Invested in building a sustainable future

Infragreen Group Limited

ABN 85 668 228 742

Appendix 4E and Annual Report
For the year ended 30 June 2026

Appendix 4E

Preliminary Final Report

Name of Entity:	**Infragreen Group Limited**
ABN:	**85 668 228 742**

1. Reporting Period

Reporting Period:	**Year ended 30 June 2026 (“current period”)**
Previous Reporting Period	**Year ended 30 June 2025 (“previous corresponding period”)**

2. Results for Announcement to the Market

				A$'000
Revenues from ordinary activities	Up	43.6%	to	7,117
Profit / (Loss) from ordinary activities after tax attributed to Owners of Infragreen Group Limited	Up	N/A	to	7,640

Dividends (distributions)	Amount per security	Franked amount per security at 30% tax
Current period		
Interim dividend	0.50	100%
Final dividend	0.50	100%
Previous corresponding period		
Interim dividend	Nil	N/A
Final dividend	Nil	N/A
Record date for determining entitlements to the final dividend		11 September 2026
Payment date for the final dividend		25 September 2026

Brief explanation of revenue, net loss after tax and dividends (results commentary)

Revenue of Infragreen for the year ended 30 June 2026 was $7,117,357 (2025: $4,955,130), an increase of 43.6%.

The statutory net profit after tax of Infragreen for the year ended 30 June 2026 was $7,640,460 (2025: Loss of $17,951,156).

Subsequent to the end of the reporting period, for the year ending 30 June 2026, the Directors have declared a fully franked Final 2026 Dividend of 0.50 cents per share to be paid on 25 September 2026, resulting in a total distribution of $1,097,281 based on the number of ordinary shares on issue at 30 June 2026.

3. Net tangible assets per security

	Current period	Previous corresponding Period
Net tangible assets per security	$0.68	$0.65

4. Details of entities over which control has been gained or lost during the period

Control gained over entities

Name of entities	Nil
Date(s) from which control was gained	N/A
Contribution to consolidated profit/(loss) from ordinary activities after tax by the controlled entities since the date(s) in the current period on which control was acquired.	N/A
Profit/(loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period.	N/A

Loss of control of entities

Name of entities	Nil
Date(s) from which control was lost	N/A
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 lost.	N/A
Profit/(loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period.	N/A

5. Dividend reinvestment plan

Details of any dividend reinvestment plans in operation

N/A

The last date for the receipt of an election notice for participation in any dividend or distribution reinvestment plan

N/A

6. Details of Associates and Joint Ventures:

Name of associate or joint venture entity	Ownership Interest held by Infragreen at period end		Nature of relationship	Measurement method	Share of equity accounted profits/(losses)	
	Current period	Previous corresponding period			Current period A$'000	Previous corresponding Period A$'000
Pure Environmental Pty Ltd	24.55%	24.58%	Significant influence	Equity method	192	899
Minemet Recycling Group Pty Ltd	60.00%	60.00%	Joint control	Equity method	1,533	2,097
Energybuild Holdings Pty Ltd	54.78%	54.78%	Joint control	Equity method	2,025	544
Merredin Energy Holdings Pty Ltd	49.99%	49.99%	Joint control	Equity method	1,981	644

7. For foreign entities, details of origin of accounting standards used in compiling the report (e.g. International Financial Reporting Standards)

N/A

8. Description of dispute or qualification if the accounts have been audited or subject to review

N/A

Additional information supporting the Appendix 4E disclosure requirements can be found in the Directors' Report and the Financial Report for the year ended 30 June 2026. This report is based on the Financial Report for the year ended 30 June 2026 which has been audited by Grant Thornton.

This report is made in accordance with a resolution of the Directors and is signed off on behalf of the Directors.

Declan Sherman
Managing Director
26th day of August 2026

Annual Report
for the year ended 30 June 2026

Infragreen Group Limited
ACN 668 228 742

Infragreen
Invested in building a sustainable future

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FY26 Highlights

$116.8 million Revenue
(Underlying)[1]
26% increase

$23.9 million EBITDA
(Underlying)[2]
29% increase

$7.1 million NPAT
(Underlying)[3]
325% increase

$6.3 million Dividends
from businesses
111% increase

208,183 t
Waste and metals recycled[4]
66% increase

96,612 t CO2e
Carbon dioxide saved from entering the atmosphere
13% increase

58,076 kW
Clean energy installed
80% increase

495 MWh
Backup power generation provided

1. Infragreen share of revenue calculated as the revenue for each Business multiplied by Infragreen's shareholding at 30 June 2026, provided to demonstrate the combined operational performance of Infragreen and the Businesses
2. EBITDA – Underlying is a non-IFRS term which has not been subject to audit or review but has been determined with reference to information presented in the annual financial report. EBITDA – Underlying is calculated as the EBITDA on an underlying basis for each Business multiplied by Infragreen's shareholding at 30 June 2026 and less underlying Infragreen operating costs, provided to demonstrate the combined operational performance of Infragreen and the Businesses
3. Refer to page 8 for a reconciliation between statutory net profit after tax (NPAT) to underlying NPAT
4. The organic waste diverted from landfill component of the waste and metals recycled is an estimate as not all material is weighed via a weighbridge

Chair's Letter

Building on a Solid Foundation

On behalf of the Board of Infragreen, I am pleased to report that we have delivered a strong FY26, building on the foundation established in our first full year as a listed company.

Infragreen is an emerging diversified mid-market infrastructure company, built on the principles of sustainability and innovation. Infragreen owns, operates and holds interests in sustainable infrastructure businesses in Australia and New Zealand, with a strong focus on recycling and waste recovery alongside clean energy and energy transition.

The infrastructure aligned businesses in which Infragreen holds significant interests have played a vital role in advancing the circular economy, driving economic growth, delivering essential services and enhancing resource efficiency. These businesses are essential to the communities they serve, providing critical infrastructure that contributes directly to sustainability and environmental stewardship.

The Infragreen group of companies continued to perform strongly in the niches in which they operate. With a proven ability to identify and secure high-quality growth opportunities, Infragreen strategically acquires ownership interests which enables us to leverage our industry expertise and strategic partnership role to enhance performance, accelerate growth and drive long-term success.

Infragreen's financial success is underpinned by the performance of its underlying businesses. Infragreen's look-through share of the underlying EBITDA generated by the Businesses less Infragreen operating expenses grew to $23.9 million in FY26, up from $18.6 million in FY25. Look-through share of revenue across the Businesses also grew strongly to $116.8 million in FY26 up from $92.6 million in FY25, driven by sustained organic growth across the portfolio. The market opportunity for Infragreen remains compelling, supported by strong, long-term macroeconomic and policy tailwinds. As Australia advances towards its net zero emissions target by 2050, the government's commitment to sustainability continues to strengthen.

Infragreen's target sectors represent a significant addressable market. In recycling and waste recovery alone, total market revenues exceed $15.1 billion, comprising $8.4 billion in waste remediation and materials recovery, $3.2 billion in waste treatment and disposal, and $3.5 billion in scrap metal recycling. In clean energy and transition, the Australian Government's Capacity Investment Scheme (CIS) targets the addition of 40 GW of new capacity nationwide by 2030, including 26 GW of renewables and 14 GW of clean dispatchable capacity representing $73 billion in investment.

We continue to see strong growth potential for Infragreen across four strategic pillars: organic growth within the group of businesses; increased ownership in the existing businesses; targeted bolt-on acquisitions; and platform expansion, with over 57 opportunities reviewed in FY26 alone. Over the long term, we aim to broaden our diversified platform by strategically expanding into additional business pillars, focusing on high-growth sectors within the sustainable infrastructure industry.

Infragreen is led by a management team that exemplifies transformative thinking, visionary ambition, and commitment to excellence. Our Managing Director and CEO, Declan Sherman, is an experienced founder with a proven track record of scaling companies across multiple industries. Declan brings significant expertise in operations, strategic planning and capital allocation. The team at Infragreen is driven by a shared purpose of sustainable development and a high-performance culture.

To our employees, shareholders, and partners, thank you for your support as we continue this exciting journey together toward a greener, more sustainable future.

L.J. Ward

Lindsay Ward
Chair and Non-Executive Director

Managing Director's Review

A Year of Execution

I am pleased to present Infragreen's Annual Report for FY26, our first full year as a publicly listed company on the ASX. It has been a year of strong execution against our long-term strategy to build a leading diversified sustainable infrastructure business, with growth delivered across each of our portfolio companies.

Delivering on Our Purpose

Infragreen exists to own, grow, and operate critical infrastructure aligned to the circular economy and the transition to clean energy. We invest in mid-market infrastructure businesses that provide essential services, with a strong focus on recycling and waste recovery and clean energy and transition.

Our businesses - Pure Environmental, Minemet Recycling, Energybuild and Merredin Energy - all performed strongly in FY26. Collectively, they generated underlying EBITDA of $23.9 million (Infragreen's share after Infragreen operating costs), with Infragreen's share of EBITDA growing by 29% on FY25. This reflects our disciplined focus on operational improvement, organic growth and targeted bolt-on acquisitions.

We are proud to have such a strong portfolio of businesses operating across 22 sites in Australia and New Zealand, with strategic footprints that are difficult to replicate, have high barriers to entry, and are critical to the regions they serve.

Strategic Milestones in FY26

FY26 was a year of disciplined execution, investing in operational improvements, completing targeted bolt-on acquisitions, and continuing to build our pipeline of future investments.

We advanced each of our four growth pillars:

- **Organic Growth:** Infragreen recorded revenue and margin expansion on FY25, underpinned by increasing demand for sustainable solutions
- **Bolt-On Acquisitions:** We successfully integrated new sites into the Pure Environmental network
- **Increased Ownership:** Continued discussion with shareholders in existing businesses on increasing our shareholding, deepening our influence and alignment
- **Platform Expansion:** We reviewed over 57 new opportunities in FY26, continuing to build a strong pipeline of future investments

Operational Highlights

- Pure Environmental delivered a 6.8% increase in EBITDA on FY25, driven by site-level improvements and increased volumes of hazardous waste
- Minemet generated EBITDA of $6.9 million (Infragreen share), despite marginally softer global scrap spreads, with solid fundamentals positioning the business for future growth
- Energybuild maintained its position as Australia's leading solar installer for new homes, benefiting from increasing solar and battery system installations. EBITDA (Infragreen share) grew from $2.1 million in FY25 to $6.9 million in FY26
- Merredin Energy increased capacity payments, growing EBITDA by 8.8% on FY25 amid growing demand for grid-stabilising peaking assets.
- Infragreen carefully managed operational costs reducing expenses from $3.1 million in FY25 to $2.7 million in FY26

Outlook

Looking forward, we remain focused on delivering long-term value by scaling our existing operations and expanding our platform into adjacent segments. We will continue to apply the disciplined investment approach that has underpinned our growth to date.

We expect to benefit from strong tailwinds:

- Population growth and waste regulation reform continuing to accelerate demand for recycling and remediation
- Rising demand for backup power and energy-efficient housing supporting the earnings potential of Merredin Energy and Energybuild

Our capital structure, strategic focus and experienced team put us in a strong position to execute this next phase of growth.

I would like to acknowledge our talented team, whose operational excellence and shared commitment to sustainability continue to set us apart. I also extend my gratitude to our shareholders and partners for their continued trust and support throughout the year.

Infragreen is uniquely positioned at the intersection of infrastructure and sustainability. As we move forward, we remain committed to disciplined growth, impactful partnerships, and building long-term value — for our shareholders, our communities, and our planet.

Declan Sherman
Managing Director and Chief Executive Officer

Financial Performance Review

Summary of Financial Results (underlying basis)

	FY26 $'000	FY25 $'000	Change %
Infragreen operating expenses[1] – Statutory	(2,709)	(3,099)	(13%)
EBITDA – Underlying[2]	23,896	18,553	29%
Net profit/(loss) after income tax (NPAT) - Statutory	7,640	(17,951)	n/a
Net profit after income tax (NPAT) – Underlying[3]	7,114	1,673	325%

1. Infragreen operating expenses include employee benefit expenses, property expenses, corporate and compliance expenses, and administrative and general expenses as presented in the annual financial report
2. EBITDA – Underlying (referred to as EBITDA – Proforma in the prior year financial report) is a non-IFRS term which has not been subject to audit or review but has been determined with reference to information presented in the annual financial report. Refer to 'Look through financial performance' tables below for calculation and reconciliation to NPAT – Statutory
3. Refer to below reconciliation between NPAT – Statutory to NPAT – Underlying (referred to as NPAT – Proforma in the prior year financial report)

Net Profit Reconciliation of Statutory to Underlying

Underlying NPAT represents Infragreen's statutory NPAT assuming current shareholding percentages of its Businesses, adjusted to remove costs directly attributable to Infragreen's own ownership, capital structure and shareholder activity.

The following table summarises the key reconciling items between Infragreen's statutory results and underlying results for the year ended 30 June 2026.

	FY26 $'000	FY25 $'000
Net Profit/(Loss) After Income Tax – Statutory	**7,640**	**(17,951)**
Strategic review, shareholder matters & IPO expenses[1]	580	1,805
Incremental cost of operating as a listed entity	-	267
Impact of convertible notes and loans	-	25,641
Infragreen share of pre-acquisition losses	-	(122)
Infragreen acquisition costs	31	162
Fair value gain on Energybuild option financial asset	-	(7,929)
Infragreen non-recurring items[2]	(350)	-
Infragreen share of transaction costs[3]	414	-
Tax expense on an underlying basis[4]	(1,201)	(200)
Net Profit After Income Tax (NPAT) – Underlying	**7,114**	**1,673**

1. FY26 includes strategic review and shareholder costs incurred by Infragreen associated with the strategic review (as announced to the ASX on 7 April 2026) and non-trading shareholder matters
2. Includes non-recurring gain on the Energybuild consideration payable and reversal of accrued IPO costs which are included in other income for FY26
3. Relates to Infragreen share of transaction costs relating to its shareholding in the Businesses during the year
4. Tax expense on an underlying basis excludes the impact of carried forward tax losses and deferred tax assets derived from deductible IPO expenditures. Underlying tax expense includes the deferred tax effect of the net increase in undistributed profits on equity accounted investments, which differs from the Infragreen 2025 Prospectus methodology which applied to the gross share of profits resulting in a higher underlying tax expense

'Look-through' financial performance

The following table reconciles Infragreen's 'look-through' EBITDA – underlying1 to NPAT - statutory. Amounts in respect of the Businesses are shown on a proportionate ('look-through') basis determined by the full year financial performance multiplied by Infragreen's shareholding at 30 June 2026, and reconciled to share of equity accounted profit at note 10 in the financial statements.

	Look-through financial performance based on proportionate shareholding						
FY26 ($'000) Infragreen's shareholding at 30 June 2026	**Pure Environmental 24.55%**	**Minemet Recycling 60.00%**	**Energybuild 54.78%**	**Merredin Energy 49.99%**	**Total - Businesses**	**Infragreen (parent)[2] 100%**	**Grand Total $'000**
Revenue[3]	20,823	50,648	38,893	6,441	**116,805**	-	**116,805**
Operating expenses	(12,629)	(43,736)	(32,016)	(1,819)	**(90,200)**	(2,709)	**(92,909)**
EBITDA – underlying[1,3]	**8,194**	**6,912**	**6,877**	**4,622**	**26,605**	**(2,709)**	**23,896**
Other income	736	-	-	-	**736**	350	**1,086**
Fair value gain on financial assets	-	-	-	-	**-**	4,106	**4,106**
Strategic review, shareholder matters & IPO costs	-	-	-	-	**-**	(580)	**(580)**
Other non-trading items[4]	(825)	(47)	-	(16)	**(888)**	(31)	**(919)**
Depreciation, amortisation and impairment[3]	(1,857)	(3,642)	(3,149)	(1,375)	**(10,023)**	(186)	**(10,209)**
Net finance income/(costs)	(4,348)	(904)	(804)	(401)	**(6,457)**	959	**(5,498)**
Income tax expense	(1,708)	(786)	(899)	(849)	**(4,242)**	-	**(4,242)**
Share of profit/(loss)	**192**	**1,533**	**2,025**	**1,981**	**5,731**	**1,909**	**7,640**
NPAT – statutory							**7,640**

1. EBITDA – Underlying is a non-IFRS term which has not been subject to audit or review but has been determined with reference to information presented in the annual financial report
2. Infragreen (parent) includes items as per Infragreen's consolidated statement of profit or loss, excluding share of equity accounted profits which is separately disaggregated for each of the businesses. Infragreen (parent) operating expenses comprises employee benefits expenses, property expenses, corporate and compliance expenses, and administrative and general expenses
3. EBITDA – Underlying includes $1.9m (2025: $1.7m) relating to revenue recognised on satisfying of performance obligations under Energybuild SolarPay arrangements. The cost of acquiring SolarPay assets is initially capitalised as property, plant and equipment and subsequently depreciated in profit or loss. In FY26 Energybuild has wound down new SolarPay installations and commenced termination of historical, fully depreciated arrangements. Refer to note 10
4. Other non-trading items comprises acquisition and transaction costs, asset holding and restructuring costs, fair value gain/(loss) on derivatives, and other non-operating costs

'Look-through' financial performance (Continued)

The following table reconciles Infragreen's 'look-through' EBITDA – underlying to NPAT - statutory. Amounts in respect of the Businesses are shown on a proportionate ('look-through') basis determined by the full year financial performance multiplied by Infragreen's shareholding at 30 June 2025, and reconciled to share of equity accounted profit at note 10 in the financial statements.

