MARKET RELEASE

17 JULY 2026

Correction to FY26 Annual Report – Auditor's Report

Trade Window Holdings Limited (NZX/ASX: TWL) advises of an administrative correction to the FY26 Annual Report lodged with NZX on 30 June 2026.

The Annual Report as lodged inadvertently included the independent auditor's report dated 29 May 2026, the report issued in connection with the audited financial statements released to NZX on that date, rather than the independent auditor's report dated 30 June 2026.

The two reports are identical other than modifications to two sentences on page 113 addressing the auditor's reporting responsibilities in respect of 'Other Information' contained in the Annual Report, and the reporting date on page 114. The audit opinion is unchanged, and there is no change to the financial statements or any other content of the Annual Report.

An amended Annual Report containing the correct independent auditor's report has been lodged with NZX today.

This is an administrative correction only. TradeWindow apologises for any inconvenience caused.

Released for and on behalf of TradeWindow by:

Andrew Balgarnie
Chief Strategy Officer

About TradeWindow:
Founded in December 2018, TradeWindow Holdings Limited (NZX/ASX: TWL) is a dual-listed software company that provides digital solutions for exporters, importers, freight forwarders, and customs brokers to drive productivity, increase connectivity, and enhance visibility. TradeWindow's software solutions integrate to form a cohesive digital trade platform enabling customers to more efficiently run their back-end operations, share information, and securely collaborate with a global supply chain. www.tradewindow.io

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Annual Report 2026

Transforming global trade

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For the year ended 31 March 2026

TradeWindow

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This Annual Report is dated 30 June 2026 and is signed on behalf of the Board of Directors of Trade Window Holdings Limited by Alasdair MacLeod, Chair, and Dewald van Rensburg, Chief Executive Officer.



Alasdair MacLeod Chair



Dewald van Rensburg Chief Executive Officer

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About Trade Window

Built to super-connect global trade

Our vision

The operating system for global trade and logistics

Our mission

Our mission is to simplify and automate trade workflows by delivering integrated, real-time operational functionality and visibility across the trade and logistics lifecycle

What we do

Traditional trade processes are complex, time-consuming, expensive and prone to human error.

TradeWindow provides the tools and support for exporters, importers, freight forwarders, and customs brokers to move away from inefficient trade processes and begin the journey to digital transformation, streamlining business processes and driving profitability.

Visit www.tradewindow.io for more information

FY26 at a glance

TradeWindow's strong FY26 growth reflects increasing demand for our digital trade solutions. Exporters, importers, freight forwarders, and customs brokers are seeing the benefits of moving from manual processes to digital trade and are selecting TradeWindow solutions to be more efficient, connected and transparent.

$9.6m	**+20%**	**$1.2m**	**89%**
Trading revenue	**Trading revenue growth**	**EBITDA loss[1]**	**Customer retention**
$10.1m	**+17%**	**$2.6m**	**$4.2m**
Annual recurring revenue[2]	**Annual recurring revenue growth**	**Net loss after tax**	**Cash and cash equivalents**

[1] Earnings before interest, tax, depreciation and amortisation
[2] Annual recurring revenue is calculated using subscription revenue for March 2026 and the monthly average of transaction revenue for Q4 2026 annualised.

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Chair & CEO letter

Revenue growth has been unbroken since our NZX listing in November 2021

Dear Shareholders,

We are pleased to report that TradeWindow has delivered a strong FY26. Trading revenue grew 20% to $9.6 million, and Annual Recurring Revenue (ARR) surpassed the $10 million milestone for the first time, ending the year at $10.1 million.

Revenue growth has been unbroken since our NZX listing in November 2021, with an organic revenue CAGR[1] of 28% since FY23.

Financial performance[2]

The FY26 result reflects disciplined execution against a volatile macroeconomic backdrop.

Trading revenue growth was driven by the full-year impact of customers acquired in the prior year, combined with further customer additions and price increases during the year. Gross margin was 60% for the full year, rising to 63% in Q4 FY26 as the migration of on-premise TW Freight customers to our cloud-hosted solution approached completion.

The EBITDA loss narrowed to $1.2 million, an improvement of $0.3 million on FY25, with $661 thousand of FreightAI internal development costs capitalised to the balance sheet.

Net loss after tax was $2.6 million, down 26% on the prior year. We closed the year with a cash balance of $4.2 million and no bank debt.

During FY26 we raised $7.0 million in total through share placements and share purchase plan.
We also completed our ASX listing in December 2025, broadening the company's investor base across Australasia and increasing our profile in the Australian market.

Customers and markets

Customer quality continued to improve. Shipper Average Revenue Per Customer (ARPC) grew 22% to $30,352 per annum, and freight forwarder ARPC grew 27% to $13,907 per annum, reflecting our focus on mid-market and large enterprise customers with high transaction volumes.

Only 2% of the shipper ARPC uplift was attributable to price increases; the balance reflects deepening of platform use. Customer retention rose to 89%, up 2 percentage points on FY25.

Customer count of 547 was down 7 on FY25, reflecting the deliberate rationalisation of lower-value legacy accounts as part of our transition to refreshed pricing plans.

[1] CAGR: Compound Annual Growth Rate
[2] All comparisons are to the twelve-months ended 31 March 2025 unless otherwise stated.

FreightAI is more than a rebuild of TW Freight. It is the foundation of a scalable platform combining workflow automation, data, and AI to deliver measurable operational and financial value to customers.

The customers we retain are more valuable, more engaged, and more committed to our platform.

Australia remains our primary growth market. The majority of new customer wins continue to come from Australia, which now accounts for over 50% of our customer base and approximately 43% of revenues. Expanding our share of the Australian freight forwarder market is our top commercial priority in FY27.

Key performance indicators - FY26



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FreightAI

Development of our next-generation FreightAI platform is on track. The platform is designed to embed AI directly into trade workflows, covering automated document ingestion, job creation, customs preparation, and exception handling, reducing manual effort and increasing throughput for customers. Capitalised internal development costs grew 47% quarter-on-quarter to $661 thousand as at 31 March 2026.

In FY27 we expect to capitalise $1.5 million of FreightAI development costs, with initial commercial release targeted from September 2027.

FreightAI is more than a rebuild of TW Freight. It is the foundation of a scalable platform combining workflow automation, data, and AI to deliver measurable operational and financial value to customers.

Outlook

We enter FY27 with a well-capitalised balance sheet, a clear commercial plan, and a strong product roadmap. The Board is targeting FY27 trading revenue growth in the range of 13% to 18%, with EBITDA approaching breakeven. This guidance is prudent, reflecting the uncertain macroeconomic environment and the potential for ongoing trade policy disruptions to affect customer timelines.

Our priorities are clear: execute on the revenue plan, grow our Australian customer base, and continue building FreightAI. We believe these priorities, pursued with the same discipline that has driven unbroken revenue growth since listing, will continue to deliver value for shareholders.

We thank our customers for their loyalty, our team for their commitment, and you, our shareholders, for your continued support. We look forward to providing a further update at the Annual Shareholders Meeting on the 20th of August.

Yours sincerely

Alasdair MacLeod
Chair



Dewald van Rensburg
CEO



Directors and senior leadership team

Board of Directors



Alasdair MacLeod
Independent Chair

Alasdair joined the Board in October 2021 and was appointed Chair at that time.

A former partner at at Deloitte and Chair of NZX listed Napier Port and the Hawkes Bay Chapter of Export NZ. Alasdair is current Chair of SilverStripe, Kotahi Engineering Studio, Director at Nexia Hawkes Bay, and independent member of the Board Appointments Committee for IHC New Zealand.



Phil Norman
Independent Director

Phil joined the Board in October 2021.

Phil is an experienced technology sector executive, capital markets advisor and independent Director with extensive governance experience across NZX and ASX listed companies. Phil was the founding Chairman for Xero, and formerly on the Board of TASK Group (formerly Plexure Group), Straker Translations, and Just Life Group.



Kerry Friend
Executive Director

Kerry joined the Board in December 2018

Kerry co-founded TradeWindow and was the inaugural CFO. He has three decades of financial management experience. He started his career with EY Wellington before following a career across Asia primarily in the media and entertainment sector. Kerry has previously held senior finance positions with Take-Two Interactive Software (Singapore), Jupiter TV (Japan), Bloomberg (Japan) and News Corporation (Japan). He is a current Director of Northpower.

Senior leadership team



Dewald van Rensburg
Chief Executive Officer

Dewald joined TradeWindow in December 2019 and brings more than 20 years' experience in corporate and commercial law. Before joining the company, he served as Registrar at the University of Zululand, overseeing governance and compliance across more than 40 institutional committees. He has held Directorships on multiple Boards, holds a BProc and an LLM in International Corporate Finance Law, and is currently completing a Doctorate in Business Administration.



Deidre Campbell
Chief Financial Officer

Deidre joined TradeWindow in February 2020. Prior to this, she was Group CFO of Methven Limited. Deidre has extensive experience in leading and building teams, policy and processes in finance and governance to support and enable business through publicly listing, mergers and acquisitions and international growth. Deidre holds a Bachelor of Accounting from Auckland University of Technology and Wintec – Waikato Institute of Technology. She is also a member of the Chartered Accountants Australia and New Zealand.



Andrew Balgarnie
Chief Strategy Officer

Andrew joined TradeWindow in November 2019. He is an experienced business strategist, deal maker, and problem solver. Andrew has a background in planning, strategy, corporate finance and consultancy. He has a proven track record for delivering complex transactions including the procurement of NBN Co's satellite network. Andrew has a Bachelor of Business Studies in Accounting from Massey University and an MBA from the Australian Graduate School of Management. He also serves as the Company Secretary and is a member of the Institute of Directors New Zealand.



Kerry Friend
Executive Director

Kerry co-founded TradeWindow and was the inaugural CFO. He has three decades of financial management experience. He started his career with EY Wellington before following a career across Asia primarily in the media and entertainment sector. Kerry has previously held senior finance positions with Take-Two Interactive Software (Singapore), Jupiter TV (Japan), Bloomberg (Japan) and News Corporation (Japan). He is a current Director of Northpower.



Johan Oliver
Chief Delivery Officer

Johan joined TradeWindow in June 2022, bringing over 30 years' experience across telecommunications, IT infrastructure, and software development. He has held engineering, solutions architecture, and managerial roles at Vodafone, Umbrellar, Newfold Digital, and 9 Spokes.

Across these roles Johan built a reputation for deep technical expertise, operational discipline, and the ability to lead high-performing teams through complex technology environments.

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Our strategy

Our strategy remains centred on capital-efficient growth, with disciplined resource allocation underpinning everything we do.

In the near term, revenue growth is driven by our Land and Grow approach, combining cost-effective customer acquisition with cross-selling across our existing product suite. Alongside this, we are focused on targeted enhancements to our current products, deepening their value to customers and strengthening retention.

Looking further ahead, we are building FreightAI for initial commercial release in September 2027. FreightAI is a market-driven innovation, developed in direct response to what customers are asking for: greater automation across their operations, a better experience for their own customers, and improved profitability. It is a practical solution to real problems our customers face every day.

Together, these pillars position TradeWindow to win market share across Australasia and into global trade corridors beyond.

Strategic summary

Driving capital-efficient growth through strategic market expansion, revenue acceleration, and AI-powered innovation.

Land

Market penetration

Build on the foundations of our acquired customer base across A/NZ, and expand into new markets.

Grow

Add customer value

Build trusted relationships with our existing customers; with market leading brands taking up additional solutions.

Innovate

Global trade platform

Converge proprietary and acquired software solutions into a highly scalable global trade and logistics operating system.

People

Build capability

Create and maintain an environment focused on performance, innovation and accountability.

Acquire

Accelerate growth

Continue to look for ways to accelerate our strategic priorities and growth through targeted acquisition of value accretive businesses.



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Our solutions

TradeWindow Prodoc

Prodoc is an enterprise document solution designed to meet the demands of mid-market to large enterprise exporters trading internationally. Prodoc is a flexible solution that has been designed to leverage customers' IT investments with integration into either on-premise or cloud-based ERP systems. Prodoc integrates systems used by border agencies for compliance submission.

TradeWindow Origin

Origin is a digital certificate of origin (COO) service designed to streamline certification for exporters in New Zealand and Australia. It enables businesses to obtain authentic certificates within minutes through an efficient approval process. TradeWindow is officially authorised by the New Zealand Customs Service and the Australian Department of Foreign Affairs and Trade to issue COOs, ensuring compliance with international trade regulations.

TradeWindow Cube

Cube enables organisations involved in global trade to securely share mission critical data and collaborate with partners across the supply chain ecosystem. Trusted collaboration is made possible using enterprise-grade security underpinned by blockchain technology. Permissioned parties can view and edit, with actions recorded on an immutable audit trail. Cube is designed to connect all parties through integration into incumbent systems used in each part of the supply chain.

TradeWindow Tariff

Tariff is a digital tariff classification and compliance tool designed to help businesses navigate customs regulations, duty rates, free trade agreements (FTAs), and commodity classifications efficiently. Tariff collects relevant information from legislation and the Australian Customs and Border Protection Service and combines it with World Customs Organisation (WCO) data sets it into one easy-to-use tool.

TradeWindow Freight

Freight is a modular solution for managing freight forwarding operations from order management to warehousing. Modules can be combined to deliver an end-to-end freight forwarding focused enterprise resource planning (ERP) system. Core capabilities include accounts, customer relationship management (CRM), container freight station, customs, e-commerce, export documents, freight, customs, order tracking, local transport, shipping and airlines, and warehousing.

TradeWindow SpeEDI

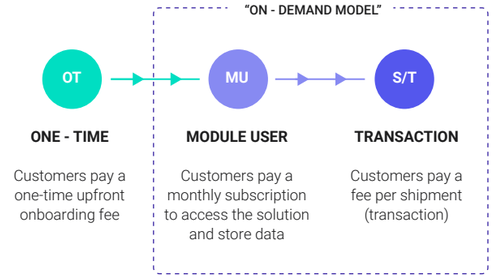
SpeEDI is a cloud-based cargo reporting and border clearance solution targeted towards shipping lines and their agents, air freight couriers and operators of independent customs bonded stores. SpeEDI eliminates the need for manual data entry and connects with New Zealand border agencies through electronic data interchange (EDI) connectivity.

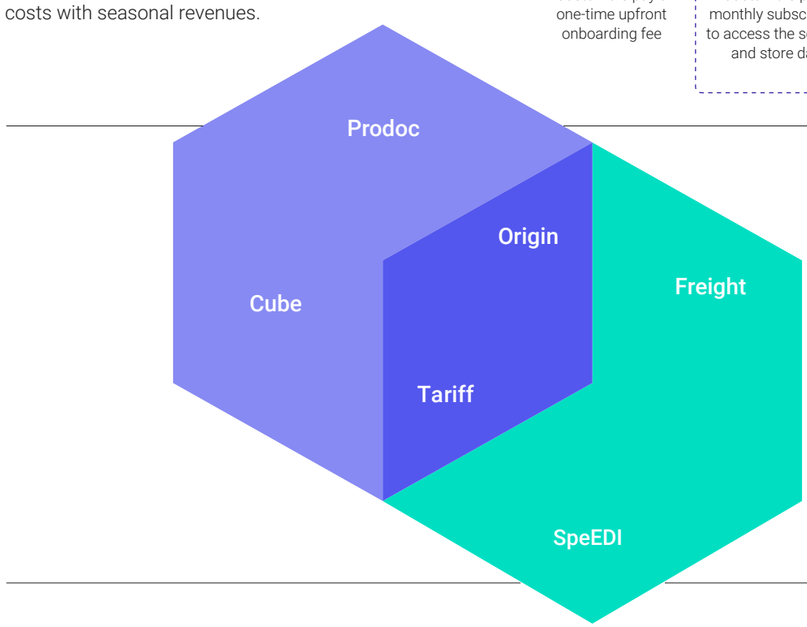
TradeWindow's solutions are designed to be adopted in increments, delivering increasing value to customers

Shippers

Transaction fees are calculated per set of shipping documents created or shared, respectively.

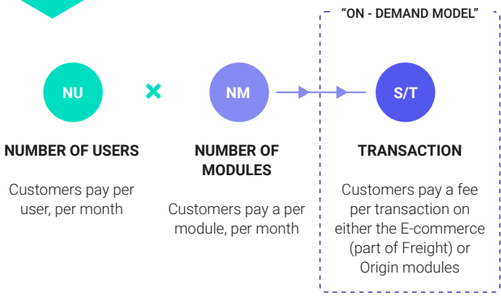
The on-demand model allows shippers to match costs with seasonal revenues.





Freight Forwarders

Monthly subscription fees charged per module and the number of users. The number of modules used by a customer will vary depending on the breadth and complexity of their operations. E-commerce (a module of the Freight solution) and Origin operate an on-demand model.



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Our product

FreightAI represents more than a rebuild of TW Freight. It is the foundational platform architecture underpinning TradeWindow's long-term intelligent trade ecosystem strategy, built from solid foundations toward the next generation freight and logistics operating system.

Customers are seeking greater automation, interoperability and operational efficiency across fragmented trade processes. FreightAI is a direct response to those needs, delivering practical intelligent automation embedded into operational workflows, reducing manual effort, improving processing accuracy and increasing throughput across the trade lifecycle.

Built on five pillars, Foundation, Intelligent Automation, Operational Productivity, Platform Consolidation and Ecosystem Expansion, FreightAI will evolve progressively as additional workflows, services and interoperability capabilities are introduced. Initial commercial release is targeted for September 2027.

FreightAI next generation freight and logistics operating system. - built on five pillars

FOUNDATION	INTELLIGENT AUTOMATION	OPERATIONAL PRODUCTIVITY	PLATFORM CONSOLIDATION	ECOSYSTEM EXPANSION
FreightAI represents the next evolution of TradeWindow's platform strategy.	AI capabilities embedded across workflows and products to optimise operational outcomes and customer experience.	Reduce manual effort, improve processing accuracy and increase throughput across the trade lifecycle.	Support long-term scalability through shared microservices, integrated workflows and unified platform architecture.	Position TradeWindow to progressively expand automation, intelligence and transaction capability across its ecosystem.
• Shared microservices architecture • Unified platform foundation	• Automated document ingestion • AI-assisted job creation • Workflow orchestration	• Customs preparation automation • Compliance workflow automation • Exception management	• Integrated workflows • Consolidated billing • Workflow connectivity	• Cross-platform data intelligence • Operational decision support • Ecosystem connectivity

KEY PLATFORM CAPABILITIES

- Automated document ingestion and data extraction
- AI-assisted job creation and workflow orchestration
- Customs preparation and compliance workflow automation
- Exception management and operational decision support
- Shared microservices architecture across TradeWindow products
- Unified customer experience, integrated workflows and consolidated billing
- Cross-platform data intelligence and workflow connectivity

Our customers

Trusted by **547** customers which include some of Australasia's most prolific shippers and freight forwarders.

