

27 September 2024

The Manager  
Market Announcements Office  
Australian Securities Exchange

Dear Sir/Madam

**2024 ANNUAL REPORT**

In accordance with the requirements of the ASX Listing Rules, **attached** for release to the market is the 2024 Annual Report.

The 2024 Corporate Governance Statement and Appendix 4G will also be released in conjunction with this announcement.

Yours faithfully,



Lisa Jones  
Company Secretary

*This announcement has been authorised for release by the Board of Temple & Webster Group.*

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TEMPLE &  
WEBSTER



Annual  
Report  
**2024**

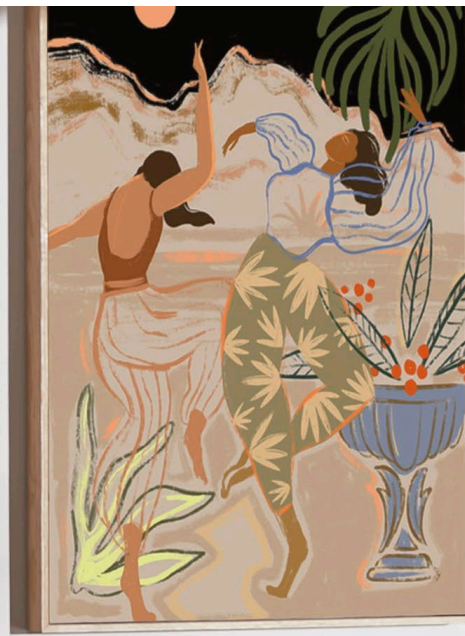


## Acknowledgement of Country

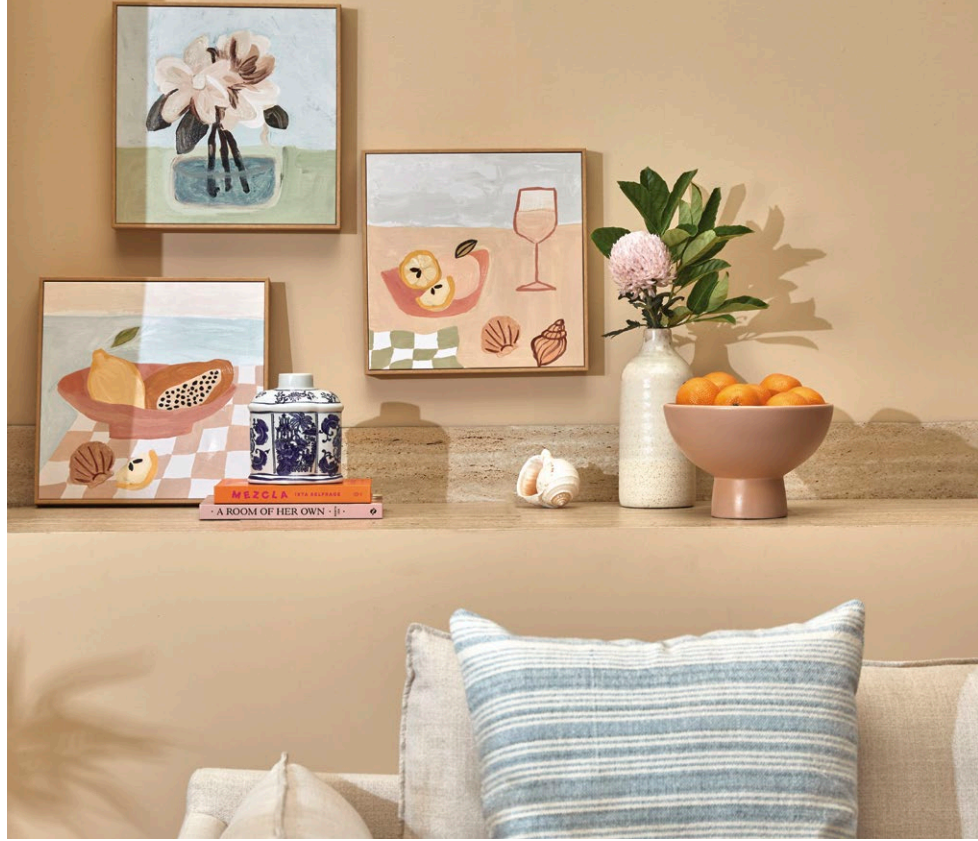
Temple & Webster Group acknowledges the Traditional Owners and Custodians of Country throughout Australia. We recognise their enduring connection to the lands, the waterways, and the skies.

We acknowledge the Gadigal and Wangal people, on whose lands our corporate head office is located, as well as all other First Nation Countries we operate across.

We pay our respects to Elders past, present and to all Aboriginal and Torres Strait Islander peoples.







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# Summary

## Overview

- Australia's leading pure-play online retailer for furniture and homewares<sup>1</sup>
- Temple & Webster's market share of the total furniture and homewares market is now 2.3%<sup>2</sup>, up 31% year on year
- Profitable, cash flow generative and funded for growth
- Generative artificial intelligence delivering material conversion and cost-of-doing-business gains

## Strong revenue growth in FY24

- FY24 revenue up 26% year on year to \$498m
- Strong growth despite cyclical headwinds

## EBITDA (pre-one-off costs)<sup>3</sup> at the top end of guidance

- Profitable, asset light model driving +\$25m in free cash flow<sup>4</sup>
- EBITDA margin result of 2.6%, within our target 1-3% range (excludes one-off costs)
- All margins within or above target ranges

## On track to reach \$1b+ sales

- On track to reach mid-term goal of \$1b+ in revenue
- Closing cash of \$116m, no debt, fully funded to execute on growth plans

1. Source: IBISWorld Industry Reports: OD4176 Online Household Furniture Sales in Australia, OD4174 Online Home Furnishing Sales in Australia.

2. Source: ABS 8501.0 Retail Trade, Australia (2024).

3. EBITDA is a non-IFRS measure and is calculated by adding depreciation and amortisation, finance costs and interest income to profit before tax. The above result excludes one-off costs pertaining to a write-down of our investment in Renovai.

4. Free cash flow is calculated as net cash flow pre-financing and investing activities (i.e. excluding share buy-back outflows and investment in Renovai).



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FY24 Revenue  
**\$498m**

FY24 EBITDA  
(pre-one-off costs)  
**\$13.1m**

Cash Balance at  
30 June 2024  
**\$116m**

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# Chair's report



Dear shareholders,

On behalf of the Board of Directors, I am delighted to present Temple & Webster's 2024 Annual Report.

## FINANCIAL PERFORMANCE

As Australia's leading pure-play online retailer of furniture and homewares<sup>1</sup>, Temple & Webster's ability to provide quality products at affordable prices continues to resonate with customers, especially in the current economic environment, as reflected in our strong financial performance for FY24.

We reported record revenue of \$498 million, up 26% on last year, which was an impressive achievement in a market that was down approximately 4%<sup>2</sup>. Before one-off costs<sup>3</sup>, our earnings before interest, taxes, depreciation and amortisation ('EBITDA') was \$13.1 million, with an EBITDA margin of 2.6%, within our target 1-3% range for the financial year. Our asset light, negative working capital business model drove free cash flows of over \$25 million<sup>4</sup> during the financial year.

This performance reflects the strong customer-focused culture we adopt everyday at Temple & Webster, and I would like to thank all our staff members, along with our Executive Leadership Team, for their continued hard work and diligence.

## EXECUTING ON OUR STRATEGY

In August 2023, we outlined our mid-term strategy of reaching over \$1 billion in annual sales within 3-5 years, and I am pleased to report that we are on track. Within this strategy were five key strategic goals focused on becoming a top-of-mind brand, increasing revenue from our exclusive products, developing leading capabilities around data, artificial intelligence ('AI') and technology, lowering our fixed cost base as a percentage of revenue and building scale through adjacent growth plays. Pleasingly, we are tracking well against all of these goals with tangible benefits being realised.

Among these priorities, we are particularly pleased with the results from our strengthened AI capabilities. Our generative AI efforts delivered significant customer conversion rate improvements and cost benefits, with the potential for AI to materially disrupt our cost base in the future and as we scale.

1. Source: IBISWorld Industry Reports: OD4176 Online Household Furniture Sales in Australia, OD4174 Online Home Furnishing Sales in Australia.

2. Source: ABS 8501.0 Retail Trade, Australia (year ended 30 June 24 against prior corresponding period).

3. Excludes one-off costs pertaining to a write-down of our investment in Renovai.

4. Free cash flow is calculated as net cash flow pre-financing and investing activities (i.e. excluding share buy-back outflows and investment in Renovai).





## CAPITAL MANAGEMENT

We finished the year with a cash balance of \$116 million and remain debt-free. We are well funded to continue investing in growth and building out our strategic moats.

The strength of our balance sheet enabled us to continue with our on-market share buy-back program which commenced in April 2023, and subsequently implement our second on-market share buy-back program in June 2024 for up to \$30 million in Temple & Webster shares. During FY24, the business bought back a total of 1.7 million shares for \$12.5 million.

The Board views our share buy-back program as an effective capital management strategy, while providing us with the flexibility to pursue future organic and inorganic opportunities.

## GOVERNANCE CHANGES

Temple & Webster continues to develop its policies to align with best practice corporate governance. As we outlined in August 2024, we amended our Securities Dealing Policy to broaden the trading window for Non-Executive Directors and Key Management Personnel and established a Minimum Shareholding Policy for Non-Executive Directors and the Executive Leadership Team to ensure better alignment with shareholder interests.

