



21 April 2020

Notice to all shareholders

Reckon Limited herewith provides its Notice of Annual General Meeting, which will be posted to shareholders this week, as well as sample Proxy Forms and an updated Annual Report 2019 (for changes to printing errors amended on page 38).

Shareholders' attention is drawn specifically to the information in the Notice of Annual General Meeting relating to the format of the meeting under the heading IMPORTANT INFORMATION FOR SHAREHOLDERS ABOUT THE RECKON LIMITED ANNUAL GENERAL MEETING.

These documents are all given to the ASX by authority of the board of directors.

Myron Zlotnick
Company Secretary



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Reckon Limited ACN 003 348 730 ("the Company") will be held at the registered office of the Company at **Level 2, 100 Pacific Highway, North Sydney, NSW, 2060** on **Wednesday 27 May 2020** at **10:00am (AEST)**.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company on **1800 RECKON (Toll-free 1800 732 566)** or **+61 2 9134 3300 (Overseas)**.

IMPORTANT INFORMATION FOR SHAREHOLDERS ABOUT THE RECKON LIMITED ANNUAL GENERAL MEETING

By the time this notice reaches Shareholders circumstances may have changed, but this notice is based on circumstances as at 16 April 2020. Should circumstances change, Reckon Limited will announce accordingly on the Australian Securities Exchange (ASX) online announcement platform and on the Reckon Limited website at <https://www.reckon.com/au/investors/market-announcements/>. Shareholders are urged to monitor the ASX announcement platform and the Reckon Limited website.

As a consequence of government-based intervention to combat the spread of the coronavirus, physical attendance at the Annual General Meeting is strongly discouraged.

Accordingly, and consistent with the board of directors' desire to act nimbly and pragmatically in very uncertain times, please note as follows:

1. The Reckon Limited Annual General Meeting will be held at Level 2, 100 Pacific Highway, North Sydney as indicated above.
2. Shareholders are strongly urged not to attend the meeting in person.
3. There will be no presentations by the Chairman or Managing Director. These will be lodged with the ASX and made available on the Reckon Limited website before the commencement of the Meeting. No refreshments will be served.
4. Shareholders are encouraged to vote by proxy as set out in more detail in the attached proxy forms.
5. Proxy votes will be treated as final.

6. Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions.
7. The Managing Director and the Secretary will attend the meeting in person (taking account of all social distancing guidelines) but other directors and senior management do not intend on attending in person. Those persons will participate via audio and/or visual facilities.
8. The meeting will be webcast and Shareholders will be able to attend by logging in at <https://services.choruscall.com.au/webcast/reckon-200527.html>.
9. The instructions on how to log in will be specified at the log in page for the meeting. Shareholders should have their SRN/HIN in order to log in to the meeting.
10. Questions for the board of directors and company auditors can be e-mailed to investorinfo@reckon.com and must be received by no later than 17:00 on 20 May 2020.
11. The board of directors will endeavor to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

General Business

Item 1 - Consideration of Reports and Statements

To receive and consider the Directors' Report for the financial year ended 31 December 2019, the Annual Financial Report for that year, the Directors' Declaration and the Independent Audit Report.

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Item 2 - Resolutions

Resolution 1 — Resolution for the election of Greg Wilkinson as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Greg Wilkinson, be re-elected as a director of the Company."

Note: The Chairman of the Meeting intends to vote undirected proxies in favour of Greg Wilkinson's election.

Resolution 2 — Non binding vote to adopt Remuneration Report

The Remuneration Report is on pages 13 to 38 of the Annual Financial Report.

To consider, and if thought fit, to pass the following as an advisory resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 December 2019."

This resolution is advisory only and does not bind the Company or the directors.

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act 2001 (Cth). Restrictions apply to votes unless exceptions apply, which are detailed on page 4 of this Notice of Meeting.

Authorised by the board of directors.

Myron Zlotnick
Company Secretary
16 April 2020

HOW TO VOTE

Eligibility to attend & vote

In accordance with the *Corporations Act 2001* (Cth) (“Corporations Act”) and Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **19.00 (AEST) on Monday, 25 May 2020**.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

Proxies

A member entitled to vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. A proxy need not be a member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and does not specify the proportion or number which each proxy is to exercise, then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes for which the proxies are appointed.

If you appoint a proxy, you may still attend the meeting. However, your proxy’s right to speak and to vote are suspended while you are present. Accordingly you will

be asked to revoke your proxy if you register at the meeting.

Please note the restrictions on proxies relating to Resolution 2.

If the Chairman of the Meeting is to be your nominated proxy, please place a mark in the relevant box on the proxy form.

By marking this box you acknowledge and give express instructions that: the Chairman of the Meeting may exercise your proxy, either in accordance with your express directions as indicated on the proxy appointment form or where you have not directed your proxy, the proxy will be exercised as the Chairman of the Meeting decides, even though Resolution 2 (Remuneration Report) is connected directly or indirectly with the remuneration of a member of Key Management Personnel; and even if the Chairman has an interest in the outcome of those resolutions.

Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1 (election of Director) and Resolution 2 (Remuneration Report) subject to the Chairman being given the express authorisation referred to above.

Restriction on Proxies relating to Resolution 2

<p style="text-align: center;">Resolution 2 – Non binding vote to adopt Remuneration Report</p>	<p>In accordance with the Corporations Act and the Listing Rules, the Company will disregard any votes cast on Resolution 2 by or on behalf of a member of the Company's Key Management Personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voter").</p> <p>However, the Company need not disregard a vote cast in favour of Resolution 2 by:</p> <ul style="list-style-type: none">• a person as proxy for a person who is entitled to vote on Resolution 2 in accordance with written directions given to a proxy to vote that way; or• the Chairman of the Meeting as a proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the Meeting to vote on the resolution as the chair decides; or• a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">• the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and• the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way; <p>and</p> <p>it is not cast on behalf of a Restricted Voter.</p>
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The Remuneration Report identifies Reckon's Key Management Personnel for 2019. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

If you appoint the Chairman of the Meeting as your proxy (or if the Chairman is appointed your proxy by default) you can:

- direct the Chairman to vote by marking the relevant boxes in Step 3 to indicate your direction to vote, ie “for”, “against” or “abstain”;

or

- if you do not direct the Chairman of the Meeting how to vote on Resolution 2 (Remuneration Report) you will be taken to have expressly authorised the Chairman to exercise your Proxy as decided by the Chairman.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Appointment of Proxy & Lodgment

A form for appointment of proxy is enclosed.

To be effective:

- the document appointing the proxy (and the original, or a certified copy, of the power of attorney or other instrument under which the document appointing the proxy is signed or executed); and
- must be received by the Company at least 48 hours before the meeting, i.e. by 10.00 (AEST) on Monday, 25 May 2020.

The documents should be delivered to the Company at:

Computershare
GPO Box 242
Melbourne VIC 3001
Fax: 61 3 9473 2555.

Or

Online at www.investorvote.com.au by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and Control Number, which is set out on the enclosed Voting Form.

No facility exists for receiving proxies by email.

Please refer to other notes appearing on the enclosed Proxy Form.

Voting Exclusions

There are no voting exclusions, other than the voting exclusion relating to the Key Management Personnel and their Closely Related Parties in relation to Resolution 2 (Remuneration Report).

Corporate Representative

A representative of a company attending the meeting must present at the meeting satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company.

EXPLANATORY NOTES

General Business

Item 1 Annual Financial Report

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the Reports of the Directors and of the Auditors and the Annual Financial Report, including the Financial Statements, to be laid before the Annual General Meeting.

Whilst the Company will not provide a hard copy of the Company’s Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.reckon.com/au/investors/marketannouncements/>

Neither the Corporations Act nor the Company’s Constitution requires a vote of Shareholders at the Annual General Meeting on such Reports or Statements. However, Shareholders will be given ample opportunity to raise questions on the reports and statements, and also, to make comments on the management and performance of the Company, at the meeting by submitting these in advance of the meeting, by email to investorinfo@reckon.com. These must be received no later than 20 May 2020.

The Company’s auditors will also be present to answer any questions that have been submitted in advance. During the discussion of this item, if any, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor’s Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

If you would like to submit a written question about the content of the Auditor’s Report or the conduct of the audit of the Annual Financial Report of the Company’s auditor, please send your question to

investorinfo@reckon.com. Please note that all written questions must be received at least five business days before the Meeting, which is Wednesday, 20 May 2020.

Item 2 Resolutions

Resolution 1: Resolution for the election of Greg Wilkinson as a director

In the normal course, pursuant to clause 6.1(e) of the Company’s Constitution and ASX Listing Rule 14.4, specified directors must not hold office without re-election past the next Annual General Meeting and the Company must confirm the appointment by resolution at the next Annual General Meeting.

Although Mr Wilkinson was re-elected in 2018 he is again nominated for re-election under the provisions of the Constitution as no other director is otherwise required to be nominated for re-election.

As previously stated, Greg Wilkinson has over 30 years’ experience in the computer software industry. Greg entered the industry in the early 1980s in London where he managed Caxton Software, which became one of the UK’s leading software publishers. Greg co-founded Reckon in 1987, became a member of the board of the listed entity on 19 July 1999 and was the Chief Executive Officer until February 2006. He was appointed to the position of Deputy Chairman in February 2006. He was appointed to the Audit & Risk Committee in February 2010 and Remuneration Committee in December 2011.

Greg’s personal skills, his engagement in other IT businesses (including in the cloud), his experience with start-up businesses as a mentor and investor, his depth of knowledge of the products and services of the company, his insights into relevant contemporary markets and his overall experience give depth to his contributions to board discussions and decision making.

Greg thus remains a valuable member of the board and has contributed to the success of the Company.

The Directors (excluding Greg Wilkinson) unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Non binding vote to adopt Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, the board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

The Remuneration Report is set out on pages 13 to 38 of the Annual Financial Report which is also available on Reckon's website.

The Remuneration Report sets out the policies for the remuneration of directors and Key Management Personnel. It also sets out required disclosures relating to the types and amounts of remuneration paid to directors and senior executives. An opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

Under the Corporations Act, the Two Strikes Rule applies:

- if at least 25% of the votes cast, are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the board's proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year (2nd AGM), at least 25% of the votes cast are voted against the adoption of the Remuneration Report resolution.

The Two Strikes Rule requires that at the 2nd AGM, a resolution (a spill resolution) must be put to the Shareholders calling for a further meeting ("Spill Meeting"). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the Spill Meeting within 90 days of the 2nd AGM. All of the Directors who are in office at the time, other than the Managing Director, will need to stand for re-election at the Spill Meeting.

As Resolution 2 relates to matters including the remuneration of the directors, the board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding this resolution.

GLOSSARY

Annual Financial Report means the 2019 Annual Report to Shareholders for the period ended 31 December 2019 as lodged by the Company with ASX on 12 March 2020.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Deloitte Touche Tohmatsu dated 12 March 2020 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Reckon Limited ACN 003 348 730.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 16 April 2020 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Computershare Limited.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.



Reckon®

ABN 14 003 348 730



RKN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) Monday 25 May 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Reckon Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Reckon Limited to be held at Level 2, 100 Pacific Highway, North Sydney, NSW 2060 on Wednesday, 27 May 2020 at 10:00am and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Resolution for the election of Greg Wilkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Non binding vote to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





Reckon[®]

2019 | Annual Report

Reckon Limited Annual Report

ABN 14 003 348 730

For the Financial Year Ended 31 December 2019

Contents

4	Message to Shareholders from the Chairman and Group CEO
6	Directors' Report
13	Remuneration Report
41	Auditor's Independence Declaration
42	Independent Auditor's Report
48	Directors' Declaration
49	Consolidated Statement of Profit or Loss
50	Consolidated Statement of Profit or Loss and Other Comprehensive Income
51	Consolidated Statement of Financial Position
52	Consolidated Statement of Changes in Equity
54	Consolidated Statement of Cash Flows
55	Notes to the Financial Statements
108	Additional Information as at 25 February 2020

Message from the Chairman and the Group CEO

We are a future-focused growth company, built on a strong and stable business. 2019 was about setting ourselves up for growth, stability, and getting back to a normal operating environment after a few years of corporate uncertainty.

The board and management team have been focused on shifting the business from a desktop business to a cloud first business, while always having an eye to the future. Our increasing profitability in 2019 is powered by Reckon's fundamental resilience, strong financial management, and a focus on the horizon.

While 2018 was a year centred on creating stability and certainty, 2019 has been a year of transformation and overall progress. For 2020, we expect to pick up momentum as our cloud and subscription growth strategy continues to accelerate.

We have strategies in place and have made substantial progress in all 3 core areas of our business – The Business Group, Accountant Practice Management Group, and Legal Practice Management Group.

Our EBITDA and NPAT have both increased by 5% year on year. Our revenue has remained flat overall, but it is a testament to our team and our strategy that the growth is primarily coming from new products and subscription cloud revenue. We continue to reduce our debt levels (now only 1.2 x EBITDA) and pay a dividend to shareholders (5c in full year 2019 representing a 6% dividend yield).

Having the best team and an engaged team is very important to our ongoing success, and a big part of our strategy. We invest heavily into our people and our teams. And our culture is very important to us. We have implemented a rolling 12 month wellness calendar as well as reviewing and improving many of our employee benefits, such as maternity leave and access to training and development courses. We run regular pulse surveys to check in with our team and are very pleased to say our latest survey in November 2019 showed 82% of our team are engaged and happy in their workplace. This is well above industry average.

Throughout 2019 we invested in our marketing and sales activities. We are pleased to say our marketing team won an award for the best Business-to-Business campaign, for our "In the zone" campaign to support small businesses with the change to single touch payroll. Due to this increased effort and constant improvements to our product set our cloud subscribers grew by 38%.

As we continue to shift our business from a desktop business to a cloud first business our speed of product development and new features has been a big focus. 2019 was a huge step forward as we released more new products and features than ever before in the history of our company.

In the Business Group we had a big focus on the Single Touch Payroll compliance changes, and wanted to help small businesses with this legislated compliance change. We continue to enhance our Reckon One Payroll module, and we made that available on a standalone basis which saw us providing the most affordable fully featured payroll application in the market. We complimented Reckon One payroll with a brand new mobile app, Reckon STP, which is free for small businesses who need to comply with STP requirements but don't wish to implement fully fledged payroll solutions. This mobile app is the first in a suite of mobile applications designed specifically for the mobile user base, we are excited to be launching more mobile apps throughout 2020.

Our white label partnership with the IPA continues, and we work with their 28,000 members to provide access to Books+ in both Australia and UK. Books+ benefits from all of the feedback from IPA members and their clients, whilst also benefiting from all enhancements to Reckon One.

We have a large and loyal customer base of 100,000's of small businesses across Australia and New Zealand and we continue to look for ways to service and support them. We continue to build out our partnerships and throughout 2019 we finalised new agreements with Selz (an E-Commerce Platform), Pin Payments (an Online Payments solution), and Propso rolled out line of credit and business loans in New Zealand.

Better Clinics and Better Bookings is our first foray into a niche market. The products improved greatly throughout 2019, with Tyro integrations, and Health Fund payments, as well as 100's of ongoing features. We are proud to be the cloud accounting provider of choice for the APA (Australian Physiotherapy Association) and we continue to work with them to provide a unique integrated solution of allied health practice management tools integrated with Accounting and Payroll.

In the Accountants Group we made great progress on our new cloud products, whilst continuing to enhance our current suite. It is a difficult balance, and one we remain committed to as our Reckon APS products remain the market leader in terms of functionality for multi partner multi disciplinary firms. At the same time we recognise the importance of progressing to the cloud. The focus is to deliver a new suite of cloud based Practice Management and Compliance tools, and we made huge leaps forward in this journey throughout 2019. 2020 will see the first release of this new cloud suite starting with Workflow in the first half of 2020.

Legal Practice Management business has made big steps in complimenting the traditional cost recovery solution with an innovative scan and print solution. Scan and Print compliments existing customers but also opens us up to new markets and new clients. We have seen promising growth in our pipeline for our legal solutions.

Now that many of our newer cloud products are released into the market we can and will work to leverage our marketing and sales teams for complimentary cross selling. This includes Reckon One, Mobile, Reckon Docs, Cloud Practice Management, Scan and Print.

We said at our AGM last year – we would rather be us than anyone else in this market – and that remains true today. We have made progress in getting back on track, and we have done so with solid financial and cash management. Once through this phase of setting ourselves up for growth, and releasing our new cloud products, we will be able to leverage the strength of our financials to invest in the future, new products, new markets, and new geographies.

As always we couldn't achieve this without the ongoing support of our shareholders, clients, partners, and our young and engaged team, and we thank you all for your ongoing support of Reckon and we look forward to great success together.



Sam Allert
Group CEO



Greg Wilkinson
Chairman

Directors' Report

The Directors of Reckon Limited submit these financial statements for the financial year ended 31 December 2019

Greg Wilkinson

Independent Non-Executive Deputy Chairman until 30 June 2018, Chairman from 1 July 2018

Greg Wilkinson has over 30 years experience in the computer software industry. Greg entered the industry in the early 1980s in London where he managed Caxton Software, which became one of the UK's leading software publishers. Greg co-founded Reckon in 1987 and was the Chief Executive Officer until February 2006. He was appointed to the position of Deputy Chairman in February 2006 and became a member of the board of the listed entity on 19 July 1999. He was appointed to the Audit & Risk Committee in February 2010 and Remuneration Committee in December 2011. He is also an investor and mentor to a number of cloud based start-up companies. Greg was appointed Chairman on 1 July 2018. Greg is a director of GetBusy PLC.

Philip Hayman

Independent Non-Executive Director from 1 July 2018

Phil Hayman was appointed to the board on 1 July 2018. He was a co-founder of Reckon in 1987. He resigned from Reckon in 2004 but has maintained his interest in Reckon through his ongoing shareholding. Phil has had varied general entrepreneurial and commercial experience through his investments in companies in start-up and first round capital raising phases. Phil is presently a director of an unlisted public company with manufacturing interests in China and sales in Australia and New Zealand. He also consults to an agricultural company with extensive holdings in southern NSW. He currently owns and manages an accommodation company.

Clive Rabie

Group Chief Executive Officer, Group Managing Director from 1 July 2018

Clive was Chief Operating Officer of Reckon from 2001 until February 2006 and in that time played a pivotal role in its turn-around. In February 2006 Clive was appointed to the position of Group Chief Executive Officer and was appointed Group MD on 1 July 2018. He has extensive management and operational experience in the IT and retail sectors as both an owner and director of companies. Clive is a director of GetBusy PLC.

Samuel Allert

Group CEO and Director from 1 July 2018

Sam Allert was appointed as a director on 1 July 2018. Sam was one of the first employees in the Australian Reckon APS business in 1999. He has held numerous roles in that business from National Sales Manager, Managing Director AU/NZ, eventually becoming CEO of Reckon APS in 2013. Taking on more responsibility Sam got involved with the Business Division in a newly formed position of MD AU/NZ for the Reckon Group in 2015. In July 2018 Sam stepped into the Group Chief Executive Officer position and was appointed to the board on 1 July 2018.

Ian Ferrier AM FCA

Independent Non-Executive Director, Independent Non-Executive Chairman, retired 1 July 2018

Ian Ferrier is a Fellow of the Institute of Chartered Accountants in Australia. He has extensive experience in company corporate recovery and turn around practice. He is also a director of a number of private and public companies. Ian is Chairman of Goodman Group Limited (since 2003) and a director of Energy One Limited. He has significant experience in property and development, tourism, manufacturing, retail, hospitality and hotels, infrastructure and aviation and service industries. Ian joined the board on 17 August 2004. Ian was Chairman of the board until 1 July 2018.

Myron Zlotnick LL.M., GCertAppFin

Company Secretary

Myron Zlotnick has over 20 years experience as a legal practitioner, general and corporate counsel, and as a director of companies in the information, communications and technology sector.

Directors' Report (continued)

Review of Operations and Statement of Principal Activities

For the year reported the Company is structured in three Groups, a Business Group, an Accountant Practice Management Group and a Legal Practice Management Group.

The Business Group undertakes the development, sales and support of business accounting software for small to larger sized businesses and personal wealth management software branded as Reckon One and Reckon Accounts Hosted (cloud products), Reckon Accounts Business, and Reckon Accounts Personal respectively. It is operational predominantly in Australia and New Zealand with a presence in the United Kingdom.

The Accountant Practice Management Group undertakes the development, sales and support of practice management, compliance and efficiency tools for professional accounting firms under the Reckon APS and Reckon Elite brands. This business also supplies corporate services such as company registration, company secretarial tools and supply of relevant content under the Reckon Docs brand. It is operational predominantly in Australia, New Zealand with a re-seller presence in the United Kingdom.

