Kip McGrath Education Centres Limited

ABN 73 003 415 889

Annual Report - 30 June 2026

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Kip McGrath Education Centres Limited
Corporate directory
30 June 2026

Directors	Damian Banks (Chair) Melinda Smith (Chief Executive Officer and Managing Director) Lynne Lewis (Non-executive Director) Anne Bell (Non-executive Director)
Company secretary	Adrian Sturrock
Notice of annual general meeting	The details of the annual general meeting of Kip McGrath Education Centres Limited are: Second Floor 31 Market Street Sydney NSW 2000 Tuesday 29 September 2026 at 2:00pm (AEST)
Registered office	Suite 2.02, Level 2 31 Market Street Sydney, NSW 2000 Head office telephone: 02 4929 6711
Share register	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford, VIC 3067 Shareholders enquiries: 1300 787 272
Auditor	PKF Newcastle 755 Hunter Street Newcastle West, NSW 2302
Bankers	HSBC Bank Australia Ltd Tower 1, International Towers Sydney Level 36 100 Barangaroo Avenue Sydney NSW 2000
Stock exchange listing	Kip McGrath Education Centres Limited shares are listed on the Australian Securities Exchange (ASX code: KME)
Website	www.kipmcgrath.com
Corporate Governance Statement	The directors and management are committed to conducting the business of Kip McGrath Education Centres Limited in an ethical manner and in accordance with the highest standards of corporate governance. Kip McGrath Education Centres Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The consolidated entity's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and the ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual can be found on the consolidated entity's website at https://www.kipmcgrath.com/global/shareholder-information

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Kip McGrath Education Centres Limited
Chair and Chief Executive Officer's report
30 June 2026

Dear Shareholders,

For 50 years, Kip McGrath's dedicated franchisees have been delivering individually tailored, teacher led, small group lessons to students, helping them build the skills, confidence and capability they need to succeed at school and beyond.

FY26 has been a year dedicated to building the foundation for enhanced, sustainable top line and profit growth. As a result of the difficult decisions, hard work and targeted investments made over the past 18 months, Kip McGrath is strongly positioned for the future.

Key Areas of Activity

1. Franchise Centre Consolidation

   The company has focused on removing underperforming, low potential centres which were contributing only marginal economic benefits. This has resulted in a net reduction of 22 centres to a total of 431* at year end. Whilst this has resulted in a small temporary drop in revenue, it has allowed staff and resources to focus on higher value centres, leading to a healthier and faster growing franchise network.

   * *Centre numbers at 30 June 2026 have been adjusted from 433 in the preliminary final report to 431 in the annual report, which now excludes two small Silver centres in South Africa which have closed.*

2. Investment in Core Franchisees

   The company has accelerated its pace of investment in the franchise network, informed in part by the results of a comprehensive franchisee survey undertaken earlier in the year. By focusing on issues which matter most to franchisees - stronger communication and engagement, improved systems and business intelligence, AI led efficiency gains and practical tools that help build stronger, more successful businesses – the network's capacity to deliver growth for franchisees and Kip McGrath continues to strengthen.

   Alongside these initiatives, there has been continued investment in marketing capabilities and curriculum development.

   Overall, the franchisee network is well positioned to drive enrolment growth, increased lessons and most importantly, deliver even better outcomes for students.

3. New Executive Team

   The company has actively recruited new senior management personnel over the last twelve months, materially upgrading the executive capability at Kip McGrath.

   Melinda Smith joined as CEO and Managing Director in November 2025, bringing extensive leadership experience across the retail, government and education sectors. Her previous roles include Chief Operating Officer of Goodstart Early Learning, Deputy Commissioner at the Australian Taxation Office and senior leadership positions during a 25-year career with Woolworths. Melinda brings a highly commercial, customer-centric approach and significant experience leading large, complex organisations and driving business growth.

   Adrian Sturrock joined as Chief Financial Officer in December 2025, bringing more than 20 years of finance experience across ASX-listed companies. After commencing his career in the audit division of PwC, he held senior finance roles at Qantas and Blackmores and, most recently, spent four years as CFO of ASX-listed Bod Science.

   Michael Baxter joined as ANZ Country Director in April 2026, bringing substantial experience leading multi-channel consumer businesses across corporate and franchise environments. Previously Vice President, Retail at Optus and Country Manager of Lebara, Michael has a strong track record of driving growth, improving profitability and leading high-performing teams.

   Georgie Hannon joined as Country Director in December 2025, leading operations across the UK, South Africa and MENA. She brings considerable international leadership experience, including senior roles at FTSE 250 organisations Inchcape and Serco Group, with expertise spanning operations, transformation, P&L management, M&A and business integration.

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Jillian Ryan is Head of Strategic Communication and Transformation. Prior to joining Kip McGrath, she led major transformation programs and strategic initiatives across NSW Government agencies, including the Department of Education, Transport for NSW and TAFE NSW. She brings significant experience navigating complex environments and engaging diverse stakeholders to translate strategy into meaningful change.

4. Continued Investment in KipLearn and IT Infrastructure

KipLearn is the company's proprietary learning management system, developed in-house in response to the COVID-19 pandemic. Its user-friendly platform gives students access to Kip McGrath's proprietary curriculum online, complementing the in-person learning experience. A $0.7m investment in FY26 further enhanced the KipLearn platform, strengthening its position as a major source of strategic advantage for the company.

5. Exit from US Operations

Whilst announced in FY25, the closure of the US operations was completed in FY26.

The entry into the US was pursued by the previous executive team and Board and, in hindsight, did not leverage the company's existing footprint or augment the offering to franchisees. The completion of its closure allows the current Board and executive team to focus fully on the core business.

Clearly Defined Growth Paths

1. Driving Growth in Core Markets

Through a rigorous strategy-setting process, the company has identified four primary initiatives:

- Build a scalable new franchisee identification and establishment engine;
- Strengthen lead conversion and local centre operations;
- Increase lesson numbers and customer lifetime value; and
- Improve corporate centre economics.

Expansion of the centre network across existing core markets is the key strategic priority. It is the opportunity with the lowest risk and highest return. The company is investing in a sustainable capability to identify and support new franchisees in new territories, as well as acquiring existing territories from current franchisees who wish to exit.

This represents a significant long-term growth opportunity immediately available to the company. Continued investment in expanding the network where demand is strongest, bringing Kip McGrath's proven tutoring model to more students and families, is significantly accretive to both revenue and profit.

Importantly, the pipeline of existing franchisees seeking additional centres continues to grow. This is a significant source of future performance with a lower risk profile than new to business franchisees. Highly competent franchisees holding multiple territories is an additional development which will further strengthen the business.

2. Driving Growth Beyond Core Markets and Services

Through the strategy setting process, the company has reviewed a range of growth extension opportunities and will pilot a selected range of initiatives to assess their performance, cost, capital requirements and risk profiles.

Included in these are:

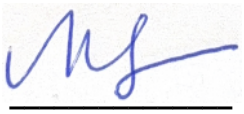
- Enhancement of exam preparation programs;
- Addition of a third subject offering (beyond Maths and English); and
- Add-on programs - focusing on study and learning skills, and confidence building.

The company looks forward to updating shareholders on the progress of these growth initiatives.



Damian Banks
Chair

28 August 2026



Melinda Smith
Chief Executive Officer

28 August 2026

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The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Kip McGrath Education Centres Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2026.

Directors

The following persons were directors of Kip McGrath Education Centres Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Damian Banks	Non-Executive Chair (from 3 November 2025) Executive Chair (prior to 3 November 2025)
Melinda Smith	Managing Director and Chief Executive Officer (appointed on 3 November 2025)
Lynne Lewis	Non-Executive Director
Anne Bell	Non-Executive Director (appointed on 25 November 2025)
Ian Campbell	Non-Executive Director (resigned on 25 November 2025)

Principal activities

The principal activities of the consolidated entity during the financial year continued to be the sale of franchises and providing services to franchisees, as well as running a number of corporately owned tutoring centres in the education field. The consolidated entity operates in Australia and overseas, principally in the United Kingdom and New Zealand.

Dividends

Dividends paid during the financial year were as follows:

	Consolidated 2026 $'000	Consolidated 2025 $'000
Final dividend for the year ended 30 June 2025 of 0.5 cents (2024: nil cents) per ordinary share	285	-
Interim dividend for the year ended 30 June 2026 of 1.0 cents (2025: 0.5 cents) per ordinary share	551	284
	836	284

On 28 August 2026, a final dividend for the year ended 30 June 2026 of 1.0 cent per ordinary share, fully franked, was determined to be paid, subject to approval from shareholders at the Annual General Meeting.

In addition, on 28 August 2026, special dividends of up to 5.0 cents per ordinary share, fully franked, were determined to be paid, subject to approvals from shareholders at the Annual General Meeting.

Review of operations

The profit for the consolidated entity after providing for income tax amounted to $2,525,000 (30 June 2025: loss of $5,316,000), while the profit after tax from continuing operations was $2,336,000 (30 June 2025: $2,287,000).

The directors consider net profit after tax (NPAT) to reflect the core earnings of the consolidated entity.

The company delivered a resilient performance broadly in line with the revised guidance provided to the market on 22 June 2026. Revenue declined modestly and NPAT increased slightly, as fewer lessons and unfavourable exchange rate movements in the UK and NZ businesses were partly offset by price increases.

Full year revenue was $30.1 million, down 4.3% on the prior year (3.1% on a constant currency basis).

Pleasingly, average lesson prices increased by 2.9% despite unfavourable foreign exchange movements and the franchise fee % remained stable year on year. Total lesson numbers were 6.2% lower than the previous year while average lessons per centre remained stable at 80.5. The pace of closures among smaller, retiring and Silver Contract centres slowed considerably during the year, with a net reduction of just six centres in the second half, compared with 16 in the first half.

The company also attracted new investment in the second half, with six new centres opened and seven centre resales and transfers completed. This reflects confidence in the Kip McGrath brand and strengthens the network by bringing new operators into the business.

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Disciplined cost management remained a key focus throughout the year, with operating expenses down 5.3% on the prior year, helping offset lower revenue and unfavourable foreign exchange movements. NPAT from continuing operations increased by 2.1% (7.7% on a constant currency basis). Underlying NPAT from continuing operations decreased by 7.4%, or 2.8% on a constant currency basis.

Net cash flow from operating activities of $6,993,000 increased 2.4% on the prior period (12.0% including repayment of a staff loan). The company retains a strong balance sheet, with a cash balance of $5.6m, no debt and an undrawn facility available.