## THANK YOU TO THE TEAM

On behalf of the Board, I would like to thank Mark, the Executive Leadership Team and all Temple & Webster staff for your hard work and dedication in FY24. I would also like to thank my fellow board members for their expertise, commitment and stewardship throughout the year. And last but certainly not least, I would like to thank our shareholders for your ongoing support.

A handwritten signature in black ink, appearing to read 'Stephen Heath'.

**Stephen Heath**

Chair



# CEO's report



## Dear fellow shareholders,

I am pleased to report Temple & Webster delivered another set of outstanding results this financial year as we progress towards our goal of becoming Australia's largest furniture and homewares retailer.

In the midst of cost-of-living pressures placing stress on household budgets, Temple & Webster supported over 1 million Australians during FY24 in delivering beautiful products at great prices, a proposition which is clearly resonating with our customers.

## STRONG RESULTS AND TAKING SHARE

In FY24, we generated close to half a billion dollars in revenue, which was an increase of 26% year on year. To put this in perspective, the overall furniture and homewares industry was down around 4%<sup>1</sup> for the year, which means we gained significant share, up 31% vs last year to 2.3% of the total market. While this is a pleasing result, at only 2.3% of the market, it shows the huge opportunity ahead of us to continue expanding our market share position in the years ahead.

A question we often get asked is why are we taking so much share? We believe it is due to the following factors:

- 1) We have one of the best and largest ranges of quality furniture and homewares items;
- 2) As an online-only retailer we can offer better prices and great value to our customers;

- 3) Our flexible supply chain lets us rapidly switch to growth categories such as home office;
- 4) We have a brand that is loved, with high product review ratings and customer satisfaction scores; and
- 5) Our core competitive strengths around sourcing, data, technology, AI, logistics, content and marketing are setting us apart from our competition.

Our strong top line momentum translated into a bottom line EBITDA result which was at the top end of our guidance with \$13.1 million in EBITDA (pre-one-off items)<sup>2</sup> at a 2.6% margin.

Our asset light and negative working capital model generated over \$25 million<sup>3</sup> of free cash flow, ending the year with \$116 million in cash and no debt, meaning we are fully funded to execute on our organic and potential inorganic growth strategies.

## TAKING ADVANTAGE OF A "ONCE IN A GENERATION" STRUCTURAL CHANGE

To take a step back from our FY24 results, it's important to reiterate our mid-term goals and our longer term targets.

In August 2023, we outlined our goal to achieve over \$1 billion in annual sales within 3-5 years, through growth in both our core B2C furniture and homewares business and our adjacent growth plays in Trade & Commercial ('B2B') and Home Improvement. I'm pleased to report we are tracking well and growing in line with our stated target compound annual growth rate ('CAGR') of 20-36%.

1. Source: ABS 8501.0 Retail Trade, Australia (year ended 30 June 24 against prior corresponding period).

2. Excludes one-off costs pertaining to a write-down of our investment in Renovai.

3. Free cash flow is calculated as net cash flow pre-financing and investing activities (excluding share buyback outflows and investment in Renovai).





While this milestone is important, our ultimate goal is becoming the largest retailer of furniture and homewares in Australia, and we think now is the time to double down and accelerate our growth to take advantage of this “once in a generation” structural change in our market.

The overall furniture and homewares industry is large at approximately \$19 billion<sup>4</sup> and has been incredibly stable over the past 40 years, affirming that many of our products are less discretionary than what people think. Importantly, for us as a pure-play online retailer, online penetration of approximately 20%<sup>5</sup> in Australia lags other geographies such as the US and UK and other higher penetrated categories. This is a key reason as to why we believe now is the time to focus on growth and building our strategic moats as we take advantage of the structural change occurring in our category, driven by different purchasing preferences of millennials and Generation Z.

However, there are other factors that support this strategy:

- 1) At almost half a billion dollars in revenue, we have overtaken the majority of our competitors<sup>6</sup> and have the resources and scale to increase our market share;
- 2) As we get bigger, our core customer proposition improves around the breadth and depth of our range, pricing, data, personalisation, content, service and delivery experience;

- 3) We are profitable and have over \$100 million of cash with no debt, and an asset light model which will support our unit economics improving as we scale; and
- 4) We can leverage capabilities we have built for our core Australian B2C furniture and homewares business, including sourcing, logistics, AI, data, digital marketing and content creation, to expand into adjacent markets and categories (such as B2B and Home Improvement).

While this strategy means prioritising growth over profitability in the short term, we believe this will lead to us solidifying our strategic moats and achieving our longer term targets sooner.

### INVESTING FOR GROWTH

In August 2023, we outlined five key strategic goals that we wanted to focus on.

#### 1) Becoming the top-of-mind brand in the category

FY24 was a year of experimentation, at scale, to get a statistically significant read on the benefit of adding incremental marketing channels (TV, online video, out-of-home, audio, print, cinema and paid social). We saw good growth in direct and branded search traffic, however unprompted brand awareness still remained below 10%<sup>7</sup>, highlighting the significant opportunity ahead of us. We are currently rolling out media mix modelling which will advise us on which channels to prioritise, with these learnings to be incorporated into more optimised campaigns in FY25.

4. Excludes Trade & Commercial and Home Improvement Source: ABS 8501.0 Retail Trade, Australia (2024).

5. Source: Euromonitor 2024 Home and Garden for CY23.

6. Source: IBISWorld Industry Reports: OD4176 Online Household Furniture Sales in Australia, OD4174 Online Home Furnishing Sales in Australia.

7. Source: Lucid (Hub Consulting) Temple & Webster Brand Tracker, June 2024.



### 2) Generating the majority of revenue from exclusive products

In FY24, revenue from exclusive products grew to 43% of total revenue, driven by growth in both private label and exclusive drop-ship products. Pleasingly, approximately 70% of our top 500 selling products are now exclusive to Temple & Webster. Growing our exclusive product range differentiates us from our competition, provides longer term defensibility and helps to drive improvements in margins over time.

### 3) Lowering fixed cost % to obtain a price and margin advantage

We made good progress in FY24 towards our goal of reducing fixed costs as a percentage of revenue to below 6% by FY28. In FY24, we reduced our fixed cost percentage to 11%, which compares against 12% in FY23. As we know, a key driver of this leverage will be our ability to grow and spread these costs across a larger revenue base.

### 4) Building scale through adjacent growth plays

B2B achieved \$45 million<sup>8</sup> revenue in FY24, representing 27% growth year on year. FY24 was a year of investing in future capabilities, people, marketing and B2B product ranges which will set up FY25 well.

Home Improvement achieved \$29 million<sup>8</sup> revenue in FY24, representing 26% growth year on year. In FY24, we pivoted to a single brand strategy through the Temple & Webster site vs two websites previously (T&W and The Build) in FY23. This single brand strategy improved the focus and profitability of the Home Improvement division.

### 5) Developing leading capabilities around data, AI and technology

While we are clearly making good progress against our strategic goals, the area I am most pleased and excited about is our goal of developing leading capabilities around data, AI and technology.

8. Revenue is based on net revenue (excluding deferred revenue accounting adjustments).





During FY24, we added new hires into our internal AI team, combining machine learning and generative AI knowledge. We also created an AI research & development function, focused on experimenting with new large language models and building new disruptive solutions. Some examples of these solutions are:

- Product content generation, product recommendations and live chat, which delivered in excess of 10%<sup>9</sup> in conversion benefits;
- AI and technology powered customer pre- and post-sales support interactions which handled around 40% of interactions in FY24 resulting in an estimated \$4 million in annualised cost-of-doing-business savings; and
- Our internal AI assistant ('Pearl') was deployed and is available for all employees.

9. Statistically significant results from A/B testing using Sitespect



## LEADERSHIP TEAM CHANGES

As announced in August 2024, Cameron Barnsley has joined us as Chief Financial Officer as of 2 September 2024. We have known Cam professionally for years in his previous capacity as Executive Director and Head of Technology for Morgan Stanley in its Investment Banking division, and we look forward to utilising his experience in capital markets and advising companies on their growth strategies, both locally and internationally.

Importantly, Cam will be supported by current Deputy CFO, Chris Berner, who has led the Temple & Webster finance function for many years, and outgoing CFO, Mark Tayler, who will be staying to take up a role focused on investor relations and growth. Mark has been a great business partner to me over the past eight and a half years and has been an instrumental part of why Temple & Webster is where we are today – and we're grateful to have him on board for our next stage of growth.

## WHERE TO FROM HERE?

Looking forward, we will continue to be focused on our customer experience and adapting our pricing, product ranges, marketing investment and promotional strategy based on market conditions. This inherent flexibility in our model is what sets us apart from our peers.

We will continue to focus on revenue growth and market share gains, while ensuring we maintain our stated profitability goals of between 1-3% EBITDA margin for the financial year. We will also be executing on our five key strategic goals to continue building out our competitive moats.

Our strong balance sheet position with over \$100 million in cash and no debt ensures all of our growth activities are fully funded, and also means we can continue to investigate inorganic and capital management options going forward.

## THANK YOU TO THE TEMPSTER TEAM

Lastly, I'd like to say a massive thank you to the Tempster team. Your tenacity, passion and resilience inspires me every day and is the driving force behind us realising our vision of making the world more beautiful, one room at a time.

