

ABN 89 008 108 227

IRONBARK CAPITAL LIMITED APPENDIX 4E & ANNUAL REPORT

FOR THE YEAR ENDED 30 JUNE 2025

IRONBARK CAPITAL LIMITED

Results for Announcement to the Market

Year Ended 30 June 2025

This report is based on audited financial statements. The previous corresponding period is the year ended 30 June 2024.

	2025	2024		% Change
Revenue and Profit	\$'000	\$'000		
Investment revenue from ordinary activities	4,102	3,535	Up	16.0%
Net profit after income tax expense	3,067	2,608	Up	17.6%

Earnings	2025 Cents	2024 Cents		% Change
Earnings per share	2.90	2.40	Up	20.8%

Net Tangible Asset Backing per share (NTA)	30)-Jun-25	30)-Jun-24		% Change
NTA before provision for tax on unrealised gains	\$	0.571	\$	0.568	Up	0.5%
NTA after provision for tax on unrealised gains	\$	0.570	\$	0.563	Up	1.2%
The NTA is after 2.45 cents per share of fully franked dividends paid in the period and after the buy-back of 1,810,117 shares.						

Dividend Information	2025	2024		% Change
	Cents per	Cents per		
	share	share		
Interim Dividend - fully franked at 25% (2024: 25%) tax rate	1.20	1.10	Up	9.1%
Final Dividend - fully franked at 25% (2024: 25%) tax rate	1.30	1.25	Up	4.0%
Fully franked dividend for the year	2.50	2.35	Up	6.4%

- The final fully franked dividend for the 2025 financial year is 1.3 cents per share which is to be paid on 26 September 2025 for shareholders registered as at record date of 5 September 2025. This is franked at the corporate tax rate of 25%.
- The final fully franked dividend for the 2024 financial year was 1.25 cents per share which was paid on 27 September 2024.
- The interim dividend paid to shareholders on 27 March 2025 was 1.2 cents per share, fully franked. The interim dividend for the corresponding period was 1.1 cent per share fully franked.
- The Dividend Reinvestment Plan remains suspended.
- The Company advises that its Annual General Meeting will be held on 27 November 2025 and the closing date for receipt of nominations from persons wishing to be considered for election as a director, is 9 October 2025.

Ironbark Capital Limited ABN 89 008 108 227

Annual Report For the year ended 30 June 2025

Ironbark Capital Limited ABN 89 008 108 227

Annual Report For the year ended 30 June 2025

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Directors Robert Lord Chairman, BSc,MBA,Dip Ed

Neal Hornsby MIPA, MBA, DipFS(FP), CertPM

Sam Kaplan BEc, MBA, FFin

Company Secretaries Natalie Climo LLB, GradDipLegalPrac, GIA(Cert)

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Share Registrar Boardroom Pty Limited

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Shareholder enquiries telephone:

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Investment Manager Kaplan Funds Management Pty Limited

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180 Ocean Street Edgecliff NSW 2027 Telephone: (02) 8917 0300

Accounting & Administration Kaplan Funds Management Pty Ltd

Suite 607, 180 Ocean Street Edgecliff NSW 2027 Telephone: (02) 8917 0399 Fax: (02) 8917 0355

Auditors MNSA Pty Ltd

Level 1

283 George Street Sydney NSW 2000

Custodian MUFG Corporate Markets FS Pty Limited

Level 12,

680 George Street, Sydney NSW 2000

Website www.ironbarkcapital.com

Company Secretarial & all other enquiries Telephone: (02) 8917 0399

Email: enquiries@ironbarkcapital.com

Stock Exchange Australian Securities Exchange

ASX code: IBC

Ironbark Capital Limited ABN 89 008 108 227 Chairman's Report For the year ended 30 June 2025

Chairman's Report

The 2025 financial year saw the share market at all-time highs despite softer commodity prices and the imposition of US tariffs on Australia and its major trading partners. Domestic inflationary pressures have abated somewhat, which supported two rate cuts by the RBA in the second half of the year.

The US tariff announcements have induced rewiring of global trade and supply chains and has created an uncertain environment for growth and inflation responses. In contrast the buoyancy of equity markets suggests an element of complacency.

The Ironbark portfolio maintained conservative settings throughout the year and has adapted to the phasing out of the ASX listed bank hybrid market through investment in unlisted wholesale corporate fixed interest notes.

The outlook for further interest rate cuts is viewed as supportive of Ironbark's yield focused portfolio.

Results for the Financial Year & Final Dividend

The profit after tax of \$3 million was up from the \$2.6 million achieved in the previous corresponding year. The increase was driven by realised gains on investments including option income from buy & writes. Interest income increased by 25% from higher interest rates achieved through the Hybrid and Corporate Note holdings. However, dividend income decreased from lower payout ratios in the resources sector.

NTA per share after provision for tax on unrealised gains was \$0.57. The NTA return after tax was 5.6% over the year including fully franked dividends of 2.45 cents per share, or 7% return grossed up for franking credits.

Since the end of the financial year, the Directors have declared a fully franked dividend of 1.3 cents per share to be paid on 26 September 2025. The company has increased the payment of fully franked dividends in the 2025 financial year to 2.5 cents from 2.35 cents per share in the previous year.

Investment Performance

For the year to 30 June 2025, the Ironbark portfolio returned 8.4% inclusive of franking credits, underperforming the Benchmark (1 year swap + 6%p.a.) by 1.4%. The sound performance was achieved with less than a third of the volatility/risk of the equities market reflecting the diversified balance of investments and a good contribution from property trusts.

It was pleasing to see a small reduction in the share price discount to NTA from 24.3% to 22% and a total shareholder return of 9.2% for the financial year.

The Ironbark performance reflects the Investment Manager's absolute return focus and income emphasis including the writing of call options. The Investment Manager's report by Kaplan Funds Management (KFM), which follows the Chairman's Report, sets out in detail the investment experience in this 2025 financial year.

Capital Management

The on-market share buy-back for up to 10% of the Company's shares over 12 months continued in the 2025 financial year and 1,810,117 shares were bought back in the period to 30 June 2025.

The buy-back of shares at a discount to NTA increases the NTA for the benefit of all shareholders.

Ironbark Capital Limited ABN 89 008 108 227 Chairman's Report For the year ended 30 June 2025

In accordance with the Company's capital management program, the program has been extended for a further 12 months until 18 July 2026. This provides the mechanism for the Company to buy back its shares during prolonged periods of share price volatility when there is a significant discount to underlying NTA.

The Year Ahead

The year ahead is expected to continue to provide challenging times for financial markets, emanating from geopolitical events and the impact of US tariffs with consequences for inflation and growth. We expect further interest rate cuts but the extent may be limited by high government borrowings and poor productivity.

The Ironbark portfolio with its conservative settings is well positioned in this environment to deliver fully franked dividends and satisfactory returns within an acceptable risk profile.

Robert Lord Chairman

Investment Manager Report – financial year to 30 June 2025

The manager's objective is to deliver consistent returns from a diversified portfolio with an income emphasis. IBC seeks to pay a high fully franked dividend yield from the portfolio. IBC's performance benchmark is the 1-year swap rate plus 6% per annum.

