

1. Company details

Name of entity:	ReadyTech Holdings Limited
ABN:	25 632 137 216
Reporting period:	For the year ended 30 June 2026
Previous period:	For the year ended 30 June 2025

2. Results for announcement to the market

			\$'000
Revenues from ordinary activities	up	2.6% to	125,018
Loss from ordinary activities after tax attributable to the owners of ReadyTech Holdings Limited	down	69.7% to	(4,885)
Loss for the year attributable to the owners of ReadyTech Holdings Limited	down	69.7% to	(4,885)

Dividends

There were no dividends paid, recommended or declared during the current financial period.

Comments

The loss for the Group after providing for income tax amounted to \$4,885,000 (30 June 2025: \$16,141,000).

Refer to the 'Review of operations' in the Directors' report for further commentary and analysis of the results.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	(45.13)	(47.86)

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

There were no dividends paid, recommended or declared during the current financial period.

Previous period

There were no dividends paid, recommended or declared during the previous financial period.

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements have been audited and an unmodified opinion has been issued.

11. Attachments

Details of attachments (if any):

The Annual Report of ReadyTech Holdings Limited for the year ended 30 June 2026 is attached.

12. Signed

As authorised by the Board of Directors



Signed _____

Date: 27 August 2026

Tony Faure
Chair
Sydney

ReadyTech Holdings Limited

ABN 25 632 137 216

Annual Report - 30 June 2026

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For personal use

Directors

Tony Faure - Chair and Independent Non-Executive Director
Marc Washbourne - Chief Executive Officer
Timothy Ebbeck - Independent Non-Executive Director
Helen Lea - Independent Non-Executive Director
Mark Summerhayes - Non-Executive Director

Company secretaries

Bryce Thompson
Andrew Palfreyman

**Registered office and
Principal place of business**

Level 2, 77 King Street
Sydney
NSW 2000
Australia
Ph: +61 2 9018 5525

Share register

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Liberty Place, Level 41
161 Castlereagh Street
Sydney, NSW 2000
Australia
Ph: +61 2 8280 5000

Auditor

Deloitte Touche Tohmatsu
Quay Quarter Tower
50 Bridge Street
Sydney, NSW 2000, Australia
Ph: +61 2 9322 7000

Stock exchange listing

ReadyTech Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: RDY)

Website

www.readytech.io

Corporate Governance Statement

The Directors and management are committed to conducting the business of ReadyTech Holdings Limited in an ethical manner and in accordance with the highest standards of corporate governance. ReadyTech Holdings Limited has adopted and has complied with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations.

The Corporate Governance Statement, which sets out the corporate governance Recommendations that were followed during the reporting period and identifies and explains any Recommendations that were not followed was approved by the Board of Directors at the same time as the Annual Report and can be found at <https://investors.readytech.com.au>.

The Directors present their report, together with the financial statements, on the consolidated entity ('Group' or 'ReadyTech') consisting of ReadyTech Holdings Limited ('Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2026.

Directors

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

Tony Faure - Chair and Independent Non-Executive Director
Marc Washbourne - Chief Executive Officer
Timothy Ebbeck - Independent Non-Executive Director
Helen Lea - Independent Non-Executive Director
Mark Summerhayes - Non-Executive Director

Principal activities

During the financial year, the principal continuing activities of the Group consisted of:

- Education and Work Pathways - provider of education, apprenticeship and employment services technology powering better outcomes for students, learners and job seekers;
- Workforce Solutions - provider of integrated payroll, rostering, HR and recruitment for the workforce; and
- Government and Justice - provider of technology solutions for local and state government and justice agencies.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

The loss for the Group after providing for income tax amounted to \$4,885,000 (30 June 2025: \$16,141,000).

Commenting on the FY26 result, ReadyTech Co-Founder and CEO Marc Washbourne said:

"FY26 was a year in which we strengthened the foundations for growth, transformed for an AI world and took decisive action on cost and capital allocation. Our result finished within revised guidance, with cash margin reaching what we believe is a low point. Our flagship products continue to compound. That was offset by elevated churn in parts of the mature portfolio, and enterprise customers where contracts are signed but subscription revenue is yet to commence as implementations progress."

"We have real conviction in our long-term strategy. Our major Victorian TAFE win validates multiple years of investment in Ready Student and strengthens our Education pipeline into FY27. Ready Workforce delivered 25.4% CAGR and added 46 new logos in FY26, and in Government we completed our first five customer migrations onto Ready Community, unblocking a backlog of upgrade projects. We also completed remediation of the VETtrak cyber incident, with enhanced security controls embedded across the Group."

Flagship momentum offset by mature product churn

Subscription revenue of \$103.8 million represented 83% of total revenue as recurring revenue. Flagship products grew at a three-year CAGR of 10.6%, with subscription revenues growing at a CAGR of 13.2%, led by Ready Workforce (25.4%) and Ready Student (21.8%). Mature products accounted for approximately 67% of FY26 dollar churn.

Education & Work Pathways revenue was \$43.1 million (FY25: \$43.5 million), with growth constrained by lower services and implementation revenue as large enterprise implementations continue through FY27. The Victorian TAFE common platform win, covering 11 TAFE institutes, validates the Company's long-term investment in Ready Student and strengthens the pipeline into FY27.

Workforce revenue grew 10.4% to \$38.1 million (FY25: \$34.5 million) on new logo growth and rising AI adoption in Ready Workforce.

Government & Justice revenue was broadly stable at \$43.8 million, though segment margin fell to 22.9% (FY25: 27.5%) on debt write-offs and leadership investment, offset by progress unblocking the Local Government upgrade backlog.

Material business risks

The following is a summary of material business risks that could adversely affect our financial performance and growth potential in future years.

Disruption to, or failure of, technology systems and software, including security breaches

The Group and its customers are dependent on the effective performance, reliability and availability of the Group's technology platforms, communications systems, servers, the internet, hosting services and the on-premise and cloud-based environments in which it provides such software solutions.

There is a risk that the Group's systems and software may be adversely affected by damaged or faulty equipment misuse by staff or contractors, disruption, failure, service outages or data corruption that could occur as a result of computer viruses, "worms", malware, ransomware, internal or external misuse by websites, hacking or cyber-attacks, and other disruptions including natural disasters, power surges or outages, terrorist attacks, or other similar events.

There is also a risk that security and technical precaution measures taken by the Group and its third-party operators will not be sufficient to prevent unauthorised access to the Group's networks, systems and databases.

Operational or business delays, and damage to reputation, may result from any disruption or failure of the Group's information systems and product delivery platforms, which may be caused by events outside the Group's control. This could lead to claims against the Group by its customers, reduce the attractiveness of the Group's software and services to its clients, subject the Group to legal action and/or regulatory scrutiny and the potential termination of customer contracts.

Business growth and client retention

ReadyTech's business is dependent on its ability to retain a portion of its existing clients and attract new business. ReadyTech sells its products under various subscription and licence models, all of which are exposed to the risk of expiry, non-renewal, and pricing risks. ReadyTech may fail to retain sufficient existing customers or attract sufficient new business for a number of reasons, such as the failure to meet customer expectations, poor customer service, technology disruptions, pricing or competition.

ReadyTech may also be unable to, or experience delays in, converting pipeline customers into new customers, especially larger customers who generally have longer sales cycles and procurement and tender processes.

Talent retention and acquisition

The Group's success depends to some extent on its ability to attract and retain key personnel; specifically technology talent, implementation and customer success roles, payroll specialists and senior management with extensive experience in, and knowledge of, the education, government, justice and employment industries in which the Group operates.

The loss of key personnel may adversely affect the Group's ability to develop its products, or implement its business strategies and may adversely affect its future financial performance. This continues to be an elevated risk due to a tight labour market, wage inflation driven by an increased demand for this talent by acceleration of digital strategies, lack of migration and skills shortages.

Technology and software

Long term development of software can lead to dependency on dated technology that restricts maintainability, speed of development, security and the Group's competitiveness in the market. Rapid growth can incur technical debt in service of speed to market. As with all information technology and software products, there is a risk of technology obsolescence. New technology in artificial intelligence may be perceived by customers to have advantages over the Group's current products.

Adoption of regulatory changes

The Group's products are significantly influenced and affected by government policy and regulations which apply to the education, employment and government related entities industries in which the Group operates. There is a risk that the Group may fail to keep abreast of such policy and regulations and potential changes to the same, which may have an adverse impact on its business, operations and financial performance.

Any material new or altered law, regulation or policy which impacts the Group's products could require the Group to increase spending and employee resources on regulatory compliance and/or change its business practices, which would adversely affect the Group's operations and profitability. Further, there is a risk that customers may reduce their usage of the Group's products, or that the Group may fail to attract new customers, if the Group fails to offer solutions with appropriate coverage of compliance or regulatory requirements as sought by its customers.

Global regulators are tightening environmental regulations, including mandatory climate-related financial disclosures (such as AASB S2), sustainability reporting obligations, and potential carbon footprint restrictions. Failure to comply with these evolving regulations could expose the company to legal, financial, and reputational risks.

AASB S2 "Climate-related Disclosures" sets out specific climate related disclosure requirements. It applies to entities required to prepare and lodge a financial report with ASIC under Chapter 2M and is effective for different entities based on certain criteria. This mandatory sustainability reporting is applicable for the Group for the first time for the year ending 30 June 2028.

Significant changes in the state of affairs

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

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

The Group will continue to pursue growth in revenue in the next financial year. Refer to the "Review of operations " section above for further details.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on Directors

Name:	Tony Faure
Title:	Chair and Independent Non-Executive Director
Qualifications:	Tony holds a Bachelor of Economics (hons) from the University of Sussex.
Experience and expertise:	Tony Faure is a seasoned Chair and Non-Executive Director with deep expertise in technology, data, digital media and marketing. Tony has advised some of Australia's leading technology, data and digital media companies. He previously served as CEO of ninemsn and HomeScreen Entertainment, and he was the launch Managing Director, Australia & NZ and later Regional Vice President, South Asia for Yahoo! from 1997 to 2001. Tony's board roles have included positions at SEEK, iSelect, Independent Business Media (publisher of Business Spectator/Eureka Report), Junkee Media, and the Starlight Children's Foundation Australia's NSW Advisory Board.
Other current directorships:	Chair of TMRW, PredictHQ Limited, LawPath Pty Ltd and Year 13 and Non-Executive Director at Common Interest.
Former directorships (last 3 years):	oOh!media Ltd (ASX:OML)
Special responsibilities:	Member of the Audit and Risk Committee and Nomination and Remuneration Committee
Interests in shares:	412,153 ordinary shares

Name:	Marc Washbourne
Title:	Chief Executive Officer
Qualifications:	First-class degree (History), University of Leeds, UK. Company Directors Course, AICD
Experience and expertise:	Marc Washbourne is a founder of ReadyTech and was appointed CEO in 2006. A former software developer and the original architect of the JobReady software, Marc brings over 25 years of experience in technology for the education, employment and government sectors. Today, Marc leads a global team united by a commitment to customer-centric design and better technology. He champions a culture of innovation across ReadyTech - one where deep understanding of customer needs drives product decisions, and where continuous improvement is embedded in how the business operates. Coupling his strong technical foundation with a clear strategic vision for ReadyTech's Software-as-a-Service (SaaS) products, Marc is now leading the company's AI transformation, harnessing emerging technology to deliver greater value, efficiency and impact for the customers and communities ReadyTech serves.
Other current directorships:	Year 13, Ngununggula Gallery
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	4,404,729 ordinary shares
Name:	Timothy Ebbeck
Title:	Independent Non-Executive Director
Qualifications:	Timothy holds a Bachelor of Economics, is a Fellow of CPA Australia, a Fellow of the Australian Institute of Management, a Graduate Member of the Australian Institute of Company Directors, and a Member of the Australian Computer Society.
Experience and expertise:	Tim Ebbeck has over 35 years of board, executive, and advisory experience across a breadth of industries including software and technology, AI, telecommunications, media, sport, consulting and finance. Tim's executive experience includes roles as Chief Executive Officer at SAP (ANZ), Chief Executive of Oracle (ANZ), Chief Commercial Officer of SAP (APJ), and Chief Commercial Officer of NBN Co. His board roles have included being Non-Executive Director for Bigtincan Limited (ASX.BTH), Indara Digital Infrastructure (JV Australian Super and Singtel), CPA Australia, Central Coast Local Health District, The Yield Technology Solutions, Nextgen Distribution, Museum of Applied Arts & Sciences NSW, and Insite Organisation. Tim is a professional company director and advisor to a range of companies in the technology and emerging industries and a former CEO member of the Business Council of Australia.
Other current directorships:	Indara Digital Infrastructure Limited, Central Coast Local Health District and WiseTech Global Limited (ASX.WTC).
Former directorships (last 3 years):	BigtinCan Holdings Ltd (ASX.BTH), Xpon Technologies Ltd (ASX.XPN) and The Yield Technology Solutions Pty Ltd.
Special responsibilities:	Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee
Interests in shares:	31,068 ordinary shares

Name: Helen Lea
 Title: Independent Non-Executive Director

Qualifications: Helen holds a Master of Arts: Industrial Psychology (University of the Witwatersrand). Helen is a member of the Australian Institute of Company Directors and a Fellow member of the Australian Human Resources Institute. Helen is also a registered organisational psychologist and a member of the Australian Psychological Society.

Experience and expertise: Helen has held non-executive, committee and advisory roles for ASX listed, Private and not-for profit organisations. She brings particular expertise in transformation, talent, performance and organisational culture.

Helen's executive experience included roles as Chief Employee Experience Officer & Government Policy Lead at MYOB, Executive director at Telstra and Interim executive roles at Seven Group Holdings and Uniting.

Other current directorships: Bolton Clarke

Former directorships (last 3 years): MiQ Private Wealth

Special responsibilities: Chair of the Nomination and Remuneration Committee, member of the Audit and Risk Committee

Interests in shares: 29,720 ordinary shares

Name: Mark Summerhayes
 Title: Non-Executive Director

Qualifications: Mark holds a Master's Degree in Economics from the University of Cambridge.

