

Appendix 4D

Half year report for the six months ended 31 December 2025

Reporting period

Report for the half year ended 31 December 2025

Previous corresponding period is the financial year ended 30 June 2025 and the half year ended 31 December 2024

Results for announcement to the market

	31 Dec 2025	31 Dec 2024	Change	Change
	\$M	\$M	\$M	%
Revenue from ordinary operations	187.4	184.7	2.7	1.5%
Underlying EBITDA ¹	3.2	9.9	(6.7)	-67.7%
Net loss after tax from ordinary operations attributable to members	(9.7)	(0.7)	(9.0)	-1285.7%

1. Underlying EBITDA is earnings before interest, tax, depreciation, amortisation and has been adjusted to exclude the impact of AASB 16 Leases and significant items. Underlying EBITDA is a non-IFRS measure and reflects how management measures performance of the Group.

Dividends

No dividends have been declared in relation to the half year ended 31 December 2025.

Amount of dividend per security

		Amount per security	Franked amount per security at 30% tax
Interim dividend	current year	Nil	Nil
	previous year	Nil	Nil
Final dividend	current year	Nil	Nil
	previous year	3.75 cents	3.75 cents

Net Tangible Assets Per Security

As at 31 December 2025	0.19
As at 31 December 2024	0.27

The financial information provided in Appendix 4D is based on the half year condensed consolidated financial report (attached).

The attached financial statements and Directors' declaration have been subject to an independent review.



Coventry Group Ltd

31 DECEMBER 2025 HALF YEAR REPORT

VALUES

AT COVENTRY GROUP, OUR VALUES ARE

SAFETY FIRST

We place the health, safety and wellbeing of our people first

DO THE RIGHT THING - FAIRNESS, INTEGRITY & RESPECT

We treat everyone equally, we operate with competence and we treat everyone with respect

WORK AS A TEAM

We work with strength and resilience together

BE THE BEST AT EVERYTHING WE DO

We strive to be better every day, finding new ways to grow our Company and each other

OUR PEOPLE we trust and empower our people

OUR CUSTOMERS we are dedicated to our customer's needs

OUR SUPPLIERS we work in partnership with our suppliers



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DIRECTORS' REPORT

The Directors present their report on the Consolidated entity consisting of Coventry Group Ltd ("the Company") and controlled entities at the end of, or during, the half year ended 31 December 2025.

Throughout the report, the Consolidated entity is referred to as the Group.

Our vision at Coventry is to be a leading industrial supply and services group in Australia and New Zealand.

DIRECTORS

The Directors of the Company at any time during the half year ended 31 December 2025 and up to the date of this report are:

Neil George Cathie, Independent Non-Executive Chairman

Nissim (Nik) Alpert, Managing Director and Chief Executive Officer (appointed as Managing Director 1 September 2025)

Anne Lockwood, Independent Non-Executive Director

Anthony John Howarth, Non-Executive Director

Alexander James White, Non-Executive Director

Daniel Palumbo, Independent Non-Executive Director

Craig Coleman, Non-Executive Director

REVIEW OF OPERATIONS

Group had Sales for H1 FY26 up 1.8% to \$188.5m (\$185.2m H1FY25). Group underlying EBITDA¹ down 67.7% to \$3.2m (\$9.9m H1 FY25). Group underlying EBIT² of \$0.5m (\$7.8m H1 FY25). Statutory net loss for the half of \$9.7m (-\$0.7m H1 FY25).

At 31 December 2025, the Group has Net Assets of \$111.4m, Current Assets exceeding Current Liabilities by \$19.3m and Net Tangible Assets of \$26.5m.

Note 1: All references to EBITDA are to Pre AASB16 before Significant Items

Note 2: All references to EBIT are before Significant Items



SALES AND UNDERLYING EBITDA¹ GROWTH

Percentage sales and underlying EBITDA¹ growth change for H1 FY26 when compared with H1 FY25 is shown below:

Reportable segments	H1 FY26 vs H1 FY25 % sales change	H1 FY26 vs H1 FY25 % underlying EBITDA ¹ change
Fluid Systems (FS)	4.0%	-12.5%
Trade Distribution (TD)	0.4%	-46.5%
Consolidated Group	1.8%	-67.7%

Note 1: Underlying EBITDA excludes the impact of AASB 16 Leases and significant items.

