ANNUAL REPORT 2025

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ACKNOWLEDGEMENT OF COUNTRY

MaxiPARTS Limited acknowledges the Traditional Custodians of the lands on which we operate and pays our respects to Elders past, present, and emerging. We recognise and value the enduring connection that First Nations peoples maintain with their lands and waters across Australia.

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Company Overview

MaxiPARTS Limited (ASX: MXI) is a leading provider within Australia's commercial vehicle and automotive sectors, servicing a diverse customer base across multiple industries. The company operates under two key brands: MaxiPARTS and Förch Australia.

MaxiPARTS is one of Australia's largest independent distributors of commercial vehicle parts, supplying truck and trailer parts to the road transport industry.

Förch Australia specialises in the distribution of workshop consumable products, primarily suited for automotive, trade and industrial companies, and is the exclusive Australian distributor of FÖRCH products.

Our people

MaxiPARTS Limited has approximately 420 employees who are dedicated to servicing our valued customers. We have some of the most experienced staff in Australia in both the commercial vehicle parts area and the workshop consumable and supplies sector.

Strategic supply partnerships

The Group has built a strong reputation and brand recognition by establishing strategic partnerships with industry-leading suppliers.

Environmental, social and governance

MaxiPARTS Limited priorities are to reduce our environmental impact, demonstrate robust governance and enhance diversity and inclusion in both our business and the industry in which we operate.

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Chair's Report

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Dear Shareholders,

As envisaged in our 2024 report, this year has been one of effective consolidation. After three years of solid growth driven by both acquisitions and organic projects it was time to ensure the benefits of these projects translated into sustainable financial returns. In hindsight this was achieved against quite a turbulent economic back drop.

We are very pleased with our progress in FY25 with year-on-year growth in revenue of 9.5%, EBITDA of 18.4%, NPBT from continued operations of 38% and EPS from continued operations of 43.9%. We also saw EBITDA margin improvement in line with our stated focus to reach double digits with the full year result of 10.2%.

These improved financial results have allowed us to declare an increased final dividend of 3.12 cps, resulting in a full year dividend of 6.17 cps, compared to last year's 5.14 cps, which has seen a payout ratio consistent with prior periods and at the top end of our stated range. We are pleased to be able to continue delivering to all our shareholders.

Each of the acquisitions is now embedded and delivering on its promises. The Japanese program resulting from the Truckzone acquisition continues to show strong year-on-year growth. The synergistic revenue growth from the Förch Australia acquisition has delivered improved margins. Integration of the IP business has reduced cost through some site synergies and supply chain optimisation and offered revenue growth with the expansion of the embedded site model into the East Coast.

Post year end we have taken further advantage of the Förch Australia opportunity by executing the call option to buy out the minority interests and extending our license agreement with Theo Förch GmbH & Co through to 2032. We are confident this business will deliver above market growth rates as we continue to execute our plan.

It was very pleasing to conclude the legal dispute with ATSG, the buyers of the trailer manufacturing group during the year. It cannot be denied this long-standing dispute was a distraction to management over time and we have seen the positive impact of allowing management to focus on the present and future rather than the past.

There have been some changes to our board during the year. Sadly, we farewelled Brendan York, the nominee of NAOS Asset Management Ltd as he moved into the role of CFO at IPH. As previously announced, Vince De Santis joined us in August 2025 as a nominee director for NAOS Asset Management Ltd.

Lastly, I would like to thank all our dedicated employees for their efforts to deliver on our strategy in a turbulent year, our customers for their ongoing support, and my fellow board members for their diligent governance.

Regards,

Mary Verschuer
Chair

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"Despite a turbulent economic backdrop, we delivered sustainable financial returns and double-digit earnings growth."

Managing Director's Report

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We entered FY25 expecting it to be a challenging and unpredictable market that we were going to be navigating. With this in mind, we set out to ensure that we remained responsive to our customer requirements and keeping focused on our organic strategic agenda.

Organic Strategy

- Continued focus on revenue and margin improvement initiatives from the Group's recent acquisitions and organic programs.
- Maintaining balance sheet flexibility to respond to market conditions and have an active capital management plan.
- Finalise integration activities relating to recent acquisitions, primarily around: IT, systems and support functions.
- Driving revenue and profit growth within the Förch Australia segment.

As the year came to a close, it is fair to say that over the course of FY25 that our end customer market was unpredictable and inconsistent across our national operations, with the following key items of note:

- Our Western Australia businesses continued to operate in a stronger market; and this had a larger benefit to the total Group due to the significant increase in revenue generated in the region following the acquisition of IP in November 2023.
- Our East Coast operations continued to see a slower market that saw overall transport activity impacted by a slowdown in the general economy on the back of the highly reported cost of living challenges.
- In addition to the geographic inconsistency, we also saw multiple weather events (cyclones and flooding) impacting trading across multiple sites, and additional slow-downs leading into and through holiday periods and with the Easter and Anzac holidays combining.
- Key customers with on-site operations, offered a mixed bag with some operators closing sites and others starting new sites, and we saw a significant slowdown in orders and production rates from our capital equipment customers.

Given the above challenges, it is extremely pleasing to see that the business both responded well to the daily challenges presented, as well as was able to focus on the delivery of a range of organic improvement projects as outlined below:

- Completed a version upgrade and then database consolidation of the main MaxiPARTS Operations ERP with little to no business disruption.
- Implemented an enhanced CRM/Sales system for the Förch Australia business.
- Grew our Japanese Parts sales by more than 15% year-on-year.
- Completed multiple East Coast site setups for customers associated with our on-site operations.
- Met or exceeded all the diversity targets the Group set in 2022 for the FY25 period.
- Completed a new site set up in the key WA market of Kalgoorlie that commenced trading in late July 2025.
- Grew the Förch Australia business by 13%, on a like-for-like basis, and the Group completed the buyout of the remaining 20% ownership stake in early July 2025.

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Our disciplined execution has built a strong foundation for continued growth in the years ahead.

The above not only contributed to the FY25 financial performance but ensures the business has a strong foundation to support further growth in upcoming periods.

Safety

Safety across all our operations, as always, remains our highest priority. In FY25 we recorded a 27% reduction in terms of overall TRIFR (22.4) and a 26% reduction in actual lost time and medical treated injuries. Despite the positive trends in these two stats, these lagging injury statistics remain well behind our expectations and targets.

The business did see a 60% improvement in injuries in H2 vs H1, demonstrating that the various cultural and procedural improvement projects initiated over the year are driving improvement that we expect to carry through into FY26 and beyond.

Financial Highlights

It was very pleasing to see that the focused efforts by the Group during the year translated into a substantial list of financial highlights for the year, including:

- Revenue of $267.1m **up 9.5%** versus pcp;
- EBITDA of $27.3m **up 18.4%** versus pcp;
- EBTIDA margin of 10.2% **increased by 70 bps** from pcp of 9.5%;
- EPS from continued operations 15.4 cps **up 43.9%** versus pcp;
- Operating cash flow performance of $23.0m, with cash **conversion rate of 84%**;
- A net debt **reduction of $8.7m** throughout the year;
- Extension of our Group debt facilities out to Sep-28 with lower fee structure; and
- A **20% increase on the full year dividend** vs. pcp.

The results achieved were a testament to both the MaxiPARTS Operations and Förch Australia divisions delivering on their key focus areas.

As outlined in the Director's report, at this point in time, we are expecting our end customer market to remain consistent with the current trends seen during FY25, and servicing our customer requirements remains our number one priority. With this as the backdrop for the year to come, the Group will continue to focus on delivery of growth via its organic revenue programs, manage cashflow and working capital to maintain balance sheet flexibility and continue the development of our people and systems.

Finally, the business could not have achieved what it has over the last year if it wasn't for the support of our ever-expanding customer base, supportive supply partners and dedicated employee's so I would like to thank all of them for their continued support.

Peter Loimaranta
Managing Director & CEO

FY25 Financial Highlights

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Revenue

$267.1m

Up $23.2m or 9.5% on FY24

EBITDA

$27.3m

Up $4.2m or 18.4% on FY24

NPBT from continuing operations

$12.7m

Up $3.5m or 38% on FY24

EBTIDA margin

10.2%

Up 70bps or 7.8% on FY24

Operating cash flow

$17.3m

Up $8.4m or 95.1% on FY24

EPS from continuing operations

15.4 cps

Up 4.7 cps or 43.9% on FY24

Net debt

$7.2m

Representing a leverage ratio of 0.3x. Decreased $8.7m or 54.8% on FY24

Final dividend (fully franked)

3.12 cps

Resulting in full year dividend of 6.17 cps. Up 1.03 cps or 20.0% on FY24

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Sustained Revenue and Profit growth over an extended period.

At the time of separation from the Trailer Solutions business in September 2021, MaxiPARTS had Revenue of $137.1m and mid-single digit EBITDA %. Greater than 15% of the Groups' revenue at this time was low margin revenue tied into the Trailer Solutions business.

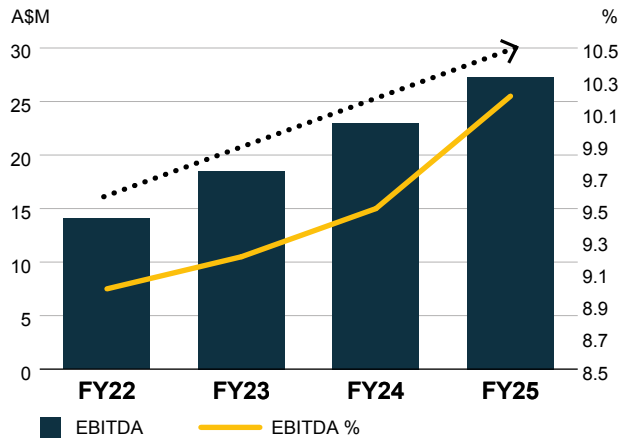
Revenue and EBITDA % growth has been achieved since the separations through the following initiatives:

- **Core acquisitions to MaxiPARTS operations, to enhance both geographical and product footprint;**
- **Addition of an adjacency revenue stream with higher margins (Förch Australia); and**
- **Implementation of a continued stream of organic projects for continued revenue and EBITDA % growth.**

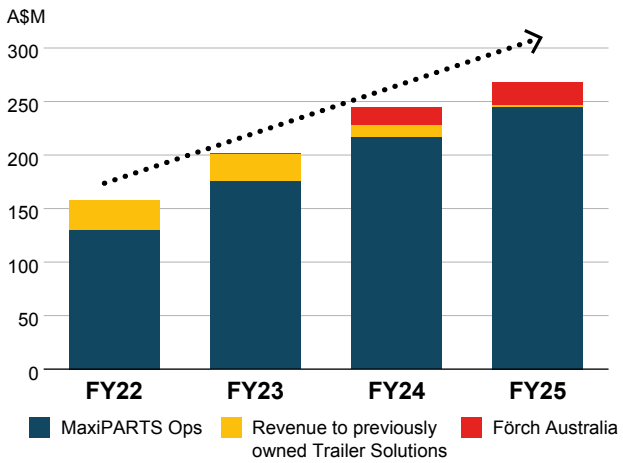
The EBITDA and Revenue growth (refer graphs), from FY22 is:

EBITDA CAGR growth of 25%
EBITDA margin of 10.2% achieved in FY25
Revenue CAGR of 19%
Revenue CAGR of 27% when excluding sales to the formerly owned Trailer Solutions division (now owned by Freighter Group)

EBTIDA/EBTIDA %



Revenue Growth



Operational Summaries

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MaxiPARTS

MaxiPARTS continues to solidify its position as one of Australia's leading independent commercial vehicle parts distribution companies, offering unmatched service and an extensive range of products to meet the diverse needs of the road transport sector. With over 30 strategically located branches across Australia and multiple embedded on-site operations, MaxiPARTS is uniquely positioned to deliver parts and solutions efficiently to customers on a local and national level.

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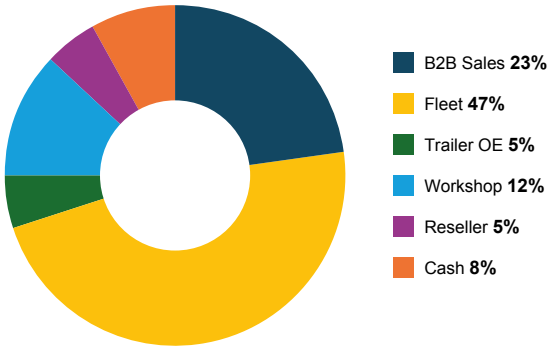
In July 2025, MaxiPARTS added to its network with the addition of a new store in Kalgoorlie, a key regional market in Western Australia.

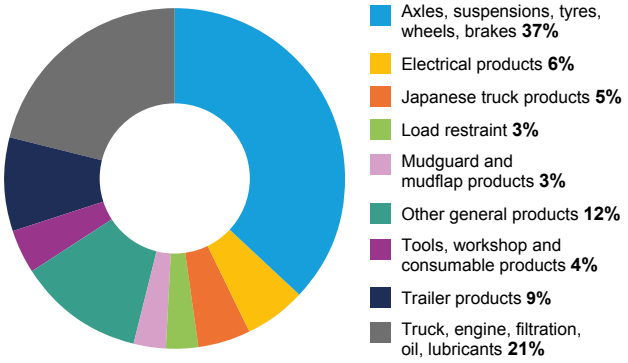
Following the acquisition of IP in November 2023, MaxiPARTS has seen a significant increase in the scale of its Western Australian business, store network and larger multi-site customer relationships. A store location in this market will enable us to better service these customers, as well as the broader Goldfields region.

MaxiPARTS' distribution network includes genuine parts from some of the world's most renowned brands, alongside one of the largest ranges of aftermarket commercial vehicle parts in the country. As one of Australia's largest importers of aftermarket commercial vehicle parts, MaxiPARTS ensures that customers have access to both quality and affordability. With more than 162,000 parts across the network and over 20,000 parts available to order online – MaxiPARTS provides flexibility and convenience in an increasingly digital landscape.

Revenue by Customer Type



Revenue by Product Classification



* Revenue data based on February to June 2025.

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Förch Australia is one of Australia's leading direct selling companies for workshop consumables with a strong focus on automotive and commercial vehicle workshops. The Company holds an exclusive distribution agreement with Theo FÖRCH GmbH & Co KG of Germany, which extends through to May 2032, ensuring a continued flow of over 80,000 premium quality products to Australian customers. The Group now owns 100% of Förch Australia, after acquiring the remaining 20% ownership stake in July 2025.

When acquired back in June 2023, Förch Australia was predominantly a Western Australia based business with a newly established Victorian distribution and sales network, alongside a Brisbane dealership. With the support of MaxiPARTS Limited, the Förch Australia business is now a truly national business operating with three strategically located distribution centres in Perth, Melbourne and Brisbane and a growing national sales team. Through this investment the business has achieved double digit revenue growth in each of the last two years, which is expected to continue into FY26 and beyond.

We continue to be extremely excited about the Förch Australia segment with a clear agenda to continue to build upon its success so far.

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Ongoing Diversity, Equity & Inclusion Commitment

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At MaxiPARTS Limited, we recognise the value that diversity brings to our business. We are committed to fostering an inclusive workplace where all individuals are respected, supported, and empowered. While we operate in a traditionally male-dominated industry, we firmly believe that all roles within our organisation can be performed by any qualified individual, regardless of gender or gender identity.

As of 30 June 2025:

Our Chair is female

50% of our Non-Executive Directors are female

40% of our Executive Leadership Team are female

FY23-FY25 Targets and Outcomes

In FY23, the Board and management team set a series of three-year diversity targets, as outlined in our Corporate Governance Statement. These targets were designed to focus on three priority areas:

1. Attraction of more female candidates to operational roles.
2. Strengthen the capability and career development of our people through inclusive training and resources.
3. Increase recruitment, retention and progression of female employees across key business functions.

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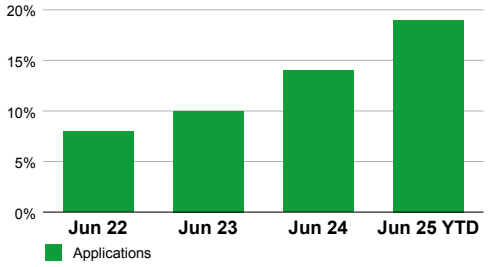
Attraction Targets

The Group set a target to increase female applications for operational roles to 15% by FY25. This target was exceeded, with female applications estimated at approximately 19% in FY25.

