



29 February 2024

ASX Announcement

Ostow Limited and Planloc Limited 2024 Interim Financial Report

On 29 February 2024, WOTSO Property released its 2024 Interim Financial Report.

In accordance with the requirements to lodge financial statements for Ostow Limited and Planloc Limited ('Stapled' Companies'), attached are the 2024 Interim Financial Statements for each of the Stapled Companies.

The results of the Stapled Companies are consolidated into WOTSO Property's consolidated Interim Financial Report. As WOTSO Property operates as a co-ordinated economic entity, reference should be made to WOTSO Property's consolidated Interim Financial Report for an understanding of the results and operations of WOTSO Property as a whole.

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*Authorised for lodgement by
Agata Ryan, Company Secretary*

WOTSO PROPERTY (ASX:WOT)

A stapled security comprising:

Ostow Limited (ACN 636 701 267)

BlackWall Fund Services Limited (ACN 079 608 825) as responsible entity for

BlackWall Property Trust (ARSN 109 684 773)

Planloc Limited (ACN 062 367 560)

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Ostow Limited (formerly “WOTSO Limited”)

ABN 39 636 701 267

INTERIM FINANCIAL REPORT
HALF-YEAR ENDED
31 DECEMBER 2023

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Ostow Limited – Directors' Report

Directors' Report

The Directors present their report, together with the financial statements, on the Consolidated Entity (referred to hereafter as the 'Consolidated Entity' and the 'Group') consisting of Ostow Limited (referred to hereafter as the 'Company') and the entities it controlled at the end of, or during, the half-year ended 31 December 2023.

Principal Activities

During the reporting period, the principal continuing activities of the Consolidated Entity consisted of flexible workspace, offering everything from a single desk to larger spaces for corporates and established teams.

Environmental Regulation

The Group's operations are not regulated by any environmental regulation under a law of the Commonwealth or of a State or a Territory other than those that pertain to the ownership and development of real estate.

Rounding of Amounts

The Company is of a kind referred to in ASIC Legislative Instrument 2016/191, and in accordance with that legislative instrument amounts in the Directors' Report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

Risks

Ostow Limited has identified a number of material business risks including inflation, lease obligations and employee recruitment and retention, among others. These risks are subject to continuous assessment and review.

The key business risks impacting the Company and how such risks are managed are outlined in WOTSO Property Group's 2023 Financial Report and in WOTSO Property Group's December 2023 Interim Report, which can be found at <https://wotso.com/investors-information/>.

Funds from Operations

The statutory profit has been impacted by non-cash accounting transactions such as depreciation, amortisation and the application of AASB 16 accounting for leases. The table below strips these numbers out to arrive at net flexspace income, which highlights the actual operating performance of the Group, along with fund management fees and overheads.

	Dec 2023 \$'000	Dec 2022 \$'000
Profit or Loss		
Flexspace income	14,534	12,490
Government assistance	-	6
Total Revenue	14,534	12,496
Rent expense – related parties	(3,681)	(3,090)
Rent expense – third parties	(3,525)	(3,343)
COVID-19 waivers received	-	38
Operating expenses	(2,734)	(2,931)
WOTSO site staff costs	(1,940)	(1,532)
Total Operating Expenses	(11,880)	(10,858)
Net Flexspace Income	2,654	1,638
WOTSO Neutral Bay lease variation fee	4,900	-
Distributions income	901	-
Interest income	489	116
Impact of AASB 16	95	472
Other income	40	-
Amortisation – WOTSO software development	(127)	(98)
Management fees	(515)	(325)
Depreciation – fit-out	(1,896)	(1,845)
Overhead and administration costs	(1,921)	(1,479)
Statutory Profit / (Loss)	4,620	(1,521)

WOTSO Flexspace Business Valuation

The value created through the growth of our flexspace business model does not translate easily to our balance sheet nor tell the full story for the value of that portion of our business. With this in mind, the Company recently embarked on a valuation of our flexspace business which has yielded an indicative value of \$80 million.

Ostow Limited – Financial Statements

Statement of Profit or Loss and Other Comprehensive Income for the half-year ended 31 December 2023

	Note	Dec 2023 \$'000	Dec 2022 \$'000
Revenue			
Revenue from WOTSO members	3	14,534	12,490
Other income	3	4,940	-
Government assistance	3	-	6
Total Revenue		19,474	12,496
Expenses			
Other operating expenses		(3,844)	(3,606)
Staff costs		(3,204)	(2,617)
Variable lease payments		(821)	(1,077)
Bad debt expenses		(9)	(45)
COVID rent waivers received from landlords		-	38
Total Expenses		(7,878)	(7,307)
Operating Profit		11,596	5,189
Depreciation – fit-out	10	(1,896)	(1,845)
Depreciation – right of use lease asset	11	(5,443)	(4,629)
Interest – right of use lease liability	11	(1,290)	(718)
Gain on lease modifications	4	443	464
Amortisation – WOTSO software development	9	(127)	(98)
Interest income		901	116
Finance income		489	-
Other non-operating expenses		(53)	-
Profit / (Loss) before income tax		4,620	(1,521)
Income tax expense		-	-
Profit / (Loss) for the period		4,620	(1,521)
Other comprehensive income		-	-
Total Profit / (Loss) and Other Comprehensive Profit / (Loss)		4,620	(1,521)
Attributable to members of the Group		4,287	(1,521)
Non-controlling interest		333	-
Total Profit / (Loss) and Other Comprehensive Profit / (Loss)		4,620	(1,521)

Balance Sheet as at 31 December 2023

	Note	Dec 2023 \$'000	Jun 2023 \$'000
Assets			
Current assets			
Cash and cash equivalents		101	406
Trade and other receivables	5	5,351	480
Interest receivable	6	325	578
Total current assets		5,777	1,464
Non-current assets			
Pymont Bridge Road Mortgage Fund	16	20,000	20,000
Investment in Pymont Bridge Property		8,369	-
Pymont Bridge Property convertible notes		-	14,000
Investment in associate	9	270	162
WOTSO software development asset	9	904	896
Rental deposits	8	1,059	749
Loans receivable - related parties	7	13,277	13,420
Property, plant and equipment	10	14,453	13,930
Right of use lease asset	11	53,595	42,247
Total non-current assets		111,927	105,404
Total Assets		117,704	106,868
Liabilities			
Current liabilities			
Trade and other payables	12	2,470	1,562
Distributions payable	13	107	158
Unearned revenue		254	399
Deferred lease payments – COVID		94	159
Employee provisions		392	377
Tenant deposits		75	43
Make good provisions		1,123	477
Right of use lease liabilities	11	9,405	10,662
Total current liabilities		13,920	13,837
Non-current liabilities			
Loans payable – related party	14	45,194	48,219
Deferred lease payments – COVID		38	201
Make good provisions		1,084	1,436
Employee provisions		82	66
Right of use lease liabilities	11	48,352	36,136
Total non-current liabilities		94,750	86,058
Total Liabilities		108,670	99,895
Net Assets		9,034	6,973
Share capital	15	11,555	11,615
Accumulated losses		(9,601)	(13,888)
Non-controlling interest in Ostow Limited		7,080	9,246
Total Equity		9,034	6,973

