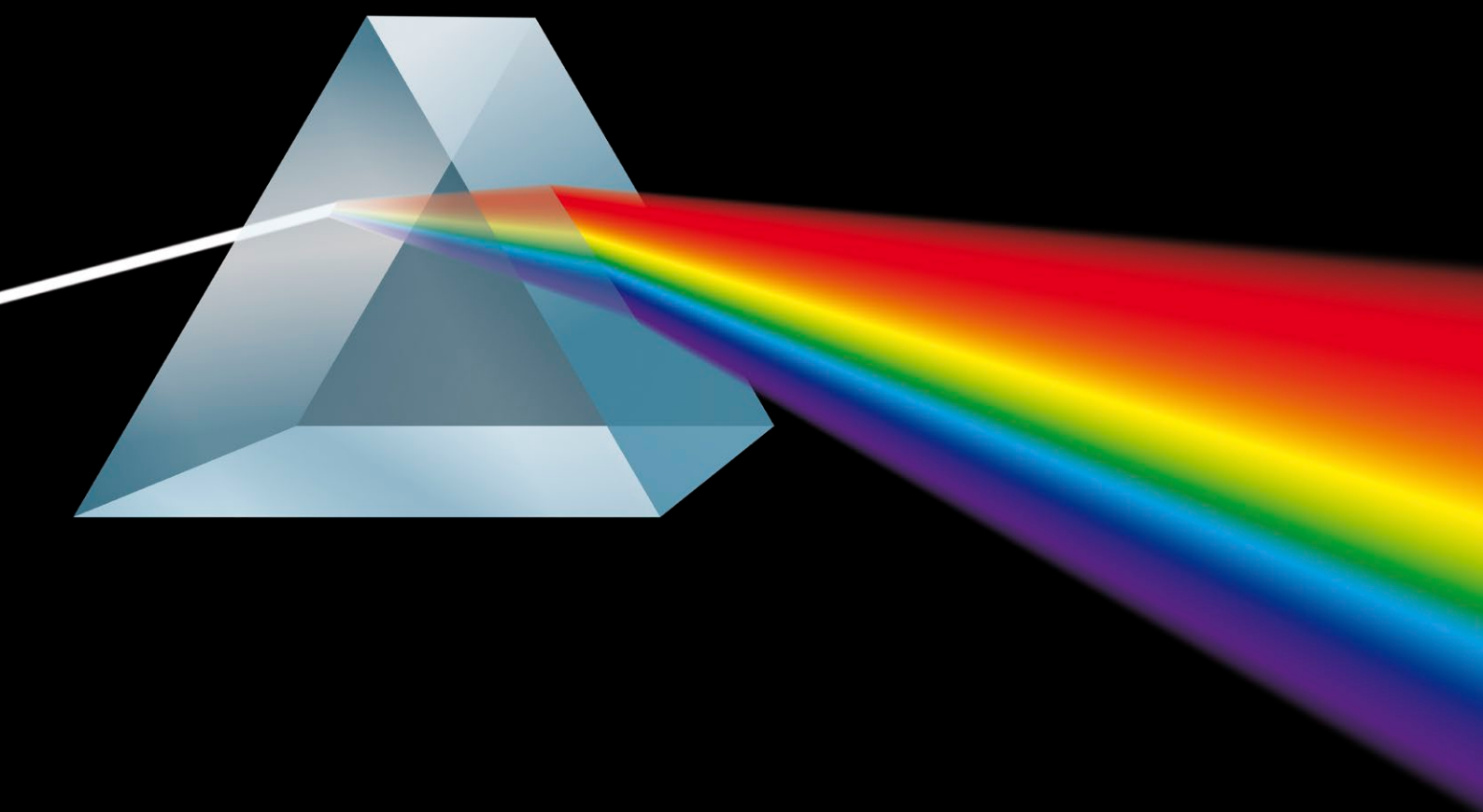
AIDAN WILLIAMS

Chief Executive Officer



Audinate Group Limited

ABN 56 618 616 916



Directors' Report and Financial Statements 30 June 2022

Directors' Report

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

Directors

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

David Krall

Aidan Williams

John Dyson

Roger Price

Alison Ledger

Tim Finlayson

Principal activities

The Group's principal activity is the development and sale of digital Audio Visual ('AV') networking solutions. Dante® is the Group's technology platform that distributes high-quality digital audio and video signals over computer networks. Dante comprises software and hardware that is sold to and integrated inside the AV products of its Original Equipment Manufacturer ('OEM') customers. Audinate also sells application software through its own channel to provide management and control for AV installations.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

For the year ended 30 June 2022, the Group reported an increase in revenue of 38.7% to \$46.3 million from \$33.4 million in the prior year ended 30 June 2021. As the Group invoices its customers in US dollars, this currency is a more relevant measure of sales performance. In US dollars, revenue increased by 33.4% to US\$33.4 million in FY22 from US\$25.0 million in the prior year ended 30 June 2021.

Gross profit dollars increased by 35.6% to \$34.6 million from \$25.5 million in the prior year ended 30 June 2021. Gross profit margin was impacted by increasing raw material costs, including spot inventory purchases, reducing to 74.7% compared to 76.4% for the prior year ended 30 June 2021.

The directors consider Earnings Before Interest, Tax, Depreciation and Amortisation ('EBITDA') to reflect the core earnings of the Group. EBITDA is a financial measure which is not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for non-cash and significant items.

	Consolidated	
	2022 \$'000	2021 \$'000
Loss after income tax expense for the year	(4,457)	(3,441)
Interest revenue	(182)	(266)
Other/grant income	(3)	(828)
Net foreign exchange loss	34	590
Interest expense	173	105
Income tax expense	73	355
Depreciation and amortisation	8,658	6,534
EBITDA	4,296	3,049

Directors' Report

The Group has grown the number of OEM customers shipping Dante enabled products to 410 OEMs at 30 June 2022, up 10.5% from 371 at 30 June 2021. Once the OEM has designed the Dante platform into one of its products, the Group will receive revenue at each production run in the form of sales of Dante chips, modules or cards or royalties. During the year ended 30 June 2022 our OEM customers released another 487 Dante enabled products, which was an increase of 26% from the 385 Dante enabled products released in the prior year.

Operating expenses, which consist of employee benefit expenses, sales and marketing expenses and administration and other operating expenses increased by 34.9% to \$30.3 million in the year ended 30 June 2022 from \$22.5 million in the prior year ended 30 June 2021. The key movement was a \$6.1 million increase in employee costs as headcount grew from 135 to 178 at 30 June 2022. As expected, sales and marketing expenses increased to \$2.6 million from the prior year ended 30 June 2021 due to the recommencement of trade shows and business travel following the relaxation of COVID-19 travel restrictions. Administration and other expenses increased by 28% to \$3.8 million from the prior year ended 30 June 2021 largely due to \$0.5 million incurred on transaction and integration costs related to the acquisition of the Silex Insights business. Consequently, EBITDA was \$4.9 million in the year ended 30 June 2022 compared to \$3.0 million in the prior year ended 30 June 2021.

During the year ended 30 June 2022, the Group received no government subsidies related to COVID-19 compared to \$0.8 million for the previous year. Depreciation and amortisation increased by \$2.1 million in the current year reflecting an increasing balance of capitalised development costs being amortised.

Consistent with the prior years, the Group considered it prudent and appropriate to not recognise tax losses of approximately \$2.2 million (2021: \$1.9 million) generated in the year ended 30 June 2022. These tax losses include the benefit of research and development tax offsets, which the Group expects to continue to receive in future years. The Group retains access to these tax losses to apply against taxable income in future years and may re-recognise them as an asset.

Net loss after tax was \$4.5 million for the year ended 30 June 2022 compared to a \$3.4 million net loss after tax in the prior year.

The following table highlights key balances in Audinate's statement of financial position.

	Consolidated	
	2022	2021
	\$'000	\$'000
Cash and term deposits	44,465	65,429
Inventories	5,601	1,855
Total current assets	57,842	71,799
Total non-current assets	32,596	18,007
Total assets	90,438	89,806
Total current liabilities	13,174	9,244
Total non-current liabilities	1,980	1,707
Total liabilities	15,154	10,951
Total equity	75,284	78,855

The financial position of Audinate remains strong with over \$44 million in cash, cash equivalents and term deposits on balance sheet at 30 June 2022. The reduction in cash balances in the financial year is due to the acquisition of inventory to mitigate against the risks of a supply constrained environment, ongoing development of our product range and the acquisition of Silex Video Insights business for an initial payment of A\$9.1 million in January 2022.

Managing supply chain risks

Throughout FY22 Audinate faced supply chain constraints and shortages of electronic components. Adaptability of our internal team, deepening relationships with key chip suppliers and ensuring redundancy in contract manufacturing were important in response to an acute shortage of chips. During the period Audinate built inventory of key raw materials, notably for the new Brooklyn-III design addressing critical parts shortages associated with the current Brooklyn-II product.

We expect supply chain challenges to persist in FY23 with long lead times for many electronic components and ongoing elevated spot market prices. Supply chain challenges will continue to affect both Audinate and our manufacturing customers. Encouragingly, when extra chip supplies became available during the year our sales backlog was readily converted into revenue.

Disruption to our manufacturing customers' supply chains may result in sales orders being delayed or cancelled and/or temporary delays to new product launches. Deteriorating global economic conditions may further exacerbate these impacts.

Details on the other business risks faced by Audinate are disclosed in the Environment, Social and Governance ('ESG') section of the Directors' Report.

Significant changes in the state of affairs

Acquisition of Silex Insight video business

On 31 January 2022, Audinate acquired 100% interest in the Silex Insight video business for:

- an up-front cash payment of US\$6.5 million; and
- a revenue earn-out of up to US\$1.5 million, payable based on the uplift in revenue for the twelve-month period from acquisition date.

The acquisition of the Silex video business complements Audinate's existing video capabilities in Cambridge UK and aligns with Audinate's strategic vision for video over IP. In particular, the transaction increases Audinate's video FPGA expertise, enables the acceleration of the video product roadmap, and cements critical mass for video engineering in Europe.

There were no other significant changes in the state of affairs of the Group during the financial year.

Matters subsequent to the end of the financial year

On 18 August 2022, the Australian Tax Office issued Audinate with a private ruling allowing for an income tax deduction for the issue of shares to employees under Audinate's long-term incentive plan via the Audinate Group Limited Employees Share Plan Trust. This is expected to provide Audinate with increased Australian income tax deductions in future periods, but does not have any impact on the results for the year ended 30 June 2022.

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

Likely developments and expected results of operations

In FY23 Audinate's focus will be on the integration of the Group's video teams in Cambridge UK, and from the Silex acquisition in Belgium. The product focus will be on delivering the remaining part of the Dante Studio video software for end-users and on delivering a video OEM software product for control and management of video signals, together with Dante audio (Dante AV – H). The Group also expect to make substantive progress across other elements of the video product roadmap.

In FY22 the Group achieved important milestones in delivering Dante Ready functionality (previously called In-field Enablement – IFE) and Dante Cloud (cloud-based version of Dante Domain Manager), and FY23 will be an important year to drive adoption of these new offerings with OEMs and Dante users. The adoption of the new Brooklyn III will be a critical point of focus for the engineering, operations and support teams as the Group ramps up production and supports customers in their transition from the old Brooklyn product.

Audinate expects that supply chain pressures will continue for the Group and its OEM customers. These pressures will require Audinate to continue to devote some internal engineering resources to product redesign, and ongoing chip shortages have the potential to put pressure on gross profit margins and limit sales growth. The importance of having a scalable cost base is another priority for the Group, with a number of initiatives under way to enhance our processes, systems and people to support the ongoing revenue growth and respond to the inflationary pressures on the its cost base.

Directors' Report

Information on Directors

Name:	David Krall
Title:	Chairman and Non-Executive Director
Qualifications:	David has a Master of Business Administration from Harvard University and both a Bachelor of Science degree and Masters' degree in Electrical Engineering from Massachusetts Institute of Technology.
Experience and expertise:	David serves as a director and/or strategic advisor to several technology companies, combining a strong educational background in engineering and business over 30 years of professional experience. David currently acts as Strategic Advisor for Roku Inc. He is the former President and Chief Operating Officer of Roku Inc., a market leader in television streaming. He was also formerly President and Chief Executive Officer of Avid Technology Inc. (NASDAQ: AVID)
Other current directorships:	Director of Progress Software Corporation (NASDAQ: PRGS); Director of Harmonic Inc. (NASDAQ: HLIT); and, Director of Universal Audio; and, Director of WeVideo Inc.
Former directorships (last 3 years):	Director of Quantum Corp. (NYSE: QTM)
Special responsibilities:	Member of the Remuneration and Nomination Committee
Interests in shares:	500,000 ordinary shares
Interests in options:	None
Interests in rights:	None

Name:	Aidan Williams
Title:	Chief Executive Officer
Qualifications:	Aidan has a BSc in Computer Science, and a BEng (Hons I) in Electrical Engineering, both from the University of New South Wales (UNSW), Australia.
Experience and expertise:	Aidan Williams is co-founder and CEO of Audinate. While at the National ICT Australia (NICTA), he was the driving force behind the Digital Audio Networking project that developed the fundamental audio networking technology behind Dante. Prior to joining NICTA, Aidan was at Motorola Labs in Sydney where he worked on advanced networking technologies including zero-configuration IP networking, IPv6, reliable multicast, mobile adhoc networking and residential gateways. He is an inventor on more than twenty patents related to IP networking. Before embarking on an R&D career, Aidan developed extensive skills in networking, security, operating systems, and software development through several years of hands-on experience managing large networks, mission-critical systems and network security for a large university campus.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	2,017,792 ordinary shares
Interests in options:	None
Interests in rights:	189,166 performance rights over ordinary shares