In addition, a comprehensive review of all workplace policies was undertaken, resulting in the adoption of gender-neutral and inclusive language across the policy suite. The revised policies were implemented company-wide and made accessible via the central HRIMS library, onboarding materials, and leader communications. An annual review cycle has been established to ensure these inclusive practices are maintained.

Female SEEK Applications – Sales & Operations



Development Targets

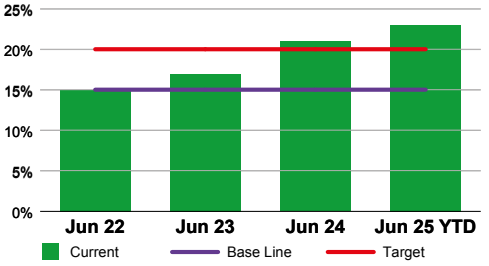
The goal was to ensure 100% completion by the Senior Management Team (SMT) and Branch Managers of core DEI training modules (SBS Program) in FY23, followed by recruitment training in FY24. In FY23, all SMT members and Branch Managers completed the DEI modules, supported by facilitated discussion sessions.

In FY24, the Group launched an internally developed Recruitment & Selection training program with a strong DEI focus, tailored for hiring managers. This program continues to be refined and expanded to remain fit for purpose and accessible to all employees.

Recruitment and Retention Targets

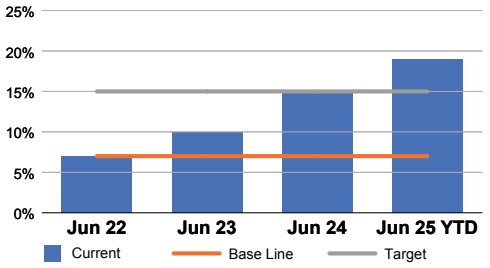
Targets were set to increase female representation in the total workforce to 20% by FY25 and to achieve 15% representation in Sales and Operational roles. Both targets were met, with continuous improvement recorded year-on-year.

Overall Female Representation



For the apprenticeship program, the goal was to appoint at least one-third female apprentices in year one, increasing to 50% by FY25. Although a short pilot program, participation was strong with 100% of apprentices in FY23 and 50% in FY24 being female. The program was paused in FY25 with no new intake during the year.

Sales & Operations Female Representation



Looking Ahead

Although the Group is not required to report under the Workplace Gender Equality Agency's (WGEA) Gender Equality Targets Instrument 2025, we have chosen to voluntarily align with these best practice standards. This proactive approach reflects an ongoing commitment to building a fair and balanced workplace.

Over the next three years, the Group will focus on the following WGEA-aligned areas, with supporting DEI targets approved by the Remuneration & Nomination Committee (RemCo) and the Board:

- **GEI1 – Gender Composition of the Workforce**
  Leadership Diversity: Increase overall female workforce representation to 30%, and increase female representation in Sales & Operations roles to 25% by the end of FY28.
- **GEI2 – Equal Remuneration Between Women and Men**
  Retention and Remuneration: Conduct annual gender pay gap analyses, report findings to the Board, and implement corrective actions to address any identified gaps.
- **GEI5 – Employee Consultation on Gender Equality Issues**
  Workplace Culture: Introduce an annual gender equality consultation process across the Group by the end of FY26, with results and action plans reported to the Board in the second half of each year.

The Group recognises that this journey is still in its early stages, and that there is significant progress to be made. MaxiPARTS remains committed to advancing diversity, equity and inclusion across all areas of the business, with a focus on measurable outcomes and transparent reporting.

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REPORT OF THE DIRECTORS

For the year ended 30 June 2025

Your Directors submit their report together with the consolidated financial report of MaxiPARTS Limited ACN 006 797 173 ("the Company") and its subsidiaries (together referred to as the "Group") for the year ended 30 June 2025 and the auditor's report thereon.

Directors

The names of Directors in office at any time during, or since the end of the financial year up until the time of approval of this report are:

Ms Mary Verschuer	(Chair since 12 May 2023, Director since 24 January 2019)
Mr Peter Loimaranta	(Managing Director since 6 September 2021)
Mr Gino Butera	(Director since 17 September 2021)
Ms Debra Stirling	(Director since 29 August 2022)
Mr Frank Micallef	(Director since 24 February 2023)
Mr Brendan York	(Director from 18 July 2024 to 11 June 2025)

Principal Activities

The principal activities of the Group during the year consisted of distribution and sale of commercial Truck and Trailer Parts (MaxiPARTS Operations); and distributor of workshop consumables, predominately focused on automotive and commercial vehicle workshops (Förch Australia).

Dividends

Fully franked dividends declared and paid during the financial year were as follows:

Date of Payment	Cents Per Share	Total Amount $'000
19-Sep-24	$2.57	1,418
20-Mar-25	$3.05	1,687

A fully franked final dividend of 3.12 cents per share has been proposed by the directors after reporting date for payment on 18 September 2025. The financial effect of this dividend has not been brought to account in the financial statements for the year ended 30 June 2025 and will be recognised in subsequent financial reports.

Events Subsequent to Balance Date

Subsequent to 30 June 2025 MaxiPARTS Limited has completed the buyout transaction for the remaining 20% of Förch Australia on 8 July 2025, with MaxiPARTS Limited owning 100% of Förch Australia as at this date. The transaction resulted in an outflow of cash for $2.2 million.

Apart from the item above and the dividend declared, there have been no other events subsequent to the reporting date which would have a material effect on the Group's financial statements for the year ended 30 June 2025.

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Report of the Directors continued

Environmental Regulation

The Group's environmental obligations are regulated under Local, State and Federal Law. All environmental performance obligations are internally monitored and subjected to regular government agency audit and site inspections. The Group has a policy of complying with its environmental performance obligations. No breach of any environmental regulation or law has been notified to the Group during or since the year ended 30 June 2025.

Significant changes in the state of affairs

Refer to commentaries outlined in the Operating & Financial Review.

Operating & Financial Review

In FY25, MaxiPARTS has delivered revenue of $267.1 million (FY24: $243.9 million), a growth of 9.5% compared to FY24. The revenue growth was achieved in part through the full year run-rate of the prior year acquired businesses (in Dec-23) of Independant Parts ("IP") and Förch Brisbane, as well as through continued investment in organic growth initiatives across both MaxiPARTS Operations and Förch Australia segments.

EBITDA of $27.3 million (FY24: $23.0 million excluding significant items), a growth of 18.4% on FY24, with EBITDA margins of 10.2% improving from 9.5% in FY24.

Net profit from continuing operations, before tax, amortisation, depreciation & interest of $13.5 million (FY24: $10.9 million excluding significant items) was up $2.6 million or 23.8% on FY24 and NPAT from Continued Operations of $8.8 million (FY24: $5.6 million) was up $3.2 million or 57% on FY24.

The table below summarises the Group's consolidated results for the FY25 and FY24 and bridges the referenced EBITDA to the statutory results.

	2025 $'000	2024 $'000
Revenue	267,130	243,883
EBITDA (excluding significant items)[1]	**27,294**	**23,049**
Depreciation and Interest	(13,773)	(12,129)
NPBTA (excluding significant items)[1]	**13,521**	**10,920**
Amortisation	(802)	(667)
Significant items*	–	(1,052)
NPBT from continuing operations	**12,719**	**9,201**
NPAT from continuing operations	**8,751**	**5,606**
NPAT from discontinued operations	(825)	(2,834)
Profit/(Loss) for the year	**7,926**	**2,772**

* Significant items relate to one-off transaction and integration costs for the acquisitions.

1. EBITDA excluding significant items and NPBTA excluding significant items are non-AASB financial measures per RG 230, which have not been subject to audit by the Group's external auditors. These measures are presented to enable understanding of the underlying performance in the comparative period of the Group by users.

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Report of the Directors continued

Operating and Financial Review – Segments

MaxiPARTS Operations

MaxiPARTS Operations sells commercial vehicle parts at both a wholesale and trade level in Australia. Wholesale customers are typically parts resellers and trailer manufacturers. The trade business sells parts to road transport operators as well as commercial vehicle service and repair providers in Australia under the MaxiPARTS brand. MaxiPARTS operated from 29 store locations and numerous embedded site operations throughout the course of the year.

In FY25, MaxiPARTS Operations segment achieved revenue of $246.7 million (FY24: $227.7 million), a growth of 8.4% compared to FY24. Underlying revenue growth for the segment was approximately 2%, with the remainder of the growth coming from full year run-rate of the acquired Independant Parts business (in Dec-23) and offset with the remaining drop off in sales to the formerly owned Trailer Solutions business. EBITDA of $24.6 million increased by 13.0% over pcp, and EBITDA margins of 10.0% improved by 0.4%.

The above was a pleasing result for the segment, with a very challenging and competitive end market across the full year landscape. The east coast of Australia remained a subdued market in the general transport sectors, and the division was able to maintain its revenue share through a diversified geographical footprint and through growth in its organic programs.

Förch Australia

Förch Australia is a distributor of workshop consumables, predominately focused on automotive and commercial vehicle workshops, and acts as an adjacent product segment to the MaxiPARTS Operations segment. Förch Australia holds an exclusive Australian distribution agreement for all FÖRCH product, with Theo FÖRCH GmbH & Co KG of Germany ("Australian Distribution Agreement"). MaxiPARTS held an 80% ownership stake in FY25, with the final 20% ownership stake being purchased by MaxiPARTS on the 8 July 2025. With the pending purchase of the final 20% ownership, the Australian Distribution agreement was extended from April 2030 through to May 2032.

In FY25, Förch Australia segment achieved revenue of $21.4 million (FY24: $16.9 million), a growth of 26.6% compared to FY24. Underlying revenue growth for the segment was approximately 13%, with the remainder of the growth coming from full year run-rate of the acquired Förch Brisbane business. EBITDA of $2.7 million (FY24: $1.3 million) increased by 112%, and EBITDA margins of 12.4% (FY24: 7.4%) improved by 5.0%. The strong EBITDA margin growth we have seen in this period is a result of the incremental margin from the revenue growth pull through. The higher segment margin continues to favourably reflect in the overall group EBITDA margins, even though still a relatively small percentage of the Group's total revenue.

The Förch Australia segment worked through very similar end customer environments as the MaxiPARTS Operations segment throughout the year, however, was able to achieve growth through return on investment in the sales and distribution network (investment stemming back to FY24 period) and to continue to gain market share from the DIY model workshop consumables market and larger competitors.

Profit (including Discontinued Operations)

The profit for the period, including discontinued operations, was $7.9 million (FY24: $2.8 million), an increase of $5.1 million to FY24. The Group's discontinued operations reported a loss of ($0.8 million) for the period, which included a final impairment of the loan receivable, offset with the release of the remaining unused customer warranty and other provisions as a result of the signed settlement deed with ATSG (as announced on 19 November 2024), and legal expenses incurred in relation to the litigation for the period. Furthermore, with the settlement of the legal dispute and end of the supply contract, the Group has had very limited trading with the Freighter Group since the end of the supply agreement at the end of August 2024, as expected and had been previously disclosed in the outlook for the Group.

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Report of the Directors continued

Financial Position

Investing and Financing Activities

The Group reported a closing net debt balance of $7.2 million, a decrease of $8.7 million from the year-ended 30 June 2024. This represents a leverage ratio of 0.3 times, which is well within the Group's capital management targets.

The Group's total Loan facility is $28.0 million and was drawn to $22.5 million as at 30 June 2025. The facility was extended during the period through to September 2028. The facility is sufficient to support the business in its current form, and the Group will look to apply free cash flow to further reduce the drawn debt during FY26.

The Group recognised a $2.2 million Financial Liability for the purchase commitments of minority interest in Förch Australia, representing the value of the remaining 20% ownership stake and the value of interest-free loans at year end. The transaction for the buyout was completed on 8 July 2025 for this value.

Cash Generation

Gross Operating cashflow of $17.3 million, or $23.0 million when excluding finance interest, taxes, discontinued operations and significant items, was generated from an EBITDA of $27.3 million, a cash conversion of 84% (FY24: Gross Operating Cashflow of $15.9 million; EBITDA $23.0 million, 69% cash conversion). Inventory increased during the period by $5.5 million to support the investment in the new MaxiPARTS store in Kalgoorlie, WA (scheduled to start trading in July 2025) and key organic programs. Cashflow from Operating activities of $17.3 million (FY24: $8.9 million) reflected a net reduction in outflows related to discontinued operations and significant items.

Risk

MaxiPARTS recognises that risk is inherent in its business and that effective risk management is essential to protecting and enhancing the business value and delivering the ongoing performance of the business.

The MaxiPARTS Audit & Risk Management Committee, a sub-committee of the Board, governs the framework and process for the identification and mitigation of material business risks.

Operational Risks

The Group identifies risk based on likelihood and materiality. By understanding and mitigating key risks, we can:

- Increase the likelihood of achieving our strategic goals and objectives;
- Improve our decision making and capital allocation; and
- Enhance corporate governance and regulatory compliance.

The key operational risks identified are as follows:

- Changes in economic conditions globally or in markets that MaxiPARTS operates in that has the potential to impact demand for MaxiPARTS products and services;
- Health and Safety of our people;
- MaxiPARTS key customer retention and competitiveness in marketplace;
- Increasing inflation and changes in interest rates that can impact MaxiPARTS profitability;
- Foreign exchange;
- Reliability, supportability and security of IT Systems and Cyber risks;
- Proficiency and stability of key business process and systems; and
- Finance and governance; management of working capital; an appropriate funding model; internal policies and procedures; changing regulatory environment and maintenance of proper licences to operate the business.

Management report to the Audit & Risk Management Committee on the ongoing status of controls and activities in place to mitigate each of these risks.

Report of the Directors continued

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Health & Safety

MaxiPARTS has continued its focus of improving health and safety outcomes for our people. Over the year, a large amount of our efforts was directed towards integrating the acquired businesses into our policies and processes.

Despite FY25 recording a 27% reduction in terms of overall TRIFR (22.4) and a 26% reduction in actual lost time and medical treated injuries, these lagging injury statistics remain well behind our expectations and targets.

The business did see a 60% improvement in injuries in H2 vs H1, demonstrating that the various cultural and procedural improvement projects initiated over the year are driving improvement that we expect to carry through into FY26.

Strategy

MaxiPARTS strategy focuses on four key pillars of activity being:

- Sales & Network;
- People;
- Operations; and
- Systems and Solutions.

The focused initiatives within these pillars are designed to not only drive growth in the business, but to ensure the foundations remain in place to support this growth over a sustained period.

The business will continue to implement a range of organic projects to enhance our key strategic pillars and continue to deliver the strategic benefits of recent acquisitions and complete integration activities.

Likely Developments and Expected Results of Operations

At this point in time, we are expecting our end customer market to remain consistent with the current trends seen during FY25:

- Soft general transport activity across the east coast of Australia;
- A sustained increase in competitive pricing pressures; and
- Pockets of buoyant markets in certain geographical locations and customer end markets, namely across Western Australia and mining logistics customers.

Following on from FY25, MaxiPARTS remains focused on:

- Organic programs anticipated to deliver continued growth in EBITDA margins into low double digits in the medium term;
  - Förch Australia revenue growth through sales force expansion and key customer focus;
  - Continued growth in the Japanese product range across the MaxiPARTS network; and
  - New MaxiPARTS store opening July 2025 in Kalgoorlie, leveraging existing customer relationships in the region.
- Maintaining balance sheet flexibility to respond to market conditions and having an active capital management plan; and
- Continual development of our people and systems to continue to position the group for sustained year on year growth.

The Group believes (as demonstrated in the FY25 results) the delivery of the above will continue to strengthen key financial metrics such as EBITDA/EBIT margins and improve the return on invested capital.

