Annual Report 2024

all audio

ARN is a richer, smarter, and more connected audio entertainment business.

ARN Media owns Australia's leading audio company, ARN. We connect with 8.0 million people[1] each week through broadcast and digital radio across every state and territory in Australia. ARN owns 58 radio stations across 33 markets, plus 46 DAB+ stations nationwide. We also reach 6.8 million people each month[2] through the fastest growing audio format, podcasts. ARN maintains a long-term licence to operate digital entertainment platform iHeartRadio, delivering radio, music and podcasts to over 2.9 million registered users.[3]

ARN's vision is to build the most valuable audio entertainment company in Australia by shaping a richer, smarter and more connected audio entertainment future.

We deliver on this by:

- Generating strong returns from core broadcast radio assets
- Maximising audiences and commercial opportunities across all audio platforms
- Distributing content as widely as possible
- Investing in new digital audio formats
- Embracing operational and digital transformation.

arnmedia

We are focused on generating value for shareholders by creating the content people seek, delivering it in the format they want and enabling access to those audiences for our clients and advertisers.

EMOTIVE

A creative agency devising ideas that change the way people feel about brands.

arn

ARN creates quality connections between content, audiences and advertisers through a fully digitised Audiosphere, delivering the accountability of performance combined with the x-factor of entertainment.

cody OUT OF HOME

Pioneer of the highest quality innovation and premium connected on-the-go advertising solutions in Hong Kong.

KIIS

KIIS is the heartbeat of pop culture, delivering unforgettable moments. It's bright, fun, and presents a mix of hit music and celebrity moments. More than radio, it's the heartbeat of our culture, empowering listeners to feel great and stay inspired.

GOLD

GOLD is more than a radio station; it's where you come to hear great music and spend time with like-minded people. You don't just listen to GOLD, you belong here. GOLD plays music that refuses to age, whatever era it's from. It's real music, real connection, it's real fun.

CADA

A one-of-a-kind youth music media platform that sets the tempo for R&B and Hip Hop in Australia.

iHeart COUNTRY AUSTRALIA

A market-leading digital streaming platform providing audiences with limitless connection to all the audio they love.

arn regional

Leaders in local. ARN's regional stations serve as the voices of regional Australian communities.

iHeart

Australia's leading digital audio platform

all

1. GFK Metro Survey #8, 2024 & GFK Regional Survey #3, Xtra Regional Surveys (latest for each market), P10+ represented cumulative audience, Mon–Sun 12mn–12mn.
2. Triton Australian Podcast Ranker, Jan–Dec 2024 average.
3. iHeart Registration Data, 31 Dec 2024.

In this report

audio

About

Our ARN Brands

Our network is organised under four streamlined, branded groups that enable national scale, local connection and content extension across diverse audio formats.

our brands

Delivering our Strategy

ARN Media's vision is to build the most valuable audio entertainment company in Australia by shaping a richer, smarter and more connected audio entertainment future.

Amid an increasingly complex operating environment, we believe the path to success is in simplicity.

We have focused the business around three strategic priorities:

Digitised Audio Business

Leveraging technology and AI to deliver intelligent and simplified operational model and efficiencies.

Grow Audiences

Grow audiences and engagement in the key 25–54 demographic. Leveraging iHeartRadio to expand reach, create new audiences, and launch innovative digital formats.

Deliver Exceptional Results for Clients

Position ARN as the leading 'All Audio' platform, connecting brands with over 10 million engaged listeners weekly across broadcast, streaming, and podcast assets.

Chairman's Letter

As Chair of ARN Media Limited (ARN Media), it is my privilege to present our 2024 Annual Report. The past year has been marked by macroeconomic pressures and shifting industry dynamics, yet ARN Media has demonstrated resilience, adaptability and strength. In the face of challenges in the advertising market, we have delivered sound financial performance in our core business while continuing to take a leading position in the evolving Australian audio landscape.

ARN is Australia's leading 'All Audio' entertainment business

Audio continues to be a transformative force, reshaping content consumption and brand engagement. ARN's 'All Audio' proposition ensures long-term sustainable returns, with 9 out of 10 Australians listening to audio weekly.[1] The habitual consumption patterns of audio, regardless of format, provide reliable scale for advertisers.

Radio remains a cornerstone medium, reaching 81% of the Australian population—five times more Australians than ad-supported Spotify.[1]

Digital audio continues to experience robust growth, with 83% of Australians accessing it monthly, the medium has transitioned from a niche offering to a mainstream channel.[1]

Podcasts have become a mass medium, with nearly half of Australians consuming them monthly,[1] reflecting the growing demand for diverse, specific-interest and on-demand content.

A foundation of ARN's success is our exclusive Australian license for iHeartRadio, a low-capital investment that delivers iHeartMedia's cutting-edge technology and investment in platform development while allowing us to focus on our core strengths of content creation, distribution and monetisation.

Our prudent approach to investing in this growth category has seen us deliver positive Earnings before significant items, interest, tax, depreciation and amortisation (EBITDA) and cashflow in the second half of the year. Our strategy is set to accelerate profitable revenue growth in 2025 and beyond.

1. Edison Infinite Dial Australia 2024.

Building for the future

Looking ahead, the enduring power of radio and the growing demand for personalised and immersive audio experiences continues to create new avenues for growth and ARN Media is well placed to capitalise on them.

We have commenced a business transformation programme that is expected to deliver cost outs of $40 million over 3 years, positioning ARN as the most profitable audio business in Australia. Our strategic priorities are clear – create a digitised audio business that leverages technology and AI to simplify the operating model and create efficiencies, grow audiences by expanding reach and launching new innovative formats and position ARN as the leading 'All Audio' commercial platform connecting brands with over 10 million listeners across broadcast, streaming and podcast assets.

Financial Resilience

As of 31 December 2024, the Group maintained a stable financial foundation with net assets of $291.4 million. Our balance sheet remains robust, with net debt of $82.2 million and pre-AASB-16 leverage ratio of 1.69 times EBITDA before significant items. The Group retains sufficient financial flexibility, with undrawn debt facilities of $64.2 million, the majority of which extend to January 2027.

The accretive share buy-back program was prudently paused in October 2023 following the announcement of a non-binding indicative proposal to acquire 100% of Southern Cross Media Group Limited (SCA). In line with disciplined capital management, the buy-back remains on hold as we evaluate strategic opportunities.

Balancing our ongoing commitment to delivering shareholder value with prudent capital management, the Board has declared a dividend of 1.1 cents per share. A total dividend for the year of 2.3 cents per share which represents a payout ratio of 60% of the full year net profit after tax and before significant items.

long term value for our shareholders

Cody – Building Valuation

During the year, Cody Outdoor (Cody) secured two pivotal advertising concession contracts in Hong Kong, reestablishing its market presence. With a track record of managing profitable out-of-home contracts for over 25 years, these new agreements strengthen Cody's valuation and growth trajectory.

- In May 2024, Cody commenced a five-year contract for the Hong Kong Tramways (Trams) tram body advertising, providing access to affluent CBD consumers at scale.
- In July 2024, Cody commenced a bus body advertising contract with The Kowloon Motor Bus Company (Buses), covering nearly 4,000 buses across Kowloon and the New Territories, running until 2030.

With the investment and start up phase now completed, and with a track record of managing profitable contracts for over 25 years, these new contracts strengthen Cody's valuation and growth trajectory. Cody is targeting to be free cash flow positive in 2025.

With a balanced portfolio of quality out-of-home assets, long standing partnerships with major advertising agency groups and blue-chip clients, and a reputation for pioneering high-quality and innovative outdoor advertising solutions across Hong Kong, Cody is well placed for future growth and value enhancing optionality.

Industry Consolidation

The dominance of global digital giants such as Google and Meta has intensified competition for ad spend, underscoring the need for consolidation within the Australian media sector. A stronger, more resilient and less fragmented industry structure is essential for local media players to compete effectively.

In October 2023, ARN Media and Anchorage Capital Partners (ACP) announced a non-binding indicative offer to acquire 100% of the fully diluted share capital of SCA. However, in May 2024 after due diligence, ACP withdrew its proposal due to the deteriorating performance of SCA's Regional TV business, the outlook for Regional TV generally, and the existing long-term contractual obligation of SCA to outsource TV transmission.

Notwithstanding ACP's decision, ARN Media continued to consider the acquisition of certain SCA radio assets, and the combination of ARN Media and SCA digital audio assets, as a unique opportunity to unlock immediate and long-term value creation.

To preserve the opportunity, ARN Media submitted a revised indicative proposal to SCA which the company declined to engage in.

We firmly believe in the strategic merits of this partnership and I share your disappointment on the lack of progress towards a successful conclusion to these discussions that could deliver enhanced value for both sets of shareholders.

Given ongoing pressures from global tech platforms and an outdated regulatory framework, market restructuring remains a priority.

ARN Media continues to assess our options in relation to this matter, and commit to pursuing opportunities to expand its footprint, leverage cost efficiencies and build a multi-platform media business that delivers enhanced shareholder value.

Acknowledgments

I would like to extend my deepest gratitude to our Board of Directors for their guidance and oversight, our CEO and executive leadership team for their strategic vision and every member of the ARN Media family for their dedication. Your hard work drives our success.

To our shareholders, thank you for your trust. Your confidence inspires us to push boundaries and innovate.

As we embark on another year, I am excited about the journey ahead and confident in our ability to continue delivering value, innovation and impact. Together we will shape the future of ARN Media and the industry we proudly lead.

Yours sincerely,

Hamish McLennan
Chairman

Net debt of

$82.2m

and leverage on a pre-AASB 16 basis, before significant items, of 1.69 times EBITDA

Final dividend declared

1.1cps

Interim 1.2 cents per share

CEO's Letter

Dear Shareholders,

In challenging market conditions, ARN Media delivered growth and strengthened our position as Australia's leading audio company. As the media landscape continues to evolve, our ability to adapt and innovate remains critical. I am pleased to report on our performance, progress to date and the strategic initiatives shaping ARN Media's future.

Financial Performance: A Solid Foundation for Growth

Group revenues from ordinary activities reached $365.6 million, an increase of $31.4 million over the prior year. Underlying Group earnings before significant items, interest, tax, depreciation, and amortisation (EBITDA) of $93.1 million increased by $21.5 million as compared to the previous period.

At ARN, revenues in 2024 were up $0.9 million on prior year to $307.9 million in a challenging market due to subdued consumer and advertiser sentiment. Total broadcast advertising revenues were down 1.6% while regional advertising performance grew market share during the year and finished flat on prior year. Digital audio continued its strong growth trajectory and finished up 28% to $25.3 million.

ARN total costs before significant items of $241.3 million were limited to an increase of 1%. People and operating costs before significant items was flat, favourable to the 2% to 4% cost guidance provided at half year, with increased marketing investment, digital audio resourcing and inflationary pressures being offset by stringent discretionary cost control and permanent headcount reductions. EBITDA before significant items was slightly down on prior year at $71.5 million and generated strong cash conversion with operating free cash flow after leases, capital expenditure, interest and tax of $27.0 million.

Cody Outdoor (Cody), revenue of $47.0 million was up from $15.8 million in 2023 due to two significant new advertising concession contracts. Total costs increased to $17.4 million as a result of direct costs incurred on these new contracts. Increased EBITDA before significant items of $29.6 million was offset by increased depreciation on leases resulting in earnings before significant items, interest and tax loss (EBIT) of $4.8 million.

ARN Media provided a net $10.0 million to support working capital build in the second half of 2024, well below the guidance of $12.0 to $15.0 million. Cody's free cash flow investment of $20.8 million (after lease payments) in 2024 was required to support the early months of the new contracts and the timing difference between monthly upfront lease payments and the extended credit terms customary in the Hong Kong market. An improved last quarter performance resulted in cash-positive EBITDA after lease payments in the final quarter of the year.

Australian operations' (consisting of ARN, Investments and Corporate costs) generated strong free cash after lease payments, interest and tax of $27.5m with capex managed within the target range and the benefit of tax refunds relating to prior periods.

The Group statutory profit attributable to ARN Media shareholders of $3.9 million was impacted by significant items and increased depreciation and amortisation expense before significant items attributable to Cody.

Ratings to drive growth in 2025

While 2024 delivered mixed audience results nationally, ARN maintained leadership in key demographics. In Sydney, ARN had a 26.9% share of people 25–54 across Surveys 1–8. ARN also had the highest cumulative metro audience, reaching 2.21 million listeners weekly.[1]

KIIS Network

The KIIS Network is an entertainment powerhouse designed for women aged 25–39. In 2024, networking content from 10am onwards was introduced across Sydney, Melbourne, and Brisbane while maintaining local programming elements of news, sport and weather.

In 2024, KIIS was the #1 national network, commanding a 9.4 share of audience nationally and reaching over 3.6 million people each week.[2]

- **KIIS #1 national network with 9.4 share M–S 530am–12mn**
- **KIIS #1 network with 10.5 share Breakfast[3]**

The Kyle & Jackie O Show

In April 2024, The Kyle & Jackie O Show launched in Melbourne. Sydney and Melbourne together comprise 62% of the metro commercial radio market value[4] and growing the show's audience is a key commercial opportunity.

While the launch into Melbourne has been subject to much attention, overnight, the breakfast show went from reaching 851,000 people in Sydney to 1.2 million people across Australia's two largest cities,[5] and across the country remains Australia's most listened to radio show, reaching over 1.7 million listeners each week.[6]

In Sydney, ARN and The Kyle & Jackie O Show's partnership has seen the show maintain its position as #1FM breakfast show for an incredible 48 surveys straight.[7]

In Melbourne, audience familiarity and trial are key focus areas to drive long-term growth, with early performance tracking close to expectations, as it begins to build a loyal audience.

GOLD Network

The GOLD network delivers a classic hits format targeted to people 40–54 through Sydney's WSFM, anchored by Jonesy & Amanda at breakfast, Melbourne's GOLD 104.3 lead by The Christian O'Connell Show and AM station Cruise in Adelaide.

In September, we made structural and programming changes to enable a better programming experience for listeners, greater operational efficiencies, but importantly to reduce the average age of the audience, making it more commercially appealing.

In 2024, the network reached 2.3 million listeners each week and claimed a 7 share,[8] performing an important supporting role to the KIIS network.

1. GFK, Sydney S1–8 2024, Share p25–54, Cume p10+, Mon–Sun, All Day.
2. GFK, SMBAP S1–8 2024, Share/Cume, FM Hit Stations, Mon–Sun, 0530–12mn, p10+.
3. GFK, SMBAP S1–8 2024, Share, Mon–Fri, 0530–0900, p10+.
4. CRA Radio Market – 2024.
5. GFK, Sydney S2 2024, Syd/Melb S3–8 2024, Cume, Mon–Fri, 0530–0900, p10+.
6. GFK, SBMAP S8 2024/Xtra Insights Lastest Surveys (Ballarat, Bundaberg, Cairns, Darwin, Hobart, Launceston, Mackay, Sunshine Coast, Townsville, Wollongong), Mon–Fri, SM 0600–1000/SMBAP 1800–1900/Regional 1900–2359, Cume, p10+.
7. GFK, Sydney, S6 2018 – S8 2024, Mon–Fri, 0530–0900, Share, p10+.

Regional network delivering on acquisition targets

One third of Australians live in regional areas, and ARN reaches 2.0 million[9] of them across 49 stations in 29 markets.

Regional audiences are being viewed as increasingly valuable amongst advertisers with share of non-digital budgets having increased for the third consecutive year to 17.8%.[10]

In 2024, ARN stations have solidified their dominance in regional markets, delivering outstanding results across 12 markets, with 10 stations achieving #1 position and 5 stations securing #2.[11]

Regional advertising revenues totalling $104.9 million was up slightly on the prior period despite challenging market conditions. Since acquiring a regional network ARN has continually grown our share of spend on both a local and national basis.

Achieving Digital Audio Profitability

As audiences continue to embrace digital formats alongside traditional broadcast radio, digital audio has emerged as the fastest-growing category in the market. In FY24, total online audio advertising surged by 24% to $290 million, a clear testament to the sector's momentum.[12]

With 61% of media agencies planning to increase their investments in streaming audio and 64% intending to expand their podcast advertising spend, digital audio is on an undeniable upward trajectory.[13]

In the last half of 2024, our digital and audio segments became EBITDA and cashflow positive which is set to continue in 2025. Revenues grew 28% to $25.3 million with podcasting revenue significantly outgrowing the market[12] as ARN remains Australia's #1 podcast network, reaching nearly 7 million listeners monthly and delivering 263 million downloads.[14]

We continue to scale our podcasting footprint by onboarding premium content networks. In December, ARN signed a multi-year partnership with BBC Studios and The Athletic to represent their podcasts in Australia. These strategic expansions allow us to capture high-value audiences, increasing ad revenue and strengthening our leadership in the space.

Streaming Revenue set to grow in 2025

The market trends confirm that digital audio is no longer an emerging category, it is a dominant force in the media landscape. With our premium content portfolio, strategic investments and partnership with iHeartMedia, we have enhanced our ability to attract and retain premium advertisers.

In 2025, we turn our attention to accelerating the commercialisation of streaming live radio broadcasts in digital formats and are confident of maintaining the digital audio growth we experienced last year, particularly as advertisers become more familiar with investing in total audio audiences.

Transforming to Drive Growth

The audio industry has experienced a dynamic transformation over the past decade, with the pace of change accelerating in the last 12 months. The increasing alignment between advertisers' adoption of digital formats and audience demand presents significant opportunities for growth.

As a Group, we continually evolve to maximise the value of both our advertising partners and listeners, ensuring we remain at the forefront of the industry. While digital content delivery entails higher costs than traditional broadcast radio, we are refining our operating model to drive efficiency, optimise resources and enhance long-term profitability.

We have commenced a programme to review our ways of working and identify key areas of focus. The review highlighted the need for revenue diversification, ongoing cost reductions and enhanced operational efficiency.

Encouragingly, many of the initiatives identified have been actioned and the business is focused on accelerating this transformation program in 2025.

This transformation is not only about cost control, it's about securing ARN Media's agility and leadership in the evolving media landscape. By simplifying processes and maximising content value, we ensure long-term success.

In closing, I want to express my deepest gratitude to our shareholders for your trust and support, our Board of Directors for their strategic insight, and our team for their dedication and resilience. Together, we will continue to share the future of ARN Media.

Ciaran Davis
Chief Executive Officer

8. GFK, SMBAP, S1–S8 2024, Mon–Sun, 0530–12mn, Share/Cume, p10+.
9. Australian Bureau of Statistics 2021 Census (regional areas defined as all non-capital city). GFK Metro Survey #8, 2024 & GFK Regional Survey #3, Xtra Regional Surveys (latest for each market), P10+ represented cumulative audience, Mon–Sun 12mn–12mn.
10. SMI, CY21–24, Market Type of Non-Digital Media Revenue.
11. Xtra Insights, Hobart/Launceston/Ballarat/Cairns/Sunshine Coast/Mackay/Townsville/Ipswich/Wollongong/Darwin, S1 2024, Cume, Mon–Sun, 0530–12mn, p10+ and GFK S3 2024, Share/Cume, Mon–Sun, 0530–12mn, p10+.
12. IAB Australia Internet Advertising Report FY24.
13. IAB Australia Audio Advertising State of the Nation Report 2024.
14. Triton 2024, ARN Network Total.

Operating and Financial Review

Overview

ARN Media Limited (ARN Media) presents its results for the year ending 31 December 2024.

In the financial report, the ARN segment consists of the ARN Metro and ARN Regional businesses. Cody Outdoor (Cody) and Investments, containing Emotive and ARN Media's investment in Southern Cross Media Group Limited (SCA), remain in separate operating segments.

On a statutory basis, Group revenues from ordinary activities of $365.6 million increased $31.4 million compared with the prior period. ARN segment revenues of $307.9 million were up $0.9 million on prior year in a challenged media market. Cody segment revenues increased by $31.2 million, due to two new significant advertising concession contracts secured and launched during the year. Cody revenues were challenged by the macroeconomic conditions impacting the luxury sector.

Tight cost control restricted Group costs before significant items to $279.8 million, an increase of 3.5% compared to the prior year. The increase in cost base is due to Cody direct costs incurred on the new advertising concession contracts. Additionally, ARN costs increased due to Melbourne marketing costs and inflationary pressures in Australia.

Underlying Group earnings before significant items, interest, tax, depreciation and amortisation (EBITDA) of $93.1 million increased by $21.5 million as compared to the previous period.

Group depreciation and amortisation expense before significant items of $48.6 million increased by $29.0 million in the year due to the impact of new advertising concession contracts for Cody. This resulted in earnings before significant items, interest, tax (EBIT) before significant items of $44.5 million compared with $52.0 million in the prior year.

The net profit after tax (NPAT) attributable to ARN Media shareholders of $3.9 million was further impacted by significant items, including our share of transaction costs associated with the proposed acquisition of SCA, as well as restructuring costs associated with simplifying and standardising the radio operations.

Details on the significant items totalling $8.1 million (net of tax) are included in note 1.3 to the Financial Report.

Underlying Drivers of Performance

ARN Segment

ARN segment revenues in 2024 were up $0.9 million on prior year to $307.9 million. Total broadcast advertising revenues were down 1.6% to $282.6 million with metro advertising revenues finishing back 2.8%. A resilient regional advertising performance grew market share[1] during the year and finished flat on prior year. Digital audio continued its strong growth trajectory and finished up 27.9% to $25.3 million.

ARN costs before significant items of $241.3 million were limited to +1%. People and operating costs were flat, favourable to the 2% to 4% cost guidance provided at half year, with increased marketing investment, digital audio resourcing and inflationary pressures being offset by stringent discretionary cost control and permanent headcount reductions.

This resulted in EBITDA before significant items slightly down on prior year at $71.5 million.

Cody

Revenue of $47.0 million, up from $15.8 million in 2023, related to two significant new advertising concession contracts secured and launched during the year. Total costs increased to $17.4 million as a result of direct costs incurred on the new contracts. The KMB bus body contract surpassed expectations from its launch in July. Conversely, the Hong Kong Trams contract with its premium market positioning and luxury customer base was challenged through its launch in 2024, however improved in the final quarter of 2024.

Increased EBITDA of $29.6 million was offset by increased depreciation on advertising concession contracts resulting in EBIT loss of $4.8 million.

1. CRA Radio Market – 2024.

maintained a stable performance

Revenue

$365.6m

+9%

EBITDA[8]

$93.1m

+30%

EBIT[8]

$44.5m

-14%

NPAT[8]

$12.0m

-59%

Net Debt

$82.2m

1.69 x leverage [8]

Final Dividend

1.1cps

interim 1.2 cents per share

Summary of Financial Performance

	Underlying result		Significant items		Statutory result	
AUD million[2]	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Revenue before finance income	365.6	334.3	–	–	365.6	334.3
Other income	2.5	2.5	–	39.4[5]	2.5	41.9
Share of associate profits	4.8	5.1	–	–	4.8	5.1
Costs	(279.8)	(270.3)	(10.5)[3]	(112.0)[6]	(290.3)	(382.3)
EBITDA	93.1	71.6	(10.5)	(72.6)	82.6	(1.0)
Depreciation and amortisation	(9.0)	(8.2)	(0.4)[4]	–	(9.4)	(8.2)
Depreciation – AASB 16	(39.6)	(11.4)	(0.7)[4]	–	(40.3)	(11.4)
EBIT	44.5	52.0	(11.6)	(72.6)	32.9	(20.6)
Net interest	(6.5)	(4.6)	–	1.2[7]	(6.5)	(3.4)
Finance cost – AASB 16	(11.8)	(2.1)	–	–	(11.8)	(2.1)
Net profit before tax	26.1	45.2	(11.6)	(71.4)	13.7	(26.2)
Taxation on net profit	(11.8)	(12.9)	3.5	32.2	(8.3)	19.3
Profit/(loss) from continuing operations	14.3	32.3	(8.1)	(39.3)	6.2	(6.9)
Less non-controlling interest	(2.4)	(2.9)	–	–	(2.4)	(2.9)
NPAT attributable to ARN Media shareholders	12.0	29.5	(8.1)	(39.3)	3.9	(9.8)

2. Totals may not add due to rounding.
3. Relates to one off expenditure for new systems implemented $2.0 million, our share of transaction costs associated with the proposed acquisition of SCA $4.5 million, redundancies associated with simplifying and standardising the radio operations of $3.6 million and $0.4 million relates to exit from Macquarie Park premises.
4. Relates to the remaining depreciation on Macquarie Park right-of-use and property, plant and equipment assets.
5. Consists of gain on sale of investment in Soprano less costs of sale $39.1 million, $0.3 million income from finalisation of account balances with the ATO.
6. Relates to one off expenditure for new systems implemented $3.0 million, integration costs of ARN Regional $1.7 million, $103.7 million impairment of ARN intangible assets, $2.5 million talent sign-on fees and $1.2 million for our share of transaction costs associated with the proposed acquisition of SCA.
7. Interest income on finalisation of account balances post settlement with the ATO.
8. Before significant items.

Financial Position

The Group had net assets at 31 December 2024 of $291.4 million, $25.0 million lower than December 2023 net assets of $316.4 million. This was driven by further decline in the valuation of ARN Media's investment in SCA.

Right-of-use assets increased by $277.7 million with a corresponding increase in lease liabilities, primarily from new Cody contracts.

Cash and Capital Management

The balance sheet of the Group remains in a sound position, with net debt of $82.2 million and leverage on a pre AASB-16 basis before significant items of 1.69 times EBITDA. The Group retains debt facilities with undrawn limits of $64.2 million, most of which expire in January 2027.

Cash generation (operating cash after leases, capital expenditure, interest and tax) was strong at $27.5 million for the Australian operations. This was partially offset by Cody's free cash flow investment of $20.8 million (after lease payments). This was required to support the early months of the new contracts and the working capital build discussed in the CEO's Letter on page 6.

Investing cashflows include capital expenditure net of lease incentives of $9.4 million. Ongoing capital expenditure requirements for the Group typically range between $8 to $10 million per annum.

The accretive share buy-back was paused in October 2023 following the announcement of a non-binding indicative proposal to acquire 100% of SCA. The share buy-back remains on-hold.

In consideration of the trading result for the period and current economic environment, the Company declared a dividend of 1.1 cents per share.

sound balance sheet

Cash Flow Generation

AUD million[1]	2024	2023	Change
Operating cash flows and lease payments[2]	16.7	35.1	(52%)
Tax payments	(0.6)	(24.5)	(97%)
Cash flow from operating activities and lease payments	**16.1**	**10.5**	**52%**
Investing cash flows	(10.8)	8.3	(>100%)
Borrowings	7.0	9.0	(22%)
Dividends paid to shareholders	(15.0)	(26.8)	(44%)
Share buy-back	–	(3.7)	(100%)
Other financing cash flows	1.9	(2.4)	(>100%)
Cash at the beginning of the year	**18.9**	**23.9**	**(21%)**
Effect of foreign exchange for the year	0.5	0.0	>100%
Cash at end of year[3]	**18.5**	**18.9**	**(2%)**
Short term deposits	0.2	0.0	100%
Bank loans	(101.0)	(94.0)	7%
Net debt	**(82.2)**	**(75.1)**	**9.5%**

1. Totals may not add due to rounding.
2. Operating cash flows, plus principal repayments on finance leases accounted for under AASB 16 Leases from 1 January 2019.
3. Excludes amounts held in short term deposit with banking institutions.

Review of Operations and Strategic Focuses

Since 2019, ARN has engaged clients with an All Audio offering that we call The Audiosphere. In 2024 we continued to deliver value for our clients with this approach – the one stop shop for 360-degree audio campaigns delivering a combination of radio, music and podcasts, supported by digital and real-life experiences that maximises return for advertisers.

Across the network we speak to over 10 million Australians. Segment by segment we continue to grow audiences and deliver innovative solutions for clients.

A diversified suite of scale protects from market dynamics[1]

7.5 million
AM/FM Weekly Reach

1 million
DAB+ Weekly Reach

iHeart
1.6 million
Streaming Monthly Reach

1.2 million
Website Monthly Reach

1.3 billion
Social Footprint (Impressions)

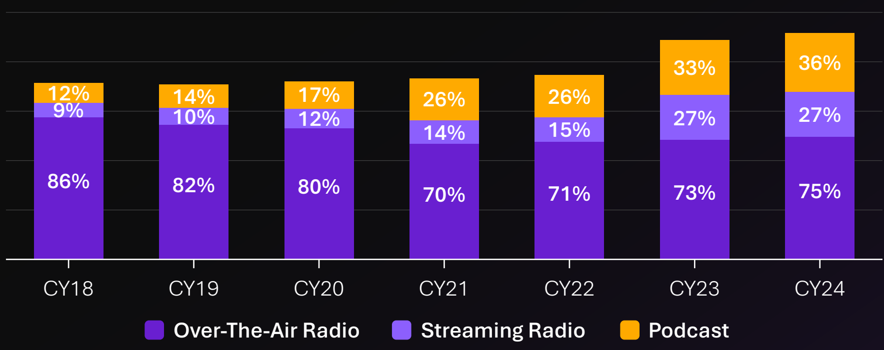
iHeart
6.9 million
iHR Podcast Network Monthly Reach
#1 on Australian Podcast Ranker

1. Google Analytics Jan–Dec24, Facebook/Instagram/TikTok Jan–Dec24, Triton Podcast Ranker Jan–Dec24, Triton Streaming All Platforms Jan–Dec24, GFK/Xtra Latest Surveys, 12mn–12mn, p10+, Cume, commercial representation.

Advertiser demand continues to follow audience demand

With more than 4 in 5 people accessing commercial audio each week,[2] it remains an increasingly valuable sector and the key to revenue generation for our business.

Audio Audience Weekly Reach



Source: Edison Infinite Dial, 2018–2024.

While growth in audiences demonstrates the ongoing relevance of audio, the industry must continue to advocate to drive up total revenue share.

Near Universal Reach

Audio reaches 94% of the Population

Increasingly Digital

Podcasts and streaming radio listening doubled in last 4 years

Commercial Resilience

Audio holds 8% revenue share over last 4 years while Television drops 10 share points

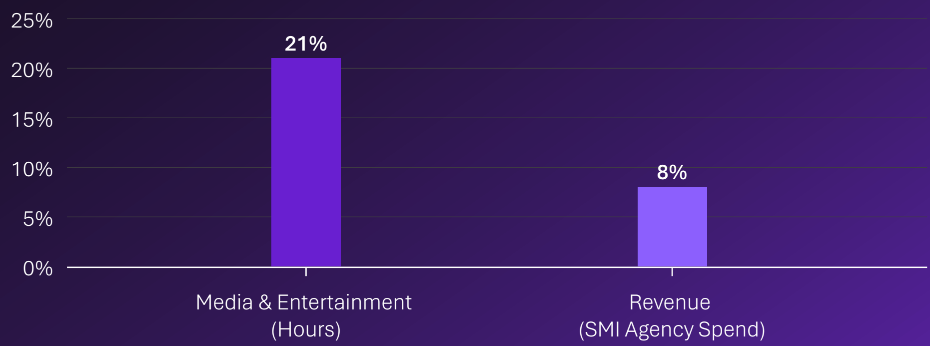
Growth Opportunity

21% of time spent consuming media and entertainment is using audio

Source: Edison Infinite Dial, 2018–2024.
Source: Deloitte Media & Entertainment Consumer Insights 2024; SMI CY24.

The digitisation of the medium makes inventory increasingly addressable, effectively growing the value of the channel, but we believe the channel is still underrepresented in share of advertising dollars. Audio accounts for 21% of total media consumption, but only 8% of advertising dollars.[3]

Audio Audience Share vs Audio Revenue Share



Source: Deloitte Media & Entertainment Consumer Insights 2024; SMI CY24.

2. Nielsen CMV, National Survey 10, 2024.
3. Deloitte Media & Entertainment Consumer Insights 2024; SMI CY24.

KIIS

Review of Operations

ARN's National Network

In 2024, ARN secured $282.6 million advertising revenue in the radio segment. This was back 2% across the period, demonstrating a resilient channel despite ongoing challenging market conditions.

On a station-by-station basis we achieved some significant milestones and highlights, particularly in the critical people 25–54 demographic.

ARN was the top-ranking network group in the Sydney market, with a 22.0% share of all people aged 10+ years and 26.9% share of people aged 25–54 years across Surveys 1–8 in 2024. ARN also had more listeners than any other network, with a cumulative reach of 2.21 million on average each week tuning in to our metro stations.[1]

The network is comprised of two key branded networks that act as a powerful combination across Sydney and Melbourne. Combined, they are designed to reach a critical mass of 25–54 year olds – the key commercial demographic.