The Legal Practice Management Group supplies software solutions to legal firms and corporations for document scanning and routing, print management and cost recovery solutions under the Reckon nQueue and Reckon Billback brands. It is operational predominantly in the USA and United Kingdom, with re-sellers in other parts of the world.

All Groups are supported by shared services teams which include IT, finance, marketing, logistics, and human resources.

Business Group

The Business Group distributes and supports a range of software products under the Reckon brand. These products are generally used by small to larger businesses in Australia and New Zealand and in the United Kingdom. Alongside cloud, hosted and desktop accounting software the range includes payroll, point of sale, online practice management for allied health professionals (branded as Better Clinics) and scheduling software (branded as Better Bookings), as well as personal finance software.

A key focus in the Business Group is to grow the Reckon One cloud-based business accounting software. Reckon One cloud-based accounting software is based on a "designed by you" concept that allows users to tailor the solution to their needs by choosing modules their business will use. The current modules available are: Core (which includes payments and receipts, budgets and reporting); Invoices; Payroll; BankData (automatic bank statement import into accounts and reconciliation); Projects (manage revenue, costs and forecasts by project); Time (timesheets); and employee expenses (expense management module); and an open API for third party applications.

Users can select which modules they need and only pay for those they use, making Reckon One a very cost-effective solution for small businesses.

The Payroll module includes the ability for small businesses to lodge their Single Touch Payroll reporting requirements, which is part of an overall strategy to integrate small business accounting with regulatory reporting under the Reckon GovConnect product brand.

Reckon One is also available as a "white label" version. The Institute of Public Accountants provides a white label product to IPA members under the IPA Books+ brand. IPA members have reach into 1 million small business clients across Australia and United Kingdom.

This partnership with the IPA continues to strengthen the recommender channel, with over 700 IPA practices trained and certified as Cloud Advisors. This partnership has been extended for a further 5 years, and Reckon now provides every IPA member with five cloud accounting Books+ licences to help them better cater the needs of Australian small business. Across the IPA membership this represents a potential 22,500 Books+ clients per year. There is also the potential for IPA members to add new small business clients as product certification is extended and they become more familiar with the Reckon One product.

2019 has seen the launch of a new mobile suite of applications (or apps) complimenting Reckon One. The first mobile solution released was a free Single Touch Payroll reporting application, which has been taken up by over 29,000 new users since May 2019 with over 260,000 pay runs processed via this app. 2020 will see the continued roll out of new mobile app including an Employee App, Payroll, Mobile invoicing, Timesheets and Expenses.

Reckon Accounts Hosted is a convenient secure online accounting software solution that very closely mimics the Reckon Accounts business range desktop package. It is a simple and efficient upgrade to “cloud accounting” for our many Reckon Accounts desktop clients.

Reckon Accounts products include: (1) Reckon BankData, a bank feed solution which allows connections with banks and other financial institutions to download bank transaction information directly into accounting software; and (2) Reckon GovConnect, an SBR-enabled solution for lodging reports to government agencies such as the ATO.

The Company is also engaged in entering partnerships with suppliers who can meet the strategic demands of small business for diverse needs such as small business loans, on-line stock management (Selz), and merchant / payments options (PayPal, Ezidebit, Pinch).

Since 2017 the Company has partnered with Prospa in the “Fintech” space to bring small business loans to its customer base under the Reckon Loans brand.

Better Clinics and Better Booking products provide cloud-based practice management and scheduling software for health, medical and fitness professionals. This business presently focusses on the allied health services market that includes physiotherapists, chiropractors and personal trainers. This comprises a market of an estimated 120,000 customers. These products have recently been integrated with Tyro, to help practitioners process client payments.

Accountant Practice Management Group

The Accountant Practice Management Group develops, distributes and supports the APS suite of solutions for professional service firms in Australia, New Zealand and, via a reseller arrangement, in the United Kingdom. For professional accountants these solutions include tax and accounts production. It also delivers a wide range of complementary applications for practice management.

The APS suite comprises several integrated modules for business-critical functions in professional firms: Practice Management (PM); Business Intelligence and Reporting (PIQ); Document and E-mail Management (DM); Taxation (Tax); Client Accounting (XPA); Client Relationship Management (CRM); Workpaper Management (WM); Sync Direct and others.

All of the above modules are available in a hosted version called APS Private Cloud, if a client so requires.

The BankData product is also targeted at accountants and bookkeepers. The module enables accountants and bookkeepers to efficiently download and process bank transactions and provide reporting and analysis to their clients. This is also undergoing an integration with Open Banking. Open Banking is a new government driven initiative in both Australia and the United Kingdom. Open Banking gives consumers greater access to and control over their financial information with the potential for faster processing and movement of funds.

Sync Direct is a cloud-based system that allows accountants to upload financial transaction data from virtually any source and automatically enter it into their practice management system for accounts and tax return preparation purposes. It is an extremely beneficial tool for professional accounting firms as it creates a “single ledger” experience for them without being required to use the same software as their clients.

The Reckon Elite product suite includes tax return preparation tools, practice management tools and related solutions mostly used by accountants and tax agents. Reckon Elite is predominantly used in small to medium sized accounting firms compared to Reckon APS which is used by larger firms.

Directors' Report (continued)

The Reckon Docs corporate services business comprises technology for the registration and compliance management of companies and other business structures through an easy to use web-based ordering system. This business provides clients with an online company registration service; documentation and services for the establishment of a range of entities, especially trusts for self-managed superannuation funds; constitution updates and domain name registrations; and other documentation.

The Accountant Practice Management Group enhances products and develops new products under the "Cloud First" concept. These products can and will integrate with existing Accountant Practice Management Group solutions and also provide an entirely new cloud based suite that new clients can take on.

New cloud products scoped for intended release in 2020, include: Workflow; Fees; Hub; Timesheets and Accounting.

Legal Practice Management Group

The Legal Practice Management Group, under the Reckon nQueue and Reckon Billback brands, supplies software solutions for document scanning and routing, print management and cost recovery solutions that assist law firms and commercial and government clients.

These solutions enhance the automation and processing of any operational and administrative expenses, including print, copy, scan, telephone, online searches, emails, court fees, car services, credit card charges, courier costs and more.

These solutions can be embedded directly into multi-function devices or reside on tablet computers or terminals to provide clients with the knowledge required to run their businesses more profitably.

Key focus of this Group is to reposition itself from a cost recovery provider to become a workflow expert in the areas of Print Management, Uniform Advanced Scanning and Cost Recovery and to continue moving to a subscription revenue model. It is also pursuing a wider channel sales network including manufacturers of multi-purpose office machines.

The Scan solution also presents an opportunity to expand to non-legal client markets.

Results of Operations

Results Headlines (IFRS, save where indicated otherwise)

	2019 Result	2018 Result	%Change	Amount Change
Revenue	\$75.4 million	\$75.4 million	-	-
EBITDA	\$30.6 million	\$29.2 million	5%	\$1.4 million
NPAT attributable to owners of the parent from continuing operations	\$8.1 million	\$7.7 million	5%	\$0.4million

The profitability of the Group has increased, with both EBITDA and NPAT up by 5%.

Debt has been reduced by \$7million in the year.

A fully franked final dividend of 2 cents per share has been declared, taking the total dividend to 5 cents per share in respect of the 2019 year (2018: 3 cents).

Business Group

- The Business Group has experienced a much stronger second half of 2019, with revenue growth of 6%, compared to the first half, which was flat.
- Cloud revenue has continued to grow strongly, up by 9% and now represents 47% of this Group's available revenue. The number of cloud users now has reached 75,000 users, with growth of 38% in 2019.
- There is a continued impact of the reduction in desktop revenue as clients move to the cloud, however the impact is diminishing as the vast majority of new customers adopt cloud technology.
- The new payroll app for Single Touch Payroll was launched in late May 2019 and already has 29,000 users, with over 260,000 pay runs processed.
- The partnership with the IPA continues to strengthen the recommender channel, with over 700 IPA practices trained and certified as Cloud Advisors. This partnership has been extended for a further 5 years.
- The cloud/mobile strategy continues into 2020 with the paid payroll app as well as other mobile apps planned for launch this year.

Accountant Practice Management Group

- Revenue in the Accountant Practice Management Group was down on the previous year as normal attrition has not yet been offset by enough new revenue.
- The business remains entrenched as the product of choice amongst the major accounting firms, with two of our largest APS customers extending their contracts in the second half of the year, and thereby showing faith in the strategic direction of the division.
- The content business remains highly competitive and the overall market is down year on year, resulting in revenue being weaker again this year.
- Development of our new cloud suite is progressing well, with the first module set for release in the first half of 2020. The cloud product is expected to widen the addressable market for the Accountant Practice Management Group.

Legal Practice Management Group

- The Legal Group has seen growth of 9% in 2019 despite transitioning from an upfront sales model to a subscription model.
- The new products (Scan and Print) are gaining good traction and generated most of the new revenue in 2019.
- The traditional cost recovery business has stabilised, and we now see opportunity to benefit from our competitive position.
- The sales pipeline is strong going into 2020, and there are plans to invest further into sales capability in 2020 to take advantage of opportunities that are presented.

Directors' Report (continued)

Significant Changes in State of Affairs

There were no significant changes to the Company's state of affairs during the year.

Future Developments, Business Strategies and Prospects for Future Financial Years

The Company strategy is to bring together a suite of solutions that deliver business efficiency tools for small to medium sized businesses – an ecosystem for business, together with practice efficiency tools for professional firms – a platform for accountants. The goal is to ultimately make it easy for small businesses to operate and perform, and accountants, bookkeepers and legal firms to collaborate with their clients and ensure their compliance obligations are met.

Key to understanding the Company's strategy over the next 3 to 4 years is to appreciate the following:

- there are untapped opportunities in targeted and niche products that complement and diversify the traditional efficiency software offered to businesses and professional firms;
- investment will also be focussed on maintaining, refining and improving existing assets and acquiring or developing solutions to complement or differentiate our offerings, especially in the cloud;
- the businesses have a stable and loyal customer base.

2019 was about product development and setting the right strategy for future growth. Now that many new cloud products have been released into the market the Company will work to leverage its marketing and sales teams for complimentary cross selling.

Goals for 2020 include:

- Release paid Payroll mobile app and to continue growth in new mobile subscribers
- Pursue a new bundling opportunity with the IPA
- Release the first version of APS PM in the cloud, followed by a cloud General Ledger for accountants and a cloud Tax product
- Strengthen the sales team and work on cross sell opportunities across our businesses for Reckon One, Reckon Docs, Cloud PM and Accounting, Scan and Print
- Continued focus on our team and culture to retain and attract the best personnel.

The Company is also exploring opportunities in online payment systems and employee portals. Further white label opportunities are being pursued with large corporates, other associations and accounting practices.

The Company continues to assess appropriate corporate transactions.

Remuneration Report (Audited)

1 Persons Covered by this Report

The Remuneration Report sets out, in accordance with section 300A of the Corporations Act: (i) the Company's governance relating to remuneration, (ii) the policy for determining the nature and amount or value of remuneration of key management personnel; (iii) the various components or framework of that remuneration; (iv) the prescribed details relating to the amount or value paid to key management personnel, as well as a description of any performance conditions; (v) the relationship between the policy and the performance of the Company.

Key management personnel (KMP) are the non-executive directors, the executive directors and employees who have authority and responsibility for planning, directing and controlling the activities of the consolidated entity. On that basis, the following roles/individuals are addressed in this report:

Non-executive Directors

- Mr Greg Wilkinson, director since 19 July 1999
 - Deputy Chairman since 1 February 2006
 - Chairman of the Board since 1 July 2018
 - Risk and Audit Committee member since 1 February 2010
 - Remuneration Committee member since 1 December 2011
- Mr Philip Hayman, independent non-executive director since 1 July 2018
 - Remuneration Committee Chair since 1 July 2018
 - Risk and Audit Committee Chairman since 1 July 2018

Senior Executives Classified as KMP

- Mr Clive Rabie
 - Chief Operating Officer from 1 January 2001
 - Executive Director since 24 May 2005
 - Group Chief Executive Officer from 22 February 2006
 - Group Managing Director since 1 July 2018
- Mr Sam Allert
 - Executive Director since 1 July 2018
 - Group Chief Executive Officer since 1 July 2018
- Mr Chris Hagglund
 - Group Chief Financial Officer (CFO) since 1 October 2004
- Mr Myron Zlotnick
 - General Counsel from 1 October 2002 until 2 July 2018
 - Company Secretary since 19 November 2002

Remuneration Report (Audited) (continued)

2 Context of KMP Remuneration

The Remuneration Committee and the board remain mindful of the historical context of the governance of remuneration matters for the Company. At the 2019 Annual General Meeting there was an overwhelming majority vote of approval for remuneration practices. The board continues to endeavour to balance the idiosyncrasies of the Company with generally accepted governance practices for remuneration.

3 Overview of Reckon's Remuneration Governance Framework & Strategy

The Company is influenced in the governance of KMP remuneration by a wide range of sources, including:

- Remuneration Committee Members,
- External remuneration consultants (ERCs),
- Stakeholder groups including shareholders and proxy advisors, and
- Company management to understand roles and issues facing the Company.

The following outlines Reckon's remuneration governance framework.

3.1 Remuneration Committee

Authority for remuneration matters rests with the Remuneration Committee which reports to the board and makes recommendations regarding remuneration to the board which has ultimate responsibility for signing of on remuneration policies, practices and outcomes.

The Remuneration Committee was comprised of two non-executive directors:

- Mr Philip Hayman (independent non-executive director)
- Mr Greg Wilkinson (independent, Chairman of the Board).

The Remuneration Committee operated substantially in accordance with the aims and aspirations of Principle 8 of the ASX Corporate Governance Principles and Recommendations ("ASX Principles and Recommendations"), including that the majority of the committee should be composed of independent non-executive directors.

The role and responsibilities of the committee are outlined in the Reckon Remuneration Committee Charter (the Charter), available on the Company Website. The role of the Remuneration Committee is to ensure that appropriate remuneration policies are in place which are designed to meet the needs of the Company and to enhance corporate and individual performance. That is, the development, maintenance and application of the Remuneration Governance Framework for the purposes of making recommendations to the Board regarding KMP remuneration matters, as well as advising the Board on procedures that must be undertaken in relation to the governance of remuneration, and communicating such matters to the market (such as the calculation of grants of incentives, review of performance conditions and receipt of independent advice, etc.).

Under the Charter, the Remuneration Committee is to be composed of at least three non-executive members with the majority being independent directors. It should be noted that given the size of the Company and the board, the Remuneration Committee presently is comprised of only two members. Consideration will be given when relevant decisions need to be made to appointing a third independent member.

The charter of the Remuneration Committee is available on the company's website at <https://www.reckon.com/au/investors/governance/>.

3.2 Trading Policy

The Trading Policy of the Company is available on the Company website. It contains the standard references to insider trading restrictions that are a legal requirement under the Corporations Act, as well as conditions associated with good corporate governance. To this end the policy specifies trading windows during which officers of the Company may trade in the securities of the Company, and that officers must seek permission from the Chairman of the Company before so doing. It also requires officers to notify the Company Secretary of the transaction once completed, and prohibits trading at all other times unless an exception provided by the Chairman following an assessment of the circumstances (e.g. financial hardship). Trading windows arise during the six week period commencing 24 hours after each of the following events:

- The announcement to the ASX of the company's half-year results
- The announcement to the ASX of the annual results and
- After the general meeting.

Officers generally includes directors and Senior Executives of the Company.

The policy also restricts employees from short-term trading or from hedging etc. and gives the Board the power to suspend all dealing in Company securities by employees at any time, should it be appropriate.

3.3 Executive Remuneration Policy

The following outlines the policy that applies to executive KMP (and does not apply to non-executive directors):

- Remuneration should be composed of:
 - Base Package (inclusive of superannuation, allowances, benefits and any applicable fringe benefits tax (FBT) as well as any salary sacrifice arrangements)
 - Short term incentive (STI) which provides a reward for performance against annual objectives and
 - Long term incentive (LTI) which provides an equity-based reward for performance against indicators of shareholder benefit or value creation, over a three year period and
 - In total the sum of the elements will constitute a total remuneration package (TRP)
- Both internal relativities and external market factors should be considered
- TRPs ought to be structured with reference to market practices and the circumstances of the Company at the time
- That the Base Package policy mid-points should be set with reference to P50 (the median or the middle) of the relevant market practice subject to the circumstances of the Company at the time
- That TRPs at Target (being the Base Package plus incentive awards intended to be paid for targeted levels of performance) should be set between P50 and P75 (the upper quartile, the point at which 75% of the sample lies below) of the relevant market practice so as to create a strong incentive to achieve targeted objectives in both the short and long term
- Remuneration will be managed within a range so as to allow for the recognition of individual differences such as the calibre of the incumbent and the competency with which they fulfil a role (a range of +/- 20% is used, in line with common market practices)
- Exceptions will be managed separately such as when particular talent needs to be retained or there are individuals with unique expertise that need to be acquired ("Red circle" exceptions) and
- Termination benefits will generally be limited to the default amount that may be provided for without shareholder approval, as allowed for under the Corporations Act.

Remuneration Report (Audited) (continued)

Taking account of the above, generally, remuneration structures are driven by the budget setting process and cost to company as well as the particular circumstances of the relevant KMP, their skill set, experience, and value to the Company.

Market capitalisation is one of the factors that influences external assessments of the appropriateness of remuneration; it is understood that external groups tend to see it as the primary indication of the size and status of the Company, and the field in which the Company is competing for talent. While Reckon does not subscribe to this view exclusively and instead considers a broad range of factors that drive competition for talent in different parts of the Company, it is acknowledged that it must be a consideration when communicating with stakeholders.

The Company will also take into account the impact of corporate transactions on incentives designed to retain talent for the longer term.

3.4 Non-executive Director Remuneration Policy

The Non-executive Director Remuneration Policy applies to non-executive directors (NEDs) of the Company in their capacity as directors and as members of committees, and may be summarised as follows:

- Remuneration may be composed of:
 - Board fees inclusive of superannuation
 - Other benefits (if appropriate) and
 - Equity (if appropriate at the time, currently not applicable)
- Committee fees do not form part of the NED remuneration policy because at present the workload of the Board is shared equitably amongst its members
- Remuneration will be managed within the aggregate fee limit (AFL) or fee pool approved by shareholders of the Company – currently \$400,000 in accordance with shareholder approval in 2005
- Termination benefits will not be paid to NEDs by the Company
- A policy level of Board Fees (being the fees paid for membership of the Board, inclusive of superannuation) will be set with reference to the P50 (median or middle) of the market of comparable ASX listed companies.

During the FY19 reporting period the following fees were applicable:

Function	Role	Fee Including Super
Main Board	Chair	\$131,400
	Member	\$87,600
Audit & Risk Committee	Chair	n/a
	Member	n/a
Nomination & Remuneration Committee	Chair	n/a
	Member	n/a
Other Committee	Chair	n/a
	Member	n/a

As at the commencement of FY20 the following fees apply:

Function	Role	Fee Including Super
Main Board	Chair	\$134,028
	Member	\$89,352
Audit & Risk Committee	Chair	n/a
	Member	n/a
Nomination & Remuneration Committee	Chair	n/a
	Member	n/a
Other Committee	Chair	n/a
	Member	n/a

3.5 Short Term Incentive (STI) Policy

Currently the short term incentive policy of the Company is that an annual component of executive remuneration should be at-risk tested over a single financial year, and allow the Company to modulate the cost of employment to align with individual and Company performance while motivating value creation for shareholders. In addition:

- STI should be settled in part or whole in the form of cash, and if appropriate at the time, a portion may be specified as being settled in the form of equity
- The target cash component of the STI at target should have a weighting in the remuneration mix that is no greater than the sum of LTI at target and any equity component of the STI at target, to ensure that executives are focused on long term value creation via equity ownership
- If part of the STI is to be settled in the form of equity:
 - STI deferral is to apply to contribute to the long term alignment of executives and shareholders, and to facilitate retention of senior executive talent, and
 - For FY19 approximately one third to one half of any STI award will be settled provided the incumbent has remained employed for 12 months following the end of the STI Measurement Period in order to receive the full award.

3.6 Long Term Incentive (LTI) Policy

No LTI offers were made for the performance period 2018 to 2020 as a consequence of the uncertainty about the proposed sale of the Accountant Practice Management business at the end of 2017. Accordingly, LTI offers for the performance period 2019 to 2021 took account of the shortfall.

Currently the long term incentive policy of the Company is that an annual component of remuneration of executives should be at-risk and based on equity in the Company to ensure that executives hold a stake in the Company, to align their interests with those of shareholders, and that executives share risk with shareholders.