Our New Zealand shipper customers are estimated to account for over 50% of New Zealand's primary industry exports by volume, spanning dairy, meat, seafood, horticulture, and timber, a substantial share of what New Zealand sends to the world every year.

The names within our customer base reflect that scale. Silver Fern Farms, ANZCO Foods, Synlait, Sealord, Zespri, and Whittaker's are pillars of the New Zealand economy. These are businesses that depend on our software to keep their export operations running every day. In Australia, Tassal and Huon are among our longest-standing customers, two of the country's most recognised seafood exporters, reflecting the depth of our presence on that side of the Tasman.

On the freight forwarder side, our customers include some of the world's leading logistics operators. DHL uses our Origin service alongside Crane Worldwide, DSV, Zaphon, and a range of strong regional players. The breadth of this network speaks to the confidence that serious, globally operating businesses place in our platform.

When we look at our top five customers, three are large meat exporters from New Zealand and two are large freight forwarder clients from Australia. That balance across segments and geographies is a healthy reflection of where TradeWindow sits in the market. These are established businesses for whom our software is mission critical, and that is a foundation we are proud of.

Shippers - (Importers/Exporters)

Freight Forwarders

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Consistent revenue growth and a clear pathway to profitability

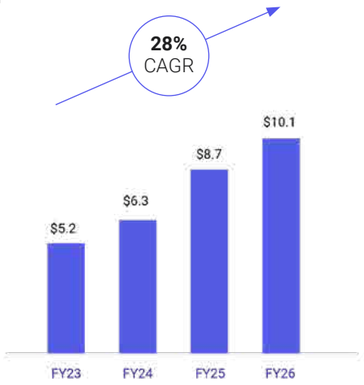
When we win customers, they stay. ARR has grown at a compound annual growth rate of 28% since FY23, organic and acquisition-free, reflecting the durability of our customer relationships.

Gross margins are improving, driven by operational efficiencies in on boarding and support and by the near-completion of our cloud migration. The full year margin of 60% reflects a temporary drag from carrying both legacy and new cloud infrastructure simultaneously.

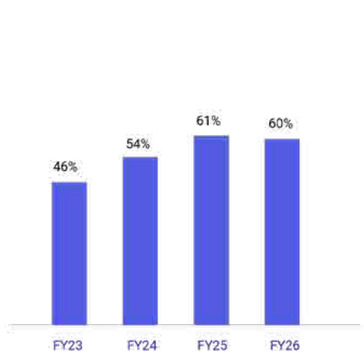
This is a transitional cost, not a structural one. Q4 margin reached 63%, and we expect that recovery to continue into FY27.

As revenue has grown, we have held our cost base steady. Cash burn has stabilised and we are approaching EBITDA breakeven.

Annual Recurring Revenue[1] (NZ$m)



Gross margin



Cashflow from Operations (NZ$m)

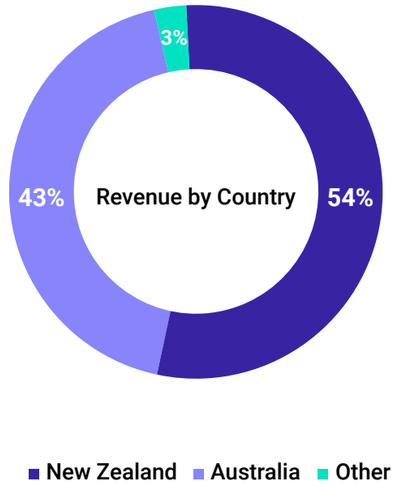


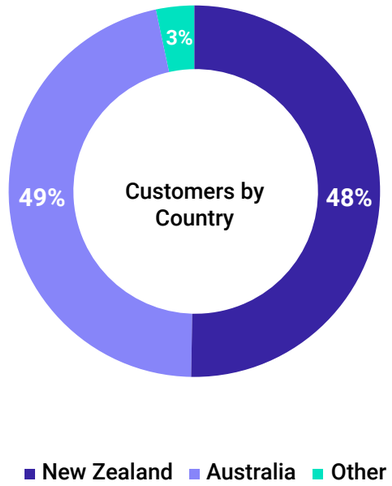
Geographical diversification

New Zealand remains our largest market, contributing 54% of total trading revenue, or $5.1 million for the year, generated by 247 customers who are primarily shippers. This is our established home market and the foundation of the business.

Australia now contributes 43% of revenue, $4.1 million, from 284 customers who are primarily freight forwarders. Australia has more customers than New Zealand yet generates a smaller share of revenue. Freight forwarder ARPC grew 27% this year as customers are recontracted onto updated pricing plans, and as that base matures we expect Australia's revenue contribution to grow proportionally.

The remaining 3% of revenue, $338 thousand, comes from 16 customers across Asia and the Pacific Islands, a modest but notable signal of demand beyond our two core markets. The geographic balance of the business is shifting in the right direction, and the customer foundations are in place to continue that trajectory.





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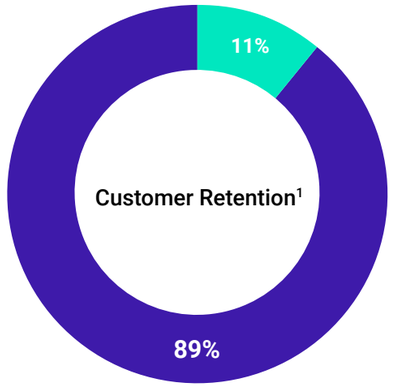
Diverse revenues with low concentration risk

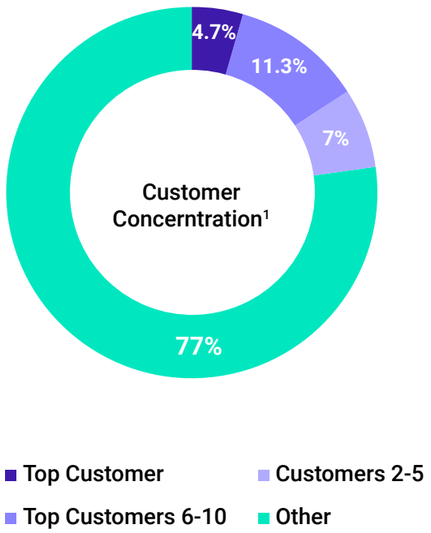
The vast majority of customers who join TradeWindow stay with TradeWindow, and in a software business, retention is the foundation on which compounding growth is built.

On customer concentration, oour single largest customer represents 4.7% of revenue. Our next top four customers account for 7%, and the balance of our top ten customers account for 11.3%.

That means 77% of revenue is generated by the broad customer base beyond our top ten. We are not dependent on any single customer or small group of customers to sustain the business, and that de-risks the investment case considerably.

Low churn, low concentration, high recurring revenue, and growing geographic diversification. These are the characteristics that underpin our confidence in the predictability and durability of the business as we move into FY27.





1. 12 months ending 31 March 2026

Predictable recurring revenues

TradeWindow's revenue base is predictable, diversified, and growing in value per customer. The activity that drives our revenue is non-discretionary.

Exporters keep exporting. Freight forwarders keep forwarding. These are core operational functions that continue regardless of broader market conditions, and that structural characteristic underpins the quality and durability of our revenue.

Transactional revenue
TradeWindow generates transactional revenue each time a customer either creates or shares a set of trade documents.

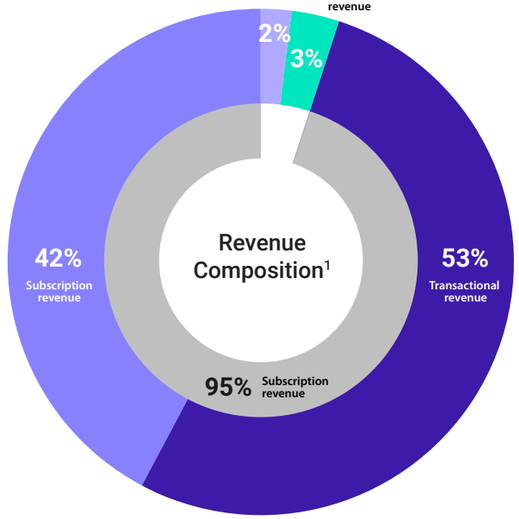
Subscription revenue
Customers pay monthly, quarterly, or annual subscription fees to access solutions.

The amount of fee varies depending on the number of solutions subscribed for and the number of users.

Installation revenue
TradeWindow earns one-off set up fees that vary depending on the level of service and complexity of installation.

Service revenue
TradeWindow charges for ad-hoc customisation and enhancement requests.

Recurring revenue
The aggregate of subscription and transactional revenues.



1. 12 months ending 31 March 2026

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Environmental, social and governance report

This Environmental, Social and Governance ('ESG') Report, which incorporates TradeWindow's Statement on Governance was approved by the Board of Trade Window Holdings Limited on 30 June 2026 and is accurate as at that date. The Board does not undertake any obligation to revise this Report to reflect events or circumstances after 30 June 2026 (other than in accordance with the continuous disclosure requirements of the applicable Listing Rules).

Introduction

Responsible leadership, characterised by our values which emphasise accountability, integrity, competence, responsibility, fairness and transparency, has been the defining ethos of TradeWindow, and contributes towards ensuring good corporate citizenship. Decisions, actions and deliberations are conducted with sensitivity to the legitimate interests and expectations of all stakeholders and TradeWindow fully understands the triple context in which it operates - economy, society, and environment. TradeWindow exercises leadership within a governance system to ensure that its mission is carried out within a framework that promotes diversity and inclusion, benefits society, protects the environment, and ensures sustainability. TradeWindow aspires to have a low environmental impact and we encourage customers, suppliers, and other stakeholders to do the same.

Environmental

TradeWindow operates as a globally distributed business with employees and contractors based across New Zealand, Australia, the Philippines, Singapore, Indonesia, and the USA. Utilising a hybrid work model, it balances collaboration and productivity while maintaining a relatively small environmental footprint. Its direct impact is primarily driven by third-party data centres, employee travel, and energy consumption in its Auckland office.

This structure reflects TradeWindow's commitment to operational efficiency and sustainability.

TradeWindow is committed to minimising our environmental impact as an integral part of our business strategy and operating methods. Our key environmental initiatives include:

- **Hybrid working** – TradeWindow employees located in Auckland can choose to work from home part of the time, reducing the carbon emissions associated with commuting.
- **Travel** – We are conscientious when booking travel and, where possible, combine meetings to minimise our trips and reduce CO_2 emissions.
- **Minimal-paper office** – TradeWindow uses digital solutions to store and manage company records.
- **Cloud-computing** – TradeWindow partners with both Microsoft and Amazon Web Services ('AWS') as providers of cloud services. Microsoft has been carbon neutral since 2012 and aims to be carbon negative by 2030.
- **Recycling** – Our offices are equipped with recycling bins which are fully utilised by staff.

Climate-Related disclosures

TradeWindow is supportive of efforts to mitigate the impact of commercial activities on the environment. TradeWindow will make annual disclosures covering governance arrangements, risk management, strategies, metrics and targets for mitigating and adapting to climate change impacts once it meets the definition of a Climate Reporting Entity.

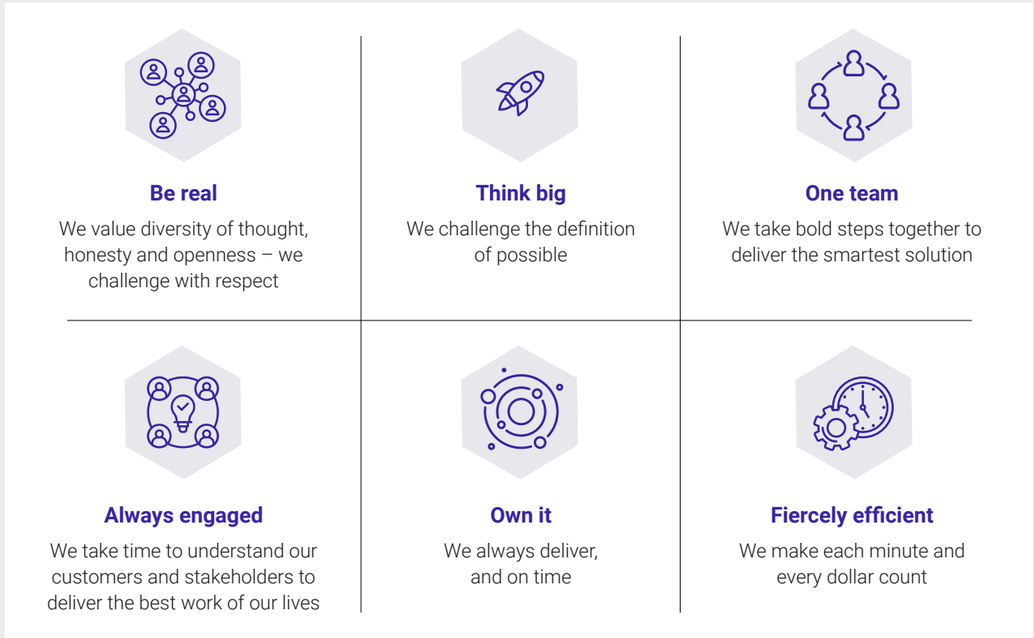
As an early-stage company TradeWindow's primary focus is on building its revenues and becoming financially sustainable, while being conscious of its role in the supply chain and attempting to put environmentally friendly behaviours in place.

Social

TradeWindow is committed to creating an open workplace where every team member is welcomed, supported, and inspired, and where diversity is celebrated. TradeWindow's diversity and inclusion principles will be practically implemented across the business by:

- providing training and education that raises employee awareness of inclusion and diversity and associated benefits supported by;
- ensuring our recruitment, development and management approaches enable inclusion and diversity at all levels;
- ensuring our people receive fair and equitable pay and benefits. Our remuneration is governed by the Nomination and Remuneration Committee;

TradeWindow's values



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- enhancing processes and policies to encourage greater flexibility and diversity;
- entrenching inclusion and diversity in our culture through engaging internal communications and events;
- regularly tracking progress against targets; and
- having zero tolerance for harassment, discrimination, or victimisation which is documented in TradeWindow's Code of Ethics.

TradeWindow's growth plans rely on attracting and retaining highly skilled and experienced subject matter experts from both commercial and technical domains. As TradeWindow operates in an industry that is competitive for talent, the senior leadership team has been focused on shaping a culture that people aspire to be a part of. Our environment is focused on performance, innovation and accountability.

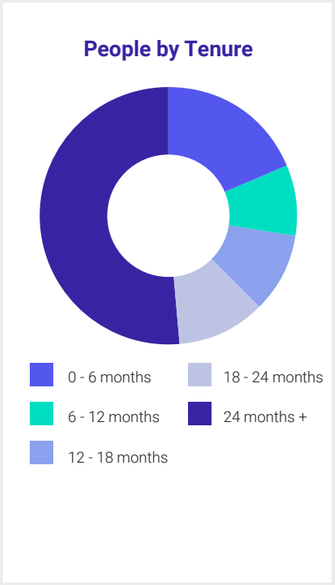
Early in TradeWindow's history, the senior leadership team came together to define the behaviours that underpin the Company's high-performance team culture.

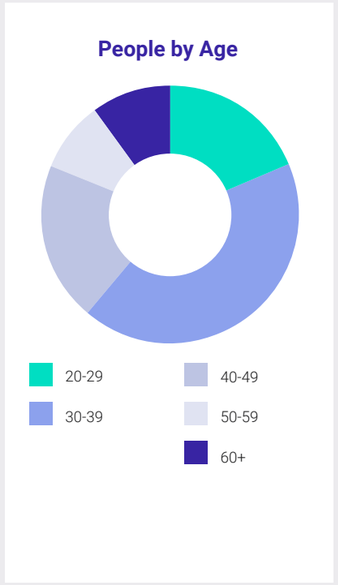
TradeWindow's culture manifesto (below) and values are shown in the diagram on the preceding page, and regular company-wide meetings are used to reinforce their importance to all staff. They describe what is important, set expectations, and guide decisions.

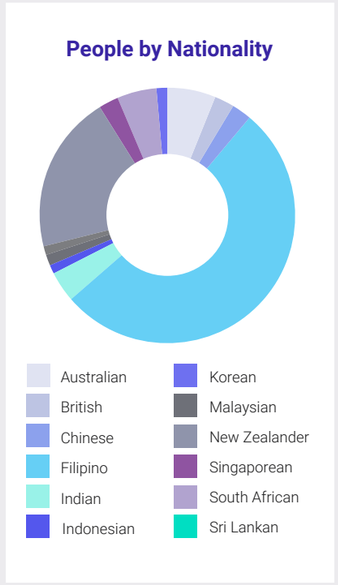
TradeWindow's culture manifesto

Innovation starts with people. We're a diverse team of highly skilled subject matter experts. Together with our customers we work to overcome the challenges in global trade. Shared values, creativity and passion push us to deliver the best work of our lives.

TradeWindow operates in a dynamic, fast-paced environment. Our people need to continuously acquire knowledge and learn new skills, as we believe new ideas spur opportunities for innovation.







We make wellbeing a priority at TradeWindow. Our people are provided with health insurance[1], and five days paid "Chill" days. TradeWindow provides a stimulating and healthy work environment and flexible working options.

Governance focus

The Board and Management of TradeWindow are committed to ensuring that TradeWindow maintains corporate governance practices that are in line with best practice, and that TradeWindow adheres to the highest ethical standards.

TradeWindow is dual listed on the New Zealand Stock Exchange ('NZX Main Board') and the ASX. The Company maintains a primary listing on the NZX Main Board and a secondary 'foreign exempt listing' on the ASX and therefore complies with the NZX Listing Rules. The Board has had regard to the NZX Listing Rules and a number of corporate governance recommendations when establishing its governance framework, including the NZX Corporate Governance Code (v1.8, effective 31 March 2026). TradeWindow's implementation of these recommendations is set out in the Corporate Governance Statement on page 25.

TradeWindow's Board has been appointed to protect and enhance the long-term value of TradeWindow and to act in the best interests of its stakeholders.

The Board is the ultimate decision-making body of the company and is responsible for the corporate governance of the company. The role and responsibilities of the Board are set out in the Board Charter, which can be found on the 'Investor Hub' of the Company's website.

