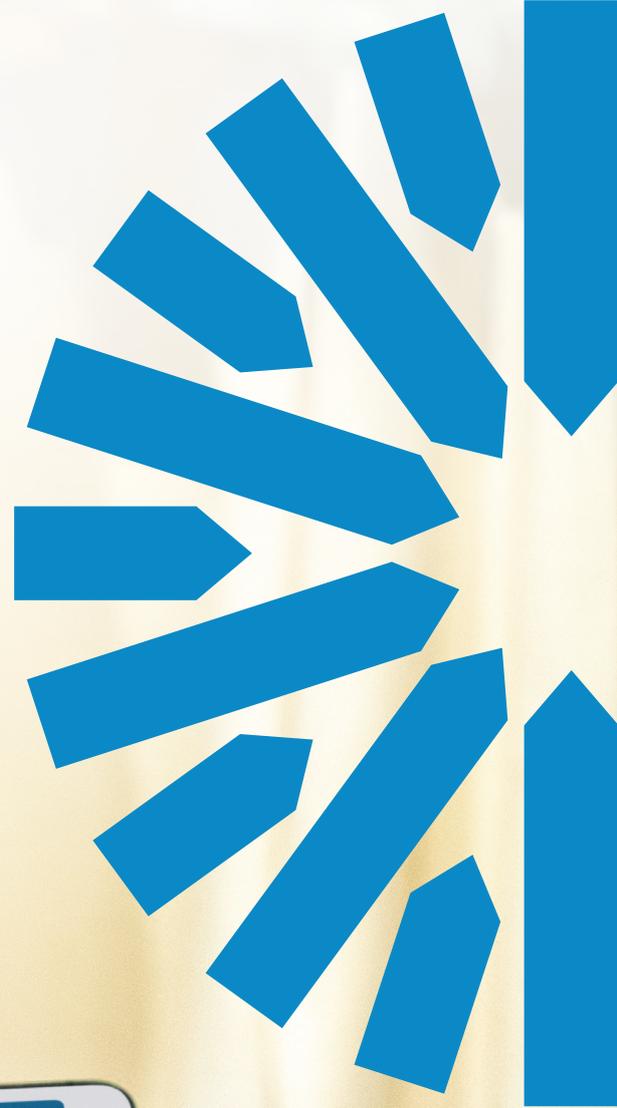


tyro

INTERIM REPORT

H1 FY26 Results

Tyro Payments Limited ABN 49 103 575 042



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APPENDIX 4D (LISTING RULE 4.2A.3)

Half-Year Report

Name of Entity	Tyro Payments Limited
ABN	49 103 575 042
Reporting period	For the half-year ended 31 December 2025
Previous period	For the half-year ended 31 December 2024

Results for Announcement to the Market

Key information	% change	Half-year ended 31 December	
		2025	2024
		\$'000	\$'000
Transaction value ¹	4.0%	22,856,572	21,971,420
Revenue from ordinary activities (normalised)	1.1%	251,095	248,310
Gross profit (normalised) ²	5.0%	117,565	111,982
EBITDA (normalised) ³	19.8%	39,539	32,996
Profit before tax (normalised) ⁴	68.8%	17,804	10,548
Profit before tax (statutory)	72.3%	17,668	10,256
Profit after tax (statutory) attributable to the ordinary equity holders of Tyro Payments Limited	72.3%	17,668	10,256

¹ Transaction value is a non-IFRS financial measure and is unaudited. Transaction value represents the total value of merchant sales that are processed through the Tyro payments platform and does not represent revenue in accordance with Australian Accounting Standards.

² Normalised gross profit is adjusted to reflect the Bendigo and Adelaide Bank Limited Alliance (Bendigo Alliance or Bendigo) gross profit share not deducted from statutory gross profit but reflected within the movement on commission liability relating to the Bendigo Alliance.

³ Tyro uses EBITDA as a non-IFRS measure of business performance, which excludes share-based payments expense, share of gain from associates, the non-cash accounting impact of the Bendigo Alliance and other one-off costs.

⁴ Normalised net profit before tax excludes the non-cash accounting impact of the Bendigo Alliance and other one-off costs.

Net tangible asset backing

	31 Dec 2025	31 Dec 2024
Net tangible assets per share	\$0.24	\$0.16

Net tangible assets are calculated by deducting the Bendigo customer relationship intangible assets of \$46.9 million, right-of-use assets of \$15.1 million and deferred tax assets of \$20.3 million from net assets, while including the associated commission payable to Bendigo and Adelaide Bank Limited, lease payables and deferred tax liability in total liabilities.

ASX Listing Rules require the liabilities funding these assets to be deducted from Net Tangible Assets, however, does not allow the recognition of these intangible assets, resulting in the 24 cents net tangible assets per share in 31 December 2025 and 16 cents per share in 31 December 2024.

Dividends

No dividends were declared or paid and are not proposed to be paid in respect of the half-year ended 31 December 2025 (H1 FY25: Nil).

Details of Associates

Details of associated entities in which Tyro holds an interest or controls as at 31 December 2025:

Entity	Principal activities	Principal place of business	Ownership/control interest	
			31 Dec 2025	31 Dec 2024
Axis IP Pty Ltd	Payments software provider	Brisbane, Australia	11.0%	11.0%

Details of Controlled Entities

On 4 July 2024 the Tyro Employee Share Trust (Tyro EST) was established. The Tyro EST is used to acquire Tyro shares to satisfy employee and director exercises of options and rights. The Tyro EST forms part of the Group and is wholly consolidated for financial statement purposes.

Compliance Statement

For additional disclosure in compliance with Listing Rule 4.2A.3, refer to the accompanying Interim Financial Report (which includes the Directors' Report) for the half-year ended 31 December 2025, the Investor Presentation and ASX Media Release as released to the ASX on 24 February 2026.

Basis of Preparation

The Interim Financial Report for the half-year period ended 31 December 2025:

- is for the group consisting of Tyro Payments Limited and its controlled entities (together, the Group);
- is presented in Australian dollars, with all values rounded to the nearest thousand dollars, or in certain cases, the nearest dollar, in accordance with the Australian Securities & Investments Commission Corporations Instrument 2016/191;
- has been prepared in accordance with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Act 2001;
- has been prepared on a going concern basis; and
- does not include all the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the Tyro Payments Limited Annual Report for the year ended 30 June 2025 and any public announcements made by Tyro Payments Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The accounting policies applied by the Group in this Interim Financial Report are the same as those applied by the Group in its financial report for the year ended 30 June 2025.

This report is based on the Consolidated Financial Statements for the half-year ended 31 December 2025 which have been reviewed by Ernst & Young.

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INTO BUSINESS BIG TIME



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DIRECTORS' REPORT



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DIRECTORS' REPORT

The Board of Directors present their report together with the Interim Financial Report of the Group consisting of Tyro Payments Limited (the Company) and its controlled entities (Tyro or the Group) for the half-year ended 31 December 2025.

