

APPENDIX 4E (RULE 4.3A)

PRELIMINARY FINANCIAL REPORT RESULTS FOR ANNOUNCEMENT TO THE MARKET

Results for announcement to the Market

for the year ended 30 June 2025

1. Reporting period (item 1)	
■ Report for the financial year ended:	30 June 2025
■ Previous corresponding period is the year months ended:	30 June 2024

2. Results for announcement to the market	Movement	Percentage %	Amount \$'000
■ Increase in revenues from ordinary activities (item 2.1)	↑	12.01 to	98,541
■ Increase in loss from ordinary activities after tax attributable to members (item 2.2)	↑	11.21 to	(5,437)
■ Increase in loss after tax attributable to members (item 2.3)	↑	11.21 to	(5,437)
2.1. Dividends (item 2.4)		Amount per Security ¢	Franked amount per security %
■ Interim dividend		nil	n/a
■ Final dividend		nil	n/a
■ Record date for determining entitlements to the dividend (item 2.5)	n/a		
2.2. Brief explanation of any of the figures reported above necessary to enable the figures to be understood (item 2.6):			
a. Revenue represents service revenue.			
b. EBITDA of \$3,758K, refer to section 5.3 <i>Financial Review</i> of the Directors' Report for details.			

3. Preliminary Final Report
3.1. Statement of comprehensive income (item 3): Refer to Consolidated statement of profit or loss and other comprehensive income on page 23
3.2. Statement of financial position (item 4): Refer to Consolidated statement of financial position on page 24
3.3. Statement of cash flows (item 5): Refer to Consolidated statement of cash flows on page 26
3.4. Statement of changes in equity (item 6): Refer to Consolidated statement of changes in equity on page 25

4. Dividends (item 7) and returns to shareholders including distributions and buy backs (item 14.2)
Nil.
4.1. Details of dividend or distribution reinvestment plans in operation are described below (item 8): Not applicable

5. Ratios	Current Period \$'000	Previous corresponding Period \$'000
5.1. Financial Information relating to 5.2 and 5.3:		
Earnings for the period attributable to owners of the parent	(5,437)	(4,889)
Net assets	2,453	7,890
Less: Intangible assets (including net deferred tax balances)	(17,323)	(20,561)
Net tangible asset deficit	(14,870)	(12,671)

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PRELIMINARY FINANCIAL REPORT RESULTS FOR ANNOUNCEMENT TO THE MARKET

Results for announcement to the Market

for the year ended 30 June 2025

5	Ratios (cont.)	Current Period No.	Previous corresponding Period No.
	Fully paid ordinary shares	439,575,921	428,575,921
	Weighted average number of ordinary shares outstanding during the period used in calculation of basic earnings per share (EPS)	435,025,231	428,575,917
		¢	¢
5.2.	Net tangible assets backing per share (item 9):	(3.38)	(2.96)
5.3.	Earnings per share attributable to owners of the parent (item 14.1):	(1.25)	(1.14)
	As at 30 June 2025, the Group has 1,500,000 unissued shares under options (2024: 11,500,000) and no performance shares on issue (30 June 2024: 11,000,000). The Company has deemed all performance rights conditions have been met and the rights vested. Unvested options and performance rights are not considered to be dilutive. In addition, the Group does not report diluted earnings per share on losses generated by the Group. The Group's unissued shares under option and performance shares were anti-dilutive in both 2025 and 2024.		
6.	Details of entities over which control has been gained or lost during the period (item 10):		
6.1.	Control gained over entities		
	■ Name of entities (item 10.1)	Nil	
	■ Date(s) of gain of control (item 10.2)	N/A	
6.2.	Loss of control of entities		
	■ Name of entities (item 10.1)	Nil	
	■ Date(s) of loss of control (item 10.2)	N/A	
6.3.	Contribution to consolidated profit (loss) from ordinary activities after tax by the controlled entities to the date(s) in the current period when control was gained / lost (item 10.3).		
		N/A	
6.4.	Profit (loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period (item 10.3)		
		N/A	
7.	Details of associates and joint venture (item 11):		
	■ Name of entities (item 11.1)	Westvalley Corporation Pty Ltd	
	■ Percentage holding in each of these entities (item 11.2)	20%	
		Current period \$'000	Previous corresponding Period \$'000
	■ Aggregate share of profits (losses) of these entities (item 11.3)	75	11
8.	Any other significant information needed by an investor to make an informed assessment of the entity's financial performance and financial position (item 12): Refer to <i>Operating and financial review</i> on page 4 of the accompanying Annual Report.		
9.	The financial information provided in the Appendix 4E is based on the annual report (attached), which has been prepared in accordance with Australian Accounting Standards (item 13).		
10.	A commentary on the results for the period (item 14): Refer to <i>Operating and financial review</i> on page 4 of the accompanying Annual Report.		
11.	The preliminary final report has been prepared based on the 30 June 2025 accounts which have been audited by an independent audit firm in accordance with the requirements of section 302 of the <i>Corporations Act 2001</i> (Cth). (item 15)		

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THE AGENCY
— GROUP AUST LTD
ABN 52 118 913 232
and its controlled entities



ANNUAL REPORT
30 June 2025

Corporate directory

Current Directors

Andrew Jensen	<i>Executive Chairman and Chief Operating Officer</i>
Paul Niardone	<i>Executive Director</i>
Adam Davey	<i>Non-executive Director</i>
Michael Schaper	<i>Non-executive Director</i>

Company Secretary

Stuart Usher

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Website: theagencygroup.com.au

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Solicitors

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Sydney NSW 2000

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Sydney NSW 2001

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+61 (0)2 9698 5414 (International)

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Securities Exchange

Australian Securities Exchange

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Telephone: +61 (0)2 9338 0000

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Website: www.asx.com.au

ASX Code: AU1

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Chairman's letter

Dear Shareholders,

Another record year for The Agency with 11.3% GCI growth

I am pleased to see The Agency Group deliver another year of exceptional results in FY2025. This progress is headlined by the value of properties sold during the period, with our agents completing a standout \$7.44 billion gross volume in exchanges, 14.8% up from \$6.48 billion in the previous year.

Supported by strong growth in the Australian property market, the number of properties sold increased to 6,663 across the 12-month period (from 6,239 exchanged in FY2024). The increase in properties sold and the total property value, along with an increase in contribution from states with higher property prices, assisted in achieving record Gross Commission Income (**GCI**) of \$125.3 million. This GCI figure represents a growth of 11.3% (up from \$112.5 million in FY2024). GCI Growth, along with a reduction in cost of doing business ratio continues to validate our scalable business model. It is our seventh straight year of growth in the number of properties sold, which is an enviable track-record that highlights the Company's ability to outperform its peers in the Australian real estate landscape.

Pleasingly, The Agency returned to a positive EBITDA in FY2025 of \$1.12 million (FY2024: \$445K loss). With the extension of our financing facilities, and continued asset growth through our increasing property management assets, our balance sheet continues to strengthen with an adjusted net asset position of \$35.85 million.

Quality agents driving performance

Throughout FY2025, there has been a focus on the quality of our agents. In the second half of the year, we focused on strengthening the quality of our team by parting ways with non- or low-performing agents and investing heavily in training. At the same time, we recruited only those with a track record of strong GCI and proven success in other agencies. This has helped us realign our cost structure by focusing investment on high performing and growth-focused agents, while removing those who did not meet the standards required in key markets where performance is critical. This has also allowed us to improve our brand presence and attract other higher performing agents too. The number of agents contributing over \$1.0 million GCI and or over 75 transactions (Altitude status) substantially grew, with 38 agents achieving this milestone in FY2025, compared to 27 in FY2024. Approximately 1 in 10 of our Primary Agents achieved the Altitude status. There remains a continued focus on quality agents who have the skills and desire to take advantage of the strengths of The Agency model.

Building scale in emerging markets

As the only national direct-to-agent model, The Agency must continue investing in emerging markets to expand our footprint and strengthen our position as Australia's leading non-franchised real estate business. Victoria and Queensland, as emerging growth states, continue to make up an increasing share of The Agency's sales business. These states sold a combined 12.2% of the FY2025 properties sold, an increase on the 8.8% contribution in FY2024. We hold around 0.33% market share in each of these states and we continue to invest in these markets to reach our goal of above 1.0% market share, which is more in line with our national average.

Operational efficiencies deliver lower cost of business

Across FY2025, The Agency was able to reduce its cost of doing business to 32.0% of revenue, from 34.1% in FY2024. While investments were undertaken in emerging geographical areas and in technology, a reduced corporate management structure, along with a disciplined focus on expenditure underpinned the reducing cost of business operations. We remain committed to reducing the cost of doing business ratio further over the coming years.

Engagement scores 8-12% above industry benchmarks

During the year, The Agency was the first residential real estate agency to engage with Culture Amp, a market leading employee experience platform, and complete its first employee survey. In the survey, 91% of staff and 89% of agents recommended The Agency as a great place to work and the business achieved engagement scores that sat well above industry benchmarks. The survey results tell us that The Agency is on the right path with its people and culture.

Continued growth in MDC Trilogy alliance

Throughout FY2025, our alliance with MDC Trilogy continued to grow via the further purchase of a circa 500-management portfolio in Queensland and a circa 1,250 management portfolio of a previously independent office group in Sydney's Inner West. The alliance remains focused on building depth in its targeted areas while actively pursuing additional rent roll acquisitions to be managed by The Agency. The Agency intends to continue to invest in the alliance to access agents and GCI that would otherwise be difficult to attract due to alignment to their rent rolls.

Growth in Property Management Revenue and Margins

As at 30 June 2025, The Agency had 11,968 properties under management that collected \$331 million of rent on behalf of landlords, significantly up from \$286 million rent collected by The Agency in FY2024. The Agency-owned property management business is comprised of 5,501 managements (30 June 2024: 5,256) that are wholly owned by The Agency and 6,467 (30 June 2024: 4,912) externally owned management rights.

The Company recently obtained an independent professional valuation of the rent rolls which indicates the market value of these property management assets rights to be around \$37.4 million, an increase of 2.4% versus the 30 June 2024 independent valuation of \$36.3 million. The increase was driven primarily by additional properties under management. The multiplier which is based on recent portfolio sale transactions was broadly consistent, with a weighted average of 3.682 as at 30 June 2025, compared to 3.659 as at 30 June 2024.

Revenue from The Agency-owned property management business generated \$9.76 million in management fees (FY2024: \$8.62 million) while total property management revenue grew to \$13.50 million (FY2024: \$11.74 million). The continued scale and growth of this division of the business has enabled The Agency to take advantage of the operating leverage within our existing resource base and improve operating margins.

Net profit benefit in FY2026, with removal of significant rent roll amortisation

In accordance with Australian accounting standards, as of 1 October 2025, the NSW rent roll will be fully amortised. In FY2025, the amortisation of this rent roll represented \$3.13 million, which from 1 October 2025 will be non-recurring and will deliver a significant benefit to our reported financial results. As this asset is fully amortised, the balance sheet will not reflect any value of our NSW rent roll value but remains a significant asset for our shareholders and underpins the core profitability of our Property Management department. The remaining intangible assets primarily relates to the Tasmanian rent roll, which will also be fully amortised in early FY2029.

Extension of Banking Facilities

On 21 July 2025, The Agency announced an enhancement to the terms of its secured debt facility with Macquarie Bank Limited. Key amendments included the extension for a further 3 years to 30 June 2028, a reduction in the interest rate margin from 3.75% to 3.25%, an increase in the facility to \$10.0 million for the purpose of funding growth initiatives, and more favourable covenant requirements.

The Company has also executed (which was subject to shareholder approval) a variation to the convertible note arrangement with Peters Investments Pty Ltd which extends the maturity date from 22 January 2026 to 31 December 2028. Shareholder approval was granted on 27 August 2025.

As the debt with Macquarie Bank Limited was finalised post year end, per the accounting standards it is required to be shown under current liabilities. Current liabilities in the current year therefore include an additional \$8.4 million which will revert back to non-current liabilities in the FY2026 results.

Solid Foundations to build towards a \$200 million GCI target

The Agency is focused on delivering robust, scalable and profitable growth by recruiting high performing sales agents. Our total commissions of \$125.3 million is just a fraction of the \$6.9 billion¹ total Australian residential real estate commissions paid by vendors in FY2025 across Australia. Our year-on-year growth highlights that the business is progressing towards its short to medium term target of \$200m GCI. Our national reach, contemporary business model, culture and commitment to excellence in customer service means we are well positioned to expand our share of the total residential sales commissions market which is highly fragmented. In order to deliver increased performance and shareholder value The Agency continues to explore multiple opportunities to realise the true value of its assets.

On behalf of the Board and the management team, we would like to thank shareholders for their support and loyalty during the financial year and look forward to your continued support throughout FY2026 and beyond.

Finally, we would like to thank our team members and partners for their unwavering support and commitment to our company and its future prosperity.



ANDREW JENSEN
Chairman



¹ Assessed at 1.50% Average Commission Rate on FY24 Gross Sales Volume of \$459.2bn (CoreLogic July 2024 Monthly Housing Chart Pack)

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Directors' report

Your directors present their report on the Group, consisting of The Agency Group Australia Ltd (**The Agency or the Company**) and its controlled entities (collectively **the Group**), for the financial year ended 30 June 2025 (**FY2025**).

The Agency is listed on the Australian Securities Exchange (ASX:AU1).

1. Directors

The names of Directors in office at any time during or since the end of the year are:

■ Andrew Jensen	Executive Chairman and Chief Operating Officer	
■ Paul Niardone	Executive Director	
■ Adam Davey	Non-Executive Director	
■ Michael Schaper	Non-Executive Director	<i>(appointed 1 December 2024)</i>
■ Geoff Lucas	Managing Director and CEO	<i>(terminated 9 August 2024)</i>

(collectively **the Directors or the Board**)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. For additional information of Directors including details of the qualifications of Directors, please refer to paragraph 6 of this Directors Report.

2. Company secretary

The following person held the position of Company Secretary at the end of the financial year:

■ Stuart Usher	
Qualifications	<input type="checkbox"/> B.Bus., CPA, Grad Dip CSP, MBA, FGIA, FCIS
Experience	<input type="checkbox"/> Mr Usher is a CPA and Chartered Company Secretary with over 25 years of extensive experience in the management and corporate affairs of public listed companies. He holds an MBA from the University of Western Australia and has extensive experience across many industries focusing on Corporate & Financial Management, Strategy & Planning, Mergers & Acquisitions, and Investor Relations & Corporate Governance.

3. Dividends paid or recommended

There were no dividends paid or recommended during the financial year ended 30 June 2025.

4. Significant Changes in the state of affairs

There have been no significant changes in the state of affairs of the Group during the financial year ended 30 June 2025 other than disclosed elsewhere in this Annual Report.

5. Operating and financial review

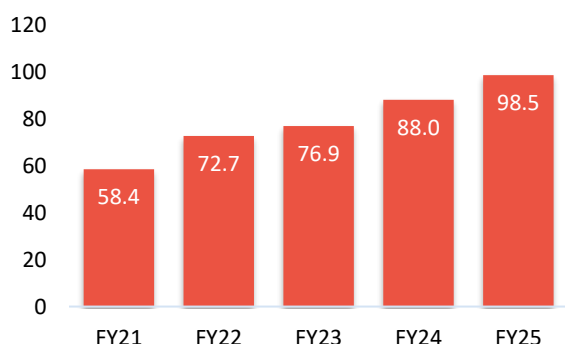
5.1. Nature of Operations Principal Activities

The principal activity of the Group for the financial year was real estate services and related activities. There were no significant changes in the nature of the Group's principal activities during the financial year.

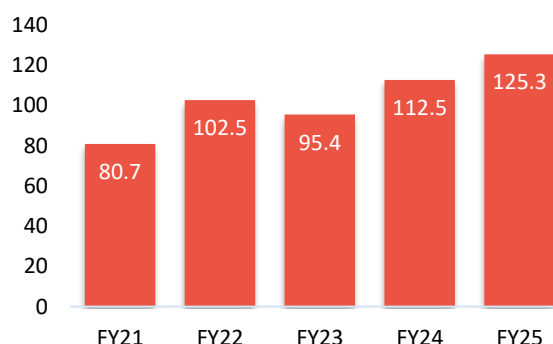
5.2. Operations Review

a. Key Metrics

ANNUAL GROUP REVENUE (\$M)



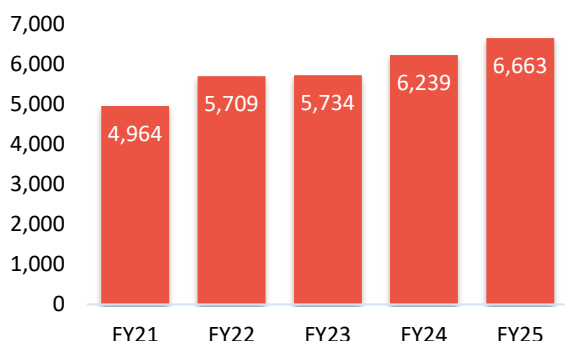
GCI (\$M)



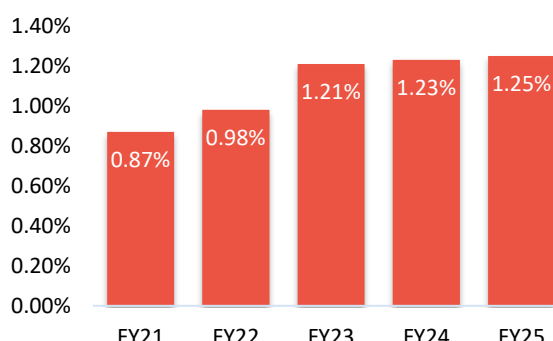
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Directors' report

NUMBER OF EXCHANGES



NATIONAL MARKET SHARE



Throughout FY2025, The Agency continued to deliver against its objectives and achieved growth in Number of Exchanges and Annual Group Revenue. The results continue the year-on-year growth that has been achieved for the past seven years.

For FY2025, The Agency reported Combined Group Revenue of \$98.5 million, a 12% increase year-on-year (FY2024: \$88.0 million).

The Agency recorded 6,663 properties sold during FY2025, an 6.8% increase from 6,239 properties sold in FY2024.

This increase in transaction volumes, along with an increased proportion of sales in higher priced New South Wales, resulted in \$7.4 billion of gross property sold, a 15.6% improvement from FY2024 result of \$6.4 billion. The increase in properties sold, along with an increase in contribution from states with higher property prices, assisted in an 11% increase in combined Gross Commission Income (GCI) to \$125.3 million (FY2024: \$112.5 million).

As at 30 June 2025, The Agency consisted of 442 agents, a net increase of 9 agents throughout FY2025 (30 June 2024: 433 Agents).

The Agency reported a total portfolio of 5,501 Properties under Management (PuM) as at 30 June 2025. The Company has recently obtained an independent professional valuation of the rent rolls which indicates the market value of these assets to be around \$37.41 million. Under International Financial Reporting Standards, the value of internally generated PuM is not held on the balance sheet as an intangible asset. As a result of this, there is significant shareholder wealth held off balance sheet, as only \$4.00 million of the \$37.41 million Property Management value is held on balance sheet.

The Agency's property management operations delivered \$9.76 million in management fees (FY2024: \$8.62 million). Overall property management revenue increased to \$13.50 million (FY2024: \$11.74 million). The expansion of this division continues to provide the Company with the benefits of operating leverage, enhancing efficiency and supporting stronger margins.

The Group achieved settlement growth of 4% during the year, underpinned by an uplift in transaction volumes from 1,709 in FY2024 to 1,757 in FY2025.

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Directors' report

5.3. Financial Review

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

a. Non-IFRS information

The Company reports EBITDA in addition to the *Profit after Tax*. EBITDA is a financial measure which is not prescribed by Australian Accounting Standards (**AAS**) and represents the statutory profit under AAS adjusted for specific non-cash and significant items. The Company's Directors consider EBITDA to reflect the core earnings of the consolidated entity. A reconciliation between EBITDA and profit after income tax for the year ended 30 June 2025 is noted below.