Name:	John Dyson
Title:	Non-Executive Director
Qualifications:	John has a Master of Business Administration from RMIT University and a Bachelor of Science degree from Monash University. He has a Graduate Diploma in Finance and Investment from the Securities Institute of Australia and is a graduate and member of the Australian Institute of Company Directors.
Experience and expertise:	John is a director and one of the founders of Starfish Ventures. He played a crucial role in the establishment of Starfish Ventures and has personally overseen and managed investments across a range of technologies and industries. John is currently a director of Atmail Pty Ltd., Echoview Pty Ltd., Aktana Inc., Design Crowd Pty Ltd, Marp Therapeutics Pty Ltd and Hearables 3D Pty Limited. John is also a director at the Walter and Eliza Hall Institute of Medical Research. Formerly, John was General Manager (Australia) of JAFCO Investment (Asia Pacific), a Singapore based private equity manager. Prior to joining JAFCO, John worked in the investment banking and stockbroking industries for Schroders, Nomura Securities, KPMG and ANZ McCaughan.
Other current directorships:	None
Former directorships (last 3 years):	Director of Nitro Software Ltd (ASX: NTO)
Special responsibilities:	Member of the Remuneration and Nomination Committee and the Audit and Risk Management Committee
Interests in shares:	190,289 ordinary shares
Interests in options:	None
Interests in rights:	None

Name:	Roger Price
Title:	Non-Executive Director
Qualifications:	Roger has an Engineering degree from the University of Technology, Sydney and is a graduate of the Australian Institute of Company Directors.
Experience and expertise:	Roger is currently Chair of Additive Assurance Pty Ltd. He was formerly the Chief Executive Officer of Windlab Limited, a wind energy company (which was listed on the ASX until it was sold and delisted on 29 June 2020). Previously Roger was also a partner at Innovation Capital, a venture capital firm in Sydney, one of the early investors in the Group. Roger has a depth of operational experience including senior engineering, manufacturing, information technology service and international business development roles for a number of technology-based companies. Prior to joining Innovation Capital, Roger was the Chief Executive Officer of Reino Intl., a developer of advanced parking solutions. Roger commenced his career at Alcatel and has held senior positions with a number of Australian technology businesses and NASDAQ listed software companies.
Other current directorships:	None
Former directorships (last 3 years):	Executive Chairman of Windlab Limited (ASX: WND)
Special responsibilities:	Member of the Audit and Risk Management Committee
Interests in shares:	77,856 ordinary shares
Interests in options:	None
Interests in rights:	None

Directors' Report

Name:	Alison Ledger
Title:	Non-Executive Director
Qualifications:	Alison has a Master of Business Administration from Harvard University and a Bachelor of Arts degree in Economics from Boston College. She is a graduate and member of the Australian Institute of Company Directors.
Experience and expertise:	Alison is a company director with significant experience in banking, consulting and corporate P&L roles. She is currently a Non-Executive Director of ASX listed Latitude Financial Services, its subsidiary Hallmark Insurance and ASX listed Countplus. As a Partner with McKinsey & Company, Alison advised leading global and Australian financial institutions on strategy, performance improvement and organisational change. While Executive General Manager, Product, Pricing and eBusinesses at Insurance Australia Group (IAG), Alison led the digital transformation of the direct insurance business.
Other current directorships:	Director of Latitude Financial Services (ASX: LFS); Director of Countplus Limited (ASX: CUP)
Former directorships (last 3 years):	None
Special responsibilities:	Chair of the Remuneration and Nomination Committee
Interests in shares:	6,443 ordinary shares
Interests in options:	None
Interests in rights:	None

Name:	Tim Finlayson
Title:	Non-Executive Director
Qualifications:	Tim has degrees in Economics and Laws from Macquarie University. He is a member of Chartered Accountants Australia and New Zealand and is admitted as a Solicitor of the Supreme Court of New South Wales. He is a graduate and member of the Australian Institute of Company Directors.
Experience and expertise:	Tim is a chartered accountant with more than 25 years of experience in professional services, telecommunications and infrastructure industries and has held finance and operational leadership roles in Australia, Singapore and Vietnam. Tim is currently Chief Operating Officer with King & Wood Mallesons Australia, a leading international law firm. During his time at PricewaterhouseCoopers, Tim was a partner of Tax and Legal Services in Indochina advising foreign companies on setting up and operating in Vietnam, Cambodia and Laos, following tax advisory roles in Sydney and Singapore. Tim was previously Chief Financial Officer for Sydney Airport Corporation (ASX: SYD) and Hutchison Telecommunications (Australia) Limited (ASX: HTA).
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of the Audit and Risk Management Committee
Interests in shares:	130,954 ordinary shares
Interests in options:	None
Interests in rights:	None

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

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

Company Secretary

Rob Goss is the Chief Financial Officer and Company Secretary, responsible for finance, risk management and investor relations. He is a member of the Chartered Accountants Australia and New Zealand and has a Bachelor of Business degree, majoring in Accounting, from the University of Technology, Sydney.

Before joining the Group in 2017, Rob served as Chief Financial Officer for BuildingIQ, Inc. (ASX: BIQ), a commercial energy platform to manage building heating and cooling via the cloud to save on energy costs. Prior to BuildingIQ, Rob was Chief Financial Officer at iProperty Group Limited (ASX: IPP), an online property portal operating in Malaysia, Hong Kong, Indonesia, Singapore and Thailand. Previously, Rob held senior finance roles at ANZ Bank and Allco Finance Group after commencing his career as a chartered accountant at KPMG.

Meetings of Directors

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

	Full Board		Remuneration and Nomination Committee		Audit and Risk Management Committee	
	Attended	Held	Attended	Held	Attended	Held
David Krall	10	10	7	7	–	–
Aidan Williams	10	10	–	–	–	–
John Dyson	10	10	7	7	5	5
Roger Price	10	10	–	–	5	5
Alison Ledger	10	10	7	7	–	–
Tim Finlayson	10	10	–	–	5	5

Held: represents the number of meetings held during the time the director held office.

Remuneration Report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

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

- Remuneration philosophy and governance
- Remuneration framework and structure
- Remuneration details
- Executive KMP contract details
- Equity-based compensation
- Additional information
- Additional disclosures relating to KMP

Directors' Report

Remuneration philosophy and governance

Remuneration philosophy

The Company's objective is to provide maximum benefit to shareholders while ensuring the long-term sustainability of the business. To achieve this the Company must attract, motivate and retain highly skilled directors and executives, and remunerate them fairly and appropriately. The Board of Directors ('the Board') has adopted a remuneration framework based on the following principles:

- Competitiveness and reasonableness;
- Linkage between executive rewards and shareholder value;
- Establishment of appropriately demanding performance hurdles for variable executive rewards; and
- Transparency.

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Remuneration governance

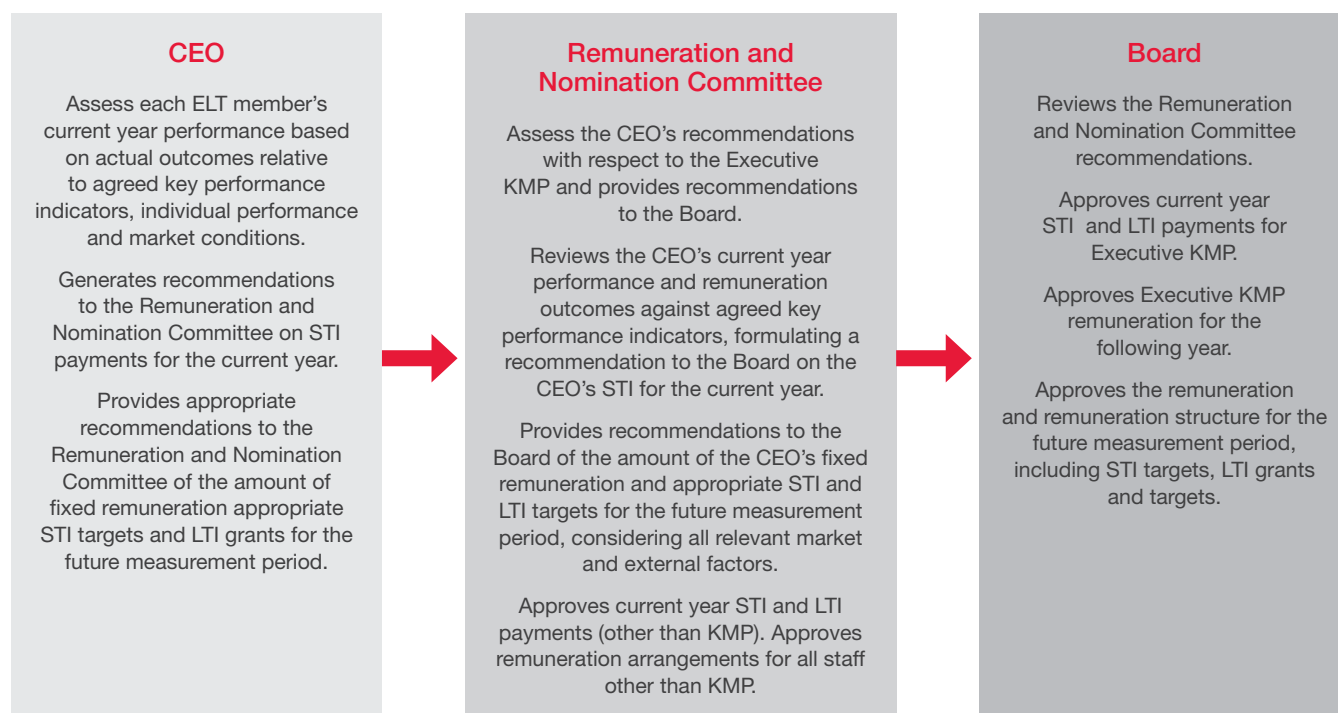
The Board has overall responsibility for the Group's remuneration principles, practices, strategy and approach to ensure they support the Company's business strategy and are appropriate for a listed company given the size and nature of Audinate's business.

The Remuneration and Nomination Committee is responsible for advising the Board on the composition of the Board and its committees, evaluating potential Board candidates and advising on their suitability, and ensuring appropriate succession plans are in place. This Committee is currently comprised of three independent non-executive directors and the CEO and other directors attend at the invitation of the Committee Chair.

The Remuneration and Nomination Committee ('the Committee') establishes, amends and reviews the compensation and equity incentive plans with respect to the Executive Leadership Team ('ELT') and employees of the Group including determining individual elements of the total compensation of the Chief Executive Officer, and other members of the ELT.

The Remuneration and Nomination Committee may seek external advice to determine the appropriate level and structure of the remuneration packages from time to time (refer to the section 'Independent advice' below).

A summary of the annual remuneration review process for the Executive Leadership Team is set out below.



Independent advice

During the 2022 financial year no independent advice was sought. During the 2021 financial year the Group, through the Remuneration and Nomination Committee, engaged Mercer Consulting for independent advice. The work performed included an external benchmark of executive and non-executive director remuneration and advice on the structure of the long-term incentive plan. Mercer Consulting were paid \$76,200 for these services.

Voting and feedback from Annual General Meeting ('AGM')

At the AGM more than 98% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021.

Remuneration framework and structure

Non-executive director remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The Chairman is not present at any discussions relating to the determination of his own remuneration.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. This amount is currently capped under the Company's Constitution at \$750,000 per annum. Any increase to the aggregate amount needs to be approved by shareholders. Directors will seek approval from time to time, as appropriate. This aggregate annual sum does not include any special remuneration which the Board may grant to the directors for special exertions or additional services performed by a director for or at the request of the Group, which may be in addition to or in substitution of the director's fees.

The Company has entered into an appointment letter with each of its non-executive directors. Non-executive fees, inclusive of superannuation but exclusive of GST (where applicable), are currently as follows:

Name of Non-Executive Director	Fees per annum (\$)
David Krall	175,000
John Dyson	90,000
Roger Price	90,000
Alison Ledger*	90,000
Tim Finlayson**	90,000

* Chair of Remuneration and Nomination Committee

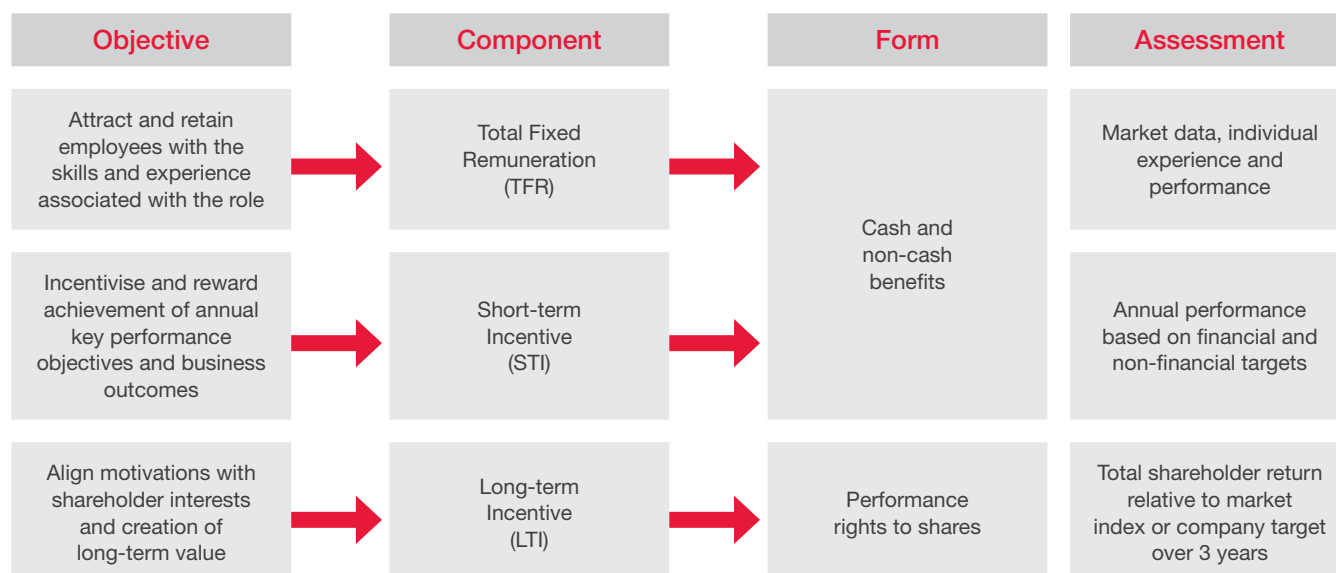
** Chair of Audit and Risk Committee

Other than the Chairman, non-executive directors also receive an additional \$15,000 per annum for chairing a Board committee and \$5,000 for being a member of a Board committee.

The Chairman's monthly board fees are fixed to US dollars at the beginning of the year based on the prevailing USD exchange rate at the time.