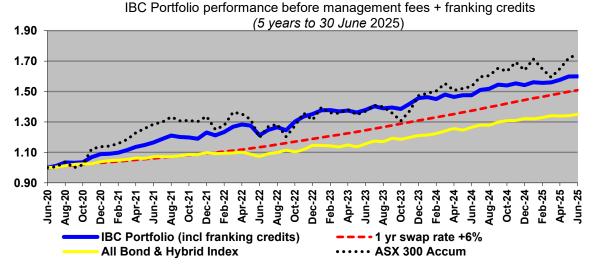
Performance measurement includes franking credits and option premium income. Franking credits are included in performance because they are a significant source of return from IBC's hybrid investments and are beneficial for shareholders. Option premium income is generated from buy & write activity and varies with market conditions. Over the year, realised option premium income was around \$1.1m (1.8% of the portfolio). The calculation of the portfolio's current running yield of 6.1% excludes option income because realised option premiums are highly variable from year to year.

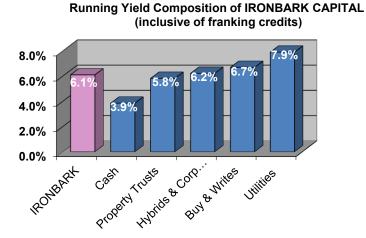
IBC recorded a sound return of 8.42% over the 2025 financial year with conservative settings. The return was achieved with low volatility measuring 29% of the ASX Index volatility.

Since inception, over 22 years the portfolio delivered a return of 8.9%pa with approximately half of the ASX Index risk measured in terms of volatility. IBC's focus on income generation and capital preservation from a balanced portfolio structure has delivered very good risk adjusted returns compared to the equities market.

PERFORMANCE TO 30/6/25	Inception 22.5yrs	10 Yr	5 Yr	4 Yr	3 Yr	2 Yr	1 Yr
FUM \$59.5m	% pa	% pa	% pa	% pa	% pa	% pa	% pa
IBC pre fees plus franking	8.87	7.70	9.85	8.24	9.67	7.71	8.42
1 yr swap +6%	<u>9.52</u>	<u>8.09</u>	<u>8.58</u>	<u>9.21</u>	9.98	<u>10.09</u>	<u>9.84</u>
Relative performance	-0.64	-0.39	1.27	-0.98	-0.31	-2.38	-1.42
volatility IBC	7.0	7.6	5.4	5.7	4.8	4.0	3.2
volatility ASX300	13.5	13.9	12.7	13.0	12.3	11.1	11.2
ASX 300 Accum	9.18	8.85	11.77	7.94	13.35	12.83	13.74
Vol relative to ASX	52%	55%	42%	44%	39%	36%	29%

KAPLAN FUNDS MANAGEMENT





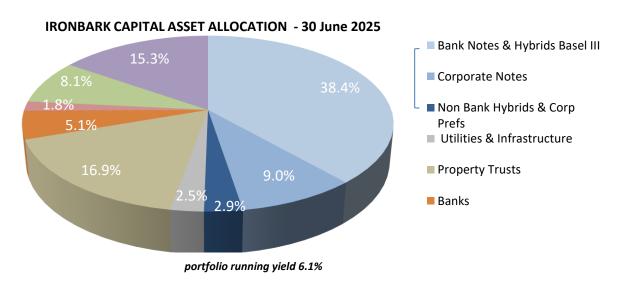
Portfolio

The portfolio is structured with an emphasis on income through yield orientated securities (hybrids and corporate bonds, utilities, property trusts) and buy & write positions in leading companies. The portfolio's running yield was 6.1% inclusive of franking credits but excluding option premium income.

The buy & write strategy involves buying selective shares and selling, subject to appropriate timing, call options over those shares. This strategy gives away some of the upside potential from a shareholding but generates option premium income consistent with the income emphasis of the portfolio.

The portfolio is diversified across 25 different entities. Higher risk exposures in banks, industrials and resources are largely held through buy & write option positions for income enhancement or added protection. The portfolio's hybrid and corporate bond holdings are mostly floating rate securities with little duration risk.

Approximately 50% of the portfolio was held in hybrids and corporate bonds, 15% in buy & write and equity exposures across industrials and resources, 17% in property trusts, 2.5% utilities, and 15% held in cash & option delta.



(includes franking credits but excludes option premium income)

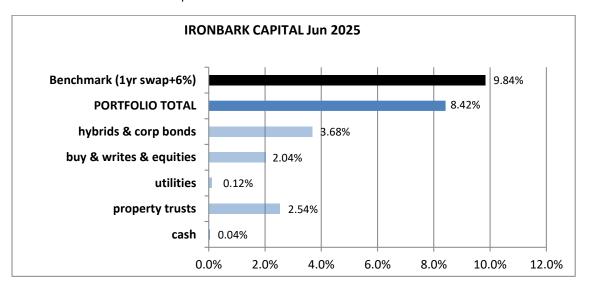
Portfolio Performance-financial year to 30 June 2025

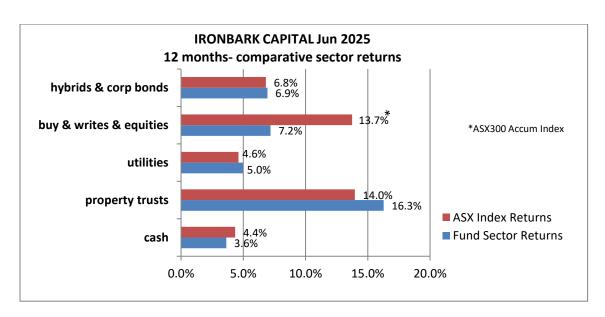
The portfolio recorded a return of 8.4% for the financial year.

Hybrid and corporate bonds delivered a sound return of around 6.9% over the year. The portfolio increased unlisted corporate subordinate notes and reduced bank hybrids that were redeemed at par. APRA is phasing out the listed bank hybrid market by 2032 enforcing early redemption of hybrids without replacement. As a result, redemption certainty is positive for bank hybrids.

Buy & writes returned 7.2% and benefited from strong bank share prices whilst resource shares suffered losses mitigated by option premium income. Call option writing contributed 1.8% (realised and unrealised profits) to the total portfolio return over the year.

Property trust holdings returned 16.3% significantly reducing deep discounts to NTA experienced in the previous year. Reasonably high property valuation capitalisation rates and lower interest rates have attracted investment capital back to the sector.





