

Australian Clinical Labs Limited

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Registered Office:
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Australia

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Monday, 17 August 2026

ACL FY26 FINANCIAL RESULTS

The following announcements to the market are attached:

- ✓ Appendix 4E
- ✓ FY26 financial statements and statutory reports
- FY26 financial results investor presentation

- ENDS -

This announcement was authorised for release to ASX by the Board of ACL. For further information regarding this announcement, please contact:

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ASX Listing Rule 4.3A

Current reporting period:

Financial year ended 30 June 2026

Previous reporting period:

Financial year ended 30 June 2025

Results for announcement to the market		Percentage change %	30 June 2026 \$'m
Statutory			
Total revenue from ordinary activities	Down	0.7%	735.8m
Profit attributable to members of Australian Clinical Laboratories Limited	Down	26.9%	23.7m
Underlying¹			
Total revenue from ordinary activities	Down	0.7%	735.8m
Profit attributable to member of Australian Clinical Laboratories Limited	Up	4.6%	35.2m

Earnings per share		Percentage change %	30 June 2026 Cents per share
Statutory			
Basic earnings per share	Down	24.1%	12.36c
Diluted earnings per share	Down	23.9%	12.33c
Underlying¹			
Basic earnings per share	Up	8.5%	18.33c
Diluted earnings per share	Up	8.8%	18.28c

¹ Underlying profit excludes the impact of non-recurring items. A reconciliation between Statutory profit and Underlying profit is contained in our ASX investor presentation.

Dividends		Amount per security	Franked amount per security
FY2026			
Final dividend		9.25c	9.25c
Interim dividend		3.75c	3.75c
FY2025			
Final dividend		9.00c	9.00c
Interim dividend		3.50c	3.50c

Record date for determining entitlements to the final dividend

3 September 2026

Payment date

23 September 2026

The dividend reinvestment plan will remain suspended for the FY2026 final dividend.

Appendix 4E

Preliminary Final Report

Commentary on results for the period

For an explanation of the results refer to the ASX and media release and Annual Financial Report.

Net tangible assets per ordinary security	30 June 2026	30 June 2025
Net tangible assets per ordinary security	-\$0.08	\$0.03
Net asset backing per ordinary security	\$0.80	\$0.88

Table above includes right-of-use assets and liabilities recognised in accordance with AASB 16 *Leases*.

This report is based on the Annual Financial Report which has been audited. Additional Appendix 4E disclosure requirements can be found in the Annual Financial Report attached, which contains the Directors’ Report, the audited Remuneration Report, the Directors’ Declaration and the consolidated financial statements.

Financial Report 2026

For the year ended 30 June 2026

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Australian Clinical Labs (ACL) is a leading private provider of pathology services in Australia. ACL has laboratories and pathology collection centres in all Australian States and Territories (except Tasmania) and is one of the largest private hospital pathology businesses nationally.



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Directors' Report

for the year ended 30 June 2026

The Directors of Australian Clinical Labs Limited (referred to as 'the Company') present their Report for the financial year ended 30 June 2026 (referred to as 'the year' or 'FY26') accompanied by the Financial Report of Australian Clinical Labs Limited and the entities it controlled (referred to as 'Clinical Labs', 'ACL' or 'the Group') from time to time during the year. Pursuant to the requirements of the *Corporations Act 2001* (Cth) (Corporations Act), the Directors' Report is as follows:

1. Directors

The following persons were Directors of the Company during the year (or, where indicated, during part of the year) and/or up to the date of this Report:

Directors	Position	Date Appointed/Resigned
Current		
Stephen Roche	Chair Independent Non-Executive Director	Appointed Chair 26 August 2025
Melinda McGrath	Chief Executive Officer and Executive Director	Resignation effective 30 August 2026
Mark Haberlin	Interim Chair Independent Non-Executive Director	Interim Chair – 1 May 2025 to 25 August 2025
Christine Bartlett	Independent Non-Executive Director	
Sarah Butler	Independent Non-Executive Director	
Dr Amandeep Hansra	Independent Non-Executive Director	Appointed 1 July 2026
Former		
Dr Leanne Rowe AM	Independent Non-Executive Director	Resigned 22 October 2025
Grant Jeffery	Independent Non-Executive Director	Resigned 7 April 2026

1. Directors cont.



Stephen Roche

Chair (from 26 August 2025)

Independent Non-Executive Director
Chair – Nominations and Governance
Committee (from 4 December 2025)

Stephen has been a Non-Executive Director since 20 June 2025 and became the Chair of the Board on 26 August 2025. Stephen has a wealth of strategic and operational experience across several industry sectors including healthcare, retail, building materials and fast-moving consumer goods. Stephen has over 20 years' experience as a director of public companies, not-for-profits and private family offices, having held executive roles as the Managing Director and CEO of Australian Pharmaceutical Industries Limited and Bridgestone Australia & New Zealand.

Stephen is currently the Chair of Baby Bunting Group Limited (ASX: BBN) and a Director of the Adelaide Football Club.

Stephen was formerly a Non-Executive Director of Myer Family Investments Ltd, the Blackmores Group Ltd (ASX: BKL) and GWA Group Limited (ASX: GWA). He also established and was Chair of the Priceline Sisterhood Foundation from 2015, before retiring in 2018. The foundation, with its mission of creating positive health outcomes and support for women, became the official charity for all Wesfarmers Health businesses from 2025.



Melinda McGrath

Chief Executive Officer
and Executive Director

Melinda has been the Chief Executive Officer and Executive Director of ACL's predecessor corporate vehicle, Clinical Laboratories Pty Ltd since 2015. Melinda was appointed an Executive Director of ACL on 19 December 2020. Melinda has more than 30 years' experience in healthcare with over 25 years of experience in chief executive roles and over 15 years of experience in pathology CEO roles.

Melinda has led the organisation's restructure and transformation, building ACL's scale and operational performance improvement over the past seven years, overseeing the integration of Healthscope's Australian pathology business, St John of God Health Care's pathology business, Perth Pathology, SunDoctors and MedLab Pathology. She has also driven the establishment of one performance oriented culture across the organisation, via one unified integrated pathology system.

Melinda was Chief Executive Officer of QML Pathology (part of Healius/ Primary Healthcare) from 2008 to 2015, where she developed five QML brands and established Tasmania Medical Laboratories. Prior to that, Melinda held various transformative chief executive roles at private regional and tertiary referral hospitals in Queensland including The Sunshine Coast Private Hospital, St Andrew's War Memorial Hospital and St Stephens Private Hospital.

Melinda has held board member positions at Metro North Hospitals and Health Service including Royal Brisbane, Prince Charles, Redcliffe, Caboolture and related health services and a superannuation fund, UC Super.

Melinda holds a Bachelor of Human Movement Studies Degree and a Bachelor of Arts Degree from the University of Queensland, a Master of Business Administration from the University of Central Queensland, and a Certificate in Governance Practice from the Governance Institute of Australia.

Directors' Report

for the year ended 30 June 2026

1. Directors cont.



Mark Haberlin

Independent Non-Executive Director

Interim Chair (from 1 May 2025 to 25 August 2025)

Chair – Audit and Risk Committee

Member – People and Culture Committee (from 10 November 2025)

Member – Nominations and Governance Committee (from 4 December 2025)

Mark has been a Non-Executive Director of ACL since 28 April 2021.

Mark has over 25 years of audit, risk management, capital transactions and mergers and acquisitions experience across industries including healthcare, real estate and financial services.

Mark is the Chair of Abacus Property Group. Previously, Mark was an independent Non-Executive Director and the Chair of the Audit and Risk Committee of Laybuy Group Holdings Limited, the Chair of PwC Australia and PwC's Public Reporting Panel, as well as a Director of the European Australia Business Council and PwC Asia Pacific.

Mark holds a Bachelor of Science (Civil Engineering) (Honours) from Imperial College London and qualified as a Chartered Accountant in the United Kingdom.



Christine Bartlett

Independent Non-Executive Director

Chair – People and Culture Committee

Member – Audit and Risk Committee

Member – Nominations and Governance Committee (from 4 December 2025)

Christine was appointed as a Non-Executive Director on 23 August 2023. Christine is an experienced Non-Executive Director, with extensive executive experience gained through chief executive officer and senior executive roles with National Australia Bank Limited, IBM and Jones Lang LaSalle. Christine has held roles with national and global responsibilities and has a strong commercial perspective, particularly in fostering innovation and leveraging new emerging technologies.

Christine is currently the Chair of CEDA, the Chair of NSW Ports and a Non-Executive Director of Reliance Worldwide Corporation Limited and Firmus Technologies Pty Ltd.

Christine is a member of Chief Executive Women and the Australian Institute of Company Directors. Christine holds a Bachelor of Science from the University of Sydney and has completed senior executive management programs at INSEAD.

Christine has previously held Non-Executive Director roles with iCare NSW, Clayton Utz, GBST Holdings Limited, The Smith Family, Sigma Healthcare Limited, Mirvac Limited and TAL Life Limited.



Sarah Butler

Independent Non-Executive Director

Member – People and Culture Committee

Member – Nominations and Governance Committee (from 4 December 2025)

Sarah was appointed a Non-Executive Director on 1 February 2025 and has extensive experience in health, insurance, government, consumer and technology industries with a long career in strategy consulting with Booz & Company and subsequently at PwC. Sarah has worked as a strategic advisor in more than 30 countries, including five years spent living and working in China and Asia. She led PwC's Global Health Services and NSW Government practices through COVID-19, and previously led Booz & Company's Greater China business and Global Insurance.

Sarah is currently a Non-Executive Director of Nanosonics Limited (ASX: NAN), Lumonus (global cancer healthtech), Insurance Manufacturers of Australia (being a joint venture of IAG and RACV) and The George Institute for Global Health, where she is also the Chair of the People Committee. Sarah is an adjunct professor of the UNSW Medicine faculty office.

Sarah is an FAICD, a graduate of the Australian Institute of Company Directors, and a member of Chief Executive Women. Sarah holds a MA & BA (Hons) in Natural Sciences (Chemistry) from the University of Cambridge.

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Dr Amandeep Hansra

Independent Non-Executive Director (from 1 July 2026)

Member – Nominations and Governance Committee (from 1 July 2026)

Dr Amandeep Hansra joined the Board as a Non-Executive Director on 1 July 2026. Dr Hansra is a General Practitioner with more than 20 years clinical experience and whose career has included clinical practice, national digital health leadership, government engagement and a number of board roles.

In her executive career, Dr Hansra has held the roles of Chief Medical Officer with Telstra Health, Head of Clinical Innovation at NIB and Deputy Chief Medical Officer at the Department of Home Affairs.

Dr Hansra has led national clinical governance frameworks across digital health, telehealth and technology-enabled care, including managing complex incidents and clinician engagement in emerging models of care.

Dr Hansra remains committed to her GP practice as a Fellow of the Royal Australian College of General Practitioners and acts a Chief Clinical Advisor to the Australian Digital Health Agency.

Dr Hansra is currently a non-executive director of Healthicare, ACHS International, MoleMap New Zealand, Healthengine and the Central and Eastern Sydney Primary Health Network.

Dr Hansra also serves as a member of the Industry Growth Committee for the Department of Industry, Science and Resources.

Dr Hansra holds a Bachelor of Medicine (Hons) from the University of Newcastle and a Masters of Public Health and Tropical Medicine from James Cook University. Dr Hansra also has a Global Executive MBA from the University of Sydney Business School and is a graduate of the AICD.

Former Directors

Dr Leanne Rowe AM

Independent Non-Executive Director (resigned 22 October 2025)

Member – People and Culture Committee (resigned 22 October 2025)

Grant Jeffery

Independent Non-Executive Director (resigned 7 April 2026)

Member – Audit and Risk Committee (resigned 7 April 2026)

Directors' Report

for the year ended 30 June 2026

2. Directorships of Other Listed Companies

The following table shows, for each Director, all directorships of companies that were listed on the ASX, other than the Company, from 30 June 2020, and the period for which each directorship has been held:

Director	Listed Entity	Period Directorship Held
Stephen Roche	Baby Bunting Group Limited GWA Group Limited Blackmores Group Limited	September 2021 – present October 2022 – August 2025 September 2021 – August 2023
Melinda McGrath	–	–
Mark Haberlin	Abacus Property Group	November 2018 – present
Christine Bartlett	Reliance Worldwide Corporation Limited Mirvac Limited Sigma Healthcare Limited	November 2019 – present December 2014 – April 2026 March 2016 – December 2023
Sarah Butler	Nanosonics Limited	January 2026 – present
Dr Amandeep Hansra	–	–

3. Meetings of Directors and Board Committees

The number of meetings of the Board and each of the Board Committees held during the year ended 30 June 2026, and the number of meetings attended by each Director are shown below.

From time to time, Directors attend meetings of Committees of which they are not currently members; however, only attendances by Directors who are members of the relevant Committee are shown below:

Directors	Board of Directors		Audit and Risk Committee		People and Culture Committee		Nominations and Governance Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
Current								
Stephen Roche	16	16	–	–	–	–	1	1
Melinda McGrath	16	15	–	–	–	–	–	–
Mark Haberlin	16	16	5	5	3	3	1	1
Christine Bartlett	16	15	5	5	4	4	1	1
Sarah Butler	16	16	–	–	4	4	1	1
Former								
Dr Leanne Rowe AM	4	4	–	–	1	1	–	–
Grant Jeffery	9	8	4	4	–	–	–	–

Further meetings occurred during the year on specific issues, including meetings of the Chair with the CEO and meetings of Non-Executive Directors with management.

4. Directors' Relevant Interests in Shares

The following table sets out the relevant interests that each Director and their immediate family has in the Company's ordinary shares as at the date of this report:

Director	Ordinary Shares	Performance Rights
Stephen Roche	70,000	–
Melinda McGrath	2,923,331	395,490
Mark Haberlin	47,500	–
Christine Bartlett	20,000	–
Sarah Butler	22,617	–
Dr Amandeep Hansra	–	–

5. Company Secretary

Eleanor Padman was appointed Company Secretary on 28 April 2021. Eleanor is a corporate lawyer, governance and sustainability expert with more than 25 years' experience gained in the UK and Australia. During the last 10 years Eleanor has held the roles of General Counsel, Company Secretary and Head of Risk and Compliance at various ASX-listed companies. Eleanor established her own boutique advisory business in 2019 and provides corporate governance services to ACL, as well as acting as Company Secretary to the Board and its Committees. Eleanor combines multi-disciplinary technical abilities with a strong commercial approach and a focus on promoting good corporate governance. Eleanor is a Fellow of the Governance Institute of Australia, a Graduate of the Australian Institute of Company Directors and also holds Company Secretary and Non-Executive Director positions for various private companies.

Eleanor holds a Bachelor of Modern Languages (First Class Honours) from the University of Oxford, a Graduate Diploma in Law and Postgraduate Diploma in Legal Practice from the University of Law, London (formerly the College of Law) and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia. Eleanor is currently studying a Masters in Sustainability at the University of Sydney.

6. Principal Activities

During the year the principal continuing activity of the Group was the provision of pathology diagnostic services.

7. Operating and Financial Review

Key financial highlights in the financial year ended 30 June 2026 compared to the financial year ended 30 June 2025 include:

- Total Revenue of \$735.8m down \$5.5m (-0.7%) on FY25.
- Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA¹) of \$204.5m up 0.2% on FY25.
- Underlying Earnings Before Interest and Tax (EBIT¹) of \$69.2m up 1.7% on FY25.
- Underlying EBIT¹ Margin of 9.4%, up 20 basis points on FY25.
- Statutory EBIT of \$55.5m down \$10.6m on FY25.
- Underlying Net Profit After Tax (NPAT¹) of \$35.5m up 4.3% on FY25.
- Statutory NPAT of \$24.0m down \$8.8m on FY25.
- Free cash flow before interest, tax and financing of \$64.7m² down 8.7% on FY25.
- Declared a final fully franked dividend of 9.25 cps (9 cps for FY25).

¹ Underlying figures are calculated excluding certain non-recurring revenue and expenses (AIC settlement – EBITDA/EBIT/NPAT \$6.2m, Medlab contract - EBITDA/EBIT \$4.2m and NPAT \$2.9m, Labour – prior periods - EBITDA/EBIT \$1.4m and NPAT \$1.0m and Other - EBITDA/EBIT \$1.9m and NPAT \$1.3m).

² Free cash flow before interest, tax and financing excludes the AIC settlement of \$6.2m.

Directors' Report

for the year ended 30 June 2026

7. Operating and Financial Review cont.

Underlying EBIT was \$69.2m, representing an underlying EBIT margin of 9.4% and growth of 1.7% compared with FY25. The second half of the year showed stronger operating leverage, with an underlying EBIT margin of approximately 11.1%. The improved underlying earnings was achieved in a challenging operating environment characterised by subdued pathology market volumes and changes to Medicare funding arrangements.

This performance also reflected the benefits of portfolio optimisation, improved operational efficiency, disciplined contract management and the early contribution from revenue initiatives, partly offset by award wage increases, gender undervaluation costs, higher superannuation costs and other inflationary pressures.

Revenue for the year was \$735.8m, representing a decline of 0.7% on the prior corresponding period. The reduction in revenue reflected a low-growth pathology market, lower general practitioner attendances, the impact of Medicare fee changes including reductions to certain testing items. These headwinds were partially offset by revenue enhancement initiatives, including the progressive implementation of digitalised upfront patient billing and improved recovery of fees that are not reimbursed by Medicare.

ACL also effected the deliberate rationalisation of parts of our collection centre and contract portfolio where acceptable commercial returns and terms could not be achieved.

Underlying NPAT was \$35.5m, an increase of 4.3% on FY25. Reported NPAT was \$24.0m, a decrease of 26.8% on FY25, reflecting specific items and other matters separately addressed in the financial statements. Underlying earnings per share increased by 8.5% to 18.3 cents per share, supported by improved underlying profitability and the benefit of the on-market share buy-back program.

Free cash flow was \$64.7m¹, representing a decrease of 8.7% compared with FY25. ACL maintained a strong balance sheet and continued to apply a disciplined capital allocation policy, balancing investment in strategic initiatives with shareholder returns. \$47.1m was returned to shareholders through dividends and the on-market share buy-back program. A fully franked final dividend of 9.25 cents per share for FY26 was declared.

FY26 Operations

ACL is one of the largest providers of pathology services in Australia by revenue, with operations in Victoria, New South Wales, Western Australia, South Australia, Queensland and the Northern Territory with a heritage of hospital-based pathology and the skills to deliver time-critical and complex hospital pathology, as well as the scale to efficiently provide community pathology.

The network at 30 June 2026 comprises:

- Over 4,500 scientists, collectors and support staff
- Over 40 accredited laboratories
- Over 1,270 collection centres
- 28 specialist skin cancer clinics

ACL continued to benefit from its national operating model and single national Laboratory Information System. This platform remains a key strategic advantage, reducing duplication, supporting consistent processes, enabling national implementation of technology and billing initiatives, and improving the scalability of operational improvements across the network. Several of these factors contributed to the improvement in laboratory efficiency of 10.4% on a panels per FTE basis this year. This effort was supported by an enhanced procurement program that delivered a reduction in our consumables spend as a percentage of revenue over FY25.

Continual improvement in operational efficiency is a core element of business-as-usual activities, driven by a targeted KPI enhancement program. On top of this, ACL has also progressed a number of automation, artificial intelligence and digitalisation initiatives across billing, laboratory workflows and back-office functions. These initiatives support further efficiency improvements, improve billing accuracy, reduce manual processing and enhance the scalability of the business. This focus has enabled ACL to increase its underlying EBIT margin in FY26.

¹ Free cash flow before interest, tax and financing excludes the AIC settlement of \$6.2m.

8. Significant Changes in State of Affairs

There was no other significant change in the state of affairs of the Group during the year.

9. Business Strategies and Future Developments

The Board and the Executive Management Team are focused on delivering against a growth strategy that will drive expansion in ACL's core community and hospital pathology market, entry into strategic adjacencies and continue to improve operating efficiency. ACL's growth and strategic development is focused on the following five initiatives to drive increased shareholders returns:

1. Disciplined network expansion
 - ACL will continue to invest in sustainable and profitable collection centre network expansion and hospital services growth, with a focus on high value specialist inpatient and outpatient services.
 - Look to add complementary non-Medicare additions to the network including Clinical Trials and Skin Cancer Clinics.
2. Strategic new business
 - ACL is focused on developing a pipeline of new tests and service opportunities through investments in partnerships to support growth.
 - Prosecution of opportunities in specialised diagnostics and genetics testing, including oncological genomics and recently accredited tests for melanoma, reproductive health testing and specialist outpatient referrals. These areas provide potential for revenue diversification and growth in higher-value testing categories over time.
3. Strategic acquisitions
 - ACL continues to actively explore strategic acquisition opportunities for the business with key targets including domestic pathology, SunDoctor clinics, strategic investments aligned to competitive advantage as well as international and adjacent pathology.
4. Revenue initiatives
 - ACL continues to focus on the improvement and digitisation of billing processes to recover unpaid patient testing.
 - Various initiatives to support the growth of non-MBS tests.
 - Application of AI to manual billing practices.
5. Operational improvement and restructuring
 - The Lab of the Future program is progressing and is expected to leverage ACL's national operating platform to increase automation and improve laboratory efficiency. The program is designed to enable a significant proportion of routine work to be processed through highly automated, extended-hours laboratory workflows, supported by robotics, artificial intelligence and machine learning.
 - Continuing to refine the national skin cancer strategy, including the development of a more automated skin laboratory model and the integration of clinical and operational capability across SunDoctors, Southern Sun Pathology and ACL.
 - AI automation of operations and diagnostics/clinical practice.

10. Key Risks and Uncertainties

ACL is subject to risks both specific to ACL and ACL's business activities, as well as general risks.

Government policy and regulation may change

ACL seeks to provide affordable pathology services to its patients. This is facilitated through bulk-billing the vast majority of its services to patients and receiving reimbursements through the Australian Government's Medicare Benefits Schedule (MBS). The MBS is subject to continual review and change, with the included services and prices being determined by the Federal Government.

Any changes to the MBS or any other Government funding initiatives, including a reduction in fees or tests that will be covered by the MBS, could lead to a reduction in revenue for ACL and may adversely affect ACL's ability to provide testing and demand for ACL's services.

Directors' Report

for the year ended 30 June 2026

10. Key Risks and Uncertainties cont.

The nature, timing and impact of future changes to laws, government policies and regulations are not predictable and are beyond ACL's control. Failure by ACL to comply with applicable laws, regulations and other professional standards and accreditation may lead to enforcement actions that disrupt ACL's operations and result in it being subject to fines, penalties, damages and disruption to its operations.

ACL monitors legislative and regulatory developments and engages proactively with key stakeholders to manage this risk.

A failure of technical, process or people controls may contribute to a significant Cyber Security or Data related incident

ACL is heavily dependent on technology for the delivery of the services it provides its customers. Any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters.

ACL is committed to preventing and reducing cyber security risks. ACL has information security and data protection policies and standards frameworks established in accordance with the National Institute of Standards and Technology (NIST). ACL implements and operates IT security in-house with the assistance of partners and common IT security technologies to protect, detect and respond to security concerns. ACL conducts routine testing of systems and works closely with third-party security specialists to implement its security roadmap.

Clinical care and patient safety

ACL acknowledges the inherent risks associated with its practice in the healthcare space that could lead to an adverse impact on quality of clinical care and/or patient safety in the course of ACL providing pathology and associated services.

The organisation manages this risk with a detailed clinical governance framework that includes quality assurance procedures, annual credentialing and qualification review, clinical review processes and professional development for all disciplines. ACL's laboratories are all accredited by the National Association of Testing Authorities (NATA) and our pathologists are Fellows of the Royal College of Pathologists Australasia and registered with the Australian Health Practitioner Regulation Agency (AHPRA).

ACL maintains a zero appetite for critical safety incidents, emphasising its commitment to patient safety and is dedicated to maintaining high levels of patient satisfaction.

ACL may be unable to recruit and retain key personnel

The successful operation of ACL's business relies on its ability to recruit and retain experienced and high-performing management, pathologists, scientists, and IT and operating staff. Relationships with certain referrers may be heavily reliant on particular ACL personnel (especially pathologists and scientists), such that their departure from the business could have an adverse impact on ACL's relationship with the referrer. There is significant competition to recruit these personnel, which can lead to increased labour costs.