**Mark Coulter**  
Chief Executive Officer



# Operational review

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## OVERVIEW OF FY24 PERFORMANCE

In line with Temple & Webster’s mid-term strategy of delivering over \$1 billion in annual sales, FY24 was a year focused on high revenue growth, taking market share and building on our competitive moats to set the business up for long-term sustainable growth.

**\$498m**

**FY24 Revenue**

**\$13.1m**

**FY24 EBITDA  
(pre-one-off costs)<sup>1</sup>**

**\$116m**

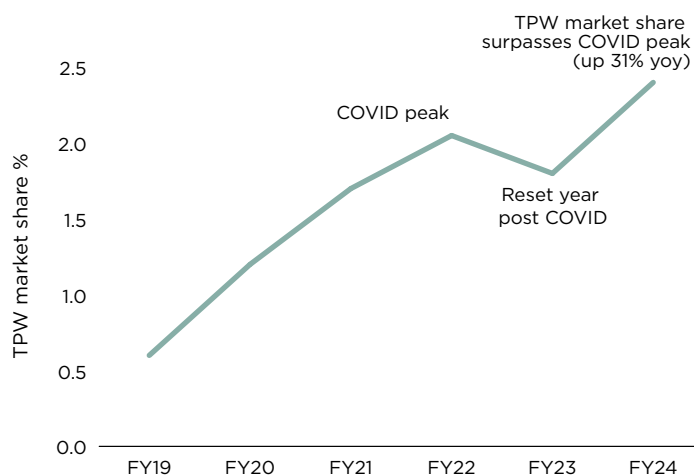
**Cash Balance  
at 30 June 2024**

Temple & Webster delivered revenue of \$498 million which was up 26% vs last year. EBITDA (pre-one-off items) was \$13.1 million<sup>1</sup> at a 2.6% margin which was at the top end of our margin guidance for FY24.

We generated over \$25 million in free cash flow as a result of the above mentioned profit result, plus benefits from our negative working capital and asset light business model.

Impressively, these results were against a furniture and homewares market that was down approximately 4% in FY24, equating to a +31% market share gain to end with 2.3% share of the total market.

### Temple & Webster share of the total Australian furniture and homewares market



1. EBITDA is a non-IFRS measure and is calculated by adding depreciation and amortisation, finance costs and interest income to profit before tax. The above result excludes one-off costs pertaining to a writedown of our investment in Renovai.



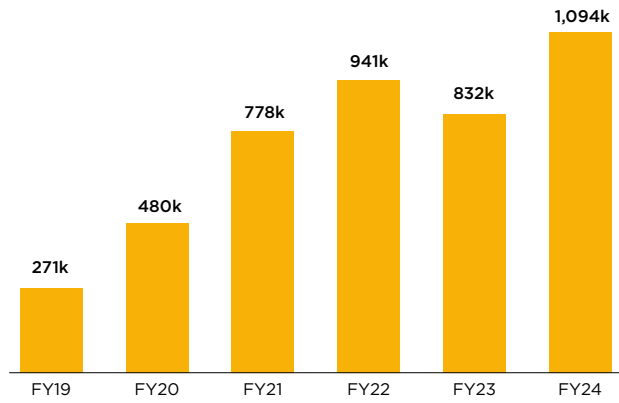
# Operational review

continued

## RECORD ACTIVE CUSTOMER GROWTH

Temple & Webster supported over 1 million customers throughout FY24, up 31% vs last year, reflecting the strength of our customer proposition centred around price, range and convenience.

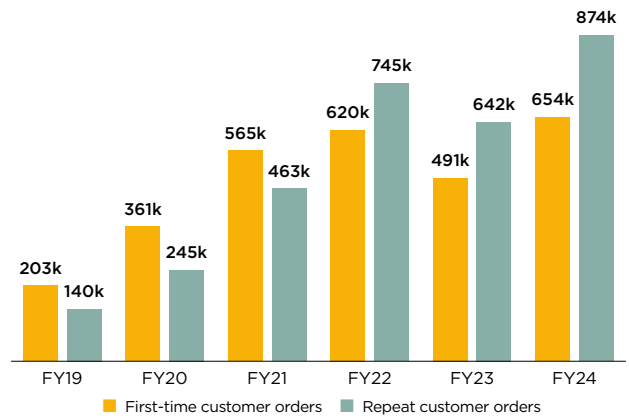
### Active customers<sup>2</sup>



## ORDERS FROM REPEAT AND NEW CUSTOMERS GROWING STRONGLY

Repeat orders made 57% of FY24 orders, resulting in year on year growth in repeat orders of 36%. Growing our repeat order base is a key driver of reducing our marketing spend as a percentage of revenue towards our longer term target of less than 11%.

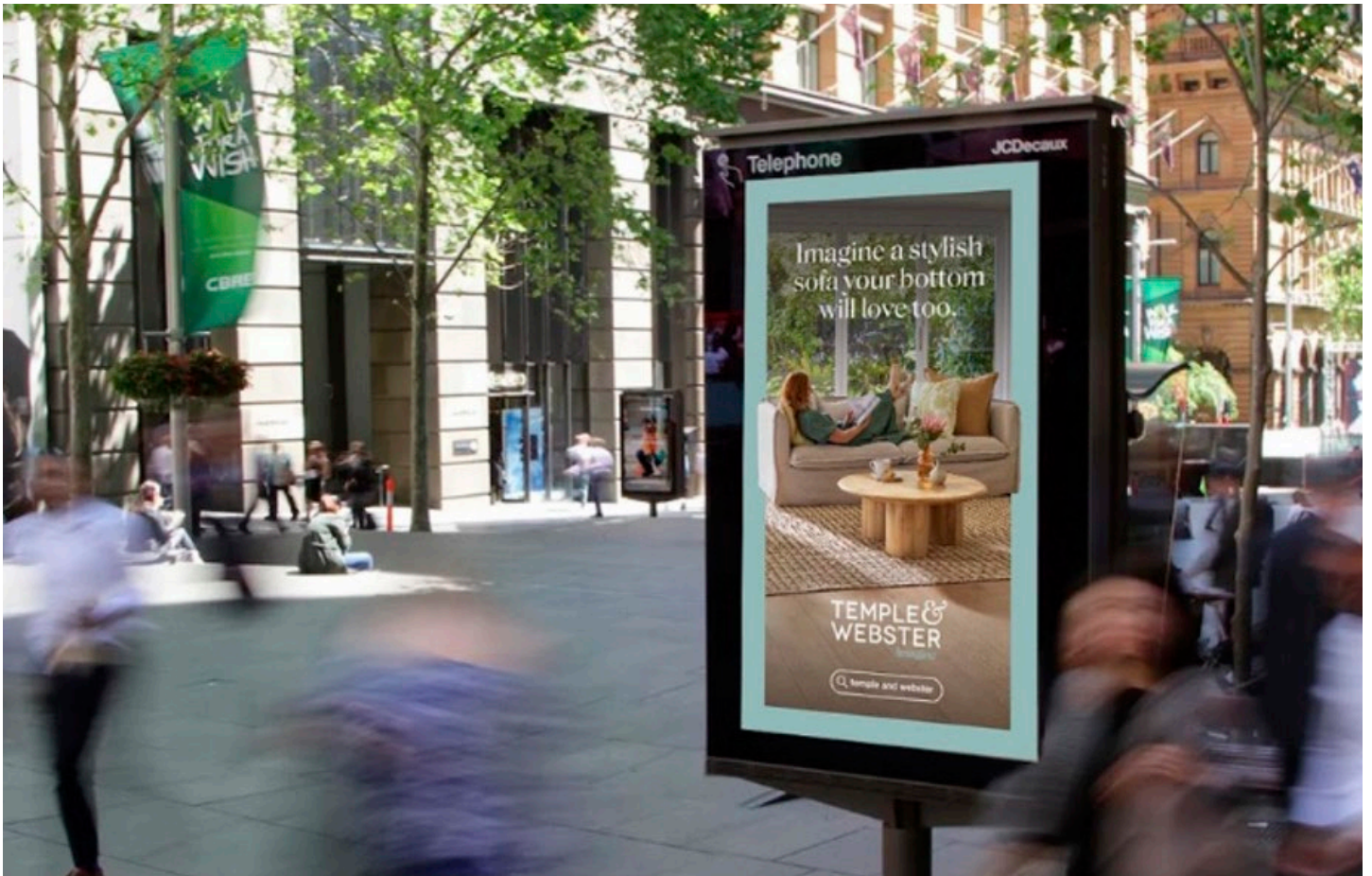
### First time and repeat customer orders



2. Active customers refers to the number of unique customers who have transacted in the last twelve months ('LTM').



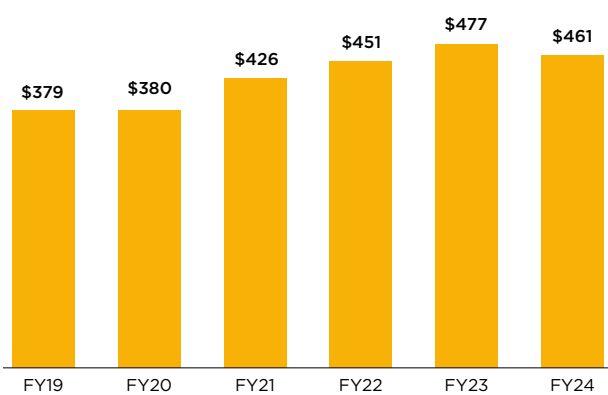




## REVENUE PER ACTIVE CUSTOMER WAS DOWN YEAR ON YEAR AS CUSTOMERS SEARCHED FOR VALUE

As a result of cost-of-living pressures throughout FY24, customers traded down as they searched for value to fit adjusted household budgets. Pleasingly, we were able to meet the needs of our customers with our value orientated range, strong pricing points and promotions that resonated strongly with customers. This resulted in higher customer repeat rates, however this was offset by lower average order values, translating into a lower revenue per active customer.

