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EMBELTON | 100

1925 - 2025

2025 ANNUAL REPORT

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EMBELTON LIMITED

ACN 004 401 496

REGISTERED OFFICE

147-149 Bakers Road, Coburg 3058

Telephone: 03 9353 4811

www.embelton.com

DIRECTORS

G R Embelton, Chairman

J J Embelton, Managing Director

J R Baldwin

AUDITORS

MVAB Assurance

SECRETARY

E P Galgano

STOCK EXCHANGE

Embelton Limited shares are quoted on the Australian Stock Exchange

1 DIRECTORS' REPORT

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CAULFIELD GRAMMAR SCHOOL

Supply and Installation of Custom Engineered European Oak Floors and Carpet Tiles

DIRECTORS' REPORT TO SHAREHOLDERS

Several factors combined to create a difficult environment for large-scale construction activity in Australia during the reporting period. Persistently high interest rates, a subdued property market, and weaker demand for multi-storey residential and commercial office developments weighed heavily on new business opportunities nationwide. With fewer projects proceeding, competition for available work intensified, placing pressure on margins as participants vied for the reduced pool of work; giving rise to the conditions which became the primary cause of the decline in Group revenue.

Effective management of working capital remained a central focus during this difficult period which saw setbacks to various projects with corresponding delays in receipts for work completed. Nonetheless, an improving environment as the year progressed gave us confidence to proceed with acquisition of a property in SE Melbourne to accommodate one of our long-established branch warehouses, which for many years had been operating from rented premises. Funded with borrowings, the acquisition is expected to be cashflow positive in the near term.

Summary	2025 ($'000s)	2024 ($'000s)
Sales Revenue	**58,974**	69,824
Operating Profit	**1,365**	1,809
Company Tax	**440**	548
Net Profit after Tax	**925**	1,261
Earnings per Share	**43c**	58c
Net Tangible Assets per Share		
before declared final dividend	**$9.27**	$9.19
after declared final dividend	**$9.02**	$8.99

DIVIDEND

A final ordinary dividend of 20 cents has been declared, making a total payout of 35 cents for the year, representing 82 % of net earnings after tax.

OPERATIONS

Flooring

The Flooring Division remains central to Group operations, with three distinct areas of activity.

The largest of these continues to be our Commercial Contracting business, which supplies and installs floor coverings in major projects across Australia, most often in the capital cities where construction activity is strongest. Our expertise lies in delivering flooring to high-density residential, office, healthcare, education, and mixed-use developments. And although the past 18 months has been characterised by subdued activity in the Eastern States, particularly Victoria, Western Australia has presented a more robust pipeline of new opportunities, a trend which is expected to continue.

Looking forward, the prospect of lower interest rates combined with an undersupply of housing should stimulate new residential activity, with the Group being well positioned to benefit. The contracted work book now stands ahead of that twelve months ago, although margins remain under pressure, making successful project execution a central issue for the coming year.

Our Flooring Online business enjoyed mixed success during the period as the number of new residential builds and home renovations across Australia slowed, mainly due to increased interest rates and building costs. Recognising value in the Embelton brand accumulated over many years, this was added to the Flooring Online profile during the period and whilst this initially had an adverse effect on our online marketing ranking, this has been improving over recent months, particularly as we build repeat customers through our trade accounts.

The Trade segment of our Flooring Division has continued to struggle as customer preferences shift from expensive solid timber floors to engineered alternatives. Not only has the cost price of a finished floor decreased considerably over recent years, but the sanding and coating trades which have been a significant feature of our business for more than three decades has begun to decline. This has led us to target more engineered flooring products to these same customers, a shift which reflects both the realities of the market and the resilience of our relationships with long-standing trade partners.

Engineering

The Engineering Division continues to make a valuable contribution to Group performance.

Alongside the traditional catalogue business in supplying vibration isolation products to various OEM and mechanical contractors, the custom design of engineered acoustic solutions has become a prominent part of our activity, this increasingly including the direct installation of these works in contracts undertaken.

A project of note during this period was the delivery of several acoustically isolated areas at Edith Cowan University, where the Engineering Division designed and installed resiliently isolated subfloors which were subsequently finished by the Flooring Division; an example of cross-divisional collaboration on major projects.

Additional resources have been invested in R&D over the past year, enabling the Division to capitalise on commercial opportunities arising from this activity. There has been a deliberate approach to this investment, engaging Engineering team members in project related design work and contributing directly to novel acoustic solutions in several major projects.

Our People

Although Group revenue declined compared with the prior period, staffing levels were broadly maintained as salaried installation teams were introduced to select Commercial Flooring projects. Labour costs comprise a substantial portion of total project inputs, so efficient management of working teams becomes critical for achievement of targeted outcomes, which are generally better supervised by our own staff than by subcontractors.

In an industry where staff turnover is typically high, retention of our team has been pleasing, with experienced team members having been part of the group for many years. The benefits of continuing tenure and experience are evident in daily operations, and have included a marked reduction in losses attributable to human error over the past year.

Staff engagement continues to be a priority. We strive to provide rewarding and varied opportunities, and to foster a workplace culture aligned with the core values of the Group whilst also recognising performance against corporate objectives.

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CORPORATE GOVERNANCE

Compliance with Corporate Governance Principles and Recommendations

This corporate governance statement is provided by Embelton Limited ("the Company") pursuant to ASX Listing Rule 4.10.3 and measures the Company's governance practices against the recommendations in the 3rd edition of the Corporate Governance Principles and Recommendations ("ASX Principles and Recommendations").

The corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations during the year ended 30 June 2025 and has been approved by the Board of the Directors of the Company ("the Board"). Embelton has prepared an ASX Appendix 4G – Key to Disclosures which together with this corporate governance statement is lodged with the ASX.

This corporate governance statement is effective as of 19 September 2025.

Principle 1 – Laying Solid Foundations for Management and Oversight

Recommendation 1.1 – Role of the Board and Management

The Board of Embelton Limited takes corporate governance seriously, that is, the system by which the Company and its subsidiaries ("the Group") are managed.

The role of the Board is to create sustainable shareholder wealth in a manner consistent with the Company's Constitution, the Board's Charter and all legal and regulatory requirements.

The Board achieves this by:

- charting strategy and setting financial targets for the Group.
- monitoring the implementation and execution of strategy and performance against financial targets.
- setting and overseeing the Company's values and corporate governance framework and ensuring that the Company acts with integrity and in accordance with the highest ethical standards.
- ensuring there is an effective balance between the delegation and responsibility for the day-to-day operation and management to the Managing Director and the role of the Board in monitoring, guiding and providing oversight; in setting, overseeing the Company's direction; and
- ensuring effective communication with shareholders.

The Board has responsibility for the matters specified above and, in addition to those matters reserved to it by law, reserves to itself the following matters and all power and authority in relation to those matters:

- appointing and removing the Managing Director.
- ratifying the appointment and, where appropriate, the removal of the Company Secretary.
- reviewing and overseeing the operation of systems of risk management and internal compliance and control, codes of ethics and conduct, and legal and regulatory compliance.
- approving major capital expenditure, capital management, and acquisitions and divestitures.
- approving and monitoring financial and other reporting.
- input into and final approval of management's development of corporate strategy and performance objectives.
- the overall corporate governance of the Group including the strategic direction, establishing goals for management, and monitoring the achievement of these goals; and oversight of Committees.

To assist in the execution of its responsibilities, the Board has the authority to establish Committees (and delegate powers accordingly) to consider such matters as it may consider appropriate including, by way of example only, audit matters, finance and business risks, remuneration, and nominations, and to establish a framework for the effective and efficient management of the Company and the Group.

The Company complies with Recommendation 1.1 of the ASX Principles and Recommendations.

Recommendation 1.2 – Director Checks

The Company has processes in place to ensure the appropriateness of candidates for appointment and election as Directors.

Details of each Director are included in the Annual Report. Where a Director is seeking election, shareholders are given full details.

The Company complies with Recommendation 1.2 of the ASX Principles and Recommendations.

Recommendation 1.3 – Written Agreement with Each Director and Senior Executive

The Company has written agreements with each Non-Executive Director.

The Company also had written agreements with the Managing Director.

The Company complies with Recommendation 1.3 of the ASX Principles and Recommendations.

Recommendation 1.4 – Company Secretary

The Company Secretary reports directly to the Board, through the Chairman, on all matters regarding the functioning of the Board.

The Company complies with Recommendation 1.4 of the ASX Principles and Recommendations.

Recommendation 1.5 – Diversity

Having regard to the size of the Company and the nature of its activities, a separate formal diversity policy has not been adopted.

The Company does not discriminate based on age, ethnicity, or gender in any employment matters and when a position becomes vacant the Company seeks to employ the best candidates available for the position.

The Board fully supports the gender diversity concept and is committed to establishing measurable objectives for achieving gender diversity as the business expands.

The Company and its subsidiaries employ less than 100 people and is not a "relevant employer" under the Workplace Gender Equality Act.

The Company does not comply with Recommendation 1.5 of the ASX Principles and Recommendations.

Recommendation 1.6 – Board Performance Assessment

The Company has a process for periodically evaluating the performance of its Board and each Director. The performance of all the Directors is reviewed by the Chairman each year. The performance of the Chairman is reviewed and assessed each year by the other Directors.

The Chairman determines the evaluation criteria and process.

The Company complies with Recommendation 1.6 of the ASX Principles and Recommendations.

Recommendation 1.7 – Performance Evaluation of Senior Executives

The Company has a process for periodically evaluating the performance of its Managing Director and other senior executives. The performance of Managing Director and other senior executives is reviewed by the Board each year. In addition, the performance of the Managing Director and other senior executives is constantly reviewed by the Board as part of the ordinary course of meetings of Directors.

The Company complies with Recommendation 1.7 of the ASX Principles and Recommendations.

Principle 2 – Structure the Board to Add Value

Recommendation 2.1 – Nomination Committee

The Board has not formed a Nomination Committee as recommended by Recommendation 2.1 of the ASX Principles and Recommendations.

The Board reviews the composition of the Board and appointment of new Directors, to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.

The composition of the Board is currently determined according to the following principles:

- the Board must comprise members with a broad range of experience, expertise, skills, and contacts relevant to the Group and its business.
- the Board must consist of a minimum of 3 Directors and a maximum of 8 Directors.

