Bapcor Limited

ABN 80 153 199 912

Appendix 4D and Financial Report - 31 December 2024

Lodged with the ASX under Listing Rule 4.2A

Bapcor Limited
Appendix 4D
Half-year report

1. Company details

Name of entity:	Bapcor Limited ('Bapcor' or the 'company')
ABN:	80 153 199 912
Reporting period:	For the half-year ended 31 December 2024 ('H1 FY25')
Previous period:	For the half-year ended 31 December 2023 ('H1 FY24')

2. Results for announcement to the market

			$'000s	%		$'000s
IFRS financial measures						
Revenue	Statutory	Down	5,123	0.5	to	1,012,367
Net profit after tax[1]	Statutory	Down	6,115	13.0	to	40,826
Earnings per share - basic (cents per share)	Statutory	Down	1.80 cps	13.0	to	12.03 cps
Non-IFRS financial measures[2]						
Revenue	Pro-forma[3]	Up	3,016	0.3	to	987,772
Earnings before interest, taxes, depreciation and amortisation	Statutory	Down	6,560	4.9	to	126,983
	Pro-forma[3]	Down	10,236	7.2	to	132,452
Net profit after tax[1]	Pro-forma[3]	Down	8,195	15.2	to	45,549
Earnings per share - basic (cents per share)	Pro-forma[3]	Down	2.41 cps	15.2	to	13.42 cps

Pro-forma revenue in H1 FY25 increased by 0.3% compared to H1 FY24. Pro-forma earnings before interest, taxes, depreciation and amortisation ('EBITDA') in H1 FY25 decreased by 7.2% and pro-forma net profit after tax ('NPAT') in H1 FY25 decreased by 15.2% compared to H1 FY24. Pro-forma earnings per share for H1 FY25 was 13.42 cents per share, down 15.2% compared to H1 FY24. Pro-forma net debt at 31 December 2024 was $304.5M representing a leverage ratio of 1.65x (pro-forma net debt / last twelve months pro-forma EBITDA[3]). The level of net debt represents a decrease of $32.6M compared to 30 June 2024. For a further explanation of the results above, refer to the Company's ASX Announcement for the half-year ended 31 December 2024 and the accompanying Directors' Report.

(1) Net profit after tax attributable to the members of Bapcor Limited.
(2) The directors believe the presentation of non-IFRS financial measures are useful for the users of the financial report as they provide additional and relevant information that reflect the underlying financial performance of the business. Non-IFRS financial measures contained within this report are not subject to audit or review. Refer to the directors' report for further details.
(3) Pro-forma results include adjustments from statutory results to exclude trading losses on businesses held for sale, losses on sale of businesses and other transformation costs.

3. Dividends

	Amount per security Cents	Franked amount per security Cents
2024 Interim dividend	9.5	9.5
2024 Final dividend	5.5	5.5
2025 Interim dividend (declared after balance date but not yet paid)	8.0	8.0

Record date for determining entitlements to the dividend	14 March 2025
Date dividend payable	3 April 2025

4. Dividend reinvestment plans

Bapcor operates a Dividend Reinvestment Plan (‘DRP’), which provides shareholders with the opportunity to utilise all or part of their dividends to purchase shares in the company. Given the financial position of Bapcor and in accordance with the DRP rules, the Board decided to continue to suspend the DRP for the 2025 interim dividend.

5. Net tangible assets

A large proportion of the consolidated entity's assets are intangible in nature, consisting of goodwill, customer contracts and trademarks acquired on business combination as well as software. These assets as well as any deferred taxes, right-of-use assets and lease liabilities are excluded from the calculation of net tangible assets per share.

	31 Dec 2024 Cents	30 Jun 2024 Cents
Net tangible assets per ordinary security	82.2	74.1

6. Attachments

The Appendix 4D and Financial Report of Bapcor Limited for the half-year ended 31 December 2024 is attached.

General information

The financial statements cover Bapcor Limited as a consolidated entity consisting of Bapcor Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Bapcor Limited's functional and presentation currency.

Bapcor Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is 127-139 Link Road, Melbourne Airport VIC 3045 Australia.

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 26 February 2025. The Directors have the power to amend and reissue the financial statements.

The Directors present their report, together with the financial statements, on the consolidated entity ('consolidated entity') consisting of Bapcor Limited ('company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2024 (‘H1 FY25’).

Directors

The following persons were directors of Bapcor Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Angus McKay	Executive Chair and Chief Executive Officer (appointed 22 August 2024)
Mark Powell	Lead Independent Director (‘LID’), Non-Executive Director (appointed to LID role effective 22 August 2024)
Mark Bernhard	Independent, Non-Executive Director (Interim Chief Executive Officer effective 5 February 2024 to 22 August 2024)
Brad Soller	Independent, Non-Executive Director
Kathryn Spargo	Independent, Non-Executive Director
James Todd	Independent, Non-Executive Director
Jacqueline Korhonen	Independent, Non-Executive Director (appointed 1 February 2025)
Margaret Haseltine	Independent, Non-Executive Director (retired 16 October 2024 and stepped down as Chair on 22 August 2024)

Principal activities

The principal activities of Bapcor were the sale and distribution of vehicle parts, accessories, automotive equipment, service and solutions.

Bapcor is one of the largest suppliers of vehicle parts, accessories, equipment, service and solutions in Asia Pacific with an operational network covering circa. 940 locations and employing approximately 5,400 team members.

Significant changes in the state of affairs

Management and Board Changes

George Saoud was appointed as Chief Financial Officer on 1 July 2024, bringing over 30 years’ experience in senior financial and commercial roles across a range of companies. On 18 February 2025, George announced his resignation as Chief Financial Officer, however will remain with Bapcor during his 12 month notice period.