NET DEBT POSITION

Net debt (Interest bearing loans and borrowings less cash and cash equivalents) at 31 December 2025 of \$54.9m (Net debt at 30 June 2025 of \$56.3m).

DIVIDENDS

The Board has determined that no interim dividend be declared.

OUTLOOK

The Group has a clear plan focused on profitable organic growth in a market with improving conditions. The positive momentum and improving financial performance seen in the first half is expected to continue in the second half. The cost saving initiatives executed in the first half are delivering real savings and are ongoing. A strategic review announced on the 23 January 2026 is underway. Management remains focused on delivering improved operational and financial performance through the second half.

LEAD AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 6 and forms part of the directors' report for the six months ended 31 December 2025. This declaration is required under Section 307C of the Corporations Act 2001.

ROUNDING OF AMOUNTS

The Company is of a kind referred to in the ASIC Corporations (*Rounding in Financial/ Directors' Report*) Instrument 2016/ 191 and in accordance with that instrument, amount in the condensed consolidated half year financial statements and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

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



N.G. Cathie
Chairman

Melbourne
26 February 2026



N. Alpert
Chief Executive Officer and Managing Director

Melbourne
26 February 2026

Auditor's Independence Declaration

To the Directors of Coventry Group Limited:

As lead auditor for the review of the financial report of Coventry Group Limited for the half-year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) any applicable code of professional conduct in relation to the review.

This declaration is in respect of Coventry Group Limited and the entities it controlled during the period.

Sydney, NSW
26 February 2026



S Grivas
Director

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Coventry Group Ltd and its controlled entities

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the half year ended 31 December 2025

	NOTE	31 December 2025	31 December 2024
		\$'000	\$'000
Revenue from sale of goods	2	187,429	184,706
Cost of sales		(108,344)	(103,827)
Gross profit		79,085	80,879
Other income		2,440	3,532
Employment costs		(52,443)	(47,716)
Depreciation and amortisation expense	3, 4, 5	(11,456)	(10,555)
Occupancy costs		(1,826)	(1,539)
Communication costs		(1,723)	(1,967)
Freight costs		(4,590)	(3,114)
Vehicle operating costs		(1,566)	(1,556)
ERP implementation costs	8	(793)	(5,156)
Other expenses		(12,559)	(9,367)
Profit/(loss) before financial income and tax		(5,431)	3,441
Financial income, including net foreign exchange gain		186	161
Financial expense, including net foreign exchange loss		(4,862)	(4,679)
Net financial expense		(4,676)	(4,518)
Loss before income tax		(10,107)	(1,077)
Income tax benefit		390	399
Loss for the half year		(9,717)	(678)
Earnings per share:			
Basic loss per share:		(7.7) cents	(0.6) cents
Diluted loss per share:		(7.7) cents	(0.6) cents

The condensed consolidated statement of profit or loss is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.

Coventry Group Ltd and its controlled entities

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the half year ended 31 December 2025

	NOTE	31 December 2025	31 December 2024
		\$'000	\$'000
Loss for the half year		(9,717)	(678)
Other comprehensive income/(loss) items that may be reclassified to profit or loss:			
Foreign currency translation differences		(1,801)	(310)
Effective portion of changes in fair value of cash flow hedges		6	301
Other comprehensive loss for the half year, net of income tax		(1,795)	(9)
Total comprehensive loss for the half year		(11,512)	(687)

The condensed consolidated statement of comprehensive income is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.