Experience and expertise: After graduating from Cambridge University in 1987, Mark spent seven years at Bain & Company advising corporates on a mix of strategy, Mergers and Acquisitions ('M&A'), and operational improvement projects. Mark was based in London, Munich and Sydney. Mark led assignments for leading European players in the Fast-Moving Consumer Goods ('FMCG'), financial services, telecoms, healthcare and industrial sectors. In 1996 Mark co-founded SB Capital Partners, a private equity partnership, which was backed by Bain Capital, one of the leading US private equity firms. On the back of the success of this venture, Bain Capital subsequently launched its first dedicated European buy-out fund. In parallel to this activity, Mark assisted a wealthy Norwegian family build its own portfolio of private equity investments in both early and late stage situations and private equity funds. In 2001 Mark joined Smedvig Capital full time and as a Managing Director was one of the senior executives responsible for investing, managing and reporting on a diversified \$350 million private equity portfolio. Mark moved to Sydney in 2005 to join Pemba Capital Partners and co-led the spin out of the captive fund from Pemba in 2009. More recently has co-led a \$650 million and a \$400 million fundraising (backed by some of the largest global and local LPs) which has established the firm as one of the leaders in its segment in Australia and NZ.

Other current directorships: Currently a Director of Ausreo, ADDA, Arteva, InteriorC, Oolio and RxPx

Former directorships (last 3 years): None

Special responsibilities: None

Interests in shares: 555,036 ordinary shares

Company secretaries

Bryce Thompson and Andrew Palfreyman are the current joint company secretaries.

Bryce Thompson (appointed on 4 November 2025)

Bryce Thompson joined ReadyTech as Chief Financial Officer and Joint Company Secretary in November 2025. Bryce has over 20 years' experience in finance and investment banking, most recently as Managing Director and Head of Technology Corporate Finance at Jarden Australia. He brings considerable technology industry experience to ReadyTech, having advised many of Australia's leading technology and software companies across capital markets, M&A and strategic transactions. Bryce previously held senior roles at both Morgan Stanley and UBS, and holds a Bachelor of Engineering (Hons) and a Bachelor of Commerce from Monash University.

Andrew Palfreyman (appointed on 16 December 2025)

Andrew Palfreyman is a practising corporate lawyer, company secretary and adviser to boards and management of pre-initial public offering and ASX-listed entities. As an equity capital markets lawyer, he advises on initial public offerings, secondary capital raisings as well as regulatory and compliance matters. He is currently company secretary for a number of ASX-listed and unlisted companies. Andrew holds a Juris Doctor from the University of Technology Sydney, along with a Masters of Politics and Public Policy and Bachelor of Arts from Macquarie University.

Nimesh Shah (resigned on 17 October 2025)

Nimesh Shah was the Chief Financial Officer of ReadyTech since August 2017 and was appointed Company Secretary on 28 March 2019 until 17 October 2025. Nimesh has over 20 years' experience as an executive in technology and online digital industries, utilising experience gained working across Australia and many parts of Asia. Nimesh was Global CFO for pioneering social networking site, Friendster, Inc. Nimesh was also Finance Director at Fairfax Digital Australia & New Zealand Pty Limited for seven years, playing an instrumental role in navigating the company into the world of online publishing and transaction businesses. Nimesh was also the Chief Financial Officer and Company Secretary of ASX-listed Isentia Group Limited, a position which he held until July 2017, where he played an instrumental role in transitioning Isentia to become a leading media intelligence organisation in Asia Pacific. Nimesh holds an MBA from the Australian Graduate School of Management and a Bachelor of Commerce with Merit from the University of New South Wales. Nimesh is also a member of Chartered Accountants Australia and New Zealand and Australian Institute of Company Directors.

Melissa Jones (resigned on 3 September 2025)

Melissa Jones was the General Manager of MUFG Corporate Governance (previously known as Company Matters), part of MUFG Corporate Markets, a division of MUFG Pension & Market Services. Melissa has over 20 years' experience as a lawyer, company secretary and governance professional. Melissa is admitted as a Solicitor of the Supreme Court of New South Wales and holds a Bachelor of Laws (Honours) and is a Fellow of the Governance Institute of Australia. Melissa Jones was temporarily replaced by William Hundy of MUFG Corporate Governance. William subsequently resigned from the Company Secretary role on 16 December 2025 and was replaced by Andrew Palfreyman.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the period ended 30 June 2026, and the number of meetings attended by each Director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Tony Faure	14	14	4	4	4	4
Marc Washbourne	14	14	4	4	4	4
Timothy Ebbeck	14	14	4	4	4	4
Helen Lea	14	14	4	4	4	4
Mark Summerhayes	13	14	-	-	-	-

Held: represents the number of meetings held during the time the Director held office.

* Marc Washbourne attended 4 Audit and Risk Committee meetings and 4 Nomination and Remuneration Committee meetings as an observer.

Remuneration report (audited)

Commenting on the FY26 remuneration report, ReadyTech Chair of the Nomination and Remuneration Committee, Helen Lea said:

FY26 was a year in which the Board asked management to do two things at once: continue to grow and sharpen the portfolio. Both required judgement about where capital and effort were best deployed, and in some cases required decisions that reduced near-term revenue in favour of higher-quality earnings. The Committee's task was to ensure the remuneration framework supported and rewarded those decisions appropriately.

The Committee acknowledges that the financial result for the year was disappointing and below the expectations the Board set at the beginning of the year. This is reflected in the reward outcomes for FY26, with long term incentive outcomes falling short of performance hurdles and short-term incentive payments limited across the majority of the executive team. The Committee considers this to evidence the framework operating as intended.

The Committee also acknowledges the manner in which management responded to the challenges of the year and the pace at which decisions were taken to return performance to our desired trajectory.

Looking ahead, the performance framework behind executive reward has been reshaped to better align with our strategic intent. The Rule of 40 measure features more strongly as a governing measure in short term elements, recognising the requirement for both growth and profitability. Product-level accountability is also sharpening vertical leaders' attention to the economics of their business.

Artificial intelligence is a live consideration for this Committee, in two respects. First, capability: the specialist talent our portfolio strategy depends on increasingly includes AI fluency, and the pool of people who combine that with genuine domain knowledge of government, education, workforce and justice is smaller still. We expect this to put continued pressure on remuneration in FY27 and beyond. Second, measurement: AI is changing both what we sell and how efficiently we build and support it. The Committee's position is that the benefits of AI should be visible in shareholder outcomes — revenue growth and margin, captured together in the Rule of 40 — rather than incentivised as an input target. Where AI-enabled products contribute revenue, that revenue counts toward incentive outcomes on the same terms as the rest of the portfolio. We will keep this under review as the technology's impact on our cost base becomes clearer.

The Australian software and SaaS market comprises a small and highly contested talent pool, and our enterprise strategy requires increasing levels of domain knowledge and experience. Looking ahead to FY27, the Committee's focus is on ensuring the framework we have built is applied consistently, that the balance between individual accountability and enterprise-wide collaboration is properly struck, and that our arrangements remain competitive in this market.

The Committee notes the changes in key management personnel during the year, including the appointment of Bryce Thompson as Chief Financial Officer and the cessation of Nimesh Shah in that role. Remuneration disclosed for these individuals reflects only the portion of the year for which they were key management personnel. The Committee thanks Nimesh for his contribution to ReadyTech.

The remuneration report details the key management personnel remuneration arrangements for ReadyTech, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel ('KMP') are those people who have authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

Principles used to determine the nature and amount of remuneration

The Nomination and Remuneration Committee at ReadyTech endeavours to meet a number of objectives through the remuneration framework. These include:

- the alignment of interests of executives with those of our shareholders;
- incentivising performance through positive outcomes for the effective execution of business strategy;
- ensuring a competitive offer, able to retain and motivate our existing team;
- securing new talent with the specialized skills and expertise required in our sector;
- attention to the affordability and reasonableness of our offer when considering our earnings, size and scale; and
- transparency – internally to enable alignment and motivational value and externally to reinforce confidence in our approach and reward governance.

Operating in a market for a highly competitive talent pool, across a portfolio business model and a growing Enterprise customer base, we monitor the effectiveness of our offer and its alignment to market practices on a regular basis.

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for Directors and executives.

In considering the alignment of reward to shareholders' interests, the Board has determined to:

- have economic profit as a core component of plan design;
- focus on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- weight our remuneration offer towards variable, performance-led components.

Additionally, the reward framework seeks to enhance executives' interests by:

- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive Director and executive Director remuneration is separate.

Non-executive Directors' remuneration

Fees and payments to non-executive Directors reflect the demands and responsibilities of their role. These fees and payments are reviewed annually by the Nomination and Remuneration Committee, who may, from time to time, receive advice from independent remuneration consultants to ensure their appropriateness.

The Chair's fees are determined independently to the fees of other non-executive Directors and all non-executive Director remuneration is based on comparative roles in the external market. Non-executive Directors are not entitled to participate in any employee incentive scheme established by the Company.

Any non-executive Director who devotes special attention to the business of the Group or who performs services which, in the opinion of the Remuneration Committee, are outside the scope of ordinary duties of a Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company. There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

ASX listing rules require the aggregate non-executive Directors' remuneration be determined periodically by a general meeting. The most recent determination was performed by AON Advisory Pty Ltd, remuneration consultants, in FY2022, where the maximum annual aggregate remuneration is \$750,000. For the financial year ended 30 June 2026, the fees payable to the current non-executive Directors have not exceeded \$600,000 in aggregate.

For FY26 the annual non-executive Directors' fees paid by the Company, inclusive of superannuation, were \$201,000 to the Chair and \$104,550 to each of the other Independent non-executive Directors.

For the financial year ending 30 June 2027, it was approved that annual non-executive Directors' fees inclusive of superannuation, remain unchanged from FY26, \$201,000 for the Chair and \$104,550 for each of the other non-executive Directors. No additional fees are paid for chairing or participating in Board sub-committees.

Executive remuneration

The Group rewards executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components:

- (i) fixed remuneration consisting of base pay, non-monetary benefits and other remuneration such as superannuation;
- (ii) short-term incentives; and
- (iii) long-term incentives.

(i) Fixed remuneration

Fixed remuneration, consisting of fixed salary, superannuation and non-monetary benefits, is reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the Group and comparable market remuneration.

(ii) Short-term incentives

The Group currently provides certain members of the senior management team with annual short-term incentives ('STI') payable upon satisfaction of specified performance criteria. These incentives are set out in each KMP service agreements. Payment of STI's in any given year will be determined by the Company and will be conditional upon achievement of role-based performance criteria and the Group's financial performance.

For the year ended 30 June 2026, KMP's STI was a maximum 60% of fixed salary with:

- 75% based on Financial KPIs - achieving Group revenue and Group adjusted net profit after tax, excluding acquired amortisation expenses ('NPATA') targets; and
- 25% on Personal KPI's – for example customer satisfaction, leadership contribution and product management.

No STI is payable if the performance criteria are not met.

From time to time the Nomination and Remuneration Committee may, at its discretion, recommend to award bonuses which are not linked to any specified performance criteria to certain executives in recognition of work performed.

(iii) Long-term incentives

Long-term incentives include long service leave and share-based payments. Our long-term incentive ('LTI') plan continues during the financial year ended 30 June 2026. Performance rights are awarded to executives over a period of two and three years based on long-term financial measures, continued employment and achievement of individual KPIs. The financial measures include targets on revenue, total shareholder return, earnings per share ('EPS'), recurring revenue per share and cash EBITDA per share.

Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

Use of remuneration consultants

The Group did not engage any remuneration consultants during the year ended 30 June 2026.

Voting and comments made at the Company's 2025 Annual General Meeting ('AGM')

At the 2025 AGM, 99.27% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2025. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the Group consisted of the following Directors of ReadyTech Holdings Limited:

- Tony Faure - Chair and Independent Non-Executive Director
- Marc Washbourne - Chief Executive Officer
- Timothy Ebbeck - Independent Non-Executive Director
- Helen Lea - Independent Non-Executive Director
- Mark Summerhayes - Non-Executive Director

And the following persons:

- Bryce Thompson – Chief Financial Officer (appointed on 4 November 2025)
- Nimesh Shah - Chief Financial Officer (resigned on 17 October 2025)

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Annual leave	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
2026							
<i>Non-Executive Directors:</i>							
Tony Faure	201,000	-	-	-	-	-	201,000
Timothy Ebbeck	104,550	-	-	-	-	-	104,550
Helen Lea	104,550	-	-	-	-	-	104,550
Mark Summerhayes	104,550	-	-	-	-	-	104,550
<i>Executive Directors:</i>							
Marc Washbourne*	487,500	36,500	8,887	30,000	20,405	87,548	670,840
<i>Other Key Management Personnel:</i>							
Bryce Thompson*	276,346	158,000	4,680	22,500	-	82,935	544,461
Nimesh Shah**	124,976	-	(45,404)	10,000	(46,523)	33,549	76,598
	<u>1,403,472</u>	<u>194,500</u>	<u>(31,837)</u>	<u>62,500</u>	<u>(26,118)</u>	<u>204,032</u>	<u>1,806,549</u>

* The cash bonuses represent a one-time sign-on bonus (for Bryce Thompson) and cash bonus (for both KMP) accrued based on achievement of FY2026 financial and personal KPIs.

** Nimesh Shah - resigned on 17 October 2025.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Annual leave	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
2025							
<i>Non-Executive Directors:</i>							
Tony Faure	196,875	-	-	-	-	-	196,875
Timothy Ebbeck	102,375	-	-	-	-	-	102,375
Helen Lea	102,375	-	-	-	-	-	102,375
Mark Summerhayes**	93,844	-	-	-	-	-	93,844
<i>Executive Directors:</i>							
Marc Washbourne*	468,752	42,750	(12,935)	29,932	16,383	(119,895)	424,987
<i>Other Key Management Personnel:</i>							
Nimesh Shah*	416,588	37,493	13,235	29,932	(26,708)	(102,172)	368,368
	<u>1,380,809</u>	<u>80,243</u>	<u>300</u>	<u>59,864</u>	<u>(10,325)</u>	<u>(222,067)</u>	<u>1,288,824</u>

* The cash bonuses represent cash accrued based on achievement of FY2025 financial and personal KPIs. As at 30 June 2025, share based payments have been adjusted to reflect that none of the outstanding performance rights were expected to be exercisable on their expiry date.