Ostow Limited – Financial Statements

Statement of Cash Flows for the Half-Year ended 31 December 2023

	Dec 2023 \$'000	Dec 2022 \$'000
Cash flows from operating activities		
Members receipts	15,886	13,920
Government assistance	-	6
Operating expenditure	(4,190)	(4,239)
Employee payments	(3,376)	(2,615)
Payment of rental bank guarantee	(210)	-
Payment of security bond	(100)	(134)
Net cash flows from operating activities	8,010	6,938
Cash flows from investing activities		
Proceeds from sale of investment	3,386	-
Interest received	1,154	-
Loans advanced to joint arrangements	-	(132)
Payments for investment in Hamlet	(108)	(54)
Payments for WOTSO software development asset	(135)	(135)
Non-Controlling Interest distributions paid	(304)	-
Payments for property, plant and equipment	(2,419)	(989)
Net cash flows from / (used in) investing activities	1,574	(1,310)
Cash flows from financing activities		
Lease payments	(7,436)	(5,285)
(Repayment) / proceeds of borrowings	(3,084)	266
Loan to associate	142	-
Finance income	489	15
Net cash flows used in financing activities	(9,889)	(5,004)
Net (decrease) / increase in cash and cash equivalents	(305)	624
Cash and cash equivalents at the beginning of the period	406	274
Cash and cash equivalents at the end of the period	101	898

All items are inclusive of GST where applicable.

Reconciliation of Operating Cash Flows

	Note	Dec 2023 \$'000	Dec 2022 \$'000
Profit / (loss) for the period		4,620	(1,521)
Non-cash flows in profit / (loss):			
Depreciation and amortisation	9,10,11	7,467	6,572
Net interest (paid) / received		(100)	602
Right of use lease modifications	4	(443)	(464)
Add net lease waivers, variable lease payments and finance income (included in financing cash flows)		821	1,040
Changes in working capital:			
(Increase) / decrease in trade and other receivables		(4,871)	149
Increase in trade and other payables		940	713
Increase in rental deposits		(310)	(134)
Increase in provisions		31	70
Decrease in unearned revenue		(145)	(89)
Net cash flows from operating activities		8,010	6,938

Ostow Limited – Financial Statements

Statement of Changes in Equity for the Half-Year ended 31 December 2023

		Attributable to Owners of Parent Ostow Limited			Non-Controlling Interests	Total Equity
	No. of Shares On issue	Issued Capital \$'000	Accumulated Losses \$'000	Total \$'000	\$'000	\$'000
Balance at 1 July 2023	162,859,009	11,615	(13,888)	(2,273)	9,246	6,973
Profit for the period	-	-	4,287	4,287	333	4,620
Other comprehensive income	-	-	-	-	-	-
Total Profit and Other Comprehensive Income for the Period	-	-	4,287	4,287	333	4,620
Transactions with Owners in their Capacity as Owners						
Buy-back of securities	(450,051)	(62)	-	(62)	-	(62)
Issue of securities	14,399	2	-	2	-	2
Distributions paid	-	-	-	-	(254)	(254)
Issue of non-controlling units	-	-	-	-	3,386	3,386
Disposal of subsidiary - Pymont Bridge Notes Trust	-	-	-	-	(5,631)	(5,631)
Total Transactions with Owners in their Capacity as Owners	(435,652)	(60)	-	(60)	(2,499)	(2,559)
Balance at 31 December 2023	162,423,357*	11,555	(9,601)	1,954	7,080	9,034

		Attributable to Owners of Parent Ostow Limited			Non-Controlling Interests	Total Equity (Accumulated Deficiency)
	No. of Shares On issue	Issued Capital \$'000	Accumulated Losses \$'000	Total \$'000	\$'000	\$'000
Balance at 1 July 2022	163,360,291	11,689	(12,666)	(977)	-	(977)
Loss for the period	-	-	(1,521)	(1,521)	-	(1,521)
Other comprehensive income	-	-	-	-	-	-
Total Loss and Other Comprehensive Loss for the Period	-	-	(1,521)	(1,521)	-	(1,521)
Transactions with Owners in their Capacity as Owners						
Buy-back of securities	(406)	-	-	-	-	-
Total Transactions with Owners in their Capacity as Owners	(406)	-	-	-	-	-
Balance at 31 December 2022	163,359,885	11,689	(14,187)	(2,498)	-	(2,498)

* Subsequent to 31 December 2023, 73,364 securities have been bought back by the Group.

Ostow Limited – Notes to the Financial Statements

1. Segment Reporting

Identification of reportable operating segments:

The Company operates in three business segments, being flexspace, investments and corporate. This is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers (CODM)) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

	Flexspace \$'000	Investment \$'000	Corporate \$'000	Total Dec 2023 \$'000	Flexspace \$'000	Investment \$'000	Corporate \$'000	Total Dec 2022 \$'000
Profit or Loss								
Revenue								
Revenue from WOTSO members	14,534	-	-	14,534	12,490	-	-	12,490
Government assistance	-	-	-	-	6	-	-	6
Other income	4,940	-	-	4,940	-	-	-	-
Total Revenue	19,474	-	-	19,474	12,496	-	-	12,496
Expenses								
Other operating expenses	(3,844)	-	-	(3,844)	(3,606)	-	-	(3,606)
Staff costs	(3,204)	-	-	(3,204)	(2,617)	-	-	(2,617)
Variable lease payments	(821)	-	-	(821)	(1,077)	-	-	(1,077)
Bad debt expenses	(9)	-	-	(9)	(45)	-	-	(45)
COVID rent waivers received from landlords	-	-	-	-	38	-	-	38
Total Expenses	(7,878)	-	-	(7,878)	(7,307)	-	-	(7,307)
Operating Profit	11,596	-	-	11,596	5,189	-	-	5,189
Depreciation – fit-out	(1,896)	-	-	(1,896)	(1,845)	-	-	(1,845)
Depreciation – right of use lease asset	(5,443)	-	-	(5,443)	(4,629)	-	-	(4,629)
Interest – right of use lease liability	(1,290)	-	-	(1,290)	(718)	-	-	(718)
Gain on lease modifications	443	-	-	443	464	-	-	464
Amortisation – WOTSO software development	-	(127)	-	(127)	-	(98)	-	(98)
Interest income	-	901	-	901	116	-	-	116
Finance income	21	468	-	489	-	-	-	-
Other non-operating expenses	-	(53)	-	(53)	-	-	-	-
Profit / (loss) before income tax	3,431	1,189	-	4,620	(1,423)	(98)	-	(1,521)