EBITDA calculation	FY2025 \$'000	FY2024 \$'000	Change \$'000	Change %
Profit / (loss) after tax	(5,437)	(4,889)	-548	-11%
Income tax benefit	-	(396)		
Profit / (loss) before tax	(5,437)	(5,285)	- 152	-3%
Interest income	(51)	(56)		
Depreciation and amortisation	6,619	6,426		
Embedded derivative non-cash financing (gains) / costs ¹	679	(116)		
Interest and finance costs	2,042	1,447		
(Loss) / gain financial assets at FVPL	-	(175)		
Profit on sale of assets and lease exit	(49)	(44)		
Gain on sale of net assets disposed ²	-	(1,184)		
Disposal of assets costs	-	35		
Valuation services	30	-		
Legal costs <i>non-recurring</i> ³	-	332		
Share of profit or loss from equity accounted investments	(75)	(11)		
Share-based payments expense	-	239		
EBITDA	3,758	1,608	+2,150	+134%
AASB 16 <i>Leases</i> impact ⁴	(2,635)	(2,053)		
EBITDA (pre-AASB16 <i>Leases</i> impact)	1,123	(445)	+1,568	+352%
Other key metrics:				
■ Revenue	98,541	87,973	+10,568	+12%
■ GCI	125,266	112,532	+12,734	+11%
■ Gross profit	32,063	29,004	+3,059	+11%

¹ Refer to note 2.2 of the financial statements.

² Refer to note 11.1.1a of the financial statements.

³ Legal costs associated with The Agency's intellectual property action against the company H.A.S. Real Estate, the registered owner of The North Agency.

⁴ AASB 16 *Leases* was adopted from 1 July 2019. The above demonstrates finance costs and amortisation, which prior to the adoption AASB 16 was recognised as rent expense.

Directors' report

For FY2025 the Group recorded EBITDA of \$3.76 million (FY2024: \$1.61 million). After adjusting for the AAB16 *Leases* impact, underlying EBITDA for FY2025 was \$1.12 million profit. This represents a \$1.57 million decrease in underlying EBITDA.

The Group generated a net loss after tax for the year of \$5.44 million (FY2024: \$4.89 million loss). This was primarily impacted by interest and finance costs (\$2.04 million), depreciation and amortisation (\$6.62 million), and salaries and employment costs (\$80.84 million). These items were partially offset by an increase in revenue to \$98.54 million.

The net assets of the Group have decreased from 30 June 2024 by \$5.44 million to \$2.45 million at 30 June 2025 (30 June 2024: \$7.89 million). Importantly, due to accounting standards, the values of internally generated property management assets are not recorded on the balance sheet. For the year ended 30 June 2025, the Company obtained an independent professional valuation of the rent rolls which indicated the market value of these assets to be \$37.41 million. As a result of the valuation, there is significant shareholder wealth held off balance sheet (\$33.41 million), with only \$4.00 million of the \$37.41 million valuation being held on balance sheet.

The Group's cash and cash equivalents increased from 30 June 2024 by \$0.17 million to \$5.07 million at 30 June 2025 (2024: \$4.90 million).

5.4. Key Business Risks

The Group is subject to various risk factors. Some of these are specific to its business activities while others are of a more general nature. Individually, or in combination, these risk factors may affect the future operating and financial performance of the Group.

a. People

The Agency operates in a highly competitive environment and there is a risk that The Agency may not be able to recruit or retain quality staff to achieve its operational objectives or mitigate succession risk. The Agency mitigates this risk through structured approach to recruitment, as well as providing competitive remuneration and incentive programs to attract and retain high performing talent across Sales, Property Management, Mortgage Broking, Support staff, and corporate functions.

b. Australian residential real estate market

The Agency generates the majority of revenue from the Australian residential real estate market. Revenue is generated in various forms such as Gross Commission Income (**GCI**) which is produced on the sale of properties; property management commissions is received on collecting rent and associated activities; and commission payments on the arranging of mortgages. The risk of a reduction in sales transaction volumes or prices is a material risk for The Agency and could result from general economic conditions and factors beyond the Group's control such as housing affordability, employment, interest rates, domestic investor growth and demand, foreign investment and consumer confidence. As different states in Australia have different economic conditions at any one time, The Agency partly mitigates this risk through geographical diversification operating by operating in 6 states and territories across Australia.

c. Reputation and brand

The Agency's reputation and brand may be impacted from both a customer perspective and an investor perspective. The Agency is a young, dynamic brand which is disrupting the existing status quo of selling real estate in Australia. The Agency continues to invest in our customer proposition, using technology, training and processes to enhance our customers and agents experience to ensure a solid scalable platform for growth.

d. IT Systems and cyber risks

The Agency's IT framework is a combination of proprietary systems and Software as a Service Providers. The Agency believes that the combination of these systems provides a competitive advantage and a foundation for scalable platform for growth. The Agency's operations are dependent on these systems which individually or collectively could fail or deliberately targeted which could lead to interruption of service, corruption of data or theft of personal data. The Agency mitigates against these risks through a combination of internal and outsourced IT professionals who maintain both preventative and detective processes and implements controls, including staff training to reduce the risk.

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Directors' report

e. Regulatory and legal risk

The Australian real estate industry is subject to a broad range of federal, state, and local laws and regulations, including those related to licensing, privacy, consumer protection, anti-money laundering (AML), foreign investment, and tenancy laws. Changes in legislation, regulatory enforcement, or failure to comply with existing obligations may adversely impact operations or financial performance. The Agency manages this risk by maintaining compliance frameworks, engaging legal advisors, and ensuring staff are regularly trained in regulatory obligations.

f. Interest rate and credit market exposure

Interest rates significantly impact both buyer sentiment and investor demand in the real estate sector. Rising interest rates typically reduce borrowing capacity and housing affordability, potentially leading to decreased transaction volumes. Similarly, tighter credit conditions or changes in lending practices from financial institutions could adversely affect residential sales and project marketing performance. The Agency monitors interest rate trends and engages with financial institutions and mortgage brokers to assess market impacts.

g. Commercial property market cycles

The commercial property sector is inherently cyclical and influenced by macroeconomic conditions such as GDP growth, office vacancy rates, business investment, and consumer spending. A downturn in commercial property markets can affect transaction volumes, rental yields, and occupancy levels. The Agency monitors sector-specific trends and diversifies its commercial exposure by property type and geography where possible.

h. Environmental and climate-related risk

Real estate businesses are increasingly exposed to risks associated with climate change and environmental regulations. This includes physical risks (e.g. bushfires, flooding, extreme weather affecting properties under management or development), as well as transitional risks arising from evolving environmental regulations and changing investor and consumer expectations. The Agency acknowledges this risk and is exploring strategies to manage exposure, including supporting sustainable developments and conducting risk assessments as part of due diligence processes.

i. Market competition and disruption

The real estate industry remains highly fragmented and competitive, with new entrants, digital platforms, and alternative business models emerging. There is a risk that new or existing competitors may adopt disruptive pricing, technology, or service strategies that erode The Agency's market share or margins. The Agency continues to invest in innovation, agent enablement, and differentiated customer service to stay competitive.

j. Capital management and liquidity risk

As a listed entity, The Agency is subject to capital market fluctuations that may impact its ability to raise funds, maintain sufficient working capital, or meet financial obligations. Volatility in equity markets or broader economic conditions may limit access to funding for expansion or operations. The Agency maintains prudent liquidity management practices and regularly monitors cash flow and debt levels.

5.5. Environmental Regulations

The Group's operations are not subject to any significant environmental regulations in the jurisdictions it operates in.

5.6. Events Subsequent to Reporting Date

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements as disclosed in note 16 *Events subsequent to reporting date* on page 61.

5.7. Future Developments, Prospects and Business Strategies

The Group continues to focus on growth opportunities and attracting real estate agents to its contemporary direct engagement business model. By contracting directly with agents, the Group removes the 'middle layer' which has created a more responsive, efficient and effective model for our agents as the agents are alleviated from the distractions and the administrative burden associated with operating an office.

Future growth will come from continued attraction of agents and growth in agent numbers across existing geographical regions, as well as further expansion across new regions in Australia. Further growth is expected from increased efficiencies driven by economies of scale and utilisation of best practice technological advances to ensure agents can maximise their productivity.

The highly fragmented structure of the industry presents an opportunity for consolidation of smaller independents and franchisees looking to return to simplify their business which aligns with the strengths of our business model.

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Directors' report

The Group continues to assess a variety of strategic partnerships and adjacent revenue opportunities closely related to the activities of real estate sales transactions in addition to the existing property management, mortgage broking and conveyancing businesses already undertaken.

6. Information relating to the Directors

■ Mr Andrew Jensen

- Executive Chairman and Chief Operating Officer

Non-independent

Qualifications

- FIPA, MAICD

Experience

- Mr Jensen previously held the position of Chief Financial Officer for International and leading Australian Companies, which will greatly assist the Company in its next phase of national growth under the two prominent brands of The Agency and Sell Lease Property.

Mr Jensen has strong commercial, strategic, and M&A experience and has financially led companies engaged in various fields including real estate, financial services, telecommunications, and the franchising sectors both in Australia and Internationally.

He is an accomplished CFO with over 19 years' experience in senior finance and management roles. Previously, Mr Jensen was the CFO and Director of Australasia's largest real estate group Ray White, with over \$20 billion in annual sales and one of Australia's largest independent mortgage broking businesses Loan Market. He has also been the CFO of VGC Food Group Pty Ltd, a private diversified manufacturing and franchising group.

Mr Jensen was also CFO and COO of Digicel PNG (Papua New Guinea) part of Digicel Group Limited (Digicel), one of the South Pacific's largest and most successful telecommunications companies. He is also a fellow of the Institute of Public Accountants and member of the Australian Institute of Company Directors.

Interest in Company equity **Indirect** 2,903,492 Ordinary Shares

Directorships held in other listed entities during the prior three years None

■ Mr Paul Niardone

- Executive Director

Non-independent

Qualifications

- MBA, BA

Experience

- Mr Niardone was one of the founders of The Agency and until January 2022 was the Managing Director but has opted to take up a more operational role as an Executive Director.

He was formerly executive director and founder of Professional Public Relations (WA), the largest PR and communications firm in the State until he sold the business to WPP. Mr Niardone has experience in marketing and strategic planning for clients in both Government and the private sector. With a degree in Politics and Industrial Relations and a Master in Business Administration, he started his career in the Department of Cabinet and Parliamentary Services.

He was appointed inaugural Manager of the Peel Region Business Enterprise Centre and was then appointed as the first Marketing Manager for the entire Enterprise Centre Network comprising 36 centres throughout WA.

Mr Niardone's marketing skills were recognised by Westpac in its decision to appoint him as one of the first Business Banking Managers in Australia without a banking background.

His career to date has provided him with a unique opportunity to gain experience, insights and contacts in a wide range of industries at the CEO and Board level.

He has sat on the boards of a number of public and private companies and not for profit organisations.

Interest in Company equity **Indirect** 14,187,008 Ordinary Shares

Directorships held in other listed entities during the prior three years prior MTM Critical Metals Limited (ASX:MTM) (appt. 15 April 2024)

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Directors' report

■ Mr Adam Davey

Experience

- Non-executive Director
Non-independent
- Mr Davey is a Director, Director – Wealth Management, Canaccord Genuity Financial Limited.

Mr Davey's expertise spans over 36 years and includes capital raising (both private and public), mergers and acquisition, ASX listings, asset sales and purchases, transaction due diligence and director duties.

Mr Davey has been involved in significantly growing businesses in both the industrial and mining sector. This has been achieved through holding various roles within different organisations, including Chairman, Managing Director, Non-executive director, major shareholder or corporate adviser to the board.

Mr Davey is also the Chairman of Adult and Teen Challenge Foundation, which supports the work of Adult and Teen Challenge helping families breaking free from the bondage of addiction.

- Interest in Company equity **Indirect** 1,700,001 Ordinary Shares
- Directorships held in other listed entities during the prior three years prior Painchek Ltd

■ Dr Michael Schaper

Qualifications

Experience

- Non-executive Director
Non-independent
- Ph.D. (Management), M.Comm., Grad.Dip (Business), BA
- Dr Schaper brings a wealth of regulatory and governance experience, with over 10 years as the Deputy Chair of the Australian Competition and Consumer Commission (**ACCC**) between 2008-2018, which included responsibility for overseeing franchising regulation. After his time at the ACCC, Dr Schaper chaired AFIA's the Buy Now, Pay Later (**BNPL**) code of conduct compliance committee. His extensive experience in these areas is particularly valuable for The Agency, as most participants in the real estate sector are franchise-based, and The Agency has strong connections to financial products, such as mortgages and Vendor Paid Advertising (**VPA**).

Currently a national board member of the Australian Institute of Company Directors (**AICD**), Dr Schaper also serves as the Chair of its National Education Advisory Committee, which oversees the highly regarded Company Directors Course. His leadership in corporate governance education further reinforces his suitability for this role.

Dr Schaper's expertise in regulatory frameworks and financial products will significantly enhance the company's strategy development, M&A activities, and corporate governance, ensuring the company is well positioned for continued growth and expansion.

Dr Schaper's extensive board and governance experience spans across a wide range of sectors, including startups, government bodies, and not-for-profit organisations (NFPs). He is currently the Chair of Energy Consumers Australia, the Chair of the Energy & Water Ombudsman of Western Australia.

- Interest in Company equity **Direct** 367,134 Ordinary Shares
- Directorships held in other listed entities during the prior three years prior None

Directors' report

Former directors

■ **Mr Geoff Lucas**

Qualifications

Experience

Managing Director and Chief Executive Officer (*terminated 6 August 2024*)

CPA, FAICD

Mr. Lucas' previous experience includes serving as an executive in the Australian property industry, where he held various leadership roles in ASX-listed real estate and financial services companies.

With over 25 years of commercial experience, Mr. Lucas was known for his background in accounting and finance, which he leveraged to develop strategies aimed at business growth.

From 2008 to 2016, Mr. Lucas served as Chief Operating Officer and later as Chief Executive Officer of McGrath Real Estate (ASX: MEA), where he established numerous connections within the real estate services industry and endeavoured to enhance shareholder value.

Earlier in his career, Mr. Lucas held the position of CEO at Credit Corp Group (ASX: CCP) from 2004 to 2008.

Interest in Company equity **Indirect** 1,871,711 Shares (*as at termination 6 August 2024*)
10,000,000 Options lapsed on termination on 6 August 2024

Directorships held in other listed entities during the prior three years prior None

7. Meetings of Directors and committees

During the financial year, 6 meetings of Directors (plus one meeting of committees) were held. Attendances by each Director during the year are stated in the following table.

	DIRECTORS' MEETINGS		REMUNERATION AND NOMINATION COMMITTEE		FINANCE AND OPERATIONS COMMITTEE		AUDIT COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Andrew Jensen	6	6						
Paul Niardone	6	6						
Adam Davey	6	6						
Michael Schaper	3	3						
Geoff Lucas	Nil	N/A						

At the date of this report, the Audit and Finance and Operations Committees comprise the full Board of Directors. The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the full Board of Directors.

8. Indemnifying officers or auditor

8.1. Indemnification

The Company has paid premiums to insure each of the current and former Directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director or Officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The Company has not given any further indemnity or entered into any other agreements to indemnify, or pay, or agree to pay insurance premiums.

No indemnities have been given or insurance premiums paid, during or since the end of the period, for any person who is or has been an auditor of the Company

8.2. Insurance premiums

The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

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Directors' report

9. Options

9.1. Unissued shares under option

At the date of this report, the unissued ordinary shares of the Company under option (listed and unlisted) are as follows:

Grant Date	Date of Expiry	Exercise Price \$	Number under Option	Vested and Exercisable
30 Nov 2023	30 Nov 2026	0.050	1,500,000	1,500,000
			1,500,000	1,500,000

No person entitled to exercise the option has or has any right by virtue of the option to participate in any share issue of any other body corporate.

9.2. Shares issued on exercise of options

No shares have been issued by the Company during the financial year as a result of the exercise of options (2024: nil). During the year, 11,000,000 shares were issued on the conversion of performance rights (2024: nil).

10. Non-audit services

During the year, Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**), the Company's and Group's auditor did not provide non-audit services (2024: nil), in addition to their statutory audits. Details of remuneration paid to the auditor can be found within the financial statements at note 23 *Auditor's Remuneration* on page 69.

Where non-audit services are provided by Hall Chadwick, the Board has established certain procedures to ensure that the provision of non-audit services is compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001* (Cth). These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Company and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

11. Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* (Cth) 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 the Court under section 237 of the *Corporations Act 2001* (Cth).

12. Rounding of amounts

The amounts contained in this report have been rounded to the nearest thousand dollars under the option available to the Company under Australian Securities and Investments Commission Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016.

13. Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of The Agency support and have substantially adhered to the best practice recommendations set by the ASX Corporate Governance Council. For a detailed analysis of the Company's Corporate Governance Policies, visit the corporate governance section of our website at www.investors.theagency.com.au/corporate-governance.

14. Auditor's independence declaration

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 30 June 2025 has been received and can be found on page 22 of the annual report.

Directors' report

15. Remuneration report (audited)

This report outlines the remuneration arrangements in place for Directors and key management personnel of the Company for the year ended 30 June 2025. The information in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001* (Cth).

15.1. Key management personnel (KMP)

This remuneration report details the remuneration arrangements for KMP who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether Executive or otherwise) of the parent company. KMP comprise the Directors of the Company and key executive personnel:

- Andrew Jensen Executive Chairman and Chief Operating Officer
- Paul Niardone Executive Director
- Adam Davey Non-Executive Director
- Michael Schaper Non-Executive Director (appointed 1 December 2024)
- Other KMP:
 - Matt Lahood CEO – Real Estate
- Former KMP included in current and comparative information:
 - Geoff Lucas Managing Directors and Chief Executive Officer (CEO) (terminated 6 August 2024)

15.2. Principles used to determine the nature and amount of remuneration

a. Remuneration Policy

The remuneration policy of The Agency has been designed to align director and management objectives with shareholder and business objectives by providing a fixed remuneration component, and offering specific long-term incentives, based on key performance areas affecting the Group's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best management and directors to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the Board.

All remuneration paid to Directors and executives is valued at the cost to the Company and expensed.

The Board policy is to remunerate non-executive Directors at the lower end of market rates for comparable companies for time, commitment, and responsibilities. The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at the Annual General Meeting (AGM). Fees for non-executive Directors are not linked to the performance of the Group.

b. Performance Conditions Linked to Remuneration

The Group seeks to establish and maintain The Agency Group Australia Limited Performance Rights Plan (Plan) to provide ongoing incentives to any full time or part time employee, consultant or any person nominated by the Board (including director or company secretary of the Company who holds salaried employment with the Company on a full or part time basis) (Eligible Participants) of the Company.

The Plan was adopted to allow Eligible Participants to be granted Performance Rights to acquire shares in the Company.

The objective of the Plan is to provide the Company with a remuneration mechanism, through the issue of Company securities, to motivate and reward the performance of Eligible Participants in achieving specified performance milestones within a specified performance period. The Board will ensure that the performance milestones attached to the securities issued pursuant to the Plan are aligned with the successful growth of the Company's business activities.

c. Remuneration structure

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive compensation is separate and distinct.

(1) Non-executive director remuneration

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was at the Annual General Meeting held on 29 April 2016 when shareholders approved an aggregate remuneration of \$250,000 per year. The Board considers advice from external consultants when undertaking the annual review process.