Having regard to the size, current ownership structure of the Company and the nature of its activities, the Board believes that the current composition of the Board is appropriate as it adds value by ensuring there is a broad range of experience, expertise, skills, qualifications, and contacts which are deemed relevant to the business of the Company.

The Board also considers it appropriate for the selection and appointment of Directors to be managed by the Board itself. When deemed necessary the Board may also engage an external consultant to identify and assess suitable candidates who meet the Board's selection criteria.

Directors are initially appointed by the full Board subject to election by shareholders at the next annual general meeting. Under the Company's Constitution the tenure of Directors (other than Managing Director) is subject to reappointment by shareholders not later than the third anniversary following his or her last appointment. Subject to the requirements of the Corporations Act 2001, the Board does not subscribe to the principle of a compulsory retirement age and there is no maximum period of service as a director. A Managing Director may be appointed for any period and on any terms the Directors think fit and, subject to the terms of the written agreement entered into, the Board may revoke this appointment according to the terms of this agreement.

As the Group's activities increase in size and scope, the size of the Board will be reviewed periodically to determine if a Nominations Committee is required for the Board to properly perform its responsibilities and functions.

The Company does not comply with Recommendation 2.1 of the ASX Principles and Recommendations.

Recommendation 2.2 – Board Skills Matrix

The Board endeavours to ensure that the Board comprises members with a broad range of experience, expertise, skills and contacts relevant to the Group and its business. Having regard to the size, current ownership structure of the Company and the nature of its activities, the Board considers that it has the necessary balanced mix of skills.

To date the Board does not consider that a specific skills matrix is required. However, the Board will continue to consider whether it would be appropriate for the Company to adopt a board skills matrix as the Company continues to develop and grow.

The profile of each Director containing their skills, experience, expertise, and term of office is set out in the Directors' Report.

The Company does not comply with Recommendation 2.2 of the ASX Principles and Recommendations.

Recommendation 2.3 – Directors' Independence

The Company's Corporate Governance Charter requires:

- the Board to comprise a minimum of 3 Directors.
- at least half of the Board must be Non-Executive Directors; and
- the Chairman must be a Non-Executive Director.

The Board comprises three Directors with 2 Non-Executive Directors and one Executive Director at the 30 June 2025

The Company does not comply with Recommendation 2.3 of the ASX Principles and Recommendations.

Recommendation 2.4 – Majority of Directors Independent

The Company does not currently have a majority of the Board who are independent Directors as recommended by Recommendation 2.4 of the ASX Principles and Recommendations.

Having regard to the size, current ownership structure of the Company and the nature of its activities, the Directors believe that the current composition of the Board is appropriate as it adds value by ensuring there is a broad range of experience, expertise, skills, qualifications, and contacts which are deemed relevant to the business of the Company.

The situation will be monitored and changed in line with best practice as and when the Directors feel the Company is of sufficient size.

To ensure that independent judgement is achieved and maintained in respect of its decision-making processes, the Board has adopted several measures which include the following:

- each Director has the right to seek independent legal or other professional advice at the Company's expense; and
- any Director believing that he or she may have a conflict of interest in relation to a particular item of business must declare their interest and excuse themselves from the Board meeting if required by the Board before commencement of discussion on the topic.

The Company does not comply with Recommendation 2.4 of the ASX Principles and Recommendations.

Recommendation 2.5 – Independent Chairman & Chief Executive Officer

The roles of Chairman and Managing Director of the Company are separately held by Mr George Embelton and Mr James Embelton respectively. Although the Company's Chairman is a Non-Executive Director, he is a substantial shareholder and as such is not an independent Director under the definition of the ASX Principles and Recommendations.

The Board considers Mr George Embelton's role as Non-Executive Chairman essential to the success of the Company at this stage of its development.

The Company does not comply with Recommendation 2.5 of the ASX Principles and Recommendations.

Recommendation 2.6 – Company Induction and Professional Development of Directors

The Board considers that its directors are suitably qualified and experienced to fulfil their roles, and that the Board possesses the correct mix of skills for the Board to be able to carry out its function effectively.

Each new Director of the Company is, upon appointment, provided with an induction into the Company's assets and business including policies and procedures. This includes discussions with members of the existing Board, the Company Secretary, and other key executives to familiarise themselves with the Company.

The Company complies with Recommendation 2.6 of the ASX Principles and Recommendations.

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Principle 3 – Act Ethically and Responsibly

Recommendation 3.1 – Values

The Company is still working on establishing a formal policy on values.

The Company does not comply with recommendation 3.1 of the ASX Principles and Recommendations.

Recommendation 3.2 – Code of Conduct

As a guide to all employees and directors, the Board has formalised a Code of Conduct to reflect practices which, for many years, have formed the ethical framework upon which our business operations have been based.

The Code provides guidance as to how the Company should conduct its business affairs and all employees, directors and officers will be expected to comply with this Code.

Above all, the Code requires that all directors and employees conduct themselves with honesty and integrity.

Subjects covered by this Code include, inter alia, promotion of a safe working environment, dealing with conflicts or potential conflicts of interest, responsible use of company property, guidelines for trading in Company shares and the regular monitoring and active reporting of any unseemly or unethical practices which might arise or be seen to arise. Integrity in financial reporting.

The Company complies with Recommendation 3.2 of the ASX Principles and Recommendations.

Recommendation 3.3 – Whistleblower Policy

The Company is establishing of a workable whistleblower policy.

The Company does not comply with recommendation 3.3 of the ASX Principles and Recommendations.

Recommendation 3.4 – Anti-bribery and Corruption Policy

The Company is still reviewing the possible establishment of an anti-bribery and Corruption policy.

The Company does not comply with recommendation 3.4 of the ASX Principles and Recommendation.

Principle 4 – Safeguarding Integrity in Corporate Reporting

Recommendation 4.1 – Audit & Risk Management Committees

Because of its relatively small size, the Company has not established an Audit and Risk Management Committee but the responsibilities which would ordinarily be exercised by such a committee have been accepted by the Board.

The Company does not comply with Recommendation 4.1 of the ASX Principles and Recommendations.

Recommendation 4.2 – Declarations from the CEO and CFO

The Managing Director and the Chief Financial Officer have provided a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.

The Company complies with Recommendation 4.2 of the ASX Principles and Recommendations.

Recommendation 4.3 – External Auditors

The Company invites the auditors to attend the AGM. The auditors are available to answer any questions from shareholders relevant to the audit.

The Company complies with Recommendation 4.3 of the ASX Principles and Recommendations.

Principle 5 – Make Timely and Balanced Disclosure

Recommendation 5.1 – Disclosure Policy

The Company maintains an appropriate and responsive continuous disclosure regime, which is intended to support the timely and balanced disclosure of all matters concerning the Company. The Company Secretary is responsible, on the Board's behalf, for communicating issues to the ASX.
The disclosure management framework provides for:

- compliance with the Corporations Law, and the ASX Listing Rules.
- timely disclosure to the market of all price sensitive Company information.
- a conservative approach to the release and dissemination of price or event sensitive information; and
- avoidance of selective or differential disclosure to selected individuals or groups or in selected situations.

The Company complies with Recommendation 5.1 of the ASX Principles and Recommendations.

Recommendation 5.2 – Market Announcements

The Board reviews and approves all market announcements. The Company also circulates all price sensitive information to the Board ahead of the release being made.

The Company complies with recommendation 5.2 of the ASX Principles and Recommendation.

Recommendation 5.3 – Presentation Materials

The Company will disclose any presentations to a substantive investor by releasing a copy of the presentation materials on the ASX.

The Company complies with recommendation 5.3 of the ASX Principles and Recommendation.

Principle 6 – Respecting the Rights of Shareholders

Recommendation 6.1 – Information on Website

Information about the Company is accessible to investors on the Company's website: www.embelton.com, which contains all relevant information about the Company. The Company will regularly update the website and its contents therein as deemed necessary.

The Company complies with Recommendation 6.1 of the ASX Principles and Recommendations.

Recommendation 6.2 – Investor Relations Program

The Board aims to ensure that shareholders are informed of all major developments affecting the Group's state of affairs.

In line with ASX's continuous disclosure requirements, the Company keeps its shareholders informed through reports which include the annual reports, half yearly reports, and specific ASX releases covering material developments and other price-sensitive information. Shareholders are encouraged to attend and participate at general meetings. The Company's auditors attend the annual general meetings and are available to answer shareholders' questions. The Directors believe that the Company's policies comply with the Guidelines in relation to the rights of shareholders.

The Company complies with Recommendation 6.2 of the ASX Principles and Recommendations.

Recommendation 6.3 – Participation at Meetings of Shareholders

All shareholders are notified in writing of general meetings and encouraged to participate in person or by proxy to ensure a high level of accountability and understanding of the Group's strategy, activities and financial position and performance.

The Company complies with Recommendation 6.3 of the ASX Principles and Recommendations.

Recommendation 6.4 – Electronic Communication

The Company's share registry, Boardroom Pty Ltd, has facilities for shareholders to receive and send communications electronically.

The Company complies with Recommendation 6.4 of the ASX Principles and Recommendation.

Recommendation 6.5 – Electronic Communications

Shareholders have the option of electing to receive communications from and sending communications to the Company electronically.

The Company complies with recommendation 6.5 of the ASX Principles and Recommendation.

Principle 7 – Recognising and Managing Risk

Recommendation 7.1 – Risk Committee

Because of its relatively small size, the Company has not established a Risk Management Committee but the responsibilities which would ordinarily be exercised by such a committee have been accepted by the Board.

The Board accepts responsibility for identification of significant areas of business risk, implementation of procedures to manage such risks and development of policies regarding the establishment and maintenance of appropriate ethical standards.

Its specific role in this area is to:

- ensure compliance with both formal and informal standards in legal, statutory and ethical matters
- monitor the business environment
- identify business opportunities; and
- monitor procedures to ensure that responses to shareholder enquiries and/or complaints are appropriate and prompt

Other responsibilities which might ordinarily be exercised by a Risk Management Committee in larger corporations have been accepted by the Board. The Managing Director and Chief Financial Officer report regularly to the Board on all matters of financial integrity and risk management.

