

PRT COMPANY LIMITED

ABN: 97 000 764 867

APPENDIX 4D

Financial report for the half-year ended 31 December 2022

RESULTS FOR ANNOUNCEMENT TO THE MARKET

| All comparisons to the half-year ended 31 December 2021 | 31 Dec 2022 \$'000 | 31 Dec 2021 \$'000 | Up/(Down) \$'000 | Movement % |
|---|-----------------------|-----------------------|---------------------|---------------|
| Revenues from discontinued operations | Nil | 153,612 | (153,612) | (100) |
| Revenues from continuing operations | Nil | Nil | Nil | Nil |
| Net profit after tax from discontinued operations | Nil | 59,166 | (59,166) | (100) |
| Net (loss) after tax from continuing operations | (87) | Nil | (87) | (100) |
| Net profit after tax from discontinued operations attributable to Members | Nil | 59,166 | (59,166) | (100) |
| Net (loss) after tax from continuing operations attributable to members | (87) | Nil | (87) | (100) |

DIVIDEND INFORMATION

| | Amount per share (cents) | Franked amount per share (cents) | Tax rate for franking credit |
|--|--------------------------------|---|------------------------------------|
| Final dividend 2022 (paid during current reporting period) | Nil | Nil | Nil |

There are no dividend or distribution reinvestment plans in operation.

NET TANGIBLE ASSETS

| | Current Period | Previous Corresponding Period |
|---|-------------------|-------------------------------------|
| Net tangible assets per security (cents) ¹ | 0.1 | 36.2 |

This information should be read in conjunction with the 2022 Annual Report for PRT Company Limited (formerly Prime Media Group Limited) and its controlled entities and any public announcements made in the period by PRT Company Limited in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and ASX Listing Rules.

Additional information supporting the Appendix 4D disclosure requirements can be found in the Directors' Report and the consolidated financial report for the half-year ended 31 December 2022.

Business operations have been disclosed as discontinuing. On 1 November 2021 the Group announced the decision to sell all the business and related assets of PRT Company Limited via the sale of 100% of the issued share capital in Prime Television (Holdings) Pty Limited and Seven Affiliate Sales Pty Limited and all their subsidiaries to Seven Network (Operations) Limited ("Seven"), a wholly owned subsidiary of Seven West Media Limited. This sale was conditional on shareholder approval which was obtained on 23 December 2021 and the sale was completed on 31 December 2021.

This report is based on the consolidated financial statements for the half-year ended 31 December 2022 of PRT Company Limited and its controlled entities.

¹ Right-of-use assets have been excluded from net tangible assets.

PRT COMPANY LIMITED

ABN: 97 000 764 867

APPENDIX 4D

DETAILS OF ENTITIES OVER WHICH CONTROL HAS BEEN GAINED OR LOST DURING THE PERIOD

On 31 December 2021, the Company completed the sale of all the business and related assets of PRT Company Limited via the sale of 100% of the issued share capital in Prime Television (Holdings) Pty Limited and Seven Affiliate Sales Pty Limited and all their subsidiaries to Seven. This resulted in the loss of control of the following entities:

| NAME | COUNTRY OF INCORPORATION | EQUITY INTEREST | |
|--|--------------------------|-----------------|-----------|
| | | 2022 % | 2021 % |
| Prime Television (Holdings) Pty Limited | Australia | - | - |
| Seven Affiliate Sales Pty Limited | Australia | - | - |
| Zamojill Pty Limited | Australia | - | - |
| Prime Television (Southern) Pty Limited | Australia | - | - |
| Prime Television (Northern) Pty Limited | Australia | - | - |
| Prime Television (Victoria) Pty Limited | Australia | - | - |
| Prime Properties (Albury) Pty Limited | Australia | - | - |
| Prime Television Investments Pty Limited | Australia | - | - |
| Golden West Network Pty Limited | Australia | - | - |
| Mining Television Network Pty Limited | Australia | - | - |
| Telepro Pty Limited | Australia | - | - |
| Golden West Satellite Communications Pty Limited | Australia | - | - |
| 135 Nominees Pty Limited | Australia | - | - |
| Mid-Western Television Pty Limited | Australia | - | - |
| Seven Affiliate Sales Pty Limited | Australia | - | - |
| Prime Digitalworks Pty Limited | Australia | - | - |
| Prime Media Broadcasting Services Pty Limited | Australia | - | - |
| Prime Media Group Services Pty Limited | Australia | - | - |
| Prime New Media Investments Pty Limited | Australia | - | - |
| Geraldton Telecasters Pty Limited | Australia | - | - |
| Broadcast Production Services Pty Limited | Australia | - | - |
| Screenworld Pty Limited | Australia | - | - |