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Report of the Directors continued

Information of Directors

Name:	Ms Mary Verschuer
Title:	Chair, Independent Non-Executive Director (appointed Chair 12 May 2023, appointed Deputy Chair 27 April 2022, appointed as Director 24 January 2019).
Qualifications:	MA Research Methods, Macquarie University Fellow, AICD MBA, Macquarie University Master of Science and Society, University of New South Wales (history and philosophy of science) Bachelor of Applied Science (Chemistry), UTS
Experience & Expertise:	Ms Verschuer has over 25 years of global senior management experience across a range of industries, including leading the Minerals and Metals business for Schenck Process and the Asian business for Huhtamaki. In those roles, Ms Verschuer had responsibility for manufacturing, supply chain and sales operations in diverse geographies and cultures. Currently a NED at Redox Ltd a listed chemical distribution business (ASX:RDX), where she chairs the People and Safety Committee, Former NED and Chair of Audit and Risk at Forestry Corporation of NSW a state owned corporation managing NSW forests.
Special Responsibilities:	Chair of the Board. Member of: • Audit and Risk Management Committee. • Remuneration & Human Resources Committee. • Nomination Committee.
Other Current Directorships (ASX Listed Companies):	Redox Ltd (ASX:RDX)
Former Directorships (ASX Listed Companies previous 3 years):	Nil
Interest in Shares:	58,554 ordinary shares beneficially held
Interest in Performance Rights:	Nil

Report of the Directors continued

Name:	Mr Peter Loimaranta
Title:	Managing Director, Executive (appointed 6 September 2021)
Qualifications:	Former Chartered Accountant Bachelor Commerce, University of Queensland Graduate, AICD
Experience & Expertise:	Mr Loimaranta was appointed Managing Director and CEO of MaxiPARTS in 2021 following the divestment of the MaxiTRANS Trailer Solutions business. Before his current appointment, Mr Loimaranta held the roles of General Manager MaxiPARTS and Group General Manager – International. Prior to joining MaxiPARTS he held various finance and corporate development roles with global construction material companies Hanson and Holcim in Australia and various parts of Asia.
Special Responsibilities:	Nil
Other Current Directorships:	Nil
Former directorships:	Nil
Interest in Shares:	234,194 ordinary shares beneficially held
Interest in Performance Rights:	196,927 performance rights

Name:	Mr Gino Butera
Title:	Independent Non-Executive Director (appointed 17 September 2021)
Qualifications:	CPA Bachelor Economics, Accounting & Finance, Monash University Member, AICD
Experience & Expertise:	Mr Butera is an experienced executive with a distinguished career at Cummins Inc., one of the world's largest manufacturers and providers of diesel engines, alternative fuel powertrains and associated spare parts over multiple industrial end markets. Mr Butera's final role was based in the USA leading the Global Power Generation business for Cummins. During his career he has also worked in Australia, Africa, the Middle East and the USA including periods leading regions with some of Cummins largest spare parts distribution businesses.
Special Responsibilities:	Chair of the Remuneration & Human Resources Committee Member of: • Audit and Risk Management Committee • Nomination Committee
Other Current Directorships (ASX Listed Companies):	Nil
Former Directorships (ASX Listed Companies previous 3 years):	Nil
Interest in Shares:	50,000 ordinary shares beneficially held.
Interest in Performance Rights:	Nil

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Report of the Directors continued

Name:	**Ms Debra Stirling**
Title:	Independent Non-Executive Director (appointed 29 August 2022)
Qualifications:	Honorary Fellowship, Engineering, Monash University Graduate, AICD Bachelor of Arts, Government and Journalism, University of Queensland
Experience & Expertise:	Ms Stirling's executive career saw her hold various senior executive roles related to Corporate Affairs, Investor Relations, People and Culture, Communications and Environment at Newcrest Mining, Rinker, CSR, and Coles Myer. Ms Stirling is currently a NED of Scotch College and is a NED & Chair of the People, Culture and Remuneration Committee of Mission Australia. Ms Stirling previously sat on the Boards of Vicinity Centres Limited, Monash University Mining and Resources Advisory Board (Chair), MegaRail, the PNG Government, Lae Technical Training Centre of Excellence Task Force, and the Victorian Government Resources Roundtable.
Special Responsibilities:	Member of: • Remuneration & Human Resources Committee • Audit & Risk Management Committee • Nomination Committee
Other Current Directorships (ASX Listed Companies):	Nil
Former Directorships (ASX Listed Companies previous 3 years):	Nil
Interest in Shares:	20,408 ordinary shares beneficially held
Interest in Performance Rights:	Nil

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Report of the Directors continued

Name:	**Mr Frank Micallef**
Title:	Independent Non-Executive Director (appointed 24 February 2023)
Qualifications:	Fellow, CPA Australia Fellow, AICD Master of Accountancy, University of New England (AU) Graduate Diploma of Education, Melbourne University Bachelor of Business, Accounting, RMIT University
Experience & Expertise:	Mr Micallef has 25 years of Senior Management experience in various senior executive roles at several ASX 100 companies where he has been responsible for a range of functions including finance, legal and company secretarial, procurement, IT, and investor relations. Mr Micallef is currently a NED at Interplast Australia Ltd, an Australian and New Zealand charity focusing primarily on delivering reconstructive plastic surgery procedures and training in the Asia Pacific. Former NED of Fabchem Ltd (SGX) and Queensland Nitro Pty Ltd.
Special Responsibilities:	Chair of the Audit and Risk Management Committee Member of: • Remuneration & Human Resources Committee • Nomination Committee
Other Current Directorships (ASX Listed Companies):	Nil
Former Directorships (ASX Listed Companies previous 3 years):	Nil
Interest in Shares:	42,320 ordinary shares beneficially held
Interest in Performance Rights:	Nil

Name:	**Ms. Liz Blockley**
Title:	Company Secretary and Chief Financial Officer. Appointed to the position of Company Secretary on 19 May 2022.
Qualifications:	Bachelor Commerce, CPA, GIA (Affiliated)

Details of attendances by directors at Board and committee meetings during the year are as follows:

	Directors' Meetings		Audit & Risk Management Committee		Remuneration Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Mary Verschuer	10	10	6	6	3	3
Gino Butera	10	10	6	6	3	3
Debra Stirling	10	10	6	6	3	3
Frank Micallef	10	10	6	6	3	3
Brendan York	9	9	6	6	2	2
Peter Loimaranta	10	10	6	6	3	3

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Report of the Directors continued

Remuneration Report – Audited

Dear Shareholders,

On behalf of the Board, I am pleased to present the FY25 Remuneration Report. This report sets out the remuneration information for our Key Management Personnel ("KMP") and describes our approach to remuneration. Our remuneration approach has been set to align with our broader business strategy to grow the business and deliver shareholder value. Through short and long-term variable reward programmes, it aims to reward Executives for delivering target financial outcomes and improved shareholder value.

Gino Butera
Chair, Remuneration & Human Resources Committee

1. Approach to remuneration

MaxiPARTS' remuneration approach is set in line with the business and talent strategy in order to ensure MaxiPARTS attracts and retains the right talent to drive the business forward. The Executive package is based on three remuneration components, that make up the Total Remuneration Package (details of each component are explained in the table below). Our approach is reviewed every year to ensure that it is still relevant and competitive. During FY25 the approach was as follows:

Remuneration Component	Description	Objectives	Priorities & Conditions
Fixed	Includes fixed pay and superannuation.	Intended to be market competitive to attract and retain talented executives.	Based on skills and experience. Recognises level of the executive's contribution based on the size of the organisation.
Short-Term Incentive (STI)	A variable, at-risk cash incentive calculated by reference to current year performance (for continuing operations).	Designed to drive performance across Company priorities year on year.	3 key priorities were set around profit, operating cashflow and safety. This program is subject to the Group meeting its target net profit before ("NPBT") (MaxiPARTS continuing operations) before any incentive is payable.
Long-Term Incentive (LTI)	An annual equity based grant of Performance Rights which, if they vest on the achievement of specific three year performance hurdles, give the right to be issued a number of ordinary shares in the Company.	Designed to incentivise executives to manage the business in a way that drives sustainable long-term growth in shareholder value.	An Earnings Per Share (EPS) growth target for the 3 year period from date of grant. See section 3 below for further detail.

Report of the Directors continued

2. Alignment of FY25 variable remuneration outcomes to performance

Rem Component & Conditions	Link to Company Performance
STI – Drives annual Company performance against 3 priorities – NPBT, Operating Cashflow and Safety.	The net profit before tax hurdle was set on the MaxiPARTS continued operations and was achieved, leading to all performance targets being assessed on their actual result to target.
LTI – Economic Value added "EVA" & Earning Per Share "EPS" growth targets are set to drive Executives to manage the business in a way that creates long-term shareholder value.	The performance rights issued in FY23 lapsed this year as the actual EVA for the 3 year period was below the target EVA set for the measurement period.

3. Long-Term Incentive Program (LTI Program)

(a) Who participates?

At the discretion of the Board, senior managers and executive directors of the Company are invited to participate in the LTI Program.

(b) What type of awards are granted?

Performance rights are granted to participants. Each performance right will, on vesting and its exercise, entitle the holder to receive one fully paid ordinary share in the Company, which will rank equally with all other existing fully paid ordinary shares. The vesting and exercise of a performance right are subject to specific performance hurdles being met.

(c) How is the size of the award calculated?

An award of performance rights is calculated by reference to a participant's remuneration package. In FY25 the Managing Director received performance rights equal to 50% of their total fixed remuneration package. For other participating executives, the value of their performance rights ranged between 17.5% – 25% of their total fixed remuneration package.

(d) How is the number of rights to be awarded calculated?

The number of performance rights a participant receives is calculated on a "face value" basis by dividing the participant's performance right entitlement by the Company's share price. The share price is determined using the volume weighted average price (VWAP) over the first month of the financial year in which the rights are granted (i.e. for rights granted with a FY25 base, the July 2024 VWAP is used).

(e) What is the performance period?

Performance rights are tested over a three year measurement period. Awards made in FY25 will be tested over the period 1 July 2024 to 30 June 2027.

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Report of the Directors continued

(f) What is the performance hurdle?

The performance rights will vest and be exercisable only if the performance hurdle attached to the performance rights is satisfied.

For the FY24 and FY25 issues, the performance hurdle for all performance rights on issue is Earnings Per Share (EPS). The Performance Rights target set is to achieve 10% growth per annum over the respective 3-year vesting period. The FY25 actual EPS for the MaxiPARTS (continuing operations) business was 15.44 cents per share.

A sliding scale will apply for partial attainment of the performance hurdle. The minimum target is 5% growth in EPS per annum that must be achieved before any of the Performance Rights will vest, at which point 25% of the Performance Rights will vest. 100% of the Performance Rights will vest where the target EPS growth is fully achieved or exceeded.

For the FY23 issue, the performance hurdle for all performance rights on issue is Economic Value Added (EVA). The Performance Rights target set on grant was set to achieve a cumulative EVA target for the FY23 issue of $6.6 million over the respective three year vesting period. The target and result are measure on continuing operations and the target set to reflect a 6.5% compound annual improvement over the period.

A sliding scale will apply for partial attainment of the performance hurdle. The minimum target is 67% of the targeted improvement in EVA that must be achieved before any of the Performance Rights will vest, at which point 50% of the Performance Rights will vest. 100% of the Performance Rights will vest where the target EVA is fully achieved or exceeded.

The Board retain the option to exclude any significant and/or one-off items from its assessment of vesting conditions. The Vesting Date for the Performance Rights will be no later than one month after the announcement of the result for the year ended 30 June 2025, or such other date as the Company determines.

Any unvested performance rights will lapse.

(g) Other key features

The Board has discretion to determine award outcomes for participants in certain circumstances, such as when an executive retires or when exceptional circumstances exist.

4. FY25 LTI Outcomes

Performance rights granted in FY23 were tested against the EVA performance hurdle over the period 1 July 2022 to 30 June 2025 with an EVA target of $6.6 million. The minimum target was not meet and therefore, the Performance Rights granted in FY23 will not vest.

5. Managing Director Remuneration mix

The Managing Director's, Mr P Loimaranta, total annualised available remuneration of $1,119,657 ("TAR") consists of:

- Fixed component of $533,170 (Total employment cost 'TEC' inclusive of superannuation and allowances) with;
- STI component, comprising 60.0% of TEC; and
- LTI component, comprising 50.0% of TEC.

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Report of the Directors continued

6. FY25 Managing Director STI Outcomes

The Managing Director's, Mr P Loimaranta, STI for FY25 are summarised below:

Objective	Measure	STI Weighting	Performance
Overall hurdle	Deliver target NPBT for the Group (MaxiPARTS continuing operations)	Hurdle	Met
NPBT	NPBT exceeding set target (continuing operations)	66.7%	40.8%
Cash	Cash generated from Operating activities (continued operations) exceeds the target	25.0%	25.0%
Safety	Implementation of an approved MaxiPARTS safety improvement plan	8.3%	0.0%

Mr P Loimaranta, Managing Director, has been awarded an STI of $210,487 in relation to FY25.

Other KMP FY25 STI outcome:

STIs were awarded to all KMPs (excluding non-executive Directors) in relation to their performance during the FY25 period. The total of STIs awarded to KMP's (other than the Managing Director & non-executive Directors) for the FY25 performance is $76,703.

7. Relationship between remuneration and Company performance

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

	FY25	FY24	FY23	FY22	FY21
Reported NPAT ($'000)	$7,926	$2,772	$5,977	($4,932)	$4,584
NPAT (continuing operations and excluding significant items** ($'000)	$8,751	$6,556	$7,719	$5,923	$10,487
STI awarded to MD*	65.8%	Nil	83.2%	56.7%	137.5%
Basic and Diluted earnings per share (cents per share) – continuing operations	15.44	10.73	15.53	11.99	15.37
Share price at financial year end ($)	$2.29	$1.96	$2.65	$1.88	$2.38
Total dividends declared (cents per share)	6.17	5.14	6.39	65.00	0.00

Note: FY21 year represents the MaxiTRANS Group including the Trailer Solutions business. The Trailer Solutions business was divested on the 31 August 2021 (FY22).

* STI payments as a % of the maximum payment.

** Significant items relate to one-off transaction and integration costs for the acquisitions.

Report of the Directors continued

8. Non-Executive Directors

Total remuneration for all Non-Executive Directors, last voted upon by shareholders at the 2012 AGM, is not to exceed $600,000 per annum and directors' fees are reviewed with reference to fees paid to Non-Executive Directors of comparable companies.

Directors' base fees (inclusive of superannuation) for the year were $80,000 per annum for non-executive directors and $127,500 for the Chair. Total fees paid for the year of $439,783 for Non-Executive Directors.

Non-Executive Directors do not receive performance related remuneration and are not entitled to participate in the STI or LTI programs. Directors' fees cover all main board activities and membership or chairing of all committees. Non-Executive Directors are not entitled to any retirement benefits.

9. Details of remuneration and service contracts

It is the Group's policy that Employment agreements for Executive Directors and Senior Executives be unlimited in term but capable of termination on up to six months' notice, and that the Group retains the right to terminate the contract immediately, by making payment of up to six months' pay in lieu of notice.

The Group has entered into employment agreements with each Executive Director and Senior Executive that entitle those Executives to receive, on termination of employment, their statutory entitlements of accrued annual and long service leave, together with any superannuation benefits.

The employment contract outlines the components of remuneration paid to the Executive Director and Senior Executives but does not prescribe how remuneration levels are modified year to year. Remuneration levels are reviewed each year and take into account cost-of-living changes, any change in the scope of the role performed by the Senior Executive and any changes required to meet the principles of the Group's Executive Remuneration Policy including performance related objectives if applicable.

Mr Peter Loimaranta, Managing Director, has a contract of employment with the Company dated 6 September 2021. The contract specifies the duties and obligations to be fulfilled by the Managing Director and provides that the Board and Managing Director will, early in each financial year, consult and agree objectives for achievement during that year. The employment agreement can be terminated either by the Company or Mr Loimaranta providing six months' notice. The Company may make a payment in lieu of notice of six months, equal to base salary and superannuation. This payment is consistent with general market practice. The Managing Director has no entitlement to a termination payment, other than those minimal entitlements required by law (including any leave entitlements and superannuation) in the event of removal for misconduct or breach of any material terms of his contract of employment.