Further:

- The LTI should be based on Performance Rights that vest based on assessment of performance against objectives
- The Measurement Period should be three years

Remuneration Report (Audited) (continued)

- There should be two measures of long term performance, one which best reflects internal measures of performance and one which best reflects external measures of performance
- The measure that has strongest alignment with shareholders is total shareholder return (TSR), however it is recognised that absolute TSR is influenced by overall economic movements. Therefore the TSR component of LTI is based on relative TSR which removes broad market movements from assessments of the Company's TSR performance, and avoids windfall gains from broad market movements. Vesting only when the performance of the Company meets or exceeds the performance of the broader market
- Senior Executives are faced with significant and long term business development and project based challenges. Therefore the LTI should also be linked to the achievement of earnings growth objectives that will lead to value creation for shareholders, and the earnings per share (EPS) growth measure is considered the best measure of long term performance and value creation from an internal perspective, by the Board and by many stakeholders
- When an executive owns a substantial portion of the Company's issued capital, they are ineligible for employee share scheme (ESS) tax treatment, and the consequences of participating in the plan are punitive. In order to address this there is a separate plan (not presently in operation) which is effectively the same as the Rights LTI plan but allows for the LTI instrument to be replaced with Share Appreciation Rights (SARs) which are settled in cash, when this circumstance arises. Such payments are treated the same way as a cash STI in terms of tax. This treatment also applies to any deferred component of STI that would otherwise be awarded in the form of share-based rights. Whilst it is recognised that the settling of incentive rights in the form of cash is unusual, it is trusted that shareholders understand the need to do so in these limited cases
- The SAR plan operates in a similar way to an option, in that the participant only receives a benefit to the extent of growth in value over the market value of a share at the time of calculation/granting. This requires that they be valued differently, as their value is not the whole value of a Company share.

3.7 Variable Executive Remuneration – The Short Term Incentive (STI)

Short Term Incentive (STI)	
Aspect	Plan, Offers and Comments
Purpose	The STI Plan's purpose is to give effect to an element of Senior Executive Remuneration. This element of remuneration constitutes part of a market competitive total remuneration package and aims to provide an incentive for Senior Executives to deliver and outperform annual business plans that will lead to sustainable superior returns for shareholders. Target-based STI's are also intended to modulate the cost to the Company of employing Senior Executives, such that risk is shared with the executives themselves and the cost to the Company is reduced in periods of poor performance.
Measurement Period	The Company's financial year i.e. from 1 January to the following 31 December.
Award Opportunities	<p>FY19 Offers</p> <p>The CEO was offered a target-based STI equivalent to roughly 26% of the Base Package for target performance, with a stretch opportunity of up to 110% of the target.</p> <p>Other Senior Executives who are KMP were offered a target-based STI equivalent to 29% of the Base Package for target performance with a stretch opportunity of up to 110% of the target.</p> <p>Comments</p> <p>The incentive levels offered in FY19 were consistent with the proportional opportunities (proportional to Base Package) offered in previous years</p> <p>FY20 Offer</p> <p>The FY20 offers do not materially depart from the FY19 offers.</p>
Key Performance Indicators (KPIs), Weighting and Performance Goals	<p>FY19 Offers</p> <p>KPIs may vary to some extent between participants and reflect the nature of their roles, while creating shared objectives where appropriate. KPIs used for FY19 included:</p> <ul style="list-style-type: none"> • Revenue • EBITDA • EPS <p>Weightings are applied to the KPIs selected for each participant to reflect the relative importance of each KPI. Information on this aspect and specific KPIs is given in detail elsewhere in this report.</p> <p>Comments</p> <p>The Board selected KPI's that were identified as having the strongest links with long term value creation for shareholders at the Company level, and those objectives over which individuals had most control that would also be expected to contribute to long term value creation and sustainability for shareholders within a 12 month period, as well as KPIs to recognise individual role related objectives and business plans for FY19.</p> <p>FY20 Offers</p> <p>The FY20 offers do not materially depart from the FY19 offers.</p>

Remuneration Report (Audited) (continued)

Award Determination and Payment	<p>Calculations are performed following the end of the Measurement Period and the audit of Company accounts.</p> <p>Payments are in cash with PAYG tax deducted, paid following the completion of the Measurement Period and completed audited full year accounts. A portion of the STI (between one third and one half) is only paid a year later provided the KMP is still employed.</p> <p>Performance was determined following audit sign-off of the FY19 accounts.</p>
Change of Control	The Board has discretion to terminate the STI for the Measurement Period and make pro-rata awards having regard to performance or make pro-rata awards based on performance and allow the plan to continue for the Measurement Period or make no interim awards and allow the Plan to continue for the Measurement Period.
Plan Gate and Board Discretion	If the Company's overall performance during the Measurement Period is substantially lower than expectations and resulted in significant loss of value for shareholders the Board may abandon the STI Plan for the Measurement Period or adjust STI payouts downward. The Board also has discretion to increase payouts, however, it has been determined that such discretion will only be applied in future when it would be substantially inappropriate not to do so, due to an anomaly during the Measurement Period, or because of exceptional circumstances, which would be explained in detail as part of the Remuneration Report.
Fraud, Gross Misconduct etc	If the Board forms the view that a Participant has committed fraud, defalcation or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant.
Clawback and Malus	A clawback policy is in place for cases of material misstatement or misconduct. The Remuneration Committee has the power to withdraw offers that have not vested or to clawback short-term incentives paid in the case of serious misconduct or material misstatement in the financial statements respectively.

3.8 Variable Executive Remuneration – Long Term Incentive (LTI) – Performance Rights Plan

Long Term Incentive (LTI)	
Aspect	Plan, Offers and Comments
Purpose	The LTI Plan's purpose is to give effect to an element of Senior Executive remuneration. This element of remuneration constitutes part of a market competitive total remuneration package and aims to provide an incentive for Senior Executives to deliver Company performance that will lead to sustainable superior returns for shareholders. Other purposes of the LTI Plan is to act as a retention mechanism so as to maintain a stable team of performance focused Senior Executives, to create alignment with the interests and experiences of shareholders and to modulate the cost to the Company of employing executives such that in periods of poor performance the cost is lesser (applies to non-market measures under AASB2). Currently the Company operates two performance rights plans, one which is settled in the form of Company shares (equity-based Rights), and one which is settled in the form of cash, but based on growth/change in the Company's share price (SARs), similar to an option (necessary to avoid potentially adverse tax treatment of certain executive KMP due to personal shareholdings).

Measurement Period	<p>Normally three years.</p> <p>FY19 Offers</p> <p>For offers made during FY19, no rights will vest until the completion of the third year following the making of the offer.</p> <p>Comments</p> <p>Three year Measurement Periods combined with annual grants will produce overlapping cycles that will promote a focus on producing long term sustainable performance/value improvement and mitigates the risk of manipulation and short-termism.</p> <p>FY20 Offers</p> <p>The measurement period for FY20 does not depart from the FY19 offers.</p>
Form of Equity	<p>LTI is in the form of Performance Rights, which are either rights to:</p> <ul style="list-style-type: none"> • ordinary Company shares, under the regular LTI plan, • or to a cash value equivalent to growth in the market value of a share in respect of each vested Performance Right, since the date of grant/calculation, under the share appreciation rights plan (SARs), <p>both of which vest subject to the satisfaction of conditions related to long term performance and/or service on an identical basis i.e. the form of equity has no bearing on the setting of vesting conditions etc.</p> <p>There is no entitlement to dividends during the Measurement Period.</p>
LTI Value	<p>The Board retains discretion to determine the value of LTI to be offered each year, subject to shareholder approval in relation to Directors, when the Rights are to be settled in the form of a new issue of Company shares. The Board may also seek shareholder approval for grants to Directors in other circumstances, at its discretion.</p> <p>FY19 Offers</p> <p>In relation to the CEO, Performance Rights with a target/maximum value equivalent to 24% of the cash Base Package when target vesting applies.</p> <p>For other Senior Executives who are KMP the LTI granted was equivalent to 18% of Base Packages when target vesting applies. A stretch level is not available for performance that exceeds the targets.</p> <p>No SAR offers were made for FY19, for the performance period 2019 to 2021.</p>

Remuneration Report (Audited) (continued)

Vesting Conditions The Board has discretion to set vesting conditions for each offer. Performance Rights that do not vest will lapse. The vesting conditions are TSR relative to the ASX 300, with a 50% weighting, and EPS Growth relative to target, with a 50% weighting. Adjustment of the TSR vesting scale will occur to remove any vesting at below-market (index) performance.

In respect of the Group CEO a once off offer was made to take account of the extra responsibility taken on by the Group CEO's appointment on 1 July 2018 and for which no incentive/retention plan had been put in place. The vesting conditions for this offer are based on share price growth set out below.

FY19 Offers

The vesting scales for prior offers are:

Performance Level	Annualised EPS Growth	Vesting
Below Threshold	< Budget	0%
Threshold	=Budget	75%
Between Threshold and Target	>Budget, <110% of Budget	Pro-rata
Target	110% of Budget	100%

Performance Level	Relative TSR of the Company as % of the S&P ASX 300 Accumulation Index	Vesting
Below Threshold	< Index	0%
Threshold	=Index (100%)	75%
Between Threshold and Target	>100%, <110%	Pro-rata
Target	110% of Index	125%

Once off offer to Group CEO

In respect of the once off offer for the Group CEO, the vesting scales are:

- Start date: 1 September 2019
- Performance period: 3 years and 4 months ending on 31 December 2022
- Share Price Target: VWAP of the Reckon Share Price at Close on 31 December 2022, or last trading day for that year, to be \$1.00, subject to the Sliding Scale
- Sliding Scale: 90% of Share Price Target shall equate to 90% vesting, to
- 110% of Share Price Target shall equate to 110% vesting, capped
- Below 90% of Share Price Target shall equate to 0% vesting
- VWAP: The weighted average of the closing price of Reckon shares over the period of 30 days before the end of the Performance Period.

FY20 Offers

Note that the quantum of shares offered for FY20 is less to take account of the larger FY19 offer making up the shortfall because no shares were offered in FY18.

Comments

The Board of Reckon recognises that it is important that shareholders understand why the LTI vesting conditions selected are appropriate to the circumstances of the Company, and therefore seeks to be transparent in this regard.

A form of total shareholder returns (TSR) was selected as it recognises the total returns (share price movement and dividends assuming they are reinvested into company shares) that accrue to shareholders over the Measurement Period. This measure creates the most direct alignment between the experience of shareholders and the scaling of rewards realised by Senior Executives.

Relative TSR has been selected to ensure that participants do not receive windfall gains from broad market movements unrelated to the performance of the Senior Executives (which is the key feature that has led many companies to use relative TSR). Relative TSR achieves this by modulating the required TSR outcome of the Company based on indicators of overall market movements, and assessing performance in excess of broad market movements unrelated to the activities of the Company.

While ranked TSR was considered, it was not possible to identify a comparator group of companies that was statistically robust enough to be meaningful and the Board was concerned that this would undermine the link between executive performance and reward outcomes. In addition the comparator group used until very recently is no longer appropriate as several entities have failed or are no longer listed on the ASX. TSR relative to a robust indicator of market movements/performance will therefore apply to future grants of LTI.

The relative TSR vesting scale requires that the Company deliver a TSR to shareholders that is at least as good or better than the market over the Measurement Period before any vesting may occur. Full vesting becomes available when the TSR of the Company reaches 100% of the TSR of the index over the Measurement Period. The Target of 110% of the index is considered by the Board to be challenging, but achievable, should the Board's assumptions in making that assessment prevail. While, under such a TSR LTI approach, the market indicator is generic, the vesting scale reflects the expectations of the Board, management, shareholders and other stakeholders given the particular circumstances of the Company, relative to the broader market. This new measure is, in the view of the Board and based on advice, likely to better align the outcomes of the LTI plan with Company performance and shareholder interests than selecting a tailored but largely irrelevant comparator group of companies to which a generic vesting scale is then applied, which is the approach adopted by the vast majority of companies that use ranked TSR.

Based on advice received by the Board from its independent remuneration advisor in 2016, it is understood to be good practice to have both an external (TSR) and internal measure of long-term Company performance in relation to the LTI. The internal measures that will most clearly align with shareholder value creation at this stage will be the achievement of the earnings growth targets specified by the Board in consideration of business plans and economic circumstances each year. Therefore earnings per share growth (EPSG) is used as the second condition.

Retesting

The Plan Rules do not contemplate retesting and therefore retesting is not a feature of the Company's current LTI offers.

Remuneration Report (Audited) (continued)

Plan Gate and Board Discretion	<p>A gate applies to the TSR component of the LTI such that no vesting will occur if the Company's TSR is not positive. If the movement of the index is low over the Measurement Period, at less than 5%, then the Board will exercise its discretion to limit vesting to the threshold level, or an even lesser level.</p> <p>The Board has the power to exercise discretion to decline to allow an award to vest, for example in the circumstances of a "bad leaver".</p>
Amount Payable for Performance Rights	<p>No amount is payable for Performance Rights.</p> <p>The value of Rights is included in assessments of remuneration and policy.</p>
Exercise of Vested Performance Rights	<p>Under the plan rules, vested Performance Rights will be available to be exercised, subject to the payment of any Exercise Price, until the last exercise date. Exercised Rights will be satisfied in the form of ordinary Company shares, except where the participant necessarily participates in the cash Rights (SAR) plan to address the tax issues faced by them as significant shareholders in the Company (see earlier discussion of this aspect).</p> <p>No amount is payable by participants to exercise vested Performance Rights.</p>
Dealing Restrictions on Shares	<p>Shares that result from the exercise and vesting of Performance Rights will be subject to dealing restrictions as per the Company's trading policy applicable to officers of the Company.</p>
Cessation of Employment During a Measurement Period	<p>In the event of cessation of employment due to dismissal for cause all unvested Performance Rights are forfeited.</p> <p>In the event of cessation of employment due to resignation or dismissal all unvested Performance Rights are forfeited.</p>
Change of Control of the Company	<p>The Board retains discretion under the rules of the plans to over-rule the automatic vesting of incentives in the event of "capital events" such as takeovers or restructures.</p>
Fraud, Gross Misconduct etc	<p>If the Board forms the view that a Participant has committed fraud, defalcation or gross misconduct in relation to the Company then all entitlements in relation to the Measurement Period will be forfeited by that participant.</p>
Clawback and Malus	<p>A clawback policy is in place for cases of material misstatement or misconduct. The Remuneration Committee has the power to withdraw offers that have not vested or to clawback short-term incentives paid in the case of serious misconduct or material misstatement in the financial statements respectively.</p>

In previous years the Company also operated a Retention Rights scheme which allowed for vesting based on service only. On 24 May 2011 the Remuneration Committee approved and recommended to the Board an extension to the long term incentive plan by adding a long term retention incentive. The genesis of the idea to extend the plan and offer additional performance shares was to provide a reward and an incentive for senior level employees who have a long employment history and good performance record (i.e. beyond the KMP).

It was also intended that these performance shares could be used to provide an incentive for employees with potential for a longer term contribution to the success of the company to participate in the growth of equity value of the company. Part of the company's success as an organisation is premised on human domain expertise and the consistency and longevity of service of KMP and other senior employees. The offer of these additional performance shares is designed to encourage and reward employees to commit to longevity as well as to complement other traditional forms of executive remuneration. By rewarding those employees who commit to the company over a very long period and thereby providing stability as the business grows and matures, the board believes long term shareholder benefits will result for shareholders.

The long term retention incentives are offered to selected employees with the principal vesting condition that participants must remain employed for the term specified (typically 7-10 years). The shares offered remain at risk of forfeiture until the relevant period of service has been satisfied. There is no entitlement to dividends during the relevant period of service.

It is the Remuneration Committee's belief that the addition of these performance shares has added to the balance and overall mix of remuneration to the applicable employees in a positive way. If the exacting service requirements are not satisfied then any costs incurred under AASB 2 will be recouped and any forfeited shares will be available for reallocation or to fund other employee equity entitlements.

However, no grants were made to KMP under that plan during FY18, and in response to feedback from some shareholders and stakeholders, the Board does not contemplate making further grants such as this to executive KMP again unless exceptional circumstances arise. This legacy arrangement is being grandfathered and is phasing out, with the final tranche vesting at the end of FY20.

3.9 Securities Holding Policy

The Board currently sees a securities holding policy as unnecessary since executives receive a significant component of remuneration in the form of equity and that a number of key executives already hold significant numbers of shares, voluntarily. Given that the outcome is effectively already being achieved, it was determined that such a policy was currently unnecessary.

3.10 Clawback Policy

Reckon has adopted a clawback policy which is activated in cases of material misstatements in the Company's financial reports, or in cases of misconduct by executives.

Remuneration Report (Audited) (continued)

4 Remuneration Records for FY19 – Statutory Disclosures

4.1 Senior Executive Remuneration

The following table outlines the remuneration received by Senior Executives of the Company during FY19 prepared according to statutory disclosure requirements and applicable accounting standards:

Name	Role(s)	Year	Salary	Superannuation Contributions	Other Benefits	Base Package		STI ¹		LTI ²		Total Remuneration Package (TRP)
						Amount	% of TRP	Amount	% of TRP	Amount	% of TRP	
Mr Clive Rabie	Group MD/ Group CEO*	2018	\$853,190	\$25,000	\$0	\$878,190	71%	\$717,764	58%	-\$356,000	-29%	\$1,239,954
	Group MD	2019	\$853,190	\$25,000	\$0	\$878,190	100%	\$0	0%	\$0	0%	\$878,190
Mr Sam Allert	Group CEO/ MD ANZ*	2018	\$503,885	\$25,000	\$3,033	\$531,918	74%	\$100,090	12%	\$91,294	13%	\$723,302
	Group CEO	2019	\$577,250	\$25,000	\$2,092	\$604,342	75%	\$98,423	14%	\$106,484	13%	\$809,249
Mr Chris Hagglund	Group CFO	2018	\$481,143	\$24,200	\$0	\$505,343	67%	\$151,853	20%	\$102,402	13%	\$759,598
	Group CFO	2019	\$491,550	\$23,400	\$0	\$514,950	71%	\$149,884	21%	\$57,061	0%	\$721,895
Mr Myron Zlotnick ⁴	General Counsel/ Company Secretary	2018	\$189,882	\$12,500	\$125,622	\$328,004	83%	\$184,974	47%	-\$118,667	-30%	\$394,311
	Company Secretary	2019	\$0	\$0	\$0	\$0	0%	\$0	0%	\$0	0%	\$0
TOTALS		2018	\$2,028,100	\$86,700	\$128,655	\$2,243,455		\$1,154,681		-\$280,971		\$3,117,165
		2019	\$1,921,990	\$73,400	\$2,092	\$1,997,482		\$248,307		\$163,545		\$2,409,334

* Appointed on 1 July 2018, prior roles of Group CEO (Mr Rabie) and MD of ANZ business (Mr Allert) ended on 30 June 2018. From 1 July 2018, Mr Rabie and Mr Allert continue as Managing Director and Group CEO respectively. It was a requirement of the board that Mr Rabie's executive involvement in the business focus on finance and investment decisions. Mr Allert would report to Mr Rabie until June 2020. From July 2020 Mr Rabie will continue in an executive capacity, retain direct control over nQueue Billback, manage finance and investment decisions and support Mr Allert. It should be noted that as from 1 July 2020, Mr Rabie's salary will be reduced to \$500,000.

1 Note that the STI value reported in this table is the STI that was paid during the reporting period, being the award earned during the previous period. Incentive outcomes for the current and previous period are outlined elsewhere in this report.

2 Note that the LTI value reported in this table is the amortised accounting charge of all grants that have not lapsed or vested as at the start of the reporting period.

3 Vesting pro-rata of 2018 STI entitlements upon termination of roles and appointment or contract to new roles.

4 Mr Zlotnick's services as Company Secretary are provided on an independent contractor basis at an annual fee of \$160,745.

Both target and awarded values of STI and LTI remuneration are outlined in the relevant sections of the Remuneration Report to assist shareholders to obtain a more complete understanding of remuneration as it relates to senior executives.

4.2 Non-executive Director Remuneration

Non-executive director fees are managed within the current annual fees limit (AFL or fee pool) of \$400,000 which was approved by shareholders at the 2008 AGM.

