

CLIME PRIVATE LIMITED

(ABN 89 614 090 309)

Annual Report For the financial year ended 30 June 2025

Clime Private Limited

Level 31, Suite 2,
Angel Place 123 Pitt St,
Sydney NSW 2000
Telephone: 1300 788 568

<https://clime.com.au/clime-private-limited/>

GENERAL PURPOSE FINANCIAL REPORT
30 June 2025

CONTENTS	PAGE
Directors' Report	1
Auditor's Independence Declaration	5
Financial Statements	6
Consolidated Entity Disclosure Statement	22
Directors' Declaration	23
Independent Auditor's Report	24

DIRECTORS' REPORT

for the year ended 30 June 2025

Clime Private Limited

The Directors present their report, together with the financial statements, on Clime Private Limited ("the Company") for the year ended 30 June 2025.

Directors

The following persons were Directors of Clime Private Limited during the financial year and up to the date of this report, unless otherwise stated:

John Abernethy	-	Director and Chairman
Michael Baragwanath	-	Director (appointed on 31 July 2024)
Tushar Kale	-	Director (appointed on 27 August 2025)
William Riggall	-	Director (resigned on 27 August 2025)
Annick Donat	-	Director (resigned on 31 July 2024)

Company Secretary

Tushar Kale (appointed on 24 September 2024)

Information on Directors and Company Secretary

Mr. John Abernethy - Director and Chairman

Mr. Abernethy has over 40 years' funds management experience in Australia and was previously General Manager, Investments of the NRMA. Mr. Abernethy holds a B. Com (Economics)/LLB from the University of New South Wales. Mr. Abernethy is currently a Non-Independent Chairman of Clime Investment Management Limited, Director of Clime Capital Limited, and a Non-Executive Director of WAM Research Limited. There were no other directorships held by Mr. Abernethy in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in shares and options

4,138,263 ordinary shares at the date of this report

Mr. Michael Baragwanath – Director

(appointed on 31 July 2024)

Mr. Baragwanath was appointed as Director of Clime Investment Management Limited on 1 July 2024. He was also appointed as the Acting Managing Director and subsequently, the Managing Director of Clime Investment Management Limited on 22 November 2024. Mr. Baragwanath is a senior executive and consultant with over 18 years financial services experience, including divisional head, various product and distribution roles, managing large scale projects, and serving as a responsible manager for several financial services licensees. Mr. Baragwanath holds a Masters of Business Administration (Marketing) from the University of South Australia. There were no other directorships held by Mr. Baragwanath in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in shares and options

None at the date of this report

Ms. Annick Donat – Director

(resigned on 31 July 2024)

Ms. Donat has over 30 years' experience in senior leadership roles, most recently as Chief Executive Officer (CEO) of Clime Investment Management Limited. Ms. Donat was previously the CEO of Madison Financial Group Pty Limited, Chief Head of Licensee Development, BT Group Licensee and Westpac Banking Corporation. Ms. Donat has also held advisory and director roles with not-for-profit organisations and industry associations, including her current role as Chairperson of the Financial Planning Association Licensee Committee. There were no other directorships held by Ms. Donat in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in shares and options

5,000 ordinary shares at the date of this report

DIRECTORS' REPORT

for the year ended 30 June 2025

Clime Private Limited

Mr. William Riggall – Director

(resigned on 27 August 2025)

Mr. Riggall has over 20 years' experience in wealth management for Australian investors and is the Chief Investment Officer of Clime Investment Management Limited. Mr. Riggall was previously the Managing Director of Ralton Asset Management, Senior Investment manager at Super Investment Management Pty Ltd and Lead Portfolio Manager for AMP Capital Investors. Mr. Riggall Holds a Bachelor of Commerce and Economics from Monash University, Bachelor of Arts and Political Science from Melbourne University and is a Chartered Financial Analyst (CFA). There were no other directorships held by Mr. Riggall in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in shares and options

None at the date of this report

Mr. Tushar Kale – Director and Company Secretary

(appointed on 27 August 2025 as Director)

Mr. Kale has over 20 years financial services experience and holds a Bachelor of Economics (Accounting), a Graduate Diploma of Applied Finance and Investments, and is a CPA. He is currently the Chief Financial Officer and Company Secretary for Clime Investment Management Limited and Clime Capital Limited.