KAPLAN FUNDS MANAGEMENT

ASX Code	Security	Market Value* \$'000	% of portfolio	% exposure**
	B. J.			
	Banks	0.047		
ANZ	ANZ Banking Group Limited	3,017	5.0	2.7
WBC	Westpac Banking Corporation Limited	2,734	4.5	2.5
		5,751	9.5	5.2
	Hybrids & Corporate Bonds			
ALD26/27	Ampol Limited - Subordinated Notes (Unlisted)	2,286	3.8	3.8
ANZPI/PJ/PK	ANZ Banking Group Limited - Capital Notes	887	1.5	1.5
ANZ 34/34A	ANZ Banking Group Limited - Subordinated Notes (Unlisted)	2,073	3.4	3.4
AYUPA	Australian Unity Limited - Fixed Mutual Capital Instrument	873	1.5	1.5
BOQPF	Bank of Queensland Limited - Capital Notes	475	0.8	0.8
BOQ75	Bank of Queensland Limited - Capital Notes Bank of Queensland Limited - Subordinated Notes (Unlisted)	499	0.8	0.8
CBA32/32A/33/38	Commonwealth Bank of Australia Limited -Subordinated Notes(Unlisted)	8,190	13.7	13.5
CBAPI/PM	Commonwealth Bank of Australia Limited - Capital Notes	1,036	1.7	1.7
IAGPE	Insurance Australia Group Limited - Capital Notes	839	1.4	1.4
MAC 32/34	Macquarie Bank Limited - Subordinated Notes (Unlisted)	1,016	1.7	1.7
MQGPD/PF/PG	Macquarie Group Limited - Capital Notes	1,798	3.0	3.0
NABPF/PH/PI/PJ/PI	National Australia Bank Limited - Capital Notes	2,252	3.7	3.7
NAB25	National Australia Bank Limited - Capital Notes (Unlisted)	475	0.8	0.8
NAB32/34	National Australia Bank Limited - Subordinated Notes (Unlisted)	1,023	1.7	1.7
QBE29	QBE Insurance Group Limited - Subordinated Notes (Unlisted)	1,535	2.6	2.6
SUNPJ	Suncorp Group Limited - Capital Notes	278	0.5	0.5
SUN34/37	Suncorp Group Limited - Subordinated Notes (Unlisted)	1,523	2.5	2.5
WBCPK/PM	Westpac Banking Corporation Limited - Capital Notes	1,704	2.9	2.9
WBC 34	Westpac Banking Corporation Limited - Subordinated Notes (Unlisted)	503	0.8	0.8
WFD 54	Scentre Group Subordinate Notes (unlisted)	506	0.8	0.8
WI D 34	ocentre Group Gubordinate Notes (unisted)	29,771	49.6	49.4
	Materials & Energy			
BHP	BHP Billiton Limited	5,237	8.7	6.2
MAC	Metals Acquisition Ltd	37	0.1	0.1
NST	Northern Star Resources Limited	103	0.2	0.2
ORI	Orica Ltd	416	0.7	0.7
WDS	Woodside Energy Group Limited	976	1.6	1.2
******	Woodside Elicity Group Elittiled	6,769	11.3	8.4
	Property	0,709	11.3	0.4
AUHW	Australian Unity Healthcare Wholesale Fund (Unlisted)	2,900	4.8	4.8
CLW	Charter Hall Long WALE REIT	3,470	5.8	4.8
WPR	Waypoint REIT	3.685	6.1	4.9
441 17	vvayponic (CET)	10,055	16.7	4.9 14.5
	Financial Services	10,033	10.7	14.5
SDF	Steadfast Group Limited	1,057	1.8	1.8
SDF	Steadiast Group Limited	1,057 1,057	1.8	1.8
	Háiliáina O Informátoros	1,057	1.0	1.0
ODC	Utilities & Infrastructure	4 005	0.4	4 7
ORG	Origin Energy Limited	1,885	3.1	1.7
APA	APA GROUP	359	0.6	0.6
AZJ	Aurizon Holdings Ltd	220	0.4	0.4
		2,464	4.1	2.7
	Cash	4,225	7.0	18.0
		60,092	100.0	100.0

^{*}Includes market value of options written against holdings
**Includes option delta written against holdings

Directors' Report

The Directors present their report on the Company for the year ended 30 June 2025.

Directors

The following persons were Directors of Ironbark Capital Limited during the financial year and up to the date of this report:

Robert Lord, Chairman (appointed 1 October 2024) Michael Cole (resigned 13 November 2024) Neal Hornsby Sam Kaplan

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal activities

The principal activity of the Company is the investment in securities listed on the Australian Securities Exchange. The primary focus emanating from this activity is the payment of fully franked dividends and the preservation of capital.

Review of Operations

The profit from ordinary activities after income tax amounted to \$3.07 million (2024: \$2.61 million).

Investment revenue increased by 16% to \$4.10 million. Interest income increased by 25% reflecting the higher interest rates achieved through the Hybrid and Corporate Note holdings. Dividend income decreased by 17% reflecting in part the lower payout ratios.

Realised gains for the year were \$1.99 million, predominantly from sales in the materials, financial services and property trust sectors, including the trading of call options.

A key component of the result is the change in fair value for the year of the underlying investments, which results in the fluctuation in profit results in any year. The prior year's positive change in valuations was not sustained in certain sectors and contributed to the lower profit result. Unrealised losses of \$1.35 million primarily resulted from the underperformance of the property trust and the resources sectors.

NTA per share after provision for tax on unrealised gains was \$0.570, up 1.24% compared to the previous period. The NTA is after payment of fully franked dividends of 2.5 cents per share.

The on-market share buy-back for up to 10% of the Company's shares over 12 months continued in the 2025 financial year and 1,810,117 shares were bought back in the period to 30 June 2025.

In accordance with the Company's capital management program, the program has been extended for a further 12 months until 18 July 2026. This provides the mechanism for the Company to buy back its shares during prolonged periods of share price volatility when there is a significant discount to underlying NTA.

Dividends

Subsequent to year end, the Directors declared a final fully franked dividend of 1.3 cents per share with record date of 5 September 2025 and payable on 26 September 2025.

The following dividends paid to members during the financial year were fully franked at the corporate tax rate of 25%:

2025	Record Date	Dividend Rate	Total Amount \$'000	Date of Payment	% Franked
Ordinary shares - Interim	04/03/2025	1.2cps	\$1,267	27/03/2025	100
Ordinary shares - 2025 Final	05/09/2025	1.3cps	\$1,358	26/09/2025	100

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Company during the financial year other than as disclosed in the financial statements.

Matters subsequent to the end of the financial year

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

Likely developments and expected results of operations

The Company will continue to be managed in accordance with the investment objectives set out in the governing documents and in accordance with the Constitution. The Company will continue to pursue its investment objectives for the long-term benefit of the members. This will require continual review of the investment strategies that are currently in place and may require changes to these strategies to maximise returns subject to the current economic climate.

Environmental regulation

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

Information on directors

Robert Lord BSc, MBA,Dip Ed Chairman - Non-Executive Independent Director (appointed 1 October 2024)

Experience and expertise

Senior Management and Directorships within Manufacturing, Mining, Shipping & Logistics International businesses

Other current directorships of listed companies in last 3 years

None

Interests in shares

108,101 shares

Information on directors (continued)

Neal Hornsby MIPA, MBA, DipFS(FP), CertPM

Non-Executive Independent Director, Chairman, Audit Committee

Experience and expertise

Financial services, risk management & compliance

Other current directorships of listed companies in last 3 years

None

Interests in shares

50,000 shares

Sam Kaplan B Ec, MBA, F Fin Non-Executive Non-Independent Director

Experience and expertise

Funds management and capital management

Other current directorships of listed companies in last 3 years

Deputy Chairman, Qube Holdings Limited

Interests in shares

Details of Sam Kaplan's interests in shares of the Company included later in this report.

Company Secretary

The Company Secretary is Ms Natalie Climo, appointed 1 August 2024. She has worked in the corporate sector, previously as an in-house lawyer and more recently as a Company Secretary for a portfolio of ASX listed companies. She holds a Bachelor of Laws and a Graduate Diploma in Legal Practice and has extensive experience in corporate governance and board advisory of ASX listed and unlisted companies. Ms Jill Brewster resigned as Company Secretary effective 30 August 2024.

Meetings of directors

The number of meetings of the Company's Board of Directors and Audit Committee held during the year ended 30 June 2025, and the number of meetings attended by each Director were:

	Board	meetings	Audit C	ommittee
	Α	В	Α	В
Robert Lord*	3	3	1	1
Neal Hornsby	4	4	2	2
Michael Cole**	2	2	1	1
Sam Kaplan	4	4	1	2

^{*} Appointed 1 October 2024

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the Committee during the year

^{**} Resigned 13 November 2024

Audit Committee

The Audit Committee currently consists of Mr Neal Hornsby, Mr Robert Lord, and Mr Sam Kaplan. The Chairman is Mr Neal Hornsby, who is not the Chairman of the Board.

Remuneration report

This report details the nature and amount of remuneration for each Director and Key Management Personnel of Ironbark Capital Limited in accordance with the *Corporations Act 2001*.