Ostow Limited – Notes to the Financial Statements

Balance Sheet	Flexspace \$'000	Investment \$'000	Corporate \$'000	Total Dec 2023 \$'000	Flexspace \$'000	Investment \$'000	Corporate \$'000	Total Jun 2023 \$'000
Current assets								
Cash and cash equivalents	91	10	-	101	398	8	-	406
Trade and other receivables	5,351	-	-	5,351	480	-	-	480
Interest receivable	-	325	-	325	-	578	-	578
Total current assets	5,442	335	-	5,777	878	586	-	1,464
Non-current assets								
Investment in Pymont Bridge Road Mortgage Fund	-	20,000	-	20,000	-	20,000	-	20,000
Investment in Pymont Bridge Property	-	8,369	-	8,369	-	-	-	-
Pymont Bridge Property convertible notes	-	-	-	-	-	14,000	-	14,000
Investment in Hamlet	-	270	-	270	-	162	-	162
WOTSO software development asset	-	904	-	904	-	896	-	896
Rental deposits	1,059	-	-	1,059	749	-	-	749
Loans receivable - related parties	-	-	13,277	13,277	-	-	13,420	13,420
Property, plant and equipment	14,453	-	-	14,453	13,930	-	-	13,930
Right of use lease asset	53,595	-	-	53,595	42,247	-	-	42,247
Total non-current assets	69,107	29,543	13,277	111,927	56,926	35,058	13,420	105,404
Total Assets	74,549	29,878	13,277	117,704	57,804	35,644	13,420	106,868
Liabilities								
Current liabilities								
Trade and other payables	2,435	35	-	2,470	1,531	31	-	1,562
Distributions payable	-	107	-	107	-	158	-	158
Unearned revenue	254	-	-	254	399	-	-	399
Deferred lease payments – COVID	94	-	-	94	159	-	-	159
Employee provisions	392	-	-	392	377	-	-	377
Tenant deposits	75	-	-	75	43	-	-	43
Make good provisions	1,123	-	-	1,123	477	-	-	477
Right of use lease liabilities	9,405	-	-	9,405	10,662	-	-	10,662
Total current liabilities	13,778	142	-	13,920	13,648	189	-	13,837
Non-current liabilities								
Loans payable – related party	-	-	45,194	45,194	-	-	48,219	48,219
Deferred lease payments – COVID	38	-	-	38	201	-	-	201
Make good provisions	1,084	-	-	1,084	1,436	-	-	1,436
Employee provisions	82	-	-	82	66	-	-	66
Right of use lease liabilities	48,352	-	-	48,352	36,136	-	-	36,136
Total non-current liabilities	49,556	-	45,194	94,750	37,839	-	48,219	86,058
Total Liabilities	63,334	142	45,194	108,670	51,487	189	48,219	99,895
Net Assets / (Liabilities)	11,215	29,736	(31,917)	9,034	6,317	35,455	(34,799)	6,973

Ostow Limited – Notes to the Financial Statements

2. Cash Flow Management

At the end of the period the Balance Sheet showed current liabilities exceeded current assets by \$8.1 million (30 June 2023 - \$12.4 million). This is mainly driven by lease payments and make good provisions due over the next 12 months totalling \$10.5 million (Jun 2023 - \$11.1 million). The corresponding leased asset is not allowed to be classified as a current asset under accounting standards but would approximately offset this deficit. Subsequent to period-end, the Group executed lease renewals for current WOTSO sites at Chermside and Zetland, which will result in the reclassification of these related make good provisions as non-current liabilities.

The Group has positive operating cash flow and closely monitors liquidity. The Company also has an available line of credit in the form of a loan agreement with BlackWall Property Trust (BWR), the trust that it is stapled to, to make up WOTSO Property. The majority of the lease liability referred to above is also payable to BWR owned properties.

3. Revenue

<i>Disaggregation of Revenue from Contracts with Customers</i>	Dec 2023 \$'000	Dec 2022 \$'000
Offices	10,747	9,251
Coworking	1,583	1,500
Other Services*	2,204	1,739
Total Revenue from WOTSO Members	14,534	12,490
Other income	4,940	-
Government Assistance	-	6
Total Revenue	19,474	12,496

*Other Services include meeting room hire, parking, virtual office and other member services.

The Group's option agreement with its Neutral Bay landlord was exercised in September 2023 resulting in the Group varying its existing lease at Neutral Bay. On exercise of the option the Group became entitled to a lease variation fee of \$4.9 million which is to be received in March 2024 following the settlement of the sale of the Neutral Bay building. The Stapled Group's purchase in Cremorne will provide a replacement home for the Neutral Bay WOTSO business.

4. Gain on Lease Modifications

	Dec 2023 \$'000	Dec 2022 \$'000
Gain on lease modifications	443	464
Total	443	464

The gain on lease modifications is the result of new leases for current sites in Pyrmont and Varsity Lakes, as well as the variation of the Neutral Bay lease.

5. Trade and Other Receivables

	Dec 2023 \$'000	Jun 2023 \$'000
Trade receivables from WOTSO members	96	93
Trade receivables from related parties	364	322
Neutral Bay lease variation receivable	4,900	-
Expected credit loss allowance	(31)	(22)
Other receivables	22	87
Total	5,351	480

6. Interest Receivable

	Dec 2023 \$'000	Jun 2023 \$'000
Interest receivable from related parties	325	578
Total	325	578

7. Loan Portfolio

	Dec 2023 \$'000	Jun 2023 \$'000
Loan receivable – Planloc	13,277	13,370
Loan receivable – WRV	-	50
Total Non-Current Loan Portfolio	13,277	13,420

The loan to Planloc is unsecured and subject to a loan term of 5 years from June 2023 with interest chargeable at the discretion of the lender. For the period ended 31 December 2023 The Company charged interest of \$468,000 at a margin of 3% over the RBA cash rate (Dec 2022 - \$nil).