At 30 June, cash was at $5,562,000, up from $4,871,000 in the prior corresponding period, after fully franked dividends of $836,000, a share buy-back of $2,480,000 (at an average of 56.2c) and continued net investment of $1,272,000 in software, plant and equipment and centres.

The company's franking balance at 30 June 2026 was $1,291,000, including franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date, supporting the continued franking of ordinary dividends and/or special dividends.

Significant changes in the state of affairs

During the year, the company commenced a share buy-back and purchased 7.76% of the company's opening share capital. 4.416m ordinary shares were purchased at a cost of $2,480,000.

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

Matters subsequent to the end of the financial year

On 30 July 2026, the company received a bidder's statement from Crimson Consulting Australia Pty Ltd, a wholly-owned subsidiary of Crimson Consulting Limited, in relation to an unsolicited off-market takeover bid for all ordinary shares in the company at $0.73 cash per share. The Board is considering the offer and will provide its recommendation to shareholders in the target's statement. Shareholders should take no action in relation to the offer until they receive the target's statement.

Apart from the above and the dividend declared in August 2026 as discussed above, no other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

The company continues to operate a number of corporately owned education centres in the Australian market as part of a strategy to drive growth and greater franchisee engagement. More details are set out in the CEO's Report. It is expected that future growth will continue to be in line with recent experience.

Business risks

The following is a summary of material business risks that could adversely affect the consolidated entity's ('KMEC') financial performance and growth potential in future years.

Child Safeguarding

KMEC is exposed to risks arising from potential failures in child safeguarding processes. While extensive audits, proactive session monitoring, incident response rehearsals and staff and franchisee training are in place, any lapse could lead to physical or mental health injury to children or parents and severe legal, regulatory and reputational consequences. KMEC continuously invests in improving tutor audits and exploring further mitigation strategies, including potential national regulatory enhancements, to maintain the highest standards of child safety and compliance.

Margin Compression

KMEC's profitability may be impacted by ongoing pricing pressures, competitor activity and increasing operational costs. Mitigation measures like regular pricing reviews, cost monitoring and diversification of product offerings aim to limit exposure, although ongoing market conditions may still affect profitability.

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Artificial Intelligence
KMEC uses AI tools in its tutoring services, including systems that interact directly with students, and in its content development and internal operations. Inaccurate outputs, insufficient human oversight or inappropriate interactions with students could result in harm to students, privacy breaches, loss of intellectual property or regulatory exposure. An AI government framework, approved enterprise AI platforms, human oversight and escalation of safeguarding concerns, content and privacy controls and vendor due diligence are in place, although any failure could carry severe legal, regulatory and reputational consequences. KMEC continues to strengthen AI oversight through monitoring and audit trails, staff training and ongoing review of emerging AI regulation.

Cybersecurity
KMEC's reliance on IT systems and third-party platforms exposes it to cyber threats, including ransomware and data breaches. While strict controls, supplier audits and regular threat intelligence reviews reduce the likelihood, any cyber incident could disrupt operations and impact brand reputation. KMEC continues to conduct rehearsal testing and strengthens resilience measures to limit operational disruption and maintain customer confidence.

Platform Stability
KMEC's digital platform is critical to service delivery and outages or system failures may cause session disruptions, franchisee dissatisfaction and operational impact. Disaster recovery scenario testing, fallback channels and proactive load monitoring are in place to mitigate risk. KMEC continues to enhance platform resilience to minimise potential disruption and ensure continuity of service.

Changes in Legislation and Government Regulation
Regulatory changes, including changes to the laws impacting KMEC's operations, the taxation system or associated government policy, may affect future earnings and the relative attractiveness of investing in KMEC. KMEC continually evaluates its processes to respond proactively to regulatory changes that may increase operational costs or reduce revenue.

Information technology systems
KMEC's business is dependent upon the development and maintenance of infrastructure to support the Information Technology (IT) systems, which along with the internet, has experienced and is expected to continue to experience significant growth and development. There can be no assurance that the IT systems or the internet's infrastructure will continue to be able to support the demands placed upon it by the community or that the performance or reliability of the IT systems or internet will not diminish. In particular, the reliability and performance of IT systems and the internet may be affected by computer viruses and/or other deliberate acts of terrorism and sabotage. The introduction of new technologies for delivering services, changes in perceptions of the industry, cultural shifts and changes in the demographic, all have the capability to adversely impact the operating conditions of KMEC.

Competition
KMEC operates in a competitive market with competitors who may have greater resources, superior products and/or a lower cost of capital and the ability to borrow money at lower rates than those at which KMEC can borrow money. There is no assurance that competitors will not succeed in developing and offering services that are more effective, economically or otherwise, or more attractive to the market than those being developed by KMEC, or which would render KMEC's services obsolete and/or otherwise uncompetitive. In addition, KMEC may not be able to compete successfully against current or future competitors where aggressive pricing policies are employed to capture market share, which could materially and adversely affect KMEC's future business, operating results and financial position.

Acts of terrorism, pandemics or outbreak of international hostilities
An act of terrorism, significant pandemic or an outbreak of international hostilities could adversely affect consumer confidence, customer spending and investment performance, which in turn could have an adverse impact on KMEC's operating, financial and share value performance.

Reliance on key personnel
KMEC's performance is significantly dependent on the talents and efforts of skilled individuals able to manage the business. KMEC's continued ability to operate effectively depends on its ability to retain and motivate existing employees as well as to attract new employees. KMEC's financial performance may be adversely affected if it is unable to recruit, retain and motivate quality employees.

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Funding risks
Depending on KMEC's ability to generate revenue from operations, KMEC may require further financing to support its activities. Any additional equity financing could dilute share holdings, and debt financing, if available, may involve restrictions on financing and operating activities. The unavailability of such funding, or the unavailability of such funding on commercially favourable terms, may limit the extent and size of activity undertaken by KMEC, and adversely affect the financial performance of KMEC as a consequence. In addition, debt funding will expose KMEC to the risk of movements in interest rates.

Dependence on third party service providers
KMEC depends on a number of key arrangements (both contractual and non-contractual) with its business partners, that, should they be lost or significantly compromised, could potentially adversely affect KMEC's financial and operational viability. In particular, KMEC is currently reliant on ongoing key supplier relationships with Amazon, Microsoft and Google for cloud infrastructure and core business systems and with Stripe for payment gateway services provided across the franchise network and is likely to be reliant on these for some time. While alternative providers exist, migrating away from any of these would be a multi-month exercise carrying cost and operational disruption and there is accordingly little scope to mitigate the short-term adverse effects on KMEC from either poor performance by any one of them or a change in the relationship.

Foreign exchange risk
KMEC's business currently sells services and purchases product in several currencies including $USD (United States of America), £GBP (United Kingdom), $NZD (New Zealand), ZAR (South Africa) and EUR (Europe). Accordingly, KMEC is exposed to foreign currency exchange risk. KMEC does not have an active hedging policy in place, instead relying on natural hedges, and accordingly movements in exchange rates may impact KMEC's profitability.

Litigation and dispute risk
There are currently no outstanding material claims against KMEC. However KMEC is potentially exposed to the general risk of disputes and litigation, which may arise from time to time in the course of KMEC's business activities. There is a risk that material or costly disputes or litigation could adversely affect financial performance. KMEC takes out insurance to cover certain risks where it appears appropriate to do so. To the extent that any such claims are not covered by insurance, the costs of responding to the claim and any adverse outcome from any claim may materially adversely affect KMEC's financial position.

Potential acquisitions
As part of its business strategy, KMEC may make acquisitions of, or significant investments in, complementary companies, services, products or technologies, although no such acquisitions or investments are assured. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies. No assurance can be made that any such investments would be profitable.

Intellectual property rights and brand names
KMEC regards brand names, trademarks, domain names, trade secrets and similar intellectual property as important to its success. Should KMEC or any of its brand names be damaged in any way or lose market appeal, KMEC's business could be adversely impacted. KMEC relies on copyright law, trade secret protection and duties of confidence and licence agreements with its employees, customers, contractors and others to protect its intellectual property rights. Whilst KMEC will use all reasonable endeavours to protect these rights, unauthorised use or disclosure of its proprietary technology and intellectual property may have an adverse effect on the operating, marketing and financial performance of KMEC. KMEC could also be exposed if it breached any third party intellectual property rights.

Environmental regulation
In relation to environmental compliance, the following disclosure standard will soon become effective.

AASB S2 'Climate-related Disclosures' sets out specific climate related disclosures. It applies to entities required to prepare and lodge a financial report with ASIC under Chapter 2M and is effective for different entities based on certain criteria. This mandatory sustainability reporting may be applicable for the company for the first time for the year ending 30 June 2028.

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Information on directors

Name:	Damian Banks
Title:	Non-Executive Director and Chair
Qualifications:	Bachelor of Economics, MAICD
Experience and expertise:	Damian is an experienced business leader with a proven track record in developing and expanding successful healthcare, employment and banking businesses. He focuses on financial management, technology and people and has a strong history of developing customer focused cultures. Damian has significant experience leading businesses with strong organic growth and with M&A transactions.
Other current directorships:	Non-executive Director at Boom Logistics Limited (ASX:BOL) and at IMEXHS Limited (ASX:IME)
Former directorships (last 3 years):	Non-Executive Chairman of Vection Technologies Limited (ASX: VR1) and Non-Executive Director at RPM Automotive Group Limited (ASX: RPM).
Special responsibilities:	Member of the Audit Committee and Member of the Remuneration Committee
Interests in shares:	2,100,000 ordinary shares

Name:	Melinda Smith
Title:	Chief Executive Officer and Managing Director (appointed on 3 November 2025)
Qualifications:	Bachelor of Economics, Bachelor of Business (Retail Management), Master of Business Administration from the University of N.S.W. ,GAICD
Experience and expertise:	Melinda Smith joined Kip McGrath as CEO/MD in November_2025. She is a highly regarded and seasoned executive with extensive leadership experience across the retail, government and education sectors. Prior to joining, Melinda was Chief Operating Officer of Goodstart Early Learning, where she led a team of 17,000 teachers and educators across 650 centres. Previously, as Deputy Commissioner at the Australian Taxation Office, she led the digital and cultural transformation_of its 8,000-strong service delivery team. Melinda was a founding faculty member of the Australian Public Service Academy and member of the Australian Government Census Board. During her 25-year career with Woolworths, Melinda held a range of senior leadership roles spanning buying & marketing, supply chain, M&A and operations._Melinda brings a highly commercial, customer-centric approach to leadership, underpinned by significant experience leading large, complex organisations and delivering strong business growth. Melinda has completed the Advanced Management Program at Harvard Business School.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit Committee and Member of the Remuneration Committee
Interests in shares:	None
Interests in rights:	140,000 performance rights over ordinary shares