Directors' Report

Summary of executive remuneration structure



Total fixed remuneration ('TFR')

TFR includes base salary and superannuation contributions and may include, at the discretion of the Board, other benefits such as health insurance for US based employees. TFR is determined with reference to available market data, the scope of an individual's role and the qualifications and experience of the individual, as well as geographic location. TFR is reviewed annually to account for market movements and individual performance outcomes. See further details in the section headed Executive KMP contract details within the Remuneration Report.

Short-term incentive plan ('STI Plan')

The STI Plan is designed to reward eligible employees for their efforts toward the accomplishment of the Group's goals during the plan year. Under the STI Plan, the decision to pay any bonus remains at the full discretion of the Board, based on recommendations by the Remuneration and Nomination Committee.

The key components of the cash-based STI Plan are:

- participants may be entitled to receive a percentage of their fixed remuneration as an annual cash bonus;
- payment of an annual cash bonus is based on (i) overall company-wide achievement of corporate financial goals, and (ii) individual performance targets and objectives;
- corporate financial goals are set annually and may include measures such as USD revenue, EBITDA and design wins, or other targets as considered appropriate and set by the Board; and
- a minimum threshold is set for the payout on the achievement of corporate financial goals and the maximum payout amount is generally capped at 175% in the event of outperformance.

In FY22 the STI for all Executive KMP (currently the CEO and CFO) and remainder of the ELT was based on a linked plan for the achievement of corporate financial goals and individual key performance objectives. The corporate financial goals for FY22 were targets for USD revenue (40%), AUD EBITDA (20%), audio software design wins (20%) and video design wins (20%). In the current year the achievement of corporate financial goals was 92% of the target amount.

Long-term incentive plan ('LTI Plan')

The LTI Plan is designed to assist in the reward, retention and motivation of the ELT and other key employees ('participants'). Under the rules of the LTI Plan, the Board has the discretion to offer awards to nominated participants.

A summary of the rules of the LTI Plan is set out below:

- the LTI Plan is open to participants, as determined by the Board. Participation is voluntary;
- awards may be in the form of options to acquire shares; performance rights to acquire shares; and/or shares, including those acquired under a limited recourse loan funded arrangement;

- the Board may determine the type/number of awards to be issued under the LTI Plan to each participant and other terms of issue such as: service-based conditions and/or performance hurdles; any amount payable on the grant of the awards; the exercise price of any option granted; the period during which a vested option can be exercised; and any forfeiture conditions or disposal restrictions applying to the awards and any shares that a participant receives upon exercise of their options or performance rights;
- the Board may, in certain circumstances, impose a clawback, including the cancellation of unvested performance rights and forfeiture of shares allocated upon vesting of options or performance rights (e.g. in the event of fraud, dishonesty or serious breach of duty);
- the Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of shares as part of a share award under the LTI Plan;
- when any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested shares or their options/performance rights will become vested and will be exercisable over shares, as applicable;
- each vested option and performance right enables the participant to be issued or to be transferred one share upon exercise, subject to the rules governing the LTI Plan and the terms of any particular offer;
- participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTI Plan and the ASX Listing Rules;
- the LTI Plan limits the aggregate number of awards that the Company may grant without shareholder approval, such that the sum of all awards on issue (assuming all options and performance rights were exercised) do not at any time exceed in aggregate 10% of the total issued capital of the Company as at the date of any proposed new awards; and
- the Board may delegate management and administration of the LTI Plan, together with any of their powers or discretions under the LTI Plan, to a committee of the Board or to anyone or more persons selected by them as the Board thinks fit.

LTI grants – allocation methodology

During the current financial year, the Group issued performance rights to the ELT under the LTI Plan rules outlined above. The Remuneration and Nomination Committee used external benchmarking to determine a base allocation to each member of the leadership team in keeping with the Group's remuneration philosophy. The number of performance rights to be issued is calculated by dividing the target LTI amount by the 30-day volume weighted share price prior to the annual general meeting. The accounting valuation of performance rights is lower due to the inclusion of performance hurdles.

This approach resulted in an LTI grant to the CEO of 75% of his TFR. The Board, based on the input of the Remuneration and Nomination Committee and CEO, may vary the allocation to an individual member of the ELT based on the following factors:

- Additional recognition for recent out performance by an individual;
- Succession considerations around an individual assuming greater responsibilities in future years;
- Strategic importance of tasks and responsibilities assumed by an individual;
- Relative weighting of other elements of compensation, including commission plans;
- Retention purposes for key roles; and
- Non-compliance with the Group's values, Code of Conduct and other relevant employee policies.

In the current year the application of this approach resulted in LTI grants to the senior management of between 10% to 50% of their TFR.

None of the employment contracts of the KMP, or the senior management more broadly, contain any future contractual commitments about a specified level of participation in the LTI Plan and the Board retains complete discretion to determine the appropriate level of LTI grants in future periods, within the construct of the LTI Plan rules summarised above.

LTI grants – vesting conditions

The performance rights will vest over a period of three years subject to the satisfaction of both:

1. a service based vesting condition; and
2. the relevant performance hurdle.

The service based vesting condition for the performance rights is that the individual must remain an employee (as defined in the Plan Rules) up to and including the vesting dates for the performance rights.

Directors' Report

The FY22 performance metric for the performance rights is aligned to the Company's US Dollar revenue compound annual growth rate ('CAGR') over the three years from 1 July 2021 to 30 June 2024.

The percentage of performance rights that vest will be as follows:

USD Revenue CAGR increase	Percentage of performance rights to vest
<25%	No vesting
25% to 30%	Pro-rata straight line vesting between 25% and 50%
30% to 35%	Pro-rata straight line vesting between 50% and 100%
>35%	100% vesting

The FY21 performance metric for the performance rights is aligned to the Company's Total Shareholder Return ('TSR') as compared to the ASX 300 Index. The ASX 300 Index was selected as it represented the market performance of alternative companies that Audinate shareholders may invest in. Previous year grants are measured against the ASX Emerging Companies Index.

The percentage of performance rights that vest will be as follows:

The Company's Total Shareholder Return performance compared to the relevant index	Percentage of performance rights to vest
<50th percentile	No vesting
≥50th percentile to 75th percentile	Pro-rata straight line vesting between 50% and 100%
≥75th percentile	100% vesting

In the event that the Company achieves a negative TSR that is better than the relevant index TSR the percentage of performance rights to vest is capped at 50%.

Other equity grants

The Group recognises the importance of all employees having an equity interest in the ongoing performance of Audinate and since FY19 extended the LTI Plan to other key employees outside of senior management. Based on the successful achievement of the Company's financial objectives in FY21 the Group issued performance rights which will vest in two equal tranches over 12 and 24 months, providing that the staff member remains an employee at the time of vesting. Due to the impacts of COVID-19 no performance right grants were made in FY20. The Group has made provision for the awarding of performance rights for FY22 that will be issued post the release of the financial statements.

Other employees received a grant of \$1,000 of shares based on the successful achievement of the Company's financial objectives in FY21, receiving an acceptable performance appraisal, and remaining in employment at the date of issue, post the release of the FY21 financial statements. The Group has made provision for the awarding of \$1,000 of shares for FY22 that will be issued post the release of the financial statements.

The Group recognises the importance of retaining the employees acquired as part of the Silex Insights Video business acquisition. The Group issued performance rights to these employees which will vest in 36 months, providing that the staff member remains an employee at the time of vesting.

Group performance and link to remuneration

Remuneration for all staff is directly linked to the performance of the Group. The overall level of reward is based on the achievement of USD revenue and other corporate objectives as well as the individual's performance assessment score. No bonus is payable unless the thresholds are met and the ultimate amount payable remains at the discretion of the Board. Refer to the section 'Additional information' below for details of the USD revenue and earnings. USD revenue is the key performance metric for the current LTI plan.

Remuneration details

Amounts of remuneration

Details of the remuneration of KMP of the Group are set out in this section.

The KMP of the Group consisted of the following directors of Audinate Group Limited:

- David Krall – Chairman and Non-Executive Director
- Aidan Williams – Chief Executive Officer
- John Dyson – Non-Executive Director
- Roger Price – Non-Executive Director
- Alison Ledger – Non-Executive Director
- Tim Finlayson – Non-Executive Director

And the following persons:

- Rob Goss – Chief Financial Officer and Company Secretary

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees \$	Cash bonus \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	
2022							
Non-Executive Directors:							
David Krall (Chairman)	169,509	–	–	–	–	–	169,509
John Dyson	94,318	–	–	4,432	–	–	98,750
Roger Price	82,267	–	–	11,483	–	–	93,750
Alison Ledger	103,750	–	–	–	–	–	103,750
Tim Finlayson	94,318	–	–	9,432	–	–	103,750
Executive Directors:							
Aidan Williams	438,655	264,356	–	23,568	17,842	211,541	955,962
Other KMP:							
Rob Goss	339,251	101,232	–	23,568	6,970	114,800	585,821
	1,322,068	365,588	–	72,483	24,812	326,341	2,111,292

Directors' Report

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees \$	Cash bonus \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	
2021							
Non-Executive Directors:							
David Krall (Chairman)	138,923	–	–	–	–	–	138,923
John Dyson	77,626	–	–	7,374	–	–	85,000
Roger Price	55,249	–	–	24,751	–	–	80,000
Alison Ledger	82,192	–	–	7,808	–	–	90,000
Tim Finlayson	82,192	–	–	7,808	–	–	90,000
Executive Directors:							
Aidan Williams	365,782	226,025	–	21,694	6,939	211,261	831,701
Other KMP:							
Rob Goss	296,379	92,238	–	21,694	3,945	125,522	539,778
	1,098,343	318,263	–	91,129	10,884	336,783	1,855,402

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk – STI		At risk – LTI	
	2022	2021	2022	2021	2022	2021
Executive Directors:						
Aidan Williams	50%	48%	28%	27%	22%	25%
Other KMP:						
Rob Goss	63%	60%	17%	17%	20%	23%

Non-executive directors did not receive share options or other performance linked incentives during the year ended 30 June 2022 and 30 June 2021.

Executive KMP contract details

Remuneration and other terms of employment for KMP are formalised in service agreement and the key details of these agreements are summarised below:

Component	Approach for CEO	Approach for CFO
Total Fixed Remuneration*:	\$460,000	\$352,110
Contract Duration:	Ongoing	Ongoing
Target STI % of TFR:	50%	25%
Target LTI % of TFR:	75%	50%
Notice period by individual/company:	6 months	3 months
Restraint:	Post termination subject to non-competition and non-solicitation of customers within USA, Australia and UK for 12 months	Post termination subject to non-competition and non-solicitation of customers within USA, Australia and UK for 12 months

* Total fixed remuneration relates to the remuneration for the year ending 30 June 2022.

All other members of the ELT are employed under written terms of employment with the Group. The key terms and conditions of their employment include:

- remuneration packages;
- eligibility to participate in the STI and LTI Plans;
- notice of termination of employment provisions, with the relevant notice period of up to 3 months; and
- for some of those executives, post-employment restrictions covering non-competition, non-solicitation of clients for a maximum duration of up to 12 months.

KMP have no entitlement to termination payments in the event of removal for misconduct.

Equity-based compensation

Issue of shares

There were no shares issued to directors as part of compensation during the year ended 30 June 2022. The second tranche of the performance rights issued to Aidan Williams and Rob Goss on 30 June 2017 amounting to 59,514 and 29,757 performance rights respectively, and the performance rights issued to Aidan Williams and Rob Goss on 23 March 2019 amounting to 57,857 and 42,857 performance rights respectively vested in full on 23 August 2021.

Options

There were no options over ordinary shares issued, granted to, or vested by directors and other KMP as part of compensation that were outstanding as at 30 June 2022.

Directors' Report

Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of the executive director and other KMP in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Expiry date	Relevant Index/Internal Target	Share price hurdle for vesting	Fair value per right at grant date
Aidan Williams	59,513	30/06/2017	30/07/2022	ASX Emerging Companies	\$0.000	\$0.780
Aidan Williams	40,114	30/06/2020	31/08/2022	ASX 300	\$0.000	\$4.370
Aidan Williams	51,702	11/11/2020	31/08/2023	ASX 300	\$0.000	\$5.215
Aidan Williams	37,837	29/11/2021	31/08/2024	Audinate Revenue	\$0.000	\$9.130
Rob Goss	29,756	30/06/2017	30/07/2022	ASX Emerging Companies	\$0.000	\$0.780
Rob Goss	21,401	30/06/2020	31/08/2022	ASX 300	\$0.000	\$4.370
Rob Goss	30,342	11/11/2020	31/08/2023	ASX 300	\$0.000	\$5.215
Rob Goss	19,308	29/11/2021	31/08/2024	Audinate Revenue	\$0.000	\$9.130

The second tranche of the performance rights issued on 30 June 2017 for Aidan Williams (59,514 performance rights) and Rob Goss (29,757 performance rights) vested in full on 23 August 2021. The remaining tranche of performance rights issued on 30 June 2017 will vest after the release of the 30 June 2022 annual results. All other grants vest as a single tranche after three years.

Performance rights linked to a relevant index commence vesting upon achieving total shareholder return equal to the 50th percentile of the relevant index and vest fully at the 75th percentile. Performance rights linked to Audinate's revenue commence vesting upon achieving a 25% increase in revenue CAGR over a three year period and will vest fully upon achieving a 35% increase in revenue CAGR over a three year period.

Performance rights granted carry no dividend or voting rights.

Additional information

The earnings of the Group for the five years to 30 June 2022 are summarised below:

	2018 \$'000	2019 \$'000	2020 \$'000	2021 \$'000	2022 \$'000
Sales revenue	19,653	28,313	30,317	33,369	46,292
EBITDA	559	2,765	2,032	3,049	4,296
Profit/(loss) after income tax	2,544	662	(4,138)	(3,441)	(4,457)

The factors that are considered to affect TSR are summarised below:

	2018	2019	2020	2021	2022
Share price at financial year end (\$)	3.92	7.99	5.40	8.13	7.54
Basic earnings per share (cents per share)	4.19	1.08	(6.17)	(4.56)	(5.80)
Diluted earnings per share (cents per share)	3.95	1.02	(6.17)	(4.56)	(5.80)

Additional disclosures relating to KMP

Shareholding

The number of shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
David Krall	400,000	–	100,000	–	500,000
Aidan Williams*	1,970,421	117,371	–	(70,000)	2,017,792
John Dyson	190,289	–	–	–	190,289
Roger Price*	77,856	–	–	–	77,856
Alison Ledger	6,443	–	–	–	6,443
Tim Finlayson*	130,954	–	–	–	130,954
Rob Goss*	133,065	72,614	–	(62,600)	143,079
	2,909,028	189,985	100,000	(132,600)	3,066,413

* Includes indirect holding.