The Company does not comply with Recommendation 7.1 of the ASX Principles and Recommendation.

Recommendation 7.2 – Annual Risk Review

The Board annually reviews and approves the risk framework of the Company.

The Company undertook a review of the Company's risk management framework during the year ended 30 June 2025.

The Company complies with Recommendation 7.2 of the ASX Principles and Recommendation.

Recommendation 7.3 – Internal Audit

Having regard to the size (including a small complement of staff), current ownership structure of the Company and the nature of its activities, the Company does not have an internal audit function. The Board as a whole and its external auditor, discharge the function of evaluating and continually improving the effectiveness of its risk management and control processes.

Recommendation 7.3 – Internal Audit (Cont'd)

The Company does not comply with Recommendation 7.3 of the ASX Principles and Recommendation.

Recommendation 7.4 – Economic, Environmental and Social Sustainability Risks

The Company's performance is subject to business, financial and operational risks including but not limited to:

- economic risks, such as changes in economic conditions that may adversely impact the Company's business or operations.
- environmental risks due sustainability of resources
- financial risks including access to needed capital on satisfactory terms; and
- social sustainability risks.

The Board is informed about risks of this nature facing the Company. This risk profile is reviewed and updated at least annually.

The Company complies with Recommendation 7.4 of the ASX Principles and Recommendation.

Principle 8 – Remunerate Fairly and Responsibly

Recommendation 8.1 – Remuneration Committee

Having regard to its size, with a small complement of staff and executives, the Company does not currently have a dedicated Remuneration Committee. The task of ensuring that the level of Director and executive remuneration is appropriate and competitive, and that its relationship to performance is clear, and dealt with by the Board.

The Company does not comply with Recommendation 8.1 of the ASX Principles and Recommendation.

Recommendation 8.2 – Disclosure of Remuneration Policies and Practices

The Company's policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives is disclosed in the Remuneration Report which forms part of the Directors' Report.

The Company complies with Recommendation 8.2 of the ASX Principles and Recommendation.

Recommendation 8.3 – Policy on Equity Based Remuneration Scheme

All Board members are responsible for determining and reviewing compensation arrangements for Directors, Managing Director and Senior Executives.

The Board annually assesses the appropriateness of the nature and the amount of remuneration received by Directors and Senior Executives by reference to relevant employment market conditions and, with an overall objective of ensuring maximum stakeholder return, seeks to ensure the retention of a high-quality board and executive team. Professional advice is taken when appropriate.

Each director receives a fee for being a Director of the Company but no additional fees for additional work undertaken in Board committees.
The Non-executive directors are remunerated by way of cash payments or superannuation contributions. Remuneration does not include any retirement benefits other than contributions to his nominated superannuation fund when agreed.

The Company complies with Recommendation 8.3 of the ASX Principles and Recommendation.

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2 FINANCIAL REPORTS

CLUB LIME

Structurally Isolated Lightweight Gymnasium Floors and Treadmill Platforms

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EMBELTON LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025

	Notes	2025	2024
		$	$
Sales Revenue	3	**58,974,424**	69,823,609
Cost of Sales		**(44,368,187)**	(54,486,571)
Gross Profit		**14,606,237**	15,337,038
Other Income	3	**33,433**	63,820
Less Expenses			
Manufacturing Expenses		**(126,734)**	(164,347)
Marketing Expenses		**(4,900,835)**	(4,967,543)
Storage and Distribution Expenses		**(2,045,545)**	(2,184,394)
Finance costs	4	**(244,942)**	(353,122)
Administration and Other Expenses		**(5,956,902)**	(5,921,989)
Profit before income tax expense	4	**1,364,712**	1,809,463
Income tax expense	6	**(439,556)**	(548,952)
Profit for the year		**925,156**	1,260,511
Other comprehensive income for the year			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations	13(ii)	**6,834**	(16,604)
Total comprehensive income for the year		**931,990**	1,243,907
Profit attributable to:			
Owners of the company		**925,156**	1,260,511
Non-controlling interests		**-**	-
		925,156	1,260,511
Total comprehensive income attributable to:			
Owners of the company		**931,990**	1,243,907
Non-controlling interests		**-**	-
		931,990	1,243,907
Basic earnings per share	9	**42.9 cents**	58.4 cents
Diluted earnings per share	9	**42.9 cents**	58.4 cents

The accompanying notes form part of the financial statements.

EMBELTON LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 30 JUNE 2025

	Notes	2025	2024
		$	$
CURRENT ASSETS			
Cash and cash equivalents	24(i)	**96,966**	1,827,279
Trade receivables	10	**8,155,404**	6,943,871
Inventories	11	**11,733,440**	9,614,049
Other current assets	12	**588,970**	634,796
TOTAL CURRENT ASSETS		**20,574,780**	19,019,995
NON-CURRENT ASSETS			
Property, plant and equipment	14	**12,668,331**	8,949,926
Right of use assets	14(i)	**393,675**	466,254
Intangibles	22	**330,154**	330,154
Deferred tax assets	6	**516,245**	538,725
TOTAL NON-CURRENT ASSETS		**13,908,405**	10,285,059
TOTAL ASSETS		**34,483,185**	29,305,054
CURRENT LIABILITIES			
Trade and other payables	15	**7,075,440**	6,699,234
Lease liabilities	19	**217,116**	315,489
Current tax liabilities	6	**141,597**	434,063
Provisions	16	**1,337,665**	1,307,126
TOTAL CURRENT LIABILITIES		**8,771,818**	8,755,912
NON-CURRENT LIABILITIES			
Deferred tax liabilities	6	**130,607**	116,298
Borrowings	15(i)	**4,900,000**	-
Lease liabilities	19	**198,228**	124,338
Provisions	16	**140,639**	143,353
TOTAL NON-CURRENT LIABILITIES		**5,369,474**	383,989
TOTAL LIABILITIES		**14,141,292**	9,139,901
NET ASSETS		**20,341,893**	20,165,153
EQUITY			
Issued capital	8	**1,155,970**	1,155,970
Reserves	13(ii)	**3,335**	(3,499)
Retained earnings	13(i)	**19,182,588**	19,012,682
TOTAL EQUITY		**20,341,893**	20,165,153

The accompanying notes form part of the financial statements.

EMBELTON LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

	Notes	2025	2024
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		**63,560,456**	80,016,794
Payments to suppliers and employees		**(64,155,306)**	(70,833,086)
Interest received		**3,836**	20,943
Finance costs		**(244,942)**	(353,122)
Net income taxes paid		**(689,321)**	(201,221)
Net cash (used in)/provided by operating activities	24(ii)	**(1,525,277)**	8,650,308
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		**11,818**	11,455
Payment for property, plant and equipment		**(4,337,121)**	(851,913)
Net cash used in investing activities		**(4,325,303)**	(840,458)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of lease liability principal		**(24,483)**	(110,819)
Proceeds from/(Repayment of) borrowings		**4,900,000**	(5,500,000)
Dividends paid		**(755,250)**	(755,250)
Net cash provided by/(used in) financing activities		**4,120,267**	(6,366,069)
Net (decrease)/Increase in cash and cash equivalents		**(1,730,313**	1,443,781
Cash and cash equivalents at the beginning of the financial year		**1,827,279**	383,498
Cash and cash equivalents at the end of the financial year	24(i)	**96,966**	1,827,279

The accompanying notes form part of the financial statements.

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EMBELTON LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2025

	Issued Capital	Foreign Currency Translation Reserve	Retained Earnings	Total
	$	$	$	$
At 30 June 2023	**1,155,970**	**13,105**	**18,507,421**	**19,676,496**
Profit for the period	-	(16,604)	1,260,511	1,243,907
Total comprehensive income for the period	-	(16,604)	1,260,511	1,243,907
Dividends paid	-	-	(755,250)	(755,250)
At 30 June 2024	**1,155,970**	**(3,499)**	**19,012,682**	**20,165,153**
Profit for the period	-	6,834	925,126	931,990
Total comprehensive income for the period	-	6,834	925,126	931,990
Dividends paid	-	-	(755,250)	(755,250)
At 30 June 2025	**1,155,970**	**3,335**	**19,182,588**	**20,341,893**

The accompanying notes form part of the financial statements.

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ABOUT EMBELTON GROUP

Since the Company's establishment in 1925, Embelton has maintained a bias towards the building and construction sector - leading to its current product range which comprises a comprehensive collection of flooring materials and accessories, noise and vibration isolation technology and manufacturing facilities for the precision bending and fabrication of specialised metal alloys.

The Group has long been recognised as an engineering and product innovator with a reputation for quality and service.

EMBELTON CORE VALUES

1. Act with integrity and professionalism
2. Promote Initiative
3. Focus on Growth
4. Deliver Quality, Expertise and Value
5. Develop People to Succeed

3 NOTES

MERRI NORTHCOTE

Recycled Messmate and Engineered European Oak Timber Floors Supplied and Installed in Community Housing and Apartments

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NOTES TO AND FORMING PART OF THE FINANCIAL REPORT
FOR THE YEAR ENDED 30 JUNE 2025

1. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

(i) New and Amended Accounting Policies Adopted by the Group

The Group has adopted all of the new and revised Standards and Interpretations issued by the revised standards and interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2024.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies which have been adopted in the preparation of these financial statements are:-

Statement of compliance
These financial statements are general purpose financial statements that have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board (AASB) and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group. For the purpose of preparing the consolidated financial statements, the Group is a for profit entity.

Compliance with Australian Accounting Standards ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

The financial statements were authorised for issue by the Directors on 19 September 2025.

a. Basis of preparation

The financial statements have been prepared on the basis of historical cost, except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Fair value is 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for, leasing transactions that are within the scope of AASB 117, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 2 or value in use in AASB 136.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

b. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

c. Revenue Recognition

The Group recognises revenue from the sale of flooring and related products and services to Merchandising and Commercial customers. The majority of sales to Commercial customers are subject to contracts of supply with commercial construction companies. Revenue derived from sales to Merchandising customers is subject to purchase orders or trade showroom sales.