Coventry Group Ltd and its controlled entities

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	NOTE	31 December 2025 \$'000	30 June 2025 \$'000
Assets			
Cash and cash equivalents		5,058	3,335
Trade and other receivables		44,687	52,826
Inventories		87,676	89,019
Other assets		2,929	3,409
Prepayments		7,126	6,592
Income tax receivable		469	261
Total current assets		147,945	155,442
Other receivables		394	608
Deferred tax assets		23,342	22,944
Property, plant and equipment	3	18,289	17,917
Right-of-use assets	4	65,305	68,404
Intangible assets	5	61,648	62,858
Total non-current assets		168,978	172,731
Total assets		316,923	328,173
Liabilities			
Trade and other payables		54,390	62,098
Employee benefits		8,920	9,633
Interest-bearing loans and borrowings	6	47,500	44,643
Lease liability		17,376	17,426
Provisions		461	924
Total current liabilities		128,647	134,724
Employee benefits		744	728
Interest-bearing loans and borrowings	6	12,500	15,000
Other payables		82	179
Provisions		3,315	2,499
Lease liability		60,191	63,841
Total non-current liabilities		76,832	82,247
Total liabilities		205,479	216,971
Net assets		111,444	111,202
Equity			
Issued capital	7	201,119	189,379
Reserves		(8,675)	(6,894)
Profit reserve		1,627	1,627
Accumulated losses		(82,627)	(72,910)
Total equity		111,444	111,202

The condensed consolidated statement of financial position is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.

Coventry Group Ltd and its controlled entities

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half year ended 31 December 2025

	Hedge reserve	Translation reserve	Other reserve	Total reserves	Profit reserve	Share capital	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 30 June 2025	(38)	(3,622)	(3,234)	(6,894)	1,627	189,379	(72,910)	111,202
Total comprehensive income/(loss) for the half year								
Loss for the half year	-	-	-	-	-	-	(9,717)	(9,717)
Other comprehensive income/(loss) for the half year:								
Foreign currency translation differences	-	(1,801)	-	(1,801)	-	-	-	(1,801)
Effective portion of changes in fair value of cash flow hedges	6	-	-	6	-	-	-	6
Total other comprehensive income/(loss)	6	(1,801)	-	(1,795)	-	-	-	(1,795)
Total comprehensive income/(loss) for the half year	6	(1,801)	-	(1,795)	-	-	(9,717)	(11,512)
Transactions with owners, recorded directly in equity								
Share issue	-	-	-	-	-	11,865	-	11,865
Share issue costs	-	-	-	-	-	(125)	-	(125)
Equity-settled share-based payments	-	-	14	14	-	-	-	14
Dividends	-	-	-	-	-	-	-	-
Balance at 31 December 2025	(32)	(5,423)	(3,220)	(8,675)	1,627	201,119	(82,627)	111,444

Amounts are stated net of tax

The condensed consolidated statement of changes in equity is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.

	Hedge reserve	Translation reserve	Other reserve	Total reserves	Profit reserve	Share capital	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 30 June 2024	3	(2,925)	(2,893)	(5,815)	6,014	186,229	(43,355)	143,073
Total comprehensive income/(loss) for the half year								
Loss for the half year	-	-	-	-	(678)	-	-	(678)
Other comprehensive income/(loss):								
Foreign currency translation differences	-	(310)	-	(310)	-	-	-	(310)
Effective portion of changes in fair value of cash flow hedges	301	-	-	301	-	-	-	301
Total other comprehensive income/(loss)	301	(310)	-	(9)	-	-	-	(9)
Total comprehensive income/(loss) for the half year	301	(310)	-	(9)	(678)	-	-	(687)
Transactions with owners, recorded directly in equity								
Share issue	-	-	-	-	-	3,196	-	3,196
Share issue costs	-	-	-	-	-	(46)	-	(46)
Equity-settled share-based payments	-	-	(341)	(341)	-	-	-	(341)
Dividends	-	-	-	-	(4,387)	-	-	(4,387)
Balance at 31 December 2024	304	(3,235)	(3,234)	(6,165)	949	189,379	(43,355)	140,808

Amounts are stated net of tax

The condensed consolidated statement of changes in equity is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.