Option holding

The number of options over ordinary shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Other	Balance at the end of the year
Options over ordinary shares					
David Krall	80,000	–	(80,000)	–	–
	80,000	–	(80,000)	–	–

Performance rights holding

The number of performance rights over ordinary shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Expired/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares				
Aidan Williams	268,700	37,837	(117,371)	189,166
Rob Goss	154,113	19,308	(72,614)	100,807
	422,813	57,145	(189,985)	289,973

Directors' Report

	Vested	Unvested	Balance at the end of the year
Performance rights over ordinary shares			
Aidan Williams	–	189,166	189,166
Rob Goss	–	100,807	100,807
	–	289,973	289,973

The third tranche of the performance rights issued to Aidan Williams and Rob Goss on 30 June 2017 amounting to 59,513 and 29,756 performance rights respectively are expected to vest in full by 31 August 2022. The FY20 grant of performance rights issued to Aidan Williams and Rob Goss on 30 June 2020 amounting to 40,114 and 21,401 performance rights respectively will lapse by 31 August 2022.

Loans to directors and executives

There were no loans to directors or executives during the year ended 30 June 2022.

This concludes the remuneration report, which has been audited.

Environment, Social and Governance ('ESG') at Audinate

Audinate is in the early stages of its ESG reporting journey and will continue to develop our ESG disclosures over time. We are aware of the growing attention from many of our stakeholders in the Company's approach to sustainability including, shareholders, employees, customers and suppliers, governments, and the broader AV industry.

We have used the principles of *The Global Reporting Initiative (GRI) Sustainability Reporting Standards (Core option)* to broadly guide our disclosures. An index of our ESG disclosures against the GRI Reporting Standards can be found on our corporate website under the Company Information/Environment, Social, Governance tab on www.investor.audinate.com/investor-centre/.

These disclosures should be read in conjunction with the rest of Audinate financial statements, including our FY22 Remuneration Report and the Audinate Corporate Governance Statement.

People and culture

Audinate's values

Audinate's values are central to the Company's culture. They are a guide for Audinate's people as they pursue individual, team and corporate objectives, and inform how they work with others within, and outside the Company. Leaders are responsible for modelling values and fostering them within their teams, and each employee is expected to conduct themselves in alignment with Audinate's values.

Audinate's values are:

Excellence – Whatever we do, we do it well

Courage – We are bold and brave

Innovation – We imagine the future and build it

Integrity – We say and do what is right

Teamwork – Together we achieve

Diversity and inclusion at Audinate

Audinate has a strong commitment to diversity and recognises the value of attracting and retaining people with different backgrounds, knowledge, experiences, and abilities. The Company understands that diversity not only encompasses gender but extends to age, ethnicity, religious beliefs, cultural background, language, marital or family status, sexual orientation, gender identity, disability, socio-economic background, perspective, and experience. Audinate's ability to foster a diverse and inclusive workplace is essential to the Company's ability to attract, engage and retain the talent crucial for ongoing success. The policies, practices and values of the Company ensure an environment in which individual differences are valued and all employees can realise their potential and contribute to the Company's success.

Audinate is proud of the diversity of its people. Of the Company's approximately 180 people across 12 countries, there are 26 nationalities and 30 countries of birth represented. There is also a broad representation of age groups, with the age range spanning 5 decades. At the end of FY22 females represented 19% of Audinate's workforce and 29% of the Senior Executive Team (CEO and executive direct reports). The female representation on Audinate's board is 17%. Audinate is committed to supporting increased female employee representation and is mindful of several factors that influence this.

The gender mix in relevant talent pools continues to be a significant factor. In FY21 Audinate assessed that 79% of its roles required relevant engineering or related qualifications and/or AV industry experience. The 19% female composition of the overall Audinate workforce is more favourable than the gender mix in the available talent pools according to available data. Nonetheless, Audinate is committed to practices and an environment that provide increased opportunities for female representation.

More detail is contained in the Company's Diversity Policy published on the Company's website within the Corporate Governance Policies section of the Investor Centre.

Country of birth	%	Age	%
Australia	15%	21 – 24	2%
USA	14%	25 – 34	23%
UK	12%	35 – 44	35%
Philippines	10%	45 – 54	29%
China	9%	55 – 64	7%
India	7%	65+	1%
Belgium	4%	Unspecified	3%
Sri Lanka	2%		
Various (25 countries)	21%		
Unspecified	6%		

Diversity and inclusion objectives

Audinate committed to several objectives fostering a diverse and inclusive workplace over a two-year period ending 30 June 2022. Objectives included improvements to recruitment processes, an employer branding strategy and training resources to embed diversity and inclusion into our recruitment strategy. Consultation with employees regarding future ways of working has resulted in a refinement of our hybrid work policies. Many employees have embraced working from home as a result of the positive experience during the pandemic.

An enhanced global Paid Parental Leave Policy was approved for new parents offering paid leave for primary and secondary carers. Paid parental leave supports employees with families.

Employees were consulted on diversity via the annual employee engagement survey. Answers to questions asking whether people have equal opportunities to succeed irrespective of gender, and whether people from all backgrounds have equal opportunities to succeed at Audinate were overwhelmingly positive. Training on the Prevention of Discrimination and Harassment and our Appropriate Workplace Behaviour Policy was provided throughout the Company during the year.

Audinate set an aspirational objective for 30% of people manager vacancies to be filled by females. The purpose of the objective is to build an environment that fosters female participation and to increase female candidate pools for future senior executive opportunities. Across FY21 and FY22 32% of these vacancies were filled by females.

Directors' Report

Employee engagement and wellbeing

Employee engagement and wellbeing is key to Audinate's success. Employee feedback provided through our annual engagement survey and mid-year pulse survey informed Audinate's people and culture initiatives. Survey results, including all employee comments, were shared with the Remuneration and Nomination Committee and the Board. Our engagement results are in the top quartile when compared with a global peer group of small technology companies. In an environment where most employees are working at least partly remotely, it was particularly pleasing to see results relating to work and life blend comparing favourably to the global peer group. Wellbeing initiatives include an Employee Assistance Program providing a range of services including cost-free counselling for employees and immediate family members, wellbeing theme communications, and mental health first aiders. In FY22, Audinate again provided employees the opportunity to participate in a wellbeing challenge supported by online platform resources and had greater than 40% participation. Pleasingly during the FY22 period there were no incidents resulting in injury requiring WorkCover notification in Australia.

Governance

Corporate Governance

Audinate's Board and management are committed to high corporate governance standards and to actively managing and responding to risks and opportunities. Our corporate governance materials, including key principles, policies, codes of conduct and Board and sub-committee charters are available on the Corporate Governance section of our website.

Audinate's Corporate Governance Statement sets out corporate governance practices for the financial year, including those demonstrating compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Director skills

The Board aims to comprise directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds that is appropriate to the Company and its strategy. The Board, together with the Remuneration and Nomination Committee, regularly reviews the skills required by the business and represented collectively by the Directors of the Board. Together they will determine whether the composition and mix of those skills remain appropriate for the Company's strategy, subject to limits imposed by the constitution.

The Board Skills Matrix includes the following:

1. Strategic and commercial acumen
2. Corporate governance experience
3. Financial acumen
4. Risk and compliance expertise
5. Global technology business to business experience
6. Marketing/new product development skills
7. Manufacturing expertise
8. Executive leadership
9. Technology infrastructure expertise
10. People, culture and conduct expertise
11. Mergers and acquisitions experience
12. Equity and debt capital markets expertise

Business risks

Audinate has a sound and robust risk management framework to identify, assess and appropriately manage risks. It regularly reviews and updates a detailed risk register as the risk landscape evolves. A summary of significant risks is detailed in the table below. The table below is not exhaustive and reflects a specific point in time.

This Section does not purport to list every risk that may be associated with Audinate's business or the industry in which Audinate operates – the severity of risks assessed is dynamic and may change quickly, new risks may arise and other risks may be addressed or mitigated. Any of these risks and other emerging risks or matters may have a material adverse effect on the business and its financial position and performance.

Additional details of Audinate's Risk Management framework can be found in the Corporate Governance section of our website.

Key business risks

Risk	Description
Video market	As Audinate evolves to provide more video offerings this exposes the business to a new series of risks, including the ability to attract new customers, competition from other video technology providers, effective product and strategy formulation, and execution risk. If the company fails to effectively manage and respond to these risks it could adversely affect our financial results.
Geopolitical risks	As a global business Audinate is exposed to geopolitical risks. This includes increased complexity in China – specifically risks around chip supply, manufacturing in China, exporting from HK and implications for tariffs or other trade practices.
Protection of intellectual property	The value of Audinate's products is dependent on Audinate's ability to protect its intellectual property, including business processes and know-how, copyrights, and trademarks. There is a risk that Audinate may be unable to detect the unauthorised use of its intellectual property rights in all instances. Furthermore actions Audinate takes to protect its intellectual property may not be adequate or enforceable, and failure to protect these rights may impact on operations and financial performance.
Global pandemics (COVID-19)	Pandemic outbreaks including COVID-19 can cause disruption to and significant impact to global economies, businesses, supply chains and our workforce.
Dante product shortages	Inability of Audinate to meet market demand for our Dante products, as a result of component shortages or other reasons, may jeopardise future growth if customers design out our technology and do not incorporate into new products as often.
Internal product deferral	Re-design of existing products (due to chip shortages) impacts Audinate's ability to develop and release new technology.
Technology development risks	Audinate faces a series of risks associated with the ongoing development of its technology. These include the unlicensed use of 3rd party IP in our products exposing the business to liability and litigation. There are also challenges associated with age and nature of our technology platform, including hardware components coming end of life and the complexities of software development on an increasingly large and intricate technology platform.
Acquisition risk	There is a risk that Audinate undertakes a poor or expensive acquisition which would be detrimental to shareholder value.
Failure to attract and retain customers	Our business relies upon the ability to retain existing customers, attract new business from existing customers as well as attract new customers. It is strategically important for Audinate to reduce the cost barrier of implementing Dante whilst still being fairly compensated for our technology. If the rate of adoption diminishes or declines this would adversely impact financial performance.
General economic and financial market conditions	The operating and financial performance of Audinate is influenced by a variety of general domestic and global economic and business conditions that are outside the control of Audinate. There is a risk that prolonged deterioration in general economic conditions may negatively impact the demand for Audinate's products and negatively impact Audinate's financial performance, financial position, cash flows, dividends, growth prospects and share price.
Cyber security	See separate disclosure (following).
Supply chain	See separate disclosure (following).

Directors' Report

In addition to the risks described, Audinate faces other business risks including (but not limited to) competition in audio networking, industry standardisation, ability to attract and retain staff, effectively managing trade secrets, ESG risks, short-selling, impact of tariffs and foreign currency exchange risks.

Cyber security

Audinate recognises the evolving risks associated with data and cyber security, and the potential impact to the Company's reputation and business activities. These risks are proactively managed through a Cyber Security Steering Committee, a Security Operations function and a cross-functional Security Operations Working Group. The Board Audit and Risk Management Committee has oversight of Audinate's approach to cyber security. This structure aims to monitor security risks, work with partners to establish robust security protocols, educate employees, and implement and manage Audinate security controls, policies and procedures.

No material breaches of Audinate data security were identified in FY22.

Supply chain management

When selecting suppliers and contract manufacturers, Audinate evaluates the quality of their products as well as related controls and processes. Audinate assesses any potential new suppliers through an onboarding process to ensure consistency with our internal standards. Audinate has a long-standing practice of directly managing relationships with key component suppliers rather than relying on contract manufacturers to source all components for the following reasons:

- Direct evaluation of key component suppliers is part of our quality assurance process;
- Negotiating improved pricing or supply arrangements for both Audinate and our OEM customers;
- Managing lead-times and supply chain risk directly; and
- Fostering direct relationships with key technology suppliers and partners.

Our main contract manufacturer, VTech Holdings Limited ('VTech') is listed on the Hong Kong Stock Exchange and operates manufacturing facilities in mainland China and Malaysia. VTech publishes an annual Sustainability Report, which includes statements on ISO 9001 accreditation and compliance with Modern Slavery and Conflict Minerals regulation (<https://www.vtech.com/en/sustainability/>). Our other key suppliers and partners are leading global technology companies and publish similar annual reports which are available on the Company's website in the Investor Centre.

An audit of key suppliers was completed during FY22 to identify and manage relevant risks in our manufacturing supply chain. Supplier risk management procedures and controls were reviewed with reference to the following criteria:

- Quality assurance considerations relating to repair and maintenance, training and development and where relevant production, manufacturing and calibrations including quality assurance set out in industry standards such as ISO 9001;
- Compliance and ethical considerations including compliance with Modern Slavery Act requirements, prohibitions on child labour, compliance with conflict minerals regulations, worker health and safety, discrimination, compensation and remuneration;
- Commitment to minimising impact on the environment within their manufacturing operations, utilising management systems such as ISO 14001; and
- Governance, risk and control processes in place to manage operations, including supplier supervision, counterfeit avoidance measures, stakeholder engagement and disclosures.

The audit showed our supply chain risk management controls to be generally satisfactory and did not identify any substantial residual ESG risks in our supply chain.

A supplier code of conduct is under development to improve supply chain transparency and to assist supplier understanding of the required standards.

Environment

Deployment of Audinate technology is expected to reduce the amount of on-premises AV equipment and facilitate a transition to AV services in cloud-based software form. Amongst other things, this will improve societal environmental outcomes by ensuring improved audio-visual experiences for people, improving virtual collaboration and hybrid working arrangements. We recognise the importance of minimising the environmental impact of our business, as well as the opportunity for our technology to help our customers and end-users minimise the environmental impacts of their operations.

As a software technology provider, Audinate's environmental footprint is relatively small across our global operations. We are committed to taking ongoing steps to reduce the environmental impacts of our business and are in the early stages of investigating and measuring our environmental footprint during FY23.

Audinate is subject to federal, state and local regulations and has procedures in place to comply with applicable regulations in the jurisdictions where we operate. During the reporting period, there were no incidents of non-compliance that resulted in regulatory or legal action or fines and penalties, with respect to legislation.