Interests in shares and options

34,290 ordinary shares at the date of this report

Meetings of directors

There were no meetings of the Company's Board of Directors ("the Board") that were held during the year ended 30 June 2025.

Principal Activities

The Company's principal activity is the holding of its investments in Jasco Holdings Limited ("Jasco") on behalf of its investors.

Jasco is an unlisted public company that has been operating for 60 years. Jasco is a profitable, vertically integrated, arts materials supply company. The two key divisions are retail and wholesale suppliers. For further information about the Company please refer to Note 1 of the financial statements.

Review of Operations

Profit for the year after income tax was \$764,432 (2023: \$659,620). The increase is due to higher share in profits of associates during the year.

Significant changes in state of affairs

There were no significant changes in the Company's state of affairs during the year.

DIRECTORS' REPORT

for the year ended 30 June 2025

Clime Private Limited

Dividends paid during the year

	2025 \$	2024 \$
0.40 cents per share (2024: 0.40 cents per share) franked to 100% at 30% (2024: franked to 100% at 30%) corporate income tax rate, final ordinary dividend paid during the year on 6 December 2024 in respect of the prior financial period.	201,100	201,100
0.35 cents per share (2024: 0.26 cents per share) franked to 100% at 30% (2024: franked to 100% at 30%) corporate income tax rate, interim ordinary dividend paid during the year on 23 May 2025 in respect of the current financial year	175,963	130,715
Total dividends paid	377,063	331,815

Directors expect to declare a final dividend in November 2025 based on the final dividend received from Jasco for the last financial year.

Subsequent Events

No matters or circumstances have arisen since the end of the reporting period which significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in the future financial periods.

Likely developments and expected results of operations

Information on likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

Shares under option and shares issued on the exercise of options

There were no unissued shares under options and there were no shares issued on the exercise of options during or after the financial year.

Environmental regulation

The Company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Rounding off of amounts

In accordance with the Australian Securities and Investments Commission Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report have been rounded to the nearest dollars.

Insurance of officers and auditors

During the financial year, on behalf of the Company, Clime Investment Management Limited paid a premium for an insurance policy insuring all Directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as Directors or officers of the Company, other than conduct involving a wilful breach of duty in relation to the Company. In accordance with common commercial practice, the insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any of its controlled entities against a liability incurred by an officer or auditor.

DIRECTORS' REPORT

for the year ended 30 June 2025

Clime Private Limited

Proceedings on behalf of the Company

No person has applied for leave of Court under section 237 of the *Corporations Act 2001* 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 any part of those proceedings.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the directors, pursuant to section 298(2)(a) of the *Corporations Act 2001* and is signed for and on behalf of the directors by:



John Abernethy
Chairman

Sydney, 30 October 2025

**Auditor's Independence Declaration
To the Directors of Clime Private Limited
ABN 89 614 090 309**

In relation to the independent audit of Clime Private Limited for the year ended 30 June 2025, to the best of my knowledge and belief there have been:

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

**S M Whiddett**
Partner**Pitcher Partners**
Sydney

30 October 2025

FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

Clime Private Limited Financial Statements 30 June 2025

Contents

Financial Statements	Page
Statement of Profit or Loss and Other Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Notes to the Financial Statements	11