The Board has established two standing Board Committees to assist in the execution of the Board's responsibilities, namely the Audit and Risk Committee and the Nomination and Remuneration Committee. An overview of the composition of the Board and Board Committees is shown below and biographical information for Directors is set out on page 7 of this Annual Report.

Board and Committee Composition

Board	Audit and Risk Committee	Nomination and Remuneration Committee
Alasdair MacLeod Chair and Independent Director	Phil Norman Chair	Alasdair MacLeod Chair
Phil Norman Independent Director	Alasdair MacLeod	Phil Norman
Kerry Friend Executive Director	Kerry Friend	

1. Health insurance is provided for New Zealand and Philippines based employees only.



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Corporate governance statement

TradeWindow actively embraces good corporate governance as it protects the interests of all stakeholders and creates and enhances value over the short and long term. At TradeWindow, we regularly review our corporate governance systems and are always looking at opportunities for improvement.

The NZX Listing Rules ('Listing Rules') require TradeWindow to formally report its compliance with the recommendations contained in the NZX Corporate Governance Code v1.8 (dated 31 March 2026) (NZX Code). TradeWindow's implementation of these recommendations is set out in this Corporate Governance Statement. The Board considers that (unless specifically stated) TradeWindow's corporate governance structures, practices and processes have followed the recommendations in the NZX Code, except where stated, since listing on the NZX on 22 November 2021 until 31 March 2026.

Trade Window is incorporated in New Zealand and is subject to the NZX Listing Rules. As a foreign-exempt issuer on the ASX, and for the purposes of ASX Listing Rule 1.15.3, Trade Window confirms that it has complied with, and continues to comply with, the Listing Rules of its home exchange, the New Zealand Stock Exchange (NZX), as well as any applicable ASX requirements.

This Corporate Governance Statement was approved by the TradeWindow Board (the 'Board') on 30 June 2026. All policies and charters referred to below are available on our website at https://investors.tradewindow.io. Unless stated otherwise, all information within this statement is current as at 31 March 2026.

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PRINCIPLE 1 – ETHICAL STANDARDS

"Directors should set high standards of ethical behaviour, model this behaviour and hold Management accountable for these standards being followed throughout the organisation."

Recommendation 1.1

The Board should document minimum standards of ethical behaviour to which the issuer's Directors and employees are expected to adhere (a code of ethics).

We are committed to maintaining high standards of honesty, integrity, and ethical conduct. Our expectations in this respect are set out in our Code of Ethics, Continuous Disclosure Policy, and our Securities Trading Policy.

Employees receive information and training on ethical conduct, conflict of interest disclosures, whistleblowing, and securities trading. Breaches of policy are taken seriously. We have a Policy on Protected Disclosures which enables employees to raise breaches of policy confidentially, if required.

We maintain conflicts of interest registers which are continuously being monitored internally and by the Board. The key policies are available on our website.

Recommendation 1.2

An issuer should have a financial product dealing policy for Directors and employees.

Our Policy on Securities Trading summarises the law on insider trading and restrictions on Directors and employees dealing in our shares. The policy introduces a trading prohibition for Directors and certain employees ('Restricted Persons') at defined times ('Blackout Periods').

Compliance with the Securities Trading Policy is monitored through a consent process, through education and via notification by TradeWindow's share registrar ('Computershare') when any Director or senior manager trades in TradeWindow securities.

PRINCIPLE 2 – BOARD COMPOSITION & PERFORMANCE

"To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives."

Recommendation 2.1

The Board of an issuer should operate under a written charter which sets out the roles and responsibilities of the Board. The Board charter should clearly distinguish and disclose the respective roles and responsibilities of the Board and Management.

The Board Charter sets out the roles and responsibilities of the Board, its composition, meeting administration, performance assessment and relationship with shareholders and stakeholders. It requires that the Board meets formally at least six times annually, and clearly distinguishes between the role of the Board and the role of Management.

The Board delegates responsibility to the CEO for implementing our strategic direction and day-to-day operations, as recorded in our Delegated Authorities Policy. Management provides detailed reports to the Board to keep the Board up to date with key operational activities and other aspects, including financial performance.

The Company Secretary supports the effectiveness of the Board by ensuring that its policies and procedures are followed. The Company Secretary coordinates the completion and dispatch of the Board agendas and papers and is directly accountable to the Board, via the Chair, on all governance matters.

Recommendation 2.2

Every issuer should have a procedure for the nomination and appointment of Directors to the Board.

The procedure for the appointment and removal of Directors is ultimately governed by the Company's Constitution and relevant NZX Listing Rules.

TradeWindow's Board has established a Nomination and Remuneration Committee with an approved Charter. The Charter sets out the purpose and objectives of the Committee as well as the role that it plays in the nomination and appointment of Directors to the Board.

The majority of Committee members are non-executive, Independent Directors. It is a requirement that the Board be structured to ensure that, as a collective group, it has the skills, experience, knowledge, diversity and perspective to fulfil its purpose and responsibilities.

The Committee makes recommendations to the Board from time to time as to the appointment and re-election of Directors, having regard to the Board composition. It is the responsibility of the Committee to ensure that individuals that are recommended by the Committee are suitably qualified for eligibility for selection as a Director.

In nominating candidates, the Committee takes into consideration the terms of reference for the Directors and such other factors as it deems appropriate, such as experience, qualifications, character, criminal record, bankruptcy history, judgment, ability to work with others, current Board composition and skillset, and diversity and inclusion.

The minimum number of Directors to be appointed to the TradeWindow Board comprises two independent, non-executive Directors. The Board's standards for determining independence include the requirements of the NZX. In particular, the Board will give preference to the non-exhaustive factors set out in the NZX Corporate Governance Code (as amended from time to time).

The Board will assess the independence of Directors on their appointment and at least annually thereafter. Before any candidate is finally selected, appropriate fit and proper background checks are undertaken.

Important information about candidates is provided to shareholders in the notice of meeting at which they will vote on the appointment of a new Director.

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Recommendation 2.3

An issuer should enter into written agreement with each newly appointed Director establishing the terms of the appointment.

All Directors enter into a written agreement with TradeWindow. The agreement outlines their appointment terms, and role requirements, including time commitments and remuneration, as well as indemnity and insurance arrangements.

Recommendation 2.4

Every issuer should disclose information about each Director in its annual report or on its website including a profile of experience, length of service, independence and ownership interests and Director attendance at Board meetings, the Board's assessment of the Director's independence, including a description as to why the Board has determined the Director to be independent.

Director Profiles are included on page 7 of this Annual Report. Each profile contains information on the experience, length of service, capacity in which they serve on the Board as well as disclosed interests. Interests are provided on pages 108 - 109 of this Annual Report. The table below provides an overview of Director attendances at Board meetings during the year under review.

In addition to normal generally monthly Board meetings, Trade Window Holdings Limited held a number special Board meetings throughout the year related to non-routine matters.

As part of its ongoing governance oversight, the Board has undertaken a formal assessment of the independence of Alasdair MacLeod and Phil Norman. In accordance with NZX Listing Rule 2.6.2 and the NZX Corporate Governance Code, the Board considers both Directors to be independent. This determination is based on the absence of any disqualifying factors, including but not limited to:

- neither has held an executive role at TradeWindow
- neither has provided professional services to the company;
- neither currently derives, nor has in the past 12 months derived, a substantial portion of their annual revenue from TradeWindow;
- neither has been employed by TradeWindow's external Auditor;
- neither has, nor has had, a business or material contractual relationship with TradeWindow (other than as a Director);
- neither is a substantial product holder of TradeWindow
- neither maintains close personal or family relationships with individuals associated with the aforementioned categories; and
- neither has served as a Director for 12 years or more.

The Board believes the objective independence of both Directors contributes meaningfully to the company's governance effectiveness and supports the interests of all stakeholders.

Director meeting attendance as members

Number of meetings FY26		TWHL	TWL	NRC	ARC
Alasdair MacLeod	Independent Director	31	11	3	5
Phil Norman	Independent Director	31	10	3	5
AJ Smith	Executive Director & CEO	27	8	-	-
Kerry Friend	Executive Director	32	11	-	5

Recommendation 2.5

An issuer should have a written diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving diversity (which, at a minimum, should address gender diversity) and to assess annually both the objectives and the entity's progress in achieving them. The issuer should disclose the policy or a summary of it.

TradeWindow is committed to cultivating an environment that promotes and values diversity and creating an open workplace where every team member is welcomed, supported, and inspired.

We believe TradeWindow is a place where all our employees can express themselves, and our collective unique differences and experiences can contribute to the success of our people and the business.

We are committed to removing perceived or tangible barriers to becoming part of our team, treating everyone fairly and respectfully, and providing equal opportunities based on performance and potential. We have zero-tolerance for harassment, discrimination, or victimisation.

TradeWindow's diversity policy provides that the Board is responsible for establishing measurable objectives for achieving diversity which reflect the principles set out in the policy and which address, at a minimum, gender diversity.

Each year TradeWindow will review the effectiveness and relevance of the policy; the metrics to identify areas for improvement of inclusion and diversity across the business; and measure TradeWindow's performance with respect to the policy, including that towards achieving the measurable objectives. The Board is confident that the current measures are promoting diversity of thought and good decision making.

The table below sets out the gender balance at TradeWindow as at 31 March 2026.

As at 31 March 2026				As at 31 March 2025		
	Female	Male	Total	Female	Male	Total
Directors	0	4	4	0	4	4
Leadership Team	4	5	9	3	5	8
Employees and Contractors	19	36	55	15	27	42
Total (Including Directors)	23	45	68	18	36	54
Percentage	**34%**	**66%**	**100%**	**33%**	**67%**	**100%**

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Recommendation 2.6

Directors should undertake appropriate training to remain current on how to best perform their duties as Directors of an issuer.

The Board normally commits to sessions of organised visits and meetings focused on some aspect of the business. Directors also attend a number of workshops with Management annually to agree on TradeWindow's purpose and strategy.

New Directors participate in an induction programme, designed to educate them about TradeWindow and our governance arrangements. Directors are expected to fulfil Continuing Professsional Development obligations of professional organisations to which they belong.

Recommendation 2.7

The Board should have a procedure to regularly assess Director, Board and Committee performance. The Board Charter regulates the performance assessment process of the Board, its Committees and Directors.

The Board undertakes a bi-annual evaluation of its performance which includes a review of the Board's role, Board processes and committees to support that role; review of the performance of the Board and each Director; and identify and effect any amendments to the Board Charter if deemed necessary. An external performance review may be conducted if required.

Recommendation 2.8

A majority of the Board should be Independent Directors.

During the financial year 2026 the Board was comprised of four Directors - two executive and two independent, including an independent Chair who holds a casting vote.

AJ Smith resigned from the Board on 11 June 2026 and the Board is seeking an Independent Director as his replacement. This composition ensures a balance of executive insight and independent oversight, supporting effective governance. The Board considers its size appropriate for the company's current scale and stage of development, enabling agile decision-making while maintaining robust governance standards.

Recommendation 2.9

An issuer should have an independent Chair of the Board. If the Chair is not independent, the Chair and the CEO should be different people.

TradeWindow's Chair of the Board, Alasdair MacLeod, is an Independent Director.

Recommendation 2.10

The Chair and CEO should be different people
See recommendation 2.9.

PRINCIPLE 3 – BOARD COMMITTEES

"The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility."

Recommendation 3.1

An issuer's Audit Committee should operate under a written charter. An Audit Committee should only comprise non-executive Directors of the issuer. One member of the Committee should be both an independent Director and the Chair of the Board.

TradeWindow has established an Audit and Risk Committee. The roles and responsibilities are set out in the Committee Charter. The Audit and Risk Committee provides advice to the Board in respect of: external financial reporting; risk management and processes; internal and external audit processes; and internal control mechanisms. The Chair of the Audit and Risk Committee reports back to the Board at each meeting and makes recommendations, as necessary. The Committee reviews its performance against its Charter bi-annually.

The Audit and Risk Committee comprises three members, with a maximum of five, the majority of which are Independent Directors. The Chair of the Audit and Risk Committee is Phil Norman. He is an independent non-executive Director with a financial background, and he is not the Chair of the Board. Whilst the Audit and Risk Committee does not solely comprise non-executive Directors (per Recommendation 3.1), the Board considers that Kerry Friend provides important financial experience and skills that are valuable to the Committee.

Recommendation 3.2

Employees should only attend Audit Committee meetings at the invitation of the Audit Committee.

External advisors, the Chief Financial Officer, Chief Executive Officer, and others as appropriate may be invited to attend Audit and Risk Committee meetings at the discretion and invitation of the Committee.

Invitees may be requested to withdraw from the meeting at any time by the meeting Committee Chair.

Recommendation 3.3

An issuer should have a Remuneration Committee which operates under a written charter (unless this is carried out by the whole Board). At least a majority of the Remuneration Committee should be Independent Directors. Management should only attend Remuneration Committee meetings at the invitation of the Remuneration Committee.

TradeWindow has established a Nomination and Remuneration Committee. The roles and responsibilities are set out in the Committee Charter. The Committee's role is to assist the Board in discharging its responsibilities in relation to the management and mitigation of human resource risk alongside ensuring compliance with the Company's statutory and regulatory obligations. It assists with identifying and recommending candidates to the Board for appointment as Directors; Board composition; the remuneration and benefits offered to TradeWindow's Senior Executives and Management; the appointment, remuneration and evaluation of the Chief Executive Officer and succession planning in relation to him/her.

Where necessary, it can engage external advisors for assistance in connection with the suitability of current or new Board members; and reviewing annual incentive targets and TradeWindow-wide salary and incentive policies.

The Chair of the Nomination and Remuneration Committee reports back to the Board at each meeting and makes recommendations, as necessary. The Committee reviews its performance against its Charter at least once a year.

The Nomination and Remuneration Committee comprises three members, with a maximum of five, the majority of which are Independent Directors. The Chair of the Nomination and Remuneration Committee is Alasdair MacLeod. External advisors, the Chief Financial Officer, and others as appropriate may be invited to attend Nomination and Remuneration Committee meetings at the

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discretion and invitation of the Committee. Invitees may be requested to withdraw from the meeting at any time by the meeting Committee Chair.

Recommendation 3.4

An issuer should establish a Nomination Committee to recommend Director appointments to the Board (unless this is carried out by the whole Board), which should operate under a written charter. At least a majority of the Nomination Committee should be Independent Directors.

As previously indicated, the company does not have a stand alone Nomination Committee but instead merged the function into the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee operates under a written charter and the majority of the Committee members are non-executive, Independent Directors.

As indicated under recommendation 2.2 the Committee's role is to recommend Director appointments to the Board with due consideration to the terms of reference for the Directors and such other factors as it deems appropriate, such as experience, qualifications, character, bankruptcy history, judgment, ability to work with others, independence, current Board composition and skillset and diversity and inclusion.

Recommendation 3.5

An issuer should consider whether it is appropriate to have any other Board Committees as standing Board Committees. All Committees should operate under written charters. An issuer should identify the members of each of its committees, and periodically report member attendance.

The Board charter enables the Board to establish other committees, as required from time to time. The two established committees are the Audit and Risk Committee and the Nomination and Remuneration Committee, each with its own charter. Membership and attendance information is provided in the table under recommendation 2.4.

Recommendation 3.6

The Board should establish appropriate protocols that set out the procedure to be followed if there is a 'control transaction' for the issuer including the procedure for any communication between the issuer's Board and Management and the bidder. The Board should disclose the scope of independent advisory reports to shareholders. These protocols should include the option of establishing an Independent Control Transaction Committee, and the likely composition and implementation of an Independent Control Transaction Committee.

TradeWindow's Takeovers Policy sets out the process to be followed if there is a control transaction. The Policy records that the Board may establish an Independent Control Transaction Committee to manage this process.

PRINCIPLE 4 – REPORTING & DISCLOSURE

"The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures."

Recommendation 4.1

An issuer's Board should have a written continuous disclosure policy.

Our Continuous Disclosure Policy reflects TradeWindow's commitment to: maintaining a fully informed market through effective communication with the NZX, the Company's shareholders, investors, analysts, media and other interested parties (together "stakeholders"); and providing all stakeholders with equal and timely access to material information concerning the Company that is accurate, balanced, meaningful and consistent.

Everyone is required to be familiar with the Policy and associated procedures. Directors and Management are primarily responsible for compliance with our continuous disclosure obligations.

Recommendation 4.2

An issuer should make its code of ethics, Board and Committee charters and the policies recommended in the NZX Code, together with any other key governance documents, available on its website.

TradeWindow's Code of Ethics, Board and Committee charters and policies as recommended in the NZX Code and other key documents are available on the Company's website.

Recommendation 4.3

Financial reporting should be balanced, clear and objective.

Financial reporting and integrity remain the responsibility of the Board.

The Audit and Risk Committee closely monitors financial reporting risks in relation to the preparation of the financial statements. The Audit and Risk Committee, with the assistance of Management, also works to ensure that the financial statements are founded on a sound and effective system of risk management and internal control. After approval by the Audit and Risk Committee, the complete set of financial statements and related audit report is submitted to the full Board for approval.

Management makes detailed representations to the Board to assist them in their consideration of the draft financial statements.

TradeWindow's full and half-year financial statements are prepared in accordance with relevant financial standards. The Board remains ultimately responsible for overseeing and reviewing the Company's audit, risk management and compliance systems to protect the Company's assets and minimise the possibility of the Company operating beyond legal requirements or beyond acceptable risk parameters.

The Board further oversees the accounting and reporting systems (including the external audit) to ensure that the Company provides continuous disclosure of information to the investment community and that shareholders have all the information available that they may reasonably require to make informed assessments of the Company's prospects.

TradeWindow is committed to ensuring the integrity and timeliness of its financial reporting, and to providing information to shareholders in a timely manner.

Recommendation 4.4

An issuer should provide non-financial disclosure at least annually, including considering environmental, social sustainability and governance factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the Board.

Non-financial sustainability disclosures are covered in pages 20-23 of this report.

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As an early-stage company TradeWindow's primary focus is on building its revenues and becoming financially sustainable, while being conscious of its role in the supply chain and attempting to put environmentally friendly behaviours in place.

As TradeWindow grows and evolves, the Board expects to evolve its sustainability disclosures guided by the requirements and aspirations of its key stakeholders.

PRINCIPLE 5 – REMUNERATION

"The remuneration of Directors and executives should be transparent, fair and reasonable."