ACL's focus on diagnostic excellence through its centres of excellence and commitment to continuing professional education for staff and referrers, including training the next generation of pathologists and scientists, help to attract and retain a professional workforce. ACL's unified pathology system also provides flexibility to its national workplace.

ACL is subject to labour agreement negotiations and Fair Work Commission (FWC) determinations

The majority of ACL's employees have terms and conditions of employment governed by enterprise agreements or modern awards which periodically require classification assessment, renegotiation or renewal. Any such classification assessment, renegotiation or renewal may result in increased direct and indirect labour costs for ACL, and issues may also arise during the processes which lead to strikes or other forms of industrial action that could disrupt ACL's operations. This could adversely impact on the financial performance and reputation of ACL.

The FWC is currently reviewing gender-based undervaluation in modern awards, including awards that cover ACL employees. This review aims to address historical gender-based assumptions that have led to lower pay in female-dominated industries.

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In addition, any deterioration in the relationship with employees or unions could potentially lead to reputational damage, loss of key employees, increased direct and indirect labour costs or the inability for ACL to undertake the level of services it anticipates in the future.

ACL is currently in negotiations relating to two enterprise agreements. ACL has managers and staff dedicated to negotiating workplace agreements and ensuring staff engagement.

Pay and Entitlements

Paying employees correctly and ensuring they are paid correct entitlements is essential to maintaining trust and the Company's reputation. ACL regularly reviews and enhances baseline controls across the end-to-end pay process. Where possible, automated procedures are utilised to reduce the risk of manual errors. Industrial instruments are proactively reviewed, and management are responsible for staying abreast of changes to industrial relations legislation and ensuring all leaders understand and comply.

ACL's exposure to international developments may impact its operations

ACL sources testing supplies such as reagents and equipment from international markets. Prices of these supplies and equipment are subject to change driven by, among other factors, foreign exchange rates, market demand and supply, supply chain interference due to global geopolitical issues, and scientific and technological advancements. ACL is unable to pass on cost increases as a substantial portion of ACL's revenue is derived from the MBS with almost all community pathology being bulk-billed under the MBS and some private hospital contracts linked to services in the MBS. Any adverse movements in testing supplies and equipment may increase ACL's costs of business and may have a material adverse impact on ACL's performance.

ACL manages supply price risk by entering into long-term fixed price arrangements with major suppliers for consumable products and by sourcing consumables locally in Australia. ACL remains vigilant in actively monitoring international developments, and managing supply costs and disruptions. For example, ACL successfully managed the surge in demand for COVID-19 testing with no material operational disruptions.

Another pandemic may impact ACL's business

Pandemic risks, such as COVID-19, pose business continuity risk to ACL. There is the risk from lockdowns across communities in response to a pandemic that the volume of routine pathology testing may be adversely impacted.

There is a risk that staff and laboratories are adversely impacted by a pandemic which limits ACL's ability to provide testing facilities. ACL staff may be front-line personnel providing collection services to customers potentially infected. Notwithstanding policies and procedures in place to mitigate such risks, there is a risk that staff in key operational roles are infected, impacting ACL's operations.

11. Matters Subsequent to the End of the Financial Year

Since the end of the financial year, the Directors are not aware of any matter or circumstance not otherwise dealt with in these financial statements that has significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

12. Dividends

In respect of the full year ended 30 June 2026, a final dividend of 9.25 cents per share (100% franked) has been declared with a record date of 3 September 2026 and payable 23 September 2026, bringing total dividends for FY26 to 13 cents per share (100% franked). This represented a dividend payout ratio of 69% of FY26 Underlying NPAT, which is consistent with ACL's policy of paying out 50% to 70% of Underlying NPAT as a dividend.

The dividend reinvestment plan will remain suspended for the FY2026 final dividend.

13. Share Rights and Options

Information on Australian Clinical Labs Performance Rights and Service Rights is disclosed in Note 21 – Share-Based Payments.

Directors' Report

for the year ended 30 June 2026

14. Remuneration Report

The Remuneration Report which forms part of this Directors' Report is presented separately from page 15.

15. Indemnification and Insurance of Directors and Officers

The Company's Constitution provides that the Company may indemnify current and former Directors, alternate Directors, Executive Officers, Officers and auditors of the Company on a full indemnity basis and to the extent permitted by the law against all liabilities and losses incurred as an officer of the Group, except to the extent covered by insurance. Further, the Company's Constitution permits the Company to maintain and pay insurance premiums for director and officer liability insurance, to the extent permitted by law.

Consistent with (and in addition to) the provisions in the Company's Constitution outlined above, the Company has also entered into deeds of access, indemnity and insurance with all Directors and certain Officers of the Company which provide indemnities against losses incurred in their role, subject to certain exclusions, including to the extent that such indemnity is prohibited by the *Corporations Act 2001* (Cth) or any other applicable law.

During the financial period, the Company paid insurance premiums for a directors' and officers' liability insurance contract that provides cover for the current and former Directors, alternate Directors, Secretaries, Executive Officers and Officers of the Company and its subsidiaries. The Directors have not included details of the nature of the liabilities covered in this contract or the amount of the premium paid, as disclosure is prohibited under the terms of the contract.

The Group's auditor is Pitcher Partners (Melbourne) (Pitcher Partners). No payment has been made to indemnify Pitcher Partners during or up to the date of this report. No premium has been paid by the Group in respect of any insurance for Pitcher Partners. No Officers of the Group were Partners or Directors of Pitcher Partners whilst Pitcher Partners conducted audits of the Group.

16. Proceedings on behalf of the Company

In April 2026, ACL was served with a representative proceeding filed in the Supreme Court of Victoria by a Ms Michelle Raablvánov, which is expressed to be on behalf of persons who were customers of Medlab Pathology and/or ACL prior to 15 July 2022, and whose personal information was affected by a cyberattack on Medlab Pathology in February 2022 (Claim).

The Claim seeks damages in respect of a number of allegations relating to the cyber attack.

ACL denies the allegations in the Claim and intends to vigorously defend it.

There are no other proceedings brought or intervened in, or applications to bring or intervene in proceedings, on behalf of the Group by a member or other person entitled to do so under section 237 of the Corporations Act.

17. Environmental Regulation

The operations of the Group are not subject to any site-specific environmental licences or permits which would constitute particular or significant environmental regulation under the laws of the Australian Government or an Australian Territory.

ACL, through its internal policy and processes, is committed to managing operations in an environmentally sustainable manner to maximise resource efficiency in relation to the consumption of energy and natural resources and minimise waste.

18. Non-Audit Services

There is no person who has acted as an officer of the Group during the year who has previously been a partner at Pitcher Partners when that firm conducted the Group's audit.

During the year Pitcher Partners did not provide any non-audit services.

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19. Auditor's Independence Declaration



AUSTRALIAN CLINICAL LABS LIMITED
ABN: 94 645 711 128

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF
AUSTRALIAN CLINICAL LABS LIMITED**

In accordance with section 307C of the *Corporations Act 2001*, I declare to the best of my knowledge and belief in relation to the audit of the financial report of Australian Clinical Labs Limited for the year ended 30 June 2026, there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation the audit; and
- (ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* in relation the audit.

This declaration is in respect of Australian Clinical Labs Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to read 'B Powers'.

B POWERS
Partner

Date: 14 August 2026

A handwritten signature in black ink, appearing to read 'Pitcher Partners'.

PITCHER PARTNERS
Melbourne

Pitcher Partners. An independent Victorian Partnership ABN 27 975 255 196, Level 13, 664 Collins Street, Docklands, VIC 3008
Pitcher Partners is an association of independent firms. Liability limited by a scheme approved under Professional Standards Legislation.
Pitcher Partners is a member of the global network of Baker Tilly International Limited, the members of which are separate and independent legal entities

Adelaide Brisbane Melbourne Newcastle Sydney Perth

pitcher.com.au

Directors' Report

for the year ended 30 June 2026

20. Rounding Amounts

The Company is an entity of a kind referred to in ASIC Corporations (*Rounding in Financial/Directors' Reports*) Instrument 2026/183, dated 27 March 2026, and in accordance with that Instrument, amounts in this report and the Financial Report are rounded off to the nearest thousand dollars or, in certain cases, to the nearest dollar.

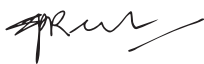
Some numerical figures included in this report have been subject to rounding adjustments. Any differences between totals and sums of components in tables or figures contained in this report are due to rounding.

21. Annual General Meeting

ACL will be holding its AGM on 28 October 2026.

Signing of Directors' Report

Signed in accordance with a resolution of the Directors made pursuant to section 298(2) of the *Corporations Act 2001*.
On behalf of the Directors.



Stephen Roche
Chair

14 August 2026

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Remuneration Report

For the year ended 30 June 2026

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Directors' Report / Remuneration Report

for the year ended 30 June 2026

Letter from the Chair of the People and Culture Committee



Dear Shareholders,

On behalf of the Board of Australian Clinical Labs (ACL), I am pleased to present the 2026 Remuneration Report.

ACL is one of the largest providers of pathology services in Australia by revenue with a heritage of hospital-based pathology and the skills to deliver time-critical and complex hospital pathology, as well as the scale to efficiently provide community pathology. ACL also operates the SunDoctors business with 28 Medical Centres.

In FY26, ACL continued to demonstrate medical excellence and has strived for operational discipline in a challenging pathology market which has been persistently subdued as MBS outlay growth trends below long-term averages. The business has remained committed to optimising factors within its control which included closing unprofitable collection centres, achieving workforce productivity gains and deploying AI-enabled efficiencies across our portfolio in order to grow margins despite softer revenue in FY26.

Our strategy remains focused on delivering sustainable profitable growth through optimising our footprint and cost structure, capturing new revenue streams and disciplined capital allocation. We continue to progress a strong pipeline of efficiency initiatives that are expected to deliver material earnings benefits in FY27.

FY26 performance

ACL's business performed to expectations this year, improving margins notwithstanding continuing industry cost pressures. As in FY25, ACL has continued to apply a disciplined approach to optimising its ACC portfolio and bidding for commercial contracts to focus on accretive margins. Operationally, we have begun to see the positive impact of our AI and automation projects on our operational management, leveraging our unique competitive advantage of a single national laboratory information system.

ACL continues to embed operational efficiency as a core element of its business-as-usual activities, and this approach has enabled ACL to again slightly improve its margin in FY26 despite challenging inflationary and labour cost pressures including the Fair Work Commission's determination on gender-based undervaluation in the Health Professionals and Support Services Award, which will provide for phased wage increases for pathology and health professionals in the coming years.

We met our revised FY26 revenue guidance and exceeded our underlying EBIT guidance. ACL achieved a conversion of EBITDA to operating cash flow of 119.2% underscoring ACL's continued ability to generate cash for shareholders. This efficient cash flow management has allowed ACL to return \$21.8m to shareholders by way of an on-market share buy-back and pay \$25.3m in dividends.

During FY26, ACL outperformed the S&P/ASX 200 Healthcare Index's return of -36% by 21%.

Our strategy remains focused on delivering sustainable profitable growth through optimising our footprint and cost structure, capturing new revenue streams and disciplined capital allocation.

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FY26 remuneration outcomes

The FY26 STVR program met its gateway requirement by recording an Underlying EBITDA Margin (pre AASB 16) of 9.2%. As the gate opened, based on performance against financial and strategic measures, the CEO's STVR outcome was assessed at 99% of target and the CFO's STVR outcome was assessed at 94% of target.

The FY24 LTVR grant was tested against the sole indexed total shareholder return (iTSR) measure against the ASX 300 Industrials (excl. Financials and Resources) index, which was assessed as below the threshold level of performance for the period, resulting in nil LTVR rights vesting in FY26.

Further detail on our STVR and LTVR outcomes can be found in Section 4.

Remuneration framework and changes for FY26 and FY27

At the 2025 AGM, ACL received a 'second strike' against its 2025 Remuneration Report. The Board has continued to engage with key investors and external stakeholders following this vote. The concerns expressed in FY25 were very similar to those raised in FY24 and related to a number of historic arrangements.

Key changes to our remuneration framework for FY27 include:

- Removal of the 20% service-rights component, for the FY27 LTVR grant, and introducing a ROIC measure (34%) with the existing EPS (33%) and rTSR measures (33%) reweighted to accommodate the new measure. This means that 100% of LTVR will be linked to performance for all KMPs.
- Changing our rTSR peer group from the ASX 300 (ex-financials and resources) index to a bespoke index comprised of a group of comparable ASX-listed healthcare services peers with sufficient market capitalisation, comparable operating models, and exposure to the same external industry forces and dynamics as ACL which the Board believes is more appropriate when assessing our comparative TSR performance.

Our detailed response to the concerns raised in relation to our 2025 remuneration report and for proposed changes for FY26/FY27 are outlined in Section 5 below.

KMP changes during the year

As announced to the ASX, after leading ACL for 10 years, Melinda McGrath has indicated that she wishes to step down from the role of Group CEO and Executive Director on 30 August 2026. Melinda has been an exceptional leader through not only the transformation of ACL's business model, but also during the COVID-19 pandemic. Melinda has driven the operational performance of ACL over the past decade. On behalf of the Board, I would like to thank Melinda for her enormous contributions to ACL.

Following a rigorous search, Greg Horan joined ACL on 1 June 2026 as CEO-elect and will assume the Group CEO and Executive Director role on 31 August 2026. We look forward to working with Greg to further progress ACL's growth.

As previously announced to the market, we welcomed Stephen Roche, our new Chair of the Board, on 26 August 2025, and Dr Amandeep Hansra was appointed as an additional Independent Non-Executive Director on 1 July 2026. Amandeep will stand for election at the forthcoming AGM. During the year, Dr Leanne Rowe AM and Grant Jeffery retired from the Board; I would like to take this opportunity to also thank Leanne and Grant for their contributions to ACL during their tenure.

On behalf of the Board, I thank shareholders for their ongoing support of the Company.



Christine Bartlett
Chair, People and
Culture Committee

Directors’ Report / Remuneration Report

for the year ended 30 June 2026

Report Structure

The remuneration report is divided into the following sections:

Section	Overview
1. Key Management Personnel for FY26	Details of the Directors and Executives who are subject to the disclosure requirements of this report including Key Management Personnel (KMP).
2. Remuneration Overview	An overview of remuneration structures for FY26.
3. FY26 Remuneration Outcomes	A summary of the FY26 outcomes including both the STVR and LTVR programs for KMP.
4. The Australian Clinical Labs Remuneration Strategy, Policy and Framework	This section provides details of the elements of the remuneration framework, including market positioning, variable remuneration principles, and terms of variable remuneration.
5. Response to ‘Second Strike’ and FY27 Remuneration Framework	This section includes a summary of the key concerns of our external stakeholders regarding our FY25 remuneration report, and the proposed changes for the FY27 remuneration framework.
6. Statutory Disclosures	This section provides the statutory disclosures not addressed by preceding sections of the report, including statutory remuneration tables, changes in equity, KMP service agreements, related party loans/ transactions, and the engagement of external remuneration consultants.

1. Key Management Personnel for FY26

This Report covers KMP of ACL, which are defined as those who have the authority and responsibility for planning, directing and controlling the activities of ACL.

Name	Position	Date Appointed/Resigned
Non-Executive KMP		
Current		
Stephen Roche	Board Chair Independent Non-Executive Director	Chair appointment 26 August 2025
Mark Haberin	Interim Board Chair Independent Non-Executive Director	Chair until 25 August 2025
Christine Bartlett	Independent Non-Executive Director	
Sarah Butler	Independent Non-Executive Director	
Dr Amandeep Hansra	Independent Non-Executive Director	Appointed 1 July 2026
Former		
Dr Leanne Rowe AM	Independent Non-Executive Director	Resigned 22 October 2025
Grant Jeffery	Independent Non-Executive Director	Resigned 7 April 2026
Executive KMP		
Current		
Melinda McGrath	Chief Executive Officer and Executive Director	Resignation effective 30 August 2026
Greg Horan	Chief Executive Officer-elect	Appointed 1 June 2026
Matthew Cordingley	Chief Financial Officer	

Directors' Report / Remuneration Report

for the year ended 30 June 2026

2. Remuneration Overview

FY26 Executive KMP remuneration structure

The following diagram outlines the Executive KMP structure for FY26.

Component		FY26	FY27	FY28	FY29	FY30
Fixed	100% Cash	Base salary, superannuation and other benefits				
Short-Term	100% Cash	40% EBITDA ⁽ⁱ⁾ 40% EBITDA ⁽ⁱ⁾ Margin 20% Strategic Objectives	Payment in FY27			
Long-Term	100% Rights	30% rTSR 50% EPG CAGR 20% Service			Exercisable within two years of vesting date	

(i) EBITDA refers to Underlying EBITDA pre AASB 16.

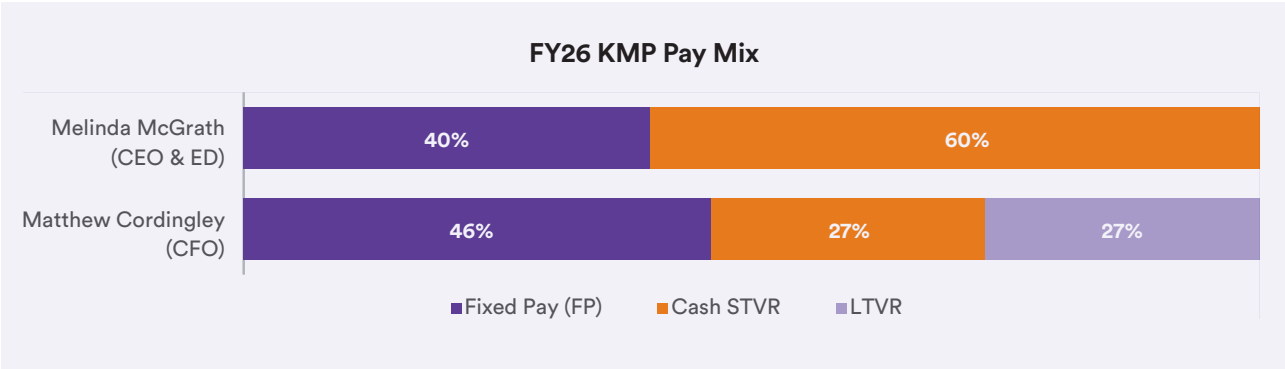
The table above represents the components of the FY26 remuneration framework, being:

- Fixed component payable during the year;
- Short-term variable remuneration payable in FY27 based on achievement of EBITDA (40% weighted), EBITDA Margin (40% weighted) and strategic objectives (20% weighted); and
- Long-term variable remuneration exercisable in FY29 based on relative TSR (30% weighted), Earnings Per Share Compound Annual Growth Rate (50% weighted) and retention (20% weighted), all measured from FY26 to FY28.

Melinda McGrath did not participate in the FY26 LTVR grant. Under the terms of her fixed term contract she was granted a one-off LTVR cash retention award in FY25, which becomes payable when her employment ceases in August 2026.

Greg Horan commenced at the Company as CEO-elect in June 2026. Greg did not participate in the STVR program or LTVR program in FY26.

The FY26 pay mix opportunity at maximum/stretch for our KMP is shown below:



3. FY26 Remuneration Outcomes

The Board views the outcomes of remuneration for FY26 performance as appropriately aligned with stakeholders' interests generally, given the performance against annual objectives and progress towards strategic objectives made by the executive team. The table below highlights some of our key financial results over the past five financial years, overlayed with some of our KMP remuneration outcomes.

	2022	2023	2024	2025	2026
Share Price as at 30 June (\$)	4.59	3.44	2.51	2.78	2.24
Total full-year dividends (cents)	53.00	14.00	12.00	12.50	13.00
LTVR vesting outcome (% max)	n/a	0%	0%	0%	0%

FY26 Short-Term Variable Remuneration (STVR) outcome

The STVR plan is designed to reward executives for the achievement against annual performance objectives set by the Board at the beginning of the performance period. The payment of the STVR is dependent on delivery of performance against a range of metrics. The metrics and outcomes of assessment against those metrics are summarised below:

Metric/Measure	Actual	Gate	Achieved/Failed
Gate			
Underlying EBITDA Margin (pre AASB 16)	9.2%	8.0%	Achieved

Chief Executive Officer

Metric/Measure	Weight	STVR opportunity \$ (target)	STVR opportunity as a % of Fixed Remuneration (target)	STVR achieved \$	% STVR target achieved	% STVR target forfeited
Underlying EBITDA (pre AASB 16)						
This metric is viewed as one of the primary financial drivers of shareholder value creation under the current strategy.	40%	600,000	40%	529,500	88% ¹	12%
Underlying EBITDA Margin (pre AASB 16)						
This metric is viewed as one of the primary financial drivers of shareholder value creation under the current strategy.	40%	600,000	40%	661,547	110% ¹	-10%
Strategic objectives						
Strategic objectives are specific to the employee and are determined and approved by the Remuneration and Nomination Committee to align with Company goals and strategy. For FY26 these goals were:	20%	300,000	20%	300,000	100%	0%
Objectives for FY26 were set on leadership and development, enhancing stakeholder management and strategic growth goals.						
TOTAL		1,500,000	100%	1,491,047	99%	1%

¹ CEO target is per fixed term contract, where targets are different to other KMP.

Directors' Report / Remuneration Report

for the year ended 30 June 2026

3. FY26 Remuneration Outcomes cont.

Chief Financial Officer

Metric/Measure	Weight	STVR opportunity \$ (target)	STVR opportunity as a % of Fixed Remuneration (target)	STVR achieved \$	% STVR target achieved	% STVR target forfeited
Underlying EBITDA (pre AASB 16)						
This metric is viewed as one of the primary financial drivers of shareholder value creation under the current strategy.	40%	83,691	16%	86,352	103%	-3%
Underlying EBITDA Margin (pre AASB 16)						
This metric is viewed as one of the primary financial drivers of shareholder value creation under the current strategy.	40%	83,691	16%	100,073	120%	-20%
Strategic objectives						
Strategic objectives are specific to the employee and are determined and approved by the Remuneration and Nomination Committee to align with Company goals and strategy. For FY26 these goals were:	20%	41,845	8%	10,462	25%	75%
Objectives for FY26 were set on enhancing stakeholder management, capital management and strategic and long term growth goals.						
TOTAL		209,227	40%	196,887	94%	6%

FY24 Long-Term Variable Remuneration (LTVR) outcome

The FY24 LTVR grant was tested over a three-year measurement period from FY24 to FY26. Over the measurement period our indexed total shareholder return (iTSR) was below the threshold level of performance, and as a result none of the FY24 LTVR Rights will vest.

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FY26 Total Remuneration Outcomes

The following outlines 'achieved' total remuneration, including the portions of maximum variable remuneration that were awarded or vested, and portions that were forfeited or lapsed as the result of performance assessments:

Name	Role	Year	Fixed Pay (incl. Super)	STVR Awarded	LTVR Vested	Achieved Total Remuneration Package (\$)	Total Remuneration Package vs max (%)
Melinda McGrath	CEO and Executive Director	FY26	\$1,512,874	\$1,491,047	\$0	\$3,003,921	65%
		FY25	\$1,512,874	\$1,271,749	\$0	\$2,784,623	63%
Greg Horan	CEO-elect and Executive Director	FY26	\$90,833	\$0	\$0	\$90,833	100%
Matthew Cordingley	CFO	FY26	\$634,355	\$196,887	\$0	\$831,242	99%
		FY25	\$740,250	\$0	\$0	\$740,250	100%

Note: The CFO Fixed Pay in FY25 includes the sign-on bonus of \$523,000 to compensate him for the possibility of foregone incentives with his previous employer and provide a compelling incentive to join our organisation.

4. The Australian Clinical Labs Remuneration Strategy, Policy and Framework

Executive remuneration – Fixed Pay, Total Remuneration Package (TRP) and the variable remuneration framework

Fixed Pay

Fixed Pay comprises base salary plus any other fixed elements such as superannuation, allowances, benefits and fringe benefits tax for example. In general, Fixed Pay is intended to be targeted at P50 of market benchmarks for comparably designed roles, with consideration for level of experience and performance in the role.