8. Rental Deposits

	Dec 2023 \$'000	Jun 2023 \$'000
Lease rental deposits	1,059	749
Total Non-Current Rental Deposits	1,059	749

Ostow Limited – Notes to the Financial Statements

9. WOTSO Software Development Asset

Over the last few years WOTSO has undertaken a project to develop in-house software to help manage its operations and customer invoicing. The software has been developed in conjunction with external developers and commenced commercialisation during 2022. The Group owns a perpetual licence over the software, and during the period increased its ownership in the software business to 35% (Jun 2023 – 31%). As at 31 December 2023 the Group has contributed \$904,000 net of amortisation (Jun 2023 - \$896,000) to fund the development of the software and has increased its investment in associate to \$270,000 (Jun 2023 - \$162,000).

During the period \$127,000 of amortisation (Dec 2022 - \$98,000) was recognised as an expense in the Statement of Profit or Loss and Other Comprehensive Income.

10. Property, Plant and Equipment

	Dec 2023 \$'000	Jun 2023 \$'000
Fitout	28,648	26,229
Less: accumulated depreciation	(14,195)	(12,299)
Total	14,453	13,930

Reconciliations of the written down values at the beginning and end of the current reporting period are set out below:

	Dec 2023 \$'000	Jun 2023 \$'000
Carrying amount at the beginning of the period	13,930	12,796
Additions	2,419	4,555
Depreciation expense	(1,896)	(3,421)
Carrying amount at the end of the period	14,453	13,930

11. Right of Use Assets and Lease Liabilities

Right of use lease assets relate to third party leases held by WOTSO. WOTSO leases premises to house its flexible workspace product under agreements of 5 to 10 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

	Dec 2023 \$'000	Jun 2023 \$'000
Right of use assets	93,565	76,774
Less: accumulated depreciation	(39,970)	(34,527)
	53,595	42,247

Reconciliations of the written down values at the beginning and end of the current reporting period are set out below:

	Dec 2023 \$'000	Jun 2023 \$'000
Carrying amount at the beginning of the period	42,247	44,684
Right of use assets – modifications *	6,856	2,642
Remeasurement of right of use assets **	1,255	1,753
Additions ***	11,926	6,019
Depreciation expense	(5,443)	(9,518)
Disposals ****	(3,246)	(3,333)
Carrying amount at the end of the period	53,595	42,247

*Lease modifications relate to additional leased area in WOTSO Dickson.

**Remeasurements reflect revised contractual payments within existing lease liabilities, including changes in an index or rate used to determine the amounts payable.

***Additions relate to the new lease for the existing WOTSO site at Varsity Lakes, and new WOTSO sites at Botany and Robina. New leases for WOTSO sites in Takapuna and Toowoomba are considered variable leases given they do not include any base rent obligations. As such, these leases are expensed through profit or loss on a monthly basis as incurred.

****As disclosed in Note 3 Revenue WOTSO varied its lease at Neutral Bay and is now operating on a month to month lease at this site. Other lease modifications were the result of new leases at Varsity Lakes and Pyrmont.

Ostow Limited – Notes to the Financial Statements

Right of Use Lease Liabilities

Right of use lease liabilities are measured and repaid over the term of the lease.

	Dec 2023 \$'000	Jun 2023 \$'000
Opening Balance	46,798	50,067
Modifications and remeasurements	7,817	3,978
Additions	11,926	6,019
Disposals	(3,689)	(3,797)
Interest charged	1,290	1,457
Repayments	(6,385)	(10,926)
Total Lease Liabilities	57,757	46,798
Current lease liabilities	9,405	10,662
Non-current lease liabilities	48,352	36,136
Total Lease Liabilities	57,757	46,798

12. Trade and Other Payables

	Dec 2023 \$'000	Jun 2023 \$'000
Current trade and other payables	1,390	493
Current Payables with related party	336	148
Total Trade and Other Payables	1,726	641
Accrued expenses	396	581
Sundry payables	348	340
Total	2,470	1,562

The rent deferral received by WOTSO was treated as a variable lease payment per AASB 16, but the difference has been recognised as a deferred rent liability. As at 31 December 2023 WOTSO had rent deferral liabilities totalling \$132,000 (Jun 2023 - \$360,000), for which deferred repayments will continue over the term of the leases.

13. Distributions Payable

	Dec 2023 \$'000	Jun 2023 \$'000
Distributions payable to related parties	107	158
Total	107	158

14. Borrowings

	Dec 2023 \$'000	Jun 2023 \$'000
Loan from related party - BWR	45,194	48,219
Total non-current borrowings	45,194	48,219

The borrowings from BWR are unsecured and are subject to interest at a margin of 2.0% over the RBA cash rate and for a loan term of 5 years from June 2021. Interest is chargeable at the discretion of the lender. No interest was charged during the period.

15. Issued Capital

	Dec 2023 Shares	Jun 2023 Shares	Dec 2023 \$'000	Jun 2023 \$'000
At the beginning of the period	162,859,009	163,360,291	11,615	11,689
Buy-back of issued securities	(450,051)	(511,278)	(62)	(75)
Issue of new units	14,399	9,996	2	1
At the end of the period	162,423,357	162,859,009	11,555	11,615

16. Acquisition and Disposal of Investments

During the period the Pymont Bridge Notes Trust was restructured reducing the Group's holdings in the fund to \$nil, while at the same time providing the Group with an investment in Pymont Bridge Property. Consequently Pymont Bridge Notes Trust was deconsolidated from the Group. No gain or loss was recognised upon deconsolidation of the fund.

Subsequent to period-end the Pymont Bridge Road Mortgage Fund was restructured resulting in the total number of units on issue decreasing to 9,505,055. As a result, the Group's holding in the Pymont Bridge Road Mortgage Fund was reduced to 4,128,411 units, while further increasing the Group's holdings in Pymont Bridge Property to 24,559,990 shares.

17. Subsequent Events

To the best of the Directors' knowledge, since the end of the reporting period there have been no matters or circumstances that have materially affected the Group's operations or may materially affect its operations, state of affairs, or the results of operations in future financial years.