Ms Liz Blockley, Chief Financial Officer, has a contract of employment with the Company dated 6 September 2021. The contract can be terminated either by the Company providing six months' notice or by Ms Blockley providing three months' notice. The Company may make a payment in lieu of notice of six months, equal to base salary and superannuation. The Chief Financial Officer has no entitlement to a termination payment, other than those minimal entitlements required by law (including any leave entitlements and superannuation) in the event of removal for misconduct or breach of any material terms of her contract of employment.

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Report of the Directors continued

10. Amounts of remuneration

Details of the nature and amount of each major element of remuneration for each Director of the Company and other Key Management Personnel of the Group:

	Year	Short-Term Benefits		Post Employ-ment Benefit	Equity	Long-Term Benefits			
		Salary & Fees $	STI[i] $	Super $	PRs[ii] $	Long Service Leave[v] $	Total $	Proportion of Rem Perfor-mance Related %	Value of PRs as Proportion of Rem %
DIRECTORS									
Non-executive									
Ms M Verschuer Chair	2025	114,349	–	13,151	–	–	127,500	–	–
	2024	114,865	–	12,635	–	–	127,500	–	–
Ms D Stirling	2025	71,749	–	8,251	–	–	80,000	–	–
	2024	72,072	–	7,928	–	–	80,000	–	–
Mr G Butera	2025	71,749	–	8,251	–	–	80,000	–	–
	2024	72,072	–	7,928	–	–	80,000	–	–
Mr F Micallef	2025	71,749	–	8,251	–	–	80,000	–	–
	2024	72,072	–	7,928	–	–	80,000	–	–
Mr B York[iii][iv]	2025	64,828	–	7,455	–	–	72,283	–	–
	2024	–	–	–	–	–	–	–	–
Executive									
Mr P Loimaranta Managing Director	2025	464,190	210,487	54,991	13,143	18,360	761,171	29.4%	1.7%
	2024	456,817	–	50,095	1,343	16,760	525,015	0.3%	0.3%
EXECUTIVES									
Ms L Blockley Chief Financial Officer	2025	356,153	76,703	41,120	3,895	15,321	493,192	16.3%	0.8%
	2024	354,434	–	37,820	(5,224)	10,735	397,765	(1.3%)	(1.3%)

(i) FY25 STI entitlement is 60.0% of total fixed remuneration for the Managing Director, Mr P Loimaranta and 30% of total fixed remuneration for Ms L Blockley. The short-term cash incentives disclosed above are for the amounts to be paid within 12 months of year-end relating to services received during the year. The amounts were determined after performance reviews were completed.

(ii) Performance rights (PRs) grants are calculated by using a face value allocation methodology, i.e. by reference to the volume weighted average MaxiPARTS share price ("VWAP") and allocated to each reporting period evenly over the period from grant date to vesting date, adjusted for any changes in the probability of performance and service targets being achieved. The value disclosed is the portion of the fair value recognised in this reporting period. An adjustment may result in a negative value to reflect the change from the prior period of the number estimated to vest. Further details in respect of PRs are contained in section 3 of the Remuneration Report. Details of PRs granted and vested during the period are contained in Note 15 – Share Based Payments.

(iii) Mr B York was appointed on the 18 July 2024.

(iv) Mr B York resigned on the 11 June 2025.

(v) Provision movement in Long Service Leave.

Report of the Directors continued

At the 2024 AGM, 79.99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024.

Share based payments granted as remuneration

Details of the vesting profile of the Performance Rights granted as remuneration to each of the Company directors and other key management personnel of the Group at the report date are set out below:

	Date Granted	Number Granted	Vesting Date	Number Vested During the Year	Fair Value at Grant Date
Mr P Loimaranta	21 Nov 2024	133,962	31–Oct–27	nil	$1.78
	23 Nov 2023	62,965	31–Oct–26	nil	$2.40
	20 Oct 2022	77,027	19–Oct–25	lapsed	$2.01
Ms L Blockley	21 Nov 2024	50,086	31–Oct–27	nil	$1.78
	23 Nov 2023	24,981	31–Oct–26	nil	$2.40
	20 Oct 2022	31,050	19–Oct–25	lapsed	$2.01

The estimated maximum value of Performance Rights on issue for future years is the current share price. This is subject to future movements in the share price. The estimated minimum value is $nil.

Unissued shares under rights

At the date of this report there are 359,529 unissued ordinary shares of the Company relating to Performance Rights granted but not vested.

	Opening Balance	Granted	Vested/ (Forfeited)	Closing Balance (Unvested)
Unissued shares under rights	294,222	235,813	(170,506)	359,529

Directors' shareholdings

The movements in holdings of shares in the Company held directly, indirectly or beneficially at the reporting date are set out below:

2025 Shares						
MaxiPARTS Limited	Held at 30 June 2024*	Purchases	Exercised of PR	Sales	Other	Held at 30 June 2025
Directors:						
Ms M Verschuer	56,862	–	–	–	1,692	58,554
Mr P Loimaranta	346,680	–	–	(112,486)	–	234,194
Mr G Butera	50,000	–	–	–	–	50,000
Ms D Stirling	20,408	–	–	–	–	20,408
Mr F Micallef	42,320	–	–	–	–	42,320

* Or at date of appointment as a director.

End of Audited Remuneration Report.

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Report of the Directors continued

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Audit and Risk Management Committee

As at the date of this report, the Company had an Audit and Risk Management Committee of the Board of Directors that met six times during the year. The details of the functions and memberships of the committees of the Board are presented in the Corporate Governance Statement.

Indemnity and Insurance of Officers

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

During the year the Company has paid premiums in respect of Directors' and Executive Officers' insurance. The contracts contain prohibitions on disclosure of the amount of the premiums and the nature of the liabilities under the policies.

Indemnity and Insurance of Auditors

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor. During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Share Options

No options were granted to any of the directors or key management personnel of the Company or Group as part of their remuneration during or since the end of the financial year.

Shares Issued on the Exercise of Options

No options were exercised during the financial year.

Further details on the Group's Performance Rights Plan are detailed in Note 15 to the consolidated financial statements and in the Remuneration Report.

Non-Audit Services

The auditors have not provided any non-audit work to the Group during the year.

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act is included in, and forms part of this Report of the Directors on page 33.

Details of the amounts paid to the auditors of the Company for audit and non-audit services provided during the year are set out below:

	Consolidated	
Remuneration of auditor	**2025 $**	**2024 $**
Remuneration of the auditor for:		
– Auditing and reviewing the financial statements – Group (HLB Mann Judd)	222,000	264,104
	222,000	**264,104**

Report of the Directors continued

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.

Rounding of Accounts

The parent entity has applied the relief available to it in ASIC Corporations (Rounding in Financial/Directors Reports) Instruments 2016/191 and, accordingly, amounts in the financial statements and Report of the Directors have been rounded to the nearest thousand dollars unless specifically stated to be otherwise.

This report has been made in accordance with a resolution of the Board of Directors.

Ms Mary Verschuer
Director

Mr Peter Loimaranta
Director

Dated this 21st day of August 2025

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LEAD AUDITOR'S INDEPENDENCE DECLARATION

Under Section 307C of the *Corporations Act 2001*

HLB MANN JUDD

Auditor's independence declaration

As lead auditor for the audit of the consolidated financial report of MaxiPARTS Limited ("the Company") and its controlled entities ("the Group") for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

This declaration is in relation to the Company and the entities it controlled during the period.

HLB Mann Judd
Chartered Accountants

Jude Lau
Partner

Melbourne
21 August 2025

hlb.com.au

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DIRECTORS' DECLARATION

For the year ended 30 June 2025

In the opinion of the directors of MaxiPARTS Limited ("the Company"):

(a) the consolidated financial statements and notes as set out on pages 35 to 81, are in accordance with the *Corporations Act 2001*, including:

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

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

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

(c) in the Directors' opinion, the attached consolidated entity disclosure statement required by s.295(3A) of the *Corporations Act 2001* is true and correct.

There are reasonable grounds to believe that the Company and the Group entities identified in Note 19 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between the Company and those Group entities pursuant to ASIC Class Order (2016/785).

The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2025.

The directors draw attention to Note 1 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

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

Ms Mary Verschuer
Director

Mr Peter Loimaranta
Director

Dated this 21st day of August 2025

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

Consolidated Statement of Profit or Loss and Consolidated Statement of Comprehensive Income	Note	2025 $'000	2024 $'000
Continuing Operations			
Revenue from sale of goods	3(a)	267,130	243,883
Changes in inventories of finished goods and work in progress		6,324	4,045
Raw materials and consumables used		(183,713)	(168,899)
Other income		276	385
Employee and contract labour expenses	3(b)	(48,820)	(43,165)
Depreciation and amortisation expenses	3(c)	(10,491)	(9,088)
Finance costs	3(c)	(4,084)	(3,708)
Other expenses	3(d)	(13,903)	(14,252)
Profit before income tax from continuing operations		**12,719**	**9,201**
Income tax expense	4(b)	(3,968)	(3,595)
Profit from continuing operations		**8,751**	**5,606**
Loss from discontinued operations net of tax	25(a)	(825)	(2,834)
Profit for the year		**7,926**	**2,772**
Profit attributable to:			
Equity holders of the parent		7,717	2,765
Non-controlling interests		209	7
Total comprehensive income attributable to:			
Equity holders of the parent		7,717	2,765
Non-controlling interests		209	7

Earnings/(Loss) per share:	Note	2025	2024
Basic and Diluted earnings per share (cents per share) – Total	13	13.95	5.29
Basic and Diluted earnings per share (cents per share) – Continuing operations	13	15.44	10.73
Basic and Diluted earnings per share (cents per share) – Discontinued operations	13	(1.49)	(5.43)

Weighted average number of shares:	Note	Number	Number
Number for basic earnings per share	13	55,317,098	52,227,089
Number for diluted earnings per share	13	55,317,098	52,227,089

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

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 30 June 2025

Consolidated Statement of Financial Position as at 30 June 2025	Note	30 Jun 25 $'000	30 Jun 24 $'000
Current Assets			
Cash and cash equivalents		15,322	13,627
Trade and other receivables	5	36,153	35,200
Inventories	6	72,603	67,095
Other		1,044	1,451
Financial asset	25(c)	–	3,201
Total Current Assets		**125,122**	**120,574**
Non-Current Assets			
Property, plant and equipment	7	5,554	6,106
Intangible assets	8	36,792	37,594
Right of use asset	21(a)	33,876	35,285
Deferred tax assets	4(c)	9,288	12,714
Total Non-Current Assets		**85,510**	**91,699**
Total Assets		**210,632**	**212,273**
Current Liabilities			
Trade and other payables	9	36,117	34,669
Current tax liability	4(d)	397	152
Provisions	11	5,172	6,546
Lease liability	21(b)	8,417	6,826
Financial liability	26(a)	2,200	–
Interest bearing loans and borrowings	10	–	2,000
Total Current Liabilities		**52,303**	**50,193**
Non-Current Liabilities			
Interest bearing loans and borrowings	10	22,500	27,500
Provisions	11	992	756
Lease liability	21(b)	29,548	31,837
Total Non-Current Liabilities		**53,040**	**60,093**
Total Liabilities		**105,343**	**110,286**
Net Assets		**105,289**	**101,987**
Equity			
Issued capital	12	99,619	99,075
Other reserves		2,383	2,366
Accumulated Loss		(74,956)	(74,956)
Profits Reserve		78,243	73,598
Equity attributable to equity holders of the parent		**105,289**	**100,083**
Non-controlling interests	26	–	1,904
Total Equity		**105,289**	**101,987**

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

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

Consolidated Statement of Changes in Equity	Note	Issued Capital $'000	Accum-ulated Loss $'000	Profits Reserve $'000	Other Reserves $'000	Total $'000	Non-Controlling Interests $'000	Total Equity $'000
Balance at 30 June 2024		99,075	(74,956)	73,598	2,366	100,083	1,904	101,987
Comprehensive income for the year								
Profit for the year		–	–	7,717	–	7,717	209	7,926
Total comprehensive income for the year		**–**	**–**	**7,717**	**–**	**7,717**	**209**	**7,926**
Transactions with owners recorded directly in equity								
Dividend reinvestment	12	544	–	(544)	–	–	–	–
Share-based payment transactions – Current year	15	–	–	–	17	17	–	17
Dividends paid		–	–	(2,561)	–	(2,561)	–	(2,561)
Reallocation of capital contribution	26	–	–	–	–	–	(428)	(428)
Derecognition of non-controlling interests	26	–	–	33	–	33	(33)	–
Financial liability of non-controlling interest in Förch Australia	26	–	–	–	–	–	(1,652)	(1,652)
Total transactions with owners		**544**	**–**	**(3,072)**	**17**	**(2,511)**	**(2,113)**	**(4,624)**
Balance at 30 June 2025		**99,619**	**(74,956)**	**78,243**	**2,383**	**105,289**	**–**	**105,289**

Consolidated Statement of Changes in Equity	Note	Issued Capital $'000	Accum-ulated Loss $'000	Profits Reserve $'000	Other Reserves $'000	Total $'000	Non-Controlling Interests $'000	Total Equity $'000
Balance at 30 June 2023		81,766	(74,956)	73,784	2,825	83,419	1,469	84,888
Comprehensive income for the year								
Profit for the year		–	–	2,765	–	2,765	7	2,772
Total comprehensive income for the year		**–**	**–**	**2,765**	**–**	**2,765**	**7**	**2,772**
Transactions with owners recorded directly in equity								
Dividend reinvestment	12	659	–	(659)	–	–	–	–
Share-based payment transactions – Current year	15	160	–	–	(157)	3	–	3
Share-based payment vested historically		302	–	–	(302)	–	–	–
Dividends paid		–	–	(2,292)	–	(2,292)	–	(2,292)
Issue of share capital	12	16,188	–	–	–	16,188	–	16,188
Capital contribution from non-controlling interests		–	–	–	–	–	428	428
Total transactions with owners		**17,309**	**–**	**(2,951)**	**(459)**	**13,899**	**428**	**14,327**
Balance at 30 June 2024		**99,075**	**(74,956)**	**73,598**	**2,366**	**100,083**	**1,904**	**101,987**

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

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

The consolidated statement of cash flows is to be read in conjunction with the notes to the consolidated financial statements and includes cash flows from both continuing and discontinued operations. Refer to note 25 for the cash flows relating to discontinued operations.

Consolidated Statement of Cash Flows	Note	2025 $'000	2024 $'000
Cash flows from operating activities			
Receipts from customers		292,891	269,110
Payments to suppliers and employees		(269,940)	(254,292)
Net cash used in operating activities – discontinued operations	25(b)	(1,168)	(1,448)
Income tax paid		(416)	(802)
Interest and other costs of finance paid		(4,084)	(3,708)
Net cash provided by operating activities	20	**17,283**	**8,860**
Cash flows from investing activities			
Payments for property, plant and equipment		(1,099)	(1,394)
Proceeds on sale of property, plant and equipment		129	–
Proceeds from legal settlement	25(b)	2,200	–
Acquisition of Independant Parts Pty Ltd, net of cash acquired		–	(28,852)
Acquisition of Förch Brisbane and Förch Mandurah		–	(2,142)
Net cash provided by/(used in) investing activities		**1,230**	**(32,388)**
Cash flows from financing activities			
Repayment of borrowings		(9,500)	(500)
Proceeds from borrowings		2,500	15,000
Proceeds from issue of share capital, net of costs incurred		–	16,188
Dividends paid		(2,561)	(2,292)
Cash contributions from non-controlling interests		–	428
Payment of leases		(7,257)	(5,621)
Net cash provided by/(used in) financing activities		**(16,818)**	**23,203**
Net increase/(decrease) in cash		1,695	(325)
Cash and cash equivalents at beginning of year		13,627	13,952
Cash and cash equivalents at end of year		**15,322**	**13,627**

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2025

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1. Material Accounting Policy Information

MaxiPARTS Limited (the 'Company') is a company domiciled in Australia and its registered office is 22 Efficient Drive, Truganina, Victoria. The consolidated financial statements of MaxiPARTS Limited as at and for the year ended 30 June 2025 comprise the Company and its subsidiaries (together referred to as the 'Group'). The Group is a for-profit entity.

Basis of preparation

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards ('AASBs') adopted by the Australian Accounting Standards Board ('AASB') and the *Corporations Act 2001*. The financial report also complies with International Financial Reporting Standards ('IFRSs') adopted by the International Accounting Standards Board ('IASB').