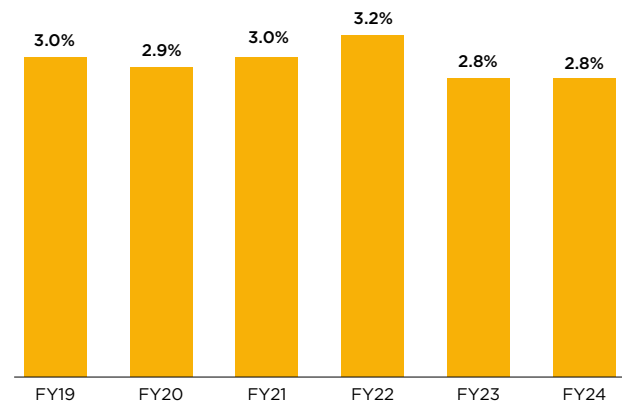
### Revenue per active customer<sup>3</sup>



## WE ARE MAINTAINING OUR STRONG CONVERSION RATE

Despite operating in a more challenging market and driving record levels of traffic to our site, we have been able to maintain our industry leading conversion rate during FY24. This was in part driven by our AI powered product content, product recommendations and live chat which resulted in an aggregate +10%<sup>4</sup> increase in conversion. Despite this, over 97% of traffic still did not convert, meaning there remains significant scope to increase conversion rates going forward.

### Conversion rate<sup>5</sup>



3. Revenue per active customer = Last 12 months net revenue (excluding deferred revenue accounting adjustments) divided by active customers.

4. Statistically significant results from A/B testing using Sitespect.

5. Average conversion rate is the total number of purchases divided by the total number of monthly users. Sourced from Google Analytics.



# Operational review

## continued

### 12-MONTH MARKETING RETURN ON INVESTMENT IN LINE WITH EXPECTATIONS

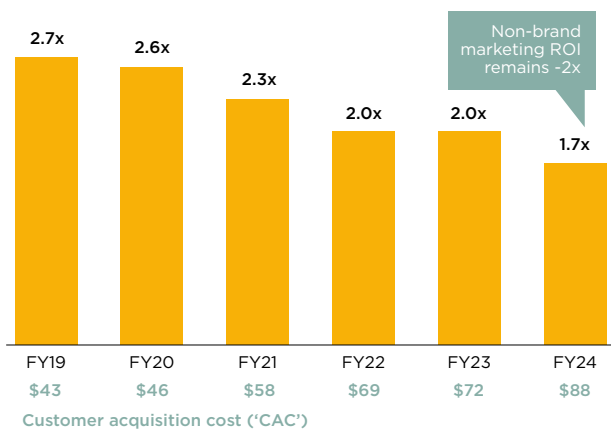
An important part of our mid-term plan is to grow our brand awareness, currently less than 10%, through reinvesting 2-3% of revenue into new brand channels opposed to our more traditional digital channels.

We initiated this journey with an out-of-home test in Sydney, which laid the groundwork for the subsequent launch of our brand platform, "Imagine". This platform was the cornerstone of three multi-channel, large-scale brand campaigns throughout the year.

In October 2023, we initiated our first multi-channel, multi-million dollar brand campaign, strategically timed ahead of the peak retail season. This was followed by our second brand campaign in January 2024 and another in May 2024. These efforts have yielded good results, with Temple & Webster's share of brand searches in the furniture and homewares category growing 20% vs the previous year.

Given FY24 was a year of experimentation to get a statistically significant read on which channels were most successful, it was anticipated that the 12-month marketing ROI would decline. Pleasingly, our ROI remained well placed at 1.7x, and was in line with prior financial years at 2.0x when excluding the new brand investment.

#### 12 month marketing ROI<sup>6</sup>



With the introduction of media mix modelling, we will continue to optimise our mix of brand and performance channels in order to maximise our return on investment going forward.

6. Marketing ROI = Margin \$ / CAC.

Margin = Revenue per active customer as at 30 June 2024 x delivered margin % for FY24.

CAC = Total marketing spend for FY24 x 74% (being the estimated percentage of marketing spent on new customer acquisition, i.e., excludes estimated spend on repeat customers) divided by the number of first-time customers during the period.



### REVENUE FROM EXCLUSIVE PRODUCTS CONTRIBUTING 43% OF TOTAL REVENUE

A key mid-term strategic goal is to generate the majority of revenue from our exclusive products. This strategy ensures we differentiate our range from our competitors, adds defendability to our model and helps to drive improved delivered margins in the longer term.

During FY24, revenue from exclusive products grew to 43% of total revenue, which was driven by both growth in private label and exclusive drop-ship products. Approximately 70% of our top 500 selling products are now exclusive to Temple & Webster.

Our local drop-ship suppliers are an important element in growing our contribution from exclusive products. Exclusive drop-ship products are an ideal outcome given the improved margin profile, negative working capital benefits and zero inventory risk.

Private label (product imported directly by Temple & Webster) remained steady at 29% of total revenue in FY24 with sourcing focused largely on furniture, outdoor and lighting.

An in-house industrial design team was established to further differentiate our product range and secure proprietary ranges. The team is now registering its first designs, with plans to continue expanding our portfolio.

By leveraging AI technologies, the design team accelerated product development, enhancing concept generation and visualisation capabilities. Current explorations include the use of 2D to 3D image generation and virtual reality tools for collaborative design, positioning us at the forefront of innovative product creation.

The team is also integrating internal and external data sources to identify trends and product opportunities, increasing the success rate of new developments. Moving forward, we aim to train AI models to enhance research capabilities and fully integrate 2D to 3D design tools.

Our partnership with the University of New South Wales' Honours Industrial Design program further supports this innovation drive, focusing on research into wellness and health in the home, and fostering young talent through our internship program.





With an expanded Inventory planning and buying team, we introduced new factories that helped us grow our private label range and enter into Home Improvement and B2B commercial grade products, improving delivered margins and inventory productivity. Merchandising, promotional strategies and management tools increased the success rate of new products as expanded teams focused on the growth of private label, securing exclusive ranges and delivering on trend products at exceptional value.

### INCREASING CONVERSION AND REDUCING COSTS THROUGH DATA, AI AND TECHNOLOGY

Our data, AI and technology strategy is focused on two key areas; creating a seamless customer experience and driving cost efficiencies.

We continued to grow our dedicated internal team focused on AI and data by adding both machine learning and generative AI knowledge. Our AI team developed a generative AI 'Solutions in a box', which is now powering a suite of tools from product content and product recommendations to live chat interactions with customers. Our efforts to date yielded statistically significant conversion rate improvements of greater than 10%.

Additionally, 40% of all customer pre- and post-sales support interactions were handled by AI and technology resulting in approximately \$4 million in annualised cost-of-doing-business savings.

FY24 saw the establishment of a new AI research and development function, focused on experimenting with novel techniques to build new solutions to disrupt existing ways of operating. This function is closely aligned to our AI, data, customer experience, product and technology teams.

Temple & Webster's AI roadmap aims to disrupt key retail value chain elements such as product ranging (e.g. competitor reviews/gap analysis), pricing (e.g. product pricing, shipping pricing, sale pricing), merchandising (e.g. content), promotion and personalisation (e.g. recommendations) and pre and post sales support (e.g. live chat and email).

### PRODUCING BEAUTIFUL CONTENT MORE EFFICIENTLY

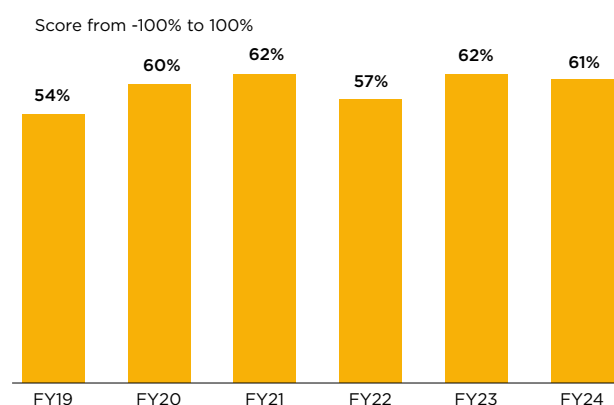
In FY24, our creative team and partners produced thousands of bespoke studio images, video assets, 3D photorealistic images and 3D models. These assets are all exclusive to Temple & Webster and are used across our digital shopping experience and in marketing channels including social media, display advertising and email helping to create a uniquely differentiated customer experience.

We entered FY24 with the objective of creating Temple & Webster style imagery at scale. We tested various methods of image production including grey and green screen 3D compositing techniques, and have created a hybrid approach combining our unique skills in studio produced images to collaborate alongside our offshore photography partners which increased production capacity, reduced cost per image and delivered faster turnaround times. We will continue to experiment with our own and vendor supplied emergent generative AI technologies for content creation and augmentation.

### ENHANCING SUPPLY CHAIN CAPABILITIES

Although we experienced growth in FY24, strong customer net promoter score ('NPS') levels were able to be maintained by leveraging previous investments in people, processes, and technology as operational demands increased.