PRT COMPANY LIMITED

ABN: 97 000 764 867

Financial Statements for the 6 month period ended 31 December 2022

Directors' Report

Your directors submit their report for the half-year ended 31 December 2022.

This half-year report includes the results of PRT Company Limited ("the Company"), formerly Prime Media Group Limited and the entities that it controlled during the period ("the Group"). The Group's functional and presentation currency is AUD (\$).

The directors in office throughout the half-year and until the date of this report (unless otherwise stated) were as follows:

Peter Landos (Chair) – appointed 31 March 2022

Vaughan Webber – appointed 31 March 2022

Sophie Karzis (also Company Secretary) – appointed 31 March 2022

PRINCIPAL ACTIVITIES and REVIEW OF OPERATIONS

The Company had no material operations during the period.

During the period the Company continued its discussions with its largest shareholder, WA Chess Investments Pty Ltd, in relation to a potential transaction involving the Company. No formal proposal has been received by the Company as at the date of this report.

WA Chess Investments Pty Ltd has provided a letter of support and access to a funding facility whilst these discussions continue (refer Note 5).

NET LOSS AFTER TAX

The Company reported a net loss after tax ('NPAT') from continuing operations of \$87,000 for the half year ended 31 December 2022.

DIVIDEND, RETURN OF CAPITAL AND FUTURE EVENTS

The Company in accordance with the resolution of shareholders on 23 December 2021, paid a special fully franked dividend of 26.0 cents per share (\$95,246,000) on 4 February 2022. The Company had accumulated franking credits of \$74,974,000 prior to payment of the dividend. No dividend has been declared or paid during the period.

On 23 December 2021 shareholders resolved by ordinary resolution to approve a capital reduction of the Company pursuant to section 256C of the Corporations Act by way of a return of capital up to an amount of \$36,633,303. The Board approved a return of capital of \$36,633,303 or 10.0 cents per share, which was also paid on 4 February 2022.

The Company obtained an ATO Tax Ruling (CR 2022/57), issued on 15 June 2022, in relation to the special dividend and return of capital. The Ruling set out the income tax consequences in relation to these items.

The Company does not currently expect to pay any further dividends.

ROUNDING OF AMOUNTS

The amounts contained in this report and in the half-year financial report have been rounded to the nearest \$1,000 (unless otherwise stated) under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which the Class Order applies.

SUBSEQUENT EVENTS

There were no significant events subsequent to balance date as disclosed in note 10.



Peter Landos
Chair

Auditor's Independence Declaration

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Half-Year Ended 31 December 2022

| | NOTES | 31 DEC 2022 \$'000 | 31 DEC 2021 \$'000 |
|---|-------|-----------------------|-----------------------|
| Revenue and other income | | | |
| Revenue from contracts with customers | | - | - |
| Other income | | 19 | - |
| Total revenue and other income | | 19 | - |
| Total Expenses - Administration | | (228) | - |
| Profit\ (Loss) before tax from continuing operations | | (209) | - |
| Income Tax Benefit | | 122 | - |
| (Loss) after tax from continuing operations | | (87) | - |
| Profit after tax from discontinued operations | 4 | - | 59,166 |
| (Loss)\ Profit for the half-year | | (87) | 59,166 |
| (Loss)\ Profit attributable to members of PRT Company Limited | | (87) | 59,166 |
| Total comprehensive income attributable to members of PRT Company Limited | | (87) | 59,166 |
| EPS from profit attributable to the ordinary equity holders of PRT Company Limited | | | |
| Basic Earnings per share (cents per share) | | 0.0 | 16.2 |
| Diluted Earnings per share (cents per share) | | 0.0 | 16.2 |

The above Consolidated Statement of Profit or Loss and Other Comprehensive should be read in conjunction with accompanying notes.