** Mark Summerhayes' fees reflect a portion of director's fees since the day he joined.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk – STI		At risk – LTI	
	2026	2025	2026	2025	2026	2025
Non-Executive Directors:						
Tony Faure	100%	100%	-	-	-	-
Timothy Ebbeck	100%	100%	-	-	-	-
Helen Lea	100%	100%	-	-	-	-
Mark Summerhayes	100%	100%	-	-	-	-
Executive Directors:						
Marc Washbourne*	82%	92%	5%	8%	13%	-
Other Key Management Personnel:						
Bryce Thompson	65%	-	20%	-	15%	-
Nimesh Shah	56%	92%	-	8%	44%	-

The proportion of the cash bonus paid/payable or forfeited is as follows:

Name	Cash bonus related to financial year		Cash bonus forfeited related to financial year	
	2026	2025	2026	2025
Executive Directors:				
Marc Washbourne	100%	100%	-	-
Other Key Management Personnel:				
Bryce Thompson	100%	-	-	-
Nimesh Shah	-	100%	-	-

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Marc Washbourne
Title:	Chief Executive Officer
Agreement commenced:	13 December 2016
Term of agreement:	No fixed term
Details:	Ongoing contract term with a 6 month notice period. Mr Washbourne's employment contract provides for short term incentives. Upon the termination of Mr Washbourne's employment contract, Mr Washbourne will be subject to post employment restraints for up to 12 months.
Name:	Bryce Thompson
Title:	Chief Financial Officer
Agreement commenced:	4 November 2025
Term of agreement:	No fixed term
Details:	Ongoing contract term with a 6 month notice period. Mr Thompson's employment contract provides for short term incentives. Upon the termination of Mr Thompson's employment contract, Mr Thompson will be subject to post employment restraints for up to 12 months.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2026.

Options

There were no options over ordinary shares issued to Directors and other key management personnel as part of compensation that were outstanding as at 30 June 2026.

There were no options over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2026.

Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Vesting date and exercisable date	Expiry date	Fair value per right at grant date
Marc Washbourne	100,334	05/12/2023	30/06/2026	30/06/2026	\$3.53
	127,516	19/11/2024	30/06/2027	30/06/2027	\$2.88
	32,357	10/12/2025	31/08/2027	31/08/2027	\$2.40
	32,356	10/12/2025	31/08/2028	31/08/2028	\$2.40
	192,118	10/12/2025	30/06/2028	30/06/2028	\$1.05
Bryce Thompson	37,161	15/09/2025	30/09/2026	30/09/2026	\$2.14
	133,098	10/12/2025	30/06/2028	30/06/2028	\$1.05

Performance rights granted in the financial year ended 30 June 2024

Performance rights granted in FY2024 are subject to an earnings per share ('EPS') hurdle (50% of grant value) and a recurring revenue per share hurdle (50% of grant value). These performance rights are evaluated three years from 1 July 2023 ('the beginning of the performance period') against the following hurdles:

- EPS - if the compound annual growth rate of EPS is less than the target of 13%, no vesting will occur. If the target is met, 50% of rights will vest. In the event that the compound annual growth rate is between 13-17%, vesting will be pro-rated between 50-100%.
- Recurring revenue per share - if the compound annual growth rate of recurring revenue per share is less than the target of 13%, no vesting will occur. If the target is met, 50% of rights will vest. In the event that the compound annual growth rate is between 13-17%, vesting will be pro-rated between 50-100%.

Performance rights granted in the financial year ended 30 June 2025

Performance rights granted in FY2025 are subject to a cash EBITDA per share hurdle (50% of grant value) and a recurring revenue per share hurdle (50% of grant value). These performance rights will be evaluated three years from 1 July 2024 ('the beginning of the performance period') against the following hurdles:

- Cash EBITDA per share - if the compound annual growth rate of cash EBITDA per share is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that the compound annual growth rate is up to 6% above the target, vesting will be pro-rated between 30-100%.
- Recurring revenue per share - if the compound annual growth rate of recurring revenue per share is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that the compound annual growth rate is up to 6% above the target, vesting will be pro-rated between 30-100%.

Performance rights granted in the financial year ended 30 June 2026

There are three equity plans granted during the first half of 2026 financial year:

(1) Retention plan

The retention performance rights are subject to participants staying until September 2026 and meet or exceed expectations in the execution of their responsibilities.

(2) Equity plan

The equity plan performance rights will be evaluated in two tranches. The first of which, equivalent to 50% of the total grant value, will be evaluated from 1 September 2025 to 31 August 2027. The second of which, equivalent to 50% of the total grant value, will be evaluated from 1 September 2025 to 31 August 2028. Vesting of these performance rights is subject to:

- (i) achievement of an acceptable level of individual performance during the award period; and
- (ii) continued employment from 1 September 2025 to 31 August for the relevant vesting year.

(3) FY2026 LTI plan

The FY2026 LTI performance rights are subject to a total revenue hurdle (50% of grant value) and a total shareholder return ('TSR') hurdle (50% of grant value).

These LTI performance rights will be evaluated three years from the beginning of the performance period. If the compound annual growth rate of total revenue is less than the target of 9%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that performance is up to 7% above the target, vesting will be pro-rated between 30-100%.

If the annual growth rate of TSR is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that performance is up to 9% above the target, vesting will be pro-rated between 30-100%.

The performance rights are not subject to an exercise price.

Performance rights granted carry no dividend or voting rights.

Performance rights vested on 30 June 2026

Based on the evaluation of the vesting in relation to the second tranche of performance rights granted in the financial year ended 30 June 2024, no performance rights are vested and exercisable as at 30 June 2026.

Additional information

The earnings of the Group for the five years to 30 June 2026 are summarised below:

	2026 \$'000	2025 \$'000	2024 \$'000	2023 \$'000	2022 \$'000
Sales revenue	125,013	121,837	113,802	103,306	78,284
Adjusted EBITDA*	34,832	39,681	37,766	33,039	27,472
(Loss)/profit after income tax	(4,885)	(16,141)	5,465	4,975	8,794

* Earnings before interest, tax, depreciation, amortisation and other non-operating items.

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2026	2025	2024	2023	2022
Share price at financial year end (\$)	1.67	2.46	3.25	3.30	3.10
Basic earnings per share (cents per share)	(3.95)	(13.33)	4.66	4.38	8.28

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration*	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Tony Faure	378,819	-	33,334	-	412,153
Marc Washbourne	4,404,729	-	-	-	4,404,729
Timothy Ebbeck	31,068	-	-	-	31,068
Helen Lea	11,538	-	18,182	-	29,720
Mark Summerhayes	555,036	-	-	-	555,036
Bryce Thompson	-	-	300,000	-	300,000
Nimesh Shah**	1,366,690	-	-	(1,366,690)	-
	6,747,880	-	351,516	(1,366,690)	5,732,706

* Shares received during the year are from the exercise of performance rights.

** Nimesh Shah resigned from the Chief Financial Officer role on 17 October 2025.

Performance rights holding

The number of performance rights over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares					
Marc Washbourne*	275,230	256,831	-	(47,380)	484,681
Bryce Thompson	-	170,259	-	-	170,259
Nimesh Shah**	130,267	20,903	-	(151,170)	-
	405,497	447,993	-	(198,550)	654,940

		Vested and exercisable	Vested and unexercisable	Balance vested at the end of the year
Performance rights over ordinary shares				
Marc Washbourne		-	103,334	103,334
		-	103,334	103,334

* 256,831 performance rights issued under ASX Listing Rule with approval from shareholders received at the 2025 Annual General Meeting.

** Nimesh Shah resigned from the Chief Financial Officer role on 17 October 2025.

Other transactions with key management personnel and their related parties

There was no transaction with key management personnel and their related parties during the financial year ended 30 June 2026 (2025: none).

This concludes the remuneration report, which has been audited.

Shares under option

There were no unissued ordinary shares of ReadyTech Holdings Limited under option outstanding at the date of this report.

Shares under performance rights

Unissued ordinary shares of ReadyTech Holdings Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Number under rights
22/09/2023	30/06/2026	436,473
05/12/2023	30/06/2026	100,334
14/10/2024	30/06/2027	479,260
19/11/2024	30/06/2027	127,516
15/09/2025	30/09/2026	135,978
10/12/2025	31/08/2027	411,733
10/12/2025	31/08/2028	411,707
10/12/2025	30/06/2028	679,160
		<u>2,782,161</u>

The performance rights are not subject to an exercise price.

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

Shares issued on the exercise of options

There were no ordinary shares of ReadyTech Holdings Limited issued on the exercise of options during the year ended 30 June 2026 and up to the date of this report.

Shares issued on the exercise of performance rights

There were no other ordinary shares of ReadyTech Holdings Limited issued on the exercise of performance rights during the year ended 30 June 2026 and up to the date of this report.

Indemnity and insurance of officers

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

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

Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

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 30 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 services as disclosed in note 30 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Officers of the Company who are former partners of Deloitte Touche Tohmatsu

There are no officers of the Company who are former partners of Deloitte Touche Tohmatsu.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



Tony Faure
Chair

27 August 2026
Sydney

27 August 2026

The Directors
ReadyTech Holdings Limited
Level 2
77 King Street
Sydney NSW 2000

Dear Directors

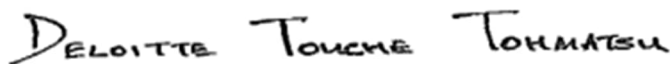
Auditor's Independence Declaration to ReadyTech Holdings Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of ReadyTech Holdings Limited.

As lead audit partner for the audit of the financial report of ReadyTech Holdings Limited for the year ended 30 June 2026, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Sandeep Chadha
Partner
Chartered Accountants

ReadyTech Holdings Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2026



	Note	Consolidated 2026 \$'000	2025 \$'000
Revenue from contracts with customers	5	125,013	121,837
Interest revenue calculated using the effective interest method		5	12
Expenses			
Hosting and other direct costs		(9,110)	(7,643)
Employee benefits expense		(71,957)	(64,552)
Third party SaaS variable costs		(4,038)	(4,655)
Depreciation and amortisation expense		(30,681)	(24,561)
Impairment losses of goodwill and other assets	6	(1,825)	(21,730)
Advertising and marketing expenses		(1,379)	(1,417)
Consultancy and professional expenses		(2,373)	(2,469)
Administration expenses		(888)	(680)
Communication and IT expenses		(4,112)	(3,141)
Occupancy costs		(870)	(893)
Other expenses		(378)	(1,457)
Finance costs	6	(3,799)	(3,439)
Loss before income tax benefit/(expense)		(6,392)	(14,788)
Income tax benefit/(expense)	7	1,507	(1,353)
Loss after income tax benefit/(expense) for the year attributable to the owners of ReadyTech Holdings Limited	26	(4,885)	(16,141)
Other comprehensive (loss)/income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(2,151)	245
Other comprehensive (loss)/income for the year, net of tax		(2,151)	245
Total comprehensive loss for the year attributable to the owners of ReadyTech Holdings Limited		<u>(7,036)</u>	<u>(15,896)</u>
		Cents	Cents
Basic loss per share	43	(3.95)	(13.33)
Diluted loss per share	43	(3.95)	(13.33)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

	Note	Consolidated 2026 \$'000	2025 \$'000
Assets			
Current assets			
Cash and cash equivalents	8	27,469	19,696
Trade and other receivables	9	9,331	11,094
Contract assets	10	7,629	3,663
Prepayments		2,530	3,186
Total current assets		46,959	37,639
Non-current assets			
Property, plant and equipment	11	1,391	1,979
Intangibles	12	190,831	201,305
Right-of-use assets	13	3,220	3,870
Contract costs	14	719	1,309
Deferred tax assets, net	7	12,297	4,274
Total non-current assets		208,458	212,737
Total assets		255,417	250,376
Liabilities			
Current liabilities			
Trade and other payables	15	12,880	10,050
Contract liabilities	16	27,603	23,540
Derivative financial liability	17	-	217
Lease liabilities	18	1,268	1,554
Income tax payable	7	2,324	947
Employee benefits		8,152	7,665
Contingent consideration	19	3,260	2,755
Total current liabilities		55,487	46,728
Non-current liabilities			
Contract liabilities	20	237	648
Borrowings	21	59,897	55,941
Provisions		704	667
Lease liabilities	23	2,311	2,983
Employee benefits		649	636
Contingent consideration	22	1,430	1,272
Total non-current liabilities		65,228	62,147
Total liabilities		120,715	108,875
Net assets		134,702	141,501
Equity			
Issued capital	24	221,877	221,877
Reserves	25	(84,053)	(82,139)
(Accumulated losses)/retained profits	26	(3,122)	1,763
Total equity		134,702	141,501

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Consolidated	Issued capital \$'000	Reserves \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2024	211,831	(78,526)	17,904	151,209
Loss after income tax expense for the year	-	-	(16,141)	(16,141)
Other comprehensive income for the year, net of tax	-	245	-	245
Total comprehensive income/(loss) for the year	-	245	(16,141)	(15,896)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 24)	8,855	(3,091)	-	5,764
Share-based payments	-	424	-	424
Exercise of performance rights (note 25)	1,191	(1,191)	-	-
Balance at 30 June 2025	221,877	(82,139)	1,763	141,501
Consolidated	Issued capital \$'000	Reserves \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2025	221,877	(82,139)	1,763	141,501
Loss after income tax benefit for the year	-	-	(4,885)	(4,885)
Other comprehensive loss for the year, net of tax	-	(2,151)	-	(2,151)
Total comprehensive loss for the year	-	(2,151)	(4,885)	(7,036)
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments	-	237	-	237
Balance at 30 June 2026	221,877	(84,053)	(3,122)	134,702

	Note	Consolidated 2026 \$'000	2025 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		137,525	129,359
Payments to suppliers and employees (inclusive of GST)		(104,326)	(98,838)
		33,199	30,521
Interest received		5	12
Interest and other finance costs paid		(3,486)	(3,019)
Income taxes paid		(5,138)	(3,456)
Net cash from operating activities	39	24,580	24,058
Cash flows from investing activities			
Payment for purchase of subsidiaries, net of cash acquired		-	(3,859)
Payments for contract costs		(158)	(446)
Payments for property, plant and equipment		(199)	(980)
Payments for intangibles	12	(18,574)	(19,052)
Payment of contingent consideration		(265)	(14,067)
Payment of acquisition costs		-	(137)
Net cash used in investing activities		(19,196)	(38,541)
Cash flows from financing activities			
Proceeds from borrowings	21	3,956	14,000
Repayment of lease liabilities		(1,567)	(1,688)
Net cash from financing activities		2,389	12,312
Net increase/(decrease) in cash and cash equivalents		7,773	(2,171)
Cash and cash equivalents at the beginning of the financial year		19,696	21,867
Cash and cash equivalents at the end of the financial year	8	27,469	19,696

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

The financial statements cover ReadyTech Holdings Limited as a Group consisting of ReadyTech Holdings Limited ('Company or 'parent entity') and the entities it controlled at the end of, or during, the period (collectively referred to in these financial statements as the 'Group'). The financial statements are presented in Australian dollars, which is ReadyTech Holdings Limited's functional and presentation currency.