Coventry Group Ltd and its controlled entities

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the half year ended 31 December 2025

	NOTE	31 December 2025 \$'000	31 December 2024 \$'000
Cash flows from operating activities			
Cash receipts from customers		211,661	208,678
Cash paid to suppliers and employees		(204,162)	(196,088)
Cash from operations		7,499	12,590
Interest paid		(4,750)	(4,570)
Income taxes paid		(218)	(559)
Net cash from operating activities		2,531	7,461
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		141	94
Interest received		121	93
Acquisition of property, plant and equipment	3	(2,521)	(2,236)
Acquisition of intangible assets	5	(59)	(297)
Net cash used in investing activities		(2,318)	(2,346)
Cash flows from financing activities			
Proceeds from borrowings	6	156,849	452,775
Repayment of borrowings	6	(156,298)	(452,275)
Repayment of lease liabilities		(9,234)	(8,754)
Share issue costs	7	(125)	(46)
Dividends paid	7	-	(1,533)
Proceeds from issue of shares	7	11,865	-
Net cash flows from/(used in) financing activities		3,057	(9,833)
Net increase/(decrease) in cash and cash equivalents		3,270	(4,718)
Cash and cash equivalents at 1 July		3,335	7,727
Effect of movements in exchange rates on cash and cash equivalents		(1,547)	(343)
Cash and cash equivalents at 31 December		5,058	2,666

The condensed consolidated statement of cash flows is to be read in conjunction with the accompanying notes to the condensed consolidated financial statements.

Coventry Group Ltd and its controlled entities

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half year ended 31 December 2025

1. MATERIAL ACCOUNTING POLICIES

Coventry Group Ltd (the "Company") is a for profit company domiciled in Australia. The condensed consolidated half year financial statements of the Company as at and for the half year ended 31 December 2025 comprises the Company and its controlled entities (together referred to as the "Group").

The Company is party to a deed of cross-guarantee with its subsidiary entities. Under the deed of cross-guarantee, each body has guaranteed that the debts to each creditor of each other body which is a party to the deed will be paid in full in accordance with the deed.

The consolidated annual financial statements of the Group as at and for the year ended 30 June 2025 are available upon request from the Company's registered office at 235 Settlement Road, Thomastown VIC 3074, Australia or at www.cgl.com.au.

The accounting policies applied in these half year financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 30 June 2025. Comparative information has been reclassified where appropriate to enhance comparability with the current financial period.

The Group primarily is involved in the distribution of industrial products and the provision of fluid products and services.

These condensed consolidated half year financial statements were approved by the Board of Directors on 26 February 2026.

a) Statement of compliance

The condensed consolidated half year financial statements for the half year reporting period ended 31 December 2025 has been prepared in accordance with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Act 2001.

Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 Interim Financial Reporting.

Selected explanatory notes are included to explain events and transactions that are material to an understanding of the changes in financial position and performance of the Group since the last annual consolidated financial statements as at and for the year ended 30 June 2025.

The condensed consolidated half year financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the consolidated annual financial statements of the Group as at and for the year ended 30 June 2025.

b) Basis of preparation

The half year report is presented in Australian Dollars. The half year report is prepared on the historical cost basis except share-based payments and derivative financial instruments which are stated at their fair value.

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument, amounts in the half year financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

c) Change in accounting estimates

During the half-year ended 31 December 2025, the Group revised certain accounting estimates used in the preparation of the financial statements. The revisions reflect updated information and circumstances existing at the reporting date. In accordance with AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*, the effect of these changes has been recognised prospectively in the current and future periods. The impact of the change in accounting estimates for the half-year ended 31 December 2025 resulted in an increase of \$5.98 million in the loss (31 December 2024: \$nil). Refer to Note 8 for further detail..

d) Going concern

In preparing the half-year financial report, the Directors have re-assessed the Group's ability to continue as a going concern, having regard to the circumstances existing at 31 December 2025 and consistent with the going concern assessment and disclosure made in the 30 June 2025 annual financial statements. This assessment contemplates the continuity of business operations, the realisation of assets and the settlement of liabilities in the ordinary course of business and at the amounts stated in the half-year financial report.