KIIS Network

The KIIS Network is an entertainment powerhouse designed for women aged 25–39. At its core, KIIS is the heartbeat of pop culture, delivering unforgettable moments.

In 2024, we commenced networking content from 10am onwards across Sydney, Melbourne and Brisbane. This was a considered decision and required significant technical and programming preparation to safeguard the listener experience.

Given the important role that radio plays in connecting listeners to their local community, our technical upgrades enabled us to maintain locally programmed news, sport and weather along with market specific content breaks when relevant. Importantly, the infrastructure still allows for us to switch to 100% local programming if and when required.

Sydney's KIIS1065 delivered its second best year ever for people 10+ off an exceptional 2023 which featured Kyle's Wedding. The station continues to appeal to people 25–54 with more listeners in this demographic than any other station in Australia. Each week, 755,000 people 25–54 tune in, with 14.8% share of listening in Sydney.[2]

KIIS 1011 has been a top three ranking station for people 25–54 cumulative reach every survey this year in the Melbourne market. Together, KIIS 1011 and KIIS 1065 had the highest network share (10.9%) in the combined Melbourne and Sydney markets in 2024.[3]

Brisbane's KIIS973 achieved its best people 10+ breakfast result since 2016 and had its second consecutive year of growth for people 25–54 in Brisbane, with an increase of 7.3% cumulative reach over that time. The vital Breakfast segment was up even more for the people 25–54 demographic, growing 12.9% over the last two years.[4]

Adelaide's Mix 102.3 achieved best station and breakfast for people 10+ result since 2021. Adelaide is a highly competitive market where only two share points separate the top four rating stations in the people 25–54 demographic, with Mix 102.3 the only station to achieve three consecutive years of cumulative reach growth.[5]

Perth's 96FM had its best people 10+ share result (13.9) and Breakfast result since the modern ratings methodology began in 2004.[6]

1. GFK, Sydney S1–8 2024, Share p25–54, Cume p10+, Mon–Sun, All Day.
2. Source: GFK Survey 1–8, 2024 – P10+, unless otherwise stated, Mon–Sun 0530–2359.
3. GFK, Melb/Syd, S1–8 2024, Mon–Sun, 0530–2359, p10+/p25–54.
4. GFK, Bris, S1–8 2024, Mon–Sun, 0530–2359, p10+/p25–54.
5. GFK, Adel, S1–8 2024, Mon–Sun, 0530–2359, p10+/p25–54.
6. GFK, Perth, S1–8 2024, Mon–Sun, 0530–2359, p10+.

Strategic Focuses

Fresh breakfast in Brisbane and Adelaide underpinned by strengthened KIIS network

In 2025, we will continue to deliver on the demand for local content through refreshed breakfast shows across two of the KIIS markets: Brisbane and Adelaide.

In Brisbane, Corey Oates – former Broncos NRL star, local legend, and fan favourite – will officially join Robin & Kip in the morning. Known for his commanding presence and unpredictable, unfiltered style, Corey has a unique ability to captivate Brisbane audiences, keeping them hanging on his every word. As a guest on the show throughout 2024, Corey brought a dynamic voice and undeniable charisma to the show. Now, in 2025, we're thrilled to elevate the energy and fun as he becomes a permanent part of the team. Expect big laughs, bold takes, and the kind of chemistry that makes mornings unforgettable with Robin, Kip & Corey.

In Adelaide, Hayley Pearson replaces Ali Clarke to form a new breakfast show: Hayley & Max in the Morning. Hayley filled in for Ali during a period of leave across 2024 and proved popular with audiences and clients. An Adelaide local, with a significant digital media and TV footprint of her own, Hayley will bring a lot of fun to the show and we expect the dynamic between her and Max to keep listeners tuned into the station.

The Kyle & Jackie O Show

In November 2023, ARN signed a landmark deal for the world's most successful radio show, The Kyle & Jackie O Show, to remain with the KIIS network until the end of 2034. Simultaneously, we announced that the duo would commence broadcasting live into the Melbourne market from April 2024, supported by launch partner Chemist Warehouse.

Melbourne and Sydney together represent 62% of the metro commercial radio market value. Growing the show to mirror the audience success of that in Sydney will unlock the potential to capture up to a 10 share point opportunity.

While the launch into Melbourne has been subject to much attention, the show is performing in line with our forecasts and remains Australia's most listened to radio show, reaching over 1.7 million listeners each week.[7]

Overnight, the breakfast show went from reaching 851,000 people in Sydney to 1.2 million people across Australia's two largest cities. By the end of 2024, The Kyle & Jackie O Show was reaching 1.7 million radio listeners in total.[7]

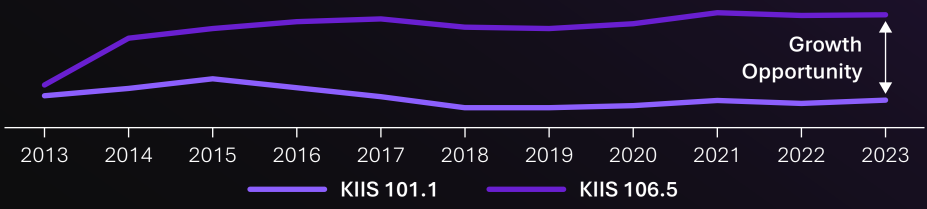
In Sydney, ARN and The Kyle & Jackie O Show's partnership has seen the show maintain its position as #1FM breakfast show for an incredible 48 surveys straight while also claiming #1 overall in Sydney, more than half of the time across the last two years.[9] This performance reflects their second-best year of results ever (including their time pre-ARN).

In Melbourne, like all new shows, there is a bedding process and it will take time to build a loyal audience. We saw that in Sydney when Kyle and Jackie O launched back in 2005 and we are confident in the strategy and ability of the show to make this move a success in Melbourne now.

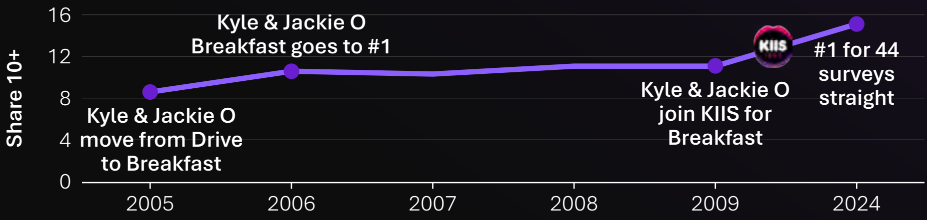
Analysis of the breakfast ratings for KIIS1011 across the last nine years demonstrates that the ratings position at the end of 2024 is within the normal range for the station.

We expect that as the new contract comes into effect in 2025 our focus on driving audience familiarity with the talent, trial amongst people 25–54 and establishing more long-term commercial partnerships similar to that with Chemist Warehouse, we will see the return on our investment.

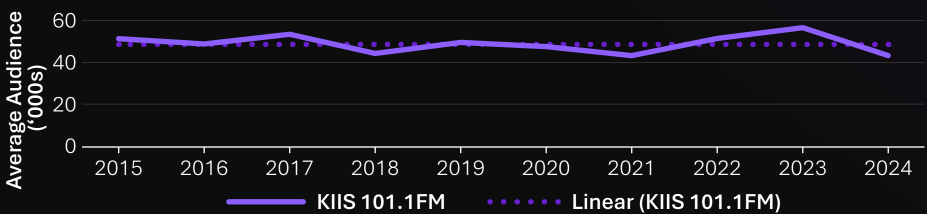
KIIS1011 & KIIS1065 Commercial Share



Kyle & Jackie O Breakfast pace of growth



KIIS 1011 Breakfast Audience



7. GFK Survey 8 2024, Syd/Mel Breakfast, SMBAP Hour of Power (HOP), P10+; Xtra Insights most recent surveys as of 14 Nov 2024, Regional National HOP, P10+.
8. GFK, Melb/Syd, S1–8 2024, Mon–Fri 0530–0900/1800–1900, p10+.

GOLD

Review of Operations

GOLD Network

The GOLD network delivers a classic hits format targeted to people 40–54.

In 2024, the network was made up of Sydney's WSFM, anchored by Jonesy & Amanda at breakfast, Melbourne's GOLD 104.3 lead by The Christian O'Connell Show and AM station, Cruise in Adelaide.

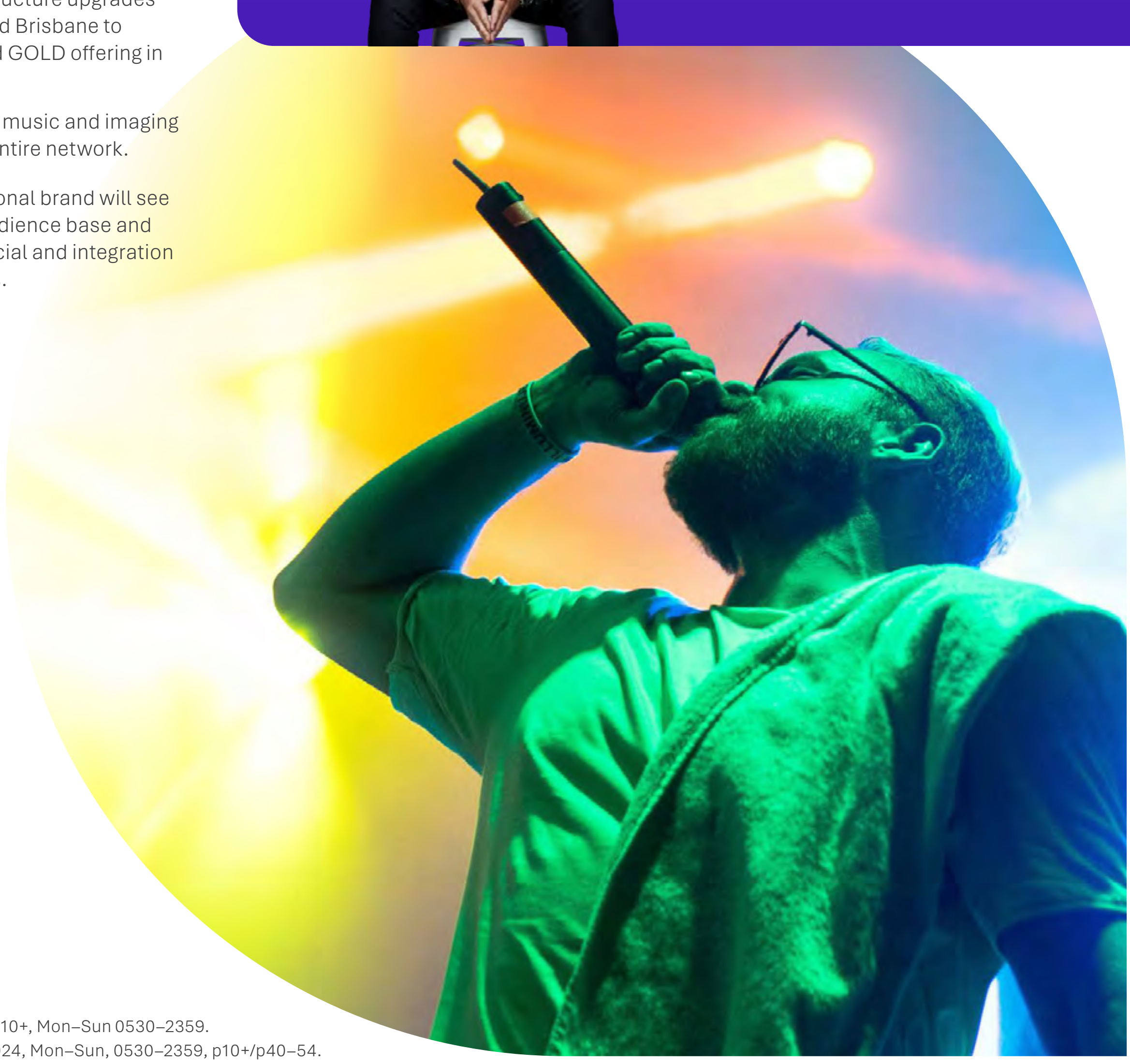
We commenced a workstream to make the GOLD network a commercially appealing 5 x metro market proposition. This has involved organisational redesign to enable greater operational efficiencies, development opportunities for our people and a more consistent listening experience for our audiences across markets. Specifically, we have:

- Delivered a brand refresh for the GOLD network.
- Rebranded WSFM to Sydney's GOLD 101.7.
- Commenced infrastructure upgrades in Perth, Adelaide and Brisbane to enable a fully fledged GOLD offering in those markets.
- Established national music and imaging hubs to service the entire network.

The creation of this national brand will see us expand the GOLD audience base and deliver greater commercial and integration opportunities for clients.

Sydney's WSFM had its second-best ever year on record for share people 10+ and achieved the #1 overall station for the first time in the Sydney market in S7 2024.[1]

Melbourne's GOLD 104.3 finished 2024 as the #1 FM station for people 10+, #1 for people 40–54 share for a remarkable 12 years in a row (annual average) and #1 for workday.[2]



1. GFK Survey 1–8, 2024 – P10+, Mon–Sun 0530–2359.
2. GFK, Melbourne, S1–8 2024, Mon–Sun, 0530–2359, p10+/p40–54.

Strategic Focuses

Re-energising the GOLD Network to grow 25–54 audiences

Despite the GOLD network delivering a 2.3 million strong, audience of scale,[3] we identified a decline in the 25–54 demographic across both WSFM in Sydney and GOLD104.3 in Melbourne. Their aging profile meant they lacked the commercial appeal we needed.

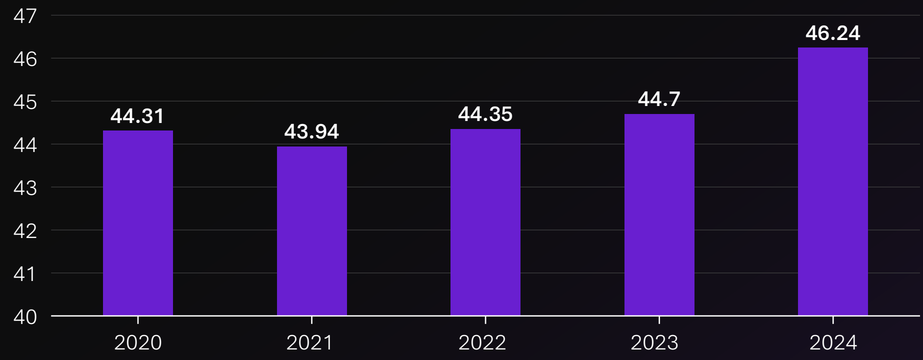
Once identified, we set a clear goal to maintain our audience of scale while attracting a younger demographic. To achieve this, we decided to refresh both station brands. In January, WSFM rebranded as Sydney's GOLD101.7, creating a moment of reassessment with potential listeners and bringing a fresh, unified identity to the GOLD Network.

Led by iconic talent **Brendan 'Jonesy' Jones** and **Amanda Keller** in Sydney, and **Christian O'Connell** on GOLD104.3 in Melbourne, both stations now have a dynamic new look and a fresh new on-air sound. Playing 'Just Great Songs' from artists including INXS, P!NK, Powderfinger, Bon Jovi and Bruno Mars, GOLD blends legendary anthems with contemporary hits, delivering a sound that refuses to age, perfectly reflecting the mindset of its audience.

This rebrand reinforces ARN's investment in the key commercial 25–54 demographic, delivering a powerful, market-leading proposition for advertisers. With a cohesive identity across the country's two biggest markets, Sydney and Melbourne, the GOLD Network is well-positioned for streamlined promotions and enhanced impact for both audiences and clients.

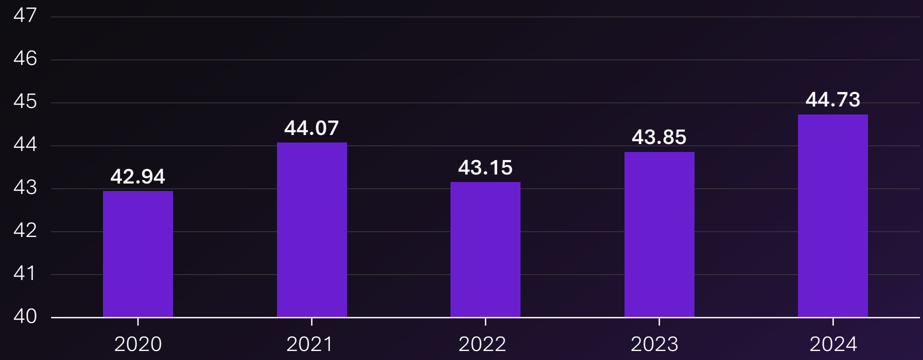
We have made no change to Adelaide's AM station Cruise, which has limited people 25–54 growth potential given its broadcast spectrum.

WSFM – Average Age



Source: GFK CY20–24, Mon–Sun 0530–2359, Average Age.

GOLD 1043 – Average Age



Source: GFK CY20–24, Mon–Sun 0530–2359, Average Age.

We set a clear goal: maintain our large audience while attracting a younger demographic.

GOLD

3. Source: GFK Survey 1–8, 2024 – P10+, unless otherwise stated, Mon–Sun 0530–2359.

Regional

Review of Operations

Regional Network

One third of Australians live in regional areas, and ARN's stations reach two million[1] of them via our network of 49 stations across 29 markets.

Regional audiences are being viewed as increasingly valuable amongst advertisers, with share of non-digital budgets having increased for the third consecutive year to 17.8%.[2] Amid the closure of regional print and TV outlets, this trend is opportunistic and highlights the significance of our footprint for both audiences and advertisers.

In 2024, the regional network hit its commercial and content strides. We believe it is our commitment to delivering live and local content that connects deeply with the communities we serve that is yielding results. Since acquiring a regional network, ARN has continually grown our share of spend on both a local and national basis.

After a solid 2023, regional advertising revenues continued its strong trajectory, totalling $104.9 million in the period. This was up slightly on the prior period despite continued challenging market conditions. The two-year integration of ARN Regional was finalised on time at the end of 2023 and we continue to deliver revenue synergies against the original investment case.

The regional segment now accounts for 34% of ARN's total revenue and serves as a strong value creation lever, with most individual sites operating at a high margin.

In 2024, ARN stations solidified their dominance in regional markets, delivering outstanding results across 12 markets. With 10 stations achieving the coveted #1 position and five stations securing #2, ARN continues to demonstrate our leadership and 'must buy' status in the respective markets.[3]

Tasmania:

Hobart's 7HO retained its #1 position, while in Launceston, CHILLI FM reached #1, closely followed by LAFM at #2.[3]

Victoria:

Ballarat's 103.1 Power FM dominated at #1, with 3BA firmly holding the #2 position, showcasing ARN's dual leadership in the market.[3]

Queensland:

Gold Coast's Hot Tomato, the region's undisputed #1 station, celebrated its 21st birthday with a clean sweep across all dayparts in the second survey of the year. Other market leaders include STAR 102.7 in Cairns (#1), 91.1 Hot FM on the Sunshine Coast (#1), and STAR 101.9 in Mackay (#1). Townsville's Power100 achieved the market's biggest audience increase, rising to #3, while Ipswich's River 94.9 continued its reign at #1.[3]

New South Wales:

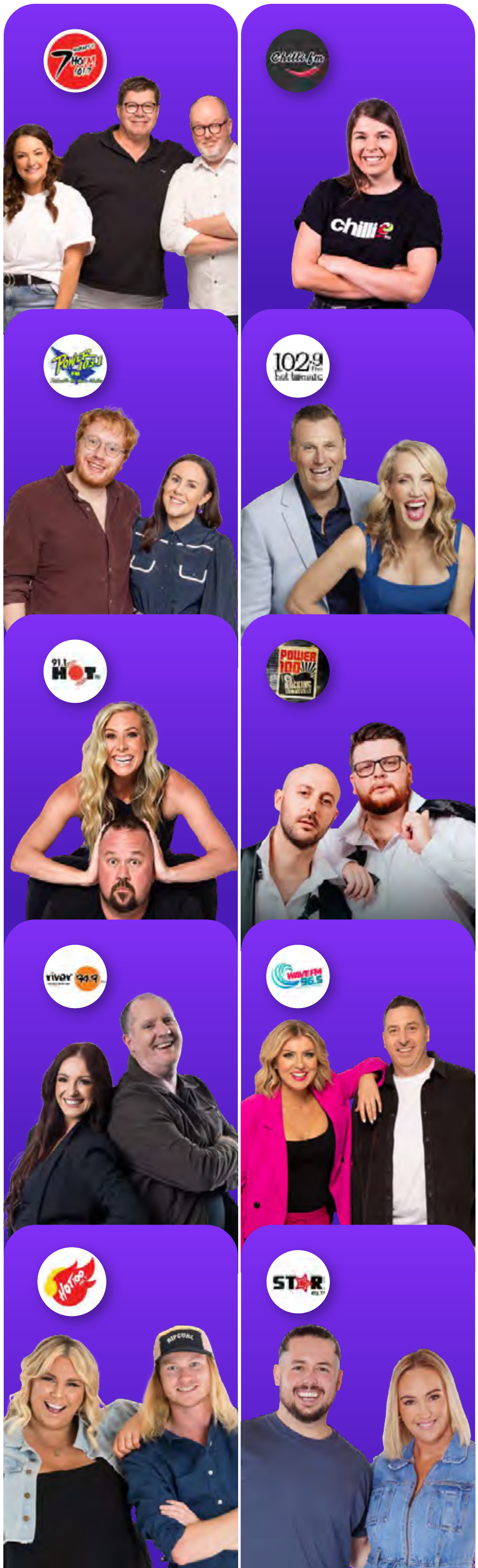
Wave FM in Wollongong recorded the market's biggest audience growth, claiming the #2 position.[3]

Northern Territory:

In Darwin, HOT100 led the market at #1, with MIX 104.9 achieving a strong #2.[3]

Australian Capital Territory:

In Canberra, MIX 106.3 continues to lead as the #1 station, with HIT104.7 the #2 station.[3]



1. Australian Bureau of Statistics 2021 Census (regional areas defined as all non-capital city). GFK Metro Survey #8, 2024 & GFK Regional Survey #3, Xtra Regional Surveys (latest for each market), P10+ represented cumulative audience, Mon–Sun 12mn–12mn.
2. SMI, CY21–24, Market Type of Non-Digital Media Revenue.
3. Xtra Insights, Hobart/Launceston/Ballarat/Cairns/Sunshine Coast/Mackay/Townsville/Ipswich/Wollongong/Darwin, S1 2024, Cume, Mon–Sun, 0530–12mn, p10+ and GFK S3 2024, Share/Cume, Mon–Sun, 0530–12mn, p10+.

Strategic Focuses

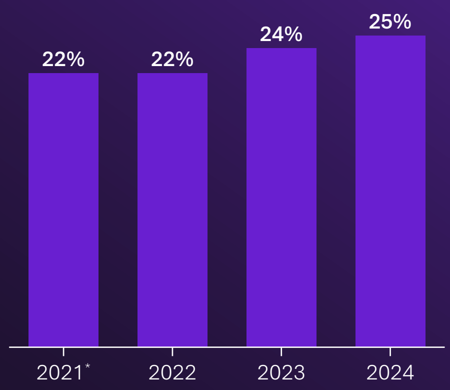
Live & local

One third of Australians live in regional areas, and ARN's stations reach 2 million of them via our network of 49 stations. Advertisers are increasingly recognising the value of this audience, with 93% of those who invest in regional media believing it is effective in achieving ROI.[6]

Our content strategy remains steadfastly live and local. Across 2024, we invested in a training program to build capability with our team of content creators. Hosted by Duncan Campbell, Chief Content Officer, these capability sessions helped improve our content team's knowledge of how to execute better sounding products and included local and technical experts in music research and strategy.

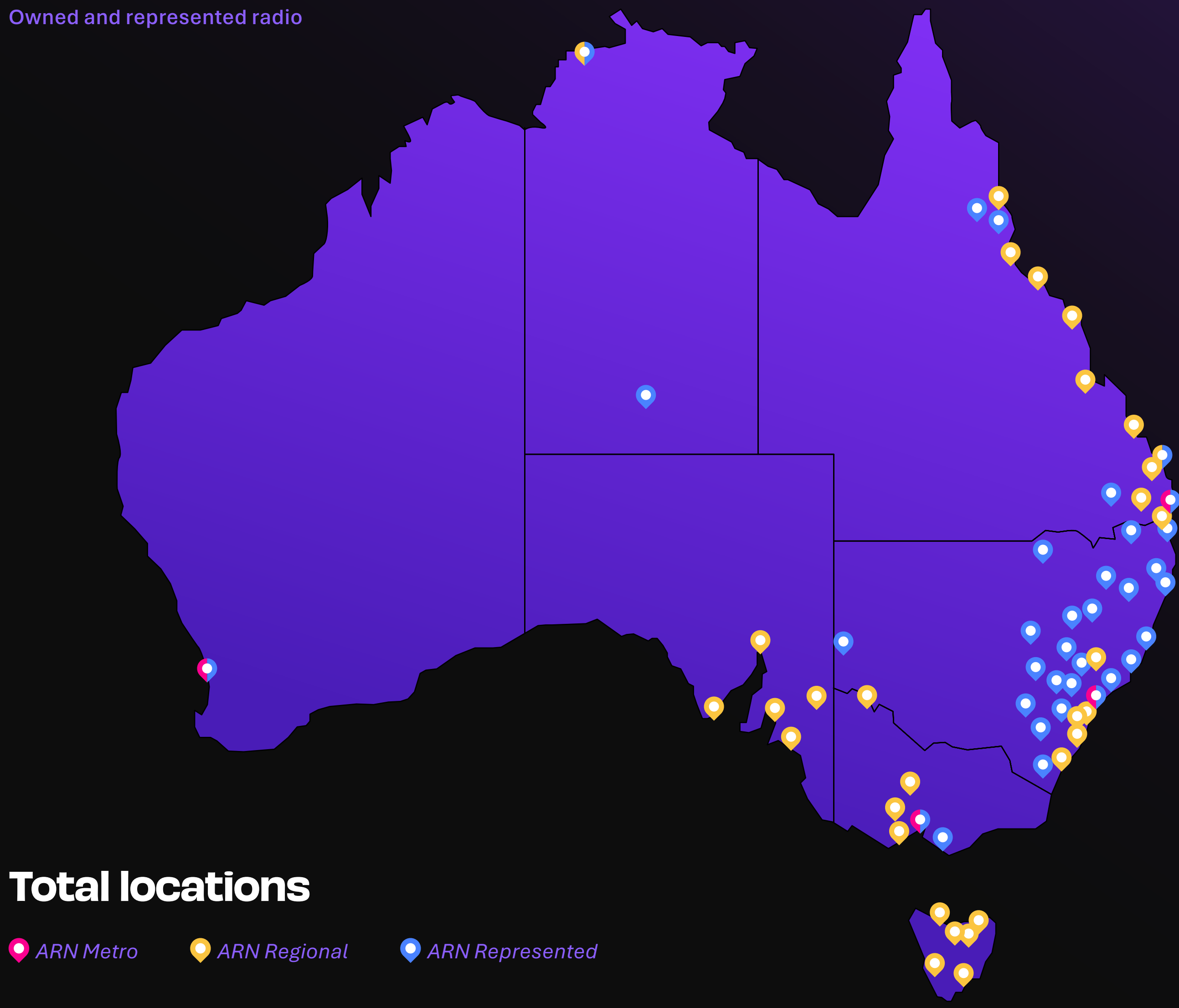
In 2025, a key focus will be improving our product in Wollongong and challenging for #1 with Wave FM's highest performing talent 'Lyndal and Crammy' moving from drive into breakfast. 'Lyndall and Crammy' bring with them 30+ years of heritage in a market, we expect a lot of sampling to occur as our main competitor, the market leader, has also changed their breakfast show in 2025 due to retirement.

ARN SMI Regional Share



* 2021 normalised as if ARN had owned ARN Regional for the whole of 2021.

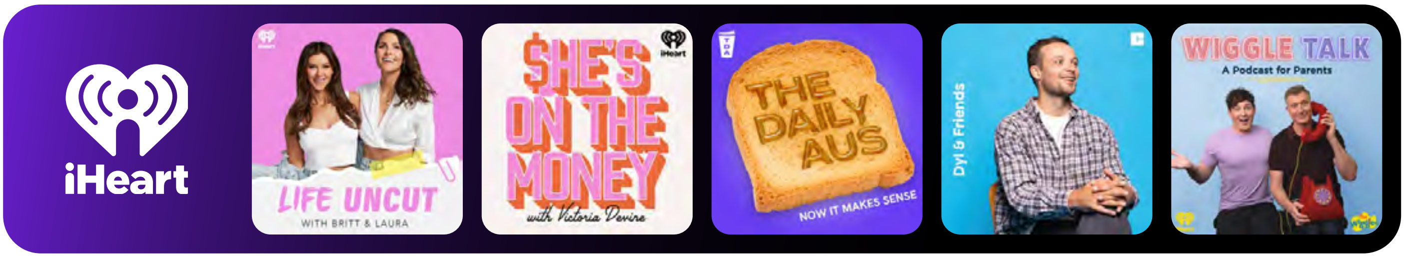
Owned and represented radio



4. Boomtown Australia, 2024.

Digital

Review of Operations



Digital Audio is the fastest-growing digital display category

The digital audio category has experienced remarkable growth in Australia, both in audience engagement and advertising revenue, as audiences add digital formats to their Broadcast Radio consumption. In the financial year 2024, total online audio advertising spending surged by 24% to reach $290 million, making it the fastest-growing display category.[1]

This growth is driven by a significant increase in audience consumption, with more Australians tuning into streaming services and podcasts. In the latest quarter, online audio advertising revenue rose again by 16% year-on-year to $79 million.[2]

Notably, podcast advertising emerged as the fastest-growing format, climbing 27% to $31.4 million, now accounting for 40% of total online audio ad spend. Streaming audio also saw substantial growth, generating $47.6 million and representing 60% of online audio advertising revenue.[2]

The growth trajectory of digital audio is expected to continue, with agencies planning to increase their investments in streaming audio and podcast advertising. 61% of media agencies intend to boost their spending on streaming audio, while 64% plan to increase investment in podcast advertising.[3]

This upward trend underscores the expanding role of digital audio in the Australian media landscape, offering advertisers a dynamic platform to engage with a highly engaged and growing audience.

iHeart is outpacing the market on revenue growth

In the 30 June 2024 half year results presentation, we guided to the digital audio segment earnings before significant items, interest, tax, depreciation and amortisation (EBITDA) and cashflow would be positive for the final quarter of 2024. We are pleased to confirm that this has been delivered.

In 2024, we delivered 28% year-on-year growth in digital, significantly above market growth. In addition to organic growth, multiple factors have driven this performance.

The sales team is now attuned to the product and has increased the average spend per customer as well as increasing the number of clients we are servicing. Further, we've increased the volume of addressable audiences we're selling, through content diversification, smart content representation strategies and a continuous content pipeline from iHeart Media relationship. This enables us to charge higher rates for access to premium audiences.

Clients are increasing their investment across all four of our product categories, but podcasts remain a key focus as a premium listening experience and advertising environment.

Podcasts offer premium environments of scale

Australia continues to lead the world in podcast consumption with 48% of Australians listening to podcasts monthly, outpacing the U.S. at 47%. A 20% increase in listenership over the past two years reflects changing media consumption habits and highlights the growing demand for on-demand audio content.[4]

As a result, podcast advertising has mirrored this rise, with the Australian advertising market showing significant growth. Australian podcast advertising generated $79 million for the first three quarters of 2024, a 16.2% increase compared to the same period in 2023.[5]

iHeart Podcast Network is Australia's #1 Network

In podcasts, ARN continues to drive the industry with Australia's #1 iHeart Podcast Network. We attract almost seven million listeners each month. Across the year, we accounted for 263 million downloads and delivered some 590 million ads to our audiences.

The network provides audiences and advertisers with the greatest breadth of content across owned, local and global networks including TED Talks and New York Times. Across 2024, we continued to focus on delivering a high yielding audience of scale by onboarding networks such as the BBC and The Athletic.

Growth in advertising revenue follows audience consumption increases but can also be attributed to the finite targeting and guaranteed contextual relevance offered by the podcast segment. New clients have entered the market as a result of these opportunities with the likes of Gambling, Travel, Banking and Communications. Rarely spending in audio five years ago, they made up four of the top five spenders for podcasts in 2024.