ReadyTech Holdings Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 2, 77 King Street
Sydney
NSW 2000
Australia

A description of the nature of the Group's operations and its principal activities are included in the Directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 27 August 2026. The Directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2026. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The standard replaces AASB 101 'Presentation of Financial Statements', although many of the requirements have been carried forward unchanged and is accompanied by limited amendments to the requirements in AASB 107 'Statement of Cash Flows'. The standard requires income and expenses to be classified into five categories: 'Operating' (residual category if income and expenses are not classified into another category), 'Investing', 'Financing', 'Income taxes' and 'Discontinued operations'. The standard introduces two mandatory sub-totals: 'Operating profit' and 'Profit before finance and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on how to organise and group information (aggregation and disaggregation) in the financial statements and whether to provide it in the primary financial statements or in the notes.

The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Deficiency of net current assets

The statement of financial position has a deficiency of net current assets of \$8,528,000 (2025: \$9,089,000) at the reporting date. The deficiency is mainly attributable to (i) contract liabilities of \$27,603,000 (2025: \$23,540,000) disclosed in current liabilities, which represents upfront payments received from customers on signed sales contracts which will not result in an outflow of cash within the next twelve months; (ii) an amount of \$8,152,000 for employee benefits (2025: \$7,665,000) is included in current liabilities, for which the majority of this liability is not expected to be settled in cash within the next twelve months.

The Directors are satisfied that the Group will be able to meet its working capital requirements through the normal cyclical nature of receipts and payments and budgeted cash flows generated from operations.

Note 2. Material accounting policy information (continued)

Basis of preparation

Statement of compliance

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with IFRS Accounting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for derivatives and contingent consideration at fair value through profit or loss.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 35.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of ReadyTech Holdings Limited as at 30 June 2026 and the results of all subsidiaries for the period then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group has the power over the investee, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to 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 the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

Foreign currency transactions

Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 2. Material accounting policy information (continued)

Revenue recognition

The principal activities of the Group are to provide technology-based solutions to its customers that are organized into three reportable operating segments: Education and Work Pathways, Workforce Solutions and Government and Justice.

Main products of the Group:

Segment	Main Product	Description
Education and Work Pathways	Ready Student, Ready LMS	Ready Student and Ready LMS are ReadyTech's student management system empowering enterprise tertiary educators to create digital student experiences and to adhere to strict compliance standards.
	VeTtrak, including VETtrak Cloud Ready Skills	VETtrak is a student management system for Registered Training Organisations (RTOs). Ready Skills provides vocational skills tracking, recognition, planning and assessment technology.
	Job Ready, Ready Recruit and Ready Apprentice	Job Ready, Ready Recruit and Ready Apprentice exists to help employment services providers, Group Training Organisations (GTOs) and Australian Apprenticeship Support Network (AASN) provides to support the completion of apprenticeship lifecycle and deliver work opportunities for jobseekers and customers.
Workforce Solutions	Ready Workforce	Ready Workforce is an all-in-one cloud payroll, HR and talent, rostering, time & attendance and leave management software platform.
	Ready Pay	Ready Pay provides people management software, combined with an end-to-end payroll outsourcing service, with local payroll experts providing customers with payroll, HR administration and workplace health & safety software and services.
Government and Justice	Ready Community	Ready Community is provider of high function, integrated, statutory and compliance management systems for local government. Ready Community is the fully integrated solution that covers financials, property and Rating, HR & payroll, asset management, licensing & compliance, customer experience, business intelligence, procurement.
	Ready Case	Ready Case is the market leader in case management systems for courts, tribunals and related justice sector agencies.
	Ready Contracts and Ready Buy	Ready Contracts and Ready Buy are designed as procurement software suite to support distributed procurement and commercial operations to procure goods and services efficiently, cost effectively, and at reduced risk, while reducing workload on centralised procurement.

The revenue recognition accounting policies below apply to the Group's products as summarised in the above table.

Note 2. Material accounting policy information (continued)

Revenue is recognised upon transfer of control of promised products and services to customers at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Contracts with customers can include various combinations of subscription fees and services, which are in certain circumstances bundled and in other circumstances are capable of being distinct and accounted for as separate performance obligations. Where a contract with multiple performance obligations that is not bundled, the revenue associated with each obligation is calculated based on its relative stand-alone selling price.

Revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits as the Group performs;
- the customer controls the asset as the Group creates or enhances it; or
- the Group's performance does not create an asset for which the Group has an alternative use; and
- there is a right to payment for performance to date.

Where the above criteria are not met, revenue is recognised at a point in time when control transfers.

The Group earns its revenues from two main sources:

- a. Subscription, licences and hosting fees
- b. Training, consultancy and other services

Subscription, licence and hosting fees

Subscription revenues represent revenues earned from customers accessing the cloud-based products hosted by the Group. Customers gain access to use the Group's cloud-based products without taking possession of the software. Customers pay a fixed subscription fee over the contract term. Subscription contracts are sold along with configuration and/or customisation and hosting services.

For some large enterprise contracts, the contract may include customisation of the software for the customer's specific use. Product customisation covers services to create new functions or features and special customisation of the standard reports to meet the customer's need. Customisation service is critical to the functioning of the software for the customer's specific use. A customer is not able to fully benefit from the software without the required software customisation. Knowledge on how to modify the software code or writing additional code is proprietary of the Group and only the Group can perform this service. Therefore, there are no other readily available resources for the customer to obtain the benefit from the software customisation prior to accessing the product.

Hosting revenues represent revenues earned from providing the cloud-based hosting service for the service components, storage infrastructure, operating and database software.

The Group has assessed and concluded that the sale of subscription and hosting services together are not separately distinct as they represent a bundled service to use the Group's cloud-based product over the contract term. Hence, the Group considers the sale of subscription fees, customisation and hosting services as a single performance obligation. Revenues are recognised over time on a straight-line basis over the term of the subscription period, as the customers simultaneously receive and consume the benefits of accessing the product and services. The Group's subscription revenues do not contain refund-type provisions.

Costs incurred and payments received from the customer for customisation services prior to the commencement of the subscription period are deferred on the balance sheet and recognised in the profit or loss on a straight-line basis over the term of the subscription period.

Licences and hosting fees

Licence revenues represent revenues from the sales of on-premise products. These products are hosted in the customer's infrastructure environment. These products are not tailored for customer use throughout the duration of the contact and no maintenance/ training services are included.

Note 2. Material accounting policy information (continued)

When a licence is purchased by a customer, there is an optionality for the customers to also purchase hosting services for an agreed term. Where a licence is sold with these hosting services, each good or service is considered to be a distinct performance obligation because the customer can benefit from the use of the software without the provision of the hosting services.

Revenue is recognised at the point in time when the customer has purchased the licence as control of the software has transferred at that point. Revenue is recognised for the provision of hosting service over time on a straight line basis over the agreed term. This is because the customer is deemed to simultaneously receive and consume the benefits provided by the Group's performance of the hosting service as it is performed during the contract term.

Training, consultancy and other services

Training revenues represent revenues earned from providing in-depth training on the product, refresher courses or induction for new users of the product.

Consultancy and other services revenue represent revenues earned from providing consultation services such as business process mapping, project management of change projects, best practice of business process.

The Group has assessed and concluded that revenues from training, consultancy and other services are able to be provided by a third party supplier or can be consumed by the customer on its own or with readily available resources. Therefore, training, consultancy and other services are considered to be distinct performance obligations.

Training, consultancy and other services revenue is charged to the customer either on a time and materials basis or as a fixed price. Revenue is recognised as the services are rendered over time on a proportional basis using an input method, being time or cost, depending on the terms and conditions of the customer contract.

Summary of revenue recognition:

Revenue categories	Performance obligation	Timing of revenue recognition
Subscription fees	Provide access to the Group's intellectual property over the agreed period	Over time on a straight-line basis across the customer's subscription term.
Customisation services	Services to customise the product to meet the customers' requirements or specifications; bundled with subscription fees	Over time on a straight-line basis across the customer's subscription term.
Hosting fees - subscription	Provision of cloud-based hosting services over the agreed period bundled with subscription fees	Over time on a straight-line basis across the customer's subscription term.
Licence fees	Sale of a software licence	At the point of sale.
Hosting fees - licence	Provision of cloud-based hosting services over the agreed period	Over time as the services are rendered.
Training services	Services to provide training to the users	Over time as the services are rendered.
Consultancy services	Service includes services for software and project services	Over time as the services are rendered.

Note 2. Material accounting policy information (continued)

Principal vs agent

For selected products, the Group collaborates with third parties software providers or consultants in completing the performance obligations as per customer contracts. The Group is acting as a principal when it controls the provision of the third party product or implementation service before the product or service is transferred to the customer. In the contract with a customer, the Group has control over the establishment of pricing, including determining pricing for the third party products and services. The Group is also primarily responsible for fulfilling the promise to provide the third party products to the customer and assumes fulfilment risk such as addressing customer support requests and rectifying any service issues.

Contract assets/ liabilities

Timing of revenue recognition may differ from the timing of invoicing to customers. Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognized when customer pays the consideration in advance, or when the Group recognizes a receivable to reflect its unconditional right to consideration (whichever earlier) before the Group has transferred the goods or services to the customer.

Contract liabilities comprise mainly of unearned revenue related to subscription licences fees that are not refundable. Contract liabilities are generally invoiced at the beginning of each contract period.

Contract assets represent unbilled revenue for goods and services that have been provided to customers but not yet billed. When corresponding payment milestones are met, contract assets are released to trade receivables. Contract assets are treated as financial assets for impairment purposes.

Contract costs

Incremental costs incurred in obtaining a contract

Costs incurred in obtaining the customer contract are expensed, unless they are incremental to obtaining the contract and the Group expects to recover those costs. Costs that meet the criteria for capitalisation will be amortised over the life of the contract that they relate to. The Group has identified certain sales commission costs as meeting the criteria of directly related contract costs. These costs are capitalised in the month in which they are incurred and amortised over the contract term.

Costs to fulfil a contract

Employee costs related to a contract of which product customisation is performed for a specific customer and the corresponding revenues are recognized over the contract terms, are capitalised in the month in which they are incurred and amortised over the contract term.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

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

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Note 2. Material accounting policy information (continued)

ReadyTech Holdings Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Receivables from related parties and other receivables are recognised at amortised cost, less any provision for impairment.

Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line or diminishing value basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Leasehold improvements	3-5 years
Fixtures and fittings	3-10 years
Computer equipment	3-5 years
Office equipment	3-5 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

Note 2. Material accounting policy information (continued)

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets

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

Research costs are expensed in the period in which they are incurred.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Patents and trademarks

Significant costs associated with patents and trademarks are capitalised as an asset. These costs are not subsequently amortised. Instead, patents and trademarks are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. They are carried at cost less accumulated impairment losses. Management consider patents and trademarks to have indefinite useful lives because the potential to generate cash flows is unlimited.

Customer relationships

Customer relationships acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life between 9 and 14 years.

Software

An intangible asset arising from software development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following the initial recognition, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Significant costs associated with the acquisition of software or software internally developed is amortised on a straight-line basis over the period of its expected benefit, being a finite useful life of between 5 and 10 years. Amortisation commences when the asset is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

Note 2. Material accounting policy information (continued)

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties.

The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled share-based compensation benefits are provided to employees.

Note 2. Material accounting policy information (continued)

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

Note 2. Material accounting policy information (continued)

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as a liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Business combinations under common control

Common control transactions are specifically scoped out of AASB 3 'Business Combinations'. Common control transactions are accounted for in the consolidated financial statements prospectively from the date of obtaining the ownership interest. The Directors have elected to use existing book values of assets and liabilities of the entities subject to the business combination and record the difference between the purchase price paid by the Company and the existing book value of the entity acquired immediately prior to the business combination as a reserve. Where equity instruments are issued as part of the consideration, the value of the instruments is their market price as at the acquisition date. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of ReadyTech Holdings Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Note 2. Material accounting policy information (continued)

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

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

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on the higher of an asset's fair value less costs of disposal and its value-in-use. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Refer to note 12 for further information.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions. Refer to note 12 for further information.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Contingent consideration

The contingent consideration liability is the difference between the total purchase consideration, usually on an acquisition of a business combination, and the amounts paid or settled up to the reporting date, discounted to net present value. The Group applies provisional accounting for any business combination. Any reassessment of the liability during the earlier of the finalisation of the provisional accounting or 12 months from acquisition-date is adjusted for retrospectively as part of the provisional accounting rules in accordance with AASB 3 'Business Combinations'. Thereafter, at each reporting date, the contingent consideration liability is reassessed against revised estimates and any increase or decrease in the net present value of the liability will result in a corresponding gain or loss to profit or loss. The increase in the liability resulting from the passage of time is recognised as a finance cost.

Capitalised software development expenditure

Software development expenditure have been capitalised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant software. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Revenue recognition

For some large enterprise contracts, product customisation service is typically bundled with the implementation, training, consulting and other services into a single performance obligation. Management uses judgements and estimates in allocating the transaction price to different revenue streams which have more than one performance obligation. Allocation of the transaction price is determined based on the estimated costs of satisfying the performance obligation and then adds an appropriate margin.