	Look-through financial performance based on proportionate shareholding						
FY25 ($'000) Infragreen's shareholding at 30 June 2025	**Pure Environmental 24.58%**	**Minemet Recycling 60.00%**	**Energybuild 54.78%**	**Merredin Energy 49.99%**	**Total - Businesses**	**Infragreen (parent)[2] 100%**	**Grand Total $'000**
Revenue	20,201	46,636	19,240	6,553	**92,630**	-	**92,630**
Operating expenses	(12,530)	(39,316)	(17,094)	(2,305)	**(71,245)**	(3,099)	**(74,344)**
Adjustment for incremental public listing costs[1]	-	-	-	-	**-**	267	**267**
EBITDA – underlying[1]	**7,671**	**7,320**	**2,146**	**4,248**	**21,385**	**(2,832)**	**18,553**
Other income	-	-	-	-	**-**	180	**180**
Fair value gain on financial assets	-	-	-	-	**-**	8,027	**8,027**
IPO expenses	-	-	-	-	**-**	(1,805)	**(1,805)**
Other non-trading items[3]	(322)	(107)	-	(569)	**(998)**	(162)	**(1,160)**
Depreciation, amortisation and impairment	(4,506)	(3,232)	(3,701)	(1,376)	**(12,815)**	(182)	**(12,997)**
Net finance income/(costs)	(1,315)	(959)	(734)	(629)	**(3,637)**	(25,094)	**(28,731)**
Income tax expense	(593)	(925)	2,290	(646)	**126**	-	**126**
Reversal of adjustment for incremental public listing costs[1]	-	-	-	-	**-**	(267)	**(267)**
Infragreen share of pre-acquisition losses[4]	(36)	-	543	(384)	**123**	-	**123**
Share of profit/(loss)	**899**	**2,097**	**544**	**644**	**4,184**	**(22,135)**	**(17,951)**
NPAT – statutory							**(17,951)**

1. EBITDA– Underlying is a non-IFRS term which has not been subject to audit or review but has been determined with reference to information presented in the annual financial report. FY25 EBITDA – underlying is adjusted for incremental public listing costs in line with the 2025 Infragreen Prospectus, but excluded from statutory results as it is a non-IFRS adjustment
2. Infragreen (parent) includes items as per Infragreen's consolidated statement of profit or loss, excluding share of equity accounted profits which are separately disaggregated for each of the businesses. Infragreen (parent) operating expenses comprises employee benefits expenses, property expenses, corporate and compliance expenses, and administrative and general expenses
3. Other non-trading items comprises discontinued operations, acquisition and transaction costs, fair value gain/(loss) on derivatives, and other non-operating expenses
4. During FY25 Infragreen acquired 49.99% of Merredin Energy, an additional 21.91% of Energybuild Holdings and an additional 2.26% of Pure Environmental. Adjustment is the profit/(loss) relating to the pre-acquisition period, multiplied by Infragreen's percentage ownership at 30 June 2025

Operating Expenses

The Company continues to closely monitor and adjust operating expenses based on the underlying performance of the Businesses and the need to invest in future growth. The operating expenses consisting of employee benefit expenses, property expenses, corporate and compliance expenses, and administrative and general expenses were $2.7 million (FY25: $3.1 million) and reflect effective cost management.

Balance Sheet Management

As at 30 June 2026, the balance sheet is strong with cash of $8.7 million (FY25: $13.4 million) and nil debt (FY25: nil). Infragreen's investments in equity-accounted associates and joint ventures were $128.9 million (FY25: $129.8 million) and financial assets at fair value through profit and loss were $11.6 million (FY25: $7.5 million)

Operations Review

Infragreen owns, operates and holds significant interests in sustainable infrastructure businesses across Australia and New Zealand. Each Infragreen business has a proven track record of growth with a strong growth outlook. Infragreen's core focus is on industries driving a sustainable future including recycling, waste recovery, clean energy and energy transition.

Infragreen has a demonstrated ability in identifying and securing attractive infrastructure opportunities, acquiring ownership stakes and applying its expertise to support the growth and operational success of these businesses. Through an active approach, Infragreen adds significant value by accelerating the expansion and strengthening the performance of the Businesses within their industries. Infragreen holds substantial interests in businesses which:

- Are infrastructure, infrastructure-like in nature, or infrastructure services, providing essential support to the community
- Are in sectors that are aligned to sustainability principles
- Are strategically positioned within their industry such that they have strong competitive advantages or barriers to entry
- Can grow over an extended period of time
- Are seeking an operating partner that can provide hands-on strategic and operational expertise to maximise growth

Strategy

Infragreen invests in and works with other owners and management to operate and grow mid-market businesses that benefit from the structural, long-term tailwinds shaping the sustainable infrastructure sector. Its business model comprises the following key steps:

- Sourcing, partnering with and selectively acquiring high-quality sustainable infrastructure related businesses
- Integrating the businesses into Infragreen's portfolio
- Actively supporting the management teams to operate and grow these businesses, prioritising long-term value- creation

Infragreen's acquisition and partnership framework

Infragreen seeks the following qualities when assessing potential opportunities (**Target Companies**):

- **Market leading essential service provider:** Target Companies should be a leader in their domain and provide essential products and services to local communities
- **Profitable, growing earnings:** Target Companies should be in the mid-market with clearly identifiable growth prospects; however, Target Companies should be profitable or have a short-term pathway to profitability with forecast strong cashflow generation
- **Infrastructure-like:** Target Companies should have infrastructure-like characteristics or provide services to infrastructure, with a defensive, predictable earnings base and high barriers to entry
- **Sustainability thematic:** Target Companies must contribute to a sustainable future, driving positive change and enhancing community wellbeing across Australia and New Zealand
- **Led by exceptional people:** Infragreen seeks Target Companies led by experienced and driven management, with shared values and a focus on sustaining growth. Management and founders will typically retain a material equity position in the underlying Target Company, ensuring alignment
- **Infragreen value-add:** Target Companies should have a clear need for long-term capital and strategic support. Infragreen must be able to add value to its potential partners, through its operational expertise, broad networks and ability to provide long-term capital solutions
- **Pathway to significant ownership or majority ownership:** Infragreen looks to partner with Target Companies in which it can acquire a significant ownership stake

From a quantitative standpoint, Infragreen's acquisition framework considers both target size and returns:

- **Target EBITDA**: $5 million – $20 million
- **Target EBIT return on capital invested**: Over 15% in the long term
- **Target dividend yield**: 3% - 5% per annum

Active management of businesses

Infragreen takes a hands-on approach with its Businesses, actively collaborating with management teams to scale operations, enhance efficiencies and drive long-term value. Rather than taking a passive investment approach, Infragreen specifically holds substantial interests in businesses seeking expertise, strategic guidance and operational support. Through the Company's industry knowledge, financial resources for growth and active involvement, Infragreen supports its Businesses to expand, innovate and maximise their market potential.

Whilst the respective management teams of each business are responsible for day-to-day operations, Infragreen actively provides support to its Businesses in the following ways:

Business plan and strategy development

- Market / competitor analysis and support in identifying and capitalising on competitive advantage
- Refining go-to-market strategy and implementing action plans
- Development of business plan targets, and key operational and financial KPIs

Stakeholder support and engagement

- Leveraging existing relationships and experience with counterparties to provide support and advice for engagement with external parties, including (but not limited to) governments, suppliers and customers

Talent identification, recruitment and retention

- Support in sourcing and attracting exceptional management talent, through existing industry relationships
- Identification of personnel gaps and requirements and support in sourcing and attracting exceptional talent (including at the executive level), through existing industry relationships

Corporate development and capital allocation

- Assistance in identifying and executing bolt-on mergers and acquisitions opportunities, through industry expertise and regular research and screening exercises
- Analysis and execution of capital expenditure initiatives, including network and portfolio expansion

Provision of capital solutions

- Providing a permanent source of capital with a long-term investment horizon (including the potential to contribute additional equity post-initial investment)
- Optimising the capital structure of the Businesses with reference to the long-term business strategy and funding requirements
- Offering access to treasury and capital market support and facilitating introduction of key relationships

Operational support

- Providing consulting-like operational advice for various business initiatives (e.g. incentive programs, back-office simplification projects)
- Operational support, including supply chain review and optimisation, customer concentration analysis and assistance with contract negotiations

Risk management

- Thorough review of each business' risk profile, and implementation of risk management framework and procedures
- Provision of occupational health and safety oversight, and best-practice policies
- Enhancing financial reporting rigour and cadence

Diversified portfolio of companies

Infragreen's growing platform of sustainable infrastructure businesses includes:

Business	Pure Environmental	Minemet	Energybuild	Merredin Energy
Sector	Recycling and Waste Recovery – Regulated Waste Recycling	Recycling and Waste Recovery – Metals Recycling	Clean Energy and Energy Transition – Solar Energy Generation	Energy Transition – Gas and Diesel Powered Peaking Power
Infragreen ownership as at 30 June 2026	24.55% of ordinary shares on issue 7,375,115 Pure Convertible Notes	60.0% of ordinary shares on issue	54.78% of ordinary shares on issue	49.99% of ordinary shares on issue
FY26 financial information (100% basis)				
Revenue	$84.8 million	$84.4 million	$71.0 million	$12.9 million
EBITDA	$33.4 million	$11.5 million	$12.6 million	$9.2 million
Dividends paid	$9.5 million	$4.0 million	$0.5 million	$2.6 million

Governance

The Infragreen FY26 Corporate Governance Statement is available through the Company's website (www.infragreen.au) and is also released to the ASX as part of our annual reporting. The Corporate Governance Statement adopted by the Board reflects the Board's endorsement and adoption of the recommendations contained in the ASX Corporate Governance Council's Principles and Recommendations and details the key aspects of the governance framework and practices of Infragreen.

Risk Management

Infragreen acknowledges that appropriate risk assessment and management is a crucial element of operating a successful and sustainable company. Effective risk management practices are crucial to inform decision-making and manage operations to drive commercial outcomes.

Infragreen actively manages the impacts of its key risk areas through the implementation of appropriate mitigation measures outlined below:

Key Risk	Description	Mitigation
Employee health and safety	The Businesses are at risk of workplace accidents and incidents given the nature of the industries in which the Businesses operate	• We have active workplace health and safety programs, including safe work assessments, training, monitoring and reporting
Regulatory and licence risks	The Businesses are required to operate within Government regulatory frameworks to retain site licences required to operate, specifically in the hazardous waste operations Changes to energy market operations may impact the Merredin Energy operation Changes to residential energy efficiency standards may impact the Energybuild operation	• We monitor compliance systems on an ongoing basis • Regulatory compliance is managed by key staff in each Business who are responsible for ensuring compliance • We monitor for changes to regulations and adapt the operations in response
Cyber risk	Infragreen and the Businesses operate information technology systems, including the storage of data but have the potential to be subject to cyberattacks	• We maintain a robust array of cyber and data protection systems and protocols, that are regularly reviewed and upgraded as requirements change
Economic conditions	Global and national economic conditions impact the Businesses through customer demand, labour rates, commodity prices, energy prices, freight and logistics	• We continue to monitor and adjust the business plans, commercial contract terms, costs and investments • We maintain access to funding sources to support short term impacts on operating cash flow
Acquisitions	Successful growth through acquisitions relies on our ability to identify appropriate acquisition targets, identify all material issues during due diligence, and execute and manage post completion	• We have a team experienced in mergers and acquisitions • We have a proven approach to acquisitions • We have a network of experienced advisors to support, as required
Reliance on key personnel	Infragreen and the Businesses have highly effective management teams that are capable of delivery on the strategic plans	• We identify key functions across Infragreen and the Businesses, and have succession plans in place

Key Risk	Description	Mitigation
Competition	Our Businesses operate in competitive markets	• We invest in businesses that operate in markets with barriers to entry • We regularly review strategy and invest in people, technology, equipment and processes that provide competitive advantages
Liquidity and funding risk	Infragreen and the Businesses require working capital, capital expenditure and investment funding	• We generate operating cashflows from the sale of products and services • We manage debtors closely and where appropriate utilise debtor insurance • We maintain debt facilities with adequate headroom • We are listed on the Australian Securities Exchange, with the ability to raise additional equity funding
Foreign exchange risk	Our Businesses buy some materials and sell some products internationally in foreign currencies	• Where appropriate, we utilise short term foreign currency hedging to limit exposure to movement in foreign currency exchange rates
Reliance on Businesses to pay dividends	Infragreen relies on dividends received from the Businesses to fund operating expenses and pay dividends to Infragreen's shareholders	• We are appointed to the boards of each of the Businesses where dividend policy and payment are decided • We invest in profitable businesses with growth potential, increasing the ability for the Businesses to pay dividends
Climate related risks	Infragreen and our Businesses are committed to operating profitable and sustainable infrastructure Regulation will continue to be introduced to address climate change risk	• We operate businesses that are focused on addressing sustainability in their respective markets • We engage with Governments to discuss sustainability regulation • We monitor changes to regulations and adapt the operations in response

Leadership Team

Board of Directors

Lindsay Ward

Chair and Non-Executive Director

Lindsay Ward has more than 40 years' experience in the infrastructure, waste management, renewables, ports, logistics, rail haulage, resources, agriculture, and data centre industries, in both senior executive and non-executive director roles. He is currently a Non-Executive Director and Chair of Blueleaf Energy and Vertis Energy, and was previously a Non-Executive Director of ASX listed Qube, Whitehaven Coal and Metro Mining.

He has worked in senior executive roles including CEO, Managing Director, and President with companies including IREN, Palisade Investment Partners, Asciano, Toll Holdings, Yallourn Energy and BHP.

Declan Sherman

Managing Director and Chief Executive Officer

Declan has more than 25 years' experience in the business and investing sectors, with a passion for building and growing businesses. Prior to founding Infragreen, Declan has helped found three major companies spanning talent solutions, recycling and waste recovery and health and fitness which – combined – employ more than 45,000 people and generate over $1.2 billion in revenue annually. Prior to this, Declan started his career in investment banking and private equity for the Macquarie Group, working in both Sydney and New York.

Scott Ryall

Non-Executive Director

Scott has more than 25 years' experience in financial markets, mostly in investment research, with direct coverage across infrastructure and related sectors in Australia, Europe, the US, South Africa and Asia over more than 20 years.

Scott is currently the Principal of Rimor Equity Research, which he founded in 2017 after almost 10 years as a head of equity research in start-up equity businesses in both Australian and European markets. Rimor has completed research projects for corporate and private equity clients in the infrastructure sector.

His most recent role prior to Rimor was Head of Research for CLSA Australia. Prior to CLSA, he worked at Macquarie in a range of roles, both in Sydney and London.

Courtney Black

Non-Executive Director

Courtney is an experienced executive leader in commercial and operational roles across several companies in the infrastructure and transport sectors including Aurizon, Telstra, Virgin Australia and Queensland Rail. She also has specialist expertise in strategy, customer experience, transformation and change management.

Courtney previously practised as a commercial lawyer and has held directorships on public, private and not-for-profit boards. She is currently a Non-Executive Director of AVADA Group Ltd, CleanCo Queensland Limited and Entrada Travel Group Limited.

Leadership Team

Management Team

Declan Sherman

Managing Director and Chief Executive Officer

Details provided under the Board of Directors section above.

Martin McIver

Chief Financial Officer

Martin has over 25 years of experience in senior leadership positions in finance, operations management and mergers and acquisitions.

Most recently, Martin was the CFO of PWR Holdings Limited (ASX:PWH). Prior to PWR, Martin was the CFO for a large national labour hire and recruitment firm where he was responsible for several acquisitions. Earlier he held the position of Director in Corporate Finance with PricewaterhouseCoopers with a focus on mergers and acquisitions, and General Manager roles with mining services, and transport and logistics companies.

Martin holds a Master of Business Administration (MBA) from the American Graduate School of International Management (Thunderbird), a Bachelor of Business from Queensland University of Technology and a Bachelor of Science from the University of Queensland.

Jane Prior

Company Secretary

Jane holds a Bachelor of Laws and Bachelor of Arts from the University of Queensland and is admitted as a solicitor of the Supreme Courts of Queensland and New South Wales. Jane has worked in law firms in Brisbane and London, in house and has been a company secretary of listed and private companies for over fifteen years.

Directors' Report

Your Directors present their report on Infragreen Group Limited (referred to as the **Company**) and its controlled entity (together referred to as **Infragreen**) for the year ended 30 June 2026.

This report is prepared in accordance with the requirements of the *Corporations Act 2001*, with the following information being part of the report:

- Financial Performance and Operations Review on pages 8 to 16
- Director and Company Secretary information on pages 17 to 18
- Auditor's Independence Declaration on page 24
- Remuneration Report including details on shares and options held by Directors on pages 25 to 37
- Financial Statements on pages 38 to 42
- Notes to the Consolidated Financial Statements on pages 43 to 78
- Consolidated Entity Disclosure Statement on page 79
- Directors' Declaration on page 80
- ASX Additional Information on pages 84 to 86
- Corporate Directory on page 87

Directors

The following persons were Directors of Infragreen Group Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Name	Period of Directorship
Declan Sherman	Appointed 24 May 2023
Scott Ryall	Appointed 27 October 2023
Lindsay Ward	Appointed 1 April 2025
Courtney Black	Appointed 1 April 2025

Jane Prior was appointed as Company Secretary on 1 April 2025.

Directors' Meetings

Director attendance at Board and Committee meetings during the reporting period is set out below.

Directors	Board Meetings		Audit and Risk Committee		Nomination and Remuneration Committee	
	Eligible to Attend	Attended	Eligible to Attend	Attended	Eligible to Attend	Attended
Lindsay Ward	13	13	4	4	2	2
Declan Sherman[1]	13	13	4	4	2	2
Scott Ryall	13	13	4	4	2	2
Courtney Black	13	13	4	4	2	2

1. Not a member of the Audit and Risk Committee or the Nomination and Remuneration Committee during the reporting period

Directors' Information

Name	Lindsay Ward
Title	Chair and Non-Executive Director
Qualifications	BASc, GDBM, FAICD
Experience	Refer to the information in the Leadership section on page 17
Other current listed directorships	None
Former listed directorships (last 3 years)	Qube Holdings Limited (delisted 17 August 2026)
Special responsibilities	Chair of the Nomination and Remuneration Committee, member of the Audit and Risk Committee
Interest in shares	500,000 ordinary shares
Interest in options	100,000 share options (vested)
Contractual rights to shares	None

Name	Declan Sherman
Title	Managing Director and Chief Executive Officer
Qualifications	BCom (Hons)
Experience	Refer to the information in the Leadership section on page 17
Other current listed directorships	None
Former listed directorships (last 3 years)	None
Special responsibilities	None
Interest in shares	55,149,899 ordinary shares
Interest in options	None
Contractual rights to shares	187,500 performance rights

Name	Scott Ryall
Title	Non-Executive Director
Qualifications	BCom (Hons), LLB, GAICD
Experience	Refer to the information in the Leadership section on page 17
Other current listed directorships	None
Former listed directorships (last 3 years)	None
Special responsibilities	Member of the Audit and Risk Committee, and member of the Nomination and Remuneration Committee
Interest in shares	126,524 ordinary shares
Interest in options	150,000 share options (vested)
Contractual rights to shares	None

Name	Courtney Black
Title	Non-Executive Director
Qualifications	LLB, GAICD
Experience	Refer to the information in the Leadership section on page 17
Other current listed directorships	AVADA Group Limited
Former listed directorships (last 3 years)	None
Special responsibilities	Chair of the Audit and Risk Committee, and member of the Nomination and Remuneration Committee
Interest in shares	226,000 ordinary shares
Interest in options	75,000 share options (vested)
Contractual rights to shares	None

Principal Activities

Infragreen is an emerging diversified mid-market infrastructure company, built on the principles of sustainability and innovation. Infragreen owns, operates and holds interests in sustainable infrastructure businesses in Australia and New Zealand, with a strong focus on recycling and waste recovery alongside clean energy and energy transition.