The financial report has been prepared on an accruals basis and is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets. These accounting policies have been consistently applied to all periods presented in the consolidated financial report by each entity in the Group and are consistent with those of the previous year. The financial report contains comparative information that has been adjusted to align with the presentation of the current period, where necessary.

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

The Group has applied the relief available to it in ASIC Corporations (Rounding in Financial/Directors Reports) Instruments 2016/191 and, accordingly, amounts in the financial statements and Report of the Directors have been rounded to the nearest thousand dollars unless specifically stated to be otherwise.

The financial report was approved by the board of directors on 21 August 2025.

Going Concern

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to pay its debts as and when they become due and payable.

Accounting policies

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.

(a) Principles of consolidation

The consolidated financial report comprises the financial statements of MaxiPARTS Limited and all its subsidiaries. A subsidiary is any entity controlled by MaxiPARTS Limited or any of its subsidiaries. Control exists where MaxiPARTS Limited is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of subsidiaries is contained in Note 18 to the financial statements.

All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation.

Where subsidiaries have entered or left the Group during the year, their operating results have been included from the date control was obtained or until the date control ceased. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

Non-controlling interest are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Consolidated Financial Statements continued

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(b) Foreign currency transactions

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

(c) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is assigned on a weighted average basis and comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(d) Property, plant and equipment

Items of plant and equipment are stated at cost less accumulated depreciation and impairment losses (see accounting policy (h)). The cost of self-constructed assets includes the cost of materials, direct labour, and an appropriate proportion of production overheads.

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

(i) Leased assets

Leased assets are accounted for as described in accounting policy (x).

(ii) Depreciation

Depreciation is charged to the consolidated profit and loss on a straight-line basis over the estimated useful lives of each part of an item of plant and equipment when it's ready for use. The estimated useful lives are reflected in the following rates in the current and comparative periods:

	2025	2024
Plant and equipment	2-20 years	2-20 years
IT software	5-10 years	5-10 years
Leased plant and equipment	3.33-10 years	3.33-10 years

The residual value, the useful life and the depreciation method applied to an asset are reassessed at least annually.

(e) Intangibles

(i) Goodwill

All business combinations are accounted for by applying the acquisition method. Goodwill represents the difference between the consideration transferred for the acquisition and the net recognised amount (generally fair value of the identifiable assets acquired and liabilities assumed), all measured as of acquisition date.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see accounting policy (h)). In respect of joint ventures, the carrying amount of goodwill is included in the carrying amount of the investment in the joint venture.

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(ii) Other intangible assets

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

(iii) Amortisation

Amortisation of intangibles, other than goodwill and indefinite life intangibles, is charged to the profit and loss on a straight-line basis over the estimated useful lives of intangible. Goodwill and intangible assets with an indefinite useful life are tested for impairment at least at each annual reporting date.

The estimated useful lives are reflected in the following rates in the current and comparative periods:

	2025	2024
Förch Distribution agreement	14 years	14 years
Independant Parts customer relationships	10 years	10 years

Amortisation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(f) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost less any impairment losses (see accounting policy (h)). Trade receivables are generally due for settlement within 30 to 60 days.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(h) Impairment

The carrying amounts of the Group's assets, other than inventories (see accounting policy (c)) and deferred tax assets (see accounting policy (m)), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the profit and loss unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the profit and loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

For trade and other receivables, the Group applies a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance at each reporting date, based on known issues on collectability of outstanding debt and review of history/previous trends.

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Consolidated Financial Statements continued

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(i) Calculation of recoverable amount

The recoverable amount of the Group's receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets). Receivables with a duration of less than 12 months are not discounted.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax nominal discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

(ii) Reversals of impairment

An impairment loss in respect of receivables carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(i) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs.

Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the profit or loss over the period of the borrowings on an effective interest basis.

(j) Employee benefits

(i) Defined contribution superannuation funds (Superannuation Guarantee)

Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the profit or loss as incurred.

(ii) Long service leave benefits

The liability for long service leave is measured as the present value of the estimated future cash outflows to be made by the employer for services provided by employees up to the reporting date. By applying the actuary method to discount the liability, the Group determines the best estimates of the variables that will determine the ultimate cost.

(iii) Share based payments transactions

MaxiPARTS Limited grants performance rights from time to time to certain employees under the Performance Rights Plan.

The fair value of performance rights granted is recognised as an employee expense with a corresponding increase in equity recorded over the vesting period.

The fair value of the performance rights is calculated at the date of grant using a Monte Carlo simulation model and allocated to each reporting period over the period from grant date to vesting date. The value disclosed is the portion of the fair value of the performance rights allocated to this reporting period.

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(iv) Wages, salaries, annual leave, sick leave and non-monetary benefits

Liabilities for employee benefits for wages, salaries and annual leave represent present obligations resulting from employees' services provided to reporting date, calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay as at reporting date including related on-costs, such as workers compensation insurance and payroll tax. Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Group as the benefits are taken by the employees.

(k) Provisions

A provision is recognised in the consolidated statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

(l) Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and known warranty claims and may be subsequently adjusted accordingly.

(m) Income tax

Income tax expense comprises current and deferred tax. Income tax is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions. The Group believes that its accruals for tax liabilities are adequate for all open tax years. This assessment relies on estimates and assumptions and may involve judgements about future events.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

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(n) Tax consolidation

The Company and its wholly-owned Australian resident entities formed a tax-consolidated group with effect from 1 July 2003 and are therefore taxed as a single entity from that date. The head entity within the tax consolidated group is MaxiPARTS Limited.

Due to the existence of a tax contribution agreement between the entities in the tax consolidated group, the parent entity recognises the tax effects of its own transactions and the current tax liabilities and the deferred tax assets arising from unused tax losses and unused tax credits assumed from the subsidiary entities.

Current tax benefit/expense, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

In accordance with the tax contribution agreement, the subsidiary entities are compensated/charged for the assets and liabilities assumed by the parent entity as intercompany receivables and payables and for amounts which equal the amounts initially recognised by the subsidiary entities.

(o) Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the net profit attributable to members of the parent entity for the reporting period, by the weighted average number of ordinary shares of the Company.

Diluted EPS is calculated by dividing the basic earnings, adjusted by the after tax effect of financing costs associated with dilutive potential ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares, by the weighted average number of ordinary shares and dilutive potential ordinary shares.

(p) Revenue

(i) Revenue from the sale of goods

Revenue from the sale of goods is recognised at a point in time upon satisfaction of the performance obligation by transferring control of the promised goods to the customer.

(ii) Other income

Interest income is recognised in the profit and loss as it accrues, using the effective interest method.

(q) Goods and services tax

Revenues, expenses, assets and liabilities are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the consolidated balance sheet.

Cash flows are included in the statements of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

Consolidated Financial Statements continued

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(r) Trade and other payables

Liabilities are recognised for amounts to be paid in the future for goods or services received. Trade accounts payable are normally settled within 30-60 days.

(s) Expenses

(i) Finance costs

Finance costs comprise interest payable on borrowings calculated using the effective interest method, foreign exchange losses, and losses on hedging instruments that are recognised in the profit and loss. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the asset. All other borrowing costs are recognised in the profit and loss using the effective interest method.

(t) Derivative financial instruments

The Group from time to time uses derivative financial instruments to hedge its exposure to foreign exchange rate risks arising from operational, financing and investment activities. The Group does not hold or issue derivative financial instruments for trading purposes.

Derivatives are initially recognised at fair value. Subsequent to initial recognition, derivative financial instruments are stated at fair value, and changes therein are recognised in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged. The Group does not currently have any derivatives that qualify for hedge accounting.

(u) Financial risk management

(i) Overview

The Group has exposure to credit, market and liquidity risks associated with the use of financial instruments.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk controls, and to monitor risks and adherence to limits. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Group's activities expose it primarily to the financial risks associated with changes in foreign currency exchange rates and interest rates. The carrying value of financial assets and financial liabilities recognised in the accounts approximate their fair value with the exception of borrowings which are recorded at amortised cost.

(ii) Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Board monitors the earnings per share and the levels of dividends to ordinary shareholders together with the net debt/equity ratio, which at 30 June 2025 was 6.8% (2024: 15.9%). The Board seeks to maintain a balance between higher returns that might be possible with higher levels of borrowings and the advantages afforded by a more conservative capital position.

Consolidated Financial Statements continued

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(v) Segment reporting

Operating Segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports that are regularly provided to or reviewed by the Group's Chief Operating Decision Maker ('CODM') which, for the Group, is the Managing Director. The CODM is responsible for the allocation of resources to operating segments and assessing their future performance. The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements. Information is reported to the CODM on a monthly basis.

The Group is organised into two operating segments based on differences in products and services provided:

MaxiPARTS Operations:	The sale and distribution of truck and trailer parts.
Förch Australia:	The sale and distribution of automotive tools and workshop consumables.

Intersegment transactions & Intersegment loans

Intersegment transactions were made at market rates with both operating segments purchasing finished goods from each other. Intersegment transactions are eliminated on consolidation. Intersegment loans are initially recognised at the consideration received. Intersegment loans are eliminated on consolidation.

(w) Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Derivatives

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract.

Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Group entity and counterparty when appropriate.

(ii) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

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(x) Leases

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Group's incremental borrowing rate (IBR) with consideration given to the asset class.

The lease liability is subsequently increased by the interest cost and decreased by lease payments made. It is remeasured when there is a change in future lease payments, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that includes renewal options. The Group will only include extension options in the lease term if the lease is reasonably certain to be extended (or not terminated).

(y) Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and represents a separate major line of business or geographic area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with the view to resale.

Classification as a discontinued operation occurs at the earlier of the disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

(z) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of an acquiree comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition-date. On an acquisition-by-acquisition basis, any non-controlling interest in the acquiree is recognised either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

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Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

(aa) Accounting estimates and judgements

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

(i) Impairment of goodwill and intangibles

The Group assesses whether goodwill and intangibles with indefinite useful lives are impaired at least annually in accordance with accounting policy (h). These calculations involve an estimation of the recoverable amount of the cash-generating units to which the goodwill and intangibles with indefinite useful lives are allocated. Refer to note 8 where specific estimates & judgements are disclosed.

(ii) Provisions

The calculation of the provisions for warranty claims and impairment provisions for inventory and receivables involves estimation and judgement surrounding future claims and potential losses and exposures based primarily on past experience, the likelihood of claims or losses, management knowledge and experience together with a detailed examination of financial and non-financial information and trends.

(iii) Income Tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

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

(iv) Business Combinations

Business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

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2. Segment Information

(a) Segment information

The Group reports on two Cash Generating Units (CGU's): MaxiPARTS Operations and Förch Australia.

Year Ended 30 June 2025

Business Segments	MaxiPARTS Operations $'000	Förch Australia $'000	Corporate $'000	Total $'000
Revenue				
External segment revenue	246,742	21,362	–	268,104
Total segment revenue	**246,742**	**21,362**	**–**	**268,104**
Inter-segment revenue/eliminations				(974)
Total Revenue				**267,130**
EBITDA (Excluding significant items & discontinued operations)	**24,638**	**2,656**		**27,294**
Depreciation and amortisation expenses				(10,491)
Finance costs				(4,084)
Profit before income tax from continuing operations				**12,719**
Income tax expense				(3,968)
Profit from continuing operations				**8,751**
Loss from discontinued operations net of tax				(825)
Profit for the year				**7,926**
Assets				
Segment assets	177,772	24,090	8,770	210,632
Total assets	**177,772**	**24,090**	**8,770**	**210,632**
Liabilities				
Segment liabilities	74,553	6,242	24,548	105,343
Total liabilities	**74,553**	**6,242**	**24,548**	**105,343**

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Year Ended 30 June 2024

Business Segments	MaxiPARTS Operations $'000	Förch Australia $'000	Corporate $'000	Total $'000
Revenue				
External segment revenue	227,696	16,876	–	244,572
Total segment revenue	**227,696**	**16,876**	**–**	**244,572**
Inter-segment revenue/eliminations				(689)
Total Revenue				**243,883**
EBITDA (Excluding significant items & discontinued operations)	**21,796**	**1,253**		**23,049**
Depreciation and amortisation expenses				(9,088)
Finance costs				(3,708)
Profit before income tax from continuing operations (Excluding significant items)				**10,253**
Significant items, before tax*				(1,052)
Profit before income tax from continuing operations				**9,201**
Income tax expense				(3,595)
Profit from continuing operations				**5,606**
Loss from discontinued operations net of tax				(2,834)
Profit for the year				**2,772**
Assets				
Segment assets	174,331	22,039	15,903	212,273
Total assets	**174,331**	**22,039**	**15,903**	**212,273**
Liabilities				
Segment liabilities	74,393	4,285	31,609	110,286
Total liabilities	**74,393**	**4,285**	**31,609**	**110,286**

* Significant items relate to litigation costs.

(b) Geographical information

The Group's external revenues, per note 3(a), are all derived from customers located within Australia. The customer base is sufficiently diverse to ensure the Group is not reliant on any one customer. The Group's assets and capital expenditure activities are all located within Australia.

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3. Notes to the Statement of Profit and Loss

(a) Revenue

In the following table, revenue from customers (excluding revenue related to discontinued operations) is classified by major products and services lines and primary geographical market.

(a) Revenue from sale of goods

	Consolidated	
	2025 $'000	2024 $'000
Type of Good or Service		
Sale of parts (point in time sale)	267,130	243,883
Total Group Revenue	**267,130**	**243,883**
Geographical Market		
Australia	267,130	243,883
Total Group Revenue	**267,130**	**243,883**

(b) Employee and Contract labour expenses

	Consolidated	
	2025 $'000	2024 $'000
Employee and contract labour expenses:		
Employee expenses	43,611	38,426
Superannuation expense	4,259	3,559
Contract labour expenses	950	1,180
Total employee and contract labour expenses	**48,820**	**43,165**

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(c) Depreciation, Amortisation and Finance costs

	Consolidated	
	2025 $'000	2024 $'000
Depreciation and Amortisation		
Depreciation of property, plant and equipment	1,593	1,438
Amortisation	802	667
Depreciation of right of use assets	8,096	6,983
Total Depreciation and Amortisation	**10,491**	**9,088**
Finance Costs		
Interest expense	2,218	1,932
Finance lease interest	1,866	1,776
Total Finance Costs	**4,084**	**3,708**

(d) Other expenses

	Consolidated	
	2025 $'000	2024 $'000
Property – site outgoings and expenses	4,889	4,097
Motor vehicle running costs, travel and other employee related costs	3,357	3,577
Significant items*	–	1,052
Net foreign exchange loss/(gain)	110	(42)
Other Expenses	5,547	5,568
Total Other Expenses	**13,903**	**14,252**

* Significant items relate to one-off transaction and integration costs for the acquisitions.

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4. Taxation

	Note	Consolidated 2025 $'000	2024 $'000
(a) Income tax			
Reconciliation of tax expense/(benefit)			
Prima facie tax payable on profit before tax at 30% (2024:30%)		3,604	1,369
Add/(deduct) tax effect of:			
Non-deductible expenditure		348	546
Under/(over) provision in prior year		134	(125)
		482	421
Income tax expense in consolidated profit or loss		**4,086**	**1,790**
Income tax expense attributable to the Group's profit is made up of:			
Current tax expense		3,239	3,493
Prior year under provision		185	202
Deferred tax expense			
– origination and reversal of temporary difference		713	(1,578)
– prior year over – deferred differences		(51)	(327)
Income tax expense in consolidated profit or loss		**4,086**	**1,790**
(b) Income tax expense is made up of:			
Income tax expense on continuing operations		3,968	3,595
Income tax expense/(benefit) on discontinued operations	25(a)	118	(1,805)
Income tax expense on consolidated profit or loss		**4,086**	**1,790**
(c) Deferred tax assets/(deferred tax liabilities)			
The deferred tax assets/(deferred tax liabilities) are made up of the following estimated tax benefits/(cost):			
– Provisions and accrued employee benefits		3,099	4,443
– Property, plant and equipment		(402)	(588)
– Leases		1,246	1,031
– Intangible assets		(2,503)	(2,743)
– Other		36	(5)
– Tax losses carried forward		7,812	10,576
Net deferred tax asset		**9,288**	**12,714**
Balance at beginning of year		12,714	14,842
Recognised in profit or loss		(662)	1,244
Deferred tax on acquisition		–	(720)
Prior year (over)/under provision of tax losses		(109)	661
Tax losses utilised		(2,655)	(3,313)
Net deferred tax asset		**9,288**	**12,714**

(d) Current tax asset/(liability)

The Group's current tax current tax liability of 397k (2024: $152k) represents the amount of income taxes payable in respect of the current financial year.