Our CEO-elect, Greg Horan, joined ACL in June 2026, and will commence his role as Group CEO with effect from 31 August 2026, with a fixed annual remuneration of \$1,000,000 plus superannuation. Full details of his remuneration package are contained in Section 4.

Total Remuneration Package (TRP)

Total Remuneration Package is intended to be composed of an appropriate mix of remuneration elements including Fixed Pay, Short-Term Variable Remuneration and Long-Term Variable Remuneration. The Target TRP (TTRP), being the TRP value at target/expected performance, is generally intended to fall between P50 and P75 of market benchmarks, with flexibility applied based on role criticality, performance, scarcity of skillset, and industry talent demand.

Directors' Report / Remuneration Report

for the year ended 30 June 2026

4. The Australian Clinical Labs Remuneration Strategy, Policy and Framework cont.

Short-Term Variable Remuneration (STVR) plan

A description of the STVR structure for FY26 is set out below, noting that the CEO-elect didn't participate in the plan for FY26.

Description	Overview
Purpose	To provide at-risk remuneration and incentives that rewards executives for performance against annual objectives set by the Board at the beginning of the financial year. Objectives selected are designed to support long-term value creation for shareholders, and link to the long-term strategy on an annual basis.
Measurement Period	The financial year of the Company.
Opportunity	The target value is 100% of Fixed Pay for the CEO, with a maximum/Stretch of 150% of Fixed Pay. The target value is 40% of Fixed Pay for the CFO, with a maximum/Stretch of 60% of Fixed Pay.
Gateway	STVR is subject to a gate of 8% Underlying EBITDA Margin (pre AASB 16) to ensure the plan is only payable where acceptable returns are delivered recognising market context.
Outcome Metrics and Weightings	Subject to the achievement of the financial gateway, the STVR outcome is dependent on meeting Group performance objectives. The metrics for FY26 are: - Underlying EBITDA (pre AASB 16) (40% weighting); - Underlying EBITDA margin (pre AASB 16) (40% weighting); and - Strategic goals (20% weighting). These metrics were selected because they are viewed by the Board as the primary drivers of value creation for the business, they measure the core operating and financial performance having reflected all operating costs.
Settlement	Awards are determined following auditing of accounts after the end of the financial year.
Service condition	STVR is subject to the participant remaining employed on the last day of the financial year unless otherwise determined by the Board.
Malus and Clawback	The STVR plan includes malus and clawback clauses which may apply in a range of circumstances, including material misstatements resulting in overpayment, the participant joining a competitor or being involved in actions that are deemed to have harmed other stakeholders.
Board Discretions	The Board has discretion to modify the awards payable to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement Period.
Corporate Actions	The Board has discretion to determine the treatment of unpaid STVR in the case of major corporate actions such as a change in control, delisting, major return of capital or demerger.

Long-Term Variable Remuneration (LTVR) plan

A description of the LTVR structure for FY26 is set out below, noting that the CEO and CEO-elect didn't participate in the grant for FY26.

Description	Overview												
Purpose	To provide at-risk remuneration and incentives that reward executives for performance against long-term value creation objectives set by the Board at the beginning of the financial year and to align the interests of executives with the interests of shareholders.												
Measurement Period	Three financial years including the financial year of grant (i.e. FY26 to FY28).												
Opportunity	The target value is 40% of Fixed Pay for the CFO, with a maximum/stretch of 60% of Fixed Pay.												
Instrument	The Awards that may be offered under the LTVR Plan consist of Performance and Service Rights.												
Price and Exercise Price	The Price is nil, because it forms part of the remuneration of the participant. The Exercise Price is nil.												
Allocation Method	The number of Rights issued was determined by dividing the maximum value of LTVR by the Volume Weighted 20-day Average Market Price for ACL shares preceding the date of grant.												
Gateway	rTSR Performance Rights are subject to a positive TSR gateway during the Measurement Period to ensure the grant does not vest when shareholders are losing value. There are no gates in place for EPS CAGR and Service Rights.												
Performance Metrics and Weightings	The LTVR is broken into three difference tranches of rights being: • 30% Relative Total Shareholder Return (rTSR) • 50% Earnings Per Share Compounding Annual Growth Rate (EPS CAGR) • 20% Service Rights rTSR Performance Rights The vesting of such Performance Rights will be determined by comparing the Company's TSR over the Measurement Period with the TSR of the ASX 300 Ex-Financials and Resources Index. TSR is calculated as a percentage growth in shareholder value based on share price growth and dividends, assuming that they are reinvested into Shares. During periods of nil dividends being declared, TSR is equal to change in share price. The vesting scale for this performance vesting metric is as follows: <table><tr><th>Performance Level</th><th>Company's TSR compared to ASX 300 Ex- Financials and Resources</th><th>% of Tranche Vesting</th></tr><tr><td>Stretch</td><td>>= 75th Percentile</td><td>100%</td></tr><tr><td>Target</td><td>= 50th Percentile</td><td>50%</td></tr><tr><td>Below Target</td><td>< 50th Percentile</td><td>Nil</td></tr></table> Outcomes between Target and Stretch performance are pro-rated on a straight-line basis between 50% and 100% vesting. This metric was selected as it provides a direct link between executive remuneration and shareholder return relative to relevant peer originations. Equity grants are tested against the performance measures set. If the performance hurdles are not met at the vesting date, Performance Rights lapse.	Performance Level	Company's TSR compared to ASX 300 Ex- Financials and Resources	% of Tranche Vesting	Stretch	>= 75 th Percentile	100%	Target	= 50 th Percentile	50%	Below Target	< 50 th Percentile	Nil
Performance Level	Company's TSR compared to ASX 300 Ex- Financials and Resources	% of Tranche Vesting											
Stretch	>= 75 th Percentile	100%											
Target	= 50 th Percentile	50%											
Below Target	< 50 th Percentile	Nil											

Directors' Report / Remuneration Report

for the year ended 30 June 2026

4. The Australian Clinical Labs Remuneration Strategy, Policy and Framework cont.

Description

Overview

EPS CAGR Performance Rights

The vesting of such Performance Rights will be determined by comparing the Company’s EPS movement over the Measurement Period.

EPS is calculated as the net income divided by the weighted average number of shares. It is calculated over a specific period which for the purpose of this Invitation is the Measurement Period and based on weighted average number of shares in line with financial statements, which will be annualised and expressed as a Compound Annual Growth Rate (CAGR).

EPS growth will be measured by the difference between the EPS of FY26 and the EPS of FY28.

The vesting scale for this performance vesting metric is as follows:

Performance Level	EPS Growth (CAGR)	% of Tranche Vesting
Stretch	>= 10% CAGR	100%
Target	= 4% CAGR	50%
Below Target	< 4% CAGR	Nil

Outcomes between Target and Stretch performance are pro-rated on a straight-line basis between 50% and 100% vesting.

This metric was selected as it’s the broadest measure of earnings growth and a standard measure on Company performance.

Equity grants are tested against the performance measures set. If the performance hurdles are not met at the vesting date, Performance Rights lapse.

Service Rights

The vesting of Service Rights will be determined by the continued service over the Measurement Period.

This metric was selected to encourage stability with the recent changes to the Board and planned CEO transition.

Equity grants convert to shares following completion of the Measurement Period.

Service Condition	In addition to the performance conditions, continued service during the full Measurement Period is a requirement in order for any Rights to become eligible to vest.
Settlement	The Rights are ‘Indeterminate’ which may be settled in the form of a Company Share (including a Restricted Share), or cash equivalent, upon valid exercise.
Term	Rights must be exercised within five years of the Grant Date, otherwise they lapse.
Malus and Clawback	The LTVR plan includes malus and clawback clauses which will result in forfeiture of unvested Rights in a range of circumstances, including material misstatements resulting in overpayment, the participant joining a competitor or being involved in actions that are deemed to have harmed other stakeholders.
Board Discretions	The Board has discretion to modify vesting to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement Period.

Description	Overview
Corporate Actions	In the case of a Change in Control, unvested Rights will vest in the proportion that the elapsed portion of the Measurement period bears to the full Measurement period. The Board, in its discretion, may determine that none, some or all of the remaining unvested Rights also vest. Any Rights that remain unvested following exercise of the Board's discretion will lapse. In the case of a major return of capital or demerger, the Board has discretion to bring forward vesting or to alter the number of Rights or the Exercise Price or to alter Vesting Conditions to ensure that the outcome is fair to participants. This is because following such an event the share price is likely to be materially different from the basis of the grant, and performance conditions set may be unable to be met.

Non-Executive Director fee policy

The following outlines the principles that Australian Clinical Labs applies to governing Non-Executive Director remuneration:

Principle	Comment
Fees are set by reference to key considerations	Fees for Non-Executive Directors are based on the nature of the Directors' work and their responsibilities, taking into account the nature and complexity of the Company and the skills and experience of the Director. Non-Executive Directors' fees are recommended by the People and Culture Committee and determined by the Board. External consultants may be used to source the relevant data and commentary or to obtain independent recommendations given the potential for a conflict of interest in the Board setting its own fees.
Remuneration is structured to preserve independence whilst creating alignment	To preserve independence and impartiality, Non-Executive Directors are not entitled to any form of variable remuneration payments and the level of their fees is not set with reference to measures of the Company's performance. Non-Executive Directors are required to hold shares within a set timeframe equivalent to Board Fees, as outlined in the Share Ownership Policy, however they do not receive equity as part of their remuneration.
Aggregate Board Fees	The total amount of fees paid to Non-Executive Directors is within the aggregate amount disclosed in the Company Constitution of \$1,500,000 per annum.

The following outlines the Board Fees applicable as at the end of FY26:

Role/Function	Chair	Member
Base Board Fee	\$250,000	\$120,000
Audit and Risk Committee	\$15,000	\$10,000
People and Culture Committee	\$15,000	\$10,000
Nominations and Governance Committee	—	—

Note: Fees are expressed as inclusive of superannuation. Non-Executive Directors are also reimbursed for their reasonable out-of-pocket expenses that are incurred in the discharge of their role.

Other elements of the KMP remuneration governance framework

The following outlines the other elements that together with the foregoing form the KMP remuneration governance framework:

- The People and Culture Committee Charter, which outlines the roles and responsibilities of the committee. This is available for inspection on the Company website.
- The Securities Trading Policy, which outlines under what circumstances and when trading in ACL securities by KMP and other nominated employees may be permitted or prohibited.
- External Remuneration Consultant (ERC) Engagement Policy which is intended to ensure the independence of any recommendation received regarding KMP remuneration, and which supports the Board's published statements regarding such recommendations. In addition to the requirements outlined in the Corporations Act, it requires the ERC to notify the Board if management makes contact with the ERC on remuneration matters outside of interactions approved or supervised by the Board, such as the provision of factual information for benchmarking purposes.

Directors' Report / Remuneration Report

for the year ended 30 June 2026

5. Response to 'Second Strike' and FY27 Remuneration Framework

There has been further refinement to the framework for FY27. The table below highlights this refinement and also key areas of the framework for FY27:

Change	Response
High CEO Remuneration Incoming CEO's package.	Concerns were raised that the quantum of Melinda McGrath's updated package was high relative to ACL's market capitalisation and industry peers. As discussed in the 2025 Remuneration Report, the remuneration package of our former CEO Melinda McGrath was set in reference to the amount paid to the CEO of our closest competitor, which at the time given Crescent Capital had sold its major shareholding in ACL, and in light of the impending departure of two of its nominee Directors coupled with the departure of the then CFO in late FY24, the Board believed it was in the best interest of shareholders to ensure continuity during this period of both organisational change, and change in the post-COVID pathology industry. The remuneration package of the incoming CEO Greg Horan was set in reference to relevant market capitalisation and industry peers. His fixed annual pay is set at \$1,000,000 plus superannuation and he will be eligible to participate in both the STVR and LTVR plans from FY27 onwards (see below). His total remuneration package (TRP) at maximum has been set approximately 43% lower than his predecessor in the role. STVR: The CEO-elect didn't participate in the STVR in FY26 due to timing of his commencement in June 2026. In FY27, the CEO-elect will take part in the STVR plan with the target value being 50% of Fixed Pay and a maximum/stretch of 70% of Fixed Pay. LTVR: Subject to shareholder approval at the Group's next AGM, the CEO-elect is eligible for participation in the LTVR and is to be invited to receive an allocation of performance rights. Achievement at target performance levels will result in partial vesting, increasing up to a maximum of 100% vesting where stretch targets are achieved.
FY27 LTVR Plan - Removal of FY27 service rights component. - Introduction of ROIC measure. - rTSR peer group change	ACL has further acknowledged feedback surrounding Service Rights, and whilst noting that at the time that the Service Rights component was included in the LTVR to reflect the need for retention of key personnel, the Service Right component will be removed from the FY27 LTVR plan. For FY27, the Board proposes to amend the current LTVR structure by replacing the service component with a Return on Invested Capital (ROIC) measure. The performance measures for FY27 are as follows: 33% Earnings Per Share (EPS); 33% Relative Total Shareholder Return (rTSR); and 34% Return on Invested Capital (ROIC). This adjustment will further align with external expectations while continuing to support executive remuneration.

Change

Response

EPS

The Board will continue to set our EPS hurdles in line with our current internal budgets and capital management expectations, forecast growth in the pathology industry and related government policy.

rTSR

For the FY27 LTVR grant and onwards we will change our rTSR peer group from the ASX 300 (ex-financials and resources) to a bespoke index of 12 healthcare services companies with the intention of assessing our Company performance against a group of peers from more closely related sectors, and importantly more comparably regulated environments with similar workforce compositions and company models to ACL.

For the FY27 LTVR grant the proposed rTSR peer group is as follows:

Pro Medicus	Polynovo
Sonic Healthcare	Cogstate
Ramsay Health Care	Oceania Healthcare
Regis Healthcare	Healius
Nanosonics	Monash IVF
Integral Diagnostics	Paragon Care

ROIC

The ROIC measure will be assessed against an annually set ROIC targets set with consideration of Board approved capex budgets at the end of the three-year performance period. Specific details on the ROIC targets will not be disclosed prospectively at grant due to our evolving capital targets year-on-year but will be disclosed retrospectively at vesting in that year's remuneration report.

Directors' Report / Remuneration Report

for the year ended 30 June 2026

6. Statutory Disclosures

The following table outlines the statutory remuneration of executive KMP. These disclosures have been calculated in accordance with the Australian Accounting Standards:

			Fixed Pay				Variable Remuneration				Total for Year		Other Statutory Items			
Name	Role(s)	FY	Salary	Super	Other Benefits ^(iv)	Total Fixed Pay		Cash STVR ⁽ⁱ⁾		Rights LTVR ⁽ⁱⁱ⁾		Cash LTVR ⁽ⁱⁱⁱ⁾		Statutory Total Remuneration Package (TRP)	Change in Accrued Leave	
						Amount	% of TRP	Amount	% of TRP	Amount	% of TRP	Amount				% of TRP
Current																
Ms Melinda McGrath	Chief Executive Officer and Executive Director	FY26	\$1,470,000	\$30,000	\$12,874	\$1,512,874	35%	\$1,491,047	35%	\$156,249	4%	\$1,119,997	26%	\$4,280,166	\$90,280	
		FY25	\$1,470,068	\$29,932	\$12,874	\$1,512,874	38%	\$1,271,749	32%	\$271,757	7%	\$880,003	22%	\$3,936,384	(\$20,439)	
Mr Greg Horan	CEO-Elect	FY26	\$83,333	\$7,500	\$0	\$90,833	100%	\$0	0%	\$0	0%	\$0	0%	\$90,833	\$7,677	
		FY25	\$0	\$0	\$0	\$0	0%	\$0	0%	\$0	0%	\$0	0%	\$0	\$0	
Mr Matthew Cordingley	Chief Financial Officer	FY26	\$493,068	\$30,000	\$111,287	\$634,355	66%	\$196,887	20%	\$129,711	13%	\$0	0%	\$960,952	\$7,708	
		FY25	\$202,283	\$14,966	\$523,000	\$740,250	98%	\$0	0%	\$17,346	2%	\$0	0%	\$757,595	\$14,465	

(i) Note that the STVR value reported in this table is the STVR that was accrued during the reporting period. This will be paid following the release of the full year results.

(ii) Note that the LTVR value reported in this table is the amortised accounting charge of all grants that have not lapsed or vested as at the start of the reporting period. Where a market-based measure of performance is used such as TSR, no adjustments can be made to reflect actual LTVR vesting.

(iii) Note that the LTVR value reported in this table is the cash LTVR that was accrued during the reporting period for Melinda McGrath. This is expected to be paid in FY27 following completion of her two-year service contract.

(iv) Other benefits include items such as car parking, car allowances, rental assistance, FBT, cash payment for trading restriction imposed, etc. Included in this number for FY25 is a one-off cash sign-on bonus for Matthew Cordingley of \$523,000 subject to the completion of his probationary period.

Non-Executive Director KMP statutory remuneration of FY26

The following table outlines the statutory and audited (A-IFRS) remuneration of Non-Executive Directors (\$, except where otherwise indicated):

Name	Role(s)	Year	Cash Board Fees	Committee Fees	Superannuation	Other Benefits	Total
Current							
Stephen Roche	Board Chair	FY26	\$225,892	\$0	\$4,607	\$0	\$230,499
		FY25	\$2,911	\$0	\$349	\$0	\$3,260
Mark Haberlin	Non-Executive Director	FY26	\$115,467	\$19,135	\$16,152	\$0	\$150,754
		FY25	\$117,652	\$13,575	\$15,091	\$0	\$146,318
Christine Bartlett	Non-Executive Director	FY26	\$107,290	\$22,352	\$15,557	\$0	\$145,199
		FY25	\$108,602	\$21,075	\$14,913	\$0	\$144,590
Sarah Butler	Non-Executive Director	FY26	\$120,164	\$10,014	\$0	\$0	\$130,178
		FY25	\$45,251	\$2,263	\$5,464	\$0	\$52,977
Former							
Grant Jeffery	Non-Executive Director	FY26	\$82,565	\$6,880	\$10,733	\$55,000	\$155,178
		FY25	\$45,251	\$2,263	\$5,464	\$0	\$52,977
Dr Leanne Rowe AM	Non-Executive Director	FY26	\$35,861	\$2,989	\$4,662	\$0	\$43,512
		FY25	\$108,602	\$9,050	\$13,530	\$0	\$131,182
Michael Alscher	Board Chair (Non-Independent)	FY26	\$0	\$0	\$0	\$0	\$0
		FY25	\$150,000	\$8,333	\$0	\$0	\$158,333
Nathanial Thomson	Non-Executive Director (Non-Independent)	FY26	\$0	\$0	\$0	\$0	\$0
		FY25	\$38,152	\$3,179	\$0	\$0	\$41,332
Andrew Dutton	Non-Executive Director	FY26	\$0	\$0	\$0	\$0	\$0
		FY25	\$35,087	\$7,310	\$4,876	\$0	\$47,272

Directors' Report / Remuneration Report

for the year ended 30 June 2026

6. Statutory Disclosures cont.

KMP equity interests and changes during FY26

Movements in equity interests held by executive KMP during the reporting period, including their related parties, are set out below. All equity interests are granted by the listed entity unless otherwise specified:

		Number Held at 1 July 2025		Granted FY26	FY26 Purchased	FY26 Forfeited	Number Held at 30 June 2026	Forfeited since 30 June 2026
Name	Instrument	Number	Date Granted	Number	Number	Number	Number	Number
Melinda McGrath	Shares	2,923,331	–	–	–	–	2,923,331	–
	Rights	633,582	–	–	–	(238,092)	395,490	–
Matthew Cordingley	Shares	–	–	–	75,192	–	75,192	–
	Rights	78,961	8/12/2025	110,326	–	–	189,287	–
TOTALS		3,635,874	n/a	110,326	75,192	(238,092)	3,583,300	–

Movements in equity interests held by Non-Executive KMP during the reporting period, including their related parties, are set out below:

Name	Instrument	Number Held at 1 July 2025	FY26 Purchased	Number Held at 30 June 2026
		Number	Number	Number
Current				
Mark Haberlin	Shares	47,500	–	47,500
Christine Bartlett	Shares	20,000	–	20,000
Stephen Roche	Shares	–	70,000	70,000
Sarah Butler	Shares	–	22,617	22,617

The following outlines the accounting values and potential future costs of equity remuneration granted for executive KMP:

Equity Grants						Fair Value Each at Grant Date	Total Fair Value at Grant	Value Expensed in FY26	Max Value to be Expensed in Future Years
Name	Tranche	Grant Type	Number	Vesting Conditions	Grant Date				
Melinda McGrath	FY24 – Target	LTVR Rights	197,745	rTSR	19/12/2023	\$2.28	\$450,858	\$93,177	\$0
	FY24 – Stretch	LTVR Rights	197,745	rTSR	19/12/2023	\$2.28	\$450,858	\$63,071	\$0
Matthew Cordingley	FY25 – iTSR	LTVR Rights	29,388	iTSR	2/04/2025	\$3.52	\$103,555	\$25,754	\$27,935
	FY25 – EPS CAGR	LTVR Rights	29,388	EPS CAGR	2/04/2025	\$3.52	\$103,555	\$34,488	\$37,409
	FY25 – Service	LTVR Rights	20,185	Service	2/04/2025	\$3.52	\$71,126	\$23,688	\$25,694
	FY26 – iTSR	LTVR Rights	35,462	iTSR	8/12/2025	\$2.66	\$94,152	\$8,147	\$33,343
	FY26 – EPS CAGR	LTVR Rights	59,103	EPS CAGR	8/12/2025	\$2.66	\$156,920	\$29,711	\$121,594
	FY26 – Service	LTVR Rights	15,761	Service	8/12/2025	\$2.66	\$41,845	\$7,923	\$32,425
TOTALS	n/a	n/a	584,777	n/a	n/a	n/a	\$1,472,869	\$285,959	\$278,400

Note: Rights granted under the LTVR in FY24 didn't meet the performance targets and as such will be forfeited post year-end.

All rights granted in FY25 will expire in FY29 and may only be exercised after vesting which is expected to occur after release of the year ended 30 June 2027 results. All rights granted in FY26 will expire in FY30 and may only be exercised after vesting which is expected to occur after release of the year ended 30 June 2028 results.

The total fair value at grant date differs from the total value expected to be expensed through the profit and loss due to the measure of the plan using the Monte Carlo/Black-Scholes valuations for accounting purposes, which is different to the valuation at grant date.

Directors' Report / Remuneration Report

for the year ended 30 June 2026

6. Statutory Disclosures cont.

KMP Service Agreements

Executive KMP Service Agreements

The following outlines current executive KMP service agreements:

Name	Position Held at Close of FY26	Employing Company	Duration of Contract	Period of Notice	
				From Company	From KMP
Melinda McGrath	Chief Executive Officer and Executive Director	Clinical Laboratories Pty Ltd	2 years	6 months	6 months
Greg Horan	Chief Executive Officer-elect	Clinical Laboratories Pty Ltd	Ongoing	6 months	6 months
Matthew Cordingley	Chief Financial Officer	Clinical Laboratories Pty Ltd	Ongoing	6 months	6 months

Non-Executive Director service agreements

Non-Executive Directors are appointed under a service agreement. The service agreements stipulate that Non-Executive Directors' fees are inclusive of superannuation and that Non-Executive Directors are not eligible for any termination benefits or other contractual or statutory entitlements (other than superannuation) following termination of their office.

Other statutory disclosures

Loans to KMP and their related parties

During the financial year and to the date of this report, the Company has not made any loans to Directors.

There were no other loans to any other KMP.

There are no loan balances outstanding as at 30 June 2026 with any related parties.

Other transactions with KMP

There were no transactions which occurred with entities controlled by related parties.