Review of Operations

During the year ended 30 June 2026, Infragreen continued to work closely with the management teams of its Businesses, supporting them to enhance governance processes and to grow both organically and through bolt-on acquisitions.

Refer to the Financial Performance Review and Operations Review sections of the Annual Report for more detailed analysis of the performance and financial position of Infragreen.

Significant Changes in the State of Affairs

Significant changes in the state of affairs of Infragreen during the financial year were as follows:

- Finalised the payments of the deferred contingent consideration outstanding in respect of the prior year acquisitions of Energybuild and Merredin Energy. Following the payments, no amounts of contingent consideration remain payable as at 30 June 2026
- Secured a $10m Acquisition Finance Facility with St. George Bank for the purposes of Infragreen undertaking acquisitions aligned to its core business. The facility remained undrawn as at 30 June 2026
- Declared and paid an interim FY26 dividend of 0.50 cents per share. A final FY26 dividend of 0.50 cents per share was declared subsequent to the reporting date
- On 7 April 2026 Infragreen announced that it had commenced a strategic review of its businesses. Grant Samuel was subsequently appointed financial adviser in connection with the strategic review. On 28 May 2026, Infragreen announced a progress update on the strategic review that included the following near-term priorities:
  - Portfolio optimisation including potential business sales
  - On market buy-back of up to $10 million commencing on 12 June 2026
  - Independent valuations of Infragreen and its businesses. Infragreen finalised an independent combined valuation of its business in July 2026. Valuations are expected to continue on an annual basis
  - Optimise businesses including evaluating acquisition opportunities
  - Improved financial disclosures

There were no other significant changes in the state of affairs of Infragreen during the financial year.

Likely Developments and Future Operations

Infragreen will seek to invest in other sustainable infrastructure businesses as either new Businesses or bolt-on acquisitions to existing Businesses, and work with the existing Businesses to drive growth and efficiency.

Infragreen will continue to progress the near-term priorities identified as part of its strategic review.

Environmental Regulation and Performance

Infragreen and the Businesses are subject to environmental regulations under Australian and New Zealand law, and there were no breaches during the financial year. Infragreen's Businesses operate in highly regulated industries where there are compliance measures in place to ensure safety in operations and the maintenance of environmental and quality standards.

Indemnification of Officers or Auditors

The Company has indemnified the Directors and Executives of the Company for the costs incurred, in their capacity as a Director or Executive, for which they may be held personally liable, except as prohibited under the *Corporations Act 2001*. During the financial year, the Company paid a premium in respect of a contract to insure the Directors and Executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*

The Company has not indemnified its Auditor.

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purposes of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the financial year.

Dividends and share buy-back

During the year, the Company declared and paid an interim fully franked dividend for 2026 of 0.50 cents per share amounting to $1,099,457 and completed on-market share buy-backs totalling $186,083. The on-market buyback of up to $10 million that commenced on 12 June 2026 is continuing.

Rounding

Infragreen is of a kind referred to in ASIC Legislative Instrument 2026/183, relating to the 'rounding off' of amounts in the directors' report. Amounts in the Directors' report have been rounded off in accordance with the instrument to the nearest dollar, unless otherwise stated.

Events After Reporting Date

Subsequent to the reporting date, the Board declared a final fully-franked dividend relating to the financial year ended 30 June 2026 of 0.50 cents per share. The financial effect of the final dividend has not been brought to account in the consolidated financial statements for the year ended 30 June 2026.

Other than the matter noted above, there have been no events since 30 June 2026 that have significantly affected, or may significantly affect Infragreen's operations, the results of those operations, or Infragreen's state of affairs in future financial periods.

Non-Audit Services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 23 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are of the opinion that the non-audit services disclosed in Note 23 do not compromise the external auditor's independence requirements.

Auditor's Independence Declaration

The Auditor's Independence Declaration on page 24 forms part of the Directors' Report.

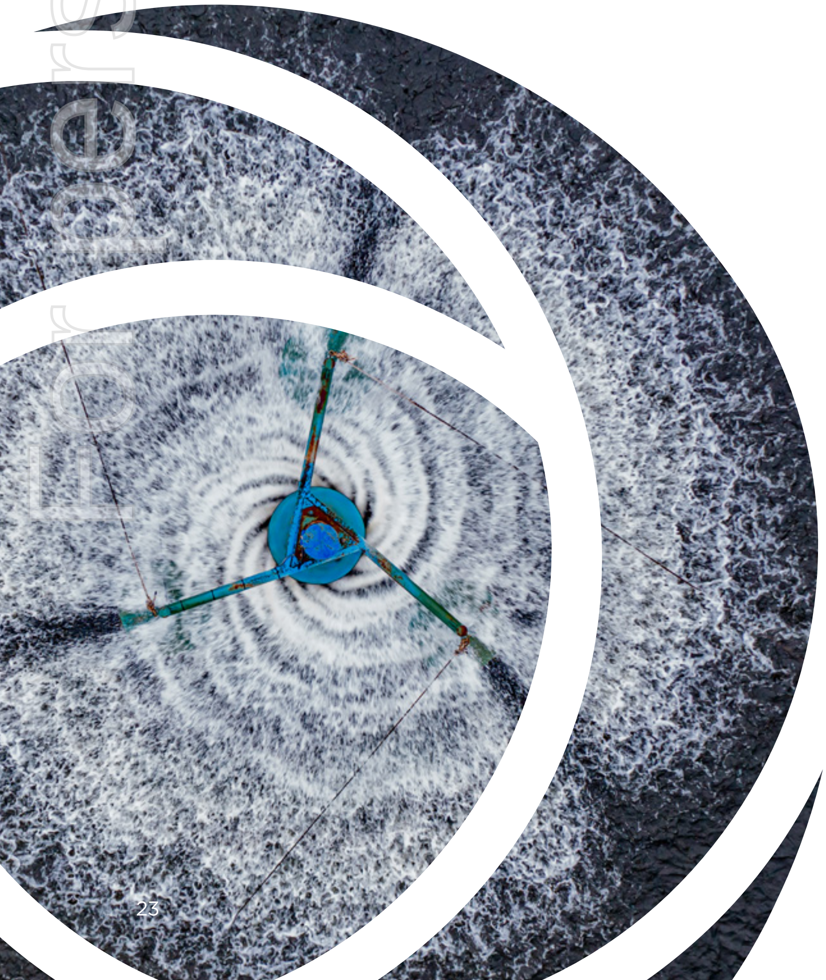
Directors' Interests

Details of the Directors' interests in the securities of the Company are disclosed in the remuneration report.

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

Lindsay Ward
Chair and Non-Executive Director
Brisbane
26 August 2026

Declan Sherman
Managing Director and Chief Executive Officer
Brisbane
26 August 2026



Auditor's Independence Declaration

Grant Thornton

Grant Thornton Audit Pty Ltd
King George Central
Level 18
145 Ann Street
Brisbane QLD 4000
GPO Box 1008
Brisbane QLD 4001

T +61 7 3222 0200

Auditor's Independence Declaration

To the Directors of Infragreen Group Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Infragreen Group Limited for the year ended 30 June 2026, I declare that, 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 audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

M C Bragg
Partner – Audit & Assurance

Brisbane, 26 August 2026

Remuneration Report

for the year ended 30 June 2026

1. Remuneration Report Overview

The Directors of Infragreen Group Limited present the Remuneration Report (the Report) for the financial year ended 30 June 2026. The Report describes our approach to remunerating Key Management Personnel (**KMP**) and the key principles that underpin our performance-based remuneration framework. This Report forms part of the Directors' Report for this financial year.

Information provided in the Remuneration Report has been audited as required by section 308(C) of the *Corporations Act 2001*.

2. Key Management Personnel

Key Management Personnel are those persons who have authority and responsibility for planning, directing and controlling the activities of Infragreen, directly or indirectly, including directors. The table below lists the KMP for the year ended 30 June 2026.

KMP	Position Held	Term as KMP
Lindsay Ward	Chair and Non-Executive Director	Full financial year
Declan Sherman	Managing Director and Chief Executive Officer	Full financial year
Scott Ryall	Non-Executive Director	Full financial year
Courtney Black	Non-Executive Director	Full financial year
Martin McIver	Chief Financial Officer	Full financial year

3. Remuneration Governance

The Board of Directors (**Board**) has established a Nomination and Remuneration Committee (**NRC**), consisting of non-executive directors. The role of the NRC is to assist the Board to fulfil its statutory, fiduciary and regulatory responsibilities regarding the following:

- Identifying and recommending non-executive director appointments to ensure the Board has adequate capacity and expertise to discharge its responsibilities
- Evaluating the performance of the Board, both collectively and individually
- Reviewing and recommending to the Board for adoption, KMP and executive remuneration policies and frameworks
- Reviewing and recommending to the Board for adoption, KMP and executive remuneration

The NRC may seek professional advice from appropriate external remuneration consultants. No external remuneration consultant was engaged during the year ended 30 June 2026.

Infragreen's KMP and executive performance-based remuneration framework is competitive and appropriately reflects the results achieved. This framework aligns KMP remuneration with the accomplishment of strategic goals and the generation of shareholder value, adhering to best practices. The remuneration framework is based on the following essential criteria for effective reward governance practices:

- Competitiveness and reasonableness
- Performance linkage/alignment of KMP and executive remuneration
- Promote internal fairness and equity
- Infragreen's capacity to pay
- Transparency

3. Remuneration Governance (Continued)

The remuneration framework seeks to align KMP and executive remuneration to shareholders' interests focusing on achieving:

- Sustained growth in Total Shareholder Return (**TSR**), including growth in share price and payment of dividends
- Sustained growth in Earnings per Share (**EPS**)
- Achieve a balance between achieving objectives for the next financial year and positioning Infragreen for medium- to long-term growth
- Attracting and retaining high calibre KMP and executives

4. Remuneration Framework

The total remuneration for executive KMP consists of fixed and variable components.

Fixed Remuneration

Total Fixed Remuneration (**TFR**) consists of base salary and statutory superannuation. The TFR has been determined based on the requirements of the role and experience.

Variable Remuneration – Short Term Incentive

The Short-Term Incentive (**STI**) is an annual cash bonus based on achieving financial and non-financial Key Performance Indicators (**KPI**s). The potential STI is determined as a percentage of the executive KMP's Fixed Remuneration and the STI paid is determined based on the KPIs achieved.

Variable Remuneration – Long Term Incentive

The Long-Term Incentive (**LTI**) is designed to reward KMP and executives for increasing shareholder value. The LTI involves the issue of performance rights to executive KMP and share options to non-executive director KMP with vesting conditions that apply over the nominated performance periods.

5. Company Performance

The performance-based remuneration framework seeks to link remuneration to the performance of Infragreen and increasing shareholder value.

The table below includes relevant metrics used to assess the performance of Infragreen and shareholder value.

	Units	2026	2025
EBITDA - Underlying[1]	$'000	23,896	18,553
Share of equity accounted profits, net of tax	$'000	5,731	4,184
Net profit after tax - statutory	$'000	7,640	(17,951)
Net profit after tax – underlying[1]	$'000	7,114	1,673
Earnings per share	cents	3.5	(34.5)
Change in share price year on year[2]	$	(0.745)	0.125
Total Shareholder Return[2]	%	(65.8%)	12.5%

1. EBITDA – Underlying and Net profit after tax – underlying are non-IFRS terms which have not been subject to audit or review but have been determined with reference to information presented in the annual financial report. Refer to pages 8-10 of this annual financial report for derivation of these metrics
2. For 2025 comparative information, the change in share price and total shareholder return metrics have been calculated from 25 June 2025 (date of the IPO) to 30 June 2025

6. Short Term Incentives

2026 STI Scorecard

The STI payable is determined based on the executive KMP achieving performance metrics decided by the Board. The following table sets out the KPIs for the executive KMP for the year ended 30 June 2026.

Executive KMP	KPI	Weighting	Percentage of KPI Outcome Achieved
Declan Sherman (Managing Director and Chief Executive Officer)	Safety and environment performance	20%	59%
	KPIs relating to increasing equity in existing Businesses and completing acquisitions	30%	67%
	Exceeding the EBITDA budget	50%	0%
Martin McIver (Chief Financial Officer)	Safety and environment performance	20%	59%
	KPIs relating to increasing equity in existing Businesses and completing acquisitions	15%	67%
	Completing agreed action plans	15%	80%
	Exceeding the EBITDA budget	50%	0%

2026 STI Outcomes

Executive KMP	Maximum Potential STI (% Fixed remuneration)	Actual bonus included in 2026 remuneration[1] $	Actual bonus earned in 2026 (% Fixed remuneration)
Declan Sherman (Managing Director and Chief Executive Officer)	62%	-	0%
Martin McIver (Chief Financial Officer)	45%	-	0%

1. The Infragreen share price is one measure of performance. The Board does not consider the share price accurately reflects the value of Infragreen; however, as the share price has underperformed, the Board has exercised its discretion and determined that nil STI is payable for 2026 due to share price under performance

2027 STI Structure

The 2027 STI has the following components:

- **Potential STI** – determined as a percentage of the executive KMP fixed remuneration
- **Profit Scaling** – sliding scale based on the percentage of the budgeted EBITDA (as outlined on page 28) achieved
- **STI Scorecard** – percentage achievement of the non-profit KPIs by each executive KMP

2027 Potential STI

Executive KMP	2027 Fixed remuneration[1] $	Potential STI (% Fixed remuneration)	Potential STI[1] $
Declan Sherman (Managing Director and Chief Executive Officer)	403,200	50%	201,600
Martin McIver (Chief Financial Officer)	430,000	50%	215,000

1. Fixed remuneration and potential STI are inclusive of superannuation

6. Short Term Incentives (Continued)

2027 STI Scorecard

The STI payable is determined based on the executive KMP achieving performance metrics decided by the Board. The following table sets out the KPIs for the executive KMP for the year ended 30 June 2027.

Executive KMP	KPI	Weighting	Rationale
Declan Sherman (Managing Director and Chief Executive Officer)	Safety and environment performance	20%	The Managing Director's leadership is critical in achieving a culture of safe work and environmental care
	KPIs related to increasing equity in existing Businesses and completing acquisitions	30%	Executing on high return acquisitions will deliver medium- and long-term value
	EBITDA budget (**Profit KPI**)	50%	Financial accountability for achieving forecasts, increasing stakeholder confidence and providing capacity to fund future growth
Martin McIver (Chief Financial Officer)	Safety and environment performance	20%	The Chief Financial Officer's leadership and support of the Managing Director is critical in achieving a culture of safe work and environmental care
	KPIs related to increasing equity in existing Businesses and completing acquisitions	15%	Executing on high return acquisitions will deliver medium- and long-term value
	Completing agreed action plans	15%	Completing actions that have a material impact on future performance and will deliver medium- and long-term value
	EBITDA budget (**Profit KPI**)	50%	Financial accountability for achieving forecasts, increasing stakeholder confidence and providing capacity to fund future growth

The scorecard KPIs other than the profit KPI are assessed regardless of the actual EBITDA as the other KPIs focus on outcomes that will drive medium- and long-term performance of the Company for the benefit of the shareholders.

2027 Profit Gate and Profit Scaling

The profit scaling adjusts the potential STI for the Profit KPI based on the actual EBITDA as a percentage of 2027 budgeted EBITDA. The profit scaling is a sliding scale from 90% to 110%. If the actual EBITDA is below 90% of the budget EBITDA no STI is payable for the Profit KPI, and if above 110%, the Profit KPI portion of the STI is capped.

Actual EBITDA as a % of Budget EBITDA	Profit Sliding Scale
Less than 90% (Profit Gate)	0%
100% (Target)	100%
110% and above (Stretch Target)	200%

EBITDA is based on the following:

- Actual EBITDA based on the Company's share of the look through EBITDA of the Businesses less the Company's operating expenses
- Actual EBITDA includes incremental EBITDA from bolt-on acquisitions but excludes EBITDA from increasing equity percentage or new platform Business acquisitions
- Budget EBITDA is adjusted for divestments of platform Businesses, from the date of the divestment
- Bonus expense is included in the calculation of actual EBITDA

If the actual EBITDA achieved is 110% of the budget EBITDA, the additional potential STI for executive KMP due to the profit KPI, and before assessing the other scorecard KPIs, would be capped at $201,600 for the Managing Director and $215,000 for the Chief Financial Officer.

7. Long-Term Incentives

Performance Rights

The LTI includes the issue of performance rights to executive KMP with a nil exercise price subject to satisfying the following performance periods and vesting conditions:

Performance Rights Tranche	Performance Rights Vesting Conditions
2025 Rights Tranche 1[1]	• Performance period from the date on which the Company listed on the ASX to 30 June 2026 • Remain employed by the Company from 1 March 2025 until 1 September 2026 • 10% increase in the Company's share price from the IPO price, based on the volume-weighted average price (**VWAP**) over 20 consecutive trading days on which the Company's shares have traded, ending on and including 30 June 2026 • meeting or exceeding the IPO Prospectus 2026 forecast for EBITDA
2025 Rights Tranche 2	• Performance period from 1 July 2025 to 30 June 2027 • Remain employed by the Company from 1 March 2025 until 1 September 2027 • 10% per annum Cumulative Average Growth Rate (**CAGR**) for Total Shareholder Return (**TSR**) • 10% per annum CAGR for Earnings Per Share (**EPS**)
2025 Rights Tranche 3	• Performance period from 1 July 2025 to 30 June 2028 • Remain employed by the Company from 1 March 2025 until 1 September 2028 • 10% per annum CAGR for TSR • 10% per annum CAGR for EPS
2025 Rights Tranche 4	• Performance period from 1 July 2025 to 30 June 2029 • Remain employed by the Company from 1 March 2025 until 1 September 2029 • 10% per annum CAGR for TSR • 10% per annum CAGR for EPS

1. The IPO price and EBITDA vesting conditions for the 2025 Rights Tranche 1 were not met during the year and as such these performance rights have been forfeited

All vesting conditions for a tranche need to be met for the respective performance rights to vest. If only one of the vesting conditions for a tranche are met, the respective performance rights will not vest.

The following table sets out the performance rights held by and granted to the executive KMP for the financial year ended 30 June 2026.

Executive KMP	Balance at 1 July 2025	Granted during the year	Exercised during the year	Forfeited during the year	Balance 30 June 2026	$ grant date value of rights
Declan Sherman	250,000	-	-	(62,500)	187,500	$81,038
Martin McIver	150,000	-	-	(37,500)	112,500	$48,623

No performance rights were granted to the executive KMP during the financial year ended 30 June 2026.