Shares under option

Unissued ordinary shares of Audinate Group Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
30/06/2017	31/01/2023	\$0.2600	8,000

Shares under performance rights

Unissued ordinary shares of Audinate Group Limited under performance rights* at the date of this report are as follows:

Grant date	Vesting date	Exercise price	Number under rights
30/06/2017	31/08/2022	\$0.0000	234,969
29/06/2018	31/08/2022	\$0.0000	17,422
30/06/2020	31/08/2022	\$0.0000	163,864
11/11/2020	31/08/2023	\$0.0000	224,523
23/12/2020	31/08/2023	\$0.0000	5,180
04/06/2021	31/08/2023	\$0.0000	4,739
01/09/2021	31/08/2022	\$0.0000	15,311
01/09/2021	31/08/2023	\$0.0000	14,961
29/11/2021	31/08/2023	\$0.0000	198,421
14/03/2022	31/01/2025	\$0.0000	15,580
			894,970

* ASX restricted quoted performance rights.

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the Company or of any other body corporate.

Directors' Report

Shares issued on the exercise of options

The following ordinary shares of Audinate Group Limited were issued during the year ended 30 June 2022 and up to the date of this report on the exercise of options granted:

Date options exercised	Exercise price	Number of shares issued
23/08/2021*	\$0.2600	7,795
23/02/2022	\$0.2600	20,000
25/02/2022*	\$0.2600	89,649
14/03/2022	\$0.2600	22,000
27/05/2022*	\$0.2600	81,980
		221,424

* Some of these were cashless exercise (i.e. giving up options instead of paying option price in cash).

Shares issued on the exercise of performance rights

The following ordinary shares of Audinate Group Limited were issued during the year ended 30 June 2022 and up to the date of this report on the exercise of performance rights granted:

Date performance rights converted to shares	Exercise price	Number of shares issued
23/08/2021	\$0.0000	15,167
23/08/2021	\$0.0000	261,891
23/08/2021	\$0.0000	381,958
06/01/2022	\$0.0000	10,792
		669,808

Indemnity and insurance of officers

During the financial year, the Company had a policy in place in respect of directors' and officers' liability and legal expenses insurance contracts, for current directors, including senior executives, employees and officers and for former directors, officers and employees of the Company for a period of 12 months. The policy also covers directors, senior executives, secretaries and employees of its Group. The policy prohibits disclosure of the premiums paid.

The policy covers:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever their outcome; and
- other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

The Company has also entered into a Deed of Access and Indemnity ('Deed') with all past and present directors, which provides an indemnity to the directors for legal costs and any liability arising from negligence of the director, to the extent permitted by law. In addition, the Deed allows the Company to advance a director an interest free loan equal to any legal costs which, in the Company's opinion, are not permitted to be indemnified under the law. Any such advance is repayable by the director at the conclusion of the proceedings.

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the Company

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

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Rounding of amounts

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

Officers of the Company who are former partners of Deloitte Touche Tohmatsu

There are no officers of the Company who are former partners of Deloitte Touche Tohmatsu.

Auditor's independence declaration

A copy of the auditor's independence declaration is set out on the following page.

This report is made in accordance with a resolution of directors.

On behalf of the directors



David Krall
Chairman

22 August 2022
Sydney

Auditor's Independence Declaration



Deloitte Touche Tohmatsu
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22 August 2022

The Board of Directors
Audinate Group Limited
Level 7, 64 Kippax Street
Surry Hills, NSW 2010

Dear Board Members

Audinate Group Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Audinate Group Limited.

As lead audit partner for the audit of the financial statements of Audinate Group Limited for the financial year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU

Pooja Patel

Pooja Patel
Partner
Chartered Accountant

Liability limited by a scheme approved under Professional Standards Legislation.

Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2022

	Note	Consolidated	
		2022 \$'000	2021 \$'000
Revenue			
Sales	5	46,292	33,369
Cost of goods sold		(11,701)	(7,865)
Gross profit		34,591	25,504
Expenses			
Employee expenses	6	(23,890)	(17,811)
Sales and marketing expenses		(2,614)	(1,688)
Administration and other operating expenses		(3,791)	(2,956)
Depreciation and amortisation	6	(8,658)	(6,534)
Total expenses		(38,953)	(28,989)
Operating loss		(4,362)	(3,485)
Net foreign exchange loss		(34)	(590)
Finance costs	6	(173)	(105)
Other income	7	185	1,094
Loss before income tax expense		(4,384)	(3,086)
Income tax expense	8	(73)	(355)
Loss after income tax expense for the year attributable to the owners of Audinate Group Limited		(4,457)	(3,441)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(415)	(76)
Other comprehensive income for the year, net of tax		(415)	(76)
Total comprehensive income for the year attributable to the owners of Audinate Group Limited		(4,872)	(3,517)
		Cents	Cents
Basic earnings per share	9	(5.80)	(4.56)
Diluted earnings per share	9	(5.80)	(4.56)

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

Consolidated Statement of Financial Position

as at 30 June 2022

		Consolidated	
	Note	2022 \$'000	2021 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	10	17,465	38,429
Term deposits	11	27,000	27,000
Trade and other receivables	12	6,513	3,199
Current tax asset	8	–	41
Inventories	13	5,601	1,855
Other assets	17	1,263	1,275
Total current assets		57,842	71,799
Non-current assets			
Property, plant and equipment	14	1,737	1,482
Right-of-use assets	15	1,784	1,919
Intangibles	16	28,542	14,094
Deferred tax	8	90	68
Other assets	17	443	444
Total non-current assets		32,596	18,007
Total assets		90,438	89,806
LIABILITIES			
Current liabilities			
Trade and other payables	18	3,496	2,524
Contract liabilities	19	2,041	2,173
Lease liability		860	656
Income tax payable	8	35	–
Employee benefits		5,356	3,789
Other liabilities	20	1,386	102
Total current liabilities		13,174	9,244
Non-current liabilities			
Contract liabilities	19	218	106
Lease liability		1,107	1,432
Employee benefits		179	169
Other liabilities	20	476	–
Total non-current liabilities		1,980	1,707
Total liabilities		15,154	10,951
Net assets		75,284	78,855
Equity			
Contributed capital	21	128,266	126,947
Reserves	22	1,828	2,261
Accumulated losses		(54,810)	(50,353)
Total equity		75,284	78,855

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

Consolidated Statement of Changes in Equity

for the year ended 30 June 2022

Consolidated	Contributed capital \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2020	87,526	1,353	(46,912)	41,967
Loss after income tax expense for the year	–	–	(3,441)	(3,441)
Other comprehensive income for the year, net of tax	–	(76)	–	(76)
Total comprehensive income for the year	–	(76)	(3,441)	(3,517)
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments (note 22)	–	1,302	–	1,302
Issue of shares – institutional placement	28,000	–	–	28,000
Issue of shares – share purchase plan	11,999	–	–	11,999
Issue of shares – exercise of options	34	–	–	34
Issue of shares – under long term incentive plan	318	(318)	–	–
Share issue transaction costs, net of tax	(930)	–	–	(930)
Balance at 30 June 2021	126,947	2,261	(50,353)	78,855

Consolidated	Contributed capital \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2021	126,947	2,261	(50,353)	78,855
Loss after income tax expense for the year	–	–	(4,457)	(4,457)
Other comprehensive income for the year, net of tax	–	(415)	–	(415)
Total comprehensive income for the year	–	(415)	(4,457)	(4,872)
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments (note 22)	–	1,266	–	1,266
Issue of shares – exercise of options	52	–	–	52
Issue of shares – under long term incentive plan	1,284	(1,284)	–	–
Share issue transaction costs, net of tax	(17)	–	–	(17)
Balance at 30 June 2022	128,266	1,828	(54,810)	75,284

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

Consolidated Statement of Cash Flows

for the year ended 30 June 2022

		Consolidated	
	Note	2022 \$'000	2021 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		43,021	33,484
Payments to suppliers and employees (inclusive of GST)		(41,935)	(27,677)
Interest received		182	291
Interest and other finance costs paid		(91)	(105)
Government grants received		–	1,048
Income taxes paid		(196)	(298)
Net cash from operating activities	34	981	6,743
Cash flows from investing activities			
Payment for purchase of business	31	(9,104)	–
Payments for property, plant and equipment		(897)	(552)
Payments for intangibles		(11,160)	(7,478)
Investment in term deposits		–	(27,000)
Net cash used in investing activities		(21,161)	(35,030)
Cash flows from financing activities			
Proceeds from issue of shares		52	40,032
Share issue transaction costs		(23)	(1,256)
Repayment of lease liability	34	(767)	(635)
Net cash (used in)/from financing activities		(738)	38,141
Net (decrease)/increase in cash and cash equivalents		(20,918)	9,854
Cash and cash equivalents at the beginning of the financial year		38,429	29,286
Effects of exchange rate changes on cash and cash equivalents		(46)	(711)
Cash and cash equivalents at the end of the financial year	10	17,465	38,429

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

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 1. General information

The financial statements cover Audinate Group Limited (the 'Company' or 'parent entity') as a consolidated entity consisting of Audinate Group Limited and the entities it controlled (collectively referred to as the 'Group') at the end of, or during, the financial year. The financial statements are presented in Australian dollars, which is Audinate Group Limited's functional and presentation currency.

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

Level 7
64 Kippax Street
Surry Hills NSW 2010

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 19 August 2022. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

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

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

Basis of preparation

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

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

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

Parent entity information

These financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 33.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Audinate Group Limited as at 30 June 2022 and the results of all subsidiaries for the year then ended.

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

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

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

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

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

Operating segments

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

Foreign currency translation

Foreign currency transactions

Foreign currency transactions are translated into the Company's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed.

Revenue recognition

Audinate generates the following streams of revenue:

- Chips, cards and modules (including adapters);
- Software and licence fees;
- Subscription, support and maintenance; and
- Royalties.

Each of the above products and services delivered to customers are considered separate performance obligations, even though for practical expedience they may be governed by a single legal contract with the customer.

Revenue recognition for each of the above is as follows:

Revenue stream	Performance obligations	Timing of recognition
Chips, cards and modules (including adapters)	Goods dispatched from warehouse.	Recognised at point of dispatch from warehouse, when control is transferred to the customer on basis of ex-works terms.
Software and licence fees	Provision of access to software and activation code.	Revenue from software is recognised at point of sale and access to software is granted.
Subscription, support and maintenance	As defined in contract.	Revenue is recognised over time as stipulated by terms in contract.
Royalties	Sale of customers products containing Audinate's software.	Royalties in arrears are recognised in the period they are earned based on past performance.

Revenue from subscription and providing support and maintenance is recognised in the accounting period in which the services are rendered. This is determined based on contract terms and period of agreement.

Some contracts include multiple deliverables, such as software licences and maintenance. In these cases, the transaction price is split according to performance obligations described above.

In fixed-price contracts, the customer pays the fixed amount based on an agreed payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

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

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are recognised in profit or loss over the period necessary to match with the costs that they are intended to compensate. The Group received COVID-19 related government grants during the prior financial year. The grants are recognised as other income and are included in note 7.

Income tax

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

An income tax benefit will arise for the financial year where an income tax loss is incurred and, where permitted to do so, is carried-back against a qualifying prior period's tax payable to generate a refundable tax offset.

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

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

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

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

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

Audinate Group Limited (the 'head entity') and its wholly-owned Australian subsidiaries formed an income tax consolidated group under the tax consolidation regime in 2017.

The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

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In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary 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 tax consolidated group. The tax funding arrangement is designed so that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill.

If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase. Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used reflects assumptions a market participant would use when pricing the future consideration. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Current and non-current classification

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

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

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

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

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Inventories

Raw materials and finished goods are stated at the lower of cost and net realisable value on a First In, First Out basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

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

Property, plant and equipment

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

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

Leasehold improvements	Lease term
Furniture and fittings	4 – 10 years
Computer and engineering equipment	1 – 10 years

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

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets

Intangible assets are initially recognised at cost. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method of amortisation and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill is measured as described in the business combination description (above). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated

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to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. Determination of cash generating units does take into account the interoperable platform nature of the Group's Dante technology, whereby development of video technology helps drive sales of audio products, and vice versa. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised, commencing from the time the asset's development reaches the condition necessary for it to be capable of operating in the manner intended by management. Amortisation is calculated on a straight-line basis over the period of the expected benefit, being the finite useful life of three years.

Intellectual property

Significant costs associated with intellectual property are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 3 years.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 4-5 years.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 2-5 years.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs.

Trade and other payables

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

Contract liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

Lease liability

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Finance costs

All finance costs are expensed in the period in which they are incurred.

Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

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

Defined contribution 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. Obligations for contributions to defined contribution plans are recognised as an employee related cost in profit or loss when they are due.

Share-based payments

Equity-settled transactions are awards of shares, performance rights or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value, for equity-settled transactions with market conditions, is determined using the Monte Carlo simulation method that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. Fair value, for equity-settled transactions with no market conditions, is determined using the share price at grant date. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

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

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

Issued capital

Ordinary shares are classified as equity.

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

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

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

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

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

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

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

Rounding of amounts

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

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2022. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 3. Critical accounting judgements, estimates and assumptions

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

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the COVID-19 pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not currently appear to be either any other significant impact upon the financial statements or any other significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the COVID-19 pandemic.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value, for equity-settled transactions with market conditions, is determined by using the Monte Carlo simulation method taking into account the terms and conditions upon which the instruments were granted. The fair value, for equity-settled transactions with no market conditions, is determined by using the share price at grant date. Judgement is required in estimating future revenue and staff retention rates used to calculate the number of awards that are likely to vest.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates and forward-looking information that is available. The allowance for expected credit losses, as disclosed in note 12, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

Income tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain, for example, research and development claims. Income tax returns, including research and development claims, are made by way of self-assessment by the Group. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made. Income tax returns including research and development incentive claims are made by way of self-assessment.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Judgement is required in estimating future taxable profit in the jurisdictions in which it operates, to determine whether it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Useful life of capitalised development costs

The Group regularly considers the useful life of development costs, which is currently estimated to be three years. In determining the appropriate useful life for these assets a range of factors are taken into account including the specific nature of the asset created, risk of technical obsolescence, business performance and market conditions. To the extent that there is a change to the useful life of these assets (not related to impairment) the amortisation charge is changed prospectively.