On 22 August 2024, Angus McKay commenced as Executive Chair and Chief Executive Officer (‘EC & CEO’). Angus brings over 30 years’ executive experience with a proven track record of improving operational performance and increasing shareholder value across a range of industries nationally and internationally in Chief Executive Officer and Chief Financial Officer roles.

Following Angus’ commencement on 22 August 2024, the following Board and management changes occurred:

- Margie Haseltine resigned as Chair and assumed the role of Non-Executive Director until her resignation on 16 October 2024 at the Annual General Meeting;
- Mark Powell was appointed as Lead Independent Director (‘LID’). The LID role was established to ensure an appropriate separation between the management of the company and those responsible for overseeing its managers. Mark will fulfil the role of Chair whenever the EC & CEO is conflicted, assist the Board in reviewing the performance of the EC & CEO and provide a separate channel of communication for investors;
- Mark Bernhard stepped down from his role as Interim MD & CEO and returned to his Non-Executive Director role; and
- Jacqueline Korhonen (Jackie) commenced as an Independent Non-Executive Director on 1 February 2025.

Key Management Actions

During H1 FY25 Bapcor has undertaken key management actions to reduce complexity and simplify the business which are expected to deliver $20-30M of savings in FY25 including:

- Commenced rationalising the supply chain by transitioning smaller warehouses into the major distribution centres, five warehouse transitions have been completed, ten have been operationally exited with an additional seven to be completed in H2 FY25 and a further four planned for FY26. State based distribution centres have been established in New South Wales, Western Australia and South Australia and a Micro Fulfilment Centre in Dandenong, Victoria. These changes will optimise the supply chain network by reducing costs and inventory and improve the customer experience;
- Reduction in non-customer facing head office roles;
- Rationalising the Specialist Networks business with the creation of the Auto Electrical Group ('AEG') to optimise the go-to-market strategy to deliver better value for customers and improve efficiencies including the appointment of a new management team and consolidating three ERP systems into one; and
- Sale of the non-core MTQ diesel fuel injection business was completed on 28 November 2024.

Other

On 9 July 2024, Bapcor's Board rejected the Bain Proposal (which was announced to the ASX on 11 June 2024). The Board noted the proposal did not represent fair value for Bapcor and was not in the best interests of its shareholders.

There were no other significant changes in the state of affairs of the consolidated entity during the half-year.

Review of operations

In H1 FY25, Bapcor has delivered statutory revenue of $1,012M, down 0.5% on H1 FY24. After adjusting for the MTQ business which was sold effective 28 November and the other business held for sale, pro-forma revenue was $987.8M up 0.3% on H1 FY24. Revenue growth in Trade and Specialist Wholesale segments was partially offset by declines in the Retail and New Zealand (flat in New Zealand dollars) segments. Total gross margin dollars were up 0.5% and gross margin percentage was up 10bps to 46.9%. Pro-forma cost of doing business increased $12.6M on H1 FY24 due to strategic investments in IT, transitional supply chain costs and higher advertising costs in Retail and Specialist Networks. In addition, finance costs reduced in the half due to a reduction in interest on lease liabilities as a result of a lower number of warehouses and reassessment of option periods. The pro-forma NPAT of $45.5M represents a decline of 15.2% from H1 FY24.

Statutory NPAT of $40.8M was a decline of 13.0% on H1 FY24. In H1 FY25, significant items of $4.7M (post tax) were booked mainly related to the MTQ business (trading loss and loss on sale) and the trading loss of the other business held for sale.

Pro-forma net debt[1] at 31 December 2024 was $304.5M representing a leverage ratio of 1.65x and well within debt capacity and debt covenants.

[1] Pro-forma net debt is calculated as statutory net debt excluding the impact of lease liabilities and adjusting for the net derivative financial instruments position. This approach is consistent with banking covenant requirements. Refer to note 13 of the financial report for a reconciliation of pro-forma net debt.

The table below reconciles the H1 FY25 and H1 FY24 pro-forma results to the statutory results.

	H1 FY25			H1 FY24		
$M	**Statutory**	**Significant Items [1]**	**Pro-forma**	**Statutory**	**Significant items [2]**	**Pro-forma**
Revenue	1,012.4	(24.6)	987.8	1,017.5	(32.7)	984.8
EBITDA	127.0	5.5	132.5	133.5	9.2	142.7
EBIT	76.5	6.7	83.3	84.7	9.7	94.4
NPBT	57.8	6.7	64.6	65.4	9.7	75.1
NPAT	40.8	4.7	45.5	46.9	6.8	53.7

Note 1: H1 FY25 significant items predominately relate to revenue and operating losses from the businesses held for sale and the loss on disposal of MTQ.
Note 2: H1 FY24 significant items relate to DC consolidations, Restructuring costs, Transformation costs associated with the 'Better than Before' and revenue and profits from businesses held for sale.

The table below, which is subject to rounding, reconciles NPAT for H1 FY25 and H1 FY24 to earnings per share.

		Consolidated			
		H1 FY25		H1 FY24	
	Note	**Statutory**	**Pro-forma**	**Statutory**	**Pro-forma**
NPAT ($M)		**40.8**	**45.5**	**46.9**	**53.7**
Weighted average number of ordinary shares (million)		339.4	339.4	339.4	339.4
Earnings per share (cps)		**12.03**	**13.42**	**13.83**	**15.83**

The directors' report includes references to pro-forma results to exclude the impact of significant items. The directors believe the presentation of non-IFRS financial measures are useful for the users of this financial report as they provide additional and relevant information that reflect the underlying financial performance of the business. Non-IFRS financial measures contained within this report are not subject to audit or review.