Subject to performance over a 4-year period, the 2027 LTI opportunity for the Managing Director is 80% of Fixed Remuneration and the Chief Financial Officer is 70% of Fixed Remuneration, payable in shares, cash or a combination of shares and cash.

7. Long-Term Incentives (Continued)

Performance Rights (continued)

The following table sets out the performance rights held by and granted to executive KMP per vesting date per year.

Performance Rights Tranche	Number of rights granted	Grant date	Vesting date	$ value of rights at grant date	Vesting conditions met	% vested
2025 Tranche 1	100,000	01/03/2025	01/09/2026	$47,138	No[1]	0%
2025 Tranche 2	100,000	01/03/2025	01/09/2027	$44,681	To be determined	-
2025 Tranche 3	100,000	01/03/2025	01/09/2028	$43,083	To be determined	-
2025 Tranche 4	100,000	01/03/2025	01/09/2029	$41,897	To be determined	-

1. The IPO price and EBITDA vesting conditions for the 2025 Rights Tranche 1 were not met during the year and as such these performance rights have been forfeited

8. Executive KMP Service Agreements

The Company has employment contracts with no fixed term with executive KMP. The notice period is outlined in the table below. Either party may terminate with notice. The contracts contain customary clauses dealing with immediate termination for gross misconduct, confidentiality and post-employment restraint provisions.

Executive KMP	Position	2026 Annual Fixed Remuneration[1] $	Notice Period
Declan Sherman	Managing Director and Chief Executive Officer	$403,200[2]	6 months
Martin McIver	Chief Financial Officer	$392,000[3]	6 months

1. Fixed remuneration is inclusive of superannuation. In prior year, annual remuneration was presented exclusive of superannuation
2. Declan Sherman's total fixed remuneration for 2027 is remaining unchanged at $403,200.
3. Martin McIver's total fixed remuneration for 2027 has increased to $430,000

9. Non-Executive Director Remuneration

The Main Board Package (**MBP**) outlined in the Infragreen Group Limited Prospectus dated 4 June 2025 capped the total non-executive director remuneration at $600,000 per year inclusive of superannuation but excluding out of pocket expenses.

The following table sets out the annual non-executive director fees as at 30 June 2026.

Role	2026 Annual Non-Executive Director Fee
Chair	$190,000
Non-Executive Director	$80,000
Chair of a Board Committee (fee per committee)	$10,000

Annual non-executive director fees for 2027 remain unchanged.

9. Non-Executive Director Remuneration (Continued)

Share Options

The LTI includes the issue of share options to non-executive director KMP with the following material terms:

Share Options	Share Option Material Terms
2025 Options	• Share options can be exercised 12 calendar months after Infragreen is admitted to the official list of the ASX (**Listing Date**) • Remain engaged as a director of the Company from 1 April 2025 until 26 June 2026 • Exercise price: $1.00 per share option • Share options expire the earlier of: - The date that is 36 calendar months after the Listing Date - The date the Eligible Participant ceases to be a director of Infragreen

The following table sets out the share options held by and granted to the non-executive director KMP for the financial year ended 30 June 2026.

Non-Executive Director KMP	Balance at 1 July 2025	Granted during the year	Exercised during the year	Forfeited during the year	Balance 30 June 2026	$ grant date value of options
Lindsay Ward	100,000	-	-	-	100,000	$16,935
Scott Ryall	150,000	-	-	-	150,000	$25,403
Courtney Black	75,000	-	-	-	75,000	$12,702

The following table sets out the share options held by and granted to non-executive director KMP per vesting date per year.

Share Options	Number of options granted	Grant date	Vesting date	$ value of options at grant date	Vesting conditions met	% vested
2025 Options	325,000	01/04/2025	26/06/2026	$55,040	Yes	100%

10. Key Management Personnel – Statutory Remuneration Table

		Short-term benefits				Post Employment Benefits		Long-term benefits	Share-based payments		
Name and Position	Year	Cash salary & fees $	Cash bonus $	Non-cash benefits $	Total $	Super benefits $	Termination benefits $	Long service leave $	Share Options[5] $	Total $	Proportion of remuneration performance based %
Director Key Management Personnel											
Lindsay Ward[1] (Chair and Non-Executive Director)	2026	200,000	-	-	200,000	-	-	-	13,518	213,518	6.3%
	2025	44,096	-	-	44,096	5,071	-	-	3,417	52,584	6.5%
Scott Ryall[2,3] (Non-Executive Director)	2026	110,000	-	-	110,000	-	-	-	20,277	130,277	15.6%
	2025	131,667	-	-	131,667	-	-	-	5,125	136,792	3.7%
Courtney Black[4] (Non-Executive Director)	2026	80,357	-	-	80,357	9,643	-	-	10,139	100,139	10.1%
	2025	19,432	-	-	19,432	2,235	-	-	2,563	24,230	10.6%
Total – Director Key Management Personnel	**2026**	**390,357**	**-**	**-**	**390,357**	**9,643**	**-**	**-**	**43,934**	**443,934**	**9.9%**
	2025	**195,195**	**-**	**-**	**195,195**	**7,306**	**-**	**-**	**11,105**	**213,606**	**5.2%**

1. Appointed Non-Executive Chair 1 April 2025
2. Director fees paid to a company instead of paying as salary and superannuation to the individual Director. Cash salary & fees are exclusive of GST.
3. Director fees include fees for consulting projects of $30,000 (2025: $45,000)
4. Appointed Non-Executive Director 1 April 2025
5. The fair value of the share options calculated at the date of grant and allocated to each reporting period evenly over the period from grant date to vesting date

10. Key Management Personnel – Statutory Remuneration Table (Continued)

Name and Position	Year	Short-term benefits Cash salary & fees $	Short-term benefits Cash bonus $	Short-term benefits Non-cash benefits $	Short-term benefits Total $	Post Employment Benefits Super benefits $	Termination benefits $	Long-term benefits Long service leave $	Share-based payments Performance Rights[2]	Total $	Proportion of remuneration performance based %
Executive Key Management Personnel											
Declan Sherman (Managing Director and Chief Executive Officer)	2026	360,000	-	(15,195)	344,805	43,200	-	3,255	18,084	409,344	4.4%
	2025	360,000	164,880	(11,016)	513,864	41,400	-	1,475	14,764	571,503	31.4%
Martin McIver[3] (Chief Financial Officer)	2026	350,000	-	5,313	355,313	42,000	-	918	10,850	409,081	2.7%
	2025	116,667	58,333	8,974	183,974	12,833	-	196	8,858	205,861	32.6%
Total – Executive Key Management Personnel	**2026**	**710,000**	**-**	**(9,882)**	**700,118**	**85,200**	**-**	**4,173**	**28,934**	**818,425**	**3.5%**
	2025	**476,667**	**223,213**	**(2,042)**	**697,838**	**54,233**	**-**	**1,671**	**23,622**	**777,364**	**31.8%**
Total – KMP Remuneration	**2026**	**1,100,357**	**-**	**(9,882)**	**1,090,475**	**94,843**	**-**	**4,173**	**72,868**	**1,262,359**	**5.8%**
	2025	**671,862**	**223,213**	**(2,042)**	**893,033**	**61,539**	**-**	**1,671**	**34,727**	**990,970**	**26.0%**

1. Annual leave movement
2. The fair value of the performance rights calculated at the date of grant and allocated to each reporting period evenly over the period from grant date to vesting date
3. Appointed 1 March 2025

11. Shareholding of Key Management Personnel

The movement during the year in the number of ordinary shares in Infragreen Group Limited held, directly, indirectly or beneficially, by the KMP, including their related parties, is as follows:

	Shareholding of KMP						
Name	Opening balance 1 July 2025	Shares acquired during the year	Shares disposed of during the year	Shares issued due to share split during the year	Shares issued upon conversion of convertible notes during the year	Shares issued on exercise of performance rights or share options	Closing balance 30 June 2026
Director KMP							
Lindsay Ward	200,000	300,000	-	-	-	-	500,000
Scott Ryall	66,524	60,000	-	-	-	-	126,524
Courtney Black	100,000	126,000	-	-	-	-	226,000
Executive KMP							
Declan Sherman	54,156,677	993,222	-	-	-	-	55,149,899
Martin McIver	100,000	50,000	-	-	-	-	150,000

12. Equity Instruments

Details of performance rights granted as remuneration to executive KMP and share options granted to director KMP during the financial year are included in section 7 (Long-Term Incentives).

There were no alterations to the terms and conditions of performance rights or share options since their grant date.

Performance Rights

Executive KMP	Description of rights	Number of rights granted	Fair value per right at grant date	Grant date	Vesting date	Expiry date	Estimated maximum expense to be recognised in future periods[1]
Declan Sherman (Managing Director and Chief Executive Officer)	2025 Rights Tranche 2	62,500	$0.447	01/03/2025	01/09/2027	31/12/2027	$13,063
	2025 Rights Tranche 3	62,500	$0.431	01/03/2025	01/09/2028	31/12/2028	$16,690
	2025 Rights Tranche 4	62,500	$0.419	01/03/2025	01/09/2029	31/12/2029	$18,438
Martin McIver (Chief Financial Officer)	2025 Rights Tranche 2	37,500	$0.447	01/03/2025	01/09/2027	31/12/2027	$7,838
	2025 Rights Tranche 3	37,500	$0.431	01/03/2025	01/09/2028	31/12/2028	$10,014
	2025 Rights Tranche 4	37,500	$0.419	01/03/2025	01/09/2029	31/12/2029	$11,063
Total on issue to Executive KMP		**300,000**					
Total on issue to non-KMP		37,500					
Total on issue at 30 June 2026		**337,500**					
Total vested during the period		-					
Total forfeited during the period		137,500[2]					

1. Estimated expense to be recognised in future periods if all vesting conditions are met. The expense may be lower if vesting conditions (other than market conditions) are not met
2. 100,000 performance rights forfeited as the IPO price and EBITDA vesting conditions for the 2025 Rights Tranche 1 were not met during the year and 37,500 performance rights forfeited due to resignation

The movement during the financial year, by number of performance rights held directly, indirectly or beneficially by executive KMP, including their related parties, is as follows:

Executive KMP	Rights Held 1 July 2025	Granted	Exercised	Lapsed	Forfeited	Rights Held 30 June 2026	Vested during the year	Vested and exercisable - 30 June 2025	Vested and exercisable - 30 June 2026
Declan Sherman	250,000	-	-	-	(62,500)	187,500	-	-	-
Martin McIver	150,000	-	-	-	(37,500)	112,500	-	-	-

No performance rights were granted or exercised during the year ended 30 June 2026.

12. Equity Instruments (Continued)

Share Options

Director KMP	Description of rights	Number of options granted	Fair value per option at grant date	Grant date	Vesting date	Expiry date	Estimated maximum expense to be recognised in future periods[1]
Lindsay Ward (Chair and Non-Executive Director)	2025 Options	100,000	$0.169	01/04/2025	26/06/2026	26/06/2028	-
Scott Ryall (Non-Executive Director)	2025 Options	150,000	$0.169	01/04/2025	26/06/2026	26/06/2028	-
Courtney Black (Non-Executive Director)	2025 Options	75,000	$0.169	01/04/2025	26/06/2026	26/06/2028	-
Total on issue to Director KMP		**325,000**					
Total on issue to non-KMP		-					
Total on issue at 30 June 2026		**325,000**					
Total vested during the period		325,000					
Total forfeited during the period		-					

1. The grant date fair values have been fully expensed as at 30 June 2026

The movement during the financial year, by number of share options held directly, indirectly or beneficially by director KMP, including their related parties, is as follows:

Director KMP	Options Held 1 July 2025	Granted	Exercised	Expired	Forfeited	Options Held 30 June 2026	Vested during the year	Vested and exercisable - 30 June 2025	Vested and exercisable - 30 June 2026
Lindsay Ward	100,000	-	-	-	-	100,000	100,000	-	100,000
Scott Ryall	150,000	-	-	-	-	150,000	150,000	-	150,000
Courtney Black	75,000	-	-	-	-	75,000	75,000	-	75,000

13. Key Management Personnel Transactions

KMP, or their related parties, may hold positions in other entities that result in them having control, or joint control, over the financial or operating policies of those entities. These entities may transact with Infragreen.

During the year ended 30 June 2026 the Company had an agreement for the rental of the Brisbane office premises with Silver Square Investments Pty Ltd (a related party of Declan Sherman, Managing Director and Chief Executive Officer of Infragreen).

Aggregate amounts of each of the above types of transactions with key management personnel in the accounts of Infragreen are set out below:

Director related entity	Transaction	2026 $	2025 $
Silver Square Investments Pty Ltd ACN 615 166 697 as trustee for the DAS Family Trust	Interest accrued on convertible notes[1]	-	407,289
	Rental of office premises	139,705	134,658

1. During the period ended 30 June 2024 the Company issued convertible notes amounting to $25,709,199 to Silver Square Investments Pty Ltd as trustee for the Silver Square Investment Trust 1 in exchange for Pure Environmental Pty Ltd shares. On 19 June 2025, the convertible notes converted into ordinary shares of the Company as part of the Infragreen IPO

No amounts were outstanding to key management personnel or their related entities as at 30 June 2025 or 30 June 2026.

This Report is made in accordance with a resolution of the directors:

L.J. Ward

Lindsay Ward
Chair and Non-Executive Director
Brisbane
26 August 2026

Declan Sherman
Managing Director and Chief Executive Officer
Brisbane
26 August 2026

Financial Statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2026

	Note	2026 $	2025 $
Share of equity accounted profits, net of tax	10	5,731,302	4,184,280
Other income		350,004	180,000
Finance income		1,036,051	590,850
Fair value gain on financial assets	9	4,105,934	8,026,704
Employee benefits expenses	3	(1,815,971)	(2,517,629)
Property expenses		(35,058)	(34,898)
Corporate and compliance expenses		(570,562)	(155,835)
Administrative and general expenses		(287,576)	(390,614)
Acquisition expenses		(30,597)	(162,041)
Strategic review, shareholder matters & IPO expenses	3	(579,820)	(1,805,228)
Finance costs	3	(77,385)	(25,684,436)
Depreciation and amortisation	3	(185,862)	(182,309)
Profit / (Loss) before income tax		**7,640,460**	**(17,951,156)**
Income tax expense	4	-	-
Profit / (Loss) after income tax		**7,640,460**	**(17,951,156)**
Other comprehensive income *Items that are or may be reclassified subsequently to profit or loss*			
Equity accounted investees – share of OCI		(244,610)	-
Other comprehensive income, net of tax		**(244,610)**	**-**
Total comprehensive income		**7,395,850**	**(17,951,156)**

Earnings per share		2026 Cents	2025 Cents
Basic and diluted earnings per share	5	3.5	(34.5)

The Consolidated Statement of Profit and Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Financial Position
As at 30 June 2026

	Note	2026 $	2025 $
Current Assets			
Cash and cash equivalents	6	8,704,523	13,413,901
Other current assets		224,272	67,273
Total Current Assets		8,928,795	13,481,174
Non-Current Assets			
Plant and equipment	7	198,652	255,502
Right-of-use assets	8	282,244	395,142
Financial assets at fair value through profit and loss	9	11,579,248	7,473,314
Investments in associates and joint ventures	10	128,936,873	129,776,355
Total Non-Current Assets		140,997,017	137,900,313
Total Assets		**149,925,812**	**151,381,487**
Current Liabilities			
Trade and other payables	13	345,309	1,666,643
Lease liabilities	8	120,362	105,050
Employee benefits		16,891	5,240
Other liabilities	12	-	6,206,254
Total Current Liabilities		482,562	7,983,187
Non-Current Liabilities			
Lease liabilities	8	206,390	326,751
Employee benefits		9,345	4,206
Total Non-Current Liabilities		215,735	330,957
Total Liabilities		**698,297**	**8,314,144**
Net Assets		**149,227,515**	**143,067,343**
Equity			
Contributed capital	14	170,907,461	171,121,000
Reserves	16	6,412,907	39,196
Accumulated losses		(28,092,853)	(28,092,853)
Total Equity		**149,227,515**	**143,067,343**

The Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity
For the year ended 30 June 2026

	Contributed capital $	Share based payments reserve $	Profits reserve $	Other reserves $	Accumulated losses $	Total $
Balance at 1 July 2025	171,121,000	39,196	-	-	(28,092,853)	**143,067,343**
Comprehensive income						
Profit after income tax	-	-	-	-	7,640,460	**7,640,460**
Other comprehensive income, net of tax	-	-	-	(244,610)	-	**(244,610)**
Total comprehensive income	**-**	**-**	**-**	**(244,610)**	**7,640,460**	**7,395,850**
Transactions with owners in their capacity as owners						
Share buy-back	(213,539)	-	-	-	-	**(213,539)**
Share-based payments	-	77,318	-	-	-	**77,318**
Transfer to Profits Reserve	-	-	7,640,460	-	**(7,640,460)**	**-**
Dividends paid	-	-	(1,099,457)	-	-	**(1,099,457)**
Balance at 30 June 2026	**170,907,461**	**116,514**	**6,541,003**	**(244,610)**	**(28,092,853)**	**149,227,515**

The Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity
For the year ended 30 June 2025

	Contributed capital $	Share based payments reserve $	Profits reserve $	Other reserves $	Accumulated losses $	Total $
Balance at 1 July 2024	10	-	-	-	(10,141,697)	**(10,141,687)**
Comprehensive income						
Loss after income tax	-	-	-	-	(17,951,156)	**(17,951,156)**
Other comprehensive income, net of tax	-	-	-	-	-	**-**
Total comprehensive income	**-**	**-**	**-**	**-**	**(17,951,156)**	**(17,951,156)**
Transactions with owners in their capacity as owners						
Issuance of share capital	171,120,990	-	-	-	-	**171,120,990**
Share-based payments	-	39,196	-	-	-	**39,196**
Balance at 30 June 2025	**171,121,000**	**39,196**	**-**	**-**	**(28,092,853)**	**143,067,343**

The Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Cash Flows
For the year ended 30 June 2026

	Note	2026 $	2025 $
Cash Flows from Operating Activities			
Dividends received	10	6,326,174	2,999,989
Other income		-	180,000
Payments to suppliers and employees (inclusive of GST)		(4,600,120)	(4,028,767)
Interest received		1,033,001	590,850
Finance costs		(77,385)	(3,864,258)
Net cash provided by / (used in) operating activities	**6**	**2,681,670**	**(4,122,186)**
Cash Flows from Investing Activities			
Proceeds from the sale of plant & equipment		-	857
Payments for plant & equipment		(16,756)	(258,872)
Payments for financial assets	9	-	(7,375,115)
Payments for investments		(5,956,249)	(37,274,201)
Net cash used in investing activities		**(5,973,005)**	**(44,907,331)**
Cash Flows from Financing Activities			
Payments for share-buyback	14	(186,083)	-
Proceeds from issue of securities	14	-	40,000,000
Share buyback and issue transaction costs	14	(27,456)	(2,389,305)
Proceeds from convertible notes		-	19,522,000
Proceeds from borrowings		-	30,000,000
Repayment of borrowings		-	(35,000,000)
Dividends paid	15	(1,099,457)	-
Lease repayments	8	(105,047)	(91,231)
Net cash (used in) / provided by financing activities		**(1,418,043)**	**52,041,464**
Net (decrease) / increase in cash and cash equivalents held		**(4,709,378)**	**3,011,947**
Cash and cash equivalents at 1 July		13,413,901	10,401,954
Cash and cash equivalents at 30 June	**6**	**8,704,523**	**13,413,901**

The Consolidated Statement of Cash Flows should be read in conjunction with the Notes to the Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

Note 1 Summary of Material Accounting Policies

Introduction

Infragreen Group Limited (the **Company**) is a listed public company domiciled in Australia. Its registered office and principal place of business is located at Level 1/144 Arthur St, Fortitude Valley QLD 4006.