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2025

Clime Private Limited

	Note	2025 \$	2024 \$
Share of profit of associate accounted for using the equity method	3(b)	761,024	638,136
Director fee from Jasco Holdings Limited		40,000	40,000
Interest income		6,774	6,672
Share registry fees		(13,130)	(592)
Audit fees		(19,152)	(17,112)
Taxation fees		(3,419)	(3,266)
Other operating expenses		(6,204)	(2,231)
Profit before income tax		765,893	661,607
Income tax expense attributable to operating profit	4	(1,461)	(1,987)
Profit for the year after income tax		764,432	659,620
Other comprehensive income			
Share of other comprehensive income of associate	3(b)	26,496	4,311
Total comprehensive income attributable to members of Clime Private Limited		790,928	663,931
Earnings per share for profit attributable to the equity holders of the Company:			
Basic earnings per share	8(a)	1.52 cents	1.31 cents
Diluted earnings per share	8(b)	1.52 cents	1.31 cents

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

STATEMENT OF FINANCIAL POSITION

as at 30 June 2025

Clime Private Limited

	Note	2025 \$	2024 \$
ASSETS			
Current Assets			
Cash and cash equivalents	5(a)	77,161	63,730
Dividend receivable	3(b)	-	127,781
Current tax asset		3,694	
Total Current Assets		80,855	191,511
Non-Current Asset			
Investments accounted for using the equity method	3(b)	10,574,282	10,042,325
Deferred tax asset		4,200	4,260
Total Non-Current Assets		10,578,482	10,046,585
Total Assets		10,659,337	10,238,096
LIABILITIES			
Current Liabilities			
Trade and other payables		64,088	56,629
Current Tax Liability		-	83
Total Liabilities		64,088	56,712
Net Assets		10,595,249	10,181,384
EQUITY			
Issued capital	6	7,807,933	7,807,933
Reserves		17,704	(8,792)
Retained earnings		2,769,612	2,382,243
Total Equity		10,595,249	10,181,384

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

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2025

Clime Private Limited

	Note	Issued capital \$	Other reserves \$	Retained earnings \$	Total \$
Balance as at 30 June 2023		7,807,933	(13,103)	2,054,438	9,849,268
Profit for the year after income tax		-	-	659,620	659,620
Other comprehensive income for the year, net of tax		-	4,311	-	4,311
Total comprehensive income for the year		-	4,311	659,620	663,931
Transactions with equity holders in their capacity as equity holders:					
- Dividends paid	7(a)	-	-	(331,815)	(331,815)
Balance as at 30 June 2024		7,807,933	(8,792)	2,382,243	10,181,384
Profit for the year after income tax		-	-	764,432	764,432
Other comprehensive income for the year, net of tax		-	26,496	-	26,496
Total comprehensive income for the year		-	26,496	764,432	790,928
Transactions with equity holders in their capacity as equity holders:					
- Dividends paid	7(a)	-	-	(377,063)	(377,063)
Balance as at 30 June 2025		7,807,933	17,704	2,769,612	10,595,249

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

STATEMENT OF CASH FLOWS

for the year ended 30 June 2025

Clime Private Limited

	Note	2025 \$	2024 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividends received from associate		383,344	298,157
Payment of operating expenses		(34,446)	(22,388)
Director fee received		40,000	40,000
Interest received		6,774	6,672
Income tax paid (net of refunds)		(5,178)	(1,273)
Net cash provided by operating activities	5(b)	390,494	321,168
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend payments		(377,063)	(331,815)
Net cash used in financing activities		(377,063)	(331,815)
Net increase/(decrease) in cash and cash equivalents		13,431	(10,647)
Cash and cash equivalents at beginning of the year		63,730	74,377
Cash and cash equivalents at end of the year	5(a)	77,161	63,730

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

1. CORPORATE INFORMATION

Clime Private Limited (“Clime Private” or “the Company”) was incorporated in Australia on 5 August 2016, as a wholly owned subsidiary of Clime Investment Management Limited (“CIW”). The Company is no longer part of CIW post the demerger completed on 11 November 2016. The address of its registered office and principal place of business is Level 31, Suite 2, Angel Place 123 Pitt St, Sydney NSW 2000. The principal activity of the Company is the holding of its investments in Jasco Holdings Limited (“Jasco”) on behalf of its investors.