Remuneration received by non-executive directors in FY18 and FY19 is disclosed below:

Name	Role(s)	Year	Board Fees	Committee Fees	Superannuation	Other Benefits	Equity Grant	Termination Benefits	Total
Mr Greg Wilkinson	Independent, non-executive Chairman	2018	\$114,875	\$0	\$10,913	\$0	\$0	\$0	\$125,788
	Independent, non-executive Deputy Chairman	2019	\$120,000	\$0	\$11,400	\$0	\$0	\$0	\$131,400
Mr Ian Ferrier	Independent, non-executive director ¹	2018	\$57,375	\$0	\$5,451	\$0	\$0	\$0	\$62,826
	Independent, non-executive director	2019	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Mr Philip Hayman	Independent, non-executive director ²	2018	\$40,000	\$0	\$3,800	\$0	\$0	\$0	\$43,800
	Independent, non-executive director	2019	\$80,000	\$0	\$7,600	\$0	\$0	\$0	\$87,600
		2018	\$212,250	\$0	\$20,164	\$0	\$0	\$0	\$232,414
TOTALS		2019	\$200,000	\$0	\$19,000	\$0	\$0	\$0	\$219,000

¹ Mr Ian Ferrier retired as a director on 1 July 2018

² Mr Philip Hayman was appointed as a director on 1 July 2018

Remuneration Report (Audited) (continued)

5 Planned Executive Remuneration for FY19

The disclosures required under the Corporations Act and prepared in accordance with applicable accounting standards attempt to match remuneration reported with the services provided to earn that revenue in the relevant year. The table below, on the other hand, indicates remuneration offered to KMP to be earned in the current and future periods. For example the LTI disclosed is not reflective of the offer made in the year being reported on due to the requirements of AASB2. It should be noted that the table presents target incentive opportunities for achieving a challenging but achievable target level of performance. In the case of STI, the maximum incentive may be up to 10% higher (i.e. 110% of the target). It should be noted that the table presents target incentive opportunities for achieving a challenging but achievable target level of performance. In the case of STI, the maximum incentive may be up to 10% higher (i.e. 110% of the target).

Position	Incumbent	Base Package Including Super	Fixed % TRP	STI			LTI			Total Remuneration Package at Target Performance
				Target % of Base Package	Target STI Amount	STI % TRP	Target % of Base Package	Target LTI Amount	LTI % TRP	
Group MD	Mr Clive Rabie	\$878,190	100%	0%	\$0	0%	0%	\$0	0%	\$878,190
Group CFO	Mr Chris Hagglund	\$514,950	68%	29%	\$151,500	20%	18%	\$93,007	12%	\$759,457
Group CEO	Mr Sam Allert	\$604,342	67%	26%	\$160,000	18%	24%	\$142,430	16%	\$906,772
Company Secretary	Mr Myron Zlotnick	\$0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	\$0

The incentives presented in the table above is the target level of STI offered for FY19, valued at the time of the grant.

The intended value for STI and LTI will flow to participants when performance targets are achieved.

6 Actual/Realised Remuneration Relevant to FY19 Completion

The statutory disclosure requirements do not provide clear information on value obtained by KMP during the current year as the statutory information attempts to match the disclosed remuneration with when the services are provided. The following table outlines the non-deferred component of STI achieved during the financial year, and the LTI, if any, and/or any deferred STI that vested during the financial year in relation to the completion of the performance or vesting period at the end of the specified financial year:

Name	Role(s)	Year	Base Package Including Super		Non-deferred STI paid for the Financial Year		Deferred cash STI paid out for the FY		Grant Value of Previous Equity Grants that Vested for the FY ¹		Actual Total Remuneration Package (TRP)
			Amount	% of TRP	Amount ²	% of TRP	Amount	% of TRP	Amount	% of TRP	
Mr Clive Rabie	Group MD/ Group CEO*	2018	\$878,190	69%	\$265,929	21%	\$127,160	10%	\$0	0%	\$1,271,279
	Group MD	2019	\$878,190	100%	\$0	0%	\$0	0%	\$0	0%	\$878,190
Mr Chris Haggglund	Group CFO	2018	\$505,343	69%	\$79,897	11%	\$69,987	10%	\$74,428	10%	\$729,655
	Group CFO	2019	\$514,950	65%	\$73,562	9%	\$68,624	9%	\$130,933	0%	\$788,069
Mr Sam Allert	Group CEO/ MD ANZ*	2018	\$531,918	78%	\$78,427	11%	\$19,996	3%	\$53,846	8%	\$684,187
	Group CEO	2019	\$604,342	73%	\$108,312	13%	\$19,607	2%	\$92,630	11%	\$824,891
Mr Myron Zlotnick ²	General Counsel/ Company Secretary**	2018	\$328,004	79%	\$44,360	11%	\$42,387	10%	\$0	0%	\$414,751
	Company Secretary	2019	\$0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	\$0
TOTALS		2018	\$2,243,455		\$468,613		\$259,530		\$128,274		\$3,099,872
		2019	\$1,997,482		\$181,874		\$88,231		\$223,563		\$2,491,149

* Appointed on 1 July 2018, prior roles of Group CEO (Mr Rabie) and MD of ANZ business (Mr Allert) ended on 30 June 2018.

**General Counsel appointment ended 30 June 2018, company secretarial services only contracted from 1 July 2018.

¹ This is the value as at grant of any equity that vested in relation to the completion of the specified financial year.

² Mr Zlotnick's services as Company Secretary are provided on an independent contractor basis at an annual fee of \$160,745.

Remuneration Report (Audited) (continued)

7 Performance Outcomes for FY19

7.1 Company Performance

The following highlights the major achievements, milestones and areas where value was created during FY19.

As previously reported, the Company has emerged from a relatively unsettling period. However, the second half of 2018 and the whole of 2019 was an important stabilizing period.

The Remuneration Committee is satisfied that in its opinion, performance in the period under review has shown encouraging achievement of the goals set especially in the competitive market in which the Business Group operates.

In the Business Group in the online market, growth of 9% is considered a solid result and has offset the decline in the desktop market; steps were taken to convert non-paying customers to become subscription customers, and although modest, the trend is encouraging; growth in Reckon One sales was encouraging; new Payroll products were successfully launched with good initial customer take up; the mobile app was successfully launched; and the customer support team managed growing demand.

In assessing the Accountant Group, which is also operating in a competitive market with more and more low entry cloud products emerging, the Remuneration Committee is satisfied that the Company has done well to retain a strong position in the so-called top end of the market. At the same time the Accountant Group is making some inroads in developing cloud products, with the first release in the first half of 2020.

Overall the Legal Group has also performed well, but with no KMP, it is not a focus of the Remuneration Committee.

The Remuneration Committee has also noted the excellent maintenance of EBITDA and NPAT margins in the Company in the context of modest revenue growth. The Remuneration Committee is of the opinion that some recognition must be given to the financial management that helped achieve these outcomes.

The Remuneration Committee is also satisfied that during the period, KMP have taken important steps to identify and plan and commence executing on strategies for the future. While this is forward looking some account is taken of the need to retain KMP for the future to execute on these strategies.

That all said, any incentives (STI and LTI) paid for the period under review are measured strictly against the targets set.

The following outlines the performance of the Company over the FY19 period and the previous 4 financial years in accordance with the requirements of the Corporations Act:

Date	Revenue (\$m)	Profit After Tax attributable to owners of the parent (\$m)	Share Price	Change in Share Price	Dividends
31-Dec-19	\$75.4	\$8.1	\$0.77	\$0.10	\$0.05
31-Dec-18	\$75.4*	\$7.7**	\$0.67	-\$0.90	\$0.03
31-Dec-17	\$90.3*	\$7.6**	\$1.57	-\$0.02	\$0.23***
31-Dec-16	\$97.8*	\$11**	\$1.59	-\$0.81	\$0.05
31-Dec-15	\$91.4*	\$15.1**	\$2.40	\$0.59	\$0.07

* Note change in reporting of ASIC pass through revenue and costs impact, and in 2017 the Document Management Group was only included in the results for 7 months, and none for 2018.

** Note impact of investment in new markets, and in 2017 the Document Management Group was only included in the results for 7 months, and none for 2018, and these results also include transaction costs incurred.

***The dividend in specie paid to shareholders in the Document Management de-merger was \$0.23 per share.

7.2 Links Between Performance and Reward

The remuneration of executive KMP is intended to be composed of three parts as outlined earlier, being:

- Base Package, which is not intended to vary with performance but which tends to increase as the scale of the business increases (i.e. following success)
- STI which is intended to vary with indicators of annual Company and individual performance, including a deferred component to encourage retention and
- LTI which is also intended to deliver a variable reward based on long-term measures of Company performance.

Remuneration Report (Audited) (continued)

The STI paid during the FY19 period related to performance during the FY18 period and was paid in cash in February 2019. On average 99% of the target award opportunity or 90% of the maximum award opportunity (being 110% of the target) available was paid. This level of award was considered appropriate under the STI scheme that was in place during FY18, which is summarised in the table below. Therefore there were strong links between internal measures of Company performance and the payment of short term incentives.

Name	Position Held at Year End	FY18 Company Level KPI Summary				Award Outcomes
		KPI Summary	Weighting	Target	Achievement	Total Award ¹
Mr Clive Rabie	Group MD/ Group CEO*	Revenue	40%	\$78.1m		\$265,929
		EBITDA	40%	\$29.4m	n/a	
		EPS	20%	6.9cps		
Mr Chris Hagglund	Group CFO	Revenue	40%	\$78.1m	97%	\$79,897
		EBITDA	40%	\$29.4m	99%	
		EPS	20%	6.9cps	99%	
Mr Sam Allert	Group CEO/ MD ANZ*	Revenue	40%	\$78.1m	97%	\$78,427
		EBITDA	40%	\$29.4m	99%	
		EPS	20%	6.9cp	99%	
Mr Myron Zlotnick	Company Secretary/ General Counsel**	Revenue	40%	\$78.1m		\$44,360
		EBITDA	40%	\$29.4m	n/a	
		EPS	20%	6.9cps		

* Appointed on 1 July 2018, prior roles of Group CEO (Mr Rabie) and MD of ANZ business (Mr Allert) ended on 30 June 2018.

** General Counsel appointment ended 2 July 2018, company secretarial services only contracted from 3 July 2018.

¹ For Mr Rabie & Zlotnick a pro-rata payment was made, which also includes settlement of LTI plans.

The STI achieved in relation to the FY19 period was paid after the end of the period (i.e. during FY20, in February 2020). On average 91% of the target award opportunity or approximately 81% of the maximum award opportunity (being 110% of the target) available was paid. This level of award was considered appropriate under the STI scheme since the objectives were set and offers made in relation to the achievement of each KPI at the beginning of the financial year, and the majority of those objectives were met. During the FY19 period the objectives that were linked to the payment of STI included:

Name	Position Held at Year End	FY19 Company Level KPI Summary				Award Outcomes
		KPI Summary	Weighting	Original Target	Achievement	Total Award
Mr Clive Rabie	Group MD	Revenue	40%			\$0
		EBITDA	40%	n/a	n/a	
		EPS	20%			
Mr Chris Hagglund	Group CFO	Revenue	40%	\$77.9m	97%	\$73,562
		EBITDA	40%	\$33.8m	91%	
		EPS	20%	9.4cps	77%	
Mr Sam Allert	Group CEO	Revenue	40%	\$77.9m	97%	\$108,312
		EBITDA	40%	\$33.8m	91%	
		EPS	20%	9.4cps	77%	
Mr Myron Zlotnick	Company Secretary	Revenue	40%			\$0
		EBITDA	40%	n/a	n/a	
		EPS	20%			

Remuneration Report (Audited) (continued)

This value is accounted for in the realised remuneration table presented earlier.

Incumbent	Role	Target LTI Value (at grant January 2017) to Vest for FY19	Tranche	Weighting	Number of Shares Eligible to Vest for FY19	Performance Against Target	% of Grant Vested	Number of Shares or Appreciation Rights Vested	LLTI shares vested
Mr Clive Rabie	Group MD	n/a	TSR	n/a	n/a	n/a	n/a	n/a	n/a
			EPS						
Mr Chris Hagglund	Group CFO	\$130,000	TSR	50/50	100,000	Partially achieved	29%	28,833	50,000
			EPS						
Mr Sam Allert	Group CEO	\$143,000	TSR	50/50	110,000	Partially achieved	29%	31,717	27,500
			EPS						
Mr Myron Zlotnick	Company Secretary	n/a	TSR	n/a	n/a	n/a	n/a	n/a	n/a
			EPS						

At no time during or in relation to FY19 did the Board exercise its discretion to increase the vesting of any equity that was subject to such discretion. Any vesting of LTI scheme incentives is assessed in the context of performance.

The Board is confident in stating that the links between Company performance and executive reward, both internally and externally measured, and over both the short and long term, are well aligned and appropriate to the Company. However the Board will continue to make improvements and adjustments to these links as stakeholder expectations and Company circumstances evolve.

7.3 Links Between Company Strategy and Remuneration

The Company intends to attract and retain the superior talent required to successfully implement the Company's strategies at a reasonable and appropriately variable cost by:

- positioning Base Packages (the fixed element) around P50 of relevant market data benchmarks when they are undertaken
- supplementing the Base Package with at-risk remuneration, being incentives that motivate executive focus on short to mid-term objectives linked to the strategy via KPIs and annual performance assessments, and the
- imposing of deferral periods for part of STI awards, and
- long term value creation for shareholders by linking a material component of remuneration to those factors that shareholders have expressed should be the long-term focus of executives and the Board.

Key strategies remain: investment in new technology; investment in new markets; sustaining existing profitable businesses for as long as possible while transitioning to the cloud. The company continues to play catch up in the cloud market because of historical restrictions imposed on it by its relationship with Intuit Inc. It is important to fix remuneration mindful of maintaining morale and retaining talent.

8 Employment Terms for Key Management Personnel

A summary of contract terms in relation to executive KMP is presented below:

Name	Position Held at Close of FY18	Employing Company	Duration of Contract	Period of Notice		Termination Payments
				From Company	From KMP	
Mr Clive Rabie	Group MD	Reckon Limited	Open ended	1 month	1month	Up to 12 months*
Mr Chris Hagglund	Group CFO	Reckon Limited	Open ended	3 months	3 months	Up to 12 months*
Mr Myron Zlotnick	Company Secretary	Reckon Limited	3 years	-	3 months	NA
Mr Sam Allert	Group CEO	Reckon Limited	Open ended	1 month	1 month	Up to 12 months*

* Under the Corporations Act the Termination Benefit Limit is 12 months average Salary (last 3 years) unless shareholder approval is obtained.

On appointment to the Board, all non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation relevant to the office of the director. Non-executive directors are not eligible to receive termination payments under the terms of the appointments.

A summary of the appointment terms in relation to non-executive KMP is presented below:

Name	Position Held at Close of FY18	Employing Company	Duration of Contract	Period of Notice		Termination Payments
				From Company	From KMP	
Mr Greg Wilkinson	Independent non-executive Chairman	Reckon Limited	Open ended	None	None	None
Mr Phillip Hayman	Independent Non-executive Director	Reckon Limited	Open ended	None	None	None

Remuneration Report (Audited) (continued)

9 Changes in KMP Held Equity

The following table outlines the changes in the amount of equity held by executives over the financial year

Name	Instrument	Number Held at Open 2019	Granted FY19	Forfeited	Vested	Purchased / Disposed / DRP	Number Held at Close 2019
		Number	Number	Number	Number	Number	Number
Mr Clive Rabie	Shares	10,597,141	-	-	-	-	10,597,141
	Rights/Options	-	-	-	-	-	-
Mr Chris Hagglund	Shares	666,005			78,833		744,838
	Rights/Options*	155,000	200,000	71,167	78,833		205,000
Mr Myron Zlotnick	Shares	10,937	-	-	-	(10,937)	-
	Rights/Options	-	-	-	-	-	-
Mr Sam Allert	Shares	112,562	-	-	59,217	28,500	200,279
	Rights/Options	137,550	1,300,000	78,333	59,217	-	1,300,000

* The shares noted above exclude any Get Busy shares released or granted.

The following table outlines the changes in the amount of equity held by non-executive directors over the financial year:

Name	Instrument	Number Held at Open 2018	Granted FY17	Forfeited	Vested	Purchased / DRP	Number Held at Close 2019
		Number	Number	Number	Number	Number	Number
Mr Greg Wilkinson	Shares	8,019,374	n/a	n/a	n/a	0	8,019,374
	Rights/Options	n/a	n/a	n/a	n/a	n/a	n/a
Mr Philip Hayman	Shares	1,397,460	n/a	n/a	n/a	0	1,397,460
	Rights/Options	n/a	n/a	n/a	n/a	n/a	n/a

The following table outlines the value of equity granted during the year that may be realised in the future:

2019 Equity Grants		Tranche	Total Value at Grant	Value Expensed in FY19	Max Value to be Expensed in Future Years	Min Value to be Expensed in Future Years
Name	Role					
Mr Clive Rabie	Group CEO	TSR	n/a	n/a	n/a	n/a
		EPS	n/a	n/a	n/a	n/a
		Service	Must be employed at end of performance period			
Mr Chris Hagglund	Group CFO	TSR	\$45,000	\$15,000	\$30,000	\$30,000
		EPS	\$59,000	\$19,667	\$39,333	\$0
		Service	Must be employed at end of performance period			
Mr Myron Zlotnick	Company Secretary	TSR	n/a	n/a	n/a	n/a
		EPS	n/a	n/a	n/a	n/a
		Service	Must be employed at end of performance period			
Mr Sam Allert	MD Business & Accounting ANZ	TSR	\$67,500	\$22,500	\$45,000	\$45,000
		EPS	\$88,500	\$29,500	\$59,000	\$0
		Share price growth target	\$400,000	\$40,000	\$360,000	\$0
		Service	Must be employed at end of performance period			
TOTALS			\$660,000	\$126,666	\$533,334	\$75,000

Remuneration Report (Audited) (continued)

10 Other Remuneration Related Matters

The following outlines other remuneration related matters that may be of interest to stakeholders, in the interests of transparency and disclosure:

- Other than as disclosed, there were no loans to Directors or other KMP at any time during the reporting period and
- There were no relevant material transactions involving KMP other than compensation and transactions concerning shares, performance rights/options as discussed in this report.

The rules state that in all cases save as the rules provide otherwise, the Board has an over-riding discretion in relation to any of its powers under the Rules.

Indemnification of Directors and Officers and Auditors

During the financial year, the company paid a premium in respect of a contract insuring the directors of the company (as named above), the Company Secretary and all executive officers of the company, and of any related body corporate, against a liability incurred as a director, secretary or executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

In addition, Rule 12 of the company's Constitution obliges the company to indemnify on a full indemnity basis and to the full extent permitted by law, every director, officer or former officer for all losses or liabilities incurred by the person as an officer. This obligation continues after the person has ceased to be a director or an officer of the company or a related body corporate, but operates only to the extent that the loss or liability is not covered by insurance.

The company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the company, or any related body corporate, against a liability incurred as an officer or auditor.

Directors' Meeting

The following table sets out the number of directors' meetings held during the financial year and the number of meetings attended by each director.

Reckon Limited – Attendance Tables						
Directors	Meeting					
	Board		Audit & Risk Committee		Remuneration Committee	
	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
Greg Wilkinson	12	12	2	2	3	3
Clive Rabie	12	12	n/a	n/a	n/a	n/a
Phil Hayman	12	12	2	2	3	3
Sam Allert	12	12	n/a	n/a	n/a	n/a

Non-Audit Fees

Details of the non-audit services can be found in note 6 to the financial statements.

The directors are satisfied that the provision of non-audit services, during the year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 6 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit & Risk Committee, for the following reasons:

- All non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- None of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the company or jointly sharing economic risks and rewards.

On behalf of the directors,



Mr G Wilkinson

Chairman

Sydney 12 March 2020



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Australia

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www.deloitte.com.au

The Board of Directors
Reckon Limited
Level 2
100 Pacific Highway
North Sydney NSW 2060

12 March 2020

Dear Board Members

Auditor's Independence Declaration to Reckon 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 Reckon Limited.

