



# Activities Report & Cash Flow Statement

For the 3 months ending 31 December 2022



MCS Services Limited (MCS Services, the Company, ASX: MSG) is pleased to present its Activities report and Appendix 4C for the three months ending 31 December 2022 (Period).

Cash and net receivables as at 31 December 2022 totalled \$2.9million (30 September 2022, \$4.5 million) comprising cash of \$1.8 million (30 September 2022, \$3.3 million) and net receivables of \$1.1 million (30 September 2022, \$1.2 million).

During the Period the Company recorded a net cash outflow of \$1.534 million, primarily a function of funding \$1.80 million of the Highways Traffic acquisition consideration from Company cash reserves. The Company finished the Period with a cash balance of \$1.794m (30 September 2022, \$3.329m)

## OPERATIONS UPDATE

During the Period the Company:

- Made cost efficiencies in its Head Office;
- Noted a reduction in demand for Health sector security work, primarily due to reduced requirements for COVID-related access-control security in hospitals;
- Commenced integrating its newly acquired subsidiary, Highways Traffic Pty Ltd, including management, IT, payroll and accounting systems, office staffing and insurance management;
- Lodged a number of security tenders, the results of which are due for release subsequent to the Period-end.

## ACQUISITION OF HIGHWAYS TRAFFIC

During the Period, and as announced on 20th October 2022, the Company completed the acquisition of Highways Traffic Pty Ltd (“Highways”), a traffic management company, effective midnight 16th October 2022.

The purchase consideration was:

- \$3.14m cash:
  - \$1.8m cash funded from the Company’s existing cash reserves (including \$0.15m deposit previously held on trust);
  - \$1.34m cash funded by a 5 year term loan from National Australia Bank of that amount;
- \$0.26m of shares in the Company issued to the vendors (refer below, Corporate)
- Further amounts may be payable post-Completion subject to revenue / profit performance.

The acquisition was structured such that working capital (including Cash and Accounts Receivable, net of Accounts Payable and other liabilities) as at Completion accrued to the vendors. As such, the Company arranged an Invoice Finance facility (\$1.5m limit) with National Australia Bank to fund, where needed, the working capital requirements of Highways in the post-Completion period. As at the end of the Period the Company had drawn down net \$0.25m on the Invoice Finance Facility.

## GROWTH OPPORTUNITIES

### ■ Acquisition Growth:

The Company continues to assess the expansion of its operations in the Perth metropolitan area, regional Western Australia and interstate through the identification and acquisition of suitable targets. It may progress these opportunities if they are value accretive to shareholders and consistent with the Company's strategy.

### ■ Organic Growth:

The Company has security operating licenses for Western Australia, South Australia, Victoria, South Wales, ACT and Queensland.

The Company continues to seek further organic growth opportunities in its specialist security (and, recently, traffic management) segments, including but not limited to leveraging its reputation with existing clients to obtain work at additional locations. The Company is also assessing the addition of new verticals to its business.

## CORPORATE

During the Period:

- A director, Mr Geoff Martin, exercised 500,000 of his 3,000,000 November 2022 4 cent options, paying \$20,000 for shares in the Company:
  - The remaining 17,500,000 November 2022 4 cent options lapsed during the Period;
- 6,643,382 shares were issued to the vendors of Highways Traffic Pty Ltd pursuant to the Sale & Purchase Agreement, valued at \$0.26 million calculated on the volume-weighted average sale price over the 15 trading days immediately prior to Completion, subject to a 12 month escrow period post-Completion;

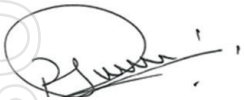


- As approved by shareholders at the AGM held on 30th November 2022:
  - The 10% placement capacity was renewed;
  - 3,000,000 November 2025 6 cent options were issued to each of the following Board members - Mr Bob Kucera, Mr Geoff Martin and Mr Matthew Ward
  - 2,301,923 long term premium priced options and 1,955,000 Performance Rights were issued to the CEO and Managing Director, Mr Paul Simmons;
  - The Company adopted a Salary Sacrifice Share Plan employee incentive scheme for the issue of a maximum of 9,915,866 shares in the Company;
  - The Company adopted a new constitution
- The Company received a combined total of \$0.11m from settlements with a past director (without admission of liability) and the Company's past solicitors (without admission of liability) in relation to the re-listing of the Company in December 2015. The deeds of settlement and release prohibit the parties from disclosing the settlement sums.

The Company continues to actively review and enhance it's marketing strategy.

**Attached is the Appendix 4C Quarterly Cash Flow Statement for the three months ending 31 December 2022.**

Your's faithfully



Managing Director

**Paul R. Simmons**

## ABOUT MCS SERVICE LIMITED

MCS Services Limited is a Company listed on the Australian Securities Exchange (ASX: MSG). The Company is one of the largest fully integrated security providers in Western Australia, employing over 500 operational staff and supervisors. MCS Services specialises in asset security at government offices and facilities, major commercial property sites, retail shopping centres, sports stadiums, ancillary sites and major outdoor events throughout Western Australia and also traffic management for large infrastructure projects. Visit the Company's website [www.mcssecurity.com.au](http://www.mcssecurity.com.au) or see the Company's latest announcements <https://www.asx.com.au/asx/share-price-research/company/MSG> for more details.

## FORWARD LOOKING STATEMENTS

This document includes forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning MCS Services Limited's planned activities, operations, expectations and other statements that are not historical facts. When used in this announcement, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and any other similar expressions are forward-looking statements. Although MCS Services Limited believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. All figures presented in this document are unaudited and this document does not contain any forecasts of profitability or loss.