Jasco is a leading Australian art, design and craft materials wholesaler and distributor. Jasco is an unlisted public company that has been operating for over 60 years. Jasco is a vertically integrated, arts materials supply company. The two key divisions are retail and wholesale suppliers.

Retail

Jasco, through its Eckersley’s art and craft business (“Eckersley’s”) has 27 art supplies stores, four school supplies divisions, easel hire and a business supplies division across Australia. Eckersley’s provides artists, craft & design enthusiasts with the resources they need. The stores are located in major shopping locations and they supply artists, students and the general public. Eckersley’s fastest sales growth channel has been derived from online sales through its website eckersleys.com.au. Eckersley’s supplies school children, art college and University students with their “recommended education kits”. The bulk of Eckersley’s sales are derived from selling products supplied by the Jasco wholesale division.

Wholesale

Jasco is a wholesaler of leading art and craft brands to its retailer clients. With over 100 local and international suppliers and a sales force across Australia, it represents a large range of brands in art supplies, design materials, crafting and more. Its mission is to provide the most innovative and highest quality art and design products; and to provide retail partners with full category solutions.

Jasco represents the world’s leading art brands in Australia and New Zealand, including:

- Winsor & Newton: The world’s leading brand of fine art materials with an unrivalled reputation for quality and reliability.
- Liquitex: The revolutionary pioneer of acrylics, making major contributions to the evolution of acrylic painting over the past 50 years.
- Conte a Paris: Used by the masters themselves, Conte a Paris high quality crayons, pastel pencils and drawing accessories have enriched art for more than a century.

In addition to art, design and craft materials, Jasco has a distribution alliance with ACCO brands to be the preferred distributor of the entire range of ACCO brands into the art and craft channel. The ACCO brands’ range offers a wide selection of commercial stationery, office equipment and technical drawing products. This distribution alliance brings powerful consumer recognised brands to both companies and provides efficiency within the Office Products and Art & Craft distribution channels.

Jasco distribution centres and headquarters are based in Sydney and Auckland, with national distribution and warehouse capabilities. The main distribution centre is located in St. Mary’s, west of Sydney, with 8,000m² of modern facilities, ensuring prompt service to its customers on a daily basis.

2. MATERIAL ACCOUNTING POLICY INFORMATION

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

(a) Basis of preparation

These financial statements are general purpose financial statements which:

- have been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards, Interpretations and other authoritative pronouncements issued by the Australian Accounting Standards Board (AASB); and
- comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The Company is a public company, incorporated and domiciled in Australia. These financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Historical cost convention

These financial statements have been prepared under the historical cost convention except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss.

New and revised accounting standards effective during the reporting period

The Company has applied the following standards and amendments for the first time for the annual reporting period commencing on 1 July 2023:

- *AASB 2021-2 Amendments to Australian Accounting Standards - Disclosure of Accounting Policies and Definition of Accounting Estimates [AASB 7, AASB 101, AASB 134 & AASB Practice Statement 2]*.

The above amendment did not have any impact on the amounts recognised in prior periods and is not expected to significantly affect the current or future periods.

There are no other new standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2023 that have a material impact on the Company.

New accounting standards and interpretations not yet adopted

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective and is unlikely to have a material impact on the Company.

(b) Investment in associates

The Company holds 20.38% (2024: 20.53%) interest in Jasco Holdings Limited as at 30 June 2025.

The financial statements of Jasco Holdings Limited are prepared for the same reporting period as the Company. The accounting policies of both companies are aligned with those of the Company. Therefore, no adjustments are made when measuring and recognising the Company's share of the profit or loss of the investees after the date of acquisition.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entity, but not control or joint control over those policies. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)**(b) Investment in associates (continued)**

The Company's investment in its associate is accounted for using the equity method. The aggregate of the Company's share of profit or loss of an associate is shown on the face of the statement of profit or loss and other comprehensive income.

Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Company's share of net assets of the associate since the acquisition date. The Company's share of post-acquisition movements in reserves is recognised in the statement of changes in equity and in other comprehensive income in the statement of profit or loss and other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends received or receivable from associates in the financial statements reduce the carrying amount of the investment.

At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss within 'Share of profit of an associate' in the statement of profit or loss and other comprehensive income.

When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Upon loss of significant influence over the associate, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

On 27 October 2016, shareholders of Clime Investment Management Limited (CIW) approved the separation of CIW's shareholdings in Jasco via Clime Private Limited and in-specie distribution of Clime Private Limited's shares on a 1 on 1 basis to CIW shareholders by way of a capital reduction. The demerger was to simplify CIW's structure and to potentially unlock shareholder value. The distribution of Clime Private Limited's shares involved a reduction in CIW's paid up share capital (Contributed equity).

This demerger was completed on 11 November 2016. As a result of this demerger, the carrying value of the Jasco investment of \$7,802,806 at the record date (3 November 2016) was de-recognised from CIW's books and was recorded in the statement of financial position of Clime Private Limited. Following the de-merger, the Company is no longer part of CIW.

It is the intention of the Directors of Clime Private to hold this investment on a long-term basis.

(c) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of the amounts of goods and services tax paid, if any. Revenue is recognised for the major business activities as follows:

(i) Services income

Fees that relate to specific transactions or events are recognised as revenue in the period that the services are provided, and performance obligations are satisfied. When they are charged for services provided over a period, they are recognised as revenue on an accrual basis as the services are provided.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)**(c) Revenue recognition (continued)***(ii) Interest income*

Interest income is recorded in the statement of profit or loss and other comprehensive income when earned on an accrual basis using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

(d) Income tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the notional income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income and equity are also recognised directly in other comprehensive income and equity, respectively.

(e) Dividends

A liability is recorded for the amount of any dividend declared on or before the end of the period but not distributed at reporting date.

(f) 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.

(g) Dividend receivable

Dividends are accrued when the right to receive payment is established. Amounts are generally received within 30 days of being recorded as receivables.

(h) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method. The carrying amounts of trade and other payables are considered to represent a reasonable approximation of their fair values.

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

(j) Rounding off of amounts

In accordance with the *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the financial statements have been rounded to the nearest dollars.

(k) Critical accounting estimates and judgements

The preparation of the financial statements requires management and Directors of the Company to make judgements, estimates and assumptions that affects the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described below:

Deferred tax assets and liabilities on equity accounted investments

The Directors believe it to be inappropriate to recognise tax assets and liabilities in relation to the Company's equity accounted investment in Jasco Holdings Limited ("Jasco") on the basis that the Company is a long term investor and it is not anticipated that it will sell the investment in Jasco and thus, incur a tax liability associated with the sale. Should individual investors wish to realise their investment in Jasco they have the ability to do so by selling their shares in Clime Private Limited.

The Directors believe that this accounting treatment is consistent with the recognition and measurement criteria in AASB 112 Income Taxes.

3. INVESTMENT IN ASSOCIATE ACCOUNTED USING THE EQUITY METHOD

	2025 \$	2024 \$
Investment in associate	10,574,282	10,042,325

(a) Carrying amounts

Name of Companies	Principal Activity	Share Holding		Carrying amounts	
		2025 %	2024 %	2025 \$	2024 \$
<i>Unlisted</i> Jasco Holdings Ltd (i)	Importing and distribution of art and craft materials	20.38	20.53	10,574,282	10,042,325

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

3. INVESTMENT IN ASSOCIATE ACCOUNTED USING THE EQUITY METHOD (continued)

(i) Jasco Holdings Limited

Jasco Holdings Limited (Jasco) is in the business of importing and distribution of art and craft materials and retailing of art and craft materials. More details of Jasco's business can be found in Note 1.