Sales of products
The Group sells flooring and other products. Revenue is recognised at a point-in time when the control of the goods has transferred, being when the goods have been either collected by the customer or delivered to the customer's specific location. Following delivery, the customer has full discretion over the manner of use of the flooring and products and bears the risks of loss in relation to the products. The Group recognises a receivable when the goods are collected by or delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Provision of services
The Group provides a service of installation of flooring and other products. Such services are recognised as a performance obligation satisfied over time. Revenue is recognised for these installation services based on the stage of completion of the contract. Stage of completion is determined using the output method.

d. Income Tax

The income tax expense represents the sum of the tax currently payable and the deferred tax.

Current Tax
Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred Tax
Deferred tax is accounted for using the liability method. Temporary differences are differences between the tax base of an asset or liability and its carrying amount. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. Deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them stem from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period
Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

Tax consolidation
Embelton Limited and its wholly-owned subsidiaries have implemented the tax consolidation legislation for the whole of the financial year. Embelton Limited is the head entity in the tax consolidated group. The separate taxpayer within a group approach has been used to allocate current income tax expense and deferred tax balances to wholly-owned subsidiaries that form part of the tax consolidated group. Embelton Limited has assumed all the current tax liabilities and the deferred tax assets arising from unused tax losses for the tax consolidated group via intercompany receivables and payables because a tax funding arrangement has been in place for the whole financial year. Refer to note 6 for further disclosure on Tax Consolidated Group.

e. Impairment of Assets excluding Goodwill

At each reporting date the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in the profit or loss where the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where an individual asset does not generate cash flows that are independent from other assets, recoverable amount is determined for the cash-generating unit to which the asset belongs. Refer to Note k. Goodwill below for policy relating to impairment of Goodwill.

f. Financial Instruments
The Group classifies its financial assets in the following categories, depending on their nature (i.e. their contractual cash flow characteristics) and how they are managed.

Financial assets

These financial assets are initially recognised at fair value plus directly attributable costs.
They are classified as subsequently measured at amortised cost if they meet both of the following criteria:
- The asset is held within a business model whose objective is to hold the financial asset in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on a specified date.

Impairment of financial assets

At each reporting date, the Group performs impairments tests using a forward-looking expected credit loss (ECL) model.

The amount of impairment to be recognised as expected credit losses (ECL) at each reporting date as well as the amount of interest revenue to be recorded in future periods are determined through a three-stage impairment model based on whether there has been a significant increase in the credit risk of a financial asset since its initial recognition:

- **Stage 1:** When the credit risk has not increased significantly since initial recognition, the Group accounts expected losses over next 12 months and recognises interest on a gross basis;
- **Stage 2:** When the credit risk has increased significantly since initial recognition and is not considered as low, the Group accounts expected losses over the lifetime of the asset and recognises interest on a gross basis;
- **Stage 3:** In case of a credit deterioration that threatens its recoverability, the Group accounts expected losses over the lifetime of the asset and present interest on a net basis (i.e. on the gross carrying amount less credit allowance).

Financial Liabilities and Equity Instruments

Classification as debt or equity
Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities
All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) it is designated as at FVTPL. A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in profit or loss.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

g. Inventories

Raw Materials, Work in Progress and Finished Goods

Inventories are stated at the lower of cost and net realisable value. Cost comprises all direct materials, direct labour and an appropriate portion of variable and fixed overheads. Fixed overheads are allocated on the basis of normal operating capacity. Costs are assigned to inventory using either the weighted average cost or first-in-first-out basis, whichever is more appropriate. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling cost of completion and selling expenses.
Work in progress comprises material and labour that have been expended on a project but due to the timing of the progress claim have not yet been claimed.

h. Property, Plant and Equipment

Buildings are measured at cost less accumulated depreciation.

All other plant and equipment is stated at cost, including costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, less depreciation and any impairments.

Land is not depreciated. Depreciation on other assets is calculated on a straight-line basis over the estimated useful life of the asset as follows:

- Buildings	2%
- Plant and Machinery	10% - 17%
- Motor Vehicles	15% - 25%
- Fixtures and Fittings	10% - 33%

i. Earnings Per Share

Basic earnings per share - Basic earnings per share is calculated by dividing the profit attributable to members of Embelton Limited, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share - Earnings used to calculate diluted earnings per share are the same as basic earnings per share as there are no diluting potential ordinary shares.

j. Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described above, the directors are required to make judgments, estimates and assumptions about carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Net realisable values of inventories (see Note 11)
Management judgement is applied in estimating the net realisable value of inventories. Factors considered include levels of stock turnover, age and cost.

Carrying value of goodwill and estimation of future performance (see Note 22)
The group is required to annually assess the recoverability of the carrying value of goodwill. This is performed through a value-in-use discounted cash flow model. The value in use calculation includes key assumptions and judgments in the calculation of the recoverable amounts, namely forecast future cash flows, the long term growth rate and discount rate assumptions.

k. Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note j. above) less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

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

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	2025 $	2024 $
3. INCOME		
Revenue from the sale of goods and provision of services	**58,974,424**	69,823,609
Other Income:		
Interest income	**3,836**	20,943
Sundry income	**15,506**	31,422
Gain on disposal of property, plant and equipment	**14,091**	11,455
Total other income	**33,433**	63,820
Total Income	**59,007,857**	69,887,429
4. PROFIT BEFORE TAX		
Profit before tax has been determined after:		
Expenses:		
Finance costs - bank debt	**218,167**	319,674
Finance costs - lease liability	**26,775**	33,448
Total finance cost	**244,942**	353,122
Depreciation of non-current assets:		
Buildings	**129,341**	119,324
Plant and equipment	**529,375**	502,309
Right of use assets	**383,936**	386,132
Total depreciation	**1,042,652**	1,007,765
Bad debts written off – trade debtors	**-**	-
Employee benefits	**9,896,656**	9,694,750
Payments made to Defined Contribution Plans on behalf of employees	**1,011,733**	940,704
Total Employee Benefits	**10,908,389**	10,635,454
5. AUDITORS' REMUNERATION		
Remuneration of the auditor for:		
Auditing or reviewing the annual and half year financial report	**63,800**	60,750
Review of the tax return and other services	**9,500**	13,900
	73,300	74,650
Remuneration of other auditors of subsidiaries for:		
Auditing or reviewing the financial report	**2,150**	1,686

The auditor of Embelton Limited is MVAB Assurance. The auditors did not receive any other benefits.

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6. TAXATION

a) Income tax expense recognised in profit

Tax expense comprises:

	2025 $	2024 $
Current tax expense	**402,767**	584,310
Deferred tax expense relating to the origination and reversal of temporary differences	**36,798**	(35,358)
	439,556	548,952

The prima facie income tax expense on pre tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

Profit from operations	**1,364,712**	1,809,463
Income tax expense calculated at 30%	**409,413**	542,839
Depreciation on property, plant and equipment not deductible for tax	**5,923**	6,523
Non-assessable capital gain	**-**	-
Sundry items	**1,343**	(410)
Under provision prior year tax	**22,877**	-
Income tax expense recognised in profit	**439,556**	548,952

The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared with the previous reporting period.

b) Current tax (liabilities)/assets

Current tax (payable)/receivable

Income tax attributable to:		
Parent entity	**(116,916)**	(111,653)
Entities in tax consolidated group	**(24,681)**	(322,410)
	(141,597)	(434,063)

c) Deferred tax balances

Deferred tax assets comprise:		
Temporary differences	**516,245**	538,725
Deferred tax liabilities comprise:		
Temporary differences	**(130,607)**	(116,298)
	385,638	422,427

6. TAXATION (CONTINUED)

d) Taxable and deductible temporary differences arise from the following

	Opening balance $	Charged to Profit & Loss $	Closing balance $
As at 30 June 2025			
Gross deferred tax assets:			
Receivables	13,500	-	13,500
Provisions and accrued expenses	523,086	(36,909)	486,177
Leases	2,139	14,429	16,568
	538,725	(22,480)	516,245
Gross deferred tax liability:			
Property, plant and equipment	(116,298)	(14,309)	(130,607)
	(116,298)	(14,309)	(130,607)
	422,427	(36,789)	385,638
As at 30 June 2024			
Gross deferred tax assets:			
Receivables	13,500	-	13,500
Provisions and accrued expenses	585,486	(62,400)	523,086
Leases	(107,975)	110,114	2,139
	491,011	47,714	538,725
Gross deferred tax liability:			
Property, plant and equipment	(103,942)	(12,356)	(116,298)
	(103,942)	(12,356)	(116,298)
	387,069	35,358	422,427

Tax Consolidation

Relevance of tax consolidation to the consolidated entity
The Company and its wholly owned Australian resident entities have formed a tax-consolidated group with effect from 1 July 2004 and are therefore taxed as a single entity from that date or dates subsequent when new entities have joined the Group. The head entity within the tax-consolidated group is Embelton Limited. The members of the tax-consolidated group are identified at Note 17.

Under the tax law, the taxable profit made by a tax-consolidated group in relation to an entity leaving the group depends on a range of factors, including the tax values and/or carrying values of the assets and liabilities of the leaving entities, which vary in line with the transactions and events recognised in each entity. The taxable profit or loss ultimately made on any disposal of the investments within the tax-consolidated group will therefore depend upon when each entity leaves the tax-consolidated group and the assets and liabilities that the leaving entity holds at that time.

The consolidated entity considers the effects of entities entering or leaving the tax-consolidated group to be a change of tax status that is only recognised when those events occur. As a result, temporary differences and deferred tax liability have not been measured or recognised in relation to investments within the tax-consolidated group.

Nature of tax funding arrangements
Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax-sharing agreement with the head entity. Under the terms of the tax funding arrangement, Embelton Limited and each of the entities in the tax-consolidated group has agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity. Such amounts are reflected in amounts receivable from or payable to other entities in the tax-consolidated group.

The tax sharing agreement entered into between members of the tax-consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

	2025	2024
	$	$

7. DIVIDENDS PROVIDED FOR OR PAID

Dividends paid by the Company are:

(i)	A final fully franked ordinary dividend of 20.0 cents (2023 – 20.0 cents) was declared for the 2024 financial year and was paid on 11 October 2024 (13 October 2023)	**431,570**	431,570
(ii)	An interim fully franked ordinary dividend of 15.0 cents (2024 – 15.0 cents) for the 2024/25 financial year was declared on 29 January 2025 (2024 – 30 January) and paid on 11 April 2025 (2024 – 12 April)	**323,680**	323,680
		755,250	755,250

UNRECOGNISED AMOUNTS

A fully franked ordinary dividend of 20.0 cents per share was declared by the Directors on 20 August 2025, but this has not been provided for in the financial statements as at 30 June 2025.