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5. Trade and Other Receivables

(a) Trade and other receivables ageing

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

	Consolidated 2025			Consolidated 2024		
	Gross $'000	Impairment $'000	Total $'000	Gross $'000	Impairment $'000	Total $'000
Trade debtors						
Not past due	32,149	–	32,149	32,201	–	32,201
Past due 0-30 days	2,878	–	2,878	2,453	–	2,453
Past due 31-60 days	796	(67)	729	419	(70)	349
Past due over 61 days	800	(472)	328	430	(369)	61
Trade receivables	**36,623**	**(539)**	**36,084**	**35,503**	**(439)**	**35,064**
Other receivables			69			136
Total trade and other receivables			**36,153**			**35,200**

(b) Movements in expected credit loss

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

	Consolidated	
	2025 $'000	2024 $'000
Opening balance	439	235
Additional provisions recognised	467	463
Receivables written off during the year as uncollectable	(367)	(259)
Closing balance	**539**	**439**

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6. Inventories

	Consolidated	
	2025 $'000	2024 $'000
Finished goods – at cost	74,745	68,453
Less: provision for decrease to net realisable value	(2,142)	(1,358)
Total inventories	**72,603**	**67,095**

Movements in the inventory provision value are as follows:

	Consolidated	
	2025 $'000	2024 $'000
Opening balance	(1,358)	(822)
Additional provision acquired	–	(241)
Additional provision recognised – discontinued operations	(513)	–
Additional provision recognised – continued operations	(271)	(295)
Closing balance	**(2,142)**	**(1,358)**

7. Property, Plant and Equipment

	Consolidated	
	2025 $'000	2024 $'000
Plant and equipment at cost	11,267	10,796
Accumulated depreciation and impairment losses	(7,488)	(6,941)
Subtotal plant and equipment	**3,779**	**3,855**
Office equipment at cost	5,987	5,497
Accumulated depreciation and impairment losses	(4,837)	(4,319)
Subtotal office equipment	**1,150**	**1,178**
Leased property, plant and equipment	949	1,311
Accumulated depreciation and impairment losses	(458)	(333)
Subtotal leased property, plant and equipment	**491**	**978**
Capital work in progress	134	95
Total property, plant and equipment	**5,554**	**6,106**

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Reconciliations

Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:

	Consolidated	
	2025 $'000	2024 $'000
Plant and equipment		
Carrying amount at the beginning of the financial year	3,855	2,596
Additions	404	789
Acquired via business combination	–	1,375
Transfers from capital works in progress	34	27
Disposals	(58)	(9)
Depreciation	(960)	(893)
Reclassification between fixed asset categories	504	–
Reclassification out of fixed assets	–	(30)
Carrying amount at the end of the financial year	**3,779**	**3,855**
Office equipment		
Carrying amount at the beginning of the financial year	1,178	814
Additions	561	510
Acquired via business combination	–	251
Transfers from capital works in progress	61	4
Depreciation	(508)	(401)
Reclassification between fixed asset categories	(142)	–
Carrying amount at the end of the financial year	**1,150**	**1,178**
Leased property, plant and equipment		
Carrying amount at the beginning of the financial year	978	760
Acquired via business combination	–	362
Amortisation	(125)	(144)
Reclassification between fixed asset categories	(362)	–
Carrying amount at the end of the financial year	**491**	**978**
Capital works in progress		
Carrying amount at the beginning of the financial year	95	31
Additions	134	95
Transfers to property, plant and equipment	(95)	(31)
Carrying amount at the end of the financial year	**134**	**95**

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8. Intangibles

	Consolidated	
	2025 $'000	2024 $'000
Goodwill at cost	37,516	37,516
Impairment losses	(9,065)	(9,065)
	28,451	**28,451**
Distribution agreement cost	6,400	6,400
Amortisation	(952)	(495)
	5,448	**5,905**
Customer relationships cost	3,442	3,442
Amortisation	(549)	(204)
	2,893	**3,238**
Total intangibles	**36,792**	**37,594**
Goodwill		
Carrying amount at the beginning of the financial year	28,451	12,433
Additions via business combinations	–	16,018
Carrying amount at the end of the financial year	**28,451**	**28,451**
Distribution agreement		
Carrying amount at the beginning of the financial year	5,905	6,368
Amortisation	(457)	(463)
Carrying amount at the end of the financial year	**5,448**	**5,905**
Customer relationships		
Carrying amount at the beginning of the financial year	3,238	–
Additions via business combinations	–	3,442
Amortisation	(345)	(204)
Carrying amount at the end of the financial year	**2,893**	**3,238**

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Impairment tests for Goodwill and Other Intangibles

MaxiPARTS group continues to have two CGU's, MaxiPARTS Operations & Förch Australia.

The recoverable amount of the CGU's to which goodwill and other intangible assets with indefinite useful lives are allocated is determined based on value-in-use calculations. Value-in-use was determined by discounting the future cash flows expected to be generated from the continuing use of the assets and was determined similarly to the 30 June 2024 goodwill impairment test and was based on the following key assumptions:

	MaxiPARTS Operations		Förch Australia	
CGU	**2025**	**2024**	**2025**	**2024**
Growth rate average	5.0%	5.0%	7.5%–15%*	7.5%–20%*
Terminal growth rate	2.0%	2.0%	2.0%	2.0%
Pre-tax nominal discount rate	15.2%	15.2%	18.3%	20.3%

* Förch Australia is expected to deliver and accelerated growth rate in FY26, and beyond, due to the significantly larger opportunity to grow market share through investment and initiatives from a business with a historically smaller market share.

The values assigned to the key assumptions represent each CGU's assessment of future trends in the industry and are based on historical data from both external sources and internal sources. The recoverable amount of the MaxiPARTS Operations & Förch Australia CGU's were found to be in excess of their carrying value. A reasonable possible change in assumptions would not cause the carrying value of either CGU to exceed its recoverable amount.

9. Trade and Other Payables

	Consolidated	
	2025 $'000	**2024 $'000**
Trade payables	29,457	26,839
Other payables and accruals	6,660	7,830
Total trade and other payables	**36,117**	**34,669**

Refer to note 23 for further information on financial instruments.

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10. Interest Bearing Loans and Borrowings

	Note	Consolidated 2025 $'000	Consolidated 2024 $'000
Current			
Bank loans – secured	23(d)	–	2,000
Non-current			
Bank loans – secured	23(d)	22,500	27,500
Total interest-bearing liabilities		**22,500**	**29,500**

Bank loans are subject to a floating interest rate. Refer to note 23(d) for details regarding the key terms and conditions attached to the loans.

	Consolidated 2025 $'000	Consolidated 2024 $'000
Finance costs:		
– Interest on bank loans	2,218	1,932
Total finance costs	**2,218**	**1,932**

11. Provisions

(a) Provision balance

	Note	Consolidated 2025 $'000	Consolidated 2024 $'000
Current			
Employee entitlements		5,023	5,037
Warranty MaxiPARTS		149	263
Warranty – discontinued operations	25(a)	–	1,246
Total current provisions		**5,172**	**6,546**
Non-current			
Employee entitlements		549	317
Provision for make good		443	345
Other provisions		–	94
Total non-current provisions		**992**	**756**
Aggregate employee entitlements liability		**5,572**	**5,354**
Aggregate warranty provision		**149**	**1,509**

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances.

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12. Issued Capital

	2025			2024		
	Number of Ordinary Shares	Issue Price	Share Capital $'000	Number of Ordinary Shares	Issue Price	Share Capital $'000
Opening balance	55,157,839	–	99,075	47,698,312	–	81,766
Performance rights vested and exercised – historically	–	–	–	–	–	302
Performance rights vested and exercised – current year	–	–	–	190,723	–	160
Dividend reinvestment – prior year final dividend	158,551	1.85	294	149,154	2.67	398
Issue of share capital (net of fees)	–	–	–	7,002,919	2.46	16,188
Dividend reinvestment – current year interim dividend	128,442	1.95	250	116,731	2.23	261
Closing balance	**55,444,832**		**99,619**	**55,157,839**		**99,075**

Ordinary shares

Subject to the Constitution of the Company, holders of ordinary shares are entitled to vote as follows:

- Every shareholder may vote;
- On a show of hands every shareholder has one vote; and
- On a poll every shareholder has one vote for each fully paid share.

The Company does not have authorised capital or par value in respect of its issued shares.

Subject to the Constitution of the Company, ordinary shares attract the right in a winding up to participate equally in the distribution of the assets of the Company (both capital and surplus), subject only to any amounts unpaid on shares.

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13. Earnings Per Share

	Consolidated	
	2025 $'000	2024 $'000
Earnings reconciliation		
Net profit/(loss) attributable to equity holders of the Company	7,717	2,765
	7,717	**2,765**
Basic earnings/(loss)		
From continuing operations	8,542	5,599
From discontinued operations	(825)	(2,834)
	7,717	**2,765**
Diluted earnings/(loss)		
From continuing operations	8,542	5,599
From discontinued operations	(825)	(2,834)
	7,717	**2,765**

	2025 Number	2024 Number
Weighted average number of shares		
Number of ordinary shares for basic earnings per share	55,317,098	52,227,089
Number of ordinary shares for diluted earnings per share	55,317,098	52,227,089

Earnings/(Loss) per share:	2025	2024
Basic and Diluted earnings per share (cents per share) – Total	13.95	5.29
Basic and Diluted earnings per share (cents per share) – Continuing operations	15.44	10.73
Basic and Diluted earnings per share (cents per share) – Discontinued operations	(1.49)	(5.43)

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14. Dividends

Dividends paid	Cents Per Share	Total Amount $'000	Date of Payment	Tax Rate for Franking Credit	Percent Franked
Final dividend for 2024	2.57	1,418	19–Sep–24	30%	100%
Interim dividend for 2025	3.05	1,687	20–Mar–25	30%	100%
Total dividends paid		**3,105**			
Dividends proposed					
Final – ordinary	3.12	1,732	18–Sep–25	30%	100%

The above dividend was determined after the end of the financial year and will be paid on 18 September 2025. The financial effect of this dividend has not been brought to account in the financial statements for the year ended 30 June 2025 and will be recognised in subsequent financial statements.

	The Company	
Dividend franking account	**2025 $'000**	**2024 $'000**
Franking credits available to shareholders of MaxiPARTS Limited for subsequent financial years	3,899	5,229

The ability to utilise the franking credits is dependent upon the ability to declare dividends.

The impact on the dividend franking account of dividends proposed after the reporting date but not recognised as a liability is to reduce it by 742k.

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date; and
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date.

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15. Share Based Payments

On 15 October 2010, the Group established the MaxiPARTS Performance Rights Plan ('PRP') that entitles executive directors and senior management to receive a specified number of Performance Rights ('PRs') which upon vesting can be converted into a specified number of ordinary shares in the Company.

The terms and conditions relating to PRs currently on issue are as follows:

Period	1 July 2024 – 30 June 2027	1 July 2023 – 30 June 2026	1 July 2022 – 30 June 2025
Grant date	21 Nov 2024	23 Nov 2023	20 Oct 2022
Total PRs issued	235,813	138,350	170,506
Total PRs forfeited/lapsed	–	14,634	170,506
Total PRs remaining on issue	235,813	123,716	–
Earnings Per Share (EPS) growth	10.0%	10.0%	n/a
Minimum % of EPS growth target that must be achieved for Performance Rights to vest	5.0%	5.0%	n/a
Minimum Economic Value Add (EVA)	n/a	n/a	$4.42m
Target increase in EVA	n/a	n/a	$6.60m
Minimum % of EVA target that must be achieved for Performance Rights to vest	n/a	n/a	67.0%
Minimum service requirement	3 years from grant date	3 years from grant date	3 years from grant date

Details of PRs exercised	1 July 2024 – 30 June 2027	1 July 2023 – 30 June 2026	1 July 2022 – 30 June 2025
Total PRs issued	235,813	138,350	170,506
Total PRs forfeited	–	(14,634)	(18,249)
Total PRs exercised	–	–	–
Total PRs lapsed	–	–	(152,257)
Total PRs remaining on Issue	235,813	123,716	–

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Measurement of fair value

The fair value of PRs is calculated at the date of grant by an independent external valuation specialist, using the Monte Carlo simulation model and allocated to each reporting period evenly over the period from grant date to vesting date. Expected volatility is estimated by considering historic average share price volatility.

PRs are granted under a service condition and, for grants to key management personnel, non-market performance conditions. Non-market performance conditions are not taken into account in the grant date fair value measurement of the services received.

The inputs used in the measurement of the fair values at grant date of the PRs on issue are as follows:

	2025	2024	2023
Fair value at grant date	$1.78	$2.40	$2.01
Share price at grant date	$1.89	$2.54	$2.13
Expected volatility	40.0%	50.0%	65.0%
Expected dividend yield	2.0%	2.0%	2.0%
Risk-free rate of return	4.0%	4.1%	3.6%

	Consolidated	
Expense/(income) recognised in profit and loss	**2025 $'000**	**2024 $'000**
Share based payments expense recognised	144	138
Share based payments lapsed	(127)	(135)
Total share based payment expense/(income) recognised as employee costs	**17**	**3**

16. Related Party Disclosures

(a) Director and other key management personnel disclosures

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the directors of the Company and executives for the Group.

The following were key management personnel of the Group at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

Non-executive directors

- Ms M Verschuer.
- Mr G Butera.
- Ms D Stirling.
- Mr F Micallef.
- Mr Brendan York (resigned 11 June 2025).

Executive directors

- Mr P Loimaranta (Managing Director).

Executive

- Ms L Blockley (Chief Financial Officer).

Consolidated Financial Statements continued

Directors' transactions in shares

Directors and their related entities accumulated 1,692 new shares through either purchase, performance rights vesting or the Group's Dividend Reinvestment Plan (2024: 270,504) & sold 112,486 (2024: Nil) existing ordinary shares in MaxiPARTS Limited during the year.

(b) Director and other key management personnel transactions

Apart from the details disclosed in this note, no key management personnel have entered into a material contract with the Group since the end of the previous financial year and there were no material contracts involving directors' interests existing at year end.

(c) Key management personnel compensation

The key management personnel compensation (see Remuneration Report) is as follows:

	Consolidated	
	2025	2024
Short-term employee benefits	1,501,959	1,142,333
Long-term employee benefits	33,681	27,494
Post-employment benefits	141,469	124,333
Share based payment benefits/(income)	17,038	(3,881)
	1,694,147	**1,290,279**

(d) Parent entity

MaxiPARTS Limited is the parent entity.

(e) Subsidiaries

Interests in subsidiaries are set out in note 18.

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Consolidated Financial Statements continued

17. Parent Entity

As at 30 June 2025 and throughout the financial year ending on that date, the parent company of the Group was MaxiPARTS Limited.

	Company	
	2025 $'000	2024 $'000
Results of the parent company		
Total comprehensive profit	**(9,600)**	**(7,666)**
Financial position of the parent company		
Current assets	91,325	75,525
Total assets	155,993	143,716
Current liabilities	2,745	3,332
Total liabilities	25,255	32,948
Net assets	**130,738**	**110,768**
Total equity of the parent company comprising of:		
Issued capital	99,619	99,075
Reserves	194	177
Retained earnings	30,925	11,516
Total equity	**130,738**	**110,768**

(a) Parent company's contingencies

At any given point in time, the parent company may be engaged in defending legal actions brought against it. The directors are not aware of any such actions that would give rise to a material contingent liability to the parent company, other than what has already disclosed in the financial statements.

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

The parent entity and some of its subsidiaries are party to a deed of cross guarantee under which each company guarantees the debts of the others. No deficiencies of assets exist in any of these subsidiaries. Refer to note 19.