The Company changed from a proprietary limited entity to a public unlisted limited entity on 1 May 2025 in preparation for an Initial Public Offering (**IPO**) and listed on the Australian Securities Exchange (**ASX**) on 25 June 2025.

The consolidated financial statements of the Company as at and for the year ended 30 June 2026 comprises the Company and its controlled entity (together referred to as **Infragreen** or the **Consolidated Entity**).

The accounting policies have been consistently applied, unless otherwise stated.

Operations and principal activities

Infragreen is an emerging diversified mid-market infrastructure company, built on the principles of sustainability and innovation. Infragreen owns, operates and holds interests in sustainable infrastructure businesses in Australia and New Zealand, with a strong focus on recycling and waste recovery alongside clean energy and energy transition.

Currency and rounding

The financial report is presented in Australian dollars which is the functional currency of the Company.

The Company is a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183, and in accordance with that instrument all financial information presented in Australian Dollars has been rounded to the nearest dollar, unless otherwise stated.

Authorisation of financial report

The financial report was authorised for issue on 26 August 2026.

Basis of Preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. The Company is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

The consolidated financial statements of Infragreen Group Limited comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying Infragreen's accounting policies.

Note 1 Summary of Material Accounting Policies (Continued)

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Information about each of these estimates and judgements is included in other notes together with information about the basis of calculation.

The areas involving significant estimates or judgements are:

- Estimates and judgements involved in determining recoverable amount of investments – Note 11
- Judgements made in relation to significant influence over equity accounted investments – Note 10
- Recognition of deferred tax asset for carried-forward tax losses – Note 4
- Estimates made in relation to the value of convertible notes provided to Pure Environmental Pty Ltd – Note 9
- Judgements made to whether Infragreen is an Investment Entity – refer below

AASB 10 Consolidated Financial Statements requires the parent company of a group to determine whether it meets the definition of an investment entity. An investment entity does not consolidate its subsidiaries, instead it measures an investment in a subsidiary at fair value through profit or loss. Management has assessed the criteria in evaluating whether Infragreen is an investment entity and have concluded that whilst some of the elements of an investment entity are present, all three elements are not present and therefore the investment entity definition is not met.

Accounting policies

(a) Financial Instruments

Recognition and initial measurement

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value or amortised cost using the effective interest rate method. Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

(b) Impairment of Non-Financial Assets

At the end of each reporting period, Infragreen assesses whether there is any indication that an asset may be impaired. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard. Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with the applicable Standard. Where it is not possible to estimate the recoverable amount of an individual asset, Infragreen estimates the recoverable amount of the cash-generating unit to which the asset belongs.

New Accounting Standards

Several amendments and interpretations applied for the first time during the period, but these changes did not have an impact on Infragreen's financial statements and hence, have not been disclosed.

Note 1 Summary of Material Accounting Policies (Continued)

New Standards and Interpretations Not Yet Adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2026 reporting periods. Infragreen has decided against early adoption of these standards. Infragreen has assessed the impact of these new standards and interpretations and does not expect that there would be a material impact on Infragreen in the current or future reporting periods and on foreseeable future transactions. Infragreen's assessment of the impact of AASB 18 is set out below:

AASB 18 *Presentation and Disclosure in Financial Statements*

AASB 18 will replace AASB 101 *Presentation of Financial Statements*, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though AASB 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of profit or loss and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on Infragreen's financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of AASB 18 will have no impact on Infragreen's net profit, Infragreen expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported
- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation
- Infragreen does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
  - management-defined performance measures
  - a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain expenses
  - for the first annual period of application of AASB 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying AASB 18 and the amounts previously presented applying AASB 101
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows

AASB 18 is effective for annual reporting periods beginning on or after 1 January 2027. Infragreen will apply the new standard for the financial year ended 30 June 2028. Retrospective application is required, and so the comparative information for the financial year ended 30 June 2027 will be restated in accordance with AASB 18.

Note 2 Segment Reporting

Reportable Segments

Infragreen has identified operating segments based on internal reports that are reviewed and used by the management team in assessing performance and determining the allocation of resources.

Management currently identifies Infragreen as having only one reportable segment: strategically investing in sustainable infrastructure and infrastructure services businesses. There have been no changes in the operating segments during the year. All assets are located in Australia and New Zealand.

Note 3 Expenses

	2026 $	2025 $
Employee benefits		
Wages and director fees	1,432,997	1,965,774
Superannuation	149,006	152,994
Share based payment expenses	77,318	39,196
Other	156,650	359,665
Total employee benefits	**1,815,971**	**2,517,629**
Strategic review, shareholder matters and IPO expenses		
Strategic review costs and shareholder matters[1]	555,073	-
IPO expenses	24,747	1,805,228
Total strategic review, shareholder matters and IPO expenses	**579,820**	**1,805,228**
Finance costs		
Interest on borrowings[2]	-	2,634,690
Convertible notes – interest[3]	-	3,449,095
Convertible notes - principal uplift component[3]	-	18,738,409
Convertible note raising costs[3]	-	818,815
Interest on leases	34,658	43,427
Other financing costs	42,727	-
Total finance costs	**77,385**	**25,684,436**
Depreciation and amortisation		
Depreciation – plant and equipment	72,964	69,411
Depreciation – right of use assets	112,898	112,898
Total depreciation and amortisation	**185,862**	**182,309**

1. Relates to costs incurred by Infragreen associated with the strategic review (as announced to the ASX on 7 April 2026) and non-trading shareholder matters
2. Relates to interest expense on Altor and JVL loans which were fully repaid during FY25
3. Expenses associated with the Infragreen convertible notes which converted to shares in Infragreen at the IPO in FY25

Note 4 Income Tax

Income tax expense

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income). Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses. Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss. Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future. Infragreen considers the availability of franking credits in measuring deferred tax relating to equity accounted investments.

A reconciliation of the reported income tax expense to the accounting profit/(loss) before income tax at the statutory income tax rate is set out in the table below:

	2026 $	2025 $
Profit/(Loss) before income tax	7,640,460	(17,951,156)
Less: Share of equity accounted profit, net of tax	(5,731,302)	(4,184,280)
Profit/(Loss) before income tax excluding equity accounted profits	1,909,158	(22,135,436)
Prima facie income tax expense/(benefit) at 30%	572,747	(6,640,631)
Increase in income tax expense/(benefit) due to:		
Non-deductible convertible notes finance costs	-	6,901,896
Other permanent differences	26,447	20,857
Tax losses for which no deferred tax asset is recognised	1,194,682	1,479,029
Effect of net deferred tax assets not brought to account	(1,793,876)	(1,761,151)
Income tax expense	**-**	**-**

Note 4 Income Tax (Continued)

Net deferred tax assets not brought to account

The net deferred tax asset position of Infragreen has not been recognised in the financial statements. Carried forward tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which Infragreen can utilise these benefits. The unrecognised net deferred tax asset position of Infragreen comprises the following items:

	2026 $	2025 $
Section 40-880 deductions	1,146,498	1,377,825
Carried forward losses	3,101,653	1,953,469
Equity accounted investments	(2,915,073)	(168,688)
Financial assets	(1,261,231)	(29,460)
Other items	112,729	360,965
Net deferred tax assets not brought to account	**184,576**	**3,494,111**

Note 5 Earnings per Share

The Company presents basic and diluted earnings per share (**EPS**) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

	2026 $	2025 $
Profit / (Loss) attributed to equity holders	7,640,460	(17,951,156)
	2026 #	**2025 #**
Issued ordinary shares at 1 July	219,891,248	1,000
Effect of share split during the year[1]	-	46,379,953
Effect of shares issued during the year	-	5,704,448
Effect of shares bought back and cancelled during the year	(8,441)	-
Weighted average number of ordinary shares at 30 June (basic)	219,882,807	52,085,401
Weighted average number of ordinary shares at 30 June (basic) adjusted for share split[1]	219,882,807	52,085,401
	2026 Cents	**2025 Cents**
Basic and diluted earnings per share[2]	3.5	(34.5)

1. The Company undertook a share split of ordinary shares on 22 May 2025, increasing the number of ordinary shares from 1,000 to 46,380,953
2. The earnings per share have been determined using the weighted average number of ordinary shares at 30 June (basic) adjusted for share split

The impact of the performance rights issued by the Company during prior years was not material to the calculation of the Company's diluted earnings per share.

Note 6 Cash and Cash Equivalents

	2026 $	2025 $
Cash at bank	**8,704,523**	**13,413,901**

For statement of cash flow presentation purposes cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are reported within short-term borrowings in current liabilities in the statement of financial position.

Reconciliation of cash flows from operations with profit / (loss) after tax

	2026 $	2025 $
Profit / (Loss) after income tax	7,640,460	(17,951,156)
Dividends received from associates and joint ventures	6,326,174	2,999,989
Adjustments for:		
Share of equity accounted profit, net of tax	(5,731,302)	(4,184,280)
Gain on settlement of contingent consideration	(250,005)	-
Depreciation and amortisation	185,862	182,309
Loss on sale of plant and equipment	642	72
Non-cash interest expense (convertible notes)	-	22,697,700
Financial assets at fair value through profit and loss	(4,105,934)	(8,026,704)
Share based payment expenses	77,318	39,196
Changes in:		
Other assets	(157,001)	(64,767)
Trade and other payables	(1,321,334)	1,058,772
Employee benefits	16,790	(32,377)
Provision for convertible notes raising fee	-	(840,940)
Net cash provided by / (used in) operating activities	**2,681,670**	**(4,122,186)**

Note 7 Plant and Equipment

	2026 $	2025 $
Office equipment at cost	43,231	28,481
Accumulated depreciation	(12,327)	(5,485)
	30,904	22,996
Leasehold improvements at cost	298,245	298,245
Accumulated depreciation	(130,497)	(65,739)
	167,748	232,506
Total plant and equipment	**198,652**	**255,502**

Movements during the period

2026	Office Equipment $	Leasehold Improvements $	Total $
Balance at 1 July 2025	22,996	232,506	255,502
Additions	16,756	-	16,756
Disposals	(642)	-	(642)
Depreciation	(8,206)	(64,758)	(72,964)
Balance at 30 June 2026	**30,904**	**167,748**	**198,652**

2025	Office Equipment $	Leasehold Improvements $	Total $
Balance at 1 July 2024	6,988	201,830	208,818
Additions	21,675	95,349	117,024
Disposals	(929)	-	(929)
Depreciation	(4,738)	(64,673)	(69,411)
Balance at 30 June 2025	**22,996**	**232,506**	**255,502**

Each class of property, plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future benefits associated with the item will flow to Infragreen and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss during the financial period in which they are incurred.

Note 7 Plant and Equipment (Continued)

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life to Infragreen commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. The depreciation rates used for each class of asset are:

Class of Fixed Asset	Useful Life
Office equipment	3 - 5 years
Leasehold improvements	Life of lease

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

Note 8 Leases

Infragreen leases an office premises over a 5-year period. The lease agreement does not impose any covenants other than the security interests in the leased assets that are held by the lessor.

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 Infragreen. Assets and liabilities arising from a lease are initially measured on a present value basis.

Lease Liabilities

Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable by Infragreen under residual value guarantees
- The exercise price of a purchase option if Infragreen is reasonably certain to exercise that option
- Payments of penalties for terminating the lease, if the lease term reflects Infragreen exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases that relate to building premises, the entity's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, Infragreen uses its expected third-party financing rates as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, making adjustments specific to the lease (e.g., term and security).

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

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

Right-of-use Assets

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

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

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

Note 8 Leases (Continued)

Low Value Assets

Payments associated with leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Low value assets comprise small items of office equipment.

Extension Options

Extension options are only included in the lease term if the lease is reasonably certain to be extended. As at 30 June 2026, there were no unrecognised lease extension options applicable.

	2026 $	2025 $
Right of use assets		
Leased premises	**282,244**	**395,142**

Right of use assets movements during the period

	2026 $	2025 $
Opening balance 1 July	395,142	508,040
Additions and remeasurements	-	-
Depreciation – right of use assets	(112,898)	(112,898)
Closing balance 30 June	**282,244**	**395,142**

	2026 $	2025 $
Lease liabilities		
Lease liability – current	120,362	105,050
Lease liability – non-current	206,390	326,751
	326,752	**431,801**

Amounts recognised in the Statement of Profit and Loss

	2026 $	2025 $
Depreciation – right of use assets	112,898	112,898
Interest expense – lease liabilities	34,658	43,427
	147,556	**156,325**

Note 8 Leases (Continued)

Amounts recognised in the Statement of Cash Flows

	2026 $	2025 $
Lease principal repayments	105,047	91,231
Interest payments	34,658	43,427
	139,705	**134,658**

Note 9 Financial Assets

	2026 $	2025 $
Non-current		
Convertible Notes – Pure Environmental Pty Ltd	**11,579,248**	**7,473,314**

Movements during the period

2026	Convertible Notes $	Total $
Balance at 1 July 2025	7,473,314	7,473,314
Fair value movement through profit and loss	4,105,934	4,105,934
Balance at 30 June 2026	**11,579,248**	**11,579,248**

2025	Call Option[1] $	Convertible Notes $	Total $
Balance at 1 July 2024	-	-	-
Additions	-	7,375,115	7,375,115
Fair value movement through profit and loss	7,928,505	98,199	8,026,704
Transfer to equity accounted investments	(7,928,505)	-	(7,928,505)
Balance at 30 June 2025	**-**	**7,473,314**	**7,473,314**

1. On 9 April 2025, Infragreen exercised the call option to acquire a further 21.91% of Energybuild Holdings Pty Ltd. The fair value movement of $7,928,505 was transferred to the carrying value of the investment upon exercise (refer Note 10)

Note 9 Financial Assets (Continued)

Convertible Notes – Pure Environmental Pty Ltd

On 27 September 2024, Infragreen subscribed for 7,375,115 convertible notes (Notes) in Pure Environmental Pty Ltd ("Pure Environmental") at a subscription price of $1.00 per Note.

Key terms and conditions of the note are as follows:

Key Terms	Pure Environmental Convertible Notes
Note Face Value	$1.00 per Note
Notes acquired	7,375,115 Notes
Maturity Date	The Notes have maturity date 3 years from the Issue Date (but may be extended by Pure Environmental for an additional 12 months), at which time the Notes are to be repaid if a conversion has not occurred
Interest Rate	Interest accrues daily at 10% per annum. Infragreen has elected to receive payment of interest monthly
Security	The Notes are unsecured
Conversion Events	Conversion of the Notes can occur under the following circumstances: a) Performance hurdle is met – EBITDA of $35M for any financial year; b) At the Noteholder's election, immediately prior to a liquidity event; c) Anytime after 6 months prior to maturity.
Conversion Shares	The number of conversion shares issued is calculated as: *"Conversion amount / Conversion Price per Share"* Where the conversion amount reflects the outstanding principal amount of the Note and the conversion price per share means the lowest of: a) $1.17; b) The amount per share at which Pure Environmental has raised capital in the 12 month period prior to the conversion; and c) Valuation per Share. Valuation per Share is calculated as the "Valuation of the Issuer" / number of shares on issue. The valuation of the Issuer is based on 10x EBITDA less Net Debt, with EBITDA based on the last Full Financial Year of the Issuer prior to the date on which the Valuation of the Issuer is to occur.
Early Redemption	At any time, the Issuer may provide notice to the Noteholders: a) stating that all, or part of, the approved purpose has failed b) notifying that all or a specific portion of the Notes are to be the subject of redemption The purpose of the funding provided by Infragreen to Pure Environmental, was predominantly for the acquisition of a liquid waste business from Corps Environmental Pty Ltd and the associated land from which that business is operated. The funding could also be used for any purpose as determined by the board of the Issuer from time to time.

The Notes are a derivative financial instrument that blends the features of a typical corporate bond, which pays interest on its principal amount until maturity, with an option to convert into equity in the issuing company. This conversion option allows the holder to convert the Note into shares of the company at their discretion. If the Note isn't converted, it is redeemed at its face value when it matures.

Note 9 Financial Assets (Continued)

The Notes have been valued using the Black-Scholes Pricing model on the basis the conversion option has no market based conditional terms. In valuing the conversion option, the following inputs have been adopted as at 30 June 2026:

Duration

In determining the duration (term to maturity) input, the Directors have considered the expected time until conversion of the Notes under its terms. The adopted term to maturity is 1.24 years (30 June 2025: 2.24 years).

Underlying asset price and Exercise price

In determining the underlying asset price, the Directors have had regard to the growth in Pure Environmental's earnings since the last transaction in its shares in September 2024 and the impact of any minority discount in valuing the fair value of Infragreen's interest in Pure Environmental. An underlying asset price of $1.98 per share on issue (30 June 2025: $1.17) has been adopted.

The Exercise Price is determined under the terms of the Notes at $1.17 per share on issue (30 June 2025: $1.17).

Risk Free Rate

The risk-free rate of 4.45% (30 June 2025: 3.21%) has been based on Australian Government 2-year (30 June 2025: 3-year) bond yields sourced from the RBA as at the relevant assessment date. The duration of the selected bond yield has been determined with reference to the Note's time to maturity.

Dividend Yield

In determining the dividend yield, the Directors have had regard to Pure Environmental's historical and forecast future dividend payout. A dividend yield of 3.24% (30 June 2025: 1.33%) has been assumed in modelling the value of the conversion option.

Expected Volatility

An expected volatility of 35% (30 June 2025: 35%) has been adopted in valuing the Notes. As Pure Environmental is an unlisted company the valuation has had regard to the historical volatility of companies broadly comparable to Pure Environmental.