1. IAB Australia Internet Advertising Report FY24.
2. IAB Australia Internet Advertising Report Q3-24.
3. IAB Australia Audio Advertising State of the Nation Report 2024.
4. Edison Infinite Dial Australia 2024.
5. IAB Australia Internet Advertising Report Q3-24.

Strategic Focuses

Capitalising on the popularity of country iHeartCountry

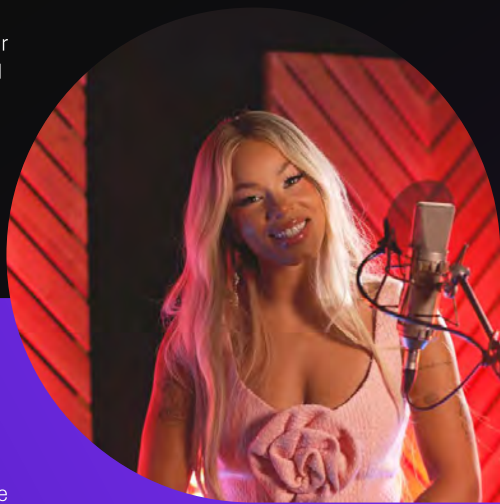
The country music genre is the one of the fastest growing music genres globally. Australia is the third-largest market for country music, only behind the US and Canada.[7] It's family friendly, brand safe and could be considered the "new Rock" with lyrics everyone can sing along to.

Based on PwC forecasts, the Australian Country Music Radio market could be at $399.0 million by 2025. This is in part due to the fans who overinvest both time and money into their passion.[8]

Not only do 82% of country music fans agree that the genre is underserviced but 77% show a desire to listen to a dedicated Country music station not just a music stream. This is despite them streaming twice as much free music every day compared with the wider population.[9]

Having validated the audience growth and commercial opportunities, we relaunched iHeartCountry in December 2024 as a full-service national DAB+ network in every metro market including Hobart, Canberra, Darwin and the Gold Coast.

This fully formed station will allow us to apply the same stem strategy as we have for KIIS and GOLD. Taking our best content and reformatting it for podcasts and playlists to grow the volume of content that people listen to. iHeartCountry is intended to be the destination for country music fans across Australia and create a new revenue stream for ARN.



Manifesto

iHeartCountry Australia is dedicated to celebrating the rich tapestry and vibrant community of country music, both homegrown and international. We are the heartbeat of country music, where fans are connected through passion, authenticity and community. We entertain and uplift our listeners with our extensive catalogue of classic hits, emerging artists, and authentic stories that define the spirit of the genre. For both the country core and the country curious, iHeartCountry Australia is Australia's #1 destination for country music. For both the country core and the country curious, iHeartCountry Australia is Australia's #1 destination for country music.

iHeart COUNTRY AUSTRALIA

Continually expanding the iHeart Podcast Network; BBC Studios

In December 2024, BBC Studios and ARN's iHeart signed a multi-year partnership deal that sees iHeart represent BBC podcasts, in Australia. iHeart will sell inventory across hundreds of hours of premium BBC podcasts, as well as amplifying content in market.

The BBC is one the largest producers of audio in the world with a range of premium podcasts that are widely listened to by audiences in Australia and New Zealand, including BBC Global News Podcast, Football Daily, The Infinite Monkey Cage and History's Youngest Heroes. Earlier this year a dedicated audio division was created in BBC Studios, paving the way for the company to fully realise the commercial opportunities in the global audio market.

This partnership provides advertisers with access to over 900,000 Australians who choose to listen to BBC content every month, further broadening the reach and scale of campaigns across ARN's comprehensive audio network.

BBC

6. Luminate Midyear Music Report, 2023.
7. PWC The Australian Entertainment & Media Outlook 2021–2025; Audience Precision & GlobalWebIndex, July 2020 (n=16,000)/People 16–64yr.
8. KIX Country Music Study 2022, n=1013.

Transformation

Review of operations and strategic focuses

Embracing Market Evolution to Drive Growth

The audio industry has experienced a dynamic transformation over the past decade, with the pace of change accelerating in the last 12 months. The increasing alignment between advertisers' adoption of digital formats and audience demand presents significant opportunities for growth.

As a company, we continually evolve to maximise the value of both our advertising partners and listeners, ensuring we remain at the forefront of the industry. While digital content delivery entails higher costs than traditional broadcast radio, we are refining our operating model to drive efficiency, optimise resources, and enhance long-term profitability.

In 2024, we commenced a programme to review our ways of working and identify key areas of focus. The review highlighted the need for revenue diversification, ongoing cost reductions, and enhanced operational efficiency.

Encouragingly, many of the initiatives identified have been actioned and the business is focused on accelerating this transformation program in 2025.

Driving Operational Excellence and Financial Resilience

We have commenced a three year business transformation programme that is expected to deliver cost out of $40 million, approximately 20% of the cash cost base, aimed at improving efficiency, fostering innovation and ensuring long-term success. While we are benefiting from positive trends in the Australian audio landscape, we must continue to adapt to maintain our competitive edge and position the business to invest in these key growth areas of content, distribution and commercialisation.

Our transformation aims to drive significant efficiency underscoring our commitment to drive shareholder value and will focus on three areas:

- **Digitise the business**
  Leveraging technology and AI to deliver intelligent and simplified operational model and efficiencies.
- **Grow Audiences and Engagement**
  Grow audiences and engagement to expand reach, create new audiences, and launch innovative digital formats.
- **Deliver All Audio commercial solutions**
  Position ARN as the leading 'All Audio' platform, connecting brands with over 10 million engaged listeners weekly across broadcast, streaming, and podcast assets.

Positioning ARN as the most profitable audio business in Australia. Our strategic priorities are clear, create a digitised audio business that leverages technology and AI to simplify the operating model and create efficiencies, to grow audiences by expanding reach and launching new innovative formats, and position ARN as the leading 'All Audio' commercial platform connecting brands with over 10 million listeners across broadcast, streaming and podcast assets.

Review of operations and strategic focuses

Investments

Cody

During the year, Cody Outdoor (Cody) secured two pivotal advertising concession contracts in Hong Kong, reestablishing its market presence. With a track record of managing profitable out-of-home contracts for over 25 years, these new agreements strengthen Cody's valuation and growth trajectory.

In May 2024, Cody commenced a five-year contract (with multi-year extension options) for the Hong Kong Tramways (Trams) tram body advertising, providing access to affluent CBD consumers at scale.

In July 2024, Cody commenced a bus body advertising contract with The Kowloon Motor Bus Company (Buses), covering nearly 4,000 buses across Kowloon and the New Territories, running until 2030.

Cody Outdoor (Cody), revenue of $47.0 million was up from $15.8 million in 2023 due to two significant new advertising concession contracts. Total costs increased to $17.4 million as a result of direct costs incurred on these new contracts. Increased Earnings before, interest, tax, depreciation and amortisation (EBITDA) of $29.6 million was offset by increased depreciation on leases resulting in Earnings before interest, tax loss of $4.8 million.

ARN Media provided a net $10.0 million to support working capital build in the second half of 2024, well below the guidance of $12.0 to $15.0 million. Cody's free cash flow investment of $20.8 million (after lease payments) in 2024 was required to support the early months of the new contracts and the timing difference between monthly upfront lease payments and the extended credit terms customary in the Hong Kong market. An improved last quarter performance resulted in cash-positive EBITDA after lease payments in the final quarter of the year.

With a balanced portfolio of quality out-of-home assets, long standing partnerships with major advertising agency groups and blue chip clients, and a reputation for pioneering high-quality and innovative outdoor advertising solutions across Hong Kong, Cody is well placed for future growth and value enhancing optionality.

Digital Programmatic


Bus


Tram


Taxi

Billboard


Tunnel

Emotive

Emotive, an independent creative agency in which ARN Media holds a 51% stake.

As a full-service creative agency, Emotive is uniquely structured to respond to its clients' business needs, offering strategy, creative, design, production, creative amplification and brand experience services.

Emotive works with an enviable roster of local and international clients, including Optus, Google, YouTube, Breville, Audible, Revlon, Wotif, Unilever and Pernod Ricard.

2024 Awards

In 2024 our people lived our values of 'Aim high' and 'Own it' with several sought-after achievements recognised across our industry. We proudly celebrated the following award wins across the business.

Australian Commercial Radio Awards (ACRAs)

In its 35th year, the ACRAs recognise the talent, passion and creativity that exists and drives the Australian radio and audio industry forward. Winners are awarded across 40 categories and cover all areas of radio broadcasting. In 2024, ARN celebrated a record-breaking 133 nominations, taking home an impressive 24 awards – more than any other network and including the coveted Best On-Air Team.

Categories won by ARN:

- Best On Air Team (Metro): Jonesy & Amanda
- Best Networked Show: The Kyle & Jackie O Hour of Power
- Best Music Host (Metro): 'Ugly' Phil O'Neil, WSFM, Sydney
- The Glenn Daniel Award for Best News Presenter FM (Metro): Patrina Jones, GOLD 104.3
- Station of the Year (Non-Metro): 1029 Hot Tomato, Gold Coast
- Individual Talent of the Year (Provincial): Katie Woolf, Mix 104.9, Darwin
- The Glenn Daniel Award for Best News Presenter FM – (Non-Metro): Matt McDonald, 1029 Hot Tomato, Gold Coast
- The Brenno Award for Best New Talent on Air – Radio (Country): Nicholas Groer, Chilli North East, Launceston
- Best Program/Content Director (Non-Metro): Brendon 'Whippy' Danger, 1029 Hot Tomato, Gold Coast
- Best New Talent Off Air – Radio (Metro): Ella Kanna, KIIS 1065, Sydney
- Podcast Host(s) of the Year: Brittany Hockley & Laura Byrne, Life Uncut, iHeart
- Most Innovative DAB Format: iHeartTrivia, iHeartRadio
- Best Comedy Segment (Metro): Hans the Aldi Mole, Sam Archie Arenson, Henry Breta, Power100, Townsville
- Salesperson of the Year (Non-Metro): Leigh Irwin, Hot Tomato
- Promotions Director of the Year (Metro): Kerry Gregory, KIIS Network
- Most Creative Station Promotion (Metro): Golden Holden, The Christian O'Connell Show, GOLD 104.3, Melbourne
- Most Creative Station Promotion (Non-Metro): Lyndal & Crammy's Origin or Bust, 96.5 WaveFM, Wollongong
- Best Radio Show Producer (Non-Metro): Monique Cremona, 1029 Hot Tomato, Gold Coast
- Digital Team of the Year: WSFM Breakfast, Sydney
- Best Digital Content Creator, Jenna Benson, WSFM, Sydney
- Best Innovation in Engineering, Project Grande, ARN Regional
- Best Community Campaign (Metro): Gifts for Kids, The Christian O'Connell Show, GOLD 104.3, Melbourne

aim high
and own it

Australian Podcast Awards

The Australian Podcast Awards is an annual celebration of the quality and breadth of Australian podcast content. Proudly presented by ARN's iHeart, the event showcases and celebrates 30 winners across a range of genres and categories.

Categories won by ARN:

- Best New Podcast: Find & Tell hosted by Jamila Rizvi with BlakCast
- Best Entertainment and Best Sport Podcast: The Pool Room with Tony Armstrong

Media i Awards:

The Media i Awards provide recognition in sales excellence for teams and individuals across all media channels. The awards are the culmination of over 2,000 media agency peers voting for the individuals and teams they believe achieved excellence in the discipline and are the only awards program of its kind in Australia.

Categories won by ARN:

- Jess Cameron, Radio/Audio Streaming Sales Person of the Year for WA

Mediaweek Power List

In its fourth year, Mediaweek released its annual Power 100 list. The list recognises the media executives who control the content across the media industry in Australia.

The following ARN executives were recognised on Mediaweek 100 Power List:

- Ciaran Davis
- Duncan Campbell
- Peter Whitehead

IMAA Media Agencies Australia National Awards

These awards aim to recognise the important role media owners play in supporting independent media agencies and their clients.

In its second year, ARN took home wins in the following categories:

- Media Partner of the Year
- Ideas & Productivity Award
- Audio Partner of the Year, Finalist

business done more sustainably

In 2024 we've put our Environmental, Social and Governance (ESG) priorities into action to help overcome societal challenges and generate mutual benefits for our shareholders, communities, partners, audiences, teams and planet by utilising our expertise in audio-led storytelling and entertainment.

Community Connection in Action

We use the power of audio to practically and immediately impact people's lives.

Key programs of work in 2024:

- Creating a unique agency partnering program supporting Habitat for Humanity
- GOLD partnering and support for UnLtd – a social purpose organisation
- Supporting Musicians Making a Difference Day
- Providing 394 community service organisations with free airtime support
- Supporting charities with airtime vouchers for fundraising
- Providing emergency response and public information in times of crisis
- Giving every ARN team member access to two days of paid charity leave
- Expanding ultra-local news services through iHeart Regional News
- Providing hundreds of give aways and give-backs through on-air activities

Read more on page 28

Culture in Action

Our people are the reason for our success. We know diverse, inclusive teams collaborate more constructively and find even more ways to innovate, achieve and enjoy their life's best work.

Key programs of work in 2024:

- Bi-annual culture survey, the Organisational Culture Inventory
- AFTRS diversity scholarship
- Supporting Reconciliation launching Australia's only First Nations podcasting network
- Hosting Smith Family Arts Programs (SmArts)
- Developing an award-winning internal content training academy
- Supporting gender equality and equal representation in content
- Implementing a world-class Human Resource Information System (HRIS)
- Implementing a new Risk Assessment Hub
- Certifying team members in Mental Health First Aid training
- Participating in numerous industry award and recognition programs

Read more on page 30

Environment in Action

We are heard in suburbs, cities and regions near and far, so we strive to protect and regenerate those communities today to sustain tomorrow.

Key programs of work in 2024:

- Continuing a stepwise approach to achieving long-term sustainability goals
- Taking a proactive, structured approach to meeting climate reporting requirements
- Developing internal capability and controls to gather climate data
- Supporting promotion of Green Music Australia's, Green Artist Guide, 'Sound Country'
- Participating in the audio industry sustainability working group 'Green Ears'
- Contributing to 'Mates on the Move' recycling to create engineering fuel
- Implementing sophisticated waste performance processes at ARN Media HQ
- Campaign support for Deep Rising to stop deep-sea mining

Read more on page 32

Best Practice in Action

Ethical, transparent and accountable governance structures and controls underpin all we do.

Key programs of work in 2024:

- Bolstering our approach to cyber security through:
  - Appointing a dedicated leader and team to spearhead our cyber-security strategy
  - Conducting a cyber-security maturity assessment to benchmark ourselves against the NIST framework
  - Undertaking a cyber-security wargame exercise with the full Board and Leadership team
  - Strengthening our technical internal defences against possible attacks
- Complaints handling process review and ongoing reporting dashboards to ensure real-time feedback from our listeners and other stakeholders
- Risk information session for the Board on recent changes to relevant legislation
- Update of our Privacy Policy to reflect best practice
- Testing and revision of our metro Business Continuity Plan
- Reviewing risk assessment for controls in place for elements of corporate culture (e.g. bullying/harassment)

Read more on page 33

Community Connection in Action

One of ARN Media's core values is 'Make A Difference'. We use the power of audio to practically and immediately impact people's lives. We support community organisations, charities, sporting groups, schools, families and individuals in need through prizing, give-backs, sponsorship, donations, public messaging, community announcements, fundraising, emergency and disaster reporting and so much more.

Agency Charity Partnering

In 2024, our National Director of Client Development, Tegan Kirkby, gathered together agency clients from Publicis, Omnicom, IPG Mediabrands and Group M to support Habitat for Humanity Australia. Collectively, the group gave over 500 hours of time at six locations to improve accommodation for women and children escaping domestic violence or people experiencing homelessness. This collaboration made an immediate difference to the lives of people accessing the charity's services, and provided ARN and its clients with a deeper understanding of the practical impact of the lack of stable, affordable housing.

Support for UnLtd

ARN Media is a long-term supporter of UnLtd, a social purpose organisation connecting media with charities for young people. In 2024, ARN Media provided $3.1 million in value across production, branding, airtime, sponsorship, equipment, talent, event hosting and more.

2024 events included the 'AdLand Bailout' where ARN Media's Head of Branded Content and Influencer Network, Andy Procopis, spent the night in a prison cell to raise funds to break the cycle of youth incarceration – an experience Andy described as: *"Hugely humbling and eye-opening – with UnLtd and not-for-profits like BackTrack providing kids with a much needed vision of connection, inclusion and hope."*

Other UnLtd events supported by ARN Media included a charity golf day, Big Kahuna beach day, trivia nights, and a toy drop for children in hospital. While UnLtd. charities supported included Gotcha4Life, Pyjama Foundation, Heart Kids, Batyr, The Pinnacle Foundation, Shooting Stars, Dolly's Dream, The Indigenous Literacy Foundation, Kids Xpress, Heart on my Sleeve, Missing Schools, ACMF, Kids Xpress, The Pinnacle Foundation, and MOOD.

Community Service Announcements

Each year ARN Media provides free airtime for community service announcements and public messaging, playing a vital role in strengthening community ties by providing locally relevant information. In 2024, this included providing 394 community service organisations with airtime and digital inventory. This delivered 163,523 thirty-second radio spots ($21.6 million value) and 621,678 impressions ($25,000 value). Charities also received airtime vouchers for fundraising auctions ($313,000 value).

make a difference

Responsible Journalism

ARN Media's journalists are a trusted source of news and information across Australia. They provide timely, authentic, straight-forward news and information 365 days a year. For many, ARN bulletins are their primary news source, so we prioritise multiple perspectives and robust editorial standards – always ensuring information is accurate, balanced and transparent. ARN Media also continues to shift journalists, workflows and news output from linear to on-demand. In 2024, this leveraged ARN owned and operated distribution channels, plus third-parties like Spotify, Google, and Alexa, for enhanced accessibility. Our flagship national news podcast, Your News Now (YNN), has consistently ranked as one of Australia's best podcasts, tailoring bulletins for location and preferences.

Emergency Responses and Public Information

ARN Media also keeps listeners informed during times of emergency and crisis. In April 2024, ARN's journalists were alerted to a mass stabbing incident at a shopping centre in Sydney. They immediately commenced police fact-checking, gathering eyewitness and social media reports, broadcasting breaking news across Sydney, national bulletins and digital. Within 20 minutes, ARN had a reporter on the scene and reinforcements in newsrooms who juggled live press conferences and coverage late into the night.

When Cyclone Jasper hit Cairns in late 2023, the Star 102.7 team slept at the station and activated emergency broadcast protocols, providing vital information to businesses and the community around-the-clock. The team's post-crisis commitment was unwavering – organising aid drop-offs, clean-up drives and charitable campaigns for impacted families.

Regional News and Storytelling

In 2024, ARN Media continued to expand its ultra-local services through iHeart Regional News, showcasing stories from Eyre Peninsula, Far South Coast, Shoalhaven, Spencer Gulf, Upper Hunter, Wide Bay-Burnett and Tasmania. These deep dive stories play in content airtime and as podcasts. They not only appeal to regional listeners, but also demonstrate the impact local journalism has within our communities.

iHeart Far South Coast was nominated for *Best News & Current Affairs Podcast* in the 2024 Australian Podcast Awards. iHeart Upper Hunter was nominated for a prestigious *Walkley Award for Excellence in Journalism* for the podcast, *Nicky v. BHP*. ARN journalist, Darren Cutrupi, was on the scene within an hour after learning of Nicky Redgrove's protest outside BHP's Mt Arthur Coalmine with a sign saying: "Injured worker left out in the cold." Darren contacted BHP for a statement. Shortly after, BHP rang Nicky and doubled its compensation offer. This was a deeply human story of injustice by a big player told by a dedicated regional journalist.

On Air Activities

KIIS: Breast Checks Go National

To normalise self-examinations, the KIIS Breast Check campaign reminded listeners to conduct self-checks with the tagline "Have you felt yours lately?". In October 2024, a focused effort to spread this life-saving reminder to regional areas launched during Breast Cancer Awareness Month. The campaign featured on-air promos, personal stories, expert testimonials, live demonstrations and social content.

Rockhampton Community Chest & Rocky Rescue

4CC's 'Community Chest' and 4RO's 'Rocky Rescue' partnered with local businesses to help people in desperate need of financial assistance. Of the many generous donations, two standouts were, gifting $2,000 to a recently widowed mum struggling with medical issues, and partnering with Rocky Food Bank to feed people experiencing homelessness, an initiative inspiring others in town to work together to try and eliminate the problem permanently.

Culture in Action

Our goal is for ARN Media to be a place where everyone can do their life's best work and the destination for careers in audio. We know everyone at ARN Media has a unique role to play when it comes to making those goals a reality. We are also recognised as one of Australia's most inclusive employers as recognised by the Diversity Council of Australia. Our people are experts in entertainment, audience engagement, and strategic partnering across our portfolio of brands.

Culture Survey

In 2024, we invited everyone at ARN to provide feedback on what it's like working for us in our bi-annual culture survey. Our survey results evidenced uplifts in the constructive behaviours. The underlying data revealed that this is driven by our focus on leadership; clear, consistent, two-way communication; celebrating and respecting people's technical expertise; and experiences of being treated justly and fairly.

This is great progress in embedding a constructive culture has been achieved by focusing on demonstrations of constructive behaviour and maintaining a focus on leadership development.

Diversity, Equity and Inclusion

We know diverse, equitable and inclusive teams collaborate constructively, innovate and achieve more. That's why our diversity, equity and inclusion (DEI) strategy is evidence-based and leverages leading-practice research from our DEI partners including the Diversity Council of Australia, Reconciliation Australia, BlakCard, the Dylan Alcott Foundation, AFTRS, the Black Dog Institute, Beyond Blue, Women in Media, the Workplace Gender Equality Agency and Un.Ltd. Here are just some of the activities we undertook in 2024:

AFTRS Diversity Scholarship

Our partnership with the Australian Film, Television and Radio School (AFTRS) created ARN's first Radio and Podcasting Scholarship to develop audio talent in culturally and linguistically diverse or under-represented groups in Australian media. The recipient, Rachael Bourke, is now an AFTRS Graduate of Radio and Podcasting.

'SmArts' Smith Family Arts Program

ARN hosted three SmArts programs with 55 students attending workshops designed to raise their educational aspirations. The students gained practical experience in news reading, podcasting, and ad creation – as well as meeting on-air personalities from KIIS, CADA and WSFM.

B&T Women in Media Awards

These awards recognise exceptional female-identifying talent, plus those who mentor and support women. The awards highlight current and future female leaders and help close media's gender gap at executive levels. In 2024, eight women from ARN were nominated, with Jess Cameron winning *Media Sales/Account Manager of the Year* and Fiona Ellis Jones winning *Journalist/ Producer of the Year.*

Women in Media Conference

2024's conference featured speakers including ARN Media Board Member, Belinda Rowe, on a panel discussing 'The Business of Media'. It offered attendees a rare behind-the-scenes look at our industry and where it's heading, plus strategies for growth and creating even more inclusive workplaces.

Chief Executive Women Scholarship

ARN's Head of News and Information, Fiona Ellis-Jones, was awarded the 2024 Maureen Kerridge AM Scholarship and will attend an Executive Leadership Development Program at Stanford University. Fiona was also a mentor to the finalists for CRA's 2024 Brian White Scholarship.

the destination for careers in audio

News Voices

To understand our current state of gender representation in content, ARN's News & Information team kept score of male/female coverage in news across 2024. Inspired by the BBC's 50:50 Project, our journos tracked news coverage and contacts by gender with the goal of achieving greater balance and delivering even more original content. While in its early stages, 'News Voices' has developed a robust dataset to inform future programming decisions.

Reconciliation

ARN Media has Australia's largest Aboriginal and Torres Strait Islander audience and supports reconciliation partnering with BlakCard to build Aboriginal and Torres Strait Islander cultural awareness among our team. In addition, ARN and the Indigenous Podcast Network, BlakCast, developed 'Find and Tell', a series discovering diverse podcasters. It won *Best New Podcast* at the Australian Podcast Awards, with Dharawal man, Ben Haywood, the series winner and Rising Star nominee.

Capability Building

The Science and Art of Radio is ARN's biggest internal education program and set out to upskill ARN's 1,300 people, elevate our unique sound, retain and share knowledge, and build pride. This unique content academy incorporated learning in news, music, producing, talent, digital, content direction and more. Using coaching, podcasts, videos and virtual learning, the program grew ratings in key markets, increased target compliance with promos, live-reads and advertising, reduced risk in news reporting, identified a future talent bank, established ARN as a true 'learning organisation', and won the LearnX Diamond Award for quality and impact.

Safety and Wellbeing

Quarterly national safety meetings across our network reviewed, resolved and improved on incidents, risks, opportunities, psychosocial hazards and workplace changes. In addition, a new Risk Assessment Hub improved our safety management by standardising process and escalations. Monitoring Driver Safety was another focus with a pilot group using digital tools to improve awareness in company cars. And in October 2024 we recognised Safe Work Australia's National Safe Work Month by sharing content about physical, psychological and cyber safety.

World Mental Health Month

In October, we upskilled an internal team to deliver Mental Health First Aid training using Mental Health First Aid Australia's evidence-based tools. Across the month, teams also hosted Beyond Blue's 'Big Blue Table' events to help end stigma around mental health. In addition, our team in Mackay held a 'Swap-A-Thon' to raise money for Beyond Blue, while our Darwin and Nowra markets held Halloween-themed fundraising parties.

Environment in Action

Climate Related Financial Disclosure Reporting

Following the release of Australia's new sustainability reporting legislation in September 2024, mandatory climate-related financial disclosures reporting will be required of ARN Media which has been classified as a 'Group 2 Entity'. Reporting requirements will be effective for ARN Media for financial years commencing on or after 1 July 2026.

In response, in 2024 ARN Media began a proactive and structured approach to developing internal capability to prepare the necessary processes and controls to gather data for reporting and related audit requirements.

Green Ears Audio Industry Collaboration

ARN is a founding member of Green Ears, a collective of Australian audio businesses envisioning a future where audio thrives in environmentally sustainable ways. Green Ears is open to all Australian radio stations, audio creators, peak bodies and suppliers committed to this vision. Green Ears is an informal collaboration sharing insights, learnings, progress and ambitions on sustainability for the good of our industry. ARN participates in exchanges of information, ideas and environmental best practice.

Sound Country Green Artists Guide

Sound Country is a free sustainability resource created by Green Music Australia and available to anyone interested in greening their music practice. The guide is full of practical methods for greening musical life and the business of music including case studies, checklists and free, accessible tools for reducing environmental impact whether you're an artist, a venue or a festival goer. ARN supports Green Music Australia and in 2024 we contributed to the distribution of Sound Country materials and information to venues, recording studios, green rooms and our fellow broadcasters.

ARN Media HQ Waste & Recycling Performance

After relocating to ARN Media HQ's new, purpose-fitted studios in North Sydney in early 2024, the ARN Facilities team joined the Tenant Sustainability Committee to support progress towards the building's net-zero operations and make the most of landlord Investa's sophisticated waste performance processes.

A key initiative at 40 Mount Street is the 'Mates on the Move' program, which recycles used paper towels into engineering fuel. This not only supports environmental sustainability, but also provides employment and training for people who have been incarcerated, helping their integration back into the workforce.

'Deep Rising' Campaign Support

Deep Rising is a global impact campaign supported by ARN and Emotive that sets out to protect the deep ocean and stop deep-sea mining. The initiative uses a blockchain-powered platform allowing people to directly engage by claiming a personalised Birthright Certificate, each linked to their own unique set of GPS coordinates mapped across the seabed at risk. With certificates available in over 90 languages, the campaign ensures inclusivity and accessibility, enabling people worldwide to participate. This innovative initiative sends a compelling message to policymakers, urging them to prioritise the protection of our shared ocean for the well-being of future generations.

Since its global launch, the campaign has garnered remarkable traction, with thousands of people reclaiming the deep seabed on behalf of humanity and future generations at deeprising.com.

sustainability for the good of our industry

Best Practice in Action

ARN Media's long-term success requires strong governance, across both corporate and media areas of operation.

Corporate Governance

ARN Media (the Company) is an ASX-listed company with an objective of increasing shareholder value within an appropriate framework of corporate governance. ARN Media continues to adhere to the best practice recommendations established by the ASX Corporate Governance Council.

The documents detailing ARN Media's corporate governance framework are available at http://arn.com.au/corporate-governance/. The Corporate Governance Statement and the Code of Conduct are our key guiding documents with charters in place to guide the Board, the Audit and Risk Committee and the Remuneration, Nomination and Governance Committee.

ARN Media also has detailed policies regarding Market Disclosure, Risk Management, Securities Trading, Fraud, Diversity, Conflict of Interest, Modern Slavery and Whistleblower protections. The Whistleblower program ensures people can raise concerns regarding actual or suspected contraventions of ARN Media's ethical and legal standards without fear of reprisal or feeling threatened by doing so. The policy includes an externally managed hotline to give whistleblowers confidence and the ability to make complaints on an anonymous basis.

Media and Content Governance

As a media and content organisation, particularly in the commercial radio broadcast industry, ARN Media operates in a heavily regulated environment. ARN Media takes its obligations seriously and has implemented a range of controls to ensure compliance with the various laws, regulations, codes and standards that apply, including the Broadcasting Services Act and the Commercial Radio Code of Practice (the Code) as administered by the Australian Communications and Media Authority (ACMA). These controls include internal policies, training and education on the Code and specific topics that are frequently encountered by media organisations, such as content regulation, defamation, copyright, privacy, anti-surveillance laws, advertising restrictions and consumer protection. ARN Media actively monitors and engages on key areas of regulatory and legal reform that affect the media industry. 2024 saw an increased focus from ARN Media on proposed privacy law changes, cyber-security measures, corporate culture and developments in artificial intelligence.

ARN Media also recognises the importance of protecting the intellectual property rights in its original and licensed content and brands, which are recognisable around the country. It protects those rights through a variety of pre-emptive and reactionary measures, including registration of trademarks and enforcement of its rights against infringers. ARN Media respects the rights of third parties and obtains the authorisation, licences and clearances necessary when using their content. ARN Media is well attuned to rapid changes in technology, particularly in the digital sphere, and its robust approach to leveraging these advances in a compliant manner means it is well placed to navigate this evolving environment.

Australian Music and Artists

Commercial radio is an important part of the Australian creative ecosystem, providing a platform for musical artists and other creative professionals. Radio networks have a legal obligation to broadcast minimum quotas of music performed by Australian artists. This helps support the development of the Australian music industry and artists' careers. ARN Media's radio stations make a concerted effort to contribute to Australian artists, directly through royalty payments and indirectly by supporting new and established artists by playing their music, promoting gigs and upcoming tours and interviewing them on air.

success requires strong governance

Board of Directors

Hamish McLennan

Chairman of the Board and Non-Executive Director
(since 30 October 2018)

Hamish McLennan is an experienced media and marketing executive who brings unparalleled expertise to the Board, given the global roles he has held and his depth of understanding of the changing media landscape and the demands of advertisers.

He has a proven track record as an outstanding leader across the media and advertising sectors.

Previous roles Hamish has held include Executive Chairman and Chief Executive Officer of Ten Network Holdings from 2013 to 2015, Executive Vice President for News Corporation in Sydney and New York from 2012 and 2013, and Global Chairman and CEO of Young & Rubicam, a division of WPP, the world's largest communications services group, from 2006 to 2011.

Committees

Audit & Risk, Remuneration, Nomination and Governance.

Other directorships and offices

Director of REA Group Ltd (Chairman), Magellan Asset Management Limited (from 22 October 2024) and Light & Wonder (US company, formerly Scientific Games Corp).

Previous directorships of other Australian listed companies (last three years)

Magellan Financial Group Limited (from 1 March 2016 to 22 October 2024).

Ciaran Davis

CEO & Managing Director
(since 24 August 2016)

Ciaran Davis is responsible for the strategic and operational direction of the business. He has transformed a business with large debt and a declining asset portfolio centred on traditional publishing into one of the most exciting media businesses in Australia today.

Prior to becoming Group CEO of ARN Media, Ciaran spent five years as CEO of ARN repositioning the business to become the number one metropolitan radio operator in Australia.

He has over 20 years' media experience working in over 15 countries throughout Europe and the Middle East.

In 2022, Ciaran became Chair of Commercial Radio and Audio in Australia – the industry body representing the interests of commercial radio broadcasters throughout Australia.