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Name:	Lynne Lewis
Title:	Non-Executive Director
Qualifications:	Bachelor of Laws, Bachelor of Economics, GAICD
Experience and expertise:	Lynne has been a Senior Partner of Australian top-tier and international law firms and is highly respected in commercial, consumer and intellectual property law. Throughout her legal career Lynne delivered strategic commercial advice to the Boards and Management of ASX listed and multinational businesses across a broad range of industries including education. Lynne has a depth of experience in franchising, having been a leading advisor to domestic and multinational franchisor businesses since 1998. She brings exceptional skills in leadership, governance, risk management and business acumen with a keen ability to guide and employ sound decision-making processes for consumer focussed businesses.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit Committee and Chair of the Remuneration Committee
Interests in shares:	80,000 ordinary shares

Name:	Anne Bell
Title:	Non-Executive Director (appointed on 25 November 2025)
Qualifications:	Bachelor of Economics, FCA, GAICD.
Experience and expertise:	Anne was formerly a partner of an international accounting firm and subsequently held senior domestic, regional and global roles with international companies in multiple industries, based in Asia and the United Kingdom. She has extensive experience delivering across a wide spectrum of corporate responsibilities, including strategy setting, M&A, change management, financial management, taxation, risk management and governance, building businesses with growing revenues and sustainable profit streams. Anne has effectively built and led teams across multiple countries with particular emphasis on delivering results at the local level.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of the Audit Committee and Member of the Remuneration Committee
Interests in shares:	80,000 ordinary shares

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

'Former directorships (in the last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

Company secretary

Adrian Sturrock was appointed as Company Secretary on 17 December 2025. Adrian has a Bachelor of Commerce and is a member of Chartered Accountants ANZ. He has worked in senior finance roles at ASX-listed companies for more than 20 years.

The previous company secretary was Brett Edwards who resigned on 17 December 2025.

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Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and each Board committee held during the year ended 30 June 2026, and the number of meetings attended by each director were:

	Full Board		Remuneration Committee		Audit Committee	
	Attended	Held	Attended	Held	Attended	Held
Damian Banks	21	21	2	2	5	5
Melinda Smith	17	17	-	-	-	-
Lynne Lewis	21	21	2	2	5	5
Anne Bell	15	16	1	1	3	3
Ian Campbell	5	5	1	1	2	2

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Remuneration report (audited)

The remuneration report, which has been audited, outlines the director and other key management personnel ('KMP') arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are defined as those who have the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to KMP

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders and it is considered to conform to market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of KMP compensation; and
- transparency.

The Remuneration Committee ('RC') is responsible for determining and reviewing remuneration arrangements for its KMP. The performance of the consolidated entity depends on the quality of its KMP. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The RC makes recommendations to the Board in relation to remuneration of non-executive directors and establishes, reviews and approves remuneration terms and the performance of the Chief Executive Officer. The RC also assists the Chief Executive Officer in the remuneration review of senior executives and sets the remuneration package of the Chief Executive Officer for approval by the Board.

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive Director remuneration is separate.

Non-Executive Directors' remuneration

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the directors. Non-Executive Directors' fees and payments are reviewed annually by the RC. The RC may take the advice of independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The fees for the Chair of the Board are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. Non-Executive Directors do not receive share options or other incentives.

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ASX listing rules requires that the aggregate Non-Executive Directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 22 November 2022, where the shareholders approved a maximum aggregate remuneration of $600,000.

Executive remuneration
The consolidated entity aims to reward KMP based on their position and responsibility, with a level and mix of remuneration, which has both fixed and variable components.

The KMP remuneration and reward framework has four components:
- base pay and non-monetary benefits;
- short-term performance incentives;
- long-term incentives; and
- other remuneration, such as superannuation and long service leave.

The combination of these comprises the KMP's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the RC, based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remuneration.

KMPs can receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and adds additional value to the KMP.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI') being achieved. KPIs for the Chief Executive Officer are set by the RC and currently focus on the consolidated entity's financial performance measured by reference to annual after-tax profit. The KPIs of other executives are set by the Chief Executive Officer and are reviewed in consultation with the Board.

Long-term incentives ('LTI') include share-based payments in the form of share options or performance rights. The objective of the employee share option plan is to assist in the recruitment, reward, retention and motivation of key employees and directors by facilitating the offering of options or performance rights over ordinary shares, subject to performance and loyalty hurdles. The plan aims to give selected employees and directors the opportunity to share in the future growth and profitability of the company by better aligning their interests with those of shareholders and provides greater incentive for them to work towards achieving the longer-term goals of the company.

Under the plan, the Board has discretion to decide which full or part-time employees or directors of the company (or related body corporate) will be invited to receive performance rights or acquire options, the number of options to be offered, any vesting conditions such as performance targets or minimum vesting periods, the applicable exercise price (which must be at least equal to the market value of shares at the time of the offer) and any other terms of issue.

Consolidated entity performance and link to remuneration
KMP remuneration is linked to the performance of the consolidated entity. Bonus and incentive payments are at the discretion of the Board. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

Use of remuneration consultants
The consolidated entity did not engage the use of a remuneration consultant during the financial year ended 30 June 2026.

Voting and comments made at the company's 2025 Annual General Meeting ('AGM')
At the 2025 AGM, 99% of the shareholders voted to adopt the remuneration report for the year ended 30 June 2025. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

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Details of remuneration

Amounts of remuneration
Details of the remuneration of the directors and other KMP of Kip McGrath Education Centres Limited are set out in this section.

The Board has reviewed those members of staff identified as KMP and has updated disclosures accordingly. The KMP and former KMPs of the consolidated entity now consist of the directors of Kip McGrath Education Centres Limited and the following person:

- Adrian Sturrock - Chief Financial Officer and Company Secretary

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2026	Cash salary and fees $	Bonus $	Non-monetary $	Super-annuation $	Leave benefits $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Damian Banks (Chair) [1]	230,367	-	-	19,657	-	-	-	250,024
Lynne Lewis	84,615	-	-	10,154	-	-	-	94,769
Anne Bell [2]	48,528	-	-	5,823	-	-	-	54,351
Ian Campbell [3]	36,603	-	-	4,392	-	-	-	40,995
Executive Directors:								
Melinda Smith [4]	295,096	-	-	22,212	9,425	14,397	-	341,130
Other KMP:								
Adrian Sturrock [5]	152,232	-	-	11,114	10,839	3,965	-	178,150
	847,441	-	-	73,352	20,264	18,362	-	959,419

[1] Damian Banks' remuneration includes $107,967 for services as Executive Chair with effect from 1 July 2025 to 2 November 2025.
[2] Anne Bell was appointed on 25 November 2025.
[3] Ian Campbell resigned on 25 November 2025.
[4] Melinda Smith was appointed on 3 November 2025.
[5] Adrian Sturrock was appointed on 8 December 2025.

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2025	Short-term benefits: Cash salary and fees $	Short-term benefits: Bonus $	Short-term benefits: Non-monetary $	Post-employment benefits: Super-annuation $	Long-term benefits: Leave benefits $	Share-based payments: Equity-settled shares $	Share-based payments: Equity-settled options $	Total $
Non-Executive Directors:								
Ian Campbell	84,863	-	-	9,759	-	-	-	94,622
Diane Pass	39,158	-	-	4,503	-	-	-	43,661
Lynne Lewis	43,614	-	-	5,016	-	-	-	48,630
Executive Directors:								
Damian Banks (Chair) [1]	167,788	-	-	-	-	-	-	167,788
Former Executive Director:								
Storm McGrath	618,594	-	-	53,606	320,664	-	-	992,864
Other former KMP:								
Brett Edwards [2]	208,878	-	-	24,356	93,157	-	-	326,391
	1,162,895	-	-	97,240	413,821	-	-	1,673,956

[1] Damian Banks' remuneration includes $38,942 for services as Executive Chair with effect from 6 May 2025 to 30 June 2025
[2] Brett Edwards' remuneration includes $5,713 for services as Company Secretary

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration 2026	Fixed remuneration 2025	At-risk - STI 2026	At-risk - STI 2025	At-risk - LTI 2026	At-risk - LTI 2025
Non-Executive Directors:						
Damian Banks	100%	100%	-	-	-	-
Lynne Lewis	100%	100%	-	-	-	-
Anne Bell	100%	-	-	-	-	-
Ian Campbell	100%	100%	-	-	-	-
Diane Pass	-	100%	-	-	-	-
Executive Directors:						
Melinda Smith	96%	-	-	-	4%	-
Storm McGrath	-	100%	-	-	-	-
Other KMP:						
Adrian Sturrock	98%	-	-	-	2%	-
Brett Edwards	-	100%	-	-	-	-
	-	-	-	-	-	-

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The proportion of the cash bonus paid and forfeited is as follows:

Name	Cash bonus paid/payable 2026	Cash bonus paid/payable 2025	Cash bonus forfeited 2026	Cash bonus forfeited 2025
Executive Director:				
Melinda Smith	-	-	100%	-
Former Executive Director:				
Storm McGrath	-	-	-	100%
Other KMP:				
Adrian Sturrock	-	-	100%	-
Other former KMP:				
Brett Edwards	-	-	-	100%

Service agreements

KMP have standard contracts of employment that have no entitlement to termination payments in the event of removal for misconduct. Termination can be made by either the consolidated entity or individual subject to 3-6 months' notice.

Share-based compensation

Issue of shares

There were no shares issued to directors and other KMP as part of compensation during the year ended 30 June 2026.

Issue of options

There were no options over ordinary shares issued to directors and other KMP as part of compensation that were outstanding as at 30 June 2026.

Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Vesting date and exercisable date	Expiry date	Share price hurdle for vesting	Fair value per right at grant date
Melinda Smith	140,000	03/12/2025	30/06/2028	03/12/2028	$0.000	$0.455

Performance rights granted carry no dividend or voting rights.