(c) Capital commitments – Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

(d) Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 1, except for the following:

(a) Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Consolidated Financial Statements continued

18. Controlled Entities

MaxiPARTS Limited	Country of Incorporation	Interest Held 2025 %	Interest Held 2024 %
MaxiPARTS Limited	Australia		
MaxiPARTS Operations Pty Ltd	Australia	100%	100%
– Colrain Queensland Pty Ltd[(i)]	Australia	100%	100%
– Colrain (Albury) Pty Ltd[(i)]	Australia	100%	100%
– MaxiPARTS (Qld) Pty Ltd[(i)]	Australia	100%	100%
Förch Australia Pty Ltd[(ii)]	Australia	80%	80%
Nineteen Group Pty Ltd	Australia	100%	100%
– Independant Parts Pty Ltd	Australia	100%	100%
MaxiPARTS Australia Pty Ltd[(i)]	Australia	100%	100%
– ACN 159 813 733 Pty Ltd[(i)]	Australia	100%	100%
– MaxiPARTS Services Pty Ltd[(i)]	Australia	100%	100%
Transtech Research Pty Ltd	Australia	100%	100%
MaxiPARTS Industries (N.Z.) Pty Ltd[(i)]	Australia	100%	100%
ACN 073 705 263 PTY LTD[(i)]	Australia	100%	100%

(i) Non-trading entities and voluntary deregistration of these companies is in progress as at reporting date.
(ii) Final 20% buyout of Förch Australia completed on 8 July 2025.

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Consolidated Financial Statements continued

19. Deed of Cross Guarantee

The Company, together with its subsidiaries, MaxiPARTS Operations Pty Ltd and Transtech Research Pty Ltd entered into a deed of cross guarantee under which each entity guarantees the debts of the others. The companies below represent a 'Closed Group' for the purposes of the class order. By entering into the deed, the wholly-owned entities have been relieved from the requirement to prepare financial statements and directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission. The following entities exited the 'Closed Group' during the period by way of execution of a revocation deed, MaxiPARTS Australia Pty Ltd, ACN 073 705 263 Pty Ltd, MaxiPARTS Industries (N.Z.) Pty Ltd and MaxiPARTS (Qld) Pty Ltd, with the process underway for de-registration of these entities.

A consolidated statement of comprehensive income and consolidated balance sheet, comprising the Company and controlled entities which are party to the Deed, after eliminating all transactions between parties to the Deed of Cross Guarantee, for the year ended 30 June 2025 is set out as follows:

	Consolidated	
Consolidated statement of comprehensive income	**2025 $'000**	**2024 $'000**
Continuing Operations		
Revenue from sale of goods	245,768	217,840
Changes in inventories of finished goods and work in progress	23,251	856
Raw materials and consumables used	(191,354)	(151,174)
Other income	273	311
Employee expenses	(41,589)	(35,974)
Depreciation and amortisation expenses	(8,912)	(7,873)
Finance costs	(4,014)	(3,601)
Other expenses	(11,696)	(12,037)
Profit before income tax from continuing operations	11,727	8,348
Income tax expense	(3,343)	(3,331)
Profit from continuing operations	**8,384**	**5,017**
Discontinued Operations		
Loss from discontinued operations before income tax	–	(4,639)
Income tax (expense)/benefit from discontinued operations	–	1,805
Profit for the year	**8,384**	**2,183**
Profit attributable to: Equity holders of the company	8,384	2,183
Total comprehensive income attributable to: Equity holders of the company	8,384	2,183

Consolidated Financial Statements continued

Consolidated statement of financial position	Consolidated 2025 $'000	Consolidated 2024 $'000
Current Assets		
Cash and cash equivalents	14,117	13,237
Trade and other receivables	32,965	29,496
Inventories	65,458	61,293
Other	857	1,275
Financial asset	–	3,201
Total Current Assets	**113,397**	**108,502**
Non-Current Assets		
Property, plant and equipment	5,049	5,682
Intangible assets	9,026	25,909
Right of use asset	29,742	33,359
Investments in controlled entities	39,612	21,580
Deferred tax assets	11,553	14,432
Total Non-Current Assets	**94,982**	**100,962**
Total Assets	**208,379**	**209,464**
Current Liabilities		
Trade and other payables	32,642	32,701
Provisions	4,781	6,230
Lease liability	7,137	6,173
Interest bearing loans and borrowings	–	2,000
Total Current Liabilities	**44,560**	**47,104**
Non-Current Liabilities		
Interest bearing loans and borrowings	22,500	27,500
Intercompany loans	1,362	5,829
Provisions	933	717
Lease liability	26,442	30,528
Total Non-Current Liabilities	**51,237**	**64,574**
Total Liabilities	**95,797**	**111,678**
Net Assets	**112,582**	**97,786**
Equity		
Issued capital	99,619	99,075
Reserves	2,383	2,366
Accumulated profit/(loss)	10,580	(3,655)
Equity attributable to equity holders of the parent	**112,582**	**97,786**
Total Equity	**112,582**	**97,786**

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Consolidated Financial Statements continued

20. Note to the Consolidated Statement of Cash Flows

(a) Cash flows from operating activities

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

	Consolidated	
	2025 $'000	2024 $'000
Profit for the year	7,926	2,772
Non-cash items in operating profit		
Depreciation and amortisation of assets	10,491	9,088
Gain/ (Loss) on Sale/derecognition of assets	(199)	(1)
Share based payments expense	17	3
Impairment of loan receivable	1,001	3,200
Change in assets and liabilities		
(Increase)/decrease in receivables	(952)	838
(Increase)/decrease in other assets	407	1,099
(Increase)/decrease in inventories	(5,508)	(4,044)
Increase/(decrease) in trade payables and other liabilities	1,567	(5,240)
Increase/(decrease) in current tax assets	245	(195)
Increase/(decrease) in provisions	(1,138)	(67)
Increase/(decrease) in deferred taxes	3,426	1,407
Net cash provided by operating activities	**17,283**	**8,860**

The reconciliation includes operating cash flows from both continued and discontinued operations.

(b) Non-cash investing and financing activities

	Consolidated	
	2025 $'000	2024 $'000
Acquisition and modifications to right-of-use assets	7,183	9,725
Shares issued via dividend reinvestment plan	544	659
Performance rights issued under employee share plan	17	3
	7,744	**10,387**

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(c) Changes in liabilities arising from financing activities

Consolidated	Bank Loans $'000	Lease Liability $'000	Total $'000
Balance at 1 July 2023	15,000	34,751	49,751
Net cash from/(used in) financing activities	14,500	(7,397)	7,103
Acquisition and modification of leases	–	8,180	8,180
Other changes	–	3,129	3,129
Balance at 30 June 2024	**29,500**	**38,663**	**68,163**
Net cash from/(used in) financing activities	(7,000)	(9,123)	(16,123)
Acquisition and modification of leases	–	7,143	7,143
Other changes	–	1,282	1,282
Balance at 30 June 2025	**22,500**	**37,965**	**60,465**

21. Capital and Leasing Commitments

(a) Right-of-use assets

	Consolidated		
	Property leases $'000	Other assets $'000	Total $'000
Balance at 1 July 2023	31,153	1,644	32,797
Additions during the year	4,647	5,179	9,826
Additions via business combination	1,543	–	1,543
Lease modifications	(1,643)	(1)	(1,644)
Disposals during the year	(2)	(252)	(254)
Depreciation charge for the year	(5,315)	(1,668)	(6,983)
Balance as at 30 June 2024	**30,383**	**4,902**	**35,285**
Additions during the year	1,477	3,689	5,166
Lease modifications	1,973	44	2,017
Disposals during the year	(412)	(84)	(496)
Depreciation charge for the year	(5,995)	(2,101)	(8,096)
Balance as at 30 June 2025	**27,426**	**6,450**	**33,876**

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(b) Lease liabilities

	Consolidated Total $'000
Balance at 1 July 2023	34,751
Additions during the year	9,826
Additions via business combination	1,645
Lease modifications	(1,646)
Interest expense	1,776
Payments	(7,397)
Disposals during the year	(292)
Balance as at 30 June 2024	**38,663**
Additions during the year	5,166
Lease modifications	1,977
Interest expense	1,866
Payments	(9,123)
Disposals during the year	(584)
Balance as at 30 June 2025	**37,965**

	Consolidated	
	2025 $'000	**2024 $'000**
Represented by:		
Current	8,417	6,826
Non-current	29,548	31,837
	37,965	**38,663**

(c) Amounts recognised in profit or loss

	Consolidated	
	2025 $'000	**2024 $'000**
Depreciation of right of use assets	8,096	6,983
Finance lease interest	1,866	1,776
Total	**9,962**	**8,759**

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22. Contingent Liabilities

At any given point in time the Group may be engaged in defending legal actions brought against it. In the opinion of the Directors such actions are not expected to have a material effect on the Group's financial position.

23. Financial Instruments

Capital risk management framework/policies

The Group's key activities include the sale and distribution of commercial parts, spare parts & workshop consumables. These activities expose the Group to a variety of financial risks, including liquidity risk, credit risk and market risk such as currency and interest rate risk.

The Group's financial risk management program seeks to minimise the potential adverse effects of the unpredictability of financial markets on the financial performance of the Group by utilising derivative financial instruments for purchase of supplies and raw materials. The Group measures risk exposure through sensitivity analysis in the case of currency risk, cash flow forecasting and ageing analysis for credit risk. The policy remains unchanged from the 2024 Annual Report.

Market risk

(a) Interest rate risk

The Group is exposed to interest rate risk as it borrows at floating interest rates.

As at reporting date the interest rate profile of the Group's interest-bearing financial instruments were:

	Consolidated	
	2025 $'000	2024 $'000
Borrowings – floating rate	22,500	29,500
	22,500	**29,500**

As at reporting date, if interest rates on borrowings had moved as illustrated in the table below, with all other variables held constant, post tax profit for the year would have been affected as follows:

	2025 $'000	2024 $'000
100bp increase	(158)	(207)
100bp decrease	158	207

(b) Currency risk

The Group is exposed to foreign currency risk on purchases that are denominated in foreign currency. Derivative financial instruments (forward exchange contracts) are used by the Group to economically hedge exposure to exchange rate risk associated with foreign currency transactions already undertaken.

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Forward exchange contracts

The following table summarises the forward exchange contracts outstanding as at the reporting date:

	Average Exchange Rate		Foreign Currency		Contract Value		Fair Value	
Buy	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000	2025 $'000	2024 $'000
USD	0.6369	0.6612	2,542	1,199	3,991	1,813	(112)	(7)
EUR	0.5577	0.6074	252	150	452	247	–	(5)
CNH	4.6019	4.7812	7,779	5,114	1,690	1,070	(22)	(9)
JPY	91.1486	103.8683	42,094	32,049	463	308	(13)	(4)
					6,596	**3,438**	**(147)**	**(25)**

As at reporting date, if the Australian Dollar had moved against the foreign currencies as illustrated in the table below, with all other variables held constant, post-tax profit for the year would have been affected as follows:

	Consolidated	
	2025 $'000	2024 $'000
USD 10.0 cents increase	379	167
USD 10.0 cents decrease	(520)	(226)
EUR 10.0 cents increase	48	24
EUR 10.0 cents decrease	(69)	(34)
CNH 10.0 cents increase	25	15
CNH 10.0 cents decrease	(26)	(16)
JPY 10.0 cents increase	–	–
JPY 10.0 cents decrease	–	–

(c) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities, primarily from trade and other receivables. The carrying amount of these financial assets at year-end represented the Group's maximum exposure to credit risk. The Group has a policy of only dealing with credit worthy counterparties as a means of mitigating the risk of financial losses from defaults. The Group does not have any significant credit risk exposure to any single counter party. The majority of accounts receivable are due from entities within the broad road transport industry.

Guarantees

Performance guarantees of $1,958,821 (2024: $2,914,663) are held by Commonwealth Bank of Australia.

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(d) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's liquidity management policies include Board approval of all changes to debt facilities as well as robust management practices in short and long-term cashflow management.

The following table summarises the maturities of the Group's financial liabilities based on the remaining earliest contractual maturities.

30 June 2025 – Consolidated	Carrying Amount $'000	Total $'000	6 Months or Less $'000	6-12 Months $'000	1-2 Years $'000	2-5 Years $'000	5+ Years $'000
Trade and other payables and accruals	(36,117)	(36,117)	(36,117)	–	–	–	–
Financial liability	(2,200)	(2,200)	(2,200)	–	–	–	–
Borrowings	(22,500)	(27,326)	(743)	(743)	(2,970)	(22,871)	–
Lease Liability	(37,965)	(38,214)	(4,161)	(4,261)	(8,365)	(15,557)	(5,870)
Effect of derivative instruments							
Forward exchange contracts							
– inflow	6,596	6,596	6,596	–	–	–	–
– outflow	(6,743)	(6,743)	(6,743)	–	–	–	–
	(98,929)	**(104,004)**	**(43,368)**	**(5,004)**	**(11,335)**	**(38,428)**	**(5,870)**

30 June 2024 – Consolidated	Carrying Amount $'000	Total $'000	6 Months or Less $'000	6-12 Months $'000	1-2 Years $'000	2-5 Years $'000	5+ Years $'000
Trade and other payables and accruals	(34,669)	(34,669)	(34,669)	–	–	–	–
Borrowings	(29,500)	(33,865)	(2,146)	(2,106)	(29,613)	–	–
Lease Liability	(38,663)	(40,328)	(3,917)	(3,310)	(7,379)	(17,196)	(8,526)
Effect of derivative instruments							
Forward exchange contracts							
– inflow	3,438	3,438	3,438	–	–	–	–
– outflow	(3,463)	(3,463)	(3,463)	–	–	–	–
	(102,857)	**(108,887)**	**(40,757)**	**(5,416)**	**(36,992)**	**(17,196)**	**(8,526)**

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Finance facilities

At year end, the Group had the following financing facilities in place with its bankers:

	Facility Amount		Utilised		Available	
Consolidated	**2025 $'000**	**2024 $'000**	**2025 $'000**	**2024 $'000**	**2025 $'000**	**2024 $'000**
Loan facility	28,000	29,500	22,500	29,500	5,500	–
Overdraft facility	1,000	1,000	–	–	1,000	1,000
Multi-option facility	2,100	3,100	1,959	2,915	141	185
Corporate card facility	450	300	237	166	213	134
Asset finance	1,000	1,000	292	406	708	594
	32,550	**34,900**	**24,988**	**32,987**	**7,562**	**1,913**

Commonwealth Bank of Australia is the Group's banking partner.

The Group established its bank facility agreement with the Commonwealth Bank of Australia on 1 September 2021. During the period, a variation to the facility agreement was executed on 30 June 2025 to extend the maturity of the main debt facility out till 30 September 2028, and right-sizing the limits of the multi-option facility and corporate card facility.

Australian loan facilities of $32.55 million mature as follows, subject to continuing compliance with the terms of the facilities:

- $1 million overdraft facility subject to annual renewal and cancellable on demand;
- $2.1 million multi-option facility subject to annual renewal and cancellable on demand;
- $0.45 million corporate card facility subject to annual renewal;
- $1.0 million asset finance facility subject to annual renewal and cancellable on demand; and
- $28.0 million in September 2028 (loan facility), interest only, non-amortising.

Interest rates are variable for the Group's loan facilities.

The terms and conditions of the bank facilities contain covenants in relation to the minimum adjusted Earnings before interest, tax, depreciation and amortisation and Tangible Asset ratio. With the latest variation to the bank facility agreement, the covenants measures remain unchanged, except for an increase in EBITDA target that applied a step-up on 30 June 2025, and is reflective of the varied facilities having a lower fee structure on the total facility, as well as transitioning to being a non-amortising loan.

The group was not in breach of any debt covenants in the financial reporting period ended 30 June 2025.

(e) Fair value

Determination of fair value

Net fair value has been determined in respect of financial assets and financial liabilities, with reference to the carrying amount of such assets and liabilities in the consolidated balance sheet, determined in accordance with the accounting policies disclosed in Note 1 to the financial statements.

The carrying amount approximates estimated net fair value for the Group's financial assets and liabilities.

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Classification of fair value

Fair Value Measurement requires that financial and non-financial assets and liabilities measured at fair value be disclosed according to their position in the fair value hierarchy. There were no transfers between levels within the fair value hierarchy at 30 June 2025.