Debt Component – Discount Rate

A discount rate of 24.2% (30 June 2025: 23.8%) has been applied based on Pure Environmental's cost of debt plus a spread of 16.8% (30 June 2025: 16.8%) which has remained unchanged from the Issue Date.

Fair Value Hierarchy

The following tables detail Infragreen's assets measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

- **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date
- **Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- **Level 3:** Unobservable inputs for the asset or liability

Note 9 Financial Assets (Continued)

2026	Level 1 $	Level 2 $	Level 3 $	Total $
Financial Assets				
Convertible Notes – Pure Environmental Pty Ltd	-	-	11,579,248	11,579,248
Balance at 30 June 2026	**-**	**-**	**11,579,248**	**11,579,248**

2025	Level 1 $	Level 2 $	Level 3 $	Total $
Financial Assets				
Convertible Notes – Pure Environmental Pty Ltd	-	-	7,473,314	**7,473,314**
Balance at 30 June 2025	**-**	**-**	**7,473,314**	**7,473,314**

Note 10 Investments in Associates and Joint Ventures

	2026 $	2025 $
Pure Environmental Pty Ltd	29,626,456	31,774,567
Minemet Recycling Group Pty Ltd	39,437,946	40,549,447
Energybuild Holdings Pty Ltd	28,976,020	27,226,370
Merredin Energy Holdings Pty Ltd	30,896,451	30,225,971
	128,936,873	**129,776,355**

An equity accounted investee is an entity over which Infragreen has significant influence or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in Infragreen's share of net assets of the associate or joint venture since the acquisition date. The comprehensive income reflects Infragreen's share of the results of operations of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as Infragreen. When necessary, adjustments are made to bring the accounting policies in line with those of Infragreen.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Note 10 Investments in Associates and Joint Ventures (Continued)

Overview of equity accounted investments

a) Pure Environmental Pty Ltd

On 9 November 2023, Infragreen acquired a 21.89% interest in Pure Environmental Pty Ltd (**Pure Environmental**) a business that provides regulated waste recycling through advanced resource recovery. Pure Environmental Pty Ltd's principal place of business is located at Unit 10, 333 Queensport Road, Murarrie QLD 4172.

Consideration for the initial investment was $28,470,457 through the issue of 28,470,457 Infragreen convertible notes.

On 25 June 2024, Infragreen acquired a further 0.43% interest in Pure Environmental for $482,508 cash, bringing its total interest to 22.32% and an investment value of $28,952,965.

On 26 September 2024, Infragreen acquired a further 2.26% interest in Pure Environmental for $2,541,131 cash, bringing its total interest to 24.58% and an investment value of $31,494,096.

As a result of shares issued upon the vesting of performance rights granted to employees of Pure Environmental, Infragreen's shareholding of Pure Environmental at 30 June 2026 was 24.55%.

Pure Environmental requires a board resolution to distribute its profits. Dividends of $9,535,000 (2025: $1,832,187) were paid during the year of which Infragreen's share was $2,340,587 (2025: $450,900).

b) Minemet Recycling Group Pty Ltd

On 26 October 2023, Infragreen acquired 60% of the issued capital of Minemet Recycling Group Pty Ltd (**Minemet Recycling**). Minemet Recycling is focused on steel and non-ferrous metal recycling in Australia and New Zealand. Minemet Recycling's principal place of business is located at Suite 1212, 1 Queens Road, Melbourne VIC 3004.

The agreed purchase consideration was $40,118,000, comprising upfront cash of $32,618,000 and contingent consideration of $7,500,000, subject to FY2024 EBITDA targets being met. The contingent consideration was paid in full on 21 October 2024.

Infragreen has determined it has not obtained control of Minemet Recycling due to:

- Restrictions in the Minemet Shareholder Agreement which require unanimous consent on key business matters
- Equal voting rights at Board meetings with the minority shareholder
- The minority shareholder's key involvement in leading the business through his specialised knowledge and networks in the industry which are critical to the success of the business. In Infragreen's judgement, the minority shareholder's importance to, and practical control over, the day-to-day operational and strategic matters of Minemet give rise to significant operational barriers to Infragreen asserting a controlling position

Based on the above key judgements, Infragreen has joint control of Minemet Recycling with the minority shareholder and therefore its investment in Minemet Recycling is accounted for as a joint venture.

Minemet Recycling requires a board resolution to distribute its profits. Dividends of $4,000,000 (2025: $3,000,000) were paid during the year of which Infragreen's share was $2,400,000 (2025: $1,800,000). The franking account balance of Minemet Recycling at 30 June 2026 was $1,018,931 (2025: $11,788).

c) Energybuild Holdings Pty Ltd

On 21 December 2023, Infragreen acquired a 32.87% interest in Energybuild Holdings Pty Ltd (**Energybuild**), increasing to 54.78% interest on 9 April 2025 after exercising a call option. Energybuild is a business that provides residential housing with clean power generation, power storage, smart meters and utility connections. Energybuild's principal place of business is located at 12 Riverview Terrace, Indooroopilly QLD 4068.

The total consideration paid for the initial 32.87% was $16,500,000, being $4,928,000 of borrowings from Altor Capital Management and $11,572,000 cash.

As part of the transaction, Infragreen also acquired an option to acquire a further 21.91% interest (27,500 shares) from existing shareholders. A financial asset relating to the Energybuild call option measured at fair value of $7,928,505 was recognised on 31 December 2024.

Note 10 Investments in Associates and Joint Ventures (Continued)

On 9 April 2025, Infragreen exercised the call option to acquire a further 21.91% interest in Energybuild. Consideration paid and payable to acquire the additional interest under the call option is made up of two payments with the first payment of $902,132 being paid in April 2025. The second payment was based on the FY25 EBITDA result of Energybuild, and as at 30 June 2025, the payment was estimated to be $2,206,254.

On 29 September 2025, Infragreen agreed to finalise all amounts payable in relation to the acquisition of its 21.91% interest in Energybuild, bringing Infragreen's total interest to 54.78%. The agreed settlement amount was paid by Infragreen on 7 October 2025. A gain of $250,005 has been recognised in Other Income representing the difference between the contingent consideration liability as at 30 June 2025 and the agreed settlement amount paid.

Infragreen has determined it has not obtained control of Energybuild due to:

- Restrictions in the Energybuild Shareholder Agreement which require at least 75% shareholder approval on key business matters
- The minority shareholder's key involvement in leading the business through their specialised knowledge and networks in the industry which are critical to the success of the business. In Infragreen's judgement, the minority shareholder's importance to, and practical control over, the day-to-day operational and strategic matters of Energybuild give rise to significant operational barriers to Infragreen asserting a controlling position

Based on the above key judgements, Infragreen has joint control of Energybuild with the minority shareholder and therefore its investment in Energybuild is accounted for as a joint venture.

Energybuild requires a board resolution to distribute its profits. Dividends of $502,000 (2025: nil) were paid during the year of which Infragreen's share was $275,000 (2025: nil). The franking account balance of Energybuild at 30 June 2026 was $149,709 (2025: $161,926).

d) Merredin Energy Holdings Pty Ltd

On 29 November 2024, Infragreen acquired a 49.99% interest in Merredin Energy Holdings Pty Ltd (**Merredin Energy**), a business that owns and operates a diesel fuelled open cycle gas turbine peaking plant in Western Australia. Merredin Energy's principal place of business is located at Level 37, 360 Elizabeth Street, Melbourne VIC 3000.

The total consideration paid and payable under the transaction is made up of three payments with the first $26,000,000 paid in November 2024, the working capital adjustment of $330,937 paid in March 2025. The third payment was based on Merredin Energy achieving an agreed level of EBITDA. At 30 June 2025, the third payment was estimated to be $4,000,000. This amount was paid on 23 October 2025 and accordingly no amount of deferred consideration remains outstanding at 30 June 2026.

Infragreen has determined it has not obtained control of Merredin Energy due to:

- Infragreen's interest is less than 50%
- Infragreen and the other significant shareholder may appoint two (2) directors each
- Restrictions in the Merredin Energy Shareholder Agreement which required at least 75% shareholder approval on key business matters, with all other matters requiring a simple majority of greater than 50%
- The other significant shareholder has been contracted to manage the day-to-day operation reporting to the Board

Based on the above key judgements, Infragreen has joint control of Merredin Energy with the other significant shareholder and therefore its investment in Merredin Energy is accounted for as a joint venture.

Merredin Energy requires a board resolution to distribute its profits. Dividends of $2,621,700 (2025: $2,198,479) were paid during the year of which Infragreen's share was $1,310,587 (2025: $749,089). The franking account balance of Merredin Energy at 30 June 2026 was $423,128 (2025: $187,867).

Note 10 Investments in Associates and Joint Ventures (Continued)

Movements during the year

2026	Pure Environmental $	Minemet Recycling $	Energybuild $	Merredin Energy[1] $	Total $
Balance at 1 July 2025	31,774,567	40,549,447	27,226,370	30,225,971	129,776,355
Additions	-	-	-	-	-
Share of profit	192,476	1,533,109	2,024,650	1,981,067	5,731,302
Foreign exchange differences	-	(244,610)	-	-	(244,610)
Dividends received	(2,340,587)	(2,400,000)	(275,000)	(1,310,587)	(6,326,174)
Balance at 30 June 2026	**29,626,456**	**39,437,946**	**28,976,020**	**30,896,451**	**128,936,873**

2025	Pure Environmental $	Minemet Recycling $	Energybuild $	Merredin Energy[1] $	Total $
Balance at 1 July 2024	28,785,088	40,252,629	15,645,388	-	84,683,105
Additions	2,541,131	-	11,036,891	30,330,937	43,908,959
Share of profit	899,248	2,096,818	544,091	644,123	4,184,280
Dividends received	(450,900)	(1,800,000)	-	(749,089)	(2,999,989)
Balance at 30 June 2025	**31,774,567**	**40,549,447**	**27,226,370**	**30,225,971**	**129,776,355**

1. During the year Infragreen finalised the purchase price allocation relating to the acquisition of Merredin Energy. The acquisition date carrying value of the net assets of Merredin Energy were assessed to materially approximate their fair values, and as such no measurement period adjustments have been applied to the current or prior year

Note 10 Investments in Associates and Joint Ventures (Continued)

Equity accounted investments financial information

The following tables illustrate the summarised financial information of Infragreen's investments:

Pure Environmental[1]	2026 $'000	2025 $'000
Revenue	84,828	82,186
Operating expenses	(51,450)	(50,977)
Other income[2]	3,000	-
Restructuring and asset holding costs[2]	(765)	-
Acquisition and transaction costs	(1,879)	-
Other non-trading expenses	(716)	-
Depreciation and amortisation	(7,563)	(6,491)
Impairment non-current assets[2]	-	(11,840)
Net finance costs[3]	(17,714)	(5,349)
Profit before income tax	**7,741**	**7,529**
Loss after income tax from discontinued operations	-	(1,310)
Income tax expense	(6,957)	(2,414)
Profit after income tax	**784**	**3,805**
Infragreen's share of profit after tax	**192**	**899**

1. Pure Environmental profit before tax has been reported based on continuing operations
2. During FY26, Pure Environmental entered a new contractual agreement which resulted in the release of its obligation to pay $3.0 million in deferred consideration in relation to project assets. This was previously recorded as a current liability however has been reversed during 2026 resulting in a gain. The capital work in progress associated with the project assets was impaired in FY25 and remained under care and maintenance in FY26. FY26 expenses relating to the project assets are included under restructuring and asset holding costs
3. Net finance costs include convertible note liability interest and fair value change expenses totalling $16.6 million (FY25: $3.1 million)

Minemet Recycling	2026 $'000	2025 $'000
Revenue	84,413	77,726
Other income	-	361
Operating expenses	(72,894)	(65,887)
Acquisition and transaction costs	(78)	(179)
Depreciation and amortisation[1]	(6,070)	(5,386)
Net finance costs	(1,507)	(1,598)
Profit before income tax	**3,864**	**5,037**
Income tax expense	(1,310)	(1,542)
Profit after income tax	**2,554**	**3,495**
Infragreen's share of profit after tax	**1,533**	**2,097**

1. The purchase price allocation from the acquisition of Minemet by Infragreen included the recognition of customer contracts and adjustments to right of use assets. Amortisation of these assets has been recognised as a purchase price allocation adjustment in Infragreen's Consolidated Statement of Profit and Loss

Note 10 Investments in Associates and Joint Ventures (Continued)

Energybuild	2026 $'000	2025 $'000
Revenue[1]	70,998	35,122
Operating expenses	(58,445)	(31,205)
Depreciation and amortisation[1,2]	(6,114)	(6,840)
Net finance costs	(1,468)	(1,339)
Profit / (Loss) before income tax	**4,971**	**(4,262)**
Income tax (expense) / benefit	(1,532)	4,205
Profit / (Loss) after income tax	**3,439**	**(57)**
Infragreen's share of profit after tax	**2,025**	**544**

1. Revenue includes $3.4 million (FY25: $1.7 million) released from unearned revenue upon transfer of ownership of SolarPay assets, which occurs upon customer exercising the purchase option mechanism or Energybuild notifying the customer of termination of the arrangement. After five years, the exercise price for the customer to acquire the SolarPay asset is nil. SolarPay assets are initially recognised as property, plant and equipment and depreciated over a 5-year period. Depreciation relating to SolarPay assets was $4.0 million (FY25: $4.5 million)
   During FY26 Energybuild commenced termination of historical contracts at the end of the 5-year option exercise period for which the carrying value of the assets disposed were nil. Energybuild has wound down installations of new SolarPay assets during FY26 in favour of traditional, upfront installation revenue models. The unearned revenue balance as at 30 June 2026 of $12.0 million (2025: $14.9 million) is expected to be recognised as revenue over approximately the next five years as ownership of remaining systems is transferred
2. The purchase price allocation from the acquisition of the additional 21.91% interest in Energybuild on 9 April 2025 by Infragreen included customer relationships and brand. Amortisation of the customer relationship assets has been recognised as a purchase price allocation adjustment in Infragreen's Consolidated Statement of Profit and Loss

Merredin Energy	2026 $'000	29 November 2024 to 30 June 2025 $'000
Revenue	12,885	7,228
Operating expenses	(3,639)	(2,243)
Depreciation and amortisation	(2,751)	(1,599)
Fair value movement of derivatives	(33)	(845)
Net finance costs	(802)	(715)
Profit before income tax	**5,660**	**1,826**
Income tax expense	(1,698)	(537)
Profit after income tax	**3,962**	**1,289**
Infragreen's share of profit after tax	**1,981**	**644**

Note 10 Investments in Associates and Joint Ventures (Continued)

Balance Sheet as at 30 June 2026	Pure Environmental $'000	Minemet Recycling $'000	Energybuild $'000	Merredin Energy $'000
Assets				
Cash and cash equivalents	8,218	1,535	4,930	1,186
Trade and other receivables	13,393	4,948	7,446	1,409
Inventories	15	6,575	6,089	1,434
Other current assets	3,499	-	1,018	207
Total current assets	**25,125**	**13,058**	**19,483**	**4,236**
Property, plant and equipment	81,232	11,930	9,736	37,697
Right-of-use assets	7,279	9,504	2,337	-
Financial assets	-	-	-	1,557
Intangible assets	83,610	20,301	19,958	561
Deferred tax assets	4,749	-	1,929	-
Other non-current assets	145	-	-	130
Total non-current assets	**177,015**	**41,735**	**33,960**	**39,945**
Total assets	**202,140**	**54,793**	**53,443**	**44,181**
Liabilities				
Trade and other payables	12,923	4,161	9,669	773
Borrowings	8,451	2,736	1,442	3,881
Lease liabilities	1,320	1,159	1,157	-
Provisions	2,162	977	730	-
Contract liabilities	-	829	14,331	-
Income tax payable	1,529	387	701	744
Total current liabilities	**26,385**	**10,249**	**28,030**	**5,398**
Borrowings	22,856	7,228	6,904	17,486
Borrowings – convertible notes	42,307	-	-	-
Lease liabilities	6,607	8,832	1,420	-
Contract liabilities	-	-	2,490	-
Provisions	602	122	44	-
Deferred tax liabilities	-	1,681	-	1,411
Total non-current liabilities	**72,372**	**17,863**	**10,858**	**18,897**
Total liabilities	**98,757**	**28,112**	**38,888**	**24,295**
Net Assets	**103,383**	**26,681**	**14,555**	**19,886**
Infragreen share of equity	25,378	16,009	7,973	9,941
Goodwill	4,248	23,429	21,003	20,955
Investments in associates and joint ventures	**29,626**	**39,438**	**28,976**	**30,896**

Note 10 Investments in Associates and Joint Ventures (Continued)

Balance Sheet as at 30 June 2025	Pure Environmental $'000	Minemet Recycling[1] $'000	Energybuild $'000	Merredin Energy $'000
Assets				
Cash and cash equivalents	14,745	1,640	1,172	803
Trade and other receivables	11,518	5,377	5,232	1,312
Inventories	-	7,877	3,679	1,320
Other current assets	3,558	-	1,856	210
Total current assets	**29,821**	**14,894**	**11,939**	**3,645**
Property, plant and equipment[1]	64,258	12,707	13,561	40,202
Right-of-use assets[1]	8,424	10,309	1,680	-
Financial assets	-	-	-	1,590
Intangible assets	83,610	22,964	20,583	561
Deferred tax assets	4,546	-	2,755	-
Other non-current assets	2,746	-	-	130
Total non-current assets	**163,584**	**45,980**	**38,579**	**42,483**
Total assets	**193,405**	**60,874**	**50,518**	**46,128**
Liabilities				
Trade and other payables	11,748	4,916	6,147	701
Borrowings[1]	6,254	3,821	5,055	3,698
Lease liabilities[1]	1,232	1,136	843	-
Provisions	4,613	1,253	530	-
Contract liabilities	-	226	17,071	-
Income tax payable	3,105	455	200	363
Total current liabilities	**26,952**	**11,807**	**29,846**	**4,762**
Borrowings[1]	20,507	8,917	5,430	21,367
Borrowings – convertible notes	26,000	-	-	-
Lease liabilities[1]	7,707	9,449	928	-
Contract liabilities	-	-	2,641	-
Provisions	499	64	55	-
Deferred tax liabilities	-	2,058	-	1,454
Total non-current liabilities	**54,713**	**20,488**	**9,054**	**22,821**
Total liabilities	**81,665**	**32,295**	**38,900**	**27,583**
Net Assets	**111,740**	**28,579**	**11,618**	**18,545**
Infragreen share of equity	27,463	17,147	6,364	9,271
Goodwill	4,312	23,402	20,862	20,955
Investments in associates and joint ventures	**31,775**	**40,549**	**27,226**	**30,226**