Directors

The following persons were directors of the Company during the half-year and up to the date of this report unless otherwise noted:

Fiona Pak-Poy (Chair)	Chair and Non-executive Director	Independent	
Claire Hatton	Non-executive Director	Independent	
Aliza Knox	Non-executive Director	Independent	
Paul Rickard	Non-executive Director	Independent	
Shefali Roy	Non-executive Director	Independent	
Steven Holmes	Non-executive Director	Independent	
Jon Davey	CEO and Managing Director	Executive	Resigned 5 December 2025

Details including term of office, qualifications, experience and information on other directorships held by directors can be found on Tyro's Investor Centre at: [Board of Directors](#)

Highlights from H1 FY26

Figures and performance commentary presented on a normalised basis, unless otherwise stated.

In the first six months of FY26 ("the period"), we made excellent progress against our strategy to deliver integrated payments and banking with the successful launch of our new transaction account and lending product. We also announced the acquisition of Thriday, an AI powered financial management platform for small business owners. Combining all of this into one place will help make doing business easier for our merchants.

In the period, we delivered gross profit of \$117.6 million, a 5.0% increase compared with H1 FY25 ("the prior period") and this was predominantly driven by a 5.6% increase in Tyro Core (Tyro Payments Limited excluding Bendigo) payment volumes. EBITDA increased by 19.8% to \$39.5 million and this represents an EBITDA margin of 33.6%. Our statutory profit before tax increased by 72.3% to \$17.7 million.

DIRECTORS' REPORT

REVIEW OF OPERATIONS

Group Performance (H1 FY26)

Numbers and performance commentary are prepared on a normalised basis, unless stated otherwise.

Gross profit for the period increased 5.0% to \$117.6 million, tracking within our FY26 guidance range, of gross profit between \$230 million and \$240 million in FY26, representing growth of between 4.5% and 9.0% compared with FY25.

Gross profit

	H1 FY26	H1 FY25	Change
	\$'000	\$'000	%
Gross profit	117,565	111,982	5.0%
Payments gross profit	104,072	98,216	6.0%
Banking gross profit	8,201	7,784	5.4%
Corporate and other gross profit	5,292	5,982	(11.5%)

Payments

Gross profit for payments increased 6.0% to \$104.1 million, supported by a 4.0% increase in total transaction value and 0.8 basis points improvement in our gross payment margin.

The 4.0% increase in total transaction value to \$22.9 billion was driven by a 5.6% increase in Tyro Core payment volumes, which increased by \$1.1 billion to \$20.9 billion. This growth in Core payment volumes benefited from the improvement in the value of new merchants added in FY25, and a lower level of churn compared with last year. This was partially offset by a 10.0% reduction in Bendigo payment volumes, to \$2.0 billion.

Within Tyro Core, Retail and Hospitality grew by \$0.7 billion (H1 FY25: negative \$0.5 billion) on a combined basis, representing growth of 4.8% compared with last year. The improvement in growth reflects two main drivers: a reduction in the level of back-book churn which is noticeably lower in the period as we've completed retention strategies and seen a levelling off in business closures; and the increase in the value of new merchants that joined in FY25.

Payment volumes in Health increased by 9.4% to \$4.0 billion as Tyro Health continues to gain market share across many of the sub-verticals. Growth in H1 FY26 was impacted by changes to Bulk Billing rates, which have had a negative effect on the growth in gap payments.

Elsewhere, payment volumes in our Services vertical increased by 4.1% in the period, and volumes for our Bendigo Alliance reduced by 10.0% in the period.

The gross payment margin for H1 FY26 was 45.5 basis points, an increase of 0.8 basis points compared to H1 FY25. The improvement in the gross payment margin predominantly reflects the short-term benefits we saw from lower scheme and interchange fees, which we have now passed through to merchants in lower pricing. This was partially offset by the mix effect of greater sales originated through our partner channels.

Banking

Banking gross profit in the period increased by 5.4% to \$8.2 million. This was supported by an 18.7% increase in loan originations to \$88.7 million. Growth in loan originations was mostly driven by a higher average loan size, and increased despite a short period of time when lending was unavailable to new merchants, as part of the scheduled platform transition.

We launched our new Transaction Account for customers in September 2025, and since launch (to 31 December 2025) we added over 923 new active Transaction Account users. Our total number of active Transaction Account users is 12,367, an increase of 37.7% compared with 31 December 2024. Total deposit balances increased by 27.9% to \$114.0 million.

Corporate

In addition to the gross profit earned on payments and banking activities, we also generated \$5.3 million of other corporate gross profit, which includes the interest earned on our corporate cash balances.

Expenses

	H1 FY26 \$'000	H1 FY25 \$'000	Change %
Operating costs	75,050	77,269	(2.9%)
Employee benefit expenses	46,562	50,701	(8.2%)
Other operating expenses	28,488	26,568	7.2%
Lending and non-lending losses	2,976	1,717	73.3%
Total expenses	78,026	78,986	(1.2%)

Total expenses (including lending and non-lending losses) were \$78.0 million for the period, a 1.2% reduction compared to the prior period.

The employee benefits expense was 8.2% lower due to a reduction in the average headcount in the period and a higher level of capitalisation driven by a higher proportion of development work. This also partly reflects that employee benefits expense is typically more heavily weighted to the second half of FY26.

Other operating expenses of \$28.5 million were 7.2% higher than the prior period, with the largest increases seen in software, hosting and licensing costs and included the commencement of fees associated with the new banking platform.

Lending and non-lending losses increased by 73.3% in the period to \$3.0 million. Whilst lending losses reduced by 19.5% to \$1.2 million, in the period we increased our provision within non-lending losses relating to recovery expectations for historical customer accounts.

	H1 FY26 \$'000	H1 FY25 \$'000	Change %
Gross profit	117,565	111,982	5.0%
Total expenses	(78,026)	(78,986)	(1.2%)
EBITDA	39,539	32,996	19.8%
EBITDA margin	33.6%	29.5%	+4.1 ppts

As a result of the higher gross profit and reduction in total expenses, EBITDA for the period increased by 19.8% to \$39.5 million, representing an EBITDA margin of 33.6%. Our EBITDA margin in H1 FY25 was 29.5%.

Statutory profitability

	H1 FY26 \$'000	H1 FY25 \$'000	Change %
EBITDA	39,539	32,996	19.8%
Share-based payments	(3,025)	(2,004)	50.9%
Depreciation and amortisation	(18,179)	(18,027)	0.8%
Impairment of intangible assets	-	(1,747)	(100.0%)
EBIT	18,336	11,218	63.5%
Other interest expense	(531)	(670)	(20.7%)
Normalised profit before tax	17,804	10,548	68.8%
Statutory items	(136)	(292)	(53.4%)
Statutory profit before tax	17,668	10,256	72.3%

On a normalised basis, profit before tax increased by 68.8% to \$17.8 million, predominantly driven by the 19.8% increase in EBITDA to \$39.5 million.

At a statutory level, profit before tax increased by 72.3% to \$17.7 million, from \$10.3 million in H1 FY25. The delta between normalised and statutory profit before tax relates to the share of gains from associates, the adjustment for the Bendigo Alliance, and other one-off costs.