Other directorships and offices

Director of a number of ARN Media subsidiaries and joint venture companies and The Australian Ireland Fund Ltd.

Previous directorships of other Australian listed companies (last three years)

Nil.

Alison Cameron

B Ec
Non-Executive Director
(since 5 January 2022)

Alison is an experienced media executive with a 34-year career spanning finance, sales and management in commercial radio. From 1993–2021, Alison worked for her family's business, privately owned Grant Broadcasters Pty Ltd, and was part of multiple acquisitions over the last 15 years, culminating in the ownership of 48 commercial radio stations in regional Australia. She has a deep understanding of media and regional communities. Alison's most recent role was CEO of Grant Broadcasters where she was responsible for the negotiation of the sale of 47 regional stations to ARN.

Alison was also Director of Grant Broadcasters Pty Ltd from 18 February 2004 to 4 January 2022. In December 2023 she was appointed Director of Ensemble Foundation Limited, a not for profit in the arts sector.

Committees

Audit & Risk.

Other directorships and offices

Director of National Film and Sound Archive since May 2020. Director of private companies Craigieburn Resort Pty Ltd, Golden Labrador Pty Ltd, G-Agri Pty Ltd and Gordie Pty Ltd.

Previous directorships of other Australian listed companies (last three years)

Nil.

Paul Connolly

B Com, FCA
Non-Executive Director
(since 18 October 2012)

Paul Connolly has over 30 years' experience advising on mergers and acquisitions, takeovers, disposals, fundraisings and initial public offerings. Since 1991, Paul has been Chairman of Connolly Capital Limited, a Dublin-based corporate finance advisory firm focused on the telecommunications, media and technology sectors. He was a Director of Esat Telecommunications Limited, an Irish telecommunications company, from 1997 to 2000, and then a Director of Digicel Limited from 2000 to 2006, a Caribbean and Pacific based telecommunications company – he continues to serve as a Senior Advisor to Digicel. In addition, he was a Director of Melita Cable PLC from 2007 to 2016 and a Director of Independent News & Media PLC from 2009 to 2018. From 1987 to 1991, he held the position of Financial Controller of Hibernia Meats Limited and prior to that, he worked with KPMG as an accountant.

Committees

Remuneration, Nomination and Governance (Chair), Audit & Risk.

Other directorships and offices

Chairman of private Irish companies Connolly Capital Ltd., Tetrarch Capital Ltd., FrameSpace Ltd., Business & Finance Ltd. (Irish business media group), Polaris Principal Navigator Ltd., UNICEF Ireland and Non-Executive Director of Bondi Partners (private Australian company).

Previous directorships of other Australian listed companies (last three years)

Nil.

Brent Cubis

B Com, CA, GAICD
Non-Executive Director
(since 14 June 2023)

Brent was appointed as a Director of ARN Media Limited on 14 June 2023. He is an Independent Non-Executive Director and Chairman of the Audit & Risk Committee.

Brent is a highly experienced Non-Executive Director and CFO with over 30 years' experience with boards in senior finance roles. Brent is currently a Non-Executive Director and Chair of the Audit & Risk Committees for AI Media Ltd; Pacific Smiles Ltd and Austal Ltd and Silverchain Group and leading youth cancer charity Canteen Australia. His previous roles have included CFO of Cochlear Ltd and CFO of Nine Network Australia.

Committees

Audit & Risk (Chair), Remuneration, Nomination and Governance.

Other directorships and offices

AI Media Technologies Limited, Austal Limited, Pacific Smiles, Silverchain Group and Canteen Australia.

Previous directorships of other Australian listed companies (last three years)

Prime Media Group Limited (from 15 April 2021 to 31 March 2022 upon delisting).

A2B Ltd (from 3 October 2022 to 11 April 2024 upon delisting).

EML Payments (from 25 November 2022 to 4 March 2024).

Belinda Rowe

BA, GAICD
Non-Executive Director
(since 5 February 2019)

Belinda Rowe has extensive experience across the marketing, communications, digital and media sectors. She held leadership roles in global companies such as Telefonica O2 UK, a significant UK telecommunications company as Head of Brand and Marketing Communications. She was a member of the Global Executive Board at Publicis Media and Zenith, one of the largest media communications groups in the world. She also created and led a unique content marketing business across 32 markets with Publicis Media, advising on digital capabilities such as digital content marketing including social and the application of data and technology for dynamic creative solutions. Belinda also has extensive sector experience in telecommunications, media, finance, technology, tourism, consumer products and healthcare.

Prior to moving to the UK in 2009, she was CEO of ZenithOptimedia (now Zenith) and Executive Director at Mojo for 10 years in Australia.

Committees

Audit & Risk, Remuneration, Nomination and Governance.

Other directorships and offices

Non-Executive Director of Sydney Swans Ltd, Temple & Webster Group Ltd, and Sky Network Television Limited.

Previous directorships of other Australian listed companies (last three years)

3P Learning Limited (from 20 September 2021 to 20 November 2024).

Company Secretary

Jeremy Child

B Bus LLB MSc
Chief Legal Officer & Company Secretary
(since 14 Aug 2019)

Jeremy Child joined ARN Media Limited in 2015 initially as Group Taxation Manager. He took on the role of Company Secretary in 2019 and then Chief Legal Officer in 2022.

Jeremy previously worked at the Royal Bank of Scotland (formerly ABN AMRO) dealing in a range of tax matters including advising on transactions, products, governance and managing tax audits. Jeremy also consulted at tax firms providing R&D advice with M&A and GST advice with PwC.

Jeremy is a legal practitioner holding a BBus/LLB from UTS, a MSc from the Stockholm School of Economics and is an Associate of the Governance Institute of Australia.

Directors' Report and Financial Report

Directors' Report

Corporate Governance Statement

The Board of ARN Media Limited endorses good corporate governance practices and oversees an organisation-wide commitment to high standards of legislative compliance and financial and ethical behaviour.

The Directors' overriding objective is to increase shareholder value within an appropriate framework that protects the rights and enhances the interests of all shareholders and ensures the Company is properly managed.

The Company has considered the best practice recommendations established by the ASX Corporate Governance Council Corporate Governance Principles and Recommendations 4th Edition, February 2019 and has complied with the ASX recommendations for the entire reporting period (unless otherwise indicated in the Company's Corporate Governance Statement).

A description of the Company's main corporate governance practices and policies, together with the policies and charters referred to in it, is available on the Company's website, https://arn.com.au/corporate-governance/

Directors' Report

Your Directors present their report on the consolidated entity consisting of ARN Media Limited and the entities it controlled at the end of, or during, the year ended 31 December 2024. Throughout this report, the consolidated entity is also referred to as the Group.

1. Directors

The Directors of ARN Media Limited during the financial year and up to the date of this report consisted of:

Hamish McLennan (Chairman) (appointed 30 October 2018)

Paul Connolly (appointed 18 October 2012)

Ciaran Davis (CEO & Managing Director) (appointed 24 August 2016)

Belinda Rowe (appointed 5 February 2019)

Alison Cameron (appointed 5 January 2022)

Brent Cubis (appointed 14 June 2023)

Details of the current Directors' qualifications, experience and responsibilities are set out on pages 34 and 35.

2. Company Secretary

The Company Secretary of ARN Media Limited is Jeremy Child (appointed 14 August 2019).

Details of the current Company Secretary's qualifications, experience and responsibilities are set out on page 36.

3. Principal Activities

ARN Media is a leading media and entertainment company listed on the Australian Securities Exchange which operates audio and digital businesses in Australia as well as outdoor assets in Hong Kong.

ARN Media owns Australian Radio Network (ARN), Australia's leading metropolitan and regional radio broadcaster and home to the national KIIS and Pure Gold networks and youth radio network CADA.

ARN operates music, streaming and podcasting distribution platform iHeartRadio, under a long-term licence agreement, along with a content creation business Emotive.

ARN Media also owns Cody Outdoor in Hong Kong, which has a network outdoor advertising panels across major Hong Kong tunnels.

Directors’ Report

(Continued)

Dividends

Dividends paid to owners of ARN Media Limited during the financial year were as follows:

Dividends Type	Cents per share	AUD million	Date of Payment
2023 Dividend	3.6	11.3	22 March 2024
Interim 2024	1.2	3.8	23 September 2024

Since the end of the financial year, the Directors have declared the payment of a fully franked dividend of 1.1 cents per ordinary share.

4. Consolidated Result and Review of Operations

Information on the operations and financial position of the Group and its business strategies and prospects is set out in the Chairman’s letter, Chief Executive Officer’s letter and Operating & Financial Review on pages 4 to 23.

5. Significant Changes in the State ofAffairs

In the opinion of the Directors, there were no significant changes in the state of affairs of the consolidated entity during the financial year under review not otherwise disclosed in this Directors’ Report or the consolidated financial statements.

6. Matters Subsequent to the End of The Financial Year

Events occurring after balance date are outlined in note 6.5 to the consolidated financial statements.

7. Likely Developments and Expected Results of Operations

Overall strategic direction and prospects are discussed in the Chairman’s and Chief Executive Officer’s letters on pages 4 to 7 and the Operating & Financial Review on pages 8 to 23.

Further information as to likely developments in the operations of the consolidated entity and the expected results of those operations in subsequent financial years has not been included in this Directors’ Report because, in the opinion of the Directors, it would prejudice the interests of the consolidated entity.

8. Risk Management

The Board plays an active role in the setting and oversight of ARN Media’s Risk Management Framework.

The Australian advertising industry is subject to inherent risks including, but not limited to, exposure to macroeconomic factors, technological and social changes impacting consumer behaviours and advertiser spending, market competition and impacts of changes in government regulations.

The process of identifying, monitoring and mitigating significant business risks under the Group’s Risk Management Framework is outlined in further detail in the Corporate Governance Statement which is available on the Company website, https://arn.com.au/corporate-governance/

Directors' Report

(Continued)

The Group has identified a number of key business and financial risks which may impact on ARN Media's achievement of its strategic and financial objectives. They include, but are not limited to:

Risk	Description
Changes in radio audience share	In Australia, the Group operates within the radio and digital advertising sectors. Any decline in radio audience share could affect advertising revenue and financial results. Through a revitalised digital focus, ARN will lead the industry in specialised data-driven approaches, with informed customer segmentation and targeting This risk is also mitigated by investing in a total audio offering, which spans across radio, music streaming and podcasting, in addition to the attraction and retention of experienced and high performing executives and employees.
Retention of key on-air talent	Recruiting and retaining (which includes key person risk), the best on-air talent is integral to being able to maintain and grow audience share. Fixed term contracts are in place to mitigate the risk of losing key on-air talent.
Changes in advertiser and/or audience preferences	Remaining relevant to advertisers and audiences is critical to meeting the Group's strategic objectives. Changes in audience preferences leading to audience fragmentation could, over time, result in revenue declines. The Group continues to focus on improving commercial revenue share through its "Defining Audio through Connections that Count" commercial proposition. The Group's relevance to advertising agencies and clients is amplified by the network of stations across regional Australia. The Group has continued to invest in digital audio innovation, podcasting, music streaming and data capabilities to enhance its relevancy. In addition, the Group has continued to invest in additional capabilities including hiring and retaining of experienced media executives, hiring proven on-air talent, participation in industry bodies, advertising and market research.
Regulatory framework of the media and radio industry sector	ARN has a range of programs to effectively lobby and advocate for its business objectives and for the broader radio and audio industry. ARN seeks coordination with industry bodies and key sector players to lobby and advocate for necessary changes to the regulatory framework to ensure the industry's sustainability.
Macroeconomic factors	The ability for the Group to execute its strategy is linked to ongoing economic stability in those markets in which it operates. If economic conditions were to deteriorate, there could be a significant reduction in Group revenues and earnings. The Group maintains a sound capital structure with sufficient undrawn financing facilities in place. It will continue to monitor performance and market developments to reassess plans and strategies as required.
Loss of broadcasting licence	While considered unlikely, the loss of an Australian radio broadcasting licence would have a material impact on Group revenues and earnings. The Group has long-standing controls in place to minimise the risk of regulatory compliance breaches.
Disruption of technology systems, security breaches and data privacy	There are a number of technology systems that are critical to the operations of the Group and to the protection and maintaining of privacy of data. In line with industry standards the Group has continued to develop and invest in its cyber security and technology systems to support the business operations, reduce the occurrence of outages, enable early detection of issues and mitigate operating and financial impacts. The Group continues to operate mature incident detection and response services and is continually uplifting cyber awareness across employees.

Directors' Report

(Continued)

9. Corporate Social Responsibility

The Directors recognise the corporate social responsibilities of the Group, including the importance of environmental matters, occupational health and safety issues and diversity initiatives. The Directors are committed to compliance with all relevant laws and regulations to ensure the protection of the environment, the community and the health and safety of employees. The operations of the consolidated entity are not subject to any particular and significant environmental regulation under the laws of Australia or Hong Kong.

10. Remuneration Report

The Remuneration Report is set out on pages 44 to 59 and forms part of this Directors' Report.

11. Directors' Meetings

The number of meetings of the full Board of Directors and Board Committees held in the period each Director held office during the financial year and the number of those meetings attended by each Director in their capacity as a member of the Board or Board Committee were:

	Board of Directors		Audit & Risk Committee		Remuneration, Nomination and Governance Committee	
	Held[1]	Attended[1]	Held	Attended	Held	Attended
Hamish McLennan	22	22	4	4	3	3
Paul Connolly	22	19[1]	4	4	3	3
Ciaran Davis	22	22	N/A[2]	N/A[2]	N/A	N/A
Alison Cameron	22	22	4	4	N/A	N/A
Belinda Rowe	22	22	4	4	3	3
Brent Cubis	22	21[1]	4	4	3	3

[1] The Board held 22 meetings in total, made up of six formal meetings (which are longer in duration and generally held in person) and 16 additional meetings (which are shorter in duration and generally held by videoconference). All directors attended all six of the formal meetings, with any non-attendance being in relation to the shorter additional meetings.

[2] Ciaran Davis attended all Audit & Risk Committee meetings.

Committees were formed for purposes of approving the half-year financial statements and the annual financial statements, 2023 Annual Report. These Committee meetings were attended as follows (Held/Attended): Hamish McLennan (2/2), Ciaran Davis (2/2), Brent Cubis (2/2).

12. Directors' Interests

The Remuneration Report on pages 44 to 59 contains details of shareholdings of the Directors and Executive Key Management Personnel for the year ended 31 December 2024.

13. Shares Under Option

There were no unissued shares of ARN Media Limited under option at 31 December 2024 and no shares issued during the financial year as a result of the exercise of options. No options have been granted since the end of the financial year.

14. Indemnification of Directors and Officers

The parent entity's Constitution provides for an indemnity for officers of the Company against any liability incurred by an officer of the Company in their capacity as an officer. Under the *Corporations Act 2001*, this indemnity does not extend to a liability to the parent entity or a related body corporate of the parent entity, a liability for a pecuniary penalty or compensation order under certain provisions of the *Corporations Act 2001* or a liability that is owed to someone other than the parent entity or a related body corporate of the parent entity, which did not arise out of conduct in good faith.

An Access, Indemnity and Insurance Deed is also provided to each Director and officer who serves as a director or officer of the Company, a subsidiary or an associated entity. The deed is consistent with the Constitution and indemnifies these persons to the extent permitted by law for liabilities and legal costs incurred as a director of these entities (subject to some limitations).

Directors' Report

(Continued)

15. Insurance of Directors and Officers

The parent entity has paid for an insurance policy for the benefit of all persons who are or have been directors or officers of the parent entity or any other company in the consolidated entity against liabilities incurred during any one policy period. The insured persons include current and former directors, officers and company secretaries of the parent entity and any other company in the consolidated entity. The insurance policy specifically prohibits the disclosure of the nature of the liability covered and the premium paid.

16. Proceedings on Behalf of the Company

No person has applied to the court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of a court under section 237 of the *Corporations Act 2001*.

17. Non-Audit Services

The Group may decide to employ its auditors on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group is important.

For the financial year, the Company's auditor, PricewaterhouseCoopers, received or is due to receive $954,996 for the provision of non-audit services. Full details of the amounts paid or payable to the auditors for audit and non-audit services provided during the financial year are set out in note 6.2 to the consolidated financial statements.

The Company auditor has provided the Directors with an Auditor's Independence Declaration in relation to the audit, a copy of which is provided on page 60. The auditor has also confirmed to the Directors that it has in place independence quality control systems which support its assertions in relation to its professional and regulatory independence as auditor of the consolidated entity (including the requirements of APES 110 Code of Ethics for Professional Accountants).

The Audit & Risk Committee has reviewed the fees provided to the auditor for non-audit services in the context of APES 110, the requirements of the Audit & Risk Committee Charter, the Audit Firm Service Provider Policy and general corporate governance practices adopted by the consolidated entity.

Based on the above factors, the Audit & Risk Committee has no reason to believe that there has been any compromise in the independence of the auditor due to the provision of these non-audit services and has advised the Board accordingly.

In accordance with the advice of the Audit & Risk Committee, the Directors are therefore satisfied that the provision of non-audit services during the financial year by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* and that the provision of non-audit services during the financial year did not compromise the auditor independence requirements of the *Corporations Act 2001*.

18. Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration, as required under section 307C of the *Corporations Act 2001*, is provided on page 60.

Directors' Report

(Continued)

19. Rounding of Amounts to Nearest Thousand Dollars

The Company is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission, relating to the rounding off of amounts in this Directors' Report and the financial report. Amounts in this Directors' Report and the financial report have been rounded off to the nearest thousand dollars, or in certain cases to the nearest dollar, in accordance with that instrument.

This Directors' Report is issued in accordance with a resolution of the Directors.

Hamish McLennan
Chairman

Sydney
27 February 2025

Remuneration Report

Dear Shareholders

On behalf of the Remuneration, Nomination and Governance Committee and the Board of Directors, I am pleased to present ARN Media's Remuneration Report for 2024.

The Chairman's and CEO & Managing Director's reports outline the performance of the Group in 2024. Despite the continued challenges of the Australian advertising market our audio business delivered a stable result. Shortfalls in metro and local regional revenues were largely offset by a strong performance in national regional revenues and double-digit growth in digital revenues. Realising operational efficiencies and delivering on cost savings targets assisted in improving earnings before interest, tax, depreciation and amortisation (EBITDA) before significant items.

Cody Outdoor successfully tendered for and secured two pivotal advertising concession contracts which will see the business return to being a key player in the Hong Kong market. Securing the KMB Bus Body and the iconic Hong Kong Trams contracts represent a significant milestone for Cody in 2024 and are key pillars to re-building market share and improving business valuation. The Hong Kong market was heavily impacted by economic conditions, with a period of a low business confidence resulting in a decline in advertising spend, shifting from premium and location-based assets to low-cost network media assets. The resilience of KMB Bus Body as a platform in these conditions was insufficient to offset the impact to the premium offering of the Hong Kong Trams.

ARN Media's financial performance for 2024 finished behind its targets, and the remuneration outcomes set out below reflect this performance.

Remuneration Approach and Changes For 2024

The CEO & Managing Director's and the CFO's base salary increased by 2% effective 1 July 2024. The increase in the superannuation guarantee rate on the maximum superannuation contribution base at 1 July 2024 was also passed on to Key Management Personnel (KMP).

The structure and financial metrics of the Group's Total Incentive Plan (TIP) in 2024 remained consistent with the 2023 plan. In addition to the 2024 TIP, the Retention Scheme as detailed in the 2023 Annual Report was implemented with a two-year Performance Period commencing 1 January 2024.

Andrew Nye (CFO) resigned from the Company and commenced gardening leave effective 17 October 2024 for a period of six months, ceasing to be a KMP on the date of his resignation. The Board appointed James Marsh to act in the role of CFO until the recruitment process concluded. James Marsh had already been consulting to ARN on cost efficiency measures. As Acting CFO, James Marsh was granted with no authority to plan, direct or control the activities of the Group, these responsibilities remained with the CEO & Managing Director or the Board during this interim period. The Board has assessed that the Acting CFO role does not meet the definition of a KMP.

Performance and Remuneration Outcomes For 2024

As previously outlined, ARN Media's financial performance in 2024 fell short of its targets and accordingly the financial performance thresholds below were not met:

- Reported EBITDA before significant items and discontinued operations of $93.1 million although up 30% versus 2023 was 11.6% below target;
- Earnings per share (EPS) on a post-tax basis, before significant items, of 3.6 cents was 49.3% below target; and
- Return on invested capital (ROIC), calculated based on earnings before interest and tax (EBIT) and before significant items, of 6.2%, compared to target of 7.7%.

Ciaran Davis, as an Executive KMP met some of his individual key performance indicator (KPI) targets. Due to his resignation, no award was made to Andrew Nye in relation to KPI targets.

Remuneration Changes For 2025

The Board has initiated a review of the KMP remuneration framework to ensure the Group's total remuneration and incentive plan continues to align the interest of the management team with those of shareholders.

Paul Connolly
Chair of the Remuneration,
Nomination and Governance Committee

Remuneration Report

(Continued)

Our Detailed Remuneration Report

This Remuneration Report for the year ended 31 December 2024 outlines key aspects of our remuneration framework and has been audited in accordance with the *Corporations Act 2001*.

Our Remuneration Report contains the following sections:

(A) Who this report covers

(B) Remuneration governance and framework

(C) How 2024 reward was linked to performance

(D) Total remuneration for Executive KMP

(E) Actual remuneration for 2024

(F) Contractual arrangements with Executive KMP

(G) Non-executive Director arrangements

(H) Share-based remuneration

(I) Non-executive Director and Executive KMP shareholdings

(J) Other statutory disclosures.

(A) Who This Report Covers

This report covers Key Management Personnel (KMP), comprising Executive Key Management Personnel (Executive KMP) and Non-executive Directors.

Name	Role
Executive KMP	
Ciaran Davis	Chief Executive Officer (CEO & Managing Director)
Andrew Nye	Chief Financial Officer (CFO) (until 17 October 2024)
Non-executive Directors	
Hamish McLennan	Non-executive Chairman
Brent Cubis	Non-executive Director (from 14 June 2023)
Paul Connolly	Non-executive Director
Belinda Rowe	Non-executive Director
Alison Cameron	Non-executive Director

No other changes have occurred to the composition of KMP since 31 December 2024 up to the date of this report.

Remuneration Report

(Continued)

(B) Remuneration Governance and Framework

Remuneration Governance

The role of the Remuneration, Nomination and Governance Committee is to oversee ARN Media's remuneration policies and practices, so they are consistent with and relevant to the achievement of the strategic goals of the Group. Amongst other objectives, the Committee is tasked with reviewing, and recommending to the Board, reward outcomes and any significant changes to remuneration arrangements for the Chief Executive Officer (CEO) & Managing Director and other Executive KMP.

Remuneration Framework

We believe that building and maintaining a primarily constructive culture enables business success, drives internal engagement, and allows us to attract and retain the best people. Our remuneration framework has a key role to play and is structured in alignment with the following principles:

Market competitive through alignment against a peer group of companies of a similar size and complexity

Rewards the creation of shareholder value through the sustainable delivery of short and long-term business outcomes

A holistic "total reward" offering across financial and non-financial elements that balances reward with retention

A focus on stretch goal achievement, leveraging financial and non-financial KPIs to balance the "what" with the "how"

ARN Media aims to reward Executive KMPs with a level and mix of remuneration appropriate to their position, responsibilities and performance within the Group and is aligned with market practice. Executive KMP remuneration is comprised of two main elements, Total Fixed Remuneration (TFR) and TIP. The TIP is a simple and effective plan that encompasses both long and short-term reward.

ARN Media aims to position total remuneration for KMP Executives principally within a competitive range of a peer group. This includes Australian listed companies with characteristics most like ARN Media when compared against a set of financial and qualitative metrics. Total reward opportunity is intended to provide the opportunity to earn median to top quartile reward for outstanding performance against set stretch targets.

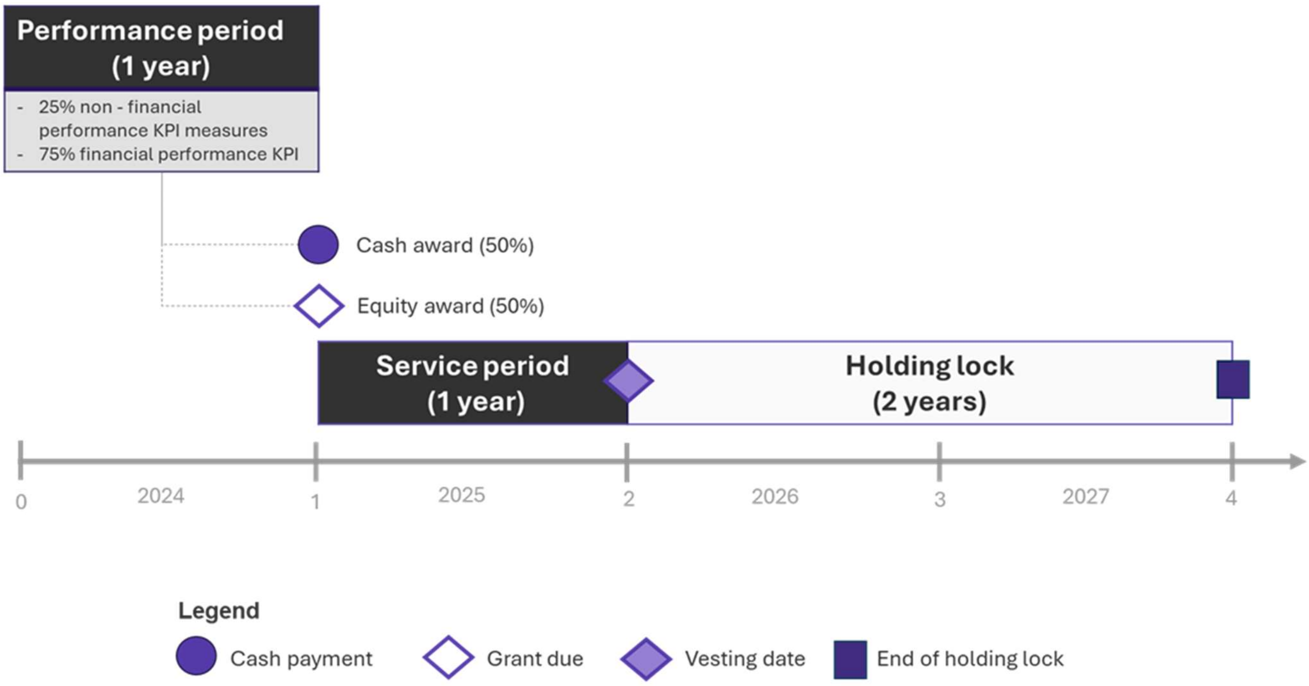
Remuneration Report

(Continued)

The Executive KMP remuneration framework is summarised below.

	Element	Delivery	Structure
Fixed	**Total Fixed Remuneration (TFR)**	**Cash and Superannuation Contributions**	• Base pay aligned to market, role scope and complexity, skills, knowledge, and experience of the individual • Superannuation aligned to SGC
Variable *'At risk' and linked to performance*	**Total Incentive Plan (TIP)** *Financial performance of the company and individual performance over the year*	**Cash 50%** *Delivered at the end of the financial year* **Equity 50%** *Delivered in rights to acquire ordinary shares in the company at nil consideration, subject to a further one-year service period and two-year holding lock*	• KPIs set at the start of the financial year • 75% financial KPIs (weighted equally between ROIC, EBITDA, and EPS) • 25% non-financial KPIs (delivery of strategic business initiatives/priorities) • Retention element through long-term focus of KPIs, target setting process and structure of delivery of equity • The higher weighting of financial to non-financial metrics emphasises the importance the Board places on ARN Media's financial performance

The TIP provides Executive KMPs with the opportunity to receive cash and equity following an assessment against specified financial and non-financial performance KPIs based on a one-year performance period. The following diagram illustrates the operation of the TIP.



Other remuneration arrangements will be entered into on an 'as needs' basis as determined by the Board. These may include retention and transaction/project completion incentives.

Remuneration Report

(Continued)

Performance Measures

Financial KPIs make up 75% of the target TIP with performance measured based on Group EBITDA (25%), Group EPS (25%) and Group ROIC (25%), before significant items, per the table below.

EBITDA and EPS		ROIC	EBITDA and EPS
EBITDA and EPS performance	**Percentage of target opportunity awarded**	**ROIC performance**	**Percentage of target opportunity awarded**
<95% of budget	0%	Below threshold[1]	0%
95% of budget	25%	At threshold	25%
>95% to <100% of budget	Pro-rata between 25% and 100%	Between threshold and budget	Pro-rata between 25% and 100%
100% of budget	100%	At budget	100%
>100% to <110% of budget	Pro-rata between 100% and 150%	Between budget and stretch	Pro-rata between 100% and 150%
At or above 110% of budget	150%	At or above stretch	150%

The financial performance award schedule is designed to provide only limited awards where performance is below budget, with upside for performance above budget, limited to a maximum of 150%.

EPS in 2024 was derived from Net Profit After Tax (NPAT) attributable to owners of the parent as a percentage of weighted average number of shares on issue. ROIC in 2024 was derived from EBIT as a percentage of adjusted total equity. Both measures were on a pre-significant items' basis. A reconciliation of EBITDA, EBIT and NPAT pre-significant items to the statutory result is included on page 9 of the Operating and Financial Review.

(1) Threshold will be determined with reference to prior year ROIC, next 12 months expected earnings and forecast changes to capitalisation in the annual Group budget.

Non-financial KPIs make up 25% of the target TIP and are aligned to key strategic priorities for the Group. For 2024, the Executive KMPs were accountable for delivering the following outcomes to achieve their non-financial KPIs:

Strategic Priority	Outcomes Delivered
Transformation of ARN	• A strategy designed to simplify, optimise and digitise ARN's core systems and processes with a focus on supporting cost reduction and improving people and process experiences • A sustainable cost-out programme and successfully implement changes that delivered targeted permanent headcount reduction • Key system and process improvement projects including the implementation of customer relationship and human capital management software, a digitised time and attendance system, and a robust knowledge management framework
All of audio strategy	• A strategy developed to drive audience growth across all audio platforms • Strong performance across key surveyed regional markets • Kyle & Jackie O Breakfast Show launched in Melbourne • Designed and implemented a digital revenue streaming strategy
Leadership of ARN people and culture transformation	• Ongoing investment in embedding a high-performance culture; 2024 measure showed continued positive improvement in line with goals

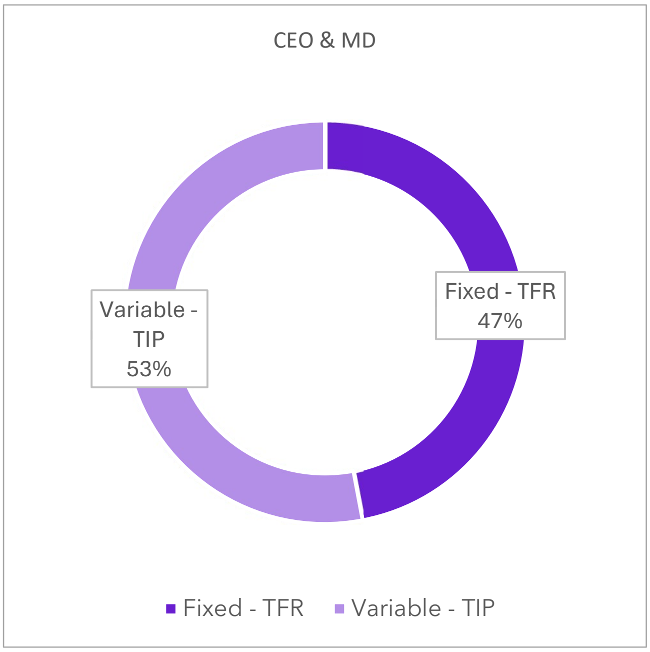
Remuneration Report

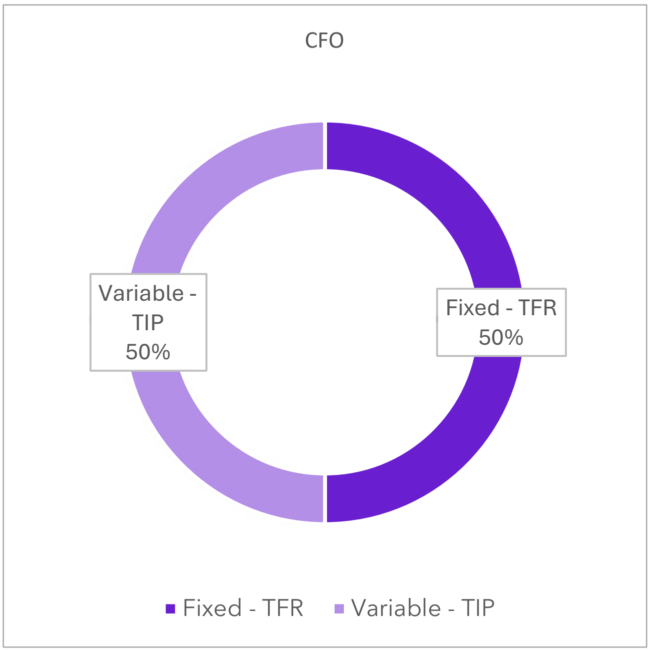
(Continued)

KMP Remuneration Mix

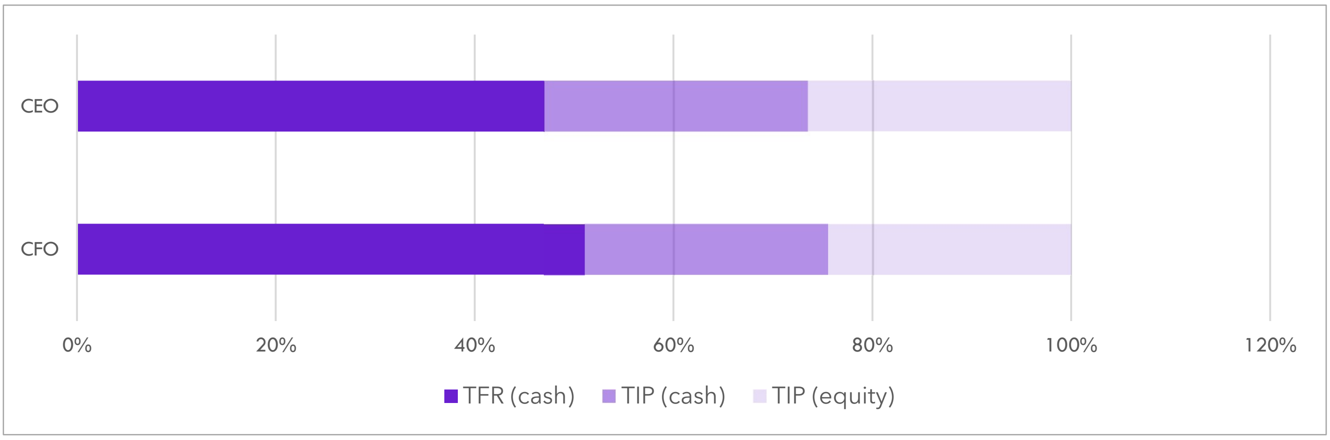
The remuneration mix between fixed and variable pay incentivises executives to focus on the Group's short and long-term performance, with a portion of remuneration at risk.