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Directors' report

15. Remuneration report (audited)

(2) Executive remuneration

Senior executives, including Executive Directors, are engaged under the terms of individual employment contracts. Such contracts are based upon standard terms drafted by the Company's lawyers. Base salary/consulting fees are set to reflect the market salary for a position and individual of comparable responsibility and experience. Base salary/consulting fees are regularly compared with the external market and during recruitment activities generally. It is the policy of the Company to maintain a competitive salary structure to ensure continued availability of experienced and effective management and staff.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Details of the nature and amount of each element of each Director, including any related company and each KMP are set out below.

d. Contractual arrangements of members of KMP

(1) Executive Services Agreement (ESA) – Paul Niardone

Mr Niardone entered into an ESA, revised on 11 January 2019, with the Company to be employed as Managing Director upon and subject to the terms and conditions of the ESA. On 28 January 2022, Mr Niardone stepped down as Managing Director was appointed Executive Director, focussed on continuing to grow Western Australian business, national growth of emerging SLP business, expansion of financial services division and advancing a range of technology focused property technology opportunities. The key terms of this agreement are disclosed below:

(A) Remuneration

- (i) Mr Niardone will receive a salary of \$390,000 per year, exclusive of superannuation, which will be reviewed annually by the Company (**Salary**), plus an annual Director fee of \$48,000 (as revised on 28 January 2022). The Company will make employer superannuation contributions on behalf of Mr Niardone.
- (ii) Mr Niardone, on the same basis of other Directors, may participate in a short-term and/or long-term incentive plans whether involving the issue of shares, options, rights or other incentives to Mr Niardone to remain at the Company and achieve the Company's targets. Any such incentives will be governed by the relevant plan or scheme adopted by the Company.
- (iii) the Company granted the Executive (or his nominee) the following 8,000,000 Class A Performance Rights and 3,000,000 Class B Performance Rights under its Performance Rights and Options Plan. These performance rights have been issued on terms as detailed below and valued in accordance with note 20.3. As at 30 June 2024 the performance rights conditions had been met were convert on 28 November 2024.
- (iv) The Company paid operating lease payments for a motor vehicle, on behalf of Mr Niardone, in the amount of \$23,744 for the year.
- (v) The Company shall provide to Mr Niardone, at its own cost, life insurance protection on similar terms to the life insurance protection currently offered by the Company. This amounted to \$44,115 for the year.
- (vi) The Company will reimburse Mr Niardone for all reasonable travelling intra/interstate or overseas, accommodation, and general expenses incurred in the performance of all duties in connection with the business of the Company and its related bodies corporate.
- (vii) Mr Niardone is entitled to all leave in accordance with the National Employment Standard (**NES**) and Western Australian long service leave legislation.

(B) Termination by the Company without reason

The Company may at its sole discretion terminate employment by giving twelve months' written notice and, at the end of that notice period, making a payment to Mr Niardone equal to the salary payable over a twelve-month period. The Company may elect to pay Mr Niardone the equivalent of the twelve months' salary and dispense with the notice period (as revised on 11 January 2019).

(C) Termination by Mr Niardone

Mr Niardone may at his sole discretion terminate the Employment in the following manner:

- (i) if at any time the Company commits any serious or persistent breach of any of the provisions contained in the ESA and the breach is not remedied within 28 days of receipt of written notice from Mr Niardone to the Company to do so, by giving notice effective immediately; or
- (ii) by giving three months' written notice to the Company.

Directors' report

15. Remuneration report (audited)

(2) ESA – Matthew Lahood 1 Mar 2024

(A) Remuneration

- (i) Mr Lahood will receive a salary of \$650,000 per year, exclusive of superannuation, which will be reviewed annually by the Company (**Salary**). See also (B) below.
- (ii) In addition, the Company may at any time during the term of the ESA pay Mr Lahood a performance-based bonus over and above his salary. In determining the extent of any performance-based bonus, the Company shall take into consideration the key performance indicators of Mr Lahood and the Company, as the Company may set from time to time, and any other matter that it deems appropriate.
- (iii) The Company will make employer superannuation contributions on behalf of Mr Lahood.
- (iv) The Company will reimburse Mr Lahood for all reasonable travelling intra/interstate or overseas, accommodation, and general expenses incurred in the performance of all duties in connection with the business of the Company and its related bodies corporate.
- (v) Mr Lahood is entitled to all leave in accordance with the NES.

(B) Short-term Incentives

- (i) Mr Lahood may receive short term incentives based on agent recruitment and East Coast GCI targets. Mr Lahood is only entitled to any short-term incentives should Group EBITDA for the period 1 July 2025 to 30 June 2026 to exceed \$2 million.
- (ii) Mr Lahood will be entitled to a \$20,000 plus GST advance monthly to be used to offset against the above incentives.

(C) Termination by the Company without reason

The Company may at its sole discretion terminate employment by giving three months' written notice and, at the end of that notice period, making a payment to Mr Lahood equal to the salary payable over a five-month period. The Company may elect to pay Mr Lahood the equivalent of six months' salary and dispense with the notice period.

(D) Termination by Mr Lahood

Mr Lahood may at his sole discretion terminate the Employment in the following manner:

- (i) if at any time the Company commits any serious or persistent breach of any of the provisions contained in the ESA and the breach is not remedied within 28 days of receipt of written notice from Mr Lahood to the Company to do so, by giving notice effective immediately; or
- (ii) by giving three months' written notice to the Company.

(3) Letter of Appointment – Adam Davey

On 16 August 2016, Mr Davey executed a letter of appointment as non-executive Director of the Company:

(A) Term

Mr Davey's service commenced on the date of completion of the acquisition of Ausnet Real Estate Services Pty Ltd by the Company and will cease when he resigns, retires or is removed from office in accordance with the Company's constitution or the Corporations Act 2001 (Cth).

(B) Fee

Mr Davey will be paid a fee of \$60,000 per annum (adjusted from \$48,000 per annum from December 2024) for his role as a non-executive Director of the Company. Any fees paid to Mr Davey will in any event be subject to annual review by the Board of the Company and approval by Shareholders (if required). The Company will reimburse Mr Davey for all reasonable expenses incurred in performing his duties.

(4) Letter of Appointment – Andrew Jensen

On 15 February 2019, Mr Jensen executed a letter of appointment as non-executive Director of the Company.

(A) Term

Mr Jensen's service commenced from 18 February 2019, and will cease when he resigns, retires or is removed from office in accordance with the Company's constitution or the Corporations Act 2001 (Cth).

(B) Fee

Mr Jensen will be paid a fee of \$60,000 per annum for his role as a Director of the Company. Any fees paid to Mr Jensen will in any event be subject to annual review by the Board of the Company and approval by Shareholders (if required). The Company will reimburse Mr Jensen for all reasonable expenses incurred in performing his duties.

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Directors' report

15. Remuneration report (audited)

(5) Letter of Appointment – Michael Schaper

On 1 December 2024, Mr Schaper commenced employments as non-executive Director of the Company:

(C) **Term**

Mr Schaper's service commenced on the date on 1 December 2024 and will cease when he resigns, retires or is removed from office in accordance with the Company's constitution or the *Corporations Act 2001* (Cth).

(D) **Fee**

Mr Schaper will be paid a fee of \$60,000 per annum including superannuation for his role as a non-executive Director of the Company. Any fees paid to Mr Davey will in any event be subject to annual review by the Board of the Company and approval by Shareholders (if required). The Company will reimburse Mr Schaper for all reasonable expenses incurred in performing his duties

(6) Executive Services Agreement (ESA) – Andrew Jensen

Mr Andrew Jensen entered into an ESA with the Company to be employed as Chief Operating Officer upon and subject to the terms and conditions of the ESA. The key terms of this agreement are disclosed below:

(A) **Remuneration**

- (i) Mr Jensen will receive a salary of \$350,000 per year, exclusive of superannuation, which will be reviewed annually by the Company (**Salary**). The Company will make employer superannuation contributions on behalf of Mr Jensen.
- (ii) Mr Jensen will continue to receive director's fee as detailed in (4) above.
- (iii) In addition, the Company may at any time during the term of the ESA pay Mr Jensen a performance-based bonus over and above his salary. In determining the extent of any performance-based bonus, the Company shall take into consideration the key performance indicators of Mr Jensen and the Company, as the Company may set from time to time, and any other matter that it deems appropriate.
- (iii) The Company will reimburse Mr Jensen for all reasonable travelling intra/interstate or overseas, accommodation, and general expenses incurred in the performance of all duties in connection with the business of the Company and its related bodies corporate.
- (iv) Mr Jensen is entitled to all leave in line with the NES and Western Australian long service leave legislation.

(B) **Termination by the Company without reason**

The Company may at its sole discretion terminate employment by giving three months' written notice and, at the end of that notice period, making a payment to Mr Jensen equal to the salary payable over a three-month period. The Company may elect to pay Mr Jensen six months' salary and dispense with the notice period

(C) **Termination by Mr Jensen**

Mr Jensen may at his sole discretion terminate the Employment in the following manner:

- (i) if at any time the Company commits any serious or persistent breach of any of the provisions contained in the ESA and the breach is not remedied within 28 days of receipt of written notice from Mr Jensen to the Company to do so, by giving notice effective immediately; or
- (ii) by giving two months' written notice to the Company.

(7) Employment Agreement (EA) – Geoff Lucas

Mr Geoff Lucas entered into an EA, commencing on 29 March 2021, with the Company to be employed as Chief Executive Officer upon and subject to the terms and conditions of the EA. On 28 January 2022, Mr Lucas was appointed Managing Director of the Company. Mr Lucas' employment was terminated on 6 August 2024.

The key terms of this agreement are disclosed below:

(A) **Salary Package**

\$550,000 inclusive of superannuation (not to increase for first 2 years of employment), plus short term and long-term incentive payments which will be subject to achievement of key performance indicators to be set and approved with and by the Board.

(B) **Leave provisions**

In accordance with applicable legislation.

Directors' report

15. Remuneration report (audited)

(C) Equity issues

Upon commencement, the Company will issue Mr Lucas with 30 million unlisted options to acquire fully paid ordinary shares of the Company with the following terms:

- 10 million exercisable at 5 cents each, vesting 60 days after conclusion of a 6-month probationary period (**Probationary Period**) and are exercisable on or before 12 months after conclusion of the probationary period (approx. 17 September 2022). These have since expired.
- 10 million exercisable at 7.5 cents each, vesting on the 12-month anniversary date of conclusion of the Probationary Period and are exercisable on or before 12 months from vesting (approx. 17 September 2023). These have since expired.
- 10 million exercisable at 10 cents each, vesting on the 24-month anniversary date of conclusion of the Probationary Period and are exercisable on or before 12 months from vesting (approx. 17 September 2024).

If all Unlisted Options are exercised the total payable by Mr Lucas will be \$2.25 million.

If the employment is terminated by either party, the Unlisted Options will be cancelled or lapsed. Consequently, the remaining options lapsed on termination, being 6 August 2024.

(D) Termination

Following the Probationary Period, the Company may terminate the employment without cause, or Mr Lucas may resign from the employment, with six months' written notice to the other party. The employment agreement also contains summary termination provisions considered standard for an agreement of this type.

e. Voting and comments made at the Company's 2024 Annual General Meeting (**AGM**)

At the AGM held on 25 November 2024, on a poll the Company received 200,887,859 (99.5%) For votes and 1,039,796 (0.5%) Against votes and no abstentions on its remuneration report for the 2024 financial year. The Group did not employ a remuneration consultant during the year.

15.3. Performance-based remuneration

- a. The following table provides employment details of persons who were, during the financial year, members of KMP of the Group. The table also illustrates the proportion of remuneration that was performance based and the proportion of remuneration received in the form of options.

Group KMP	Position Held as at 30 June 2025 and any change during the year	Contract Commencement / Termination Date	Proportions of Elements of Remuneration Related to Performance			Proportions of Elements of Remuneration Not Related to Performance		Total %
			Non-salary Cash-based Incentives %	Shares %	Options / Rights %	Fixed Salary/ Fees – cash based %	Fixed Salary/ Fees – share-based %	
Andrew Jensen	Executive Chairman and COO	Appt. 18.02.2019 (Dir) Appt. 1.02.2020 (COO)	-	-	-	100	-	100
Paul Niardone	Executive Director	Appt. 19.12.2016	-	-	-	100	-	100
Adam Davey	Non-Executive Director	Appt. 19.12.2016	-	-	-	100	-	100
Michael Schaper	Non-Executive Director	Appt. 1.12.2024	-	-	-	100	-	100
Geoff Lucas	Managing Director and CEO	Appt. 28.01.2022 (MD) Appt. 29.03.2021 (CEO) Term. 6.09.2024	-	-	-	100	-	100
Matthew Lahood	CEO – Real estate	Appt. 17.02.2019	-	-	-	100	-	100

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Directors' report

15. Remuneration report (audited)

b. Statutory performance indicators

The Group aims to align our executive remuneration to our strategic and business objectives and the creation of shareholder wealth. Reported below are measures of the Group's financial performance over the last five years as required by the *Corporations Act 2001* (Cth). However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

	2025	2024	2023	2022	2021
Profit or (loss) for the year attributable to owners of the Company (\$'000)	(5,437)	(4,889)	(4,321)	1,588	(1,856)
Basic earnings per share (cents)	(1.25)	(1.14)	(1.01)	0.37	(0.53)
Dividend payments (\$)	Nil	Nil	Nil	Nil	Nil
Dividend payout ratio (%)	N/A	N/A	N/A	N/A	N/A
Share price (\$)	0.021	0.020	0.026	0.037	0.050
Increase/(decrease) in share price (%)	5.00	(23.08)	(29.73)	(26.00)	16.28

15.4. Directors and KMP remuneration

Details of the nature and amount of each element of the remuneration of each of the KMP of the Company for the year ended 30 June 2025 are set out in the following tables and represent the components of the current year and comparative year remuneration expenses for each member of KMP of the Group. Such amounts have been calculated in accordance with Australian Accounting Standards.

Bonuses paid during the year were based on the achievement of agreed key performance indicators.

2025 – Group Group KMP	Short-term benefits					Post-employment benefits Super-annuation	Long-term benefits Other	Termination benefits	Equity-settled share-based payments		Total
	Salary, fees and leave \$	Profit share & bonuses \$	Non-monetary \$	Other \$	Shares				Options / Perf. Equity \$		
Andrew Jensen	410,002	-	-	-	29,932	-	-	-	-	439,934	
Paul Niardone	448,000	-	-	67,859	29,932	-	-	-	-	545,791	
Adam Davey ⁽¹⁾	55,000	-	-	35,000	-	-	-	-	-	90,000	
Michael Schaper	31,390	-	-	-	3,610	-	-	-	-	35,000	
Matthew Lahood ⁽²⁾	853,995	-	-	36,000	29,932	-	-	-	-	919,927	
Geoff Lucas ⁽³⁾	48,695	-	-	-	5,600	-	275,000	-	-	329,295	
	1,847,082	-	-	138,859	99,006	-	275,000	-	-	2,359,947	

⁽¹⁾ Included in *Other* short-term benefits for Mr Davey is an amount \$35,000 in respect to additional services performed for the Company.

⁽²⁾ Included in *Salary, fees, and leave* for Mr Lahood is an amount \$240,000 in respect to recruitment incentives.

⁽³⁾ Mr Lucas' employment was terminated on terminated 6 August 2024.

2024 – Group Group KMP	Short-term benefits					Post-employment benefits Super-annuation	Long-term benefits Other	Termination benefits	Equity-settled share-based payments		Total
	Salary, fees and leave \$	Profit share & bonuses \$	Non-monetary \$	Other \$	Share				Options / Perf. Equity \$		
Andrew Jensen	410,002	-	-	-	27,399	-	-	-	-	437,401	
Paul Niardone	438,000	-	-	64,860	33,322	-	-	-	153,192	689,374	
Adam Davey	48,000	-	-	-	-	-	-	-	-	48,000	
Geoff Lucas	522,601	-	-	-	27,399	-	-	-	35,070	585,070	
Matthew Lahood ⁽¹⁾	694,000	-	-	36,000	27,399	-	-	-	-	757,399	
	2,112,603	-	-	100,860	115,519	-	-	-	188,262	2,517,244	

⁽¹⁾ Included in *Salary, fees and leave* for Mr Lahood is an amount \$80,000 in respect in respect to recruitment incentives.

Directors' report

15. Remuneration report (audited)

15.5. KMP Loans

As a 30 June 2025, an amount outstanding of \$559,291 was advanced to Mr Lahood (2024: \$566,382), with the following terms:

- **Principal Sum** Up to \$650,000
- **Loan Commencement** 27 October 2021
- **Interest Rate** 8% per annum (after 12 months from 1st November 2023)
- **Default Interest Rate** Interest Rate above plus 5% per annum
- **Securities** Any future sales commissions and future income and wages as per EA entitlements
- **Instalment Date** Amount is due on final repayment date or when any due amounts are payable on STI payments and sales commissions from property sales that are due. Discretionary payments during the term can also be paid
- **Repayment Date** 31 December 2026

15.6. Share-based compensation

The Group believes that encouraging its directors and executives to become shareholders is the best way of aligning their interests with those of its shareholders. At present the Group does not have an active employee share option plan.

There were no equity instruments issued during the year to Directors as a result of options exercised that had previously been granted as compensation.

a. Securities received that are not performance-related

No members of KMP are entitled to receive securities that are not performance-based as part of their remuneration package.

b. Options and Rights Granted as Remuneration

No options were granted to KMP during the current financial year. During 2021 financial year, 30,000,000 options were granted to Mr Geoff Lucas as share-based compensation, as detailed below and in note 20.2.2b. Subsequently, 20,000,000 options have since expired and on 6 August 2024 the remaining 10,000,000 options lapsed upon termination of employment). The remaining 10,000,000 options lapsed on the termination of Mr Lucas' employment on 6 August 2024.

c. Rights Granted as Remuneration

At the Company's 2021 AGM, shareholder approval was obtained to issue 11,000,000 performance rights that will convert into shares upon milestones being achieved, to Mr Paul Niardone under his ESA. These performance rights have been issued on terms as detailed below and valued in accordance with note 20.3. As at 30 June 2024 the performance rights conditions had been met and were converted on 28 November 2024.

Class of Performance Right	Performance condition	Performance rights no.	Milestone Date	Expiry Date	Probability of milestones met %	Performance Condition Satisfied
A	24 months continuous service to the Company	8,000,000	28.01.2024	28.01.2024	100	Yes
B	Achievement of one of the following: (i) recruitment by The Agency (WA) and the Company's Sell Lease Property Model of 85 Agents by 30 June 2024; <u>or</u> (ii) achievement of GCI of \$50,000,000 for the financial year ending 30 June 2024 by The Agency (WA).	3,000,000	30.06.2024	30.06.2024	100	Yes

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Directors' report

15. Remuneration report (audited)

15.7. Other transactions with KMP and or their Related Parties

Some Directors or former Directors of the Group hold or have held positions in other companies, where it is considered they control or significantly influence the financial or operating policies of those entities. During the year, the no such entities provided services to the Group (2024: \$nil).

There have been no other transactions in addition to those described in the tables above or as detailed in note 18 *Related party transactions*.

15.8. KMP equity holdings of The Agency Group Australia Ltd held by each KMP

a. Fully Paid Ordinary Shares

The number of ordinary shares of The Agency Group Australia Ltd held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2025 is as follows:

2025 – Group Group KMP	Balance at start of year or appointment No.	Received during the year as compensation No.	Received during the year on the exercise of options No.	Other changes during the year No.	Balance at end of year or termination No.
Andrew Jensen ⁽³⁾	1,903,492	-	-	1,000,000	2,903,492
Paul Niardone ⁽²⁾	3,187,008	-	-	11,000,000	14,187,008
Adam Davey	1,700,001	-	-	-	1,700,001
Michael Schaper ⁽³⁾	-	-	-	367,134	367,134
Matthew Lahood	24,804,398	-	-	-	24,804,398
Geoff Lucas ⁽¹⁾	1,871,811	-	-	-	1,871,811
	33,466,710	-	-	12,367,134	45,833,844

⁽¹⁾ Mr Lucas' employment was terminated on terminated 6 August 2024.

⁽²⁾ Mr Niardone other changes relate to the conversation of performance rights as noted in paragraph 15.8.c.