DIRECTORS' REPORT

Financial Position

With total cash and financial investments (excluding equity investments) of \$202.0 million (30 June 2025: \$286.0 million), the Group has sufficient liquidity in place to continue to fund its growth strategy. The movement of negative \$84.0 million in cash and financial investments largely reflects a positive movement of \$13.6 million from free cash flow that was generated in the period, offset by a net outflow of \$97.6 million largely relating to banking cash flows and net scheme receivables.

At 31 December 2025, the Group had total assets of \$482.6 million (30 June 2025: \$547.6 million) of which 41.9% related to cash and financial investments, with the remainder relating primarily to an intangible asset recognised for customer relationships on the Bendigo Alliance, the right-of-use asset recognised on the office lease at 55 Market Street, Sydney, receivables from card schemes, plant and equipment and loans.

At 31 December 2025, the Group had total liabilities of \$235.5 million (30 June 2025: \$320.7 million) of which 48.4% related to bank account deposits, with the remainder relating to trade and other payables, lease liabilities and provisions. The Group's total assets exceeded its total liabilities by \$247.1 million.

Regulatory Landscape, Capital and Funding

Tyro holds an authority under the Banking Act 1959 (Cth) to carry on a banking business as an Authorised Deposit-taking Institution and is subject to prudential capital requirements set by APRA. The Group is fully compliant with the prudential capital requirements prescribed by APRA and has sufficient capital to fund ongoing operations.

The Group had cash and financial investments of \$202.0 million at the end of the reporting period. The Group is also well capitalised with a total capital ratio of 74.3% (30 June 2025: 83.9%). The total capital ratio remains well above APRA prudential capital requirements.

Risk Management

The Board is responsible for reviewing and approving the Group's risk management strategy, including determining the Group's appetite for risk. The CEO and executive management team are responsible for implementing the risk management strategy and framework, and for developing policies, controls, processes and procedures for identifying and managing risk.

Matters subsequent to the end of the half-year

On 15 January 2026, Tyro Payments Limited acquired Team Thrive Pty Ltd and its controlled entities ("Thriday"), which operates as an AI-powered financial management platform for SMEs. The acquisition included Thriday's software. The Group also assumed all non-overdue liabilities and the employment of Thriday staff. The fair value of the consideration paid for Thriday's business was \$8,000,000, paid via cash.

As at the date of signing this report, the business combination accounting is not yet finalised. The Group expects the key identifiable assets and liabilities of the acquisition to relate to intangible assets (software).

In the opinion of the Directors, there are no other matters or circumstances which have arisen between 31 December 2025 and the date of this report that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

Auditor's independence declaration

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act 2001 is set out on page 11 of the Interim Financial Report for the half-year ended 31 December 2025.

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



Fiona Pak-Poy

Chair



Paul Rickard

Independent Director and Chair of Audit Committee

Sydney, 24 February 2026



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with confidence**

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Auditor's independence declaration to the directors of Tyro Payments Limited

As lead auditor for the review of the half-year financial report of Tyro Payments Limited for the half-year ended 31 December 2025, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review;
- b. No contraventions of any applicable code of professional conduct in relation to the review; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the review.

This declaration is in respect of Tyro Payments Limited and the entities it controlled during the financial period.

Ernst & Young

Anita Kariappa
Partner
24 February 2026

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FINANCIAL STATEMENTS

Consolidated Statement of Comprehensive Income

For the Half-Year ended 31 December 2025

		Dec 25	Dec 24
	Notes	\$'000	\$'000
Fees and terminal rental income	2	236,464	233,480
Interest income	2	13,977	13,098
Gain on financial instruments	2	358	1,097
Other income		389	635
Total revenue		251,188	248,310
Interchange, integration and support fees	2	(127,659)	(129,619)
Terminal accessories and other expenses		(709)	(1,339)
Interest expense on deposits and banking expenses		(752)	(598)
Total direct expenses		(129,120)	(131,556)
Gross profit		122,068	116,754
Employee benefits expense		(46,562)	(50,701)
Share-based payments expense		(3,025)	(2,004)
Licensing, hosting and communication costs		(12,697)	(11,295)
Administrative and other expenses	2	(8,884)	(8,099)
Marketing expense		(4,150)	(4,815)
Contractor and consulting expenses		(3,038)	(2,359)
Lending and non-lending losses	2	(2,906)	(1,717)
Depreciation and amortisation	8,11,12	(22,546)	(22,382)
Impairment of intangible assets	12	-	(1,747)
Other interest expense		(1,254)	(1,442)
Total operating expenses		(105,062)	(106,561)
Share of gain from associates		662	63
Profit before income tax		17,668	10,256
Income tax benefit/(expense)	4	-	-
Profit after income tax		17,668	10,256
Other comprehensive income			
FVOCI reserve - revaluation (loss)/gain, net of tax		(442)	321
Total comprehensive income for the period		17,226	10,577
Earnings per share for profit attributable to the Ordinary Equity Holders of Tyro Payments Limited	Notes	Cents	Cents
Basic earnings per share	19	3.36	1.95
Diluted earnings per share	19	3.26	1.91

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying Notes.

Consolidated Statement of Financial Position

As at 31 December 2025

	Notes	Dec 25 \$'000	Jun 25 \$'000
Assets			
Current assets			
Cash and cash equivalents		83,279	189,355
Due from other financial institutions	5	25,857	15,900
Trade and other receivables	6	31,075	20,646
Loans	7	49,296	45,793
Financial investments	9	12,677	2,577
Net investment in sublease	8	774	-
Prepayments		10,648	6,107
Inventories		749	766
Total current assets		214,355	281,144
Non-current assets			
Loans	7	2,876	3,325
Financial investments	9	84,165	82,171
Investment in associate	10	1,326	664
Property, plant and equipment	11	54,303	51,291
Right-of-use assets	8	15,081	21,100
Net investment in sublease	8	4,889	-
Intangible assets and goodwill	12	85,674	87,981
Net deferred tax asset		19,885	19,885
Total non-current assets		268,199	266,417
Total assets		482,554	547,561
Liabilities			
Current liabilities			
Deposits		114,045	93,415
Trade and other payables	14	46,724	147,058
Lease liabilities	8	4,367	3,988
Provisions	15	5,619	6,148
Total current liabilities		170,755	250,609
Non-current liabilities			
Other payables	14	39,102	42,902
Lease liabilities	8	22,646	24,064
Provisions	15	2,976	3,162
Total non-current liabilities		64,724	70,128
Total liabilities		235,479	320,737
Net assets		247,075	226,824
Equity			
Contributed equity	16	277,678	276,454
Reserves	16	69,569	67,901
Accumulated losses	16	(100,172)	(117,531)
Total equity		247,075	226,824

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying Notes.