Operating and financial review – Segment Overview

The table below, with amounts subject to rounding and change percentages based on non-rounded values, presents pro-forma revenue and EBITDA by segment.

		Pro-forma Revenue			Pro-forma EBITDA		
$M	**Note**	**H1 FY25**	**H1 FY24**	**Change**	**H1 FY25**	**H1 FY24**	**Change**
Trade	1	393.7	386.4	1.9%	70.2	62.5	12.3%
Specialist Wholesale	1, 2	366.8	364.0	0.8%	48.3	51.5	(6.2%)
Retail	2	201.7	204.0	(1.1%)	22.7	30.7	(26.1%)
New Zealand		87.1	88.7	(1.8%)	14.7	14.4	2.5%
Unallocated / Head Office	3	(61.5)	(58.3)	(5.6%)	(23.5)	(16.4)	(43.4%)
Total		**987.8**	**984.8**	**0.3%**	**132.5**	**142.7**	**(7.2%)**

Note 1: The Brookers and Brakeforce business was transferred from Specialist Wholesale to Trade effective 1 July 2024. H1 FY24 numbers have been adjusted to include revenue of $3.7M and EBITDA of $0.2M in Trade and removed from Specialist Wholesale.
Note 2: Excludes revenue and EBITDA in H1 FY25 & H1 FY24 related to businesses sold or held for sale.
Note 3: Revenue relates to intersegment sales eliminations. EBITDA relates to Bapcor head office costs, intersegment EBITDA elimination and profit from associates.

Operating and financial review – Trade

Bapcor's Trade segment is Australia's leading distributor of vehicle parts and equipment solutions for the Trade market. It consists of the Burson Auto Parts, Precision Automotive Equipment and Blacktown Auto Spares in Australia as well as the Thailand operations. This segment is a distributor of:

- Automotive aftermarket parts and consumables to trade workshops for the service and repair of passenger vehicles;
- Automotive workshop equipment such as vehicle and scanning equipment, including servicing of the equipment; and
- Automotive accessories and maintenance products to do-it-yourself vehicle owners.

The Trade segment achieved revenue growth of 1.9% compared to H1 FY24 driven by increased demand for parts, tools and equipment particularly from national and state-based service chains. Trade's EBITDA grew 12.3% compared to H1 FY24, with EBITDA margins increasing in H1 FY25 compared to H1 FY24 due to effective cost management through rostering and other cost reduction programs. The Trade network expanded in H1 FY25 from 234 locations at 30 June 2024 (this includes an additional five Brookers and Brakeforce locations which were transferred to Trade from 1 July 2024) to 237 stores at 31 December 2024. Six new stores were opened: Mermaid and Redlands Bay (Queensland), Cambridge (Tasmania), Erin (New South Wales), Clyde North and Kangaroo Flat (Victoria) and the merger of three stores. The ACT based independent parts distribution business, Motor Spares was acquired in October 2024 with the business transferred into the Burson Mitchell and Fyshwick stores.

Operating and financial review – Specialist Wholesale

Bapcor's Specialist Wholesale segment is a leader in the truck, electrical and specialist wholesale markets; and acts as an aggregator and importer for Bapcor. It consists of the Specialist Networks business including the Commercial Vehicle Group ('CVG' comprising Truckline and WANO) as well as the Auto Electrical Group ('AEG' comprising JAS Oceania, Baxters and Federal Batteries); and the Wholesale business that is a specialised leader in automotive aftermarket wholesale operations through brands such as AAD, Bearing Wholesalers, Roadsafe, Premier Auto Trade and Diesel Distributors.

The Specialist Wholesale segment achieved revenue growth of 0.8% compared to H1 FY24, with growth in the Specialist Networks (Auto Electrical Group and Commercial Vehicle Group) offset by a decline in Wholesale. EBITDA decreased by 6.2% compared to H1 FY24 due to continued challenging trading conditions in Wholesale markets.

The Specialist Wholesale network reduced from 157 locations at 30 June 2024 (this excludes five Brookers and Brakeforce locations which were transferred to Trade from 1 July 2024) to 142 locations at 31 December 2024 with the reduction due to the consolidation of smaller warehouses into the major distribution centres, sale of the MTQ business and store consolidations. Three new stores were opened, a Truckline store in Port Macquarie (New South Wales) and two JAS stores in the AEG business, one in Rockingham (Western Australian) and another in Coffs Harbour (New South Wales).

Operating and financial review – Retail

Bapcor's Retail segment is one of Australia's leading full-offer retailers and service centre. It consists of business units that are retail customer focused such as the Autobarn, Autopro and Opposite Lock brands as well as the Midas and ABS workshop service brands. This segment is comprised of mostly company-owned flagship stores in the Autobarn channel, with a mix of company-owned and franchised stores and workshops across the other brands.

The Retail segment revenue declined 1.1% compared to H1 FY24 impacted by the difficult retail environment with lower sales of discretionary categories partly offset by higher sales of non-discretionary categories. EBITDA declined 26.1% and EBITDA margins declined impacted by higher operating costs (labour and occupancy) and the reinstatement of advertising spend.

Bapcor Retail has continued to grow the number of locations with franchise stores increasing by five stores since 30 June 2024 to 230 stores while company-owned stores declined by one store to 123 stores at 31 December 2024. The total network is 353 stores, an increase of 4 stores from 30 June 2024.