Consolidated Statement of Financial Position

As at 31 December 2022

| | NOTES | 31 DEC 2022 \$'000 | 30 JUN 2022 \$'000 |
|---|-------|-----------------------|-----------------------|
| ASSETS | | | |
| Current Assets | | | |
| Cash and short term deposits | | 172 | 371 |
| Trade and other receivables | | - | 7 |
| Current tax assets | | 122 | - |
| Other assets | | 26 | - |
| Total Current Assets | | 320 | 378 |
| Non-Current Assets | | | |
| Total Non-Current Assets | | - | - |
| Total Assets | | 320 | 378 |
| LIABILITIES | | | |
| Current Liabilities | | | |
| Trade and other payables | | 116 | 87 |
| Total Current Liabilities | | 116 | 87 |
| Non-Current Liabilities | | | |
| Total Non-Current Liabilities | | - | - |
| Total Liabilities | | 116 | - |
| Net Assets | | 204 | 291 |
| EQUITY | | | |
| Equity attributable to equity holders of the parent interest | | | |
| Contributed equity | 6 | 273,629 | 273,629 |
| Accumulated losses | | (273,425) | (273,338) |
| Parent Interests | | 204 | 291 |
| Total Equity | | 204 | 291 |

The Consolidated Statement of Financial Position should be read in conjunction with accompanying notes.

Statement of Changes in Equity

As at 31 December 2022

| | Issued Capital | Accumulated Losses | Employee Benefits Reserve | Profits Reserve | Total Parent Entity Interest |
|------------------------------|-------------------|-----------------------|------------------------------|-----------------|---------------------------------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| At 1 July 2022 | 273,629 | (273,338) | - | - | 291 |
| (Loss)\Profit for the period | - | (87) | - | - | (87) |
| At 31 December 2022 | 273,629 | (273,425) | - | - | 204 |

| | Issued Capital | Accumulated Losses | Employee Benefits Reserve | Profits Reserve | Total Parent Entity Interest |
|--|-------------------|-----------------------|------------------------------|-----------------|------------------------------------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| At 1 July 2021 | 310,262 | (276,090) | - | 42,895 | 80,897 |
| Profit for the period | - | 59,166 | - | - | 59,166 |
| Profits reserved | - | (59,166) | - | 59,166 | - |
| Total comprehensive income and expense for the period | - | - | - | 59,166 | 59,166 |
| Transactions with equity holders in their capacity as equity holders: | | | | | |
| Dividends on ordinary shares | | | | (7,327) | (7,327) |
| At 31 December 2021 | 310,262 | (276,090) | - | 94,734 | 132,736 |

The above Statement of Changes in Equity should be read in conjunction with accompanying notes.