1. Assets acquired under equipment financing arrangements were previously classified by Minemet Recycling as right-of-use assets with corresponding lease liabilities, and have been reclassified as property, plant and equipment and borrowings. The 30 June 2025 comparatives have been restated accordingly, increasing property, plant and equipment by $5.2 million and reducing right-of-use assets by the same amount. Borrowings increased by $3.9 million, comprising $1.3 million current and $2.6 million non-current, with an equal and offsetting reduction in lease liabilities. There is no effect on the net assets or profit of Minemet Recycling as a result of the reclassifications

Note 10 Investments in Associates and Joint Ventures (Continued)

Cash Flow 2026	Pure Environmental $'000	Minemet Recycling $'000	Energybuild $'000	Merredin Energy $'000
Cash Flows from Operating Activities				
Receipts from customers[1]	92,414	86,818	74,471	14,077
Payments to suppliers and employees[1]	(61,461)	(73,874)	(65,064)	(4,968)
Net finance costs	(3,305)	(1,507)	(1,154)	(802)
Income taxes paid	(8,736)	(2,179)	(204)	(1,359)
Net cash provided by operating activities	**18,912**	**9,258**	**8,049**	**6,948**
Cash Flows from Investing Activities				
Net payments for property, plant & equipment	(15,191)	(1,308)	(381)	(246)
Payments for acquisition of businesses	(5,898)	-	-	-
Payments for term deposits	-	-	(181)	-
Net cash used in investing activities	**(21,089)**	**(1,308)**	**(562)**	**(246)**
Cash Flows from Financing Activities				
Net proceeds from/(repayment of) borrowings	6,445	(1,305)	(2,258)	(3,697)
Lease principal repayments	(1,260)	(2,750)	(969)	-
Dividends paid	(9,535)	(4,000)	(502)	(2,622)
Net cash used in financing activities	**(4,350)**	**(8,055)**	**(3,729)**	**(6,319)**
Net increase/(decrease) in cash and cash equivalents held	**(6,527)**	**(105)**	**3,758**	**383**
Cash and cash equivalents at 1 July	14,745	1,640	1,172	803
Cash and cash equivalents at 30 June	**8,218**	**1,535**	**4,930**	**1,186**

1. Cash receipts from customers and cash payments to suppliers and employees are inclusive of GST

Note 10 Investments in Associates and Joint Ventures (Continued)

Cash Flow 2025[1]	Pure Environmental $'000	Minemet Recycling $'000	Energybuild $'000	Merredin Energy[1] $'000
Cash Flows from Operating Activities				
Receipts from customers[2]	108,109	78,183	34,691	7,250
Payments to suppliers and employees[2]	(79,505)	(65,187)	(31,383)	(2,624)
Net finance costs	(3,117)	(1,598)	(1,029)	(715)
Income taxes paid	(7,133)	(4,243)	-	(53)
Net cash provided by operating activities	**18,354**	**7,155**	**2,279**	**3,858**
Cash Flows from Investing Activities				
Net payments for property, plant & equipment	(9,213)	(2,729)	(2,706)	(38)
Payments for term deposits	-	-	(58)	-
Payments for acquisition of businesses	(32,439)	(9,753)	-	-
Proceeds from disposal of businesses	6,959	-	-	-
Net cash used in investing activities	**(34,693)**	**(12,482)**	**(2,764)**	**(38)**
Cash Flows from Financing Activities				
Net proceeds from/(repayment of) borrowings	31,627	9,755	395	(2,676)
Lease principal repayments	(1,397)	(2,363)	(889)	-
Dividends paid	(1,832)	(3,000)	-	(2,103)
Net cash provided by/(used in) financing activities	**28,398**	**4,392**	**(494)**	**(4,779)**
Net increase/(decrease) in cash and cash equivalents held	**12,059**	**(935)**	**(979)**	**(959)**
Cash and cash equivalents at beginning of the period	2,686	2,575	2,151	1,762
Cash and cash equivalents at 30 June	**14,745**	**1,640**	**1,172**	**803**

1. Infragreen acquired 49.99% of Merredin Energy on 29 November 2024. The Statement of Cash Flows for Merredin Energy is presented for the post-acquisition period from 29 November 2024 to 30 June 2025
2. Cash receipts from customers and cash payments to suppliers and employees are inclusive of GST

Note 11 Impairment of assets

During the year ended 30 June 2026, Infragreen assessed if there were any indicators of impairment. As the net assets of Infragreen exceeded the market capitalisation of the Company at 30 June 2026, Infragreen carried out an impairment assessment. The impairment test was performed at 30 June 2026 for each of Infragreen's four investments; Pure Environmental (comprising the Pure Environmental equity accounted investment and convertible note financial asset), Minemet Recycling, Energybuild and Merredin Energy.

Note 11 Impairment of assets (Continued)

For each of Infragreen's investments, the recoverable amount was assessed as the higher of its value-in-use or its fair value less costs of disposal. The fair value less costs of disposal was determined using the income approach based on a discounted cash flow valuation of each business. The combined recoverable amount of Infragreen's investments based on the valuation was $194 million, exceeding the combined carrying amount of the investments of $140.5 million.

The key assumptions used in the underlying cash flows of the discounted cash flow valuations are set out below:

Assumption	Pure Environmental[1]	Minemet Recycling	Energybuild	Merredin Energy
Carrying amount	$41.2 million	$39.4 million	$29.0 million	$30.9 million
Modelled period	10-year	5-year	5-year	24 years (2050)
Terminal growth rate	2.5%	2.5%	2.5%	N/A – finite life
Free cash flow CAGR[2]	15.1%	5.1%	10.6%	2.4%
Discount rate range (post-tax)	The implied blended IFN discount rate range is 11.9% to 14.0%			

1. The carrying amount of Infragreen's investment in Pure Environmental comprises its equity accounted investment ($29.6 million) and convertible note financial asset ($11.6 million)
2. The Compound Annual Growth Rate (CAGR) of unlevered, pre-AASB 16 free cash flows over the modelled period. Free cash flows are defined as operating cash flows on a pre-AASB 16 basis less interest and capital expenditure, but exclude new site and business acquisitions

The Directors consider there to be no impairment on the basis that the recoverable amount exceeded the carrying value of the respective businesses. Whilst the recoverable amount of the investments exceeded their respective carrying amounts, the recoverable amounts are highly sensitive to changes in forecast growth rates and the discount rate such that there are scenarios where adverse performance or unfavourable changes in the discount rate in future periods may result in impairment.

Note 12 Other liabilities

(a) Contingent consideration

2026	Pure Environmental $	Minemet Recycling $	Energybuild[1] $	Merredin Energy[2] $	Total $
Balance at 1 July 2025	-	-	2,206,254	4,000,000	6,206,254
Additions	-	-	-	-	-
Payments	-	-	(1,956,249)	(4,000,000)	(5,956,249)
Gain on settlement	-	-	(250,005)	-	(250,005)
Balance at 30 June 2026	**-**	**-**	**-**	**-**	**-**

2025	Pure Environmental $	Minemet Recycling[3] $	Energybuild[1] $	Merredin Energy[2] $	Total $
Balance at 1 July 2024	-	7,500,000	-	-	7,500,000
Additions	-	-	2,206,254	4,000,000	6,206,254
Payments	-	(7,500,000)	-	-	(7,500,000)
Balance at 30 June 2025	**-**	**-**	**2,206,254**	**4,000,000**	**6,206,254**

1. Contingent consideration for the second payment relating to the exercise of the call option to acquire a further 21.91% interest in Energybuild
2. Contingent consideration as part of the acquisition of 49.99% interest in Merredin Energy
3. Contingent consideration as part of the acquisition of a 60% interest in Minemet Recycling

Note 12 Other liabilities (Continued)

Contingent consideration is recognised upon entering the agreement to acquire an interest in a company. A gain or loss is recognised in the statement of profit and loss where the payment amount is less or greater than the contingent consideration recognised.

On 29 September 2025, Infragreen agreed to finalise all amounts payable in relation to the acquisition of its 21.91% interest in Energybuild. The agreed settlement amount was paid by Infragreen on 7 October 2025. A gain of $250,005 has been recognised in Other Income representing the difference between the contingent consideration liability as at 30 June 2025 and the agreed settlement amount paid

On 23 October 2025, Infragreen completed the payment of the contingent consideration payable in relation to its acquisition of its Merredin Energy shareholding of $4,000,000. No further contingent consideration is payable in relation to the acquisition of Merredin Energy.

Note 13 Trade and Other Payables

	2026 $	2025 $
Trade payables	92,977	259,603
Other payables and accrued expenses	252,332	1,407,040
	345,309	**1,666,643**

Trade payables are amounts due to suppliers for goods purchased or services provided in the ordinary course of business. Trade payables are generally due for settlement within 30 days and therefore are all classified as current.

Other payables and accrued expenses generally arise from normal transactions within the usual operating activities of Infragreen and comprise items such as employee taxes, employee on costs and other recurring items.

Note 14 Contributed Capital

	2026 #	2026 $	2025 #	2025 $
Ordinary shares – fully paid	**219,456,149**	**170,907,461**	**219,891,248**	**171,121,000**

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity.

Note 14 Contributed Capital (Continued)

	2026 #	2026 $	2025 #	2025 $
Ordinary Shares (fully paid)				
Balance at the beginning of the year	219,891,248	171,121,000	1,000	10
Share issue due to share split[1]	-	-	46,379,953	-
Shares issued upon convertible note conversion[2]	-	-	133,510,295	133,510,295
Shares issued[3]	-	-	40,000,000	40,000,000
On-market share buy-back[4]	(435,099)	(186,083)	-	-
	219,456,149	**170,934,917**	**219,891,248**	**173,510,305**
Share issue costs – Initial Public Offering	-	-	-	(2,389,305)
Share buy-back transaction costs	-	(27,456)	-	-
Closing balance 30 June	**219,456,149**	**170,907,461**	**219,891,248**	**171,121,000**

1. On 22 May 2025, the Directors resolved to undertake a share split, increasing the shares held by Silver Square Investments Pty Ltd, an entity controlled by Declan Sherman, from 1,000 to 46,380,953 ordinary shares
2. On 19 June 2025, Infragreen issued 133,510,295 ordinary shares upon conversion of convertible notes as part of the Infragreen IPO. These shares commenced trading on the Australian Securities Exchange (ASX) on 25 June 2025
3. On 19 June 2025, Infragreen issued 40,000,000 ordinary shares as part of the Infragreen IPO. These shares commenced trading on the ASX on 25 June 2025
4. On 28 May 2026, Infragreen announced to the ASX an on-market share buyback of up to $10 million, commencing 12 June 2026 for a period of 12 months. During the year-ended 30 June 2026 Infragreen purchased 435,099 ordinary shares at an average purchase price of $0.43

At 30 June 2026, 60,175,265 shares are subject to mandatory escrow (30 June 2025: 171,484,998 shares).

During the year, 111,309,733 shares came out of escrow:

- 6,531,250 shares came out of escrow on 7 October 2025
- 79,901,572 shares came out of escrow on 20 February 2026
- 24,876,911 shares came out of escrow on 19 June 2026

The remaining 60,175,265 shares that are subject to mandatory escrow will come out of escrow on 26 June 2027.

Ordinary shares participate in dividends and the proceeds on winding up of Infragreen in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. Ordinary shares do not have a par value.

Note 15 Dividends

Dividends paid or declared

The following dividends were paid or declared by the Company since the end of the previous financial year:

	Cents per share Cents	Total amount $	Franking %	Date of payment
Declared and paid during the year				
Interim 2026 ordinary dividend	0.50	1,099,457	100%	27 March 2026
Total dividends paid	**0.50**	**1,099,457**		
Resolved to pay after the end of the year				
Final 2026 ordinary dividend	**0.50**	**1,097,281**[1]	100%	25 September 2026

1. Based on ordinary shares on issue at 30 June 2026 of 219,456,149. The total amount will be determined based on the ordinary shares on issue at the record date of 11 September 2026

Franking account

The franking account credits available to shareholders of Infragreen Group Limited based on a company tax rate of 30% (2025: 30%) for subsequent financial years is set out in the table below.

	2026 $	2025 $
Franking account credit balance at 30 June	**4,554,480**	**2,314,458**

The ability to utilise franking credits is dependent upon there being sufficient available profits to declare dividends in future periods.

Note 16 Reserves

	2026 $	2025 $
Profits reserve	6,541,003	-
Share based payments reserve	116,514	39,196
Other reserves	(244,610)	-
Balance at 30 June	**6,412,907**	**39,196**

Note 16 Reserves (Continued)

Profits reserve

The profits reserve has been established to record the accumulation of profits of Infragreen. The reserve represents the ability of Infragreen to distribute future dividends to shareholders of the Company. Profits will be transferred to the profits reserve at the end of each reporting period and will be reduced to the extent any dividends are declared and paid. It is the intention of Infragreen that dividends will be franked to the fullest extent possible.

	2026 $	2025 $
Profits reserve movements during the year		
Balance at the beginning of the period	-	-
Transfer of current year profits	7,640,460	-
Dividends paid (Note 15)	(1,099,457)	-
Balance at 30 June	**6,541,003**	**-**

Share-based payments reserve

The share-based payments reserve is used to record the value of share-based payments provided to employees and Directors as part of their remuneration. The fair value of performance rights issued to employees and share options issued to Directors is recognised as an employment cost during the option vesting period with a corresponding increase in equity recognised in this reserve.

	2026 $	2025 $
Share-based payment reserve movements during the year		
Balance at the beginning of the year	39,196	-
Share based payments – expense (Note 17)	77,318	39,196
Balance at 30 June	**116,514**	**39,196**

Other reserves

Other reserves includes Infragreen's share of its equity-accounted investees' other comprehensive income.

	2026 $	2025 $
Other reserves movements during the year		
Balance at the beginning of the year	-	-
Equity accounted investees – share of OCI	(244,610)	-
Balance at 30 June	**(244,610)**	**-**

Note 17 Share Based Payments

Reconciliation of the number of outstanding performance rights and share options

	2026			2025		
	KMP #	Non-KMP #	Total #	KMP #	Non-KMP #	Total #
Performance Rights						
Opening balance 1 July	400,000	75,000	475,000	-	-	-
Granted during the year	-	-	-	400,000	75,000	475,000
Exercised during the year	-	-	-	-	-	-
Forfeited/expired during the year	(100,000)	(37,500)	(137,500)	-	-	-
Closing balance 30 June	**300,000**	**37,500**	**337,500**	**400,000**	**75,000**	**475,000**
Vested and exercisable at 30 June	-	-	-	-	-	-
Share Options						
Opening balance 1 July	325,000	-	325,000	-	-	-
Granted during the year	-	-	-	325,000	-	325,000
Exercised during the year	-	-	-	-	-	-
Forfeited/expired during the year	-	-	-	-	-	-
Closing balance 30 June	**325,000**	**-**	**325,000**	**325,000**	**-**	**325,000**
Vested and exercisable at 30 June	325,000	-	325,000	-	-	-

Performance Rights

Infragreen has granted performance rights to employees under the terms of the Performance Rights Plan in place at the date of the Infragreen IPO with the terms outlined in the Infragreen Prospectus dated 4 June 2025 (**Rights Plan**).

Under the Rights Plan, the Board may issue employees, directors, or consultants (**Eligible Participants**) conditional performance rights for no consideration. Subject to the achievement of vesting conditions, the performance rights entitle the Eligible Participants to receive ordinary shares in Infragreen at no cost.

Note 17 Share Based Payments (Continued)

Vesting of the performance rights is subject to meeting service conditions and achievement of performance hurdles. The following table outlines the vesting conditions for the performance right tranches:

Performance Rights Tranche	Performance Rights Vesting Conditions
2025 Rights Tranche 1[1]	• Performance period from the date on which the Company listed on the ASX to 30 June 2026 • Remain employed by the Company from 1 March 2025 until 1 September 2026 • 10% increase in the Company's share price from the IPO price, based on the volume-weighted average price (**VWAP**) over 20 consecutive trading days on which the Company's shares have traded, ending on and including 30 June 2026 • meeting or exceeding the IPO Prospectus 2026 forecast for EBITDA
2025 Rights Tranche 2	• Performance period from 1 July 2025 to 30 June 2027 • Remain employed by the Company from 1 March 2025 until 1 September 2027 • 10% per annum Cumulative Average Growth Rate (**CAGR**) for Total Shareholder Return (**TSR**) • 10% per annum CAGR for Earnings Per Share (**EPS**)
2025 Rights Tranche 3	• Performance period from 1 July 2025 to 30 June 2028 • Remain employed by the Company from 1 March 2025 until 1 September 2028 • 10% per annum CAGR for TSR • 10% per annum CAGR for EPS
2025 Rights Tranche 4	• Performance period from 1 July 2025 to 30 June 2029 • Remain employed by the Company from 1 March 2025 until 1 September 2029 • 10% per annum CAGR for TSR • 10% per annum CAGR for EPS

1. The IPO price and EBITDA vesting conditions for the 2025 Rights Tranche 1 were not met during the year and as such these performance rights have been forfeited

In accordance with Infragreen's accounting policy, the grant date fair values of the rights issued will be recognised as an expense over the vesting period. An expense of $33,384 was recognised during the year and included in "employee benefit expenses" in the statement of profit or loss and other comprehensive income.

Measurement of fair values

The fair value of the performance rights has been measured using a Monte Carlo model. The inputs used in the measurement of the fair values at grant date of the equity-settled share-based payments were as follows:

Fair value assessment	2025 Rights Tranche 1	2025 Rights Tranche 2	2025 Rights Tranche 3	2025 Rights Tranche 4
Fair value per right at grant date	$0.471	$0.447	$0.431	$0.419
Spot price at grant date	$1.00	$1.00	$1.00	$1.00
Exercise price	nil	nil	nil	nil
Expected volatility	30%	30%	30%	30%
Risk free rate	3.74%	3.74%	3.74%	3.86%
Expected life (years)	1.5	2.5	3.5	4.5
Expected dividend yield	0.73%	2.5%	2.5%	2.5%

Note 17 Share Based Payments (Continued)

Share Options

Infragreen has granted share options to directors under the terms of the Options Plan in place at the date of the Infragreen IPO with the terms outlined in the Infragreen Prospectus dated 4 June 2025 (**Options Plan**).

Under the Options Plan, the Board may issue employees, directors or consultants share options for no consideration. Subject to the achievement of vesting conditions, the share options entitle the employee, directors or consultants to receive ordinary shares in Infragreen at the exercise price set out in the respective offer.