FINANCIAL STATEMENTS

Consolidated Statement of Changes in Equity

For the Half-Year ended 31 December 2025

	Notes	Contributed equity \$'000	FVOCI reserve \$'000	Share-based payments reserve \$'000	General reserve for credit losses \$'000	Accumulated losses \$'000	Total \$'000
At 1 July 2024		279,466	(12)	58,587	4,314	(134,681)	207,674
Profit for the year		-	-	-	-	10,256	10,256
Other comprehensive income		-	321	-	-	-	321
Total comprehensive income		-	321	-	-	10,256	10,577
Issue of share capital – from options and rights exercised		313	-	-	-	-	313
Share-based payments		-	-	2,004	-	-	2,004
Purchase of treasury shares		(3,791)	-	-	-	-	(3,791)
Transfer to general reserve for credit losses		-	-	-	123	(123)	-
Transfer from FVOCI reserve		-	-	-	-	-	-
At 31 December 2024		275,988	309	60,591	4,437	(124,548)	216,777
Profit for the year		-	-	-	-	7,559	7,559
Other comprehensive income		-	281	-	-	-	281
Total comprehensive income		-	281	-	-	7,559	7,840
Issue of share capital – from options and rights exercised		392	-	-	-	-	392
Share-based payments		-	-	1,824	-	-	1,824
Purchase of treasury shares		(9)	-	-	-	-	(9)
Treasury shares allocated to employees		83	-	(83)	-	-	-
Transfer to general reserve for credit losses		-	-	-	-	-	-
Transfer from FVOCI reserve		-	-	-	542	(542)	-
At 30 June 2025	16	276,454	590	62,332	4,979	(117,531)	226,824
Profit for the year		-	-	-	-	17,668	17,668
Other comprehensive income		-	(442)	-	-	-	(442)
Total comprehensive income		-	(442)	-	-	17,668	17,226
Share-based payments		-	-	3,025	-	-	3,025
Treasury shares allocated to employees		1,224	-	(1,224)	-	-	-
Transfer to general reserve for credit losses		-	-	-	309	(309)	-
At 31 December 2025	16	277,678	148	64,133	5,288	(100,172)	247,075

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying Notes.

Consolidated Statement of Cash Flows

For the Half-Year ended 31 December 2025

	Notes	Dec 25 \$'000	Dec 24 \$'000
Cash flows from operating activities			
Fees and terminal rental and other income received		259,868	254,944
Interchange, integration and support fees paid		(139,903)	(142,202)
Interest received		14,331	13,437
Interest paid		(1,426)	(1,668)
Payments to employees and contractors		(49,595)	(54,111)
Movement in terminals		(12,073)	(12,993)
Other operating expenses paid		(45,904)	(41,243)
Movement in scheme and other receivables		(115,796)	(17,103)
Net cash flows used in operating activities excluding loans and deposits		(90,498)	(939)
Movement in loans		(3,871)	42
Movement in deposits		20,629	269
Net cash flows used in operating activities		(73,740)	(628)
Cash flows from investing activities			
Movement in term deposit investments			
Purchases		(10,000)	(92)
Proceeds on maturity		-	601
Movement in financial investments			
Purchases		(14,500)	(14,500)
Proceeds		2,000	7,000
Movement in property, plant and equipment (excluding terminals)			
Purchases		(643)	(328)
Payments for intangible assets		(6,844)	(4,032)
Investment in sublease		(355)	-
Net cash flows used in investing activities		(30,342)	(11,351)
Cash flows from financing activities			
Proceeds from exercise of share options and rights		-	313
Purchase of shares		-	(3,791)
Payments of the principal portion of leases		(1,994)	(1,646)
Net cash flows used in financing activities		(1,994)	(5,124)
Net movement in cash and cash equivalents		(106,076)	(17,103)
Cash and cash equivalents at beginning of period		189,355	50,771
Cash and cash equivalents at end of period		83,279	33,668

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

FINANCIAL STATEMENTS

Notes to the Financial Statements

For the Half-Year ended 31 December 2025

1. Statement of accounting policies

The significant policies which have been adopted in the preparation of this financial report are set out below.

The financial report includes the consolidated financial statements of Tyro Payments Limited (the Company or Tyro) and its controlled entities (together referred to as the Group).

Tyro is a public company listed on the Australian Securities Exchange (ASX), registered and domiciled in Australia.

Tyro is an Australian payments provider and Authorised Deposit-taking Institution. Through partnerships with point-of-sale providers, the Group delivers integrated in-store, online and mobile payment experiences to merchants operating in the hospitality, retail, services and health sectors, complemented by banking, lending and financial management solutions designed to support business operations and growth. The Group's operations are further described in the Operating & Financial Review in Tyro's Annual Report.

The financial report of the Group was authorised for issue in accordance with a resolution of the Directors on 24 February 2026.

(a) Basis of preparation

The interim financial report is a general purpose financial report, which has been prepared in accordance with AASB 134 Interim Financial Reporting and the requirements of the *Corporations Act 2001*. The interim financial report complies with Australian Accounting Standards, and other authoritative pronouncements of the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) and Interpretations as issued by the International Accounting Standards Board (IASB).

The interim financial report does not include all of the information required for a full annual financial report and should be read in conjunction with the financial report of the Group for the financial year ended 30 June 2025.

Similar categories of income and expenses have been grouped together. Prior year comparative information for these amounts, where necessary, have been reclassified to achieve consistency in disclosure with current financial year amounts and other disclosures.

The interim financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars, under the option available to the Group under ASIC Corporations Instrument 2016/191, unless otherwise stated.

(b) Going concern

The Directors consider the Group is able to pay its debts as and when they fall due, and therefore the Group is able to continue as a going concern.

(c) Material accounting policies

The accounting policies applied by the Group in this interim financial report are the same as those applied by the Group in its financial report for the year ended 30 June 2025.

(d) Significant accounting judgements, estimates and assumptions

In applying the Group's accounting policies, Management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group.

All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to Management. Actual results may differ from judgements, estimates and assumptions. Significant judgements, estimates and assumptions made by Management in the preparation of the interim financial report, including the key sources of estimation uncertainty, are updated for the reporting date and consistent with those applied in the Group's financial report for the year ended 30 June 2025

2. Revenue and expenses

The profit before tax expense has been arrived at after accounting for the following items:

	Dec 25 \$'000	Dec 24 \$'000
Fees and terminal rental income		
Merchant service fee	221,815	216,240
Terminal rental income	13,401	15,859
Other fee income	1,248	1,381
	236,464	233,480
Interest Income		
Effective interest income	6,194	6,761
Interest income on lease	93	-
Interest income on loans ¹	7,690	6,337
	13,977	13,098
Gain on financial instruments		
Fair value gain ¹	358	1,097
	358	1,097
Interchange, integration and support fees		
Interchange and scheme fees	(106,809)	(112,806)
Integration, support and other fees	(20,850)	(16,813)
	(127,659)	(129,619)
Administrative and other expenses		
Terminal management and logistics	(2,463)	(2,528)
Insurance	(1,090)	(1,183)
Other expenses	(5,331)	(4,388)
	(8,884)	(8,099)
Lending and non-lending losses		
Lending losses ¹	(1,174)	(1,542)
Non-lending losses	(1,732)	(175)
	(2,906)	(1,717)

¹ Fair value gain on loans excludes interest income on loans and lending losses. Interest income on loans and lending losses have been disclosed as separate items within the Consolidated Statement of Comprehensive Income.

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

3. Segment reporting

(a) Description of segments and principal activities

For management purposes, the Group is organised into two operating segments, comprising Payments and Banking. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, which is the CEO. The Group operates in one geographical segment being Australia.