⁽³⁾ Messrs Jensen and Schaper other changes related to on-market purchases.

b. Options

The number of options over ordinary shares in The Agency Group Australia Ltd held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2025 is as follows:

2025 – Group Group KMP	Balance at start of year or appointments No.	Granted as Remuneration during the year No.	Exercised during the year No.	Other changes during the year ⁽²⁾ No.	Balance at end of year or termination No.	Vested and Exercisable No.	Not Vested No.
Andrew Jensen	-	-	-	-	-	-	-
Paul Niardone	-	-	-	-	-	-	-
Adam Davey	-	-	-	-	-	-	-
Michael Schaper	-	-	-	-	-	-	-
Matthew Lahood	-	-	-	-	-	-	-
Geoff Lucas ⁽¹⁾	10,000,000	-	-	(10,000,000)	-	-	-
	10,000,000	-	-	(10,000,000)	-	-	-

⁽¹⁾ Mr Lucas' employment was terminated on terminated 6 August 2024.

⁽²⁾ On 6 August 2024 the remaining 10,000,000 options lapsed upon termination of employment.

Directors' report

15. Remuneration report (audited)

c. Performance Shares / Rights

The number of Performance Shares in The Agency Group Australia Ltd held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2025 is as follows:

2025 – Group	Balance at start of year or appointments	Received during the year as compensation	Conversion to ordinary share during the year	Other changes during the year	Balance at end of year or termination	Maximum value yet to vest
Group KMP	No.	No.	No.	No.	No.	No.
Andrew Jensen	-	-	-	-	-	-
Paul Niardone ⁽¹⁾	11,000,000	-	(11,000,000)	-	-	-
Adam Davey	-	-	-	-	-	-
Michael Schaper	-	-	-	-	-	-
Matthew Lahood	-	-	-	-	-	-
Geoff Lucas ⁽²⁾	-	-	-	-	-	-
	11,000,000	-	(11,000,000)	-	-	-

(1) Mr Niardone was issued performance rights (8 million Class A and 3 million Class B) in accordance with his ESA. For further details, refer 20.2.2. The Company has deemed that performance have been met, and the rights were converted to shares on 28 November 2024.

(2) Mr Lucas' employment was terminated on 6 August 2024.

15.9. Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights, and shareholdings.

END OF REMUNERATION REPORT

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors made pursuant to section 298(2) of the *Corporations Act 2001* (Cth).



ANDREW JENSEN

Executive Chairman

Dated this Thursday, 28 August 2025

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HALL CHADWICK

To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of The Agency Group Australia Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully,

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark DeLaurentis

MARK DELAURENTIS CA
Director

Dated this 28th day of August 2025
Perth, Western Australia

Independent Member of

 PrimeGlobal

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and Accounting Firms

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Consolidated statement of profit or loss and other comprehensive income

for the year ended 30 June 2025

	Note	2025 \$'000	2024 \$'000
<i>Continuing operations</i>			
Revenue	1.1	98,541	87,973
Cost of sales		(66,478)	(58,969)
Gross profit		32,063	29,004
Other income	1.2	738	2,129
Administrative and other expenses		(35,592)	(35,098)
Loss before tax and finance costs		(2,791)	(3,965)
Share of profit or (loss) from equity accounted investments	12.3.2	75	11
Interest and finance costs		(2,042)	(1,447)
Embedded derivative non-cash financing (costs) or gains	2.2	(679)	116
Loss before tax	2.1	(5,437)	(5,285)
Income tax benefit	4.1	-	396
Loss for the year		(5,437)	(4,889)
<i>Other comprehensive income, net of income tax</i>			
■ Items that will not be reclassified subsequently to profit or loss:		-	-
■ Items that may be reclassified subsequently to profit or loss:		-	-
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income attributable to members of the parent entity		(5,437)	(4,889)
<i>Earnings per share:</i>			
Basic (loss) /earnings per share (cents per share)	19.4	¢ (1.25)	¢ (1.14)
Diluted earnings per share (cents per share)	19.4	N/A	N/A

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.

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Consolidated statement of financial position

as at 30 June 2025

	Note	2025 \$'000	2024 \$'000
<i>Current assets</i>			
Cash and cash equivalents	5.1	5,065	4,904
Trade and other receivables	5.2.1	13,559	13,977
Other current assets	5.4.1	1,096	765
Total current assets		19,720	19,646
<i>Non-current assets</i>			
Trade and other receivables	5.2.2	420	631
Financial assets	5.3.1	1,001	1,155
Property, plant, and equipment	6.1	1,737	1,499
Right-of-use assets	6.2.1	7,700	3,166
Intangible assets	6.3	17,323	20,561
Investments accounted for using equity method	12.1	350	300
Total non-current assets		28,531	27,312
Total assets		48,251	46,958
<i>Current liabilities</i>			
Trade and other payables	5.5.1	20,300	19,413
Borrowings	5.6.1	8,400	-
Financial liabilities	5.7.1	4,293	3,258
Provisions	6.4	3,453	3,250
Leases	6.2.2	2,440	1,840
Total current liabilities		38,886	27,761
<i>Non-current liabilities</i>			
Borrowings	5.6.2	-	8,400
Provisions	6.4	402	335
Leases	6.2.2	6,510	2,572
Deferred tax liabilities	4.6	-	-
Total non-current liabilities		6,912	11,307
Total liabilities		45,798	39,068
Net assets		2,453	7,890
<i>Equity</i>			
Issued capital	7.1.1	44,163	43,635
Reserves	7.4	50	937
Accumulated losses		(41,760)	(36,682)
Total equity		2,453	7,890

The consolidated statement of financial position is to be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

for the year ended 30 June 2025

	Note	Issued capital \$'000	Accumulated losses \$'000	Share-based payment reserve \$'000	Total equity \$'000
<i>Balance at 1 July 2023</i>		43,635	(32,126)	1,032	12,541
Loss for the year attributable to owners of the parent		-	(4,889)	-	(4,889)
Other comprehensive income for the year attributable owners of the parent		-	-	-	-
Total comprehensive income for the year attributable owners of the parent		-	(4,889)	-	(4,889)
<i>Transaction with owners, directly in equity</i>					
Share-based payments granted: <i>Options</i>	20	-	-	153	153
<i>Performance rights</i>		-	-	85	85
Transfers to / from reserves		-	333	(333)	-
Balance at 30 June 2024		43,635	(36,682)	937	7,890
<i>Balance at 1 July 2024</i>		43,635	(36,682)	937	7,890
Loss for the year attributable to owners of the parent		-	(5,437)	-	(5,437)
Other comprehensive income for the year attributable owners of the parent		-	-	-	-
Total comprehensive income for the year attributable owners of the parent		-	(5,437)	-	(5,437)
<i>Transaction with owners, directly in equity</i>					
Conversion of performance rights	7.1,7.2	528	-	(528)	-
Transfers to / from reserves on option expiry	7.3	-	359	(359)	-
Balance at 30 June 2025		44,163	(41,760)	50	2,453

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

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Consolidated statement of cash flows

for the year ended 30 June 2025

Note	2025 \$'000	2024 \$'000
<i>Cash flows from operating activities</i>		
Receipts from customers	102,847	91,232
Payments to suppliers and employees	(97,852)	(88,425)
Interest received	9	10
Finance costs	(818)	(723)
Net cash provided by operating activities	4,186	2,094
<i>Cash flows from investing activities</i>		
Purchase of property, plant, and equipment	(633)	(284)
Release of / (deposit for) bank guarantees	18	13
Purchase of intangibles	(630)	(201)
Loans to other entities	-	(65)
Net cash received on disposal of a subsidiary	-	1,086
Proceeds from disposal of shares via buyback	140	84
Net cash (used in) / provided by investing activities	(1,105)	633
<i>Cash flows from financing activities</i>		
Payment of principal portion of lease liabilities	(2,920)	(2,455)
Net cash (used in) financing activities	(2,920)	(2,455)
Net (decrease) / increase in cash and cash equivalents held	161	272
Cash and cash equivalents at the beginning of the year	4,904	4,632
Cash and cash equivalents at the end of the year	5,065	4,904

The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

for the year ended 30 June 2025

In preparing the 2025 financial statements, The Agency Group Australia Ltd has grouped notes into sections under five key categories:

- Section A: How the numbers are calculated28
- Section B: Risk51
- Section C: Group structure55
- Section D: Unrecognised items61
- Section E: Other Information62

Material accounting policies specific to each note are included within that note. Accounting policies that are determined to be non-material are not included in the financial statements.

The financial report is presented in Australian dollars, except where otherwise stated.

The amounts contained in these financial statements have been rounded to the nearest thousand dollars under the option available to the Group under Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016.

Company details

The registered office and head office of the Company is:

<i>Street:</i>	68 Milligan Street Perth WA 6000 Australia	<i>Postal:</i>	PO Box 7768 CLOISTERS SQUARE WA 6850 Australia
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Notes to the consolidated financial statements

for the year ended 30 June 2025

SECTION A. HOW THE NUMBERS ARE CALCULATED

This section provides additional information about those individual line items in the financial statements that the Directors consider most relevant in the context of the operations of the entity, including:

- (a) accounting policies that are relevant for an understanding of the items recognised in the financial statements. These cover situations where the accounting standards either allow a choice or do not deal with a particular type of transaction.
- (b) analysis and sub-totals.
- (c) information about estimates and judgements made in relation to particular items.

Note	1	Revenue and other income	Note	2025 \$'000	2024 \$'000
1.1		Revenue			
		Residential sales commissions		82,790	73,267
		Mortgage and settlement revenue		2,253	2,963
		Property management revenue: <i>Management fees</i>		9,759	8,615
		<i>Other</i>		3,739	3,128
				98,541	87,973

- (a) A majority (80%) of the mortgage business was sold in May 2024. The comparative year to 30 June 2024 included \$911K of revenue related to the disposed mortgage business.

1.2	Other income	Note	2025 \$'000	2024 \$'000
	Interest income		51	56
	Gain on sale of property, plant, and equipment and on exit of lease		49	44
	Gain on sale of net assets disposed	11.1.1a	-	1,184
	Gain / (loss) on financial assets at FVPL		-	175
	Agent desk fees		381	340
	Other income		257	330
			738	2,129

1.3 Accounting policies**1.3.1 Revenue from contracts with customers**

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when performance obligations have been met.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and amounts collected on behalf of third parties.

1.3.2 Revenue is recognised for major business activities based on the following performance obligations:

- (a) **Settlement fee revenue** on settlement of real estate transaction.
- (b) **Upfront commissions for mortgage origination**..... on approval of finance to clients and settlement of real estate transaction.
- (c) **Trail commissions** on receipt, based on maintaining clientele.
- (d) **Real estate commissions**..... when the sale of the property becomes unconditional.
- (e) **Training seminars and functions** on date function is held

All revenue is stated net of the amounts of goods and services tax (GST).

1.3.3 Interest income

Interest revenue is recognised in accordance with note 3.1 Finance income and expenses.

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 1 Revenue and other income (cont.)

1.3.4 Critical judgements – Recognition of trailing commission revenue & trailing commission expense

The Group receives trailing commissions from lenders on loans they have settled that were originated by the Group. The trailing commissions are received over the life of the loans based on the individual loan balance outstanding. The Group also makes trailing commission payments to brokers based on the individual loan balance outstanding.

As disclosed in note 1.3.2(c) above, revenue from trailing commission is recognised on receipt. The Directors considered the detailed criteria for the recognition of revenue from the rendering of services set out in AASB 15 *Revenue from contracts with customers*, in particular, whether the recognition of revenue on the trail satisfied the probability requirements. The Directors determined that at the contract level, the Group cannot reliably determine the likelihood of that individual remaining with the Group or the period that they will continue for, resulting in revenue only being recognised upon receipt.

Trailing commission expenditure is recognised on the same basis as trailing commission revenue and is recognised upon receipt of trailing commission revenue.

Note 2 Expenses	Note	2025 \$'000	2024 \$'000
-----------------	------	----------------	----------------

2.1 Expenses by nature

■ Advertising and promotion expenses		4,012	3,789
■ Computers and information technology expenses		2,729	2,516
■ Consultancy fees		1,105	1,134
■ Depreciation and amortisation	2.4	6,619	6,426
■ Embedded derivative non-cash financing gains	2.2	679	(116)
■ Interest and finance costs ⁽¹⁾		2,042	1,447
■ Legal and professional fees		1,896	2,272
■ Occupancy costs		1,523	1,986
■ Salaries and employment costs ⁽¹⁾	2.3	80,839	72,838
■ Share of associates profit or loss	12.3.2	(75)	(11)
■ Travel and entertainment		797	802
■ Other expenses ⁽¹⁾		2,550	2,304
Total expenses by nature		104,716	95,387

Reconciliation to net profit or loss before tax

Total revenue and other income	99,279	90,102
Less: Total expenses by nature	(104,716)	(95,387)
Net loss / (profit) before tax	(5,437)	(5,285)

2.2 Convertible note non-cash financing (gains)/costs:

	Note	2025 \$'000	2024 \$'000
■ Convertible note – Finance cost		990	662
■ Embedded Derivative – Fair value adjustment	5.7.2	(311)	(778)
		679	(116)

⁽¹⁾ Items within the statement of profit or loss have been reclassified between line items to better reflect their nature, and comparative figures have been reclassified accordingly; these changes had no impact on net profit, earnings per share or net assets

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 2 Expenses (cont.)

2.3 Salaries and employment costs

- Commissions
- Director fees
- Salary and wages
- Share-based payments expense
- Superannuation (on commissions, director fees, and salary and wages)
- Payroll taxes
- Other employment related costs⁽ⁱⁱ⁾

Note	2025 \$'000	2024 \$'000
	53,505	46,973
	210	174
	15,128	14,997
20.1	-	239
	3,905	3,575
	3,175	2,856
	4,916	4,024
	80,839	72,838

2.3.1 Accounting policy

a. Short-term benefits

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to the reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay at the reporting date including related on-costs, such as workers compensation insurance and payroll tax.

Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Group as the benefits are taken by the employees.

b. Other long-term benefits

The Group's obligation in respect of long-term employee benefits other than defined benefit plans, such as long service leave, is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's cash rate at the report date that have maturity dates approximating the terms of the Company's obligations. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise.

c. Retirement benefit obligations: Defined contribution superannuation funds

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions onto a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the income statement as incurred.

d. Termination benefits

When applicable, the Group recognises a liability and expense for termination benefits at the earlier of: (a) the date when the Group can no longer withdraw the offer for termination benefits; and (b) when the Group recognises costs for restructuring pursuant to AASB 137 Provisions, Contingent Liabilities and Contingent Assets and the costs include termination benefits. In either case, unless the number of employees affected is known, the obligation for termination benefits is measured based on the number of employees expected to be affected. Termination benefits that are expected to be settled wholly before 12 months after the annual reporting period in which the benefits are recognised are measured at the (undiscounted) amounts expected to be paid. All other termination benefits are accounted for on the same basis as other long-term employee benefits.

e. Equity-settled compensation

The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes pricing model, considering the terms and conditions upon which the options were granted. The amount recognised is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to market conditions not being met.

⁽ⁱⁱ⁾ Items within the statement of profit or loss have been reclassified between line items to better reflect their nature, and comparative figures have been reclassified accordingly; these changes had no impact on net profit, earnings per share or net assets

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 2 Expenses (cont.)				
2.4	Depreciation and amortisation	Note	2025 \$'000	2024 \$'000
■	Depreciation – plant and equipment	6.1.1	395	566
■	Depreciation – right-of-use assets	6.2.4	2,135	1,763
■	Amortisation – intangible assets	6.3.1	4,089	4,097
			6,619	6,426

Note 3 Other Material accounting Policies related to items of profit and loss

3.1 Finance income and expenses

Finance income comprises interest income on funds invested, gains on the disposal of available-for-sale financial assets and changes in the fair value of financial assets at fair value through profit or loss. Interest revenue is recognised on a time proportionate basis that considers the effective yield on the financial asset.

Financial expenses comprise interest expense on borrowings calculated using the effective interest method, unwinding of discounts on provisions, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in income in the period in which they are incurred.

Note 4 Income tax				
		Note	2025 \$'000	2024 \$'000
4.1	Income tax benefit			
	Current tax expense		-	-
	Deferred tax expense		-	(396)
			-	(396)
	<i>Deferred income tax expense included in income tax expense comprises:</i>			
■	(Increase) / decrease in deferred tax assets (DTAs)	4.5	979	1,151
■	Increase / (decrease) in deferred tax liabilities (DTLs)	4.6	(979)	(1,547)
			-	(396)
4.2	Reconciliation of income tax expense to prima facie tax payable			
	<i>The prima facie tax benefit on profit or loss from ordinary activities before income tax is reconciled to the income tax expense as follows:</i>			
	Accounting profit / (loss) before tax		(5,437)	(5,285)
	Prima facie tax on operating loss at 30% (2024 loss: 30%)		(1,631)	(1,586)
	<i>Add / (less) tax effect of:</i>			
■	Non-deductible expenses		260	(13)
■	Unrecognised income tax benefit in respect of current year losses and timing differences		1,371	1,599
■	Offset available DTL against unrecognised DTA		-	(396)
	Income tax benefit attributable to operating profit or (loss)		-	(396)

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 4 Income tax (cont.)		2025	2024	
		%	%	
4.3	The applicable weighted average effective tax rates attributable to operating profit are as follows:	-	7.49	
	a. The tax rates used in the above reconciliations is the corporate tax rate of 30% payable by the Australian corporate entity on taxable profits under Australian tax law.			
4.4	Balance of franking account at year end of the parent company	\$nil	\$nil	
4.5	Deferred tax assets (DTA)			
		Note		
		2025	2024	
		\$'000	\$'000	
	Employee benefits	1,252	1,098	
	Accrued expenses	207	2,296	
	Provisions	401	215	
	AASB 16 <i>Leases</i> – Lease liability	375	369	
	Tax losses	5,481	5,002	
	Other	74	41	
		7,790	9,021	
	Set-off deferred tax liabilities	4.6	(1,296)	(2,275)
	Net deferred tax assets	6,494	6,746	
	Less: <i>deferred tax assets not recognised</i>	(6,494)	(6,746)	
	Net deferred tax assets	-	-	
4.6	Deferred tax liabilities (DTL)			
	Intangible asset – rent rolls	1,198	2,222	
	Financial assets – investments (fair valuation)	98	53	
		1,296	2,275	
	Set-off deferred tax assets	4.5	(1,296)	(2,275)
	Net deferred tax liabilities	-	-	
4.7	Tax losses and deductible temporary differences			
	<i>Unused tax losses and deductible temporary differences for which no DTA has been recognised, that may be utilised to offset tax liabilities:</i>			
	■ Revenue losses attributable to Australia	5,481	5,002	
		5,481	5,002	
4.8	Potential deferred tax assets attributable to tax losses have not been brought to account at 30 June 2025 because the Directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:			
	i. the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;			
	ii. the Company continues to comply with conditions for deductibility imposed by law; and			
	iii. no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the loss.			

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 4 Income tax (cont.)

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of the Directors. These estimates consider both the financial performance and position of the Company as they pertain to current income taxation legislation, and the Directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that Directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

The parent company has accumulated tax losses of \$18,271K (2024: \$16,675K) which may be available for offset against future taxable profits of the parent company in which the losses arose. The recoupment of these losses is subject to assessment by the Australian Taxation Office.

4.9 Accounting policy

The income tax expense or benefit for the period is the tax payable on the current period'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 difference and to unused tax losses.

The current income tax charge is calculated based on the Australian tax laws enacted or substantively enacted at the end of the reporting period being where the Group and its 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 based on amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date, in Australia.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities (**DTL**) are recognised for all taxable temporary differences except:

- when the DTL arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets (**DTA**) are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the DTA relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a DTA is only recognised to the extent that it is probable that temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of DTA is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the DTA to be utilised.

Unrecognised DTA are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. DTAs and DTLs are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss. DTAs and DTLs are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the DTAs and DTLs relate to the same taxable entity and the same taxation authority.