Remuneration policy

The Board determines the remuneration structure of Non-Executive Directors, having regards to the scope of the Company's operations and other relevant factors including the frequency of Board meetings as well as directors' length of service, particular experience and qualifications. The Board makes a recommendation to shareholders as to the level of Non-Executive Directors' remuneration which is then put to shareholders at the Annual General Meeting for approval. The Company has no employees as the investment management and administration services are outsourced.

As the Company does not provide share or option schemes to Directors, remuneration of Non-Executives is not explicitly linked to the Company's performance. Notwithstanding this, Board members are subject to ongoing performance monitoring and regular performance reviews.

Directors' benefits

This report details the nature and amount paid to each Director of the Company during the financial year.

(i) Remuneration of Directors

The following table shows details of the remuneration received by the Directors of the Company for the current and previous financial year.

2025			
Name	Directors fees	Superannuation	Total
	\$	\$	\$
Robert Lord (appointed 1 Oct 2024)	14,798	1,702	16,500
NM Hornsby	19,731	2,269	22,000
MJ Cole(resigned 13 November 2024)	8,128	<u>-</u>	8,128
S Kaplan	4,485	515	5,000
	47,142	4,486	51,628
2024			
Name	Directors fees	Superannuation	Total
	\$	\$	\$
MJ Cole	22,000	-	22,000
NM Hornsby (appointed 1 Aug 2023)	18,169	1,998	20,167
IJ Hunter(resigned 3 November 2023)	7,517	, -	7,517
S Kaplan	4,504	496	5,000
	52,190	2,494	54,684

The Company does not provide other benefits to the independent Non-Executive Directors.

(i) Remuneration of Directors(continued)

The Board may determine the remuneration of Directors within the maximum amount approved by shareholders. The maximum remuneration approved was \$22,000 each per annum.

Accounting and company secretarial duties are outsourced to Kaplan Funds Management Pty Limited. Kaplan Funds Management Pty Limited is remunerated for services rendered pursuant to an Administrative Services Agreement effective 1 April 2014.

(ii) Remuneration of Director Related Entities

The Company has an Investment Management Agreement and an Administrative Agreement with Kaplan Funds Management Pty Ltd, the Investment Manager, such that it will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee. Sam Kaplan is Managing Director of Kaplan Funds Management Pty Limited.

An entity associated with Sam Kaplan, Kaplan Partners Pty Limited, holds 100% of the shares of Kaplan Funds Management Pty Limited.

For the year ended 30 June 2025 the management fee (net of RITC) was \$369,748 (2024: \$311,520). The administrative fee for accounting and secretarial services (net of RITC) was \$81,394 (2024: \$64,626).

The terms of the Investment Management Agreement (IMA) effective 1 January 2024 traded the performance fee for a lift in the management fee. The management fee increased from 0.4% p.a. to 0.6% p.a. and there is no performance fee.

(iii) Equity instruments of Directors and related parties

As at the date of this report, the relevant interest in the shares of the Company of each director and as notified to the ASX is as follows:

2025 Name	Balance at the start of the year	Net movement	Balance at the end of the year
Ordinary shares			
Robert Lord*	-	108,101	108,101
Michael Cole**	500,000	-	500,000
Neal Hornsby	50,000	-	50,000
Sam Kaplan***	47,206,340	(5,000)	47,201,340
-	47,756,340	103,101	47,859,441
		<u> </u>	

^{*} Appointed 1 October 2024

^{**} Michael Cole resigned as a director on 13 November 2024. Disclosures shown up to the date of resignation.

^{***} Includes shares in which Mr Kaplan has only deemed relevant interest under the Corporations Act 2001 from which Mr Kaplan may receive no economic benefit.

Ironbark Capital Limited ABN 89 008 108 227 Directors' Report Year ended 30 June 2025

Insurance and indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

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. The Company was not party to any such proceedings during the year.

Non-audit services

There were no non-audit services provided by the auditors during the year ended 30 June 2025.

Corporate Governance Statement

The Company's Corporate Governance Statement for the year ended 30 June 2025 is found on the Company's website https://ironbarkcapital.com/about/corporate-governance/

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 14.

Rounding of amounts

Lord

The Company is of a kind referred to in Amendment Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts. Amounts in this Report have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

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

Robert Lord Director

Sydney

26 August 2025



AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF IRONBARK CAPITAL LIMITED ABN 89 008 108 227

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Ironbark Capital Limited.

As the auditor for the audit of the financial report of Ironbark Capital Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- i. the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.

MNSA Pty Ltd

Mark Schiliro
Director

Sydney

Dated this 26th of August 2025

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Tel (02) 9299 0901 Fax (02) 9299 8104 Email admin@mnsa.com.au

Liability limited by the Accountants Scheme, approved under the Professional Standards Act 1994 (NSW)

Ironbark Capital Limited ABN 89 008 108 227 Statement of Profit or Loss and Other Comprehensive Income For the year ended 30 June 2025

	Notes	2025 \$'000	2024 \$'000
Investment income from trading portfolio			
Revenue	6	3,465	3,507
Net gains on trading portfolio	6	637	28
Total investment income from trading portfolio	-	4,102	3,535
Expenses			
Management fees	19 (b)	(369)	(311)
Brokerage expense	()	(24)	`(29)
Accounting fees		(81)	(65)
Share registry fees		(31)	(33)
Custody fees		(33)	(31)
Tax fees		(15)	(15)
Directors' liability insurance		(30)	(34)
Directors' fees	19 (a)	(52)	(55)
ASX fees	()	(48)	(47)
Audit fees	17	(42)	(42)
Options expense		`(9)	(13)
Other expenses		(35)	(24)
Total expenses	-	(769)	(699)
Profit before income tax		3,333	2,836
Income tax expense	7 _	(266)	(228)
Net profit for the year	-	3,067	2,608
Other comprehensive income/(loss) for the year net of tax	_	-	<u> </u>
Total comprehensive income for the year	-	3,067	2,608
		Cents	Cents
Basic and diluted earnings per share	22	2.90	2.40

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

	Notes	2025 \$'000	2024 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	8	4,225	907
Trade and other receivables	9	229	203
Trading portfolio	10	55,867	58,950
Other assets Total current assets	•	5 60,326	60,066
Total current assets		00,320	00,000
Non- current assets			
Deferred tax assets	12	1,247	1,247
Total non-current assets		1,247	1,247
Total assets		61,573	61,313
LIABILITIES Current liabilities			
Trade and other payables	13	999	123
Current tax liabilities	10	733	542
Total current liabilities	•	1,732	665
	•		
Non-current liabilities			
Deferred tax liabilities Total non-current liabilities	14	95 95	563 563
Total non-current habilities		90	303
Total liabilities		1,827	1,228
Net assets		59,746	60,085
Fauity			
Equity Issued capital	15	58,055	58,864
Profit reserve		10,661	10,060
Accumulated losses		(8,970)	(8,839)
Total equity	_	59,746	60,085

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

	Notes	Issued capital \$'000	Profit Ac reserve \$'000	ccumulated losses \$'000	Total equity \$'000
Balance at 1 July 2024		58,864	10,060	(8,839)	60,085
Profit for the year		-	-	3,067	3,067
Transfer to profit reserve		-	3,198	(3,198)	-
Total comprehensive income for the year		-	3,198	(131)	3,067
Transactions with owners in their capacity as owners: Dividends paid	16(a)	-	(2,597)	_	(2,597)
Buy-back of shares	15(c)	(809)	-	-	(809)
Balance at 30 June 2025		58,055	10,661	(8,970)	59,746
Balance at 1 July 2023		60,250	9,751	(8,587)	61,414
Profit for the year		-	-	2,608	2,608
Transfer to profit reserve		-	2,860	(2,860)	-
Total comprehensive income for the year		-	2,860	(252)	2,608
Transactions with owners in their capacity as owners: Dividends paid	16(a)	-	(2,551)	-	(2,551)
Buy-back of shares	15(c)	(1,386)	-	-	(1,386)
Balance at 30 June 2024		58,864	10,060	(8,839)	60,085

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated entity disclosure statement

The Company is not required to prepare consolidated financial statements by Australian Accounting Standards. Accordingly, in accordance with section 295(3A) of the Corporations Act 2001 (Cth), no further information is required to be disclosed in this consolidated entity disclosure statement.