Operating and financial review – New Zealand

Bapcor's New Zealand segment is the leading integrated trade and wholesale group providing parts and equipment solutions. The trade group consists of Brake & Transmission (BNT), which supplies automotive parts, and Autolign, which specializes in steering and suspension. BNT is the primary supplier of automotive parts and accessories to workshops and also offers commercial parts through the Truck and Trailer Parts brand. The Specialist Wholesale businesses include HCB for batteries, JAS for auto electrical components, and Precision Equipment for automotive workshop equipment. The licensee network features Battery Town, New Zealand's largest network of automotive electricians; Battery Town Marine, the only network of its kind in New Zealand; and the Shock Shop, the largest specialist steering and suspension network in the country.

The New Zealand segment revenue decreased by 1.8% in Australian dollars and was flat in New Zealand dollars compared to H1 FY24, with the recessionary environment impacting consumer spending and business confidence. EBITDA grew 2.5% compared to H1 FY24 and EBITDA margins increased due to procurement benefits and operational efficiencies. Company owned stores increased by one to 90 locations (excluding Battery Town and Shock Shop locations), with two new BNT stores in Penrose and Matamata offset by the closure of the BNT Fielding store.

Operating and financial review – Unallocated / Head Office

The Unallocated / Head Office segment consists of all internal sales and EBITDA eliminations and head office costs that are not recharged to the segments as they are not in the control of these costs. The increase in these costs predominately relates to the investment in IT.

Financial Position – Capital Raising and Debt

There have been no issues of new shares during the half. As a result, ordinary shares on issue remain at 339,412,500 as at 31 December 2024.

AASB 16 *Leases* increases reportable net debt by the inclusion of $233.2M of lease liabilities as at 31 December 2024. Given this is excluded from a banking covenant perspective, pro-forma net debt has also been disclosed. Pro-forma net debt at 31 December 2024 was $304.5M, representing a leverage[1] ratio of 1.65x which is well within debt capacity.

Likely development and expected results of operations

Sales from 1 January to 14 February 2025 were up 0.5%[2] with Trade up 3.7%[2] offset by weakness in Retail and Wholesale.

The start to 2H25 has been consistent with the return to work by the industry and we are confident with the balance of the year. With respect to our targeted $20-30M savings, we expect to deliver at the top end of our stated range. Savings are expected from the DC rationalisation program and the full effect of our headcount reduction program implemented in the first half.

We have clear focus areas for the second half as we continue to simplify the business and allocate our resources thoughtfully. As a management team we are confident that these initiatives will set us up to deliver sustainable growth over the long-term and we look forward to updating the market in more detail at our strategy briefing in the week commencing 28 April 2025.

[1] Leverage ratio is calculated by dividing pro-forma net debt by the last twelve months' pro-forma EBITDA. Pro-forma net debt is excluding the impact of lease liabilities and adjusting for the net derivative financial instruments relating to forward exchange contracts position. Pro-forma EBITDA excludes any impact of AASB16. Refer to note 13 of the financial report for a reconciliation of pro-forma net debt.
[2] Gross sales, excluding intercompany eliminations and the impact of foreign currency translation and adjusted for the business held for sale and trading days

Matters subsequent to the end of the financial half-year

On 1 February 2025, Jacqueline Korhonen (Jackie) commenced as an Independent Non-Executive Director (‘NED'). Jackie is an experienced NED with over 35 years’ experience in the information technology, telecommunications and financial services sectors.

On 18 February 2025, Bapcor announced the resignation of Chief Financial Officer, George Saoud. George will remain with Bapcor during his 12 month notice period.

Apart from these announcements and the interim dividend declared, no other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 10 of the directors' report.

Indemnity of auditor

The company has agreed to indemnify their auditors, PricewaterhouseCoopers, to the extent permitted by law, against any claim by a third party arising from the company’s breach of their agreement with PricewaterhouseCoopers. The indemnity stipulates that the company will meet the full amount of any such liabilities including a reasonable amount of legal costs. No liability has arisen under this indemnity.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

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

On behalf of the directors

Angus McKay
Executive Chair

Mark Powell
Lead Independent Director

26 February 2025
Melbourne

Auditor's Independence Declaration

As lead auditor for the review of Bapcor Limited for the half-year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been:

(a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

(b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Bapcor Limited and the entities it controlled during the period.

Alison Tait Milner

Alison Tait Milner
Partner
PricewaterhouseCoopers

Melbourne
26 February 2025

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

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Bapcor Limited
Consolidated statement of comprehensive income
For the half-year ended 31 December 2024

	Note	Consolidated 31 Dec 2024 $'000	Consolidated 31 Dec 2023 $'000
Revenue	4	1,012,367	1,017,490
Share of profits of associates accounted for using the equity method		788	620
Expenses			
Cost of sales		(542,079)	(545,234)
Employee expenses		(235,557)	(233,036)
Freight		(13,720)	(15,064)
Advertising		(19,054)	(17,567)
Other expenses		(46,941)	(48,676)
Motor vehicles		(8,611)	(9,147)
IT & communications		(20,210)	(15,843)
Depreciation and amortisation expense	5	(50,460)	(48,884)
Finance costs	5	(18,712)	(19,290)
Profit before income tax expense		57,811	65,369
Income tax expense		(17,055)	(18,455)
Profit after income tax expense for the half-year		40,756	46,914
Other comprehensive income			
Items that may be reclassified to profit or loss			
Foreign currency translation		(1,328)	1,087
Changes in the fair value of cash flow hedges		3,072	(5,070)
Share of other comprehensive income of associates		238	393
Other comprehensive income for the half-year, net of tax		1,982	(3,590)
Total comprehensive income for the half-year		42,738	43,324
Profit for the half-year is attributable to:			
Non-controlling interest		(70)	(27)
Owners of Bapcor Limited		40,826	46,941
		40,756	46,914
Total comprehensive income for the half-year is attributable to:			
Non-controlling interest		238	(59)
Owners of Bapcor Limited		42,500	43,383
		42,738	43,324
		Cents	**Cents**
Basic earnings per share		12.03	13.83
Diluted earnings per share		11.92	13.71