The Corporate and other segment, which is not considered an operating segment of the Group, is used to reconcile the total segment results back to the consolidated results. It consists of other income and costs that fall outside the day-to-day operations of the Group. These include the Group's head office, all employee benefits expenses and other operating expenses, all of which are recorded below Gross Profit.

The Group's reportable segments under AASB 8 Operating Segments are as follows:

Reportable Segment	Principal activities
Payments	Acquires electronic payment transactions from merchants. Revenue is primarily earned from fees charged for processing acquired transactions. Revenue is also earned from other fee income, terminal rental income and the sale of terminal accessories. Direct expenses include scheme and interchange fees, integration, support and other fees and cost of terminal accessories sold.
Banking	Complementary banking services to merchants. Revenue is earned from fees charged on loans and interest income on excess deposits. Interest expense is incurred on merchant deposits.

(b) Revenue and gross profit by segment

	Payments ¹ \$'000	Banking ² \$'000	Corporate and other ³ \$'000	Total \$'000
Dec 25				
Revenue	236,849	8,953	5,386	251,188
Gross profit	108,481	8,201	5,386	122,068
Dec 24				
Revenue	233,946	8,382	5,982	248,310
Gross profit	102,988	7,784	5,982	116,754

¹Gross profit of the Payments segment is payments revenue and income less direct expenses.

²Gross profit of the Banking segment is income from merchant lending adjusted for the fair value movement on loans, interest income on excess deposits and interest expense on merchant deposits.

³Gross profit of Corporate and other includes income from investments and other revenue and income.

	Dec 25 \$'000	Dec 24 \$'000
Gross profit	122,068	116,754
Operating expenses	(81,262)	(80,990)
Depreciation and amortisation	(22,546)	(22,382)
Impairment of assets	-	(1,747)
Other interest expenses	(1,254)	(1,442)
Share of gain from associates	662	63
Profit before tax	17,668	10,256

3. Segment reporting (continued)

(c) Assets and liabilities by segment

	Payments \$'000	Banking \$'000	Corporate and other \$'000	Total \$'000
Dec 25				
Segment assets	236,489	125,896	120,169	482,554
Segment liabilities	77,229	115,257	42,993	235,479
Jun 25				
Segment assets	353,604	100,774	93,183	547,561
Segment liabilities	188,199	93,603	38,935	320,737

4. Income tax

(a) Income tax expense

Major components of income tax expense for the period ended 31 December 2025.

	Dec 25 \$'000	Dec 24 \$'000
Current income tax		
Current income tax charge	-	-
Deferred income tax		
Relating to origination and reversal of temporary differences	(2,331)	1,866
(Utilisation)/recognition of previously unrecognised tax losses and R&D tax credits	2,331	(1,866)
Income tax benefit in the statement of comprehensive income	-	-
Amount reported directly in other comprehensive income and equity		
Deferred tax related to items recognised in equity during the period	-	-
Income tax benefit reported in equity	-	-

(b) Reconciliation of income tax expense and prima facie tax

	Dec 25 \$'000	Dec 24 \$'000
Operating profit before tax	17,668	10,256
At the statutory income tax rate of 30%	(5,300)	(3,077)
Purchase of treasury shares	-	1,140
Share-based payment remuneration	(907)	(601)
Share of gain/(loss) from associates	199	19
Other non-deductible expenses	(47)	(67)
Recoupment of prior year tax losses and R&D tax credits not brought to account	3,724	4,452
(Utilisation)/recognition of deferred tax on previously unrecognised tax losses and R&D tax credits	2,331	(1,866)
Total income tax expense	-	-

Approximately \$944,000 (tax effected) R&D tax credits and temporary differences have not been recognised as at balance date (30 June 2025: \$2,904,000 of unrecognised carried forward revenue losses, R&D tax credits and temporary differences).

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

5. Due from other financial institutions

	Dec 25	Jun 25
	\$'000	\$'000
Term deposits	10,000	-
Deposits pledged as collateral	15,857	15,900
	25,857	15,900

6. Trade and other receivables

	Dec 25	Jun 25
	\$'000	\$'000
Scheme and other receivables ¹	13,924	2,408
Merchant acquiring fees	17,510	18,264
Expected credit loss provision	(359)	(26)
	31,075	20,646

¹Scheme receivables are presented net of merchant payables in line with the Group's accounting policy.

	Total	Current	1-30 days	31-60 days	61-90 days	>90 days	Expected credit losses
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Carrying value December 2025	31,075	31,406	28	-	-	-	(359)
Carrying value June 2025	20,646	20,672	-	-	-	-	(26)

7. Loans

	Dec 25	Jun 25
	\$'000	\$'000
Current		
Loans (net of unearned fees)	49,296	45,793
Non-current		
Loans (net of unearned fees)	2,876	3,325
Total loans	52,172	49,118

Income from loans comprises interest income of \$7,690,000 (31 December 2024: \$6,337,000), fair value gain of \$358,000 (31 December 2024: gain of \$1,097,000) and net lending loss of \$1,174,000 (31 December 2024: net lending loss of \$1,542,000).

8. Leases

Group as lessee – property lease

Set out below, are the carrying amounts of the Group's right-of-use assets and lease liabilities in the Consolidated Statement of Financial Position and the movements during the period:

	Right-of-use assets \$'000	Lease liabilities \$'000
As at 1 July 2025	21,100	28,052
Additions	952	956
Depreciation expense	(1,756)	-
Interest expense	-	589
Payments	-	(2,584)
Recognition of sublease	(5,215)	-
As at 31 December 2025	15,081	27,013

	Dec 25 \$'000	Jun 25 \$'000
Current		
Lease liabilities	4,367	3,988
Non-current		
Lease liabilities	22,646	24,064
Total lease liabilities	27,013	28,052

Set out below is a maturity analysis of lease liabilities, showing undiscounted lease payments to be paid after the reporting date.

	Dec 25 \$'000	Jun 25 \$'000
Contractual undiscounted cash flows		
Within one year	5,445	5,115
After one year but not more than five years	24,462	23,165
More than five years	294	3,448
Total undiscounted lease liabilities	30,201	31,728

The amounts recognised in the Consolidated Statement of Comprehensive Income are as follows:

	Dec 25 \$'000	Dec 24 \$'000
Depreciation expense of right-of-use assets	(1,756)	(1,800)
Interest expense on lease liabilities	(589)	(660)
Rent expense on short-term leases	(29)	(44)
Total amount recognised in the statement of comprehensive income	(2,374)	(2,504)

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

8. Leases (continued)

Group as lessor – sublease agreement

In September 2025, the Group subleased two floors of the Sydney Head Office lease. The sublease is non-cancellable and ends on 31 December 2030, one month prior to the head lease. The sublease does not include an option to extend and is subject to annual rental increases of 3.25%.

Set out below, are the carrying amounts of the Group's net investment in sublease in the Consolidated Statement of Financial Position and the movements during the period:

	Dec 25	Jun 25
	\$'000	\$'000
As at 1 July 2025	-	-
Recognition	5,570	-
Interest income on sublease	93	-
As at 31 December 2025	5,663	-
	Dec 25	Jun 25
	\$'000	\$'000
Current		
Net investment in sublease	774	-
Non-current		
Net investment in sublease	4,889	-
Total net investment in sublease	5,663	-

Set out below is a maturity analysis of lease receivables, showing undiscounted lease payments to be received after the reporting date.