(b) Movements in carrying amounts

	2025 \$	2024 \$
Carrying amount at the beginning of the financial year	10,042,325	9,825,817
Share of profit after income tax	761,024	638,136
Share of change in reserves	26,496	4,311
Dividends received/receivable*	(255,563)	(425,939)
Carrying amount at the end of the financial year	10,574,282	10,042,325

Associate

Share of net profit of associate before income tax	1,087,177	911,623
Share of income tax expense	(326,153)	(273,487)
Share of profit after income tax	761,024	638,136

*Dividend of \$127,781 was declared by Jasco on 5 June 2024 and received by the Company on 10 July 2024. As at 30 June 2024, this was presented as "Dividend receivable" in the statement of financial position.

(c) Summarised financial information of associate

Summarised financial information in respect of the Company's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements for the year ended 30 June 2025 and 30 June 2024, prepared in accordance with Australian Accounting Standards.

	2025 \$'000	2024 \$'000
Summarised statement of financial position		
Current assets	34,227	30,978
Non-current assets	41,961	43,219
Total assets	76,188	74,197
Current liabilities	18,409	18,577
Non-current liabilities	5,898	6,697
Total liabilities	24,307	25,274
Net assets	51,881	48,923

Summarised statement of profit or loss and other comprehensive income

Revenue	59,194	59,256
Expenses	(53,706)	(54,758)
Profit before income tax	5,488	4,498
Income tax expense	(1,617)	(1,319)
Profit after income tax	3,871	3,179
Other comprehensive income	130	21
Total comprehensive income	4,001	3,200

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

3. INVESTMENT IN ASSOCIATE ACCOUNTED USING THE EQUITY METHOD (continued)

(c) Summarised financial information of associate (continued)

	2025 \$'000	2024 \$'000
Contingent liabilities and commitments		
Share of bank guarantee	9	9
Share of lease guarantee	98	94
Share of potential withholding tax liabilities	268	255
Share of capital commitments	-	8

4. INCOME TAX EXPENSE

	2025 \$	2024 \$
(a) Income tax expense		
Current tax	1,401	4,806
Deferred tax	60	(2,819)
	1,461	1,987

Deferred income tax expense included in income tax expense comprises:

Increase in deferred tax assets	60	(2,819)
---------------------------------	----	---------

(b) Numerical reconciliation of income tax expense to prima facie tax payable

Profit before income tax	765,893	661,607
Tax at the Australian tax rate of 30% (2024: 30%)	229,768	198,482
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
- Income not subject to tax	(228,307)	(196,495)
Income tax expense	1,461	1,987

5. STATEMENT OF CASH RECONCILIATION

	2025 \$	2024 \$
(a) Reconciliation of cash		
For the purposes of the statement of financial position and statement of cash flows, cash and cash equivalents comprise:		
- Cash and bank balances	77,161	63,730

Cash at bank is interest bearing. Cash at bank bear floating interest rates at approximately 4.20% (2024: 4.05%).

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

Profit for the year	764,432	659,620
Adjustment for:		
Share of profit of associate	(761,024)	(638,136)
Dividends received from associate	383,344	298,157
Change in operating assets and liabilities:		
Trade and other payables	7,459	813
Deferred tax assets	60	(2,819)
Provision for income tax, net of payment	(3,777)	3,533
Net cash provided by operating activities	390,494	321,168

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

6. ISSUED CAPITAL

	30 June 2025 Number	30 June 2024 Number	30 June 2025 \$	30 June 2024 \$
Opening balance	50,275,000	50,275,000	7,807,933	7,807,933
Issue of ordinary shares	-	-	-	-
Closing balance	50,275,000	50,275,000	7,807,933	7,807,933

Terms and conditions

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. In the event of winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

7. DIVIDENDS

(a) Dividends paid during the year/period

	2025 \$	2024 \$
0.40 cents per share (2024: 0.40 cents per share) franked to 100% at 30% (2024: franked to 100% at 30%) corporate income tax rate, final ordinary dividend paid during the year on 6 December 2024 in respect of the prior financial period.	201,100	201,100
0.35 cents per share (2024: 0.26 cents per share) franked to 100% at 30% (2024: franked to 100% at 30%) corporate income tax rate, interim ordinary dividend paid during the year on 23 May 2025 in respect of the current financial year	175,963	130,715
Total dividends paid	377,063	331,815

Directors expect to declare a final dividend in November 2025 based on the final dividend received from Jasco for the last financial year.