- Level 1 is based on quoted prices in active markets for identical items;
- Level 2 is based on quoted prices or other observable market data not included in level 1; and
- Level 3 valuations are based on inputs other than observable market data.

Forward exchange contracts and interest rate swaps are classified as Level 2 and their fair value is determined by reference to observable inputs from active markets or prices from markets not considered active. They are priced with reference to an active yield or rate, but with an adjustment applied to reflect the timing of maturity dates.

The fair value of forward exchange contracts at balance date is as follows:

	Consolidated	
	2025 $'000	2024 $'000
Derivative liabilities	(147)	(25)

24. Remuneration of Auditor

	Consolidated	
Remuneration of auditor	**2025 $**	**2024 $**
Remuneration of the auditor for:		
– Auditing and reviewing the financial statements – Group (HLB Mann Judd)	222,000	264,104
	222,000	**264,104**

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25. Discontinued Operations

On 31 August 2021, the Group completed the transaction for the sale of the Trailer Solutions business to Australian Trailer Solutions Group Pty Ltd ('ATSG' and now named Freighter Group Pty Ltd). On 19 November 2024 MaxiPARTS announced that it had reached a binding settlement agreement between the parties, resulting in $2.2 million to be received by MaxiPARTS, and finalising all legal disputes between the parties. The $2.2 million cash was received by MaxiPARTS on the 19 December 2024.

The results of the discontinued operations for the year ended 30 June 2025 are present below:

(a) Results of discontinued operation

	Note	2025 $'000	2024 $'000
Discontinued operation			
Other expenses		(707)	(4,639)
Loss before income tax		**(707)**	**(4,639)**
Income tax (expense)/benefit	4(b)	(118)	1,805
Loss from discontinued operation, net of tax		**(825)**	**(2,834)**

The expenses incurred for the period include a final impairment of the loan receivable, recognition of stock obsolescence provision, offset with release of remaining unused customer warranty and other provisions as a result of the signed settlement deed, and legal expenses incurred in relation to the litigation for the period.

(b) Cash flows from discontinued operation

	2025 $'000	2024 $'000
Discontinued operation		
Net cash outflows from operating activities	(1,168)	(1,448)
Net cash provided by investing activities	2,200	–
Net cash provided by/(used in) discontinued operation	**1,032**	**(1,448)**

Net Cash inflows for the period reflect the $2.2 million proceeds from the legal settlement, offset with legal expenses incurred for the period & the Queensland Government grant repayment.

(c) Other liabilities or contingent liabilities related to the sale of the Trailer Solutions business

As at 30 June 2025 there is nil Other receivables in relation to the sale of the Trailer Solutions business. The pcp balance of $3.2 million has now been addressed in the settlement deed with $2.2 million of funds being received and the remaining balance of the loan receivable, has been partially offset with the release of remaining provisions in the accounts in relation to the previously owned Trailer Solutions business.

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(d) Other liabilities or contingent liabilities related to the sale of the Trailer Solutions business

A condition of the settlement deed was that MaxiPARTS has 12 months from the date of the deed to sell remaining ATSG Proprietary Parts, after which point the remaining goods are to be disposed of. The deed also specifies limitations on what MaxiPARTS can purchase in this period, with default clauses triggered in the event of a breach. A specific provision of $0.6 million has been accounted for in the discontinued operations results for the period to allow for unsold stock after the 12 months, and as at 30 June 2025 there is $0.5 million remaining of the provision. There are no other liabilities or contingent liabilities remaining in relation to the sale of the Trailer Solutions business.

26. Non-Controlling Interest & Financial Liability

(a) Financial liability – purchase commitments of minority interest

On 31 May 2023, the Group entered into a Share Sale (Purchase) Agreement to acquire 80% ownership stake in the Förch Australia Pty Ltd ("Förch Australia") business. The final 20% ownership stake is governed by a put and call option that can be exercised by either party between 2 and 5 years post completion. The put and call option has an agreed valuation methodology of the 3 year annual average adjusted EBITDA (as calculated at the time of exercising the option) multiplied by the remaining life in years of the Förch Germany agreement (which had an original term of 7 years at acquisition date), less working capital movements.

As at 30 June 2025, MaxiPARTS has recognised a Financial Liability for $1.7 million for the agreed purchase price of the remaining 20% ownership stake in Förch Australia. The fair value of the financial liability is based on the present value of the actual redemption price, which is the price that MaxiPARTS will pay for the remaining 20% ownership. As the option was exercised in June 2025 and the settlement amount contractually agreed, the fair value reflects the agreed payment amount.

As at 30 June 2025, $0.5 million in shareholder loans remain payable to minorities. Such contributions were made for the purchase of Förch Brisbane, Förch Mandurah and initial working capital in accordance with the terms of the Shareholders Agreement and are therefore treated as interest free loans to the Company. These loans are payable upon finalisation of the buyout transaction.

Subsequent to 30 June 2025, the 20% buyout transaction was completed on 8 July 2025, with MaxiPARTS Limited owning 100% of Förch Australia on that date.

	2025 $'000	2024 $'000
Opening balance	–	–
Interest free loans – Minority Shareholders (reclassified from equity)	428	–
Interest free loans – Minority Shareholders (reclassified from other payables)	120	–
Financial Liability – Purchase commitments of non-controlling interest	1,652	–
Closing balance	**2,200**	**–**

The financial liability is regarded as a level 3 instrument for fair value disclosure as at the period end. It is the group's only level 3 financial instrument, where unobservable inputs were used to determine its fair value.

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(b) Equity – Non-controlling interests

As at 30 June 2025, there was nil Non-Controlling Interest of Förch Australia remaining and this is reflective of the triggering event for the option exercise date, for the remaining 20% ownership stake of Förch Australia. Legal ownership of the 100% rights to returns and obligations of Förch Australia transferred to the Group on 8 July 2025 (as reported in the Subsequent events note of these accounts).

	Note	2025 $'000	2024 $'000
Opening balance		1,904	1,469
Capital contribution from non-controlling interests		–	428
Non controlling interest profit for the financial year		209	7
Reallocation of capital contribution		(428)	–
Financial liability of non-controlling interest in Förch Australia	26(a)	(1,652)	–
Derecognition of non-controlling interests		(33)	–
Closing balance		**–**	**1,904**

27. Business Combinations

Prior financial year acquisitions

- On 30 November 2023, the Group acquired 100% of Nineteen Group Pty Ltd and its controlled entity, Independant Parts Pty, a commercial truck and trailer parts distribution business with operations in Western Australia, for a total consideration of $28.9 million net of cash. The purchase price included the net asset value of $14.4 million, and $3.4 million ($2.4 million net of tax) relates to an identifiable intangible asset in relation to IP customer relationships. The transaction resulted in the recognition of $14.8 million of Goodwill; and
- On the 30 November 2023 Förch Australia Pty Ltd (Förch Australia) entered into an Asset Sale Agreement to acquire the business and assets of Förch Brisbane and on 31 October 2023 Förch Australia settled on the purchase of the assets of Förch Mandurah (Western Australia sales territory), for a combined total consideration of $2.1 million. The transaction resulted in the recognition of $1.2 million of Goodwill.

28. Standards Issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

29. Events Subsequent to Balance Date

Subsequent to 30 June 2025, MaxiPARTS Limited has completed the buyout transaction for the remaining 20% of Förch Australia on 8 July 2025, with MaxiPARTS Limited owning 100% of Förch Australia as at this date. The transaction resulted in an outflow of cash for $2.2 million (refer to Note 25 for the details).

Apart from the items above and the declaration of a fully franked final dividend of 3.12 cents per share, there have been no other events subsequent to the reporting date which would have a material effect on the Group's financial statements for the year ended 30 June 2025.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

For the year ended 30 June 2025

Entity Name	Entity Type	Country of Incorporation	% of Share Capital	Australian or Foreign Tax Resident
MaxiPARTS Limited	Body Corporate	Australia	n/a	Australian
MaxiPARTS Operations Pty Ltd	Body Corporate	Australia	100%	Australian
– Colrain Queensland Pty Ltd	Body Corporate	Australia	100%	Australian
– Colrain (Albury) Pty Ltd	Body Corporate	Australia	100%	Australian
– MaxiPARTS (Qld) Pty Ltd	Body Corporate	Australia	100%	Australian
Förch Australia Pty Ltd	Body Corporate	Australia	80%	Australian
Nineteen Group Pty Ltd	Body Corporate	Australia	100%	Australian
– Independant Parts Pty Ltd	Body Corporate	Australia	100%	Australian
MaxiPARTS Australia Pty Ltd	Body Corporate	Australia	100%	Australian
– ACN 159 813 733 Pty Ltd	Body Corporate	Australia	100%	Australian
– MaxiPARTS Services Pty Ltd	Body Corporate	Australia	100%	Australian
Transtech Research Pty Ltd	Body Corporate	Australia	100%	Australian
MaxiPARTS Industries (N.Z.) Pty Ltd	Body Corporate	Australia	100%	Australian
ACN 073 705 263 PTY LTD	Body Corporate	Australia	100%	Australian

MaxiPARTS Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidate group under the tax consolidation regime.

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INDEPENDENT AUDITOR'S REPORT

For the year ended 30 June 2025

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HLB MANN JUDD

Independent Auditor's Report to the Members of MaxiPARTS Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of MaxiPARTS Limited ("the Company") and its 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 other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

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

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

Basis for Opinion

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

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

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

Key Audit Matters

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

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill and other intangibles Refer to Note 8 *Intangibles*	
As at 30 June 2025, the Group had goodwill and other intangibles with a combined carrying value of $36.792 million.	Our procedures included, amongst others: • we assessed management's determination of the Group's CGUs based on our understanding

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Independent Auditor's Report continued

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HLB MANN JUDD

The carrying value of goodwill, along with the Group's other intangible assets, is assessed for impairment at the cash generating unit ("CGU") level using a value in use model prepared in accordance with the requirements of AASB 136 *Impairment of Assets* ("AASB 136"). There was no impairment expense recognised during the year in relation to goodwill and other intangibles. The impairment assessment of goodwill and other intangibles is considered a key audit matter due to the following factors: • goodwill and other intangible assets represent a significant proportion of the Group's net assets; • impairment testing involves complex modelling which requires the Group to exercise significant judgment including the use of forward-looking assumptions in developing its budget; • the assumptions used in the Group's value in use calculations, including future cash flows, discount rates and growth rates, are subjective and prone to the risk of bias; and • the significant level of judgement in respect of the determination of CGUs.	of the nature of the Group's business and the economic environment in which it operates; • we obtained the Group's impairment model and checked the mathematical accuracy of formulae and calculations; • we assessed the appropriateness of the impairment testing approach applied by the Group against the requirements of AASB 136; • we challenged the appropriateness of cash flow forecasts, discount rates, growth rates and other key assumptions adopted by the Group. We challenged key market-based assumptions with reference to external analyst reports and other factors. For non-market based assumptions, we compared forecasts to historical costs incurred or margins on similar sales. We also assessed the reasonableness of the continued impact of revenue optimisation initiatives implemented, based on our understanding of the business; • we assessed the historical accuracy of past forecasts prepared by the Group by comparing against actual results achieved; • we performed sensitivity analysis over key assumptions adopted by the Group, including in respect of discount rates and growth rates; and • we assessed the adequacy of the Group's adopted disclosures against the requirements of Australian Accounting Standards.

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

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 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 Company 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:

Independent Auditor's Report continued

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit

Independent Auditor's Report continued

matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 24 to 30 of the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of the Group 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.

HLB Mann Judd
Chartered Accountants

Jude Lau
Partner

Melbourne
21 August 2025

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SHAREHOLDER INFORMATION

Additional information required by the Australian Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report.

Shareholdings

Substantial shareholders

The names of Company's substantial shareholders and the number of shares in which each has a relevant interest as at 15 July 2025 are:

Name	16 Jul 2025	% of Units
NAOS Asset Management Ltd	12,543,663	22.6%
HGT Investments Pty Ltd	7,160,988	12.9%
Spheria Asset Management Pty Limited	5,846,894	10.5%
James Curtis	5,793,098	10.4%
Perpetual Limited	5,198,664	9.4%

Voting rights

As at 15 July 2025, there were 2,163 holders of ordinary shares of the Company.

Subject to the Constitution of the Company, holders of ordinary shares are entitled to vote as follows:

(a) every shareholder may vote;

(b) on a show of hands every shareholder has one vote;

(c) on a poll every shareholder has:

(i) one vote for each fully paid share; and

(ii) for each partly paid share held by the shareholder, a fraction of a vote equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) on the share.

As at 31 July 2025, there are nil unissued ordinary shares of the Company relating to vested Performance Rights.

Distribution of shareholders

As at 15 July 2025

Category – No. of Shares	No. of Shareholders	Units	% of Issued Capital
1 – 1,000	974	385,699	0.70
1,001 – 5,000	743	1,850,948	3.34
5,001 – 10,000	181	1,297,235	2.34
10,001 – 100,000	237	6,102,399	11.01
100,001 – over	28	45,808,551	82.62
Total	**2,163**	**55,444,832**	**100.00**

Shareholder Information continued

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Shareholders with less than a marketable parcel

As at 15 July 2025, there were 354 shareholders holding less than a marketable parcel of 219 ordinary shares (based on the closing share price of $2.29 on 15 July 2025) in the Company totalling 31,462 ordinary shares.

On market buy-back

There is no current on-market buy-back.

Twenty Largest Shareholders – Ordinary Shares As At 15 July 2025

Name		Units	% of Units
1.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	13,490,928	24.33
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,896,946	17.85
3.	HGT INVESTMENTS PTY LTD	7,160,988	12.92
4.	CITICORP NOMINEES PTY LIMITED	5,168,681	9.32
5.	TRANSCAP PTY LTD	2,988,148	5.39
6.	TOROA PTY LTD	933,699	1.68
7.	MAHATA PTY LTD <THE CURTIS FAMILY A/C>	870,130	1.57
8.	MR PETER ZINN <CAROL ZINN FAMILY NO2 A/C>	718,126	1.30
9.	TRANSCAP PTT LTD	598,962	1.08
10.	JOHN E GILL TRADING PTY LTD	398,965	0.72
11.	MR ERIC DEAN ROSS <THE ROSELLINOS S/FUND A/C>	353,318	0.64
12.	BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	315,629	0.57
13.	JOHN E GILL OPERATIONS PTY LIMITED <JOHN E GILL NO 2 A/C>	278,332	0.50
14.	G CHAN PENSION PTY LTD <CHAN SUPER FUND A/C>	270,576	0.49
15.	JAMES R CURTIS	265,688	0.48
16.	MR PETER ANDREW RONALDS <JINALDI FARMING NO1 A/C>	235,000	0.42
17.	MR PETER LOIMARANTA	225,369	0.41
18.	RAIN CAPITAL PTY LTD <PULLEN FAMILY A/C>	220,000	0.40
19.	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	219,591	0.40
20.	LUTON PTY LTD	192,338	0.35
Total ordinary fully paid shares – top 20 holders		**44,801,414**	**80.80**
Total remaining holders balance		**10,643,418**	**19.20**

CORPORATE DIRECTORY

Company Secretary

Liz Blockley

Registered Office

22 Efficient Drive
Truganina VIC 3029

Principal Place of Business

22 Efficient Drive
Truganina VIC 3029

Contact Details

Tel: +61 3 9368 7000
Email: cosec@maxiparts.com.au

Share Registry

Computershare Investor Services
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067

Tel: 1300 850 505 (within Australia)
Tel: +61 3 9415 4000 (outside Australia)

Auditor

HLB Mann Judd (Vic Partnership)
Level 9, 550 Bourke Street
Melbourne VIC 3000

Stock Exchange Listing

The shares of MaxiPARTS Limited are listed on the Australian Securities Exchange trading under the ASX listing code “MXI”.

Other Information

MaxiPARTS Limited (formerly called MaxiTRANS Industries Limited)

ACN 006 797 173
www.maxipartslimited.com.au

Corporate Governance Statement

The Corporate Governance Statement of the Directors and the accompanying Appendix 4G is separately lodged with ASX and forms part of this Director’s Report. It may also be found on the Company’s website at www.maxipartslimited.com.au

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