

Clifroy Limited

ABN 31 114 604 358

Half-year Financial Report - 31 December 2025

Clifroy Limited
Directors' report
31 December 2025

The directors present their report, together with the financial statements, on the company for the half-year ended 31 December 2025.

Directors

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

Graeme Russell
Rosalyn Mary Roberts
Jenny Maree Farrar
Daisy Chiumburu

Peter Raymond Hille
Sean Rooney
James Joshua Sinclair
Zhedi Wu

Principal activity

The principal activity of the company during the financial half-year was facilitating Community Bank services under management rights of Bendigo and Adelaide Bank Limited (Bendigo Bank).

Review of operations

The profit for the company after providing for income tax amounted to \$205,368 (31 December 2024: \$423,217).

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the company during the financial half-year.

Matters subsequent to the end of the financial half-year

Subsequent to the reporting date, the Company exercised its renewal option and confirmed a further five year franchise term with Bendigo and Adelaide Bank, commencing 9 February 2026. This renewal secures the continuation of operations under the Community Bank franchise model.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company'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 immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the *Corporations Act 2001*.

On behalf of the directors



Graeme Russell
Chair

4 March 2026



Andrew Frewin Stewart
61 Bull Street Bendigo VIC 3550
ABN: 65 684 604 390
afs@afsbendigo.com.au
03 5443 0344

Lead auditor's independence declaration under section 307C of the *Corporations Act 2001* to the Directors of Clifroy Limited

I declare that, to the best of our knowledge and belief, during the half-year ended 31 December 2025 there have been:

- a. no contraventions of the auditor independence requirements as set out in 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.

A handwritten signature in black ink, appearing to read 'Andrew Frewin Stewart', is positioned above the printed name.

Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550
Dated: 4 March 2026

A handwritten signature in black ink, appearing to read 'Adrian Downing', is positioned above the printed name.

Adrian Downing
Lead Auditor

Clifroy Limited
Statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2025

	Note	31-Dec-25	31-Dec-24
		\$	\$
Revenue from contracts with customers	3	1,014,702	1,259,401
Other revenue		13,500	-
Finance revenue		17,844	14,814
Total revenue		<u>1,046,046</u>	<u>1,274,215</u>
Employee benefits expense		(444,777)	(410,735)
Advertising and marketing costs		(26,952)	(4,286)
Occupancy and associated costs		(25,649)	(23,582)
Systems costs		(26,300)	(14,040)
Depreciation and amortisation expense		(77,849)	(71,558)
Finance costs		(20,510)	(22,776)
General administration expenses		(62,489)	(57,862)
Total expenses before community contributions and income tax		<u>(684,526)</u>	<u>(604,839)</u>
Profit before community contributions and income tax expense		361,520	669,376
Charitable donations, sponsorships and grants expense		(86,739)	(103,540)
Profit before income tax expense		274,781	565,836
Income tax expense		(69,413)	(142,619)
Profit after income tax expense for the half-year		205,368	423,217
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive income for the half-year		<u>205,368</u>	<u>423,217</u>
		Cents	Cents
Basic earnings per share		23.69	48.81
Diluted earnings per share		23.69	48.81

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

Clifroy Limited
Statement of financial position
As at 31 December 2025

	31-Dec-25	30-Jun-25
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	467,412	791,427
Trade and other receivables	200,135	200,218
Investments	812,393	1,242,453
Current tax assets	-	24,875
Total current assets	<u>1,479,940</u>	<u>2,258,973</u>
Non-current assets		
Property, plant and equipment	302,052	278,102
Right-of-use assets	414,636	469,486
Intangibles	1,378	7,886
Deferred tax assets	33,220	50,685
Total non-current assets	<u>751,286</u>	<u>806,159</u>
Total assets	<u>2,231,226</u>	<u>3,065,132</u>
Liabilities		
Current liabilities		
Trade and other payables	165,732	1,117,609
Lease liabilities	122,175	119,209
Current tax liabilities	19,359	-
Employee benefits	42,619	37,736
Total current liabilities	<u>349,885</u>	<u>1,274,554</u>
Non-current liabilities		
Lease liabilities	414,584	446,366
Employee benefits	8,693	5,434
Provisions	17,307	16,688
Total non-current liabilities	<u>440,584</u>	<u>468,488</u>
Total liabilities	<u>790,469</u>	<u>1,743,042</u>
Net assets	<u>1,440,757</u>	<u>1,322,090</u>
Equity		
Issued capital	753,928	753,928
Retained earnings	<u>686,829</u>	<u>568,162</u>
Total equity	<u>1,440,757</u>	<u>1,322,090</u>

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

Clifroy Limited
Statement of changes in equity
For the half-year ended 31 December 2025