4.9.1 Tax consolidation

The Agency Group Australia Ltd and its wholly-owned Australian subsidiaries have formed an income tax consolidated group (the **Tax Group**) under the tax consolidation legislation. Each entity in the Tax Group recognises its own current and deferred tax liabilities, except for any DTLs resulting from unused tax losses and tax credits, which are immediately assumed by the parent entity. The Group notified the Australian Tax Office that it had formed a Tax Group to apply from 1 July 2019. The Tax Group has entered a tax sharing agreement whereby each company in the Tax Group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the Tax Group.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities

5.1	Cash and cash equivalents	Note	2025 \$'000	2024 \$'000
	Cash at bank		5,065	4,904
			5,065	4,904

5.1.1 The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 8 *Financial risk management*.

5.1.2 Cash Flow Information

a. Reconciliation of cash flow from operations to loss after income tax

		2025 \$'000	2024 \$'000
Loss after income tax		(5,437)	(4,889)
■ Cash flows excluded from loss attributable to operating activities		-	-
■ Non-cash flows in loss from ordinary activities:			
□ Depreciation and amortisation	2.4	6,619	6,426
□ Income tax benefit		-	(396)
□ Non-cash interest adjustments		987	1,055
□ Convertible note non-cash financing (gains) and costs	2.2	679	(116)
□ Share-based payments expense	20.1	-	239
□ Profit or loss on disposal of assets		(49)	(1,228)
□ Fair value adjustments through profit and loss		-	(278)
□ Share of profit or (loss) from equity accounted investments	12.3.2	(75)	(11)
■ Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:			
□ (Increase) in receivables		361	(895)
□ (Increase) or decrease in financial assets		(18)	13
□ Increase in trade and other payables		850	1,257
□ Increase in provisions		269	917
Cash flow from operations		4,186	2,094

b. Reconciliation of liabilities arising from financing activities

	2023 \$'000	Cash flows \$'000	Non-cash changes				2024 \$'000
			Additions \$'000	Other changes \$'000	Embedded derivative \$'000	Converted to equity \$'000	
Short-term borrowings and financial liabilities	-	-	-	2,481	777	-	3,258
Long-term borrowings and financial liabilities	11,443	-	-	(3,043)	-	-	8,400
Leases	5,155	(2,455)	1,322	390	-	-	4,412
Total liabilities from financing activities	16,598	(2,455)	1,322	(172)	777	-	16,070

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)

5.1 Cash and cash equivalents (cont.)

5.1.2 Cash Flow Information (cont.)

	2024 \$'000	Cash flows \$'000	Non-cash changes				2025 \$'000
			Additions \$'000	Other changes \$'000	Embedded derivative \$'000	Converted to equity \$'000	
Short-term borrowings and financial liabilities	3,258	-	-	9,745	(310)	-	12,693
Long-term borrowings and financial liabilities	8,400	-	-	(8,400)	-	-	-
Leases	4,412	(2,920)	6,773	685	-	-	8,950
Total liabilities from financing activities	16,070	(2,920)	6,773	2,030	(310)	-	21,643

c. *Credit and loan standby arrangement with banks*

Refer note 5.6.5 Financing facilities available.

d. *Non-cash investing and financing activities*

2025

- Reclassification of borrowings to current.

2024

- Reclassification of financial liabilities to current.

5.1.3 Accounting policy

For *Statement of Cash Flow* presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid instruments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the *Statement of Financial Position*.

5.2 Trade and other receivables

Note

5.2.1 Current

Trade debtors

11,402

10,671

Recoverable commissions and wages

450

1,057

Other receivables

5.2.3

1,756

2,094

Provision for non-recovery of trade debtor and commissions / wages

(608)

(411)

Loan to KMP

5.2.1a

559

566

13,559

13,977

a. As at 30 June 2025, an amount of \$559,291 was advanced to Mr Lahood (2024: \$566,382), refer also note 18a.

5.2.2 Non-current

Trade debtors

420

631

420

631

5.2.3 An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.3.1). The had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification.

5.2.4 The Group's exposure to credit rate risk is disclosed in note 8 *Financial risk management*.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)

5.2 Trade and other receivables (cont.)

5.2.5 The average credit period on rendering of services ranges from current to 30 days. Interest is not charged. No allowance has been made for estimated irrecoverable trade receivable amounts arising from past sale of goods and rendering of services, determined by reference to past default experience. Amounts are considered as *past due* when the debt has not been settled, within the terms and conditions agreed between the Group and the customer or counter party to the transaction.

5.2.6 Accounting policy

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are due for settlement within 30 days. Marketing allowances and upfront commissions paid to employees and agents are recovered against future sales commissions received by the employee or agent.

a. Determining the stage for impairment

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

An exposure will migrate through the expected credit loss (ECL) stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the provision for doubtful debts reverts from lifetime ECL to 12-months ECL. Exposures that have not deteriorated significantly since origination are considered to have a low credit risk. The provision for doubtful debts for these financial assets is based on a 12-months ECL. When an asset is uncollectible, it is written off against the related provision. Such assets are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off reduce the amount of the expense in the *Consolidated Statement of Profit or Loss and Other Comprehensive Income*.

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are accompanied on the basis of shared credit risk characteristics, taking into account instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower and other relevant factors

5.3 Financial assets

Note	2025 \$'000	2024 \$'000
5.3.1 <i>Non-current</i>		
Bank guarantees and rental bonds	1,001	1,019
Financial assets at FVPL	-	136
	1,001	1,155

5.3.2 An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.2.1). The had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification.

5.3.3 Accounting policy

a. Recognition and Measurement

The Group classifies the equity investments for which the entity has not elected to recognise fair value gains and losses through OCI as financial assets at fair value through profit or loss (FVPL). Refer to note 5.8.1c

5.4 Other assets

	2025 \$'000	2024 \$'000
5.4.1 <i>Current</i>		
Prepayments	1,048	750
Other deposits	48	15
	1,096	765

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)

5.5 Trade and other payables	2025 \$'000	2024 \$'000
5.5.1 Current		
Trade payables	2,697	3,018
Employees' remuneration – commissions payable	7,670	5,843
Payroll tax	311	267
Superannuation – employees	368	234
Sundry creditors and accrued expenses	4,512	5,864
GST and PAYG payable	4,742	4,187
	20,300	19,413

5.5.2 Trade payables are unsecured, non-interest-bearing and are normally settled on 30-day terms. Other payables are unsecured non-trade payables, non-interest-bearing, and have an average term of 1 month.

5.5.3 Accounting policy

a. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

5.6 Borrowings	Note	2025 \$'000	2024 \$'000
5.6.1 Current			
Bank loans	5.6.3	8,400	-
		8,400	-
5.6.2 Non-current			
Bank loans	5.6.3	-	8,400
		-	8,400

5.6.3 Debt facility

At 30 June 2025, the Company was in breach of the interest cover ratio (ICR), as part of the normal ongoing reporting requirements. However, in terms of the new debt facility which was finalised post year end (refer to note 16.1) the debt facility has been renegotiated under more favourable terms. The improved terms are detailed in note 16.1.

Per the accounting standards, the debt with MBL is required to be shown as current as the expiry date is within 12 months of reporting date.

5.6.4 Assets pledged as security

Security is held over all the Group companies.

5.6.5 Financing facilities available

At balance date, the following financing facilities had been negotiated and were available:

	Total facilities		Facilities used		Facilities unused	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Bank and other loans	8,400	8,400	(8,400)	(8,400)	-	-
Total facilities at balance date	8,400	8,400	(8,400)	(8,400)	-	-

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)

5.6 Borrowings (cont.)

5.6.6 Accounting policy

a. *Borrowings*

Borrowings are initially recognised at fair value, net of transaction costs. They are subsequently measured at amortised cost, with any difference between the proceeds (net of transaction costs) and the redemption amount recognised in profit or loss over the term of the borrowings using the effective interest method. Fees on the establishment of loan facilities are recognised as transaction costs when it is probable that the facility will be drawn. In this case, the fee is deferred until drawdown. Where it is not probable that the facility will be drawn, the fee is capitalised as a prepayment for liquidity services and amortised over the facility period.

Borrowings are removed from the statement of financial position when the contractual obligation is discharged, cancelled, or expired. The difference between the carrying amount of the liability extinguished or transferred and the consideration paid, including non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting period.

5.7 Financial liabilities

Note

2025

2024

\$'000

\$'000

5.7.1 Current

Convertible note:

5.7.2,5.7.3

- Debt component
- Derivative financial liability conversion option

3,827

2,481

466

777

4,293

3,258

5.7.2 Reconciliation of convertible notes

Opening balance:

- Debt component
- Derivative financial liability conversion option

2,481

1,489

777

1,555

3,258

3,044

- Interest charged

1,346

992

- Fair value movement: Fair value changes

(311)

(778)

Carrying value of liabilities at reporting date

4,293

3,258

5.7.3 On 5 January 2021, the Company issued 5,000,000 convertible notes to Peters Investments Pty Ltd (**the Noteholder**) to raise \$5,000,000. On 28 January 2021, of the 5,000,000 notes, Peter Investments converted \$2,056,634 of debt and interest into 76,171,620 shares. The details of the convertible note are as follows:

- **Interest rate** higher of 8% per annum and the interest rate on the Macquarie Bank Limited (**MBL**) loan
- **Facilitation fee** 3% fee equalling \$150,000 which is capitalised and added to the face value of the note.
- **Security** Second security ranking behind MBL.
- **Options** 12,000,000 Options (exercised at the \$0.027 on 28 January 2021).
- **Term/Maturity date** On 22 July 2022 (and approved at the Company's AGM on 18 November 2022), the Company signed a Deed of Variation to Convertible Note Agreement, to extend the terms of the convertible note to 22 January 2026.
Unless converted to shares, the notes will be repaid in cash on the earlier of 22 January 2026 or when all amounts owing by the Company to MBL have been repaid.
- **Conversion** At the Noteholders election the notes can be converted into shares in the Company at the lower of \$0.027 per share and the issue price of shares offered under any subsequent capital raising completed by the Company to raise over \$1,000,000 on or before maturity date.
- **Other conditions** The Noteholder will have the first right of refusal to replace the MBL loan on commercial terms and conditions to be reasonably agreed between the Noteholder and The Agency.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)**5.7 Financial liabilities (cont.)**

The extension of the convertible note from 31 March 2023 to 22 January 2026 was agreed at the Company AGM on 18 November 2022. Subsequent to the year-end, the Company executed a further Deed of Variation with the Noteholder to extend the maturity date of the convertible notes from 31 December 2028, and was approved by shareholders on 27 August 2025, as detailed in note 16.2 *Convertible note extension with Peters Investments*.

5.7.4 Accounting policies and critical estimates – Convertible notes**a. Debt component**

The conversion feature of convertible notes (**notes**) is required to be separated from the notes and is accounted for separately as a derivative financial liability. As a result, the notes are initially recognised at a discounted amount. The discount is amortised as interest expense using the effective interest method over the terms of the notes.

b. Classification of current – non-current

Amendments to AASB 101 *Presentation of Financial Statements*, concerning the current–non-current classification of liabilities, considers the issuance of equity instruments to extinguish a liability as a settlement of that debt. As such, the terms of the conversion feature of the Company's facility have led to the reclassification of the financial liabilities to current.

c. Embedded derivative – Conversion feature

The conversion feature in the notes represents the embedded derivative financial instrument in the host debt contract. The conversion feature represents the Group's obligation to issue Company shares at a fixed price should noteholders exercise their conversion option.

The embedded derivatives are carried in the Statement of Financial Position at their estimated fair value taking market participant assumptions into consideration, with any changes in fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

These values were calculated using the Black-Scholes option pricing model, applying the following inputs:

	<i>Grant date</i>	<i>Balance date</i>
Face value:	\$5,150,000	\$4,237,235
Share price:	\$0.035	\$0.020
Conversion price:	\$0.027	\$0.027
Expiry date	31 March 2023	22 January 2026
Expected share price volatility:	100.0%	80.0%
Risk-free interest rate:	1.90%	4.15%
Value per conversion right	\$0.0219	\$0.0063

d. Settlement of Convertible Notes

Where notes are settled by issue of shares, the related financial liabilities are derecognised at their carrying value with the corresponding increase to share capital. Any costs incurred are recognised in profit or loss.

Where notes are settled by payment of cash, the related financial liabilities are derecognised at their carrying value and the difference between total cash consideration paid and the carrying value of the financial liabilities derecognised is recognised in profit or loss.

e. Capitalised transaction costs

The Company incurred transaction costs upon the issuance of the notes. Transaction costs relating to the notes have been allocated between the debt component and the conversion derivatives using the relating proportions of these on initial measurement of the instruments. Costs attributed to the debt component are amortised to finance expense over the term of the notes using the effective interest method. Costs allocated to the conversion derivatives are immediately recognised in the Statement of Profit or Loss and Other Comprehensive Income.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 5 Financial assets and financial liabilities (cont.)**5.8 Other material accounting policies related to financial assets and liabilities****5.8.1 Investments and other financial assets****a. Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

Classification depends on the entity's business model for managing financial assets and contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (**FVOCI**).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

b. Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on the trade date, when the Group commits to the transaction. Financial assets are derecognised when rights to cash flows expire or are transferred, and substantially all risks and rewards of ownership are passed on.

c. Measurement

At initial recognition, the Group measures financial assets at fair value plus, for assets not at fair value through profit and loss (**FVPL**), transaction costs directly attributable to acquisition. Transaction costs of FVPL assets are expensed in profit or loss. Financial assets with embedded derivatives are assessed in their entirety to determine whether cash flows represent solely payments of principal and interest.

i. Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Debt instruments are classified into three measurement categories:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Financial assets held both to collect contractual cash flows and for sale, where cash flows comprise solely principal and interest, are measured at FVOCI. Changes in carrying amounts are recognised in OCI, except for impairment gains or losses, interest income, and foreign exchange differences, which are recognised in profit or loss. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from equity to profit or loss within other gains/(losses). Interest income is recognised in finance income using the effective interest method. Foreign exchange differences are presented in other gains/(losses), and impairment expenses are shown separately in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

ii. Equity instruments

The Group measures all equity investments at fair value. Where management elects to present fair value gains and losses in OCI, they are not reclassified to profit or loss on derecognition. Dividends from such investments are recognised in profit or loss as other income when the right to receive payment is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

d. Impairment

The Group assesses expected credit losses on debt instruments carried at amortised cost and FVOCI using a forward-looking approach. The methodology depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach under AASB 9, recognising lifetime expected losses from initial recognition.

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities

6.1 Property, plant, and equipment

	2025 \$'000	2024 \$'000
Plant and equipment – at cost	2,675	2,407
Accumulated depreciation	(1,916)	(1,721)
	759	686
Leasehold improvements – at cost	4,963	4,616
Accumulated amortisation	(3,985)	(3,803)
	978	813
Total plant and equipment	1,737	1,499

6.1.1 Movements in carrying amounts

Note	Plant and equipment \$'000	Leasehold improvements \$'000	Total \$'000
<i>Carrying amount at 1 July 2023</i>	710	1,071	1,781
Additions	280	37	317
Disposals / write-offs	(33)	-	(33)
Depreciation expense	(271)	(295)	(566)
<i>Carrying amount at 30 June 2024</i>	686	813	1,499
<i>Carrying amount at 1 July 2024</i>	686	813	1,499
Additions	309	347	656
Disposals / write-offs	(23)	-	(23)
Depreciation expense	(213)	(182)	(395)
<i>Carrying amount at 30 June 2025</i>	759	978	1,737

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.1 Property, plant, and equipment (cont.)

6.1.2 Accounting policy

a. Recognition and measurement

Items of plant and equipment are measured on the cost basis and carried at cost less accumulated depreciation (see below) and impairment losses (see accounting policy 6.5.1 *Impairment of non-financial assets*).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads. Cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation.

Where considered material, the carrying amount of property, plant, and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

Where parts of an item of property, plant, and equipment have different useful lives, they are accounted for as separate items of plant and equipment.

b. Subsequent costs

The cost of replacing part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. Any costs of the day-to-day servicing of plant and equipment are recognised in the income statement as an expense as incurred.

c. Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on either a straight-line basis or diminishing balance basis, whichever is considered most appropriate, over their useful lives to the Group commencing from the time the asset is held ready for use. Leasehold improvements are amortised over the remaining term of the lease.

Depreciation rates and methods are reviewed annually for appropriateness. The depreciation rates used for the current and comparative period are:

Class	2025 %	2024 %
■ Leasehold improvements	Over term of lease	Over term of lease
■ Plant and equipment:		
□ Office furniture and fittings	10	10
□ Office equipment	25	25
□ Motor vehicle	25	25

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected

net cash flows which will be received from the assets' employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

d. Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment and is recognised net within other income in profit or loss. When revalued assets are sold, any related amount included in the revaluation reserve is transferred to retained earnings.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.2 Leases	2025 \$'000	2024 \$'000
6.2.1 <i>Right-of-use assets</i>		
Properties	6,680	2,776
Printing equipment	1,020	390
	7,700	3,166
6.2.2 <i>Lease liabilities</i>		
Current	2,440	1,840
Non-current	6,510	2,572
	8,950	4,412
	2025 \$'000	2024 \$'000
6.2.3 <i>Additions to the right-of-use assets</i>	6,962	1,018
a. The Group disposed of \$1.347 million in leases during the period, a profit of \$0.05 million was recognised on disposal.		
6.2.4 <i>Amounts recognised in the statement of profit or loss:</i>		
■ Depreciation charge of right-of-use assets:		
□ Properties	1,880	1,485
□ Printing equipment	255	278
	2,135	1,763
■ Interest expense (included in finance costs)	685	353
6.2.5 <i>Total cash outflow for leases</i>	2,920	2,455

6.2.6 *Accounting policy*

a. *Recognition and measurement*

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

i. *Right-of-use assets*

The Group recognises a right of use asset at the commencement date of the lease. The right of use asset is initially measured at cost. The cost of right of use assets includes the amount of lease liabilities recognised, adjusted for any lease payments made at or before the commencement date, plus initial direct costs incurred and an estimate of costs to dismantle, remove or restore the leased asset, less any lease incentives received.

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.

Subsequent to initial measurement, the right of use asset is depreciated on a straight-line basis over the shorter of the lease term and the estimated useful life as follows:

- Properties 24 – 60 months
- Printing equipment 36 – 60 months

Right of use assets are subject to impairment and are adjusted for any remeasurement of lease liabilities.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.2 Leases (cont.)

ii. Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities at the present value of lease payment to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the assessment of lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payments occurs. The present value of lease payments is discounted using the interest rate implicit in the lease or, if the rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The amount of lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension, or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use asset, or is recognised in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Group has elected not to recognise right of use assets and lease liabilities for short term leases that have a lease term of 12 months or less and do not contain a purchase option, and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

b. *Extension and termination options*

Extension options are included in the property leases of the Group.

6.2.7 *Critical judgements in determining the lease term*

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).

For leases of properties and printing equipment, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.3 Intangible assets	Note	2025 \$'000	2024 \$'000
Goodwill	6.3.2	12,383	12,383
		12,383	12,383
Rent rolls	6.3.4a	26,448	25,968
Accumulated amortisation		(22,454)	(18,560)
		3,994	7,408
Others		1,561	1,190
Accumulated amortisation and impairment		(615)	(420)
		946	770
Total intangibles		17,323	20,561

6.3.1 Movements in Carrying Amounts	Note	Goodwill \$'000	Rent rolls \$'000	Other \$'000	Total \$'000
<i>Carrying amount at 1 July 2023</i>		12,383	11,302	772	24,457
Additions		-	-	201	201
Disposals		-	-	-	-
Amortisation expense		-	(3,894)	(203)	(4,097)
<i>Carrying amount at 30 June 2024</i>		12,383	7,408	770	20,561
<i>Carrying amount at 1 July 2024</i>		12,383	7,408	770	20,561
Additions		-	480	371	851
Disposals		-	-	-	-
Amortisation expense		-	(3,894)	(195)	(4,089)
<i>Carrying amount at 30 June 2025</i>		12,383	3,994	946	17,323

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.3 Intangible assets (cont.)