	Dec 25	Jun 25
	\$'000	\$'000
Undiscounted lease payments receivable		
Within one year	1,049	-
After one year but not more than five years	5,445	-
More than five years	-	-
Total undiscounted lease payments receivable	6,494	-
Unearned interest income	(831)	-
Net investment in sublease	5,663	-

9. Financial investments

	Dec 25	Jun 25
	\$'000	\$'000
Current		
Bonds	12,677	2,577
	12,677	2,577
Non-current		
Bonds	80,207	78,213
Equity investments	3,958	3,958
	84,165	82,171

Bonds have been classified between current and non-current based on maturity date. The bonds are held for liquidity purposes and qualify as eligible collateral for repurchase agreements with the Reserve Bank of Australia.

The Group holds an equity investment in Mr Yum Holdings Pty Ltd (Mr Yum). Mr Yum is a mobile menu ordering and payment platform used by leading hospitality and entertainment venues for dine-in, pick-up and delivery.

10. Investment in associate

	Dec 25	Jun 25
	\$'000	\$'000
Investment in associate		
Axis IP Pty Ltd (Paypa Plane)	1,326	664
	1,326	664

Paypa Plane is a payments technology business transforming scheduled payments. The investment in associate is initially recognised at cost and subsequently increased or decreased by the Group's share of Paypa Plane's net profit or loss after the acquisition date.

11. Property, plant and equipment

Reconciliation of net carrying amounts at the beginning and end of the half-year:

	Terminals	Furniture and office equipment	Computer equipment	Leasehold improvements	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Half-year ended 31 December 2025					
At 1 July 2025 net of accumulated depreciation	43,114	52	1,425	6,700	51,291
Additions	14,259	-	562	81	14,902
Disposals	(246)	-	(5)	-	(251)
Depreciation for the half-year	(10,421)	(8)	(595)	(615)	(11,639)
At 31 December 2025 net of accumulated depreciation	46,706	44	1,387	6,166	54,303
At 30 June 2025					
Cost	120,613	2,765	13,246	10,466	147,090
Accumulated depreciation	(77,499)	(2,713)	(11,821)	(3,766)	(95,799)
Net carrying amount	43,114	52	1,425	6,700	51,291

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

11. Property, plant and equipment (continued)

	Terminals \$'000	Furniture and office equipment \$'000	Computer equipment \$'000	Leasehold improvements \$'000	Total \$'000
At 31 December 2025					
Cost or fair value	121,469	2,765	13,767	10,547	148,548
Accumulated depreciation	(74,763)	(2,721)	(12,380)	(4,381)	(94,245)
Net carrying amount	46,706	44	1,387	6,166	54,303

12. Intangible assets and goodwill

Reconciliation of net carrying amounts at the beginning and end of the half-year:

	Software \$'000	Customer relationships \$'000	Goodwill \$'000	Total \$'000
Half-year ended 31 December 2025				
At 1 July 2025 net of accumulated amortisation and impairment	21,774	52,520	13,687	87,981
Additions	6,844	-	-	6,844
Amortisation for the half-year	(4,575)	(4,576)	-	(9,151)
At 31 December 2025 net of accumulated amortisation and impairment	24,043	47,944	13,687	85,674
At 30 June 2025				
Cost	49,868	114,913	13,687	178,468
Accumulated amortisation and impairment	(28,094)	(62,393)	-	(90,487)
Net carrying amount	21,774	52,520	13,687	87,981
At 31 December 2025				
Cost	56,712	114,913	13,687	185,312
Accumulated amortisation and impairment	(32,669)	(66,969)	-	(99,638)
Net carrying amount	24,043	47,944	13,687	85,674

Impairment considerations

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group is required to make a formal estimate of the recoverable amount. If the carrying value of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

There were no indicators of impairment present on any assets in the current period. In prior period, based on an impairment assessment of software intangibles \$1,747,000 was recognised within 'Impairment of intangible assets' in the Consolidated Statement of Comprehensive Income.

Key assumptions and sensitivity

The cash flow projections require Management to make significant estimates and judgements. Each of the assumptions is subject to significant judgement about future economic conditions and the ongoing development of the industries in which the CGUs operate. Forecasted cash flows are risk-adjusted allowing for estimated changes in the business and the competitive trading environment.

Cash flow projections are based on forecast revenue growth arising from forecast TV for the Bendigo Alliance. The weighted average cost of capital (WACC) applied to the cash flow projections in prior year was 11.3% which reflects the current market assessment of the time value of money and the risks specific to the relevant segments in which the CGU operates.

13. Share based payments

The Group provides benefits to employees (including Key Management Personnel (KMP)) from time to time including share-based payments as remuneration for service.

(a) Fair value of options under the Employee Share Option Plan (ESOP)

The following table illustrates the number of outstanding options, weighted average exercise prices (WAEP) in cents and movements of share options during the half-year:

	Dec 25 Number	Dec 25 WAEP (Cents)	Dec 24 Number	Dec 24 WAEP (Cents)
Monthly linear and annual linear vesting				
Opening	110,257	-	724,739	61
Granted	-	-	-	-
Exercised	(20,033)	-	(244,552)	-
Forfeited or expired	(90,224)	-	(597)	-
Closing	-	-	479,590	92
Of which: Exercisable at the end of the period	-	-	479,590	92
Performance based vesting				
Opening	855,453	179	1,581,050	179
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited or expired	(145,122)	179	(114,900)	179
Closing	710,331	179	1,466,150	179
Of which: Exercisable at the end of the period	710,331	179	1,466,150	179
Total outstanding at the end of the period	710,331		1,945,740	
Total exercisable at the end of the period	710,331		1,945,740	

(b) Performance rights, service rights, remuneration sacrifice rights and rights to shares under other contractual arrangements

The following table illustrates the number of outstanding rights, weighted average exercise prices (WAEP) in cents and movements of rights during the half-year:

	Dec 25 Number	Dec 25 WAEP (Cents)	Dec 24 Number	Dec 24 WAEP (Cents)
Opening	18,406,899	-	16,883,794	-
Granted	3,257,438	-	6,263,795	-
Exercised	(3,697,428)	-	(3,256,209)	-
Forfeited or expired	(4,581,943)	-	(1,505,049)	-
Total outstanding at the end of the period	13,384,966	-	18,386,331	-
Total exercisable at the end of the period	3,626,060	-	4,448,223	-

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

14. Trade and other payables

	Dec 25	Jun 25
	\$'000	\$'000
Current		
Scheme fees, commissions and other accruals	27,124	23,342
Commissions payable to Bendigo Bank	7,417	7,325
Accounts payable	260	1,257
Merchant payables and other liabilities	11,923	115,134
	46,724	147,058
Non-current		
Commissions payable to Bendigo Bank	39,102	42,902
	39,102	42,902

Commissions payable to Bendigo Bank

The Group has an alliance with Bendigo and Adelaide Bank Limited (Bendigo Bank) for merchant acquiring services, known as the Bendigo Alliance. As part of the Bendigo Alliance, Bendigo Bank agreed to transfer existing and refer potential customers to the Group for the provision of a co-branded merchant acquiring service. In return, Bendigo Bank received upfront consideration and ongoing commission from existing and newly referred Bendigo Bank business customers who use the Group's merchant acquiring services.