The Directors have a reasonable expectation that the Group will have adequate resources to continue to meet its obligations as they fall due.



2. SEGMENT INFORMATION

(a) Description of segments

The Group has reportable segments as described below. For each of the strategic reportable segments, the CEO reviews internal management accounts on a monthly basis. The following summary describes the operations of each of the Group's reportable segments:

Trade Distribution	Includes the importation, distribution and marketing of industrial fasteners, industrial hardware supplies and associated products, temporary fencing, and cabinet making hardware.
Fluid Systems	Includes the design, manufacture, distribution, installation and maintenance of lubrication and hydraulic fluid systems and hoses.

2. Segment Information (continued)

(b) Segment information

Information regarding the results of each reportable segment is included below.

Information about reportable segments [#]	Trade Distribution	Fluid Systems	Other business units and consolidation adjustments	Total reportable segments
31 December 2025	\$'000	\$'000	\$'000	\$'000
Segment revenue	112,371	76,176	-	188,547
Inter-segment revenue	-	-	-	-
Revenue from external customers	112,371	76,176	-	188,547
Timing of revenue recognition at				
point in time	111,101	72,913	-	184,014
over time	1,270	3,263	-	4,533
Total	112,371	76,176	-	188,547
Underlying EBITDA^{##}	5,446	6,280	(8,536)	3,190
Depreciation and amortisation	1,023	671	1,043	2,737
Underlying EBIT^{##}	4,423	5,609	(9,579)	453

[#] Underlying EBITDA and underlying EBIT are non-IFRS measures and reflect how management measures performance of the Group.

^{##} Underlying EBITDA is earnings before interest, tax, depreciation, amortisation and has been adjusted to exclude the impact of AASB 16 Leases and significant items. Underlying EBIT is earnings before interest and tax and has been adjusted to exclude the impact of AASB 16 Leases and significant items.



2. Segment Information (continued)

Information about reportable segments [#]	Trade Distribution	Fluid Systems	Other business units and consolidation adjustments	Total reportable segments
31 December 2024	\$'000	\$'000	\$'000	\$'000
Segment revenue	111,866	73,373	-	185,239
Inter-segment revenue	-	-	-	-
Revenue from external customers	111,866	73,373	-	185,239
Timing of revenue recognition at				
point in time	110,572	72,427	-	182,999
over time	1,294	946	-	2,240
Total	111,866	73,373	-	185,239
Underlying EBITDA^{##}	10,134	7,223	(7,470)	9,887
Depreciation and amortisation	916	645	554	2,115
Underlying EBIT^{##}	9,218	6,578	(8,024)	7,772

[#] Underlying EBITDA and underlying EBIT are non-IFRS measures and reflect how management measures performance of the Group.

^{##} Underlying EBITDA is earnings before interest, tax, depreciation, amortisation and has been adjusted to exclude the impact of AASB 16 Leases and significant items. Underlying EBIT is earnings before interest and tax and has been adjusted to exclude the impact of AASB 16 Leases and significant items.



2. Segment Information (continued)

(c) Other segment information

i. Segment Revenue

A reconciliation of segment revenue to total revenue from the sale of goods in the consolidated statement of profit or loss is provided as follows:

	31 December 2025	31 December 2024
	\$'000	\$'000
Total segment revenue	188,547	185,239
Foreign exchange translation variance	(1,118)	(533)
Total revenue	187,429	184,706

ii. Segment Operating Loss

The performance of the Group's reportable segments is based on underlying EBIT¹. Reconciliation of underlying EBIT¹ to operating loss in the condensed consolidated statement of profit or loss is provided as follows:

	NOTE	31 December 2025	31 December 2024
		\$'000	\$'000
Total segment underlying EBIT¹		453	7,772
Foreign exchange translation variance		2	(329)
Significant items	8	(7,794)	(5,685)
Net financing expense, excluding interest on lease liabilities (AASB16)		(2,114)	(1,928)
Income tax expense		194	127
Impact of AASB16			
Depreciation of right-of-use assets		(8,789)	(8,486)
Net interest on lease liabilities and sub-lease investment		(2,581)	(2,601)
Reversal of net rent and lease payments and receivables		10,716	10,179
Income tax benefit		196	273
Loss for the half year		(9,717)	(678)