6.3.2 Allocation of goodwill to cash-generating units (CGU)

Goodwill has been allocated for impairment testing purposes to the CGU. Before recognition of impairment losses, the carrying amount of goodwill was allocated to CGU as follows.

- Top Level Real Estate – Residential sales
- The Agency Tasmania – Residential sales
- Settlements

	2025 \$'000	2024 \$'000
	10,658	10,658
	1,679	1,679
	46	46
Carrying amount as at 30 June	12,383	12,383

Carrying amount as at 30 June

The recoverable amount of the Group's Top Level Real Estate and The Agency Tasmania CGUs have been determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by Directors utilising the following key assumptions:

- FY2026 approved budget has been used as a basis to determine cash flows in year 1, with a 5% growth used from year 2 to year 5.
- Discount rate is based upon a weighted average cost of capital of 15%.

The Directors believe that any reasonably possible further change in the key assumptions on which recoverable amount is based would not cause the Top Level Real Estate CGU or The Agency Tasmania CGU carrying amounts to exceed their recoverable amounts.

6.3.3 Accounting policy

a. Intangible assets acquired separately

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

b. Intangible assets acquired in a business combination

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

c. Trail Book intangible assets

Trail book contracts and licences have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trail book and licences over their estimated useful lives.

d. Property Management intangible assets

The property management rights are expected to have a finite life and are therefore amortised over their useful lives. The investment is carried at cost less accumulated amortisation and impairment losses.

Amortisation is calculated using the straight-line method to allocate the cost of the rent roll over its estimated useful lives which is based on comparable market evidence.

e. Business and domain names

Business and domain names are recognised at cost of acquisition. They have a finite useful life and are amortised on a systematic basis based on the future economic benefits to be obtained over its useful life. Amortisation is calculated using the straight-line method.

Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.3 Intangible assets (cont.)

f. *Subsequent measurement*

The following useful lives are used in the calculation of amortisation:

Class	2025 %	2024 %
■ Rent rolls	15	15
■ Business and domain names	10	10

g. *Goodwill*

Goodwill arising on an acquisition of a business is carried at cost as established at the date of the acquisition of the business (see note 13.1.1) less accumulated impairment losses, if any.

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

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

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

6.3.4 Key estimates and critical Judgements – Impairment of intangibles

a. *Impairment of goodwill and rent rolls*

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash generating units (CGU) to which goodwill has been allocated. The value-in-use calculation requires management to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss may arise.

Included within the Agency Tasmania CGU (acquired in 2023) is a rent roll asset of \$2,761K (2024: \$3,499K). This same CGU also included goodwill of \$1,679K, relating to sales (2024: \$1,679K).

Included within the Top Level CGU (acquired in 2019) is a rent roll asset of \$1,111K (2024: \$3,758K). This same CGU also included goodwill of \$10,658K, relating to sales (2024: \$10,658K).

For the rent roll assets, the recoverable amounts of these CGU's are derived from market transactional evidence in relation to their fair value. Management have determined that a multiple of 3.8 for residential property and 2.75 for commercial property for the Top Level CGU (based on an independent expert opinion), multiplied by the annual rent roll income is an appropriate measure of the fair value of the rent roll assets. Fair value less cost to sell of the CGU was classified on a level 2 basis. No impairment resulted.

Management performed a goodwill impairment test of the CGUs taking a conservative approach in preparing its value in use calculation in light of market uncertainty resulting from increases in interest rates to curb inflationary pressures. Management applied a discount rate of 15% resulting in no impairment loss for 2025 (2024: 15%). To evaluate the recoverable amount of the CGUs, a terminal value has been assumed after the fifth year and includes a growth rate in the cash flow of 5% into perpetuity (2024: 5%) based upon a Board approved forecast. The discount rates used reflects the risks specific to the CGUs.

The Group has also conducted a sensitivity analysis on the impairment test of the CGUs. This was based on changes to key assumptions that are considered by management to be reasonably possible. This included up to a 3% increase in the discount rate, and a 1% reduction in the long-term growth rate. The sensitivity test shows there is headroom up to a 1% increase in discount rate, or a 3% decrease in long-term growth rates.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.4 Provisions	2025 \$'000	2024 \$'000
6.4.1 <i>Current</i>		
Employee entitlements	2,943	2,874
Future fund referrals	510	376
	3,453	3,250
6.4.2 <i>Non-current</i>		
Employee entitlements	185	256
Make good provisions	150	26
Future fund referrals	67	53
	402	335

6.4.3 <i>Movements in Carrying Amounts</i>	Employee entitlements \$'000	Make good provisions \$'000	Future fund referrals \$'000	Total \$'000
<i>Carrying amount at 1 July 2024</i>	3,130	26	429	3,585
Additions	2,144	-	-	2,144
Acquisitions	228	124	148	500
Amounts used during the year	(2,374)	-	-	(2,374)
<i>Carrying amount at 30 June 2025</i>	3,128	150	577	3,855

6.4.4 *Description of provisions*

- Provision for employee benefits* represents amounts accrued for annual leave (**AL**) and long service leave (**LSL**). The current portion for this provision includes the total amount accrued for AL entitlements and the amounts accrued for LSL entitlements that have vested due to employees having completed the required period of service. The Group does not expect the full amount of AL or LSL balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the Group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.
- Make good provision*. The Company is required to restore the leased premises to their original condition at the end of the respective lease terms. A make good provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. The Directors valued the make good provision based upon a third-party cost estimate provided to the Company.
- Provision for future fund referrals* is an incentive scheme provided to property partners for successfully referring property management and mortgage broking transactions. The referral fees are transferred into an asset growth model which creates an interest for the future benefit of the Property Partner, maturing after two years, which also assists to retain staff. The company estimates the value of the future fund referral provision using a probability weighting model which is based on historic information.

6.4.5 *Accounting policy*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 6 Non-financial assets and financial liabilities (cont.)

6.4 Provisions (cont.)

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting date

6.5 Other material accounting policies related to non-financial assets and liabilities

6.5.1 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets (see accounting policy at note 4.9) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable

An impairment loss is recognised when the carrying amount of an asset or cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates largely independent cash flows. Impairment losses are recognised in the income statement unless the asset has previously been revalued, in which case the loss is recognised as a reversal up to the amount of the prior revaluation, with any excess recognised in the income statement. Losses for cash-generating units are allocated first to reduce goodwill and then to other assets in the unit on a pro rata basis..

The recoverable amount of an asset or cash-generating unit is the higher of fair value less costs to sell and value in use. Value in use is calculated by discounting estimated future cash flows to present value using a pre-tax discount rate reflecting current market assessments of the time value of money and asset-specific risks. For assets that do not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which they belong.

Impairment losses recognised in prior periods are assessed at each reporting date for indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount, and only to the extent that the asset's carrying amount does not exceed the amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

Note 7 Equity

7.1 Issued capital	Note	2025	2024	2025	2024
		No.	No.	\$'000	\$'000
Fully paid ordinary shares		439,575,921	428,575,921	44,163	43,635
		2025	2024	2025	2024
7.1.1 Ordinary shares		No.	No.	\$'000	\$'000
At the beginning of the year		428,575,921	428,575,921	43,635	43,635
Shares issued during the year:		-	-	-	-
■ Conversion of performance rights	7.2	11,000,000	-	528	-
Transaction costs relating to share issues		-	-	-	-
At reporting date		439,575,921	428,575,921	44,163	43,635

7.1.2 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, is entitled to one vote, and upon a poll each share is entitled to one vote. Ordinary shares have no par value, and the Company does not have a limited amount of authorised capital.

7.1.3 Accounting policy

Ordinary issued capital is recorded at the consideration received. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit. Ordinary issued capital bears no special terms or conditions affecting income or capital entitlements of the shareholders.

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Notes to the consolidated financial statements
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Note 7 Equity (cont.)					
7.2 Performance equity	Note	2025 No.	2024 No.	2025 \$'000	2024 \$'000
Performance equity		-	11,000,000	-	528
7.2.1 Performance equity movement		2025 No.	2024 No.	2025 \$'000	2024 \$'000
At the beginning of the year		11,000,000	11,000,000	528	375
<i>Performance equity changes during the year:</i>					
■ Expense of issued performance rights	20.3	-	-	-	153
■ Conversion of performance rights	7.1	(11,000,000)	-	(528)	-
At reporting date		-	11,000,000	-	528
7.3 Options	Note	2025 No.	2024 No.	2025 \$'000	2024 \$'000
Options		1,500,000	11,500,000	50	409
7.3.1 Options equity movement		2025 No.	2024 No.	2025 \$'000	2024 \$'000
At the beginning of the year		11,500,000	20,000,000	409	658
<i>Options movement during the year:</i>					
■ Amortisation of granted options		-	-	-	35
■ Options granted	20.2.2a	-	1,500,000	-	50
■ Expiry of options		(10,000,000)	(10,000,000)	(359)	(334)
At reporting date		1,500,000	11,500,000	50	409
7.4 Reserves	Note			2025 \$'000	2024 \$'000
Share-based payment reserve:					
■ Performance rights	7.2			-	528
■ Options	7.3			50	409
				50	937

7.4.1 *Share-based payment reserve*

The share-based payment reserve records the value of options and performance shares or rights issued by the Company to its employees or consultants.

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Notes to the consolidated financial statements

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SECTION B. RISK

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

Note 8 Financial risk management

8.1 Financial risk management policies

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and procedures for measuring and managing risk, and the management of capital.

The Group's financial instruments consist mainly of deposits with banks, short-term investments, and accounts payable and receivable.

The Group does not speculate in the trading of derivative instruments.

A summary of the Group's financial assets and liabilities is shown below:

	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest-bearing \$'000	2025 Total \$'000	Floating interest rate \$'000	Fixed interest rate ⁽ⁱⁱⁱ⁾ \$'000	Non-interest-bearing ⁽ⁱⁱⁱ⁾ \$'000	2024 Total \$'000
<i>Financial assets</i>								
■ Cash and cash equivalents	5,065	-	-	5,065	4,904	-	-	4,904
■ Trade and other receivables ⁽ⁱⁱⁱ⁾	-	-	13,979	13,979	-	-	14,608	14,608
■ Bank guarantees ⁽ⁱⁱⁱ⁾	-	1,001	-	1,001	-	1,019	-	1,019
■ Investments	-	-	-	-	-	-	136	136
Total Financial Assets	5,065	1,001	13,979	20,045	4,904	1,019	14,744	20,667
<i>Financial liabilities at amortised cost</i>								
■ Trade and other payables	-	-	20,300	20,300	-	-	19,413	19,413
■ Borrowings	8,400	-	-	8,400	8,400	-	-	8,400
■ Leases	-	8,950	-	8,950	-	4,412	-	4,412
■ Financial liabilities – Convertible notes	-	4,293	-	4,293	-	3,258	-	3,258
Total Financial Liabilities	8,400	13,243	20,300	41,943	8,400	7,670	19,413	35,483
Net Financial Assets / (Liabilities)	(3,335)	(12,242)	(6,321)	(21,898)	(3,496)	(6,651)	(4,669)	(14,816)

8.2 Specific financial risk exposures and management

The main risk the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate, foreign currency risk and equity price risk. The Group's overall 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 Board has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring and managing risks for the Group and setting appropriate risk limits and controls. The Group is not of a size nor is its affairs of such complexity to justify the establishment of a formal system for risk management and associated controls. Risk management is carried out by the full Board as the Group believes that it is crucial for all board members to be involved in this process. The Chairman, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

⁽ⁱⁱⁱ⁾ An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.2.1 and 5.3.1). The had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification

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Notes to the consolidated financial statements
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Note 8 Financial risk management (cont.)

8.2.1 **Credit risk**

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk is the risk that a counterparty will default on its contractual obligations, resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate to mitigate the risk of financial loss from defaults. The Group only transacts with entities rated investment grade and above. This information is supplied by independent rating agencies where available, and if not, the Group uses publicly available financial information and its own trading record to rate major customers. The Group's exposure and counterparties' credit ratings are continuously monitored, and transactions are spread amongst approved counterparties. Credit exposure is controlled by counterparty limits reviewed and approved annually by the Board.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

■ **Credit risk exposures**

The maximum exposure to credit risk, arising from cash and cash equivalents and trade receivables, is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved Board policy. Such policy requires that surplus funds are only invested with financial institutions residing in Australia, wherever possible. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

■ **Impairment losses**

The ageing of the Group's current trade and other receivables at reporting date was as follows:

	2025		2024		2024		2024	
	Gross	Impaired	Net	Past due but not impaired	Gross ^(iv)	Impaired	Net ^(iv)	Past due but not impaired
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<i>Trade receivables</i>								
Not past due	10,184	-	10,184	-	10,092	-	10,092	-
Past due up to 30 days	460	-	460	460	417	-	417	417
Past due 31 days to 90 days	152	-	152	152	361	-	361	361
Past due over 90 days	1,026	(483)	543	543	432	(211)	221	221
	11,822	(483)	11,339	1,155	11,302	(211)	11,091	999
<i>Other receivables^(iv)</i>								
Not past due	2,765	(125)	2,640	-	3,717	(200)	3,517	-
Total	14,587	(608)	13,979	1,155	15,019	(411)	14,608	999

Included in the aged trade receivables are invoices raised for commission on property developments which are unconditional however are payable upon completion.

8.2.2 **Liquidity risk**

Liquidity risk is the risk that the Group will be unable to meet its financial obligations as they fall due. The Group's approach is to ensure it always has sufficient liquidity to meet liabilities under both normal and stressed conditions without incurring unacceptable losses or reputational damage.

Ultimate responsibility for liquidity risk management rests with the Board, which has established an appropriate framework for managing the Group's short, medium and long-term funding and liquidity needs. The Group manages liquidity risk by maintaining adequate reserves and facilities, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities. The Group's ability to raise debt and/or equity funding in the market remains paramount.

^(iv) An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.2.1 and 5.3.1). This had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification

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Notes to the consolidated financial statements

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Note 8 Financial risk management (cont.)

The Group has no access to credit standby facilities or arrangements for further funding or borrowings in place. The non-interest-bearing financial liabilities the Group had at the end of the reporting period were trade and other payables incurred in the normal course of the business. These were and were due within the normal 30-60 days terms of creditor payments. Interest-bearing liabilities of the Group comprised borrowings (note 5.6), convertible notes (note 5.7), and leases (note 6.2).

■ **Contractual Maturities**

The table below analyses the Group's financial liabilities and assets into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows:

	Within 1 year ^(v)		Greater than 1 year ^(v)		Total ^(v)	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<i>Financial liabilities due for payment</i>						
■ Trade and other payables	20,300	19,413	-	-	20,300	19,413
■ Borrowings	8,400	-	-	8,400	8,400	8,400
■ Financial liabilities – convertible notes	4,293	-	-	3,258	4,293	3,258
■ Leases	2,440	1,840	6,510	2,572	8,950	4,412
Total contractual outflows	35,433	21,253	6,510	14,230	41,943	35,483
<i>Financial assets</i>						
■ Cash and cash equivalents	5,065	4,904	-	-	5,065	4,904
■ Trade and other receivables ^(v)	13,559	13,977	420	631	13,979	14,608
■ Bank guarantees and restricted cash ^(v)	-	-	1,001	1,019	1,001	1,019
■ Investments	-	-	-	136	-	136
Total anticipated inflows	18,624	18,881	1,421	1,786	20,045	20,667
Net outflow on financial instruments	(16,809)	(2,372)	(5,089)	(12,444)	(21,898)	(14,816)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts.

8.2.3 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group's activities minimally expose it to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates. The Group does not enter into derivative financial instruments including foreign exchange forward contracts to hedge against financial risk. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

a. Interest rate risk

The Group are exposed to interest rate risk as the Group borrows funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group's policy is to monitor the interest rate yield curve out to six months to maintain a balance between liquidity of cash assets and interest income. Cash at bank earns interest at floating rates based on daily deposit rates. The Group has no receivables or payables subject to interest rate risk

b. Foreign exchange risk

The Group is not exposed to any material foreign exchange risk.

^(v) An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.2.1 and 5.3.1). The had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification

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Note 8 Financial risk management (cont.)

c. *Price risk*

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group does not presently hold material amounts subject to price risk. As such the Board considers price risk as a low risk to the Group.

8.2.4 *Sensitivity analyses*

The Group is not exposed to any material sensitivities.

8.2.5 *Net fair values*

a. *Fair value estimation*

The fair values of financial assets and liabilities are shown in note 8.1 and can be compared to their carrying amounts in the statement of financial position. Fair value represents the amount at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction

Financial instruments whose carrying value is equivalent to fair value due to their nature include:

- Cash and cash equivalents;
- Trade and other receivables; and
- Trade and other payables.

The methods and assumptions used in determining the fair values of financial instruments are disclosed in the accounting policy notes specific to the asset or liability.

Note 9 Capital management

9.1 Capital

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

Capital is defined as contributed equity, reserves and net debt (borrowings less cash). The Board monitors and approves the capital management framework within which management operates. The Group's objective is to safeguard its ability to continue as a going concern, providing returns for shareholders and benefits for stakeholders. Key parameters such as gearing, earnings growth, cost and maturity of debt, and borrowing capacity are considered when allocating capital and evaluating investments.

The capital structure of the Group can be changed by paying distributions to shareholders, returning capital to shareholders, issuing new shares or selling assets.

9.2 Working capital

The working capital position of the Group was as follows:

	Note	2025 \$'000	2024 \$'000
Cash and cash equivalents	5.1	5,065	4,904
Trade and other receivables ^(vi)	5.2.1	13,559	13,977
Other current assets	5.4.1	1,096	765
Trade and other payables	5.5.1	(20,300)	(19,413)
Borrowings	5.6.1	(8,400)	-
Financial liabilities	5.7.1	(4,293)	(3,258)
Leases	6.2.2	(2,440)	(1,840)
Current provisions	6.4	(3,453)	(3,250)
Working capital position		(19,166)	(8,115)

^(vi) An amount of \$259K relating to bank guarantees and rental bonds was reclassified from other receivables for the comparative period to better reflect the asset's nature (see also note 5.2.1 and 5.3.1). The had no effect on total assets, however working capital reduced in the comparative period as result of the reclassification

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SECTION C. GROUP STRUCTURE

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

- (a) changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation.
- (b) transactions with non-controlling interests, and
- (c) interests in joint operations.

A list of significant subsidiaries is provided in note 10 below.

Note 10 Interest in subsidiaries

The subsidiaries listed below have ordinary shares which are held directly by the Group and the proportion of ownership interest held equals the voting rights held by the Group. Investments in subsidiaries are accounted for at cost.