	Notes	2025 \$'000	2024 \$'000
Cash flows from operating activities			
Interest received		1,396	1,149
Net proceeds of trading portfolio		3,721	1,249
Dividends and trust distributions received		2,051	2,443
Management fees paid		(370)	(301)
Other expenses paid	-	(85)	(392)
Net cash inflow from operating activities	21	6,713	4,148
Cash flows from financing activities			
Dividends paid to shareholders	16(a)	(2,597)	(2,551)
Payments for shares bought back	_	(798)	(1,337)
Net cash (outflow) from financing activities	-	(3,395)	(3,888)
Net increase/(decrease) in cash and cash equivalents		3,318	260
Cash and cash equivalents at beginning of financial year	-	907	647
Cash and cash equivalents at the end of the financial year	8	4,225	907

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

1. General information

Ironbark Capital Limited (the "Company") is a listed public company domiciled in Australia. The address of Ironbark Capital Limited's registered office is Level 8, 210 George Street, Sydney, NSW 2000. The financial statements of Ironbark Capital Limited are for the year ended 30 June 2025. The Company is primarily involved in making investments and deriving revenue and investment income from listed securities, wholesale fixed interest securities and unit trusts in Australia.

2. Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the entity Ironbark Capital Limited.

(a) 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 and the *Corporations Act 2001*. The Company is a 'for profit' entity.

The Financial Statements were authorised for issue by the directors on 26 August 2025.

(i) Compliance with IFRS

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). AIFRS ensures that the financial statements and notes comply with International Financial Reporting Standards (IFRS).

(ii) New and amended standards adopted by the Company

The following amendments to the accounting standards became applicable from 1 January 2024, but do not have an impact on the Financial Statements of the Company:

AASB 2020-1 Amendments to Australian Accounting Standards –Classification of Liabilities as Current or Non-current and AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants.

(iii) Historical cost convention

These Financial Statements have been prepared under the accruals basis and are based on historical cost convention, except that financial instruments are stated at their fair value through profit or loss.

(iv) Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, refer to Note 4.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and trade allowances.

(i) Trading income

Profits and losses realised from the sale of investments and unrealised gains and losses on securities held at fair value are included in the Statement of Profit or Loss and Other Comprehensive Income in the year they are earned/incurred.

(ii) Dividends and trust distributions

Dividends and trust distributions are recognised as revenue when the right to receive payment is established.

(iii) Interest income

Interest income is recognised using the effective interest method.

(iv) Other income

The Company recognises other income when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described above.

(c) Income tax

The income tax expense (or tax benefit) for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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.

(c) Income Tax (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss in the Statement of Profit or Loss and Other Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(d) Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, 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.

(e) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade and other receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly.

(f) Trading portfolio

Classification

The trading portfolio comprises securities held for short term trading purposes, including exchange traded option contracts that are entered into, as described below. The purchase and the sale of securities are accounted for at the date of trade. Trade date accounting is adopted for financial assets that are delivered within timeframes established by market place convention.

Options are initially brought to account at the amount received upfront for entering the contract (the premium) and subsequently revalued to current market value. Increments and decrements are taken through the Statement of Profit or Loss and Other Comprehensive Income.

Securities in the trading portfolio are classified as "assets measured at fair value through profit or loss".

Recognition and derecognition

Purchases and sales of financial assets are recognised on trade date - the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the right to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset or financial liability at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent to initial recognition, the financial instruments are measured at fair value with changes in their fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(f) Trading Portfolio (continued)

When disposal of an investment occurs, the cumulative gain or loss is recognised as realised gains and losses on trading portfolio in the Statement of Profit or Loss and Other Comprehensive Income.

The objective of determining fair value for a financial instrument that is traded in an active market is to arrive at the price at which a transaction would occur at the end of the reporting period. The existence of published price quotations in an active market is the best evidence of fair value and is used to measure the financial asset or financial liability.

Financial assets are valued at their fair value without any deduction for transaction costs that may be incurred on sale or other disposal. Certain costs in acquiring investments, such as brokerage and stamp duty are expensed in the Statement of Profit or Loss and Other Comprehensive Income.

(g) Derivatives

The Company may invest in financial derivatives. Derivative financial instruments are accounted for on the same basis as the underlying investment exposure. Gains and losses relating to derivatives are included in investment income as part of realised or unrealised gains and losses on investments.

(h) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year that remain 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.

(i) Issued capital

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

(j) Profit reserve

The Profit Reserve is made up of amounts transferred from current and retained earnings that are preserved for future dividend payments.

(k) Dividends

In accordance with the *Corporations Act 2001*, the Company may pay a dividend where the Company's assets exceed its liabilities, the payment of the dividend is fair and reasonable to the Company's shareholders as a whole and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

It is the Directors' policy to only pay fully franked dividends and to distribute the majority of franking credits received each year. Franking credits are generated by receiving fully franked dividends from shares held in the Company's investment portfolio, and from the payment of corporate tax on its other investment income, namely share option premiums, unfranked income and net realised gains.

A provision for dividends payable is recognised in the reporting period in which dividends are declared, for the entire undistributed amount, regardless of the extent to which they will be paid in cash.

(I) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, 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 year and excluding treasury shares.

(ii) 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 ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the Australian Taxation Office (ATO). In this case it is recognised as part of the cost of 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 ATO is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the ATO and are presented as operating cash flows.

(n) Rounding of amounts

The Company is of a kind referred to in Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

(o) Functional and presentation currency

The functional and presentation currency of the Company is Australian dollars.

(p) Operating Segments

The Company operated in Australia only and the principal activity is investment.

(q) New accounting standards for application in future periods

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2025 reporting periods and have not yet been adopted in the financial statements. The directors' assessment of these new standards and interpretations are set out below:

(i) AASB 18 *Presentation and Disclosure in Financial Statements* (effective for annual reporting periods beginning on or after 1 January 2027)

On 14 June 2024, the Australian Accounting Standards Board (AASB) issued AASB 18 Presentation and Disclosure in Financial Statements, which replaces AASB 101 Presentation of Financial Statements. Comparatives will need to be restated, so any system adjustments will need to be in place one year prior to commencement.

The new requirements include, but are not limited to:

- Introduction of new totals, subtotals, and categories in the statement of profit or loss
- New disclosure requirements for management-defined performance measures
- Enhanced guidance on aggregation and disaggregation
- consequential amendments to AASB 107 Statement of Cash Flows

The impact of the adoption of this standard on the company's accounting policies and the amounts recognised in the financial statements is being assessed by the Company.

There are no other new accounting standards and other authoritative pronouncements that are expected to have a material impact on the Company.

3. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Board of the Company has implemented a risk management framework to mitigate these risks.

(a) Market risk

The standard defines this as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

(i) Price risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified in the Statement of Financial Position as trading portfolio.