Consolidated Statement of Cash Flows

Half-Year Ended 31 December 2022

NOTES

| | 31 DEC 2022 \$'000 | 31 DEC 2021 \$'000 |
|---|-----------------------|-----------------------|
| OPERATING ACTIVITIES | | |
| Receipts from customers (inclusive of GST) | - | 109,288 |
| Payments to suppliers and employees (inclusive of GST) | (203) | (96,555) |
| Interest received | 3 | 16 |
| Interest paid | - | (42) |
| Income tax paid | - | (7,875) |
| NET CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES | (200) | 4,832 |
| INVESTING ACTIVITIES | | |
| Proceeds from sale of business and related assets, net of cash sold | - | 95,081 |
| Purchase of property, plant & equipment and intangible assets | - | (1,103) |
| Loan funds received from related entities | - | 300 |
| NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES | - | 94,278 |
| FINANCING ACTIVITIES | | |
| Payment of principal portion of lease liabilities | - | (855) |
| Debt facility establishment and commitment fees | - | (80) |
| Dividends paid | - | (7,327) |
| NET CASH FLOWS USED IN FINANCING ACTIVITIES | - | (8,262) |
| NET INCREASE CASH AND CASH EQUIVALENTS | (200) | 90,848 |
| Cash and cash equivalents at beginning of period | 372 | 41,231 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | 172 | 132,079 |

The above Consolidated Statement of Cash Flows should be read in conjunction with accompanying notes.

Notes to the Financial Statements

For the Half-Year Ended 31 December 2022

1. CORPORATE INFORMATION

The consolidated financial report of PRT Company Limited (the “Company” or the “Group”) for the half-year ended 31 December 2022 was authorised for issue in accordance with a resolution of the directors on 22 February 2023.

In accordance with the Name Change resolution approved by shareholders at the Extraordinary General Meeting held on 23 December 2021, Prime Media Group Limited changed its name to PRT Company Limited. PRT Company Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activities of PRT Company Limited (“the Company”) as an individual entity and the consolidated entity comprising the company and its subsidiaries (“the Group”) are described in the Directors’ Report.

On 30 October 2021 the Company entered into a share sale agreement for the transfer of all issued capital in Prime Television (Holdings) Pty Limited and Seven Affiliate Sales Pty Limited and their subsidiaries to Seven Network (Operations) Limited (“Seven”), a wholly owned subsidiary of Seven West Media Limited. The sale was approved by shareholders at an Extraordinary General Meeting on 23 December 2021 and completed on 31 December 2021. On completion of the sale the Company disposed of its business undertaking.

2. BASIS OF PREPARATION AND CHANGES TO THE GROUP’S ACCOUNTING POLICIES

2.1 Basis of preparation

The half-year consolidated financial statements have been prepared in accordance with the requirements of the *Corporations Act 2001*, and AASB 134 *Interim Financial Reporting*.

The half-year consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements as at 30 June 2022 and any public announcements made by the Company during the half-year ended 31 December 2022.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$’000) unless otherwise stated.

There are sufficient funds or access to funds to ensure that the entity can pay its debts as and when they fall due for the next 12 months (refer Note 5).

2.2 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the half-year consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 30 June 2022, except for the adoption of new accounting standards effective as of 1 July 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments and interpretations apply for the first time from 1 July 2022, but do not have an impact on the half-year consolidated financial statements of the Group.

Notes to the Financial Statements

For the Half-Year Ended 31 December 2022

3. OPERATING SEGMENTS

IDENTIFICATION OF REPORTABLE SEGMENTS

Prior to 31 December 2021, the Group operated as a single regional free-to-air television broadcasting segment. The Group operated commercial television licences to broadcast in regional New South Wales, the Australian Capital Territory, regional Victoria, the Gold Coast area of Southern Queensland and regional Western Australia. The majority of the Group's television programming was supplied through a program supply agreement with Seven and broadcast in regional areas under the PRIME7 brand on the east coast of Australia and the GWN7 brand in regional Western Australia.

The Board and Executive monitored the operating performance of the segment based on internal reports and discrete financial information that was reported to the Board on at least a monthly basis.

There are no continuing operating segments at 31 December 2022 as a result of the sale of the Company's main undertaking and stated intention that the Company be wound up, or otherwise dealt with, including possible sale of the shell company.