Values of performance rights over ordinary shares granted, exercised and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2026 are set out below:

Name	Value of rights granted during the year $	Value of rights exercised during the year $	Value of rights lapsed during the year $	Remuneration consisting of rights for the year %
Melinda Smith	63,756	-	-	19%

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Additional information

The earnings of the consolidated entity for the five years to 30 June 2026 are summarised below:

	2026 $'000	2025 $'000	2024 $'000	2023 $'000	2022 $'000
Revenue from ordinary activities	30,071	31,904	32,342	26,713	24,636
Revenue from continuing operations	30,071	31,414	28,852	26,713	24,636
EBITDA from continuing operations	7,340	7,821	6,897	6,705	6,200
Profit after income tax from continuing operations	2,336	2,287	1,489	1,924	1,878
Profit after income tax from ordinary activities	2,525	(5,316)	1,317	1,924	1,878

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2026	2025	2024	2023	2022
Share price at financial year end ($)	0.520	0.570	0.310	0.480	1.000
Total dividends declared (cents per share)	1.000	1.000	-	2.500	2.000
From continuing operations:					
Basic earnings per share (cents per share)	4.216	4.022	2.621	3.401	3.472
Diluted earnings per share (cents per share)	4.181	4.022	2.523	3.250	3.472
From ordinary activities:					
Basic earnings per share (cents per share)	4.557	(9.349)	2.319	3.401	3.472
Diluted earnings per share (cents per share)	4.519	(9.349)	2.232	3.250	3.472

Additional disclosures relating to KMP

Shareholding

The number of shares in the company held during the financial year by each director and other members of KMP of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Sales/other *	Balance at the end of the year
Ordinary shares					
Damian Banks	800,000	-	1,300,000	-	2,100,000
Ian Campbell	600,000	-	-	(600,000)	-
Lynne Lewis	20,000	-	60,000	-	80,000
Anne Bell	-	-	80,000	-	80,000
	1,420,000	-	1,440,000	(600,000)	2,260,000

* Sales/other represents shares held at the date an employee is no longer identified as KMP and may not be a physical disposal/sale of shares.

Option holding

There were no options over ordinary shares in the company held during the financial year by any director or other members of KMP of the consolidated entity, including their personally related parties.

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Performance rights
The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of KMP of the consolidated entity, including their personally related parties, is set out below. Performance rights have not vested in the holder unless indicated otherwise.

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other *	Balance at the end of the year	Vested and exercisable
Performance rights over ordinary shares						
Melinda Smith	-	140,000	-	-	140,000	-

Loans to KMP and their related parties
There are no loans to KMP or their related parties.

Other transactions with KMP and their related parties
There are no other transactions with KMP or their related parties.

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of Kip McGrath Education Centres Limited under option at the date of this report.

Shares under performance rights
Unissued ordinary shares of Kip McGrath Education Centres Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under rights
03/12/2025	03/12/28	$0.000	140,000

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options
There were no ordinary shares of Kip McGrath Education Centres Limited issued on the exercise of options during the year ended 30 June 2026 and up to the date of this report.

Shares issued on the exercise of performance rights
There were no ordinary shares of Kip McGrath Education Centres Limited issued on the exercise of performance rights during the year ended 30 June 2026 and up to the date of this report.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

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Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 21 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 21 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of PKF Newcastle and Sydney

There are no officers of the company who are former partners of PKF Newcastle and Sydney.

Rounding of amounts

The company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

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

On behalf of the Directors



Damian Banks
Chair

28 August 2026
Sydney

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info@pkf.com.au
www.pkf.com.au

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Kip McGrath Education Centres Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2026, there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

PKF

KEVIN HELMERS
PARTNER

28 AUGUST 2026
NEWCASTLE, NSW

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PKF(NS) Audit & Assurance Limited Partnership is a member of PKF Global, the network of member firms of PKF International Limited, each of which is a separately owned legal entity and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm(s). Liability limited by a scheme approved under Professional Standards Legislation.

Kip McGrath Education Centres Limited
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Kip McGrath Education Centres Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2026

	Note	Consolidated 2026 $'000	Consolidated 2025 $'000
Revenue from continuing operations	5	30,071	31,414
Expenses			
Royalties, commissions and other direct expenses		(110)	(225)
Employee benefits expense	6	(13,292)	(13,818)
Marketing expenses		(2,808)	(2,714)
Administration expenses		(4,520)	(4,859)
Franchise support costs		(1,334)	(1,662)
Depreciation and amortisation expense	6	(4,183)	(4,657)
Impairment of receivables	9	(220)	(154)
Loss on sale of assets		(133)	(53)
Net foreign exchange loss		(144)	(108)
Operating profit		3,327	3,164
Interest income		29	116
Interest expense		(199)	(269)
		(170)	(153)
Profit before income tax expense from continuing operations		3,157	3,011
Income tax expense	7	(821)	(724)
Profit after income tax expense from continuing operations		2,336	2,287
Profit/(loss) after income tax expense from discontinued operations	8	189	(7,603)
Profit/(loss) after income tax expense for the year attributable to the owners of Kip McGrath Education Centres Limited		2,525	(5,316)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(278)	452
Other comprehensive income for the year, net of tax		(278)	452
Total comprehensive income for the year attributable to the owners of Kip McGrath Education Centres Limited		2,247	(4,864)
Total comprehensive income for the year is attributable to:			
Continuing operations		2,058	2,739
Discontinued operations		189	(7,603)
		2,247	(4,864)

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

Kip McGrath Education Centres Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2026

		Cents	Cents
Earnings per share for profit from continuing operations attributable to the owners of Kip McGrath Education Centres Limited			
Basic earnings per share	29	4.216	4.022
Diluted earnings per share	29	4.181	4.022
Earnings per share for profit/(loss) from discontinued operations attributable to the owners of Kip McGrath Education Centres Limited			
Basic earnings per share	29	0.341	(13.372)
Diluted earnings per share	29	0.338	(13.372)
Earnings per share for profit/(loss) attributable to the owners of Kip McGrath Education Centres Limited			
Basic earnings per share	29	4.557	(9.349)
Diluted earnings per share	29	4.519	(9.349)

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

Kip McGrath Education Centres Limited
Statement of financial position
As at 30 June 2026

	Note	Consolidated 2026 $'000	Consolidated 2025 $'000
Assets			
Current assets			
Cash and cash equivalents		5,562	4,871
Restricted cash *		1,337	2,062
Trade and other receivables	9	955	2,259
Prepayments		772	381
Total current assets		8,626	9,573
Non-current assets			
Trade and other receivables	9	141	195
Plant and equipment		276	289
Right-of-use assets	10	1,992	2,680
Intangibles	11	15,133	17,161
Deferred tax asset	12	573	823
Total non-current assets		18,115	21,148
Total assets		26,741	30,721
Liabilities			
Current liabilities			
Trade and other payables	13	2,566	3,399
Amounts held on behalf of franchisees *		1,337	2,062
Contract liabilities		321	255
Lease liabilities		948	1,509
Income tax		527	702
Employee benefits		849	853
Total current liabilities		6,548	8,780
Non-current liabilities			
Contract liabilities		32	85
Lease liabilities		1,224	1,602
Deferred tax liability	14	1,099	1,489
Employee benefits		178	130
Total non-current liabilities		2,533	3,306
Total liabilities		9,081	12,086
Net assets		17,660	18,635
Equity			
Issued capital	15	15,447	17,927
Reserves	16	101	1,337
Retained profits/(accumulated losses)		2,112	(629)
Total equity		17,660	18,635

* The company has deemed that restricted cash balances that are held on behalf of franchisees do not qualify as cash and cash equivalents. These amounts are now separately shown in the above statement of financial position and comparatives have been restated accordingly.

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

Kip McGrath Education Centres Limited
Statement of changes in equity
For the year ended 30 June 2026

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2024	17,898	931	4,870	23,699
Loss after income tax expense for the year	-	-	(5,316)	(5,316)
Other comprehensive income for the year, net of tax	-	452	-	452
Total comprehensive income for the year	-	452	(5,316)	(4,864)
Transactions with owners in their capacity as owners:				
Share-based payments (note 30)	-	55	-	55
Cancellation of options expired	-	(101)	101	-
Dividend reinvestment plan (note 15)	29	-	-	29
Dividends paid (note 17)	-	-	(284)	(284)
Balance at 30 June 2025	17,927	1,337	(629)	18,635

Consolidated	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2025	17,927	1,337	(629)	18,635
Profit after income tax expense for the year	-	-	2,525	2,525
Other comprehensive income for the year, net of tax	-	(278)	-	(278)
Total comprehensive income for the year	-	(278)	2,525	2,247
Transactions with owners in their capacity as owners:				
Share-based payments (note 30)	-	94	-	94
Share buy-back (note 15)	(2,480)	-	-	(2,480)
Release of other reserves (note 16)	-	(754)	754	-
Dividends paid (note 17)	-	-	(836)	(836)
Cancellation of forfeited performance rights (note 16)	-	(82)	82	-
Transfer of options reserve (note 16)	-	(216)	216	-
Balance at 30 June 2026	15,447	101	2,112	17,660

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

Kip McGrath Education Centres Limited
Statement of cash flows
For the year ended 30 June 2026

	Note	Consolidated 2026 $'000	Consolidated 2025 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		32,875	33,809
Payments to suppliers and employees (inclusive of GST)		(25,334)	(26,718)
		7,541	7,091
Repayment of loan by former director		600	-
Interest received		29	116
Interest and other finance costs paid		(199)	(289)
Income taxes paid		(978)	(674)
Net cash from operating activities	26	6,993	6,244
Cash flows from investing activities			
Payments for property, plant and equipment		(175)	(333)
Payments for intangibles	11	(1,097)	(1,628)
Net cash used in investing activities		(1,272)	(1,961)
Cash flows from financing activities			
Repayment of leases		(1,520)	(1,131)
Payments for share buy-backs		(2,480)	-
Dividends paid	17	(836)	(255)
Repayment of borrowings		-	(1,381)
Net cash used in financing activities		(4,836)	(2,767)
Net increase in cash and cash equivalents		885	1,516
Cash and cash equivalents at the beginning of the financial year		4,871	3,239
Effects of exchange rate changes on cash and cash equivalents		(194)	116
Cash and cash equivalents at the end of the financial year		5,562	4,871

The company has deemed that restricted cash balances that are held on behalf of franchisees do not qualify as cash and cash equivalents. The above statement of cash flows has been prepared on this basis and comparatives have been restated accordingly.

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

Note 1. General information

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

Kip McGrath Education Centres Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 2.02, Level 2
31 Market Street
Sydney, NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 August 2026. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the consolidated entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity during the financial year.