Financial Statements

For the year ended 30 June 2026

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Consolidated statement of profit or loss

for the year ended 30 June 2026

	Note	2026 \$'000	2025 \$'000
Revenue	3	735,753	741,269
Other income	3	397	1,216
Total		736,150	742,485
Consumables		(122,742)	(128,249)
Labour costs		(319,780)	(318,992)
Labour costs – prior period underpayments	4(a)	(1,443)	–
Property costs	4(b)	(13,030)	(13,378)
Repairs and maintenance		(9,586)	(9,791)
AIC settlement	4(c)	(6,200)	–
Acquisition, restructuring and other insurance-related expenses		(6,455)	(3,084)
Other operating expenses		(66,101)	(66,813)
Depreciation	4(d)	(12,075)	(13,125)
Depreciation of right-of-use assets	4(d)	(123,033)	(122,688)
Amortisation of intangible assets		(240)	(229)
Total operating costs		(680,685)	(676,349)
Earnings before interest and tax		55,465	66,136
Net finance costs	5	(18,074)	(17,957)
Profit before income tax		37,391	48,179
Income tax expense	6	(13,375)	(15,359)
Profit for the year		24,016	32,820
Net (profit) attributable to non-controlling interests		(305)	(390)
Net profit to members of Australian Clinical Labs Limited		23,711	32,430
Earnings per share		Cents per share	Cents per share
Basic earnings per share from continuing operations	22	12.36	16.30 ¹
Diluted earnings per share from continuing operations	22	12.33	16.21 ¹

1. Prior year earnings per share restated. Refer to Note 22 for further details.

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

Consolidated statement of other comprehensive income

for the year ended 30 June 2026

	2026 \$'000	2025 \$'000
Profit for the year	24,016	32,820
Other comprehensive income		
Items that may be reclassified subsequently to profit and loss		
Exchange differences on translation of foreign operations	(49)	142
Other comprehensive income for the year, net of tax	(49)	142
Total comprehensive income for the year	23,967	32,962
Total comprehensive income attributable to:		
Members of Australian Clinical Labs Limited	23,662	32,572
Non-controlling interests	305	390
	23,967	32,962

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

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Consolidated statement of financial position

as at 30 June 2026

	Note	2026 \$'000	2025 \$'000
Current Assets			
Cash and cash equivalents	26(a)	24,733	21,442
Trade and other receivables	7	67,446	72,797
Inventories	8	14,249	15,624
Other assets	9	6,503	10,202
Total Current Assets		112,931	120,065
Non-Current Assets			
Plant and equipment	10	34,083	36,858
Right-of-use assets	11	259,636	233,255
Intangible assets	12	164,969	165,209
Other assets	9	1,954	2,483
Deferred tax assets	13	19,083	16,968
Total Non-Current Assets		479,725	454,773
Total Assets		592,656	574,838
Current Liabilities			
Trade and other payables	14	52,734	51,571
Lease liabilities	15	108,403	108,599
Provisions	16	48,032	47,241
Deferred consideration		49	49
Current tax liabilities	17	365	8,536
Other liabilities		287	411
Total Current Liabilities		209,870	216,407
Non-Current Liabilities			
Trade and other payables	14	–	880
Lease liabilities	15	166,952	139,810
Borrowings	18	62,050	41,968
Provisions	16	3,981	3,695
Deferred consideration		49	97
Total Non-Current Liabilities		233,032	186,450
Total Liabilities		442,902	402,857
Net Assets		149,754	171,981
Equity			
Issued capital	19	753,719	775,524
Reserves	20	(769,852)	(770,708)
Retained earnings		165,655	166,538
Total Parent Entity Interest		149,522	171,354
Non-Controlling Interest		232	627
Total Equity		149,754	171,981

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

Consolidated statement of changes in equity

for the year ended 30 June 2026

	Issued capital \$'000	Reserves \$'000	Retained earnings \$'000	Total \$'000	Non- controlling interest \$'000	Total \$'000
2026						
Opening balance at 1 July 2025	775,524	(770,708)	166,538	171,354	627	171,981
Profit for the year	–	–	23,711	23,711	305	24,016
Exchange differences on translation of foreign operations	–	(49)	–	(49)	–	(49)
Total other comprehensive income for the year net of tax	–	(49)	–	(49)	–	(49)
Total comprehensive income for the year	–	(49)	23,711	23,662	305	23,967
Transactions with owners in their capacity as owners						
Share-based payments (Note 21)	–	2,253	–	2,253	–	2,253
Dividend declared and paid	–	–	(24,594)	(24,594)	–	(24,594)
Dividend paid to minority interest in controlled entities	–	–	–	–	(700)	(700)
Acquisition of treasury shares net of transaction costs (Note 19)	(1,365)	–	–	(1,365)	–	(1,365)
Allocation of treasury shares (Note 19)	1,348	(1,348)	–	–	–	–
Share buy-back net of transaction costs (Note 19)	(21,788)	–	–	(21,788)	–	(21,788)
Closing balance at 30 June 2026	753,719	(769,852)	165,655	149,522	232	149,754
2025						
Opening balance at 1 July 2024	791,762	(773,288)	159,054	177,528	237	177,765
Profit for the year	–	–	32,430	32,430	390	32,820
Exchange differences on translation of foreign operations	–	142	–	142	–	142
Total other comprehensive income for the year net of tax	–	142	–	142	–	142
Total comprehensive income for the year	–	142	32,430	32,572	390	32,962
Transactions with owners in their capacity as owners						
Share-based payments (Note 21)	–	3,443	–	3,443	–	3,443
Dividend declared and paid	–	–	(24,946)	(24,946)	–	(24,946)
Allocation of treasury shares (Note 19)	1,005	(1,005)	–	–	–	–
Share buy-back net of transaction costs (Note 19)	(17,243)	–	–	(17,243)	–	(17,243)
Closing balance at 30 June 2025	775,524	(770,708)	166,538	171,354	627	171,981

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

Consolidated statement of cash flows

for the year ended 30 June 2026

	Note	2026 \$'000	2025 \$'000
Cash flows from operating activities			
Receipts from customers and government grants		725,227	734,166
Payment to suppliers and employees		(520,277)	(518,884)
Cash provided by operations		204,950	215,282
Interest received	5	376	410
Interest and costs of finance paid		(18,355)	(18,463)
Income tax paid		(23,662)	(14,428)
Net cash provided by operating activities	26(b)	163,309	182,801
Cash flows from investing activities			
Proceeds from sale of plant and equipment		348	99
Purchase of plant and equipment		(9,576)	(8,411)
Payments for business combinations (net of cash acquired)		(49)	(583)
Net cash used in investing activities		(9,277)	(8,895)
Cash flows from financing activities			
Principal portion of lease payments		(122,246)	(121,676)
Share buy-back	19(b)	(21,787)	(19,120)
Payments for treasury shares	19(d)	(1,365)	–
Repayment of borrowings		(15,000)	(44,000)
Proceeds from borrowings		35,000	31,000
Dividends paid		(24,594)	(24,946)
Dividend paid to minority interest in controlled entities		(700)	–
Net cash used in financing activities		(150,692)	(178,742)
Net increase/(decrease) in cash and cash equivalents		3,340	(4,836)
Foreign exchange differences on cash holdings		(49)	142
Cash and cash equivalents at the beginning of the year		21,442	26,136
Cash and cash equivalents at the end of the year	26(a)	24,733	21,442

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

Notes to the financial statements

for the year ended 30 June 2025

Note 1: Summary of Material Accounting Policies

The principal accounting policies adopted in the presentation of the financial report are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

(a) Basis of preparation

The general purpose financial report has been prepared in accordance with Australian Accounting Standards, interpretations issued by the Australian Accounting Standards Board (AASB), all other applicable authoritative pronouncements of the AASB and the *Corporations Act 2001*.

The financial report includes financial statements for the Consolidated Group ('the Group') consisting of Australian Clinical Labs Limited ('Parent Company' or 'Company') and its subsidiaries. Australian Clinical Labs Limited is a for-profit entity domiciled in Australia.

The financial report was authorised for issue by the Directors on 14 August 2026.

Compliance with IFRS

The financial report of the Group complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Parent Company financial information included in Note 28 also complies with IFRS.

Basis of measurement

The financial report has been prepared on the basis of historical cost except for the revaluation of financial assets and liabilities at fair value through profit or loss. Cost is based on the fair values of the consideration given in exchange for assets.

Where applicable, comparatives may be restated in line with current year presentation.

Going concern

As at 30 June 2026, the Group recorded a deficiency in net current assets of \$96.9m (2025: \$96.3m). This has been caused by AASB 16 *Leases*, whereby \$108.4m (2025: \$108.6m) of lease liability has been recognised as current, however the corresponding right-of-use asset is non-current. Excluding the current portion of the lease liability, the Group has a current asset surplus of \$11.5m (2025: \$12.3m).

The Directors have concluded that the Group will be able to pay its debts as and when they fall due with consideration of the above factors, profitability and operating cash flows of the Group. Accordingly, the financial report has been prepared on a going concern basis.

(b) Basis of consolidation

The financial report incorporates the assets and liabilities of all subsidiaries controlled by Australian Clinical Labs Limited as at 30 June 2026 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

When control of an entity is obtained during a financial year, its results are included in the statement of profit and loss from the date on which control commences. Where control of an entity ceases during a financial year, its results are included for that part of the year during which control existed.

Non-controlling interests in the results and equity of controlled entities are shown separately in the statement of profit and loss, statement of comprehensive income, statement of financial position and statement of changes in equity.

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

Changes in ownership interests

The Group treats transactions with minority interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and minority interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to minority interests and any consideration paid or received is recognised directly in equity.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 1: Summary of Material Accounting Policies *cont.*

(c) Business combination

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses and results in the consolidation of the assets and liabilities acquired. Business combinations are accounted for by applying the acquisition method unless it is a common control acquisition.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree. Deferred consideration payable is measured at its acquisition-date fair value. Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. At each reporting date subsequent to the acquisition, contingent consideration payable is measured at its fair value with any changes in the fair value recognised in profit or loss unless the contingent consideration is classified as equity, in which case the contingent consideration is carried at its acquisition-date fair value.

Goodwill is recognised initially at the excess of: (a) the aggregate of the consideration transferred, the amount of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition); over (b) the acquisition date amount of the identifiable assets acquired and liabilities assumed.

If the net fair value of the acquirer's interest in the identifiable assets acquired and liabilities assumed is greater than the aggregate of the consideration transferred, the fair value of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest, the difference is immediately recognised as a gain in profit or loss. Acquisition-related costs are expensed as incurred.

Common control acquisition

A common control acquisition is a transaction whereby the direct ownership changes as a result of a restructure, however there is ultimately no change in control over the assets.

Common control acquisitions are recognised in accordance with Australian Accounting Standards and are presented as a continuation of the pre-existing entity.

(d) Foreign currency translation and balances

Functional and presentation currency

The financial statements for each entity within the Group are measured using the currency of the primary economic environment in which that entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars which is the Group's functional currency.

Transactions and balances

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year. All resulting exchange differences arising on settlement or restatement are recognised as revenue or expenses for the financial year.

Foreign subsidiaries

Subsidiaries that have a functional currency different to the presentation currency of the consolidated Group are translated as follows:

- Assets and liabilities are translated at the closing rate on reporting date;
- Income and expenses are translated at actual exchange rates or average exchange rates for the period, where appropriate; and
- All resulting exchange differences are recognised in other comprehensive income.

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(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates or other similar allowances.

Rendering of services

Revenue from the provision of services is recognised when the related services are completed. Revenue is accrued at balance date for services which are completed but yet to be invoiced.

Clinic revenue

Clinic revenue represents support services provided to doctors (enabling them to treat patients), in consideration for a percentage share of billings as determined by each doctor's medical services agreement. Revenue is recognised in the period in which doctors' services are rendered to patients.

(f) Other income

Government grant income is only recognised when there is reasonable assurance that the Group will comply with the conditions attaching to them, and the grants will be received.

(g) Income tax

Income tax expense or benefit represents the sum of the tax currently payable and deferred tax.

Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from 'profit before income tax' as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial report and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss. In the case of a business combination, the tax effect is included in the accounting for the business combination.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 1: Summary of Material Accounting Policies *cont.*

Tax consolidation

Australian Clinical Labs Limited and its wholly-owned Australian controlled entities have implemented the Australian tax consolidation legislation on 6 November 2020.

Australian Clinical Labs Limited and subsidiaries in the tax-consolidated group have entered into a tax funding agreement such that each entity in the tax-consolidated group recognises the assets, liabilities, expenses and revenues in relation to its own transactions, events and balances only. This means that:

- the parent entity recognises all current and deferred tax amounts relating to its own transactions, events and balances only;
- the subsidiaries in the tax consolidated group recognise current or deferred tax amounts arising in respect of their own transactions, events and balances; and
- current tax liabilities and deferred tax assets arising in respect of tax losses, are transferred from the subsidiaries in the tax consolidated group to the head entity as inter-company payables or receivables.

The tax-consolidated group also has a tax sharing agreement in place to limit the liability of subsidiaries in the tax-consolidated group arising under the joint and several liability requirements of the tax consolidation system, in the event of default by the parent entity to meet its payment obligations.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and on-demand deposits. Cash equivalents are short-term, highly liquid investments, that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(i) Inventories

Inventories represent medical and laboratory supplies. They are measured at the lower of cost and net realisable value.

(j) Plant and equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and accumulated impairment losses.

- Plant and equipment is measured on the cost basis.
- Leasehold improvements are measured on the cost basis.

Depreciation

The depreciable amount of all fixed assets, including buildings and capitalised lease assets, but excluding freehold land is depreciated over their useful lives to the Group, commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful lives of the improvements. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual accounting period, with the effect of any changes recognised on a prospective basis.

The ranges of depreciation rates used for each class of depreciable assets are:

Class of property, plant and equipment	Depreciation rate
Leasehold improvements	2% to 100%
Plant and equipment	5% to 50%

The gain or loss on disposal of all fixed assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds on disposal, and is included in operating profit before income tax of the Group in the year of disposal.

(k) Leases

At the commencement date of a lease (other than leases of 12 months or less and leases of low value assets), the Group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Lease assets

Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received and any initial direct costs incurred by the Group, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any re-measurement of the associated lease liability), less accumulated depreciation and any accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

Lease liabilities

Lease liabilities are initially recognised at the present value of the future lease payments. These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of the remaining lease payments reduced by rental accruals for missed lease payments. Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments (once confirmed) and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

Leases of 12 months or less and leases of low value assets

Lease payments made in relation to leases of 12 months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense as incurred.

(l) Intangible assets

Goodwill

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identifiable or separately recognised. Goodwill is initially recognised at an amount equal to the excess of: (a) the aggregate of the consideration transferred, the amount of any non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in the case of a step acquisition); over (b) the net fair value of the identifiable assets acquired and liabilities assumed. For accounting purposes, such measurement is treated as the cost of goodwill at that date.

Goodwill is not amortised, but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets acquired separately

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangibles acquired in a business combination are initially recognised at fair value (which, for accounting purposes, is treated as the cost of the intangible asset), and are subsequently amortised over their estimated useful lives commencing from the time the asset is available for use. The amortisation method applied to an intangible asset is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, intangible assets acquired in a business combination are measured at cost, less accumulated amortisation and any accumulated impairment losses.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 1: Summary of Material Accounting Policies *cont.*

(m) Impairment testing of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful lives such as goodwill and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than the carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the profit or loss immediately, unless the relevant asset is carried at a re-valued amount in which case the impairment is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit other than goodwill) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at a re-valued amount in which case the reversal of the impairment loss is treated as a revaluation increase.

(n) Financial instruments

Recognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value adjusted for transaction costs, except where the instrument is classified as fair value through profit or loss, in which case transaction costs are immediately recognised as expenses in profit or loss.

Classification of financial assets

Financial assets recognised by the Group are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the Group irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (FVtOCI) in accordance with the relevant criteria in AASB 9.

Financial assets not irrevocably designated on initial recognition at FVtOCI are subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (FVtPL) on the basis of both:

- (a) the Group's business model for managing the financial assets; and
- (b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the Group for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value.

All other financial liabilities recognised by the Group are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the Group's transactions with its customers.

Consistent with both the Group's business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

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Impairment of financial assets

Receivables from customers are tested for impairment by applying the 'expected credit loss' impairment model.

The Group applies the simplified approach under AASB 9 to measuring the allowance for credit losses for both receivables from contracts with customers and contract assets. Under the AASB 9 simplified approach, the Group determines the allowance for credit losses for receivables from contracts with customers and contract assets on the basis of the lifetime expected credit losses of the financial asset. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

The Group consider a range of information when assessing whether the credit risk has increased since initial recognition. This includes such factors as the identification of significant changes in external market indicators of credit risk, significant adverse changes in the financial performance or financial position of the counterparty, significant changes in the value of collateral, and past due information.

The Group assumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 120 days past due.

The Group determines expected credit losses using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

The gross carrying amount of a financial asset is written off (i.e. reduced directly) when the counterparty is in severe financial difficulty and the Group has no realistic expectation of recovery of the financial asset. Financial assets written off remain subject to enforcement action by the Group. Recoveries, if any, are recognised in profit or loss.

(o) Employee benefits

Short-term employee benefit obligations

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits are measured at their nominal value, using the remuneration rate expected to apply at the time of settlement.

Long-term employee benefit obligations

Liabilities recognised in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Retirement benefit obligations

Contributions to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Share-based payments

The Group operates share-based payment employee share and option schemes for accounting purposes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. In respect of share-based payments that are dependent on the satisfaction of performance conditions, the number of shares and options expected to vest is reviewed and adjusted at each reporting date. The amount recognised for services received as consideration for these equity instruments granted is adjusted to reflect the best estimate of the number of equity instruments that eventually vest.

Bonus plan

The Group recognises a provision when a bonus is payable in accordance with the employee's contract of employment, and the amount can be reliably measured.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 1: Summary of Material Accounting Policies *cont.*

(p) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(q) Australian Clinical Labs Employee Share Trust ('ACLEST')

The Group has formed a trust to obtain and hold shares for the purpose of providing shares under Australian Clinical Labs Limited Rights Plan. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group. Shares held by ACLEST are disclosed as treasury shares and deducted from contributed equity.

(r) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(s) Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (*Rounding in Financial/Directors' Reports*) Instrument 2026/183, and in accordance with that instrument, amounts in the financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

Some numerical figures included in this report have been subject to rounding adjustments. Any differences between totals and sums of components in tables or figures contained in this report are due to rounding.

(t) Key accounting estimates and assumptions

In the financial report, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the estimates and judgements that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial report:

Employee entitlements

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- Future increases in salaries and wages;
- Future on-cost rates;
- Experience of employee departures and period of service; and
- Appropriate discount rate to reflect long-term liabilities at present value.

Impairment of tangible and intangible assets

Determining whether assets are impaired requires an estimation of recoverable amount for the cash-generating units to which these assets have been allocated. The recoverable amount of each cash-generating unit is the greater of its value in use or fair value less costs to sell.

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Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form. Value in use is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the day on which they are granted. The fair value is determined using a Black-Scholes model (Service Rights) or Monte Carlo model (Performance Rights) and is recognised as an expense over the vesting period, with a corresponding increase to an equity account.

Deferred tax balances

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Determination of the lease term as the non-cancellable term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal including penalties to terminate, the value of leasehold improvements remaining plus current and future expected economic performance from use of the asset.

After the commencement date, the Group generally can only make a reasonable certainty assessment if there is a significant event or change in circumstances that is within its control and affects the ability to exercise (or not exercise) the option to renew.

Calculation of incremental borrowing rates

Where the Group cannot readily determine the interest rate implicit in lease contracts, the present value of the Group's lease liabilities is estimated using the incremental borrowing rate as if leasing over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset, in a similar economic environment. The Group uses observable inputs such as market interest rates as applicable.

(u) Adoption of new and revised Accounting Standards

The Group has applied all new and revised Australian Accounting Standards that apply to annual reporting periods beginning on or after 1 July 2025. These standards do not have a material impact on the Group's financial results or position.

(v) Standards and interpretations issued but not yet effective

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Group has decided not to early adopt any of these new and amended pronouncements. These pronouncements are not expected to have a material impact on the entity in the current or future reporting periods or on foreseeable future transactions.

Note 2: Segment Information

The Group's Chief Executive Officer and the Board of Directors (the chief operating decision makers) review the Group's performance of the business to assess performance and determine the allocation of resources. Discrete financial information is reported to the chief operating decision makers on at least a monthly basis. The discrete financial information is provided by one operating segment and one geographical segment, being Australia.

The Group has the one reportable segment:

Pathology

Pathology/clinical laboratory services provided in Australia.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 3: Revenue and Other Income

	2026 \$'000	2025 \$'000
An analysis of the Group's revenue for the year is as follows:		
Pathology revenue	710,802	717,751
Clinic revenue	18,720	18,397
Rental revenue from subleasing right-of-use assets	1,262	1,156
Other revenue	4,969	3,965
Total revenue	735,753	741,269
Other		
Insurance claim proceeds	–	1,216
Other income	397	–
Total other income	397	1,216

Note 4: Expenses

	2026 \$'000	2025 \$'000
(a) Labour costs – prior period underpayments		
Employee portion	1,318	–
Associated on-costs	125	–
	1,443	–

Instances of employee underpayments were identified within a review period of FY17 to FY25. Payment to current employees and identified former employees has been made in FY26. Please see note 30 for further details.

(b) Property costs		
Short-term/low value lease payments	9,668	10,066
Other property expenses	3,362	3,312
	13,030	13,378

(c) AIC settlement		
Civil penalties	5,800	–
Contribution to AIC's legal costs	400	–
	6,200	–

A settlement was reached between ACL and the Australian Information Commissioner (AIC) to resolve the civil penalty proceeding commenced in the Federal Court in November 2023 relating to a cyberattack on the Medlab Pathology business acquired by ACL. Under the orders ACL paid aggregate civil penalties of \$5.8m and made a contribution of \$0.4m to the AIC's legal costs.

	2026 \$'000	2025 \$'000
(d) Depreciation expense		
Leasehold improvements	3,544	3,742
Plant and equipment	8,531	9,383
Right-of-use assets	123,033	122,688
	135,108	135,813

Note 5: Net Finance Costs

	2026 \$'000	2025 \$'000
Finance income		
Bank deposits	376	410
Finance expenses		
Interest expense – leasing arrangements	(14,676)	(14,587)
Other borrowing costs	(3,774)	(3,780)
	(18,450)	(18,367)
Net finance costs	(18,074)	(17,957)

Other borrowing costs consist of all costs in relation to the Group's borrowings including interest and amortisation of any other costs incurred in arranging borrowings.

Note 6: Income Tax

	2026 \$'000	2025 \$'000
(a) Components of income tax expense		
Current tax	15,490	19,728
Deferred tax	(2,115)	(4,369)
Income tax expense	13,375	15,359

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 6: Income Tax *cont.*

	2026 \$'000	2025 \$'000
(b) Income tax reconciliation		
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Profit before tax	37,391	48,179
Domestic tax rate	30%	30%
	11,217	14,454
Adjustments for non-temporary differences:		
Net non-taxable and non-deductible items	2,158	905
Income tax expense	13,375	15,359

Note 7: Trade and Other Receivables

	2026 \$'000	2025 \$'000
Current		
Trade receivables	56,578	59,278
Allowance for expected credit loss	(9,952)	(12,725)
	46,626	46,553
Accrued revenue	18,143	23,775
Other receivables	2,677	2,469
	67,446	72,797

(a) At 30 June, the ageing analysis of trade receivables is as follows:

	2026 \$'000	2025 \$'000
Current	33,941	30,795
30 to 60 days	5,377	6,904
60 to 90 days	3,829	2,511
90 to 120 days	1,031	1,499
120 days +	12,400	17,569
Closing balance at 30 June	56,578	59,278

(b) Allowance for expected credit loss

The Group applies the simplified approach to measure the expected credit losses, using a provision matrix for all trade receivables and adjusts for any known forward-looking issues specific to the debtors and the economic environment. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The provision matrix assesses all debtors based on past experience.

Movement in allowance for expected credit losses:

	2026 \$'000	2025 \$'000
Opening balance at 1 July	12,725	9,865
Allowance for expected credit loss expensed	5,275	5,647
Receivables written off	(8,048)	(2,787)
Closing balance at 30 June	9,952	12,725

Amounts charged to the allowance for expected credit loss are generally written off when there is no expectation of recovering additional cash in excess of the cost of recovery.

(c) Foreign exchange and interest rate risk

Information about the Group's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in Note 27.

(d) Fair value and credit risk

Due to the short-term nature of these receivables, the carrying value is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above.