There has been no change to the target remuneration mix for Executive KMP in 2024.





To further reinforce the alignment of Executive KMPs to shareholder interests, 50% of the TIP is delivered as rights to acquire ordinary shares, with a one-year service period and further two-year holding lock. This serves as a strong retention driver, as well as providing further incentive for effective long-term decision-making. The following diagram shows the mix of cash (short-term reward) and equity (long-term reward) delivered at target across total remuneration for Executive KMPs.



Remuneration Report

(Continued)

Other plan features

Feature	Description
Dividends	At the discretion of the Board participants will receive an additional allocation of fully paid ordinary shares or a cash payment at vesting equal to the dividends paid on vested rights over the performance and service periods.
Equity allocation methodology	Equity is granted based on the face value of the rights calculated at the commencement of the performance period.
Clawback	The Company may reduce unvested equity awards in certain circumstances such as gross misconduct, material misstatement or fraud. The Board may also reduce unvested awards to recover amounts where performance that led to payments being awarded is later determined to have been incorrectly measured or not sustained.
Treatment of awards on cessation of employment	Awards are forfeited for Bad Leavers (e.g. resignation or termination for cause), while Good Leavers (e.g. cessation of employment due to redundancy, total disablement or death) receive pro-rated awards based on the extent to which performance and service conditions are met.
Treatment of awards on change of control	Participants receive pro-rated awards based on the extent to which performance and service conditions are met.

The Board retains the ultimate discretion regarding remuneration outcomes. The Board may make or cancel (claw back) awards where it sees fit to align with remuneration policy and/or Company strategic outcomes.

Retention Scheme

In addition to the 2024 TIP, the Retention Scheme as detailed in the 2023 Annual Report was implemented with a two-year Performance Period commencing 1 January 2024. The Retention Scheme is intended to retain the Executive KMP in a period with critical projects underway, including the proposal to acquire SCA, extending the Kyle & Jackie O Show into Melbourne, and delivering business simplification and cost reduction.

It was also recognised by the Committee that the KMPs did not receive any of the 75% financial component of TIP awards during 2019, 2020, 2022 or 2023 (largely due to prevailing market conditions in those years). This means the TIP provides only a limited retention mechanism over the near-term period when these critical projects are underway.

The Retention Scheme is designed to retain the Executive KMPs and is summarised as follows:

Feature	Description
Instrument	Performance Rights
Performance Period and Vesting Date	Two years, with 31 December 2025 being the Vesting Date when vested Rights convert to Shares in the Company.

Vesting Conditions	Vesting will occur where the following Vesting Conditions are met over the two-year Performance Period:
	• Service Component (25%) for continued service to the Vesting Date; and
	• Performance Components allocated as follows:
	  ○ Successful execution of M&A plans (45%)
	  ○ Delivery of leadership succession plan (15%)
	• Delivery of business simplification and cost reduction (15%)

Holding Lock	• 50% of Shares will be unrestricted on 31 December 2025; and • 50% of Shares will be restricted until 31 December 2026.
Allocation Price	• The volume weighted average price (VWAP) of A1N stock over the first 30 trading days of 2024.
Participants and Quantum	• CEO & Managing Director: $960,000 • CFO: $460,000[1] • (equivalent to ~80% of total fixed remuneration)

Treatment on cessation of employment during the Performance Period	If during the Performance Period an individual ceases employment, then:
	• For Bad Leavers, awards are forfeited.
	• Bad Leaver status may be due to termination for cause, resignation, or any other similar situation determined by the Board.
	• For Good Leavers:
	  ○ The Service Component will vest in full in the ordinary course at the end of the Performance Period;
	  ○ The Performance Components will be pro-rated for the portion of the Performance Period served and left on foot to be tested and Vest in the ordinary course at the end of the Performance Period.

Remuneration Report

(Continued)

	• Good Leaver is anyone that is not a Bad Leaver. Good Leaver status may be due to death, total and permanent disability or genuine retirement. • Vested awards still remain subject to the Holding Lock. • The Board has discretion to determine an alternate treatment depending on the circumstances.
Change of Control	Where the Board recommends a transaction to the Company's shareholders that may result in a change of control of the Company, then unvested Performance Rights will vest in full to be sold into the relevant Change of Control transaction. This however is subject to discretion of the Board to determine otherwise, having regard to matters including the transaction circumstances and performance against the Performance Components.
Dividend entitlement	Participants will be entitled to dividends from the Vesting Date, when the Performance Rights convert into Shares. At the discretion of the Board participants will receive an additional allocation of Performance Rights or a cash payment at vesting equal to the dividends paid on vested rights over the Performance Period.
Board discretion	The Board retains the ultimate discretion regarding remuneration outcomes. The Board may make or cancel (claw back) awards where it sees fit to align with remuneration policy and/or Company strategic outcomes.
TIP Rules	The Retention Scheme will be subject to the same TIP Rules as the TIP scheme. In the case of any contradiction between the Retention Scheme terms and the TIP Rules, the Retention Scheme terms will apply.

(1) Andrew Nye's awards were forfeited on his resignation effective 17 October 2024.

(C) How 2024 Reward was Linked to Performance

Performance Measures

The overall Company performance for 2024 is reflected in the performance measures below.

	2024	2023	2022	2021	2020
Group EBITDA[1]	$93.1m	$71.6m	$91.8m	$59.8m	$49.3m
Net profit after tax (NPAT)[1]	$12.0m	$29.5m	$45.1m	$28.8m	$15.4m
Weighted average number of shares outstanding	305,276,304	306,896,245	309,873,237	276,605,346	279,530,868
Basic (NPAT) EPS (cents)	3.9	9.6	14.6	10.4	5.5
ROIC	6.2%	10.6%	10.7%	13.9%	8.0%
Dividend paid to shareholders (cents per share)	4.8	8.7	8.9	3.5	4.6
Increase/(decrease) in share price (%)	(27%)	3%	(54%)	14%	9%

(1) Continuing operations before significant items. Reconciliation of EBITDA, EBIT and NPAT pre-significant items to the statutory result is included on page 9 of the Operating and Financial Review.

Performance and Impact on Remuneration

(i) *2024 TIP Award*

ARN Media's continuing operations EBITDA, EPS and ROIC performance in 2024 fell short of targets set at the beginning of the year, and consequently the financial component (75%) was not achieved and no awards were made under this component of the 2024 TIP.

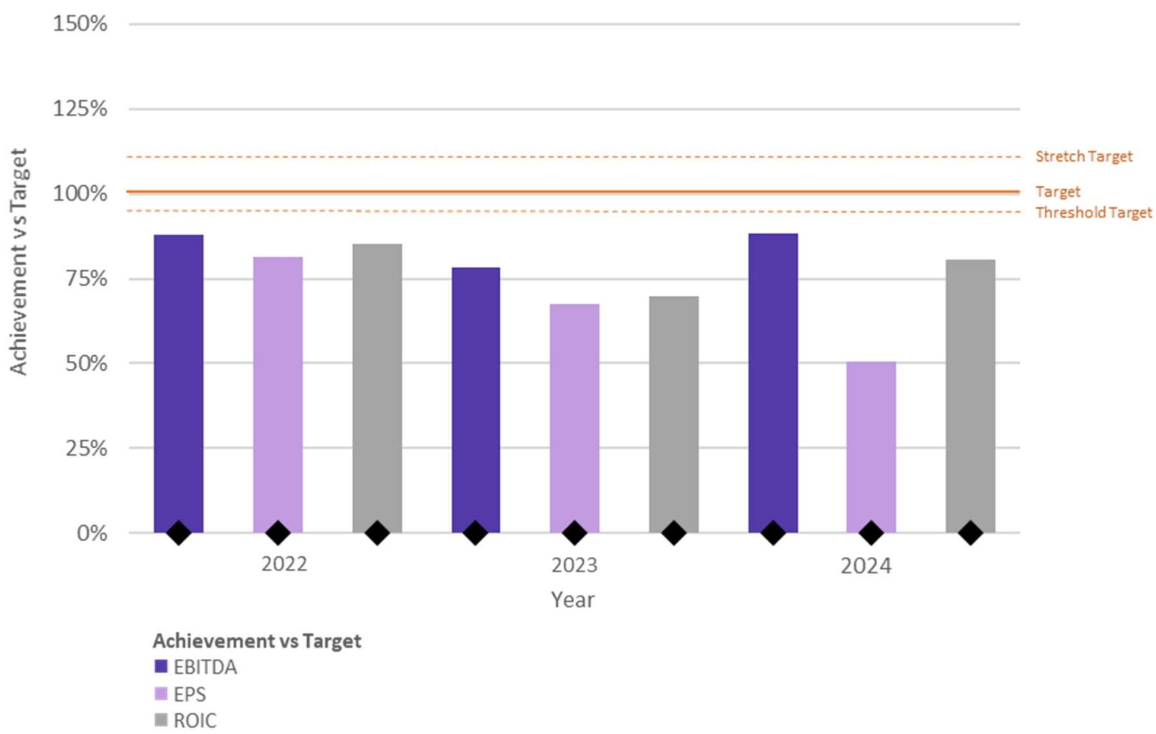
Performance for the 2024 financial year is outlined in the table below:

2024 TIP financial metrics	EBITDA performance	EPS performance	ROIC performance
Group: continuing operations	Between target and maximum; 88.4% of target achieved	Between target and maximum; 50.7% of target achieved	Between target and maximum; 80.5% of target achieved

Remuneration Report

(Continued)

The chart below shows over the last three years, Group results used for TIP assessment as a percentage of targets, and the corresponding TIP component award outcome:



ARN Media's financial performance conditions in 2022 and 2023 were not met and no awards were made for the financial components of the TIP.

The table below summarises the 2024 TIP outcomes:

	TIP awarded (cash incentive) $	TIP awarded (equity award)[1] $	Total TIP awarded $	% of target achieved	% of maximum achieved	% of maximum forfeited
Executive KMP						
Ciaran Davis	103,500	103,500	207,000	14.6%	10.6%	89.4%
Andrew Nye[2]	–	–	–	–	–	100%

(1) This differs from the accounting fair value of the equity award (included in section D, which is calculated in accordance with accounting standards and expensed over two financial years, covering both the performance and service periods).

(2) No award made due to resignation.

Remuneration Report

(Continued)

(D) Total Remuneration for Executive KMP (statutory disclosure)

Details of the Executive KMP remuneration for 2024 and comparatives for 2023 are set out in the table below. The remuneration in this table has been calculated in accordance with accounting standards and therefore differs from the information included in section E.

	Short-term benefits			Post-employment benefits	Other long-term benefits	Share-based payments	Termination payments[7]	Total	Performance-related proportion
Executive KMP	Cash salary and fees[1] $	Non-monetary benefits[2] $	Cash incentives[3] $	Super-annuation[4] $	Long service leave[5] $	Equity settled awards[6] $	$	$	%
Ciaran Davis									
2024	**1,144,624**	**50,029**	**103,500**	**28,666**	**28,557**	**310,428**	**–**	**1,665,804**	**24.8%**
2023	1,123,300	49,705	164,398	25,895	21,274	165,558	–	1,550,130	21.3%
Andrew Nye (until 17 October 2024)									
2024	**482,013**	**279**	**–**	**23,774**	**41,484**	**40,743**	**445,504**	**1,033,797**	**3.9%**
2023	559,916	1,098	72,354	25,895	6,811	72,168	–	738,242	19.6%
Total									
2024	**1,626,637**	**50,308**	**103,500**	**52,440**	**70,041**	**351,171**	**445,504**	**2,699,601**	**16.8%**
2023	1,683,216	50,803	236,752	51,790	28,085	237,726	–	2,288,372	20.7%

(1) Cash salary and fees include an accrual for annual leave entitlements. The value may change where a KMP's annual leave balance changes as a result of taking additional or less leave than the leave accrued during the year.

(2) Non-monetary benefits typically include novated lease costs, car parking and associated fringe benefits tax.

(3) Cash incentive payments relate to cash TIP awards accrued for the relevant year and paid in the year following.

(4) 2024 superannuation benefit incorporates the change to the super guarantee from 1 July 2024.

(5) Long service leave relates to amounts accrued during the year.

(6) The fair value is derived using the closing share price on the grant date. For Andrew Nye this includes an acceleration of the remaining expense for the 2023 TIP unvested awards on foot on 17 October 2024. Under the Company's TIP Rules he has been treated as a Good Leaver in respect of the 2023 TIP meaning unvested shares (including dividend uplifts) will vest in full at the end of 2024.

(7) Termination payments represent contractual payments made during and at the completion of the six-month gardening leave period that commenced 17 October 2024. Does not include statutory payments such as annual leave and long service leave paid out on termination.

Remuneration Report

(Continued)

(E) Actual Remuneration for 2024 (non-statutory disclosure)

The following section sets out the value of remuneration which has been received by Executive KMP for the 2024 performance year.

The figures in the following table are different to those shown in the statutory table in Section D because that table includes the apportioned accounting value for all vested TIP grants. It also includes accrued annual and long service leave and non-monetary benefits provided in addition to an individual's TFR.

The TIP values represent the cash portion (50%) of the total TIP awarded for each year. Vested TIP in 2024 is the value of the TIP that was granted in 2023 and vested at the end of 2024 based on the share price at 31 December 2024, consistent with prior Remuneration Reports.

Executive KMP	TFR[1] $	TIP $	Vested TIP[2] $	Termination payments[3] $	Total $
Ciaran Davis					
2024	**1,219,892**	**103,500**	**145,667**	**–**	**1,469,059**
2023	1,197,802	164,398	92,331	–	1,454,531
Andrew Nye (until 17 October 2024)					
2024	**464,909**	**–**	**64,112**	**123,732**	**652,753**
2023	585,810	72,354	39,756	–	697,920
Total					
2024	**1,684,801**	**103,500**	**209,779**	**123,732**	**2,121,812**
2023	1,783,612	236,752	132,087	–	2,152,451

(1) TFR comprises base salary, retirement benefits and other remuneration related costs.

(2) Vested TIP in 2024 includes the shares in relation to 2023 TIP that have now vested valued at the share price at vesting date. Under the Company's TIP Rules Andrew Nye has been treated as a Good Leaver in respect of the 2023 TIP meaning unvested shares (including dividend uplifts) will vest in full at the end of 2024.

(3) Termination payments represent contractual payments made during the gardening leave period to 31 December 2024.

Remuneration Report

(Continued)

(F) Contractual Arrangements with Executive KMP

Remuneration and other terms of employment for Executive KMP are formalised in employment contracts. All Executive KMP are employed under contracts with substantially similar terms. The key elements of these employment contracts are summarised below:

Contract duration	Continuing
Notice by individual/Company	Employment may be terminated by either party. Notice periods vary according to contractual terms: CEO & Managing Director – 12 months and CFO – six months.
Termination of employment (for cause)	All contracts provide that employment may be terminated at any time without notice for serious misconduct.
Termination of employment (without cause)	Where employment is terminated by the Company, payment may be made in lieu of notice.
Redundancy	If the Company terminates the employment of an Executive KMP for reasons of redundancy, a redundancy payment would be paid depending on the length of their service. Benefits paid as defined by Corporations Regulations 2001 Reg 2D.2.02 cannot exceed 12 months base salary (average of past three years). Payments for redundancy and accrued leave entitlements are not subject to this cap.
Non-compete/restraint	Executive KMP are subject to non-compete provisions for the term of their notice period.

(G) Non-Executive Director Arrangements

Non-executive Directors are provided with written agreements which outline the fees for their contribution as Directors. Fees reflect the demands which are made on, and the responsibilities of, the Directors. The Remuneration, Nomination and Governance Committee has the responsibility for reviewing and recommending the level of remuneration for Non-executive Directors in relation to Board and Committee duties.

Non-executive Directors are not eligible to participate in incentive programs or termination payments.

The fees for 2024 provided to Non-executive Directors inclusive of superannuation are shown below:

	2024 $	
Role	Chair fee[1]	Member fee
Board	323,373	136,534
Audit & Risk Committee	20,227	10,114
Remuneration, Nomination and Governance Committee	20,227	10,114

(1) The Board Chair does not receive Committee fees.

Other than the scheduled increase in the superannuation guarantee rate at 1 July 2025, there are no other changes to Non-executive Director remuneration planned for 2025.

Remuneration Report

(Continued)

Approved Fee Pool

The Non-executive Director fee pool of $1,200,000 per annum was approved by shareholders at the 2015 Annual General Meeting.There was no change to the Non-executive Director fee pool in 2024 and no change is expected for 2025.

Details of the Non-executive Directors' fees for 2024 and 2023 are set out in the table below:

	Fees $	Superannuation $	Total $
Non-executive Directors			
Hamish McLennan			
2024	**294,708**	**28,665**	**323,373**
2023	294,708	26,120	320,828
Brent Cubis (from 14 June 2023)[1]			
2024	**150,000**	**16,898**	**166,898**
2023[1]	82,355	9,046	91,401
Paul Connolly			
2024	**150,000**	**16,875**	**166,875**
2023	150,000	16,125	166,125
Belinda Rowe			
2024	**140,909**	**15,852**	**156,761**
2023	140,909	15,148	156,057
Alison Cameron			
2024	**131,818**	**14,830**	**146,648**
2023	131,818	14,170	145,988
Total			
2024	**867,435**	**93,120**	**960,555**
2023	799,790	80,609	880,399

(1) 2023 comparative restated for underpayment of Remuneration, Nomination and Governance Committee Member Fee since commencement date.

Remuneration Report

(Continued)

(H) Share-Based Remuneration

(i) *Terms and Conditions of Share-Based Remuneration*

2024 TIP Awards

Executive KMP received a grant of rights under the 2024 TIP during 2024. Based on ARN Media's performance, rights have been awarded at the end of 2024 to satisfy TIP outcomes. Rights will vest at the end of the one-year service period. The table below shows the number and value of 2024 rights that were awarded and remain unvested at the end of 2024.

Executive KMP	Grant date[1]	Vesting Date	Number of rights granted	Number of rights awarded	Number of rights forfeited	Value per right at grant date $	Maximum value to be recognised in future years $
Ciaran Davis	13 March 2024	31 December 2025	728,996	106,427	622,569	0.84	44,699
Andrew Nye	13 March 2024	31 December 2025	306,146	–	306,146	0.84	–

(1) The date on which the fair value of the TIP rights was calculated, being the deemed grant date of the rights for accounting purposes.

Retention Scheme

Executive KMP received a grant of rights under the Retention Scheme. The number of rights awarded are subject to a two-year performance and service period and will be determined at vesting date. The table below shows the number of rights granted and in the case of Andrew Nye those that were forfeited because of resignation.

Executive KMP	Grant date[2]	Vesting Date	Number of rights granted	Number of rights awarded	Number of rights forfeited	Value per right at grant date $	Maximum value to be recognised in future years $
Ciaran Davis	14 May 2024	31 December 2025	1,006,712	N/A	N/A	0.86	173,155
Andrew Nye	20 February 2024	31 December 2025	482,383	–	482,383	0.94	–

(2) The date on which the fair value of the TIP rights was calculated, being the deemed grant date of the rights for accounting purposes.

Remuneration Report

(Continued)

(ii) *Reconciliation of Rights*

The table below shows a reconciliation of the number of rights held by each Executive KMP from the beginning to the end of the 2024 financial year. At the Board's discretion, the participants may receive an additional allocation of fully paid ordinary shares equal to the value of dividends that were payable on the underlying shares, whilst holding unvested and/or vested rights. Where dividends have been declared, these additional fully paid ordinary shares are included in the rights table below as 'Dividend uplift', to reflect the full number of shares the participants may be entitled to at the conclusion of the vesting period.

Executive KMP	Balance at start of the year	2022 TIP Exercised/ vested[1]	2023 TIP Exercised/ vested[2]	2024 TIP Awarded	Retention Scheme Granted[3]	Dividend uplift	Balance at end of the year
Ciaran Davis							
Vested and exercisable	92,331	(92,331)	181,488	–	–	16,698	198,186
Unvested	181,488	–	(181,488)	106,427	1,006,712	9,792	1,122,931
Total	**273,819**	**(92,331)**	**–**	**106,427**	**1,006,712**	**26,490**	**1,321,117**
Andrew Nye (until 17 October 2024)							
Vested and exercisable	39,756	(39,756)	79,877	–	–	7,350	87,227
Unvested	79,877	–	(79,877)	–	–	–	–
Total	**119,633**	**(39,756)**	**–**	**–**	**–**	**7,350**	**87,227**
Total							
Vested and exercisable	132,087	(132,087)	261,365	–	–	24,048	285,413
Unvested	261,365	–	(261,365)	106,427	1,006,712	9,792	1,122,931
Total	**393,452**	**(132,087)**	**–**	**106,427**	**1,006,712**	**33,840**	**1,408,344**

(1) Held in trust until the end of the 2-year holding lock which is 31 Dec 2025 for the 2022 TIP.
(2) Held in trust until the end of the 2-year holding lock which is 31 Dec 2026 for the 2023 TIP.
(3) Net of rights forfeited because of resignation for Andrew Nye, refer previous table at (i).

Remuneration Report

(Continued)

(I) Non-Executive Director and Executive KMP Shareholdings

The number of shares in the Company held by each Non-executive Director and Executive KMP during the year including their related parties is summarised below:

	Balance at start of the year	TIP shares released[1]	Other changes during the year	Balance at end of the year
Non-executive Directors				
Hamish McLennan	73,000	–	–	73,000
Brent Cubis	39,034	–	–	39,034
Paul Connolly	65,935	–	–	65,935
Belinda Rowe	–	–	–	–
Alison Cameron[2]	35,934,891	–	–	35,934,891
Executive KMP				
Ciaran Davis	1,332,528	568,536	–	1,901,064
Andrew Nye[3]	58,419	–	–	58,419

(1) 568,536 of shares for the 2021 TIP released from the two-year holding lock.

(2) Shares held by Grant Broadcasters Pty Ltd. Alison Cameron holds, directly and indirectly, less than 0.005% of the issued capital in Grant Broadcasters. Janet Cameron, Alison's mother, holds 99.9% of the issued capital in Grant Broadcasters.

(3) Andrew Nye ceased to be an Executive KMP on 17 October 2024. The balance at the end of the year in the table above is the number of shares held at that date. 224,433 shares released from the two-year holding lock in respect of the 2021 TIP that ended 31 December 2024 are not included in the table above.

(J) Other Statutory Disclosures

(i) *Loans Given to Non-Executive Directors and Executive KMP*

There are no loans from the Company to the Non-executive Directors or Executive KMP.

(ii) *Transactions with Related Parties*

The Group paid $762,348 property rental to entities associated with Alison Cameron on commercial arm's length terms.

(iii) *Securities Trading Policy and Guidelines*

The Company's Securities Trading Policy and Guidelines is outlined in the Corporate Governance Statement, which can be found on the Company website. Under the policy, restricted persons, which include Executive KMP, are not permitted to hedge any options, rights or similar instruments prior to them becoming vested or otherwise tradable under the applicable plan.

(iv) *Voting and Comments Made at the Company's 2024 AGM*

The Company received 79.39% of 'yes' votes on its Remuneration Report for the 2023 financial year. No major remuneration-related concerns were raised that required the Company's attention during the 2024 financial year.

(v) *External Remuneration Consultants*

During 2024, ARN Media did not engage with external remuneration consultants.

Auditor's Independence Declaration

As lead auditor for the audit of ARN Media Limited for the year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been:

1. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of ARN Media Limited and the entities it controlled during the period.

Eliza Penny
Partner
PricewaterhouseCoopers

Sydney
27 February 2025

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Consolidated Financial Statements

About the Financial Statements

The financial statements are for the consolidated entity consisting of ARN Media Limited (Company ARN Media) and its controlled entities (collectively the Group). The Company is a for profit company limited by ordinary shares, incorporated and domiciled in Australia. The ordinary shares are publicly traded on the Australian Securities Exchange.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 27 February 2025. The Directors have the power to amend and reissue the financial statements.

Basis of Preparation

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and International Financial Reporting Standards issued by the International Accounting Standards Board (IASB).

The financial report is presented in Australian dollars which is the Company's functional and presentation currency.

It has been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through other comprehensive income and fair value through profit and loss.

The Company presents reclassified comparative information, where required, for consistency with the current year's presentation.

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the rounding off of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

(a) Going Concern

The consolidated financial statements have been prepared on a going concern basis, which assumes the Group will be able to realise its assets and discharge its liabilities in the normal course of business.

At 31 December 2024, the Group had net current liabilities of $5.9 million (2023: a net current asset position of $47.0 million). The Group is satisfied that it will be able to meet all its obligations as and when they fall due, supported by its history of generating profits, positive operating cash flows, current cash reserves, and available debt facilities.

Key Judgements and Estimates

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Management also needs to exercise judgement in applying accounting policies. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next and subsequent years can be found in the following notes:

- Note 2.1 Intangible assets; and
- Note 2.3 Leases

Significant Events in the Current Reporting Period

Purchase of interest and Non-Binding Indicative Proposal for Southern Cross Media Limited (SCA)

The Group purchased a 14.8% interest in SCA for $38.9 million (including transaction costs) in 2023. Refer to notes 3.4 and 5.3 for more information. On 17 January 2024, after review by the Takeovers Panel, it found that although unacceptable circumstances applied in relation to the acquisition of 6.83% of SCA shares, the Takeovers Panel also found that ARN Media was able to retain the relevant 6.83% subject to certain conditions. As of 31 December 2024 no further conditions or restrictions apply to ARN Media in respect to its holding of SCA shares. The non-binding indicative proposal for SCA by ARN Media and Anchorage Capital Partners Pty Limited (ACP) (together Consortium) to acquire 100% of the fully diluted share capital of SCA through a scheme of arrangement did not complete, with ACP withdrawing during the final due diligence. ARN Media sought to complete this acquisition with alternate partners, however a commercially viable agreement could not be reached.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	Note	2024 $'000	2023 $'000
Revenue	**1.1**	**365,648**	**334,292**
Other revenue and income	1.1	3,426	43,909
Total revenue and other income		**369,074**	**378,201**
Expenses before impairment, finance costs, depreciation and amortisation	1.2	(290,278)	(278,625)
Impairment of intangible assets	1.3, 2.1	–	(103,695)
Finance costs	1.2	(19,327)	(7,525)
Depreciation and amortisation	1.2	(49,720)	(19,602)
Share of profits of associates and joint ventures accounted for using the equity method	5.4	4,817	5,061
Profit/ (loss) before income tax		**14,566**	**(26,185)**
Income tax (expense)/ benefit	4.1	(8,323)	19,267
Profit/ (loss) for the year		**6,243**	**(6,918)**
Other comprehensive loss			
Items that may be reclassified to profit or loss:			
Net exchange difference on translation of foreign operations	3.7	356	(19)
Disposal of share of associate's other comprehensive loss	3.7	–	(43)
Item that will not be reclassified to profit or loss:			
Changes in the fair value of equity investments recorded at fair value through other comprehensive income	3.4, 5.3	(14,025)	(3,530)
Other comprehensive loss, net of tax		**(13,669)**	**(3,592)**
Total comprehensive loss		**(7,426)**	**(10,510)**
Profit/ (loss) for the year is attributable to:			
Owners of the parent entity	1.4	3,859	(9,770)
Non-controlling interests		2,384	2,852
Profit/ (loss) for the year		**6,243**	**(6,918)**
Total comprehensive income/ (loss) is attributable to:			
Owners of the parent entity		(9,810)	(13,362)
Non-controlling interests		2,384	2,852
Total comprehensive loss		**(7,426)**	**(10,510)**

		Cents	Cents
Earnings per share			
Basic/ diluted earnings per share	**1.4**	**1.3**	**(3.2)**

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

Consolidated Balance Sheet

As at 31 December 2024

	Note	2024 $'000	2023 $'000
Current assets			
Cash and cash equivalents	3.2	18,548	18,862
Short-term deposits		208	–
Receivables	3.3(B)	77,820	72,503
Current tax asset		–	8,007
Other current assets		2,725	3,029
Assets held for sale		2,595	–
Total current assets		**101,896**	**102,401**
Non-current assets			
Financial assets	3.4, 5.3	27,299	36,004
Investments accounted for using the equity method	5.4	35,627	35,392
Property, plant and equipment	2.2	65,020	63,451
Intangible assets	2.1	331,242	332,468
Right-of-use assets	2.3	340,560	62,868
Other non-current assets		5,397	3,744
Total non-current assets		**805,145**	**533,927**
Total assets		**907,041**	**636,328**
Current liabilities			
Payables		34,699	32,466
Contract liabilities		8,812	3,279
Lease liabilities	2.3	50,987	6,551
Current tax liabilities		3,351	–
Provisions	2.4	9,940	13,130
Total current liabilities		**107,789**	**55,426**
Non-current liabilities			
Bank loans	3.1	100,647	93,582
Lease liabilities	2.3	302,886	63,054
Provisions	2.4	10,062	10,532
Deferred tax liabilities	4.1(B)	94,268	97,367
Total non-current liabilities		**507,863**	**264,535**
Total liabilities		**615,652**	**319,961**
Net assets		**291,389**	**316,367**
Equity			
Contributed equity	3.5	1,544,039	1,544,039
Reserves	3.7	(63,206)	(49,647)
Accumulated losses	3.7	(1,225,697)	(1,214,529)
Total parent entity interest		**255,136**	**279,863**
Non-controlling interests		36,253	36,504
Total equity		**291,389**	**316,367**

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Note	2024 $'000	2023 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		389,791	365,148
Payments to suppliers and employees (inclusive of GST)		(320,542)	(315,575)
Dividends received		355	781
Interest received		834	1,960
Interest paid		(19,173)	(7,143)
Income taxes paid		(622)	(24,524)
Net cash inflow from operating activities	**3.2**	**50,643**	**20,647**
Cash flows from investing activities			
Payments for property, plant and equipment	2.2	(13,732)	(19,871)
Payments for software	2.1	(659)	(973)
Payment for short-term deposits		(208)	–
Proceeds from sale of property, plant and equipment		81	1,175
Proceeds from sale of investment in associate and investments (net of costs to sell)		23	62,877
Payments for investments in associates and financial instruments	5.3, 5.4	(1,000)	(39,857)
Net loans (to)/ from associate		(847)	75
Net loans from other entities		97	–
Dividends received from associate	5.4	5,429	4,921
Net cash (outflow)/ inflow from investing activities		**(10,816)**	**8,347**
Cash flows from financing activities			
Net proceeds from borrowings	3.1	7,000	9,000
Payments for borrowing costs		(101)	(108)
Lease incentives received		4,902	–
Principal elements of lease payments		(34,593)	(10,107)
Payments for treasury shares	3.7	(238)	(216)
Dividends paid to shareholders	3.8	(15,027)	(26,781)
Payments for share buyback	3.5	–	(3,651)
Net payments to non-controlling interests		(2,635)	(2,122)
Net cash outflow from financing activities		**(40,692)**	**(33,985)**
Change in cash and cash equivalents		**(865)**	**(4,991)**
Cash and cash equivalents at beginning of the year		18,862	23,852
Effect of exchange rate changes		551	1
Cash and cash equivalents at end of the year	**3.2**	**18,548**	**18,862**

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

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Note	Contributed equity $'000	Reserves $'000	Accumulated losses $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 January 2023		**1,547,690**	**(46,025)**	**(1,178,034)**	**323,631**	**35,774**	**359,405**
Profit/ (loss) for the year		–	–	(9,770)	(9,770)	2,852	(6,918)
Other comprehensive loss		–	(3,592)	–	(3,592)	–	(3,592)
Share-based payments	3.7	–	101	–	101	–	101
Share buy-back	3.5	(3,651)	–	–	(3,651)	–	(3,651)
Dividends paid to shareholders	3.8	–	–	(26,781)	(26,781)	–	(26,781)
Transfers within equity	3.7	–	(56)	56	–	–	–
Treasury shares vested to employees	3.7	–	141	–	141	–	141
Acquisition of treasury shares	3.7	–	(216)	–	(216)	–	(216)
Transactions with non-controlling interests		–	–	–	–	(2,122)	(2,122)
Balance at 31 December 2023		**1,544,039**	**(49,647)**	**(1,214,529)**	**279,863**	**36,504**	**316,367**
Balance at 1 January 2024		**1,544,039**	**(49,647)**	**(1,214,529)**	**279,863**	**36,504**	**316,367**
Profit for the year		–	–	3,859	3,859	2,384	6,243
Other comprehensive loss		–	(13,669)	–	(13,669)	–	(13,669)
Share-based payments	3.7	–	348	–	348	–	348
Dividends paid to shareholders	3.8	–	–	(15,027)	(15,027)	–	(15,027)
Acquisition of treasury shares	3.7	–	(238)	–	(238)	–	(238)
Transactions with non-controlling interests		–	–	–		(2,635)	(2,635)
Balance at 31 December 2024		**1,544,039**	**(63,206)**	**(1,225,697)**	**255,136**	**36,253**	**291,389**

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

Notes to the Consolidated Financial Statements

1. Group Performance

1.1 Revenue

	2024 $'000	2023 $'000
Revenue and other income		
Revenue	365,648	334,292
Revenue from contracts with customers	**365,648**	**334,292**
Gain on sale from equity accounted investments	–	39,132
Dividend income	355	781
Other	2,095	2,036
Other income	**2,450**	**41,949**
Interest income	976	1,960
Total interest and other income	**3,426**	**43,909**
Total revenue and other income	**369,074**	**378,201**

Revenue recognised in the year ended 31 December 2024 that was included in the contract liabilities balance as at 1 January 2024 is $2.8 million (2023: $4.8 million).