The present value of commission payable on existing customer network and future rollouts are based on the net revenue achieved.

15. Provisions

	Annual Leave	Long Service Leave	Make Good Provision ¹	Other Provisions ²	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2025	4,177	2,561	2,247	325	9,310
Amounts provided/(utilised or released) during the period	(849)	43	(16)	107	(715)
Balance at 31 December 2025	3,328	2,604	2,231	432	8,595
Current	3,328	1,859	-	432	5,619
Non-current	-	745	2,231	-	2,976
Balance at 31 December 2025	3,328	2,604	2,231	432	8,595

¹ The make good provision is for the expected costs of restoring the office space to its original condition at the conclusion of the lease.

² Other provisions relates to amounts payable to suppliers and merchants based on expected costs to be incurred.

16. Contributed equity and reserves

(a) Movement in ordinary shares on issue

	Number of shares	\$'000
At 1 July 2024	524,524,266	279,466
Share options and rights exercised	4,137,249	-
Proceeds relating to options exercised ¹	-	705
At 30 June 2025	528,661,515	280,171
Share options and rights exercised	2,365,836	-
At 31 December 2025	531,027,351	280,171
Less: Treasury shares purchased ²	(4,087,412)	(3,800)
Add: Treasury shares allocated to employees	1,449,965	1,307
At 31 December 2025 excluding treasury shares	528,389,904	277,678

¹ Proceeds from repayment of limited recourse loans from former Medipass option holders relating to Tyro's acquisition of Medipass on 31 May 2021.

² On 4 July 2024, the Group established the Tyro Employee Share Trust. The purpose of the Tyro Employee Share Trust is to acquire Tyro Payments Limited shares on-market to be held within the trust for satisfying the Group's share-based payments compensation obligations for employee share plans from FY24 onwards. Share options and rights exercised may be settled using the shares held in the trust. During the prior year, the trust acquired 4,087,412 shares for the cost of \$3,800,000 at an average cost of \$0.93 per share. The consideration paid is deducted from total shareholders' equity and the shares are treated as treasury shares until they are subsequently sold, allocated on an exercise of options or rights or cancelled.

Terms and conditions of contributed equity

Ordinary shares have the right to receive dividends when declared and in the event of winding up of the Company to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on ordinary shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company. All issued share capital is paid up in full and recognised at the fair value of the consideration received by the Group, less transaction costs.

(b) FVOCI reserve

	Dec 25	Jun 25
	\$'000	\$'000
Balance at the beginning of the period	590	(12)
Revaluation (loss)/gain, net of tax	(442)	602
Balance at the end of the period	148	590

(c) Share-based payments reserve

	Dec 25	Jun 25
	\$'000	\$'000
Balance at the beginning of the period	62,332	58,587
Share-based payments expenses	3,025	3,828
Treasury shares allocated to employees	(1,224)	(83)
Balance at the end of the period	64,133	62,332

The share-based payments reserve is used to record the value of share-based payments or benefits provided to any Directors, employees as part of their remuneration or compensation, and share-based payments provided to other stakeholders as part of contractual agreements.

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

16. Contributed equity and reserves (continued)

(d) General reserve for credit losses

	Dec 25	Jun 25
	\$'000	\$'000
Balance at the beginning of the period	4,979	4,314
Transfer from accumulated losses:		
Movement in chargeback losses reserve	174	33
Movement in lending losses reserve	135	632
Balance at the end of the period	5,288	4,979
Total reserves at the end of the year	69,569	67,901

(e) Accumulated losses

	Dec 25	Jun 25
	\$'000	\$'000
Balance at the beginning of the period	(117,531)	(134,681)
Profit attributable to shareholders of the Group	17,668	17,815
Transfer to general reserve for credit losses	(309)	(665)
Balance at the end of the period	(100,172)	(117,531)

17. Fair values (including financial risk management)

(a) Fair values

The Group uses various methods in estimating the fair value of a financial instrument. The methods comprise:

Level 1	The fair value is calculated using quoted prices in active markets.
Level 2	The fair value is estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
Level 3	The fair value is estimated using inputs for the asset or liability that are not based on observable market data.

Quoted market price represents the fair value determined based on quoted prices in active markets as at the reporting date without any deduction for transaction costs.

The table below shows the Group's financial assets that are measured at fair value, or where not measured at fair value, their fair value equivalent. Management has assessed that for other financial assets and liabilities not disclosed in the table below, that due to their short-term maturity or repricing profile, the carrying amount is an approximation of fair value.

	31 December 2025 (\$'000)				
	Notes	Level 1	Level 2	Level 3	Total
Financial Asset					
Bonds	9	92,884	-	-	92,884
Loans	7	-	-	52,172	52,172
Equity investment	9	-	-	3,958	3,958
		92,884	-	56,130	149,014

17. Fair values (including financial risk management) (continued)

	Notes	30 June 2025 (\$'000)			Total
		Level 1	Level 2	Level 3	
Financial Asset					
Bonds	9	80,790	-	-	80,790
Loans	7	-	-	49,118	49,118
Equity investment	9	-	-	3,958	3,958
		80,790	-	53,076	133,866

Bonds

The bonds invested in by the Group are of high credit quality. Bonds held by the Group have floating and fixed interest rates and have up to 11 years maturity. The fair value of these bonds are obtained from an independent third-party pricing service that uses tradeable prices and quotes from active markets.

Loans

Loans are included in Level 3 due to one or more of the significant inputs used in determining the fair value being based on unobservable inputs. To determine the fair value, an income valuation approach is used. This technique converts forecasted cash flows to a present value amount (also known as a discounted cash flow method). Forecast cash flows are actuarially determined using predictive models based partly on evidenced historical performance and expected repayment profiles.

The fair value model will be periodically reviewed, tested and refined as needed.

The fair value of loans requires estimation of:

- the expected future cash flows;
- the expected timing of receipt of those cash flows; and
- discount rates derived from similar observed rates for comparable assets that are traded in the market.

The main inputs used in measuring the fair value of loans are as follows:

- loan balance – accepted principal and fee, outstanding principal and fee, and date of acceptance;
- annual settlement amount – forecasted total annual settlements for loan customers;
- current repayment percentage – percentage of daily takings from the merchants' daily settlements that go towards loan repayments;
- historical default and recovery information; and
- discount rates – market benchmarked discount rate which allows for a market level of default risk.

The unobservable pricing inputs which determine fair value are based on:

- the pricing of loans including adjustments for credit risk with the risk adjustments ranging between 32% and 41%;
- historical data with respect to behavioural repayment patterns – generally ranging between 3 to 12 months; and
- default experience for loans deemed uncollectable and are valued at Nil.

These inputs directly affect the fair value of the loans. A change of 10% in the value ascribed to credit risk for loans to merchants that are not trading completely will have an impact of between negative \$131,000 (31 December 2024: \$116,000) and positive \$131,000 (31 December 2024: \$116,000) to profit and loss.