Note 8: Inventories

	2026 \$'000	2025 \$'000
Consumable supplies at cost	14,249	15,624

Note 9: Other Assets

	2026 \$'000	2025 \$'000
Current		
Prepayments	5,577	9,523
Bonds and securities	926	679
	6,503	10,202
Non-Current		
Prepayments	504	1,033
Other	1,450	1,450
	1,954	2,483

Other assets include convertible notes acquired in Geneseq Pty Ltd.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 10: Plant and Equipment

	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
2026				
Gross carrying amount	59,330	122,439	1,081	182,850
Accumulated depreciation	(50,477)	(98,290)	–	(148,767)
Total plant and equipment as at 30 June 2026	8,853	24,149	1,081	34,083

2025				
Gross carrying amount	57,864	120,061	701	178,626
Accumulated depreciation	(47,661)	(94,107)	–	(141,768)
Total plant and equipment as at 30 June 2025	10,203	25,954	701	36,858

	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
2026				
Gross carrying amount				
Balance at 1 July 2025	57,864	120,061	701	178,626
Additions	2,303	6,268	1,004	9,575
Disposals	(831)	(4,505)	–	(5,336)
Capitalisation of work in progress	-	624	(624)	–
Net exchange differences	(6)	(9)	–	(15)
Balance at 30 June 2026	59,330	122,439	1,081	182,850
Accumulated depreciation				
Balance at 1 July 2025	(47,661)	(94,107)	–	(141,768)
Disposals	725	4,338	–	5,063
Depreciation	(3,544)	(8,531)	–	(12,075)
Net exchange differences	3	10	–	13
Balance at 30 June 2026	(50,477)	(98,290)	–	(148,767)
Carrying amount at 30 June 2026	8,853	24,149	1,081	34,083

2025	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2024	56,123	115,360	213	171,696
Additions	1,860	5,705	623	8,188
Additions through business combination	5	16	–	21
Disposals	(192)	(1,207)	–	(1,399)
Capitalisation of work in progress	28	107	(135)	–
Net exchange differences	40	80	–	120
Balance at 30 June 2025	57,864	120,061	701	178,626
Accumulated depreciation				
Balance at 1 July 2024	(43,960)	(85,830)	–	(129,790)
Disposals	82	1,165	–	1,247
Depreciation	(3,742)	(9,383)	–	(13,125)
Net exchange differences	(41)	(59)	–	(100)
Balance at 30 June 2025	(47,661)	(94,107)	–	(141,768)
Carrying amount at 30 June 2025	10,203	25,954	701	36,858

Note 11: Right-of-use Assets

	2026 \$'000	2025 \$'000
Carrying amount of lease assets, by class of underlying asset:		
Buildings under lease arrangements	259,636	233,255
	2026 \$'000	2025 \$'000
Opening balance at 1 July	233,255	239,798
Additions and remeasurement of leases during the year	149,414	116,145
Depreciation	(123,033)	(122,688)
Closing balance at 30 June	259,636	233,255

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 12: Intangible Assets

2026	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount	159,106	5,600	1,442	166,148
Accumulated amortisation	–	–	(1,179)	(1,179)
Total intangibles as at 30 June 2026	159,106	5,600	263	164,969

2025				
Gross carrying amount	159,106	5,600	1,442	166,148
Accumulated amortisation	–	–	(939)	(939)
Total intangibles as at 30 June 2025	159,106	5,600	503	165,209

2026	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2025	159,106	5,600	1,442	166,148
Balance at 30 June 2026	159,106	5,600	1,442	166,148
Accumulated amortisation				
Balance at 1 July 2025	–	–	(939)	(939)
Amortisation	–	–	(240)	(240)
Balance at 30 June 2026	–	–	(1,179)	(1,179)
Carrying amount at 30 June 2026	159,106	5,600	263	164,969

2025	Goodwill \$'000	Brand names \$'000	Customer lists \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2024	158,684	5,600	1,370	165,654
Additions through business combination	422	–	72	494
Balance at 30 June 2025	159,106	5,600	1,442	166,148
Accumulated amortisation				
Balance at 1 July 2024	–	–	(710)	(710)
Amortisation	–	–	(229)	(229)
Balance at 30 June 2025	–	–	(939)	(939)
Carrying amount at 30 June 2025	159,106	5,600	503	165,209

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Impairment testing of goodwill and intangibles with indefinite useful lives

Goodwill is allocated to a cash-generating unit or units (CGU) according to management's expectations regarding which assets will be expected to benefit from the synergies arising from the business combination that gave rise to the goodwill. Management have assessed that only one CGU exists, being the Australian pathology business.

The recoverable amount of a CGU is based on value-in-use calculations. These calculations use cash projections based on financial budgets/forecasts approved by management for covering a minimum period of one year (maximum of five years). Management's determination of cash flow projections and gross margins are based on past performance and its expectation for the future. The present value of future cash flows has been calculated using an average growth rate of 4.3% (2025: 4.5%) for cash flows in years two to five which is based on historic growth rate and industry trends, a terminal value growth rate of 2.7% (2025: 3.4%) and a discount rate of 9.8% (2025: 9.2%) to determine value-in-use.

The carrying value of brand names at 30 June 2026 relates solely to SunDoctors. The recoverable amount of the SunDoctors brand is based on value-in-use calculations via the relief from royalty valuation method. Under this method, the fair value is based on the present value of future foregone royalty payments over the life of the asset by virtue of owning the asset. The present value of future cash flows has been calculated using a royalty rate of 3.0% (2025: 3.0%), an indefinite useful life and a discount rate of 9.8% (2025: 9.2%).

Management has determined that this brand will be used as part of the wider pathology business with synergies from the existing pathology operations and as such, the brand relates solely to the existing one CGU and the recoverable amounts are assessed as part of the recoverable amount of the CGU.

After performing sensitivity analysis, management believes that any reasonably possible change in the key assumptions on which the recoverable amount has been assessed would not cause the carrying amount to exceed the recoverable amount.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 13: Deferred Tax Assets

Deferred taxes arising from temporary differences and unused tax losses are summarised as follows:

	2026 \$'000	2025 \$'000
Expected credit loss	2,986	3,818
Employee benefits	18,094	16,978
Sundry accruals	288	110
Lease liability	81,683	73,966
Share issue and transaction costs	720	1,241
Less: deferred tax liabilities offset against deferred tax assets	(84,688)	(79,145)
	19,083	16,968
Deferred tax liabilities offset against deferred tax assets		
Prepayments and sundry debtors	(333)	(298)
Inventories	(4,275)	(4,687)
Accrued revenue	–	157
Right-of-use assets	(76,973)	(69,430)
Intangibles	(1,759)	(1,831)
Plant and equipment	(1,348)	(3,056)
	(84,688)	(79,145)
	2026 \$'000	2025 \$'000
Movement		
Opening balance at 1 July	16,968	10,743
Amounts recognised in profit or loss	2,115	4,370
Amounts recognised in business combination	–	(22)
Amounts recognised directly in equity	–	1,877
Closing balance at 30 June	19,083	16,968

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Note 14: Trade and Other Payables

	2026 \$'000	2025 \$'000
Current		
Trade creditors	16,720	20,539
Sundry creditors and accruals	36,014	31,032
	52,734	51,571
Due to the short-term nature of these payables, the carrying value is assumed to approximate their fair value.		
Non-Current		
Sundry creditors and accruals	–	880

Note 15: Lease Liabilities

Lease liabilities	2026 \$'000	2025 \$'000
Current lease liabilities	108,403	108,599
Non-current lease liabilities	166,952	139,810
Total carrying amount of lease liabilities	275,355	248,409
Cash outflow	2026 \$'000	2025 \$'000
Total cash outflow in relation to lease liabilities and associated interest	(136,922)	(136,263)

Lease arrangements

The above information is presented in accordance with AASB 16 *Leases*. Leases relate to properties leased by the Group with lease terms between 1 and 15 years. Leases can contain market review/fixed increments/CPI increment within the lease period and can contain additional clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Note 16: Provisions

	2026 \$'000	2025 \$'000
Current		
Employee benefits	46,323	45,753
Other	1,709	1,488
	48,032	47,241
Non-Current		
Employee benefits	3,981	3,695

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 17: Current Tax Liabilities

	2026 \$'000	2025 \$'000
Current		
Tax payable	365	8,536

Note 18: Borrowings

	2026 \$'000	2025 \$'000
Non-Current		
Unsecured – at amortised cost		
Bank loans	62,050	41,968

Details of the fair values and interest rate risk exposure relating to each of the unsecured liabilities are set out in Note 27.

Terms and repayment schedule

The terms and conditions of outstanding loans are as follows:

Loan	Currency	Nominal interest rate	Year of maturity	2026 \$'000	2025 \$'000
Bank loans	AUD	BBSY + 1.55% - 2.45%	2027	62,050	41,968

During the current financial year, the Group amended its existing facility, extending the term from 31 July 2027 to 30 September 2027.

In addition, the financial covenants are shown below:

1. Leverage Ratio is not greater than 3.50 (30 June 2025: 3.50).
2. Interest Coverage Ratio is not less than 3.00 (30 June 2025: 3.00).

The Group complied with the covenants throughout the reporting period and as such, the loan is classified as a non-current liability at 30 June 2026.

Note 19: Issued Capital

(a) Share capital

	30 Jun 2026 Shares	30 Jun 2025 Shares	30 Jun 2026 \$'000	30 Jun 2025 \$'000
Fully paid ordinary shares	186,518,985	195,791,386	758,944	780,732
Other equity securities				
Treasury shares	(1,472,731)	(1,324,497)	(5,225)	(5,208)
	185,046,254	194,466,889	753,719	775,524

(b) Ordinary shares

All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at shareholders' meetings of Australian Clinical Labs Limited.

Date 2026	Details	Number of shares	Value of shares \$'000
1/07/2025	Opening balance of the Group	195,791,386	780,732
Nov 2025	Share buy-back	(1,317,744)	(3,603)
Dec 2025	Share buy-back	(2,252,772)	(6,363)
Feb 2026	Share buy-back	(1,460,252)	(3,224)
Mar 2026	Share buy-back	(2,063,342)	(4,295)
Apr 2026	Share buy-back	(1,074,873)	(2,196)
May 2026	Share buy-back	(1,103,418)	(2,107)
30/06/2026	Closing balance of the Group	186,518,985	758,944

Date 2025	Details	Number of shares	Value of shares \$'000
1/07/2024	Opening balance of the Group	201,834,015	797,975
Oct 2024	Share buy-back	(305,158)	(1,109)
Nov 2024	Share buy-back	(775,706)	(2,687)
Dec 2024	Share buy-back	(177,332)	(610)
Feb 2025	Share buy-back	(1,217,287)	(3,807)
Mar 2025	Share buy-back	(702,520)	(2,150)
Apr 2025	Share buy-back	(800,497)	(2,431)
May 2025	Share buy-back	(2,064,129)	(6,326)
June 2025	Deferred tax on transaction costs associated with issue of shares	–	1,877
30/06/2025	Closing balance of the Group	195,791,386	780,732

(c) Options and performance rights

Details of options and performance rights issued, exercised and forfeited during the financial year and options and performance rights outstanding at the end of the financial year are set out in Note 21.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 19: Issued Capital *cont.*

(d) Treasury shares

Treasury shares in Clinical Labs are held by the Australian Clinical Labs Employee Share Trust ('ACLEST'). For further details, please refer to Note 1(q).

Date 2026	Details	Number of shares	Value of shares \$'000
1/07/2025	Opening balance of the Group	(1,324,497)	(5,208)
22/06/2026	Treasury shares acquired on-market	(124,000)	(275)
23/06/2026	Treasury shares acquired on-market	(124,000)	(271)
24/06/2026	Treasury shares acquired on-market	(124,000)	(266)
25/06/2026	Treasury shares acquired on-market	(124,000)	(276)
26/06/2026	Treasury shares acquired on-market	(124,000)	(277)
Various	Transfer of shares to employees to satisfy exercise of rights	471,766	1,348
30/06/2026	Closing balance of the Group	(1,472,731)	(5,225)

Date 2025	Details	Number of shares	Value of shares \$'000
1/07/2024	Opening balance of the Group	(1,594,237)	(6,213)
Various	Transfer of shares to employees to satisfy exercise of rights	269,740	1,005
30/06/2025	Closing balance of the Group	(1,324,497)	(5,208)

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Note 20: Reserves and Retained Earnings

	Share-based payment reserve \$'000	Foreign currency translation reserve \$'000	Common control reserve \$'000	Loss reserve \$'000	Total reserves \$'000
2026					
Opening balance at 1 July 2025	7,522	190	(645,632)	(132,788)	(770,708)
Exchange differences on translation of foreign operations	–	(49)	–	–	(49)
Management share scheme – LTVR	2,253	–	–	–	2,253
Allocation of treasury shares	(1,348)	–	–	–	(1,348)
Closing balance at 30 June 2026	8,427	141	(645,632)	(132,788)	(769,852)
2025	\$'000	\$'000	\$'000	\$'000	\$'000
Opening balance at 1 July 2024	5,084	48	(645,632)	(132,788)	(773,288)
Exchange differences on translation of foreign operations	–	142	–	–	142
Management share scheme – LTVR	3,443	–	–	–	3,443
Allocation of treasury shares	(1,005)	–	–	–	(1,005)
Closing balance at 30 June 2025	7,522	190	(645,632)	(132,788)	(770,708)

(a) Share-based payment reserve

The share-based payment reserve reflects the fair value of equity-settled share-based payments.

The Group established a Long-Term Variable Remuneration (LTVR) Plan commencing 25 May 2021. Refer to the Remuneration Report for full details.

(b) Foreign currency translation reserve

Exchange differences arising on translation of the foreign subsidiary are taken to the foreign currency translation reserve as described in accounting policy Note 1(d).

(c) Common control reserve

On 17 December 2020, a restructure took place that resulted in a newly incorporated company, Australian Clinical Labs Limited (formerly ACL Holdco Pty Ltd) obtaining control over Clinical Laboratories Pty Ltd and its controlled entities.

The financial report is presented on the basis of historical cost however the debt and restructure occurred based on the fair value of the business which has not been reflected in the financial report resulting in the recognition of a common control reserve.

(d) Loss reserve

The reserve is comprised of losses up to 30 June 2019 (\$120.3m), and a \$12.5m payment to Advanced Medical Technology Pty Ltd as a result of the restructure, where the Group recognised and settled a promissory note in the 2021 financial year.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 21: Share-Based Payments

The Group has equity-settled share-based compensation plan for executives and employees. The fair value of equity remuneration granted under the plan is recognised as an expense with a corresponding increase in equity. Please refer to Note 1(o) for further details.

(a) Australian Clinical Labs Limited Rights Plan

Performance rights are granted under the Australian Clinical Labs Limited Rights Plan for no consideration and carry no dividend or voting rights. When exercisable, each performance right is convertible into one ordinary share.

Type	Grant date	Expiry date	Exercise price	Balance at start of year	Granted during the year	Forfeited during the year	Exercised during the year	Balance at end of year	Exercisable at end of year	Balance at date of this report
2026										
Service rights	20-Nov-21	19-Nov-26	Nil	180,630	–	–	(14,003)	166,627	166,627	166,627
Performance rights	13-Mar-23	12-Mar-28	Nil	737,654	–	(737,654)	–	–	–	–
Service rights	13-Mar-23	12-Mar-28	Nil	242,019	–	–	(120,336)	121,683	121,683	121,683
Performance rights	19-Dec-23	18-Dec-28	Nil	503,113	–	–	–	503,113	503,113	503,113
Service rights	19-Dec-23	18-Dec-28	Nil	1,587,595	–	(125,145)	(337,427)	1,125,023	516,103	1,125,023
Service rights	23-Jan-24	22-Jan-29	Nil	635,034	–	(38,121)	–	596,913	596,913	596,913
Service rights	6-Nov-24	5-Nov-29	Nil	62,995	–	–	–	62,995	–	62,995
Service rights	20-Dec-24	19-Dec-29	Nil	160,086	–	–	–	160,086	–	160,086
Performance rights	2-Apr-25	1-Apr-30	Nil	58,776	–	–	–	58,776	–	58,776
Service rights	2-Apr-25	1-Apr-30	Nil	20,185	–	–	–	20,185	–	20,185
Performance rights	8-Dec-25	7-Dec-30	Nil	–	663,168	–	–	663,168	–	663,168
Service rights	8-Dec-25	7-Dec-30	Nil	–	110,528	–	–	110,528	–	110,528
Total				4,188,087	773,696	(900,920)	(471,766)	3,589,097	1,904,439	3,589,097

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Type	Grant date	Expiry date	Exercise price	Balance at start of year	Granted during the year	Forfeited during the year	Exercised during the year	Balance at end of year	Exercisable at end of year	Balance at date of this report
2025										
Performance rights	25-May-21	24-May-26	Nil	641,622	–	(641,622)	–	–	–	–
Performance rights	13-Jul-21	12-Jul-26	Nil	39,780	–	(39,780)	–	–	–	–
Service rights	20-Nov-21	19-Nov-26	Nil	312,477	–	–	(131,847)	180,630	180,630	180,630
Performance rights	13-Mar-23	12-Mar-28	Nil	737,654	–	–	–	737,654	–	737,654
Service rights	13-Mar-23	12-Mar-28	Nil	379,912	–	–	(137,893)	242,019	242,019	242,019
Performance rights	19-Dec-23	18-Dec-28	Nil	503,113	–	–	–	503,113	–	503,113
Service rights	19-Dec-23	18-Dec-28	Nil	1,587,595	–	–	–	1,587,595	451,643	1,587,595
Service rights	23-Jan-24	22-Jan-29	Nil	635,034	–	–	–	635,034	–	635,034
Service rights	6-Nov-24	5-Nov-29	Nil	–	62,995	–	–	62,995	–	62,995
Service rights	20-Dec-24	19-Dec-29	Nil	–	160,086	–	–	160,086	–	160,086
Performance rights	2-Apr-25	1-Apr-30	Nil	–	58,776	–	–	58,776	–	58,776
Service rights	2-Apr-25	1-Apr-30	Nil	–	20,185	–	–	20,185	–	20,185
Total				4,837,187	302,042	(681,402)	(269,740)	4,188,087	874,292	4,188,087

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 21: Share-Based Payments *cont.*

Fair value of rights granted

The average assessed fair value of performance rights granted during the year ended 30 June 2026 was \$1.865 per right (2025: \$2.349). The average assessed fair value of service rights granted during the year ended 30 June 2026 was \$2.560 per right (2025: \$3.086). The service rights generally have a higher value than the performance rights given that the only condition is a service period and not Group performance. The valuation model inputs for rights granted during the year ended 30 June 2026 and 30 June 2025 included:

Type	Grant date	Expiry date	Exercise price	Share price at time of grant	Expected life (years from date of issue)	Share price volatility	Risk free rate	Dividend yield
Service rights	6-Nov-24	5-Nov-29	Nil	\$3.67	2.2	35%	4.16%	3.27%
Service rights	20-Dec-24	19-Dec-29	Nil	\$3.44	2.5	35%	4.01%	3.49%
Performance rights	2-Apr-25	1-Apr-30	Nil	\$3.00	2.2	35%	3.58%	5.00%
Service rights	2-Apr-25	1-Apr-30	Nil	\$3.00	2.2	35%	3.58%	5.00%
Performance rights	8-Dec-25	7-Dec-30	Nil	\$2.85	2.6	34%	4.00%	4.20%
Service rights	8-Dec-25	7-Dec-30	Nil	\$2.85	2.6	34%	4.00%	4.20%

A Monte Carlo simulation was applied to fair value the TSR performance condition element of performance rights granted. The model simulated the Group's TSR and compared it against the peer group over the vesting periods. For non-market performance conditions and for service rights a Black-Scholes valuation model is used to value the rights.

(b) Expenses arising from share-based payment transactions

Total expenses arising from equity-settled share-based payment transactions recognised during the financial year as part of employee benefit expense were as follows:

	2026 \$'000	2025 \$'000
Share-based payments expense	2,253	3,443

Note 22: Earnings Per Share

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share ('EPS') has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares.

	2026 Cents	2025 Cents
Basic earnings per share	12.36	16.30 ¹
Diluted earnings per share	12.33	16.21 ¹

Earnings	2026 \$'000	2025 \$'000
The earnings used in the calculation of basic and diluted earnings per share are the same and can be reconciled to the consolidated statement of profit or loss and other comprehensive income as follows:		
Profit for the year	24,016	32,820
Net (profit) attributable to non-controlling interests	(305)	(390)
Earnings used in calculating basic and diluted earnings per share	23,711	32,430

Weighted average number of shares	2026	2025
The weighted average number of shares used in the calculation of basic earnings per share	191,788,390	198,977,366 ¹
The weighted average number of shares and potential ordinary shares used in the calculation of diluted earnings per share	192,342,647	200,077,186 ¹

1. In the financial year ended 30 June 2025, the weighted average number of shares used in the calculation of basic and diluted earnings per share was incorrect due to a calculation error. With this calculation corrected, the weighted average number of shares used in the calculation of basic and diluted earnings per share would have been 198,977,366 and 200,077,186 respectively (previously reported as 189,126,542 and 190,226,362). Furthermore, basic and diluted earnings per share would have been \$16.30 and \$16.21 respectively (previously \$17.15 and \$17.05).

Performance rights under the Australian Clinical Labs Performance Rights Plan are determined to be contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time and therefore are not included in the determination of diluted earnings per share.

Details of the options and rights exercised, forfeited and issued in the period between the reporting date and the date of this report are detailed in Note 21.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 23: Dividends

	2026 \$'000	2025 \$'000
(a) Dividends paid		
Interim dividend for the half-year ended 31 December 2025 of 3.75 cents (2024: 3.5 cents) per share paid on 31 March 2026, fully franked.	7,124	6,956
Final dividend for the year ended 30 June 2025 of 9 cents (2024: 9 cents) per share paid on 23 September 2025, fully franked.	17,621	18,165
	24,745	25,121
(b) Dividends declared after the reporting period and not recognised		
Final dividend for the year ended 30 June 2026 of 9.25 cents per share (2025: 9 cents) has been declared with a record date of 3 September 2026 and payable on 23 September 2026, fully franked.	17,253	17,621
(c) Franked dividends		
Franking credits available at year end for subsequent financial years based on a tax rate of 30%.	64,366	51,476

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Note 24: Controlled Entities

The financial report includes the financial statements of Australian Clinical Labs Limited and its controlled entities as listed below:

	Country of incorporation	Percentage owned (%) 2026	Percentage owned (%) 2025
<i>Parent Entity:</i>			
Australian Clinical Labs Limited	Australia		
<i>Subsidiaries of Australian Clinical Labs Limited:</i>			
ACL MidCo Pty Ltd	Australia	100	100
ACL Finco Pty Ltd	Australia	100	100
Clinical Laboratories Pty Ltd	Australia	100	100
Clinical Laboratories (WA) Pty Ltd	Australia	100	100
Perth Medical Laboratories Pty Ltd	Australia	100	100
ACL Employee Share Trusco Pty Ltd	Australia	100	100
Malvern Pathology Laboratories Sdn Bhd.	Malaysia	100	100
Southern Sun Clinics Pty Ltd	Australia	100	100
SunDoctors Kalowen Pty Ltd	Australia	100	100
Southern Sun Practices Pty Ltd	Australia	100	100
SunDoctors Taree Pty Ltd	Australia	100	100
SunDoctors Coffs Harbour (Southern Cross) Pty Ltd	Australia	100	100
SunDoctors Pottsville Pty Ltd	Australia	100	100
SunDoctors Byron Bay Pty Ltd	Australia	100	100
SunDoctors Burleigh Heads Pty Ltd	Australia	100	100
SunDoctors Novocastrian Pty Ltd	Australia	100	100
Dermaphath AI Pty Ltd	Australia	100	100
Southern Sun Pathology (Helix) Pty Ltd	Australia	100	100
Southern Sun Healthcare Pty Ltd	Australia	100	100
SunDoctors Nelson Bay Pty Ltd (formerly known as SunDoctors Joondalup Pty Ltd)	Australia	100	100
WSCC Healthcare Pty Ltd	Australia	50	50
Orange Skin Cancer Clinic Pty Ltd	Australia	100	100
Ryde Skin Cancer Clinic Pty Ltd	Australia	100	100
Bolton Street Cancer Clinic Pty Ltd	Australia	100	100
Gosford SCC Pty Ltd	Australia	100	100
Southern Sun Pathology Pty Ltd	Australia	100	100
Skin Cancer Clinic Parramatta Pty Ltd	Australia	100	100
Aussie Skin Cancer Clinics Pty Ltd	Australia	100	100
Wollongong SCC Pty Ltd	Australia	100	100

Malvern Pathology Laboratories Sdn Bhd. recharges its costs plus a mark-up to Clinical Laboratories Pty Ltd which is eliminated upon consolidation.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 25: Related Parties

(a) Parent entities and subsidiaries

Australian Clinical Labs Limited is the ultimate Parent Company in the Group comprising the Company and its subsidiaries as detailed in Note 24.