Notes to the Consolidated Financial Statements

(Continued)

1.1 Revenue (Continued)

ACCOUNTING POLICY

Revenue

The key revenue streams and policies are detailed below:

Under AASB 15 *Revenue from Contracts with Customers*, revenue is recognised when a customer obtains control of the goods or services. Determining the timing of the transfer of control requires judgement. The Group recognises revenue when control of the services or goods passes to the customer. Revenue is recognised gross of rebates and agency commissions. Payment terms vary between 30 and 90 days from the invoice issue date.

Type of product/service	Segment	Nature and timing of satisfaction of performance obligations
Advertising revenue (Regional, Metro, Digital and Other)	ARN & HK Outdoor Segment	Advertising revenue includes broadcast revenue, display revenue, sponsorship revenue, web advertising revenue, revenue from online radio platforms, and advertising revenue from podcasts. • Broadcast revenue is recognised when each advertisement is aired per the contract terms. • Web revenue is recognised over the time period which the advertisements are displayed. • Revenue from online radio platforms is recognised at a point in time when each advertisement is aired. • Revenue from podcast advertising is recognised when advertisements are served. • Revenue from sponsorships is recognised when advertisements are aired. • Display revenue (HK Outdoor) is recognised over the time period which the advertisements are displayed.
Services revenue (Other)	HK Outdoor & Investments	Includes production and installation revenue. Production and installation revenue, where it is a distinct service, is recognised by reference to stage of completion of the service. Also includes cleaning and maintenance revenue, which is recognised when the service occurs.

The Group acts as principal for most services rendered with the exception of some podcast and streaming contracts, which the Group performs an assessment of based on the requirements of AASB 15 *Revenue from Contracts with Customers,* including whether it has inventory and credit risk, and the extent to which the Group can determine the price. Where the Group assesses that its acts as principal in the contract it recognises revenue on a gross basis, with a corresponding expense for any fees. Alternatively, where the Group assesses that it acts as agent in the contract, it recognises revenue net of any corresponding fees.

Contract costs

The Group applies the practical expedient under AASB 15 *Revenue from Contracts with Customers* to expense contract acquisition costs as they are incurred, as the expected costs have an amortisation period of less than 12 months.

Contract assets and liabilities

Contract assets relate primarily to the Group's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to a customer.

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

Notes to the Consolidated Financial Statements

(Continued)

1.2 Expenses

	Note	2024 $'000	2023 $'000
Employee benefits expense		175,615	175,814
Production and distribution expense		23,547	22,573
Selling and marketing expense		50,115	39,659
Rental and occupancy expense		11,337	11,047
Professional fees		9,248	8,163
Repairs and maintenance costs		5,671	6,193
Travel and entertainment costs		3,738	4,019
Other expenses		11,007	11,157
Total expenses before impairment, finance costs, depreciation and amortisation		**290,278**	**278,625**
Interest – lease liabilities	2.3	11,821	2,138
Interest and finance charges		7,341	5,092
Borrowing costs amortisation		165	295
Total finance costs		**19,327**	**7,525**
Depreciation – right-of-use assets	2.3	40,302	11,382
Depreciation – other assets	2.2	7,620	6,112
Amortisation	2.1	1,798	2,108
Total depreciation and amortisation		**49,720**	**19,602**

1.3 Segment information

Description of segments

The Group has identified its operating segments based on the internal reports reviewed by the Chief Operating Decision Maker (CODM) in assessing performance and determining the allocation of resources. The Group determined there were three operating segments being ARN, HK Outdoor and Investments.

Reportable segment	Principal activities
ARN	Metropolitan and Regional radio networks, on-demand radio, streaming and podcasting (Australia), including equity accounted investment in Nova Entertainment (Perth) Pty Ltd and 3 Keys Records Pty Ltd.
HK Outdoor	Billboard, transit and other outdoor advertising (Hong Kong)
Investments	Includes controlling interests in Emotive Pty Limited (creative agency) and investment in Southern Cross Austereo Media Group Limited (SCA). Prior to its sale this segment included equity accounted investment in Soprano Design Pty Limited (Soprano) a software vendor for secure messaging services. On 31 March 2023, the Group completed the sale of its 25% interest in Soprano.

The CODM assesses the performance of the operating segments based on a measure of earnings before interest, tax, depreciation and amortisation (EBITDA) from continuing operations which excludes the effects of significant items such as gains or losses on disposals of businesses and restructuring related costs.

Notes to the Consolidated Financial Statements

(Continued)

1.3 Segment information (Continued)

Results by operating segment

The segment information provided to the CODM for the year ended 31 December 2024 is as follows:

2024 $'000	ARN	HK Outdoor	Investments	Corporate	Group elimination	Total
Revenue						
Metro	177,677	–	–	–	–	177,677
Regional	104,877	–	–	–	–	104,877
Digital	25,337	–	–	–	–	25,337
Other	–	46,977	10,830	–	(50)	57,757
Revenue from contracts with customers	**307,891**	**46,977**	**10,830**	–	**(50)**	**365,648**
Share of profits of associates	4,817	–	–	–	–	4,817
Segment result	71,455	29,569	1,004	(8,925)	–	93,103
Segment assets	560,660	305,801	28,334	12,246	–	907,041
Segment liabilities	116,004	292,262	4,761	202,625	–	615,652
Reconciliation of segment result to profit before income tax						
Segment result						93,103
Depreciation and amortisation [A]						(49,720)
Net finance costs						(18,351)
Implementation of software as a service (SaaS) products [B]						(1,982)
Restructuring costs [C]						(3,571)
Property costs [D]						(413)
Acquisition costs [E]						(4,500)
Profit before income tax						**14,566**

Explanation of statutory adjustments

(A) Consists of depreciation of $47.9 million and amortisation of $1.8 million.

(B) Relates to one off expenditure for new systems implemented.

(C) Redundancies and termination costs associated with simplifying and standardising radio operations.

(D) Expenses related to exit from Macquarie Park premises.

(E) Our share of SCA acquisition transaction costs associated with the proposed acquisition of SCA.

Notes to the Consolidated Financial Statements

(Continued)

1.3 Segment Information (Continued)

2023 $'000	ARN	HK Outdoor	Investments	Corporate	Group elimination	Total
Revenue						
Metro	182,766	–	–	–	–	182,766
Regional	104,394	–	–	–	–	104,394
Digital	19,813	–	–	–	–	19,813
Other	–	15,784	11,589	–	(54)	27,319
Revenue from contracts with customers	**306,973**	**15,784**	**11,589**	**–**	**(54)**	**334,292**
Share of profits of associates	5,061	–	–	–	–	5,061
Segment result	72,229	6,601	2,531	(9,792)	–	71,569
Segment assets	559,904	13,844	44,848	17,732	–	636,328
Segment liabilities	107,277	7,917	7,115	197,652	–	319,961
Reconciliation of segment result to profit before income tax						
Segment result						71,569
Depreciation and amortisation [A]						(19,602)
Net finance costs						(5,565)
Implementation of software as a service (SaaS) products [B]						(2,953)
Integration costs [C]						(1,657)
Gain on sale of asset held for sale [D]						39,132
Talent sign-on fees [E]						(2,500)
ATO other income [F]						269
Regulatory fees and acquisition costs [G]						(1,183)
Impairment on intangible assets						(103,695)
Loss before income tax						**(26,185)**

Explanation of statutory adjustments
(A) Consists of depreciation of $17.5 million and amortisation of $2.1 million.
(B) Relates to one off expenditure for new systems implemented.
(C) Costs relating to the integration of ARN Regional and ARN Metro.
(D) Gain on sale of Soprano less costs of sale.
(E) One-off sign on fees for key talent renewals.
(F) Finalisation of account balances post settlement with the ATO.
(G) Regulatory fees and SCA acquisition transaction costs associated with the proposed acquisition of SCA.

Other segment information

The Group is domiciled in Australia and operates predominantly in Australia and Hong Kong. Revenue from contracts with customers in Australia is $318.7 million (2023: $318.5 million) and in Asia is $47.0 million (2023: $15.8 million). Segment revenues are allocated based on the country in which the customer is located.

The total of non-current assets located in Australia is $523.8 million (2023: $528.7 million) and in Hong Kong is $281.4 million (2023: $5.3 million). Segment assets are allocated to countries based on where the assets are located.

Notes to the Consolidated Financial Statements

(Continued)

1.3 Segment Information (Continued)

ACCOUNTING POLICY

Segment revenues and expenses comprise amounts that are directly attributable to a segment and the relevant portion that can be allocated on a reasonable basis. Corporate overheads, including centralised finance, legal and administrative costs, are not allocated against operating segments but rather are included above as unallocated amounts.

Segment revenues and results exclude transfers between segments. Such transfers are priced on an arm's length basis and are eliminated on consolidation.

1.4 Earnings per share

	2024 $'000	2023 $'000
a) Reconciliation of earnings used in calculating earnings per share (EPS)		
Profit/ (loss) attributable to owners of the parent entity	3,859	(9,770)
Profit/ (loss) attributable to owners of the parent entity used in calculating basic/diluted EPS	**3,859**	**(9,770)**

	Number	Number
b) Weighted average number of shares		
Weighted average number of shares used as the denominator in calculating basic EPS	305,276,304	306,896,245
Adjusted for calculation of diluted EPS:		
Unvested/unexercised rights	840,057	794,166
Weighted average number of shares used as the denominator in calculating diluted EPS	**306,116,361**	**307,690,411**

ACCOUNTING POLICY

Basic earnings per share

Basic earnings per share is determined by dividing:

- the net profit or loss attributable to owners 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 financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account:

- the after-tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Notes to the Consolidated Financial Statements

(Continued)

2. Operating Assets and Liabilities

2.1 Intangible Assets

2023 $'000	Goodwill	Software	Customer relationships	Radio licences	Brands	Total
Cost (net of impairment)	490	5,072	8,311	307,442	19,558	340,873
Accumulated amortisation	–	(3,462)	–	(4,943)	–	(8,405)
Net book amount	**490**	**1,610**	**8,311**	**302,499**	**19,558**	**332,468**
Movements						
Opening net book amount	490	1,156	12,310	397,602	25,751	437,309
Additions	–	973	–	–	–	973
Transfers and other adjustments	–	(11)	–	–	–	(11)
Amortisation	–	(508)	(1,367)	(233)	–	(2,108)
Impairment charge *	–	–	(2,632)	(94,870)	(6,193)	(103,695)
Closing net book amount	**490**	**1,610**	**8,311**	**302,499**	**19,558**	**332,468**

2024 $'000	Goodwill	Software	Customer relationships	Radio licences	Brands	Total
Cost (net of impairment)	490	5,704	8,311	307,442	19,558	341,505
Accumulated amortisation	–	(4,048)	(1,039)	(5,176)	–	(10,263)
Net book amount	**490**	**1,656**	**7,272**	**302,266**	**19,558**	**331,242**
Movements						
Opening net book amount	490	1,610	8,311	302,499	19,558	332,468
Additions	–	659	–	–	–	659
Disposals	–	(244)	–	–	–	(244)
Transfers and other adjustments	–	157	–	–	–	157
Amortisation	–	(526)	(1,039)	(233)	–	(1,798)
Closing net book amount	**490**	**1,656**	**7,272**	**302,266**	**19,558**	**331,242**

* 2023 Impairment charge relates to $103.7 million for the ARN CGU.

Notes to the Consolidated Financial Statements

(Continued)

2.1 Intangible Assets (Continued)

ACCOUNTING POLICY

Summary of goodwill and other intangible assets

Asset	Useful life	Amortisation method	Acquired or Internally generated
Goodwill	Indefinite	No amortisation	Acquired
Customer relationships	10 years	Straight-line basis	Acquired
Brand	Indefinite	No amortisation	Acquired
Software	3-5 years	Straight-line basis	Internally generated and acquired
Radio licences	Indefinite	No amortisation	Acquired
Digital radio licence	20 years	Straight-line basis	Acquired

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill is not amortised but rather is subject to impairment testing.

Brands

Brands are accounted for as identifiable assets and are brought to account at cost. The Directors have considered the geographic location, legal, technical and other commercial factors likely to impact the assets' useful lives and consider that they have indefinite lives. Accordingly, no amortisation has been provided against the carrying amount for brands.

Customer relationships

Customer relationships represent future income streams attributable to customer relationships. They are accounted for as identifiable assets and carried at cost less accumulated depreciation and any accumulated impairment loss. Amortisation is calculated on a straight-line basis over the useful life of the asset.

Software

Costs incurred in developing systems and acquiring software and licences are capitalised. Costs capitalised include materials, services, payroll and payroll related costs of employees involved in development. Amortisation is calculated on a straight-line basis over the useful life of the asset.

Where expenditure relates to Software-as-a-Service (SaaS) arrangements, an assessment is undertaken to determine whether costs can be capitalised.

Radio licences

Commercial radio licences are accounted for as identifiable assets and are brought to account at cost. The Directors believe the licences have indefinite lives and accordingly, no amortisation has been provided against the carrying amount. The commercial radio licences held by the Group are renewable every five years under the provisions of the *Broadcasting Services Act 1992*. The Directors understand that the revocation of a radio licence has never occurred in Australia and have no reason to believe the licences will not be renewed from time to time for the maximum period allowable under the Act and without imposition of any conditions. As a result, the radio licences have been assessed to have indefinite useful lives.

The digital radio licence is accounted for as an identifiable asset and is brought to account at cost. The licence is amortised over the term of the contract on a straight-line basis.

Notes to the Consolidated Financial Statements

(Continued)

2.1 Intangible Assets (Continued)

Year-End Impairment Review

A comprehensive impairment review was conducted at 31 December 2024. The recoverable amount of each cash generating unit (CGU) that includes goodwill or indefinite life intangible assets was reviewed. Below is the allocation of goodwill and other non-amortising intangible assets to cash generating units (CGUs) as at period-end, subsequent to the impairment test:

Name of CGU	2024 Goodwill $'000	2024 Other non-amortising intangible assets $'000	2023 Goodwill $'000	2023 Other non-amortising intangible assets $'000
ARN	–	319,161	–	319,161
Emotive	490	–	490	–
Total goodwill and other non-amortising intangible assets	**490**	**319,161**	**490**	**319,161**

At 31 December 2024 the Group determined there to be only one CGU and operating segment for ARN.

The ARN CGU incorporates metropolitan and regional radio networks, on-demand radio, streaming and podcasting in Australia which includes indefinite life intangible assets.

The recoverable amount of the ARN CGU was estimated based on fair value less costs to dispose calculations, using management budgets and forecasts for a five-year period, after adjusting for central overheads.

The key assumptions for the impairment review as at 31 December 2024, used to calculate the recoverable amount, are presented overleaf.

Notes to the Consolidated Financial Statements

(Continued)

2.1 Intangible Assets (Continued)

(A) Cash flows

Year 1 cash flows	Based on Board approved annual budget derived with reference to a range of internal and relevant external industry data and analysis.
Years 2, 3, 4 and 5 cash flows	Revenue forecasts are prepared based on management's current assessment for the CGU, with consideration given to internal information and relevant external industry data and analysis. In general: • market growth in the ARN CGU is forecast across the cash flow period. The revenue forecast assumes the ARN CGU will gain some additional market share or reclaim lost market share through continued investment in content, marketing and operations. Revenue forecasts for radio, streaming and podcasting take into account a range of internal and relevant external industry data and analysis; • the ARN CGU is forecast to continue to benefit from revenue synergies over the forecast period through optimising a national network of metropolitan and regional radio stations; and • expenses are forecast in detail, based on their nature. Variable costs are forecast to move in line with revenue movements. Personnel costs are forecast to move in line with headcount and adjusted for expected inflation. Other costs are forecast based on management expectations, considering existing contractual arrangements. • the above assumptions result in EBITDA CAGR of 7.1% for ARN CGU across the cash flow period.
Terminal value cash flows	Cash flows are extrapolated at growth rates not exceeding the long-term average growth rate for the industry in which the CGU operates.

(B) Discount rate and long-term growth rate

The discount rates (per annum) used reflect specific risks relating to the relevant segments.

Name of CGU	Dec 2024 Post-tax discount rate	Dec 2024 Pre-tax discount rate	Dec 2024 Long-term growth rate	Dec 2023 Post-tax discount rate	Dec 2023 Pre-tax discount rate	Dec 2023 Long-term growth rate
ARN	12.25%	17.3%	0.5%	10.00%	13.6%	1.5%

Notes to the Consolidated Financial Statements

(Continued)

2.1 Intangible Assets (Continued)

(C) Estimation uncertainty and key assumptions

KEY JUDGEMENTS AND ESTIMATES

The Group tests whether goodwill and other non-amortising intangible assets have suffered any impairment, in accordance with the accounting policy stated below. The recoverable amounts of cash generating units have been determined based on the higher of fair value less costs to sell, or value in use, calculations. These calculations require the use of assumptions. Refer below for details of these assumptions and the potential impact of changes to these assumptions.

Fair value less costs to dispose calculations are prepared based on the Board approved annual budget and extended over the forecast period using growth rates derived with reference to a range of internal and relevant external industry data analysis, including but not limited to publicly available broker and media industry experts reports. The discount rate used is based on an internally prepared weighted average cost of capital (WACC) calculation and reflects risks associated with underlying assets. Terminal value cashflows have been extrapolated at growth rates not exceeding the long-term average growth rate for the industry in which the CGU operates.

At 31 December 2024 the market capitalisation of the Group was $230.1 million based on the closing share price at 31 December 2024, representing a $25.0 million deficiency to its net assets of $255.1 million (excluding minority interests). The Group considered the likely reasons for the deficiency and concluded the fair value less costs to dispose calculations are appropriate in supporting the carrying values of the ARN CGU at 31 December 2024.

Any variation in the key assumptions used to determine the fair value less cost to dispose would result in a change in the recoverable amount of the ARN CGU. The directors and management have considered and assessed reasonably possible changes and the following were considered along with their impact on the recoverable amount of the ARN CGU:

- 1.0% change in the post-tax discount rate
- 0.5% change in the long-term growth rate
- Impact of 5.0% EBITDA change per annum on EBITDA CAGR

In $'000s	Discount Rate change		Long-term growth rate change		5% EBITDA change per annum on EBITDA CAGR 7.1%	
Name of CGU	+1.0%	-1.0%	+0.5%	-0.5%	8.2%	6.0%
ARN	(30,700)	36,441	11,314	(10,390)	22,114	(22,114)

The Group has concluded that a reasonable possible change in the key assumptions will not cause the carrying amounts of the ARN CGU to exceed the recoverable amounts.

Notes to the Consolidated Financial Statements

(Continued)

2.1 Intangible Assets (Continued)

ACCOUNTING POLICY

Impairment

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment and whenever there is an indication that they may be impaired. Assets that are subject to amortisation are tested for impairment whenever changes in circumstances indicate that the asset's carrying amount may exceed its recoverable amount. An impairment charge is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell, and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (CGUs). Non-financial assets other than goodwill that suffer an impairment are reviewed for possible reversal of the impairment at each reporting date.

Notes to the Consolidated Financial Statements

(Continued)

2.2 Property, Plant and Equipment

2023 $'000	Freehold land	Buildings	Plant and equipment	Total
Cost	11,206	8,419	66,765	86,390
Accumulated depreciation and impairment	–	(898)	(41,378)	(42,276)
Capital works in progress	–	–	19,337	19,337
Net book amount	**11,206**	**7,521**	**44,724**	**63,451**
Movements				
Opening net book amount	11,464	7,810	29,864	49,138
Additions	–	876	20,640	21,516
Depreciation	–	(347)	(5,765)	(6,112)
Transfers and other adjustments	2	(2)	152	152
Disposals	(260)	(816)	(165)	(1,241)
Foreign exchange differences	–	–	(2)	(2)
Closing net book amount	**11,206**	**7,521**	**44,724**	**63,451**

2024 $'000	Freehold land	Buildings	Plant and equipment	Total
Cost	10,024	6,917	86,246	103,187
Accumulated depreciation and impairment	–	(1,000)	(39,951)	(40,951)
Capital works in progress	–	–	2,784	2,784
Net book amount	**10,024**	**5,917**	**49,079**	**65,020**
Movements				
Opening net book amount	11,206	7,521	44,724	63,451
Additions	–	–	12,076	12,076
Depreciation	–	(246)	(7,374)	(7,620)
Transfer to held for sale	(1,140)	(1,447)	(8)	(2,595)
Transfers and other adjustments	(2)	90	(245)	(157)
Disposals	(40)	–	(112)	(152)
Foreign exchange differences	–	–	17	17
Closing net book amount	**10,024**	**5,918**	**49,078**	**65,020**

The Group had a $2.1 million capital commitment as at 31 December 2024 (2023: $3.0 million).

Notes to the Consolidated Financial Statements

(Continued)

2.2 Property, Plant and Equipment (Continued)

ACCOUNTING POLICY

Property, plant and equipment, including leasehold improvements is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives, or, in the case of leasehold improvements, the shorter lease term as follows:

- buildings: 20–50 years
- plant and equipment: 3-30 years

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at each balance date. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in the income statement.

Impairment of assets

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Assets that are subject to depreciation and amortisation are tested for impairment whenever changes in circumstances indicate that the asset's carrying amount may exceed its recoverable amount. An impairment charge is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffer an impairment are reviewed for possible reversal of the impairment at each reporting date.

Notes to the Consolidated Financial Statements

(Continued)

2.3 Leases

As a lessee, the Group leases several assets including property, advertising spaces, motor vehicles and other equipment. The weighted average lease term is 7.1 years (2023: 15.2 years).

(A) Amounts recognised in the balance sheet

	2024 $'000	2023 $'000
Property	62,681	58,544
Advertising concession agreements	276,468	3,303
Motor vehicle and other	1,411	1,021
Total right-of-use assets	**340,560**	**62,868**
Current	50,987	6,551
Non-current	302,886	63,054
Total lease liabilities	**353,873**	**69,605**

Additions to the right-of-use assets during the 2024 financial year were $299.3 million (2023: $38.3 million).

KEY JUDGEMENTS AND ESTIMATES

Whenever changes in circumstances indicate that the right-of-use asset carrying amount may exceed its recoverable amount, the Group applies judgement when testing whether right-of-use assets have suffered any impairment. An impairment charge is recognised for the amount by which the right-of-use asset's carrying amount exceeds its recoverable amount. Right-of-use assets that suffer an impairment are reviewed for possible reversal of the impairment at each reporting date.

(B) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

	2024 $'000	2023 $'000
Advertising concession agreements	33,442	4,387
Property	6,453	6,925
Motor vehicle and other	407	70
Depreciation charge for right-of-use assets	**40,302**	**11,382**
Interest expense on lease liabilities	11,821	2,138
Rental and occupancy expense relating to short-term leases	2,051	3,748
Rental and occupancy expense relating to variable lease payments not included in the measurement of the lease liability	(511)	422

The total cash outflow for leases, inclusive of principal and interest was $46.4 million (2023: $12.2 million).

Notes to the Consolidated Financial Statements

(Continued)

2.3 Leases (Continued)

ACCOUNTING POLICY

The Group leases various properties, advertising spaces, motor vehicles and other equipment. Rental contracts are typically made for fixed periods of one to 15 years, however may be more than 20 years and include extension options.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Lease liabilities

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate are initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease liability excludes non-lease components including variable lease amounts which are not linked to a rate or index. These components are expensed as incurred.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance costs. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Notes to the Consolidated Financial Statements

(Continued)

2.3 Leases (Continued)

ACCOUNTING POLICY (Continued)

Incremental borrowing rate

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Right-of-use assets

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Rental and occupancy expense

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Rental outgoings are treated as non-lease components and are recognised as expense in profit or loss. Other property expenses which do not transfer substantially all of the asset's economic benefits to the Group are recognised on a straight-line basis as expense in profit or loss.

Notes to the Consolidated Financial Statements

(Continued)

2.4 Provisions

	2024 $'000	2023 $'000
Current		
Employee benefits	9,884	10,351
Make good	56	1,733
Other	–	1,046
Total current provisions	**9,940**	**13,130**
Non-current		
Employee benefits	2,069	2,447
Make good	7,993	8,085
Total non-current provisions	**10,062**	**10,532**

Movements in each class of provision during the financial year, other than employee benefits, are set out below:

2024	Make good $'000	Other $'000	Total $'000
Carrying amount at beginning of the year	**9,818**	**1,046**	**10,864**
Additional amounts recognised	263	–	**263**
Amounts used	(1,782)	(1,000)	(2,782)
Reversal	(284)	(46)	(330)
Foreign exchange differences	34	–	**34**
Carrying amount at end of the year	**8,049**	–	**8,049**

Notes to the Consolidated Financial Statements

(Continued)

2.4 Provisions (Continued)

ACCOUNTING POLICY

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Employee benefits

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

Liabilities for annual leave and long service leave not expected to be settled wholly within 12 months after the end of the reporting date are measured as the present value of expected future payments to be made. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds rates with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the consolidated balance sheet if the entity does not have an unconditional right to defer settlement for 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

Make good

The Group will recognise a make good provision when they are included in lease agreements for which the Group has a legal or constructive obligation. The present value of the estimated costs of dismantling and removing the assets and restoring the site is recognised as a provision. At each reporting date, the liability is remeasured in line with changes in discount rates, estimated cash flows and the timing of those cash flows.

These costs have been capitalised to right of use assets and property, plant and equipment and are amortised over the shorter of the term of the lease and the useful life of the assets.

Notes to the Consolidated Financial Statements

(Continued)

3. Capital Management

3.1 Bank loans

	Note	2024 $'000	2023 $'000
Non-current bank loans			
Bank loans – unsecured		101,000	94,000
Total non-current bank loans (i)		**101,000**	**94,000**
Deduct:			
Borrowing costs		2,515	2,414
Accumulated amortisation		(2,162)	(1,996)
Net borrowing costs		**353**	**418**
Total non-current interest-bearing liabilities (i)		**100,647**	**93,582**
Net debt (i)			
Non-current bank loans		100,647	93,582
Net borrowing costs		353	418
Cash and cash equivalents	3.2	(18,548)	(18,862)
Short-term deposits		(208)	–
Net debt		**82,244**	**75,138**

(i) As of February 2025, the majority of the Group's debt facilities do not expire until after December 2026.

The Group's debt facilities have a maximum leverage covenant of 3.25 times and a minimum interest cover covenant of 3.0 times. As at 31 December 2024 the leverage ratio was 1.69 times and the interest cover ratio was 7.66 times.

(A) Capital Risk Management

The Group is focused on safeguarding its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and maintains an optimal capital structure to reduce its cost of capital.

In order to maintain an optimal capital structure, the Group may:

- adjust dividends paid to shareholders;
- return capital to shareholders;
- issue new shares; or
- sell assets to reduce debt.

(B) Standby arrangements and credit facilities

Entities in the Group have access to:	2024 $'000	2023 $'000
Loan facilities (i)		
Unsecured bank loan facilities	200,698	199,400
Amount of facility utilised (ii)	(136,538)	(99,432)
Amount of available facility	**64,160**	**99,968**
Overdraft facilities		
Unsecured bank overdraft facilities	1,000	1,500
Amount of credit utilised	–	–
Amount of available credit	**1,000**	**1,500**

(i) Pertaining to the revolving cash advance facility.

(ii) Relating to bank loan and guarantees drawn (refer to note 6.1).

Notes to the Consolidated Financial Statements

(Continued)

3.1 Bank Loans (Continued)

ACCOUNTING POLICY

Interest bearing liabilities are initially recognised at fair value less attributable transaction costs and subsequently measured at amortised cost. Any difference between cost and redemption value is recognised in the income statement over the period of the borrowing on an effective interest basis.

Costs incurred in connection with the arrangement of borrowings are deferred and amortised over the period of the borrowing. These are shown as an asset on the balance sheet.

3.2 Cash Flow Information

Reconciliation of cash

	2024 $'000	2023 $'000
Cash at end of the year, as shown in the statement of cash flows, comprises:		
Cash at bank and on hand	**18,548**	**18,862**
The below reconciliation relates to both continued and discontinued operations.		
Reconciliation of loss for the year to net cash inflows from operating activities:		
Profit/ (loss) for the year	6,243	(6,918)
Depreciation and amortisation	49,720	19,602
Borrowing costs amortisation	165	295
Share of profits of associate and joint ventures	(4,817)	(5,061)
Other non-cash items	(45)	(141)
Impairment of intangible assets	–	103,695
Share-based payments expense	348	242
Gains on sale of assets held for sale and financial assets	–	(39,132)
Net (gain)/ loss on sale of non-current assets	(260)	63
Changes in assets and liabilities net of effect of acquisitions and changes in accounting policy:		
(Increase)/ decrease in receivables	(11,129)	(2,992)
(Increase)/ decrease in prepayments	800	(1,845)
Increase/ (decrease) in current tax / deferred tax liabilities	7,701	(43,791)
Increase/ (decrease) in payables and provision for employee benefits	1,917	(3,370)
Net cash inflows from operating activities	**50,643**	**20,647**

ACCOUNTING POLICY

For the purposes of presentation on the statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with financial institutions, net of bank overdrafts, with maturities 90 days or less.