Ostow Limited – Notes to the Financial Statements

18. Critical Accounting Estimates and Judgments

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Consolidated Entity's accounting policies. The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information.

Goodwill and Other Indefinite Life Intangible Assets

The Consolidated Entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in Note 20 – Statement of Material Accounting Policies.

Lease Term for Right of use Assets and Liabilities

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

Make Good Provisions

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the premises on which it is located, or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured. Judgement is exercised in estimating the present value of these costs. The Group reviews these estimates at each reporting period and adjusts if there is a significant event or change in circumstance.

Incremental Borrowing Rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Consolidated Entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

19. Basis of Preparation and Accounting Policies

The Company is part of the listed WOT stapled group, incorporated and domiciled in Australia. The financial statements for the Group were authorised for issue in accordance with a resolution of the Directors on the date they were issued.

These general purpose financial statements for the interim half-year reporting period ended 31

December 2023 have been prepared in accordance with AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2023. The principal accounting policies adopted are consistent with those of the previous financial year ended 30 June 2023 and corresponding interim report period, unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The Group is a group of the kind referred to in ASIC Class Order 2016/191 and, in accordance with that Class Order, amounts in the Directors' Report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

The statutory financial information for the Group has been presented for the period ended 31 December 2023 and for the comparative period ended 31 December 2022.

The financial statements are presented in Australian dollars.

20. Statement of Material Accounting Policies

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial statements. The accounting policies have been consistently applied unless otherwise stated.

Going Concern

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

The Company is in a net current liability position, as described in Note 2 Cash Flow Management. However, many of the WOTSO sites are in the build-up phase and profitability is expected to improve. The Group has earned positive cash flows from operations during the period and projects it will have sufficient cash balances to pay debts as they fall due and forecasts for the next twelve months display enough liquidity for it to be appropriate for the Company to continue as a going concern.

Additionally, short-term funding may be obtained from related parties if needed.

Presentation of Financial Statements

Both the functional and presentation currency of Ostow Limited and its Australian subsidiaries is Australian dollars. Functional currency New Zealand Dollars results are translated to presentation currency.

Principles of Consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries. All controlled entities have a June financial year end and use consistent accounting policies.

Ostow Limited – Notes to the Financial Statements

Investments in subsidiaries held by the Group are accounted for at cost, less any impairment charges.

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

Inter-company Balances

All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Company.

Operating Segments

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

Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current period. Any change of presentation has been made in order to make the financial statements more relevant and useful to the user.

New Accounting Standards and Interpretations

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. Based on our preliminary assessment, we do not expect them to have material impact on the Group.

Ostow Limited – Directors' Report

Directors' Report (Continued) Information on Officeholders

The names of the Officeholders during or since the end of the period are set out below:

Joseph (Seph) Glew - Non-Executive Director and Chairman
Jessica Glew - Executive Director and Joint Managing Director
(CEO and Executive Director effective 28 February 2024)
Timothy Brown - Executive Director and Joint Managing Director
Richard Hill - Non-Executive Director
Robin Tedder - Non-Executive Director
Agata Ryan - Company Secretary

The above named directors held office during and since the end of the half-year except for:

- Robin Tedder – resigned 28 February 2024
- Timothy Brown – resigned 28 February 2024
- Paul Tresidder – appointed as Non-Executive Director 28 February 2024

Registered office

Level 1 50 Yeo Street Neutral Bay, Sydney, NSW

Telephone: 1800 203 170

Principal place of business

Level 1 50 Yeo Street, Neutral Bay, Sydney, NSW

Auditor

ESV Business Advice and Accounting

Level 13, 68 York Street, Sydney NSW 2000

Auditor and Non-audit Services

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out in these financial statements.

ESV Business Advice and Accounting continues in office in accordance with section 327 of the Corporations Act 2001.

Signed in accordance with a resolution of the Board of Directors.



Seph Glew
Chairman
Sydney, 29 February 2024



Jessie Glew
Director
Sydney, 29 February 2024

Directors' Declaration

In the Directors' opinion:

- (a) the financial statements and notes are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standard AASB 134 *Interim Financial Reporting*, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the financial period ended on that date; and
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

Note 19 – Basis of Preparation and Accounting Policies confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the persons acting in the capacities of Chief Executive Officer and Chief Financial Officer required by section 295A of the Corporations Act 2001.

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



Seph Glew
Chairman
Sydney, 29 February 2024



Jessie Glew
Director
Sydney, 29 February 2024

Business advice
and accounting

ESV

AUDITOR’S INDEPENDENCE DECLARATION TO THE DIRECTORS OF OSTOW LIMITED

In accordance with the requirements of section 307C of the Corporations Act, as auditor for the review of OSTOW Limited and its Controlled Entities for the half year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

Dated at Sydney the 28th of February 2024



ESV Business Advice and Accounting



Chris Kirkwood
Partner

Business advice
and accounting

ESV

INDEPENDENT AUDITOR’S REVIEW REPORT TO THE MEMBERS OF OSTOW LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of OSTOW Limited and Controlled Entities ("the Group"), which comprises the balance sheet as at 31 December 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors’ declaration.

Based on our review, which is not an audit, we have not become aware of any matters that makes us believe that the accompanying half-year financial report of the OSTOW Limited and Controlled Entities does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group’s financial position as at 31 December 2023 and of its financial performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor’s Responsibilities for the Review 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 (including Independence Standards)* (the Code) that are relevant to our audit of the annual 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 at the time of this auditor’s report.

Directors’ Responsibility for the Half-Year Financial Report

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

INDEPENDENT AUDITOR’S REVIEW REPORT TO THE MEMBERS OF OSTOW LIMITED

Auditor’s Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group’s financial position as at 31 December 2023 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

Dated at Sydney on the 29th of February 2024



ESV Business Advice and Accounting



Chris Kirkwood
Partner

PLANLOC LIMITED

ABN 50 062 367 560

INTERIM FINANCIAL REPORT
HALF-YEAR ENDED
31 DECEMBER 2023

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Directors' Report

The Directors present their report, together with the financial statements of Planloc Limited (referred to hereafter as the 'Company' or 'Planloc') for the half-year ended 31 December 2023.

Principal activities

Planloc is a listed property investment company. The Company is stapled to two other entities (BlackWall Property Trust and Ostow Limited) and forms the listed WOTSO Property (ASX: WOT). The Company has an investment in a retail mixed use property located in Penrith, NSW, and an entertainment precinct in Villawood, NSW.