(b) Franking account balance

	2025 \$	2024 \$
Amount of franking credits available for subsequent financial years	13,562	10,225

8. EARNINGS PER SHARE

	2025 Cents	2024 Cents
(a) Basic earnings per share		
Profit attributable to the ordinary equity holders of the Company	1.52	1.31
(b) Diluted earnings per share		
Profit attributable to the ordinary equity holders of the Company	1.52	1.31

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

8. EARNINGS PER SHARE (continued)

	2025 Cents	2024 Cents
(c) Reconciliations of earnings used in calculating earnings per share		
<i>Basic and diluted earnings per share</i>		
Profit for the period attributable to owners of the Company	\$764,432	\$659,620
Profit attributable to the ordinary equity holders of the Company used in calculating basic and diluted earnings per share	\$764,432	\$659,620
(d) Weighted average number of shares used as the denominator	2025 Number	2024 Number
Weighted average number of ordinary shares used in calculation of basic earnings per share	50,275,000	50,275,000
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	50,275,000	50,275,000

9. SEGMENT INFORMATION

Due to the nature of the Company's operations and current size of the Company, for management reporting purposes, the chief operating decision makers (being the Board of Directors) currently consider and report on the Company's operating results and financial position as one reportable operating segment. Refer to the statement of profit or loss and other comprehensive income for the Company's results.

10. SUBSEQUENT EVENTS

No matters or circumstances have arisen since the end of the period which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial periods.

11. CONTINGENT ASSETS, CONTINGENT LIABILITIES AND COMMITMENTS

The Company has no contingent assets, contingent liabilities or commitments as at 30 June 2025 (2024: Nil).

12. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to various direct and indirect financial risks, including market risk, interest rate risk, credit risk, liquidity risk and fair values.

Risk management is carried out by Directors under policies and strategies approved by the Board. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

(a) Interest risk

The Company is exposed to interest rate risk because at balance date, the Company has some assets held in interest-bearing bank accounts. However, the exposure to interest rate risk is insignificant given that the Company's interest-bearing assets are held with reputable banks to ensure the Company obtain competitive rates of return while providing sufficient liquidity to meet cash flow requirements.

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

12. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Cash and cash equivalents

The maximum credit risk of the Company in relation to cash and cash equivalents is the carrying amount and any accrued unpaid interest. The average weighted maturity of the cash portfolio at any given time is no greater than 90 days. All financial assets that are not impaired or past due are of good credit quality.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash. The Company's Board actively reviews the liquidity position on a regular basis to ensure the Company is always in a position to meet its debts and commitments on a timely basis.

Maturities of financial liabilities

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities. The table has been prepared based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company is liable to meet its obligations. The table includes both interest (where applicable) and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Maturity analysis – 2025	Carrying amount	Contractual cash flows	Less than 6 months	6 – 12 months	1-3 years
Financial liabilities	\$	\$	\$	\$	\$
Trade and other payables	64,088	64,088	64,088	-	-
Total financial liabilities	64,088	64,088	64,088	-	-

Maturity analysis – 2024	Carrying amount	Contractual cash flows	Less than 6 months	6 – 12 months	1-3 years
Financial liabilities	\$	\$	\$	\$	\$
Trade and other payables	56,629	56,629	56,629	-	-
Total financial liabilities	56,629	56,629	56,629	-	-

(d) Market and fair value risk

The Company was exposed to insignificant market and fair value risk as at period end.