	Note	Issued capital \$	Retained earnings \$	Total equity \$
Balance at 1 July 2024		753,928	468,179	1,222,107
Profit after income tax expense		-	423,217	423,217
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	423,217	423,217
<i>Transactions with owners in their capacity as owners:</i>				
Dividends provided for or paid	4	-	(86,701)	(86,701)
Balance at 31 December 2024		<u>753,928</u>	<u>804,695</u>	<u>1,558,623</u>
Balance at 1 July 2025		753,928	568,162	1,322,090
Profit after income tax expense		-	205,368	205,368
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	205,368	205,368
<i>Transactions with owners in their capacity as owners:</i>				
Dividends provided for or paid	4	-	(86,701)	(86,701)
Balance at 31 December 2025		<u>753,928</u>	<u>686,829</u>	<u>1,440,757</u>

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

Clifroy Limited
Statement of cash flows
For the half-year ended 31 December 2025

	Note	31-Dec-25 \$	31-Dec-24 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		1,097,516	1,385,127
Payments to suppliers and employees (inclusive of GST)		(1,443,321)	(1,658,645)
Interest received		30,670	15,512
Income taxes paid		(7,714)	(143,133)
		<u>(322,849)</u>	<u>(401,139)</u>
Net cash used in operating activities			
Cash flows from investing activities			
Redemption of/(investment in) term deposits		430,060	(14,783)
Payments for property, plant and equipment		(322,254)	-
Proceeds from disposal of property, plant and equipment		13,500	-
		<u>121,306</u>	<u>(14,783)</u>
Net cash from/(used in) investing activities			
Cash flows from financing activities			
Interest and other finance costs paid		(19,890)	(22,199)
Dividends paid	4	(86,701)	(86,701)
Repayment of lease liabilities		(15,881)	(38,036)
		<u>(122,472)</u>	<u>(146,936)</u>
Net cash used in financing activities			
Net decrease in cash and cash equivalents		(324,015)	(562,858)
Cash and cash equivalents at the beginning of the financial half-year		<u>791,427</u>	<u>1,572,052</u>
Cash and cash equivalents at the end of the financial half-year		<u><u>467,412</u></u>	<u><u>1,009,194</u></u>

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

Clifroy Limited
Notes to the financial statements
31 December 2025

Note 1. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

These general purpose financial statements do 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 2025 and any public announcements made by the company during the period.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

Note 2. Economic dependency

The company has entered into a franchise agreement with Bendigo Bank that governs the management of the Community Bank. The company is economically dependent on the ongoing receipt of revenue under the franchise agreement. The franchise agreement expires on 8 February 2031.

The directors have a reasonable expectation that a new franchise agreement will be signed prior to the expiry date.

Note 3. Revenue from contracts with customers

	31-Dec-25	31-Dec-24
	\$	\$
Margin income	937,224	1,187,603
Fee income	33,782	34,893
Commission income	43,696	36,905
	<u>1,014,702</u>	<u>1,259,401</u>

Disaggregation of revenue

All revenue from contracts with customers has been recognised at a point in time during the half-year.

Note 4. Dividends

The following dividends were provided for and paid to shareholders during the financial half-year as presented in the Statement of changes in equity and Statement of cash flows.

	31-Dec-25	31-Dec-24
	\$	\$
Fully franked dividend of 10 cents per share (31-Dec-24: 10 cents)	<u>86,701</u>	<u>86,701</u>

The tax rate at which dividends have been franked is 25%.

Note 5. Contingent assets and liabilities

There were no contingent assets or liabilities at the date of this report.

Note 6. Related party transactions

The company has related party transactions that include remuneration to directors. These related party transactions are consistent with those disclosed in the company's financial report for the year ended 30 June 2025. There have been no significant changes to the nature or amount of these related party transactions during the half-year ended 31 December 2025.

Clifroy Limited
Notes to the financial statements
31 December 2025

Note 7. Events after the reporting date

Subsequent to the reporting date, the Company exercised its renewal option and confirmed a further five year franchise term with Bendigo and Adelaide Bank, commencing 9 February 2026. This renewal secures the continuation of operations under the Community Bank franchise model.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.

Clifroy Limited
Directors' declaration
31 December 2025

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 company's financial position as at 31 December 2025 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

Graeme Russell

36988888-F43D-9AD6-4389-88DE79ACBC94

Graeme Russell
Chair

4 March 2026



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03 5443 0344

Independent auditor's review report to the Directors of Clifroy Limited

Report on the half-year financial report

Conclusion

We have reviewed the half-year financial report of Clifroy Limited (the company), which comprises the statement of financial position as at 31 December 2025, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a summary of material accounting policies and other explanatory information, 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 Clifroy Limited does not comply with the *Corporations Act 2001* including:

- a. giving a true and fair view of the company's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
- b. complying with Australian 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*. Our responsibilities are further described in the *Auditor's responsibilities for the review of the financial report* section of our report. We are independent of the company 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 annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the directors for the financial report

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



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Auditor's responsibility for the review of the 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 company's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Australian 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 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.

A handwritten signature in black ink, appearing to read 'Andrew Frewin Stewart', is positioned above the printed name.

Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550
Dated: 4 March 2026

A handwritten signature in black ink, appearing to read 'A. Downing', is positioned above the printed name.

Adrian Downing
Lead Auditor