4. DISCONTINUED OPERATIONS

On 31 December 2021, the Company completed the sale of all business and related assets of PRT Company Limited via the sale of 100% of the issued share capital in Prime Television (Holdings) Pty Limited and Seven Affiliate Sales Pty Limited and all their subsidiaries to Seven. The sale for \$131,879,000 less the Company's cash on hand resulted in a gain on sale of \$47,673,000. The sale resulted in the loss of control in the following entities:

| NAME | COUNTRY OF INCORPORATION | EQUITY INTEREST | |
|--|--------------------------|-----------------|-----------|
| | | 2022 % | 2021 % |
| Prime Television (Holdings) Pty Limited | Australia | - | - |
| Seven Affiliate Sales Pty Limited | Australia | - | - |
| Zamojill Pty Limited | Australia | - | - |
| Prime Television (Southern) Pty Limited | Australia | - | - |
| Prime Television (Northern) Pty Limited | Australia | - | - |
| Prime Television (Victoria) Pty Limited | Australia | - | - |
| Prime Properties (Albury) Pty Limited | Australia | - | - |
| Prime Television Investments Pty Limited | Australia | - | - |
| Golden West Network Pty Limited | Australia | - | - |
| Mining Television Network Pty Limited | Australia | - | - |
| Telepro Pty Limited | Australia | - | - |
| Golden West Satellite Communications Pty Limited | Australia | - | - |
| 135 Nominees Pty Limited | Australia | - | - |
| Mid-Western Television Pty Limited | Australia | - | - |
| Seven Affiliate Sales Pty Limited | Australia | - | - |
| Prime Digitalworks Pty Limited | Australia | - | - |
| Prime Media Broadcasting Services Pty Limited | Australia | - | - |
| Prime Media Group Services Pty Limited | Australia | - | - |
| Prime New Media Investments Pty Limited | Australia | - | - |
| Geraldton Telecasters Pty Limited | Australia | - | - |
| Broadcast Production Services Pty Limited | Australia | - | - |
| Screenworld Pty Limited | Australia | - | - |

Notes to the Financial Statements

For the Half-Year Ended 31 December 2022

(A) FINANCIAL PERFORMANCE OF DISCONTINUED OPERATIONS

| | 31 DEC 2021 |
|--|---------------|
| For half year ended 31 December 2021 | \$'000 |
| Revenue | 96,144 |
| Other income | 9,794 |
| Expenses | (89,536) |
| Profit before income tax attributable to discontinued operations | 16,402 |
| Income tax expense | (4,909) |
| Net Profit attributable to discontinued operations after income tax | 11,493 |
| Gain on disposal of discontinued operation (Refer to Note C below) | 47,673 |
| Income tax expense | - |
| Net Profit attributable to discontinued operations after income tax | 59,166 |

(B) DETAILS FROM SALE OF DISCONTINUED OPERATIONS

| | 31 DEC 2021 |
|---|----------------|
| | \$'000 |
| Consideration received | |
| Purchase Price | 131,879 |
| Cash adjustment for cash on hand | (13,432) |
| Net consideration | 118,447 |
| Transaction costs | (8,635) |
| Reimbursement of transaction costs | 8,635 |
| Carrying value of business disposed of | (70,774) |
| Gain on sale before income tax | 47,673 |
| Income tax expense on gain | - |
| Profit on disposal of discontinued operation after tax | 47,673 |

Notes to the Financial Statements

For the Half-Year Ended 31 December 2022

The carrying value of assets and liabilities of disposal group as at the date of sale, 31 December 2021, are outlined below:

| | 31 DEC 2021 |
|--|---------------|
| | \$'000 |
| Current assets disposed of | |
| Cash and short term deposits | 23,367 |
| Trade and other receivables | 38,274 |
| Intangible assets | 3,000 |
| Other current assets | 2,098 |
| Non-current assets disposed of | |
| Property, plant and equipment | 16,369 |
| Right-of-use assets | 2,658 |
| Intangible assets | 1,635 |
| Deferred tax assets | 1,607 |
| Other assets | 236 |
| Total assets of disposal group | 89,244 |
| Current liabilities disposed of | |
| Trade and other payables | 6,995 |
| Deferred income | 2,152 |
| Lease liabilities | 1,388 |
| Provisions | 5,627 |
| Non-current liabilities disposed of | |
| Deferred income | 585 |
| Lease liabilities | 1,389 |
| Provisions | 334 |
| Total liabilities of disposal group | 18,470 |
| Net assets of disposal group | 70,774 |