The Company seeks to manage and constrain market risk by diversification of the investment portfolio across multiple stocks and industry sectors. The Investment Manager of the trading portfolio has been granted specific risk tolerance boundaries as set out in the Investment Management Agreement.

The Company's investments split by sector as at 30 June are set out below:

	2025	2024
Sector	(%)	(%)
Financials	9.5	10.3
	9.5 16.7	15.2
Property		
Materials & Energy	11.3	14.4
Financial Services	1.8	3.1
Communication Services	-	0.4
Utilities & Infrastructure	4.1	1.7
Corporate floating rate notes	14.0	18.7
Subordinated notes	32.7	32.4
Fixed rate notes	2.9	2.3
Cash	7.0	1.5
Total	100.0	100.0

(a) Market risk (continued)

(i) Price risk (continued)

Securities representing over 5 percent of the trading portfolio at 30 June 2025 were:

	2025
	(%)
BHP Billiton Limited	6.2
	6.2

The Company is also not directly exposed to currency risk as all its investments are quoted in Australian dollars.

The following table illustrates the effect on the Company's profit or loss based on an increase or fall in market prices of 5% and 10% on the investment assets in the Company's portfolio at reporting date, assuming a flat tax rate of 25 percent (2024: 25 percent):

Index
Change in variable by +5%/-5% (2024: +5%/-5%)
Change in variable by +10%/-10% (2024: +10%/-10%)

This illustration does not take into account covered call option positions

(ii) Cash flow and fair value interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis.

The table below summarises the Company's exposure to interest rate risk. It includes the Company's assets and liabilities at fair values, categorised by the earlier of contractual repricing or maturity dates.

30 June 2025	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest bearing \$'000	Total \$'000
Financial Assets Cash and cash equivalents Trade and other receivables	4,225	-	- 229	4,225 229
Trading portfolio Other assets	28,043 - 32,268	1,728 - 1,728	26,096 5 26,330	55,867 5 60,326
Financial liabilities Trade and other payables Current tax liability		-	(999) (733) (1,732)	(999) (733) (1,732)
Net exposure	32,268	1,728	24,598	58,594

(a) Market risk (continued)

(ii) Cash flow and fair value interest rate risk (continued)

30 June 2024	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest bearing \$'000	Total \$'000
Financial Assets				
Cash and cash equivalents	907	-	-	907
Trade and other receivables	-	-	203	203
Trading portfolio	30,610	1,344	26,996	58,950
Other assets	-	-	6	6
	31,517	1,344	27,205	60,066
Financial liabilities				
Trade and other payables	=	-	(123)	(123)
Current tax liability	-		(542)	(542)
	-	-	(665)	(665)
Net exposure	31,517	1,344	26,540	59,401

The weighted average interest rate of the Company's cash and cash equivalents at 30 June 2025 is 2.36% pa (2024: 3.22% pa).

Sensitivity

At 30 June 2025, if interest rates had increased or decreased by 75 basis points from the year end rates with all other variables held constant, post-tax profit for the year would have been \$181,505 higher/\$181,505 lower (2024: changes of 75 bps/75 bps: \$177,282 higher/\$177,282 lower).

(b) Credit risk

The standard defines this as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance 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. There are no material amounts of collateral held as security at 30 June 2025.

Credit risk is managed as noted in Note 8 with respect to cash and cash equivalents, Note 9 for trade and other receivables and Note 10 for floating rate note trading portfolio. None of these assets are overdue or considered to be impaired.

(c) Liquidity risk

The standard defines this as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Investment Manager monitors cash-flow requirements daily taking into account upcoming dividends, tax payments and investing activity.

The Company's inward cash flows depend upon the level of dividend and distribution revenue received. Should these decrease by a material amount, the Company would amend its outward cash flows accordingly. As the Company's major cash outflows are the purchase of securities and dividends paid to shareholders, the level of both of these is managed by the Board and Investment Manager. The assets of the Company are largely in the form of readily tradable securities which can be sold on-market if necessary.

(c) Liquidity risk (continued)

The table below analyses the Company's non-derivative financial liabilities in relevant maturity groupings based on the remaining period to the earliest possible contractual maturity date at the year-end date. The amounts in the table are contractual undiscounted cash flows.

Contractual maturities of financial liabilities

\$'000 \$'00
Non-derivatives
Trade and other payables 999
Current tax liability 73
Total non-derivatives 999 73
Less than 1 More than At 30 June 2024 month mont \$'000 \$'00
Non-derivatives
Trade and other payables 123
Current tax liability 543
Total non-derivatives 123 54:

(d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 13 Fair Value Measurement requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgment by the Directors. The Directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

(d) Fair value measurements (continued)

The following table presents the Company's financial assets and liabilities (by class) measured and recognised at fair value according to the fair value hierarchy at 30 June 2025 and 30 June 2024:

30 June 2025				
	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Trading portfolio	32,485	23,382	-	55,867
Total	32,485	23,382	-	55,867
30 June 2024				
	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Trading portfolio	35,505	23,445	-	58,950
Total	35,505	23,445	-	58,950

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is included in level 1.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and loans.

4. Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

5. Segment information

The Company has only one reportable segment. The Company operates predominantly in Australia and in one industry being the securities industry, deriving revenue from dividend, distribution and interest income and from the sale of its trading portfolio.

6. Investment income

	2025	2024
	\$'000	\$'000
Revenue		
Dividends	1,482	1,788
Interest	1,396	1,108
Distributions	587	611
	3,465	3,507
Net gains/(losses) on trading portfolio		
Net realised gains on trading portfolio	1,992	906
Net unrealised (losses)/gains on trading portfolio	(1,355)	(878)
	637	28
	4,102	3,535

7. Income tax expense

(a) Income tax expense recognised in the Statement of Profit or Loss and Other Comprehensive Income

	2025 \$'000	2024 \$'000
Current tax	733	541
Deferred tax	(467)	(313)
	266	228
Income tax expense is attributable to:		
Profit from continuing operations	266	228

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

	2025 \$'000	2024 \$'000
Profit from continuing operations before income tax expense	3,334	2,836
Tax at the Australian rate of 25% (2024: 25%)	834	709
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Franking credits on dividends received	(555)	(698)
Imputation gross up on dividend income	139	175
Timing differences	(127)	(69)
Realised taxable investment gain	501	374
Realised accounting investment (gain)	(498)	(227)
Adjustments for current tax of prior year	(28)	(36)
Income tax expense	266	228

8. Cash and cash equivalents

	2025 \$'000	2024 \$'000
Cash at bank and in hand	4,225	907

Risk exposure

The Company's exposure to interest rate risk is discussed in Note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

Cash investments are made with National Australia Bank Limited which is rated AA- (2024: AA-) by Standard & Poor's.

9. Trade and other receivables

	2025 \$'000	2024 \$'000
Dividends and distributions receivable	211	193
Other receivable	9	-
GST receivable	9	10
	229	203

Outstanding settlements are on the terms operating in the securities industry, which usually require settlement within two days of the date of a transaction. None of the receivables is past due or impaired at the end of the reporting period.

Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

Risk exposure

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above.

10. Trading portfolio - held at fair value through profit or loss

	2025	2024
	\$'000	\$'000
Listed equities	16,042	17,890
Property trusts - listed	7,155	6,037
Property trusts - unlisted	2,900	3,070
Floating rate capital notes - listed	8,415	10,679
Floating rate capital notes - unlisted	-	512
Fixed rate notes - listed	873	900
Fixed rate notes - unlisted	855	444
Subordinated notes- unlisted	19,627	19,418
	55,867	58,950

The value of the trading portfolio includes the market value of options written against holdings (note 11).