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes

Bapcor Limited
Consolidated statement of financial position
As at 31 December 2024

	Note	Consolidated 31 Dec 2024 $'000	Consolidated 30 Jun 2024 $'000
Assets			
Current assets			
Cash and cash equivalents		89,484	71,594
Trade and other receivables	6	190,815	198,587
Inventories	7	578,302	541,213
Derivative financial instruments		3,987	394
Income tax receivable		15,281	10,483
Assets classified as held for sale	8	7,029	28,285
Total current assets		884,898	850,556
Non-current assets			
Right-of-use assets	9	196,260	249,897
Property, plant and equipment	10	123,255	115,372
Intangibles	11	618,975	618,605
Investments accounted for using the equity method		8,455	7,569
Deferred tax		59,462	62,806
Total non-current assets		1,006,407	1,054,249
Total assets		1,891,305	1,904,805
Liabilities			
Current liabilities			
Trade and other payables		260,460	214,741
Provisions	12	61,532	68,001
Lease liabilities		56,136	65,784
Derivative financial instruments		-	763
Liabilities classified as held for sale	8	4,412	15,008
Total current liabilities		382,540	364,297
Non-current liabilities			
Provisions	12	16,310	17,788
Borrowings	13	395,657	405,554
Lease liabilities		177,111	222,824
Total non-current liabilities		589,078	646,166
Total liabilities		971,618	1,010,463
Net assets		919,687	894,342
Equity			
Issued capital	15	867,306	867,722
Reserves		6,528	3,712
Retained profits		44,238	22,079
Equity attributable to the owners of Bapcor Limited		918,072	893,513
Non-controlling interest		1,615	829
Total equity		919,687	894,342

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

Bapcor Limited
Consolidated statement of changes in equity
For the half-year ended 31 December 2024

Consolidated	Contributed equity $'000	Other $'000	Reserves $'000	Retained profits $'000	Non-controlling Interests $'000	Total equity $'000
Balance at 1 July 2023	878,652	(10,680)	4,458	251,665	1,010	1,125,105
Profit/(loss) after income tax expense for the half-year	-	-	-	46,941	(27)	46,914
Other comprehensive income for the half-year, net of tax	-	-	(3,560)	-	(30)	(3,590)
Total comprehensive income for the half-year	-	-	(3,560)	46,941	(57)	43,324
Transactions with owners in their capacity as owners:						
Share-based payments	-	-	385	-	-	385
Treasury shares (note 15)	-	(250)	-	-	-	(250)
Dividends paid (note 16)	-	-	-	(39,032)	-	(39,032)
Balance at 31 December 2023	878,652	(10,930)	1,283	259,574	953	1,129,532

Consolidated	Contributed equity $'000	Other $'000	Reserves $'000	Retained profits $'000	Non-controlling Interests $'000	Total equity $'000
Balance at 1 July 2024	878,652	(10,930)	3,713	22,079	828	894,342
Profit/(loss) after income tax expense for the half-year	-	-	-	40,826	(70)	40,756
Other comprehensive income for the half-year, net of tax	-	-	1,744	-	238	1,982
Total comprehensive income for the half-year	-	-	1,744	40,826	168	42,738
Transactions with owners in their capacity as owners:						
Share-based payments	-	-	1,071	-	-	1,071
Treasury shares (note 15)	-	(416)	-	-	-	(416)
Divestment of non-controlling interest	-	-	-	-	619	619
Dividends paid (note 16)	-	-	-	(18,667)	-	(18,667)
Balance at 31 December 2024	878,652	(11,346)	6,528	44,238	1,615	919,687

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Bapcor Limited
Consolidated statement of cash flows
For the half-year ended 31 December 2024

	Note	Consolidated 31 Dec 2024 $'000	Consolidated 31 Dec 2023 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		1,127,287	1,143,444
Payments to suppliers and employees (inclusive of GST)		(983,605)	(1,054,478)
		143,682	88,966
Payments for restructuring costs		(6,070)	(3,564)
Payments for transformation costs		-	(4,959)
Borrowing costs		(11,016)	(9,283)
Income taxes paid		(20,067)	(28,213)
Net cash from operating activities		106,529	42,947
Cash flows from investing activities			
Payments for purchase of business, net of cash and cash equivalents		-	(929)
Payments for investments		-	(227)
Payments for property, plant and equipment	10	(21,174)	(27,062)
Payments for software	11	(6,962)	(10,881)
Proceeds from disposal of property, plant and equipment		1,496	1,715
Proceeds from disposal of business, net of expenses		7,407	-
Net cash used in investing activities		(19,233)	(37,384)
Cash flows from financing activities			
Purchase of treasury shares	15	(416)	(250)
Proceeds from borrowings		40,000	85,000
Repayment of borrowings		(50,000)	-
Dividends paid	16	(18,667)	(39,032)
Repayment of lease liabilities		(40,562)	(41,905)
Borrowing transaction costs		-	(25)
Net cash from/(used in) financing activities		(69,645)	3,788
Net increase in cash and cash equivalents		17,651	9,351
Cash and cash equivalents at the beginning of the half-year		71,593	78,629
Effects of exchange rate changes on cash and cash equivalents		240	21
Cash and cash equivalents at the end of the half-year		89,484	88,001

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

Note 1. Significant accounting policies

This consolidated financial report for the interim half-year reporting period ended 31 December 2024 has been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Act 2001.