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into three reportable operating segments: Education and Work Pathways, Workforce Solutions and Government and Justice. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors and Key Management Personnel (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The CODM reviews adjusted EBITDA (earnings before interest, tax, depreciation and amortisation adjusted for non-cash and significant items). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Note 4. Operating segments (continued)

Types of products and services

The principal products and services of each of these operating segments are as follows:

Education and Work Pathways	mainly provides products and services to tertiary education providers. Core products are its cloud-based student management systems ('SMS') and learning management systems ('LMS') for education and training providers to manage the student lifecycle from student enrolment to course completion. ReadyTech also provides platforms to help state governments manage vocational education and training ('VET') programs, software platforms for the pathways and back-to-work sector to manage apprentices and job seekers, and a competency assessment and skills profiling tools to track on-the-job training through a qualification.
Workforce Solutions	provides products and services to mid-sized company across various industries with payroll software, outsourced payroll services, human resource management ('HRM') and recruitment software solutions to employers to assist them with payroll and the management of their employees. HRM consists of human resource ('HR') administration and talent management. HR administration involves employee records, workplace health and safety ('WHS') and organisational structure.
Government and Justice	provides government and justice case management software as a service solutions to local governments, state governments and justice departments. Core products in asset management, property, licensing and compliance, finance, procurement, HR and payroll, customer management and courts and justice.

Refer to note 5 for disclosure of revenues from external customers for these principal products and services.

Intersegment transactions

No intersegment transactions were made during the year ended 30 June 2026 (30 June 2025: \$nil).

Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Major customers

During the years ended 30 June 2026 and 30 June 2025, no single customer contributed 10% or more to the Group's external revenue.

Note 4. Operating segments (continued)

Operating segment information

	Education and Work Pathways \$'000	Workforce Solutions \$'000	Government and Justice \$'000	Corporate \$'000	Total \$'000
Consolidated - 2026					
Revenue					
Sales to external customers	43,140	38,102	43,771	-	125,013
Adjusted EBITDA	18,975	12,007	10,026	(6,176)	34,832
Contingent consideration charged as employee expenses and fair value adjustments					(1,159)
Integration, restructuring and cyber incident related transaction costs					(3,710)
Cost related to technology advancement					(1,880)
EBITDA					28,083
Depreciation and amortisation					(30,681)
Interest revenue					5
Finance costs					(3,799)
Loss before income tax benefit					(6,392)
Income tax benefit					1,507
Loss after income tax benefit					(4,885)
Consolidated - 2025					
Revenue					
Sales to external customers	43,574	34,590	43,673	-	121,837
Adjusted EBITDA	19,279	12,554	11,995	(4,147)	39,681
Contingent consideration charged as employee expenses and fair value adjustments					(1,579)
Integration, restructuring and acquisition related transaction costs					(3,108)
Impairment losses of intangible and other assets					(21,794)
EBITDA					13,200
Depreciation and amortisation					(24,561)
Interest revenue					12
Finance costs					(3,439)
Loss before income tax expense					(14,788)
Income tax expense					(1,353)
Loss after income tax expense					(16,141)

All assets and liabilities, including taxes are not allocated to the operating segments as CODM reviews and manages on an overall group basis.

The Group operates predominantly in Australia and New Zealand regions.

Note 5. Revenue from contracts with customers

	Consolidated	
	2026	2025
	\$'000	\$'000
Revenue from contracts with customers	125,013	121,837

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Education and Work Pathways \$'000	Workforce Solutions \$'000	Government and Justice \$'000	Total \$'000
Consolidated - 2026				
<i>Major product lines</i>				
Subscription, licence, support and hosting	34,880	32,866	36,060	103,806
Training, consultancy and other	8,260	5,236	7,711	21,207
	43,140	38,102	43,771	125,013
Consolidated - 2025				
<i>Major product lines</i>				
Subscription, licence, support and hosting	36,470	31,084	35,113	102,667
Training, consultancy and other	7,104	3,506	8,560	19,170
	43,574	34,590	43,673	121,837

Note 6. Expenses

	Consolidated	
	2026	2025
	\$'000	\$'000
Loss before income tax includes the following specific expenses:		
<i>Impairment</i>		
Impairment of goodwill and other assets	1,825	21,730
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	3,346	3,073
Interest charges on lease liability	277	266
Interest charges on contingent consideration	176	100
Finance costs expensed	3,799	3,439
<i>Superannuation expense</i>		
Defined contribution superannuation expense	7,225	6,641
<i>Share-based payments expense</i>		
Share-based payments expense	237	424
<i>Other gains</i>		
Gains from lease modification and reversal of contingent liability	(920)	-

Note 7. Income tax

	Consolidated	
	2026 \$'000	2025 \$'000
<i>Income tax (benefit)/expense</i>		
Current tax	5,506	5,035
Deferred tax - origination and reversal of temporary differences	(7,239)	(3,709)
Adjustment recognised for prior periods	226	27
Aggregate income tax (benefit)/expense	<u>(1,507)</u>	<u>1,353</u>
Deferred tax included in income tax (benefit)/expense comprises:		
Increase in deferred tax assets	<u>(7,239)</u>	<u>(3,709)</u>
<i>Numerical reconciliation of income tax (benefit)/expense and tax at the statutory rate</i>		
Loss before income tax benefit/(expense)	<u>(6,392)</u>	<u>(14,788)</u>
Tax at the statutory tax rate of 30%	(1,918)	(4,436)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Research and development ('R&D') expenses	1,252	1,760
Research and development tax offset	(1,784)	(2,763)
Impairment of goodwill	-	5,970
Other non-deductible expenditure	717	795
Adjustment recognised for prior periods	<u>226</u>	<u>27</u>
Income tax (benefit)/expense	<u>(1,507)</u>	<u>1,353</u>

Note 7. Income tax (continued)

	Consolidated	
	2026	2025
	\$'000	\$'000
<i>Deferred tax asset</i>		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Allowance for expected credit losses	413	452
Labour capitalisation	1,724	(2,555)
Contract liabilities	8,352	7,262
Employee benefits	2,467	2,361
Accrued expenses	1,669	1,308
Software	6,339	4,796
Customer relationships	(6,286)	(7,591)
Brand names	(141)	(141)
Property, plant and equipment	(216)	(472)
Acquisition related costs	151	139
Right-of-use assets	(802)	(923)
Lease liabilities	988	1,132
Contract costs	(2,477)	(1,557)
Other	116	63
Deferred tax asset	<u>12,297</u>	<u>4,274</u>
Movements:		
Opening balance	4,274	1,168
Credited to profit or loss	7,239	3,709
Additions through business combinations	-	(742)
Adjustment related to prior period R&D tax offset lodgment	784	139
Closing balance	<u>12,297</u>	<u>4,274</u>
	Consolidated	
	2026	2025
	\$'000	\$'000
<i>Income tax payable</i>		
Income tax payable	<u>2,324</u>	<u>947</u>

As at 30 June 2026, the Group has capital losses totalling \$2,996,000 (2025: \$2,996,000) which have not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Note 8. Current assets - cash and cash equivalents

	Consolidated	
	2026	2025
	\$'000	\$'000
Cash at bank	27,271	19,499
Cash on deposit	198	197
	<u>27,469</u>	<u>19,696</u>

Note 9. Current assets - trade and other receivables

	Consolidated	
	2026	2025
	\$'000	\$'000
Trade receivables	10,540	12,202
Less: Allowance for expected credit losses	(1,377)	(1,287)
	<u>9,163</u>	<u>10,915</u>
Other receivables	168	179
	<u>9,331</u>	<u>11,094</u>

Trade receivables are non-interest bearing and are on 30 day credit term.

Allowance for expected credit losses

The Group has recognised a loss of \$1,825,000 in profit or loss in respect of impairment of receivables for the year ended 30 June 2026 (2025: \$1,117,000).

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2026	2025	2026	2025	2026	2025
Consolidated	%	%	\$'000	\$'000	\$'000	\$'000
Not overdue	5.22%	2.73%	5,495	5,777	287	158
0 to 3 months overdue	6.95%	3.72%	3,582	4,068	249	151
3 to 6 months overdue	14.78%	11.37%	173	806	26	92
Over 6 months overdue	63.22%	57.13%	1,290	1,551	815	886
			<u>10,540</u>	<u>12,202</u>	<u>1,377</u>	<u>1,287</u>

Movements in the allowance for expected credit losses are as follows:

	Consolidated	
	2026	2025
	\$'000	\$'000
Opening balance	1,287	739
Additional provisions recognised	1,825	1,117
Additions through business combinations	-	541
Receivables written off during the year as uncollectable	(1,735)	(1,110)
Closing balance	<u>1,377</u>	<u>1,287</u>

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated.

Note 10. Current assets - contract assets

	Consolidated	
	2026	2025
	\$'000	\$'000
Contract assets	7,629	3,663

Reconciliation

Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:

Opening balance	3,663	2,588
Additions	9,396	6,835
Transfer to trade receivables	(5,430)	(5,760)
Closing balance	7,629	3,663

Allowance for expected credit losses

The allowance for expected credit losses on contract assets for the year ended 30 June 2026 is \$nil (2025: \$nil).

Note 11. Non-current assets - property, plant and equipment

	Consolidated	
	2026	2025
	\$'000	\$'000
Leasehold improvements - at cost	2,493	2,493
Less: Accumulated depreciation	(1,513)	(1,057)
	980	1,436
Fixtures and fittings - at cost	250	241
Less: Accumulated depreciation	(207)	(191)
	43	50
Computer equipment - at cost	2,247	2,208
Less: Accumulated depreciation	(1,986)	(1,730)
	261	478
Office equipment - at cost	278	307
Less: Accumulated depreciation	(171)	(292)
	107	15
	1,391	1,979

Note 11. Non-current assets - property, plant and equipment (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Leasehold improve- ments \$'000	Fixtures and fittings \$'000	Computer equipment \$'000	Office equipment \$'000	Total \$'000
Balance at 1 July 2024	1,317	66	571	10	1,964
Additions	428	5	323	12	768
Additions through business combinations	107	-	-	-	107
Exchange differences	-	(1)	(8)	2	(7)
Depreciation expense	(416)	(20)	(408)	(9)	(853)
Balance at 30 June 2025	1,436	50	478	15	1,979
Additions	-	14	84	116	214
Exchange differences	-	(1)	(6)	(2)	(9)
Depreciation expense	(456)	(20)	(295)	(22)	(793)
Balance at 30 June 2026	<u>980</u>	<u>43</u>	<u>261</u>	<u>107</u>	<u>1,391</u>

Note 12. Non-current assets - intangibles

	Consolidated	
	2026 \$'000	2025 \$'000
Goodwill - at cost	131,486	132,406
Less: Impairment	(19,900)	(19,900)
	<u>111,586</u>	<u>112,506</u>
Patents and trademarks - at cost	417	471
Customer relationships - at cost	47,431	48,392
Less: Accumulated amortisation	(26,516)	(23,081)
	<u>20,915</u>	<u>25,311</u>
Software - at cost	154,762	137,100
Less: Accumulated amortisation	(96,849)	(74,083)
	<u>57,913</u>	<u>63,017</u>
	<u>190,831</u>	<u>201,305</u>

Note 12. Non-current assets - intangibles (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill \$'000	Patents and trademarks \$'000	Customer relationships \$'000	Software \$'000	Total \$'000
Balance at 1 July 2024	125,329	464	26,196	58,815	210,804
Additions*	-	-	-	19,052	19,052
Additions through business combinations (note 37)**	6,967	-	3,273	2,204	12,444
Exchange differences	110	7	28	16	161
Impairment of assets	(19,900)	-	-	-	(19,900)
Amortisation expense	-	-	(4,186)	(17,070)	(21,256)
Balance at 30 June 2025	112,506	471	25,311	63,017	201,305
Additions*	-	-	-	18,574	18,574
Exchange differences	(920)	(54)	(46)	(339)	(1,359)
Amortisation expense	-	-	(4,350)	(23,339)	(27,689)
Balance at 30 June 2026	<u>111,586</u>	<u>417</u>	<u>20,915</u>	<u>57,913</u>	<u>190,831</u>

* Additions of software during the financial year ended 30 June 2026 include internally generated assets of \$17,847,000 (2025: \$18,302,000) and assets externally acquired amounting to \$727,000 (2025: \$750,000).

** Additions through business combinations predominantly related to acquisition of CouncilWise Pty Ltd.

Impairment testing

Goodwill acquired through business combinations has been allocated to the following groups of cash generating units ('CGU'):

	Consolidated	
	2026	2025
	\$'000	\$'000
Education and Work Pathways	23,806	23,806
Workforce Solutions	14,686	15,606
Government and Justice	73,094	73,094
	<u>111,586</u>	<u>112,506</u>

Goodwill and the group of CGUs to which it belongs is tested annually for impairment or at the end of each reporting period where an indicator of impairment exists. As at 30 June 2026, management performed the annual assessment based on fair value less costs of disposal (FVLCD) and considered whether impairment indicators existed for all the three CGUs and concluded that there were no impairment indicators.

Note 12. Non-current assets - intangibles (continued)

Sensitivity analysis

Management has conducted an analysis of the sensitivity of the impairment test to changes in key assumptions used to determine the recoverable amount for each of the group CGUs to which goodwill is allocated. Management believes that any reasonable possible change in the key assumptions on which the recoverable amount of Education and Work Pathways and Workforce Solutions CGUs are based, would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

As at 30 June 2026, the recoverable amount of Government and Justice CGU was in excess of its carrying amount. The calculation uses cash flow forecasts from the most recent financial budgets and future forecasts driven by the business strategy, past experience and available market information. Cash flow forecasts are modelled over a ten year forecast period with a terminal growth rate at the end of year ten discounted to present value using a pre-tax discount rate of 13.00% (30 June 2025: 13.25%) calculated using weighted-average cost of capital. A terminal growth rate of 3% (30 June 2025: 3%) is applied.