As lead audit partner for the audit of the financial report of Reckon Limited for the year ended 31 December 2019, 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 faithfully

DELOITTE TOUCHE TOHMATSU

John Bresolin
Partner
Chartered Accountants

Independent Auditor's Report to the members of Reckon Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Reckon Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (i) giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial performance for the year then ended; and
- (ii) 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 and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (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.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p>Capitalisation and carrying value of development costs</p> <p>As at 31 December 2019, the Group has capitalised development costs totalling \$32.7m as disclosed in Note 12.</p> <p>The Group capitalises certain costs that are directly attributable to the development of intangible assets.</p> <p>As set out in Note 1(v), significant judgement is involved in assessing whether the criteria for capitalisation of such costs has been met, particularly in determining:</p> <ul style="list-style-type: none"> i) the appropriateness of the costs that can be capitalised and whether these costs were directly attributable to relevant products developed; and ii) the extent to which these capitalised development costs will generate sufficient economic benefit to support their carrying value. 	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Discussing the products for which development costs have been capitalised with management, to develop an understanding of the nature and feasibility of the products at 31 December 2019, • Obtaining an understanding of the key controls in place over the process for recording and identifying qualifying costs to be capitalised, • Assessing the appropriateness of costs capitalised with reference to internal documentation, including, on a sample basis, agreeing payroll costs capitalised to supporting payroll and time records and cost allocation calculations, and • Evaluating the appropriateness of the carrying value of the capitalised development costs by major product, with reference to historical and forecast cash flows, and analysis of sales trends. <p>We also assessed the appropriateness of the disclosures in Note 12 to the financial statements.</p>
<p>Impairment of goodwill</p> <p>As at 31 December 2019 the Group has recognised goodwill of \$29.3m as a result of historic acquisitions over a number of years as disclosed in Note 12.</p> <p>As set out in Note 1(v), the directors' assessment of the recoverability of goodwill requires the exercise of significant judgement, including;</p> <ul style="list-style-type: none"> i) In identifying the cash generating unit (CGU) to which the goodwill has been allocated, and ii) In estimating the future growth rates, nominal discount rates and expected cash flows of the CGU. 	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Assessing the Group's categorisation of the CGU and the allocation of goodwill to the carrying value of the CGU based on our understanding of the Group's business, • Challenging management's ability to accurately forecast cash flows, specifically in relation to the Legal Group CGU, by assessing the precision of the prior year forecasts against actual outcomes, • Engaging our valuation specialists to assist with: <ul style="list-style-type: none"> - Comparing the discount rate utilized by management to an independently calculated discount rate, - Comparing the Group's forecast cash flows to the board approved budget, and - Performing sensitivity analyses on the growth and discount rates. <p>We also assessed the appropriateness of the disclosures in Note 12 to the financial statements.</p>

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p>Revenue recognition in respect of bundled goods and services</p> <p>As at 31 December 2019 the Group has reported Sales Revenue of \$75.4m from its continuing operations as disclosed in Note 4. The statement of financial position also reflects contract liabilities (previously referred to as deferred revenue) of \$6.0m.</p> <p>The Group is required to recognise revenue when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.</p> <p>For bundled goods or services, significant judgement is required by management in determining the fair value attributable to each element of the bundled product.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Testing key controls over the recognition and measurement of revenue transactions, • Assessing the appropriateness of the Group’s revenue recognition accounting policies for bundled goods and services and their compliance with the relevant accounting standards, and • Recalculating the fair value attributed to each element of the bundle, including; <ul style="list-style-type: none"> - Confirming the appropriateness of the logic used by management in the underlying allocation model, - Ensuring the data inputs into the model have been properly extracted from underlying data sources, and - Creating an independent expectation of the margin to be applied and comparing this to management’s margin. <p>We also assessed the appropriateness of the disclosures in Notes 1(m), 1(n), 1(v) and 4 to the financial statements.</p>

Other Information

The directors are responsible for the other information. The other information comprises the Directors’ Report, which we obtained prior to the date of this auditor’s report, and also includes the following information which will be included in the Group’s annual report (but does not include the financial report and our auditor’s report thereon): Corporate Governance Statement, additional ASX disclosures and Shareholder Information, 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.

When we read the Corporate Governance Statement, additional ASX disclosures and Shareholder Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

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 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, related safeguards.

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.

Auditor's Report (continued)

Deloitte.

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.

Report on the Remuneration Report

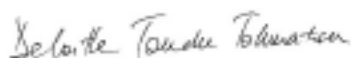
Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 38 of the Directors' Report for the year ended 31 December 2019.

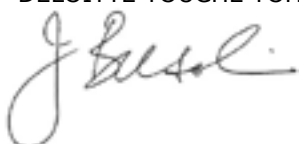
In our opinion, the Remuneration Report of Reckon Limited, for the year ended 31 December 2019, complies with section 300A of the *Corporations Act 2001*.

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



John Bresolin
Partner
Chartered Accountants
Sydney, 12 March 2020

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Directors' Declaration

The directors of the company declare that:

1. the financial statements and notes as set out on pages 49 to 107, are in accordance with the Corporations Act 2001, and:
 - Comply with Accounting Standards; and
 - give a true and fair view of the financial position as at 31 December 2019 and of the performance for the year ended on that date of the consolidated group;
2. in the directors opinion, the attached financial statements are in compliance
3. in the Directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable, and
4. the directors have been given the declarations required by Section 295A of the Corporations Act 2001.

At the date of this declaration, the company is within the class of companies affected by ASIC Corporations (Wholly Owned Corporations) Instrument 2016/785. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors opinion, there are reasonable grounds to believe that the company and the companies to which ASIC Corporations (Wholly Owned Corporations) Instrument 2016/785 applies, as detailed in note 25 to the financial statements will, as a group, be able to meet any liabilities to which they are, or may become, subject because of the deed of cross guarantee.

This declaration is made in accordance with a resolution of the Board of Directors pursuant to Section 295(5) of the Corporations Act 2001.

On behalf of the directors,



Mr G Wilkinson

Chairman

Sydney, 12 March 2020

Consolidated Statement of Profit or Loss

for the year ended 31 December 2019

	Note	Consolidated	
		2019 \$'000	2018 \$'000
Continuing operations			
Revenue	3, 4	75,369	75,427
Product costs	3	(9,340)	(9,231)
Employee benefits expenses		(23,761)	(23,326)
Marketing expenses		(4,083)	(3,394)
Premises and establishment expenses		(676)	(2,401)
Telecommunications		(505)	(584)
Legal and professional expenses		(1,179)	(961)
Other expenses		(5,209)	(4,959)
Transaction costs related to the aborted sale of the Accountants Group		-	(1,418)
Depreciation and amortisation of other non-current assets	3	(18,934)	(18,030)
Finance costs	3	(1,602)	(1,532)
Profit before income tax		10,080	9,591
Income tax expense	5	(1,955)	(1,885)
Profit for the year attributable to owners of the parent		8,125	7,706
Earnings per share		Cents	Cents
Basic Earnings per Share	22	7.2	6.8
Diluted Earnings per Share	22	7.1	6.8

The above consolidated income statement should be read in conjunction with the accompanying notes.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2019

	Note	Consolidated	
		2019 \$'000	2018 \$'000
Profit for the year		8,125	7,706
Other comprehensive income/(loss), net of income tax			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange difference on translation of foreign operations	21	61	(458)
Fair value movement on interest rate swap	21	(40)	(72)
Total other comprehensive income/(loss), net of income tax		21	(530)
Total comprehensive income for the year attributable to the owners of the parent		8,146	7,176

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 31 December 2019

	Note	Consolidated	
		2019 \$'000	2018 \$'000
ASSETS			
Current Assets			
Cash and cash equivalents	26	1,124	2,579
Trade and other receivables	7	6,604	7,103
Other financial assets	14	1,195	2,470
Inventories		1,733	1,959
Current tax receivables		207	-
Other assets	8	1,782	1,593
Total Current Assets		12,645	15,704
Non-Current Assets			
Trade and other receivables	7	126	288
Other financial assets	14	24	317
Property, plant and equipment	9	2,353	4,091
Deferred tax assets	11	94	103
Intangible assets	12	62,158	61,358
Other assets	8	259	52
Right of use assets	10	7,761	-
Total Non-Current Assets		72,775	66,209
Total Assets		85,420	81,913
LIABILITIES			
Current Liabilities			
Trade and other payables		4,239	4,682
Borrowings	13	-	434
Provisions	15	2,725	2,657
Current tax payables		-	580
Contract liabilities (previously referred to as Deferred revenue)	17	6,012	6,223
Lease liabilities	10	1,709	-
Total Current Liabilities		14,685	14,576
Non-Current Liabilities			
Trade and other payables		1,050	1,917
Borrowings	13	37,539	44,562
Deferred tax liabilities	16	4,280	4,286
Provisions	15	193	973
Lease liabilities	10	6,603	-
Total Non-Current Liabilities		49,665	51,738
Total Liabilities		64,350	66,314
Net Assets		21,070	15,599
EQUITY			
Issued capital	20	20,524	19,712
Reserves	21	(49,626)	(50,023)
Retained earnings		50,172	45,910
Total Equity		21,070	15,599

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 31 December 2019

Consolidated	Issued capital \$'000	Share buyback reserve \$'000	Foreign currency translation reserve \$'000	Share-based payments reserve \$'000	Swap hedging reserve \$'000	Retained earnings \$'000	Acquisition of non controlling interest reserve \$'000	Attributable to owners of the parent \$'000
Balance at 1 January 2019 (as previously reported)	19,712	(42,018)	(2,086)	169	64	45,910	(6,152)	15,599
Adjustment (refer note 1(w))	-	-	-	-	-	(78)	-	(78)
Balance at 1 January 2019	19,712	(42,018)	(2,086)	169	64	45,832	(6,152)	15,521
Profit for the year	-	-	-	-	-	8,125	-	8,125
Other comprehensive income:								
Exchange differences on translation of foreign operations	-	-	61	-	-	-	-	61
Fair value movement on interest rate swap	-	-	-	-	(40)	-	-	(40)
Total comprehensive income	-	-	61	-	(40)	8,125	-	8,146
Share based payments expense	-	-	-	252	-	-	-	252
Dividends paid (note 27)	-	-	-	-	-	(3,394)	-	(3,394)
Surplus reserve reallocated to retained earnings	-	-	-	391	-	(391)	-	-
Long term incentive provision reallocated to reserves	-	-	-	545	-	-	-	545
Treasury shares acquired	-	-	-	-	-	-	-	-
Treasury shares vested/lapsed	812	-	-	(812)	-	-	-	-
Balance at 31 December 2019	20,524	(42,018)	(2,025)	545	24	50,172	(6,152)	21,070

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

Consolidated Statement of Changes in Equity (continued)

for the year ended 31 December 2019

Consolidated	Issued capital \$'000	Share buyback reserve \$'000	Foreign currency translation reserve \$'000	Share-based payments reserve \$'000	Swap hedging reserve \$'000	Retained earnings \$'000	Acquisition of non-controlling interest reserve \$'000	Attributable to owners of the parent \$'000
Balance at 1 January 2018 (as previously reported)	19,459	(42,018)	(1,628)	396	136	42,906	(6,152)	13,099
Adjustment related to adoption of AASB 15	-	-	-	-	-	(1,316)	-	(1,316)
Balance at 1 January 2018	19,459	(42,018)	(1,628)	396	136	41,590	(6,152)	11,783
Profit for the year	-	-	-	-	-	7,706	-	7,706
Other comprehensive income:								
Exchange differences on translation of foreign operations	-	-	(458)	-	-	-	-	(458)
Fair value movement on interest rate swap	-	-	-	-	(72)	-	-	(72)
Total comprehensive income	-	-	(458)	-	(72)	7,706	-	7,176
Share based payments expense	-	-	-	27	-	-	-	27
Dividends paid (note 27)	-	-	-	-	-	(3,386)	-	(3,386)
Treasury shares acquired	(1)	-	-	-	-	-	-	(1)
Treasury shares vested/lapsed	254	-	-	(254)	-	-	-	-
Balance at 31 December 2018	19,712	(42,018)	(2,086)	169	64	45,910	(6,152)	15,599

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 31 December 2019

	Note	Consolidated Inflows/(Outflows)	
		2019 \$'000	2018 \$'000
Cash Flows From Operating Activities			
Receipts from customers		83,567	85,629
Payments to suppliers and employees		(52,964)	(56,605)
Payment for capitalised development costs		(16,286)	(14,689)
Proceeds from New Zealand government development grant		-	410
Interest paid		(1,306)	(1,532)
Income taxes paid		(2,705)	(2,333)
Net cash inflow from operating activities	26(b)	10,306	10,880
Cash Flows From Investing Activities			
Payment for intellectual property		-	(100)
Proceeds from sale/(payment for investment) in business		253	(57)
Net decrease/(increase) in loans receivable		1,275	(215)
Payment for property, plant and equipment		(529)	(946)
Net cash inflow/(outflow) from investing activities		999	(1,318)
Cash Flows From Financing Activities			
Proceeds from/(repayment of) borrowings		(7,023)	(6,044)
Payment for treasury shares		-	(1)
Payments for lease liabilities capitalised under AASB16		(1,925)	-
Dividends paid to owners of the parent	27	(3,394)	(3,386)
Net cash outflow from financing activities		(12,342)	(9,431)
Net Increase/(Decrease) in cash and cash equivalents		(1,037)	131
Cash and cash equivalents at the beginning of the financial year		2,145	1,958
Effects of exchange rate changes on cash and cash equivalents		16	56
Cash and cash equivalents at the end of the financial year	26(a)	1,124	2,145

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

Notes to the Financial Statements

for the year ended 31 December 2019

1 Summary of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. Unless otherwise stated, the accounting policies adopted are consistent with those of the previous year. The financial report includes the consolidated entity consisting of Reckon Limited and its subsidiaries. For the purposes of preparing the consolidated financial statements, the company is a for-profit entity.

Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards and Interpretations and the Corporations Act 2001, and complies with the other requirements of the law.

Compliance with Australian Accounting Standards ensures that the consolidated financial statements and notes of Reckon Limited comply with International Financial Reporting Standards (IFRSs). Consequently, this financial report has been prepared in accordance with and complies with IFRSs as issued by the International Accounting Standards Board.

The financial statements were authorised for issue by the directors on 12 March 2020.

The financial report has been prepared in accordance with the historical cost convention, except for the revaluation of certain non-current assets and financial instruments. Historical cost is generally based on the fair values of the consideration given in exchange for assets. The company is a company of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the financial report are rounded to the nearest thousand dollars, unless otherwise indicated.

Adoption of new and revised Accounting Standards

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current year. Refer to note 1(w) for the impact of adoption of AASB 16.

Significant Accounting Policies

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the company gains control until the date when the company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Notes to the Financial Statements (continued)

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

(b) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements and share-based payment arrangements are recognised and measured in accordance with the relevant accounting standards.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Where a business combination involves the issuance of a put option granted to the vendor in respect of an equity interest not owned by the parent, the present value of the put exercise price is recognised as a financial liability in the consolidated accounts of the parent entity. The recognition of this liability effectively treats the option as if it has been exercised, constituting a transaction between owners as owners which is recorded in equity. Any subsequent re-measurement is considered to be part of the equity transaction and is recorded in equity via an "acquisition of non-controlling interest reserve".

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

(c) Depreciation and Amortisation

Depreciation is provided on plant and equipment. Depreciation is calculated on a straight-line basis. Leasehold improvements are amortised over the period of the lease or the estimated useful life, whichever is the shorter, using the straight-line method. The following estimated useful lives are used in the calculation of depreciation and amortisation:

- Plant and equipment 3 - 5 years
- Leasehold improvements 3 - 7 years

Right of use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset.

(d) Contributed Equity

Transaction Costs on the Issue of Equity Instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

(e) Foreign Currency Translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is Reckon Limited's functional and presentation currency.

Transactions and balances

All foreign currency transactions during the financial year have been brought to account in the functional currency using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate existing at that date. Exchange differences are brought to account in the profit or loss in the period in which they arise.

Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency of the consolidated entity as follows:

- Assets and liabilities are translated at the closing rate at the date of the statement of financial position;
- Income and expenses are translated at average rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve.

On consolidation, exchange differences arising from the translation of monetary items forming part of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken directly to reserves. When a foreign operation is sold, a proportionate share of such exchange differences are recognised in profit or loss as part of the gain or loss on sale.

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

Notes to the Financial Statements (continued)

(f) Intangible assets

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of the acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Intellectual Property

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Customer contracts are amortised on a straight line basis over their useful life to the Group of ten years.

Brand names are not amortised but are subject to annual impairment testing. The Group has committed to continually use, invest in and promote acquired brands, therefore brands have been assessed to have an indefinite life.

Research and development costs

Research expenditure is recognised as an expense when incurred.

An internally-generated intangible asset arising from development is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs in respect of enhancements on existing suites of software applications are capitalised and written off over a 3 to 4 year period. Development costs on technically and commercially feasible new products are capitalised and written off on a straight line basis over a period of 3 to 4 years commencing at the time of commercial release of the new product.

Development costs include cost of materials, direct labour and appropriate overheads.

At each balance date, a review of the carrying value of the capitalised development costs being carried forward is undertaken to ensure the carrying value is recoverable from future revenue generated by the sale of that software.

(g) Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities, and their carrying amounts in the financial statements, and to unused tax losses.

The current tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of finance professionals within the Company and on specialist independent tax advice.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or liability. No deferred tax asset or liability is recognised in relation to those temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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. All deferred tax liabilities are recognised.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

The company and its wholly-owned Australian resident entities have formed a tax-consolidated group and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is Reckon Limited. The Group uses the standalone approach by reference to the carrying amounts in the separate financial statements of each entity in applying the accounting for tax consolidation.

The tax sharing agreement entered into between members of the tax-consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax-consolidated group. The effect of the tax sharing agreement is that each member's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding arrangement.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs are assigned to inventory on hand on a weighted average cost basis.

(i) Share-based payments

Equity settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity settled share-based transactions are set out in note 19.

Notes to the Financial Statements (continued)

The fair value determined at grant date of the equity settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision is recognised in the profit or loss.

(j) Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

The Group recognises a liability and an expense for the long-term incentive plan for selected executives based on a formula that takes into consideration the ranking of total shareholder return measured against a comparator group of companies.

Contributions are made by the Group to defined contribution employee superannuation funds and are charged as expenses when incurred.

(k) Financial Instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

See hedge accounting policy regarding the recognition of exchange differences where the foreign currency risk component of a financial asset is designated as a hedging instrument for a hedge of foreign currency risk.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

1. the financial instrument has a low risk of default;
2. the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
3. adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

(iii) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(iv) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for

Notes to the Financial Statements (continued)

the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

(v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost or at FVTPL.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in profit or loss (note 13) for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, options and interest rate swaps.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Further details of derivative financial instruments are disclosed in notes 1(u) and 14.

(l) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase

(m) Revenue Recognition

Sale of goods and services

The Group applies the following 5-step model for revenue recognition related to contracts with customers:

- a. Identify the contract(s) with customer
- b. Identify the performance obligation in the contract
- c. Determine the transaction price
- d. Allocate the transaction price to the performance obligation in the contract
- e. Recognise revenue when or as the entity satisfied in performance obligations.

The Group recognises sales revenue related to the transfer of promised goods or services when a performance obligation is satisfied and when control of the goods or services passes to the customer, which is when the customer receives the product upon delivery. The amount of revenue recognised reflects the consideration to which the Group is or expects to be entitled in exchange for those goods or services. If the consideration promised includes a variable amount, the Group estimates the amount of consideration to which it will be entitled and only to the extent that it is highly probable that a significant reversal of revenue will not occur.

Contracts with customers can include various combinations of products and services, which are in certain circumstances bundled and in other circumstances are capable of being distinct and accounted for as separate performance obligations. Where a contract with multiple performance obligations that is not bundled, the revenue associated with each obligation is calculated based on its stand-alone selling price.

Notes to the Financial Statements (continued)

Revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits as the entity performs;
- the customer controls the asset as the entity creates or enhances it; or
- the seller's performance does not create an asset for which the seller has an alternative use and there is a right to payment for performance to date.

Where the above criteria is not met, revenue is recognised at a point in time.

The Group recognises revenue predominantly from the following sale of software and services:

Business Group desktop products

Business Group desktop products are sold with post-sale technical support services. These can be sold as a once-off package, or on an annual subscription basis. For all Business Group desktop products contracts that contain the sale of a license, three distinct performance obligations are:

- i. Sale of a software/upgrade license; and
- ii. The provision of minor maintenance updates which may be made available over the period of the contracts; and
- iii. Post-sale technical support for a specified period of time.

Revenue is recognised for a Business Group desktop licence at the point of sale. This is because customers purchase a specific version of the software that exists at the time the licence is granted.

Revenue is recognised for the customer's entitlement to access additional maintenance updates and the provision of post-sale technical support over the time of the contract with the customer. This is due to the fact that Reckon may provide minor maintenance updates to which the customer may be entitled over the term of the contract. In relation to the post-sale technical support, the customer is deemed to simultaneously receive and consume the benefits provided by Reckon's performance of the post-sale technical support services as it is performed.

The price allocated to each performance obligation is based on the determined stand-alone selling prices of each obligation. The price allocated to the sale of the software license has been determined by using the adjusted market assessment approach. The price allocated to the post-sale technical support has been determined on management's assessment by using an expected cost plus margin approach. The relative standalone selling price has been apportioned to each performance obligation based on these methods.

The revenue stream forms part of "Subscription revenue" and "Other recurring revenue" as outlined in Note 4.