Vesting of the share options approved during the year is subject to meeting the service and terms conditions set out in the respective offer. The following table outlines the material terms for the issued share options:

Share Option	Share Option Material Terms
2025 Options	• Share options can be exercised 12 calendar months after Infragreen is admitted to the official list of the ASX (**Listing Date**) • Remain engaged as a director of the Company from 1 April 2025 until 26 June 2026 • Exercise price: $1.00 per share option • Share options expire the earlier of: - The date that is 36 calendar months after the Listing Date or - The date the Eligible Participant ceases to be a director of Infragreen

In accordance with Infragreen's accounting policy, the grant date fair values of the options issued will be recognised as an expense over the vesting period. An expense of $43,934 was recognised during the year and included in "employee benefit expenses" in the statement of profit or loss and other comprehensive income.

Measurement of fair values

The fair value of the share options has been measured using a Binomial model. The inputs used in the measurement of the fair value at grant date of the equity-settled share-based payment are as follows:

Fair value assessment	2025 Options
Fair value per option at grant date	$0.169
Spot price at grant date	$1.00
Exercise price	$1.00
Expected volatility	30%
Risk free rate	3.69%
Expected life (years)	2.0
Expected dividend yield	2.50%

Note 18 Financial Risk Management

At 30 June 2026 Infragreen's financial instruments consisted of cash and cash equivalents, derivative financial assets, trade and other payables and lease liabilities.

During the year-ended 30 June 2026 Infragreen repaid deferred contingent consideration outstanding in respect of the prior year acquisitions of Energybuild and Merredin Energy (refer to note 12). Following the payments, no amounts of contingent consideration remain payable as at 30 June 2026.

In November 2025, Infragreen secured a $10m Acquisition Finance Facility with St. George Bank for the purposes of Infragreen undertaking acquisitions aligned to its core business. The facility remained undrawn as at 30 June 2026.

Other than the above items, there have been no substantive changes in Infragreen's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Note 18 Financial Risk Management (Continued)

The Board is responsible for managing Infragreen's identification and control of financial risks and for evaluating treasury management strategies in the context of the most recent economic conditions and forecasts.

The main risks arising from Infragreen's financial instruments are interest rate risk, credit risk and liquidity risk. Infragreen uses different methods to measure and manage different types of risks to which it is exposed. Interest rate risk is managed through monitoring levels of exposure to interest rate risk and assessments of market forecasts for interest rate prices. Credit risk is managed through monitoring the creditworthiness of Infragreen's financial assets. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

(a) Credit Risk

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in Infragreen incurring a financial loss.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the consolidated financial statements.

Credit risk is reviewed regularly by the Board. It arises from cash deposits held with regulated banks in Australia and the provision of convertible note funding to Pure Environmental.

Maximum exposure to credit risk

	Note	2026 $	2025 $
Cash and cash equivalents	6	8,704,523	13,413,901
Financial assets at fair value through profit and loss	9	11,579,248	7,473,314
		20,283,771	**20,887,215**

(b) Liquidity risk

Liquidity risk is the risk that Infragreen may encounter difficulties raising funds to meet financial obligations as they fall due. Liquidity risk is reviewed regularly by the Board.

Infragreen manages liquidity risk by monitoring forecast cash flows and ensuring that adequate cash resources are maintained.

Remaining contractual maturities

The tables below reflect the contractual maturity of fixed and floating rate financial liabilities. Cash flows for financial liabilities without fixed amount or timing are based on the conditions existing at year end. The amounts disclosed represent undiscounted cash flows. The tables include both interest and principal cash flows and therefore the totals may differ from their carrying amount in the statement of financial position.

2026	*Weighted average interest rate*	1 year or less $	1 to 5 years $	Over 5 years $	Total $
Trade and other payables	-	345,309	-	-	345,309
Lease liabilities	9%	144,945	221,407	-	366,352
		490,254	**221,407**	**-**	**711,661**

Note 18 Financial Risk Management (Continued)

2025	Weighted average interest rate	1 year or less $	1 to 5 years $	Over 5 years $	Total $
Trade and other payables	-	1,666,643	-	-	1,666,643
Contingent consideration	-	6,206,254	-	-	6,206,254
Lease liabilities	9%	139,705	366,353	-	506,058
		8,012,602	**366,353**	**-**	**8,378,955**

(c) Market Risk

Market risk arises from the use of interest bearing, tradeable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

Interest rate risk

Interest rate risk is managed by constant monitoring of interest rates.

Interest rates over the 12-month period were analysed and a sensitivity determined to show the effect on profit and equity after tax if the interest rates at reporting date had been 100 basis points higher or lower, with all other variables held constant. This level of sensitivity was considered reasonable given the current level of both short-term and long-term interest rates. The following sensitivity analysis is based on the interest rate risk exposures in existence at the balance date.

At 30 June, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post-tax profit and equity would have been affected as follows:

	2026 $	2025 $
Impact on profit and equity		
+1.00% (100 basis points)	87,045	134,139
-1.00% (100 basis points)	(87,045)	(134,139)

(d) Capital Risk Management

The Board aims to maintain a strong capital base to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the capital base as well as the level of dividends to ordinary shareholders and share buybacks undertaken. Infragreen's capital includes ordinary share capital (refer to note 14). There are no externally imposed capital requirements. Management effectively manages Infragreen's capital by assessing Infragreen's financial risks and adjusting its capital structure in response to changes in these risks and the market.

(e) Fair Values

The fair values of financial assets and liabilities approximate their carrying value.

Note 19 Related Party Transactions

Transactions with related parties

Certain key management personnel, or their related parties, hold positions in other entities that result in them having control, joint control or significant influence over the financial or operating policies of these entities.

Several of these entities transacted with Infragreen during the year as outlined in the following table:

Party	Nature of relationship	Transaction	2026 $	2025 $
Silver Square Investments Pty Ltd ACN 615 166 697 as trustee for the DAS Family Trust	Director related entity	Interest accrued on convertible notes	-	407,289
		Rental of office premises	139,705	134,658
Pure Environmental	Equity accounted associate	Convertible note funding provided to Pure Environmental Pty Ltd	-	7,375,115
		Convertible note interest received	737,512	559,699
Energybuild	Equity accounted joint venture	Director fees received	-	180,000

Amounts outstanding at year end were:

Party	Nature of relationship	Transaction	2026 $	2025 $
Pure Environmental	Equity accounted associate	Convertible note funding provided to Pure Environmental Pty Ltd[1]	7,375,115	7,375,115
Energybuild	Equity accounted joint venture	Contingent consideration payable	-	2,206,254
Merredin Energy	Equity accounted joint venture	Contingent consideration payable	-	4,000,000

1. On 27 September 2024, Infragreen subscribed for 7,375,115 convertible notes (Notes) in Pure Environmental at a subscription price of $1.00 per Note. At 30 June 2026 the fair value of the notes was $11,579,248 (refer to note 9)

During the year key management personnel received the following compensation:

	2026 $	2025 $
Short-term employee benefits	1,090,475	893,033
Post-employment benefits	94,843	61,539
Long-term benefits	4,173	1,671
Share based payments	72,868	34,727
Total key management personnel compensation	**1,262,359**	**990,970**

Note 20 Commitments

Contractual Commitments

Infragreen did not have any contractual commitments as at 30 June 2026 (2025: nil).

Note 21 Contingent Liabilities

Infragreen did not have any contingent liabilities as at 30 June 2026 (2025: nil).

Note 22 Subsequent Events

Subsequent to the reporting date, the Board declared a final fully-franked dividend relating to the financial year ended 30 June 2026 of 0.50 cents per share. The financial effect of the final dividend has not been brought to account in the consolidated financial statements for the year ended 30 June 2026.

Other than the matter noted above, there have been no events since 30 June 2026 that have significantly affected, or may significantly affect Infragreen's operations, the results of those operations, or Infragreen's state of affairs in future financial periods.

Note 23 Auditor's Remuneration

	2026 $	2025 $
Audit services - Grant Thornton Audit Pty Ltd		
Audit of the financial statements – Infragreen Group Limited	153,360	181,125
Audit of the financial statements – Minemet Recycling Group Pty Ltd[1]	206,425	255,040
Audit of the financial statements – Energybuild Holdings Pty Ltd[2]	69,195	81,000
Other services - Grant Thornton Australia Limited		
Tax services – Minemet Recycling Group Pty Ltd[1]	5,670	47,877

1. Minemet Recycling Group Pty Ltd, an equity accounted joint venture of Infragreen, incurred and paid all amounts in respect of audit and tax services provided to Minemet Recycling Group
2. Energybuild Holdings Pty Ltd, an equity accounted joint venture of Infragreen, incurred and paid all amounts in respect of audit services provided to Energybuild Holdings

Note 24 Parent Entity Information

The Parent Entity of Infragreen is Infragreen Group Limited.

The financial information for the Parent Entity has been prepared on the same basis as the Consolidated Financial statements, except as set out below.

Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of Infragreen Group Limited. Dividends received from subsidiaries, associates and joint venture entities are recognised in the Parent Entity's profit or loss when its right to receive the dividend is established.

Note 24 Parent Entity Information (Continued)

Parent Entity Financial Information	2026 $	2025 $
Current assets	8,928,795	13,481,174
Non-current assets	141,540,067	137,603,883
Total assets	150,468,862	151,085,057
Current liabilities	3,440,926	8,600,967
Non-current liabilities	215,735	330,957
Total liabilities	3,656,661	8,931,924
Net assets	**146,812,201**	**142,153,133**
Issued capital	170,907,461	171,121,000
Reserves	6,657,517	39,196
Accumulated losses	(30,752,777)	(29,007,063)
Total equity	**146,812,201**	**142,153,133**
Profit / (Loss) after income tax	5,894,745	(19,586,347)
Other comprehensive income	-	-
Total comprehensive income	**5,894,745**	**(19,586,347)**

Commitments, Contingencies and Guarantees of the Parent Entity

The Parent Entity has no commitments. The Parent Entity has no contingent assets, contingent liabilities or guarantees at balance date.

Controlled Entities of the Parent Entity

At 30 June 2026 and 30 June 2025, Infragreen Group Limited had one subsidiary, A.C.N. 671 959 201 PTY LTD.

		Ownership Interest	
Entity Name	Country of Incorporation	2026 %	2025 %
A.C.N. 671 959 201 PTY LTD	Australia	100%	100%

Principles of Consolidation

Subsidiaries are all entities (including structured entities) over which Infragreen has control. Infragreen controls an entity when Infragreen is exposed to, or has rights to, variable returns from its involvement with the entity and can affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to Infragreen. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by Infragreen.

Consolidated Entity Disclosure Statement

As at 30 June 2026

Entity Name	Entity Type	% of Share Capital held	Place of Incorporation	Australian Resident or Foreign Resident
Infragreen Group Limited	Body Corporate	NA	Australia	Australian
A.C.N. 671 959 201 PTY LTD	Body Corporate	100%	Australia	Australian

Basis of preparation

This Consolidated Entity disclosure statement (CEDS) has been prepared in accordance with the *Corporations Act 2001* and includes information for each entity that was part of the Consolidated Entity (comprising Infragreen Group Limited and its controlled entity) as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of tax residency

Section 295 (3A) of the *Corporations Act 2001* defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

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

Australian tax residency

The Consolidated Entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Foreign tax residency

Where necessary, the Consolidated Entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Directors' Declaration

For the year ended 30 June 2026

The Directors of Infragreen Group Limited (the **Company**) declare that:

1. In the opinion of the Directors of the Company:

   a) the consolidated financial statements and notes that are set out on pages 38 to 78 and the Remuneration Report on pages 25 to 37 in the Directors' Report, are in accordance with the *Corporations Act 2001* including:

   i) giving a true and fair view of Infragreen's financial position as at 30 June 2026 and of its performance for the financial year ended on that date; and

   ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;

   b) the consolidated entity disclosure statement on page 79 is true and correct; and

   c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. Note 1 to the consolidated financial statements contains an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. 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*.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:

L.J. Ward

Lindsay Ward
Chair and Non-Executive Director
Brisbane
26 August 2026

Declan Sherman
Managing Director and Chief Executive Officer
Brisbane
26 August 2026

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Independent Auditor’s Report

To the Members of Infragreen Group Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Infragreen Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors’ declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a giving a true and fair view of the Group’s financial position as at 30 June 2026 and of its performance for the year ended on that date; and

b 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 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 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
Investments in associates and joint ventures – refer to Note 10 and 11	

The Group has a portfolio of investments in associates and joint ventures accounted for in accordance with AASB 128 *Investments in Associates and Joint Ventures*.
 	
The total value of investments as at 30 June 2026 was $128,936,873 and the share of profits of equity accounted investments was $5,731,302.
 	
During the year, the Group's market capitalisation has declined to below the carrying value of its net assets, which represents an indicator of impairment and therefore management performed an impairment test as required by AASB 136 *Impairment of Assets*.
 	
In accordance with AASB 136, management applies judgement to estimate the recoverable amount of each investment in associate based on the higher of the fair value less costs to sell and value-in-use.
 	
This is a key audit matter due to the significance of the investment portfolio to the financial position of the Group, as well as the auditor judgement involved in assessing management's estimate of the recoverable amount.
	Our procedures included:
	
	• With the assistance of our internal specialists, assessing the recoverable amount determined by management's independent expert by:
	  ○ Evaluating the methodology applied against the requirements of AASB 136 *Impairment of Assets* and AASB 13 *Fair Value Measurement*;
	  ○ Developing our own independent estimate of the discount rate range and comparing to that used by management;
	  ○ Assessing the competence, capability and objectivity of management's independent expert;
	  ○ Testing the mathematical accuracy of the discounted cash flow models used to determine the valuation of each investment;
	  ○ Evaluating the appropriateness of key assumptions and inputs used in determining the recoverable amount; and
	
	• Evaluating the disclosures against the requirements of Australian Accounting Standards.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2026, 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 we do not express any form of assurance conclusion thereon.

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.

Grant Thornton Audit Pty Ltd

Responsibilities of the Directors for the financial report

The Directors of the Company are responsible for the preparation of:

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 (other than the consolidated entity disclosure statement); and

b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the 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 Group'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 Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 25 to 37 of the Directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Infragreen Group Limited, for the year ended 30 June 2026 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Grant Thornton Audit Pty Ltd
Chartered Accountants

M C Bragg
Partner – Audit & Assurance

Brisbane, 26 August 2026

Grant Thornton Audit Pty Ltd

ASX Additional Information

Shareholder Information as at 30 June 2026

Shareholder information required by the Australian Securities Exchange Limited (ASX) Listing rules and not disclosed elsewhere in the report is detailed below. The shareholder information is current as at 30 June 2026.

Distribution of Equity Security Holders

Number of fully paid ordinary shares held	Shares	Percent of shares held %	Number of Holders	Percentage of Holders %
100,001 and over	204,992,531	93.5%	202	25.8%
10,001 to 100,000	13,233,391	6.0%	293	37.4%
5,001 to 10,000	716,504	0.3%	85	10.8%
1,001 to 5,000	481,021	0.2%	147	18.7%
0 to 1,000	32,702	0.0%	57	7.3%
	219,456,149	**100%**	**784**	**100%**

There were 69 unmarketable parcels held at 30 June 2026.

Twenty Largest Shareholders

#	Name	Ordinary Shares	Percentage of shares held %
1	Silver Square Investments Pty Ltd	54,156,677	24.7%
2	Andnatco AWX Pty Ltd	17,719,963	8.1%
3	Ellzed Pty Ltd	17,398,395	7.9%
4	Eastcote Pty Ltd	12,700,000	5.8%
5	Brospharm Pty Ltd	5,866,439	2.7%
6	J P Morgan Nominees Australia Pty Limited	4,189,254	1.9%
7	Marco Vincent De Pasquale & Karrie Marie De Pasquale	3,181,935	1.4%
8	Aspren Pty Ltd	2,910,959	1.3%
9	HSBC Custody Nominees (Australia) Limited	2,736,473	1.2%
10	Ryan Growth Pty Ltd	2,685,959	1.2%
11	K & R Beaumont Investments Pty Ltd	2,660,959	1.2%
12	ACCB Pty Ltd	1,995,720	0.9%
13	Jamelco Pty Ltd	1,730,000	0.8%
14	Topview Developments Pty Ltd	1,580,480	0.7%
15	Fencorp Pty Ltd	1,520,480	0.7%
16	Scafati Pty Ltd	1,434,504	0.7%
17	Ryan Super Management Pty Ltd	1,417,775	0.7%
18	Brosbick Pty Ltd	1,330,481	0.6%
19	Allegro Capital Nominees Pty Ltd	1,330,480	0.6%
20	Baren Pty Ltd	1,330,480	0.6%
	Subtotal – Largest twenty shareholders	**139,877,413**	**63.7%**
	Balance of register	**79,578,736**	**36.3%**
	Total	**219,456,149**	**100%**

Substantial Shareholders

At 30 June 2026, Infragreen Group Limited had 4 substantial shareholders who, together with their associates, hold five (5) percent or more of the voting rights in Infragreen, as notified to Infragreen under the Australian *Corporations Act*.

Name	Ordinary Shares	Percentage of shares held %
Declan Andrew Sherman and Silver Square Investments Pty Ltd	55,149,899	25.1%
Andrew Peter Brosnan, Andnatco AWX Pty Ltd and A&N Brosnan Super Fund Pty Ltd	17,876,963	8.1%
Louis Zenonos and Ellzed Pty Ltd	17,398,395	7.9%
Eastcote Pty Ltd	12,700,000	5.8%

Rights

The number of performance rights on issue is set out below:

Number of performance rights holders	Number of performance rights on issue
3	337,500

Options

The number of share options on issue is set out below:

Number of share option holders	Number of share options on issue
3	325,000

Voting Rights

Ordinary Shares

All ordinary shares carry one vote per share without restriction.

Rights and Options

No voting rights attach to performance rights or share options.

Other Information

Securities Exchange

Infragreen is listed on the Australian Securities Exchange.

Ticker Code

ASX:IFN

On market buy back

On 28 May 2026, Infragreen announced to the ASX an on-market share buyback. During the year-ended 30 June 2026 Infragreen purchased 435,099 ordinary shares at an average purchase price of $0.43.

Corporate Directory

Company

Infragreen Group Limited
ABN 85 668 228 742
Level 1, 144 Arthur Street
Fortitude Valley, QLD 4006
Telephone: +61 7 3543 4989
Website: www.infragreen.au

Directors

Lindsay Ward (Chair)
Declan Sherman
Scott Ryall
Courtney Black

Company Secretary

Jane Prior

Share Registry

MUFG Corporate Markets
Liberty Place
Level 42, 161 Castlereagh Street
Sydney NSW 2000

ASX Ticker Code

IFN

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infragreen.au

Infragreen
Invested in building a sustainable future