The total estimated dividend to be paid is $431,570.

FRANKING ACCOUNT BALANCE

Franking account balance	**7,707,646**	7,342,003
Franking account balance after payment of unrecognised dividends	**7,276,075**	6,910.432

8. ISSUED CAPITAL

2,157,857 (2024 - 2,157,857 shares) fully paid ordinary shares	**1,155,970**	1,155,970

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion of the number of shares held.

9. EARNINGS PER SHARE

Basic and diluted earnings per share	**42.9cents**	58.4cents
Net Profit used in calculation	**925,156**	1,260,611
Weighted average number of ordinary shares	**2,157,857**	2,157,857

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	2025	2024
	$	$

10. TRADE RECEIVABLES CURRENT

Trade receivables	**8,200,404**	6,988,871
Allowance for expected credit losses	**(45,000)**	(45,000)
	8,155,404	6,943,871
Ageing of past due but not impaired:		
30 – 60 days	**615,061**	593,054
Over 60 days	**263,103**	701,296
	878,164	1,294,350

The average credit period on sales of goods and services provided is 12.1 days (2024 – 14.0 days). No interest is charged on the trade receivables. An allowance has been made for estimated irrecoverable amounts from the sale of goods at an amount equal to lifetime expected credit losses, determined by reference to past default experience and economic conditions. Based on past and future expected rates of default there is no reason to suggest the amount listed above will not be recovered in full.

Movement in allowance for doubtful debts

Balance at the beginning of the year	**45,000**	45,000
Amounts provided for during the year	**-**	-
Amounts written off during the year as uncollectable	**-**	-
Balance at the end of the year	**45,000**	45,000

11. INVENTORIES

CURRENT - At lower of cost or net realisable value

Raw materials	**149,303**	124,465
Work in progress	**2,978,834**	3,862,663
Finished goods	**9,072,489**	6,397,565
	12,200,626	10,384,693
Less provision for slow moving/obsolete stock	**(467,186)**	(770,644)
	11,733,440	9,614,049
Movement in slow moving provision recognised in the current year	**(303,458)**	130,336

12. OTHER CURRENT ASSETS

Prepayments and sundry debtors	**588,970**	634,796

13. (i) RETAINED PROFITS

Retained profits at beginning of year	**19,012,682**	18,507,421
Net profit attributable to members of the parent entity	**925,156**	1,260,511
Dividends paid (Note 7)	**(755,250)**	(755,250)
Retained profits at the end of the year	**19,182,588**	19,012,682

(ii) FOREIGN CURRENCY TRANSLATION RESERVE

Balance at beginning of year	**(3,499)**	13,105
Exchange differences arising on translating foreign operations	**6,834**	(16,604)
Balance at the end of the year	**3,335**	(3,499)

The reserve arises out of the translation of foreign operations functional currencies into the consolidated entity presentation currency of AUD$.

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14. PROPERTY, PLANT AND EQUIPMENT

	2025	2024
	$	$
LAND - At cost	**4,928,773**	2,746,815
BUILDINGS – At cost	**7,308,706**	5,736,407
- Accumulated depreciation	**(1,383,341)**	(1,254,000)
	5,925,365	4,482,407
TOTAL LAND AND BUILDINGS	**10,854,138**	7,229,222
PLANT & MACHINERY – At cost	**830,335**	943,534
- Accumulated depreciation	**(757,864)**	(877,115)
	72,471	66,419
FIXTURES AND FITTINGS – At cost	**4,784,084**	4,807,787
- Accumulated depreciation	**(3,393,654)**	(3,371,336)
	1,390,430	1,436,451
MOTOR VEHICLES – At cost	**842,783**	633,102
- Accumulated depreciation	**(491,491)**	(415,268)
	351,292	217,834
TOTAL – Cost	**18,694,681**	14,867,645
- Accumulated depreciation	**(6,026,350)**	(5,917,719)
NET BOOK VALUE	**12,668,331**	8,949,926

MOVEMENT IN CARRYING AMOUNTS	**Freehold Land**	**Buildings**	**Plant & Machinery**	**Fixtures & Fittings**	**Motor Vehicles**	**TOTAL**
	$	$	$	$	$	$
2025						
Balance at beginning of year	2,746,815	4,482,407	66,415	1,434,646	219,643	8,949,926
Additions	2,181,958	1,572,299	40,287	354,896	227,681	4,377,121
Disposals	-	-	-	-	-	-
Depreciation expense	-	(129,341)	(34,231)	(399,112)	(96,032)	(658,716)
Carrying amount at end of year	4,928,773	5,925,365	72,471	1,390,430	351,292	12,668,331
2024						
Balance at beginning of year	2,746,815	4,601,731	113,026	1,130,945	127,129	8,719,646
Additions	-	-	-	692,557	159,356	851,913
Disposals	-	-	-	-	-	-
Depreciation expense	-	(119,324)	(46,611)	(388,856)	(66,842)	(621,633)
Carrying amount at end of year	2,746,815	4,482,407	66,415	1,434,646	219,643	8,949,926

14(i) RIGHT OF USE ASSETS

	2025	2024
	$	$
BUILDINGS	**884,759**	1,050,118
- Accumulated amortisation	**(546,077)**	(674,845)
	338,682	375,273
MOTOR VEHICLES	**149,510**	149,510
- Accumulated amortisation	**(94,517)**	(58,529)
	54,993	90,981
Total	**393,675**	466,254

MOVEMENT IN CARRYING AMOUNTS	**Buildings**	**Motor Vehicles**	**TOTAL**
	$	$	$
COSTS			
Balance at beginning of year	1,050,118	149,510	1,199,628
Additions	-	-	-
Disposals	(165,359)	-	(165,359)
Balance at 30 June 2025	884,759	149,510	1,034,269
ACCUMULATED AMORTISATION			
Balance at beginning of year	674,845	58,529	733,374
Amortisation for the year	347,948	35,988	383,936
Disposals for the year	(476,716)	-	(476,716)
Balance at 30 June 2025	546,077	94,517	640,594
Carrying amount at 30 June 2025	338,682	54,993	393,675

15. TRADE AND OTHER PAYABLES

	2025	2024
	$	$
CURRENT		
Trade Payables	**4,892,992**	4,879,676
Sundry Payables and accrued expenses	**2,182,448**	1,819,558
	7,075,440	6,699,234

The average credit period on purchases of goods is 35 days. No interest is charged on trade payables. The consolidated entity has financial risk management policies in place to ensure that all payables are paid within the credit time frame.

15(i) BORROWINGS

CURRENT		
Bank Loans (secured)	**-**	-
NON CURRENT		
Bank Loans (secured)*	**4,900,000**	-
Total Borrowings	**4,900,000**	-

*Cash on deposit of $1,500,000 has been offset against loan under the multi-option facility at 30 June 2025.

Refer Note 24(iii) for details of financing arrangements.

16. PROVISIONS

	2025	2024
	$	$
CURRENT		
Employee benefits	**1,337,665**	1,307,126
NON-CURRENT		
Employee benefits	**140,639**	143,353
Aggregate liability for employee entitlements	**1,478,304**	1,450,479
Current employee entitlements not expected to be paid in the next 12 months	**668,833**	653,563

17. SUBSIDIARIES

Details of the Group's subsidiaries at the end of the reporting period are as follows

	Notes	Ownership Interest	
		2025	2024
		%	%
EMBELTON LIMITED			
CONTROLLED ENTITIES			
G. P. Embelton & Co. Pty. Ltd.	a	**100**	100
Windolite (Australia) Pty. Ltd.	a	**100**	100
Wood Flooring Wholesale Pty. Ltd. as trustee for Wood Flooring Unit Trust	a	**100**	100
Embelton Contracting Pty. Ltd.	a	**100**	100
Embelton Engineering Pty. Ltd.	a	**100**	100
Modern Commercial Projects Pty. Ltd.	a	**100**	100
Embelton Singapore Pte. Ltd.	a	**100**	100
Embelton Timber Services Pty. Ltd.	a	**100**	100
Embelton (Shanghai) Trading Co. Ltd.	a	**100**	100
Embelton UK Ltd.	a	**100**	100
Flooring Pty. Ltd	a	**100**	100

a. With respect to controlled entities, the only class of share issued is ordinary. All controlled entities are incorporated in Australia and operate in Australia, with the exception of Embelton Singapore Pte Ltd, Embelton (Shanghai) Trading Co. Ltd and Embelton UK Ltd, which are incorporated in Singapore, China and United Kingdom respectively. All controlled entities are included in the tax consolidated group referred to in Notes 2d and 6, with the exception of Embelton Singapore Pte Ltd, Embelton (Shanghai) Trading Co. Ltd and Embelton UK Ltd.

18. KEY MANAGEMENT PERSONNEL COMPENSATION

The key management personnel of Embelton Limited during the year were:

G R Embelton	Chairman
J J Embelton	Managing Director
J R Baldwin	Non-executive Director
E P Galgano	Company Secretary

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18. KEY MANAGEMENT PERSONNEL COMPENSATION (CONTINUED)

The aggregate compensation of key management personnel of the consolidated entity and company is as follows:

	2025	2024
	$	$
Short term employment benefits	**757,619**	837,271
Post-employment benefits	**64,115**	59,816
	821,734	897,087

Details of key management personnel compensation are disclosed in the Remuneration Report that forms part of the Directors' Report.

19. LEASE LIABILITY

CURRENT - Lease liability	**217,116**	315,489
NON CURRENT - Lease liability	**198,228**	124,338
Total Lease Liability	**415,344**	439,827

20. RELATED PARTIES

Key Management Personnel

Details of key management personnel compensation, superannuation and retirement payments are set out in the Remuneration Report that forms part of the Directors' Report.

No Director has entered into a material contract with the Company or the consolidated entity since the end of the previous financial year and there were no material contracts involving Directors' interest existing at year end.

The interests of each key management person and their related parties in the share capital of the Company during the year are set out in the remuneration report.

Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Loans to and from related parties

No loans have been received or provided to key management personnel.