3. PROPERTY, PLANT AND EQUIPMENT

Total

\$'000

Cost at 1 July 2025	63,041
Accumulated Depreciation at 1 July 2025	(45,124)
Carrying amounts at 1 July 2025	17,917
Additions	2,521
Depreciation charge for the half year	(1,774)
Disposals	(166)
Effect of movements in foreign exchange	(209)
Carrying amounts at 31 December 2025	18,289

4. RIGHT-OF-USE ASSETS

Property

Vehicles

Total

\$'000

\$'000

\$'000

Carrying amounts at 1 July 2025	58,399	10,005	68,404
Additions	1,607	2,486	4,093
Terminations	-	(59)	(59)
Lease reassessments	2,436	15	2,451
Depreciation for the half year	(6,063)	(2,669)	(8,732)
Effect of movements in foreign exchange	(790)	(62)	(852)
Carrying amounts at 31 December 2025	55,589	9,716	65,305

5. INTANGIBLE ASSETS

Goodwill

Brand name

**Customer
relationships**

**Computer
software**

**Internal
Development
Costs**

Total

\$'000

\$'000

\$'000

\$'000

\$'000

\$'000

Carrying amounts at 1 July 2025	37,065	11,935	10,154	3,514	190	62,858
Additions	-	-	-	8	51	59
Amortisation for the half year	-	-	(800)	(127)	(23)	(950)
Effect of movements in foreign exchange	(280)	(39)	-	-	-	(319)
Carrying amounts at 31 December 2025	36,785	11,896	9,354	3,395	218	61,648

Management has re-assessed the recoverability of the Group's intangible assets at 31 December 2025 using an approach consistent with that applied at 30 June 2025, with many of the key assumptions remaining consistent with those previously disclosed, and no impairment was identified.

6. INTEREST-BEARING LOANS AND BORROWINGS

	31 December 2025	30 June 2025
	\$'000	\$'000
Current		
Borrowing base facility	-	41,643
Revolving cash advance facility - C	5,000	3,000
Revolving cash advance facility - D	42,500	-
Non-current		
Revolving cash advance facility - C	12,500	15,000
Total interest-bearing loans and borrowings	60,000	59,643

	Total interest-bearing loans and borrowings \$'000
Opening Balance as at 1 July 2025	59,643
Proceeds	156,849
Repayments	(156,298)
Effects of movements in foreign exchange	(194)
Closing balance at 31 December 2025	60,000

Non-cash investing and financing activities

There were no non-cash investing and financing activities.

Revolving cash advance facility - C

The Group has a \$18.0 million Revolving Cash Advance Facility with a current expiry of July 2027 to accommodate future acquisitions (2024: \$25.0m). The facility is subject to a floating interest on funds drawn. A minimum of \$5.0m is repayable annually. Any undrawn limit or prepaid balance can be redrawn for future permitted acquisitions.

Revolving cash advance facility - D

On 8 August 2025, the Group's \$55m Borrowing Base Facility was replaced by a new \$55m Revolving Cash Advance Facility with an expiry of 31 July 2027. The Revolving Cash Advance Facility has the following Quarterly Financial Covenants:

Current	Sep-25	Dec-25	Mar-26	Jun-26	Thereafter
Gross leverage ratio	≤5.00x	-	-	≤3.50x	≤3.00x
Fixed charge cover ratio	≥1.25x	-	-	≥1.30x	≥1.30x
Working capital ratio	≥1.60x	≥1.60x	≥1.60x	≥1.60x	≥1.60x

Prior to 31 December 2025, the Group received waivers from its lending bank in respect of the gross leverage ratio and fixed charge cover ratio financial covenants for the 31 December 2025 and 31 March 2026 testing periods.