Risk exposure and fair value measurements

Information about the Company's exposure to price risk and about the methods and assumptions used in determining fair value is provided in note 3.

11. Derivative financial instruments

In the normal course of business, the Company enters into transactions in derivative financial instruments with certain risks. A derivative is a financial instrument or other contract whose value depends on, or is derived from, underlying assets, liabilities or indices. Derivative transactions include a wide assortment of instruments, such as forwards, futures, options and swaps.

Derivatives are considered to be part of the investment process. The use of derivatives is an essential part of the Company's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multi-faceted and includes:

- (i) hedging to protect an asset of the Company against a fluctuation in market values or to reduce volatility;
- (ii) as a substitute for physical securities; and
- (iii) adjustment of asset exposures within the parameters set out in the investment strategy.

The Company holds the following derivative instruments:

Exchange Traded Options

An option is a contractual arrangement under which the seller (writer) grants the purchaser (holder) the right, but not the obligation, either to buy a call option or buy a put option at or by a set date or during a set period, a specific amount of securities or a financial instrument at a predetermined price. The seller receives a premium from the purchaser in consideration for the assumption of future securities price. Options held are exchange traded call options.

11. Derivative financial instruments (continued)

Management fees payable

Unsettled purchases

Other payables

At year end, the notional principal amounts of derivatives held by the Company were as follows:

·			
		Notional	Notional
		principal	principal
		amounts	amounts
		2025	2024
		\$'000	\$'000
		\$ 000	\$ 000
Australian exchange traded options		(627)	(755)
12. Deferred tax assets			
		2025	2024
		\$'000	\$'000
The balance comprises temporary differences attributable to:			
Tax losses		1,235	1,235
Other temporary differences		1,233	1,233
Other temporary differences		1,247	1,247
		1,2-71	1,271
Movements:			
Opening balance:		1,247	1,563
Charged/credited:			
- to profit or loss		0	(316)
		1,247	1,247
13. Trade and other payables			
		2025	2024
	Notes	\$'000	\$'000

19(c)

32

930

37

999

32

50

41

123

14. Deferred tax liabilities

				2025 \$'000	2024 \$'000
The balance comprises ter Unrealised gains on investm	nporary differences attributablents	le to:		95	563
				95	563
Movements: Opening balance Charged/credited	- to profit or loss			563 (468)	875 (313)
Charged/credited	- prior year adjustment			(400)	1
			<u> </u>	95	563
15.Issued capital					
(a) Issued capital					
(-,		30 June	30 June		
		2025 Shares	2024 Shares	2025 \$'000	2024 \$'000
Ordinary shares - fully paid		104,731,384	106,541,501	58,055	58,864

(b) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(c) Movements in ordinary share capital

Number of shares	\$'000
106,541,501	58,864
(1,810,117)	(809)
104,731,384	58,055
Number of shares	\$'000
109,658,101	60,250
(3,116,600)	(1,386)
	106,541,501 (1,810,117) 104,731,384 Number of shares 109,658,101

15. Issued capital (continued)

(d) Dividend reinvestment plan

Under the Company's dividend reinvestment plan (DRP), additional shares are allotted at a price calculated at 97.5% of the weighted average share price. The DRP is currently suspended and as such, there were no shares issued under the dividend reinvestment plan during the year.

(e) Capital risk management

To achieve this, the Board of Directors monitor the monthly NTA results, investment performance, the Company's Indirect Cost Ratio (formerly known as 'Management Expense Ratio') and share price movements.

The Company is not subject to any externally imposed capital requirements.

16. Dividends

(a) Dividends paid during the year

	2025 \$'000	2024 \$'000
	\$ 000	\$ 000
Final dividends	1,330	1,370
Interim dividends	1,267	1,181
	2,597	2,551
Dividends not recognised at the end of the year On 26 August 2025, the Directors declared a final dividend of 1.3 cents per share fully franked payable on 26 September 2025, with a record date of 5 September 2025. The aggregate amount of the proposed final dividend to be paid out of the Profit Reserve at the end of the year but not recognised as a liability is:	1,358	1,330
(b) Dividend franking account		
	2025 \$'000	2024 \$'000
Opening balance of franking account	245	397
Franking credits on dividends received	555	698
Net tax payment during the year	542	-
Franking credits on ordinary dividends paid	(866)	(850)
Closing balance of franking account	476	245
Franking credits on dividends received after year end	38	32
,	38	32
	514	277

16. Dividends (continued)

(c) Dividend rate

	Record Date	Dividend Rate	Total Amount \$'000	Date of Payment	% Franked
2025					
Ordinary shares - Final	05/09/2025	1.30cps	\$1,358	26/09/2025	100
Ordinary shares - Interim	04/03/2025	1.20cps	\$1,267	27/03/2025	100
2024					
Ordinary shares - Final	06/09/2024	1.25cps	\$1,330	27/09/2024	100
Ordinary shares - Interim	05/03/2024	1.1cps	\$1,181	27/03/2024	100

The dividends are fully franked at the corporate tax rate of 25% (2024:25%).

17. Remuneration of auditors

During the year the following fees were paid or payable (GST inclusive) for services provided by the auditor of the Company, its related practices and non-related audit firms:

	30 June	30 June
	2025	2024
	\$'000	\$'000
Audit and other assurance services		
MNSA Pty Ltd - Audit and review of financial statements	42	42

18. Contingencies

The Investment Management Agreement entered into by the Company with Kaplan Funds Management Pty Ltd may be terminated by either party giving to the other no less than one-year written notice of its intention to do so.

The Company had no other contingent liabilities at 30 June 2025 (2024: nil).

19. Related party transactions

(a) Key management personnel

	2025 \$'000	2024 \$'000
Short-term benefits	52	55

(b) Transactions with other related parties

The Company has an Investment Management Agreement with Kaplan Funds Management Pty Ltd such that it will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee.

The terms of the Investment Management Agreement (IMA) effective 1 January 2024 included a management fee 0.6% p.a. and there is no performance fee.

The following transactions occurred with related parties (net of RITC):

	2025 \$'000	2024 \$'000
Management fees paid or payable	369	311

(c) Outstanding balances

The following balances (GST inclusive) are outstanding at the end of the reporting period in relation to transactions with related parties:

	30 June	30 June
	2025	2024
	\$'000	\$'000
Management fees payable	32	32

(d) Terms and conditions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

20. Events occurring after the reporting period

Other than noted elsewhere in this report, the Directors are not aware of any matter or circumstance that has occurred subsequent to year end that has significantly affected, or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

21. Reconciliation of profit after income tax to net cashflow from operating activities

	2025	2024
	\$'000	\$'000
Profit for the year	3,068	2,608
Unrealised losses/(gains) on trading portfolio	1,355	878
Realised (gains) on trading portfolio	(1,992)	(906)
Change in operating assets and liabilities		
Decrease/(increase) in trade and other receivables	(26)	82
Increase in trade and other payables	864	9
Increase in tax	(276)	228
Decrease/(increase) in trading portfolio	3,720	1,249
Net cash inflow from operating activities	6,713	4,148

22. Earnings per share

(a) Basic earnings per share

	2025 Cents	2024 Cents
From continuing operations attributable to the ordinary equity holders of the		
company	2.90	2.40
Total basic earnings per share attributable to the ordinary equity holders of the	•	
company	2.90	2.40
	•	

(b) Diluted earnings per share

·	2024 ents
From continuing operations attributable to the ordinary equity holders of the	
company <u>2.90</u> 2	.40
Total diluted earnings per share attributable to the ordinary equity holders of	
the company 2.90 2	2.40

Diluted earnings per share is the same as basic earnings per share. The Company has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings per share.