#### Net promoter score



Temple & Webster's asset light, dedicated delivery service (servicing only private label products) continued to expand into new regions, providing more customers with a fast and reliable delivery experience. By operating at a lower cost and minimising product damages, Temple & Webster delivery consistently ensures faster delivery times by streamlining the process and reducing touch points.



## Operational review continued

We continued to invest in capabilities that would improve the effectiveness of managing owned inventory. Efforts included a redesign of the supply chain network to introduce new capabilities, allowing us to position bulky products closer to customers, as well as significant enhancements to forecasting, planning, and inventory management systems.

We also invested in enhanced technologies to empower drop-ship partners to operate efficiently, achieve success, and scale in tandem with Temple & Webster. Ongoing collaboration with partners throughout the entire supply chain is delivering significant results, consistently exceeding customer expectations.

### **BETTER CONVERSION AND EXPERIENCE THROUGH THE APP**

By the end of FY24, Temple & Webster had approximately 900k lifetime downloads of iOS and Android apps. Both apps continued to show higher conversion rates, greater customer lifetime values and higher rates of customer satisfaction than desktop or mobile. Additionally, apps were consistently rated highly by customers, achieving a 4.8 star rating from over 27,000 reviews across iOS and Android app stores.

### **CONTINUALLY IMPROVING OUR B2B RANGE AND TARGETTED MARKETING EFFORTS FOR TRADE AND COMMERCIAL CUSTOMERS**

The B2B division generated \$45 million<sup>7</sup> revenue in FY24, up 27% vs the prior year. During the financial year, the focus was on refining sales strategies for key sectors, improving digital tools and customer experience, and onboarding new suppliers to broaden B2B offerings. Additionally, new marketing initiatives and supply chain partnerships were implemented to drive acquisition and operational efficiency. These efforts positioned us for sustained growth and improved customer satisfaction, creating a stronger platform to capture share of the B2B market.

The market dynamics in B2B remain very attractive; it is a very fragmented, multi billion dollar market with high margins and a lack of digital-focused online players, which presents both organic and inorganic opportunities going forward.

### **INCREASING MARKETING EFFICIENCY FOR HOME IMPROVEMENT TO SUPPORT GROWTH**

Similar to B2B, the Home Improvement market dynamics are attractive. It is an approximately \$20 billion market that is high margin and lends itself to substantially higher online penetration levels, which currently sit at less than 10%.

In FY24, the Home Improvement division delivered \$29 million<sup>7</sup> in revenue, achieving a 26% growth rate. This was a strong result given we focused on one website (Temple & Webster) versus two (Temple & Webster and The Build) in the previous financial year. This focus on a single platform reduced marketing costs as a percentage of revenue and improved the division's profitability.

Bathroom and kitchen fixtures were the fastest-growing categories, with a 44% increase vs last year. This growth was driven by expanding product offerings through existing and new suppliers. Private label collections of tapware, sinks, bathroom cabinets, vanities, and ceiling fans were launched throughout FY24. These new ranges resonated well with customers, offering stylish and affordable options that complement the broader range of branded and drop-ship products.

The user experience on Temple & Webster was enhanced by improving the site browsing experience, creating new content, and implementing targeted product recommendations. These efforts led to higher conversion rates and increased basket sizes. Additionally, delivery capabilities for fragile and bulky goods and product packaging were improved which helped drive a strong NPS for the year.

Looking ahead, Temple & Webster remains focused on growing the product catalogue and developing capabilities across supply chain, technology, and user experience to better support the needs of the Home Improvement customer and to grow our market share in the category.



7. Revenue is based on net revenue (excluding deferred revenue accounting adjustments).



## AWARD WINNING WAYS

Temple & Webster was recognised with a variety of awards throughout 2024.

Temple & Webster scooped the pool in the WeMoney “People’s Choice Awards” for 2024, winning three awards; Overall Satisfaction, Best for Value and Best for Quality in the furniture category. The WeMoney People’s Choice Awards recognise everyday products and services that are rated ‘best-in-class’ by everyday Australians.

At the 9th Annual Power Retail All Star Bash Awards, Temple & Webster was acknowledged with two awards - the Top Online Only Retailer Award and the Top Home & Decor Retailer Award.

Temple & Webster was also recognised by Power Retail as one of the Top 100 online retailers in Australia, ranking at #15 in the Home & Decor category, the highest ranked pure-play online retailer.

The Temple & Webster Sydney headquarters was also recognised with two awards for design excellence in the BETTER FUTURE Design Awards 2024, in the category of Interior Design - Commercial. We won Gold in the Sydney category and Silver in the Australian category.

These awards celebrate innovative and creative building interiors, with consideration given to space creation and planning, furnishings, finishes, aesthetic presentation and functionality.





# Environmental, social and governance statement

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## Our approach

Our vision is to make the world more beautiful, one room at a time. Driving meaningful change for all of our stakeholders is key to delivering this. We continue to focus on areas that will deliver positive change for the planet, our people, our communities, and our value chain.

In FY24, we made good progress towards our environmental, social, and governance ('ESG') goals. In line with our sustainability strategy, we continued to show progress across four key areas:

1. carbon and energy management
2. responsible sourcing (lower impact products)
3. responsible packaging
4. diversity, equity, and inclusion ('DEI').

These material topics were defined by our FY22 materiality assessment as areas of high importance to our stakeholders and which have a material impact on our business.

The process and methodology undertaken for our materiality assessment included surveying key internal and external stakeholders to identify which ESG topics they believe are important to our business. Internal stakeholders surveyed consisted of our employees, while external stakeholders consisted of a random sample of over 100 customers. All stakeholders were provided with a list of ESG topics and asked to select a maximum of three topics which they believed were most important.

These material topics were defined under high-level categories in collaboration with an external consultant to inform the development of a materiality matrix. To ensure that key material topics for our industry were included in the final assessment, compliance and product safety & quality were added to the list by the external consultant. The final material topic categories, and a qualitative description for each, are outlined in figure 1.



# Environmental, social and governance statement

continued

**Figure 1: List of ESG topics from our FY22 materiality assessment**

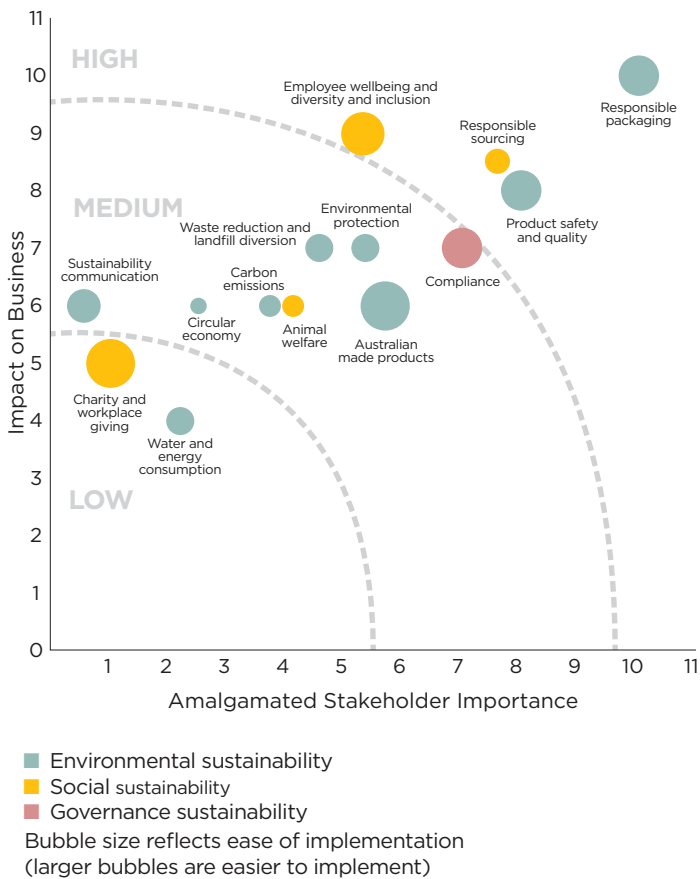
Material Topics	Description
Animal Welfare	Ethical sourcing and management of animals and their quality of life
Australian Made Products	A product whose ingredients or production mostly originate from Australia
Carbon Emissions	Carbon emissions reduction, offsetting and insetting of scope 1 and scope 2 emissions attributed by fossil fuels, transport, energy use and efficiency, and other carbon intensive processes. This may also include scope 3 emissions in the long term
Charity & Workplace Giving (Corporate Social Responsibility)	Engage and empower the local communities in which we operate through partnerships with social enterprises, customer giving and workplace giving
Circular economy	Incorporating product stewardship to reduce use of virgin material in products and processes through efficient use, reuse and recycle of waste to design new products
Compliance <sup>1</sup>	Research, understand, implement, and communicate the requirements of evolving laws, regulations and standards designed to manage environmental and social risks
Employee Wellbeing and Diversity, Equity & Inclusion (DEI)	Health, safety, and well-being of our people. Actively building a workplace that mirrors the diverse communities we work in and for. Ensuring everyone can confidently bring their skills, values, backgrounds, and experiences to work
Environmental Protection	Conserve, protect, and where possible, restore the natural environment in which we operate in
Product Safety & Quality <sup>1</sup>	Ensuring the consistent and durable design, development, production, assembly, delivery, and disposal of products that are safe for their intended purpose
Responsible Packaging	Source, develop and use packaging solutions that have minimal environmental impact and footprint, maximise reuse and recoverability, and do not contribute to the further depletion of natural resources
Responsible Sourcing	Ensure our business practice does not have a negative impact on the people living in communities which we operate in. This includes managing supply chain materials, labour, risks and building long-term supplier relationships to improve environmental and social performance in end-to-end supply chains
Sustainability communication	Communication of operational and product sustainability through ESG ratings and certifications that is genuine, transparent and timely. Ensure positive, enduring relationships are maintained with stakeholders
Waste Reduction & Landfill Diversion	Management of waste in line with the waste hierarchy, with the primary focus to avoid and reduce the generation of waste, followed by reusing materials and maximising resource recovery
Water & Energy Consumption	Management of water and energy consumption in line with energy and water management hierarchy, including resource use, quality, and associated infrastructure and efficiencies

1. Stakeholder importance values for these material topics were substituted with business impact values as it was not included in the stakeholder surveys.