The Penrith property, which was independently valued in June 2022 at \$26.25 million, is fully occupied. The tenancies include Barbeques Galore, Boating Camping Fishing, Rashay's Restaurant, Tru Ninja, Factory Plus, Only About Children, and City Cave.

The Company also owns just under 50% of the WRV Unit Trust, which owns The Woods property in Villawood. The property is an entertainment precinct in Sydney's west, approximately 28 kilometres from Sydney CBD. The property has great exposure to Woodville Road and is home to 8 different tenants including Zone Bowling, Chipmunks Playland, Sydney Indoor Climbing Gym, Jump Swim School, Flip Out and Cross Fit Bawn. It was also independently valued in June 2022 at \$28.5 million.

Risks

Planloc has identified a number of material business risks including inflation, interest costs, valuations and unplanned capital expenditures, among others. These risks are subject to continuous assessment and review.

The key business risks impacting the Company and how such risks are managed are outlined in WOTSO Property Group's 2023 Financial Report and December 2023 Interim Report, which can be found at <https://wotso.com/investors-information/>.

PLANLOC Limited – Financial Statements

Statement of Profit or Loss and Other Comprehensive Income for the half-year ended 31 December 2023

	Note	Dec 2023 \$'000	Dec 2022 \$'000
Revenue			
Property rental income		1,083	1,014
Finance income		32	36
Unrealised gains	2	617	1,197
Total Revenue		1,732	2,247
Expenses			
Property outgoings		(175)	(403)
Business operating expenses	3	(130)	(125)
Depreciation expense	8	(62)	(72)
Finance costs		(887)	(324)
Total Expenses		(1,254)	(924)
Profit before income tax		478	1,323
Income tax expense		(144)	(397)
Profit for the period		334	926
Other comprehensive income		-	-
Total Profit and Other Comprehensive Income		334	926

Balance Sheet as at 31 December 2023

	Note	Dec 2023 \$'000	Jun 2023 \$'000
Assets			
Current assets			
Cash and cash equivalents		27	58
Loan portfolio	4	196	196
Deferred rent receivable	5	25	26
Trade and other receivables	6	33	26
Total current assets		281	306
Non-current assets			
Deferred rent receivable	5	41	53
Loan portfolio	4	1,326	1,425
Financial assets	7	9,411	8,838
Investment property	8	26,250	26,250
Total non-current assets		37,028	36,566
Total Assets		37,309	36,872
Liabilities			
Current liabilities			
Trade and other payables	9	193	142
Borrowings	10	13,000	-
Total current liabilities		13,193	142
Non-current liabilities			
Borrowings	10	13,278	26,370
Deferred tax liabilities		5,339	5,195
Total non-current liabilities		18,617	31,565
Total Liabilities		31,810	31,707
Net Assets		5,499	5,165
Share capital	11	-	-
Retained earnings		5,499	5,165
Total Equity		5,499	5,165

PLANLOC Limited – Financial Statements

Statement of Cash Flows for the period ended 31 December 2023

	Note	Dec 2023 \$'000	Dec 2022 \$'000
Cash Flows from Operating Activities			
Receipt from property tenants		1,191	1,012
Payments to suppliers		(374)	(553)
Net Cash Flows from Operating Activities		817	459
Cash Flows from Investing Activities			
Repayment of loan portfolio	4	99	99
Interest received		32	36
Payments of capital expenditure		-	(85)
Net Cash Flows from Investing Activities		131	50
Cash Flows from Financing Activities			
Proceeds of borrowings		-	3,000
Interest paid		(887)	(324)
Repayment of borrowings		(92)	(3,180)
Net Cash Flows used in Financing Activities		(979)	(504)
Net (Decrease) / Increase in Cash and Cash Equivalents		(31)	5
Cash and cash equivalents, at the beginning of the period		58	28
Cash and Cash Equivalents, at End of the Period		27	33

Reconciliation of Operating Cash Flows

	Dec 2023 \$'000	Dec 2022 \$'000
Profit for the Period	334	926
Non-Cash Flows in Profit:		
Straight-line rental income	(18)	(28)
Unrealised gain on revaluation of WRV	(573)	(1,197)
Unrealised (gain) on revaluation of investment property	(44)	-
Depreciation	62	72
Net interest paid	855	-
Deferred tax liabilities	144	397
Changes in Operating Assets and Liabilities:		
Decrease (increase) in trade and other receivables	6	(30)
Increase in trade and other payables	51	31
Net Cash Flows from Operating Activities	817	171

Statement of Changes in Equity for the half-year ended 31 December 2023

	No. of Shares on Issue*	Ordinary Shares \$'000	Retained Earnings \$'000	Total \$'000
Balance at 1 July 2023	162,859,009	-	5,165	5,165
Profit for the period	-	-	334	334
Other comprehensive income	-	-	-	-
Total Profit and Other Comprehensive Income for the Period	-	-	334	334
Transactions with Owners in Their Capacity as Owners				
Issue of securities	14,399	-	-	-
Buy-back of issued securities	(450,051)	-	-	-
Total Transactions with Owners in Their Capacity as Owners	(435,652)	-	-	-
Balance at 31 December 2023	162,423,357 *	-	5,499	5,499
Balance at 1 July 2022	163,360,291	-	4,001	4,001
Profit for the period	-	-	926	926
Other comprehensive income	-	-	-	-
Total Profit and Other Comprehensive Income for the Period	-	-	4,927	4,927
Transactions with Owners in Their Capacity as Owners				
Buy-back of issued securities	(406)	-	-	-
Total Transactions with Owners in Their Capacity as Owners	(406)	-	-	-
Balance at 31 December 2022	163,359,885	-	4,927	4,927

* Subsequent to 31 December 2023, 73,364 securities have been bought back by the Group.

PLANLOC Limited – Notes to the Financial Statements

1. Segment Reporting

The Company operates as one business segment being the ownership and leasing of investment properties in Australia.

2. Unrealised Gains

	Dec 2023 \$'000	Dec 2022 \$'000
Investment property in Penrith	44	-
Investment in WRV	573	1,197
Total unrealised gains	617	1,197

3. Business Operating Expenses

	Dec 2023 \$'000	Dec 2022 \$'000
Administration expenses	130	105
Consultants fees	-	20
Total business operating expenses	130	125

4. Loan Portfolio

	Dec 2023 \$'000	Jun 2023 \$'000	Current Security \$'000	Interest Rate	Details
Current – Vendor finance	196	196	3,500*	4.0%	See below
Non-current – Vendor finance	1,326	1,425	3,500*	4.0%	See below
Total loan portfolio	1,522	1,621			

* Same asset as security.