Considering the sensitivity of certain key assumptions, such as operating conditions or financial performance, a change of certain assumptions may cause the recoverable amount to fall below the carrying values. Subject to all other assumptions being held constant, the sensitivity analysis to key assumptions is as follows:

- An increase in the discount rate by 0.7 % would lead to an impairment loss of \$1,000,000.
- A decrease in the terminal growth by 1.3% would lead to an impairment loss of \$440,000.
- A decrease in the 10-year Revenue CAGR by 1.0% would lead to an impairment loss of \$712,000.
- A decrease in the 10-year EBITDA CAGR by 0.6% would lead to an impairment loss of \$1,378,000.

Change in accounting estimates

During the year ended 30 June 2026, management reassessed the economic useful life of capitalised product development of some products in the Government and Justice segment. The previous estimate of 10 years was updated to 5 years, due to technological advancements and changes in market conditions that are expected to reduce the period over which these assets generate economic benefits.

This revision qualifies as a change in accounting estimate and has been applied prospectively in accordance with AASB 108. As a result of the change, amortisation expense for the year ended 30 June 2026 has increased by \$2,950,000.

Note 13. Non-current assets - right-of-use assets

	Consolidated	
	2026	2025
	\$'000	\$'000
Right-of-use assets - at cost	8,525	9,432
Less: Accumulated depreciation	(5,305)	(5,562)
	<u>3,220</u>	<u>3,870</u>

The Group leases land and buildings for its offices under agreements of 5 to 7 years (2025: 5 to 7 years). At the inception of a lease, management determines the non-cancellable period of a lease, including options to extend the lease if it is reasonably certain to exercise that option.

Note 13. Non-current assets - right-of-use assets (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Right-of-use assets \$'000
Balance at 1 July 2024	4,590
Additions	647
Additions through business combinations (note 37)	147
Depreciation expense	(1,514)
Balance at 30 June 2025	3,870
Lease modification	898
Exchange differences	(96)
Depreciation expense	(1,452)
Balance at 30 June 2026	3,220

For other lease related disclosures refer to the following:

- note 6 for interest on lease liabilities and other lease expenses;
- note 18 and note 23 for details of lease liabilities at the beginning and end of the reporting period;
- note 28 for maturity analysis of lease liabilities; and
- consolidated statement of cash flows for repayment of lease liabilities.

Note 14. Non-current assets - contract costs

	Consolidated	
	2026	2025
	\$'000	\$'000
Costs to obtain contracts	377	579
Contract fulfilment costs	342	730
	719	1,309

Certain commission costs that meet the criteria as costs to obtain contracts are capitalised. Contract fulfilment costs represent costs incurred by the Group that are related to future performance or delivery of services. These costs are capitalised and amortised over the contract terms.

Note 15. Current liabilities - trade and other payables

	Consolidated	
	2026	2025
	\$'000	\$'000
Trade payables	3,076	3,028
Accrued expenses	5,454	4,250
GST payable	4,350	2,772
	12,880	10,050

Trade payables are non-interest bearing and are on 30 day credit term.

Refer to note 28 for further information on financial instruments.

Note 16. Current liabilities - contract liabilities

	Consolidated	
	2026	2025
	\$'000	\$'000
Contract liabilities	27,603	23,540

Note 17. Current liabilities - derivative financial liability

	Consolidated	
	2026	2025
	\$'000	\$'000
Forward foreign exchange contracts payable	-	217

Refer to note 29 for further information on fair value measurement.

Note 18. Current liabilities - lease liabilities

	Consolidated	
	2026	2025
	\$'000	\$'000
Lease liability	1,268	1,554

Refer to note 28 for maturity analysis of lease liabilities.

Note 19. Current liabilities - contingent consideration

	Consolidated	
	2026	2025
	\$'000	\$'000
Contingent consideration	3,260	2,755

During the year ended 30 June 2026, a total contingent consideration of \$265,000 (2025: \$20,873,000) was paid. The 2025 total payment was a combination of cash payment of \$14,067,000 and equity settlement of \$6,806,000.

During the year ended 30 June 2025, a total amount of contingent consideration totalling \$3,544,000 was recognised as a result of business acquisitions during the year.

Refer to note 22 for non-current portion of contingent consideration.

Refer to note 29 for further details on fair value measurement of the contingent consideration.

Note 20. Non-current liabilities - contract liabilities

	Consolidated	
	2026	2025
	\$'000	\$'000
Contract liabilities	237	648

Note 21. Non-current liabilities - borrowings

	Consolidated 2026 \$'000	2025 \$'000
Borrowings	60,000	56,044
Less: establishment fees	(103)	(103)
	<u>59,897</u>	<u>55,941</u>

Refer to note 28 for further information on financial instruments.

Total secured liabilities

The total secured liabilities (current and non-current) are as follows:

	Consolidated 2026 \$'000	2025 \$'000
Borrowings	<u>60,000</u>	<u>56,044</u>

Assets pledged as security

Borrowings are secured over the assets of the Group.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

	Consolidated 2026 \$'000	2025 \$'000
Total facilities		
Borrowings (Facility A and A1)	40,000	40,000
Borrowings (Facility B)	20,000	20,000
	<u>60,000</u>	<u>60,000</u>
Used at the reporting date		
Borrowings (Facility A and A1)	40,000	40,000
Borrowings (Facility B)	20,000	16,044
	<u>60,000</u>	<u>56,044</u>
Unused at the reporting date		
Borrowings (Facility A and A1)	-	-
Borrowings (Facility B)	-	3,956
	<u>-</u>	<u>3,956</u>

The Group has established two facilities, Facility A and Facility B:

- Facility A and A1 - \$40,000,000 (2025: \$40,000,000) as a non-revolving cash advance loan term for a period of 3 years and an interest rate set at BBSY plus a margin 1.95-2.75% (2025: 1.95-2.75%) depending on the Net Leverage Ratio of the Group. As at 30 June 2026, \$40,000,000 (2025: \$40,000,000) of the total facility has been drawn down.
- Facility B - \$20,000,000 (2025: \$20,000,000) as a revolving cash advance facility for a period of 3 years and an interest rate set at BBSY plus a margin of 1.95-2.65% (2025: 1.95-2.65%) depending on the Net Leverage Ratio of the Group. As at 30 June 2026, \$20,000,000 (2025: \$16,044,000) of the total facility has been drawn down.

In addition, the Group has a bank guarantee facility of \$2,000,000 (2025: \$2,000,000) (refer to note 32).

Note 21. Non-current liabilities - borrowings (continued)

The debt facility is subject to certain financial covenants and these are assessed on a quarterly basis. As at 30 June 2026, the covenants have been met. The facility will be repayable immediately if the covenants are breached. The Group is not aware of any facts or circumstances that indicate that it may have difficulty complying with the covenants within 12 months after the reporting period.

Note 22. Non-current liabilities - contingent consideration

	Consolidated	
	2026 \$'000	2025 \$'000
Contingent consideration	1,430	1,272

The amount as at 30 June 2026 and 30 June 2025 represents contingent consideration that is not expected to be settled within 12 months.

Refer to note 29 for further details on fair value measurement of the contingent consideration.

Note 23. Non-current liabilities - lease liabilities

	Consolidated	
	2026 \$'000	2025 \$'000
Lease liability	2,311	2,983

Refer to note 28 for further information on financial instruments.

	Consolidated	
	2026 \$'000	2025 \$'000
Current (note 18)	1,268	1,554
Non-current	2,311	2,983
	3,579	4,537

Reconciliation

Reconciliation of lease liabilities (current and non-current) at the beginning and end of financial year are set out below:

	Consolidated	
	2026 \$'000	2025 \$'000
Balance at start of the year	4,537	5,165
Additions	-	647
Lease modification	332	-
Additions through business combinations	-	147
Interest	277	266
Repayment of lease liabilities	(1,567)	(1,688)
Balance at end of the year	3,579	4,537

Note 24. Equity - issued capital

	2026 Shares	Consolidated 2025 Shares	2026 \$'000	2025 \$'000
Ordinary shares - fully paid	123,564,107	123,564,107	221,877	221,877

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2024	119,835,909		211,831
Shares issued under long term incentive plan	25 September 2024	371,031	\$3.21	1,191
Shares issued to IT Vision Pty Ltd - final settlement	10 December 2024	1,219,663	\$2.93	3,574
Shares issued related to a business acquisition - initial settlement	10 December 2024	194,233	\$2.93	569
Shares issued to vendor of CouncilWise Pty Ltd - initial settlement	3 March 2025	519,239	\$2.85	1,480
Shares issued for Open Windows - final settlement	30 June 2025	1,424,032	\$2.27	3,232
Balance	30 June 2025	123,564,107		221,877
Balance	30 June 2026	123,564,107		221,877

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The Group is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 2025 Annual Report.

Note 25. Equity - reserves

	Consolidated	
	2026	2025
	\$'000	\$'000
Foreign currency reserve	(2,037)	114
Share-based payments reserve	1,090	853
Common control reserve	(10,058)	(10,058)
Reorganisation reserve	(73,048)	(73,048)
	<u>(84,053)</u>	<u>(82,139)</u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Common control reserve

Common control reserve is used to recognise the difference between the consideration paid and the historical values of assets and liabilities acquired, between entities under common control.

Reorganisation reserve

Reorganisation reserve is used to recognise the difference between the consideration paid and the historical values of assets and liabilities acquired, between ReadyTech Holdings Limited and the subsidiaries it acquired.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Foreign currency \$'000	Share-based payments \$'000	Common control \$'000	Reorgan- isation \$'000	Total \$'000
Balance at 1 July 2024	(131)	4,711	(10,058)	(73,048)	(78,526)
Foreign currency translation	245	-	-	-	245
Share-based payments	-	424	-	-	424
Exercise of performance rights (note 40)	-	(1,191)	-	-	(1,191)
Issuance of shares	-	(3,091)	-	-	(3,091)
Balance at 30 June 2025	114	853	(10,058)	(73,048)	(82,139)
Foreign currency translation	(2,151)	-	-	-	(2,151)
Share-based payments	-	237	-	-	237
Balance at 30 June 2026	<u>(2,037)</u>	<u>1,090</u>	<u>(10,058)</u>	<u>(73,048)</u>	<u>(84,053)</u>

Note 26. Equity - (Accumulated losses)/retained profits

	Consolidated	
	2026	2025
	\$'000	\$'000
Retained profits at the beginning of the financial year	1,763	17,904
Loss after income tax benefit/(expense) for the year	<u>(4,885)</u>	<u>(16,141)</u>
(Accumulated losses)/retained profits at the end of the financial year	<u>(3,122)</u>	<u>1,763</u>

Note 27. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 28. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group may use derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group's foreign exchange risk is managed to ensure sufficient funds are available to meet foreign denominated financial commitments in a timely and cost-effective manner. The Group will continually monitor this risk and consider entering into forward foreign exchange, foreign currency swap and foreign currency option contracts if appropriate.

Creditors and debtors as at 30 June 2026 and 30 June 2025 were reviewed to assess currency risk at year end. The value of transactions denominated in a currency other than the functional currency of the respective subsidiary was insignificant and therefore the risk was determined as not being significant.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk.

As at the reporting date, the Group had the following variable rate borrowings outstanding:

	2026		2025	
	Weighted average interest rate %	Balance \$'000	Weighted average interest rate %	Balance \$'000
Consolidated				
Borrowings	5.88%	60,000	6.23%	56,044
Net exposure to cash flow interest rate risk		<u>60,000</u>		<u>56,044</u>

An analysis by remaining contractual maturities is shown in 'liquidity and interest rate risk management' below.

Note 28. Financial instruments (continued)

The Group's borrowings outstanding totalling \$60,000,000 (2025: \$56,044,000), are principal and interest payment loans. An increase/decrease in interest rates of 100 basis points (2025: 100 basis points) would have an adverse/favourable effect on loss before tax of \$137,000 (2025: \$310,000) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysts forecasts.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
Consolidated - 2026						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables		3,076	-	-	-	3,076
Other payables		4,350	-	-	-	4,350
Contingent consideration		3,260	1,430	-	-	4,690
<i>Interest-bearing - variable</i>						
Bank loans	5.88%	-	60,000	-	-	60,000
Lease liability	6.77%	1,362	937	1,706	-	4,005
Total non-derivatives		12,048	62,367	1,706	-	76,121

Note 28. Financial instruments (continued)

	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
Consolidated - 2025						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables		3,028	-	-	-	3,028
Other payables		2,772	-	-	-	2,772
Contingent consideration		2,755	1,272	-	-	4,027
<i>Interest-bearing - variable</i>						
Bank loans	6.23%	-	56,044	-	-	56,044
Lease liability	5.30%	1,938	1,597	1,526	-	5,061
Total non-derivatives		10,493	58,913	1,526	-	70,932
Derivatives						
Foreign exchange forward payable		217	-	-	-	217
Total derivatives		217	-	-	-	217

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 29. Fair value measurement

Fair value hierarchy

The following tables detail the Group's assets and liabilities, 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 entity 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

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Consolidated - 2026				
<i>Liabilities</i>				
Contingent consideration	-	4,690	-	4,690
Total liabilities	-	4,690	-	4,690
Consolidated - 2025				
<i>Liabilities</i>				
Foreign exchange forward payable	-	217	-	217
Contingent consideration	-	4,027	-	4,027
Total liabilities	-	4,244	-	4,244

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Note 29. Fair value measurement (continued)

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Derivative financial instruments have been valued using quoted market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

Contingent consideration has been valued using discounted cash flow.

Refer to note 19 and note 22 for further details of the contingent consideration.

Note 30. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the Company:

	Consolidated	
	2026	2025
	\$	\$
<i>Deloitte and related network firms</i>		
Audit or review of the financial statements	429,650	447,000
<i>Other services</i>		
Tax compliance	51,325	30,000
Research and development tax services	85,000	90,000
	136,325	120,000
	565,975	567,000

Note 31. Key management personnel disclosures

Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	Consolidated	
	2026	2025
	\$	\$
Short-term employee benefits	1,566,135	1,461,352
Post-employment benefits	62,500	59,864
Long-term employment benefits	(26,118)	(10,325)
Share-based payments	204,032	(222,067)
	1,806,549	1,288,824

Note 32. Contingent liabilities

The Group has given bank guarantees as at 30 June 2026 of \$1,488,000 (2025: \$1,328,000). The bank guarantees are for various office leases. No cash outflows are expected from the bank guarantees given by the Group.