To define and align business impact across our materiality matrix, we assigned a business impact rating for each of the listed material topics. The final materiality matrix can be seen below.

**Figure 2: Our FY22 materiality matrix**



With a clearer understanding of our carbon footprint and targeted focus areas, we are committed to reducing our carbon emissions by 45% by 2030, in alignment with the United Nations Sustainable Development Goal on climate action. We will continually review and update our carbon reduction strategy to prioritise action that yields the greatest impact. For areas where carbon reduction mechanisms are not yet feasible within our controlled operations, we will continue to invest in carbon credits to offset our environmental impact.

As a retailer of furniture, homewares and home improvement products, the most effective way in which we can reduce our impact on the environment is through the responsible sourcing and development of our products. Our procurement teams continue to work with suppliers to curate, source, and verify responsibly made products.

In FY24, we established an in-house product design team, responsible for designing and developing new products for our private label range. Product design plays a key role in shaping a product's life cycle and environmental performance, including critical determinants such as materials selection, manufacturing processes, transportation requirements, energy efficiency during use, and end-of-life considerations. Having our procurement and product design teams collaborating closely and considering product performance, environmental and health considerations from the outset allows us to consider lower impact choices at every stage of the product development process.

When implementing changes to reduce the impact of our products, a key consideration is reducing the environmental impact of our packaging. We remain committed to meeting Australia's 2025 National Packaging Targets and have made good progress with our drop-ship and private label supply partners to prioritise the use of recyclable and recycled packaging materials. Our long-term goal, beyond 2025, is for all packaging in our range to be recyclable through kerbside collection systems. Due to our complex supply chains and large number of suppliers, we will continue to prioritise the packaging of our Temple & Webster and Milan Direct branded range throughout FY25.

Supporting individuals within our organisation and the broader community is a core element of our business and is embedded in our values. We are delivering and continuously improving programs to create a fairer and more inclusive workplace, develop our employees, advance reconciliation with First Nations peoples, and to expand our corporate partnerships in support of organisations that offer essential social and health services to the community.

We are dedicated to implementing necessary changes in our operations to become a more responsible business as we continue to scale and grow. This commitment ensures that we can continue to deliver sustainable value for all our stakeholders. We have begun incorporating select principles from the Global Reporting Initiative ('GRI') into our ESG reporting processes and plan to further align with the GRI framework in FY25. This ESG statement outlines our progress toward ESG targets and details our actions throughout FY24.

For further information contact:  
[sustainability@templeandwebster.com.au](mailto:sustainability@templeandwebster.com.au)



# Environmental, social and governance statement

continued

## OUR ESG GOALS

● On hold  
 ● Just started  
 ● In progress  
 ● Completed

Number	Goal	Calendar year target	Progress to date	Status
1	Carbon neutral in our controlled operations (Scope 1 and 2 gross emissions)	2030	Successfully attained carbon neutrality for FY22 and FY23 Scope 1 and 2 emissions	<span style="color: #27ae60;">●</span>
2	45% reduction in our total carbon footprint <sup>2</sup>	2030	<ul style="list-style-type: none"> <li>Commenced the installation of solar panels at our corporate head office</li> <li>Switched energy provider for enhanced energy efficiency leveraged through a virtual energy network</li> </ul>	<span style="color: #f1c40f;">●</span>
3	Audit all private label suppliers for ethical and social compliance	2023	<ul style="list-style-type: none"> <li>100% of our private label suppliers have been audited for ethical and social compliance</li> <li>Where applicable, suppliers requiring corrective action received plans based on audit findings</li> <li>100% of corrective action plans have been reviewed internally</li> </ul>	<span style="color: #27ae60;">●</span>
4	100% responsibly sourced solid wood in our private label range	2030	Range baseline captured. Verification ongoing	<span style="color: #f1c40f;">●</span>
5	100% reusable, recyclable or compostable private label packaging <sup>3,4</sup>	2025	191 out of 1,940 (10%) private label product has fully recyclable packaging <sup>5</sup>	<span style="color: #f1c40f;">●</span>
6	70% of plastic private label packaging being recycled or composted <sup>3,4</sup>	2025	On hold until we have a viable national recycling scheme for our customers	<span style="color: #c0392b;">●</span>
7	50% of average recycled content included in private label packaging <sup>3,4</sup>	2025	Independent third-party verification of recycled content in packaging to be undertaken in FY25	<span style="color: #f1c40f;">●</span>
8	Phase out of expanded polystyrene ('EPS') and expanded polyethylene ('EPE') packaging <sup>3</sup>	2025	<ul style="list-style-type: none"> <li>Requirements and timeline communicated to private label suppliers</li> <li>Commenced capturing baseline of FY24 private label range using EPS and EPE packaging</li> </ul>	<span style="color: #f1c40f;">●</span>

2. Carbon intensity compared to our FY23 baseline

3. These goals are aligned with the Australian Packaging Covenant Organisation's ('APCO') National Packaging Targets

4. The scope of this target has been updated in FY24 to reflect alignment with our Temple & Webster and Milan Direct branded range only (ie. not including products supplied through drop-ship supply arrangements)

5. Figures are based on packaging metrics from our FY23 APCO annual report



## OUR ESG GOALS

● On hold  
 ● Just started  
 ● In progress  
 ● Completed

Number	Goal	Calendar year target	Progress to date	Status
9	Nurture and grow our diverse, equitable and inclusive workplace culture	Ongoing	<ul style="list-style-type: none"> <li>Created a DEI charter and action plan</li> <li>Completed our first DEI survey with 79% participation rate</li> <li>Published an updated DEI policy</li> <li>Significantly improved our parental leave scheme</li> <li>Created and published our Gender Equality Strategy for FY24-26</li> </ul>	<span style="color: #F1C40F;">●</span>
10	Continue to invest in the growth and development of our people and to create a resilient and adaptable team for the future	Ongoing	<ul style="list-style-type: none"> <li>Delivered change leadership training for all people leaders</li> <li>Launched LinkedIn Learning for our employees</li> <li>Expanded onboarding program with new content and activities</li> </ul>	<span style="color: #F1C40F;">●</span>
11	Build authentic and respectful relationships with First Nations communities through a Reconciliation Action Plan ('RAP')	Ongoing	<ul style="list-style-type: none"> <li>Reflect RAP endorsed in FY24</li> <li>Educational resources provided to all employees during National Reconciliation Week</li> <li>Developed internal directory for First Nations stakeholders</li> </ul>	<span style="color: #F1C40F;">●</span>
12	Achieve ISO 27001:2022 Information security management systems certification	2025	<ul style="list-style-type: none"> <li>Established an internal Data and Privacy Committee</li> <li>Passed 50% implementation of ISO 27001:2022</li> <li>Adopted a full scope and full Statement of Applicability of the 93 Annex A controls</li> <li>Improved our vulnerability identification and mean time to remediation</li> </ul>	<span style="color: #F1C40F;">●</span>



## Caring for the planet

### CARBON AND ENERGY

Climate change remains a critical focus of global ESG efforts to protect our planet for future generations. As we pursue our growth targets over the next five years, we acknowledge that without operational change and innovation, this will likely increase our total greenhouse gas ('GHG') emissions. We are committed to working with key partners to identify solutions for this issue and reducing our annual carbon intensity footprint.

Our carbon reduction action plan for Scope 1 and 2 emissions commenced implementation in FY24, and we are making great progress towards reducing and eliminating carbon emissions within our controlled operations by the end of FY25.

In FY24, our primary focus was on reducing carbon emissions associated with our Scope 1 and 2 footprint, as these are within our direct control. In FY23, we committed to installing solar panels at our head office to offset our grid energy requirements and eliminate the associated carbon emissions. Partnering with energy efficiency and renewable energy specialists Cyanergy, this installation began in Q4 of FY24 and is on track for completion by early Q1 in FY25. This milestone is a significant achievement for our carbon reduction action plan, as it will reduce our Scope 2 emissions by 65%, based on current energy consumption. To further support our carbon reduction initiative, we switched to an energy provider that facilitates a 'virtual energy network.' This enables us to use excess solar energy generated during the day in areas of our head office with higher electricity consumption. By implementing this change, we anticipate reducing our grid energy requirements by approximately 90%<sup>6</sup>.

We are currently exploring further investments in renewable energy and have set a target to achieve net zero in our Scope 1 and 2 emissions in 2026. This goal will be accomplished through investments in solar energy storage solutions or by procuring renewable grid energy to cover the remainder of our energy needs.