(b) Key management personnel compensation

Details of remuneration of key management personnel and transactions with them have been disclosed in the Remuneration Report within the Directors' Report. The aggregate remuneration of the key management personnel is shown below:

	2026 \$'000	2025 \$'000
Short-term employee benefits	4,749	4,088
Long-term employee benefits	1,138	985
Post-employment benefits	119	105
Share-based payments	286	289
	6,292	5,467

There were no transactions which occurred with entities controlled by Related Parties.

Note 26: Notes to the Statement of Cash Flows

(a) Reconciliation of cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial period as shown in the statement of cash flows are reconciled to the related items in the statement of financial position as follows:

	2026 \$'000	2025 \$'000
Cash and cash equivalents	24,733	21,442

(b) Reconciliation of net profit for the year to net cash flows from operating activities

	2026 \$'000	2025 \$'000
Profit for the year before taxation	37,391	48,179
Non-cash flows in operating profit		
Depreciation and amortisation	135,348	136,042
(Gain)/loss on sale of assets	(72)	44
Reassessment of contingent consideration	–	152
Share-based payments expense	2,253	3,442
Accrued interest income	(4)	(86)
Capitalised borrowing costs	100	(9)
	175,016	187,764
Changes in assets and liabilities		
Decrease in trade and other receivables	5,351	8,323
Decrease/(Increase) in other assets	4,228	(1,412)
Decrease in inventories	1,375	1,208
Increase/(Decrease) to trade and other payables	269	(28)
Increase to provisions	856	1,409
(Decrease) to other liabilities	(124)	(36)
Income tax paid	(23,662)	(14,427)
Net cash provided by operating activities	163,309	182,801

(c) Non-cash financing and investing activities

The following non-cash financing and investing activities occurred during the year and are not reflected in the statement of cash flows:

- Acquisition of right-of-use assets (Note 11)
- Options and rights issued to employees for no cash consideration (Note 21)

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 26: Notes to the Statement of Cash Flows *cont.*

(d) Bank facilities and guarantees

At 30 June 2026, the Group had a bank overdraft available of \$10.0m which had not been utilised at year end (2025: \$10.0m, nil utilised).

Financial guarantees also existed in relation to rental properties. The Group has utilised \$5.3m (2025: \$5.6m) of its \$7.5m (2025: \$7.5m) facility with the Commonwealth Bank at 30 June 2026. In addition, the Group held guarantees of \$0.3m (2025: \$0.3m) of its \$0.3m (2025: \$0.5m) facility with the National Australia Bank and maintained cash-backed guarantees totalling \$0.1m (2025: \$0.1m) with Macquarie Bank.

In order to enhance the Group's liquidity, the Group also has available the following unsecured debt facilities:

- \$28.0m funded jointly with Commonwealth Bank and HSBC, which includes the bank overdraft, short-term loan and facility in relation to the financial guarantees above, \$5.3m utilised (2025: \$5.6m utilised, \$28.0m limit).
- \$80.0m funded jointly by Commonwealth Bank and HSBC of which the Group has utilised \$62.0m as at 30 June 2026 (2025: \$80.0m which had \$42.0m utilised).

Note 27: Financial Risk Management

The Group's activities expose it to a variety of financial risks which includes market risk (including currency and interest rate risk), credit risk and liquidity risk. The Group's risk management is coordinated at its head office, in close cooperation with the Board of Directors, and focuses actively in ensuring the Group's short-to medium-term cash flows by minimising potential adverse effects on the financial performance of the Group.

The Group's financial instruments consist mainly of deposits with banks, debt facilities, trade receivables and trade payables. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The below is an outline of key financial risks and the Group management's strategies for managing them.

Risk	Description	Strategy for management
Capital management risk	The Group manages its capital with the aim to ensure the Group's ability to continue to operate as a going concern so that it can continue to provide returns to its shareholders.	The Group proactively manages its capital structure and may issue new shares, or enter into rights issues or vary the amount of dividends paid to shareholders.
	The Group aims to optimise its debt and equity balance to reduce the cost of capital.	The capital structure of the Group is mainly monitored on the basis of the following ratios, which are also covenants under the Group's debt facilities: • Leverage Ratio – the Group's leverage ratio as at 30 June 2026 is 0.5, which is under the upper threshold of 3.50. • Interest Coverage Ratio – the Group's interest coverage ratio as at 30 June 2026 is 20.6, which is over the bottom threshold of 3.00.
Market risk		
Interest rate risk	The Group's exposure to market risk from changing interest rates relates primarily to its short-term cash investments and bank borrowings at variable interest rates.	The Group may enter into interest rate swap contracts to hedge against exposure to fluctuations in interest rates. The Group did not enter into any interest rate swaps in the current year.

Risk	Description	Strategy for management
Foreign exchange risk	The Group has minimum foreign currency risk from the following: - Translation of the net assets of the Group's foreign controlled entity, which operates using a different functional currency. - The Group has limited number of transactions that are required to be settled in foreign currencies.	The Group may enter into cash flow hedges for committed, large and known expenditure denominated in foreign currency to manage its foreign exchange risk.
Price risk	The Group does not have significant exposure to fluctuations in the fair values or future cash flows of financial instruments associated with changes in market prices.	The Group does not currently invest in equity securities or other financial instruments with market prices risk.
Credit risk	The exposure to credit risk at the balance date is the carrying amount of those assets, net of any provisions for impairment as disclosed in Note 7 of the financial report. The Group does not have any material exposure to any individual customers or counterparty other than certain government or statutory funded bodies which the Group operates.	The Group manages credit risk by performing ageing analysis on receivable balances on an ongoing basis. The Group also has a rigorous process in place to minimise bad debts which involve sending out reminder notices, demand for repayments and referral to debt collection agencies. The Group has not renegotiated any material collection/repayment terms of any financial assets in the current or previous financial year.
Liquidity risk	The Group is required to maintain a high level of liquidity to ensure that it is capable of meeting its obligations associated with its financial liabilities and to fund its long-term strategic initiatives and expansion plans.	The Group manages its liquidity risk by: - The Group has adequate debt facilities in place should they be required to refinance any short-term liabilities. - Ongoing cash flow forecasting and reporting.

(a) Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate by maturity period is set out in the below table. Exposure predominantly arises from the Group's borrowings at floating interest plus a fixed margin.

2026	Average interest rate %	Variable interest rate \$'000	Fixed interest rate			Total \$'000
			Less than 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000	
Financial assets						
Cash	3.76%	24,733	–	–	–	24,733
Financial liabilities						
Bank loans	BBSY + 1.55% - 2.45%	(62,050)	–	–	–	(62,050)
Lease liabilities	2.05% - 7.00%	–	(108,403)	(151,510)	(15,442)	(275,355)
Total		(37,317)	(108,403)	(151,510)	(15,442)	(312,672)

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 27: Financial Risk Management *cont.*

2025	Average interest rate %	Variable interest rate \$'000	Fixed interest rate			Total \$'000
			Less than 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000	
Financial assets						
Cash	4.11%	21,442	–	–	–	21,442
Financial liabilities						
Bank loans	BBSY + 1.55% - 2.45%	(41,968)	–	–	–	(41,968)
Lease liabilities	2.05% - 7.00%	–	(108,599)	(120,929)	(18,881)	(248,409)
Total		(20,526)	(108,599)	(120,929)	(18,881)	(268,935)

(b) Sensitivity Analysis

The following table summarises the sensitivity of the Group's financial assets and liabilities to interest rate risk. The analysis has been determined based on the Group's exposure to variable interest rates during the financial year projecting a reasonably possible change taking place at the beginning of the financial year, held constant throughout the financial year and applied to variable interest payments made throughout the financial year.

		Result		Equity	
		Carrying amount	1.0%/100BP increase	1.0%/100BP decrease	1.0%/100BP increase
2026	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets					
Cash	24,733	247	(247)	247	(247)
Financial liabilities					
Bank loans	(62,050)	(621)	621	(621)	621
Total	(37,317)	(374)	374	(374)	374

	Carrying amount \$'000	Result		Equity	
		1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000	1.0%/100BP increase \$'000	1.0%/100BP decrease \$'000
2025					
Financial assets					
Cash	21,442	214	(214)	214	(214)
Financial liabilities					
Bank loans	(41,968)	(420)	420	(420)	420
Total	(20,526)	(206)	206	(206)	206

Note 28: Parent Entity Information

	2026 \$'000	2025 \$'000
Assets		
Current assets	203,491	226,150
Non-current assets	584,000	584,000
Total Assets	787,491	810,150
Liabilities		
Current liabilities	402	319
Total Liabilities	402	319
Equity		
Issued capital	758,944	780,732
Reserves	8,429	7,522
Retained earnings	19,716	21,577
Total Equity	787,089	809,831
	2026 \$'000	2025 \$'000
Financial performance		
Profit for the year	22,886	47,694
Total comprehensive income	22,886	47,694

Note 29: Auditor's Remuneration

	2026 \$'000	2025 \$'000
Auditor of Australian Clinical Labs Limited – Audit Services		
Audit of the financial report for the financial year	263	254
Review of the financial report for the half year	93	89
Review of sustainability report for the financial year	60	–
Total audit and other assurance services	416	343

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 30: Contingencies

(a) Contingent assets

During the 2022 financial year, one of our laboratories based in Queensland was flooded with extensive damage caused to the laboratory equipment and consumables on hand.

At 30 June 2026 the insurance claim had not been verified in its entirety and as such a receivable for the balance of the claim has not been recorded at 30 June 2026.

The Group has a contingent asset for the remaining balance of the claim that has yet to be quantified and verified by the insurers, which has not been recognised in the financial statements.

(b) Contingent liabilities

Labour costs – Prior period underpayments

Instances of employee underpayments were identified within a review period of FY17 to FY25 that were provisioned at 31 December 2025. Payment to current employees and identified former employees has been made in FY26. ACL has invested resources to improve payroll processes and governance and is conducting a broader review of the relevant instruments. In conjunction with this review the Group recognises that it may have a contingent liability which is yet to be quantified or verified, which has not been recognised in the financial statements.

Class Action

In April 2026, ACL was served with a representative proceeding filed in the Supreme Court of Victoria by a Ms Michelle Raablvánov, which is expressed to be on behalf of persons who were customers of Medlab Pathology and/or ACL prior to 15 July 2022, and whose personal information was affected by a cyberattack on Medlab Pathology in February 2022 (Claim).

The Claim seeks damages in respect of a number of allegations relating to the cyber attack.

ACL denies the allegations in the Claim and intends to vigorously defend it.

The Claim does not quantify the level of any damages sought which remain uncertain, however the Group acknowledges the Claim is a contingent liability which has not been recognised in the financial statements.

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Note 31: Deed of Cross Guarantee

Pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785, the wholly-owned subsidiaries listed below are relieved from the *Corporations Act 2001* requirements for preparation, audit and lodgement of financial reports, and Directors' reports.

It is a condition of the Instrument that the relevant holding entity and each of the relevant subsidiaries enter into a Deed of Cross Guarantee. The effect of the Deed is that each holding entity guarantees to each creditor payment in full of any debt in the event of winding up of any of the subsidiaries in each Group under certain provisions of the *Corporations Act 2001*. If a winding up occurs under other provisions of the *Corporations Act 2001*, each holding entity will only be liable in the event that after six months any creditor has not been paid in full. The subsidiaries have also given similar guarantees in the event that each holding entity is wound up.

The parent entity and subsidiaries subject to the Deed of Cross Guarantee as at 30 June 2026 are as follows:

- ACL MidCo Pty Ltd
- ACL Finco Pty Ltd
- Clinical Laboratories Pty Ltd
- Clinical Laboratories (WA) Pty Ltd
- Southern Sun Clinics Pty Ltd
- SunDoctors Kalowen Pty Ltd
- Southern Sun Pathology Pty Ltd
- Southern Sun Pathology (Helix) Pty Ltd
- Southern Sun Healthcare Pty Ltd
- Southern Sun Practices Pty Ltd
- SunDoctors Nelson Bay Pty Ltd
- SunDoctors Taree Pty Ltd
- SunDoctors Coffs Harbour (Southern Cross) Pty Ltd
- SunDoctors Pottsville Pty Ltd
- SunDoctors Byron Bay Pty Ltd
- SunDoctors Burleigh Heads Pty Ltd
- SunDoctors Novocastrian Pty Ltd
- Dermapath AI Pty Ltd
- Orange Skin Cancer Clinic Pty Ltd
- Ryde Skin Cancer Clinic Pty Ltd
- Bolton Street Cancer Clinic Pty Ltd
- Gosford SCC Pty Ltd
- Skin Cancer Clinic Parramatta Pty Ltd
- Aussie Skin Cancer Clinics Pty Ltd
- Wollongong SCC Pty Ltd
- Perth Medical Laboratories Pty Ltd
- ACL Employee Share Trusco Pty Ltd

These entities above represent a 'Closed Group' for the purposes of the Instrument.

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 31: Deed of Cross Guarantee *cont.*

(a) Consolidated statement of profit or loss of the Closed Group

	2026 \$'000	2025 \$'000
Revenue	722,285	728,718
Other income	397	1,216
Total	722,682	729,934
Consumables	(122,656)	(128,091)
Labour costs	(309,470)	(309,996)
Labour costs – prior period underpayments	(1,443)	–
Property costs	(12,980)	(13,261)
Repairs and maintenance	(9,514)	(9,698)
AIC settlement	(6,200)	–
Acquisition, restructuring and other one-off expenses	(6,455)	(3,084)
Other operating expenses	(64,941)	(65,704)
Depreciation	(11,722)	(12,690)
Depreciation of right-of-use assets	(123,035)	(122,688)
Amortisation of acquired intangible assets	(240)	(2)
Total operating costs	(668,656)	(665,214)
Earnings before interest and tax	54,026	64,720
Net finance costs	(18,043)	(17,906)
Profit before income tax	35,983	46,814
Income tax expense	(13,181)	(15,210)
Profit for the year	22,802	31,604
Net (profit) attributable to non-controlling interests	–	–
Net profit attributable to members of the Closed Group	22,802	31,604

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(b) Consolidated statement of other comprehensive income of the Closed Group

	2026 \$'000	2025 \$'000
Profit for the year	22,802	31,604
Other comprehensive income		
Items that may be reclassified subsequently to profit and loss		
Exchange differences on translation of foreign operations	–	–
Other comprehensive income for the year, net of tax	–	–
Total comprehensive income for the year	22,802	31,604
Total comprehensive income attributable to:		
Members of the Closed Group	22,802	31,604
Non-controlling interests	–	–
	22,802	31,604

(c) Reconciliation of retained earnings of the Closed Group

	2026 \$'000	2025 \$'000
Retained earnings at the beginning of the financial year	162,957	156,297
Profit from ordinary activities after income tax expense	22,802	31,604
Dividends paid during the year	(24,594)	(24,944)
Addition of SunDoctors Kalowen Pty Ltd to the Closed Group	(436)	–
Retained earnings at the end of the financial year	160,729	162,957

Notes to the financial statements *cont.*

for the year ended 30 June 2026

Note 31: Deed of Cross Guarantee *cont.*

(d) Consolidated Statement of Financial Position of the Closed Group

	2026 \$'000	2025 \$'000
Current Assets		
Cash and cash equivalents	22,654	19,371
Trade and other receivables	66,312	71,822
Inventories	14,236	15,598
Other assets	6,294	9,995
Total Current Assets	109,496	116,786
Non-Current Assets		
Plant and equipment	33,693	36,401
Right-of-use assets	256,452	232,448
Intangible assets	164,969	164,647
Other assets	1,954	2,483
Deferred tax assets	18,984	17,156
Total Non-Current Assets	476,052	453,135
Total Assets	585,548	569,921
Current Liabilities		
Trade and other payables	54,620	53,493
Lease liabilities	107,256	108,302
Provisions	47,959	47,185
Current tax liabilities	295	8,508
Deferred consideration	49	49
Other liabilities	287	411
Total Current Liabilities	210,466	217,948

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	2026 \$'000	2025 \$'000
Non-Current Liabilities		
Trade and other payables	–	880
Lease liabilities	164,877	139,255
Borrowings	62,050	41,968
Provisions	3,981	3,695
Deferred consideration	49	98
Total Non-Current Liabilities	230,957	185,896
Total Liabilities	441,423	403,844
Net Assets	144,125	166,077
Equity		
Issued capital	753,720	774,349
Reserves	(770,324)	(771,229)
Retained earnings	160,729	162,957
Total parent entity interest	144,125	166,077
Non-controlling Interest	–	–
Total Equity	144,125	166,077

Note 32: Subsequent Events

There were no other significant changes in the Group's state of affairs that occurred following the end of the financial year and up to the date of the financial report, other than those referred to elsewhere in this report.

Consolidated entity disclosure statement

for the year ended 30 June 2026

Entity Name	Entity Type	Trustee, partner or participant in joint venture	Body Corporate		Tax residency	
			Place formed or incorporated	% of share capital held (i)	Australian tax resident	Foreign jurisdictions
Australian Clinical Labs Limited	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
ACL MidCo Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
ACL Finco Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Clinical Laboratories Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Clinical Laboratories (WA) Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Perth Medical Laboratories Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
ACL Employee Share Trusco Pty Ltd	Body corporate	Trustee (iv)	Australia	100%	Yes (ii)	n/a
Australian Clinical Labs Limited Employee Share Trust	Trust	n/a	n/a	n/a	Yes	n/a
Malvern Pathology Laboratories Sdn Bhd	Body corporate	n/a	Malaysia	100%	No	Malaysia (iii)
Southern Sun Clinics Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Southern Sun Healthcare Pty Ltd	Body corporate	Trustee (v)	Australia	100%	Yes (ii)	n/a
The Aussie Healthcare Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Southern Sun Practices Pty Limited	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Taree Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Coffs Harbour (Southern Cross) Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Pottsville Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Byron Bay Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a

Entity Name	Entity Type	Trustee, partner or participant in joint venture	Body Corporate		Tax residency	
			Place formed or incorporated	% of share capital held (i)	Australian tax resident	Foreign jurisdictions
SunDoctors Burleigh Heads Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Kalowen Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Novocastrian Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Dermapath AI Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
Southern Sun Pathology (Helix) Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
SunDoctors Nelson Bay Pty Ltd	Body corporate	n/a	Australia	100%	Yes (ii)	n/a
WSCC Healthcare Pty Ltd	Body corporate	Trustee (vi)	Australia	50%	Yes	n/a
Wyong SCC Trust	Trust	n/a	n/a	n/a	Yes	n/a
Orange Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (vii)	Australia	100%	Yes (ii)	n/a
Orange Skin Cancer Clinic Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Ryde Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (viii)	Australia	100%	Yes (ii)	n/a
Ryde Skin Cancer Clinic Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Bolton Street Cancer Clinic Pty Ltd	Body corporate	Trustee (ix)	Australia	100%	Yes (ii)	n/a
Bolton Street Skin Cancer Clinic Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Gosford SCC Pty Ltd	Body corporate	Trustee (x)	Australia	100%	Yes (ii)	n/a
SCC Gosford Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Southern Sun Pathology Pty Ltd	Body corporate	Trustee (xi)	Australia	100%	Yes (ii)	n/a
Hornsby Pathology Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a

Consolidated entity disclosure statement *cont.*

for the year ended 30 June 2026

Entity Name	Entity Type	Trustee, partner or participant in joint venture	Body Corporate		Tax residency	
			Place formed or incorporated	% of share capital held (i)	Australian tax resident	Foreign jurisdictions
Skin Cancer Clinic Parramatta Pty Ltd	Body corporate	Trustee (xii)	Australia	100%	Yes (ii)	n/a
Skin Cancer Clinic Parramatta Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Aussie Skin Cancer Clinic Pty Ltd	Body corporate	Trustee (xiii)	Australia	100%	Yes (ii)	n/a
Skin Cancer Clinic Hornsby Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Wollongong SCC Pty Ltd	Body corporate	Trustee (xiv)	Australia	100%	Yes (ii)	n/a
Wollongong SCC Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a
Rouse Hill Skin Cancer Unit Trust	Trust	n/a	n/a	n/a	Yes (ii)	n/a

(i) Represents the economic interest in the entity as consolidated in the consolidated financial statements.

(ii) This entity is part of a tax-consolidated group under Australian taxation law, for which Australian Clinical Labs Limited is the head entity.

(iii) Malvern Pathology Laboratories Sdn Bhd is incorporated in Malaysia.

(iv) ACL Employee Share Trusco Pty Ltd is trustee of the Australian Clinical Labs Limited Employee Share Trust.

(v) Southern Sun Healthcare Pty Ltd – Former Name Aussie Healthcare Pty Limited is trustee of the Aussie Healthcare Unit Trust and Rouse Hill Skin Cancer Unit Trust.

(vi) WSCC Healthcare Pty Ltd is trustee of the Wyong SCC Trust.

(vii) Orange Skin Cancer Clinic Pty Ltd is trustee of the Orange Skin Cancer Clinic Unit Trust.

(viii) Ryde Skin Cancer Clinic Pty Ltd is trustee of the Ryde Skin Cancer Clinic Unit Trust.

(ix) Bolton Street Cancer Clinic Pty Ltd is trustee of the Bolton Street Skin Cancer Clinic.

(x) Gosford SCC Pty Ltd is trustee of the Skin Cancer Clinic Gosford Unit Trust.

(xi) Southern Sun Pathology Pty Ltd formerly Hornsby Pathology Pty Ltd is trustee of the Hornsby Pathology Unit Trust.

(xii) Skin Cancer Clinic Parramatta Pty Ltd is trustee of the Skin Cancer Clinic Parramatta Unit Trust.

(xiii) Aussie Skin Cancer Clinic Pty Ltd formerly Skin Cancer Clinic Hornsby Pty Limited is trustee of the Skin Cancer Clinic Hornsby Unit Trust.

(xiv) Wollongong SCC Pty Ltd is trustee of the Wollongong SCC Trust.

Basis of preparation

The consolidated entity disclosure statement has been prepared in accordance with subsection 295(3A)(a) of the *Corporations Act 2001*. The entities listed in the statement are Australian Clinical Labs Limited and all the entities it controls in accordance with AASB 10 *Consolidated Financial Statements*.

An entity is reported in the consolidated entity disclosure statement as being a tax resident in Australia if it is:

- An Australian resident within the meaning of the *Income Tax Assessment Act 1997* at that time
- A partnership at least one member of which is an Australian resident (within the meaning of the *Income Tax Assessment Act 1997*) at that time
- A resident trust estate (within the meaning of Division 6 of Part III of the *Income Tax Assessment Act 1936*) in relation to the year of income (within the meaning of that Act) that corresponds to the financial year.

Directors' Declaration

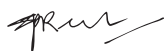
In the Directors' opinion:

- (a) the financial statements and notes set out on pages 35 to 81 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- (c) the Consolidated entity disclosure statement as at 30 June 2026 set out on pages 82 to 84 is true and correct; and
- (d) at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in Note 31 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee described in Note 31.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required under section 295A of the *Corporations Act 2001*.

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



Stephen Roche
Chair
14 August 2026



Melinda McGrath
CEO and Executive Director
14 August 2026

Independent Auditor's Report



**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
ABN: 94 645 711 128**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Australian Clinical Labs Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration. The audit specifically excludes the enclosed Sustainability Report which has been reviewed in accordance with requirements of Australian Accounting Board Standards S2 (AASB S2).