The following Accounting Standards and Interpretations have been adopted from 1 July 2025:

- AASB 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards Accounting Standards as issued by the International Accounting Standards Board ('IASB').

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

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 24.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Kip McGrath Education Centres Limited ('company' or 'parent entity') as at 30 June 2026 and the results of all subsidiaries for the year then ended. Kip McGrath Education Centres Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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Note 2. Material accounting policy information (continued)

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

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

Foreign currency transactions

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

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

The consolidated entity recognises revenue as follows:

Franchise fees

Revenue from franchise fees derived from franchise operations are recognised on a weekly or monthly basis, depending on the underlying contract with the franchisee. The contractual obligations primarily include providing access to software and franchisee systems on an ongoing basis through the life of the franchise contract as well as marketing, development and administrative support services. The consideration is variable in nature depending on the contract with the franchisee and the volume of lessons being provided.

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Note 2. Material accounting policy information (continued)

Sales of master territories and franchisee centres
Revenue from contracts for the sale of master franchise territories are recognised over time as services are provided to establish the master territory during the first term of the contract. Revenue from the sale of new centres is recognised at a point in time when the franchise agreement is signed. The full consideration for the sale of the new territory is invoiced and recognised as revenue upon execution of the franchise agreement. Services to train new franchisees are recognised at the time of satisfactory completion of formal induction and training programmes. The contractual obligations over time primarily relate to the development, support and training required to assist a franchisee in the establishment of a new centre in a territory and are typically discharged within the first period of the franchise contract (over no more than five or six years depending on the country of operation). Typically the payment is received upfront and the services are delivered over the contract term therefore giving rise to the recognition of a contract liability.

National advertising contributions ('NAC')
Revenue from national advertising contributions from franchisees is recognised on a weekly or monthly basis, depending on the underlying contract with the franchisee and whether the marketing services and activities relating to the contribution have been provided. The contractual obligations are to provide marketing activities through various channels in support of the franchise network.

Direct sales
Direct sales revenue includes fees for the provision of payment gateway and ancillary franchise software services as well as the sale of educational materials and promotional products. Revenue from payment gateway and ancillary franchise software services is recognised on a weekly basis as the services are provided to franchises. Revenue from the sale of educational materials and promotional products is recognised at the time the control of the product passes to the customer. This control will pass when the customer orders the curriculum or other products are shipped.

Student lesson fees
Revenue from student lessons derived from tutoring operations are recognised when the services are provided pursuant to a student's enrolment agreement, which is typically on a weekly basis during a set lesson time. These lessons are provided directly by the consolidated entity and not through any franchised contract.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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Note 2. Material accounting policy information (continued)

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Kip McGrath Education Centres Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Restricted cash

Restricted cash represents amounts held on behalf of franchisees and is not available for use by the consolidated entity. The corresponding liability is recognised in current liabilities as amounts held on behalf of franchisees.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

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Note 2. Material accounting policy information (continued)

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill primarily arises from the acquisition of a business of an operating franchise. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Intellectual property

Intellectual property primarily consists of the acquisition costs for the system of tuition developed by the founders, Kip and Dug McGrath. Costs in relation to intellectual property are capitalised as an asset. These costs are not subsequently amortised as they have an indefinite useful life.

Product and overseas development costs

Costs in relation to product and overseas development costs are capitalised as an asset. These costs are not subsequently amortised where they have an indefinite useful life. Definite life costs are written off over their finite useful life of up to ten years for curriculum items and up to five years for other items.

Franchise and development territories

Existing franchise and development territories that have been acquired by the consolidated entity are capitalised as an asset and are not amortised, but are subject to annual impairment reviews based on student numbers remaining at the acquisition level.

Other intangibles

Other intangibles are capitalised as an asset and amortised over their finite useful life of five years.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

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Note 2. Material accounting policy information (continued)

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries and other employee benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
Employee benefits not expected to be settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Kip McGrath Education Centres Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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Note 2. Material accounting policy information (continued)

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Comparatives
Certain comparatives have been realigned where necessary, to enhance comparability with current year presentation. There was no impact on the net profit or loss result, net assets or equity.

Rounding of amounts
The company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 20126/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2026. The consolidated entity does not expect these amendments to have a material impact on the amounts recognised in prior periods or will affect the current or future periods. The main standards are listed below:
- AASB 18 Presentation and Disclosure in Financial Statements
- AASB 2014-10 Sale or contribution of assets between investor and its associate or joint venture

Note 3. Critical accounting judgements, estimates and assumptions

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

Intangible assets with indefinite life
Intellectual property, franchise territories and certain product and overseas development costs are classified as having an indefinite useful life and not amortised as management considers that there is no foreseeable limit to the cash flows these assets generate. These assets and goodwill are subject to annual impairment reviews in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units to which such assets relate have been determined based on value-in-use calculations which require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Estimates that management has made with respect to such calculations are disclosed in note 11.

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Note 3. Critical accounting judgements, estimates and assumptions (continued)

Finite life intangible assets
The consolidated entity determines the estimated useful lives and related amortisation charges for its finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The amortisation charge will increase where the useful lives are less than previously estimated lives. The consolidated entity assesses impairment of such assets at each reporting date by evaluating conditions specific to the consolidated entity, the cash generating unit to which the asset belongs, and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves estimating the asset's fair value less costs of disposal or value-in-use calculations which incorporate a number of key estimates and assumptions. Estimates that management has made with respect to such calculations are disclosed in note 11.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Determination of variable consideration for services transferred over time
Judgement is exercised in estimating variable consideration which is determined having regard to past experience with respect to the goods returned to the consolidated entity where the customer maintains a right of return pursuant to the customer contract or where services have a variable component. Revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised under the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates, and forward-looking information that is available. The allowance for expected credit losses, as disclosed in note 9, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

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

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The deferred tax assets are expected to be recovered through management's forecast taxable profits over the next three years.

Lease term
The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

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Note 3. Critical accounting judgements, estimates and assumptions (continued)

Incremental borrowing rate
Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Management assumptions for lease extensions
There are specific estimates and judgements that were used as part of the calculation of right-of-use assets and lease liabilities. These estimates include the lease terms, lease make good provisions and lease increases based on consumer price index. Management used the best available estimate of these inputs in the calculations.

Management assumptions for non-lease components
Management have elected to apply the available expedient to separately account for non-lease components. As such, the consolidated entity has separated any non-lease components from future lease payments and will continue to account for these components as an expense over time as the non-lease components are provided. As such, there are no future assets or obligations recognised in respect of non-lease components. For some leases, the identification of amounts related to non-lease components must be estimated due to contracts not including an explicit break-up. In these cases, management estimates the value of the non-lease component by reference to available market data. Where the estimate is significant, management includes a note to detail the judgements made to arrive at the estimate.

Note 4. Operating segments

Identification of reportable operating segments
The consolidated entity has only one operating segment based on the internal reports that are reviewed and used by the Chief Executive Officer and the Board of Directors (collectively referred to as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. The operating segment information is disclosed throughout these financial statements.

The information reported to the CODM is on at least a monthly basis.

Major customers
The consolidated entity does not have any major customers that contribute more than 10% of revenue (2025: none).

Geographical information

	Sales to external customers		Geographical non-current assets	
	2026 $'000	2025 $'000	2026 $'000	2025 $'000
Continuing operations:				
Australasia	15,024	15,413	15,305	17,823
United Kingdom and Europe	14,325	15,158	2,237	2,502
Overseas other	647	740	-	-
	29,996	31,311	17,542	20,325
Discontinued operations:				
United States and North America	-	374	-	-

The geographical non-current assets above are exclusive of deferred tax assets.

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Note 5. Revenue

	Consolidated 2026 $'000	Consolidated 2025 $'000
From continuing operations		
Revenue from contracts with customers		
Franchise fees	18,069	18,396
Sale of franchisee centres	147	337
National advertising contributions ('NAC')	1,903	2,029
Direct sales	155	282
Student lessons	9,722	10,267
	29,996	31,311
Other revenue		
Other revenue	75	103
Revenue from continuing operations	30,071	31,414

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

	Consolidated 2026 $'000	Consolidated 2025 $'000
Timing of revenue recognition		
Services and goods transferred at a point in time	29,920	31,213
Services transferred over time	76	98
	29,996	31,311

The disaggregation of revenue by major product lines is disclosed at the top of revenue note and the geographical regions is presented in note 4 'Operating segments'.

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Note 6. Expenses

	Consolidated 2026 $'000	Consolidated 2025 $'000
Profit before income tax from continuing operations includes the following specific expenses:		
Depreciation		
Plant and equipment	188	364
Land and buildings right-of-use assets	1,211	1,149
Total depreciation	1,399	1,513
Amortisation		
Product and overseas development costs	2,691	3,017
Franchise and development territories	93	93
Other intangibles	-	34
Total amortisation	2,784	3,144
Total depreciation and amortisation	4,183	4,657
Employee benefits		
Employee benefits expense excluding superannuation	11,990	12,603
Defined contribution superannuation expense	1,208	1,160
Share-based payment expense	94	55
Total employee benefits	13,292	13,818
Finance costs		
Interest and finance charges paid/payable on borrowings from financial institutions	5	87
Interest and finance charges paid/payable on lease liabilities	194	182
Finance costs expensed	199	269

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Note 7. Income tax expense

	Consolidated 2026 $'000	Consolidated 2025 $'000
Income tax expense		
Current tax	961	1,250
Deferred tax - origination and reversal of temporary differences	(140)	(226)
Aggregate income tax expense	821	1,024
Income tax expense is attributable to:		
Profit from continuing operations	821	724
Profit/(loss) from discontinued operations	-	300
Aggregate income tax expense	821	1,024
Deferred tax included in income tax expense comprises:		
Decrease in deferred tax assets (note 12)	250	200
Decrease in deferred tax liabilities (note 14)	(390)	(426)
Deferred tax - origination and reversal of temporary differences	(140)	(226)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense from continuing operations	3,157	3,011
Profit/(loss) before income tax expense from discontinued operations	189	(7,303)
	3,346	(4,292)
Tax at the statutory tax rate of 25%	837	(1,073)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Impairment of investment	-	1,060
Impairment of assets	-	176
Other non-deductible expenses	24	19
Income tax benefit not recognised from discontinued operations	-	589
Write-off of prior year future income tax benefit	-	300
Sundry items	(40)	(47)
Income tax expense	821	1,024

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Note 8. Discontinued operations

Description
On 24 June 2025, the company announced that it will cease funding and will therefore exit from the USA operations of Tutorfly and close the Frisco tutoring centre effective from 27 June 2025. The expansion of the Kip McGrath business into the USA proved to be uneconomic and likely to remain so even if persevered with by the company.