Recommendation 5.1

An issuer should have a remuneration policy for the remuneration of Directors. An issuer should recommend Director remuneration to shareholders for approval in a transparent manner. Actual Director remuneration should be clearly disclosed in the issuer's annual report.

The Nomination and Remuneration Committee is responsible for reviewing and recommending Directors' remuneration to the Board for approval. The terms of reference for the Nomination and Remuneration Committee is set out in the Nomination and Remuneration Committee Charter.

Directors' remuneration is paid in the form of Directors' fees. The total fee pool available to be paid to Directors is subject to shareholder approval unless there has been an increase in the number of Directors following approval of the total fee pool by shareholders, in which case additional remuneration may be payable if permitted by the NZX Listing Rules. The total fee pool is currently $500,000.

The Nomination and Remuneration Committee obtains an independent review of remuneration and, if a change is proposed, makes that review available to shareholders, who then vote on the proposed remuneration at the applicable annual meeting.

Current Directors' remuneration is set out in the statutory information section of the annual report.

Recommendation 5.2

An issuer should have a remuneration policy for remuneration of executives, which outlines the relative weightings of remuneration components and relevant performance criteria.

Our Strategic Remuneration Policy is designed to ensure that TradeWindow meets the strategic policy objective of attracting, rewarding, and retaining staff with the requisite skills and capabilities to ensure successful business outcomes.

The remuneration of executives may be made up of both fixed remuneration (base salary) and may also include short-term incentives (STIs) and long-term incentives (LTIs) as a means to encourage and incentivise the delivery of performance and align interests with shareholders.

STIs aim to reward the achievement of prescribed performance measures; and LTIs aim to reward the achievement of performance measures that are measured over a longer-term. The Employment Share Option Scheme (ESOP) governs the award of certain STIs, and LTIs, including vesting, exercise and rights.

Any benefits from the LTIs are based on company performance rather than individual performance and paid in addition to the market salary and other benefits agreed with the participating employees.

Vesting of Employee Share Options Plan (ESOP) awards is monitored to ensure that the value vested in any one year does not exceed 5% of market capitalisation, as required by NZX Listing Rules.

No STI or LTI were awarded within the reporting period ended 31 March 2026.

Recommendation 5.3

An issuer should disclose the remuneration arrangements in place for the CEO in its annual report. This should include disclosure of the base salary, short-term incentives and long-term incentives and the performance criteria used to determine performance-based payments.

The CEO remuneration is set out in the statutory information section of our annual report.

PRINCIPLE 6 – RISK MANAGEMENT

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

Recommendation 6.1

An issuer should have a risk management framework for its business and the issuer's Board should receive and review regular reports. An issuer should report the material risks facing the business and how these are being managed.

The Audit and Risk Committee is responsible for reviewing and monitoring the effectiveness of the Company's Risk Management Policy (available on the website) and Risk Management Framework (RMF), and the maintenance of appropriate risk culture within TradeWindow.

ISO 31000 sets out eight principles of effective and efficient risk management which have been incorporated by TradeWindow in its RMF. The goal of the RMF is to apply a consistent methodology for assessing the risks faced by TradeWindow. It provides the foundation for effective risk management and ensures significant risks and their potential business impacts are identified and assessed in a timely manner.

The risk assessment process covers risk identification, analysis and evaluation. The Audit and Risk Committee is responsible for reviewing risk capacity and exposure limits (risk appetite) and the alignment of TradeWindow's risk profile within limits set by the Board. The Committee regularly monitors and reviews the Company's material business risks and management of these risks as well as overseeing key risk-related processes and functions.

The Committee is required to report to the Board on the effectiveness of the risk-related processes and functions with respect to material business risks, as appropriate. In carrying out these responsibilities, the Committee reviews with Management regularly and with the external Auditors on at least an annual basis, the significant risks within the Company's Risk Registers and reviews how they have been assessed and managed.

The Committee also assesses the effectiveness of the related system of internal control in managing the significant risks, having regard to any significant failings

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or weaknesses in internal control that have been reported and considers whether necessary actions are being taken promptly to remedy any significant failings or weaknesses.

In addition, the Committee reviews accounting and finance, human resources and succession planning within the Company; the adequacy of insurance at each insurance renewal, and recommends to the Board any significant changes to insurance cover; and considers the adequacy of business continuity planning.

The Board has ultimate responsibility for TradeWindow's risk management and internal control system. TradeWindow proactively and consistently manages its risk to enhance and protect the Company's value by delivering on our commitment to all stakeholders, pursuing opportunities in an informed way and in line with the Board's risk appetite and by ensuring a safe and secure work environment for all stakeholders.

The RMF defines parameters regarding TradeWindow's Calculated Residual risk scoring system whereby Likelihood, Severity, and Control Effectiveness are defined. The inherent risk score is calculated as Likelihood x Severity. The residual risk score is calculated as Likelihood x Severity x Control Effectiveness.

The table below provides an overview of the material risks facing the Company and how these are being managed.

INFORMATION TECHNOLOGY AND CYBERSECURITY	TradeWindow maintains ISO accreditation and conducts ongoing penetration testing. Data encryption is in place (at rest and in transit) as well as password protection and 2 Factor authentication. Continuous log capturing and system monitoring is in place as well as internal training on cybersecurity risks. An incident response plan has been developed as well as a business continuity and disaster recovery plan. Third-party risk management takes place through due diligence on vendors.
LIQUIDITY	TradeWindow is a growth focused business that relies on investor capital until the Company reaches its break-even point. TradeWindow manages its liquidity risk with financial forecasts and budgets to plan and monitor cashflows and monthly financial performance reporting to monitor and deliver the business plan. TradeWindow continuously explores alternative sources of funding and government grants. New products and revenue income streams are being considered to ensure that the Company achieves its forecasted revenue. Spending is being monitored with ongoing monthly reporting and budgets cater only for essential spending. TradeWindow acknowledges that the current and near-term outlook for liquidity is challenging and requires a high level of focus from the Board and Management.
KEY PERSON	TradeWindow has in place a number of measures intended to mitigate the risks regarding employee attraction and retention, including: • an appropriate employee compensation structure and benefits programme for an organisation of its size and nature which will continue to be monitored; • provision of on-the-job training providing employees with the tools and support needed to define a career pathway best matched to their ambitions, skills, and experience; • strong focus on culture and values of the company, to create a reputation of a market-leading employer; • the provision of wide-ranging staff benefits with a focus on wellbeing, including the provision of paid health insurance, flexible working arrangements and additional leave days; and • contracts with specific intellectual property and restraint of trade clauses.
BUSINESS CONTINUITY	The Company has a comprehensive business continuity plan that includes disaster recovery measures, supply chain risk management, and crisis management protocols.
COMPETITIVE MARKETS	TradeWindow continuously monitors market trends, has continued engagement with customers, has attentive customer service and support, and a pipeline of updates to features and functionality which are designed to improve the user experience.
REPUTATION	TradeWindow has a media policy in place as well as a comprehensive risk management program. Continuous monitoring of media is managed via an external service provider. TradeWindow has branding guidelines in place which have been communicated to the staff.
COMPLIANCE AND REGULATORY	TradeWindow's policies and procedures are designed to comply with laws and regulations of a particular subject matter generally. TradeWindow makes use of internal and external legal experts and other advisors to review and ensure optimal compliance. Policies and procedures are in place to enhance governance, compliance, and reporting. Customer agreements are in place which incorporate compliance provisions and exclude liabilities. Product terms and conditions are in place. Insurance is in place in case of breaches.
STRATEGIC ACQUISITIONS	TradeWindow develops a business plan in support of any acquisition which offers positive returns and/or strategic advantages. TradeWindow's acquisition process includes commercial, legal, and technical due diligence. An implementation plan with monitoring mechanism ensures integration, monitoring, and reporting.

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ECONOMIC SHOCKS	TradeWindow's performance could be adversely affected by rapid and unexpected changes to macroeconomic variables including, but not limited to, interest rates, commodity prices, household consumption, labour markets, trade barriers and sanctions, pandemics, war, and terrorism. To the extent an economic shock was sufficiently pronounced or continued for an extended period, TradeWindow's operating revenues and cash position may be materially adversely impacted.
INABILITY TO PROTECT INTELLECTUAL PROPERTY	TradeWindow's business value is heavily tied to its intellectual property (IP). While the company protects its IP in New Zealand through registration and contractual arrangements, there is a risk that IP could be inadequately protected in international markets, or obtained, misused, or disclosed without authorisation, potentially damaging its competitive position. To mitigate this, TradeWindow maintains trademark registrations in Australia and New Zealand, enforces tiered access controls and separation of duties across sensitive materials, includes robust IP clauses and deed of assignment provisions in employment and consultancy agreements, and uses monitoring tools to detect potential misuse.

Recommendation 6.2

An issuer should disclose how it manages health and safety risks and should report on its health and safety risks, performance and management.

TradeWindow measures proactive and reactive measures of health, safety, and wellbeing. These include near miss and new hazard frequency rates, an injury severity frequency rate, and a total recordable injury frequency rate, (TRIFR). TradeWindow has adopted a Health and Safety Policy that requires TradeWindow's people to take all practicable steps to provide a working environment that promotes health and wellbeing while minimising the potential for risk, personal injury, ill-health or damage.

We are committed to providing and maintaining a safe and healthy working environment for our employees, visitors, and all people using our premises as a workplace. To enable this, we:

- set health and safety objectives and performance criteria for all managers and work areas;
- annually review health and safety objectives and managers' performance against these;
- actively encourage the accurate and timely reporting and recording of all incidents and injuries;
- investigate all reported incidents and injuries to ensure all contributing factors are identified and, where appropriate, plans are developed to take corrective action;
- actively encourage people to report any pain or discomfort early on;
- provide a treatment and rehabilitation plan that ensures a safe, early and durable return to work;
- identify all existing and new hazards and take all practicable steps to eliminate, isolate or minimise the exposure to significant hazards;
- ensure all employees are aware of the hazards in their work area and are adequately trained to enable them to perform their duties in a safe manner;
- encourage employee consultation and participation in all matters relating to health and safety;
- promote a system of continuous improvement – this includes reviewing policies and procedures each year; and
- work together to meet our obligations under the Health and Safety at Work Act 2015, the Health and Safety in Employment Regulations 1995, codes of practice, and any relevant standards or guideline.

Every manager, supervisor or foreperson has a responsibility for the health and safety of employees working under their direction. Every employee is expected to share in this commitment to health and safety in the workplace. The Board reviews health and safety reports at each Board meeting and oversees a detailed programme of work to ensure TradeWindow remains compliant with its health and safety obligations under relevant health and safety legislation.

TradeWindow is focused on the well-being and mental health of all our people and supporting employees to feel and perform at their best. TradeWindow supports staff by providing an outsourced globally accessible Employee Assistance Programme, which is promoted to encourage usage. In addition, our wellness programme continued to receive positive feedback from participants.

PRINCIPLE 7 – AUDITORS

"The Board should ensure the quality and independence of the external audit process."

Recommendation 7.1

The Board should establish a framework for the issuer's relationship with its external Auditors. This should include procedures: (a) for sustaining communication with the issuer's external Auditors; (b) to ensure that the ability of the external Auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired; (c) to address what, if any, services (whether by type or level) other than their statutory audit roles may be provided by the Auditors to the issuer; (d) to provide for the monitoring and approval by the issuer's Audit Committee of any service provided by the external Auditors to the issuer other than in their statutory audit role.

The Audit and Risk Committee plays a key role in TradeWindow's relationship with its Auditors, and the audit process generally. It is responsible for recommending the appointment of the external Auditors to the Board, overseeing the independence and the work of the external Auditors; as well as reviewing policies for the provision of non-audit services by the external Auditors (including the framework for pre-approval of any such services).
The Committee meets regularly with UHY Haines Norton, our external Auditor, including meeting without management. UHY Haines Norton confirmed their independence from the Company to the Audit and Risk Committee in May 2026. Non-audit services performed by UHY Haines Norton are closely examined by Management

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and the Chair of the Audit and Risk Committee prior to engaging UHY Haines Norton, for these additional services, to ensure that they do not compromise UHY Haines Norton's independence. No non-audit services were provided by UHY Haines Norton during the period.

TradeWindow's policy on Auditor Independence is available on our website. The objective of the policy is to ensure that TradeWindow's Auditors carry out their functions independently and without impairment, safeguarding the reliability and credibility of TradeWindow's external financial reporting.

The Policy recognises the importance of the Board's role in facilitating frank dialogue among the Audit and Risk Committee, the Auditor and Management.

The rotation of TradeWindow's client service partner and the Key Audit Partner (as that term is defined in the NZX Listing Rules) of TradeWindow and its subsidiaries will be required every five years with suitable succession planning to ensure consistency. Those partners are subject to a mandatory two-year stand-down period to be completed before those partners can next be engaged by TradeWindow.

UHY Haines Norton replaced KPMG on 9 January 2024.

Recommendation 7.2

The external Auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit.

UHY Haines Norton, as external Auditor, shall be invited to the Company's annual shareholders' meeting, and will be available to answer any questions from shareholders in relation to the audit.

Recommendation 7.3

Internal audit functions should be disclosed. TradeWindow does not have a dedicated internal Auditor, instead, internal controls are managed on a day-to-day basis by the finance team.

Compliance with key internal controls is reviewed annually by TradeWindow's Auditor. The Board and finance team regularly consider how TradeWindow can improve its internal audit and risk management practices including during risk reviews, preparation of interim and full-year financial statements and following TradeWindow's annual audit.

PRINCIPLE 8 – SHAREHOLDER RIGHTS & RELATIONS

"The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer."

Recommendation 8.1

An issuer should have a website where investors and interested stakeholders can access financial and operational information and key corporate governance information about the issuer.

The Investor Hub on our website is the primary information channel for shareholders. It includes:

- a share price feed;
- announcements, disclosures, annual and interim reports, investor presentations, and other news;
- corporate governance documents such as Charters and Policies, the Company Profile and this Corporate Governance Statement;
- financial reports;
- annual meeting materials and recordings; and
- share registry information.

In addition to the above, updates on our activities are posted on our social media channels LinkedIn and X.

Recommendation 8.2

An issuer should allow investors the ability to easily communicate with the issuer, including by designing its shareholder meeting arrangements to encourage participation and by providing shareholders the option to receive communications from the issuer electronically.

TradeWindow has generally held virtual online meetings of shareholders to date to encourage participation.

Contact information for the investor relations team is on the contacts page of our website. We aim to respond to all enquiries in a timely manner.

Shareholders can elect to receive TradeWindow communications either electronically or via mail. Our share registry (Computershare) manages this process.

Recommendation 8.3

Quoted equity security holders should have the right to vote on major decisions which may change the nature of the issuer in which they are invested.

Our Constitution, the Companies Act 1993 and the NZX Listing Rules afford shareholders the right to vote on certain matters affecting TradeWindow.

TradeWindow has generally held virtual online meetings of shareholders to date. To the extent permitted by the Act, and the NZX Rules, the Board encourages shareholders to vote at such meetings by signifying their assent or dissent by electronic means (including, for the avoidance of doubt, voting on a personal computer, with such vote being transmitted to the meeting), instead of the shareholder voting by another method permitted by the Act or this Constitution. If a poll is taken, each shareholder attending virtually online has one vote per fully paid-up share they hold. In the event meetings of shareholders are held in person or in a hybrid format, shareholders attending in person can vote in person or by using a proxy or representative.

Postal votes are not permitted unless the Board notifies shareholders otherwise.

Further information on shareholder voting rights is set out in TradeWindow's Constitution (available on the website).

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Recommendation 8.4

If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors.

The Board is responsible for considering the interests of all existing equity holders when assessing their capital-raising options. TradeWindow raised $7 million in new equity during the FY26 reporting period.

Recommendation 8.5

The Board should ensure that the notices of annual or special meetings of quoted equity security holders are posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting.

The Company will hold its annual meeting of Shareholders in August 2026. A Notice of Meeting will be issued at least 20 working days before the meeting.



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Consolidated financial statements

For the year ended 31 March 2026



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Directors' report

The Directors present their report, together with the consolidated financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Trade Window Holdings Limited (referred to hereafter as the 'Company') and the entities it controlled at the end of, or during, the year ended 31 March 2026.

The Directors are responsible for the preparation, in accordance with New Zealand law and generally accepted accounting practice, of consolidated financial statements which give a true and fair view of the financial position of the Company as at 31 March 2026 and its financial performance for the year ended on that date.

The Directors consider that the consolidated financial statements of the Company have been prepared using appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates and that all relevant financial reporting standards have been followed.

The Directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Company and facilitate compliance of the consolidated financial statements with the Financial Reporting Act 2013.

The Directors have responsibility for the maintenance of a system of internal controls designed to provide reasonable assurance as to the integrity and reliability of financial reporting. The Directors consider they have taken adequate steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Signed in accordance with a resolution of the Directors.