Notes to the Consolidated Financial Statements

(Continued)

3.3 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk and foreign exchange risk), credit risk and liquidity risk.

The Group's overall financial risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and foreign exchange risk and ageing analysis for credit risk.

Financial risk management is carried out by the Group Treasury function under policies approved by the Board of Directors. The policies provide principles for overall risk management, as well as covering specific areas, such as interest rate risk, foreign exchange risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(A) Market risk

(i) Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk through its long-term borrowings issued at variable rates as well as through its cash and cash equivalents balance. Based on the outstanding net debt as at 31 December 2024, a change in interest rates of +/- 1% per annum with all other variables being constant would impact equity and post-tax profit by $0.6 million lower/higher.

(ii) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity's functional currency. Individual transactions are assessed, and forward exchange contracts are used to hedge the risk where deemed appropriate.

While the Group has assets and liabilities in multiple currencies, individual entities in the Group do not have a significant foreign exchange exposure to receivables or payables in currencies that are not their functional currency.

(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Group credit risk principally arises from customer receivables, cash and cash equivalents, short-term deposits with banks and financial institutions and financial guarantees (refer to note 6.1 for details).

For banks and financial institutions, creditworthiness is assessed prior to entering into arrangements and approved by the Board.

For customer receivables, the maximum exposure to credit risk at the reporting date is the higher of the carrying value and fair value of each receivable. Risk control involves the assessment of the credit quality, taking into account financial position, past experience and other factors. The utilisation of credit limits is regularly monitored.

Where appropriate, the Group undertakes all of its transactions in foreign exchange with financial institutions.

Impairment of financial assets – trade receivables

The Group applies the AASB 9 *Financial Instruments* simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the ECL rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Notes to the Consolidated Financial Statements

(Continued)

3.3 Financial risk management (Continued)

(B) Credit risk (Continued)

The carrying amount of receivables as at reporting date was as follows:

	2024 $'000	2023 $'000
Trade receivables	75,808	64,546
Loss allowance	(510)	(641)
	75,298	63,905
Other receivables	2,522	8,598
Total receivables	**77,820**	**72,503**

The loss allowance determined for trade receivables as at 31 December 2024 and 31 December 2023 is as follows:

	2024 $'000	2023 $'000
Opening loss allowance as at 1 January	641	519
Expected credit losses recognised in profit or loss	197	254
Receivables written off as uncollectible	(328)	(132)
Closing loss allowance	**510**	**641**

The aging of trade receivables that were not impaired at the end of the reporting date was as follows:

	2024 $'000	2023 $'000
Current	62,655	56,467
Past due less than 1 month	5,875	6,147
Past due 1 to 3 months	5,227	1,575
Past due 3 to 6 months	1,634	113
Past due over 6 months	417	244
Trade receivables	**75,808**	**64,546**

ACCOUNTING POLICY

Trade receivables are generally settled within 30 to 90 days and therefore classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. Due to their short-term nature, the carrying value represents fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Notes to the Consolidated Financial Statements

(Continued)

3.3 Financial risk management (Continued)

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available. Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. The Group has $64.1 million in undrawn facilities at 31 December 2024, please refer to note 3.1 for more information.

The tables below analyse the Group's financial liabilities, including interest to maturity into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows.

2024	Note	Less than one year $'000	Between one and two years $'000	Between two and five years $'000	Over five years $'000
Non-derivative financial liabilities					
Payables		34,699	–	–	–
Bank loans	3.1	6,582	6,582	101,577	–
Lease liabilities	2.3	70,143	70,386	197,034	98,076
Total non-derivatives		111,424	76,968	298,611	98,076
Less: interest		(6,582)	(6,582)	(559)	–
Total financial liabilities		104,842	70,386	298,052	98,076

2023	Note	Less than one year $'000	Between one and two years $'000	Between two and five years $'000	Over five years $'000
Non-derivative financial liabilities					
Payables		32,466	–	–	–
Bank loans	3.1	5,721	5,721	97,207	–
Lease liabilities	2.3	10,238	7,767	16,662	74,188
Total non-derivatives		**48,425**	**13,488**	**113,869**	**74,188**
Less: interest		(5,721)	(5,721)	(3,208)	–
Total financial liabilities		**42,704**	**7,767**	**110,661**	**74,188**

3.4 Fair Value Measurements

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis:

- financial assets at fair value through profit or loss; and
- financial assets at fair value through other comprehensive income.

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 or indirectly; and
- level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes to the Consolidated Financial Statements

(Continued)

3.4 Fair Value Measurements (Continued)

(A) Recognised fair value measurements

The following table presents the Group's financial assets and financial liabilities measured and recognised at fair value at 31 December 2023 and 2024:

2024	Note	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Recurring fair value measurements					
Financial assets					
Financial assets at fair value through profit and loss	5.3	–	5,144	849	5,993
Financial assets at fair value through other comprehensive income	5.3	21,306	–	–	21,306
Total financial assets		**21,306**	**5,144**	**849**	**27,299**

2023	Note	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Recurring fair value measurements					
Financial assets					
Financial assets at fair value through profit and loss	5.3	–	–	673	673
Financial assets at fair value through other comprehensive income	5.3	35,331	–	–	35,331
Total financial assets		**35,331**	**–**	**673**	**36,004**

During the year the Group entered into a convertible note arrangement for $5.0 million with Airtasker Limited (ASX: ART). Refer to note 5.3 for more information. The Group has designated the financial asset as fair value through profit and loss. As the convertible note will be settled in cash or equity at the discretion of Airtasker, the fair value of the note is determined by reference to the initial finance asset recognised and finance income earned.

The Group purchased shares in Southern Cross Media Limited (SCA) during 2023 for $38.9 million (including transaction costs). The shares are held at fair value through other comprehensive income. As SCA is listed on the Australian Stock Exchange, the fair value of the shares is determined by reference to the quoted price. The investment is revalued at each reporting period. As at 31 December 2024, a $14.0 million fair value loss was recognised in the other comprehensive income.

The Group also has a number of assets and liabilities which are not measured at fair value, but for which fair values are disclosed in the notes. The carrying amounts of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of bank loans approximates the carrying amount.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The level 3 inputs used by the Group are derived and evaluated as follows:

The fair value of lease liabilities disclosed in note 2.3 is estimated by discounting the minimum lease payments at the Group's incremental borrowing rate. For the period ended 31 December 2024, the borrowing rates were determined to be between 3.3% and 8.0% per annum, depending on the type of lease.

There were no other material level 3 fair value movements during the year.

Notes to the Consolidated Financial Statements

(Continued)

3.5 Contributed Equity

	2024 $'000	2023 $'000
Issued and paid up share capital	1,544,039	1,544,039

(A) Movements in contributed equity during the financial year

	2024 Number shares	2023 Number shares	2024 $'000	2023 $'000
Balance at beginning of the year	313,050,373	309,080,602	1,544,039	1,547,690
Issue of ordinary shares(i)	–	7,562,190	–	–
Share buy-back (ii)	–	(3,592,419)	–	(3,651)
Balance at end of the year	**313,050,373**	**313,050,373**	**1,544,039**	**1,544,039**

(i) In 2023, shares were issued in relation to talent awards in the year.

(ii) During 2024, the Company did not purchase or cancel on-market shares (2023: 3.6 million). In 2023 the shares were acquired at an average price of $1.02 per share.

(B) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy, attorney or corporate representative is entitled to one vote, and upon a poll each share is entitled to one vote.

ACCOUNTING POLICY

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

Notes to the Consolidated Financial Statements

(Continued)

3.6 Share-Based Payments

	2024 Number of rights	2023 Number of rights
As at 1 January	7,955,642	971,912
Awarded	1,113,139	7,796,752
Exercised	(132,087)	(860,454)
Other changes	33,840	47,432
Balance at end of the year	**8,970,534**	**7,955,642**

Share rights outstanding at the end of the year have the following vesting date and weighted average fair value:

Incentive plan	Vesting date	Weighted average fair value	Number of rights 2024	Number of rights 2023
2022 TIP and incentive award (1)	31-Dec-23	$1.95	–	132,087
2023 TIP and incentive award (2)	31-Dec-24	$1.16	285,413	261,365
2024 TIP and incentive award (3)	31-Dec-25	$0.84	116,219	–
Retention scheme incentive (4)	31-Dec-25	$0.86	1,006,712	–
Talent awards (5)	31-Dec-29	$0.81	1,239,858	1,239,858
Talent awards (5)	31-Dec-34	$0.95	6,322,332	6,322,332
Balance at end of the year			**8,970,534**	**7,955,642**

	2024	2023
Weighted average remaining contractual life of rights outstanding at end of period	7.9 years	9.7 years

(1) The date on which the fair value of the 2022 TIP rights were calculated, is the deemed grant date of the rights for accounting purposes. Some performance conditions were met on 31 December 2022 and approved on 15 February 2023. At the Board's discretion, the participants may receive additional allocation of fully paid ordinary shares equal to the value of dividends that were payable on the underlying shares, whilst holding unvested and/or vested rights. 9,077 additional rights were issued to satisfy this requirement in 2022 and a further 15,924 in 2023, the latter disclosed in other changes above in that year.

(2) The date on which the fair value of the 2023 TIP rights were calculated, is the deemed grant date of the rights for accounting purposes. Some performance conditions were met on 31 December 2023 and approved on 14 February 2024. At the Board's discretion, the participants may receive additional allocation of fully paid ordinary shares equal to the value of dividends that were payable on the underlying shares, whilst holding unvested and/or vested rights. An additional 31,508 rights were issued to satisfy this requirement in respect of 2023 and a further 24,048 in 2024. This is disclosed in other changes above in the respective years.

(3) The date on which the fair value of the 2024 TIP rights were calculated, is the deemed grant date of the rights for accounting purposes. Some performance conditions were met on 31 December 2024 and approved on 18 February 2025. At the Board's discretion, the participants may receive additional allocation of fully paid ordinary shares equal to the value of dividends that were payable on the underlying shares, whilst holding unvested and/or vested rights. 9,792 additional rights were issued to satisfy this requirement. This is disclosed in other changes above.

(4) The date on which the fair value of the Retention Scheme rights were calculated, is the deemed grant date of the rights for accounting purposes. The number of rights to be awarded are subject to a two-year performance and service period and will be determined at vesting date 31 December 2025. The rights reflected relate only to the CEO & Managing Director. The CFO's rights were forfeited on his resignation.

(5) There was no expense recognised in relation to Talent awards in the year. Share based payment expense will be recognised on commencement of the renewed contracts on 1 January 2025.

Share-based payments expense related to the above tables for the year was $348,000 (2023: $242,000).

Further information of the rights granted to Executive KMP is contained in the Remuneration Report found on pages 44 to 59 of the Annual Report.

Notes to the Consolidated Financial Statements

(Continued)

ACCOUNTING POLICY

Share-based compensation benefits are provided to employees and contractors via share-based payments as part of a Total Incentive Plan (TIP), talent and other management incentive plans.

The fair value of rights granted is recognised as an employee benefits expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employee becomes unconditionally entitled to the rights.

The fair value is derived using the closing share price on the grant date.

The fair value of the rights granted is adjusted to reflect any market vesting conditions but excludes the impact of non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of rights that are expected to become exercisable. At each reporting date, the Group revises its estimate of the number of rights that are expected to become exercisable.

The employee benefits expense recognised each period takes into account the most recent estimate. The impact of the revision to the original estimates, is recognised in profit or loss with a corresponding adjustment to equity.

3.7 Reserves and Accumulated Losses

	2024 $'000	2023 $'000
Reserves		
Foreign currency translation reserve	1,162	806
Share-based payments reserve	8,387	8,039
Investment revaluation reserve	(17,555)	(3,530)
Transactions with non-controlling interests reserve	(53,283)	(53,283)
Treasury shares reserve	(1,917)	(1,679)
Total reserves	**(63,206)**	**(49,647)**
Foreign currency translation reserve		
Balance at beginning of the year	806	868
Net exchange difference on translation of foreign operations	356	(19)
Disposal of share of associate's other comprehensive loss	–	(43)
Balance at end of the year	**1,162**	**806**
Share-based payments reserve		
Balance at beginning of the year	8,039	7,994
Share-based payments expense	348	242
Transfer to retained earnings	–	(56)
Treasury shares vested to employees	–	(141)
Balance at end of the year	**8,387**	**8,039**
Investment revaluation reserve		
Balance at beginning of the year	(3,530)	–
Fair value adjustment on financial assets	(14,025)	(3,530)
Balance at end of the year	**(17,555)**	**(3,530)**
Transactions with non-controlling interests reserve		
Balance at beginning of the year	(53,283)	(53,283)
Balance at end of the year	**(53,283)**	**(53,283)**
Treasury shares reserve		
Balance at beginning of the year	(1,679)	(1,604)
Acquisition of treasury shares	(238)	(216)
Treasury shares vested to employees	–	141
Balance at end of the year	**(1,917)**	**(1,679)**

Notes to the Consolidated Financial Statements

(Continued)

3.7 Reserves and Accumulated Losses (Continued)

Nature and purpose of reserves

Foreign currency translation reserve

Exchange differences arising on translation of any foreign controlled entities are recognised in other comprehensive income and the foreign currency translation reserve as described in note 6.4.

Share-based payments reserve

The share-based payments reserve is used to recognise the fair value of performance rights issued but not yet vested as described in note 3.6.

Investment revaluation reserve

The investment revaluation reserve is used to recognise the fair value of shares in other entities that are measured at fair value through other comprehensive income. Refer to note 5.3 for more information.

Transactions with non-controlling interest reserve

The transactions with non-controlling interests reserve is used to record the differences described in note 5.2 which may arise as a result of transactions with non-controlling interests that do not result in a loss of control.

Treasury shares reserve

APN News & Media Employee Share Trust (Trust), a controlled entity, was established in 2017. The Trust purchased 285,413 (2023: 203,645) additional shares in the Company. Employees were not issued shares during the year (2023: 120,660). The total shareholding in the Company as at 31 December 2024 was 1,273,249 shares at an average price of $1.51 (2023: 987,836 shares at $1.70). This shareholding is disclosed as treasury shares and deducted from equity.

Performance rights that relate to the 2023 TIP have vested and converted into shares.

The treasury shares reserve is used to recognise the value of shares purchased by the Trust.

Accumulated losses

Movement in accumulated losses are as follows:

	2024 $'000	2023 $'000
Balance at beginning of the year	(1,214,529)	(1,178,034)
Profit/ (loss) attributable to owners of the parent entity	3,859	(9,770)
Transfer from reserves	–	56
Dividends paid to shareholders	(15,027)	(26,781)
Balance at end of the year	**(1,225,697)**	**(1,214,529)**

Notes to the Consolidated Financial Statements

(Continued)

3.8 Dividends

	2024 $'000	2023 $'000
Final dividend for the year ended 31 December 2023 of 3.6 cents per share fully franked, paid 22 March 2024 (Dividend for the year ended 31 December 2022: 5.2 cents per share, paid 23 March 2023)	11,270	16,072[(i)]
Paid in cash	11,270	16,072
Interim dividend for the year ended 31 December 2024 of 1.2 cents per share fully franked, paid 23 September 2024 (2023: 3.5 cents per share, paid 21 September 2023)	3,757	10,709
Paid in cash	3,757	10,709
Total dividends	**15,027**	**26,781**
Franking credit balance available as at 31 December (at 30% corporate tax rate)	**95,298**	**101,986**
Dividends not recognised at year end		
Subsequent to year end, the Directors have declared a fully franked dividend of 1.1 cents per share. The aggregate amount of the dividend expected to be paid on 28 March 2025 but not recognised as a liability at year end is:	3,444	11,270

(i) Paid from parent entity profits since 1 January 2023.

Notes to the Consolidated Financial Statements

(Continued)

4. Taxation

4.1 Income Tax and Deferred Tax

(A) Income tax

	2024 $'000	2023 $'000
Current tax expense	11,319	12,119
Deferred tax benefit	(3,130)	(32,387)
Adjustment for current tax of prior periods	134	1,001
Income tax expense/ (benefit)	**8,323**	**(19,267)**
Income tax differs from the prima facie tax as follows:		
Profit/ (loss) before income tax expense/ (benefit)	14,566	(26,185)
Prima facie income tax at 30%	4,370	(7,855)
Difference in overseas tax rates	2,083	78
Capital losses utilised against the gain on disposal of investment in Soprano	–	(11,740)
Unrecognised tax losses	2,547	96
Share of profits of associates	(1,445)	(1,518)
Adjustment for current tax of prior periods	134	1,001
Other	634	671
Income tax expense/ (benefit)	**8,323**	**(19,267)**

Notes to the Consolidated Financial Statements

(Continued)

4.1 Income Tax and Deferred Tax (Continued)

(A) Income Tax (Continued)

Capital Losses - Australia

As at 31 December 2024, ARN is carrying forward $182.3 million in capital losses (2023: $182.3 million). These are subject to the usual loss carry forward rules regarding change of ownership and same business test.

Assuming various rules are met, these capital losses should be available to shelter future capital gains. No deferred tax asset is recorded for these capital losses as they may only be utilised in the event of capital gains and it is not currently probable there will be capital gains against which the losses will be utilised.

ACCOUNTING POLICY

AASB Interpretation 23 *Uncertainty over Income Tax Treatments* explains how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- how to determine the appropriate unit of account, and that each uncertain tax treatment should be considered separately or together as a group, depending on which approach better predicts the resolution of the uncertainty;
- that the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored;
- that the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment;
- that the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method best predicts the resolution of the uncertainty; and
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

While there are no new disclosure requirements, the Group used the guidance of this Interpretation to provide information about judgements and estimates made in relation to its existing tax in dispute matters.

Notes to the Consolidated Financial Statements

(Continued)

4.1 Income Tax and Deferred Tax (Continued)

(B) Deferred tax assets and liabilities

2023	Balance 1 Jan 23 $'000	Recognised in profit or loss $'000	Recognised in equity $'000	Other movements $'000	Balance 31 Dec 23 $'000
Employee benefits	4,136	(395)	–	–	3,741
Doubtful debts	155	33	–	–	188
Accruals/ restructuring	4,696	742	–	(197)	5,241
Intangible assets	(129,761)	31,519	–	–	(98,242)
Depreciation	(829)	998	–	(434)	(265)
Right-of-use assets	(8,528)	(10,273)	–	–	(18,801)
Lease liabilities	9,209	10,331	–	–	19,540
Investments accounted for using the equity method	(8,070)	(5)	–	–	(8,075)
Other	(80)	(563)	4	(55)	(694)
	(129,072)	**32,387**	**4**	**(686)**	**(97,367)**

2024	Balance 1 Jan 24 $'000	Recognised in profit or loss $'000	Recognised in equity $'000	Other movements $'000	Balance 31 Dec 24 $'000
Employee benefits	3,741	(235)	–	–	3,506
Doubtful debts	188	(44)	–	–	144
Accruals/ restructuring	5,241	1,483	–	56	6,780
Intangible assets	(98,242)	312	–	–	(97,930)
Depreciation	(265)	195	–	(15)	(85)
Right-of-use assets	(18,801)	225	–	–	(18,576)
Lease liabilities	19,540	1,887	–	–	21,427
Investments accounted for using the equity method	(8,075)	80	–	–	(7,995)
Other	(694)	(773)	3	(75)	(1,539)
	(97,367)	**3,130**	**3**	**(34)**	**(94,268)**

The Group has not recognised deferred tax assets of $9.0 million (2023: $5.7 million) in respect of HK Outdoor tax losses carried forward.

Notes to the Consolidated Financial Statements

(Continued)

4.1 Income Tax and Deferred Tax (Continued)

(B) Deferred tax assets and liabilities (continued)

ACCOUNTING POLICY

The income tax expense for the year is the tax payable on the current year's taxable income based on the applicable 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 also adjusted for unused tax losses utilised in the year.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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 enacted tax rates applicable to 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.

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.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Temporary differences in relation to indefinite life intangible assets are determined with reference to their respective capital gains tax bases in respect of assets for which capital gains tax will apply.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised in other comprehensive income are also recognised in other comprehensive income.

The Company and its wholly-owned Australian controlled entities are part of a tax-consolidated group under Australian taxation law. ARN Media Limited is the head entity in the tax-consolidated group. The wholly owned Australian subsidiaries acquired as part of the acquisition of ARN Regional entered the tax consolidated group in 2022, of which the ARN is the head entity, in accordance with Australian taxation law. Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax sharing agreement with the head entity. Under the terms of the tax funding arrangement, ARN Media Limited and each of the other entities in the tax-consolidated group have agreed to pay (or receive) a tax equivalent payment to (or from) the head entity, based on the current tax liability or current tax asset of the entity. Each entity in the tax-consolidated group measures its current and deferred taxes as if it continued to be a separate taxable entity in its own right.

Judgement is required in relation to the recognition of carried forward tax losses as deferred tax assets. The Group assesses whether there will be sufficient future taxable profits to utilise the losses based on a range of factors, including forecast earnings and whether the unused tax losses resulted from identified causes which are unlikely to recur.

Notes to the Consolidated Financial Statements

(Continued)

5. Group Structure

5.1 Controlled Entities

The consolidated financial statements incorporate the assets, liabilities and results of the following controlled entities in accordance with the accounting policy described in note 6.4.

Name of entity	Country of incorporation/ establishment	Equity holding 2024 %	Equity holding 2023 %
5AD Broadcasting Company Pty Ltd [1]	Australia	**100**	100
Ambersky Pty. Limited [1, 2, 4]	Australia	**100**	100
AMI Radio Pty Limited [1, 2, 4]	Australia	**100**	100
APN News & Media Employee Share Trust	Australia	**100**	100
ARN Adelaide Pty Ltd [1]	Australia	**100**	100
ARN Brisbane Pty Ltd [1, 2]	Australia	**100**	100
ARN Broadcasting Pty Ltd [1]	Australia	**100**	100
ARN Communications Pty Ltd [1, 2]	Australia	**100**	100
ARN Limited Partnership	Australia	**100**	100
ARN New Zealand Pty. Limited [1, 2]	Australia	**100**	100
ARN Overseas Pty. Limited [1,2]	Australia	**100**	100
ARN Perth Pty Limited [1]	Australia	**100**	100
ARN Regional Pty Ltd [1, 2, 4]	Australia	**100**	100
ARN South Australia Pty Limited [1,5]	Australia	**100**	100
Australian Radio Network Pty Limited [1,2]	Australia	**100**	100
Bass Radio Pty Limited [1, 2, 4]	Australia	**100**	100
Biffin Pty. Limited [1, 2]	Australia	**100**	100
Black Mountain Broadcasters Pty. Limited	Australia	**50**	50
Blue Mountains Broadcasters Pty Limited [1]	Australia	**100**	100
Bluwin Pty Ltd	Australia	**50**	50
Brisbane FM Radio Pty Ltd	Australia	**50**	50
Bundaberg Broadcasters Pty. Ltd [1, 4]	Australia	**100**	100
Bundaberg Narrowcasters Pty. Ltd. [1, 2, 4]	Australia	**100**	100
Burnie Broadcasting Service Proprietary Limited. [1, 2, 4]	Australia	**100**	100
Buspak Advertising (Hong Kong) Limited	Hong Kong	**100**	100
Cairns Broadcasters Pty Ltd [1, 2, 4]	Australia	**100**	100
AmplifyCBR Pty Ltd [3]	Australia	**50**	50
Capital City Broadcasters Pty. Limited [1]	Australia	**100**	100
Catalogue Central Pty Limited [1,5]	Australia	**100**	100
Cody Outdoor International (HK) Limited	Hong Kong	**100**	100
Commercial Broadcasters Proprietary Limited [1, 2, 4]	Australia	**100**	100
Commonwealth Broadcasting Corporation Pty Ltd [1, 2]	Australia	**100**	100
Conversant Media Pty Ltd [1]	Australia	**100**	100

Notes to the Consolidated Financial Statements

(Continued)

Name of entity	Country of incorporation/ establishment	Equity holding 2024 %	2023 %
Covette Investments Pty Limited [1, 2]	Australia	**100**	100
Digi-Lution Pty Ltd [1, 2, 4]	Australia	**100**	100
Digital Radio Broadcasting Darwin Pty Ltd [1, 2, 4]	Australia	**100**	100
Double T Radio Pty Ltd [1]	Australia	**100**	100
East Coast Radio Pty. Limited [1, 2, 4]	Australia	**100**	100
Emotive Pty Limited	Australia	**50**	50
Evitome Pty Limited [1]	Australia	**100**	100
Eyre Peninsula Broadcasters Pty Ltd [1, 4]	Australia	**100**	100
Gergdaam Capital Pty Limited [1, 2]	Australia	**100**	100
Gulgong Pty. Limited [1, 2]	Australia	**100**	100
Haswell Pty. Limited [1, 2]	Australia	**100**	100
Hot 91 Pty Ltd [1, 2, 4]	Australia	**100**	100
Hot Tomato Australia Pty Limited [1, 4]	Australia	**100**	100
Hot Tomato Narrowcasting Pty Limited [1, 2, 4]	Australia	**100**	100
HT&E Broadcasting (Regionals) Pty. [1, 2]	Australia	**100**	100
HT&E Digital Pty Ltd [1,5]	Australia	**100**	100
ARN Media Finance Pty Ltd [1, 2]	Australia	**100**	100
ARN Media International Pty Ltd [1, 2]	Australia	**100**	100
HT&E Online (Australia) Pty Ltd [1]	Australia	**100**	100
ARN Media Operations Ltd [1, 2]	Australia	**100**	100
Level 3 Investments Pty Limited [1]	Australia	**100**	100
Mackay Broadcasters Pty Ltd [1, 2, 4]	Australia	**100**	100
Melbourne F.M. Facilities Pty. Limited	Australia	**50**	50
North East Tasmanian Radio Broadcasters Proprietary Limited [1, 2, 4]	Australia	**100**	100
Northern Tasmania Broadcasters Proprietary Limited [1, 2, 4]	Australia	**100**	100
Northern Territory Broadcasters Pty Ltd [1, 4]	Australia	**100**	100
Queensland Regional Broadcasters Pty Ltd [1, 4]	Australia	**100**	100
Radio 96FM Perth Pty Limited [1]	Australia	**100**	100
Radio Ballarat Pty. Ltd. [1, 2, 4]	Australia	**100**	100
Radio Barrier Reef Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Cairns Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Central Victoria Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Gladstone Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Hunter Valley Pty. Limited [1, 2, 4]	Australia	**100**	100
Radio Mackay Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Murray Bridge Pty Limited [1, 2, 4]	Australia	**100**	100
Radio Rockhampton Pty Ltd [1, 2, 4]	Australia	**100**	100
Radio Townsville Pty Ltd [1, 2, 4]	Australia	**100**	100

Notes to the Consolidated Financial Statements

(Continued)

Name of entity	Country of incorporation/ establishment	Equity holding 2024 %	Equity holding 2023 %
Radio West Coast Pty Ltd [1, 4]	Australia	**100**	100
Riverland Broadcasters Pty Ltd [1, 2, 4]	Australia	**100**	100
South Coast & Tablelands Broadcasting Pty Ltd [1, 4]	Australia	**100**	100
Southern State Broadcasters Pty. Limited [1]	Australia	**100**	100
Speedlink Services Pty Ltd [1,5]	Australia	**100**	100
Spencer Gulf Broadcasters Pty Ltd [1, 2, 4]	Australia	**100**	100
Star Broadcasting Network Pty Ltd [1, 2, 4]	Australia	**100**	100
Sydney FM Facilities Pty Ltd	Australia	**50**	50
Tasmanian Broadcasters Pty Ltd [1, 2, 4]	Australia	**100**	100
The Hot Tomato Broadcasting Company Pty Limited [1, 2, 4]	Australia	**100**	100
The Internet Amusements Group Pty Limited [1,5]	Australia	**100**	100
The Level 3 Partnership	Australia	**100**	100
The Radio Sales Network Pty Ltd [1, 2, 4]	Australia	**100**	100
The Roar Sports Media Pty Ltd [1]	Australia	**100**	100
Tibbar Broadcasting Pty Limited [1]	Australia	**100**	100
Wesgo [1, 2]	Australia	**100**	100
Wilson & Horton Australia Pty Ltd [1]	Australia	**100**	100
Wilson & Horton Finance Pty Ltd [1,2,5]	Australia	**100**	100
Wollongong Broadcasters Pty. Limited [1, 2, 4]	Australia	**100**	100

(1) These companies are parties to a deed of cross guarantee dated 28 April 2017 under which each company guarantees the debts of the others (Deed of Cross Guarantee). These companies represent a Closed Group for the purposes of ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 and there are no other members of the Extended Closed Group.

(2) These wholly-owned entities have been relieved from the requirement to prepare a financial report and Directors' report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785.

(3) This company is proportionately consolidated and its principal activities are commercial radio. Refer to note 5.4.

(4) These companies acquired in 2022 entered the Assumption Deed which provides for the joining of each company to the Deed of Cross Guarantee dated 28 April 2017.

(5) These companies are in the process of voluntary deregistration with ASIC.

Notes to the Consolidated Financial Statements

(Continued)

5.2 Interests in Other Entities

(A) Material subsidiaries with non-controlling interests

Set out below are the Group's principal subsidiaries with material non-controlling interests. Unless otherwise stated, the subsidiaries as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group, and the proportion of ownership interests held is equal to the voting rights held by the Group.

Name of entity	Place of business and country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interests		Principal activities
		2024	2023	2024	2023	
Brisbane FM Radio Pty Ltd	Australia	50%	50%	50%	50%	Commercial radio

(B) Non-controlling interests

Financial information for each subsidiary that has non-controlling interests that are material to the Group are summarised in the table below. The amounts disclosed for each subsidiary are before inter-company eliminations.

	Brisbane FM Radio Pty Ltd	
	2024 $'000	2023 $'000
Summarised balance sheet		
Current assets	9,634	8,154
Current liabilities	1,195	725
Current net assets	8,439	7,429
Non-current assets	67,477	67,456
Non-current liabilities	62	46
Non-current net assets	67,415	67,410
Net assets	75,854	74,839
Accumulated non-controlling interests	37,927	37,419
Summarised statement of comprehensive income		
Revenue	21,297	21,213
Profit for the period	4,795	4,791
Other comprehensive income	–	–
Total comprehensive income	4,795	4,791
Total comprehensive income allocated to non-controlling interests	2,398	2,396
Dividends paid to non-controlling interests	1,890	3,670
Summarised statement of cash flows		
Net inflows from operating activities	6,400	5,219
Net outflows from investing activities	(46)	(97)
Net outflows from financing activities	(6,347)	(5,368)
Net increase/ (decrease) in cash and cash equivalents	7	(246)

Notes to the Consolidated Financial Statements

(Continued)

5.2 Interests in Other Entities (Continued)

(B) Non-controlling interests (Continued)

ACCOUNTING POLICY

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, balance sheet and statement of changes in equity respectively.

The effects of all transactions with non-controlling interests are recorded in equity if there is no change in control. Where there is a loss of control, any remaining interest in the entity is remeasured to fair value and a gain or loss is recognised in the income statement. Any losses are allocated to the non-controlling interests in subsidiaries even if the accumulated losses should exceed the non-controlling interests in the individual subsidiary's equity.

5.3 Financial assets

	Note	2024 $'000	2023 $'000
Financial assets recognised through other comprehensive income	3.4	21,306	35,331
Financial assets recognised through profit and loss	3.4	5,993	673
Total financial assets		27,299	36,004

It was announced on 4 July 2024 that ARN Media had entered into a convertible note arrangement with Airtasker Limited (ASX: ART) in exchange for ARN Media's advertising services. The arrangement is over a two-year period for $5.0 million at a 5.8% coupon rate. At maturity, Airtasker has the option to settle the outstanding convertible note into ordinary shares at a 10% discount to Airtasker's 30-trading day volume weighted average share price or repay the outstanding note, including interest in cash. ARN Media has designated the financial asset as fair value through profit and loss. During the period the Group recognised $0.1 million in finance income in relation to the coupon.