This half-year financial report does not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory have not been early adopted by the consolidated entity for the half-year reporting period ended 31 December 2024.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, that management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are as disclosed in the 30 June 2024 financial statements.

Note 3. Segment information

Description of segments
The consolidated entity has identified four operating segments based on the internal reports that are reviewed and used by the CEO (who is identified as the Chief Operating Decision Maker ('CODM')) and is supported by the other members of the executive team and the Board of Directors where required in assessing performance and in determining the allocation of resources including capital allocations.

The operating results of the consolidated entity are currently reviewed by the CODM and decisions are based on four operating segments which also represent the four reporting segments, as follows:

Bapcor Trade	Represents the trade focused automotive aftermarket parts distribution to independent and chain mechanic workshops. Includes the operations of Burson Auto Parts, Precision Automotive Equipment, Blacktown Auto and the Thailand based operation.
Bapcor Specialist Wholesale	Includes the specialised wholesale distribution and network channel areas that focus on a specific automotive area such as AAD, Baxters, Bearing Wholesalers, Roadsafe, Diesel Distributors, Federal Batteries, JAS, Premier Auto Trade, Toperformance, Truckline and WANO.
Bapcor Retail	Represents the retail focused accessory stores that are positioned as the first choice destination for both the everyday consumer and automotive enthusiast as well as the service areas of Bapcor. Includes the operations of Autobarn, Autopro, Midas, ABS and Opposite Lock.
Bapcor NZ	Includes the operations of Brake & Transmission ('BNT'), Autolign and HCB Technologies.

Note 3. Segment information (continued)

Segment revenue
Intersegment transactions are carried out at arm's length and eliminated on consolidation. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the statement of comprehensive income.

Segment EBITDA
Segment performance is assessed on the basis of segment EBITDA. Segment EBITDA comprises expenses which are incurred in the normal trading activity of the segments and excludes the impact of depreciation, amortisation, interest, tax and other items which are determined to be outside of the control of the respective segments.

Operating segment information

Consolidated - 31 Dec 2024	Trade $'000	Specialist Wholesale $'000	Retail $'000	New Zealand $'000	Unallocated / Head Office $'000	Total $'000
Revenue						
Sales	393,658	366,842	201,698	87,124	24,594	1,073,916
Total segment revenue	393,658	366,842	201,698	87,124	24,594	1,073,916
Intersegment sales						(61,549)
Total revenue						1,012,367
EBITDA	70,169	48,338	22,682	14,741	(28,711)	127,219
Intersegment EBITDA						(236)
Depreciation and amortisation						(50,460)
Finance costs						(18,712)
Profit before income tax expense						57,811
Income tax expense						(17,055)
Profit after income tax expense						40,756
Assets						
Segment assets	497,218	648,288	232,135	249,193	264,471	1,891,305
Total assets						1,891,305
Liabilities						
Segment liabilities	151,006	161,301	125,826	42,114	491,371	971,618
Total liabilities						971,618

Note 3. Segment information (continued)

Consolidated - 31 Dec 2023	Bapcor Trade $'000	Bapcor Specialist Wholesale $'000	Bapcor Retail $'000	Bapcor NZ $'000	Unallocated / Head Office $'000	Total $'000
Revenue						
Sales	386,435	363,981	203,956	88,688	32,774	1,075,834
Total segment revenue	386,435	363,981	203,956	88,688	32,774	1,075,834
Intersegment sales						(58,344)
Total revenue						1,017,490
EBITDA	62,487	51,509	30,686	14,380	(27,806)	131,256
Intersegment EBITDA						2,287
Depreciation and amortisation						(48,884)
Finance costs						(19,290)
Profit before income tax expense						65,369
Income tax expense						(18,455)
Profit after income tax expense						46,914
Consolidated - 30 Jun 2024						
Assets						
Segment assets	458,744	654,497	239,095	259,380	293,089	1,904,805
Total assets						1,904,805
Liabilities						
Segment liabilities	123,523	153,435	112,435	47,702	573,368	1,010,463
Total liabilities						1,010,463

Unallocated / Head Office includes businesses that have been sold or are held for sale. Prior year numbers have been reclassified to present the continuing business units at the end of the reporting period.

	Geographical non-current assets	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Australia	831,613	873,013
New Zealand	174,119	180,626
Other	675	611
	1,006,407	1,054,250

The geographical non-current assets above are exclusive of, where applicable, derivative financial instruments and balances such as intercompany and investments that are eliminated on consolidation.

Note 4. Revenue

	Consolidated 31 Dec 2024 $'000	Consolidated 31 Dec 2023 $'000
Revenue from contracts with customers	1,012,367	1,017,490

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

	Consolidated 31 Dec 2024 $'000	Consolidated 31 Dec 2023 $'000
Geographical regions		
Australia	981,704	982,837
New Zealand	87,124	88,688
Thailand	5,088	4,309
Intersegment sales	(61,549)	(58,344)
	1,012,367	1,017,490
Timing of revenue recognition		
Goods transferred at a point in time	1,056,052	1,059,121
Services transferred over time	17,864	16,713
Intersegment sales	(61,549)	(58,344)
	1,012,367	1,017,490

Revenue is allocated to geographical segments on the basis of where the sale is recorded.