Reckon One (Business Group)

Reckon One is a cloud software as a service (sold on a monthly subscription basis) that is accessible to a customer through their web browser, and is sold with post-sale technical support services. Within these contracts, the contract promises generally are:

- i. Sale of a license;
- ii. Ongoing maintenance of the cloud platform to ensure that it is accessible; and
- iii. Post-sale technical support for a specified period of time.

As the customer is not able to benefit from the license if the cloud is not accessible, two distinct performance obligations generally are:

- i. Sale of a license and ongoing maintenance for access to the cloud; and
- ii. Post-sale technical support.

The transaction price is fixed in the contract entered into by the customer dependent on the specific modules purchased.

Revenue for the license and ongoing maintenance for the Reckon One product is recognised over the time of the contract with the customer. Reckon is providing a continuous service of making the online portal available during the contract period and the customer simultaneously receives and consumes the benefits provided by Reckon's performance as Reckon delivers the service.

Revenue for the post-sale technical support provided is also recognised over time. This is due to the fact that the customer simultaneously receives and consumes the benefits provided by the Reckon's performance of the post-sale technical support services. The services are made available to the customer throughout the term of the contract.

Although there are two distinct performance obligations, both currently maintain the same contractual billing period and are recognised over time. Accordingly, Reckon have deemed it unnecessary to allocate the transaction price allocated to each performance obligation separately.

The revenue stream forms part of "Subscription revenue" as outlined in Note 4. Subscription revenue relates to streams where customers use the services over the life of the contract.

Reckon Accounts Hosted (Business Group)

Reckon Accounts Hosted is a hosted software where software is accessible via a web browser or through a desktop icon, and allows the customer to store data on the customer's device or an external server. Reckon Accounts Hosted can be sold as on an annual or monthly subscription basis. For all Reckon Accounts Hosted contracts that contain the sale of a license, the goods and services provided are:

- i. Sale of a software license;
- ii. Post-sale technical support for a specified period of time; and
- iii. Hosting services for a specified period of time.

Each of the contract promises are considered as a distinct performance obligation because the customer can benefit from the use the software without the provision of the technical support and/or hosting services and they are distinct within the context of the contract.

Revenue is recognised for a Reckon Accounts Hosted license at the point of sale. This is because customers purchase a specific version of the software that exists at the time the license is granted.

Revenue for the hosting services and ongoing support is recognised over the time of the contract with the customer. Reckon is providing a continuous service of hosting the customer's data and providing post-sale technical support over the contract period and the customer simultaneously receives and consumes the benefits provided by Reckon's performance as Reckon performs. The services are made available to the customer throughout the term of the contract.

The price allocated to each performance obligation is determined based on the determined stand-alone selling prices of each performance obligation. The price allocated to the sale of the software license has been determined by using the adjusted market assessment approach. The price allocated to the hosting services and post-sale technical support has been determined on management's assessment by using an expected cost plus a margin approach. The relative standalone selling price has been apportioned to each performance obligation based on these methods.

This revenue stream forms part of "Subscription Revenue" as outlined in Note 4. Subscription revenue relates to streams where customers pay for the services over the life of the contract, rather than upfront at the commencement of the contract.

Notes to the Financial Statements (continued)

Membership fees (Business Group)

Membership revenue relates to fees obtained as part of the Reckon's Partner Program. Memberships are sold on an annual basis. For all Membership contracts, the goods and services provided include:

- i. The provision of software licences;
- ii. Access to a dedicated partner support team;
- iii. A partner resource kit;
- iv. Invitations to exclusive events and training;
- v. Marketing tool kits; and
- vi. Annual partner awards.

Each of the contract promises above are considered to be a distinct performance obligations because the customer can benefit from the use the software without the provision of the other contract promises listed above and they are distinct within the context of the contract.

Revenue is recognised for a software license at the point of sale. This is because customers purchase and obtain a specific version of the software that exists at the time the license is granted.

Revenue for the remaining benefits of joining the membership is recognised over time. Reckon provides a range of different services which are delivered to the customer over the life of the contract. The nature of the services are such that the customer simultaneously receives and consumes the benefits provided by Reckon's performance as Reckon performs.

The price allocated to each performance obligation is determined based on the determined stand-alone selling prices of each performance obligation. The price allocated to the software license has been determined based on the adjusted market assessment approach. The price allocated to the remaining performance obligations has been determined on management's assessment by using an expected cost plus a margin approach. The relative standalone selling price has been apportioned to each performance obligation based on these methods.

This revenue stream forms part of "Other Revenue" as outlined in Note 4.

Practice Management Accountant Group

APS is a desktop/cloud hybrid software as a service (sold on a subscription basis) that is accessible to a customer for download through their web browser. This is sold with implementation services and the promise of specific upgrades to the software modules. Without the required upgrades, the software would not be functional for the customer. Technical support is also provided over the contract period.

The following generally are the contract promises:

- i. Sale of a license;
- ii. Implementation services;
- iii. Specific upgrades for the functionality of the software;
- iv. Ongoing maintenance of the hosted platform to ensure that the software is accessible; and
- v. Post-sale technical support for a specified period of time.

A customer is not able to benefit from the software without the implementation services and the specific upgrades, as they are critical to the functioning of the software in its intended use. Knowledge of how to implement the software and pass on the upgrades is proprietary to Reckon and therefore only Reckon can perform this. Therefore, the customer is not able to use readily available resources to perform the implementation or pass on upgrades. Therefore, one distinct performance obligation has been identified for the bundle of the sale of a license, implementation services, upgrades, and maintenance.

Post-sale technical support has been identified as a separate performance obligation. This is because the customer can benefit from the use the software without the provision of the technical support and:

- i. The license and technical support do not significantly modify or customise each other.
- ii. The license and technical support are not highly interdependent or highly interrelated as one does not significantly affect the other.

Revenue for the performance obligation (being the bundled license, implementation services, upgrades and maintenance) is recognised over time. Reckon is providing a continuous service of making the software, upgrades and the online portal available during the contract period and the customer simultaneously receives and consumes the benefits provided by Reckon's performance as Reckon performs.

Accordingly, revenue is recognised for Practice Management Accountant Group post-sale technical support over the time of the contract with the customer.

As both performance obligations are recognised over the same period of time, Reckon has deemed it unnecessary to allocate the transaction price attributed to each performance obligation separately.

This revenue stream forms part of "Subscription Revenue" as outlined in Note 4. Subscription revenue relates to streams where customers pay for the services over the life of the contract, rather than upfront at the commencement of the contract.

Elite (Practice Management Accountant Group)

Elite is a desktop/cloud hybrid software license that is accessible to a customer for download through their web browser.

Revenue is recognised for this software license at the point of sale. This is because customers purchase and obtain a specific version of the software that exists at the time the license is granted.

Revenue is recognised as and when the performance obligation is transferred which is generally when the software has been delivered to the client.

Corporate Services (Practice Management Accountant Group)

Corporate Services revenue relates to the provision of services including the registration of companies, provision of template trust deeds and provision of company search information. These services are sold as once-off products on an ad-hoc basis as required by a customer and deemed to have one distinct performance obligation for the services provided.

Revenue is recognised for corporate services at the point of sale. This is because the services are provided to the customer immediately once payment is made and there is not further obligation linked to this good.

This revenue stream forms part of "Other Revenue" as outlined in Note 4.

Practice Management Legal Group

The Practice Management Legal Group sells nQueue software and some hardware to the customer. nQueue's product is a cost recovery software which allows customers to track the costs associated with printing, photocopying, and other disbursements and allocate these costs to their clients. nQueue also provides scanning and print solutions to its clients. nQueue licenses are sold with implementation and post-sale technical support services. nQueue licences are sold either as a bundle including post-technical support services, but with implementation services sold separately (subscription model) or the software, support and implementation services are all sold separately (upfront model).

Notes to the Financial Statements (continued)

For Practice Management Legal Group upfront model, three distinct performance obligations have been identified:

- i. The provision of the software license; and
- ii. The provision of implementation services; and
- iii. The provision of support services over the life of the contract.

Revenue is recognised for the license at the point of sale. This is because customers purchase a specific version of the software that exists at the time the license is granted.

Revenue is recognised for the implementation services at point at which the services have been provided. These services are sold on an ad-hoc basis as required by a customer and deemed to have one distinct performance obligation for the services provided.

The support services have been deemed to be a separately distinct performance obligation. These services are provided to customers who have existing contracts with nQueue. Customers can choose to purchase the support services on a yearly basis. As such, the customer can benefit from support services on their own. It is noted that support services are all separately identifiable within the context of the contract because support services do not significantly modify the software.

The price allocated to the provision of the software licence and implementation services, and well as the price allocated to the support services is based upon a price list and is separately identifiable.

Revenue for the software licence and implementation services is recognised as and when the performance obligation is transferred which is generally when installation is completed.

Conversely, revenue for the provision of support services is recognised over the life of the contact as the benefits from any support is simultaneously consumed by the customer as it is provided. The services are made available to the customer throughout the term of the contract.

Revenue for the performance obligation related to the subscription model (being the bundled license and support) is recognised over time. Reckon is providing a continuous service of making the software and support available so long as the customer continues to pay for the service. As the customer is not able to benefit from the software and support if Reckon does not grant continuous access, the performance obligation is transferred over the term of the contract. The customer simultaneously receives and consumes the benefits provided by Reckon's performance as Reckon performs.

This software license and implementation services revenue above forms part of "other revenue" and revenue from the sale of subscription products and the provision of support services forms part of "subscription revenue" as described in Note 4.

Cost of obtaining a customer contract

AASB 15 requires that incremental costs associated with acquiring a customer contract, such as sales commissions, are recognised as an asset and amortised over a period that corresponds with the period of benefit.

An assessment of commissions paid by the Group was performed in connection with the sale of all products. The contracts for which commissions are paid vary in length however commissions are expensed over a maximum of 12 months.

There are no other costs incurred that are considered to be incremental.

The following table summarises the revenue recognition of major sale of software and services:

Revenue stream	Performance obligation	Timing of recognition
Business Group desktop products	Sale of a software license	At the point of sale.
	Maintenance updates	Over the time of the contract with the customer.
	Post-sale technical support for a specified period of time	Over the time of the contract with the customer.
Reckon One	Sale of license and ongoing maintenance for access to the cloud	Over the time of the contract with the customer.
	Post-sale technical support for a specified period of time	Over the time of the contract with the customer.
Reckon Accounts Hosted	Sale of a software license	At the point of sale.
	Post-sale technical support for a specified period of time	Over the time of the contract with the customer.
	Hosting services for a specified period of time	Over the time of the contract with the customer.
Membership fees – sale of license	Sale of a software license	At the point of sale.
Membership fees – support	Additional membership benefits	Over the time of the contract with the customer.
Practice Management Accountant Group	Sale of a bundled license, implementation services, upgrade and maintenance.	Over the time of the contract with the customer.
	Post-sale technical support	Over the time of the contract with the customer.
Corporate Services Revenue	Provision of corporate services	At the point of sale.
Practice Management Legal Group	The provision of the software license and implementation services	At the point of sale.
	The provision of support services (upfront model) and software and support services (subscription model) over the life of the contract	Over the time of the contract with the customer.

Notes to the Financial Statements (continued)

Interest

Interest revenue relates to revenue recognised from the provision of loans to customers and is accounted for per the requirements of AASB 9 Financial Instruments. Interest revenue is recognised as interest accrues using the effective interest method, which 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.

(n) Contract liabilities (previously referred to as deferred revenue)

Contract liabilities relate to payments received from customers for performance obligations which have not yet been fulfilled. Contract liabilities arise when payment for performance obligations do not match the timing of when the performance obligations are satisfied. Contract liabilities are recognised at the inception of the contract and unwound as the performance obligation is satisfied over the life of the contract.

(o) Earnings per share

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the Company by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share adjusts the figures in the determination of basic earnings per share by taking 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 dilutive potential ordinary shares.

(p) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and bank overdrafts.

(q) Borrowings

Borrowings are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(r) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that the outflow can be reliably measured.

(s) Fair Value estimation

The fair value of financial instruments and share based payments that are not traded in an active market is determined using appropriate valuation techniques. The Group uses a variety of methods and assumptions that are based on existing market conditions. The fair value of financial instruments traded on active markets (quoted shares), are based on balance date bid prices.

The Directors consider that the nominal value less estimated credit adjustments of trade receivables and payables approximate their fair values.

(t) Government Grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should continue to develop its range of software products, are offset against development costs in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

Government assistance which does not have conditions attached specifically relating to the operating activities of the entity is recognised in accordance with the accounting policies above.

(u) Hedge Accounting

The Group enters into derivative financial instruments to manage its exposure to interest rate risk, including interest rate swaps which is designated as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of swap hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Notes to the Financial Statements (continued)

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

Note 14 sets out details of the fair values of the derivative instruments used for hedging purposes.

(v) Significant accounting judgments, estimates and assumptions

Significant accounting judgments

In applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the financial statements:

Capitalisation of development costs – the Group has adopted a policy of capitalising development costs only for products for which an assessment is made that the product is technically feasible and will generate definite economic benefits for the Group going forward. The capitalised costs are subsequently amortised over the expected useful life of the product.

Revenue recognition – The Group has made judgements in relation to the bundling of contract promises into a single distinct performance obligation by determining whether the contract promises are separately identifiable in the context of the contract. The Group has also used judgement in allocating the transaction price to revenue streams which have more than one performance obligation and where the stand-alone selling price is not directly observable. The Group has applied the expected cost plus a margin approach in estimating these prices as described in Note 1(m) above.

ECL on impairment of financial assets – An allowance for doubtful debts is recognised based on the expected credit loss (ECL) from the time the receivable is initially recognised. The ECL is based on a provision matrix that reflects the Group's historical credit loss experience, adjusted for management's knowledge of specific customers' circumstances, as well as current collection trends and business conditions.

Significant accounting estimates and assumptions

The carrying amount of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of certain assets and liabilities are:

Impairment of goodwill – the Group determines whether goodwill is impaired on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the goodwill is allocated. The assumptions used in this estimation, and the effect if these assumptions change, are disclosed in Note 12.

Share based payments – the Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. The fair value has been determined using a model that adopts Monte Carlo simulation approach, and the assumptions related to this can be found in Note 19.

Product life and amortisation – the Group amortises capitalised development costs based on a straight line basis over a period of 3-4 years commencing at the time of commercial release of the new product. This is the assessed useful life.

(w) Adoption of new Standards

New Standards that are effective for the current year

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period. During 2019, the Group has adopted AASB 16 Leases.

In the current year, the Group has applied AASB 16 Leases for the first time. AASB 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

The impact of the adoption of AASB 16 on the Group's consolidated financial statements is described below.

The date of initial application of AASB 16 for the Group is 1 January 2019. The Group has applied AASB 16 using the cumulative catch-up approach which:

- requires the Group to recognise the cumulative effect of initially applying AASB 16 as an adjustment to the opening balance of retained earnings at the date of the initial application, and
- does not permit restatement of comparatives, which continue to be presented under AASB 117 and IFRIC 4.

Impact of initial application of AASB 16 Leases

The change to the definition of a lease mainly relates to the concept of control. AASB 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for the period of time in exchange for consideration.

Former operating leases

AASB 16 changes how the Group accounts for leases previously classified as operating leases under AASB 117, which were off-balance sheet.

Applying AASB 16, for all leases (except as noted below), the Group:

- Recognises right-of-use assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of future lease payments, with the right of use assets adjusted by the amount of any prepaid or accrued lease payments in accordance with AASB 16
- Recognises depreciation of right-of-use assets and interest on lease liabilities in the consolidated statement of profit or loss
- Separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the consolidated statement of cash flows.

Lease incentives are recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under AASB 117 they resulted in the recognition of a lease incentive, amortised as a reduction of rental expenses on a straight line basis.

Under AASB 16, right-of-use assets are tested for impairment in accordance with AASB 136.

For short-term leases (lease term of 12 months or less) and leases of low value asset (such as personal computers and office furniture), the Group has opted to recognise a lease expense on a straight-line basis as permitted by AASB 16. This expense is presented within premises expenses or other expenses in the consolidated statement of profit or loss.

Notes to the Financial Statements (continued)

The Group has used the following practical expedients when applying the cumulative catch-up approach to leases previously classified as operating leases applying AASB 117:

- The Group has applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- The Group has elected not to recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the date of initial application.
- The Group has used hindsight when determining the lease term when the contract contains options to extend or terminate the lease.

The Group has applied AASB 16 using the cumulative catch-up approach and therefore comparative information has not been restated and is presented under AASB 117. The details of accounting policies under both AASB 117 and AASB 16 are presented separately below.

Policies applicable from 1 January 2019

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the Group's incremental borrowing rate. This rate has been determined by considering the nature of the leased assets, the Group's credit rating and the borrowing rate of funds in similar economic environments.

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

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

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

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

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

The Group did not make any such adjustments during the periods presented.

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

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

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

The Group applies AASB 136 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, plant and equipment' policy.

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

Policies applicable prior to 1 January 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Financial impact of the initial application of AASB 16

The weighted average lessee's incremental borrowing rate applied to lease liabilities recognised in the statement of financial position at the date of initial application is 3.75%.

	\$'000
Operating lease commitments disclosed at 31 December 2018	12,265
Short-term leases and low value items	(1,349)
Borrowing rate discount	(1,250)
Lease liabilities recognised in the statement of financial position at 1 Jan 2019	9,666

The impact of applying AASB 16 in the current period is summarised as follows:

	\$'000
Decrease in rent	(1,325)
Increase in interest expense	226
Increase in depreciation expense	1,191
Decrease in tax expense	(28)
Total impact booked to opening retained earnings	(78)

Notes to the Financial Statements (continued)

(x) Working capital deficiency

The consolidated statement of financial position indicates an excess of current liabilities over current assets of \$2,040 thousand (2018: \$1,128 thousand surplus). This arises predominantly due to the adoption of AASB 16, whereby the right of use assets are treated as non-current assets, whereas a portion of the lease liabilities are treated as current liabilities. Net cash inflows from operating activities for the year were \$10,306 thousand (2018: \$10,880 thousand). Unused bank facilities at balance date was \$20,336 thousand. Also, included in current liabilities are contract liabilities of \$6,012 thousand (2018: \$6,223 thousand), settlement of which will involve substantially lower cash flows.

Given the above, the Directors believe that preparation of the financial report on a going concern basis is appropriate.

(y) New accounting standards not yet effective

At the date of authorisation of the financial report, a number of Standards and Interpretations that are relevant to the group were in issue but not yet effective.

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 17 Insurance Contracts	1 January 2021	31 December 2021
AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [AASB 10 & AASB 128], AASB 2015-10 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and AASB 2017-5 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections	1 January 2022 (Editorial corrections in AASB 2017-5 applied from 1 January 2018)	31 December 2022
AASB 2018-6 Amendments to Australian Accounting Standards - Definition of a Business	1 January 2020	31 December 2020
AASB 2018-7 Amendments to Australian Accounting Standards – Definition of Material	1 January 2020	31 December 2020
AASB 2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework	1 January 2020	31 December 2020
AASB 2019-3 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform	1 January 2020	31 December 2020
AASB 2019-5 Amendments to Australian Accounting Standards – Disclosure of the Effect of New IFRS Standards Not Yet Issued in Australia	1 January 2020	31 December 2020

2 Segment Information

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

(a) Business segment information

The consolidated entity is organised into three operating divisions:

- Business Group
- Practice Management Group, Accountants
- Practice Management Group, Legal

These divisions are the basis upon which the consolidated entity reports its financial information to the chief operating decision maker, being the Board of directors.

The principal activities of these divisions are as follows:

- Business Group - development, distribution and support of business accounting and personal financial software, as well as related products and services. Products sold in this division include Reckon Accounts and Reckon One.
- Practice Management Group, Accountants - development, distribution and support of practice management, tax, client accounting and related software under the APS brand as well as the ReckonDocs and Reckon Elite products.
- Practice Management Group, Legal - development, distribution and support of cost recovery, cost management, scan and related software under the nQueueBillback brand predominantly to the legal market.

Segment revenues and results	2019 \$'000	2018 \$'000
Operating revenue		
Business Group	36,185	35,181
Practice Management Group, Accountant	27,438	29,433
Practice Management Group, Legal	11,746	10,813
Total revenue	75,369	75,427

Notes to the Financial Statements (continued)

2 Segment Information (continued)

	2019 \$'000	2019 \$'000	2019 \$'000	2018 \$'000	2018 \$'000	2018 \$'000
Segment results	EBITDA	D&A	EBIT	EBITDA	D&A	EBIT
Business Group	17,430	(8,887)	8,543	16,975	(9,018)	7,957
Practice Management Group, Accountant	14,194	(6,621)	7,573	15,353	(5,809)	9,544
Practice Management Group, Legal	2,207	(3,426)	(1,219)	1,645	(3,203)	(1,558)
Central administration costs	(3,215)	-	(3,215)	(3,402)	-	(3,402)
	30,616	(18,934)	11,682	30,571	(18,030)	12,541
Transaction costs			-			(1,418)
Finance costs			(1,602)			(1,532)
Profit before income tax			10,080			9,591
Income tax expense			(1,955)			(1,885)
Profit for the year			8,125			7,706

The revenue reported above represents revenue generated from external customers. Segment profit represents the profit earned by each segment without allocation of central administration costs, new market expenditure, finance costs and income tax expense, all of which are allocated to Corporate head office. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessing performance.