(c) Weighted average number of shares used as denominator

2025 2024 Number Number

Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share

105,885,494 108,620,928

Ironbark Capital Limited ABN 89 008 108 227 Directors' Declaration For the year ended 30 June 2025

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 15 to 37 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations* 2001 and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the entity's financial position as at 30 June 2025 and of its performance for the year ended on that date;
- (b) 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) note 2(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board; and
- (d) the consolidated entity disclosure statement required by section 295 (3A) of the Corporations Act 2001 (Cth) is true and correct.

The Directors have been given a declaration by Nirosha Hettigoda on behalf of Kaplan Funds Management Pty Limited, as a person who performs the Chief Executive functions of the Company, required by section 295A of the *Corporations Act 2001*.

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

Robert Lord Director

Sydney

26 August 2025

Lord



INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF IRONBARK CAPITAL LIMITED ABN 89 008 108 227

Report on the Financial Report

Opinion

We have audited the financial report of Ironbark Capital 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 a summary of significant accounting policies, the consolidated entity disclosure statement, and the directors' declaration.

In our opinion the accompanying financial report of the Company 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.

The financial report also complies with the International Financial Reporting Standards as disclosed in Note 2(a).

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* (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.

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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 for the year ended 30 June 2025. 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.

Valuation and Existence of the Trading Portfolio				
The Key Audit Matter	How the matter was addressed in the audit			
The trading portfolio at 30 June 2025 comprised of listed, unlisted equity investments and exchange traded options of \$55.9 million, which constitutes the majority of the Company's total assets. We focused on the valuation and existence of investments as the trading portfolio represents the principal element of the net asset value disclosed in the Statement of Financial Position.	We tested the valuation of investments by agreeing the unit prices to independent market pricing information and multiplying the investments quantity held as at 30 June 2025, to assess whether they were fairly stated. We agreed the existence of a sample of purchases and sales that occurred during the period to the contract notes of investments; and agreeing the contract notes to the purchases and sales reports. We assessed the disclosure in the financial statements with reference to the requirements of the accounting standards.			

Revenue from Trading Portfolio				
The Key Audit Matter	How the matter was addressed in the audit			
Australian Auditing Standards (ASA) presume there are risks of fraud in revenue recognition unless rebutted. We focused on the cut-off, accuracy and completeness of dividend revenue, interest, dividend receivables and interest receivables.	We assessed the accounting policy for revenue recognition for compliance with accounting standards and performed testing to ensure that revenue had been accounted for in accordance with the accounting policy. We tested the accuracy and completeness of dividend revenue by agreeing the dividends and distributions of a sample of investments to supporting documentation obtained from share registries. We tested cut-off of dividend revenue and dividend receivables by checking the dividend details of a sample of investments from external market information and ensured that dividends that were declared before, but payable after, the reporting date were recorded.			

There were no restrictions on our reporting of Key Audit Matters.

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Information Other than the Financial Report and Auditor's Report Thereon

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. 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:

- 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
- (j) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company 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.

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at

https://auasb.gov.au/media/bwvjcgre/ar1 2024.pdf. This description forms part of our auditor's report.

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Report on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Ironbark Capital Limited for the year ended 30 June 2025 complies with s 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.

MNSA Pty Ltd

Mark Schiliro Director

Sydney
Dated this 26th of August 2025



Tel (02) 9299 0901 Fax (02) 9299 8104 Email admin@mnsa.com.au Liability limited by the Accountants Scheme, approved under the Professional Standards Act 1994 (NSW)

Shareholder Information

As at 24 July 2025 there were 1,424 shareholders of fully paid ordinary shares in Ironbark Capital Limited (ASX:IBC). These holdings were distributed as follows:

	NO. Of		
Holdings Range	Shareholders	Shares	%
1-1,000	272	92,063	0.1
1,001-5,000	314	902,901	0.9
5,001-10,000	174	1,291,056	1.2
10,001-100,000	565	18,361,686	17.5
100,001 and over	99	83,929,101	80.3
Total	1,424	104,576,807	100.0

There were 280 shareholders holding less than a marketable parcel of \$500 (100,556 shares).

Major Shareholders

The top 20 shareholders as at 24 July 2025 are listed below:

	Ordinary Shares	
Holder Name	Number Held	%
KAPLAN PARTNERS PTY LIMITED	41,838,109	40.01%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	9,756,894	9.33%
MRS GLENDA CLAIRE ORGILL	2,690,348	2.57%
AGO PTY LTD <superannuation a="" c="" fund=""></superannuation>	2,631,056	2.52%
LIANGROVE MEDIA PTY LIMITED	1,943,456	1.86%
BOND STREET CUSTODIANS LIMITED <mcgol -="" 127406="" a="" c=""></mcgol>	1,520,203	1.45%
LIANGROVE GROUP PTY LTD	1,166,081	1.12%
DELTA ASSET MANAGEMENT PTY LTD <super a="" c="" fund=""></super>	1,000,000	0.96%
MR ANTHONY GEOFFREY HARTNELL	742,952	0.71%
MISS SAMANTHA ORGILL	668,260	0.64%
BOND STREET CUSTODIANS LIMITED < DAKRET - V47560 A/C>	618,750	0.59%
WENTRADING PTY LTD <wentrading a="" c="" fund="" super=""></wentrading>	584,293	0.56%
SHARP SUPER INVESTMENTS PTY LTD <r &="" a="" c="" d="" sharp="" super=""></r>	569,540	0.55%
PAMELA JOY KIESSLING & RICHARD ALBERT JOHNSON & SALLY JANE		
ARMSTRONG <est a="" armstrong="" c="" f="" robin=""></est>	546,725	0.52%
ABTOURK (SYD NO 415) PTY LTD <michael a="" c="" cole="" john="" psf=""></michael>	500,000	0.48%
DANEJON PTY LIMITED < DANEJON SUPER FUND A/C>	500,000	0.48%
MRS MARGARET HAMILTON POTTS	500,000	0.48%
SUPENTIAN PTY LIMITED < HUNTER PENSION FUND A/C>	450,000	0.43%
EST MR GILLES THOMAS KRYGER	421,922	0.40%
IOOF INVESTMENT SERVICES LIMITED <ips a="" c="" superfund=""></ips>	415,156	0.40%
Total Securities of Top 20 Holdings	69,063,745	66.06%

Total of Securities as per register

104,576,807

Voting rights

The Constitution provides for votes to be cast for fully paid ordinary shares as follows:

- i. on a show of hands, one vote for each shareholder; and
- ii. on a poll, one vote for each share held.

Substantial shareholders

As at 24 July 2025 the name and holding of each substantial holder as disclosed in the notice received by Ironbark Capital in respect of the shareholder and their associates:

Holder Name Shareholding %
KAPLAN PARTNERS PTY LIMITED 46,864,158 44.81%

On-market buy-back

The Company has extended the on-market buy-back arrangement that was in place for the 12 months to 18 July 2025. It continues for another 12 months for the buy-back of up to 10% of the Company's shares commencing 21 July 2025.

Investment Management Agreement

The Investment Management Agreement is with Kaplan Funds Management Pty Limited, the Investment Manager. The terms of the Investment Management Agreement (IMA) is effective 1 January 2024 the management fee is 0.6% p.a. and there is no performance fee.

Transaction Summary

The Company recorded 887 security transactions (including options) during the financial year. Brokerage paid during the year net of RITC claimable was \$23,877.