Entity name	Class of Shares	Percentage owned		Country of incorporation
		2025	2024	
■ Agency Partners WA Pty Ltd	Ordinary	100	100	Australia
■ Ausnet Financial Planning Services Pty Ltd	Ordinary	100	100	Australia
■ Ausnet Financial Pty Ltd	Ordinary	100	100	Australia
■ Ausnet Property Investment Fund Pty Ltd	Ordinary	100	100	Australia
■ Ausnet Real Estate Services Pty Ltd	Ordinary	100	100	Australia
■ Courtesy Real Estate (NSW) Pty Ltd	Ordinary	100	100	Australia
■ Jelina Holdings Pty Ltd	Ordinary	100	100	Australia
■ Move Property Solutions Pty Ltd	Ordinary	100	100	Australia
■ S.J. Laing & Son Pty Ltd	Ordinary	100	100	Australia
■ The Agency Auctions NSW Pty Ltd	Ordinary	100	100	Australia
■ The Agency Canberra Pty Ltd	Ordinary	100	100	Australia
■ The Agency Commercial Real Estate Pty Ltd	Ordinary	100	100	Australia
■ The Agency Marketing Pty Ltd	Ordinary	100	100	Australia
■ The Agency MDC QLD Pty Ltd	Ordinary	100	100	Australia
■ The Agency MDC Pty Ltd	Ordinary	100	100	Australia
■ The Agency Project Sales NSW Pty Ltd	Ordinary	100	100	Australia
■ The Agency Project Sales QLD Pty Ltd	Ordinary	100	100	Australia
■ The Agency Project Sales VIC Pty Ltd	Ordinary	100	100	Australia
■ The Agency Property Management NSW Pty Ltd	Ordinary	100	100	Australia
■ The Agency Real Estate Pty Ltd	Ordinary	100	100	Australia
■ The Agency Sales NSW Pty Ltd	Ordinary	100	100	Australia
■ The Agency Sales QLD Pty Ltd	Ordinary	100	100	Australia
■ The Agency Sales VIC Pty Ltd	Ordinary	100	100	Australia
■ The Agency Strata Pty Ltd	Ordinary	100	100	Australia
■ The Agency Tasmania Pty Ltd	Ordinary	100	100	Australia
■ The Real Estate Group Australia Pty Ltd	Ordinary	100	100	Australia
■ Top Level Real Estate Holdings Pty Ltd	Ordinary	100	100	Australia
■ Top Level Real Estate Pty Ltd	Ordinary	100	100	Australia
■ Top Level Real Estate Sales Pty Ltd	Ordinary	100	100	Australia
■ Value Partner Program Pty Ltd	Ordinary	100	100	Australia
■ Vision Capital Management Ltd	Ordinary	100	100	Australia

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Note 11 Sales of subsidiary**11.1 Sale of Westvalley Pty Ltd**

On 17 May 2024, the Agency sold 80% of its shares in Westvalley Corporation Pty Ltd (**Westvalley**) (trading as Mortgage and Financial Solutions Australia) to Oxygen Capital Group Pty Ltd (**Oxygen**). The Agency has received ≈\$1.1 million in cash for the sale of the 80% stake in Westvalley to Oxygen with The Agency to receive ongoing cashflow through annual profit distribution from Westvalley to The Agency and Oxygen. Proceeds from the sale will be used by The Agency for future working capital.

Under the terms of the transaction, Westvalley (supported by Oxygen) will provide The Agency's real estate agent network with nationwide access to value added proprietary technology and financing products developed by Oxygen. The Agency will also be provided access to future products and services under the agreement.

11.1.1 Details of sale of Westvalley:a. *Consideration*

	2024 \$'000
Cash payment, net of cash disposed	1,155
Less: <i>costs related to disposal</i>	(69)
Net total cash flow disposal consideration	1,086
Less: <i>Carrying amount of net assets/(deficiency) sold</i>	98
Net gain on sale of net assets disposed	1,184

b. *The carrying amounts of the net assets of Westvalley as at the date of sale are as follows:*

	17 May 2024 \$'000
Cash	30
Trade and other receivables	61
Total assets	91
Trade and other payables	(189)
Total liabilities	(189)
Net assets sold	(98)

Note 12 Investment accounted for using the equity method2025
\$'0002024
\$'000**12.1 Non-current**

■ Westvalley Corporation Pty Ltd	12.3.3	350	300
		350	300

12.2 Information about associates

The Group has a 20% equity interest in Westvalley Corporation Pty Ltd (**Westvalley**). The Group's interest in Westvalley is accounted for using equity method in the consolidated financial statements as the Group does not control or have joint control over Westvalley.

	Country of Incorporation	Percentage Owned	
		2025	2024
■ Westvalley Corporation Pty Ltd	Australia	20	20

Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 12 Investment accounted for using the equity method (cont.)

12.3 Summarised financial information

Summarised financial information of the Group's share in Westvalley is as follows:

12.3.1 Summarised financial position

Current assets
Current liabilities
Current net assets
Non-current assets
Non-current liabilities
Non-current net assets
Net assets

	2025 \$'000	2024 \$'000
Current assets	281	165
Current liabilities	(448)	(185)
Current net assets	(167)	(20)
Non-current assets	-	-
Non-current liabilities	-	-
Non-current net assets	-	-
Net assets	(167)	(20)

12.3.2 Summarised financial performance

Revenue and other income
Cost of sales
Administrative expenses
Income tax benefit / (expense)
Total comprehensive income
Group's share of associate's profit after tax
Group's share of associate's other comprehensive income

	2025 \$'000	2024 \$'000
Revenue and other income	1,370	163
Cost of sales	(463)	(55)
Administrative expenses	(368)	(29)
Income tax benefit / (expense)	(162)	(24)
Total comprehensive income	377	55
Group's share of associate's profit after tax	75	11
Group's share of associate's other comprehensive income	-	-

12.3.3 Reconciliation to carrying amounts:

Opening net assets at fair value
Fair value of interest acquired during the period
Share of profit for year
Less: dividends received
Closing net assets (carrying amount of investment)

	2025 \$'000	2024 \$'000
Opening net assets at fair value	300	-
Fair value of interest acquired during the period	-	289
Share of profit for year	75	11
Less: dividends received	(25)	-
Closing net assets (carrying amount of investment)	350	300

12.3.2

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Notes to the consolidated financial statements

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Note 13 Other material accounting policies related to the Group structure**13.1 Basis of consolidation**

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the Consolidated Group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

13.1.1 Business combinations

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

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 *Income Taxes* and AASB 119 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 *Share-Based Payments* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

a. Goodwill

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

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

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in OCI are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

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

b. Intangible assets acquired in a business combination

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

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

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Note 13 Other material accounting policies related to the Group structure (cont.)*c. Contingent liabilities acquired in a business combination*

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the amount recognised initially less cumulative amount of income recognised in accordance with the principles of AASB 15 *Revenue from Contracts with Customers*.

13.1.2 Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as non-controlling interests. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

A list of controlled entities is contained in note 10 *Interest in subsidiaries* of the financial statements.

13.1.3 Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interests are measured at fair value at the date control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

13.1.4 Transactions eliminated on consolidation

All intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

13.1.5 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 using the equity method of accounting, after initially being recognised at cost.

a. Joint arrangements

Under AASB 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. A joint venture is an arrangement that the Group controls jointly with one or more other investors, and over which the Group has rights to a share of the arrangement's net assets rather than direct rights to underlying assets and obligations for underlying liabilities. A joint arrangement in which the Group has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

b. Joint operations

For joint operations, The Agency recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses.

c. Joint ventures

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position.

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Note 13 Other material accounting policies related to the Group structure (cont.)**13.1.6 Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying value of equity-accounted investments is tested for impairment in accordance with the policy described in 6.5.1.

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SECTION D. UNRECOGNISED ITEMS

This section of the notes provides information about items that are not recognised in the financial statements as they do not (yet) satisfy the recognition criteria. In addition to the items and transactions disclosed below, there are also unrecognised tax amounts – see note 4 Income tax.

Note 14 Commitments

There are no material commitments to the Group as at 2025 (2024: Nil).

Note 15 Contingent liabilities

There are no contingent liabilities as at 30 June 2025.

Note 16 Events subsequent to reporting date**16.1 Amendment to secured debt facility**

On 21 July 2025, the Company announced it had entered into an Amendment Deed with Macquarie Bank Limited in respect of its secured debt facility as disclosed in note 5.6.3. The revised terms include:

- Reduction in the interest rate margin from 3.75% to 3.25%;
- Extension of the facility maturity to 30 June 2028;
- Addition of a \$1.6 million draw down facility to fund growth initiatives;
- Removal of the interest cover ratio covenant; and
- Introduction of a new minimum liquidity covenant requiring aggregate cash holdings (excluding amounts under the asset growth fund) of greater than \$1.45 million, increasing to \$2.0 million from 1 July 2026.

There are no other material changes to the terms of the facility, other than those announced previously to the ASX or in its financial accounts.

16.2 Convertible note extension with Peters Investments

On 21 July 2025, the Company announced that it executed a further Deed of Variation with Peters Investments Pty Ltd to the Convertible Note Agreement referred to in note 5.7.3. The amendment changes the maturity date of the Convertible Notes from 22 January 2026 to 31 December 2028, aligning with the extended maturity of the Company's secured debt facility.

The amendment was subject to shareholder approval *Corporations Act 2001* (Cth), and any required statutory, third-party and regulatory approvals. Shareholder approval permits the Company to issue shares to Peters Investments on conversion of the Convertible Notes and in repayment of accrued interest, in accordance with the Convertible Note terms. This would increase Peters Investments' voting power from 30.48% to up to 54.09%.

An independent expert's report has been prepared and concluded that the proposed transaction is reasonable.

Shareholders approved the transaction at a general meeting held on 27 August 2025.

There have been no other matters or circumstances that have arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

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SECTION E. OTHER INFORMATION

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

Note 17 Key management personnel (KMP) compensation

The names and positions of KMP are as follows:

- Andrew Jensen Executive Chairman and Chief Operating Officer
- Paul Niardone Executive Director
- Adam Davey Non-Executive Director
- Michael Schaper Non-Executive Director (appointed 1 December 2024)
- Other KMP:
 - Matt Lahood CEO – Real Estate
- Former KMP included in current and comparative information:
 - Geoff Lucas Managing Directors and Chief Executive Officer (CEO) (ceased 6 August 2024)

Information regarding individual Directors and executives' compensation and some equity instruments disclosures as required by the Corporations Regulations 2M.3.03 is provided in the *Remuneration report* table on page 18.

	2025 \$	2024 \$
Short-term employee benefits	1,985,941	2,213,463
Post-employment benefits	99,006	115,519
Equity-settled share-based payments	-	188,262
Other long-term benefits	-	-
Termination benefits	275,000	-
Total	2,359,947	2,517,244

Note 18 Related party transactions

Some Directors or former Directors of the Group hold or have held positions in other companies, where it is considered that they control or significantly influence the financial or operating policies of those entities. During the year, the following entities provided services to the Group.

Related party	Nature of transactions	KMP	Total transactions		Receivable/(payable) balance	
			2025 \$	2024 \$	2025 \$	2024 \$
Matt Lahood ^a	Loans	Matt Lahood	559,291	566,382	559,291	566,382

a. As a 30 June 2025, an amount of \$559,291 was advanced to Mr Lahood (2024: \$566,382). The terms of the advance include:

- **Principal sum** Up to \$650,000
- **Loan commencement** 27 October 2021
- **Interest rate** 8% per annum (after 12 months from 1 November 2023)
- **Default interest rate** Interest rate above plus 5% per annum
- **Securities** Any future sales commissions and future income and wages as per EA entitlements
- **Instalment date** Amount is due on final repayment date or when any due amounts are payable on STI payments and sales commissions from property sales that are due. Discretionary payments during the term can also be paid.
- **Repayment date** 31 December 2026

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Note	19	Earnings per share (EPS)	Note	2025 \$'000	2024 \$'000
19.1		Reconciliation of earnings to profit or loss			
		Profit or (loss) for the year		(5,437)	(4,889)
		Less: profit attributable to non-controlling equity interest		-	-
		Profit or (loss) used in the calculation of basic and diluted EPS		(5,437)	(4,889)
				2025 No.	2024 No.
19.2		Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS		435,025,231	428,575,917
		Weighted average number of dilutive equity instruments outstanding	19.5	N/A	N/A
19.3		Weighted average number of ordinary shares outstanding during the year used in calculation of diluted EPS		435,025,231	428,575,917
				2025 ¢	2024 ¢
19.4		Earnings per share			
		Basic EPS (cents per share)	19.5	(1.25)	(1.14)
		Diluted EPS (cents per share)	19.5	N/A	N/A
19.5		As at 30 June 2025, the Group has 1,500,000 unissued shares under options (2024: 11,500,000) and no performance shares on issue (30 June 2024: 11,000,000). The Company has deemed all performance rights conditions have been met and the rights vested. Unvested options and performance rights are not considered to be dilutive. In addition, the Group does not report diluted earnings per share on losses generated by the Group. The Group's unissued shares under option and performance shares were anti-dilutive in both 2025 and 2024.			

Note	20	Share-based payments	Note	2025 \$	2024 \$
20.1		Share-based payments:			
		■ Recognised in profit and loss:			
		□ Share-based payment expense – Performance rights	20.2.2c,20.3	-	153,192
		□ Share-based payment expense – Amortisation of option issued in prior period	20.2.2b	-	35,070
		□ Share-based payment expense – Options	20.2.2a.i	-	50,250
				-	238,512
		Gross share-based payments		-	238,512
20.2		Share-based payment arrangements in effect during the period			
20.2.1		Issued during the current year			
		None			
20.2.2		Issued in prior year			
		a. <i>Options issued as consulting fees</i>			
		i. In connection with corporate advisory services (RM Corporate Finance Pty Ltd (RM), where RM receives a monthly retainer of \$4,000 as well as 1,500,000 options. These performance rights have been valued and issued on terms as detailed below and in note 20.5.			

Number under Option	Date of Expiry	Consideration	Exercise Price	Vesting Terms
1,500,000	30.11.2026	Nil	\$0.050	Vest immediately

The total value of the options was \$50,250.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 20 Share-based payments (cont.)b. *Chief Executive Officer – Remuneration Options*

On the commencement of employment, the Company granted Mr Geoff Lucas 30,000,000 options in accordance with his employment agreement, on the following terms:

Number under Option	Date of Expiry	Consideration	Exercise Price	Vesting Terms
10,000,000	29 September 2022 <i>Expired</i>	nil	\$0.050	60 days after 6-month probationary period 28 November 2021
10,000,000	29 September 2023 <i>Expired</i>	nil	\$0.075	12 months after 6-month probationary period 29 September 2022
10,000,000	29 September 2024	nil	\$0.100	24 months after 6-month probationary period 29 September 2023

Of these option 10,000,000 options expired in both 29 September 2022 and 29 September 2023 and the remaining 10,000,000 lapsed upon termination of employment on 6 August 2024.

c. *Executive Director – Performance rights*

At the Company's AGM, held 28 January 2022, shareholder approval was obtained to issue 11,000,000 performance rights that will convert into shares upon Performance Milestones being achieved, to Mr Paul Niardone under his Executive Services Agreement. These performance rights have been valued and issued on terms as detailed below and in note 20.3. As at 30 June 2024 the performance rights conditions had been met and were converted on 28 November 2024.

Class of Performance Right	Performance Condition	Performance rights No.	Milestone Date	Expiry Date	Probability of milestones met %	Performance Condition Satisfied
A	24 months continuous Company service	8,000,000	28.01.2024	28.01.2024	100	Yes
B	Achievement of one of the following: (i) recruitment by The Agency (WA) and the Company's Sell Lease Property Model of 85 Agents by 30 June 2024; or (ii) achievement of GCI of \$50,000,000 for the financial year ending 30 June 2024 by The Agency (WA).	3,000,000	30.06.2024	30.06.2024	100	Yes

20.3 Fair value of performance rights granted in prior periods

The fair value of the rights granted to employees is deemed to represent the value of the employee services received over the vesting period.

Note reference	20.2.2c	20.2.2c	
Grant date:	28 January 2022	28 January 2022	
Grant date share price:	\$0.045	\$0.045	
Milestone date	28 January 2024	30 June 2024	
Performance right conversion price:	\$nil	\$nil	
Number of rights issued:	8,000,000	3,000,000	
Remaining life (years):	0.57	1.00	
Value per right	\$0.045	\$0.045	
Probability of milestone being met (%):	100	100	
Fair values:			Total
Total fair value	\$400,000	\$127,500	\$527,500
Recognised in the period	\$116,165	\$37,027	\$153,192

Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 20 Share-based payments (cont.)

20.4 Movement in Company options share-based payment arrangements during the period

A summary of the movements of all Company options issued as share-based payments is as follows:

	2025		2024	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding at the beginning of the year	11,500,000	\$0.093	20,000,000	\$0.088
Granted	-	-	1,500,000	\$0.050
Exercised	-	-	-	-
Expired	(10,000,000)	\$0.100	(10,000,000)	\$0.075
Outstanding at year-end	1,500,000	\$0.050	11,500,000	\$0.093
Exercisable at year-end	1,500,000	\$0.050	11,500,000	\$0.093

- The weighted average remaining contractual life of options outstanding at year end was 1.42 years (2024: 0.53 years).
- The fair value of the options granted to employees is deemed to represent the value of the employee services received over the vesting period.
- Of the 11,500,000 options, 10,000,000 lapsed upon termination of employment on 6 August 2024.

20.5 Fair value of options granted in during prior period

The weighted average fair value of options granted during the prior year was \$0.0335. These values were calculated using the Black-Scholes option pricing model, applying the following inputs to options issued the prior year:

Note reference	20.2.2a
Grant date:	30 November 2023
Grant date share price:	\$0.045
Option exercise price:	\$0.050
Number of options issued:	1,500,000
Remaining life (years):	2.92
Expected share price volatility:	130.56
Risk-free interest rate:	3.93%
Value per option	\$0.0335

Fair values:

Total fair value	\$50,250
Recognised in the period	\$50,250

Historical volatility was the basis for determining expected share price volatility as it is assumed that this is indicative of future movements. The life of the options is based on historical exercise patterns, which may not eventuate in the future.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 20 Share-based payments (cont.)**20.5.1 Accounting policy**

The Group has provided payment to service providers and related parties in the form of share-based compensation whereby services are rendered in exchange for shares or rights over shares, *equity-settled transactions*. The cost of these equity-settled transactions is measured by reference to the fair value at the date at which they are granted. The fair value is determined using an appropriate valuation model for services provided by employees or where the fair value of the goods or services received cannot be reliably estimated.

For goods and services received where the fair value can be determined reliably the goods and services and the corresponding increase in equity are measured at that fair value. The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable.

At each balance date, the entity revises its estimates of the number of options with non-market vesting conditions that are expected to become exercisable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant parties become fully entitled to the award, vesting date.

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) the extent to which the vesting period has expired; and
- (ii) the number of awards that, in the opinion of the Directors of the Group, will ultimately vest.

This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

20.5.2 Key estimate**a. Share-based payments**

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 20.5.

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 21 Operating segments**21.1 Identification of reportable segments**

The Group has identified its operating segments based on the internal reports that are provided to the Board of Directors (**the Board**) monthly and in determining the allocation of resources.

The Group is primarily managed according to its service offerings, as each exhibits distinct risk profiles and performance evaluation criteria. Accordingly, operating segments are determined on this basis.

21.2 Types of services by segment**21.2.1 Real estate property services**

This represents revenue received from real estate services including selling of property, and settlement agent services.

21.2.2 Property management services

This represents revenue received for provision of property management services

21.2.3 Mortgage origination services

In accordance with AASB 8 *Operating Segments*, the Group has replaced its Mortgage Origination Services segment with Property Management Services following the sale of the mortgage business in the prior financial year. Mortgage origination is no longer material and has been reclassified to other segments in the current period. This change reflects the Group's current strategic focus. Comparative segment information has been reclassified to ensure consistency with current disclosures and to provide relevant insight into the Group's performance and resource allocation.

21.2.4 Other

This represents non-reportable segments including head office, property investments, and other services.

21.3 Basis of accounting for purposes of reporting by operating segments**21.3.1 Accounting policies adopted**

Unless otherwise stated, all amounts reported to the Board, being the chief operating decision maker, are prepared in accordance with the accounting policies adopted in the Group's annual financial statements.

21.3.2 Inter-segment transactions

Inter-segment transactions are eliminated on consolidation. Inter-segment loans are initially recognised at the consideration transferred, net of transaction costs. Where such loans are not on commercial terms, they are not adjusted to fair value using market interest rates. This treatment differs from that applied in the statutory financial statements.

21.3.3 Segment assets and liabilities

Where an asset is used across multiple segments, the asset is allocated to that segment that receives majority economic value from that asset. Usually, segment assets are clearly identifiable on the basis of their nature and physical location.

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

21.3.4 Unallocated items

The following items of revenue, expenses, assets, and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Head office and corporate costs;
- Net gains on disposal of available-for-sale investments;
- Impairment of assets and other non-recurring items of revenue and expense;
- Income tax expense, and current and deferred tax assets and liabilities;
- Other financial assets;
- Intangibles assets; and
- Discontinued operations.