Contingent liability

A contingent liability of \$1,178,000 was recognised on the acquisition of the Silex Insights Video Business for a deferred contingent consideration payment. Judgement is required in estimating the future US dollar revenue in the twelve month earn-out period and the discount rate applied. Refer to note 31 for further information on the deferred contingent consideration recognised as part of the business combination.

Goodwill

The recoverable amount of goodwill of the Group's one cash generating unit has been determined based on fair value less cost to sell calculation. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows and estimated costs to sell.

Note 4. Operating segments

Identification of reportable operating segments

The Group operates in one segment, based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers) in assessing performance and in determining the allocation of resources.

As a result, the operating segment information is as disclosed in the statements and notes to the financial statements throughout the report.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Major customers

Most of the Group's major customers are multinational companies that Audinate may transact with in multiple countries. Due to the corporate structure of the Group this revenue is accounted for by Audinate Pty Limited in Australia. The top ten customers represent approximately 38% (2021: 39%) of the Group's revenue during the year ended 30 June 2022 and of that amount the largest customer represents approximately 9% (2021: 7%) of the Group's revenue.

Geographical information

The majority of the Group's revenue is generated from sales contracts between Audinate Pty Limited (an Australian domiciled operating subsidiary) and a range of international customers. The geographic split of this revenue is based on the location of the customer: a) Americas 43% (2021: 44%); b) Asia 29% (2021: 25%); and c) Europe and Middle East 28% (2021: 30%). Occasionally the international offices may generate some revenue related to marketing activities.

	Sales to external customers*		Geographical non-current assets	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Australia	46,292	33,369	23,013	17,709
United Kingdom	–	–	633	96
Belgium	–	–	8,617	–
Hong Kong	–	–	1	2
United States of America	–	–	332	200
	46,292	33,369	32,596	18,007

* Sales to external customers is based on the domicile of the entity recording the sale.

Note 5. Revenue

	Consolidated	
	2022 \$'000	2021 \$'000
Sales	46,292	33,369

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	2022 \$'000	2021 \$'000
Chips, cards and modules (including adapters)	33,835	23,798
Software revenue (including licence fees and royalties)	11,998	9,167
Other revenue	459	404
	46,292	33,369

Timing of revenue recognition

Revenue from subscription and providing support and maintenance is recognised over the period of time in which the services are provided. All other revenue is recognised when the service or software is provided or the goods are dispatched from the warehouse.

Note 6. Expenses

	Consolidated	
	2022 \$'000	2021 \$'000
Loss before income tax includes the following specific expenses:		
Depreciation and amortisation		
Depreciation of property, plant and equipment	665	520
Depreciation of office leases – right-of-use	780	697
Amortisation of intangibles	7,848	5,875
Depreciation and amortisation – capitalised	(635)	(558)
Total depreciation and amortisation	8,658	6,534
Finance costs		
Interest and finance charges paid/payable on lease liabilities	79	97
Interest paid/payable on liabilities at amortised cost	12	8
Unwinding of discount on contingent consideration	82	–
Total finance costs	173	105
Leases		
Short-term lease payments	123	88
Low-value assets lease payments	42	26
Total lease expense	165	114
Employee benefit expenses		
Salaries and wages	18,153	13,508
Post-employment benefits	1,397	1,054
Share-based payments	1,266	1,302
Other costs	3,074	1,947
Total employee benefit expenses	23,890	17,811

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 7. Other income

	Consolidated	
	2022 \$'000	2021 \$'000
Interest income	182	266
Government grants	–	828
Other income	3	–
	185	1,094

Government grants

During the year ended 30 June 2022, the Group did not receive subsidies related to COVID-19. During the year ended 30 June 2021, the Group received \$759,000 from JobKeeper support payments from the Australian Government which were passed on to eligible employees and \$69,000 from other COVID-19 related support payments.

Note 8. Income tax

The Group incurs an income tax expense in its overseas subsidiaries relating to the net taxable profit generated on services provided to the Group.

	Consolidated	
	2022 \$'000	2021 \$'000
Income tax expense		
Current tax	(1,780)	(1,797)
Over provision prior year	(24)	(36)
Deferred tax – origination and reversal of temporary differences	(278)	316
Derecognition of tax losses	2,155	1,872
Aggregate income tax expense	73	355
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(4,384)	(3,086)
Tax at the statutory tax rate of 25% (2021: 26%)	(1,096)	(802)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Expenditure claimed for research and development incentive	2,022	2,007
Research and development incentive benefit	(3,274)	(2,972)
Derecognition of tax losses	2,155	1,872
Non-deductible expenses	352	304
	159	409
Over provision prior year	(24)	(36)
Other	(62)	(18)
Income tax expense	73	355

	Consolidated	
	2022 \$'000	2021 \$'000
Deferred tax asset		
Net deferred tax asset comprises temporary differences attributable to:		
Provisions	1,142	927
Lease liabilities	389	541
Carried forward tax losses	283	396
Capital blackhole expenditure	262	389
Contract liabilities	309	214
Trade and other payables	103	117
Intangible assets	(1,993)	(1,925)
Right-of-use assets	(346)	(498)
Property, plant and equipment	(193)	(126)
Other	134	33
Deferred tax asset	90	68

	Consolidated	
	2022 \$'000	2021 \$'000
Current tax asset		
Current tax asset	–	41

	Consolidated	
	2022 \$'000	2021 \$'000
Income tax payable		
Income tax payable	35	–

The income tax rate for the Australian tax consolidated group reduced from 26% to 25% (1 July 2020: 27.5% to 26%) with effect from 1 July 2021. The change in rate increased the unused tax losses for which no deferred tax asset is recognised by \$15,000 (2020: \$23,000). The acquisition of the Silex video business resulted in an increase in deferred tax liabilities of \$195,000 related to intangible assets in the year ended 30 June 2022 (refer to note 31).

The Group has \$7,676,000 (2021: \$5,525,000) of unused tax losses for which no deferred tax asset is recognised in the statement of financial position.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 9. Earnings per share

	Consolidated	
	2022 \$'000	2021 \$'000
Loss after income tax attributable to the owners of Audinate Group Limited	(4,457)	(3,441)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	76,906,188	75,444,031
Weighted average number of ordinary shares used in calculating diluted earnings per share	76,906,188	75,444,031
	Cents	Cents
Basic earnings per share	(5.80)	(4.56)
Diluted earnings per share	(5.80)	(4.56)

At 30 June 2022 and 30 June 2021, options and performance rights over ordinary shares were excluded from the calculation of the weighted average number of ordinary shares used in calculating diluted earnings per share due to being anti-dilutive, as the Group reported loss for the period.

Note 10. Cash and cash equivalents

	Consolidated	
	2022 \$'000	2021 \$'000
Current assets		
Cash at bank	7,664	4,271
Cash on deposit	9,801	34,158
	17,465	38,429

Note 11. Term deposits

	Consolidated	
	2022 \$'000	2021 \$'000
Current assets		
Term deposits	27,000	27,000

Current term deposits represent term deposits with a maturity date of between three months and one year from the date of acquisition.

Note 12. Trade and other receivables

	Consolidated	
	2022 \$'000	2021 \$'000
Current assets		
Trade receivables	5,829	2,674
Less: Allowance for expected credit losses	(3)	(1)
	5,826	2,673
Other receivables	687	526
	6,513	3,199

Allowance for expected credit losses

The Group has recognised a loss of \$32,000 (2021: gain of \$10,000) in profit or loss in respect of the expected credit losses for the year ended 30 June 2022.

Consolidated	Expected credit loss rate 2022 %	Expected credit loss rate 2021 %	Carrying amount 2022 \$'000	Carrying amount 2021 \$'000
Not overdue	0.052%	0.047%	5,365	2,435
0-30 days overdue	0.052%	0.047%	391	115
30-60 days overdue	0.052%	0.047%	28	124
>60 days overdue	0.052%	–	45	–
			5,829	2,674
Allowance for expected credit losses			(3)	(1)

Movements in the allowance for expected credit losses are as follows:

	Consolidated	
	2022 \$'000	2021 \$'000
Opening balance	1	11
Additional provisions recognised	32	–
Provisions derecognised during the year	–	(10)
Receivables written off during the year as uncollectable	(30)	–
Closing balance	3	1

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 13. Inventories

	Consolidated	
	2022 \$'000	2021 \$'000
Current assets		
Raw materials – at cost	5,004	902
Finished goods – at cost	597	953
	5,601	1,855

Note 14. Property, plant and equipment

	Consolidated	
	2022 \$'000	2021 \$'000
Non-current assets		
Leasehold improvements – at cost	933	847
Less: Accumulated depreciation	(497)	(303)
	436	544
Furniture and fittings – at cost	88	70
Less: Accumulated depreciation	(60)	(47)
	28	23
Computer and equipment – at cost	2,516	2,055
Less: Accumulated depreciation	(1,243)	(1,140)
	1,273	915
	1,737	1,482

Reconciliations

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

Consolidated	Leasehold improvements \$'000	Furniture and fittings \$'000	Computer and equipment \$'000	Total \$'000
Balance at 1 July 2020	658	35	762	1,455
Additions	55	2	495	552
Exchange differences	–	(1)	(4)	(5)
Depreciation expense	(169)	(13)	(338)	(520)
Balance at 30 June 2021	544	23	915	1,482
Additions	90	15	797	902
Additions through business combinations (note 31)	–	–	23	23
Exchange differences	(4)	–	(1)	(5)
Depreciation expense	(194)	(10)	(461)	(665)
Balance at 30 June 2022	436	28	1,273	1,737

Note 15. Right-of-use assets

	Consolidated	
	2022 \$'000	2021 \$'000
Non-current assets		
Office leases – right-of-use	3,952	3,284
Less: Accumulated depreciation	(2,168)	(1,365)
	1,784	1,919

Additions to the right-of-use assets during the year were \$665,000 (2021: \$145,000).

The Group leases offices under agreements of between 1 to 5 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

For other AASB 16 and lease related disclosures refer to the following:

- note 6 for details of depreciation on right-of-use assets, interest on lease liabilities and other lease payments;
- note 24 for maturity analysis of lease liabilities; and
- consolidated statement of cash flow for repayment of lease liabilities.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 16. Intangibles

	Consolidated	
	2022 \$'000	2021 \$'000
Non-current assets		
Goodwill – at cost	8,605	–
Development costs	38,582	26,499
Less: Accumulated amortisation	(20,783)	(13,840)
	17,799	12,659
Intellectual property	705	623
Less: Accumulated amortisation	(557)	(426)
	148	197
Customer contracts – at cost	780	–
Less: Accumulated amortisation	(74)	–
	706	–
Software – at cost	2,578	1,857
Less: Accumulated amortisation	(1,294)	(619)
	1,284	1,238
	28,542	14,094

Reconciliations

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

Consolidated	Goodwill \$'000	Develop- ment costs \$'000	Intellectual property \$'000	Customer contracts \$'000	Software \$'000	Total \$'000
Balance at 1 July 2020	–	10,476	234	–	1,340	12,050
Additions	–	7,536	105	–	278	7,919
Amortisation expense	–	(5,353)	(142)	–	(380)	(5,875)
Balance at 30 June 2021	–	12,659	197	–	1,238	14,094
Additions	–	11,541	82	–	747	12,370
Additions through business combination (note 31)	9,032	541	–	780	–	10,353
Exchange differences	(427)	–	–	–	–	(427)
Amortisation expense	–	(6,942)	(131)	(74)	(701)	(7,848)
Balance at 30 June 2022	8,605	17,799	148	706	1,284	28,542

Impairment testing

The Group performed impairment testing for goodwill on an annual basis and other intangibles where there is an indicator of impairment. Goodwill acquired through the business combination (refer to note 31) has been allocated to the Group's reportable segment. The methodology used in the impairment testing is the fair value less costs to sell model. As at 30 June 2022 the fair value less costs to sell model for the one CGU incorporated the financial forecast approved by the Board for year ending 30 June 2025 and management projections for years ending 30 June 2026 to 30 June 2027. These include projected revenues, gross margins and expenses and have been determined with reference to historical company experience, industry data and management's expectation for the future. A post-tax discount rate per annum of 10.1% (30 June 2021: n/a) and a terminal value growth rate of 3.0% (30 June 2021: n/a) was used. No reasonable change in assumptions would result in the recoverable amount being materially less than the carrying value of the reportable segment.

Note 17. Other assets

	Consolidated	
	2022 \$'000	2021 \$'000
Current assets		
Prepayments	607	911
Deposits	656	364
	1,263	1,275
Non-current assets		
Security deposit*	443	444
	1,706	1,719

* Represents amount held as security for Sydney office lease.