EBITDA means earnings before interest, depreciation and amortisation; D&A means depreciation and amortisation; and EBIT means net profit before tax and interest.

No single customer contributed 10% or more of Group revenue for either 2019 or 2018.

2 Segment Information (continued)

Segment assets and liabilities	Assets		Liabilities		Additions to non-current assets	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Business Group	19,994	18,254	11,798	9,127	6,753	7,927
Practice Management Group, Legal	15,706	15,838	5,969	5,197	2,983	2,427
Practice Management Group, Accountants	46,788	43,296	4,591	1,937	7,950	7,319
Corporate Division	2,932	4,525	41,992	50,053	-	-
	85,420	81,913	64,350	66,314	17,686	17,673

(b) Geographical information

	Revenue from external customers		Non-current assets	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Australia	56,684	58,329	60,132	54,953
United States of America	9,387	8,414	6,873	6,358
Other countries (i)	9,298	8,684	5,770	4,898
	75,369	75,427	72,775	66,209

(i) No other country outside of Australia and the United States of America are considered to generate revenues which are material to the group.

Notes to the Financial Statements (continued)

3 Profit for the Year

	Consolidated	
	2019	2018
	\$'000	\$'000
Profit before income tax includes the following items of revenue and expense:		
Revenue		
Sales revenue		
Subscription revenue	60,990	59,449
Other recurring revenue	2,616	3,286
Loans revenue	851	925
Other revenue	10,912	11,767
Sale of goods and rendering of services	75,369	75,427
Expenses		
Product costs	9,340	9,231
Bad debt expense:		
Other Entities	130	1,001
Depreciation of non-current assets:		
Property, plant and equipment	980	741
Amortisation of non-current assets:		
Leasehold improvements	377	302
Right of use assets*	1,191	-
Intellectual property	25	459
Development costs	16,361	16,528
Total depreciation and amortisation	18,934	18,030
Foreign exchange losses/(gains)	26	(64)
Employee benefits expense:		
Post employment benefits – defined contribution plans	2,441	2,020
Termination benefits	97	319
Share based payments:		
Equity-settled share-based payments	252	186
Cash-settled share-based payments	-	-
	252	186
Finance costs:		
Loans/overdrafts	1,306	1,532
Leases*	226	-
Other	70	-
	1,602	1,532
Operating lease rental expenses:		
Minimum lease payments	466	2,287

* The lines indicated are in respect of the application of AASB 16 in the current year only.

4 Revenue

Primary segments	Product Description	Revenue recognition	Business Group \$'000	Practice Management Accountant Group \$'000	Practice Management Legal Group \$'000	Consolidated Group \$'000
2019						
Subscription revenue	Bundled license, support, hosting and implementation	Over time	-	22,356	-	22,356
	License, support and hosting	Over time	7,887	-	9,004	16,891
	License	Point in time	21,743	-	-	21,743
Other recurring revenue	Support	Over time	123	-	-	123
	License	Point in time	2,493	-	-	2,493
Loan income	Interest and commission	Over time	851	-	-	851
Other revenue	Membership support	Over time	446	-	-	446
	Membership fees - license	Point in time	2,316	-	-	2,316
	Corporate services	Point in time	-	4,644	-	4,644
	License and implementation	Point in time	-	438	2,742	3,180
	Other	Point in time	326	-	-	326
Total revenue			36,185	27,438	11,746	75,369
2018						
Subscription revenue	Bundled license, support, hosting and implementation	Over time	-	23,295	-	23,295
	License, support and hosting	Over time	6,449	-	8,432	14,881
	License	Point in time	21,273	-	-	21,273
Other recurring revenue	Support	Over time	372	-	-	372
	License	Point in time	2,914	-	-	2,914
Loan income	Interest	Over time	925	-	-	925
Other revenue	Membership support	Over time	453	-	-	453
	Membership fees - license	Point in time	2,488	-	-	2,488
	Corporate services	Point in time	-	5,646	-	5,646
	License and implementation	Point in time	-	492	2,381	2,873
	Other	Point in time	307	-	-	307
Total revenue			35,181	29,433	10,813	75,427

Notes to the Financial Statements (continued)

5 Income Tax

	Consolidated	
	2019 \$'000	2018 \$'000
(a) Income tax expense recognised in profit and loss		
Current tax	2,034	3,213
Deferred tax	3	(803)
Under /(over) provided in prior years	(82)	(525)
	<u>1,955</u>	<u>1,885</u>
(b) The prima facie income tax expense on pre-tax accounting profit reconciles to the income tax expense in the financial statements as follows:		
Profit before income tax	10,080	9,591
Income tax expense calculated at 30% of profit	3,024	2,877
Tax Effect of:		
Effect of lower tax rates on overseas income	34	(100)
Tax losses not brought to account	-	464
Utilisation of prior period tax losses not previously brought to account	(197)	-
Tax effect of non-deductible/non-taxable items:		
Research and development claims	(720)	(626)
Sundry items	(104)	(205)
	<u>2,037</u>	<u>2,410</u>
Under/(over) provision in prior years	(82)	(525)
Income tax expense attributable to profit	<u>1,955</u>	<u>1,885</u>

The tax rate used for the 2019 and 2018 reconciliations above is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law.

(c) Future income tax benefits not brought to account as an asset:

Tax losses:

Revenue	165	477
Capital	3,237	3,229
	<u>3,402</u>	<u>3,706</u>

6 Remuneration of Auditors

	Consolidated	
	2019 \$	2018 \$
(a) Deloitte Touche Tohmatsu		
During the year, the auditors of the parent entity earned the following remuneration:		
Auditing and reviewing of financial reports	243,149	257,125
Tax compliance and other consulting services	62,150	234,219
	<u>305,299</u>	<u>491,344</u>
(b) Other Auditors		
Auditing and reviewing of financial reports	76,677	68,099
Tax compliance and other consulting services	22,927	188,949
	<u>99,604</u>	<u>257,048</u>

Notes to the Financial Statements (continued)

7 Trade and Other Receivables

	Consolidated	
	2019 \$'000	2018 \$'000
Current:		
Trade receivables (i)	6,821	7,096
Expected Credit Loss (ECL)	(683)	(469)
	6,138	6,627
Other receivables	466	476
	6,604	7,103

Non-current:		
Trade receivables	106	258
Other receivables	20	30
	126	288

(i) The ageing of past due receivables at year end is detailed as follows:

Past due 0 – 30 days	1,013	1,074
Past due 31 – 60 days	350	337
Past due 61+ days	2,109	1,944
Total	3,472	3,355

The movement in the ECL in respect of trade receivables is detailed below:

Balance at beginning of the year	469	340
Amounts written off during the year	(130)	(1,001)
Increase/(reduction) in ECL recognised in the profit and loss	344	1,130
Balance at end of year	683	469

7 Trade and Other Receivables (continued)

To determine the expected credit loss of trade receivables, a provision matrix is determined based on historic credit loss rates for each group of customers, adjusted for any material expected changes to the customers' future credit risk. On that basis, the credit loss allowance as at 31 December 2019 was determined as follows:

2019

Provision matrix	Business Group	Legal Practice Management Group	Accountant Practice Management Group
Past due 0 days	0.14%	0.76%	0.01%
Past due 1 to 30 days	0.49%	2.83%	0.03%
Past due 30 to 60 days	1.51%	4.03%	0.03%
Past due over 60 days	2.56%	5.69%	1.16%

Receivables	Business Group \$'000	Legal Practice Management Group \$'000	Accountant Practice Management Group \$'000	Group \$'000
Current	360	1,842	1,147	3,349
Past due 1 to 30 days	58	470	485	1,013
Past due 30 to 60 days	37	157	156	350
Past due over 60 days	62	1,614	433	2,109
Total receivables	517	4,083	2,221	6,821
Allowance based on historic credit losses	3	125	6	134
Adjustment for expected changes in credit risk ¹	9	375	165	549
Credit loss allowance	12	500	171	683
Net carrying amount	505	3,583	2,050	6,138

¹ Adjustment to reflect the expected change in the probability of default relating to customers that are over 60 days past due.

Notes to the Financial Statements (continued)

7 Trade and Other Receivables (continued)

2018

Provision matrix	Business Group	Legal Practice Management Group	Accountant Practice Management Group
Past due 0 days	0.00%	1.43%	0.15%
Past due 1 to 30 days	0.05%	2.04%	0.48%
Past due 30 to 60 days	0.08%	2.65%	1.42%
Past due over 60 days	0.11%	3.40%	2.45%

Receivables	Business Group \$'000	Legal Practice Management Group \$'000	Accountant Practice Management Group \$'000	Group \$'000
Current	382	1,954	1,405	3,741
Past due 1 to 30 days	45	628	401	1,074
Past due 30 to 60 days	13	122	202	337
Past due over 60 days	62	1,564	318	1,944
Total receivables	502	4,268	2,326	7,096
Allowance based on historic credit losses	3	97	15	115
Adjustment for expected changes in credit risk ¹	13	172	169	354
Credit loss allowance	16	269	184	469
Net carrying amount	486	3,999	2,142	6,627

¹ Adjustment to reflect the expected change in the probability of default relating to customers that are over 60 days past due.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there are no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

8 Other Assets

	Consolidated	
	2019 \$'000	2018 \$'000
Current:		
Prepayments	1,754	1,565
Other	28	28
	<u>1,782</u>	<u>1,593</u>
Non current:		
Prepayments	26	-
Other	233	52
	<u>259</u>	<u>52</u>

Notes to the Financial Statements (continued)

9 Property, Plant and Equipment

	Consolidated	
	2019 \$'000	2018 \$'000
Leasehold Improvements		
At cost	3,817	5,082
Less: Accumulated amortisation	(2,898)	(2,909)
Total leasehold improvements	919	2,173

Plant and equipment		
At cost	11,253	11,148
Less: Accumulated depreciation	(9,819)	(9,230)
Total plant and equipment	1,434	1,918
	2,353	4,091

	Leasehold Improvements \$'000	Plant and Equipment \$'000	Total \$'000
Consolidated			
Carrying amount at 1 January 2019	2,173	1,918	4,091
Additions	240	289	529
Effect of foreign currency exchange differences	1	14	15
Capitalised lease incentive reallocated	(1,118)	-	(1,118)
Depreciation/amortisation expense	(377)	(787)	(1,164)
Balance at 31 December 2019	919	1,434	2,353

Consolidated			
Carrying amount at 1 January 2018	332	1,162	1,494
Additions	598	348	946
Effect of foreign currency exchange differences	26	153	179
Transferred from inventory	-	1,038	1,038
Capitalised lease incentive	1,519	-	1,519
Depreciation/amortisation expense	(302)	(783)	(1,085)
Balance at 31 December 2018	2,173	1,918	4,091

10 Right of Use Assets/Lease liabilities

	Consolidated	
	2019 \$'000	2018 \$'000
Right of use assets		
At cost	11,286	-
Less: Accumulated amortisation	(3,525)	-
	7,761	-
Lease liabilities		
Current	1,709	-
Non-current	6,603	-
	8,312	-
Lease liabilities maturity profile		
Year 1	1,709	-
Year 2	1,798	-
Year 3	1,616	-
Year 4	1,463	-
Year 5	1,474	-
Year 6	252	-
	8,312	-
Consolidated Right of Use Assets		
Carrying amount at 1 January 2019	-	-
Adoption of AASB 16	9,339	-
Additions	225	-
Effect of foreign currency exchange differences	15	-
Depreciation/amortisation expense	(1,818)	-
Balance at 31 December 2019	7,761	-

Leases relate to office premises with lease terms of between 1 to 7 years.

Notes to the Financial Statements (continued)

11 Deferred Tax Assets

	Consolidated	
	2019 \$'000	2018 \$'000

The balance comprises temporary differences attributable to:

Doubtful debts	6	15
Employee benefits	27	34
Other provisions	61	54
	<u>94</u>	<u>103</u>

Details of unrecognised deferred tax assets can be found in Note 5(c)

Reconciliation:

Opening balance at 1 January	103	410
(Charged) / credited to profit or loss	(9)	(307)
Balance at 31 December	<u>94</u>	<u>103</u>

12 Intangibles

Intellectual property – at cost (i)	14,962	14,962
Accumulated amortisation	(14,898)	(14,873)
	<u>64</u>	<u>89</u>

Development costs – at cost	154,382	137,224
Accumulated amortisation	(121,635)	(105,273)
	<u>32,747</u>	<u>31,951</u>

Goodwill – at cost	29,347	29,318
	<u>62,158</u>	<u>61,358</u>

(i) The intellectual property carrying amount comprises of customer contracts.

12 Intangibles (continued)

	Consolidated	
	2019 \$'000	2018 \$'000

Impairment test for goodwill

Goodwill is allocated to the Group's cash generating units (CGUs) identified based on how the businesses are managed and reported on and taking into account the use of shared resources, as follows

Business Group	730	730
Accountants Group	25,765	25,765
Legal Group	2,852	2,823
	<u>29,347</u>	<u>29,318</u>

The recoverable amount of a CGU is determined based on value-in-use calculations or fair value. Management has based the value in use calculations on the most recently completed board approved budget for the forthcoming one year (2020) period. Subsequent cash flows are projected using constant long term average growth rates of 2.5% per annum. An average post-tax discount rate of 10.7% (2018: 9.4%) (pre-tax rate: 15.3%) reflecting assessed risks associated with CGU's has been applied to determine the present value of future cash flow projections for all CGU's. No impairment write-offs have been recognised during the year (2018: nil). Sensitivity analysis performed indicates that if a change in profit and associated development costs reflected in the models were to decrease by up to 15% for the respective CGU's, there would be no impairment.

Consolidated movements in intangibles	Goodwill \$'000	Intellectual Property \$'000	Development Costs \$'000	Total \$'000
At 1 January 2019	29,318	89	31,951	61,358
Additions	-	-	17,157	17,157
Effect of foreign currency exchange differences	29	-	-	29
Amortisation charge	-	(25)	(16,361)	(16,386)
At 31 December 2019	<u>29,347</u>	<u>64</u>	<u>32,747</u>	<u>62,158</u>
At 1 January 2018	28,333	448	34,158	62,939
Additions	730	100	14,321	15,151
Effect of foreign currency exchange differences	255	-	-	255
Amortisation charge	-	(459)	(16,528)	(16,987)
At 31 December 2018	<u>29,318</u>	<u>89</u>	<u>31,951</u>	<u>61,358</u>

Notes to the Financial Statements (continued)

13 Borrowings

	Consolidated	
	2019 \$'000	2018 \$'000
Current:		
Bank overdraft (i)	-	434
Non-current		
Bank borrowings (i)	37,539	44,562

(i) The consolidated entity has decreased its bank facilities to \$60 million during the year. The facility comprises variable rate bank overdraft facilities, loan facilities, and bank guarantee and transactional facilities. The facilities expire in August 2022. The facility is secured over the Australian, New Zealand and United Kingdom net assets. Reckon has partially hedged the bank borrowings – refer note 14.

2019			
	Bank overdraft \$'000	Loan facility \$'000	Bank guarantee & transaction facility \$'000

The available, used and unused components of the facility at year end is as follows:

Available	2,000	55,000	3,000
Used	-	37,539	2,125
Unused	2,000	17,461	875

The remaining contractual maturity for the facility (including both interest and principal) is as follows:

2-5 years	-	37,539	2,125
Weighted average interest rate	4.34%	3.43%	-

14 Other financial assets/(liabilities)

	Consolidated	
	2019 \$'000	2018 \$'000
Current:		
Loans receivable (ii)	1,195	2,470
Non-current:		
Other investments	-	253
Derivative that is designated and effective as a hedging instrument carried at fair value (i)	24	64
	24	317

(i) This balance represents an interest rate swap. To reduce the fair value risk of changing interest rates, the Group has entered into a pay-floating receive-fixed interest rate swap. The swap's notional principal is \$17 million and represents 45% of the bank borrowings outstanding at 31 December 2019. The swap reduces to \$15 million in August 2020 and to \$13 million in August 2021 and then matures in August 2022. The fixed interest rate is 3.48%, and interest rate swaps are settled monthly or quarterly. Within the context of AASB 7, this is classified as a level 2 fair value measurement being derived from inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly.

(ii) The loan receivable is net of an Expected Credit Loss allowance of \$138 thousand (2018: \$158 thousand).

15 Provisions

	Consolidated	
	2019 \$'000	2018 \$'000
Current:		
Employee benefits – annual leave	1,169	1,241
Employee benefits – long service leave	1,556	1,416
	2,725	2,657
Non-current:		
Employee benefits – long service leave	193	237
Employee benefits – long term incentive	-	736
	193	973

Notes to the Financial Statements (continued)

16 Deferred Tax Liabilities

	Consolidated	
	2019 \$'000	2018 \$'000
The temporary differences are attributable to:		
Doubtful debts	(94)	(95)
Employee benefits	(975)	(1,200)
Sales returns and volume rebates	(9)	(9)
Deferred revenue	(529)	(528)
Difference between book and tax value of non-current assets	8,637	8,976
Other provisions	(2,750)	(2,858)
	<u>4,280</u>	<u>4,286</u>

Details of unrecognised deferred tax assets can be found in Note 5(c)

Reconciliation:

Opening balance at 1 January	4,286	5,396
Charged (credited) to profit or loss	(6)	(1,110)
Balance at 31 December	<u>4,280</u>	<u>4,286</u>

17 Contract liabilities

	Consolidated	
	2019 \$'000	2018 \$'000
The unsatisfied performance obligations are as set out below:		
Subscription revenue	5,805	5,855
Other recurring revenue	36	184
Other revenue	171	184
	<u>6,012</u>	<u>6,223</u>

Management expects that 100% of the transaction price allocated to the unsatisfied contracts as of the year ended 31 December 2019, will be recognised as revenue during the year ended 31 December 2020.

18 Parent Entity Disclosures

	Parent	
	2019 \$'000	2018 \$'000
Financial position		
Assets		
Current assets	5,933	7,082
Non-current assets	74,067	68,749
	<u>80,000</u>	<u>75,831</u>
Liabilities		
Current liabilities	8,758	8,993
Non-current liabilities	39,789	41,284
	<u>48,547</u>	<u>50,277</u>
Equity		
Share capital	20,524	19,712
Share buyback reserve	(42,018)	(42,018)
Swap hedging reserve	24	64
Share based payments reserve	545	169
Acquisition of non-controlling interest reserve	(1,657)	(1,657)
Foreign currency translation reserve	(438)	(438)
Retained earnings	54,473	49,722
	<u>31,453</u>	<u>25,554</u>
Financial performance		
Total comprehensive income	<u>8,005</u>	<u>7,614</u>
Capital commitments for the acquisition of property, plant and equipment		
Not longer than 1 year	<u>-</u>	<u>-</u>
Other		

Reckon Limited assets have been used as security for the bank facilities set out in note 13.

The parent entity has no contingent liabilities.

Notes to the Financial Statements (continued)

19 Employee Benefits

Long-term incentive plan

The long-term incentive plan presently comprises two possible methods of participation: the grant of equity under a performance share plan; or cash payments under a share appreciation plan. The board has discretion to make offers to applicable employees to participate in these plans. Performance shares offered (all in respect of the company's ordinary shares) and/or share appreciation rights do not vest before three years after their grant date and are conditional on the participant remaining employed at vesting date, subject to board discretion. Vesting is also conditional upon the company achieving defined performance criteria.

From 2011 onwards performance shares were also be offered with longer term vesting periods. The single vesting condition is that participants must remain employed for the term required. To achieve 100% vesting employees must remain in employment for an effective 10 years from the date of the initial offer. Participation in this programme is no longer offered.

The share appreciation rights plan represents an alternative remuneration element (to offering performance shares) under which the board can invite relevant employees to apply for a right to receive a cash payment from the company equal to the amount (if any) by which the market price of the company's shares at the date of exercise of the right exceeds the market price of the company's shares at the date of grant of the right. The right may only be exercised if the share price at the end of the performance period is greater than at the beginning of the performance period. The performance criteria for the rights to vest are fixed by the board in the exercise of its discretion. At present these are the same as the TSR target set for performance shares to vest and the same sliding scale applies.