Financial performance information

	Consolidated 2026 $'000	Consolidated 2025 $'000
Revenue	-	374
Gain on derecognition of liabilities	239	-
Employee expenses	-	(1,809)
Franchise support costs	-	(11)
Administration expenses	(4)	(724)
Marketing expenses	-	(1)
Depreciation and amortisation expense	-	(167)
Impairment of assets	-	(704)
Impairment of goodwill	-	(4,241)
Impairment of receivables	(46)	-
Finance costs	-	(20)
Total expenses	(50)	(7,677)
Profit/(loss) before income tax expense	189	(7,303)
Income tax expense	-	(300)
Profit/(loss) after income tax expense from discontinued operations	189	(7,603)

Cash flow information

	Consolidated 2026 $'000	Consolidated 2025 $'000
Net cash used in operating activities	-	(559)
Net cash used in investing activities	-	(233)
Net cash used in financing activities	-	(38)
Net decrease in cash and cash equivalents from discontinued operations	-	(830)

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Note 9. Trade and other receivables

	Consolidated 2026 $'000	Consolidated 2025 $'000
Current assets		
Trade receivables	1,305	1,751
Less: Allowance for expected credit losses	(511)	(477)
	794	1,274
Loan to former director (note 23)	-	615
Other receivables	161	370
	161	985
	955	2,259
Non-current assets		
Loan to employees	141	195

* Loans to employees of $141,000 (2025: $195,000) do not include loans to former key management personnel.

The loan to the former director had a market interest rate with security over the underlying shares held by the former director and was included in current receivables due to becoming payable upon cessation of his employment. The loan to employees has a market interest rate with a repayment term of five from the date of commencement (16 December 2021) with security over the underlying shares held by the relevant employee.

Allowance for expected credit losses
The consolidated entity has recognised a loss of $220,000 (2025: loss of $154,000) in profit or loss in respect of expected credit losses for the year ended 30 June 2026. The allowance is considered reasonable as all revenue has already been received.

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

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
Consolidated	2026 %	2025 %	2026 $'000	2025 $'000	2026 $'000	2025 $'000
Not overdue	-	-	489	439	-	-
0 to 3 months overdue	22%	6%	374	724	81	43
Over 3 months overdue	97%	74%	442	588	430	434
			1,305	1,751	511	477

The consolidated entity has increased its monitoring of debt recovery as there have been fluctuations with franchisees and customers delaying payment. As a result, the calculation of the expected credit losses has been varied to accommodate these changes.

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Note 9. Trade and other receivables (continued)

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

	Consolidated 2026 $'000	Consolidated 2025 $'000
Opening balance	477	341
Additional provisions recognised	220	154
Exchange differences	10	-
Receivables written off during the year as uncollectable	(196)	(18)
Closing balance	511	477

Note 10. Right-of-use assets

	Consolidated 2026 $'000	Consolidated 2025 $'000
Non-current assets		
Land and buildings - right-of-use	6,544	7,305
Less: Accumulated depreciation	(4,552)	(4,625)
	1,992	2,680

The consolidated entity leases buildings for its offices and retail outlets under agreements of between 3 and 5 years, with options to extend in some cases. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

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

Consolidated	Land and buildings $'000
Balance at 1 July 2024	2,149
Additions	1,888
Exchange differences	38
Impairment of assets	(246)
Depreciation expense	(1,149)
Balance at 30 June 2025	2,680
Additions	581
Disposals	(29)
Exchange differences	(29)
Depreciation expense	(1,211)
Balance at 30 June 2026	1,992

For other lease related disclosures refer to the following:
- note 6 for depreciation on right-of-use assets, interest on lease liabilities and other lease payments;
- statement of financial position for lease liabilities at 30 June 2026;
- note 18 for undiscounted future lease commitments; and
- consolidated statement of cash flow for repayment of lease liabilities.

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Note 11. Intangibles

	Consolidated 2026 $'000	Consolidated 2025 $'000
Non-current assets		
Goodwill - at cost	4,241	4,241
Less: Impairment	(4,241)	(4,241)
	-	-
Intellectual property - at cost	4,012	4,012
Product and overseas development costs	24,495	23,527
Less: Accumulated amortisation	(20,080)	(17,492)
	4,415	6,035
Franchise and development territories	7,157	7,472
Less: Accumulated amortisation	(451)	(358)
	6,706	7,114
Other intangible assets - at cost	3,231	3,231
Less: Accumulated amortisation	(3,231)	(3,231)
	-	-
	15,133	17,161

Reconciliations

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

Consolidated	Goodwill $'000	Intellectual property $'000	Product and overseas development costs $'000	Franchise and development territories $'000	Other intangibles $'000	Total $'000
Balance at 1 July 2024	4,241	4,012	8,126	6,933	34	23,346
Additions	-	-	1,324	304	-	1,628
Disposals	-	-	-	(194)	-	(194)
Exchange differences	-	-	-	164	-	164
Impairment of assets	(4,241)	-	(398)	-	-	(4,639)
Amortisation expense	-	-	(3,017)	(93)	(34)	(3,144)
Balance at 30 June 2025	-	4,012	6,035	7,114	-	17,161
Additions	-	-	1,070	27	-	1,097
Disposals	-	-	-	(121)	-	(121)
Exchange differences	-	-	1	(221)	-	(220)
Amortisation expense	-	-	(2,691)	(93)	-	(2,784)
Balance at 30 June 2026	-	4,012	4,415	6,706	-	15,133

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Note 11. Intangibles (continued)

The intellectual property and product and overseas development costs are the primary elements of the consolidated entity's system of tutoring which has been developed and acquired over a period exceeding 30 years by the founders and the consolidated entity. The franchise territories asset consists of the buy-back of the right to operate the business in the United Kingdom, New Zealand and South Africa, and also individual centres in Australia, United Kingdom and New Zealand. As there is no foreseeable limit to the cash flows these assets generate, they are considered to have an indefinite useful life and not amortised. Instead they are subject to annual impairment reviews. Other intangibles include the contractual rights for certain territories where the consolidated entity has terminated an area developers contract and the liability for these items is included in payables.

Impairment tests for indefinite life intangibles and goodwill
Indefinite life intangibles and goodwill are allocated to a single cash generating unit ('CGU').

The recoverable amount has been determined by a value-in-use calculation using a discounted cash flow model, based on a three-year projection period approved by management and extrapolated for a further two years using a growth rate of 3.0-3.5% (2025: 3.0-3.5%). There are no terminal values in the calculation.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model:

a. Pre-tax discount rate 22.1% (2025: 22.1%). The discount rate reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, the risk free rate and the volatility of the share price relative to market movements.
b. Lesson revenue growth rate of 3.0-3.5% (2025: 3.0-3.5%) over the five-year projection period, which reflects additional centres, an expected move towards larger centres and a continued movement towards percentage of revenue contracts, which management believe is reasonable given the current trading performance of the consolidated entity.
c. Foreign exchange rates consistent with current market conditions.

Goodwill of $nil and product and overseas development costs of $nil related to the US operations were impaired for the year ended 30 June 2026 (2025: $4,241,000 and $389,000) due to discontinued operations in the US.

Sensitivity
As disclosed in note 2, the directors have made judgements and estimates in respect of the impairment testing of indefinite life intangibles. Should these judgements and estimates not occur, the resulting indefinite life intangibles may vary in carrying amount.

The key sensitivity is that revenue would need to fall by more than 10.2% (2025: fall by more than 3.6%) before the CGU would be impaired, with all other assumptions remaining constant.

In addition, should the recoverable amount discounted cashflow calculation assume no growth in EBITDA from that achieved in the 2026 financial year, the recoverable amount of intangibles would still exceed their carrying value.

Management believes that other reasonable changes in the key assumptions on which the recoverable amount is based would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

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Note 12. Deferred tax asset

	Consolidated 2026 $'000	Consolidated 2025 $'000
Non-current assets		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Tax losses on foreign operations	69	84
Allowance for expected credit losses	120	118
Unrealised foreign exchange movements	(38)	(16)
Contract liabilities	28	40
Employee benefits	285	271
Leases	39	38
Accrued expenses	59	259
Other items	11	29
Deferred tax asset	573	823
Movements:		
Opening balance	823	1,023
Charged to profit or loss (note 7)	(250)	(200)
Closing balance	573	823

Note 13. Trade and other payables

	Consolidated 2026 $'000	Consolidated 2025 $'000
Current liabilities		
Trade payables	1,213	1,125
GST and other similar payables	345	344
Other payables and accruals	1,008	1,930
	2,566	3,399

Refer to note 18 for further information on financial instruments.

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Note 14. Deferred tax liability

	Consolidated 2026 $'000	Consolidated 2025 $'000
Non-current liabilities		
Deferred tax liability comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Research and development costs	1,099	1,489
Deferred tax liability	1,099	1,489
Movements:		
Opening balance	1,489	1,915
Credited to profit or loss (note 7)	(390)	(426)
Closing balance	1,099	1,489

Note 15. Issued capital

	Consolidated 2026 Shares	Consolidated 2025 Shares	Consolidated 2026 $'000	Consolidated 2025 $'000
Ordinary shares - fully paid	52,490,809	56,907,188	15,447	17,927

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	1 July 2024	56,842,517		17,898
Dividend reinvestment plan	27 March 2025	64,671	$0.450	29
Balance	30 June 2025	56,907,188		17,927
Cessation of securities on share buy-back *	28 October 2025	(861,973)	$0.589	(508)
Cessation of securities on share buy-back *	18 December 2025	(293,271)	$0.562	(165)
Cessation of securities on share buy-back *	31 December 2025	(315,826)	$0.597	(188)
Cessation of securities on share buy-back *	10 March 2026	(270,673)	$0.569	(154)
Cessation of securities on share buy-back *	25 May 2026	(2,400,349)	$0.558	(1,340)
Cessation of securities on share buy-back *	29 June 2026	(274,287)	$0.457	(125)
Balance	30 June 2026	52,490,809		15,447

* The share buy-back occurred over multiple days. The amounts shown above are as per announcements made to the ASX.