Note 33. Commitments

The Group had no commitments as at 30 June 2026 and 30 June 2025.

Note 34. Related party transactions

Parent entity

ReadyTech Holdings Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 36.

Key management personnel

Disclosures relating to key management personnel are set out in note 31 and the remuneration report included in the Directors' report.

Transactions with related parties

There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Note 35. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2026 \$'000	2025 \$'000
Loss after income tax	(1,120)	(20,016)
Total comprehensive loss	(1,120)	(20,016)

Statement of financial position

	Parent	
	2026 \$'000	2025 \$'000
Total current assets	-	-
Total assets	112,288	110,928
Total current liabilities	3,347	1,024
Total liabilities	3,347	1,024
Equity		
Issued capital	221,877	221,877
Share-based payments reserve	1,090	933
Reorganisation reserve	(89,471)	(89,471)
Accumulated losses	(24,555)	(23,435)
Total equity	108,941	109,904

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity and some of its subsidiaries are party to a deed of cross guarantee under which each company guarantees the debts of the others, as disclosed in note 38.

Note 35. Parent entity information (continued)

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2026 and 30 June 2025.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2026 and 30 June 2025.

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 36. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2026 %	2025 %
Avaxa Pty Ltd	Australia	100%	100%
Capital Software Limited	New Zealand	100%	100%
Cognology Pty Ltd	Australia	100%	100%
Cogware Pty Ltd	Australia	100%	100%
CouncilWise Pty Ltd	Australia	100%	100%
eLearning Australia Pty Ltd	Australia	100%	100%
Escrow Software International Limited	New Zealand	100%	100%
Esher House Pty Ltd	Australia	100%	100%
House of Cog Pty Ltd	Australia	100%	100%
IT Vision Australia Pty Ltd as trustee for the IT Vision Unit Trust	Australia	100%	100%
IT Vision Software Pty Ltd	Australia	100%	100%
IT Vision Unit Trust	Australia	100%	100%
Lirac BidCo Pty Ltd	Australia	100%	100%
Lirac HoldCo Pty Ltd	Australia	100%	100%
McGirr Holdings Pty Ltd	Australia	100%	100%
McGirr Information Technology Pty Ltd	Australia	100%	100%
McGirr Information Technology UK Limited	UK	100%	100%
McGirr Technologies, Inc.	USA	100%	100%
Pentagon BidCo Pty Ltd	Australia	100%	100%
Pentagon HoldCo Pty Ltd	Australia	100%	100%
PhoenixATS Australia Pty Ltd	Australia	100%	100%
Ready Pay Services Pty Ltd	Australia	100%	100%
Ready Payroll Pty Ltd	Australia	100%	100%
ReadyTech EWP Pty Ltd	Australia	100%	100%
ReadyTech Gov Solutions Pty Ltd	Australia	100%	100%
ReadyTech HoldCo Pty Ltd	Australia	100%	100%
ReadyTech Limited	New Zealand	100%	100%
ReadyTech Procurement Solutions Pty Ltd	Australia	100%	100%
ReadyTech Pty Ltd	Australia	100%	100%
ReadyTech Workforce Solutions Pty Ltd	Australia	100%	100%
Silverband Pty Ltd	Australia	100%	100%
VETtrak Pty Ltd	Australia	100%	100%
WageLink Australia Pty Ltd	Australia	100%	100%
Zambion Pty Ltd	Australia	100%	100%

Note 37. Business combinations

Acquisitions during the year ended 30 June 2025

Acquisition of CouncilWise Pty Ltd ('CouncilWise')

On 7 February 2025, the Group acquired 100% of the ordinary shares of CouncilWise Pty Ltd, for the total consideration of \$7,588,000. CouncilWise develops and implements technology software dedicated to supporting local councils with a specialised Property and Rates solution. With this acquisition, the Group expects to advance the cloud strategy in local government and reinforce the Group commitment to the sector, and strengthens the Group's capability and strategic focus. This acquisition will bring deep domain expertise to the Group that will enhance the offering and improve referenceability, to deliver greater value to local councils across Australia.

The values identified in relation to the acquisition of CouncilWise were final as at 30 June 2025. The goodwill of \$2,447,000 represents future growth.

Details of the acquisition are as follows:

	Fair value \$'000
Trade and other receivables	152
Property, plant and equipment	107
Right-of-use assets	147
Customer relationships	2,091
Software	1,121
Trade and other payables	(943)
Overdraft loan	(11)
Contract liabilities	(663)
Deferred tax liability	(596)
Employee benefits	(117)
Lease liability	(147)
Net assets acquired	1,141
Goodwill	2,447
Acquisition-date fair value of the total consideration transferred	<u>3,588</u>
Representing:	
Cash paid or payable to vendor	2,088
ReadyTech Holdings Limited shares issued to vendor	1,500
	<u>3,588</u>
Acquisition costs expensed to profit or loss	<u>120</u>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	3,588
Add: bank overdraft	11
Less: shares issued by Company as part of consideration	(1,500)
Net cash used	<u>2,099</u>

As part of the acquisition of CouncilWise, an amount of contingent consideration has been agreed. The contingent consideration is payable in multiple tranches, depending on the operational and financial targets.

The fair value of consideration as at acquisition date of \$3,491,000 is treated as a remuneration to the ex-founders who continue to work in the business. The amount of considerations is payable only when the thresholds as per share purchase agreement are met. If these targets not met, then no amounts are payable.

Note 38. Deed of cross guarantee

The following entities are party to a deed of cross guarantee under which each Company guarantees the debts of the others:

Avaxa Pty Ltd
Cognology Pty Ltd
Cogware Pty Ltd
CouncilWise Pty Ltd
eLearning Australia Pty Ltd
Esher House Pty Ltd
House of Cog Pty Ltd
IT Vision Australia Pty Ltd as trustee for the IT Vision Unit Trust
IT Vision Software Pty Ltd
IT Vision Unit Trust
Lirac BidCo Pty Ltd
Lirac HoldCo Pty Ltd
McGirr Holdings Pty Ltd
McGirr Information Technology Pty Ltd
Pentagon BidCo Pty Ltd
Pentagon HoldCo Pty Ltd
PhoenixATS Australia Pty Ltd
Ready Pay Services Pty Ltd
Ready Payroll Pty Ltd
ReadyTech EWP
ReadyTech HoldCo Pty Ltd
ReadyTech Gov Solutions Pty Ltd
ReadyTech Procurement Solutions Pty Ltd
ReadyTech Pty Ltd
ReadyTech Workforce Solutions Pty Ltd
Silverband Pty Ltd
VETtrak Pty Ltd
WageLink Australia Pty Ltd
Zambion Pty Ltd

By entering into the deed, the wholly-owned entities have been relieved from the requirement to prepare financial statements and Directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission.

The above companies represent a 'Closed Group' for the purposes of the Corporations Instrument, and as there are no other parties to the deed of cross guarantee that are controlled by ReadyTech Holdings Limited, they also represent the 'Extended Closed Group'.

Note 38. Deed of cross guarantee (continued)

Set out below is a consolidated statement of profit or loss and other comprehensive income and statement of financial position of the 'Closed Group'.

	2026 \$'000	2025 \$'000
Statement of profit or loss and other comprehensive income		
Revenue	116,503	114,416
Hosting and other direct costs	(9,051)	(7,512)
Employee benefits expense	(68,647)	(61,715)
Third party SaaS variable costs	(4,038)	(4,655)
Depreciation and amortisation expense	(29,509)	(23,406)
Impairment losses of goodwill and other assets	(1,825)	(21,794)
Advertising and marketing expenses	(1,314)	(1,362)
Consultancy and professional expenses	(2,357)	(2,458)
Administration expenses	(879)	(657)
Communication and IT expenses	(4,101)	(3,082)
Occupancy costs	(835)	(856)
Gain on revaluation of contingent consideration	-	64
Other expenses	(415)	(1,409)
Finance costs	(3,798)	(3,436)
Loss before income tax benefit/(expense)	(10,266)	(17,862)
Income tax benefit/(expense)	2,666	(598)
Loss after income tax benefit/(expense)	(7,600)	(18,460)
Other comprehensive income		
Foreign currency translation	-	-
Other comprehensive income for the year, net of tax	-	-
Total comprehensive loss for the year	<u>(7,600)</u>	<u>(18,460)</u>
Equity - accumulated losses	2026 \$'000	2025 \$'000
(Accumulated losses)/retained profits at the beginning of the financial year	(5,619)	12,841
Loss after income tax benefit/(expense)	<u>(7,600)</u>	<u>(18,460)</u>
Accumulated losses at the end of the financial year	<u>(13,219)</u>	<u>(5,619)</u>

Note 38. Deed of cross guarantee (continued)

	2026 \$'000	2025 \$'000
Statement of financial position		
Current assets		
Cash and cash equivalents	23,553	18,824
Trade and other receivables	7,930	9,680
Contract assets	7,500	3,541
Prepayments	2,512	3,169
	<u>41,495</u>	<u>35,214</u>
Non-current assets		
Investments	13,583	13,583
Property, plant and equipment	1,347	1,914
Intangibles	180,249	190,777
Right-of-use assets	3,172	3,819
Contract costs	671	1,251
Deferred tax assets, net	12,170	3,505
	<u>211,192</u>	<u>214,849</u>
Total assets	<u>252,687</u>	<u>250,063</u>
Current liabilities		
Trade and other payables	18,075	15,118
Contract liabilities	27,412	23,390
Derivative financial liability	-	217
Lease liabilities	1,219	1,495
Income tax payable	243	152
Employee benefits	7,991	7,514
Contingent consideration	3,260	2,755
	<u>58,200</u>	<u>50,641</u>
Non-current liabilities		
Contract liabilities	237	639
Borrowings	59,897	55,941
Provisions	704	667
Lease liabilities	2,311	2,983
Employee benefits	649	636
Contingent consideration	1,430	1,272
	<u>65,228</u>	<u>62,138</u>
Total liabilities	<u>123,428</u>	<u>112,779</u>
Net assets	<u>129,259</u>	<u>137,284</u>
Equity		
Issued capital	225,144	225,144
Reserves	(82,666)	(82,241)
Accumulated losses	(13,219)	(5,619)
Total equity	<u>129,259</u>	<u>137,284</u>

Note 39. Reconciliation of loss after income tax to net cash from operating activities

	Consolidated 2026 \$'000	2025 \$'000
Loss after income tax benefit/(expense) for the year	(4,885)	(16,141)
Adjustments for:		
Depreciation and amortisation	30,681	24,561
Impairment of goodwill and other assets	1,825	21,794
Share-based payments	237	424
Payment for acquisition costs	-	137
Contingent consideration treated as remuneration expense	1,159	1,056
Gains from lease modification and reversal of contingent liability	(920)	(64)
Other (gains)/expenses - non-cash	(7)	839
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(62)	597
Increase in deferred tax assets	(8,023)	(3,847)
Decrease/(increase) in prepayments	656	(933)
Increase in other operating assets	(4,099)	(1,769)
Increase/(decrease) in trade and other payables	2,489	(2,999)
Increase/(decrease) in contract liabilities	3,652	(1,566)
Increase in provision for income tax	1,377	1,744
Increase in employee benefits	500	225
Net cash from operating activities	<u>24,580</u>	<u>24,058</u>

Note 40. Share-based payments

FY2024 Plan

The long term incentives ('LTI') performance rights are subject to an earnings per share ('EPS') hurdle (50% of grant value) and a recurring revenue hurdle (50% of grant value).

These LTI performance rights will be evaluated three years from the beginning of the performance period.

If the compound annual growth rate of EPS is less than the target of 13%, no vesting will occur. If the target is met, 50% of rights will vest. In the event that performance is up to 4% above the target, vesting will be pro-rated between 50-100%.

If the compound annual growth rate of recurring revenue is less than the target of 13%, no vesting will occur. If the target is met, 50% of rights will vest. In the event that performance is up to 4% above the target, vesting will be pro-rated between 50-100%.

FY2025 Plan

The LTI performance rights are subject to a cash earnings before interest, tax, depreciation and amortisation ('EBITDA') hurdle (50% of grant value) and a recurring revenue per share hurdle (50% of grant value).

These LTI performance rights will be evaluated three years from the beginning of the performance period.

If the compound annual growth rate of cash EBITDA is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that performance is up to 6% above the target, vesting will be pro-rated between 30-100%.

If the compound annual growth rate of recurring revenue is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that performance is up to 6% above the target, vesting will be pro-rated between 30-100%.

FY2026 Plan

There are three equity plans granted during the 2026 financial year.

Note 40. Share-based payments (continued)

(1) Retention plan

The retention performance rights are subject to participants staying until September 2026 and meet or exceed expectations in the execution of their responsibilities.

(2) Equity plan

The equity plan performance rights will be evaluated in two tranches. The first of which, equivalent to 50% of the total grant value, will be evaluated from 1 September 2025 to 31 August 2027. The second of which, equivalent to 50% of the total grant value, will be evaluated from 1 September 2025 to 31 August 2028. Vesting of these performance rights is subject to:

- i. achievement of an acceptable level of individual performance during the award period; and
- ii. continued employment from 1 September 2025 to 31 August for the relevant vesting year.

(3) FY2026 LTI plan

The FY2026 LTI performance rights are subject to a total revenue hurdle (50% of grant value) and a total shareholder return ('TSR') hurdle (50% of grant value).

These LTI performance rights will be evaluated three years from the beginning of the performance period.

If the annual growth rate of TSR is less than the target of 11%, no vesting will occur. If the target is met, 30% of rights will vest. In the event that performance is up to 9% above the target, vesting will be pro-rated between 30-100%.

All performance rights are not subject to an exercise price.