The Group has a 14.8% share in Southern Cross Media Group Limited (SCA) and designated the investment as fair value through other comprehensive income and not classified as held for sale. The investment in SCA was revalued as at 31 December 2024, with the resulting $14.0 million fair value loss recognised in other comprehensive income. Refer to note 3.4 for more information on determining the fair value.

ACCOUNTING POLICY

Classification and initial measurement of financial assets

Financial assets are initially measured at fair value, plus transaction costs. This excludes those financial assets classified as at fair value through profit or loss which are initially measured at fair value. Subsequent measurement of financial assets is at fair value or amortised cost where certain criteria are met.

Financial assets at amortised cost and impairment

The Group's loans and receivables (refer to note 3.3(B)) meet the requirements for measurement at amortised cost based on the purpose for which the assets and liabilities are held and the contractual terms.

Details about the group's impairment policies and the calculation of the loss allowance are provided in note 3.3(B).

Financial assets at fair value

The Group measures its investments and convertible notes as financial assets at fair value, as determined in the manner described in note 3.4. At initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to recognise gains and losses on equity instruments not held for trading, in other comprehensive income. Otherwise, all gains and losses are recognised in profit or loss.

Notes to the Consolidated Financial Statements

(Continued)

5.4 Investments Accounted for Using the Equity Method

Interests in associates

	2024 $'000	2023 $'000
Shares in associates	35,627	35,392
Total investments accounted for using the equity method	35,627	35,392
Share of profits of associates	4,817	5,061

Set out below are the associate and joint ventures of the Group as at 31 December 2024. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

		Ownership interest				Consolidated carrying values	
Name of entity	Place of business/ country of incorporation	2024	2023	Nature of relationship	Measurement method	2024 $'000	2023 $'000
3 Keys Records Pty Ltd	Australia	40%	35%	Associate[1]	Equity method	1,495	1,698
Nova Entertainment (Perth) Pty Ltd	Australia	50%	50%	Associate[2]	Equity method	34,132	33,694

(1) The Group acquired a 35% stake in 3 Keys Records Pty Ltd in 2023. This was increased to 40% in 2024 with the acquisition and redistribution of shares by 3 Keys Records Pty Ltd.

(2) On 1 March 2020, Nova Entertainment (Perth) Pty Ltd, an FM radio station in Perth, became an associate of the Group. The Group's interest in the entity was previously classified as an equity investment within Shares in Other Corporations

Below is a reconciliation of investments accounted for using the equity method:

	2024 $'000	2023 $'000
Carrying amount at the beginning of the financial year	35,392	33,327
Acquisition	–	2,000
Share of profit	4,817	5,061
Dividend received	(5,429)	(4,921)
Other	847	(75)
Total investments accounted for using the equity method	35,627	35,392

Notes to the Consolidated Financial Statements

(Continued)

5.4 Investments Accounted for Using the Equity Method (Continued)

(C) Estimation uncertainty and key assumptions (Continued)

ACCOUNTING POLICY

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights.

Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income of the associate, is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends received from associates are recognised in the consolidated financial statements as a reduction in the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates.

Joint arrangements

Under AASB 11 *Joint Arrangements*, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has, rather than the legal structure of the joint arrangement.

(i) Joint operations

The Group recognises its direct right to, and its share of, jointly held assets, liabilities, revenues and expenses of joint operations.

(ii) Joint ventures

The interest in a joint venture is accounted for using the equity method after initially being recognised at cost. Under the equity method, the Group's share of the profits or losses of the joint venture is recognised in the income statement, and the share of post-acquisition other comprehensive income is recognised in other comprehensive income.

When the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Notes to the Consolidated Financial Statements

(Continued)

5.5 Parent Entity Financial Information

(A) Summary of financial information for the parent entity

The individual financial statements for the parent entity show the following aggregate amounts:

	2024 $'000	2023 $'000
Balance sheet		
Current assets	468	8,368
Total assets	678,125	675,975
Current liabilities	2,981	142
Total liabilities	402,575	385,031
Net assets	**275,550**	**290,944**
Contributed equity	1,544,039	1,544,039
Reserves		
Share-based payments reserve	8,386	8,039
Retained earnings		
Closing profit reserve	153,433	168,459
Closing loss reserve	(1,430,308)	(1,429,593)
Total equity	**275,550**	**290,944**
Profit/ (Loss) for the year	(716)	194,509
Total comprehensive (loss)/ profit	(716)	194,509

(B) Guarantees entered into by the parent entity

Refer to note 6.1 for details.

(C) Contingent liabilities and contractual commitments of the parent entity

The parent entity did not have any contingent liabilities as at 31 December 2024 (2023 $nil) and did not have any contractual commitments as at 31 December 2024 (2023: $nil).

ACCOUNTING POLICY

The financial information for the parent entity, ARN Media Limited, has been prepared on the same basis as the consolidated financial statements, except for:

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment losses in the financial statements of the parent entity.

Dividends received from subsidiaries are recognised in the parent entity's income statement when its right to receive the dividend is established.

Notes to the Consolidated Financial Statements

(Continued)

5.6 Deed of Cross Guarantee

Companies in the Closed Group are party to a deed of cross guarantee dated 28 April 2017 under which each guarantees the debts of the others. These companies represent a Closed Group for the purposes of ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. The companies party to Deed of Cross Guarantee are detailed at note 5.1.

Set out below is the consolidated income statement and summary of movements in consolidated retained earnings for the year ended 31 December 2024 for the Closed Group:

	2024 $'000	2023 $'000
Revenue	278,997	278,129
Other revenue and income	10,354	157,058
Expenses from operations before impairment, finance costs, depreciation and amortisation	(243,982)	(244,560)
Impairment of Group company investments	–	(119,992)
Impairment of intangibles	–	(103,695)
Finance costs	(10,481)	(109,758)
Depreciation and amortisation	(13,113)	(13,137)
Share of profits of associate and joint ventures	4,817	5,061
Profit/ (loss) before income tax	**26,592**	**(150,894)**
Income tax (expense)/ benefit	(6,610)	21,876
Profit/ (loss) attributable to owners of the parent entity	**19,982**	**(129,018)**
Accumulated losses		
Balance at beginning of the year	(1,451,882)	(1,296,139)
(Loss)/ profit attributable to owners of the parent entity	19,982	(129,018)
Dividends paid to shareholders	(15,027)	(26,781)
Transfers between reserves	–	56
Balance at end of the year	**(1,446,927)**	**(1,451,882)**

Notes to the Consolidated Financial Statements

(Continued)

5.6 Deed of Cross Guarantee (Continued)

Set out below is the consolidated balance sheet as at 31 December 2024 for the Closed Group:

	2024 $'000	2023 $'000
Current assets		
Cash and cash equivalents	12,376	11,704
Receivables	82,532	67,788
Tax assets	–	8,004
Other current assets	2,279	2,251
Assets held for sale	2,595	–
Total current assets	99,782	89,747
Non-current assets		
Other financial assets	63,274	71,980
Investments accounted for using the equity method	35,627	35,392
Property, plant and equipment	62,984	61,202
Right-of-use assets	59,948	56,151
Intangible assets	254,409	255,659
Other non-current assets	2,778	3,093
Total non-current assets	479,020	483,477
Total assets	**578,802**	**573,224**
Current liabilities		
Payables	27,841	26,889
Contract liabilities	5,528	1,732
Lease liabilities	2,740	3,407
Current tax liabilities	2,777	–
Provisions	9,261	12,395
Total current liabilities	48,147	44,423
Non-current liabilities		
Bank loans	100,647	93,582
Lease liabilities	66,512	59,330
Provisions	9,605	10,061
Deferred tax liabilities	94,625	97,602
Total non-current liabilities	271,389	260,575
Total liabilities	**319,536**	**304,998**
Net assets	**259,266**	**268,226**
Equity		
Contributed equity	1,544,039	1,544,039
Reserves	162,154	176,069
Accumulated losses	(1,446,927)	(1,451,882)
Total parent entity interest	259,266	268,226
Total equity	**259,266**	**268,226**

Notes to the Consolidated Financial Statements

(Continued)

6. Other

6.1 Contingent Liabilities

The parent entity and all wholly-owned controlled entities have provided guarantees in respect of banking facilities. As at 31 December 2024, the facilities had been drawn to the extent of $136.5 million (2023: $99.4 million), of which $35.5 million (2023: $5.4 million) of the balance pertains to bank guarantees.

The Group did not have any other contingent liabilities and unrecognised capital contractual commitments as at 31 December 2024 (2023: $nil).

Claims

Claims for damages are made against the Group from time to time in the ordinary course of business. The Directors are not aware of any claim that is expected to result in material costs or damages.

Commitments

The Group has committed to spending $2.1 million upgrading advertising concession spaces.

6.2 Remuneration of Auditors

During the year, the following fees were paid or payable for services provided by the auditor of the Group, its related practices, non-related audit firms and other professional advisory and consulting firms:

	2024 $	2023[(i)] $
Remuneration for audit or review of the financial reports		
PricewaterhouseCoopers – Australian firm	1,052,538	1,327,760
PricewaterhouseCoopers – overseas firm	95,377	92,931
Remuneration for other assurance services		
PricewaterhouseCoopers – Australian firm	93,636	91,800
PricewaterhouseCoopers – overseas firm	10,781	14,608
Total audit and other assurance services	**1,252,332**	**1,527,099**
Remuneration for other services		
PricewaterhouseCoopers – Australian firm		
Other services	925,956	–
Tax services		
Consulting and advice	–	89,250
Compliance	–	126,276
PricewaterhouseCoopers – overseas firm		
Tax services		
Compliance	29,040	24,121
Total non-audit services	**954,996**	**239,647**

(i) The prior year comparative has been amended to reflect actual amounts paid.

Notes to the Consolidated Financial Statements

(Continued)

6.3 Related Parties

(A) Key management personnel compensation

	2024 $	2023 $
Short-term employee benefits	2,647,881	2,770,561
Post-employment benefits	145,560	132,398
Other long-term benefits	70,041	28,085
Termination benefits	445,504	–
Share-based payments	351,171	237,726
Total	**3,660,157**	**3,168,770**

Detailed remuneration disclosures are provided in the Remuneration Report.

(B) Transactions with other related parties

The aggregate amounts recognised in respect to the following types of transactions and each class of related party involved were as follows:

Type of transaction	Class of other related party	2024 $	2023 $
Director fee with associate	Key management personnel (i)	–	18,750
Property rental	Key management personnel (ii)	762,348	921,444

(i) Director fee received by Belinda Rowe for services performed in relation to Soprano Design Pty Limited. For the year ending 31 December 2023 the Group paid $18,750, whilst Soprano Design Pty Limited made no direct payments.

(ii) The Group paid property rental to entities associated with Alison Cameron on commercial arm's length terms.

(C) Payables with other related parties

There were $nil payable to related parties as at 31 December 2024 (2023: $nil).

(D) Loans to related parties

There were $10.2 million in loans owing to related parties as at 31 December 2024 (2023: $11.1 million). This relates to Nova Entertainment (Perth) Pty Ltd.

(E) Commitments with other related parties

There were $nil commitments to related parties as at 31 December 2024 (2023: $nil).

Notes to the Consolidated Financial Statements

(Continued)

6.4 Other Material Accounting Policies

Principles of consolidation – subsidiaries

The consolidated financial statements incorporate the assets and liabilities of ARN Media Limited and its subsidiaries. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-entity transactions, balances and unrealised gains on transactions between Group entities are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, balance sheet and statement of changes in equity respectively.

Foreign currency translation

(i) 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 (functional currency). The consolidated financial statements are presented in Australian dollars, which is ARN Media Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

(iii) Group entities

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the balance sheet;
- income and expenses are translated at average exchange rates for the year; and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or a partial disposal occurs, a proportionate share of such exchange differences is recognised in the income statement as part of the gain or loss on disposal.

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

Trade payables

Trade payables, including accruals not yet billed, are recognised when the Group becomes obliged to make future payments as a result of a purchase of assets or services. Trade payables are carried at amortised cost which is the fair value of the consideration to be paid in the future for goods and services received. Trade payables are unsecured and are generally settled within 30 to 45 days.

Dividends

A payable is raised for the amount of any dividend declared, determined or publicly recommended by the Directors before or at the end of the financial year but not distributed at balance date.

Notes to the Consolidated Financial Statements

(Continued)

6.4 Other Material Accounting Policies (Continued)

Short-term incentive plans

A liability for short-term incentives is recognised in provisions when there is an expectation of settlement and at least one of the following conditions is met:

- there are contracted terms in the relevant plan for determining the amount of the benefit;
- the amounts to be paid are determined before the time of completion of the financial report; or
- past practice gives clear evidence of the amount of the obligation.

Liabilities for short-term incentives are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

New and amended standards adopted by the group

The Group adopted certain accounting standards, amendments, and interpretations, which did not result in changes in accounting policies, amounts recognised or disclosures in the financial statements for the year ending 31 December 2024.

- Amendment to AASB 101 Classification of Liabilities as Current or Non-Current.
- Treasury Laws Amendment (Making Multinationals Pay Their Fair Share – Integrity and Transparency) Act 2024 (Act) on 27 March 2024.

Standards and interpretations issued but not yet effective.

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the group.

Management is currently assessing the detailed implications of applying the new standards and interpretations on the group's consolidated financial statements including:

- IFRS Interpretation Committee's agenda relating to "Disclosure of Revenues and Expenses for Reportable Segments"
- AASB 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)
- AASB 2024-2 Amendments to Australian Accounting Standards – Classification and Measurement of Financial Instruments (effective for annual periods beginning on or after 1 January 2026)

Other than those mentioned above, there are no standards and interpretations that are not yet effective and that are expected to have a material impact on the Group in the current or future reporting period and on foreseeable future transactions.

6.5 Subsequent Events

Subsequent to the end of the financial year, the Directors have declared the payment of a fully franked dividend of 1.1 cents per ordinary share. This dividend is payable on 28 March 2025.

The Directors are not aware of any matter or circumstance that has arisen since the end of the financial year that has significantly affected or may significantly affect the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

Consolidated Entity Disclosure Statement

Basis of preparation

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of tax residency

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency: The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.
- Foreign tax residency: Where necessary, the consolidated entity has applied the advice received from independent tax advisers in the relevant foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the Corporations Act 2001).

ARN has assessed its controlled entity disclosure obligations with respect to the Cody Outdoor business consisting of Cody Outdoor International (Hong Kong) Limited and Buspak Advertising (Hong Kong) Limited and determined they are Australian tax residents, however the income derived by these companies is treated as non-assessable non-exempt income in Australia.

Partnerships and trusts

Australian tax law does not contain corresponding residency tests for the partnerships and trusts disclosed above, and these entities are taxed on a flow-through basis.

Name of entity	Entity Type	Country of incorporation/ establishment	% Capital held	Australian resident or foreign resident	Foreign Tax Jurisdiction of foreign resident
5AD Broadcasting Company Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Ambersky Pty. Limited	Body Corporate	Australia	100	Australian	N/A
AMI Radio Pty Limited	Body Corporate	Australia	100	Australian	N/A
AmplifyCBR Pty Limited	Body Corporate	Australia	50	Australian	N/A
APN News & Media Employee Share Trust	Trust	Australia	100	Australian	N/A
ARN Adelaide Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN Brisbane Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN Broadcasting Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN Communications Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN Media Finance Pty Limited	Body Corporate	Australia	100	Australian	N/A
ARN Media International Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN Media Limited	Body Corporate	Australia	N/A	Australian	N/A
ARN Limited Partnership	Partnership	Australia	100	Australian	N/A
ARN Media Operations Ltd	Body Corporate	Australia	100	Australian	N/A
ARN New Zealand Pty. Limited	Body Corporate	Australia	100	Australian	N/A
ARN Overseas Pty. Limited	Body Corporate	Australia	100	Australian	N/A
ARN Perth Pty Limited	Body Corporate	Australia	100	Australian	N/A
ARN Regional Pty Ltd	Body Corporate	Australia	100	Australian	N/A
ARN South Australia Pty Limited *	Body Corporate	Australia	100	Australian	N/A
Australian Radio Network Pty Limited	Body Corporate	Australia	100	Australian	N/A

Consolidated Entity Disclosure Statement

(Continued)

Name of entity	Entity Type	Country of incorporation/ establishment	% Capital held	Australian resident or foreign resident	Foreign Tax Jurisdiction of foreign resident
Bass Radio Pty Limited	Body Corporate	Australia	100	Australian	N/A
Biffin Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Black Mountain Broadcasters Pty. Limited	Body Corporate	Australia	50	Australian	N/A
Blue Mountains Broadcasters Pty Limited	Body Corporate	Australia	100	Australian	N/A
Bluwin Pty Ltd	Body Corporate	Australia	50	Australian	N/A
Brisbane FM Radio Pty Ltd	Body Corporate	Australia	50	Australian	N/A
Bundaberg Broadcasters Pty. Ltd	Body Corporate	Australia	100	Australian	N/A
Bundaberg Narrowcasters Pty. Ltd.	Body Corporate	Australia	100	Australian	N/A
Burnie Broadcasting Service Proprietary Limited	Body Corporate	Australia	100	Australian	N/A
Buspak Advertising (Hong Kong) Limited	Body Corporate	Hong Kong	100	Australian	Hong Kong
Cairns Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Austereo Capital FM Pty Limited & Capital City Broadcasters Pty Ltd	Partnership	Australia	50	Australian	N/A
Capital City Broadcasters Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Catalogue Central Pty Limited *	Body Corporate	Australia	100	Australian	N/A
Cody Outdoor International (HK) Limited	Body Corporate	Hong Kong	100	Australian	Hong Kong
Commercial Broadcasters Proprietary Limited	Body Corporate	Australia	100	Australian	N/A
Commonwealth Broadcasting Corporation Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Conversant Media Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Covette Investments Pty Limited	Body Corporate	Australia	100	Australian	N/A
Digi-Lution Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Digital Radio Broadcasting Darwin Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Double T Radio Pty Ltd	Body Corporate	Australia	100	Australian	N/A
East Coast Radio Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Emotive Pty Limited	Body Corporate	Australia	50	Australian	N/A
Evitome Pty Limited	Body Corporate	Australia	100	Australian	N/A
Eyre Peninsula Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Gergdaam Capital Pty Limited	Body Corporate	Australia	100	Australian	N/A
Gulgong Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Haswell Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Hot 91 Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Hot Tomato Australia Pty Limited	Body Corporate	Australia	100	Australian	N/A

Consolidated Entity Disclosure Statement

(Continued)

Name of entity	Entity Type	Country of incorporation/ establishment	% Capital held	Australian resident or foreign resident	Foreign Tax Jurisdiction of foreign resident
Hot Tomato Narrowcasting Pty Limited	Body Corporate	Australia	100	Australian	N/A
HT&E Broadcasting (Regionals) Pty.	Body Corporate	Australia	100	Australian	N/A
HT&E Digital Pty Ltd *	Body Corporate	Australia	100	Australian	N/A
HT&E Online (Australia) Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Level 3 Investments Pty Limited	Body Corporate	Australia	100	Australian	N/A
Mackay Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Melbourne F.M. Facilities Pty. Limited	Body Corporate	Australia	50	Australian	N/A
North East Tasmanian Radio Broadcasters Proprietary Limited	Body Corporate	Australia	100	Australian	N/A
Northern Tasmania Broadcasters Proprietary Limited	Body Corporate	Australia	100	Australian	N/A
Northern Territory Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Queensland Regional Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio 96FM Perth Pty Limited	Body Corporate	Australia	100	Australian	N/A
Radio Ballarat Pty. Ltd.	Body Corporate	Australia	100	Australian	N/A
Radio Barrier Reef Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Cairns Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Central Victoria Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Gladstone Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Hunter Valley Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Radio Mackay Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Murray Bridge Pty Limited	Body Corporate	Australia	100	Australian	N/A
Radio Rockhampton Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio Townsville Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Radio West Coast Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Riverland Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
South Coast & Tablelands Broadcasting Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Southern State Broadcasters Pty. Limited	Body Corporate	Australia	100	Australian	N/A
Speedlink Services Pty Ltd *	Body Corporate	Australia	100	Australian	N/A
Spencer Gulf Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Star Broadcasting Network Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Sydney FM Facilities Pty Ltd	Body Corporate	Australia	50	Australian	N/A
Tasmanian Broadcasters Pty Ltd	Body Corporate	Australia	100	Australian	N/A

Consolidated Entity Disclosure Statement

(Continued)

Name of entity	Entity Type	Country of incorporation/ establishment	% Capital held	Australian resident or foreign resident	Foreign Tax Jurisdiction of foreign resident
The Hot Tomato Broadcasting Company Pty Limited	Body Corporate	Australia	**100**	Australian	N/A
The Internet Amusements Group Pty Limited *	Body Corporate	Australia	**100**	Australian	N/A
The Level 3 Partnership	Partnership	Australia	**100**	Australian	N/A
The Radio Sales Network Pty Ltd	Body Corporate	Australia	**100**	Australian	N/A
The Roar Sports Media Pty Ltd	Body Corporate	Australia	**100**	Australian	N/A
Tibbar Broadcasting Pty Limited	Body Corporate	Australia	**100**	Australian	N/A
Wesgo	Body Corporate	Australia	**100**	Australian	N/A
Wilson & Horton Australia Pty Ltd	Body Corporate	Australia	**100**	Australian	N/A
Wilson & Horton Finance Pty Ltd *	Body Corporate	Australia	**100**	Australian	N/A
Wollongong Broadcasters Pty. Limited	Body Corporate	Australia	**100**	Australian	N/A

* These companies are in the process of voluntary deregistration with ASIC.

Directors' Declaration

In the Directors' opinion:

(a) the financial statements and notes set out on pages 61 to 113 are in accordance with the Corporations Act 2001, including:

(i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

(ii) giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial year 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; and

(c) at the date of this declaration, there are reasonable grounds to believe that the members of the extended closed group identified in note 5.1 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 5.6.

(d) In the Directors' opinion, the Consolidated Entity Disclosure Statement set out on page 114 to 117 is true and correct.

Page 61 of the Annual Report confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Directors, after receiving the declarations required to be made by the Chief Executive and Chief Financial Officer in accordance with section 295A of the Corporations Act 2001.

Hamish McLennan
Chairman

Sydney
27 February 2025

Independent auditor's report

To the members of ARN Media Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of ARN Media Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

1. giving a true and fair view of the Group's financial position as at 31 December 2024 and of its financial performance for the year then ended
2. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the consolidated balance sheet as at 31 December 2024
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information
- the consolidated entity disclosure statement as at 31 December 2024
- the directors' declaration.

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

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

Audit Scope

- The Group operates across Australia and Hong Kong (HK), with its key operating segments being ARN, HK Outdoor and Investments. These segments are supported by a corporate function in Sydney. All audit work was performed by PwC Australia.
- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The nature, timing and extent of audit work required on each component of the Group was determined by the component's risk characteristics and financial significance to the Group and consideration as to whether sufficient evidence had been obtained for our opinion on the financial report as a whole.

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. The key audit 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. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matter to the Audit and Risk Committee.

Key audit matter	*How our audit addressed the key audit matter*
Impairment of intangible assets (Refer to Note 2.1) The Group continues to hold significant indefinite lived intangible assets in the Australia Radio Network (ARN) cash generating unit (CGU). As required by Australian Accounting Standards, at 31 December 2024 the Group performed an impairment assessment over the indefinite lived intangible asset balances by calculating the recoverable amount for the ARN CGU, using a discounted cash flow model (the model) prepared on a fair value less cost of disposal (FVLCOD) model basis. The recoverable amount of indefinite lived intangible assets relating to the ARN was determined to be a key audit matter due to the: • magnitude of the indefinite lived intangible asset balance to the statement of financial position; • degree of judgement applied by the Group in estimating the key assumptions in the valuation models, including forecast performance, growth rates and discount rates.	In obtaining sufficient, appropriate audit evidence, our procedures included, amongst others: • evaluating whether the division of the Group's assets into CGUs was consistent with our knowledge of the Group's operations and internal Group reporting; • considering the market capitalisation of the Group in comparison to the carrying value of its net assets with the assistance of our PwC valuation experts; • testing the mathematical accuracy of the model's calculations • comparing the cash flow forecasts included in the model to Board approved budgets; • evaluating the Group's historical ability to forecast future cash flows by comparing budgets with reported actual results; • assessing the appropriateness of the: ○ key assumptions within the model compared to observable market information where available, historical results, industry forecasts, and considered management's ability to carry out courses of action; ○ discount rate and terminal value growth rates, with the assistance of our PwC valuation experts; • considering the sensitivity of the model by varying key assumptions incorporated in the model • assessing the reasonableness of the disclosures in the financial report, in light of the requirements of Australian Accounting Standards.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 31 December 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have 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 the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 31 December 2024.

In our opinion, the remuneration report of ARN Media Limited for the year ended 31 December 2024 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.

PricewaterhouseCoopers.

PricewaterhouseCoopers

Eliza Penny
Partner

Sydney
27 February 2025

Shareholder Information

1. Shares

(A) Substantial shareholders

The following information is extracted from substantial shareholder notices received by the Company as at 31 January 2025:

Name	Number of shares
Samuel Terry Asset Mgt (Sydney)	54,642,071
Seven West Media (Sydney)	45,517,739
News (Sydney)	40,803,132
Grant Broadcasters (Sydney)	35,934,891
Spheria Asset Mgt (Sydney)	28,589,080
MA Asset Mgt (Sydney)	25,807,005

(B) Top 20 holders of fully paid ordinary shares

The following information is extracted from the share register as at 18 February 2025:

Name	Number of shares	% of total shares
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	67,603,442	21.60
SEVEN WEST MEDIA INVESTMENTS PTY LTD	45,517,739	14.54
NEWS PTY LIMITED	40,803,132	13.03
GRANT BROADCASTERS PTY LTD	35,934,891	11.48
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	32,568,690	10.40
CITICORP NOMINEES PTY LIMITED	32,488,188	10.38
BILGOLA NOMINEES PTY LIMITED	15,274,409	4.88
QUASAR MEDIA SERVICES PTY LTD	3,161,166	1.01
HENDERSON MEDIA PTY LTD	3,161,166	1.01
PACIFIC CUSTODIANS PTY LIMITED1 HT1 PLANS CTRL[1]	2,899,692	0.93
BNP PARIBAS NOMINEES PTY LTD	2,349,482	0.75
H&G HIGH CONVICTION LIMITED	2,151,655	0.69
DRAGON SMOKE PTY LTD	1,239,858	0.40
BISHOP FAMILY COMPANY PTY LTD	1,128,232	0.36
BNP PARIBAS NOMINEES PTY LTD	946,350	0.30
HGL INVESTMENTS PTY LTD	785,808	0.25
SLING SUPER PTY LTD	550,000	0.18
BNP PARIBAS NOMS PTY LTD	530,844	0.17
H&G HIGH CONVICTION LIMITED	477,950	0.15
GPDCM SUPERANNUATION PTY LTD	450,000	0.14
Total	**290,022,694**	**92.65**

1 Pacific Custodians Pty Limited is the registered legal holder for shares held in trust belonging to Employees as part of the treasury incentive plan. As noted in the Directors' interests, Ciaran Davis holds 1,901,064, of which 1,829,191 is held in Pacific Custodians Pty Limited HT1 Plans ctrl a/c.

Shareholder Information

(Continued)

(C) Analysis of individual ordinary shareholdings as at 21 February 2025:

Holding	Number of shareholders	% of total shareholders	Number of shares	% of total shares
1 to 1,000	3,554	70.58	849,107	0.27
1,001 to 5,000	819	16.26	1,918,052	0.61
5,001 to 10,000	247	4.90	1,871,667	0.60
10,001 to 100,000	355	7.05	10,289,495	3.29
100,001 and over	61	1.21	298,122,052	95.23
Total	5,036	100.00	313,050,373	100.00

There were 3,390 holders of less than a marketable parcel.

(D) Voting rights of shareholders

The voting rights are governed by rule 16 of the Constitution. In summary, shareholders are entitled to vote in person or by proxy, attorney or corporate representative at any meeting of shareholders of the Company on:

- a show of hands – one vote per shareholder; and
- a poll – one vote per share.

2. Unquoted Securities

There were 1,273,249 performance rights on issue at 31 December 2024 (2023: 987,836)

3. Directors' Interests

The relevant interest of each Director in the securities of the parent entity as at 21 February 2025 was:

Director	Number of shares	Number of options
Hamish McLennan	73,000	–
Brent Cubis	39,034	–
Paul Connolly	65,935	–
Ciaran Davis [i]	1,901,064	–
Belinda Rowe	–	–
Alison Cameron [ii]	35,934,891	–

(i) Pacific Custodians Pty Limited is the registered legal holder for shares held in trust belonging to Employees as part of the treasury incentive plan. As noted in the Directors' interests, Ciaran Davis holds 1,901,064, of which 1,829,191 is held in Pacific Custodians Pty Limited HT1 Plans ctrl a/c.

(ii) 35,934,891 Ordinary Shares held by Grant Broadcasters Pty Ltd. Alison Cameron holds, directly and indirectly, less than 0.005% of the issued capital in Grant Broadcasters. Janet Cameron, Alison's mother, holds 99.9% of the issued capital in Grant Broadcasters.

Shareholder Information

(Continued)

4. Other Information

Stock exchange listing

ARN Media shares are listed on the ASX (code A1N).

Enquiries

Shareholders or investors with any enquiries concerning their shareholding, shareholder details, dividend information, or administrative matters, should direct their enquiries to the Share Registry. Contact details for the Share Registry appear on the Corporate Directory page in this Annual Report 2024.

Dividend payments

Dividends to shareholders may be paid direct to any bank, building society or credit union account in Australia. Shareholders who wish to receive dividends by electronic transfer should advise the Share Registry.

Tax file number (TFN)

The Company is obliged to deduct tax from unfranked or partially franked dividend payments to shareholders resident in Australia who have not supplied their TFN to the Share Registry. To avoid this deduction, you should advise the Share Registry of your TFN.

Register your email address

Shareholders are encouraged to register their email address to receive dividend advices, notification of availability of annual reports, notices of meeting, access to online voting and other shareholder communications. To register, shareholders should go to www.linkmarketservices.com.au, log in to their shareholding through the Investor Centre and select the “All communication by email” option.

Other services available to shareholders at this website include: viewing details of their shareholdings, updating address details, updating bank details and obtaining a variety of registry forms.

Consolidation of holdings

Shareholders who have multiple issuer-sponsored holdings and wish to consolidate their separate shareholdings into one account should advise the Share Registry in writing.

Change of name or address

Shareholders who are issuer sponsored should notify the Share Registry in writing of any change in either their name or registered address. If a change of name has occurred, it will be necessary to supply a certified copy of the relevant deed poll or marriage certificate. Shareholders sponsored by a broker (CHESS) should advise their broker of the amended details.

Dividend Reinvestment Plan (DRP)

The Directors determined to suspend the DRP effective from 15 February 2018.

Shareholders may elect to participate in any future DRP for all or part of their shareholding. Shareholders wishing to participate in any future DRP should contact the Share Registry. Terms and conditions of the DRP, the DRP Guide and forms to apply for, vary or cancel participation in the DRP are also available on the Company’s website, https://investors.arn.com.au/dividend-reinvestment-plan

Investor information

The Annual Report is the most comprehensive publication with information for investors. Copies of the 2024 Annual Report may be obtained by contacting the Share Registry or on the Company’s website, https://investors.arn.com.au/. Other financial and relevant information, including press releases on financial results and Chairman’s addresses, are available from the corporate office in Sydney, or at the Company’s website, https://investors.arn.com.au/.

Corporate Directory

ARN Media Limited
ABN 95 008 637 643

Directors

Hamish McLennan (Chairman)
Ciaran Davis (CEO & Managing Director)
Alison Cameron
Paul Connolly
Brent Cubis
Belinda Rowe

Company secretary

Jeremy Child

Registered office

40 Mount St
North Sydney NSW 2060

Telephone: +61 2 8899 9999

Share registry

Link Market Services Limited
Level 12, 680 George Street
SYDNEY NSW 2000

Locked Bag A14
SYDNEY SOUTH NSW 1235

Telephone: +61 1300 553 550
Fax: +61 2 9287 0303
Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Auditors

PricewaterhouseCoopers
One International Towers Sydney
Watermans Quay
BARANGAROO NSW 2000

Principal bankers

Commonwealth Bank of Australia
HSBC
National Australia Bank
Westpac Banking Corporation

Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of ARN Media Limited will be held on Thursday 8 May 2025 commencing at 9:00am.

Prior to the AGM, the Company will publish a virtual meeting guide on the ASX and the Company's website at https://investors.arn.com.au/ outlining how Shareholders will be able to participate in the AGM.