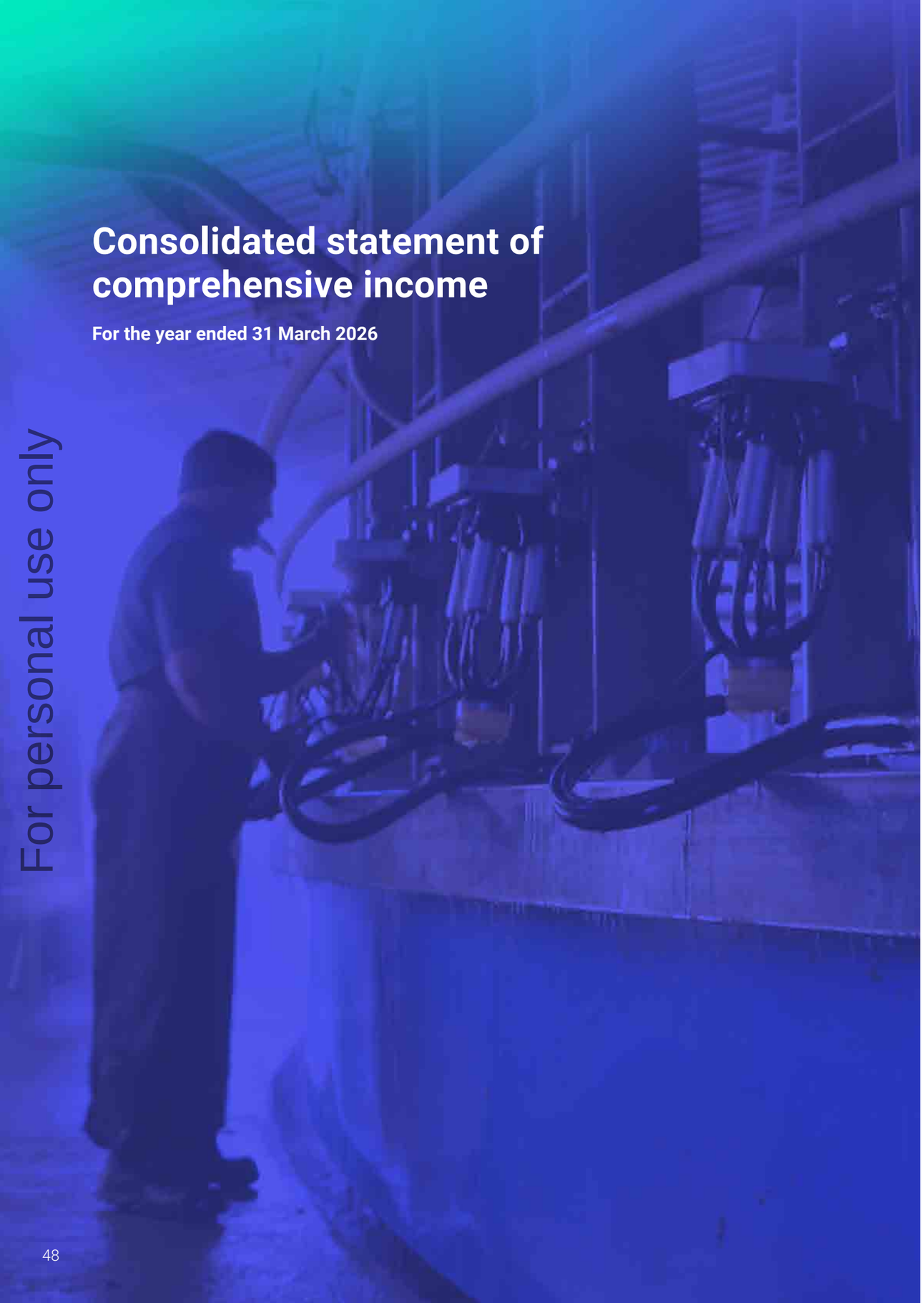
Alasdair MacLeod

Philip Norman

30 June 2026

Directory

INCORPORATION NUMBER:	8233653
PRINCIPAL ACTIVITIES:	Develop and commercialise technology solutions that provide international trade participants with a secure platform and tools to establish trust and trade globally in an efficient manner across interconnected networks. There have been no significant changes in the nature of these activities during the year ended 31 March 2026.
REGISTERED OFFICE:	TradeWindow Company Secretary Suite 4, 31 Northcroft Street, Takapuna, Auckland, 0622, New Zealand
DIRECTORS:	Kerry Michael Friend Alasdair (Alexander) John MacLeod Philip John Norman Albertus Johannes Smith (resigned as Director on 11 June 2026) The Directors were in office for the whole period unless otherwise stated.
AUDITOR:	UHY Haines Norton Level 9 1 York Street Sydney NSW 2000



Consolidated statement of comprehensive income

For the year ended 31 March 2026

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	Notes	2026 $	2025 $
Revenue	4	9,609,320	8,030,529
Other revenue	5	4,370	40,028
		9,613,690	8,070,557
Expenses			
Personnel and employee expense	7	(6,773,797)	(6,908,098)
Depreciation and amortisation expense		(1,263,241)	(1,852,747)
Other expenses	6	(4,082,280)	(2,688,622)
		(12,119,318)	(11,449,467)
Operating loss		(2,505,628)	(3,378,910)
Net finance expense	8	(71,026)	(128,858)
Loss before income tax expense		(2,576,654)	(3,507,768)
Income tax expense	9	(15,598)	(9,917)
Loss after income tax expense for the year		(2,592,252)	(3,517,685)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss. Foreign currency translation		71,486	(76,211)
		71,486	(76,211)
Total comprehensive income for the year		**(2,520,766)**	**(3,593,896)**
Loss per share			
Basic loss per share (cents)	28	(1.81)	(2.75)
Diluted loss per share (cents)	28	(1.81)	(2.75)

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

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Consolidated statement of financial position

ASSETS	NOTES	2026 $	2025 $
Current assets			
Cash and cash equivalents	10	4,190,332	392,212
Trade and other receivables	12	1,357,543	1,150,225
Contract assets		-	5,250
Loans and advances	24	119,740	-
Total current assets		5,667,615	1,547,687
Non-current assets			
Trade and other receivables	12	44,569	48,711
Property, plant and equipment	13	64,004	63,866
Right-of-use assets	16	4,604	59,850
Intangible assets	14	9,192,740	9,700,248
Restricted cash	11	79,598	-
Total non-current assets		9,385,515	9,872,675
Total assets		15,053,130	11,420,362

LIABILITIES	NOTES	2026 $	2025 $
Current liabilities			
Trade and other payables	15	1,383,017	1,348,849
Lease liabilities	16	6,569	45,325
Income tax payable	9	29,460	14,767
Contract liabilities		699,298	709,903
Interest bearing loans and borrowings	17	230,337	369,815
Total current liabilities		2,348,681	2,488,659
Non-current liabilities			
Lease liabilities	16	-	4,861
Interest bearing loans and borrowings	17	223,817	1,013,214
Total non-current liabilities		223,817	1,018,075
Total liabilities		2,572,498	3,506,734
Net assets		**12,480,632**	**7,913,628**

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

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

EQUITY	NOTES	2026 $	2025 $
Issued capital	18	56,151,511	49,098,450
Foreign currency translation reserve		(57,435)	(128,921)
Share-based payments reserve	19	888,137	853,428
Accumulated losses		(44,501,581)	(41,909,329)
Total equity		**12,480,632**	**7,913,628**

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

Consolidated statement of changes in equity

	ISSUED CAPITAL $	ACCUMULATED LOSSES $	FOREIGN CURRENCY TRANSLATION RESERVE $	SHARE BASED PAYMENT RESERVE $	TOTAL EQUITY $
Balance at 1 April 2024	47,290,673	(38,391,644)	(52,710)	394,051	9,240,370
Loss after income tax expense for the year	-	(3,517,685)	-	-	(3,517,685)
Other comprehensive income for the year, net of tax	-	-	(76,211)	-	(76,211)
Total comprehensive income for the year	-	(3,517,685)	(76,211)	-	(3,593,896)
Transactions with owners of the company:					
Contributions of equity, net of transaction costs (note 18)	2,033,196	-	-	-	2,033,196
Equity-settled share-based payments (note 18)	93,115	-	-	140,843	233,958
Reclassification (note 18)	(318,534)	-	-	318,534	-
Balance at 31 March 2025	**49,098,450**	**(41,909,329)**	**(128,921)**	**853,428**	**7,913,628**

	ISSUED CAPITAL $	ACCUMULATED LOSSES $	FOREIGN CURRENCY TRANSLATION RESERVE $	SHARE BASED PAYMENT RESERVE $	TOTAL EQUITY $
Balance at 1 April 2025	49,098,450	(41,909,329)	(128,921)	853,428	7,913,628
Loss after income tax expense for the year	-	(2,592,252)	-	-	(2,592,252)
Other comprehensive income for the year, net of tax	-	-	71,486	-	71,486
Total comprehensive income for the year	-	(2,592,252)	71,486	-	(2,520,766)
Transactions with owners of the company:					
Contributions of equity, net of transaction costs (note 18)	7,045,414	-	-	-	7,045,414
Equity-settled share-based payments (note 18)	7,614	-	-	34,709	42,323
Share options exercised (note 18)	33	-	-	-	33
Balance at 31 March 2026	**56,151,511**	**(44,501,581)**	**(57,435)**	**888,137**	**12,480,632**

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

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

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Consolidated statement of cash flows

CASH FLOWS FROM OPERATING ACTIVITIES	NOTES	2026	2025 $
Receipts from customers		10,671,594	8,840,952
Payments to suppliers and employees		(11,983,159)	(10,368,139)
Grant and other income		3,944	2,668
Net cash used in operating activities	26	(1,307,621)	(1,524,519)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment	13	(41,576)	(58,923)
Payments for intangibles	14	(660,973)	-
Loans to related parties		(118,560)	-
Movements in restricted cash		(79,598)	-
Proceeds from disposal of property, plant and equipment		1,557	30,692
Interest received		19,725	21,142
Net cash from/(used in) investing activities		(879,425)	(7,089)

CASH FLOWS FROM FINANCING ACTIVITIES	NOTES	2026 $	2025 $
Interest paid on lease liability	16	(2,963)	(6,896)
Proceeds from share capital	18	7,045,414	2,033,196
Repayment of borrowings		(1,097,609)	(58,100)
Proceed from borrowings		168,734	-
Payments for lease liability - principal portion	16	(43,617)	(96,886)
Proceeds from exercise of share options		33	-
Interest paid		(84,826)	(135,671)
Net cash flows from financing activities		5,985,166	1,735,643
Net increase in cash and cash equivalents		3,798,120	204,035
Cash and cash equivalents at the beginning of the financial year		392,212	188,177
Cash and cash equivalents at the end of the financial year	10	**4,190,332**	**392,212**

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

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

Notes to the consolidated financial statements

For the year ended 31 March 2026



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1 General information

The consolidated financial statements comprise Trade Window Holdings Limited (the 'Company') and its subsidiaries (together the 'Group').

Trade Window Holdings Limited is a profit-oriented entity incorporated on 10 September 2021 and domiciled in New Zealand and registered under the Companies Act 1993.

Trade Window Holdings Limited was incorporated for the purpose of being the holding company for Trade Window Limited.

Prior to Trade Window Holdings Limited's incorporation, the Group comprised Trade Window Limited and its subsidiaries.

The consolidated financial statements were authorised for issue, in accordance with a resolution of Directors, on 29 May 2026. The Directors have the power to amend and reissue the consolidated financial statements.

2 Material accounting policy information

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the External Reporting Board ('XRB') that are mandatory for the current reporting period.

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

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NZ IFRS issued but not yet effective

Future changes

- NZ IFRS18 - Presentation and Disclosure in Financial Statements

  Replaces NZ IAS 1 as the standard describing the primary financial statements and sets out requirements for the presentation and disclosure of information in NZ IFRS-compliant financial statements. Amongst other changes, it introduces the concept of the "management-defined performance measure" to financial statements and requires the classification of transactions presented within the statement of profit or loss within one of the five categories - operating, investing, financing, income taxes, and discontinued operations. It also provides enhanced requirements for the aggregation and disaggregation of information. This change is effective for annual reporting periods beginning on or after 1 January 2027.

  The Group has not undertaken an assessment as to the impact of these changes at this stage.

- Amendments to NZ IFRS 9: Financial Instruments and NZ IFRS 7: Financial Instruments: Disclosures

  This will provide clarifications on accounting for the settlement of liabilities through electronic payment systems, and on the application of the classification requirements for financial assets, including financial assets with environmental, social and corporate governance and similar features. In addition, it also introduces new disclosures for investments in equity instruments designated at fair value through other comprehensive income, and financial instruments with contingent features. This change is effective for annual reporting periods beginning on or after 1 January 2026. The Group has not undertaken an assessment as to the impact of these changes at this stage.

No other standards, amendments or interpretations that have been issued but are not yet effective are expected to materially impact the consolidated financial statements

Basis of preparation

Statement of compliance

These consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand ('NZ GAAP'). They comply with the New Zealand Equivalents to International Financial Reporting Standards and other applicable Financial Reporting Standards, as appropriate for Tier 1 for-profit entities. The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS). The consolidated financial statements were authorised for issue by the Directors on the date included on page 3. The Group is a reporting entity for the purposes of the Financial Reporting Act 2013 and its consolidated financial statements comply with that Act.

Accounting policies

The accounting policies set out below have been consistently applied to all periods presented in these consolidated financial statements. Where applicable, certain comparatives have been reclassified to comply with the accounting presentation adopted in the current year to ensure consistency with the current year classification.

Note 2 — Material accounting policy information

Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

Functional and presentation currency

Amounts are expressed in New Zealand Dollars ($) which is the functional and presentation currency and are rounded to the nearest dollar.

Comparative information

Certain comparative amounts in the financial statements have been reclassified for consistency with the current year presentation. This affects the classification of financial liabilities at amortised cost.

Going concern

The Group prepares its consolidated financial statements on a going concern basis, which assumes the Group will be able to realise its assets and meet its financial obligations in the normal course of business.

The Group is an early-stage organisation and has reported a loss for the year ended 31 March 2026 of $2.6 million (31 March 2025: $3.4 million), and operating cash outflows of $1.3 million (31 March 2025: $1.5 million).

During the year, the Group successfully completed equity capital raising of $7.0 million (net of capital raise costs). The proceeds of the capital raising enabled the Group to:

a. repay in full the outstanding balance of its ASB loan facility, removing the bulk of the Group's external interest-bearing debt and associated financial covenants and securities;

b. advance development of TradeWindow's Freight.AI operating system, the Group's next generation logistics product platform; and

c. complete a foreign exempt listing on the Australian Securities Exchange (ASX), providing access to a broader pool of capital and enhanced secondary market liquidity for shareholders.

As at 31 March 2026, the Group held cash and cash equivalents of $4.2 million (31 March 2025: $0.4 million) and had no bank debt.

While the Group remains loss-making, its trading performance has continued to improve and the Group is approaching EBITDA breakeven in FY27 and will have significant cash reserves at year end.

Development of the Freight.AI operating system is progressing on track in respect of time, investment and scope, consistent with the development plan approved by the Board. Early customer engagement has been positive, and the Directors are confident in both the product roadmap and the market opportunity for the platform. Revenue contribution from Freight.AI is not assumed in the Board-approved forecasts until the second half of FY28, beyond the going concern assessment period.

The Board-approved financial forecasts for FY27 and FY28 project sufficient cash available to satisfy the Group's financial obligations as they fall due for a period of at least 12 months from the date of issuance of these financial statements. The forecast EBITDA and cash flows are dependent on the following key assumptions:

a. Achievement of targeted revenue growth from the existing product portfolio.

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FY27 sales are budgeted to increase between 13% to 18% on the prior year, lower than the rate of revenue growth achieved in FY26, reflecting a more conservative view of market conditions. No revenue contribution from Freight.AI is assumed within the going concern assessment period.

b. Continued operation of a disciplined operating cost structure.

   The disciplined operating cost structure implemented during FY25 has been maintained through FY26 and is assumed to continue throughout the forecast period, with allowance made for necessary incremental investment in product development in FY27.

c. Delivery of the Freight.AI operating system within the development cost envelope approved by the Board.

   The forecasts assume that the Freight.AI operating system continues to be delivered in line with the development plan and cost envelope approved by the Board.

Material uncertainty related to going concern

The forecast assumptions have been stress tested against a range of downside scenarios, including a material reduction in new business revenue without commensurate cost reduction. The stress testing indicates that, in such a downside scenario, the Group would have sufficient liquid assets to continue as a going concern for a period of at least 12 months from the date of issuance of these financial statements.

The Group's ability to continue as a going concern over the forecast period is, however, dependent on the Freight.AI development programme being delivered broadly in line with the cost envelope and timetable approved by the Board. While development is currently on track, the Directors are confident in the product and the market opportunity, and no Freight.AI revenue is assumed within the going concern assessment period, the platform remains in the build phase. As is typical for products at this stage, the timing and cost of remaining development activities are subject to a degree of execution risk and inherent uncertainty, and any material overrun in development cost or timetable within the next 12 months could place pressure on the Group's available liquidity.

These factors indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and, therefore, on its ability to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding this material uncertainty, the Directors have considered the Group's current cash position, the outcomes of the stress testing performed, the levers available to Management to preserve liquidity (including the ability to reduce discretionary expenditure, defer or rephase discretionary development spend, and access capital markets following the ASX listing), the current on-track status of the Freight.AI development programme, and the Board-approved financial forecasts. On this basis, the Directors consider it appropriate to prepare the consolidated financial statements on a going concern basis. The financial statements do not include any adjustments that would be necessary should the going concern basis of preparation be inappropriate.

Impairment

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and indefinite-lived intangible assets are tested annually for impairment.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. The Group has adopted the Value in Use method.

Subject to an operating segment ceiling test, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, 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.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Trade Window Holdings Limited ('Company' or 'parent entity') as at 31 March 2026 and the results of all subsidiaries for the year then ended. Trade Window Holdings Limited and its subsidiaries together are referred to in these consolidated financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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3 Critical accounting judgements, estimates and assumptions

The preparation of the consolidated financial statements in conformity with NZ IFRS and IFRS requires Management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The critical judgements are detailed below:

- Note 2 'Going concern', in determining whether the Group is a going concern.
- Note 14 'Intangible assets', in determining whether the Group's assets are impaired.
- Note 14 'Intangible assets', capitalisation of internally generated software development costs. Management applies judgement under NZ IAS 38.57 in assessing whether the six recognition criteria are met.

4 Revenue

The Group generates revenue primarily from customers subscribing to and utilising its software platforms. In the following table, revenue from contracts with customers is disaggregated by primary nature and timing of revenue recognition.

Revenue	2026 $	2025 $
Transactional revenue	5,103,844	4,288,953
Installation revenue	167,132	230,115
Subscription revenue	4,046,911	3,280,335
Service revenue	291,433	231,126
Total revenue	**9,609,320**	**8,030,529**

The Group's revenue disaggregated by primary geographical markets is as follows:

New Zealand	5,150,239	4,623,329
Australia	4,120,739	3,073,223
Rest of world	338,342	333,977
	9,609,320	**8,030,529**

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Revenue policy

Revenue is measured based on the consideration specified in the contract with a customer. The Group recognises revenue when it transfers control of a good or service to a customer. Revenue is disclosed net of credit notes and discounts. Unbilled revenue at year-end is recognised as a contract asset and any unearned revenue at year-end is recognised as a contract liability. See table below for details of contract assets and liabilities at year-end.

Transactional revenue

Transactional revenue is recorded at the time the transactions are processed by the customer using the Group's software platforms. Transaction revenue is based on volume of usage and is recognised at a point in time. Customers are mainly invoiced monthly and have payment terms of up to 30-days.

Subscription revenue

Subscription revenue comprises recurring monthly fees from customers who have subscribed to the Group's software platforms. The fee provides the customer with access to the various software platforms, regular software updates and customer support services. Subscription revenue is invoiced either in advance or monthly in arears, depending on the software product. Subscription revenue is recognised over time as the services are used or delivered to the customer. Customers are mainly invoiced monthly and have payment terms of up to 30-days.