21.3.5 Segment information

- a. The Group's operations are from Australian sources and therefore no geographical segments are disclosed.
- b. Segmented reporting of assets and liabilities is not provided, as the Board receives information on a consolidated basis.

21.4 Major customers

The Group has a diversified range of customers across various geographic locations and businesses, and is not dependant on any one customer above 5%.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 21 Operating segments (cont.)

21.5 Segment financial performance

	Real estate property services ^(a) \$'000	Property management services ^(a) \$'000	Total reportable segments \$'000	Other segments ^(a) \$'000	Total \$'000
30 June 2025					
<i>Revenue</i>					
■ External revenues	84,930	13,610	98,540	1	98,541
■ Inter-segment revenues	-	-	-	-	-
Total segment revenue	84,930	13,610	98,540	1	98,541
Total group revenue and other income					98,541
Segment EBITDA	11,095	3,069	14,164	-	14,164
■ Unallocated corporate costs					(10,406)
EBITDA					3,758
<i>Reconciliation of segment loss to Group loss:</i>					
<i>(i) Allocated items:</i>					
■ Gain or (loss) on disposal of assets	54	13	67	(18)	49
■ Depreciation and amortisation	(1,749)	(4,167)	(5,916)	(703)	(6,619)
■ Fair value adjustments	-	-	-	-	-
■ Net finance costs	(619)	(799)	(1,418)	(1,563)	(2,981)
■ Valuation costs	-	(30)	(30)	-	(30)
■ Share of profit or (loss) from associate	75	-	75	-	75
<i>(ii) Unallocated items:</i>					
■ Fair value adjustments	-	-	-	311	311
Loss before income tax					(5,437)
30 June 2024 ^(a)					
<i>Revenue</i>					
■ External revenues	75,224	11,837	87,940	33	87,973
■ Inter-segment revenues	-	-	-	-	-
Total segment revenue	75,224	11,837	87,940	33	87,973
Total group revenue and other income					87,973
Segment EBITDA	9,597	2,185	11,898	-	11,898
■ Unallocated corporate costs					(10,290)
EBITDA					1,608
<i>Reconciliation of segment loss to Group loss:</i>					
<i>(i) Allocated items:</i>					
■ Gain on disposal of assets	(6)	-	98	1,136	1,228
■ Depreciation and amortisation	(1,609)	(4,070)	(24)	(723)	(6,426)
■ Fair value adjustments	175	-	175	-	175
■ Net finance costs	(361)	(690)	1	(1,003)	(2,053)
■ Redundancy costs	-	-	-	(35)	(35)
■ Share of associate profit or (loss)	11	-	11	-	11
<i>(ii) Unallocated items:</i>					
■ Legal costs non-recurring	-	-	-	(332)	(332)
■ Fair value adjustments	-	-	-	778	778
■ Share-based payments	-	-	-	(239)	(239)
Loss before income tax					(5,285)

(a) As detailed in note 21.2.3 the Group has replaced its Mortgage Origination Services segment with Property Managements Services.

Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 22 Parent entity disclosures

The Agency Group Australia Ltd is the ultimate Australian parent entity and ultimate parent of the Group.

The Agency Group Australia Ltd did not enter into any trading transactions with any related party during the year.

22.1 Financial position of The Agency Group Australia Ltd

	2025 \$'000	2024 \$'000
Current assets	1,436	1,433
Non-current assets	3,384	2,923
Total assets	4,820	4,356
Current liabilities	4,820	4,356
Non-current liabilities	-	-
Total liabilities	4,820	4,356
Net assets	-	-
<i>Equity</i>		
Issued capital	44,163	43,635
Share-based payment reserve	50	1,590
Accumulated losses	(44,213)	(45,225)
Total equity	-	-

22.2 Financial performance of The Agency Group Australia Ltd

	2025 \$'000	2024 \$'000
Loss for the year	-	(238)
Other comprehensive income	-	-
Total comprehensive income	-	(238)

22.3 Contractual commitments

The parent company has no capital commitments at 2025 (2024: \$nil). The parent company other commitments are disclosed in note 14 *Commitments*.

22.4 Contingent liabilities and guarantees

There are no guarantees entered into by The Agency Group Australia Ltd for the debts of its subsidiaries as at 2025 (2024: none). The parent company other contingencies are disclosed in note 15 *Contingent liabilities*.

Note 23 Auditor's remuneration

	2025 \$	2024 \$
Remuneration of the auditor for:		
■ Auditing or reviewing the financial reports:		
□ Hall Chadwick WA Audit Pty Ltd	176,000	170,000
■ Non-audit services provided by a related practice of the Auditor	-	-
	176,000	170,000

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Notes to the consolidated financial statements

for the year ended 30 June 2025

Note 24 Statement of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated.

24.1 Basis of preparation**24.1.1 Reporting Entity**

The Agency Group Australia Ltd (**The Agency** or the **Company**) is a listed public company limited by shares, domiciled and incorporated in Australia. These are the consolidated financial statements and notes of The Agency and controlled entities (collectively the **Group**). The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. The Group is a for-profit entity and is primarily involved in the integrated real estate services.

The separate financial statements of The Agency, as the parent entity, have not been presented with this financial report as permitted by the *Corporations Act 2001* (Cth).

24.1.2 Basis of accounting

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the *Corporations Act 2001* (Cth).

Australian Accounting Standards (**AASBs**) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AASBs ensures that the financial statements and notes also comply with IFRS as issued by the IASB.

The financial statements were authorised for issue on 28 August 2025 the Directors of the Company.

24.1.3 Going Concern

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

The Group incurred a loss for the year of \$5.44 million (2024: \$4.89 million loss) and a net cash in-flow from operating activities of \$4.19 million (2024: \$2.09 million in-flow). The loss for during the year was impacted by interest and finance costs (\$2.04 million), depreciation and amortisation (\$6.62 million), and salaries and employment costs (\$80.84 million). These items were partially offset by an increase in revenue to \$98.54 million.

As at 30 June 2025, the Company had a working capital deficit of \$19.17 million (2024: \$8.12 million working capital deficit). In the current year, the convertible note with the value of \$4.29 million, was reclassified to current and included in working capital (as disclosed in note 5.7.4b), there is no contractual requirement for the notes to be settled in cash in the next 12 months.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet commitments and working capital requirements for the 12-month period from the date of signing this financial report.

The ability of the Group to continue as a going concern is principally dependent on the following:

- The Group continuing to generate cash flows from operations; and
- The Group not breaching the terms of its borrowing facilities.

As disclosed in notes 16.1 and 16.2, subsequent to year end, the Company entered into an Amendment Deed with Macquarie Bank Limited (**MBL**) to further extend the existing banking facilities under more favourable terms. The facility was due to expire on 20 July 2025. As part of the MBL extension, the Company also finalised a further Deed of Variation with Peters Investments on the existing convertible note arrangement, which was approved by shareholders on 27 August 2025.

In addition to this, should the Company be required to refinance the facility or settle the loan over the next 12-month period, they are confident they would be able to seek alternative finance and / or consider further asset sales which could realise significant off-balance sheet value of its intangible assets. The Company has recently obtained an independent professional valuation of the rent rolls which indicates the market value of these assets to be around \$37.41 million, which equates to \$33.41 million held off balance sheet (30 June 2024: \$28.91 million held off balance sheet).

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Group's history of raising capital to date, the Directors are confident of the Group's ability to raise additional funds as and when they are required.

Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 24 Statement of material accounting policies

24.1.4 Comparative figures

Where required by AASBs comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

24.1.5 New and Amended Standards Adopted by the Group

A number of amended standards became applicable for the current reporting period. The group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards.

24.2 Goods and Services Tax

Goods and Services Tax (GST) is and Australian broad-based consumption taxes that the Group is exposed to.

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the Australian Taxation Office (or jurisdictional equivalent) is included as a current asset or liability in the balance sheet.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Commitments and contingencies are disclosed net of the GST recoverable from, or payable to, the taxation authority.

24.3 Foreign currency transactions and balances

24.3.1 Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the legal parent entity's functional and presentation currency. The functional currency of the Group is the Australian Dollar.

24.4 Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements made by management in the application of AASBs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 24.4.1.

24.4.1 Critical accounting estimates and judgments

Management discusses with the Board the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- a. Key estimate – Taxation Refer note 4.8 *Income tax*.
- b. Key judgement and keys estimate – Impairment of goodwill and rent rolls Refer note 6.3 *Intangible assets*.
- c. Key judgement – determining the lease term Refer note 6.2 *Leases*.
- d. Key estimate – determining convertible note embedded derivative Refer note 5.7 *Financial liabilities*.

24.5 Fair value

24.5.1 Fair value of assets and liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable AASB.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly unforced transaction between independent, knowledgeable, and willing market participants at the measurement date.

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Notes to the consolidated financial statements
for the year ended 30 June 2025

Note 24 Statement of material accounting policies

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

Where possible, market information is obtained from the principal market for the asset or liability, being the market with the highest volume and level of activity. In the absence of a principal market, the most advantageous market available at the reporting date is used. This is the market that maximises the proceeds from the sale of the asset or minimises the payments to transfer the liability, after considering transaction and transport costs.

For non-financial assets, the fair value measurement also considers a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding share-based payment arrangements) may be measured, in the absence of an observable market price, by reference to market information where such instruments are held as assets. Where this is not available, other valuation techniques are applied and, where material, disclosed in the relevant note to the financial statements.

24.5.2 Fair value hierarchy

AASB 13 *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e., transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

24.5.3 Valuation techniques

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs reflecting the assumptions buyers and sellers would use when pricing the asset or liability, including risks. The Group prioritises techniques that maximise observable inputs and minimise unobservable inputs. Observable inputs are those based on market data, such as publicly available transaction information, that reflect assumptions generally used by market participants. Unobservable inputs are those for which market data is unavailable and are developed using the best information available.

24.6 New Accounting Standards and Interpretations not yet mandatory or early adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2025 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

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Consolidated Entity Disclosure Statement

Entity name	Ownership interest 2025	Type of entity	Trustee, partner, or participant in a joint venture	Country of incorporation	Australian resident for tax purposes	Foreign jurisdiction(s) of foreign residents
■ The Agency Group Australia Ltd	Parent	Body corporate	N/A	Australia	Australian	N/A
■ Agency Partners WA Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Ausnet Financial Planning Services Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Ausnet Financial Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Ausnet Property Investment Fund Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Ausnet Real Estate Services Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Courtesy Real Estate (NSW) Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Jelina Holdings Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Move Property Solutions Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ S.J. Laing & Son Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Auctions NSW Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Canberra Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Commercial Real Estate Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Marketing Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency MDC QLD Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency MDC Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Project Sales NSW Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Project Sales QLD Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Project Sales VIC Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Property Management NSW Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Real Estate Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Sales NSW Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Sales QLD Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Sales VIC Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Strata Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Agency Tasmania Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ The Real Estate Group Australia Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Top Level Real Estate Holdings Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Top Level Real Estate Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Top Level Real Estate Sales Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Value Partner Program Pty Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Vision Capital Management Ltd	100	Body corporate	N/A	Australia	Australian	N/A
■ Westvalley Corporation Pty Ltd	20	Body corporate	N/A	Australia	Australian	N/A

The Agency Group Australia Ltd and its wholly-owned Australian subsidiaries have formed an income tax consolidated group (the **Tax Group**) under the tax consolidation legislation. Each entity in the Tax Group recognises its own current and deferred tax liabilities (**DTL**), except for any DTLs resulting from unused tax losses and tax credits, which are immediately assumed by the parent entity. The Group notified the Australian Tax Office that it had formed a Tax Group to apply from 1 July 2019. The Tax Group has entered a tax sharing agreement whereby each company in the Tax Group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the Tax Group.

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Consolidated Entity Disclosure Statement (cont.)

Basis of preparation

This Consolidated Entity Disclosure Statement (**CEDS**) has been prepared in accordance with the *Corporations Act 2001* (Cth). It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Determination of Tax Residency

Section 295(3A) of the *Corporation Acts 2001* (Cth) defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. It should be noted that the definitions of "Australian resident" and "foreign resident" in the *Income Tax Assessment Act 1997* are mutually exclusive. This means that if an entity is an *Australian resident*, it cannot be a *foreign resident* for the purposes of disclosure in the CEDS.

In determining tax residency, the consolidated entity has applied the following interpretation:

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.

Directors' declaration

The Directors of the Company declare that in the Directors' opinion:

1. The attached financial statements and notes, as set out on pages 23 to 74, are in accordance with the *Corporations Act 2001* (Cth) including:
 - (a) complying with Accounting Standards, the Corporations Regulations 2001, and other mandatory professional reporting requirements; and
 - (b) giving a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the financial year ended on that date
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 24.1.2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001* (Cth).

The Consolidation Entity Disclosure Statement on page 73 is true and correct as at 30 June 2025.

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

On behalf of the Directors



ANDREW JENSEN

Executive Chairman

Dated this Thursday, 28 August 2025

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE AGENCY GROUP AUSTRALIA LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of The Agency Group Australia Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the director's declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Intangible assets</p> <p>As disclosed in note 6.3 to the financial statements, the Consolidated Entity had intangible assets with a carrying amount of \$17.3m as at 30 June 2025 consisting of goodwill and acquired rent rolls and trail books.</p> <p>The impairment assessment of the Consolidated Entity's intangible assets is a Key Audit Matter due to:</p> <ul style="list-style-type: none"> • The significance of the balance to the Consolidated Entity's financial position; and <p>The presence of impairment indicators and judgement required in assessing the value in use of the cash generating units ("CGU's") to which the intangible assets relate.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> • Assessed the Consolidated Entity's determination of CGU's; • Obtained an understanding of management's basis for determining the fair value less costs to sell of the rent roll intangible assets; • Assessed the basis of the property management multiples used with reference to a report prepared by an independent expert; • Assessed management's value in use calculations including analysis of key assumptions and inputs such as discount rates and assessing the reasonableness of the forecasts prepared; and • Review of the disclosures included in note 6.3 to the financial report.
<p>Borrowings</p> <p>As disclosed in notes 5.6.1 to the financial statements, the Consolidated Entity had borrowings of \$8.4m as at 30 June 2025.</p> <p>Borrowings are considered to be a key audit matter due to the significance of the balances to the Consolidated Entity's financial position.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> • Analysing the agreements to identify the terms and conditions of facility; • Obtaining confirmation for the loan balances outstanding; • Reviewing the loan covenant submissions; • Reviewing revised agreement subsequently agreed with Macquarie Bank, and ensuring new facility terms adequately disclosed within the financial report; • Reviewing of the disclosures included in note 5.6.1 to the financial report.

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Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue recognition</p> <p>During the year ended 30 June 2025, the Consolidated Entity generated revenue of \$98.5m.</p> <p>Revenue recognition is considered a key audit matter due to its financial significance.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> • We reviewed the Consolidated Entity's revenue accounting policy and their contracts with customers and assessed its compliance with AASB 15 Revenue from Contracts with Customers; • Performed substantive audit procedures on a sample basis by verifying revenue to relevant supporting documentation including verification contractual terms of the relevant agreements, verification of receipts and ensuring the revenue was recognised at the appropriate time and classified correctly; • Performed cutoff procedures to assess whether revenue is recorded in the correct period; and • Reviewing of the disclosures included in note 1.1 to the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2025, 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, with the exception of the remuneration report and our related assurance opinion.

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

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consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability 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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.
- We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Company, for the year ended 30 June 2025, 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 s 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.

Hall Chadwick
HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis
MARK DELAURENTIS CA
Director

Dated this 28th day of August 2025
Perth, Western Australia

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Corporate governance statement

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

The Corporate Governance Statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The Company's governance-related documents can be found on its website at www.investors.theagency.com.au/corporate-governance.

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Additional Information for Listed Public Companies

The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

1 Capital as at 13 August 2024

a. Ordinary share capital

439,576,589 ordinary fully paid shares held by 837 shareholders.

b. Options over Unissued Shares

Number of Options	Exercise Price \$	Expiry Date	ASX Status
1,500,000	0.050	30 November 2026	Unlisted
1,500,000			

c. Voting rights

The voting rights attached to each class of equity security are as follows:

- **Ordinary shares:** Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- **Options:** Options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the options are exercised or performance shares convert and subsequently registered as ordinary shares.

d. Substantial Shareholders as at 13 August 2024

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
Peters Investments Pty Ltd	134,000,000	30.48
Ben Collier Investments Pty Ltd <Ben Collier Investments P/L>	27,060,515	6.16
MAK Property Group Pty Ltd <MAK A/C>	25,690,547	5.84
Teldar Real Estate Pty Ltd <MI Lahood Family A/C>	24,349,790	5.54

e. Distribution of Shareholders as at 13 August 2024

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 1,000	206	34,087	0.01
1,001 – 5,000	97	268,272	0.06
5,001 – 10,000	88	678,641	0.15
10,001 – 100,000	283	10,855,549	2.47
100,001 – and over	163	427,740,040	97.31
	837	439,576,589	100.00

f. Unmarketable Parcels as at 13 August 2024

There were 521 shareholders who held less than a marketable parcel of shares, holding 3,130,242 shares.

g. On-Market Buy-Back

There is no current on-market buy-back.

h. Restricted Securities

The Company has currently no restricted securities. However, ordinary shares issued upon conversion of the Performance Rights will be voluntarily escrowed for one year from the date of issue of the Shares.

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Additional Information for Listed Public Companies

i. 20 Largest Shareholders — Ordinary Shares as at 13 August 2024

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	Peters Investments Pty Ltd	134,000,000	30.48
2.	Ben Collier Investments Pty Ltd <Ben Collier Investments P/L>	27,060,515	6.16
3.	MAK Property Group Pty Ltd <MAK A/C>	25,690,547	5.84
4.	Teldar Real Estate Pty Ltd <MJ Lahood Family A/C>	24,349,790	5.54
5.	1800homeloans Pty Ltd <Phoenix Aggregation A/C>	19,624,130	4.46
6.	SEMC 2 Pty Limited <The Chen Asset A/C>	17,475,530	3.98
7.	Hanzheng KSW Pty Ltd <Hanzheng KSW Unit A/C>	16,666,667	3.79
8.	Trindis Pty Ltd	14,186,951	3.23
9.	Trilogy Services Pty Ltd <Trilogy Services A/C>	7,692,308	1.75
10.	Mr Irwin David Klotz	7,314,032	1.66
11.	Dawney & Co Ltd	7,093,011	1.61
12.	Smats Consortium Pty Ltd	7,000,000	1.59
13.	Coast Equity Pty Ltd <The Fogarty Super Fund A/C>	6,870,073	1.56
14.	Mr James John Clive Rodda	6,728,592	1.53
15.	Martianne Pty Ltd <Crabb Family Invest No 2 A/C>	5,000,000	1.14
16.	Mr Richard Raymond Keel <Keel Investment A/C>	5,000,000	1.14
17.	Mr Subodh Raja Kode	4,887,088	1.11
18.	Profess Investments Pty Ltd <Brutus Superannuation A/C>	4,886,026	1.11
19.	Mr Clinton James Quay	4,862,000	1.11
20.	BNP Paribas	3,293,024	0.75
Total		349,680,284	79.54

j. Unquoted Securities Holders Holding More than 20% of the Class as at 13 August 2024

■ Unlisted Options (Exercise price \$0.05, Expiry Date: 30.11.26)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class	
1.	Hawera Pty Ltd <The Bailey Family A/C>	600,000	40.00
2.	Mr Peter Darren Russell	600,000	40.00
3.	Sabre Power Systems Pty Ltd	300,000	20.00
Total	1,500,000	100.00	
Total Unlisted Options (Exercise price \$0.05, Expiry Date: 30.11.26)	1,500,000		

2 The Company Secretary is Stuart Usher.

3 Principal registered office

As disclosed in note *Company details* on page 27 of this Annual Report.

4 Registers of securities

As disclosed in the *Corporate directory* on page i of this Annual Report.

5 Stock exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited, as disclosed in the *Corporate directory* on page i of this Annual Report.

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