*We are committed to achieving net zero status in our controlled operations by 2026*

As part of our ongoing commitment to being carbon neutral in our controlled operations, we continued to purchase carbon credits to offset 100% our scope 1 and 2 emissions from our FY23 carbon footprint. In FY24, we purchased 256 tonnes of Australian Carbon Credit Units ('ACCU's') from Sunnyside Permanent Planting Forest initiative, a project which sequesters carbon through the protection of forests and the avoidance of logging. Through this project, our investment also supports important environmental and social benefits, including:

- Conservation and restoration of Australian biodiversity, and
- Investment in First Nations-focused land management practices and connection to Country.

Considering that Scope 3 emissions constitute 99% of our total carbon footprint, we recognise that leadership and action in this area will significantly impact our entire value chain. As these are indirect emissions beyond our direct control, we will work closely with key stakeholders and deepen our collaboration with partners who are already advanced in reducing their carbon footprints. In FY25, to assist with future measurement and reporting of our initiatives to reduce scope 3 emissions, we will work with an external consultant to understand reporting boundaries and develop a comprehensive plan to support our reduction target by 2030.

In FY24, in collaboration with a key transport and logistics partner, we explored the potential to transition a portion of our Temple & Webster delivery service fleet, currently operating entirely on diesel, to electric vehicles ('EVs'). Based on our FY24 carbon footprint, this segment represents 1.36% of our total carbon footprint and 4.48% of our outbound freight emissions. To reinforce our commitment to renewable energy, we aim to transition 75% of our Temple & Webster delivery service fleet to EV trucks in FY25.

*We will transition 75% of our Temple & Webster delivery service fleet to electric vehicles by FY26*

6. Based on internal estimates established with Cyanergy

Figure 3: Gross emissions<sup>7</sup>

Temple & Webster GHG Emissions (tonnes carbon dioxide equivalent [t CO <sub>2</sub> e])	FY22	FY23	FY24	YoY % Change
Scope 1	0.02	0.05	0.06	▲ 20.00%
Scope 2	112.33	255.79	210.49	▼ 17.71%
Scope 3	26,810.50	27,759.05	31,492.52	▲ 13.45%
<b>Total GHG Emissions</b>	<b>26,922.85</b>	<b>28,014.89</b>	<b>31,703.07</b>	<b>▲ 13.17%</b>

Figure 4: Emissions intensity<sup>7</sup>

Carbon Intensity	FY22	FY23	FY24	YoY % Change
Tonnes carbon dioxide equivalent (t CO <sub>2</sub> e)	26,922.85	28,014.89	31,703.07	▲ 13.17%
Revenue ('000)	\$426,335	\$395,513	\$497,841	▲ 25.87%
Carbon intensity (t CO <sub>2</sub> e / revenue)	0.00006315	0.00007083	0.00006368	▼ 10.10%



Sunnyside Permanent Planting Forest initiative



United Nations Sustainable Development Goals that align with this area of focus



7. Scope 1 and 2 emissions have been calculated using the methodology and emission factors presented by the Australian Government's Australian National Greenhouse Accounts (NGA) Factors. Scope 3 emissions have been calculated using a variety of sources, with methodologies following the guidance of the GHG Protocol Corporate Value Chain (Scope 3) Standard. No external assurance was provided for our FY24 GHG emissions data



# Environmental, social and governance statement

continued

## REDUCING THE IMPACT OF OUR PRODUCTS

As one of our core strategic pillars, we aim to offer the best range in our categories. We are committed to providing products made from lower-impact materials and backed by third-party certifications. Our new in-house product design team will also allow us to have greater control over the quality and durability of our private label products, helping to drive sustainable outcomes by extending the useful life of the product.

*Established a product design team to manage the entire product development process*

In FY23, we increased our focus on the validation of product sustainability claims, ensuring they are accurate and verifiable. Throughout FY24, we assessed over 150 product claims against various sustainability certifications and standards, successfully validating more than 70% of these claims. We recognise that this represents a small portion of our range and further collaboration with our suppliers is needed to ensure alignment with our compliance requirements. Where we were unable to validate certain sustainability claims, we provided suppliers with detailed explanations and recommendations to meet the specific requirements of each certification.

We remain committed to sourcing 100% responsibly sourced solid wood for our private label range by 2030. To guide us toward this target, we plan to develop and implement a Timber Procurement Policy for our private label division in FY25. This policy will establish rules, requirements, and guidelines for developing new solid timber products and replenishing existing lines. It will provide a roadmap for transitioning our entire private label range to certified solid wood from responsibly managed sources by 2030.

*Provided all suppliers with sustainable packaging guidelines*

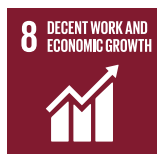
In FY23, our internal leadership group explored opportunities to prevent end-of-life products from making their way to landfill. In FY24, building on the findings from this project, we have launched phase one of a mattress recycling service in collaboration with the social enterprise Softlanding. This initial phase is limited to NSW metropolitan areas, with a focus on gathering data to understand customer uptake, serviceability, collection lead times, and system integration requirements. This data will be crucial for shaping our strategy and investment in future end-of-life product solutions.

We recognise that mattresses represent only a portion of our product range. We will also explore opportunities to divert more of our products into the circular economy throughout FY25, providing customers with alternatives to landfill for products they no longer need. We believe that finding new homes for old products is key to improving sustainability in our industry and will give our customers even more choices to make their homes and offices more beautiful.

*Launched a mattress recycling service for NSW metro customers*

We believe a holistic approach is essential to supporting the circular economy. We are committed to collaborating with key stakeholders across our value chain to increase the volume of materials and products diverted into the circular economy. We've held preliminary discussions with some of our key suppliers, industry bodies, and social enterprises to explore opportunities to implement various end of life solutions for our products and their packaging. Additionally, we will work closely with our direct private label suppliers to ensure our products meet stringent internal quality and durability standards, thereby minimising future waste.

## United Nations Sustainable Development Goals that align with this area of focus





Temple & Webster and UNSW partnered to create bedroom products to improve sleep and wellness

## RESPONSIBLE PACKAGING

We support the upcoming sustainable packaging design legislation in Australia and the initiatives being implemented as part of the Western Australia ('WA') Plastics Ban. Well-designed packaging is crucial to ensure our products are adequately protected, can be handled safely during transportation and storage, and arrive at the customer's location in perfect condition. Our packaging should meet these objectives while reducing its own associated environmental impact. We are continuously innovating, learning and embracing alternative packaging solutions to reduce our environmental impact and support a more sustainable future.

*Progressed to 'Good Progress' under APCO performance reporting*

In FY23, we submitted our first annual APCO report. This process provided critical baseline information about the current state of our private label branded packaging, which has allowed us to prioritise actions in areas which will have the greatest impact to our range. As a result of our efforts to transition towards responsible packaging, our overall performance under APCO reporting has improved in FY24 from 'Getting started' to 'Good progress'. While we believe this is a step in the right direction, we know there is still plenty more to do over the next 18 months to meet the National Packaging Targets. Furthermore, our APCO performance summary highlighted areas for improvement

in our responsible packaging journey which will become key areas of focus for us in FY25. These focus areas include:

- On-site waste – enhancing our efforts to minimise waste generated from head office operations while increasing landfill diversion for remaining waste materials
- Disposal labelling – revising the labels, instructions, and guidance on our consumer product packaging to simplify proper disposal of packaging materials for our customers
- Recoverability – transitioning away from non-recyclable packaging materials for materials which can be recovered through kerbside collection systems.

In FY24, we engaged with our private label and drop-ship suppliers to begin phasing out EPS and EPE foam packaging. The feedback from our suppliers has been encouraging, with many key partners prepared and willing to support this initiative. We provided all drop-ship suppliers with our internal Sustainable Packaging Guide, which outlines our goals for adopting more responsible packaging practices. This guide includes visual representations of best practices for educational purposes and guidance. Additionally, all private label suppliers received an updated version of our internal Packaging Guideline. This document details the technical requirements for packaging, suitable materials for various applications, and the performance testing methodology used to ensure that the final packaging is fit for purpose. Over the next 12 months, we will continue to collaborate with our suppliers to source alternative materials and test revised packaging to ensure it meets our technical performance and sustainability requirements without compromising product quality.



# Environmental, social and governance statement

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## *Commenced the phase out of EPS and EPE foam packaging*

To empower our customers to participate in the circular economy, we aim to replace EPS and EPE foam with recyclable materials wherever possible. In some instances, due to the size, weight and/or material of our products, EPS and EPE foam will be essential to ensure that the goods remain undamaged throughout transit and can be delivered to our customers in acceptable condition. Whilst this will impact the overall recoverability of our packaging, it will help to avoid products becoming waste and ending up in landfill. While we strive to avoid plastic packaging, we recognise that in some cases, plastic may outperform recyclable alternatives. In such instances, we will work with our suppliers to optimise the proportion of recycled content in the plastic packaging. This approach allows us to support the recycled material market whilst maintaining our high standards for product quality.

We recognise that transitioning our private label packaging from plastics to recyclable alternatives such as paper and cardboard will impact our carbon footprint related to transportation and distribution. Given that paper and cardboard packaging materials are generally heavier than plastic packaging, this shift is expected to increase associated carbon emissions. Our goal remains to achieve 100% kerbside recyclable packaging for our private label products. To mitigate the environmental impact and associated transit costs, we will optimise the performance of our packaging over time. For example, by 'lightweighting' our packaging, which is the practice of optimising packaging and materials to reduce the carbon emissions linked to the transport of goods.