Equity investments

The Group holds an investment in Mr Yum which is held as a financial instrument as noted in Note 9. The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the reporting date. For investments with no active market, the fair values are determined using valuation techniques. Such techniques include: using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; and discounted cash flow analysis, making as much use of available and supportable market data as possible and keeping judgemental inputs to a minimum.

Transfer between categories

There were no transfers between Level 1, Level 2 or Level 3 during the period.

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Notes to the Financial Statements (continued)

For the Half-Year ended 31 December 2025

17. Fair values (including financial risk management) (continued)

(b) Financial risk management

During the ordinary course of business, the Group is exposed to credit risk, operational risk, market risk (including interest rate risk and foreign exchange risk) and liquidity risk. For details on the management of these risks, refer to the financial report for the year ended 30 June 2025.

18. Commitments, contingencies and contingent liabilities

(a) Commitments relating to BECS

The Group pays merchants through the Bulk Electronic Clearing System (BECS). As a result of BECS intra-day settlements which went live in November 2013, all merchant settlements committed are processed on the same day.

(b) Contingent liabilities arising from commitments

Contingent liabilities arising from commitments are secured by way of standby letters of credit or bank guarantees as follows:

	Dec 25	Jun 25
	\$'000	\$'000
Contingent liabilities - secured		
(i) Irrevocable standby letters of credit in favour of:		
Mastercard International ¹	3,342	3,385
Visa International ¹	1,549	1,549
	4,891	4,934
(ii) Bank Guarantees in favour of:		
Bendigo and Adelaide Bank Limited ²	6,000	6,000
Guarantees in relation to office leases ³	4,966	4,966
	10,966	10,966
Contingent liabilities - unsecured		
NAB - Tyro Health letter of Indemnity ⁴	5,000	5,000
	5,000	5,000

¹The Group has provided irrevocable standby letters of credit of \$4,891,000 (June 2025: \$4,934,000) secured through fixed charges over term deposits with the Commonwealth Bank of Australia and Westpac Banking Corporation, to Mastercard International and Visa International. These are one-year arrangements that are subject to automatic annual renewal. Mastercard International and Visa International, at their discretion, may increase the required amounts of the standby letters of credit upon written request to the Group. The required amounts of the standby letters of credit are dependent on Mastercard International's and Visa International's view of their risk exposure to the Group.

²A bank guarantee in favour of Bendigo and Adelaide Bank Limited is held with Westpac Banking Corporation to mitigate the default risk created by Bendigo settling funds to Alliance merchants that hold a settlement account with Bendigo ahead of funds receipt from Tyro.

³The bank guarantee in relation to office leases disclosed in Note 8. The amount represents 6 months rent, outgoings and GST and is refundable on expiry of the lease agreement, subject to satisfactory vacation of the leased premises.

⁴A letter of Indemnity of \$5,000,000 (June 2025: \$5,000,000) in favour of NAB to enable early settlements for health claims processed by Tyro Health Pty Ltd.

19. Earnings per share

Basic earnings per share shows the earnings attributable to each ordinary share. It is calculated as the net earnings attributable to ordinary shareholders divided by the weighted average number of ordinary shares in each period. Diluted earnings per share shows the earnings attributable to each ordinary share if all the dilutive potential ordinary shares had been ordinary shares. There are no discontinued operations within the Group.

	Dec 25 \$'000	Dec 24 \$'000
Earnings		
Net profit attributable to ordinary shareholders used to calculate basic and diluted earnings per share	17,668	10,256
	Dec 25 Number	Dec 24 Number
Weighted average number of ordinary shares used in calculating basic earnings per share	525,301,912	524,814,735
Shares issuable in relation to share options and rights	16,530,434	11,321,453
Weighted average number of ordinary shares adjusted for the effect of dilution	541,832,346	536,136,188
	Dec 25 Cents	Dec 24 Cents
Earnings per share		
Basic earnings per share	3.36	1.95
Diluted earnings per share	3.26	1.91

20. Matters subsequent to the end of the half-year

On 15 January 2026, Tyro Payments Limited acquired Team Thrive Pty Ltd and its controlled entities ("Thriday"), which operates as an AI-powered financial management platform for SMEs. The acquisition included Thriday's software. The Group also assumed all non-overdue liabilities and the employment of Thriday staff. The fair value of the consideration paid for Thriday's business was \$8,000,000, paid via cash.

As at the date of signing this report, the business combination accounting is not yet finalised. The Group expects the key identifiable assets and liabilities of the acquisition to relate to intangible assets (software).

In the opinion of the Directors, there are no other matters or circumstances which have arisen between 31 December 2025 and the date of this report that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

FINANCIAL STATEMENTS

Directors' declaration

For the Half-Year ended 31 December 2025

In the opinion of the Directors:

- a. the consolidated financial statements and notes of the Group are in accordance with the *Corporations Act 2001*, including:
1. giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the six month period ended on that date; and
 2. complying with Australian Accounting Standards and the Corporations Regulations 2001;
- b. the consolidated financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1; and
- c. there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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



Fiona Pak-Poy

Chair



Paul Rickard

Independent Director and Chair of Audit Committee

Sydney, 24 February 2026



Shape the future
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Independent auditor's review report to the members of Tyro Payments Limited

Conclusion

We have reviewed the accompanying half-year financial report of Tyro Payments Limited (the Company) and its subsidiaries (collectively the Group), which comprises the statement of financial position as at 31 December 2025, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, explanatory notes and the directors' declaration.

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

- a. Giving a true and fair view of the consolidated financial position of the Group as at 31 December 2025 and of its consolidated financial performance for the half-year ended on that date; and
- b. Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity* (ASRE 2410). Our responsibilities are further described in the *Auditor's responsibilities for the review of the half-year financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to reviews of the half-year financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Directors' responsibilities for the half-year financial report

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

Auditor's responsibilities for the review of the half-year financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.



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

Ernst & Young

Ernst & Young

Anita Kariappa

Anita Kariappa
Partner
Sydney
24 February 2026

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CORPORATE DIRECTORY

Directors

Fiona Pak-Poy – Non-executive Director & Chair of the Board

Claire Hatton – Non-executive Director & Chair of People Committee

Aliza Knox – Non-executive Director

Shefali Roy – Non-executive Director & Chair of Risk Committee

Paul Rickard – Non-executive Director & Chair of Audit Committee

Steven Holmes – Non-executive Director

Company Secretary

Jairan Amigh: jamigh@tyro.com

Investor Relations

Martyn Adlam: investorrelations@tyro.com

Media

Zoe Lee: media@tyro.com

Auditor

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MUFG Corporate Markets

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NSW, 1235, Australia

Email: support@cm.mpms.mufg.com

Phone: 1300 554 474

To maintain or update your details online and enjoy full access to all your holdings and other valuable information, simply visit mpms.mufg.com.

Australian Securities Exchange (ASX) Listing

Tyro Payments Limited shares are listed on the ASX under the code TYR.

Details of all announcements released by Tyro Payments Limited can be found on our Investors page at [Tyro Investor Centre](#)

Tyro website

www.tyro.com

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