There are two performance criteria that must be met. The first is achievement of budgeted earnings per share growth (EPS) over the performance period. The second is a comparison of the company's total shareholder return over the performance period measured against the change in the S&P/ASX 300 Accumulation Index (iTSR) over the performance period. The criteria carry equal weighting. Vesting against both criteria occurs on a sliding scale. In the case of EPS 75% of entitlements vest if the target EPS is achieved and 100% of entitlement will vest on achievement of 110% of target EPS, on a sliding scale capped at 100% of entitlement. In the case of iTSR 75% of entitlements vest if the target iTSR is achieved, 100% of entitlements will vest on achievement of 100% of target iTSR, and a prorata vesting occurs between 100% and 110% of target iTSR capped at 110%.

In addition to the normal annual grant, a once-off grant of 1,000,000 senior executive rights were made to CEO Sam Allert in 2019 where the performance criteria is the achievement of a share price of \$1 at 31 December 2022. The share price target is the VWAP of the Reckon Share Price at close on 31 December 2022, or last trading day for that year, and is subject to a sliding scale, whereby 90% of the share price target shall equate to 90% vesting; 110% of the share price target shall equate to 110% vesting, capped at 110%. Below 90% of share price target shall equate to 0% vesting.

No options were issued during the year (2018: Nil).

1,860,000 (2018: nil) senior executive rights (including once-off grant to CEO), nil (2018: nil) appreciation rights and nil (2018: nil) performance shares, were issued during the year. The fair value of senior executive rights issued in January 2019 was \$0.52, and the fair value of the rights issued in September 2019 was \$0.40, using a model that adopts the Monte Carlo simulation approach. The assumptions used in this model for the tranches issued in 2019 are: grant date share price of \$0.67 and \$0.67; expected volatility of 30.7% and 36.3%; dividend yield of 4.5% and 4.5%; and a risk free rate of 1.8% and 0.67% respectively. The expense recognised in 2019 for the rights/performance shares was \$29 thousand (2018: \$186 thousand).

19 Employee Benefits (continued)

Set out below are summaries of performance shares and appreciation rights granted under the long-term incentive plan:

Performance Shares								
Grant Date	Vesting Date	Shares Granted	Shares lapsed during the year		Shares vested during the year		Shares available at the end of the year	
			2019	2018	2019	2018	2019	2018
Jan'15	Dec'17	121,239	-	95,554	-	-	-	-
Jan'11	Dec'17	112,500	-	25,000	-	44,250	-	-
Jan'12	Dec'18	127,500	-	25,000	-	56,625	-	-
Jan'13	Dec'19	296,250	11,000	50,000	121,500	-	-	132,500
Jan'14	Dec'20	101,250	-	5,000	-	-	33,875	33,875
Jan'15	Dec'21	37,500	-	-	-	-	8,250	8,250

Nil shares have been acquired for future grants

Appreciation Rights								
Grant Date	Expiry Date	Rights Granted	Rights lapsed during the year		Rights vested during the year		Rights available at the end of the year	
			2019	2018	2019	2018	2019	2018
Jan'15	Dec'17	747,036	-	747,036	-	-	-	-

Senior Executive Rights								
Grant Date	Expiry Date	Rights Granted	Rights lapsed during the year		Rights vested during the year		Rights available at the end of the year	
			2019	2018	2019	2018	2019	2018
Jan'16	Dec'18	1,087,500	135,632	443,750	222,868	-	-	358,500
Jan'17	Dec'19	1,135,000	290,461	443,750	106,539	-	-	397,000
Jan'19	Dec'21	860,000	12,500	-	-	-	847,500	-
Sep'19	Dec'22	1,000,000	-	-	-	-	1,000,000	-

Notes to the Financial Statements (continued)

19 Employee Benefits (continued)

Short-term incentive plan

Each annual budget fixes a pool of cash representing a total potential amount in which the relevant employees can share if short term performance conditions are met.

The performance period for the short term incentive plan is one year. However, approximately one third of the payment will only be made if the employee remains in employment for a further one year period after the performance period.

The performance conditions are budgeted targets set for revenue, EBITDA and earnings per share. Actual performance is measured on a sliding scale from 90% to 110% against the budgeted performance of the group to determine the extent to which incentives are paid. The incentive is paid on a sliding scale. Below 90% no incentive is paid. Between 90% and 110% a pro rata increase is paid, capped at 110%. There is an overlap of earnings per share as a performance condition for the long term incentive and the short term incentive.

20 Issued Capital

	2019		2018	
	No.	\$'000	No.	\$'000
Fully Paid Ordinary Share Capital				
Balance at beginning of financial year	113,294,832	20,524	113,294,832	20,524
Dividend re-investment plan	-	-	-	-
Balance at end of financial year	113,294,832	20,524	113,294,832	20,524
Less Treasury shares				
Balance at beginning of financial year	358,744	812	458,907	1,065
Shares purchased in current period	-	-	711	1
Lapsed shares utilised	(237,244)	(493)	-	-
Shares vested	(121,500)	(319)	(100,874)	(254)
Balance at end of financial year	-	-	358,744	812
Balance at end of financial year net of treasury shares	113,294,832	20,524	112,936,088	19,712

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Changes to the then Corporations Law abolished the authorised capital and par value concepts in relation to share capital from 1 July 1998. Therefore the company does not have a limited amount of authorised capital and issued shares do not have a par value.

During the year nil shares were bought back.

No options were exercised during the year.

The Group implemented a dividend re-investment plan in 2016.

Notes to the Financial Statements (continued)

21 Reserves

Nature and purpose of reserves

(a) Foreign currency translation reserve

Exchange differences arising on translation of the financial reports of foreign subsidiaries are taken to the foreign currency translation reserve, as described in note 1(f).

(b) Swap hedging reserve

The swap hedging reserve represents the cumulative gains or losses arising on changes in the fair value of hedging instruments entered into. These gains or losses will be reclassified to profit or loss only when the hedged transaction affects profit or loss.

(c) Share buyback reserve

The value of shares bought back are allocated to this reserve.

(d) Share-based payments reserve

The share-based payments reserve is for the fair value of options granted and recognised to date but not yet exercised, and treasury shares purchased and recognised to date which have not yet vested.

(e) Acquisition of non-controlling interest reserve

The acquisition of non-controlling interest reserve represents an equity account to record transactions between equity holders.

22 Earnings per Share

	Consolidated	
	2019 cents	2018 cents
Basic earnings per share – continuing operations	7.2	6.8
Diluted earnings per share – continuing operations	7.1	6.8
Weighted average number of ordinary shares used in the calculation of basic earnings per share	113,294,832	112,936,088
Weighted average number of ordinary shares and potential ordinary shares (in relation to employee performance shares) used in the calculation of diluted earnings per share	115,511,832	114,050,332

Earnings used in the calculation of earnings per share is \$8,125 thousand (2018: \$7,706 thousand).

23 Contingent Liabilities

There are no material contingent liabilities as at 31 December 2019 (2018: Nil).

24 Commitments for Expenditure

(a) Capital Expenditure Commitments

The consolidated entity has capital expenditure commitments of \$nil as at 31 December 2019 (2018: \$nil).

	Consolidated	
	2019 \$'000	2018 \$'000
(b) Other Commitments including Lease Commitments		
Within 1 year	436	2,274
Later than 1 year and not longer than 5 years	1,400	8,044
Later than 5 years	41	1,947
	<u>1,877</u>	<u>12,265</u>

Notes to the Financial Statements (continued)

25 Subsidiaries

Name of Entity	Country of Incorporation	Ownership Interest	
		2019 %	2018 %
Parent Entity			
Reckon Limited	Australia		
Subsidiaries			
Reckon Australia Pty Limited	Australia	100	100
Reckon Limited Performance Share Plan Trust	Australia	100	100
Reckon New Zealand Pty Limited	New Zealand	100	100
Reckon Accountants Group Pty Limited	Australia	100	100
Reckon Accountants Group Limited	New Zealand	100	100
Reckon One Limited	United Kingdom	100	100
Reckon Docs Pty Limited	Australia	100	100
nQueue Pty Limited	Australia	100	100
nQueue Billback Limited	United Kingdom	100	100
Billback LLC	United States of America	100	100
nQueue Billback LLC	United States of America	100	100
Reckon Accounts Pte Limited	Singapore	100	100

All shares held are ordinary shares.

26 Notes to the Statement of Cash Flows

	Consolidated	
	2019 \$'000	2018 \$'000

(a) Reconciliation of Cash

For the purposes of the statement of cash flows, cash includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

Cash (i)	1,124	2,579
Bank overdraft	-	(434)
	1,124	2,145

(i) Cash balance is predominantly in the form of short-term money market deposits, which can be accessed at call.

(b) Reconciliation of Profit After Income Tax To Net Cash Flows From Operating Activities

Profit after income tax	8,125	7,706
Depreciation and amortisation of non-current assets	18,934	18,030
Payment for capitalised development costs	(16,286)	(14,689)
Proceeds from New Zealand government development grant	-	410
Non-cash interest	296	-
Non-cash employee benefits expense – share based payment	252	27
Increase/(decrease) in current tax liability/asset	(787)	(196)
Increase/(decrease) in deferred tax balances	37	(252)
Unrealised foreign currency translation amount	(6)	(948)
(Increase)/decrease in assets net of acquisitions:		
Current receivables	499	2,907
Current inventories	(4)	(162)
Other current assets	(189)	(295)
Non-current receivables	162	(248)
Non-current other	(207)	81
Increase/(decrease) in liabilities net of acquisitions:		
Current trade payables	(142)	(1,074)
Other current liabilities	(143)	(120)
Other non-current liabilities	(235)	(297)
Net cash inflow from operating activities	10,306	10,880

Notes to the Financial Statements (continued)

26 Notes to the Statement of Cash Flows (continued)

(c) Assets and liabilities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Note	Cash		Non-cash		
		Balance at 1 Jan 2019 \$'000	Financing cash flows (i) \$'000	De-merger of subsidiary \$'000	Fair value adjustment \$'000	Balance at 31 Dec 2019 \$'000
Borrowings	13	44,562	(7,023)	-	-	37,539
Interest rate swap fair value hedge or economically hedging financing liabilities	14	(64)	-	-	40	(24)
Total liabilities from financing activities		44,498	(7,023)	-	40	37,515

(i) The cash flows from bank loans, and other borrowings make up the net amount of proceeds from borrowings and repayments of borrowings in the statement of cash flows.

	Note	Cash		Non-cash		
		Balance at 1 Jan 2018 \$'000	Financing cash flows (i) \$'000	De-merger of subsidiary \$'000	Fair value adjustment \$'000	Balance at 31 Dec 2018 \$'000
Borrowings	13	50,606	(6,044)	-	-	44,562
Interest rate swap fair value hedge or economically hedging financing liabilities	14	(136)	-	-	72	(64)
Total liabilities from financing activities		50,470	(6,044)	-	72	44,498

(i) The cash flows from bank loans, and other borrowings make up the net amount of proceeds from borrowings and repayments of borrowings in the statement of cash flows.

27 Dividends – Ordinary Shares

	Consolidated	
	2019 \$'000	2018 \$'000
No final dividend for the year ended 31 December 2018 was paid (2017: nil) per share.	-	-
A fully franked interim dividend for the year ended 31 December 2019 of 3 cents (2018: 3 cents) per share was paid on 18 September 2019.	3,394	3,386
	3,394	3,386
Franking credits available for subsequent financial years based on a tax rate of 30% (2018: 30%)	4,181	535

28 Financial Instruments

(a) Financial Risk Management Objectives

(a) Financial Risk Management Objectives

The Board of Directors has overall responsibility for the establishment and oversight of the company and group's financial management framework.

The Board of Directors oversees how Management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks. The main risk arising from the company and group's financial instruments are currency risk, credit risk, liquidity risk and cash flow interest rate risk.

(b) Interest Rate Risk

The group is exposed to interest rate risk on the cash held in bank deposits and on bank borrowings. Cash deposits of \$1,124 thousand were held by the consolidated entity at the reporting date, attracting an average interest rate of 0.38% (2018: 0.78%). Interest bearing borrowings by the consolidated entity at the reporting date were \$37,539 thousand (2018: \$44,996 thousand). Interest rate risk is managed by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts. Variable rate borrowings during the year attracted an average interest rate of 4.34% (2018: 5.04%) on overdraft facilities and 3.43% on loan facilities (2018: 3.59%). If interest rates had been 50 basis points higher or lower (being the relevant volatility considered relevant by management) and all other variables were held constant, the group's net profit would increase/decrease by \$182 thousand (2018: \$212 thousand).

Hedging activities are evaluated to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The maturity profile for the consolidated entity's cash (\$1,124 thousand) that is exposed to interest rate risk is one year, and interest bearing borrowings (\$37,539 thousand) that are exposed to interest rate risk, and the interest rate swap is two years. On the assumption that interest bearing borrowings and variable interest rates remain at the current level, the annual interest costs are expected to be \$1,286 thousand.

Further details are set out in note 12.

Notes to the Financial Statements (continued)

28 Financial Instruments (continued)

c) Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The consolidated entity does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the consolidated entity's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

The average credit period on sale of goods is 45 days. Interest is generally not charged. The group has assessed the expected credit loss on receivables and have used a provision matrix to measure the Group's estimated impairment losses (refer note 7).

(d) Foreign Currency Risk

The consolidated entity includes certain subsidiaries whose functional currencies are different to the consolidated entity presentation currency. The main operating entities outside of Australia are based in New Zealand, United States of America and the United Kingdom. These entities transact primarily in their functional currency and, aside from inter-group loan balances, do not have significant foreign currency exposures due to outstanding foreign currency denominated items. The consolidated entity's future reported profits could therefore be impacted by changes in rates of exchange between the Australian Dollar and the New Zealand Dollar, and the Australian Dollar and the US Dollar and the Australian Dollar and the UK Sterling.

(e) Liquidity

The Group manages liquidity risk by maintaining adequate cash reserves and banking facilities by continuously monitoring forecast and actual cash flows.

The credit period for the majority of goods purchased is 30 days. No interest is charged. The Group has policies in place to ensure payables are paid within the credit periods.

Further details are set out in notes 12 and 13.

(f) Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern. The capital structure of the Group consists of cash, other financial assets, debt and equity attributable to equity holders of the parent. The Board reviews the capital structure on a regular basis. Based upon this review, the Group balances its overall capital structure through borrowings, the payment of dividends, issues of shares, share buy-backs and returns of capital. This strategy remains unchanged since the prior year.

(h) Fair Value

The carrying amount of financial assets and financial liabilities recorded in the financial report approximates their respective fair values, determined in accordance with the accounting policies disclosed in note 1 to the financial statements.

29 Related Party Disclosures

	Consolidated	
	2019	2018
	\$	\$
(a) Key Management Personnel Remuneration		
Short term benefits	2,372,389	3,523,686
Post-employment benefits	92,400	106,864
Share based payments	163,545	(280,971)
	<u>2,628,334</u>	<u>3,349,579</u>

The names of and positions held by the key management are set out on page 13 of the Remuneration Report. Further details of the remuneration of key management are disclosed in the Directors' Report.

(b) Other Transactions with Key Management Personnel

There were no transactions with Directors and other key management personnel apart from those disclosed in this note.

(c) Directors' and Key Management Equity Holdings

Refer to the table on page 36 of the Remuneration Report.

30 Subsequent Events

There has not been any matter or circumstance occurring subsequent to the financial year that has significantly affected, or may significantly affect the company's operations in future financial years; or the company's state of affairs in future financial years.

31 Company Information

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

- Level 2, 100 Pacific Highway
North Sydney
Sydney NSW 2060

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities in the Directors' Report, which is not part of this financial report.

The financial report was authorised for issue by the directors on 12 March 2020.

Additional Information as at 25 February 2020 (Unaudited)

Corporate Governance Statement

The Reckon Limited Corporate Governance Statement is available on our website in the section titled Corporate Governance (<https://www.reckon.com/au/investors/governance>).

Twenty Largest Holders of Quoted Equity Securities

Ordinary Shareholder	Number	Percentage
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	33,540,794	29.60
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	13,716,037	12.11
NATIONAL NOMINEES LIMITED	9,586,475	8.46
CITICORP NOMINEES PTY LIMITED	7,305,296	6.45
GREGORY JOHN WILKINSON	6,280,487	5.54
MR CLIVE RABIE + MRS KERRY RABIE <RABIE EXECUTIVE SF A/C>	4,920,000	4.34
DJZ INVESTMENTS PTY LTD	4,690,000	4.14
RAWFORM PTY LTD <THE RECKON SOFTWARE S/F A/C>	1,330,306	1.17
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	1,282,813	1.13
MR STEPHEN JAMES RICKWOOD	1,022,048	0.90
MR CLIVE ALAN RABIE	987,141	0.87
MR PHILIP ROSS HAYMAN	650,909	0.57
BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	629,927	0.56
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD DRP	625,001	0.55
VANWARD INVESTMENTS LIMITED	576,082	0.51
BNP PARIBAS NOMS PTY LTD <DRP>	529,706	0.47
HURSTCLAN HOLDINGS PTY LTD	500,000	0.44
MR GEORGE WALTER MOORATOFF	488,000	0.43
HAGGLUND FAMILY SUPER PTY LTD <HAGGLUND FAMILY S/F A/C>	461,693	0.41
NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	387,928	0.34
	89,510,643	79.01

Additional Information as at 25 February 2020 (Unaudited) (continued)

Number of Holders of Equity Securities

Ordinary Share Capital

113,294,832 fully paid ordinary shares are held by 2,996 individual shareholders as at 25 February 2020. All issued ordinary shares carry one vote per share.

Shareholdings less than marketable parcels

The number of shareholdings held in less than marketable parcels is 449.

Distribution of Holders of Equity Securities

As at 25 February 2020

Number of Ordinary Shares	Number of Shareholders
1 - 1,000	801
1,001 - 5,000	1,304
5,001 - 10,000	409
10,001 - 100,000	431
100,001 and over	51
Total	2,996

Substantial Shareholders

As at 25 February 2020

(a) From Twenty Largest holders of Quoted Equity Securities

Ordinary Shareholder	Number	Percentage
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	33,540,794	29.60
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	13,716,037	12.11
CLIVE ALAN RABIE	10,597,141	9.35
NATIONAL NOMINEES LIMITED	9,586,475	8.46
GREGORY JOHN WILKINSON	8,019,374	7.08
CITICORP NOMINEES PTY LIMITED	7,305,296	6.45

(b) As disclosed to ASX

Ordinary Shareholder	Ordinary Shares	Percentage
Wilson Asset Management Group	16,088,278	14.20
FMR LLC (including Fidelity entities)	10,763,572	9.50
Spheria Asset Management Pty Limited	10,499,063	9.27
Australian Ethical Investment Limited	7,140,547	6.30
Microequities Asset Management Pty Limited	7,109,292	6.28

On-market buy back

There is no on-market buy-back in place as at 25 February 2020

Principal Registered Office

Level 2, 100 Pacific Highway
North Sydney NSW 2060
Tel: (02) 9134 3300
www.reckon.com

Principal Administration Office

Level 2, 100 Pacific Highway
North Sydney NSW 2060
Tel: (02) 9134 3300

Share Registry

Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street
Sydney NSW 2000
Tel: (02) 8234 5000

Stock Exchange Listings

Reckon Limited's ordinary shares are listed on the Australian Securities Exchange Limited under the symbol 'RKN'.

Auditors

Deloitte Touche Tohmatsu
225 George Street
Sydney NSW 2000

Company Secretary

Mr Myron Zlotnick

Annual General Meeting

The Annual General Meeting for Reckon Limited will be held **on 27 May 2020 at 10:00am at Level 2, 100 Pacific Highway, North Sydney, NSW**. If you are unable to attend, you are invited to complete the Proxy Form included with your Notice of Meeting. The completed Proxy Form must be received no later than 48 hours before the Annual General Meeting.

Important Information – Corporate Notices

Security holders have the option as to how they receive statutory corporate notices and reports. In the interest of cost saving and the environment (every little bit helps), we encourage you to opt in to receive all notices and reports electronically.

Please go to: www.computershare.com/au and follow the prompts to register your request to opt in to receive TO RECEIVE ALL NOTICES AND REPORTS IN ELECTRONIC FORMAT.

To register to be notified by email when the Annual Report and other Announcements are available online:

- Visit the share registry at www.computershare.com/au
- Click on “Investor Centre”
- Follow the prompts to update your “Communications Options”
- After you have updated your email address and selected the publications you wish to receive, a confirmation email will be sent to you

Should you have any further enquiries, contact the Registry on 1300 855 080 or +61 3 9415 4000 (if outside Australia).

Alternatively, email your full name and address of the securityholder to shareholders@reckon.com to receive the Annual Report, corporate and statutory notices electronically.

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