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Key Audit Matters

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

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**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
ABN: 94 645 711 128**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Key Audit Matter	How our audit addressed the key audit matter
<i>Carrying value of Goodwill</i> Refer to Note 1(l) and Note 12 At 30 June 2026 the Group's balance sheet includes goodwill relating to one cash generating unit ("CGU"). We believe due to the significance of the goodwill balance, that the carrying value is a key audit matter. Specifically, the key audit matter for us was whether the Group's value in use model for impairment included appropriate consideration and support for significant estimates and judgements and the selection of key external and internal inputs. Management's assessment of impairment of the Group's goodwill balances incorporated significant estimates and judgements in respect of factors such as forecast: • revenues; • expenses; • capital expenditure; and • economic assumptions in the cash flow model such as, discount rates, growth rates and terminal growth rate.	Our procedures included, amongst others: • Assessing management's determination of the Group's CGU based on our understanding of the nature of the Group's business and the economic environment in which it operates. • Understanding and evaluating the design and implementation of management's processes and controls regarding valuation of the Group's goodwill assets to determine any asset impairment including the procedures around the preparation and review of forecasts. • Evaluating the Group's significant estimates and judgements used to determine the recoverable value of its assets, including those relating to forecast revenue, expenses, capital expenditure, and other economic assumptions. • Engaging an auditor's expert to evaluate the key economic assumptions to external market data. • Recalculating the mathematical accuracy of the cash flow model. • Assessing the historical accuracy of forecasting of the Group. • Performing sensitivity analysis in relation to the significant estimates and judgements made by management. • Assessing the adequacy of disclosure in the financial statements.

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Independent Auditor's Report *cont.*



**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
ABN: 94 645 711 128**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's director's report and mandatory sustainability report for the year ended 30 June 2026, but does not include the financial report and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the annual report, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*; and

for such internal control as the directors determine is necessary to enable the preparation of:

- (i) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- (ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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**AUSTRALIAN CLINICAL LABS LIMITED
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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

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

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Independent Auditor's Report *cont.*



**AUSTRALIAN CLINICAL LABS LIMITED
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ABN: 94 645 711 128**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 15 to 34 of the directors' report for the year ended 30 June 2026. In our opinion, the Remuneration Report of Australian Clinical Labs Limited for the year ended 30 June 2026, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in black ink, appearing to read 'B Powers'.

B POWERS
Partner

Date: 14 August 2026

A handwritten signature in black ink, appearing to read 'Pitcher Partners'.

PITCHER PARTNERS
Melbourne

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Corporate Directory

Company's registered office and principal administrative office

Australian Clinical Labs Limited

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Share registry

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Sustainability Report **2026**

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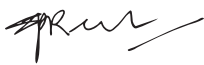
Sustainability Report

Directors' declaration

The Directors declare that Australian Clinical Labs Limited (ACN 645 711 128) ("the Company", or "ACL") and its subsidiaries ("the Group") have taken reasonable steps to ensure that the sustainability report is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's climate-related financial disclosures as at 30 June 2026 and of its performance for the year ended on that date; and
- Complying with *Australian Accounting Standard AASB S2 Climate-related Disclosures*.

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



Stephen Roche
Chair

14 August 2026

Basis of preparation

This Sustainability Report has been prepared in accordance with *Australian Accounting Standard AASB S2 Climate-related Disclosures* and the *Corporations Act 2001*.

This report covers the same time period as the rest of the Annual Report, specifically 1 July 2025 to 30 June 2026. All financial measures are expressed in Australian Dollars (AUD) unless specified otherwise.

Overview of the Group

Key business activities

The Group operates a national pathology testing business and a network of skin cancer clinics. Pathology is the medical field of testing and diagnosing disease and illness from samples of human and animal material such as blood, urine or tissue.

ACL's patients are largely referred to ACL via their general or specialist medical practitioner. Samples for testing are collected at a collection centre (ACC) located within medical practices or in other independent locations or within hospitals. Collections are performed by phlebotomists employed by ACL.

Pathology samples include but are not limited to human and animal blood, urine, faecal matter, semen, biopsies, amputations and hair. Most samples are collected by phlebotomists however histopathology samples are collected by doctors or surgeons.

Samples are then consolidated and transported to centralised labs in the States ACL operate within by an owned and dedicated fleet of vehicles and couriers. ACL's fleet of 387 owned vehicles are small 2-4 door passenger vehicles powered by a growing mix of hybrid petrol/electric engines. Fuel usage is predominately unleaded 91 octane.

Prior to sample testing, the medical professionals request form is data entered by a team of clerks located in ACL's Malaysian operations centre. Queries from referrers and patients are taken by customer service officers located in the same Malaysian location.

Samples are tested in accordance with practitioner's request at large multi-department labs staffed by Lab Technicians, Scientists and Pathologists.

The sample testing process requires the acquisition and use of chemical reagents referred to as consumables. These consumables are manufactured by a geographically and speciality diverse range of organisations who deliver these consumables ready to use on site. ACL uses dozens of different vendors who provide thousands of different chemical reagents for different chemical process interactions.

Consumables and samples are combined in sensitive specialised instruments operated by Lab Technicians, Scientists and Pathologists who are also responsible for result interpretation and invigilation.

The results are communicated to the requesting doctor digitally, by mail or fax.

Sustainability Report *cont.*

Overview of the Group (continued)

The Group generates income predominately from Federal Government health schemes (Medicare), hospital services, private health funds, business to business commercial arrangements and private paying patients.

Governance

ACL's governance structure is organised in such a way to monitor, report on and mitigate climate-related risks and opportunities (CRRO). Governance is delegated from the Board of Directors (Board) to the Audit and Risk Committee (ARC) who are advised by the Sustainability Monitoring Group (SMG). Sustainability targets are set by the Board based on advice from the ARC and SMG, who then regularly report back to the Board on the progress against these targets. Final approval of climate-related policy decisions rests with the Board.

Board of Directors

Final responsibility for monitoring CRROs at ACL rests with the Board. The Board has conducted a self-assessment of its skills as of the 25th June 2025 with relation to sustainability and climate change and assessed itself *proficient and skilled* respectively in these areas. The Board's self-assessment of their skills was reviewed by the Board through the use of a skills matrix.

The Board has utilised external contractors to receive training on its obligations regarding mandatory sustainability reporting under the *Corporations Act 2001* and *AASB S2*. The Board does not have climate-related performance metrics included in remuneration policies.

Audit and Risk Committee

The ARC is a sub-committee of the Board and assists the Board in fulfilling its responsibilities for oversight of ACL's financial reporting, internal and external audit functions, internal control structure and risk management systems. The ARC is governed by the *Audit and Risk Committee Charter*, a publicly available document which outlines membership, responsibilities, reporting and auditing. In doing so, the ARC has the responsibility to maintain free and open communication with the external and internal auditor and ACL's management.

The ARC receives updates, regular and ad hoc reports and advice on climate from the SMG. These updates are delivered at the ARC's quarterly meetings or at out-of-cycle updates when required. This includes but is not limited to advice on climate-related risks and opportunities, Scope 1, 2 and 3 emissions, mandatory climate reporting standards and requirements and progression against targets set by ACL. These updates are communicated back to the Board at scheduled Board meetings at least twice a year.

Furthermore, the ARC (either in isolation or based on advice given to it), identifies any requirements on the establishment of systems to identify, assess and monitor CRROs. The ARC has led the establishment of the Sustainability Management Group, a body designed to establish controls, policies and procedures for overseeing, managing and preparing sustainability reports as well as the maintenance of sustainability records.

Climate risks and opportunities deemed material are regularly reviewed for materiality and likelihood by the ARC in order to ensure the Board remains vigilant of any possible disruptions facing the business.

Sustainability Management Group

The ARC relies upon the subject matter expertise of the SMG to advise the Board on climate matters. In turn, the SMG is empowered to execute ACL's climate and sustainability strategy and mitigate advised climate risks.

The SMG meets to review currently identified CRROs against materiality thresholds and the already established ACL risk matrix. CRROs that have not previously met materiality or probability thresholds will be retested regularly to ensure management, ARC and the Board are updated on the current landscape and appropriate mitigations can be put in place. The SMG works with external consultants when specific skills or advice are required to make decisions or produce reports.

Chaired by the Head of Sustainability, the SMG includes the Financial Controller and the Group Risk Manager who meet quarterly. This enables the timely monitoring of the execution of the Group's climate strategy. The SMG is governed by the *Sustainability Management Group Charter*.

The Head of Sustainability administers the process of deriving, monitoring and mitigating CRROs within and outside the Sustainability Management Group. They are also responsible for the production of mandatory climate reporting.

The Financial Controller analyses and validates the materiality of CRROs and assists in the identification of said CRROs based on their knowledge of key financial metrics within the business.

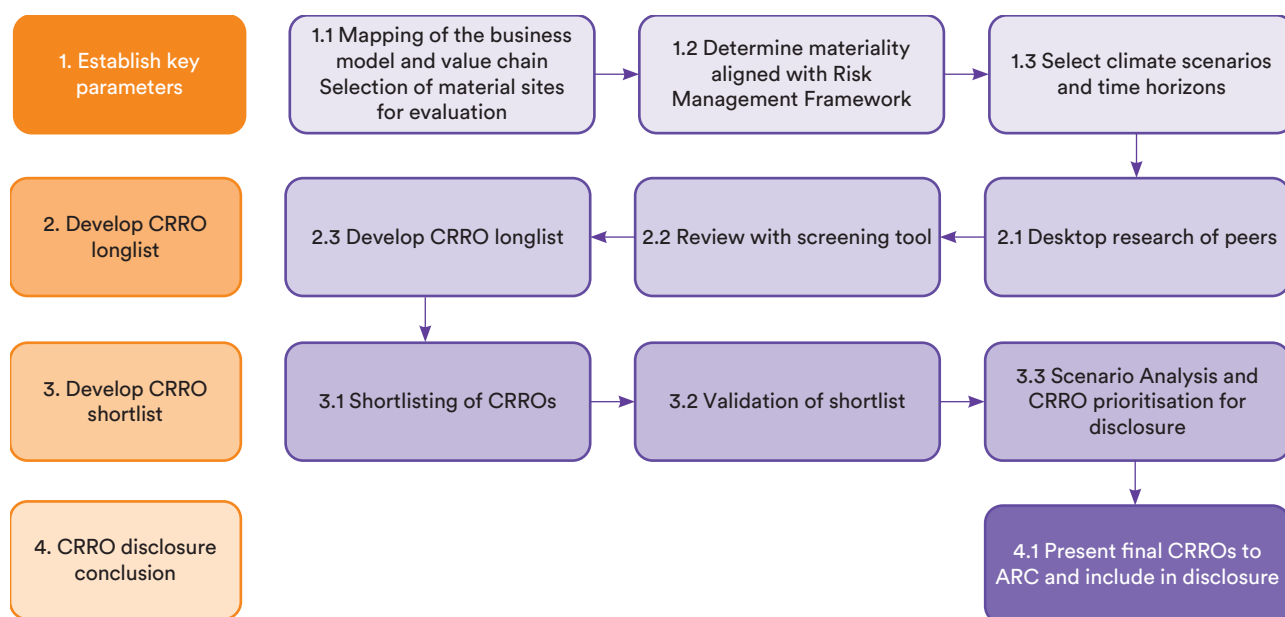
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The Group Risk Manager provides expertise on the application of the Group's risk framework, with specific emphasis on likelihood and impact risk matrix system. Additionally, they validate the definition of climate risks and opportunities within the broader business-wide risk register. A more detailed discussion of risk management is included in the Risk Management section of this report.

Climate Risks and Opportunities – Basis of Preparation

Purpose and Introduction

This Basis of Preparation (BoP) outlines the methodologies, assumptions, scope and data sources used to perform identification and assessment of climate-related risk and opportunities.



This process forms the basis of Risk Management pillar (AASB S2) disclosures which describe the process of CRRO identification and assessment. The results of this process form the basis for the Strategy pillar (AASB S2) disclosures relating to CRROs that may impact the Group.

Overview of the CRRO identification process

The process of CRRO identification and analysis included four major phases, with various sub-processes as per:

Phase 1 – Establish key parameters

This phase involved defining essential parameters for the CRRO identification and analysis process.

Mapping of the business model and value chain

The value chain is divided into three main components:

Upstream/supply – consisting of inputs that ACL depends on for its operations that it procures from other parties.

The main inputs to the business model are:

- Chemical reagents use in pathological analysis
- Pathology instruments (analysers etc)
- Human and animal biological samples to be analysed

Core services – representing functions controlled/performed by ACL:

- Sample collection from patients on leased or owned sites
- Sample transport by an owned fleet of vehicles
- Sample analysis at ACL laboratories

Climate Risks and Opportunities – Basis of Preparation (continued)

Downstream/customers – Doctors and other medical professionals receive the results of pathological analysis and communicate the results to patients in tandem with any medical intervention they deem necessary.

Within core services, ACL sites were selected for physical risk analysis to limit the number of sites to a suitable, representative sample. Site selection involved consideration of:

- **Materiality** – management's estimate of the importance of a site based on dollars/revenue. This therefore was predominately focused on large labs and operations hubs. ACL operates a network of ~1,400 collection centres with overlapping geographical and demographic responsibility, reducing their importance at an individual site level.
- **Criticality** – the extent to which a site is critical to operations or alternatively could easily be backed up by diversion of samples to another site.
- **Representation** – is the site a proxy for numerous sites in a region, based on the climate. ACL's footprint is focused in Victoria, New South Wales, South Australia, Northern Territory and Western Australia, with limited market penetration in Queensland and no market presence in Tasmania.

Determination of Materiality aligned with Risk Management Framework

Materiality for CRROs was aligned with ACL's overall Risk Management Framework and the matrix of likelihood and consequence. Risks with a likelihood of *likely* and *almost certain* and consequences of *major* or *catastrophic* were considered material.

A risk consequence of *catastrophic* (with respect to CRROs) is defined as meeting at least one of the following criteria:

- A catastrophic breach of Regulation leading to a cancellation of trading licences.
- Termination of service or accreditation by regulators due to non-compliance (e.g. Medicare Australia, National Association of Testing Authorities (NATA), WorkSafe).
- Major long-term or permanent damage to the environmental viability of the impact area.
- Hazardous materials release off-site with detrimental effect to the environment, outside assistance required to manage.
- Fire or hazardous substances spill requiring evacuation of the premises.
- Direct loss or opportunity cost where the impact is >10% reduction in NPAT.
- Multiple fatalities/single fatality.
- Widespread staff engagement issues at a national level.
- Inability to recruit employees with necessary skills across the national business.
- Significant industrial disputation at a national level.

A risk consequence of *major* (with respect to CRROs) is defined as meeting at least one of the following criteria:

- A major breach of Regulation with a restriction of operations/service by regulators (e.g. Medicare Australia, NATA, WorkSafe).
- Severe unintended impact on the environment.
- Direct loss or opportunity cost where the impact is between 5-10% reduction in NPAT.
- Multiple/single significant injury/s requiring hospitalisation.
- Widespread staff engagement issues at a state level.
- Inability to recruit employees with necessary skills within a state business.
- Significant industrial disputation at a State level.

A risk likelihood of *almost certain* is defined as 90% or greater likelihood of occurring at least once within the next 12 months, relative to whether a short, medium or long-term timeframe scenario is being considered.

A risk likelihood of *likely* is defined as being expected to occur within the next 1-2 years, with a greater than 50% chance in the next 12 months, relative to whether a short, medium or long-term timeframe scenario is being considered.

For opportunities, the terminology of the Risk Management Framework was modified as the existing risk framework within ACL does not accommodate the identification, measurement or recording of opportunities. Material opportunities were defined as those with either a *major* or *very significant potential benefit* and a likelihood of *likely* and *almost certain*. Opportunities were defined as having an equivalent and opposite level of severity to their corresponding risk.

The Group considers CRROs on equal weighting with other non-climate-related risks.

Selection of climate scenarios and time horizons

Scenarios for low and high global warming were selected based on the published recommendations of the Australian Department of Climate Change, Energy, the Environment and Water (DCCEEW) and those mandated by the *Corporations Act 2001*. The selection period took place during the financial year ended 30 June 2026. They were isolated as a stringent test of climate-related transition and physical risks. This resulted in the selection of scenarios:

- **Low emissions:** SSP1-2.6 (IPCC)
- **High emissions:** SSP3-7.0 (IPCC)

These scenarios, whilst selected by the DCCEEW, are based upon Shared Socioeconomic Pathways (SSPs) published by the Intergovernmental Panel for Climate Change (IPCC). These pathways (1-5) outline various socioeconomic circumstances based on changes in human socioeconomic behaviours and their impacts on reduction in greenhouse gases.

SSP1-2.6 is a positive scenario, which predicts changes in behaviour to incentivise sustainable climate action, with a likely range in temperature increase of 1.3°C – 2.4°C. This scenario captures the global temperature increase aligned with the *Paris Agreement* mandated by the *Corporations Act 2001* of 1.5°C.

SSP3-7.0 predicts greater international competition for resources and the lowering of importance and focus on climate change mitigations, with a very likely range in temperature of 2.8°C – 4.6°C. This scenario captures the alternative global temperature increase mandated by the Standard of >2.5°C.

Time horizons were selected based on consideration of:

- The Group's budgeting and strategic planning cycle.
- Asset useful lives.
- Lifecycle of investment decisions.
- Peer and industry practice.

The specific time horizons selected for scenario analysis were:

- Short term: 0-1 years. This was chosen to match the budgeting cycle of the business
- Medium term: 1-5 years. This was chosen to match the strategic planning cycle of the business
- Long term: 5-25 years. This was chosen to match the lifecycle of long-term strategic investments made by the business

The selection of climate scenarios and time horizons was done against consideration of the whole Group's operation in Australia and Malaysia.

Phase 2 – Develop CRRO longlist

Desktop research of peers

Desktop research was undertaken based on examples of pathology service providers in any global region with published TCFD or IFRS S2 aligned reporting such as disclosures of CRROs.

Review with screening tool

Transition risks are those “that arise from efforts to transition to a lower-carbon economy. Transition risks include policy, legal, technological, market and reputational risks.” (AASB S2 A6)

Transition risks were screened for long-listing based on the ACL value chain and the TCFD defined categories and the sub-categories of Policy and Legal, Technology, Market, Reputation, Resource Efficiency, Energy source, Products and Services and Resilience. This CRRO longlist was designed to be a pool of ACL-relevant CRROs irrespective of materiality concerns. Research was performed to assess the potential impact of each of the categories on the business. Documentation screened included local and global policies and regulations, healthcare sector specific policies, research papers on pathology-specific technologies and chemicals.

Physical risks are those “resulting from climate change that can be event-driven (acute physical risk) or from longer-term shifts in climatic patterns (chronic physical risk). Acute physical risks arise from weather-related events such as storms, floods, drought or heatwaves, which are increasing in severity and frequency. Chronic physical risks arise from longer-term shifts in climatic patterns including changes in precipitation and temperature which could lead to sea level rise, reduced water availability, biodiversity loss and changes in soil productivity.” (AASB S2 A3)

Climate Risks and Opportunities – Basis of Preparation (continued)

Physical risks were screened for applicability using the value chain definition, ACL sites selected in consideration of *Climate Impact Drivers (CIDs)* sourced from the IPCC. These are defined by the IPCC Sixth Assessment Report FAQ as a *change in physical condition that directly impacts society or ecosystems as long-term, common or extreme events*. Research and analysis was conducted to understand the likelihood of climate impacts on sites and the value chain based on precedent events.

The CRRO longlist was based on converting the exposures identified in the screening tool analysis into a narrative description of how the CRRO could impact ACL. This ensured that risks identified from market analysis were relevant to ACL's market and geographic position. For physical risks this involved combining research of precedent events such as heatwaves and floods, with the impact of business continuity events on the business. For transition risks, further research was conducted to explore each of the identified risk exposures and assess their unique potential to impact ACL.

Phase 3 – Develop CRRO shortlist

Shortlisting of CRROs

The CRRO longlist was plotted on a matrix of likelihood and consequence as a preliminary assessment of materiality. Based on the level of exposure (likelihood and consequence), CRROs were then filtered to a shortlist for further analysis and validation.

The proposed CRRO shortlist was reviewed and validated against the likelihood and consequences of CRROs, as well as describing mitigating controls/factors already established in the business. This led to refinement of the preliminary assessment and resulted in a shortlist of CRROs for evaluation using scenario analysis.

Scenario Analysis and CRRO Prioritisation

Scenario analysis included the following steps:

- For physical risks – selected the most suitable available dataset for the CRRO and the relevant climate impact drivers over the short/medium /long-term time horizons.
- For transition risks and opportunities – selected datasets reflecting transition variables, e.g. expected market carbon prices under different scenarios.
- Analysed the impact of the projected changes in climate variables or transition variables on the CRRO. The projected changes were assessed for likelihood of exacerbating CRROs identified, including establishing chronic or acute impacts, or reducing effectiveness of mitigations.

For CRROs that were likely material, high-level quantification of the impacts was performed for internal decision support purposes as follows:

- Determined financial statement line items that would potentially be impacted by the CRRO, e.g. P&L expenses or revenues, cash flows, balance sheet assets/liabilities.
- Gathered available data for use in impact quantification.
- Prepared a high-level range estimate of the quantitative impact of the CRRO.

The quantitative assessment was only to consider materiality and not a detailed quantification suitable for disclosure. The Group lacks the comprehensive data on emissions, value chain/scope 3 GHG potential and stress test outcomes to produce a reliable estimate of the impact of these CRROs across discrete timelines.

Phase 4 – CRRO disclosure conclusion

Present final CRROs to ARC and include in disclosure

A final list of CRROs considered material was presented to ARC with the following categorisation:

- Disclosure of the CRRO in the climate statements and inclusion in the risk register.
- Non-disclosure of the CRRO in the climate statements, but inclusion of the CRRO in the risk register for ongoing monitoring.
- Non-disclosure of the CRRO and no need for ongoing monitoring in the risk register.

Determination of prescription to each category was made with assessment against the ACL consequence/likelihood risk matrix. CRROs with materiality (likely/almost certain and major/catastrophic) were presented for disclosure. Non-material CRROs with enough concern to meet lower consequence/likelihood measures were included in the risk register for ongoing monitoring until such time they are deemed to have no potential impact on the business.

The Group has elected to record CRROs separately from other non-climate related risks, however CRROs are given equal weighting to non-climate related risks relative to internally determined materiality.

Climate-related risks and opportunities

The Group has identified two climate-related risks and opportunities that could reasonably be expected to affect its prospects.

Name/Description	Risk Type	Time horizon	Financial impact
Expected increase in reagent costs	Transition risk	Medium and Long Term	No impact in FY26. Increased consumable costs in medium term.
Increased service demand due to climate-related health trends	Opportunity	Long-term	No impact in FY26. Increased revenue in long term.

The above identified CRROs have been analysed relying on information which is variable in nature. Global macroeconomic, monetary and fiscal policy in the long term can rarely be predicted reliably. Disease and disaster, whose eventual occurrence is certain on a long enough time horizon, can manifest in an infinitely diverse range of ways. This diversity creates fundamental uncertainty to the timing, severity and impacts on the ACL business.

This level of measurement uncertainty has been assessed as so high that resulting quantitative information would not be useful, save for the fact that each CRRO has met the Group's internal definition of materiality for inclusion herein.

Expected increase in reagent costs

Summary/Overview

Reagents are an essential input for most pathology tests and a significantly material tangible purchase category for the business. Reagents are largely produced from industrial processes with petrochemical inputs and have significant carbon intensity. Reagents are sourced from a diverse range of suppliers and manufactured across the globe. There are two factors likely to increase the cost of reagents in the medium and long term, being the impact of carbon pricing and demand shifts away from fossil fuels respectively.

Medium term

The introduction of carbon pricing mechanisms in the future could have a material impact and add to the cost structure of ACL's business. Carbon pricing mechanisms effectively impose a cost on corporations and individuals directly (through taxation) or indirectly (through market mechanisms) on their GHG emissions. Regulatory changes involving carbon pricing are also being considered and implemented across the globe. Scenario analysis has identified that it is likely this change could take place in the medium term (2030) and almost certain it will be in place in the long term (2050).

This risk was assessed against the two identified climate scenarios (SSP1-2.6 and SSP3-7.0) and deemed material in both circumstances.