21. SEGMENTAL INFORMATION

Identification of reportable segments

The group has identified its operating segments based on the internal reports that are reviewed and used by the Managing Director (the chief operating decision maker) in assessing performance and in determining allocation of resources.

The operating segments are identified by management based on the geographical segmentation. Discrete financial information about each of these operating businesses is reported to the Managing Director on at least a monthly basis.

The reportable segments are based on aggregated operating segments determined by the similarity of the services provided, as these are the sources of the Group's major risks and have the most effect on the rates of return.

The reportable segments identified have not changed from those identified previously.

Reportable segments

Merchandising
Comprises the sale of flooring and accessory products, various vibration control devices, building materials, industrial cork, rubber products and metal fabrications.

Commercial/Contracting
Comprises the sale and installation of flooring and flooring accessories, and certain engineering products in commercial projects.

Manufacturing
Manufacturing operations supply to both market segments.

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21. SEGMENTAL INFORMATION (CONTINUED)

Business Segments

	Merchandising	Contracting and Commercial	Manufacturing	Consolidated
	($'000)	($'000)	($'000)	($'000)
(i) 2025				
Revenue				
Sale of Goods and Services	25,786	33,141	6,226	65,153
Elimination on Consolidation	-	-	(6,179)	(6,179)
Total Segment Revenue	25,786	33,141	47	58,974
Results				
Segment results	1,315	564	(67)	1,812
Unallocated expenses				(447)
Total Operating Profit before income tax				1,365
Income tax expense				(440)
Total Operating Profit after income tax				925
Assets				
Segment assets	14,230	18,942	1,229	34,401
Unallocated assets				1
Total Assets				34,402
Liabilities				
Segment Liabilities	4,844	7,872	1,345	14,061
Unallocated Liabilities				-
Total Liabilities				14,061
Other				
Acquisition of non-current assets	3,903	459	15	4,377
Depreciation of non-current assets	239	405	15	659
(ii) 2024				
Revenue				
Sale of Goods and Services	21,844	47,726	7,355	76,925
Elimination on Consolidation	-	-	(7,101)	(7,101)
Total Segment Revenue	21,844	47,726	254	69,824
Results				
Segment results	556	1,599	39	2,194
Unallocated expenses				(385)
Total Operating Profit before income tax				1,809
Income tax expense				(548)
Total Operating Profit after income tax				1,261
Assets				
Segment assets	11,712	16,446	1,067	29,225
Unallocated assets				80
Total Assets				29,305
Liabilities				
Segment Liabilities	1,946	6,084	869	8,899
Unallocated Liabilities				241
Total Liabilities				9,140
Other				
Acquisition of non-current assets	218	634	-	852
Depreciation of non-current assets	165	442	15	622

22. INTANGIBLES

	2025 $	2024 $
(i) GOODWILL		
Cost less impairment	**330,154**	330,154
Cost less impairment		
Balance at beginning of year	**330,154**	330,154
Impairment expense for the year	**-**	-
Balance at end of year	**330,154**	330,154

Allocation of goodwill to cash-generating units
Goodwill has been allocated for impairment testing purposes to the Modern Commercial Flooring cash-generating unit defined as a business operation representing the lowest level within the entity at which the goodwill is monitored for internal management purposes and not a reportable segment.

The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a post tax discount rate of 11.93% per annum (2024- 11.96%).

Cash flow projections during the budget period reflect compounding annual revenue growth of 2.5% per annum (2024 - 2.5%) and the same expected gross margins and expense price inflation throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 2.0% per annum (2024 - 2.0%) growth rate which is the projected long-term average growth rate for the construction market. The directors have considered sensitivities associated with the key assumptions disclosed above, and recognised that changes in these key assumptions could potentially result in the remaining carrying amount of goodwill being impaired.

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23. FINANCIAL INSTRUMENTS

Capital Risk Management
The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group adopts a conservative capital management approach by financing its operating activities through cash generating operations and by controlling debt.

The Group's overall strategy remains unchanged from 2024.

Operating cash flows are used to maintain and expand the Group's operations as well as to manage the routine outflows of tax and dividends. The Group's principal financial instruments comprise cash, deposits at call, receivables, other financial assets, external debt and payables.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market price risk (currency risk and interest rate risk).

a. Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Group comprises two types of risk: market interest rates (interest rate risk) and foreign exchange rates (currency risk). There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

b. Credit risk
The Group and Company's maximum exposure to credit risk at balance date in relation to each class of recognised financial asset is the carrying value of those assets as indicated in the balance sheet.

Credit risk in trade receivables is minimised by:
- having 30 day payment terms,
- close monitoring of all overdue balances by senior management, and
- providing credit insurance for all active accounts over $5,000 (2024 - $10,000).

Cash balances and short term deposits are maintained with the Commonwealth Bank.

The carrying amount of financial assets in this financial report represents the Group and Company's maximum exposure to credit risk at reporting date.

c. Categories of financial instruments

	2025	2024
	$'000	$'000
Financial Assets at amortised cost		
Cash and cash equivalents	**97**	1,827
Trade receivables	**8,155**	6,944
Other receivables	**589**	635
Financial Liabilities at amortised cost		
Trade and sundry payables	**7,075**	6,699
Borrowings	**4,900**	-
Lease liability	**415**	440

d. Interest rate risk

Interest rate risk is the risk that the market value of the Group's investments will be adversely affected by fluctuations in interest rates. The Group's and the Company's exposure to interest rate risk and the effective return on its financial assets and liability is summarised below:

Interest Rate Sensitivity Analysis
The sensitivity analysis below has been determined based on exposure to interest rates for non-derivative instruments at the reporting date and the stipulated change taking place at the beginning of the financial year end held constant throughout the reporting period.

At reporting date if interest rates had been 25 basis points higher or lower and all other variables were held constant Group net profit would vary by $6,594 (2024 - $9,955).

23. FINANCIAL INSTRUMENTS (CONTINUED)

e. Currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates within Australia and imports certain inventory items from overseas in transactions dominated in foreign currency. Exchange rate exposure is managed utilising forward foreign exchange contracts. The value of the groups foreign currency denominated monetary liabilities at the reporting date are US$ 199,398 (2024 - US$ 246,683) and Euro 2,678 (2024 - 57,407) at the reporting date the group has foreign currency of forward contracts outstanding for this amount at an average exchange rate of US$0.6491 (2024 - $0.6643).

Foreign Currency Sensitivity
The Group is mainly exposed to USD and Euro currencies. The following table sets out the Group's sensitivity to a 5% variation in the Australian dollar against the relevant foreign currencies. The analysis includes all trade payables outstanding at year end.

	USD Impact		Euro Impact	
	2025	2024	**2025**	2024
	$	$	**$**	$
Profit would vary by	**6,530**	8,176	**64**	1,778

f. Fair values
There is no material difference between the carrying amounts of financial instruments at amortised cost and the fair values of financial assets and liabilities.

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

g. Liquidity risk
Liquidity risk is the risk that the Group will have insufficient liquidity to meet its obligations as they fall due. All non-related payables are non-interest bearing and standard settlement terms apply. This risk is managed by regularly monitoring liquid reserves and obligations falling due and by holding cash and deposits at call.

The Group and Company manages liquidity risk by maintaining adequate cash reserves sufficient to pay intercompany loans. This is done by continually monitoring forecast and actual cashflows and matching the maturity profiles of financial assets and liabilities classed as financial instruments.

CONSOLIDATED

	Weighted Average Interest Rate	**Less than 1 year**	**1-5 Years**	**5+ years**
	%	$'000	$'000	$'000
2025				
Assets				
Trade and other receivables	-	8,744	-	-
Liabilities				
Trade and other payables	-	7,075	-	-
Borrowings	**4.0%**	**-**	4,900	-
Lease liability	**6.04%**	**217**	**198**	-
2024				
Assets				
Trade and other receivables	-	7,579	-	-
Liabilities				
Trade and other payables	-	6,699	-	-
Borrowings	**4.5%**	**-**	-	-
Lease liability	**6.39%**	**315**	**124**	-

24. NOTES TO THE STATEMENT OF CASH FLOWS

(i) Reconciliation of Cash
For the purposes of the Statement of Cash Flow, cash includes cash and cash equivalents on hand and at bank and short term deposits at call, net of outstanding bank overdrafts. Cash as at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the balance sheet as follows:

	2025	2024
	$	$
Cash and cash equivalent	**7,900**	7,900
Cash at Bank	**89,066**	1,819,379
	96,966	1,827,279

(ii) Reconciliation of Profit for the period to Net Cash provided by Operating Activities

Profit for the period	**925,156**	1,260,511
Depreciation and Amortisation	**1,042,652**	1,007,765
Profit on sale of property, plant and equipment	**(14,091)**	(11,455)
Net bad debts written off	**-**	-
Net Cash Provided by Operating Activities before changes in Assets and Liabilities	**1,953,717**	2,256,821
Change in Assets and Liabilities during the financial year:		
(Increase)/Decrease in assets:		
Trade receivables	**(1,211,533)**	2,866,566
Inventory	**(2,119,391)**	6,540,339
Other current assets	**45,826**	105,300
Deferred tax asset	**22,480**	(47,714)
(Decrease)/Increase in liabilities:		
Income taxes payable	**(292,466)**	376,140
Trade payables	**13,316**	(31,597)
Sundry payables	**362,890**	(3,172,832)
Provisions	**(314,425)**	(255,071)
Deferred tax liability	**14,309**	12,356
Net Cash (Used in)/provided by Operating Activities	**(1,525,277)**	8,650,308

(iii) FINANCING ARRANGEMENTS

The group has access to various facilities to cater for its Overdraft, Loans and Bank Guarantees to a maximum of $12,400,000 (2024 - $10,000,000) which, after allowing for outstanding Overdraft, Bank Guarantees and Loans, left an unused facility of $4,347,000, (2024 - $4,513,000) at year end. The bank overdraft is part of our facility and is subject to annual review. The bank facilities and loans are secured by a registered mortgage over freehold land and buildings with a carrying amount of $8,114,091 (30 June 2024: $4,453,268) situated at 147-149 Bakers Road, Coburg, 5/5 Irene Avenue, Coburg North and 39-41 John Street, Oakleigh, together with a floating charge over receivables. This facility expires in May 2028 and there is no reason to believe that this facility will not be rolled over. The Group is not allowed to pledge these assets as security for other borrowings or to sell them to another entity. The Group was in compliance with all bank covenants at 30 June 2025.