Ordinary shares
Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

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Note 15. Issued capital (continued)

Share buy-back
The company has announced an intention to undertake an on-market share buy-back of up to a maximum of 5,690,718 shares representing 10% of its ordinary shares on issue. As at 30 June 2026, the company purchased 4,416,379 shares (7.76% of ordinary shares on issue) for a total amount of $2,480,000.

Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital risk management policy remains unchanged from the 30 June 2025 Annual Report.

The capital structure of the consolidated entity consists of net debt (borrowings offset by cash and bank balances) and equity of the consolidated entity (comprising issued capital, reserves and accumulated profits).

Note 16. Reserves

	Consolidated	
	2026 $'000	2025 $'000
Foreign currency reserve	25	303
Share-based payments reserve	76	280
Other reserves	-	754
	101	1,337

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise profits and losses on hedges of the net investments in foreign operations.

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Other reserves
This reserve is used to recognise the increments and decrements on changes in equity of the parent on acquisition of non-controlling interests.

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Note 16. Reserves (continued)

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Foreign currency $'000	Share-based payments $'000	Other $'000	Total $'000
Balance at 1 July 2024	(149)	326	754	931
Foreign currency translation	452	-	-	452
Share-based payments	-	55	-	55
Cancellation of options expired	-	(101)	-	(101)
Balance at 30 June 2025	303	280	754	1,337
Transfer of options reserve	-	(216)	-	(216)
Foreign currency translation	(278)	-	-	(278)
Share-based payments	-	94	-	94
Release of other reserves	-	-	(754)	(754)
Cancellation of forfeited performance rights	-	(82)	-	(82)
Balance at 30 June 2026	25	76	-	101

Note 17. Dividends

Dividends
Dividends paid during the financial year were as follows:

	Consolidated 2026 $'000	Consolidated 2025 $'000
Final dividend for the year ended 30 June 2025 of 0.5 cents (2024: nil cents) per ordinary share	285	-
Interim dividend for the year ended 30 June 2026 of 1.0 cents (2025: 0.5 cents) per ordinary share	551	284
	836	284

On 28 August 2026, a final dividend for the year ended 30 June 2026 of 1.0 cent per ordinary share, fully franked, was determined to be paid, subject to approval from shareholders at the Annual General Meeting.

In addition, on 28 August 2026, special dividends of up to 5.0 cents per ordinary share, fully franked, were determined to be paid, subject to approvals from shareholders at the Annual General Meeting.

Franking credits

	Consolidated 2026 $'000	Consolidated 2025 $'000
Franking credits available for subsequent financial years based on a tax rate of 25%	1,291	1,076

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

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Note 18. Financial instruments

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity and to ensure that the consolidated entity is able to finance its business plans. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior executives ('finance') under policies approved by the Board of Directors ('Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. The consolidated entity does not enter into or trade in financial instruments, including derivative financial instruments, for speculative purposes. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations. The consolidated entity operates internationally and is exposed to foreign exchange risk arising primarily from the Pound Sterling, US Dollar, European Euro, South African Rand and New Zealand Dollar.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The consolidated entity presently does not hedge foreign exchange risks, focusing on matching income and expenditure by currency where possible to reduce risk.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
Consolidated	2026 $'000	2025 $'000	2026 $'000	2025 $'000
US dollars	112	97	8	6
Euros	53	19	-	9
Pound Sterling	2,884	5,335	908	1,015
New Zealand dollars	980	293	331	70
Singapore dollars	5	5	-	-
South African Rand	302	238	2	69
Kenyan Shilling	10	6	-	-
	4,346	5,993	1,249	1,169

The consolidated entity had net assets denominated in a number of foreign currencies of $3,097,000 as at 30 June 2026 (assets $4,346,000 less liabilities $1,249,000) (2025: $4,824,000 (assets $5,993,000 less liabilities $1,169,000)). Based on this net position, a 10% strengthening/10% weakening in the Australian dollar from 30 June 2026 levels may expose the consolidated entity to a $310,000 foreign currency loss/ $310,000 foreign.currency gain.

Price risk

The consolidated entity is not exposed to any significant price risk.

Interest rate risk

The consolidated entity's main interest rate risk arises from short-term and long-term borrowings. Borrowings issued at variable rates expose the consolidated entity to interest rate risk. Borrowings issued at fixed rates expose the consolidated entity to fair value interest rate risk.

The consolidated entity's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, related party loans and financial leases.

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Note 18. Financial instruments (continued)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted a policy of dealing with only recognised, creditworthy third parties. All franchisees are subject to legal and credit checks prior to contracting with the consolidated entity. Policies have been put in place to ensure that receivable balances are monitored on an ongoing basis with the result that the consolidated entity's exposure to credit default is not significant. The consolidated entity does not hold any collateral. However, the consolidated entity's policy for non-payment of debt by contracted partners within the maximum 30-day terms is deactivation of access to student curriculum resources.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Before accepting any new customers, the consolidated entity assesses the potential customer's credit quality.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

In determining the recoverability of a trade receivable, the consolidated entity considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Liquidity risk

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

Unused borrowing facilities at the reporting date:

	Consolidated	
	2026 $'000	2025 $'000
Bank loans - AUD	500	1,850

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Note 18. Financial instruments (continued)

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2026	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	1,213	-	-	-	1,213
Other payables	-	1,353	-	-	-	1,353
Interest-bearing - variable						
Lease liability	7.34%	1,073	1,808	506	-	3,387
Total non-derivatives		3,639	1,808	506	-	5,953

Consolidated - 2025	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	1,125	-	-	-	1,125
Other payables	-	2,274	-	-	-	2,274
Interest-bearing - variable						
Lease liability	7.48%	1,593	862	1,028	-	3,483
Total non-derivatives		4,992	862	1,028	-	6,882

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 19. Fair value measurement

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value. The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of the consolidated entity's non-current financial liabilities has been estimated as $1,093,000 (2025: $1,507,000) by discounting the remaining contractual maturities at current market interest rates for similar financial instruments.

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Note 20. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of KMP of the consolidated entity is set out below:

	Consolidated 2026 $	Consolidated 2025 $
Short-term employee benefits	847,441	1,162,895
Post-employment benefits	73,352	97,240
Long-term benefits	20,264	413,821
Share-based payments	18,362	-
	959,419	1,673,956

Note 21. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by PKF Newcastle and Sydney, the auditor of the company, and its network firms:

	Consolidated 2026 $	Consolidated 2025 $
Audit services - PKF Newcastle and Sydney		
Audit or review of the financial statements	139,840	131,000
Other services - PKF Newcastle and Sydney		
Preparation of the tax return and other tax services	12,340	5,775
	152,180	136,775
Audit services - network firms		
Audit or review of the financial statements	19,767	24,965
Other services - network firms		
Preparation of the tax return (NZ)	1,939	2,308
	21,706	27,273

Note 22. Contingent liabilities

The consolidated entity has provided bank guarantees totalling $341,000 (2025: $364,000) on multiple leases for office and corporate centre premises.

Note 23. Related party transactions

Parent entity
Kip McGrath Education Centres Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 25.

Key management personnel
Disclosures relating to key management personnel ("KMP") are set out in note 20 and the remuneration report included in the directors' report.

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Note 23. Related party transactions (continued)

Transactions with related parties
There were no transactions with related parties during the current or previous financial year.

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Note 24. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2026 $'000	Parent 2025 $'000
Profit/(loss) after income tax	3,123	(4,972)
Total comprehensive income	3,123	(4,972)

Statement of financial position

	Parent 2026 $'000	Parent 2025 $'000
Total current assets	4,650	3,802
Total assets	20,958	22,131
Total current liabilities	2,742	3,367
Total liabilities	4,123	5,142
Equity		
Issued capital	15,447	17,927
Foreign currency reserve	120	172
Share-based payments reserve	76	280
Retained profits/(accumulated losses)	1,192	(1,390)
Total equity	16,835	16,989

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2026 and 30 June 2025, except as disclosed in note 22.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2026 and 30 June 2025.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity.

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Note 25. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2026 %	Ownership interest 2025 %
Kip McGrath Education Australia Pty Ltd	Australia	100%	100%
Kip McGrath Global Pty Limited	United Kingdom/Australia	100%	100%
Kip McGrath Direct Pty Ltd	Australia	100%	100%
Kip McGrath Education United Kingdom Ltd	United Kingdom	100%	100%
Kip McGrath Education New Zealand Limited	New Zealand	100%	100%
Tutorfly Holdings, Inc.	United States of America	100%	100%
Kip McGrath Education, Inc.	United States of America	100%	100%

Note 26. Reconciliation of profit/(loss) after income tax to net cash from operating activities

	Consolidated 2026 $'000	Consolidated 2025 $'000
Profit/(loss) after income tax expense for the year	2,525	(5,316)
Adjustments for:		
Depreciation and amortisation	4,183	4,825
Impairment	-	4,945
Share-based payments	94	55
Foreign currency differences	(29)	139
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	1,358	(199)
Decrease in deferred tax assets	250	200
(Increase)/decrease in prepayments	(391)	180
Decrease in restricted cash	725	96
(Decrease)/increase in trade and other payables	(647)	1,577
Increase/(decrease) in contract liabilities	13	(77)
(Decrease)/increase in provision for income tax	(17)	576
Decrease in deferred tax liabilities	(390)	(426)
Increase/(decrease) in employee benefits	44	(235)
Decrease in other operating liabilities	(725)	(96)
Net cash from operating activities	6,993	6,244

Note 27. Non-cash investing and financing activities

	Consolidated 2026 $'000	Consolidated 2025 $'000
Additions to the right-of-use assets	581	1,888
Shares issued under dividend reinvestment plan	-	29

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Note 28. Changes in liabilities arising from financing activities

Consolidated	Bank loans $'000	Lease liability $'000	Total $'000
Balance at 1 July 2024	1,381	2,309	3,690
Net cash used in financing activities	(1,381)	(1,131)	(2,512)
Acquisition of plant and equipment by means of leases	-	1,888	1,888
Exchange differences	-	45	45
Balance at 30 June 2025	-	3,111	3,111
Net cash used in financing activities	-	(1,520)	(1,520)
Acquisition of plant and equipment by means of leases	-	581	581
Exchange differences	-	-	-
Balance at 30 June 2026	-	2,172	2,172

Note 29. Earnings per share

	Consolidated 2026 $'000	Consolidated 2025 $'000
Earnings per share for profit from continuing operations		
Profit after income tax attributable to the owners of Kip McGrath Education Centres Limited	2,336	2,287
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	55,412,351	56,859,526
Adjustments for calculation of diluted earnings per share:		
Performance rights	458,895	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	55,871,246	56,859,526
	Cents	**Cents**
Basic earnings per share	4.216	4.022
Diluted earnings per share	4.181	4.022

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Note 29. Earnings per share (continued)

	Consolidated 2026 $'000	Consolidated 2025 $'000
Earnings per share for profit/(loss) from discontinued operations		
Profit/(loss) after income tax attributable to the owners of Kip McGrath Education Centres Limited	189	(7,603)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	55,412,351	56,859,526
Adjustments for calculation of diluted earnings per share:		
Performance rights	458,895	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	55,871,246	56,859,526
	Cents	**Cents**
Basic earnings per share	0.341	(13.372)
Diluted earnings per share	0.338	(13.372)

	Consolidated 2026 $'000	Consolidated 2025 $'000
Earnings per share for profit/(loss)		
Profit/(loss) after income tax attributable to the owners of Kip McGrath Education Centres Limited	2,525	(5,316)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	55,412,351	56,859,526
Adjustments for calculation of diluted earnings per share:		
Performance rights	458,895	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	55,871,246	56,859,526
	Cents	**Cents**
Basic earnings per share	4.557	(9.349)
Diluted earnings per share	4.519	(9.349)

In the previous financial year ended 30 June 2025, 240,000 performance rights over ordinary shares were not included in the calculation of diluted earnings per share because they were antidilutive for the year.