The cash flows of the discontinued operations as at 31 December 2021 are outlined below:

| | 31 DEC 2021 |
|--|---------------|
| | \$'000 |
| Net cash flows from operating activities | 4,832 |
| Net cash flows from investing activities | 94,278 |
| Net cash flows used in financing activities | (8,262) |
| Net increase in cash & cash equivalents | 90,848 |

5. INTEREST BEARING LOANS AND BORROWINGS

On 16 December 2021 the Company terminated a \$10 million secured bank loan facility with the ANZ Bank.

The Company has access to a non-recourse, non-interest bearing unsecured debt facility until 31 March 2024 from major shareholder, WA Chess Investments Pty Ltd. This facility is available to pay debts as and when they fall due, up to a maximum of \$300,000. This facility is undrawn.

Notes to the Financial Statements

For the Half-Year Ended 31 December 2022

6. CONTRIBUTED EQUITY

ISSUED AND PAID UP CAPITAL

| | 31 DEC 2022 | 30 JUN 2022 |
|--|-------------|-------------|
| | \$'000 | \$'000 |
| Ordinary shares fully paid 366,330,303 shares (June 2022: 366,330,303 shares) | 273,629 | 273,629 |

7. DIVIDENDS PAID AND PROPOSED

| | 31 DEC 2022 | 30 JUN 2022 |
|---|-------------|-------------|
| | \$'000 | \$'000 |
| Dividends declared and paid during the half year | | |
| Previous year final franked dividends – Nil cents per share | - | 102,575 |
| Dividends proposed and not recognised as a liability | | |
| Interim franked dividends – nil cents per share | - | - |

In accordance with the resolution of shareholders on 23 December 2021, a special fully franked dividend of 26.0 cents per share was paid on 4 February 2022 (\$95,245,879).

The Company had accumulated franking credits of \$38,547,000 and capital losses of \$212,774,000 as at the date of this report.

8. COMMITMENTS

The Company does not have any future commitments at the date of this report.

9. PARENT ENTITY

| | PRT Company Limited |
|---|------------------------|
| | 31 Dec 2022 |
| | \$'000 |
| Current assets | 320 |
| Total assets | 325 |
| Current liabilities | 116 |
| Total liabilities | 116 |
| Issued capital | 273,629 |
| Accumulated losses | (273,425) |
| Retained profits reserve | - |
| Total shareholders' equity | 204 |
| (Loss) of the parent entity | (87) |
| Total comprehensive (loss) of the parent entity | (87) |

Directors' Declaration

For the Half-Year Ended 31 December 2022

GUARANTEES ENTERED INTO BY PRIME MEDIA GROUP LIMITED IN RELATION TO THE DEBTS OF ITS SUBSIDIARIES

As a condition of the Class Order, PRT Company Limited and its 100% owned Australian resident subsidiaries (the "Closed Group") entered into a Deed of Cross Guarantee on 17 October 2006 as amended from time to time by assumption deed for the addition and removal of controlled entities. On completion of the sale of business to Seven, the entities listed at note 4 as discontinued operations ceased to be a member of the Closed Group. .

10. SUBSEQUENT EVENTS

There were no significant events subsequent to balance date.

Directors' Declaration

For the Half-Year Ended 31 December 2022

In accordance with a resolution of the directors of PRT Company Limited, I state that:

In the opinion of the directors:

- a. The financial statements and notes of PRT Company Limited for the half-year ended 31 December 2022 are in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the consolidated entity's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
 - ii. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; 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.

On behalf of the board



Peter Landos
Chair

Melbourne, 22 February 2023

Auditor's Independent Review Report

For the Half-Year Ended 31 December 2022

Auditor's Independent Review Report

For the Half-Year Ended 31 December 2022