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25. PARENT ENTITY INFORMATION

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer note 2 for a summary of the significant accounting policies relating to the group.

Financial position	**2025**	2024
	$	$
Assets		
Current assets	**-**	-
Non-current assets	**16,131,572**	17,017,026
Total assets	**16,131,572**	17,017,026
Liabilities		
Current liabilities	**137,821**	455,967
Non-current liabilities	**-**	-
Total Liabilities	**137,821**	455,967
Net assets	**15,993,751**	16,561,059
Equity		
Issued capital	**1,155,970**	1,155,970
Retained earnings	**14,837,781**	15,405,089
Total equity	**15,993,751**	16,561,059
Financial performance		
Profit for the year	**187,942**	8,570,920
Other comprehensive income	**-**	-
Total comprehensive income	**187,942**	8,570,920
Contingent liabilities of the parent entity	-	-

26. SUBSEQUENT EVENTS

No significant events, apart from the following, have occurred since the balance date which would impact on the financial position of the Group at 30 June 2025 or the results for the period ended on that date, or may do so in future years.

A final fully franked ordinary dividend of 20.0 cents per share was declared by Directors on the 20 August 2025.

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4 STATUTORY INFORMATION

BRIGHTON GRAMMAR SCHOOL

Three Rooftop Sports Courts Isolated from Main Building Structure by OXL Spring System

DIRECTORS' DECLARATION

The Directors declare that:

a. in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

b. In the Directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 2 to the financial statements;

c. in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;

d. The information disclosed in the attached consolidated entity disclosure statement is true and correct; and

e. the Directors have been given the declarations required by s.295A of the Corporations Act 2001.

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

On behalf of the Directors

G R Embelton

Chairman

19 September 2025

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EMBELTON LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

AS AT 30 JUNE 2025

ENTITY NAME	ENTITY TYPE	PLACE FORMED/COUNTRY OF INCORPORATION	OWNERSHIP INTEREST	TAX RESIDENCY
G. P. Embelton & Co. Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Windolite (Australia) Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Wood Flooring Wholesale Pty. Ltd. as trustee for Wood Flooring Unit Trust	Body Corporate	Australia	100.00%	Australia
Embelton Contracting Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Embelton Engineering Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Modern Commercial Projects Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Flooring Pty. Ltd	Body Corporate	Australia	100.00%	Australia
Embelton Timber Services Pty. Ltd.	Body Corporate	Australia	100.00%	Australia
Embelton Singapore Pte. Ltd.	Body Corporate	Singapore	100.00%	Singapore
Embelton (Shanghai) Trading Co. Ltd.	Body Corporate	China	100.00%	China
Embelton UK Ltd.	Body Corporate	United Kingdom	100.00%	United Kingdom

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STATUTORY DIRECTORS' REPORT

Your Directors present their report on the Company and its subsidiaries for the financial year ended 30 June 2025.

DIRECTORS

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

Mr G R Embelton
Mr J J Embelton
Mr J R Baldwin

The Directors were directors for the whole of the year unless otherwise stated.

COMPANY SECRETARY

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

Mr E P Galgano

PRINCIPAL ACTIVITIES

The principal activities of the consolidated entity during the year comprised the manufacture, distribution and installation of flooring products and services, structural noise and vibration control systems, metal fabrication, rubber and cork sheeting, and other industrial products. There has been no significant change in these activities during the year.

OPERATING RESULTS

The consolidated profit of the consolidated entity after providing for income tax and eliminating outside equity interests amounted to $925,156 (2024: $1,260,511).

DIVIDENDS

	2025	2024
	$	$
Dividends paid or declared for payment in respect of the financial year are as follows:		
An interim fully franked ordinary dividend of 15.0 cents per share (2024 – 15.0 cents) was paid on 11 April 2025 (2024 - 12 April)	**323,680**	323,680
A final fully franked ordinary dividend of 20.0 cents per share (2024 – 20.0 cents) was declared by Directors on the 20 August 2025	**431,570**	431,570
	755,250	755,250

CHANGE IN STATE OF AFFAIRS

During the financial year, there was no significant change in the state of affairs of the consolidated entity other than those referred to in the financial statements or notes thereto.

EVENTS AFTER BALANCE DATE

No significant events, apart from the dividend referred to above, have occurred since the balance date which would impact on the financial position of the Group at 30 June 2025 or the results for the period ended on that date, or may do so in future years.

ENVIRONMENTAL ISSUES

Operations of the consolidated entity are subject to regulation under environmental legislation in many aspects of its businesses. Operating entities monitor compliance with environmental regulations to maintain a safe and healthy working environment at all times.

The directors are not aware of any significant breaches or non-compliance with such regulations during the period covered by this report.

DIRECTORS

The Directors in office at the date of this report, their shareholdings, qualifications and experience are set out below.

George Embelton, BE, FIEAust
Mr Embelton was appointed Chairman in 1984.

James Embelton, BA
Appointed Non-Executive Director in April 2008.

Appointed Managing Director in November 2010.

Prior to joining the company as Managing Director, Mr Embelton had 15 years' experience in financial services most recently with Macquarie Group Limited, where he was a Division Director. Earlier he spent ten years in the North American Financial Services Sector, including time as a Director for Legg Mason in Toronto, responsible for business development with Financial Institutions and Pension Funds. Prior to this Mr Embelton was Associate Vice-President for AIC Mutual Funds. He completed a Bachelor of Arts from Monash University in 1992, has completed the Canadian Securities Institute designation and completed the first level of the Chartered Financial Analyst Program in 2004.

Ross Baldwin, DipCE, FIEAust
Appointed Non-Executive Director in 2002.

Mr Baldwin consults to clients involved in all aspects of development, construction, operation and maintenance of major infrastructure projects. He also specialises in advising on projects in the Asian region, having been resident there for eleven years, during which time he occupied key positions including Director and/or Managing Director with companies which undertook significant infrastructure and mining projects.

He is a director, past Chairman and principal of Flagstaff Consulting Group and a director of Flagstaff PCM. He is also a former Managing Director of John Holland Asia, former Director of the Overseas Projects Corporation of Victoria and the Mayfair Hanoi Joint Venture.

Mr Baldwin is considered an independent director.

MEETINGS OF DIRECTORS

The number of Directors' meetings and number of meetings attended by each of the Directors of the Company during the financial year are:

Directors' Meetings

	Meetings attended	Meetings eligible to attend
G R Embelton	6	6
J J Embelton	6	6
J R Baldwin	6	6

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REMUNERATION REPORT (AUDITED)

This outlines the remuneration arrangements for directors and executives of Embelton Ltd. Remuneration of directors and key management personnel is referred to as compensation as defined in AASB 124 "Related Party Disclosures".

Directors' and executives' relevant shareholdings

	Balance at 30.06.23	Received as Compensation	Other Changes	Balance at 30.06.24	Received as Compensation	Other Changes	Balance at 30.06.25
Directors							
G R Embelton	1,004,433	-	1,654	1,006,087	-	-	1,006,087
J J Embelton	31,877	-	-	31,877	-	-	31,877
J R Baldwin	6,535	-	-	6,535	-	-	6,535
Executives							
E P Galgano	-	-	-	-	-	-	-

Remuneration Policy

The Company has an established policy for determining the nature and amount of emoluments of Board Members and Senior Executives of the Company to align remuneration with the creation of shareholder value. The remuneration structure for the Senior Executives, including the Managing Director, seeks to emphasise payment for results. The objective of the reward scheme is both to reinforce the short and long terms goals of the Company and to provide a common interest between management and shareholders.

A review of the Group's operations during the year is included in the Directors' Report. The Board considers the remuneration of key management personnel to be appropriate given the results for the year.

Remuneration Committee

The Remuneration Committee comprises the Chairman and the non-executive Directors of the Company and is responsible for determining and reviewing compensation arrangements for the Directors, Managing Director and Senior Executives.

The Remuneration Committee assesses the appropriateness of the nature and amount of the remuneration of Directors and Senior Executives on an annual basis by reference to the relevant employment market conditions with the overall objective of ensuring maximum stakeholder return from the retention of a high quality board and executive team. Professional advice is taken when appropriate.

Remuneration Structure

In accordance with the ASX Corporate Governance Council Recommendations, the remuneration structure for the non-executive Directors are separate and distinct from that for Senior Executives.

Executive Directors and Senior Executives

The Company aims to reward executives with a remuneration package commensurate with their position and responsibilities with the Company and so as to:

- Reward executives for achievement of pre-determined key performance indicators;
- Link reward with the strategic goals and performance of the Company; and
- Ensure total remuneration is competitive by market standards.

Remuneration for Senior Executives and staff is reviewed annually by the Managing Director, using a formal performance appraisal process.

The remuneration structure is in two parts:
- Fixed remuneration; and
- Variable remuneration.

Fixed Remuneration comprises payroll salary, superannuation and other benefits. Some individuals have also chosen to sacrifice part of their salary to increase payments towards superannuation.

Variable Remuneration is based on a short-term incentive plan which is used to differentiate rewards based on performance and is assessed each year. The principal performance indicator of the short-term incentive plan relates to the Company's financial performance and individual achievement of specified goals, which may, for example, include accomplishment of growth initiatives.

The Remuneration Committee recommends to the Board adjustments to fixed remuneration each year based on the performance of individuals. In addition, the Committee reviews the performance and the remuneration of the Managing Director and recommends to the Board any short-term incentive payments and adjustments to his remuneration.

Non-Executive Directors

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

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting, to be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal share.

The Non-Executive Directors receive a fee for being a Director of the Company but no additional fees for sitting on or chairing committees.

Non-Executive Directors are encouraged by the Board to own shares in the Company (purchased by Non-Executive Director on market). It is considered good governance for directors to have an ownership interest in the Company on whose board he or she sits.