Set out below are summaries of performance rights granted under the plan:

2026

Grant date	Expiry date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
11/10/2022	30/06/2025	197,627	-	-	(197,627)	-
15/11/2022	30/06/2025	47,380	-	-	(47,380)	-
22/09/2023	30/06/2026	676,551	-	-	(240,078)	436,473
05/12/2023	30/06/2026	100,334	-	-	-	100,334
14/10/2024	30/06/2027	639,807	-	-	(160,547)	479,260
19/11/2024	30/06/2027	127,516	-	-	-	127,516
15/09/2025	30/09/2026	-	135,978	-	-	135,978
10/12/2025	31/08/2027	-	437,674	-	(25,941)	411,733
10/12/2025	31/08/2028	-	437,648	-	(25,941)	411,707
10/12/2025	30/06/2028	-	756,061	-	(76,901)	679,160
		1,789,215	1,767,361	-	(774,415)	2,782,161

2025

Grant date	Expiry date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
13/09/2021	30/06/2024	217,390	-	(190,217)	(27,173)	-
17/11/2021	30/06/2024	60,264	-	(52,731)	(7,533)	-
11/10/2022	30/06/2024	208,783	-	(104,393)	(104,390)	-
11/10/2022	30/06/2025	208,775	-	-	(11,148)	197,627
15/11/2022	30/06/2024	47,380	-	(23,690)	(23,690)	-
15/11/2022	30/06/2025	47,380	-	-	-	47,380
22/09/2023	30/06/2026	729,546	-	-	(52,995)	676,551
05/12/2023	30/06/2026	100,334	-	-	-	100,334
14/10/2024	30/06/2027	-	716,179	-	(76,372)	639,807
19/11/2024	30/06/2027	-	127,516	-	-	127,516
		1,619,852	843,695	(371,031)	(303,301)	1,789,215

Note 40. Share-based payments (continued)

The weighted average share price during the financial year was \$1.85 (2025: \$2.93).

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.21 years (2025: 1.29 years).

For the performance rights granted under retention plan and equity plan during the current financial year, the valuation model inputs used to determine the fair value of are using the share price as at 15 September 2025 and 10 December 2025, which is \$2.14 and \$2.40 respectively.

For the LTI performance rights, the Black-Scholes valuation model was used. Inputs applied to determine the fair value at the grant date include a share price at grant date of \$2.40, expected volatility of 37%, dividend yield of 0%, and a risk-free interest rate of 4.28%.

None of the performance rights that vested are exercisable at 30 June 2026 (2025: none).

Deferred consideration in shares

As part of the acquisition of Open Windows Software Pty Ltd, an amount of contingent consideration has been agreed. During the financial year ended 30 June 2025, an amount of \$586,000 which represented an equity settlement, was charged as a share-based payment.

Note 41. Non-cash investing and financing activities

	Consolidated 2026 \$'000	2025 \$'000
Additions to the right-of-use assets, including lease modification	332	647
Additions to lease make good assets	-	107
Shares issued in relation to exercise of vested performance rights	-	1,191
Shares issued in relation to business combinations	-	2,049
Shares issued in relation to settlement of contingent consideration	-	6,806
Reversal of contingent liability	(407)	-
Additional contingent consideration charged as employee expenses	1,159	1,056
	<u>1,084</u>	<u>11,856</u>

Note 42. Changes in liabilities arising from financing activities

Consolidated	Borrowings \$'000	Lease liability \$'000	Total \$'000
Balance at 1 July 2024	42,000	5,165	47,165
Net cash from/(used in) financing activities	14,000	(1,688)	12,312
Acquisition of leases	-	647	647
Changes through business combinations (note 37)	-	147	147
Interest expense	44	266	310
	<u>56,044</u>	<u>4,537</u>	<u>60,581</u>
Balance at 30 June 2025	56,044	4,537	60,581
Net cash from/(used in) financing activities	3,956	(1,567)	2,389
Lease modification	-	332	332
Interest expense	-	277	277
	<u>60,000</u>	<u>3,579</u>	<u>63,579</u>
Balance at 30 June 2026	60,000	3,579	63,579

Note 43. Earnings per share

	Consolidated	
	2026 \$'000	2025 \$'000
Loss after income tax attributable to the owners of ReadyTech Holdings Limited	(4,885)	(16,141)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	123,564,107	121,080,488
Weighted average number of ordinary shares used in calculating diluted earnings per share	123,564,107	121,080,488
	Cents	Cents
Basic loss per share	(3.95)	(13.33)
Diluted loss per share	(3.95)	(13.33)

2,782,161 unissued ordinary shares under performance rights (2025: 1,789,215) were not included in the calculation of diluted loss per share since they are anti-dilutive as the Group incurred a loss from continuing operations.

Note 44. Events after the reporting period

No matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
ReadyTech Holdings Limited	Body Corporate	Australia		Australian
Avaxa Pty Ltd	Body Corporate	Australia	100%	Australian
Capital Software Limited	Body Corporate	New Zealand	100%	New Zealand
Cognology Pty Ltd	Body Corporate	Australia	100%	Australian
Cogware Pty Ltd	Body Corporate	Australia	100%	Australian
CouncilWise Pty Ltd	Body Corporate	Australia	100%	Australian
eLearning Australia Pty Ltd	Body Corporate	Australia	100%	Australian
Escrow Software International Limited	Body Corporate	New Zealand	100%	New Zealand
Esher House Pty Ltd	Body Corporate	Australia	100%	Australian
House of Cog Pty Ltd	Body Corporate	Australia	100%	Australian
IT Vision Australia Pty Ltd as trustee for the IT Vision Unit Trust	Body Corporate	Australia	100%	Australian
IT Vision Software Pty Ltd	Body Corporate	Australia	100%	Australian
IT Vision Unit Trust	Trust	Australia	100%	Australian
Lirac BidCo Pty Ltd	Body Corporate	Australia	100%	Australian
Lirac HoldCo Pty Ltd	Body Corporate	Australia	100%	Australian
McGirr Holdings Pty Ltd	Body Corporate	Australia	100%	Australian
McGirr Information Technology Pty Ltd	Body Corporate	Australia	100%	Australian
McGirr Information Technology UK Limited	Body Corporate	UK	100%	Australian
McGirr Technologies, Inc.	Body Corporate	USA	100%	Australian
Pentagon BidCo Pty Ltd	Body Corporate	Australia	100%	Australian
Pentagon HoldCo Pty Ltd	Body Corporate	Australia	100%	Australian
PhoenixATS Australia Pty Ltd	Body Corporate	Australia	100%	Australian
Ready Pay Services Pty Ltd	Body Corporate	Australia	100%	Australian
Ready Payroll Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech EWP Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech Gov Solutions Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech HoldCo Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech Limited	Body Corporate	New Zealand	100%	New Zealand
ReadyTech Procurement Solutions Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech Pty Ltd	Body Corporate	Australia	100%	Australian
ReadyTech Workforce Solutions Pty Ltd	Body Corporate	Australia	100%	Australian
Silverband Pty Ltd	Body Corporate	Australia	100%	Australian
VETtrak Pty Ltd	Body Corporate	Australia	100%	Australian
WageLink Australia Pty Ltd	Body Corporate	Australia	100%	Australian
Zambion Pty Ltd	Body Corporate	Australia	100%	Australian

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with IFRS Accounting Standards as issued by the International Accounting Standards Board ('IASB') as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 38 to the financial statements; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

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

On behalf of the Directors



Tony Faure
Chair

27 August 2026
Sydney

Independent Auditor's Report to the Members of ReadyTech Holdings Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of ReadyTech Holdings 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory 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:

- Giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and
- 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 APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (the Code) that are relevant to audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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 for 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 the scope of our audit responded to the key audit matter
Capitalisation of software development costs During the year, the Group capitalised software costs of \$18.6 million as disclosed in Note 12, which includes capitalised internal software development costs of \$18 million. These projects were predominantly in relation to the development of the Group's key software platforms. The costs mainly comprised of payroll and related costs for software developers and engineers. Significant management judgement is required in respect of the rate of capitalisation of payroll and related costs for software developers and engineers.	Our procedures included, but were not limited to: • Through inquiries with management, obtaining an understanding of the Group's capitalisation policy, including the rationale for the percentage of payroll and related costs capitalised for software developers and engineers; • Understanding the relevant controls over the capitalisation of software development costs; • Performing analytical review of capitalised software development as a percentage of payroll costs and year on year movement analysis; • On a sample basis, testing capitalised software development costs during the year through the following: a. Assessing management's movement schedule of software development costs by agreeing the underlying salaries to the respective payroll records; b. Understanding the significant development projects and activities undertaken during the year; c. Assessing whether eligible employees are included, and ineligible employees are excluded in the calculations, where appropriate; d. Challenging management's key assumptions on employee level software capitalisation rates; e. Obtaining confirmations from the respective software developers and engineers to corroborate the roles and responsibilities, key development projects and software capitalisation rates; f. Tracing to underlying supporting records and other information; and g. Assessing whether the costs incurred qualify for capitalisation in accordance with the Group's accounting policy and AASB 138 <i>Intangible Assets</i>. We also assessed the appropriateness of the disclosures in Note 2 and Note 12.

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report, which we obtained prior to the date of this auditor's report, and also includes the following information which will be included in the Group's annual report (but does not include the financial reports and our auditor's report thereon): Chair's Letter and Chief Executive Officer's Report, which is expected to be made available to us after that date.

Our opinion on the financial reports does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial reports, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial reports or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Chair's Letter and Chief Executive Officer's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

Responsibilities of the directors for the financial report

The directors are responsible:

- For the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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 has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group financial report. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on the Remuneration Report

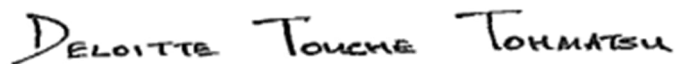
Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 16 of the Directors' Report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of ReadyTech Holdings 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.

A handwritten signature in black ink that reads "DELOITTE TOUCHE TOHMATSU".

DELOITTE TOUCHE TOHMATSU

A handwritten signature in black ink that reads "Sandeep Chadha".

Sandeep Chadha
Partner
Chartered Accountants
Sydney, 27 August 2026

Voting Rights

Ordinary shares: On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll, each share shall have one vote.

Earn Out Share: There are currently 3 Earn Out Shares on issue. As set out in the Notice of Meeting and accompanying documents dated 14 October 2022 (Notice), prior to Redemption (as outlined in the Notice), the holders will not be entitled to vote at any general meeting or class meeting of the Company except where a vote is required by law.

Performance Rights: There are currently 2,782,161 Performance Rights on issue. Holders of performance rights have no voting rights.

The below information is current as at 17 August 2026.

Distribution of equity securities

Analysis of number of equity security holders (fully paid ordinary shares) by size of holding:

Range	Ordinary shares			
	Number of holders	% of holders	Number of securities	% of securities
1 to 1,000	1,037	45.34	472,276	0.38
1,001 to 5,000	702	30.70	1,785,327	1.44
5,001 to 10,000	228	9.97	1,761,869	1.43
10,001 to 100,000	258	11.28	7,893,437	6.39
100,001 and over	62	2.71	111,647,198	90.36
Total number of security holders	2,287	100.00	123,560,107	100.00
Holders holding less than a marketable parcel of shares	361	15.78	60,405	0.05

The marketable parcel of shares was calculated based on the closing market price on 17 August 2026 of \$1.70.

Restricted Securities

There are currently no restricted securities on issue.

On-Market Buy Back

There is no current on-market buy back.

Share Schemes

The total shares purchased during the financial year were 45,003 at an average price per share of \$1.83 to satisfy the Share Sacrifice Plan under the Company's Employee Share Plans.

Unquoted Securities

Type of Security	Number of holders	Number of securities
Performance Rights	50	2,782,161

Performance Rights

Range	Number of holders	% of holders	Number of securities	% of securities
1 to 1,000	-	-	-	-
1,001 to 5,000	-	-	-	-
5,001 to 10,000	1	2.00%	9,261	0.30%
10,001 to 100,000	42	84.00%	1,007,062	36.20%
100,001 and over	7	14.00%	1,765,838	63.50%
Total number of security holders	50		2,782,161	

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares % of total shares issued
Number held	
PEMBA CAPITAL PARTNERS FUND I	30,157,762 24.41
J P MORGAN NOMINEES AUSTRALIA	20,798,406 16.83
CITICORP NOMINEES PTY LIMITED	14,770,952 11.95
PEMBA CAPITAL PARTNERS FUND 1	5,161,468 4.18
OPEN OFFICE PTY LTD	5,144,721 4.16
HSBC CUSTODY NOMINEES	5,080,970 4.11
MARC RAYMOND WASHBOURNE	2,861,363 2.32
SYNERGYSOFT PTY LTD	2,170,041 1.76
HSBC CUSTODY NOMINEES	2,155,188 1.74
BNP PARIBAS NOMINEES PTY LTD	1,593,589 1.29
MICROEQUITIES ASSET MANAGEMENT	1,191,305 0.96
SYNERGYSOFT PTY LTD	1,151,121 0.93
WASHBOURNE GROUP PTY LTD	1,147,051 0.93
JSCF MANAGEMENT PTY LTD	1,113,627 0.90
HSBC CUSTODY NOMINEES	988,949 0.80
SYCAMORE MANAGEMENT PTY LTD	915,947 0.74
MARISH PTY LTD	878,646 0.71
BNP PARIBAS NOMINEES PTY LTD	857,711 0.69
PEMBA TRUSCO 1 PTY LTD	841,731 0.68
SYNERGYSOFT PTY LTD	758,168 0.61
	99,738,716 80.70
Top 20 holders of shares	99,738,716 80.70
Balance of shares	23,825,391 19.30
Total shares on issue	123,564,107 100.00

Substantial Holders

Shareholder	Date of notice	Number of shares	% of issued equity ⁽¹⁾
Microequities Asset Management Pty Ltd	13 December 2024	17,186,770	14.15%
The Pemba Entities ⁽²⁾	22 December 2021	34,539,611	32.25%
Investors Mutual Limited	11 April 2025	6,261,458	5.13%

(1) Percentage of issued equity held as disclosed in the substantial holding notices provided to the Company.

(2) Pemba Capital Partners Fund I Partnership LP, Pemba Capital Partners Pty Limited ACN 121 906 045 as trustee of The Pemba Capital Co-Investment Trust and Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Lirac Trust (together, the Pemba Entities).