Service revenue

Service revenue relates to ad-hoc customer support services outside of the scope of the standard support agreement. The services are mainly for customer support to customers who request non-standard customisation or assistance with a specific project. Service revenue is recognised over time as the service is delivered to the customer, these generally range from a few hours to a few weeks. Customers are mainly invoiced monthly and have payment terms of up to 30-days.

Installation revenue

Installation revenue comprises of one-off installation, software customisation and user training services. The Group has assessed that installation is a separate performance obligation for certain products, and all the activities are considered as one performance obligation which is satisfied over the term of the contract as the customer simultaneously receives and consumes the benefits provided to them. On commencement of the software installation, the customers subscribe to ongoing maintenance and support services to ensure that the software is regularly maintained by the Group. The Group uses the output method of measuring progress of installation as it fairly depicts the entity's performance towards complete satisfaction of the performance condition. Majority of customers are invoiced in advance and then on milestone completion. Payment terms are up to 30-days from invoice date.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

	2026 $	2025 $
Receivables, which are included in "Trade and other receivables"	1,067,422	982,126
Contract assets	-	5,250
Contract liabilities	(699,298)	(709,903)
	368,124	**277,473**

The contract liabilities primarily relate to advance consideration the Group received from customers for installation and for subscribing to its software platforms, for which revenue is recognised over time.

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. Contract assets are assessed for impairment under the requirements in the financial instruments standard. Any unconditional rights to consideration are presented separately as a receivable.

Information about remaining performance obligation has not been provided as these have an expected duration of less than 12 months.

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5 Other revenue

	2026 $	2025 $
Profit on sale of fixed assets	426	32,478
Other income	3,944	7,550
	4,370	**40,028**

6 Other expenses

Other expenses include the following:

	2026 $	2025 $
Director fees	184,298	178,582
Bad debts written off	65,734	758
The following fees were paid or payable for services provided by the Auditor - Fees relating to the audit	138,743	155,520

7 Personnel and employee expense

	2026 $	2025 $
Short-term employee benefits (salaries)	5,635,865	5,568,580
Post-employment benefits (superannuation)	292,410	236,193
Contracted resources	512,161	741,495
Other employee benefits	333,361	361,830
	6,773,797	6,908,098

8 Net finance expense

	2026 $	2025 $
Interest income	(20,905)	(16,147)
Interest expense	88,968	138,109
Interest on lease liabilities	2,963	6,896
	71,026	**128,858**

Finance income and expense policy

Interest income is income on funds invested using the effective interest method. Interest expenses are expenses on borrowings and interest on lease liabilities.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

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9 Income tax

Income tax expense

	2026 $	2025 $
Current tax	15,598	9,917
Aggregate income tax expense	**15,598**	**9,917**
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(2,576,654)	(3,507,768)
Tax at the statutory tax rate of 28%	(721,463)	(982,175)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expense	87,289	51,658
Deferred tax not recognised in current tax year	639,810	930,683
Effect of different tax rates	9,962	9,751
Income tax expense	**15,598**	**9,917**

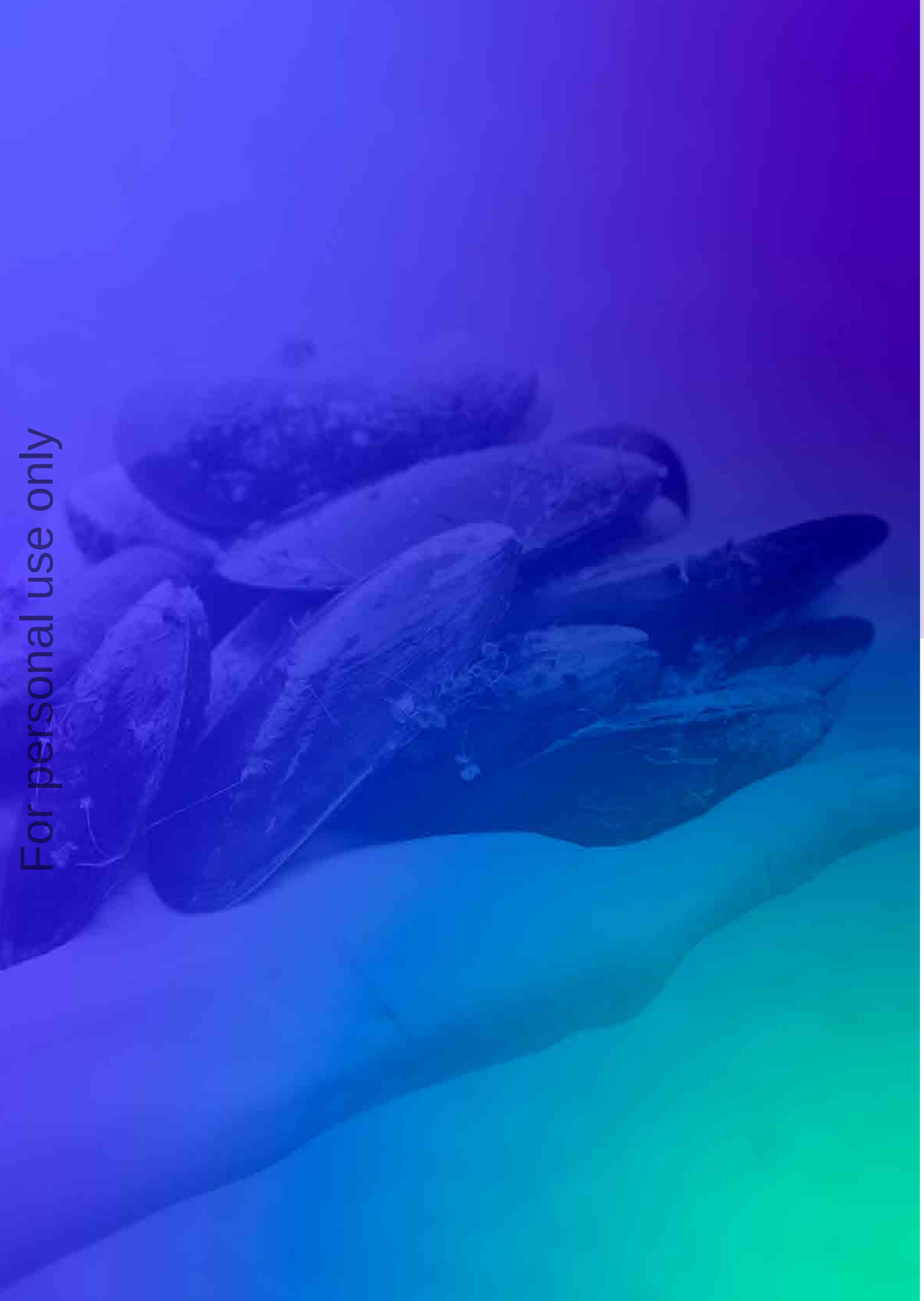
The current tax liability of $29,460 (2025: $14,767) represents the amount of Philippines income taxes payable in respect of the current period.

Deferred tax

Year ended 31 March 2026	Balance 1 April 2025 $	Recognised in profit/loss $	Balance 31 March 2026 $
Intangible and Property, plant and equipment	(559,325)	303,659	(255,666)
Lease liabilities	4,014	3,256	7,270
Accruals and Employee Benefits	165,301	(13,786)	151,515
Net taxable loss	390,010	(293,129)	96,881
	-	-	-

Year ended 31 March 2025	Balance 1 April 2024 $	Recognised in profit/loss $	Balance 31 March 2025 $
Intangible and Property, plant and equipment	(950,373)	391,048	(559,325)
Lease liabilities	2,693	1,321	4,014
Accruals and Employee benefits	133,887	31,414	165,301
Net taxable loss	813,793	(423,783)	390,010
	-	-	-

The Group has $39,064,495 (2025: $37,917,918) of tax losses for which no deferred tax asset has been recognised in the statement of financial position as it is not probable that the Group will be achieving sufficient taxable profits in the foreseeable future. The current year tax loss is subject to Inland Revenue assessment.



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10 Cash and cash equivalents

	2026 $	2025 $
Cash at bank	**4,190,332**	**392,212**

The bank accounts include cash balances held with ASB Bank Limited of $4,097,130 (2025: $210,906), which is a related party. Bank balances are also held with the Commonwealth Bank of Australia, the parent company of ASB Bank Limited, of $53,131 (2025: $141,817). In the prior year, the Group also had an undrawn overdraft facility with ASB Bank limited to a maximum of $150,000. No such facility was in place during the current year.

11 Restricted cash

	2026 $	2025 $
Security deposits	**79,598**	**-**

Restricted cash is in relation to the credit card facilities with ASB Bank Limited, a related party (see note 24).

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12 Trade and other receivables

Current assets

	2026 $	2025 $
Trade receivables	1,067,422	982,126
Less: Allowance for expected credit losses	(29,424)	(69,111)
	1,037,998	913,015
Prepayments	319,545	237,210
	1,357,543	**1,150,225**

Non-current assets

Prepayments	**44,569**	**48,711**

Bad debt expense of $65,734 (2025: $758) has been recorded within other expenses in the statement of profit or loss and other comprehensive income.

Allowance for expected credit losses

	2026 $	2025 $
Opening loss allowance	69,111	46,801
Loss allowance recognised during the year	25,892	22,120
Bad debts written off during the year	(65,734)	(758)
Effects of movements in exchange rate	155	948
Closing loss allowance	**29,424**	**69,111**

Trade and other receivables policy

Trade and other receivables (unless it is a trade receivable without a significant financing component) is initially recognised at fair value plus transaction costs. A trade receivable without a significant financing component is initially measured at the transaction price. It is then subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Impairment is calculated based on an expected credit loss (ECL) model under NZ IFRS 9. Refer to Note 16 for information about calculation and recognition of expected credit losses. The amount of the provision is recognised in profit or loss.

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13 Property, plant and equipment

Year ended 31 March 2026	Leasehold improvements $	Furniture and fittings $	Plant and equipment $	Total $
Opening balance	15,163	28,133	140,080	183,376
Effects of movements in exchange rates	-	-	(548)	(548)
Additions	-	-	41,576	41,576
Disposals	-	-	(1,564)	(1,564)
Total cost	15,163	28,133	179,544	222,840
Accumulated depreciation				
Opening balance	6,909	9,762	102,839	119,510
Effects of movements in exchange rate	-	-	73	73
Depreciation on disposal	-	-	(261)	(261)
Depreciation expense	7,581	2,954	28,979	39,514
Total accumulated depreciation	14,490	12,716	131,630	158,836
Summary				
Net carrying amount at 31 March 2025	8,254	18,371	37,241	63,866
Net carrying amount at 31 March 2026	**673**	**15,417**	**47,914**	**64,004**

Year ended 31 March 2025	Leasehold improvements $	Furniture and fittings $	Plant and equipment $	Total $
Opening balance	59,016	78,930	423,490	561,436
Effects of movements in exchange rates	182	-	451	633
Additions	15,163	-	43,760	58,923
Disposals	(59,198)	(50,797)	(327,621)	(437,616)
Total cost	15,163	28,133	140,080	183,376
Accumulated depreciation				
Opening balance	58,776	54,099	382,015	494,890
Effects of movements in exchange rate	182	-	491	673
Depreciation on disposal	(63,389)	(49,050)	(328,267)	(440,706)
Depreciation expense	11,340	4,713	48,600	64,653
Total accumulated depreciation	6,909	9,762	102,839	119,510
Summary				
Net carrying amount at 31 March 2024	240	24,831	41,475	66,546
Net carrying amount at 31 March 2025	**8,254**	**18,371**	**37,241**	**63,866**

Property, plant and equipment policy

All property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses.

The depreciation rates for significant items of property, plant and equipment are as follows:

Leasehold improvements	50.00%
Furniture and fittings	10.50%
Plant and equipment	30.00% - 40.00%

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

Impairment

The carrying amounts of property, plant and equipment are reviewed at each balance date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

There was no impairment of assets recognised for during the year.



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14 Intangible assets

Year ended 31 March 2026	Software $	Customer relationships $	Goodwill $	Capital work-in-progress	Total $
Opening balance	8,860,557	456,016	7,615,761	-	16,932,334
Additions	-			660,973	660,973
Total cost	8,860,557	456,016	7,615,761	660,973	17,593,307
Accumulated amortisation					
Opening balance	6,992,676	239,410	-	-	7,232,086
Amortisation expense	1,122,879	45,602	-	-	1,168,481
Total accumulated amortisation	8,115,555	285,012	-	-	8,400,567
Summary					
Net carrying amount at 31 March 2025	1,867,881	216,606	7,615,761	-	9,700,248
Net carrying amount at 31 March 2026	**745,002**	**171,004**	**7,615,761**	**660,973**	**9,192,740**

Year ended 31 March 2025	Software $	Customer relationships $	Goodwill $	Capital work-in-progress	Total $
Opening balance	8,860,557	456,016	7,615,761	-	16,932,334
Total cost	8,860,557	456,016	7,615,761	-	16,932,334
Accumulated amortisation					
Opening balance	5,370,207	193,808	-	-	5,564,015
Amortisation expense	1,622,469	45,602	-	-	1,668,071
Total accumulated amortisation	6,992,676	239,410	-	-	7,232,086
Summary					
Net carrying amount at 31 March 2024	3,490,350	262,208	7,615,761	-	11,368,319
Net carrying amount at 31 March 2025	**1,867,881**	**216,606**	**7,615,761**	-	**9,700,248**

Capital work-in-progress balance primarily relates to ongoing development of the Freight.AI project.

Intangible assets policy

Software and customer relationships are amortised using the straight-line method over their estimated useful lives. Capital work-in-progress is not amortised as the asset is not ready to use.

Goodwill is measured at cost less accumulated impairment losses. Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

The estimated useful lives and remaining amortisation period are as follows:

Asset class

Software	1 - 5 years
Customer relationships	10 years

The Group tests whether goodwill has suffered any impairment on an annual basis. No impairment on the carrying amount of goodwill has been recognised during the financial year (2025: $Nil).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. The Group has adopted the Value in Use method.

In assessing Value in Use, estimated future cash flows are discounted to their present value using a pre-tax discount rate of 17.8% that reflects current market assessments of the time value of money and the risk specific to the asset.

Future cashflows are based on five-year projections for the Group, which included the Board approved budget for the year to 31 March 2026. The forecast financial information is based on both past experience and future expectations of operating performance and requires judgements to be made as to the revenue growth, operating cost projections and the market environment. Revenue is projected to grow at a compound average growth rate of 20% for the first 5 years. Actual results may be substantially different. The terminal growth rate assumed is 2.5% which does not exceed the long-term average growth rate for the market in which the Group operates.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment.

Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life.

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Intellectual property

Significant costs associated with intellectual property are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life.

15 Trade and other payables

	2026 $	2025 $
Trade payables	290,828	253,746
Accruals	298,460	442,326
Sundry payables	358,195	290,479
Employee benefits	435,534	362,298
	1,383,017	**1,348,849**

Trade and other payables policy

Trade and other payables are measured at amortised cost. These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Employee benefits policy

Short-term employee benefits obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid for outstanding annual leave balances if the Group has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the obligation can be estimated reliably.

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16 Leases

Right-of-use assets	2026 $	2025 $
Buildings Cost		
Opening balance	110,492	1,248,738
Additions	-	110,492
Disposals	-	(1,248,738)
Total cost	110,492	110,492
Accumulated depreciation		
Opening balance	50,642	1,179,364
Disposals	-	(1,248,738)
Depreciation expense	55,246	120,016
Total accumulated depreciation	105,888	50,642
Opening net carrying amount	59,850	69,374
Closing net carrying amount	**4,604**	**59,850**

The right-of-use assets are regularly assessed for impairment.

Lease Liabilities	2026 $	2025 $
Current liabilities		
Lease liability	**6,569**	**45,325**
Non-current liabilities		
Lease liability	-	**4,861**

Amounts recognised in statement of comprehensive income		
Interest on lease liabilities	2,963	6,896
Depreciation on right-of-use assets	55,246	120,016
Variable lease payments	12,052	37,513
Short-term lease expenses	47,927	54,142

Amounts recognised in statement of cash flow		
Interest on lease liabilities	2,963	6,896
Principal lease payments	43,617	96,886

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on the consolidated statement of financial position.

Right-of-use asset	Buildings
No. of right-of-use assets leased	1
Range of remaining terms in months	1
Average remaining term in months	1
No. of leases with options to purchase	**-**
No. of leases with termination options	**-**

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17 Interest bearing loans and borrowings

	2026 $	2025 $
Current liabilities		
ASB term loan	-	310,104
MBIE R&D loan	61,603	59,711
IQumulate Premium Funding Limited	168,734	-
	230,337	**369,815**
Non-current liabilities		
ASB term loan	-	728,199
MBIE R&D loan	223,817	285,015
	223,817	**1,013,214**

Terms and repayment schedule	Currency	Interest rate	Maturity date	$	$
Callaghan R&D loan	NZD	3.00%	13/08/2030	285,420	344,726
IQumulate Premium Funding Limited	NZD	5.76%	30/06/2026	168,734	-
				454,154	**344,726**

The face value and carrying value of the loans are the same.

On 13 August 2020, the Company received an R&D loan of $400,000 from Callaghan Innovation as assistance for the economic impacts of COVID19 on the business. The loan is now managed by/due to MBIE. The loan balance at 31 March 2026 was $285,420 which included an interest accrual of 3% (2025: $344,726).

The Company uses IQumulate Premium Funding Limited to fund its annual insurance premiums, which renew in September. The associated borrowings are repayable over a 10-month period ending 30 June 2026.

18 Issued capital

	2026 Number of shares	2025 Number of shares	2026 $	2025 $
Shares				
Balance 1 April	130,790,948	117,195,875	49,098,450	47,290,673
Issue of ordinary shares	32,514,105	12,690,858	7,045,414	2,033,196
Shares issued in respect of payment of vendor services	41,946	483,466	7,614	93,115
Shares issued in respect of employee share options exercised	14,490	420,749	33	-
Reclassification	-	-	-	(318,534)
	163,361,489	**130,790,948**	**56,151,511**	**49,098,450**

During the year, Trade Window Holdings Limited raised $7,666,000 before capital raise expenses, by way of three private placements in June, September and December ($7,445,000) and a share purchase plan in February ($221,000).

During the period vendors accepted payment in shares of $7,614 (shares issued 41,946).