13. KEY MANAGEMENT PERSONNEL

(a) Remuneration of Directors

The Company does not have any key management personnel other than the Directors.

(b) Equity instrument disclosures relating to Directors

(i) *Options provided as remuneration and shares issued on exercise of such options*

No options were provided as remuneration to Directors.

(ii) *Share holdings*

The numbers of shares in the Company held during the year by each Director of the Company, including their personally-related entities, are set out below.

NOTES TO FINANCIAL STATEMENTS

for the year ended 30 June 2025

Clime Private Limited

13. KEY MANAGEMENT PERSONNEL (continued)

Directors' holding of ordinary shares in Clime Private Limited

Name	Balance at the start of the year Number	Other changes during the year Number	Balance at the end of the year Number
2025			
Mr. John Abernethy	4,138,263	-	4,138,263
Ms. Annick Donat (resigned on 31 July 2024)	5,000	-	5,000
Mr. William Riggall (appointed on 3 April 2024 and resigned on 27 August 2025)	-	-	-
Mr. Michael Baragwanath (appointed on 31 July 2024)	-	-	-
2024			
Mr. John Abernethy	4,138,263	-	4,138,263
Ms. Annick Donat (resigned on 31 July 2024)	-	5,000	5,000
Mr. William Riggall (appointed on 3 April 2024)	-	-	-
Mr. Ronni Chalmers (resigned on 3 April 2024)	26,650	-	26,650
Mr. Michael Baragwanath (appointed on 31 July 2024)	-	-	-

14. Related party transactions

All transactions with related entities were made on normal commercial terms and conditions no more favourable than transactions with other parties unless otherwise stated. The amounts outstanding are unsecured and are to be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

Details of transactions between the Company and other related parties are disclosed below.

(a) Associate

- (i) The Company charged Jasco, the associated company, a director fee of \$40,000 (2024: \$40,000).
- (ii) As at 30 June 2025, Jasco holds 8,832,139 (June 2024: 6,782,599) shares, 17.57% (2024: 13.49%) interest in Clime Private Limited.

Other interests in associate are set out in Note 3.

(b) Other related parties

The Company paid Clime Investment Management Limited a \$2,000 amount (2024: \$1,000) for providing accounting support.

(c) Key Management Personnel

Disclosures relating to key management personnel are set out in Note 13.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

for the year ended 30 June 2025

Clime Private Limited

Clime Private Limited is not required to prepare consolidated financial statements by Australian Accounting Standards. Accordingly, in accordance with subsection 295(3A) of the *Corporations Act 2001*, no further information is required to be disclosed in this Consolidated Entity Disclosure Statement.

DIRECTORS' DECLARATION

for the year ended 30 June 2025

Clime Private Limited

The Directors declare that:

- (a) In the directors' opinion, the attached financial statements and notes thereto, as set out on pages 6 to 21, are in accordance with the *Corporations Act 2001*, including compliance with Accounting Standards, and giving a true and fair view of the financial position and performance of the Company;
- (b) in the director's opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (c) in the directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 2 to the financial statements; and
- (d) in the Directors' opinion, the consolidated entity disclosure statement is true and correct.

Signed in accordance with a resolution of the Board of Directors made pursuant to S295 (5) of the *Corporations Act 2001*.

On behalf of the Directors



John Abernethy
Director

Sydney, 30 October 2025

**Independent Auditor's Report
To the Members of Clime Private Limited
ABN 89 614 090 309****Report on the Audit of the Financial Report***Opinion*

We have audited the financial report of Clime Private Limited ("the Company"), which comprises the statement of financial position as at 30 June 2025, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (a) giving a true and fair view of the Company's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

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

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

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

Other Information (continued)

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

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

Responsibilities of the Directors for the Financial Report

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

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

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

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

In preparing the financial report, the directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

- 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 Company'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 Company 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.

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.



S M Whiddett
Partner



Pitcher Partners
Sydney

30 October 2025