Note 18. Trade and other payables

	Consolidated	
	2022 \$'000	2021 \$'000
Current liabilities		
Trade payables	2,347	1,342
Accrued expenses	472	562
Other payables	677	620
	3,496	2,524

Refer to note 24 for further information on financial instruments.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 19. Contract liabilities

	Consolidated	
	2022 \$'000	2021 \$'000
Current liabilities		
Contract liabilities – customer prepayments	1,023	1,455
Contract liabilities – deferred revenue	1,018	718
	2,041	2,173
Non-current liabilities		
Contract liabilities – deferred revenue	218	106
	2,259	2,279

Reconciliation

Reconciliation of the written down values at the beginning and end of the current financial year is set out below:

	Consolidated	
	2022 \$'000	2021 \$'000
Opening balance	2,279	726
Customer prepayments	1,023	1,455
Billings in advance	1,889	2,279
Transfer to revenue – relating to current period	(2,932)	(2,181)
Closing balance	2,259	2,279

Unsatisfied performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was \$2,259,000 as at 30 June 2022 (\$2,279,000 as at 30 June 2021) and is expected to be recognised as revenue in future periods as follows:

	Consolidated	
	2022 \$'000	2021 \$'000
Within 6 months	1,672	1,900
6 to 12 months	369	273
13 to 60 months	218	106
	2,259	2,279

Note 20. Other liabilities

	Consolidated	
	2022 \$'000	2021 \$'000
Current liabilities		
Liabilities at amortised cost	208	102
Deferred contingent consideration (note 27 and note 31)	1,178	–
	1,386	102
Non-current liabilities		
Liabilities at amortised cost	476	–
	1,862	102

Note 21. Contributed capital

Fully paid ordinary shares

	Consolidated			
	2022 Shares	2021 Shares	2022 \$'000	2021 \$'000
Ordinary shares – fully paid	77,170,653	76,274,619	128,266	126,947

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

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

Capital risk management

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

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital risk management policy remains unchanged from the 30 June 2021 financial statements.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2020	67,940,499		87,526
Issue of shares – institutional placement	27 July 2020	5,436,894	\$5.1500	28,000
Issue of shares – exercise of options	10 August 2020	40,000	\$0.0260	–
Issue of shares – exercise of options	10 August 2020	8,000	\$0.2600	2
Issue of shares – share purchase plan	17 August 2020	2,343,750	\$5.1200	11,999
Issue of shares – exercise of options	24 August 2020	10,000	\$0.0620	1
Issue of shares – exercise of options	24 August 2020	7,613	\$0.2600	2
Issue of shares – vesting of performance rights	31 August 2020	262,529	\$0.7800	205
Issue of shares – vesting of performance rights	31 August 2020	15,689	\$7.2100	113
Issue of shares – exercise of options	19 October 2020	3,826	\$0.0260	–
Issue of shares – exercise of options	30 October 2020	60,000	\$0.2600	16
Issue of shares – exercise of options	30 October 2020	4,819	\$0.0260	–
Issue of shares – exercise of options	24 November 2020	110,000	\$0.0620	7
Issue of shares – exercise of options	4 December 2020	10,000	\$0.0620	1
Issue of shares – exercise of options	9 April 2021	13,000	\$0.2600	3
Issue of shares – exercise of options	9 April 2021	8,000	\$0.2600	2
Share issue costs		–		(1,256)
Deferred tax credit recognised directly in equity		–		326
Balance	30 June 2021	76,274,619		126,947
Issue of shares – exercise of options	23 August 2021	7,795	\$0.0000	–
Issue of shares – vesting of performance rights	23 August 2021	15,167	\$7.2150	109
Issue of shares – vesting of performance rights	23 August 2021	261,891	\$0.7800	204
Issue of shares – vesting of performance rights	23 August 2021	381,958	\$2.1810	833
Issue of shares – under long-term incentive plan	1 September 2021	4,802	\$9.9800	48
Issue of shares – vesting of performance rights	6 January 2022	10,792	\$8.3400	90
Issue of shares – exercise of options	23 February 2022	20,000	\$0.2600	5
Issue of shares – exercise of options	25 February 2022	9,649	\$0.0000	–
Issue of shares – exercise of options	25 February 2022	80,000	\$0.2600	21
Issue of shares – exercise of options	14 March 2022	22,000	\$0.2600	6
Issue of shares – exercise of options	27 May 2022	51,200	\$0.2600	13
Issue of shares – exercise of options	27 May 2022	24,000	\$0.2600	6
Issue of shares – exercise of options	27 May 2022	4,780	\$0.0000	–
Issue of shares – exercise of options	27 May 2022	2,000	\$0.2600	1
Share issue transaction costs		–		(23)
Deferred tax credit recognised directly in equity		–		6
Balance	30 June 2022	77,170,653		128,266

The price for performance rights disclosed in the table above represents fair value of the right at grant date.

Note 22. Reserves

	Consolidated	
	2022 \$'000	2021 \$'000
Foreign currency reserve	(636)	(221)
Share-based payments reserve	2,464	2,482
	1,828	2,261

Foreign currency reserve

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

Share-based payments reserve

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

Movements in reserves

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

Consolidated	Foreign currency \$'000	Share- based payments \$'000	Total \$'000
Balance at 1 July 2020	(145)	1,498	1,353
Foreign currency translation	(76)	–	(76)
Share-based payments	–	1,302	1,302
Transfer to equity for issue of shares – vested performance rights	–	(318)	(318)
Balance at 30 June 2021	(221)	2,482	2,261
Foreign currency translation	(415)	–	(415)
Share-based payments	–	1,266	1,266
Transfer to equity for issue of shares – vested performance rights	–	(1,284)	(1,284)
Balance at 30 June 2022	(636)	2,464	1,828

Note 23. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

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for the year ended 30 June 2022

Note 24. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group.

The Group's policy is not to trade in or use financial instruments to hedge its risks.

Risk management is supervised by the Board of Directors ('the Board'). The Board considers different methods to measure different types of risks to which the Group is exposed. These methods include ageing analysis for credit risk and sensitivity analysis in the case of foreign currency risk.

Market risk

Foreign currency risk

The Group's US dollar denominated revenue, on which the risk of foreign exchange movement, was partially offset against exchange rate movement of US dollar denominated for purchases which is set below:

	Consolidated	
	2022 \$'000	2021 \$'000
US dollar denominated – revenue	33,393	25,024
US dollar denominated – purchases	(18,670)	(13,183)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Consolidated	
	2022 \$'000	2021 \$'000
Assets in US dollars	7,934	4,547
Liabilities in US dollars	(2,333)	(1,653)

The sensitivity of profit or loss changes in the exchange rates arises mainly for the US dollar denominated financial instruments as outlined in the table below:

	Consolidated	
	2022 \$'000	2021 \$'000
USD/AUD exchange rate – decreases 10% (2021: 10%)	815	273
USD/AUD exchange rate – increases 10% (2021: 10%)	(815)	(273)

Interest rate risk

At the reporting date, the Group had no variable rate borrowings. Cash at bank and term deposits earn interest at floating rates based on daily bank deposit rates.

As at the reporting date, the Group had the following variable rate cash and cash equivalents and term deposits:

	2022		2021	
	Weighted average interest rate %	Balance \$'000	Weighted average interest rate %	Balance \$'000
Consolidated				
Cash at bank	–	7,664	–	4,271
Cash on deposit	0.42%	9,801	0.22%	34,158
Term deposits	0.57%	27,000	0.58%	27,000
Net exposure to cash flow interest rate risk		44,465		65,429

No sensitivity analysis has been performed for the exposure to interest rate risk on the Group's bank balance as the exposure is not significant.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group trades only with recognised and creditworthy independent third parties. The Group has a strict code of credit, including confirming references and setting appropriate credit limits. The Group monitors the receivables on an ongoing basis and its exposure to bad debts is not significant.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Liquidity risk

Prudent liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

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

Notes to the Consolidated Financial Statements

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Remaining contractual maturities

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

Consolidated – 2022	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
Non-interest bearing						
Trade payables	–	2,347	–	–	–	2,347
Accrued expenses	–	472	–	–	–	472
Other payables	–	677	–	–	–	677
Interest-bearing – fixed rate						
Lease liability	3.86%	920	952	181	–	2,053
Other liabilities	3.08%	218	480	–	–	698
Total non-derivatives		4,634	1,432	181	–	6,247

Consolidated – 2021	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
Non-interest bearing						
Trade payables	–	1,342	–	–	–	1,342
Accrued expenses	–	562	–	–	–	562
Other payables	–	620	–	–	–	620
Interest-bearing – fixed rate						
Lease liability	4.05%	729	707	789	–	2,225
Other liabilities	4.00%	107	–	–	–	107
Total non-derivatives		3,360	707	789	–	4,856

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

During the year ended 30 June 2022, the Group acquired a contingent liability related to the acquisition of the Silex Insights Video Business for a deferred contingent consideration payment. This contingent liability is measured using unobservable inputs including forecasted revenue (level 3 measurement). There were no transfers between levels during the year. Refer to note 31 for disclosure on the movements and assumptions of the contingent consideration liability during the year.

Note 25. Fair value measurement

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Note 26. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the Company, and unrelated firms:

	Consolidated	
	2022 \$	2021 \$
Audit services – Deloitte Touche Tohmatsu		
Audit or review of the Group financial statements	160,200	125,575
Audit of the controlled entities	5,775	5,963
	165,975	131,538
Non-audit services – Deloitte Touche Tohmatsu	–	–
Audit services – other unrelated audit firms		
Audit of controlled entities	13,180	10,081

Note 27. Contingent liabilities

At 30 June 2022, the Group recognised a contingent liability of \$1,178,000 related to the acquisition of the Silex Insights Video Business for a deferred contingent consideration payment (refer to note 31 for further information on the business combination). The Group had no contingent liabilities at 30 June 2021.

Note 28. Commitments

The Group had capital commitments of \$1,131,000 at 30 June 2022 (2021: \$nil).

Note 29. Key management personnel disclosures

Compensation

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

	Consolidated	
	2022 \$	2021 \$
Short-term employee benefits	1,712,468	1,427,490
Post-employment benefits	72,483	91,129
Share-based payments	326,341	336,783
	2,111,292	1,855,402

Notes to the Consolidated Financial Statements

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Note 30. Related party transactions

Parent entity

Audinate Group Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 32.

Key management personnel

Disclosures relating to key management personnel are set out in note 29 and the remuneration report included in the directors' report.

Transactions with related parties

There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 31. Business combinations

Acquisition of Silex Insight video business

On 31 January 2022, Audinate acquired 100% interest in the Silex Insight video business. The acquisition of the Silex video business complements Audinate's existing video capabilities in Cambridge UK and aligns with Audinate's strategic vision for video over IP. In particular, the transaction increases Audinate's video FPGA expertise, enables the acceleration of the video product roadmap, and cements critical mass for video engineering in Europe.

Details of the acquisition are as follows:

Consolidated	Fair value \$'000
Intangible assets:	
– Development costs (note 16)	541
– Customer contracts (note 16)	780
Computer and equipment (note 14)	23
Other assets	45
Trade and other payables	(46)
Employee provisions	(4)
Deferred tax liability	(195)
Net assets acquired	1,144
Goodwill	9,032
Acquisition-date fair value of the total consideration	10,176
Representing:	
Cash paid to vendor	9,104
Contingent consideration to be settled in cash	1,072
	10,176
Cash used to acquire business:	
Acquisition-date fair value of the total consideration transferred	9,104

Contingent consideration to be settled in cash

Audinate will pay the vendors a deferred cash consideration of one dollar for every one dollar of post-acquisition sales revenue which exceeds US\$2.5 million for the twelve month period to 31 January 2023. The transaction structure was implemented to reflect the risk assumed by acquiring the business when factory production was not operational due to supply chain impacts. The deferred cash consideration payable is capped at US\$1.5 million. The movement between the acquisition date fair value of the contingent consideration and the carrying value as 30 June 2022 is presented below.

	\$'000
Estimated settlement amount as determined at acquisition date	1,327
Less: Discount to expected settlement (discount rate 20.17%)	(255)
Fair value of contingent consideration at acquisition date	1,072
Unwinding of discount	82
Unrealised foreign exchange loss	74
Foreign currency revaluation reserve	(50)
Fair value of contingent consideration at year end	1,178

The sensitivity of the contingent consideration liability arises mainly from the estimated post-acquisition sales revenue over the twelve-month period to 31 January 2022. The 30 June 2022 contingent liability recognised would change by A\$127,000 for every US\$100,000 change in estimated post-acquisition sales revenue over the twelve-month period to 31 January 2022. The 30 June 2022 contingent liability recognised would increase to A\$1,902,000 if the post-acquisition sales revenue over the twelve-month period to 31 January 2022 reached or exceeded the cap.

Goodwill

The goodwill is primarily related to substantial skill and expertise of the Belgium engineering team acquired. The goodwill on acquisition is allocated to the Audinate's single cash generating unit.

Status of acquisition accounting

The acquisition accounting is provisional. If new information obtained within the twelve months from acquisition date about facts and circumstances that existed at the acquisition date identifies adjustments to fair values; or any additional provisions that existed at the acquisition date; then the accounting for the acquisition, including the value of goodwill, will be revised.

Revenue and profit contribution

The acquired business contributed revenues of \$909,000 and net loss of \$480,000 (inclusive of \$295,000 non-cash acquisition related accounting expenses) to the Group for the period from 1 February 2022 to 30 June 2022. The financial information of the acquired operation is incomplete to accurately determine consolidated pro-forma revenue and profit for the year ended 30 June 2022, as if the acquisition had occurred on 1 July 2021.

Acquisition-related costs

Acquisition-related costs of \$293,000 that were not directly attributable to the issue of shares are included in administrative and other operating expenses in the statement of profit or loss and in operating cash flows in the statement of cash flows.

There were no acquisitions during the year ended 30 June 2021.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 32. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business/Country of incorporation	Ownership interest	
		2022 %	2021 %
Audinate Pty Limited	Australia	100%	100%
Audinate, Inc.	United States of America	100%	100%
Audinate Limited	United Kingdom	100%	100%
Audinate Limited	Hong Kong	100%	100%
Audinate Holdings Pty Limited	Australia	100%	100%
Audinate Belgium SRL	Belgium	100%	–
Audinate Group Limited Employee Share Plan Trust	Australia	100%	100%

Note 33. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2022 \$'000	2021 \$'000
Loss after income tax	(2,280)	(5,905)
Total comprehensive income	(2,280)	(5,905)

Statement of financial position

	Parent	
	2022 \$'000	2021 \$'000
Total current assets	70,188	71,118
Total assets	129,490	130,555
Total current liabilities	255	340
Total liabilities	255	340
Net assets	129,235	130,215
Equity		
Contributed capital	136,548	135,229
Reserves	2,464	2,483
Accumulated losses	(9,777)	(7,497)
Total equity	129,235	130,215

The contributed capital of the parent entity differs from the contributed capital of the Group, as Audinate Group Limited's acquisition of Audinate Pty Limited was accounted for on the basis that the transaction was a form of capital reconstruction and group reorganisation, rather than a business combination.

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

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2022 or 30 June 2021.