At 31 March 2026, share capital comprised 163,361,489 shares. All issued shares rank equally, are fully paid and have no par value.

Capital management

For the purpose of the Group's capital management, capital includes issued capital, convertible notes and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. There are no externally imposed capital requirements.

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19 Share based payment reserve

As at 31 March 2026 the Group had the following share-based payments arrangements:

2019/20 Share Option scheme

The Group established a share option programme that entitled senior management to purchase shares in the Company on 31 October 2019, which was revised on 25 March 2020 and 19 November 2021. Under this programme, holders of vested options are entitled to purchase shares at the exercise price specified at grant date. All options are to be settled by the physical delivery of shares.

Under this plan, grantees have been granted options to purchase ordinary shares at an exercise price based on the fair value of Trade Window Holdings Limited's shares on the date of the grant as approved by the Directors. Once granted, options vest over a period of time which is stated in the options offer letter to the grantee. The grantee may exercise an option that has vested at any time during the period commencing on the date on which the option vested and ending on the expiry date. Under the terms of the scheme unvested options lapse immediately on termination of service. For a good leaver, as defined, vested options must be exercised within three months following termination of services, and any options exercised and converted to shares may be retained. For a bad leaver, as defined, vested options are cancelled on the leaving date.

No options were approved to be issued under the existing scheme since prior to listing on 19 November 2021.

The number and weighted average exercise prices of share options under the employee share option programmes were as follows:

	Number of options	Weighted average exercise price
Year ended 31 March 2026		
Outstanding at the beginning of the period	14,490	0.00092
Exercised at end of 31 March 2026	(14,490)	0.00092
Outstanding at the end of the period	-	-
Comprised of:		
Vested (and not exercised)	-	-
Granted but not vested	-	-
	-	-

	Number of options	Weighted average exercise price
Year ended 31 March 2025		
Outstanding at the beginning of the period	14,490	0.00092
Comprised of:		
Vested (and not exercised)	14,490	-
Granted but not vested	-	-
	14,490	-

2022 Share Option schemes

Employees LTI Option Plan

During the financial year ended 31 March 2023, the Group introduced a share option programme to replace the 2019/20 scheme. The establishment of the 2022 Share Option Plan is designed to provide long-term incentives for senior managers (including executive Directors) to deliver long-term shareholder value, as well as retain and motivate participants.

Under this programme, participants were issued options at the equivalent price of $0.74. This price was determined with reference to TWL's closing share price on 29 July 2022. Under the terms of the scheme, unvested options lapse on the date employment ceases.

The key terms and conditions of the share options granted under this programme are as follows, all options are to be settled by the physical delivery of shares:

Grant Date	Number of instruments	Exercise Price	Vesting Date	Vesting conditions	Contractual life of options
July 2022	1,169,670	Nil	1 July 2025	Subject to hurdle rate of 17.5% per annum growth in the share price, based on the issue price.	5 years
July 2022	54,054	Nil	1 July 2025	Must be employed by the company on vesting date	5 years
September 2023	54,054	Nil	Immediately	None	5 years

As at 31 March 2026, all 1,169,670 options from the first tranche have lapsed as the relevant performance hurdles were not met. Within the second tranche, 33,784 options remained unexercised (and have not lapsed), while 20,270 options lapsed following staff departures.

Non-Executive Directors Option Plan

During the financial year ended 31 March 2023, the Group introduced a share option programme for Non-Executive Directors.

Under this programme, holders of vested options are entitled to purchase shares at an exercise price equal to the VWAP of TradeWindow shares over the 20 Business Day period prior to the date of issuance of the Options, subject to a floor price of $0.70 per share.

The key terms and conditions of the share options granted under this programme are as follows, all options are to be settled by the physical delivery of shares:

Grant Date	Number of instruments	Exercise Price	Vesting Date	Vesting conditions	Contractual life of options
Sep 2022	300,000	$0.70	Progressively over two years from grant date.	None	3 years

As at 31 March 2026, 100,000 options relating to a non-executive Director had lapsed.

2023/24 Salary Sacrifice Option Plan

During the prior year, the Group introduced a share option programme for senior management where participants make a salary sacrifice in exchange for employee share options in the Company. The programme ran for 13 months, ending 30 April 2024. Under this programme, the number of options to be granted to a participant was determined each payday by dividing 150% of the salary sacrifice amount by the mid-point share price on the salary payment date. Granted options vest immediately and the participant has five years from issue date to exercise the options. Holders of vested options are entitled to purchase shares at $Nil exercise price.

The key terms and conditions of the share options granted under this programme are as follows, all options are to be settled by the physical delivery of shares:

Grant period	Number of instruments	Exercise Price	Vesting Date	Vesting conditions	Contractual life of options
April 2023 – March 2024	1,592,695	$0.00	Immediately	None	5 years
1 April 2024 – 31 March 2025	290,854	$0.00	Immediately	None	5 years

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The number and weighted average exercise prices of share options under the employee share option programmes were as follows:

Year ended 31 March 2026	Number of options	Weighted average exercise price
Outstanding at the beginning of the period	1,569,004	0.08923
Granted during period	-	-
Revoked during period	(792,005)	-
Exercised at end of 31 March 2026	-	-
Outstanding at the end of the period	**776,999**	**0.18018**

Comprised of:

Vested (and not exercised)	776,999	**-**
Granted but not vested	-	**-**
	776,999	**-**

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Note 19 — Share based payment arrangements

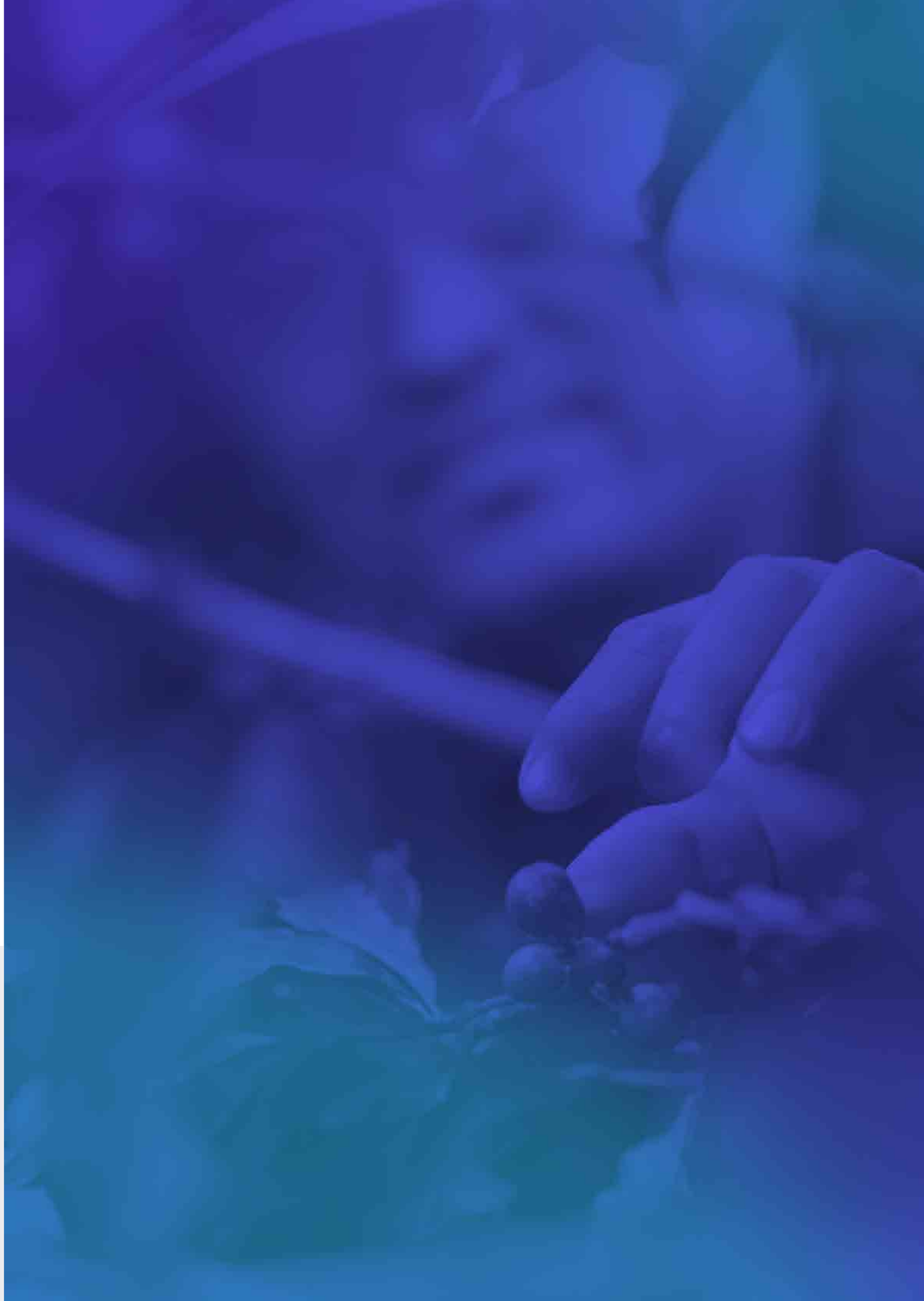
Year ended 31 March 2025	Number of options	Weighted average exercise price
Outstanding at the beginning of the period	1,832,795	0.10185
Granted during period	290,854	-
Revoked during period	(133,896)	0.34853
Exercised at end of 31 March 2025	(420,749)	-
Outstanding at the end of the period	**1,569,004**	**0.08923**
Comprised of:		
Vested (and not exercised)	743,214	**-**
Granted but not vested	825,790	**-**
	1,569,004	**-**

Expense recognised in profit or loss
The total expense recognised in the statement of comprehensive income during the year was $34,709 (2025: $140,843).

20 Contingent liabilities

The Group has a contingent liability in 2026 of $1,035,902 relating to R&D tax losses cashed out (2025: $1,035,902). If the Group becomes profitable in the future, there is a change in the shareholders greater than 90%, or a liquidation event occurs, it would become payable.

There are no other contingencies.



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21 Financial instruments classification and risk management

The Group's overall financial risk management programme focuses primarily on maintaining a financial risk profile that provides flexibility to implement the Group's strategies, while optimising return on assets. Financial risk management is centralised, which supports compliance with the financial risk management policies and procedures set by the Board.

The Group holds the following financial assets and liabilities, the table below shows their carrying amount and measurement basis.

Categories of financial assets and liabilities

31 March 2026	Financial assets at amortised cost $	Financial liabilities at amortised cost $	Total $
Assets			
Cash and cash equivalents	4,190,332	-	4,190,332
Trade receivables	1,037,998	-	1,037,998
Related party loan	119,740	-	119,740
Restricted cash	79,598	-	79,598
Total financial assets	**5,427,668**	**-**	**5,427,668**
Liabilities			
Trade payables	-	589,288	589,288
Interest bearing loans and borrowings	-	454,154	454,154
Lease liability	-	6,569	6,569
Total financial liabilities	**-**	**1,050,011**	**1,050,011**

31 March 2025	Financial assets at amortised cost $	Financial liabilities at amortised cost $	Total $
Assets			
Cash and cash equivalents	392,212	-	392,212
Trade and other receivables	913,015	-	913,015
Total financial assets	**1,305,227**	**-**	**1,305,227**
Liabilities			
Trade and other payables	-	696,072	696,072
Interest bearing loans and borrowings	-	1,383,029	1,383,029
Lease liability	-	50,186	50,186
Total financial liabilities	-	**2,129,287**	**2,129,287**

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Financial risk management

The Group had exposure to the following risks from its use of financial instruments:

- Market risk (mainly interest rate risk)
- Credit risk
- Liquidity risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Group 's risk management framework. The Board of Directors has established the Audit and Risk Committee, which is responsible for developing and monitoring the Group 's risk management policies. A risk register is maintained, and the Committee reports regularly to the Board of Directors on its activities. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits.

Market risk

Market risk is the risk that changes in market prices - e.g. foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

The Group 's exposure to the risk of changes in interest rates primarily affects borrowings. The Group had floating interest rates throughout the year.

The following table illustrates the sensitivity of profit/(loss) and equity to a reasonably possible change in interest rates of +/- 1% (2025: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	2026		2025	
	Change in profit/(loss) $	**Change in equity $**	**Change in profit/(loss) $**	**Change in equity $**
Variable interest rates +1%	41,903	41,903	(11,647)	(11,647)
Variable interest rates -1%	(41,903)	(41,903)	11,647	11,647

Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised financial assets and liabilities denominated in currencies other than the Group's functional currency, New Zealand dollars (NZD). The Group's primary exposure to currency exchange rate fluctuations stems from its overseas sales and purchases, predominantly in Australian dollars (AUD).

To manage this risk, the Group employs natural hedging by aligning AUD revenue with AUD expenses within the same entity, reducing the impact of exchange rate volatility. Management regularly monitors unhedged exposures and will consider formal hedging strategies when greater certainty around cash flow timing is established.

Credit risk

The Group is not exposed to any significant credit risk. There is no history of customer default and Management consider the credit quality of trade receivables to be good. The Group trades with recognised, creditworthy third parties or requires payment in advance. The profile of future customers is expected to be similar to that of past customers. On this basis, the Group does not feel it necessary to have a written credit policy in place, however Management continue to monitor this risk.

Credit risk relating to bank balances is managed by banking with major financial institutions with high quality external credit ratings.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group manages liquidity risk by maintaining adequate cash reserves and banking facilities. Forecast and actual cash flows are continuously monitored with the maturity profiles of the majority of financial assets and liabilities matched.

Liquidity profile of financial assets

	1 Year or less $	1 to 5 Years $	More than 5 years $	Total contractual cash flows $
Year ended 31 March 2026				
Cash and cash equivalents	4,190,332	-	-	4,190,332
Trade and other receivables	1,037,998	-	-	1,037,998
Related party loan	119,740	-	-	119,740
Restricted cash	79,598	-	-	79,598
	5,427,668	-	-	**5,427,668**
Year ended 31 March 2025				
Cash and cash equivalents	392,212	-	-	392,212
Trade and other receivables	913,015	-	-	913,015
	1,305,227	-	-	**1,305,227**

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Financial liabilities based on contractual cashflows due within

	1 Year or less $	1 to 5 Years $	More than 5 years $	Total contractual cash flows $	Carrying amount of liabilities $
Year ended 31 March 2026					
Trade and other payables	589,288	-	-	589,288	589,288
Interest bearing loans and borrowings	237,301	233,134	-	470,435	454,154
Lease liabilities	4,037	-	-	4,037	6,569
	830,626	**233,134**	-	**1,063,760**	**1,050,011**
Year ended 31 March 2025					
Trade and other payables	696,072	-	-	696,072	696,072
Interest bearing loans and borrowings	446,860	1,052,603	29,077	1,528,540	1,383,030
Lease liabilities	48,288	4,037	-	52,325	50,186
	1,191,220	**1,056,640**	**29,077**	**2,276,937**	**2,129,288**

22 Commitments

As at balance date there were no known capital commitments.

23 Segment reporting

An operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM") on a monthly basis. The CODM, who is responsible for allocating resources and assessing performance of the operating segment(s) is part of the senior leadership team and is involved in strategic decision making of the Group. Management has determined there is one operating segment based on the reports reviewed by the CODM.

The reason for looking at the business as one segment is because of the inter-related nature of the services and their dependence on the Trade Window software which cannot be separated between different products and services. The performance of the operating segment is reviewed by the CODM and action plans are agreed with the Management where necessary to improve performance of the business.

The reportable operating segment derives its revenues from the provision of software solutions to its customers. There are no major customers that contribute more than 10% of revenues. The CODM assesses the performance of the operating segment from revenue to net income. The total revenue, direct costs, operating expenses, interest and foreign exchange gains and losses, tax and net income are reviewed.

The amounts reported with respect to segment total assets and liabilities are measured in a manner consistent with the consolidated statement of financial position. Reportable segment assets and liabilities are equal to total assets and liabilities hence no reconciliation is required.

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24 Related party transactions

Key management personnel

The Group has related party relationships with its Directors and other key management personnel as listed below. Remuneration of key management personnel during the year, excluding the two Independent Directors, amounted to $1,324,987 (2025: $1,101,049), of which $1,304,169 (2025: $1,011,029) was for short-term employee benefits and $20,818 (2025: $90,020) was for share-based payment expense.

Remuneration for the two Independent Directors during the year amounted to $184,298 (2025: $181,580), of which $184,298 (2025: $178,582) was for Directors fees and $Nil (2025: $2,998) was for share-based payment expense.

Other related parties

ASB Bank Limited is a shareholder of the Group. The ASB Bank is 100% owned by the Commonwealth Bank of Australia (CBA). The Group has bank balances with the ASB Bank and CBA (see note 10), and previously had some interest bearing loan facilities as stated in note 17.

Transactions involving related entities

The entities, the nature of the relationship and the types of transactions which the Group entered into during the period are detailed below:

Related entity	Nature of relationship	Types of transactions
ASB Bank Limited	Shareholder	Funds advanced, balances payable, cash at bank, shares, restricted cash
Commonwealth Bank of Australia	Ultimate parent of ASB Bank Limited	Cash at bank, restricted cash
Kerry Friend	Executive Director, beneficial shareholder	Employment agreement, ESOP
Albertus Johannes Smith (AJ Smith)	Executive Director (resigned as CEO on18 April 2026, and as non-executive Director on 11 June 2026.	Employment agreement, ESOP, balances receivable

The following transactions and outstanding balances between related parties occurred during the year:

	Interest bearing loans $	Cash at bank $	Restricted cash $
31 March 2026			
ASB Bank Limited	-	4,097,130	79,598
Commonwealth Bank of Australia	-	53,131	-
AJ Smith	**119,740**	-	-
	119,740	**4,150,261**	**79,598**
31 March 2025			
ASB Bank Limited	1,038,303	210,906	-
Commonwealth Bank of Australia	-	141,817	-
	1,038,303	**352,723**	-

Transactions with Directors and Related Entities

The loan with AJ Smith bears interest at 6.29% per annum, is repayable on demand and was contractually due for repayment by 31 March 2026. However, the loan was not repaid by its due date and a subsequent amended agreement was entered into. Under the amended agreement, the Group waived its entitlement to interest and the outstanding balance to be repaid in six monthly instalments ending November 2026. The amended agreement is in default due to non-payment of the first instalment. The parties are in negotiation regarding a revised arrangement.

Other than disclosed above, there were no other transactions with Directors or their related entities.