In 2021, BlackWall Property Trust (BWR), part of the stapled WOT Group, sold its Toowoomba property. The sale was executed through a vendor finance agreement with Planloc over a 10-year period and it is being repaid at an agreed interest rate of 4%. This loan is secured against the Toowoomba property through a registered first mortgage. The loan runs until 2031 when it will be fully repaid.

5. Deferred Rent Receivable

	Dec 2023 \$'000	Jun 2023 \$'000
Current - deferred rent receivable	25	26
Non-current - deferred rent receivable	41	53
Total deferred rent receivable	66	79

6. Trade and Other Receivables

	Dec 2023 \$'000	Jun 2023 \$'000
Other trade receivables	33	26
Total trade and other receivables	33	26

7. Financial Assets

The Company's financial assets comprise an investment in WRV. The investment reflects a 49.88% (Jun 2023: 49.88%) holding of WRV Unit Trust, which owns The Woods. The property is an entertainment precinct in Sydney's west, approximately 28 kilometres from Sydney CBD.

The property has great exposure to Woodville Road and is home to 8 different tenants including Zone Bowling, Chipmunks Playland, Sydney Indoor Climbing Gym, Jump Swim School, Flip Out, Today Fitness and The Woods Pantry. It was independently valued on June 2022 at \$28.5 million.

	Dec 2023 \$'000	Jun 2023 \$'000
Balance at the beginning of the period	8,838	7,461
Revaluation increase	573	1,377
Balance at 30 June	9,411	8,838

8. Investment Property

The Company has a property investment in a big box retail complex located at 120 Mulgoa Road, Penrith. Tenants of the fully occupied property include Boating Camping Fishing (BCF), Barbeques Galore, Only About Children, Tru Ninja, Factory Plus, City Cave and Rashay's restaurant.

The property was independently valued by a certified practicing valuer in June 2022 at \$26.25 million. The valuer adopted a market yield of 5.75% with net income of around \$1.5 million p.a. Planloc has assessed the independent valuation and considers that this is appropriate as the fair value of this is

PLANLOC Limited – Notes to the Financial Statements

determined with consideration to the highest and best use of the property, which is its current use. This Independent valuation was determined with reference to the direct comparison approach, market capitalisation method and the discount discounted cash flow method.

A reconciliation of the property values is as follows:

	\$'000
Balance at 1 July 2023	26,250
Depreciation	(62)
Revaluations	44
Movement in straight-line receivable	18
Balance at 31 December 2023	26,250

	\$'000
Balance at 1 July 2022	26,250
Capital improvements	115
Depreciation	(143)
Revaluations	(15)
Movement in straight-line receivable	43
Balance at 30 June 2023	26,250

9. Trade and Other Payables

	Dec 2023 \$'000	Jun 2023 \$'000
Trade and other payables	120	105
Rental income in advance	42	6
Tenant deposits	31	31
Total trade and other payables	193	142

10. Borrowings

	Dec 2023 \$'000	Jun 2023 \$'000
CBA	13,000	-
Total current borrowings	13,000	-
Ostow Limited	13,278	13,370
CBA	-	13,000
Total non-current borrowings	13,278	26,370
Total borrowings	26,278	26,370

The loan from CBA, which was renewed and increased by \$3 million in August 2022 for a loan term to August 2024, is secured against the Company's Penrith property. The current margin of the facility is 2.20% over BBSY and the borrowings are unhedged. Planloc is confident this loan will be renewed on similar terms.

The unsecured borrowings are from Ostow Limited, which is stapled to Planloc and therefore a related party and forms part of the capital structure of WOT. Interest is chargeable at the discretion of the lender and it is subject to a term of five years from June 2023. As at 31 December 2023 Planloc had paid interest for \$468,000 at a margin of 3% over the RBA cash rate (Dec 2022 - \$nil).

11. Share Capital

	Dec 2023 Shares	Jun 2023 Shares	Dec 2023 \$'000	Jun 2023 \$'000
At the beginning of the period	162,859,009	163,360,291	-	-
Buy-back of issued securities	(450,051)	(511,278)	-	-
Issue of new securities	14,399	9,996	-	-
At the end of the period	162,423,357	162,859,009	-	-

12. Subsequent Events

To the best knowledge of the Directors, there have been no matters or circumstances that have arisen since the end of the period that have materially affected or may materially affect the Company's operations in future financial periods, the results of those operations or the Company's state of affairs in future financial periods.

13. Financial Instruments

Fair Value Measurements

i) Fair value hierarchy

AASB 13 Fair Value Measurement requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of financial assets traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. The quoted market price used for financial assets held by the Company is the current bid price and the quoted market price for financial liabilities is the current asking price.

PLANLOC Limited – Notes to the Financial Statements

The following table presents the Company's assets measured at fair value as at the reporting date. Refer to the Critical Accounting Estimates and Judgments note for further details of assumptions used and how fair values are measured.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
At 31 December 2023				
Loan portfolio	-	-	1,522	1,522
Investment properties	-	-	26,250	26,250
Financial assets	-	-	9,411	9,411
At 30 June 2023				
Loan portfolio	-	-	1,621	1,621
Investment properties	-	-	26,250	26,250
Financial assets	-	-	8,838	8,838

(ii) Valuation techniques used to derive Level 3 fair values

The fair value of the unlisted securities is determined by reference to the net assets of the underlying entities.

The carrying amounts of the loan portfolio approximate the fair values as they are short term receivables.

For all other financial assets, carrying value is an approximation of fair value. There were no transfers between Level 1, 2 and 3 financial instruments during the period.

Significant unobservable inputs associated with the valuation of investment property are as follows:

Significant Unobservable Inputs Used to Measure Fair Value	Change to Inputs	Impact of Increase in Input on Fair Value \$'000	Impact of Decrease in Input on Fair Value \$'000
Capitalisation rate	0.25%	(1,250)	1,250
Net market rent	5%	1,616	(1,784)

(iii) Fair value measurements using significant observable inputs (Level 3)

The following table is a reconciliation of the movements in financial assets classified as Level 3 for the period ended 31 December 2023:

	Financial Asset \$'000	Loan Portfolio \$'000	Investment Property \$'000	Total \$'000
Balance, at beginning of the period	8,838	1,621	26,250	36,709
Depreciation	-	-	(62)	(62)
Movements in straight-line	-	-	18	18
Loan to industrial Avenue (repayment)	-	(99)	-	(99)
Fair value movement	573	-	44	617
Balance, at 31 December 2023	9,411	1,522	26,250	37,183

14. Critical Accounting Estimates and Judgments

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information.

Impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of assets. Refer to note 7 - Financial Assets.

Financial assets

Investments in unlisted securities have been classified as financial assets and movements in fair value is recognised through profit and loss statement. The fair value of the unlisted securities is determined by reference to the net assets of the underlying entities.

Fair values of investment properties

The Company carries its investment property at fair value with changes in the fair values recognised through profit and loss statement. At the end of each reporting period, the Directors review and update their assessment of the fair value of the property, considering the most recent independent valuation.

The key assumptions used in this determination are set out in Note 7 – Financial Assets. Independent Valuer Yield represents the market rent divided by the property value and the market yield the independent valuer has applied to arrive to the valuation. If there are any material changes in the key assumptions due to changes in economic conditions, the fair value of the investment properties may differ and may need to be re-estimated. For this report the property is held at independent valuation carried out in June 2022. Based on the Directors' assessment, the valuation was appropriate and aligned with current occupancy rates and the market yield of 5.75%.

15. Basis of Preparation and Accounting policies

Planloc is a public company, and part of the stapled WOTSO Property, which is incorporated and domiciled in Australia. The financial statements for the Company were authorised for issue in accordance with a resolution of the Directors on the date they were issued.

PLANLOC Limited – Notes to the Financial Statements

These general purpose financial statements for the interim half-year reporting period ended 31 December 2023 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2023. The principal accounting policies adopted are consistent with those of the previous financial year ended 30 June 2023 and corresponding interim report period, unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The financial statements are presented in Australian Dollars.

Going concern

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

Planloc is in a net current liability position of \$12.91 million at 31 December 2023. This is largely driven by current borrowings that are expected to be renewed prior to expiration in August 2024.

Presentation of Financial Statements

Both the functional and presentation currency of Planloc is Australian Dollars.

Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial period. Any change of presentation has been made in order to make the financial statements more relevant and useful to the user.

New Accounting Standards and Interpretations

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. Based on our preliminary assessment, we do not expect them to have material impact on the Company.

PLANLOC Limited – Directors’ Report (Continued)

Directors’ Report (Continued)

Information on Officeholders

The names of Officeholders during or since the end of the period are set out below:

Joseph (Seph) Glew - Non-Executive Director and Chairman
Jessica Glew - Executive Director and Joint Managing Director
(CEO and Executive Director effective 28 February 2024)
Timothy Brown - Executive Director and Joint Managing Director
Richard Hill - Non-Executive Director
Robin Tedder - Non-Executive Director
Agata Ryan - Company Secretary

The above named directors held office during and since the end of the half-year except for:

- Robin Tedder – resigned 28 February 2024
- Timothy Brown – resigned 28 February 2024
- Paul Tresidder – appointed as Non-Executive Director 28 February 2024

Auditor and Non-audit Services

A copy of the auditor’s independence declaration as required under section 307C of the Corporations Act 2001 is set out in these financial statements.

ESV Business Advice and Accounting continues in office in accordance with section 327 of the Corporations Act 2001.

Environmental Regulation

The Company’s operations are not regulated by any environmental regulation under a law of the Commonwealth or of a State or a Territory other than those that pertain to the ownership and development of real estate.

Rounding of Amounts

The Company is of a kind referred to in ASIC Legislative Instrument 2016/191, and in accordance with that legislative instrument amounts in the Directors’ Report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

Subsequent Events and Significant Changes in Affairs

To the best of the Directors’ knowledge, since the end of the financial period, there have been no other matters or circumstances, except for those disclosed in Note 12 – Subsequent Events, that have materially affected the Company’s operations or may materially affect its operations, state of affairs or the results of operations in the current or future financial periods.

Registered office

Level 1 50 Yeo Street Neutral Bay, Sydney, NSW
Telephone: 1800 203 170

Principal place of business

Level 1 50 Yeo Street, Neutral Bay, Sydney, NSW

Auditor

ESV Business Advice and Accounting
Level 13, 68 York Street, Sydney NSW 2000

Signed in accordance with a resolution of the Board of Directors.



Seph Glew
Chairman
Sydney, 29 February 2024



Jessie Glew
Director
Sydney, 29 February 2024

PLANLOC Limited – Director’s Declaration

Directors’ Declaration

In the Directors’ opinion:

- (a) the financial statements and notes are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standard AASB 134 *Interim Financial Reporting*, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Company’s financial position as at 31 December 2023 and of its performance for the financial period ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 15 – Basis of Preparation and Accounting Policies confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the persons acting in the capacities of Chief Executive Officer and Chief Financial Officer required by section 295A of the Corporations Act 2001.

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



Seph Glew
Chairman
Sydney, 29 February 2024



Jessie Glew
Director
Sydney, 29 February 2024

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AUDITOR’S INDEPENDENCE DECLARATION TO THE DIRECTORS OF PLANLOC LIMITED

In accordance with the requirements of section 307C of the Corporations Act, as auditor for the review of Planloc Limited for the half year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

Dated at Sydney the 28th of February 2024



ESV Business Advice and Accounting



Chris Kirkwood
Partner

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INDEPENDENT AUDITOR’S REVIEW REPORT TO THE MEMBERS OF PLANLOC LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Planloc Limited (“the Company”), which comprises the balance sheet as at 31 December 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors’ declaration.

Based on our review, which is not an audit, we have not become aware of any matters that makes us believe that the accompanying half-year financial report of Planloc Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Company’s financial position as at 31 December 2023 and of its financial performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor’s Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company 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 (including Independence Standards)* (the Code) that are relevant to our audit of the annual 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 at the time of this auditor’s report.

Directors’ Responsibility for the Half-Year Financial Report

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

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INDEPENDENT AUDITOR’S REVIEW REPORT TO THE MEMBERS OF PLANLOC LIMITED

Auditor’s Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company’s financial position as at 31 December 2023 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

Dated at Sydney on the 29th of February 2024



ESV Business Advice and Accounting



Chris Kirkwood
Partner