Contingent liabilities

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

Capital commitments – Property, plant and equipment

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

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 34. Cash flow information

Reconciliation of loss after income tax to net cash from operating activities

	Consolidated	
	2022	2021
	\$'000	\$'000
Loss after income tax expense for the year	(4,457)	(3,441)
Adjustments for:		
Depreciation and amortisation	8,658	6,534
Share-based payments	1,266	1,302
Net unrealised foreign exchange loss	110	540
Unwinding of discount on contingent consideration	82	–
Change in operating assets and liabilities:		
Increase in trade and other receivables	(3,293)	(1,283)
Increase in inventories	(3,746)	(210)
Decrease in income tax refund due	–	41
Decrease/(increase) in deferred tax assets	(202)	349
Decrease/(increase) in other operating assets	113	(313)
Increase/(decrease) in trade and other payables	862	(218)
Increase/(decrease) in contract liabilities	(11)	1,518
Increase in employee benefits	1,520	2,257
Increase/(decrease) in income tax payable	79	(333)
Net cash from operating activities	981	6,743

Notes to the Consolidated Financial Statements

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Non-cash investing and financing activities

	Consolidated	
	2022 \$'000	2021 \$'000
Additions to the right-of-use assets	665	145
Depreciation and amortisation capitalised to development costs	638	558
	1,303	703

Changes in liabilities arising from financing activities

Consolidated	Lease liability \$'000
Balance at 1 July 2020	2,588
Net cash used in financing activities	(635)
Acquisition of leases	145
Foreign currency translation	(10)
Balance at 30 June 2021	2,088
Net cash used in financing activities	(767)
Acquisition of leases	665
Foreign currency translation	(19)
Balance at 30 June 2022	1,967

Note 35. Share-based payments

Options

Under the legacy Employee Share Option Plan ('ESOP'), the Company's Board of Directors ('Board'), or a committee of the Board, granted incentive and non-qualified stock options to employees, officers, directors, consultants, independent contractors, and advisors to the Company, or to any parent, subsidiary, or affiliate of the Company. The purpose of the legacy ESOP was to attract, retain, and motivate eligible persons whose present and potential contributions are important to the Group's success by offering them an opportunity to participate in the Company's future performance through equity awards of stock options and stock bonuses. The legacy ESOP has been superseded by the LTI plan in 2017.

Set out below are summaries of options granted under the ESOP:

2022

Start date	End date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other*	Balance at the end of the year
30/06/2017	11/06/2022	\$0.2600	47,000	–	(46,429)	(571)	–
30/06/2017	23/08/2022	\$0.2600	167,200	–	(167,200)	–	–
30/06/2017	31/01/2023	\$0.2600	16,000	–	(7,795)	(205)	8,000
			230,200	–	(221,424)	(776)	8,000

* Other includes the impact of cashless exercise of options.

2021

Start date	End date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other*	Balance at the end of the year
30/06/2017	09/12/2020	\$0.0620	130,000	–	(130,000)	–	–
30/06/2017	11/06/2022	\$0.2600	105,000	–	(55,832)	(2,168)	47,000
30/06/2017	23/08/2022	\$0.2600	248,800	–	(81,426)	(174)	167,200
30/06/2017	31/01/2023	\$0.2600	24,000	–	(8,000)	–	16,000
			507,800	–	(275,258)	(2,342)	230,200

* Other includes the impact of cashless exercise of options.

8,000 options were exercisable at the end of the financial year (2021: 230,200).

The weighted average share price of the Company during the financial year was \$8.15 (2021: \$6.52).

Performance rights

Set out below are summaries of performance rights granted under the LTI plan:

2022

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ lapsed/ other	Balance at the end of the year
30/06/2017	15/07/2021	\$0.0000	244,472	–	(244,467)	(5)	–
30/06/2017	31/08/2022	\$0.0000	234,964	–	–	5	234,969
29/06/2018	15/07/2021	\$0.0000	17,425	–	(17,424)	(1)	–
29/06/2018	31/08/2022	\$0.0000	17,421	–	–	1	17,422
26/03/2019	30/06/2022	\$0.0000	381,958	–	(381,958)	–	–
16/10/2019	31/08/2021	\$0.0000	15,167	–	(15,167)	–	–
30/06/2020	31/08/2022	\$0.0000	163,864	–	–	–	163,864
30/06/2020	06/01/2022	\$0.0000	10,792	–	(10,792)	–	–
30/06/2020	06/01/2023	\$0.0000	10,791	–	–	(10,791)	–
11/11/2020	31/08/2023	\$0.0000	235,725	–	–	(11,202)	224,523
23/12/2020	31/08/2023	\$0.0000	5,180	–	–	–	5,180
04/06/2021	31/08/2023	\$0.0000	4,739	–	–	–	4,739
01/09/2021	31/08/2022	\$0.0000	–	15,916	–	(605)	15,311
01/09/2021	31/08/2023	\$0.0000	–	15,916	–	(955)	14,961
29/11/2021	31/08/2023	\$0.0000	–	205,764	–	(7,343)	198,421
14/03/2022	31/01/2025	\$0.0000	–	15,580	–	–	15,580
			1,342,498	253,176	(669,808)	(30,896)	894,970

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

2021

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ lapsed/ other	Balance at the end of the year
30/06/2017	15/07/2020	\$0.0000	245,104	–	(245,104)	–	–
30/06/2017	15/07/2021	\$0.0000	244,472	–	–	–	244,472
30/06/2017	15/07/2022	\$0.0000	239,179	–	–	(4,215)	234,964
29/06/2018	15/07/2020	\$0.0000	17,425	–	(17,425)	–	–
29/06/2018	15/07/2021	\$0.0000	17,425	–	–	–	17,425
29/06/2018	15/07/2022	\$0.0000	17,421	–	–	–	17,421
26/03/2019	30/06/2022	\$0.0000	381,958	–	–	–	381,958
16/10/2019	31/08/2020	\$0.0000	15,689	–	(15,689)	–	–
16/10/2019	31/08/2021	\$0.0000	15,689	–	–	(522)	15,167
30/06/2020	30/06/2022	\$0.0000	163,864	–	–	–	163,864
30/06/2020	06/01/2022	\$0.0000	10,792	–	–	–	10,792
30/06/2020	06/01/2023	\$0.0000	10,791	–	–	–	10,791
11/11/2020	31/08/2023	\$0.0000	–	235,725	–	–	235,725
23/12/2020	31/08/2023	\$0.0000	–	5,180	–	–	5,180
04/06/2021	31/08/2023	\$0.0000	–	4,739	–	–	4,739
			1,379,809	245,644	(278,218)	(4,737)	1,342,498

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.3 years (2021: 1.0 year).

The 31,832 performance rights issued with a grant date of 1 September 2021 were valued using the closing share price on the day before the grant at \$9.98 per share. These performance rights vest upon the employee remaining an employee up to an including the vesting date.

The 205,764 performance rights issued with a grant date of 29 November 2021 were valued using the closing share price on the day before the grant at \$9.13 per share. These performance rights vest upon:

- achieving 25% increase in revenue CAGR to 30 June 2024 and vest fully upon achieving 35% increase in revenue CAGR to 30 June 2024; and
- the employee remaining an employee up to an including the vesting date.

The 15,580 performance rights issued with a grant date of 14 March 2022 were valued using the closing share price on the day before the grant at \$6.79 per share. These performance rights vest upon the employee remaining an employee up to an including the vesting date.

Shares issued

On 1 September 2021, the Company issued 4,802 shares (issue price \$9.980) to staff under Company's the long-term incentive plan following the release of the Company's 30 June 2021 results.

Note 36. Events after the reporting period

On 18 August 2022, the Australian Tax Office issued Audinate with a private ruling allowing for an income tax deduction for the issue of shares to employees under Audinate's long-term incentive plan via the Audinate Group Limited Employees Share Plan Trust. This is expected to provide Audinate with increased Australian income tax deductions in future periods, but does not have any impact on the results for the year ended 30 June 2022.

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

Directors' Declaration

30 June 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Accounting Standards and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

On behalf of the directors



David Krall

Chairman

22 August 2022

Sydney

Independent Auditor's Report

to the members of Audinate Group Limited



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Independent Auditor's Report to the members of Audinate Group Limited

Report on the Audit of the Financial Report

Opinion

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

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* 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 in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

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

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Independent Auditor's Report

to the members of Audinate Group Limited



Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Capitalised Development Costs As at 30 June 2022, the group has capitalised development costs totalling \$17.799 million as disclosed in Note 16. The group capitalises internal and external costs that are directly attributable to the development of intangible assets. Significant judgement is involved in determining the quantum of labour and overhead directly attributable to develop Audinate product/service suite.	Our procedures included, but were not limited to: 1. Enquired with Project Managers involved in product development to understand and assess the basis and rationale for capitalising labour costs associated with key projects; 2. Tested on a sample basis, capitalised labour costs through reviewing timesheets and held discussions with staff members outside the finance department; 3. Assessed whether all eligible employees are included, and ineligible employees are excluded in the calculations, where appropriate; 4. Assessed the overhead allocation of costs to the development projects 5. Challenged management's key assumptions in the labour capitalisation calculation through sensitivity analysis; and 6. Tested the mathematical accuracy of management's labour capitalisation schedule. We also assessed the appropriateness of the disclosure in Note 16 to the financial statements.

Other Information

- The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon): which is expected to be made available to us after that date. Our opinion on the financial report does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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

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

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 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 directors' 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.

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.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor's Report

to the members of Audinate Group Limited



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on page 17 -28 of the Directors' Report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Audinate Group Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Pooja Patel

Pooja Patel
Partner
Chartered Accountants
Sydney, 22 August 2022

Shareholder Information

as at 30 August 2022

Shareholder Information required by the Australian Securities Exchange Limited (ASX) Listing Rules and not disclosed elsewhere in the Report is set out below.

Substantial shareholders

The number of securities held by substantial shareholders and their associates, as advised to the Company and ASX, are set out below:

Name	Date of Notice	Number of Securities	%
Yamaha Corporation	10/07/2017	6,289,308	10.57
Australian Super Pty Ltd	28/07/2020	4,359,029	6.42
Smallco Investment Manager Limited	29/04/2022	4,129,642	5.36

Number of security holders and securities on issue

Audinate Group Limited has issued the following securities:

- 77,438,355 fully paid ordinary shares held by 13,207 shareholders;
- 8000 unlisted options held by 1 option holder; and
- 463,404 unlisted performance rights held by 75 performance right holders.

Voting rights

The voting rights attached to ordinary shares are that on a show of hands, every member present, in person or proxy, has one vote and upon a poll, each share shall have one vote for each share held.

Option holders and performance right holders do not have any voting rights on the options and rights held by them.

Distribution of quoted security holders

Category	Fully Paid Ordinary shares		
	Holders	Shares	%
1 – 1,000	7,896	3,268,566	4.22
1,001 – 5,000	4,067	9,439,082	12.19
5,001 – 10,000	755	5,449,333	7.04
10,001 – 100,000	452	9,584,041	12.38
100,001 and over	37	49,697,333	64.18
Total	13,207	77,438,355	100.00

Unmarketable parcel of shares

The number of shareholders holding less than a marketable parcel of ordinary shares is 278 based on Audinate Group Limited's closing share price of \$8.62 on 30 August 2022.

Shareholder Information

as at 30 August 2022

Twenty largest shareholders of quoted equity securities

Details of the 20 largest shareholders of quoted securities by registered shareholding are:

	Name	No. of shares	%
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	17,847,641	23.05
2	YAMAHA CORPORATION	6,289,308	8.12
3	CITICORP NOMINEES PTY LIMITED	6,044,315	7.81
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,147,116	5.36
5	NATIONAL NOMINEES LIMITED	3,206,462	4.14
6	MR AIDAN WILLIAMS*	2,077,305	2.68
7	BNP PARIBAS NOMS PTY LTD <DRP>	1,544,715	1.99
8	GEETHA VARUNI WITANA	913,369	1.18
9	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	908,311	1.17
10	MIRRABOOKA INVESTMENTS LIMITED	537,000	0.69
11	MR DAVID KRALL*	500,000	0.65
12	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	389,436	0.50
13	WINGADANGEE PTY LTD	336,958	0.44
14	MR CHRIS WARE	310,217	0.40
15	MARTANNMAR PTY LTD	296,358	0.38
16	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	288,158	0.37
17	CARRAWING PTY LTD	261,258	0.34
18	CARRAMELON PTY LTD	261,258	0.34
19	BOND STREET CUSTODIANS LIMITED <LWHEAT - F00450 A/C>	233,353	0.30
20	MR EVAN PHILIP CLUCAS & MS LEANNE JANE WESTON <KURUNGA NURSERY SUPER A/C>	214,756	0.28
	Total	46,812,213	60.45
	Total on Register	77,438,355	100.00

* Grouped holdings

Restricted securities and securities subject to voluntary escrow

There are no restricted securities or shares under voluntary escrow.

Unquoted securities

There are 8,000 unquoted options held by 1 options holder. All options are held under the Company's employee incentive scheme.

Category	Options (unquoted)		
	Holders	Options	%
1 – 1,000	–	–	–
1,001 – 5,000	–	–	–
5,001 – 10,000	1	8,000	100.00
10,001 – 100,000	–	–	–
100,001 and over	–	–	–
Total	1	8,000	100.00

There are 463,404 unquoted Performance Rights held by 75 performance right holders. All Performance Rights are held under the Company's employee incentive scheme.

Category	Performance Rights (unquoted)		
	Holders	Performance Rights	%
1 – 1,000	42	11235	2.42%
1,001 – 5,000	21	49238	10.63%
5,001 – 10,000	3	22798	4.92%
10,001 – 100,000	9	380133	82.03%
100,001 and over	0	0	0.00%
Total	75	463,404	100.00%

On-market buy-back

There is no current on market buy-back.

Corporate Directory

Directors	David Krall Aidan Williams John Dyson Roger Price Alison Ledger Tim Finlayson
Company secretary	Rob Goss
Notice of annual general meeting	Audinate Group Limited advises in accordance with ASX Listing Rule 3.13.1 that its Annual General Meeting (AGM) will be held on Tuesday, 25 October 2022. In accordance with the Audinate Group Limited Constitution the closing date for the receipt of nominations from persons wishing to be considered for election as a director is 6 September 2022. Shareholders will be advised of further details regarding the AGM in a separate Notice of Meeting.
Registered office	Level 7 64 Kippax Street Surry Hills NSW 2010 Tel: 02 8280 7100
Share register	Link Market Services Limited Level 12 680 George Street Sydney NSW 2000 Tel: 1300 554 474
Auditor	Deloitte Touche Tohmatsu Grosvenor Place 225 George Street Sydney NSW 2000
Solicitors	Maddocks Level 27 123 Pitt Street Sydney NSW 2000
Stock exchange listing	Audinate Group Limited shares are listed on the Australian Securities Exchange (ASX code: AD8)
Website	www.audinate.com
Corporate Governance Statement	The directors and management are committed to conducting the business of Audinate Group Limited in an ethical manner and in accordance with the highest standards of corporate governance. Audinate Group Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement can be found on https://www.audinate.com/company/governance.



www.audinate.com