Note 5. Expenses

	Consolidated 31 Dec 2024 $'000	Consolidated 31 Dec 2023 $'000
Profit before income tax includes the following specific expenses:		
Depreciation and amortisation expense		
Plant and equipment	11,501	8,562
Motor vehicles	3,074	4,369
Properties right-of-use assets	33,625	31,400
Motor vehicles right-of-use assets	42	132
Amortisation of intangibles	2,218	4,421
	50,460	48,884
Finance costs		
Interest and finance charges paid/payable	11,403	10,440
Interest and finance charges paid/payable on lease liabilities	7,309	8,850
	18,712	19,290

Note 6. Trade and other receivables

	Consolidated	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Current assets		
Trade receivables	151,004	163,803
Less: Allowance for credit notes	(1,640)	(1,679)
Less: Allowance for expected credit losses	(5,660)	(6,612)
	143,704	155,512
Customer loans	48	70
Less: Allowance for expected credit losses	(48)	(70)
	-	-
Other receivables	30,908	27,718
Prepayments	16,203	15,357
	47,111	43,075
	190,815	198,587

Note 7. Inventories

	Consolidated	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Current assets		
Stock in transit - at cost	38,892	32,485
Stock on hand - at cost	593,427	564,527
Less: Provision for slow moving inventory	(54,017)	(55,799)
	539,410	508,728
	578,302	541,213

Movements in provision for slow moving inventory:

	Consolidated	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Opening balance	(55,799)	(54,165)
Additional provisions released / (recognised)	(5,257)	(17,788)
Additions through business combinations	-	(257)
Inventory written off against provision	6,994	16,492
Foreign currency translation	45	(81)
Closing balance	(54,017)	(55,799)

Note 8. Assets and liabilities classified as held for sale

	Consolidated	
	31 Dec 2024 $'000	30 Jun 2024 $'000
Current assets		
Assets classified as held for sale	7,029	28,285
Current liabilities		
Liabilities classified as held for sale	4,412	15,008

During FY24, the consolidated entity Group determined certain business assets as non-core to the Group with the associated assets and liabilities classified as held for sale. On 28 November 2024 the sale of the MTQ business was completed with the balance of the assets and liabilities classified as held for sale relating to another business.

Note 9. Right-of-use assets

	Consolidated	
	31 Dec 2024 $'000	30 Jun 2024 $'000
Non-current assets		
Properties - right-of-use	509,531	530,649
Less: Accumulated depreciation	(313,271)	(280,794)
	196,260	249,855
Motor vehicles - right-of-use	-	4,444
Less: Accumulated depreciation	-	(4,402)
	-	42
	196,260	249,897

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

Consolidated	Properties $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2024	249,855	42	249,897
Additions	8,968	-	8,968
Disposals	(1,713)	-	(1,713)
Remeasurements	(26,887)	-	(26,887)
Foreign currency translation	(338)	-	(338)
Depreciation expense	(33,625)	(42)	(33,667)
Balance at 31 December 2024	196,260	-	196,260

Remeasurements occur when there is a change in the treatment of options to renew or when rentals change due to non-fixed rent reviews, causing an adjustment to both right-of-use asset and lease liability balances.

Note 10. Property, plant and equipment

	Consolidated	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Non-current assets		
Plant and equipment - at cost	210,568	188,128
Less: Accumulated depreciation and impairment	(110,824)	(99,323)
	99,744	88,805
Motor vehicles - at cost	56,060	56,042
Less: Accumulated depreciation	(32,549)	(29,475)
	23,511	26,567
	123,255	115,372

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

Consolidated	Plant and equipment $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2024	88,805	26,567	115,372
Additions	19,276	1,898	21,174
Disposals	(887)	(443)	(1,330)
Foreign currency translation	42	(28)	14
Transfers in/(out)	4,009	(1,409)	2,600
Depreciation expense	(11,501)	(3,074)	(14,575)
Balance at 31 December 2024	99,744	23,511	123,255

Note 11. Intangibles

	Consolidated	
	31 Dec 2024 $'000	**30 Jun 2024 $'000**
Non-current assets		
Goodwill	550,817	551,961
Trademarks	58,456	59,078
Less: Accumulated amortisation and impairment	(35,627)	(35,627)
	22,829	23,451
Customer contracts	25,900	25,900
Less: Accumulated amortisation and impairment	(25,900)	(25,889)
	-	11
Software	84,916	80,559
Less: Accumulated amortisation and impairment	(39,587)	(37,377)
	45,329	43,182
	618,975	618,605

Note 11. Intangibles (continued)

The amount of work in progress included in software is $12.0M (30 June 2024: $17.0M) and relates inventory and management projects that are not yet completed and therefore are not being amortised.

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

Consolidated	Goodwill $'000	Trademarks $'000	Customer contracts $'000	Computer software $'000	Total $'000
Balance at 1 July 2024	551,961	23,451	11	43,182	618,605
Additions	-	-	-	6,962	6,962
Disposals	-	(583)	-	(15)	(598)
Foreign currency translation	(1,144)	(39)	(3)	10	(1,176)
Transfers in/(out)	-	-	-	(2,600)	(2,600)
Amortisation expense	-	-	(8)	(2,210)	(2,218)
Balance at 31 December 2024	550,817	22,829	-	45,329	618,975

Impairment testing
There were no indicators of impairment identified in relation to intangible assets that required impairment testing to be conducted at the end of the half- year. Refer to the financial statement for the year ended 30 June 2024 for details of the most recent impairment testing conducted including sensitivity analysis.