## Appendix 4C

### Quarterly cash flow report for entities subject to Listing Rule 4.7B

**Name of entity**

MCS Services Limited

**ABN**

66 119 641 986

**Quarter ended ("current quarter")**

31 December 2022

<b>Consolidated statement of cash flows</b>	<b>Current quarter \$A'000</b>	<b>Year to date (6 months) \$A'000</b>
<b>1. Cash flows from operating activities</b>		
1.1 Receipts from customers	10,020	18,940
1.2 Payments for		
(a) research and development	-	-
(b) product manufacturing and operating costs	-	-
(c) advertising and marketing	(30)	(50)
(d) leased assets	-	-
(e) staff costs	(7,660)	(15,049)
(f) administration and corporate costs	(1,661)	(2,784)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	3	10
1.5 Interest and other costs of finance paid	(30)	(43)
1.6 Income taxes paid	(51)	(162)
1.7 Government grants and tax incentives	-	-
1.8 Other : GST to ATO	(610)	(1,410)
Other: Legal Settlement	110	110
<b>1.9 Net cash from / (used in) operating activities</b>	<b>91</b>	<b>(438)</b>

<b>2. Cash flows from investing activities</b>		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) businesses	(3,138)	(3,138)
(c) property, plant and equipment	(31)	(46)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Payment for Security for Bank Guarantees*	-	-
<b>2.6</b>	<b>Net cash from / (used in) investing activities</b>	<b>(3,169)</b>	<b>(3,184)</b>

<b>3.</b>	<b>Cash flows from financing activities</b>		
3.1	Proceeds from (payments for) issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	20	20
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	1,592	1,592
3.6	Repayment of borrowings	(68)	(87)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
<b>3.10</b>	<b>Net cash from / (used in) financing activities</b>	<b>1,544</b>	<b>1,524</b>



Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
<b>4.</b>	<b>Net increase / (decrease) in cash and cash equivalents for the period</b>		
4.1	Cash and cash equivalents at beginning of period	3,329	3,892
4.2	Net cash from / (used in) operating activities (item 1.9 above)	91	(438)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(3,169)	(3,184)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	1,544	1,524
4.5	Effect of movement in exchange rates on cash held	-	-
<b>4.6</b>	<b>Cash and cash equivalents at end of period</b>	<b>1,794</b>	<b>1,794</b>

Consistent with the accounting treatment in the Consolidated Financial Statements for the year ending 30 June 2022, cash transferred to the Company's Term Deposits during previous periods as security for Bank Guarantees provided to Company clients was treated as a cash outflow for cashflow reporting purposes in the relevant Period. The \$0.2m Term Deposits are classed as 'restricted cash' Non-Current Assets in Statements of Financial Position and are not included in the above.

<b>5.</b>	<b>Reconciliation of cash and cash equivalents</b> at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	1,794	3,179
5.2	Call deposits	-	150
5.3	Bank overdrafts	-	-
5.4	Other*	-	-
<b>5.5</b>	<b>Cash and cash equivalents at end of quarter (should equal item 4.6 above)</b>	<b>1,794</b>	<b>3,329</b>

<b>6.</b>	<b>Payments to related parties of the entity and their associates</b>	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	93
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

The amounts at 6.1 above include:

- Director fees of \$35,500 (30 Sept 2022: \$37,000);
- salary paid to Paul Simmons as CEO and office rent paid to a related entity of Paul Simmons totalling \$57,000 (30 Sept 2022: \$65,000)

<b>7. Financing facilities</b>	<b>Total facility amount at quarter end \$A'000</b>	<b>Amount drawn at quarter end \$A'000</b>
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities (Term loan)	1,293	1,293
7.2 Credit standby arrangements	-	-
7.3 Other (Invoice Financing)	1,500	254
Other (Vehicle Leases)	107	107
<b>7.4 Total financing facilities</b>	<b>2,900</b>	<b>1,654</b>
<b>7.5 Unused financing facilities available at quarter end</b>	\$1.25m (Invoice Financing facility)	
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.	
	<p>Nab Term Loan: \$1.338m loan to part-fund Highways Traffic acquisition. Commenced October 2022, straight-line principal repayment over 5 years, interest rate of 6.05% on commencement.</p> <p>Nab invoice financing facility: Limit of \$1.5m, any drawn-down balance secured over Accounts Receivables of MCS Security, interest of 6.62% on drawn-down balances on commencement. Drawn down to \$0.254m at period end, to assist with working capital ramp-up of Highways Traffic subsidiary.</p> <p>Vehicle leases: leases secured over sundry Operations vehicles</p>	

<b>8. Estimated cash available for future operating activities</b>	<b>\$A'000</b>
8.1 Net cash from / (used in) operating activities (item 1.9)	91
8.2 Cash and cash equivalents at quarter end (item 4.6)	1,794
8.3 Unused finance facilities available at quarter end (item 7.5)	-
8.4 Total available funding (item 8.2 + item 8.3)	<b>1,794</b>
<b>8.5 Estimated quarters of funding available (item 8.4 divided by item 8.1)</b>	N/A
<i>Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.</i>	
8.6	If item 8.5 is less than 2 quarters, please provide answers to the following questions:
8.6.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?
	Answer: N/A

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8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: N/A

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

*Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.*

### Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 January 2023

Authorised by: By the Board of Directors  
(Name of body or officer authorising release – see note 4)

### Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.