Long term

The trend to reduce reliance on fossil fuels is a market-driven dynamic that is expected to gain momentum. Feedstocks for reagent inputs such as methanol are currently sourced from natural gas, which is still in abundant supply. In the long term, global Net Zero pathways and the preference for circularity in product lifecycles is expected to lead to widespread substitution of fossil fuels, significantly reshaping chemical cost structures and industrial processes. It is expected costs will increase significantly, at least for a transitional period until low carbon/sustainable product production processes and manufacturing capacity reach maturity.

It is acknowledged that additional costs for production of low carbon/renewable reagents will reduce the burden of carbon taxes, however it is expected there will be an overall increase in the cost of reagents.

There is also uncertainty around the level of exposure to carbon pricing mechanisms, based on the current, limited understanding of the carbon intensity of reagents. There are many reagents involved in ACL's business and the carbon intensity of these inputs is not yet known at a granular level. Based on limited, spend-based emissions factors it looks to be significant. A clearer picture will emerge as the Scope 3 inventory measurement process matures and suppliers are requested to provide emissions factors for each specific reagent. Carbon pricing schemes and Cross-Border Adjustment Mechanisms (CBAM) will also drive transparency between suppliers and ACL of GHG emissions in industrial processes.

Impact on business model and value chain

The anticipated effect of this change is to increase an input cost for ACL. This impact is expected to be industry-wide and is not expected to impact ACL any more or less than its competitors. The change will generate activity in the upstream value chain as suppliers seek to reduce carbon intensity and develop sustainable alternatives. It is possible suppliers' competitive positions will change; however, this is not likely to force a change to ACL's business model. ACL

Climate-related risks and opportunities (continued)

will still procure reagents from suppliers who offer the best value quality, service and price. As this is an upstream industry-wide impact, there is no feasible mitigation that can be adopted for this risk. The financial impact and determination on materiality and disclosure is discussed in the Financial Impact section below.

Effect on Strategy

This risk is expected to have a minor impact on ACL's strategy. ACL will further explore the carbon footprint within its value chain while preparing its Scope 3 emissions inventory in the next reporting period. This will enable ACL to understand the carbon footprint of its inputs in more granular detail and facilitate interaction with the upstream supply chain to work jointly on reducing carbon intensity and developing sustainable/renewable alternatives.

Financial Impact

The financial impact of a carbon price would likely be material and lead to an increase in consumable costs. Likewise, the cost of developing renewable alternatives to fossil fuel-based reagents is expected to be material and lead to significant consumable cost increases until the alternative products reach maturity and scale. Consumable costs are <20% of total operating costs.

Consumables are an inventory item for the Group, and therefore there is expected to be no impact to the valuation of assets, nor is there expected to be an impact on capital requirements. There is no currently identifiable impact of this risk on the Group's business model or value chain. As the identified CRROs are projected to have medium and long-term impacts, there is not expected to be any material risk to the carrying amounts of assets and liabilities in the next annual reporting period. The diversity of supply in the consumable supply chain means that it will not be possible to separately identify the impacts of this risk if it does eventuate.

The determination that this CRRO is material is based on high level assumptions of carbon intensity for reagents based on generalised spend-based emissions factors. Emission factors project emissions based on a ratio of CO₂-e to AUD consumable expenses. Additionally, these assumptions are not necessarily representative of the granular industrial process unique to each of the thousands of different reagents used in a modern full scope pathology laboratory. Finally, the specific chemical components and the manufacturing process behind them are often held as confidential corporate information for suppliers in the reagent industry, further obscuring specific emissions data and creating a high level of measurement uncertainty. This level of measurement uncertainty is so high that any quantitative information provided would not be useful to users of ACL's sustainability report.

Further assumptions were required regarding the scope and size of future carbon taxes. The development of alternatives to fossil fuels is a long-term undertaking and there is no reliable information to estimate costs at this stage. For this reason, quantitative information has not been disclosed given that the significant measurement uncertainty involved such that resulting information would not be useful to the users of ACL's sustainability report.

ACL does not use an internal carbon price for the purposes of sustainability modelling.

Increased business volume in the long term due to climate-related health trends

Summary/Overview

Climate-related health trends, such as increased heat-related illness and infectious disease incidence, may drive higher demand for diagnostic testing and pathology services, supporting both profit and revenue growth. Long-term climate-driven shifts in temperature, humidity and rainfall are recognised risk multipliers for communicable diseases and could contribute to an increase in disease occurrence driving demand for services. This opportunity is assessed primarily in the long-term time horizon (2031 to 2051).

Impact on business model and value chain

Climate-driven increases in service demand are difficult to predict, and could occur in line with changes in temperature, or with sudden spikes in the case of pandemic outbreaks. Based on the experience of the COVID-19 pandemic the business has demonstrated it can pivot and scale services quickly to respond. As this opportunity is assessed as material in the long term, there is no anticipated impact on the business model and value chain at this stage.

Effect on Strategy

The business will remain alert to health trends, including any that are climate-driven. This will inform strategic decisions regarding service offerings and the geographical footprint of the business. These activities are incorporated within overall planning, and any climate-driven effects will be monitored, but not considered differently to other non-climate health trends.

Financial Impact

This opportunity has potential to increase revenues and profits in the long term. Based on high-level assumptions the increases could be material, however there is no basis for detailed and reliable quantification as the opportunity is decades in the future. Additionally, no information exists as to the potential clinical basis of any such disease and the specific pathological testing methodology required to detect it. The level of measurement uncertainty involved is so high that resulting financial information would not be useful.

Non-material climate-related physical risk for ongoing monitoring

There was one climate-related physical risk that was assessed as immaterial in the short, medium and long-term time horizons based on likelihood and existing mitigation factors but will be monitored for ongoing impact and future re-assessment.

Extreme heatwave events causing operational disruption

Pathology services rely on the operation of a logistics system that ensures patient samples with known time and storage condition related deterioration are delivered to laboratories and can be tested within accreditation based and validation parameters to meet the diagnostic requirements of the particular test. Extreme heat events could place stress on the cold chain process and lab operations. The main mechanisms for this would be through employee absenteeism due to heat, and stress to critical energy infrastructure causing loss of power to laboratories for an extended period of time.

This risk was evaluated considering a scenario of a protracted (>5 days) heatwave of over 35°C which will likely be a more common occurrence in the future. The resilience of business processes was evaluated as satisfactory at present, based on precedent experiences of extreme heat events and ultimately the risk was evaluated as non-material. It is acknowledged the likelihood and intensity of extreme heat events will increase in future so systems will be tested to a greater level than in the past. As part of ongoing monitoring of this risk the business will introduce some more specific controls such as the monitoring of absenteeism during heat events.

Strategy for climate resilience

Based on the number and significance of CRRs and the mitigation measures already in place, management conclude that the Group's strategy and business model appear appropriately resilient over all time horizons and internally identified and tested climate scenarios out to 2051. Based on both internal and external information made available to ACL, it is unlikely that the Group would need to adapt the Group's strategy in response to climate. The Group expects it can respond to climate-related matters within its existing financial resources and will not require additional sources of finance.

There are several features of the business model that limit the potential impact of climate and contribute to resilience:

Emissions intensity

The operations of ACL are not emissions intensive. There is some upstream emissions intensity in the production of reagents and consumables that will require upstream suppliers to lead on decarbonisation, but this impact will be industry-wide and not disadvantage ACL disproportionately.

Ability to capture climate-related health opportunities

The business is well positioned to capitalise on future opportunities from climate-related diseases or acceleration of the spread of disease due to climate change. The experience of COVID demonstrated ACL's ability to respond quickly, scale capacity and implement new processes and tests, to achieve profitable outcomes in a rapidly changing political, clinical and operational environment.

Site location and diversification

The business model is based on large numbers of collection centres and labs concentrated in population centres proportional to demographic densities with relatively resilient infrastructure. The workload for most sites can be diverted to alternative sites at short notice and work can be prioritised to ensure time-critical tests are delivered if capacity is constrained. The learned experience of operating during the COVID-19 pandemic has given the business expertise in pivoting the logistical networking using a series of overlapping solutions.

Strategy for climate resilience (continued)

Workforce exposure

The ACL workforce is located predominately indoors in air-conditioned commercial premises. Couriers are in air-conditioned vehicles and have only minor outdoor exposure.

Nature dependencies

The value chain does not have significant identified nature dependencies; hence the impact of climate is indirect.

Insurance and Business Continuity

ACL has invested in comprehensive insurance products that protect business-critical assets such as laboratories and logistical vehicles from a variety of events, including climate-driven occurrences. Additionally, the business has developed and tested a comprehensive set of business continuity plans for unplanned interruptions. These interruptions are root cause agnostic and therefore can be applied to a variety of climate events such as floods, bushfires and extreme heat events.

Climate scenarios

Two different climate scenarios were overlayed on any consideration of CRROs. These climate scenarios are based on a set of assumptions around socioeconomic behaviours with likely climate outcomes projected therein. ACL has considered CRROs in terms of both the socioeconomic backdrop precipitating these risks, as well as the actual climate change which will potentially occur. It is against these climate scenarios that ACL believes these CRROs to be material.

Risk Management Framework and Background

Data and Available Information

ACL relies on a large and complex dataset to analyse risk and the Group's climate emissions. All CRROs are analysed and presented assuming that underlying data and information is robust in nature and has been reviewed through reliable frameworks.

Risk Management Framework

ACL recognises risk management as a key component of good governance. The Group utilises risk management to support its mission to empower decision making that saves and improves patients' lives, and to enhance achievement of Company objectives.

ACL has established a fit-for-purpose framework that reflects the Group's values and is focused on ensuring material risks are recognised, managed, and appropriately reported across the business. The design of this framework meets the guidance outlined in the international standard for risk management (ISO 31000). The Managing Director supported by the National Executive Team is accountable for maintaining this framework in alignment with the Board's expectations.

Risk management is fundamental to the ongoing success of the Group and through its application, ensures we capitalise on opportunities and manage threats within our risk appetite.

In FY27, ACL's Mandatory Climate Reporting (MCR) program will formalise ACL's business-as-usual (BAU) climate risk management (currently operated as a standalone exercise to establish foundational capabilities).

Metrics and Targets

Greenhouse Gas Emissions

The guidelines used for GHG assessments are in accordance with *The GHG Protocol: A Corporate Accounting and Reporting Standard (Revised Edition)* ("The GHG Protocol").

To conduct a GHG assessment, both the organisational and operational boundaries must be set. The GHG Protocol is the universally recognised standard in setting these boundaries. This gives ACL consistency when accounting for and setting the scope of its emission sources.

Setting the operational boundaries involves identifying emissions associated with its operations, categorising them as direct and indirect emissions, and choosing the scope of accounting and reporting for indirect emissions.

The GHG assessment for ACL included the following location types:

- ACL Nationwide Laboratories
- ACL Nationwide Accredited Collected Centres (ACC)
- SunDoctors Sites
- Other facilities (including car parks, offices, and multi-vendor leases)

For setting organisational boundaries, two distinct approaches can be used to consolidate GHG emissions; the equity share and the control approaches:

- **Equity Share:** where an organisation accounts for GHG emissions from operations according to its share of equity in the operation.
- **Control Approach:** an organisation accounts for 100% of the GHG emissions from operations over which it has control. It does not account for GHG emissions from operations in which it owns an interest but has no control. Control can be defined in either financial or operational terms.
 - An organisation "has financial control over the operation if the former has the ability to direct the financial and operating policies of the latter with a view to gaining economic benefits from its activities." (*The GHG Protocol: A Corporate Accounting and Reporting Standard (Revised Edition)*)
 - Alternatively, the approach of "operational control over an operation exists if the former or one of its subsidiaries ... has the full authority to introduce and implement its operating policies at the operation." (*The GHG Protocol: A Corporate Accounting and Reporting Standard (Revised Edition)*)

ACL accounts for its emissions under the financial control approach.

A GHG assessment separates emissions into three scope levels: Scope 1, Scope 2, and Scope 3. ACL has adopted the transition relief available under AASB S2.C4 and has not disclosed its Scope 3 greenhouse gas emissions. The separation of scopes ensures that no double accounting occurs.

- Scope 1 emissions are direct emissions over which a company has direct control. For ACL, this is predominately combustible fuels used in our fleet of courier vehicles. The inventory of fuel types purchased and used by the Company is managed by a specialised third-party fleet management organisation, ensuring accuracy and accountability for the data used to calculate Scope 1 emissions.
- Scope 2 is purchased electricity, heat, or steam. ACL uses a specialised third party to capture electricity and gas volumes consumed. For sites where ACL's operation is embedded within medical practices and individual meter readings are not available, consumption is extrapolated using operational models. Electricity and gas volumes are converted to GHG emissions using *The GHG Protocol* Scope 2 location-based method.

The Group's methodology for calculating and extrapolating Scope 1 and 2 emissions has been validated by a third-party specialist.

Sustainability Report *cont.*

Metrics and Targets (continued)

Unless otherwise stated, the calculation methodologies and emission factors used in this assessment are derived from the National Greenhouse Accounts (NGA) Factors in accordance with *Method 1* from the *National Greenhouse and Energy Reporting (Measurement) Determination (2008)* for the current reporting period. Specifically, ACL utilises a location-based Scope 2 measurement approach, where the emission intensity is a direct function of the mean of the energy grid supplying electricity.

A summary of the key reporting policies is set out below:

Item	Note
Greenhouse gases	All GHG emissions figures are reported in tonnes of carbon dioxide equivalents (tCO ₂ -e)
Organisational boundary	Direct GHG emissions and indirect GHG emissions have been reported using the Financial Control Approach as defined by the GHG Protocol. 100% of emissions for ACL within the organisational boundary have been reported.
Operational boundary	All Scope 1 (direct GHG emissions) and Scope 2 (indirect GHG emissions) have been reported for operations within the organisational boundary.
Geographical scope	Only GHG emissions that fall within the operational boundary of the Group have been reported.
Conversion factors	The GHG emissions associated with ACL have been determined on the basis of direct measurement, purchase invoices or estimations multiplied by relevant carbon conversion factors using Method 1 of the NGER Determination, unless otherwise stated.

ACLs emissions summary is as follows:

Operational Boundary	Examples of Inclusions	(tCO ₂ -e)	% Contribution to Total
Scope 1	Direct emissions such as those resulting from fuel use.	2,105	24%
Scope 2	Purchased electricity.	6,722	76%
Scope 1 & 2 Emissions Total		8,827	100%

All greenhouse gas emissions reported arise from the consolidated accounting group. There are no other investees or entities included in the disclosed emissions.

Metrics and Targets

ACL has developed a list of climate targets which are sustainable in the long term and balance the need for action to reduce emissions with fiscal responsibility.

Fleet operations and logistics has been identified as an area of the Group's value chain where ACL has direct operational control and can make meaningful and sustainable change in order to reduce emissions. Progress towards these goals is set by the Board on advice from ARC.

ACL operates a fleet of 387 vehicles, with the majority being small 2-4 door passenger vehicles fully owned and operated for the purpose of moving samples from collection centres, medical practices and hospitals to laboratories.

Vehicle Operations Optimisation

Replace petrol vehicles

ACL currently operates a fleet of 51.2% petrol only vehicles and 48.8% hybrid vehicles. Trials on viability are ongoing for electric vehicles. ACL has committed to no longer purchasing ICE (Internal Combustion Engine) only vehicles. ACL has committed to replacing 30 ICE-only fleet vehicles with hybrid or electric vehicles each year.

Objective	Reduce Scope 1 emissions
Scope	All Group-owned logistics vehicles
Period End	End 2031
Base period	FY25
Target type	Absolute
GHG target	None
Alignment with international agreements	Aligned with Paris Agreement (2016)
Review and monitoring process	Via Governance meetings as described above
Performance	48.8% of vehicles are hybrid

Reduce kms driven per episode

ACL has a complex and expansive logistical network to move human and animal samples between collection points and laboratories, or between different laboratories where differing specialisations and departments exist.

ACL relies on the following strategies to reduce overall kilometres driven per episode each year and commits to further reduce this ratio each year in the future.

- Route optimisation software utilisation to minimise backtracking or inefficient driving routes
- Collections management to reduce the collection of multiple samples from the same location per day when not necessary
- Collection on demand utilisation to prevent futile logistical stops by drivers when not required.

ACL has committed to reducing kms driven per episode collected by 5% each year until 2030, at which point the target will be reviewed for future operational considerations.

Objective	Reduce Scope 1 emissions
Scope	All Group-owned logistics vehicles
Period End	End 2031
Base period	FY25
Target type	Absolute
GHG target	None
Alignment with international agreements	Aligned with Paris Agreement (2016)
Review and monitoring process	Via Governance meetings as described above
Performance	1.27 km/episode (5.2% reduction on FY25)

Auditor's Independence Declaration



AUSTRALIAN CLINICAL LABS LIMITED
ABN: 94 645 711 128

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF
AUSTRALIAN CLINICAL LABS LIMITED**

In accordance with section 307C of the *Corporations Act 2001*, I declare to the best of my knowledge and belief in relation to the review of the specified Sustainability Disclosures in the Sustainability Report for the year ended 30 June 2026, there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* in relation to the review.

This declaration is in respect of Australian Clinical Labs Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to read 'B Powers'.

B POWERS
Partner

Date: 14 August 2026

A handwritten signature in black ink, appearing to read 'Pitcher Partners'.

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Melbourne

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Independent Auditor's Review Report on Specified Sustainability Disclosures



**AUSTRALIAN CLINICAL LABS LIMITED
AND CONTROLLED ENTITIES
ABN: 94 645 711 128**

INDEPENDENT AUDITOR'S REVIEW REPORT ON SPECIFIED SUSTAINABILITY DISCLOSURES TO THE MEMBERS OF AUSTRALIAN CLINICAL LABS LIMITED

Review Conclusion

We have conducted a review of the following sustainability disclosures (the "specified Sustainability Disclosures") in the Sustainability Report of Australian Clinical Labs Limited (the "Company") and its controlled entities ("the Group") for the year ended 30 June 2026 as required by Australian Standards on Sustainability Assurance ASSA 5010 *Timeline for Audits and Reviews of Information in Sustainability Reports* under the *Corporations Act 2001* issued by the Auditing and Assurance Standards Board (AUASB):

Sustainability Disclosures	Reporting requirement of Australian Sustainability Reporting Standard AASB S2 <i>Climate-related Disclosures</i> ("AASB S2") (including related general disclosures required by Appendix D)	Location in Sustainability Report
Governance	Paragraph 6	Section labelled Governance on pages 2 and 3
Strategy (risk and opportunities)	Subparagraphs 9(a), 10(a) and 10(b)	Specific disclosures included within Section labelled Climate-related risks and opportunities being the contents of columns labelled "Name/Description" and "Risk Type" within table on page 7, and subsections labelled "Summary/Overview" on pages 7 and 8.
Scope 1 and 2 emissions	Subparagraphs 29(a)(i)(1) to (2) and 29(a)(ii) to (v)	Subsection labelled Greenhouse Gas Emissions in section labelled Metrics and Targets on pages 11 and 12

The requirements of AASB S2 identified in the table above form the criteria relevant to the specified Sustainability Disclosures and apply under Division 1 of Part 2M.3 of the *Corporations Act 2001* (the "Act").

We have not become aware of any matter in the course of our review that makes us believe that the specified Sustainability Disclosures do not comply with Division 1 of Part 2M.3 of the *Corporations Act 2001*.

Basis for Conclusion

Our review has been conducted in accordance with Australian Standard on Sustainability Assurance ASSA 5000 *General Requirements for Sustainability Assurance Engagements* ("ASSA 5000") issued by the AUASB. Our review includes obtaining limited assurance about whether the specified Sustainability Disclosures are free from material misstatement.

In applying the relevant criteria, we note that subsection 296C(1) of the Act includes a requirement to comply with AASB S2.

Our conclusion is based on the procedures we have performed and the evidence we have obtained in accordance with ASSA 5000. The procedures in a review vary in nature and timing from, and are less in extent than for, an audit. Consequently, the level of assurance obtained in a review is substantially lower

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Independent Auditor's Review Report on Specified Sustainability Disclosures *cont*



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ABN: 94 645 711 128**

INDEPENDENT AUDITOR'S REVIEW REPORT ON SPECIFIED SUSTAINABILITY DISCLOSURES TO THE MEMBERS OF AUSTRALIAN CLINICAL LABS LIMITED

than the assurance that would have been obtained had an audit been performed. See the *Summary of the Review Work Performed* section of our report below.

Our responsibilities under ASSA 5000 are further described in the *Auditor's Responsibilities for the Review of the specified Sustainability Disclosures* section of this report.

We are independent of the Group in accordance with the applicable ethical requirements of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (November 2018 incorporating all amendments to June 2024) (the "Code"), together with the ethical requirements in the Act, that are relevant to our review of the specified Sustainability Disclosures and public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

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

Our firm applies Australian Standard on Quality Management ASQM 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Reports and Other Financial Information, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management, including policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

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

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the Sustainability Report for the year ended 30 June 2026 but does not include the specified Sustainability Disclosures.

Our conclusion on the specified Sustainability Disclosures does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our review of the specified Sustainability Disclosures, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the specified Sustainability Disclosures, or our knowledge obtained when conducting the review, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

First Year of Preparation of a Sustainability Report and Sustainability Disclosures Not Subject to Review

The year ended 30 June 2026 is the first year the directors of the Company have been required to prepare a Sustainability Report under the *Corporations Act 2001* and obtain assurance over certain sustainability disclosures in the Sustainability Report. Thus, the Sustainability Report does not disclose comparative information and, includes sustainability disclosures subject to review (as identified in the *Review Conclusion* section of our report) as well as sustainability disclosures that are not subject to review.

Responsibilities of the Directors for the specified Sustainability Disclosures

The directors of the Company are responsible for:

- The preparation of the specified Sustainability Disclosures in accordance with the Act; and
- Designing, implementing and maintaining such internal control necessary to enable the preparation of the specified Sustainability Disclosures, in accordance with the Act that are free from material misstatement, whether due to fraud or error.

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**INDEPENDENT AUDITOR'S REVIEW REPORT ON SPECIFIED SUSTAINABILITY DISCLOSURES
TO THE MEMBERS OF
AUSTRALIAN CLINICAL LABS LIMITED**

Inherent Limitations in Preparing the specified Sustainability Disclosures

Greenhouse gas emissions quantification relating to Scope 1 and Scope 2 is subject to significant measurement uncertainty, which arises because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases. The comparability of sustainability information between entities and over time may be affected by inconsistencies in the methods to estimate or measure those emissions, due to different, but acceptable, methods applied.

Auditor's Responsibilities for the Review of the specified Sustainability Disclosures

Our objectives are to plan and perform the review to obtain limited assurance about whether the specified Sustainability Disclosures are free from material misstatement, whether due to fraud or error, and to issue a review report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the specified Sustainability Disclosures.

As part of a review in accordance with ASSA 5000, we exercise professional judgement and maintain professional scepticism throughout the engagement. We also:

- Perform risk assessment procedures, including obtaining an understanding of internal control relevant to the engagement, to identify and assess the risks of material misstatements, whether due to fraud or error, at the disclosure level but not for the purpose of providing a conclusion on the effectiveness of the entity's internal control.
- Design and perform procedures responsive to assessed risks of material misstatement at the disclosure level. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Summary of the Review Work Performed

A review is a limited assurance engagement and involves performing procedures to obtain evidence about the specified Sustainability Disclosures. The nature, timing and extent of procedures selected depend on professional judgement, including the assessed risks of material misstatement at the disclosure level, whether due to fraud or error.

In conducting our review, we performed limited assurance procedures based on our professional judgement, including:

- Enquiring with Group personnel to obtain an understanding of internal controls, governance and processes applicable to the specified Sustainability Disclosures;
- Evaluating the appropriateness of the specified Sustainability Disclosures in relation to the AASB S2 requirements (the relevant criteria);
- Validating the specified Sustainability Disclosures to underlying supporting information and data sources on a sample basis;
- Assessing assumptions and estimates utilised in the specified Sustainability Disclosures;
- Testing the arithmetic accuracy of calculations within the specified Sustainability Disclosures on a sample basis; and
- Performing analytical procedures applicable to the specified Sustainability Disclosures.

B POWERS
Partner

Dated: 14 August 2026

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