Note 12. Provisions

	Consolidated 31 Dec 2024 $'000	Consolidated 30 Jun 2024 $'000
Current liabilities		
Employee benefits	46,332	43,082
Lease make good	8,672	10,244
Restructuring	6,528	14,675
	61,532	68,001
Non-current liabilities		
Employee benefits	3,561	4,582
Lease make good	12,749	13,206
	16,310	17,788
	77,842	85,789

Note 13. Borrowings

	Consolidated	
	31 Dec 2024 $'000	30 Jun 2024 $'000
Non-current liabilities		
Secured bank loans	398,000	408,285
Less: unamortised transaction costs capitalised	(2,343)	(2,731)
	395,657	405,554

Borrowing facilities

Bapcor has access to a $720M debt facility with a staggered maturity profile of Jul-26, Jul-27, Jul-28 and Jul-29 with ANZ, Westpac, NAB, Citi, SMBC and MetLife. The debt facility comprises the following tranches:

- $100M seven-year tranche, available for general corporate purposes - expires July 2026
- $70M four-year tranche, available for working capital purpose including overdraft, credit cards, and bank guarantees - expires July 2026
- $135M four-year tranche, available for general corporate purpose - expires July 2027
- $115M five-year tranche, available for general corporate purposes - expires July 2028
- $65M four-year tranche, available for general corporate purposes - expires July 2028
- $235M five-year tranche, available for general corporate purposes - expires July 2029

The facility is secured by way of a fixed and floating charge over Bapcor's assets. There were no changes to the debt covenants with the net leverage ratio being less than 3.0X and the fixed cover charge ratio being greater than 1.75X (on a pre-AASB 16 basis).

Net debt reconciliation

	Consolidated	
	31 Dec 2024 $'000	30 Jun 2024 $'000
Cash and cash equivalents	89,484	71,594
Borrowings excluding unamortised transaction costs capitalised	(398,000)	(408,285)
Add: Net derivative financial instruments	3,987	(369)
Pro-forma net debt as per debt facility agreement	(304,529)	(337,060)

Note 14. Fair value measurement

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

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

Consolidated - 31 Dec 2024	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Derivative financial instruments	-	3,987	-	3,987
Assets held for sale	-	-	7,029	7,029
Total assets	-	3,987	7,029	11,016
Liabilities				
Liabilities held for sale	-	-	4,412	4,412
Total liabilities	-	-	4,412	4,412

Consolidated - 30 Jun 2024	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Derivative financial instruments	-	394	-	394
Assets classified as held for sale	-	-	28,285	28,285
Total assets	-	394	28,285	28,679
Liabilities				
Derivative financial instruments	-	763	-	763
Liabilities classified as held for sale	-	-	15,008	15,008
Total liabilities	-	763	15,008	15,771

There were no transfers between levels during the financial half-year.

Derivative financial instruments carried at fair value are forward foreign exchange contracts and floating interest rate to fixed interest rate swaps. These are considered to be Level 2 financial instruments because their measurement is derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Assets classified as held for sale are considered to be a Level 3 financial instrument because inputs in valuing this instrument are not based on observable market data. The fair value of this instrument is determined based on an estimated discounted cash flow analysis.

Note 15. Issued capital

	Consolidated			
	31 Dec 2024 Shares	30 Jun 2024 Shares	31 Dec 2024 $'000	30 Jun 2024 $'000
Ordinary shares	339,412,500	339,412,500	878,652	878,652
Treasury shares	-	-	(11,346)	(10,930)
	339,412,500	339,412,500	867,306	867,722

Movements in treasury shares

Details	Date	Shares	$'000
Balance	1 July 2024	-	(10,930)
Purchase of treasury shares	01 November 2024	61,091	(291)
Utilisation of treasury shares	01 November 2024	(61,091)	-
Purchase of treasury shares	18 December 2024	22,760	(125)
Utilisation of treasury shares	18 December 2024	(22,760)	-
Balance	31 December 2024	-	(11,346)

The average purchase price of treasury shares during the financial half year period was $4.96 (2024: $6.75) per share.

Note 16. Dividends

Dividends
Dividends paid during the financial half-year were as follows:

	Consolidated	
	31 Dec 2024 $'000	31 Dec 2023 $'000
Final dividend for the year ended 30 June 2024 of 5.5 cents (2023: 11.5 cents) per ordinary share	18,667	39,032

The Board has declared an interim dividend in respect of H1 FY25 of 8.0 cents per share, fully franked. The interim dividend will be paid on 3 April 2025 to shareholders registered on 14 March 2025.

Franking credits

	Consolidated	
	31 Dec 2024 $'000	30 Jun 2024 $'000
Franking credits available for subsequent financial years based on a tax rate of 30%	135,414	127,444

The above amounts represent the balance of the franking account as at the end of the financial half-year, adjusted for:
- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

Note 17. Events after the reporting period

On 1 February 2025, Jacqueline Korhonen (Jackie) commenced as an Independent Non-Executive Director ('NED'). Jackie is an experienced NED with over 35 years' experience in the information technology, telecommunications and financial services sectors.

On 18 February 2025, Bapcor announced the resignation of Chief Financial Officer, George Saoud. George will remain with Bapcor during his 12 month notice period.

Apart from these announcements and the interim dividend declared, no other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date; and

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

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors

Angus McKay	Mark Powell
Executive Chair and Chief Executive Officer	Lead Independent Director

26 February 2025
Melbourne

Independent auditor's review report to the members of Bapcor Limited

Report on the half year financial report

Conclusion

We have reviewed the half-year financial report of Bapcor Limited (the Company) and the entities it controlled during the half year (together the Group), which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of changes in equity, consolidated statement of cash flows and consolidated statement of comprehensive income for the half year ended on that date, selected explanatory notes and the directors' declaration.

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

1. giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date

2. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity* (ASRE 2410). Our responsibilities are further described in the *Auditor's responsibilities for the review of the half-year financial report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibilities of the directors for the half-year financial report

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

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

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

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

PricewaterhouseCoopers

PricewaterhouseCoopers

Alison Tait Milner

Alison Tait Milner
Partner

Melbourne
26 February 2025