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Note 30. Share-based payments

In 2022, the Board approved the terms and conditions of the current Kip McGrath Employee Share Option Plan ('the Plan'). The Plan is designed to provide long-term incentives for employees to deliver long-term shareholder returns. Further information is set out on the Notice of Meeting to the 2022 Annual General Meeting. Under the Plan the consolidated entity may, at the discretion of the Remuneration Committee, grant options over ordinary shares in the parent entity to certain KMP.

There are no options outstanding under the Plan as at 30 June 2026 and 30 June 2025

Performance rights
Under the Plan, as described above, the consolidated entity may, at the discretion of the Remuneration Committee, grant performance rights over ordinary shares in the parent entity to certain KMP and employees. The performance rights are issued for nil consideration and only vest if certain performance and/or service-related conditions as determined by the Board are met.

Set out below are summaries of performance rights granted under the plan:

2026

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
04/12/2024		$0.000	240,000	-	-	-	240,000
31/07/2025		$0.000	-	150,736	-	-	150,736
03/12/2025	03/12/2028	$0.000	-	140,000	-	-	140,000
			240,000	290,736	-	-	530,736

2025

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
04/12/2024		$0.000	-	420,000	-	(180,000)	240,000
			-	420,000	-	(180,000)	240,000

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.5 years (2025: 2.0 years).

For the performance rights granted during the current financial year, a ‘face value’ valuation has been adopted using VWAPs of $0.5639 and $0.4554 (2025: $0.4991).

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were $94,000 (2025: $55,000).

Note 31. Events after the reporting period

On 30 July 2026, the company received a bidder’s statement from Crimson Consulting Australia Pty Ltd, a wholly-owned subsidiary of Crimson Consulting Limited, in relation to an unsolicited off-market takeover bid for all ordinary shares in the company at $0.73 cash per share. The Board is considering the offer and will provide its recommendation to shareholders in the target’s statement. Shareholders should take no action in relation to the offer until they receive the target’s statement.

Apart from the dividend declared as disclosed in note 17, no other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

No other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

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Kip McGrath Education Centres Limited
Consolidated entity disclosure statement
As at 30 June 2026

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
Kip McGrath Education Centres Limited	Body corporate	Australia	100.00%	Australia *
Kip McGrath Education Australia Pty Ltd	Body corporate	Australia	100.00%	Australia *
Kip McGrath Global Pty Limited	Body corporate	Australia	100.00%	Australia *
Kip McGrath Direct Pty Ltd	Body corporate	Australia	100.00%	Australia *
Kip McGrath Education United Kingdom Ltd	Body corporate	United Kingdom	100.00%	United Kingdom
Kip McGrath Education New Zealand Limited	Body corporate	New Zealand	100.00%	New Zealand
Tutorfly Holdings, Inc.	Body corporate	USA	100.00%	USA
Kip McGrath Education, Inc.	Body corporate	USA	100.00%	USA

* Kip McGrath Education Centres Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the Australian tax consolidation regime.

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Kip McGrath Education Centres Limited
Directors' declaration
30 June 2026

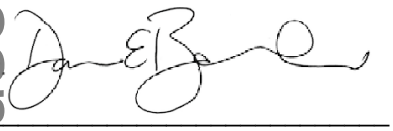
In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards Accounting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Damian Banks
Chair

28 August 2026
Sydney

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KIP MCGRATH EDUCATION CENTRES LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Kip McGrath Education Centres Limited and its controlled entities (collectively the consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising material accounting policy information and other explanatory information, the consolidated entity disclosure statement, and the directors' declaration of the Group and the consolidated entity comprising the Company and the entities it controlled at the year end or from time to time during the financial year.

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

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of its performance for the year ended on that date; and
ii) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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Key Audit Matters (cont'd)

1. Impairment testing of intangible assets

Why significant	How our audit addressed the key audit matter

As disclosed in note 11, the Company and its subsidiaries has intangible assets of $15.13m as at 30 June 2026.
 	
An annual impairment test for indefinite useful life intangible assets is required under Australian Accounting Standard (AASB) 136 Impairment of Assets.
 	
Management's testing has been performed using a discounted cash flow model (Impairment model) to estimate the value-in-use of the Cash Generating Unit (CGU) to which the intangible assets have been allocated.
 	
The evaluation of the recoverable amount requires the group to exercise judgment in determining key assumptions, which include:
 	
• Preparation of a 5-year cash flow forecast;
• Determination of a terminal growth factor; and
• Determination of a discount rate.
 	
The outcome of the impairment assessment could vary if different assumptions were applied. As a result, the evaluation of the recoverable amount of intangible assets including goodwill is a Key Audit Matter.
	The Company has reviewed the disposition of how cash flows are generated and determined there is one CGU, being the Company and its subsidiaries. Our audit procedures included but were not limited to:
	• Assessing and challenging:
	  ○ the assumption of one cash generating unit being appropriate;
	  ○ the reasonableness of the FY27 budget approved by the Board by comparing the budget to FY26 actuals;
	  ○ the key assumptions for the future growth rate used in the model by comparing the average historical growth rates and other industry forecasts; and
	  ○ the discount rate applied by comparing the weighted average cost of capital to industry benchmarks.
	• testing, on a sample basis, the mathematical accuracy of the cash flow models;
	• testing, on a sample basis, the validity and accuracy of intangibles capitalised during the financial year;
	• considering management's assessment of those with definite and indefinite useful lives;
	• testing, on a sample basis, the validity and accuracy of amortisation expense and accumulated amortisation where appropriate;
	• agreeing inputs in the cash flow models to relevant data including approved budgets and latest forecasts;
	• reviewing management's sensitivity analysis in relation to key assumptions including discount rate, growth rate and terminal value; and
	• assessing appropriateness of financial statement disclosures including sensitivities to assumptions used, included in Note 11.

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Other Information

Other information is financial and non-financial information in the annual report of the Company which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the director's report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

Directors' Responsibilities 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 consolidated entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the consolidated entity 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 and auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individual or in 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 Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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Auditor's Responsibilities for the Audit of the Financial Report (cont'd)

- 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 consolidated entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other 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 consolidated entity'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 consolidated entity 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 consolidated entity to express an opinion on the group 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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Report on the Remuneration Report

Opinion

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Kip McGrath Education Centres 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.

PKF

KEVIN HELMERS
PARTNER

28 AUGUST 2026
NEWCASTLE, NSW

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Kip McGrath Education Centres Limited
Shareholder information
30 June 2026

The shareholder information set out below was applicable as at 13 August 2026.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Performance rights over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	262	0.27	-	-
1,001 to 5,000	423	2.16	-	-
5,001 to 10,000	124	1.80	1	2.09
10,001 to 100,000	142	8.44	1	6.59
100,001 and over	41	87.33	3	91.32
	992	100.00	5	100.00
Holding less than a marketable parcel	162	-	-	-

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
JP Morgan Nominees Australia Pty Limited	17,534,424	33.40
Mr Kip McGrath	4,675,764	8.91
HSBC Custody Nominees (Australia) Limited	3,332,103	6.35
Palm Beach Nominees Pty Limited	2,073,640	3.95
BNP Paribas Noms Pty Ltd	1,827,198	3.48
KMEC Superannuation Pty Ltd (KMEC Superannuation Fund A/C)	1,472,750	2.81
DMX Capital Partners Limited	1,365,884	2.60
Arena Securities Pty Ltd	1,175,217	2.24
Vanward Investments Limited	1,143,045	2.18
Citicorp Nominees Pty Limited	1,011,426	1.93
Underwood Capital Limited (Hygrovest Limited A/C)	795,766	1.52
Lyndel Pty Ltd (F & M Arena Super Fund A/C)	787,047	1.50
BNP Paribas Nominees Pty Ltd (IB AU Noms Retail Client)	671,599	1.28
UBS Nominees Pty Ltd	660,000	1.26
Emerald Shares Pty Limited (Emerald Unit A/C)	600,000	1.14
BNP Paribas Nominees Pty Ltd (Hub24 Custodial Serv Ltd)	595,615	1.13
JC Equity Pty Ltd	550,000	1.05
Mr Matthew Charles Peek	523,916	1.00
CTHD Investment Pty Ltd	450,000	0.86
Merrill Lynch (Australia) Nominees Pty Limited	421,442	0.80
	41,666,836	79.39

Unquoted equity securities

There are no unquoted equity securities, except the options as disclosed in Note 29.

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Kip McGrath Education Centres Limited
Shareholder information
30 June 2026

Substantial holders

Substantial holders (as at 13 August 2026) in the company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
Pie Fund Management Ltd	10,205,120	17.93
Crimson Consulting Australia Pty Ltd	10,102,120	19.25
Mr Kip McGrath	6,175,514	10.85
Regal Funds Management Pty Ltd	5,243,190	9.50
HD Capital Partners Pty Ltd	4,222,222	7.50
DMX Asset Management Ltd	4,053,871	7.12
Harvest Lane Asset Management Pty Ltd	3,049,971	5.81

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

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