Guarantee facility

In addition to the borrowing facilities above, the Group has a \$5.0 million Standby Letter of Credit to provide security for Transactional Banking, Bank Guarantees, foreign exchange and other transactional facilities up to the limit specified in each individual guarantee.

7. CAPITAL AND RESERVES

Movement in Ordinary share capital	Date	Number of Shares '000	Issue Price	Ordinary Shares \$'000
On issue at 1 July		119,291		189,379
Shares issued under Entitlement Offer	13 October	19,105	0.60	11,463
Shares issued under Shortfall Facility of Entitlement Offer	15 October	670	0.60	402
Share issue costs				(125)
On issue at 31 December		139,066		201,119

During the half year ended 31 December 2025, 19,774,553 new ordinary shares were issued for cash at a price of \$0.60 per share.

During the half year ended 31 December 2025, 5,000,000 options to acquire fully paid ordinary shares were issued under the Company's Employee Incentive Plan with an exercise price of \$0.80 per option and an expiry date of three years from grant date. 2,400,000 options were issued to Nik Alpert (Managing Director and CEO) and 1,300,000 options were issued to Patrick Maloney (CFO) with a grant date of November 26 2025. The total expenses arising from share-based payment transactions during the half year was \$14,000 (2024: nil).

Dividends

The Board has suspended the declaration of dividends as part of prioritising the reduction of net debt and to support the Company's growth objectives. The dividend will be reviewed periodically in line with financial performance and capital requirements.

8. SIGNIFICANT ITEMS

	For the 6 months ended 31 December	
	2025 \$'000	2024 \$'000
ERP implementation costs	793	5,156
Acquisition related costs on completed transactions	13	173
Restructuring costs	556	242
HRIS Implementation	77	-
Other significant items	374	114
Change in accounting estimate ¹		
Cost of sales	795	-
Other income	150	-
Employment costs	997	-
Freight	776	-
Other expenses	3,263	-
Total significant items	7,794	5,685

¹ During the half-year, the Group revised certain accounting estimates in accordance with AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors* based on updated information. These changes in estimates were accounted for prospectively and resulted in an increase of \$5.98 million in the loss for the period.

9. CONTINGENCIES, COMMITMENTS, AND GUARANTEES

As at the reporting date, the Group have no material contingent liabilities or contingent assets requiring disclosure. The Group also have no material capital or other commitments contracted for at the reporting date but not recognised in the financial statements. Furthermore, there are no other guarantees (refer to Note 6) or other off-balance sheet financial arrangements that require disclosure under applicable Australian Accounting Standards.

10. EVENTS OCCURRING AFTER THE REPORTING PERIOD

Other than the ASX announcement (issued 23 January 2026) regarding the strategic review, no other matters or circumstances have arisen since the end of the financial year that have significantly affected, or may significantly affect, the operations, results of operations or state of affairs of the Group in subsequent accounting periods.



Coventry Group Ltd and its controlled entities

DIRECTORS' DECLARATION

In the opinion of the directors of Coventry Group Ltd ("the Company")

1. the condensed consolidated financial statements and notes set out on pages 7 to 21, are in accordance with the Corporations Act 2001 including:

a. giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the six months period ended on that date and

b. complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001 and

2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors:



N.G. CATHIE

Chairman

Melbourne
26 February 2026



N. ALPERT

Chief Executive Officer and Managing Director

Melbourne
26 February 2026



Independent Auditor's Review Report to the Members of Coventry Group Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Coventry Group Limited ("the Company"), which comprises the condensed consolidated statement of financial position as at 31 December 2025, the condensed consolidated statement of profit or loss, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, including material accounting policy information and other explanatory information, and the directors' declaration, for the consolidated entity comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Coventry Group Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review 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 audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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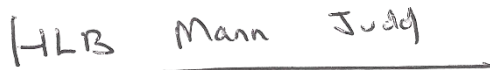
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A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



HLB Mann Judd Assurance (NSW) Pty Ltd
Chartered Accountants

Sydney, NSW
26 February 2026



S Grivas
Director