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25 Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following material subsidiaries of the Group:

		Ownership interest	
Name	**Principal place of business / Country of incorporation**	**2026 %**	**2025 %**
Trade Window Limited	New Zealand	100%	100%
Trade Window Pty Limited	Australia	100%	100%
Trade Window Pte Limited	Singapore	100%	100%
TradeWindow Services Limited	New Zealand	100%	100%
Trade Window Origin Limited	New Zealand	100%	100%
Trade Window Incorporated	Philippines	100%	100%

All subsidiaries have a 31 March balance date.

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26 Reconciliation of loss after income tax to net cash used in operating activities

	2026 $	2025 $
Loss after income tax expense for the year	(2,592,252)	(3,517,685)
Classification differences		
- Net finance expense	71,026	128,858
- Gain on disposal	(254)	(33,750)
Statement of financial position movements		
- Trade and other receivables (excluding related party)	(173,403)	(164,982)
- Contract assets	5,250	24,988
- Trade and other payables	97,093	(66,523)
- Contract liabilities	(10,605)	75,424
- Income tax payable	14,656	10,118
- Other movements	(17,082)	25,443
Other non-cash items		
- Depreciation, amortisation and impairment	1,263,241	1,852,747
- Employee share scheme	34,709	140,843
Net cash used in operating activities	**(1,307,621)**	**(1,524,519)**

27 Reconciliation of liabilities arising from financing activities

The changes in liabilities arising from financing activities can be classified as follows:

	Lease liabilities $	Long-term $	Short-term $	Total $
1 April 2025	50,187	1,013,214	369,815	1,433,216
Cashflows:				
- Repayment	(43,618)	(727,794)	(369,815)	(1,141,227)
- Interest	(2,963)	-	(84,826)	(87,789)
- Proceeds	-	-	168,734	168,734
	3,606	285,420	83,908	372,934
Non-cash:				
- Reclassification	-	(61,603)	61,603	-
- Disposals	-	-	-	-
- Repayment settled in shares	-	-	-	-
- Interest	2,963	-	84,826	87,789
Balance as at 31 March 2026	**6,569**	**223,817**	**230,337**	**460,723**
1 April 2024	78,994	1,383,029	58,100	1,520,123
Cashflows:				
- Repayment	(96,886)	-	(58,100)	(154,986)
- Interest	(6,896)	-	(135,671)	(142,567)
	(24,788)	1,383,029	(135,671)	1,222,570
Non-cash:				
- Reclassification	-	(369,815)	369,815	-
- Disposals	86,492	-	-	86,492
- Repayment settled in shares	(18,413)	-	-	(18,413)
- Interest	6,896	-	135,671	142,567
Balance as at 31 March 2025	**50,187**	**1,013,214**	**369,815**	**1,433,216**

28 Earnings per share

The earnings per share for the year ended 31 March was as follows:

	2026 $	2025 $
Loss after income tax	**(2,592,252)**	**(3,517,685)**
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	142,870,092	127,744,895
Weighted average number of ordinary shares used in calculating diluted earnings per share	**142,870,092**	**127,744,895**
	Cents	**Cents**
Basic earnings per share	(1.81)	(2.75)
Diluted earnings per share	(1.81)	(2.75)

As at 31 March 2026 share options that could potentially dilute basic earnings per share in the future, but were not included in the calculation of diluted earnings per share because they are antidilutive for the periods presented total 776,999 (2025: 1,583,494).

29 Events after the reporting period

The Directors have considered events occurring between the reporting date and the date of authorisation of these financial statements and note that AJ Smith resigned as CEO of the Group on 18 April and as non-executive Director on 11 June 2026. Subsequent to year end, the Group amended its loan agreement with AJ Smith. The amended loan agreement is in default due to non-payment of the first instalment (see note 24).

Apart from the above matter, no other matter or circumstance has arisen since 31 March 2026 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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Interest register

In accordance with Section 140(2) of the Companies Act, the Directors named below have made a general disclosure of interest by a general notice disclosed to the Board and entered in the Company's interests register. General notices given by Directors which remain current as at 31 March 2026 are as follows:

Albertus J Smith

Trade Window Origin Limited	Director
Trade Window Services Limited	Director
Trade Window Limited	Director
Trade Window Pty Limited	Director
Trade Window Pte Limited	Director
Trade Window Incorporated	Director
77X Ventures Pty Limited	Director/Shareholder

Kerry M Friend

Tomadachi No.1 Trust	Trustee
Tomadachi No.2 Trust	Trustee and Shareholder in TWHL
Trade Window Limited	Director
Trade Window Services Limited	Director
Northpower Limited	Director
Northpower Generation Limited	Director
Tennis Northland	Board Member
Ngunguru Sports and Recreation Club, Inc	Governing Committee Member and Treasurer

Alasdair J MacLeod

Trade Window Limited	Chair
Silverstripe Limited	Chair
Kotahi Engineering Studio	Chair
Hold Fast Investments Limited	Chair
Silverstripe Trustees Limited	Director
IHC- Board Appointments Committee	Independent Director
Nexia Hawkes Bay Limited	Director

Philip J Norman

Trade Window Limited	Director
Nortek Management Services Limited	Director/Shareholder
TruScreen Limited (NZX listed)	Shareholder
MyWave Holdings Limited	Shareholder
Touchpoint Group Limited (resigned as Director 8 August 2025)	Options Holder
Atrax Group New Zealand Limited	Advisory Board Member
Xero Limited (ASX listed)	Shareholder
Activedocs Limited	Shareholder

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Interest register

As required by Section 211 of the Companies Act 1993 we disclose the following information:

Directors remuneration

The persons who held office as Directors of Trade Window Holdings Limited at any time during the year ended 31 March 2025 and their remuneration, are as follows:

	Director and consulting fees $	Salary $	ESOP $	Total $
Albertus J Smith*	-	401,231	5,540	406,771
Kerry M Friend*	-	131,215	4,011	135,226
Alasdair J MacLeod	107,363	-	-	107,363
Philip J Norman	76,988	-	-	76,988

No Directors fees were paid to Directors of subsidiary entities.

*The Executive Directors' ESOP remuneration included 2023/24 Salary Sacrifice Options Plan issuances as described in note 19.

Employee remuneration

Trade Window Holdings Limited and our subsidiaries have employees in New Zealand, Australia, Philippines and Singapore. Our pay levels reflect the different market rates in each country and region. The overseas remuneration amounts are converted into New Zealand dollars. Noted in the table below are employees who received remuneration and other benefits that exceed NZ $100,000:

Remuneration including share-based remuneration ($)	Number of employees (Total: 29)
100,001 - 110,000	3
110,001 - 120,000	5
120,001 - 130,000	1
130,001 - 140,000	4
140,001 - 150,000	3
150,001 - 160,000	3
160,001 - 170,000	1
170,001 - 180,000	1
180,001 - 190,000	1
210,001 - 220,000	1
220,001 - 230,000	1
250,001 - 260,000	2
270,001 - 280,000	1
300,001 - 310,000	1
400,001 - 410,000	1

Donations

During the year ended 31 March 2026, the Group made donations of $Nil (2025: $Nil).

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Independent Auditor's Report

To the Shareholders of Trade Window Holdings Limited

Opinion

I have audited the consolidated financial statements of Trade Window Holdings Limited ("the Company") and its subsidiaries ("the Group"), which comprise:

- the consolidated statement of financial position as at 31 March 2026;
- the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements including a summary of material accounting policies.

I am a partner with UHY Haines Norton Chartered Accountants Sydney (the Firm) and I have used the staff and resources of the Firm to perform the audit of the Group.

In my opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 March 2026, and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards ("NZ IFRS") issued by the New Zealand Accounting Standards Board and IFRS Accounting Standards ("IFRS") issued by the International Accounting Standards Board.

Basis for Opinion

I conducted my audit in accordance with International Standards on Auditing (New Zealand) ("ISAs (NZ)") issued by the New Zealand Auditing and Assurance Standards Board. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of my report.

I am independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)*, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the IESBA Code.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion. Other than in my capacity as auditor, I have no relationship with, or interests in, the Group.

Material uncertainty related to going concern

I draw attention to Note 2 in the consolidated financial statements, which indicates that the Group incurred a loss of $2.6 million and operating cash outflows of $1.2 million for the year ended 31 March 2026. These events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. My opinion is not modified in respect of this matter.

Audit | Tax | Advisory

The Firm: UHY Haines Norton ABN 85 140 758 156 in Sydney ("the Firm") is an independent member of UHY Haines Norton ("the Association"), an association of independent firms in Australia and New Zealand. The Association is an independent member of Urbach Hacker Young International ("UHY International"), a UK company, and is part of the UHY International network of legally independent accounting and consulting firms. Any engagement you have is with the Firm and any services are provided by the Firm and not by the Association or UHY International or any other member firm of the Association or UHY International.

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Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated financial statements of the current year. In addition to the matter described in the material uncertainty related to going concern, I summarise below those matters and my key audit procedures to address those matters in order that the shareholders as a body may better understand the process by which I arrived at my audit opinion. The procedures were undertaken in the context of and solely for the purpose of my statutory audit opinion on the consolidated financial statements as a whole and I do not provide a separate opinion on these matters.

Why the audit matter is significant	How my audit addressed the key audit matter
Revenue recognition The Group has recognised revenue of $9.61m (FY 2025: $8.03m) (Note 4). The Group has several revenue streams, and the revenue recognition policy for each stream is different. I focused on this area because the recognition of revenue in accordance with NZ IFRS 15 involves judgement and the outcome has a significant impact on profit or loss and the financial position of the Group. Also, there is a risk of overstatement of revenues through premature revenue recognition or recording fictitious revenues to meet budgets and/or market guidance.	To address the risk associated with revenue recognition, the following audit procedures were carried out: • Evaluated the design of management's internal controls related to revenue recognition. • Reviewed revenue recognition policies for appropriateness and compliance with the requirements of the relevant accounting standard NZ IFRS 15; • Selected a sample of transactions and agreed them to supporting documentation such as customer contract, sale invoice, cash receipt and assessed whether all criteria related to revenue recognition has been met before being recognised as revenue; • Reviewed credit notes posted after year end to ascertain correct revenue recognition during the year; • Performed revenue cut off procedures by selecting revenue samples before and after year end and testing that revenue is recorded in the correct period; • Tested a sample of deferred revenue balances and agreed it to the supporting documents; • Reviewed manual revenue journals as part of the journal entry testing process with the criteria specifically targeting unusual entries to revenue accounts; and • Assessed the reasonability and completeness of the revenue related disclosures to test compliance with the requirements of the accounting standards.

Why the audit matter is significant	How my audit addressed the key audit matter
Intangible assets & Goodwill The Group has significant intangible assets relating to the acquisitions made in previous periods. The Group has significant intangible assets with finite useful lives including software and customer relationships totalling $0.92m (note 14) of carrying value as at 31 March 2026 that are amortised over their useful life. In addition there is a significant goodwill balance recorded of $7.62 million (note 14) as at 31 March 2026. Further, Group capitalised $0.66m during the financial year 2026 in relation the ongoing development of the Freight.AI project. I consider this area to be significant as balances are material to the financial report and the significant estimates and judgements applied in testing these balances for impairment.	To address the risk associated with intangible balance, the following audit procedures were carried out: • Assessed reasonability of the useful life used for the purpose of calculating amortisation on software and customer relationship i.e. finite life intangible assets; • Analysed the Group's impairment assessment for the correct methodology with particular emphasis on the key assumptions being discount rate, growth rate and forecast cash flows; • Performed an independent recalculation of the Group's recoverable amount and compared it to management's assessment and the relevant carrying amount; • Performed stress testing of the key assumptions; and • Assessed the reasonability and completeness of the related disclosures to test compliance with the requirements of the accounting standards.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Directors are responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and my auditor's report thereon.

My opinion on the consolidated financial statements does not cover the other information and I do not and will not express any form of audit opinion or assurance conclusion thereon.

In connection with my audit of the consolidated financial statements, my responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based upon the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

Directors' Responsibilities for the Consolidated Financial Statements

The Directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

My objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (NZ) 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 these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is located on the External Reporting Board's website at: https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1-1/.

This description forms part of my auditor's report.

Restriction on use of my report

This report is made solely to the Group's shareholders, as a body. My audit work has been undertaken so that I might state to the Group's shareholders, as a body those matters which I am required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, I do not accept or assume responsibility to anyone other than the Group and the Group's shareholders, as a body, for my audit work, for this report or for the opinion I have formed.

Vikas Gupta
Audit Partner - UHY Haines Norton Chartered Accountants Sydney
Signed at Sydney, Australia on 30 June 2026

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Shareholder information

Distribution of shareholders and holdings

The spread of holders of TradeWindow Holding ordinary shares as at 31 May 2026 are listed below:

Holding Range	Number of Holders	%	Number of ordinary shares	%
1 - 499	43	7%	9,546	0.01%
500 - 999	21	4%	14,306	0.01%
1,000 - 1,999	65	11%	92,314	0.06%
2,000 - 4,999	88	15%	271,193	0.17%
5,000 - 9,999	55	9%	365,156	0.22%
10,000 - 49,999	156	27%	3,450,775	2.11%
50,000 - 99,999	37	6%	2,506,492	1.53%
100,000 - 499,999	74	13%	16,120,131	9.87%
500,000 - 999,999	11	2%	8,639,028	5.29%
1,000,000 Over	28	5%	131,892,548	80.74%
	578	**100%**	**163,361,489**	**100.00%**

The details set out above were as at 31 May 2026. The Company only has one class of shares on issue, ordinary shares, and these shares are quoted on the NZX Main Board.

As at 31 May 2026, 16 participants hold a total of 776,999 options pursuant to the TradeWindow employee share option plan, employee long term incentive option plan, employee salary sacrifice option plan and non-executive Directors option plan.

Substantial product holders

According to TradeWindow records and disclosures made to TradeWindow under the Financial Markets Conduct Act 2013, the following persons were substantial product holders as at 31 March 2026:

Substantial product holder	Number of ordinary shares in which relevant interest is held	% of class held at balance date[1]
ASB Bank Limited	26,841,939	16.43%
Quayside Holdings	16,530,658	10.12%
Anna Jane Mowbray	7,849,442	4.80%
Albertus Johannes Smith	5,717,950	3.50%

[1] Based on issued capital of 163,361,489 as at 31 March 2026

Principal shareholders

The names and holdings of the 20 largest registered shareholders in the Company as at 31 May 2026 were:

Holder Name	Shares	%
ASB BANK LIMITED	26,841,939	16.43
JBWERE (NZ) NOMINEES LIMITED	15,394,294	9.42
JP MORGAN NOMINEES AUSTRALIA LIMITED	10,808,183	6.62
NEW ZEALAND DEPOSITORY NOMINEE LIMITED	8,107,463	4.96
ANNA JANE MOWBRAY	7,849,442	4.80
HOLDING DES MERS DU SUD	6,503,619	3.98
ALBERTUS JOHANNES SMITH	5,717,950	3.50
KERRY MICHAEL FRIEND & YHPJ TRUSTEES (2016) LIMITED	4,256,182	2.61
HSBC NOMINEES (NEW ZEALAND) LIMITED	4,164,410	2.55
WILTSHIRE FAMILY TRUST COMPANY LIMITED	3,911,523	2.39
PARMELIA PTY LTD	3,757,225	2.30
STEPHEN VICTOR COX	3,597,342	2.20
JML CAPITAL LIMITED	3,577,882	2.19
FORSYTH BARR CUSTODIANS LIMITED	3,416,008	2.09
PETER DONALD FOYSTON	3,140,691	1.92
ACCIDENT COMPENSATION CORPORATION	2,857,143	1.75
ONTRACKNZ 2020 LIMITED	2,500,699	1.53
CUSTODIAL SERVICES LIMITED	2,464,607	1.51
CITICORP NOMINEES PTY LIMITED	1,964,545	1.20
GRAEME DAVID LIDDELL	1,445,506	0.88
	122,276,663	**74.85**

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Directors relevant interests

In accordance with the NZX Listing Rules, as at 31 March 2026, Directors had a relevant interest (as defined in the Financial Markets Conduct Act 2013) in TradeWindow shares and holdings of other financial products as follows:

Holder Name	Class of Financial product	Number held
AJ Smith	Fully paid ordinary shares	5,717,950
AJ Smith	Options issued pursuant to TradeWindow employee 2023/24 salary sacrifice plan	0
Kerry Friend[1]	Fully paid ordinary shares	5,284,261
Kerry Friend	Options issued pursuant to TradeWindow employee 2023/24 salary sacrifice plan	243,783
Alasdair MacLeod	Options issue to Independent Directors pursuant to shareholder resolution dated 14 September 2022	100,000
Phil Norman	Options issue to Independent Directors pursuant to shareholder resolution dated 14 September 2022	100,000

[1] The relevant interest is held primarily via a trust in which the Director is a trustee and beneficiary.

Regulatory Matters

There was no public exercise of NZX powers as set out in NZX Listing Rule 9.9.3. There were no NZX waivers granted or relied upon during the 12 month period preceding balance date.

Glossary

Annualised Recurring Revenue (ARR)
Annual recurring revenue is calculated using subscription revenue for March 2026 and the monthly average of transaction revenue for Q4 FY26 annualised.

Average Revenue Per Customer (ARPC)
Is subscriber customers' monthly revenue divided by number of subscriber customers as at end of the month. The value provided is the average of the monthly ARPC for the period.

CAGR
Compound annual growth rate.

Customer retention rate
Customer retention rate is the number of subscriber customers who leave in a month as a percentage of the total subscriber customers at the start of that month. The percentage provided is the average of the monthly churn for the period. The customer retention rate is the inverse of customer churn.

Customs Broker
A Customs Broker is a licenced individual who acts as an intermediary for Shippers and Freight Forwarders in handling the sequence of customs formalities involved in the customs clearance and importing goods.

EBITDA
Earnings before interest, taxation, depreciation and amortisation.

Freight Forwarder
A Freight Forwarder is an organisation who arranges and handles the transport of goods between countries on behalf of their customers. Responsibilities can also include storing products, negotiating transportation rates and booking cargo space.

Shipper
A Shipper is an exporter or importer who requires carriers to transport goods for transport from one location to another.

Subscriber customers
Subscriber customers are those that license and/or access TradeWindow's software on a monthly basis. It excludes pay as you go certificate revenue.

Recurring revenue
Revenues that are predictable, stable and can be counted on to occur at regular intervals going forward with a relatively high degree of certainty. For Trade Window this is subscription and transactional revenue.

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