Employment Contracts of Directors and Senior Executives

Year ended:	30 June 2021	30 June 2022	30 June 2023	30 June 2024	30 June 2025
	$	$	$	$	$
Total Revenue	68,221,625	66,021,910	74,861,089	69,887,429	59,007,857
Net profit before tax	2,110,865	1,458,072	1,225,065	1,809,463	1,364,712
Net profit after tax	1,439,317	969,398	950,452	1,260,511	925,156
Share price at start of year	$10.00	$12.10	$10.00	$10.50	$9.48
Share price at end of year	$12.10	$10.00	$10.50	$9.48	$8.33
Interim Dividend*	20 cents	15 cents	10 cents	15 cents	15 cents
Final Dividend*	20 cents	20 cents	20 cents	20 cents	20 cents
Basic earnings per share	67 cents	45 cents	44 cents	58 cents	43 cents
Diluted earnings per share	67 cents	45 cents	44 cents	58 cents	43 cents
Total Dividends declared	40 cents	35 cents	30 cents	35 cents	35 cents

*Franked to 100% at 30% corporate tax rate

Composition of Key Management Personnel

Names and positions held of Company Directors and other key management personnel in office at any time during the financial year are:

Company Directors:

Mr G R Embelton	Chairman – appointed Chairman 1984
Mr J J Embelton	Director – appointed Managing Director 2010
Mr J R Baldwin	Director – Non-executive – appointed Director 2002

Executives:

Mr E P Galgano	Company Secretary - appointed September 2011

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Consolidated Entity and Company

	Short Term Employee Benefits						
	Salary & Directors Fees	LSL	Incentive Accrued for Current Period	Non-monetary Benefit	Post Employment Superannuation Benefits	Total	Proportion of Remuneration Performance Related
	$	$	$	$	$	$	
Company Non-Executive Directors' Remuneration Year ending 30 June 2025							
Mr J R Baldwin	25,000	-	-	-	-	25,000	-
	25,000	-	-	-	-	25,000	-
Year ending 30 June 2024							
Mr J R Baldwin	25,000	-	-	-	-	25,000	-
Mr M S Crabb	25,000	-	-	-	-	25,000	-
	50,000	-	-	-	-	50,000	-
Company Executive Directors and Specified Executives' Remuneration Year ending 30 June 2025							
Mr G R Embelton	67,500	1,500	-	7,377	7,763	84,140	-
Mr J J Embelton	420,068	6,174	65,000	-	29,932	521,174	12%
Mr E P Galgano	195,442	3,755	27,000	-	26,420	252,617	11%
	683,010	11,429	92,000	7,377	64,115	857,931	11%
Year ending 30 June 2024							
Mr G R Embelton	90,000	1,500	-	8,022	9,900	109,422	-
Mr J J Embelton	383,871	23,176	80,000	-	26,153	513,200	16%
Mr E P Galgano	205,011	3,446	42,245	-	23,763	274,465	15%
	678,882	28,122	122,245	8,022	59,816	897,087	14%

For the year under review, bonuses of $65,000 and $27,000 have been provided for Mr. J J Embelton and Mr. E P Galgano respectively (2024 – $80,000 and $42,245 respectively) following the Group's achievement of specified profit targets and the amount paid may be any amount up to a maximum amount or nil if targets are not achieved. The specified profit target was chosen as a means of aligning executive remuneration with the creation of shareholder value.

End of audited remuneration report.

INDEMNIFYING OFFICERS OR AUDITORS

During or since the end of the financial year the Company has paid premiums to insure all Directors and officers of the Company against liabilities for costs and expenses incurred by them in defending legal proceedings arising out of their conduct while acting in the capacity of officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The amount of the premium was $35,225 (2024 - $35,949).

The Company has not, during or since the end of the financial year, in respect of any person who is or has been the auditor of the Company or a related body corporate:

- indemnified or made any relevant agreement for indemnifying against a liability incurred as an auditor, including costs and expenses in successfully defending legal proceedings; or
- paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an auditor for the costs or expenses to defend legal proceedings; with the exception of the matters mentioned above.

PROCEEDINGS ON BEHALF OF COMPANY

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

The Company was not a party to any such proceedings during the year.

NON-AUDIT SERVICES

The Board of Directors is satisfied that the provision of non audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditors independence for the following reasons:

- all non-audit services are reviewed and approved by the Board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence as set out in the relevant professional and ethical standards.

The following fees for non-audit services were paid/payable to the external auditors during the year ended 30 June 2025:

Taxation services - preparation of income tax returns	$9,500
Total	$9,500

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AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 30 June 2025 has been received and can be found on page 48.

Signed in accordance with a resolution of the Board of Directors.

On behalf of the Directors

G R Embelton

Chairman

19 September 2025

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AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF EMBELTON LIMITED
ABN: 51 004 401 496

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2025 there have been:

(i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

(ii) No contraventions of any applicable code of professional conduct in relation to the audit.

MVAB Assurance

MVAB ASSURANCE
Chartered Accountants

W. Tarrant

WAYNE TARRANT
Partner

Signed at Melbourne this 19th day of September 2025

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ABN: 13 488 640 554

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EMBELTON LIMITED
ABN: 51 004 401 496

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMBELTON LIMITED

Report on the audit of the financial report

Opinion

We have audited the accompanying financial report, being a general purpose financial report of Embelton Limited (the Company) and Controlled entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes including a summary of material accounting policies, the consolidated entity disclosure statement and the directors' declaration.

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

(a) giving a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the year ended on that date; and

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

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

Recoverability of Inventory

At 30 June 2025 the group has recognised gross inventory at a cost of $12,200,626 against which there is a provision of $467,186. Estimation of net realisable value requires the directors to make certain judgements and estimates based on the age and condition of product lines, historical sales outcomes and forecast contract pipeline.

The estimation uncertainty increased over the last 4 years as a result of the post COVID-19 impacts on macroeconomic factors underlying the commercial segment pipeline , including increased material and labour costs ,restricted availability of labour and delays to commencement of contract works.

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How our audit addressed the key audit matter

Our procedures included, but were not limited to:

- Assessing management's processes and judgments applied in estimating the net realisable value of inventory;
- Testing on a sample basis, the ageing and cost of products at year end as key inputs into management's calculation of the provision for slow moving/obsolete inventory; and
- Evaluating management's judgements in estimating net realisable value by:
  - Comparing the carrying value of products to contracts for post year end sales, and
  - Comparing the value of aged inventory on hand to managements provisions, and
  - Obtaining an understanding of the contract pipeline and likely impact of any delays in projects specific inventory.
- We have also assessed the appropriateness of the disclosures in Note 11 to the Financial Statements.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025 but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Group are responsible for the preparation of:
a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001, and;*
b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001,* and

for such internal control as the directors determine is necessary to enable the preparation of:
a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
b) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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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 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

Further description of our responsibilities for the audit of the financial report is located at The Auditing and Assurance Standards Board Website at http://www.auasb.gov.au/Home.aspx. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 42 to 45 of the directors' report for the year ended 30 June 2025. In our opinion, the Remuneration Report of Embelton Limited and Controlled entities, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with 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.

MVAB Assurance

MVAB ASSURANCE
Chartered Accountants

W. Tarrant

WAYNE TARRANT
Partner

Signed at Melbourne this 19th day of September 2025

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ADDITIONAL STOCK EXCHANGE INFORMATION AS AT 29 AUGUST 2025
In accordance with the listing requirements of the Australian Associated Stock Exchange, the Directors state:

a. The number of holders of fully paid ordinary shares as at 29 August 2025 was 157 of which 61 held less than a marketable parcel (the marketable parcel is 499 and under).

b. Distribution of Shareholding

Range	No of Holders of Ordinary Shares	No of Shares
1 – 1,000 shares	83	25,638
1,001 – 5,000 shares	44	104,391
5,001 – 10,000 shares	7	49,683
10,001 – 100,000 shares	19	372,118
100,001 and over	4	1,606,027
	157	2,157,857

c. Percentage total holdings by or on behalf of the twenty largest shareholders is 90.146%.

Holder Name	Balance as at 31-08-2025	% of total
G R E Nominees Pty Ltd	592,094	27.439%
George Robert Embelton	413,993	19.185%
Mrs Elizabeth Margaretha Montgomery & Mrs Bridget Elizabeth Tomkins	404,000	18.722%
Mr Ian Peter Alexander	195,940	9.080%
Treasure Island Hire Boat	36,873	1.709%
Mr Norman John Levi & Ms Jillian Michele Levi	32,500	1.506%
Ms Carolyn Louise Hill	32,307	1.497%
Mr James John Embelton	31,877	1.477%
Jennifer Mary Shepherd	22,395	1.038%
Geoffrey Weston Cruse	21,105	0.978%
Mr Daniel Lawrence Hall	20,005	0.927%
Messent Pty Ltd	19,851	0.920%
Aviation Fuel Associates (Aust) Pty Ltd (The Fraser Super Fund A/C)	16,838	0.780%
Torquinet Pty Ltd (Sallie Super Fund A/C)	16.395	0.760%
Miss Bridget Elizabeth Montgomery	16,107	0.746%
Mrs Maxine Charlotte Stewart	16,000	0.741%
Ms Sallie Christina Hill	15,913	0.737%
Mr David Anthony Embelton	15,875	0.736%
Mr Robert Nicol Fraser	12,838	0.595%
Mr Frank Chung Lueung	12,322	0.571%
	1,945,228	**90.146%**
Total of Securities	**2,157,857**	

The following holdings are those stated in the register of substantial shareholdings GRE Nominees Pty Ltd 592,094, George Robert Embelton 413,993, Mrs Elizabeth Margaretha Montgomery & Mrs Bridget Elizabeth Tomkins (Elizabeth Montgomery S/F A/C) 404,000, Mr Ian Peter Alexander 195,940.

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EMBELTON GROUP PRODUCTS

Supply and installation of flooring, noise control systems, and industrial materials

Flooring and Consumer Products:

- Wooden parquetry flooring
- Prefinished and natural strip flooring
- Timber, Hybrid, Laminate and Vinyl Flooring
- Carpet
- Rubber and sports flooring
- Adhesives and finishes
- Other flooring accessories

Industrial and Construction Products:

- Structural noise and vibration isolation systems
- Anti-vibration mountings - springs and rubber
- Seismic restraints for resiliently mounted equipment
- Recycled and natural rubber sheets
- Spandex cork jointing
- Other jointing media
- Tube and Pipe bending
- Compressed cork sheets, blocks and rolls

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