### United Nations Sustainable Development Goals that align with this area of focus









# Supporting our people and communities

## DIVERSITY, EQUITY AND INCLUSION

DEI creates a thriving, successful and more innovative world. Our vision is to create a culturally rich space for team members and stakeholders to be their authentic selves and feel a sense of belonging, thus attracting, retaining and motivating the very best people.

*Our employee turnover rate has decreased by 30% in FY24*

For transparency of how we govern our approach to DEI, we have established a set of related policies which are available from our investor relations website, these include:

- Code of Conduct
- Leave Policy
- Parental Leave Policy
- EEO, Harassment & Bullying Policy
- Whistleblower Policy
- Grievance Policy
- Work, Health & Safety Policy.
- Diversity, Equity & Inclusion Policy
- Gender Equality Strategy

Over the years, our commitment to DEI has been a key driver of our success. We strive to ensure that all employees, regardless of their background, have equal opportunities to grow and succeed within our organisation. Our DEI initiatives in FY24 include targeted recruitment efforts, employee engagement surveys, improved leave policies, comprehensive education sessions and training programs, acknowledgement and celebration of days of significance, and the establishment of a DEI Charter and action plan with a mission to continue on our path of promoting diversity, equity and inclusion for team members and stakeholders. Additionally, our DEI Policy was reviewed in collaboration with our Board of Directors ('the Board') and updated to reflect our evolving commitments and to better address the needs of our diverse workforce. The updated policy has been published on our investor relations website and communicated to all employees.

In FY24, we developed a comprehensive three-year Gender Equality Strategy designed to serve as a roadmap for closing our gender pay gap. This strategic plan outlines actionable steps and benchmarks to help us achieve this outcome. By implementing targeted initiatives and continuous monitoring, we are committed to fostering an equitable workplace where all employees can thrive and progress.

*Launched our three-year Gender Equality Strategy*

In FY24, we established a DEI Charter and action plan, which is managed and implemented by our 'We Are Inclusive Committee'. The committee is Co-Chaired by two employees from our Product and People and Culture teams and includes representatives from the Data and Analytics, Service Delivery, People and Culture, Marketing and Trade and Commercial teams. Our Chief of Staff, who is the executive sponsor for the committee, drives our DEI strategy and ensures accountability across the organisation. We conducted our first DEI Survey, which was made available to all Australian-based employees. We achieved a 79% participation rate. The insights gathered from this survey have been instrumental in shaping our DEI strategy and identifying areas for action that are likely to have the most positive impact.

To further instil diversity, equity and inclusion within our business, we held a range of events to promote education and provide opportunity to celebrate a broad range of days of significance, including:

- **International Women’s Day** – where a panel of emerging and established female Temple & Webster leaders shared their personal and business experiences with our employees
- **Wear it Purple Day** – we celebrated and raised awareness for young people in the LGBTIQ+ community and hosted drag trivia for our employees
- **The International Day Against Homophobia, Biphobia and Transphobia (IDAHOBIT)** – a special day that aims to raise awareness about the discrimination and challenges faced by the LGBTIQ+ community and promote equal rights and opportunities. We held a fundraising raffle with our employees, with proceeds raised being donated to Minus18
- **Eid celebration** – to celebrate the end of the month of Ramadan, we catered lunches of Middle Eastern cuisine for our employees to enjoy and share. Personal stories and insights were also shared across our company-wide communications channels.

To empower our leaders to effectively manage change initiatives, we delivered change leadership training for our people leaders. This training equips our leaders with the skills needed to navigate and implement changes smoothly, ensuring continuity and stability. We also launched LinkedIn Learning, in addition to our existing internal Learning Management System (‘LMS’). Employees now have access to over 21,000 courses across business, leadership & management, technology and creativity which has significantly expanded our course offerings to cover emerging industry trends and skills. This platform ensures all employees have access to high-quality educational resources, fostering continuous learning and development.

*We invested over \$450,000 in employee training and development in FY24*

In FY24, recognising the importance of family, we improved our parental leave scheme to provide all new parents with 12 weeks of paid leave, regardless of gender and caregiving responsibilities. This improvement supports our employees in balancing their professional and personal lives, promoting a family-friendly workplace. We also introduced a new policy allowing employees to swap selected public holidays, giving them the flexibility to celebrate days that are meaningful to them. This policy supports cultural diversity and personal choice within our workforce.

*Over 5,000 hours of paid parental leave taken in FY24*

These initiatives underscore our ongoing dedication to fostering a diverse and inclusive workspace where every individual feels valued, supported, and empowered to thrive. By prioritising DEI and investing in the growth and development of our people, we are building a more resilient and dynamic organisation, fully equipped to meet future challenges and drive continuous improvement.

**United Nations Sustainable Development Goals that align with this area of focus**





## Environmental, social and governance statement

continued

### ADVANCING RECONCILIATION

In FY24, we continued to embark on a journey of reflection, discovery and learning to ensure that we understand how and where we can have the most impact on closing the gap and advancing reconciliation with Aboriginal and Torres Strait Islander peoples in Australia.

Our Reflect RAP received endorsement from Reconciliation Australia in December 2023, marking the start of a transformative journey. This endorsement provides us with a robust framework and clear, measurable targets to guide our efforts in advancing reconciliation and building stronger relationships with Indigenous Australia.

The purpose of our Reflect RAP is to establish strong foundations and engage our employees and leaders in the significance of reconciliation. By scoping our sphere of influence, we aim to cultivate meaningful relationships with Aboriginal and Torres Strait Islander stakeholders. Guided by actions aligned with the three core pillars of relationships, respect, and opportunities, we are well-positioned to drive meaningful change and support the national reconciliation movement.

Our efforts are driven by an internal cross-functional working group comprising employees and leaders from our Executive, Sustainability, Category Management, People and Culture, and Marketing teams. Our Chief Experience Officer ('CXO') and Co-Founder is the executive sponsor for this working group. For governance and reporting purposes, this working group will meet quarterly to review our progress and ensure our actions align with our Reflect RAP commitments and targets.

*Received formal endorsement for our Reflect RAP*

Building on our previous year's efforts, we celebrated NAIDOC Week 2023 by prominently featuring First Nations artists on our website. We engaged with six artists, discussing their practices and the stories behind their vibrant works showcased on our website. Using our platform to promote storytelling authentically and meaningfully is crucial, as it respects both the cultural significance of the artwork and the artists themselves. This initiative allowed us to refine our media content to ensure we communicate respectful and inclusive messages to the wider community.

Our campaign extended beyond our own digital platforms, featuring on our Instagram stories, Pinterest pins, and broadcast via dedicated customer messaging that highlighted our beautiful First Nations artworks and the artists' stories. Since FY23, the number of First Nations artists featured on our website has increased by 8%, and we aim to continue this growth. To further highlight their work and make it easier for customers to find, we created a destination category on our website specifically for First Nations artists and their work. We also developed a spotlight page where customers can learn more about each artist and their history.

We are committed to building on this initiative, using our platform to celebrate, educate, and promote the remarkable talent of First Nations artists.

National Reconciliation Week is a time for all Australians to learn about our shared histories, cultures, and achievements, and to explore how each of us can contribute to achieving reconciliation in Australia. In FY24, our employees actively engaged in a variety of events and activities, showcasing our commitment to reconciliation and deepening our understanding of the challenges and achievements of Indigenous communities. We also made educational resources available to all employees through our LMS. These initiatives are key in advancing our collective efforts toward a more inclusive and equitable workplace.

Moving forward, we are committed to engaging further with First Nations stakeholders as part of our Reflect RAP and aim to progress to our Innovate RAP in FY26.





## EFFORTS IN ACTION

In FY24, we engaged Alysha Menzel, a First Nations creative and a proud descendant of the Samsep people from Erub Island in the Torres Strait to craft an original artwork. The resultant work, entitled 'Journey Home', celebrates the diverse ways that Aboriginal and Torres Strait Islander peoples, along with all other Australians, live. The artwork encapsulates the themes of home, sanctuary and safe places. It highlights the importance of space where First Nations communities feel supported, protected and empowered. We were incredibly grateful to partner with Alysha in the creation of this artwork, which is now proudly displayed in our corporate head office. Alysha also visited our head office during NAIDOC week to talk at a company-wide standup and share what 'home' means to her, her artistic process, and the personal significance of NAIDOC Week.

### United Nations Sustainable Development Goals that align with this area of focus





# Environmental, social and governance statement

continued

## COMMUNITY RELATIONS

Giving back and supporting our community has been an integral part of our company culture since we were founded in 2011. We believe that everyone deserves to live more beautifully, and we partner with selected organisations to bring this philosophy to life. In 2018, we began our partnership with Women's Community Shelters ('WCS'), contributing to the styling and installation of furniture and homewares in a single shelter. Since then, our continued partnership has seen us collaborate with WCS on the delivery of 11 shelters and "meanwhile use" facilities across NSW.

*Supported the fit out and install of 11 units and one office for Women's Community Shelters*

One of the larger projects we did for WCS in FY24 was the styling, furnishing and installation of 11 individual apartments and an office space, one of the new "core and cluster" initiatives WCS have launched in partnership with the NSW Government. A dedicated team of 30 Temple & Webster employees were involved in volunteering for this project which involved providing styling services, donating furniture, homewares, and delivery and assembly services to bring these safe havens to life. Along with this, we have donated furniture and homewares to various other shelters in the WCS community as required. In recognition of our successful partnership, WCS entered us into the Fundraising Institute Australia Awards and the Australian Philanthropy Awards in FY24.

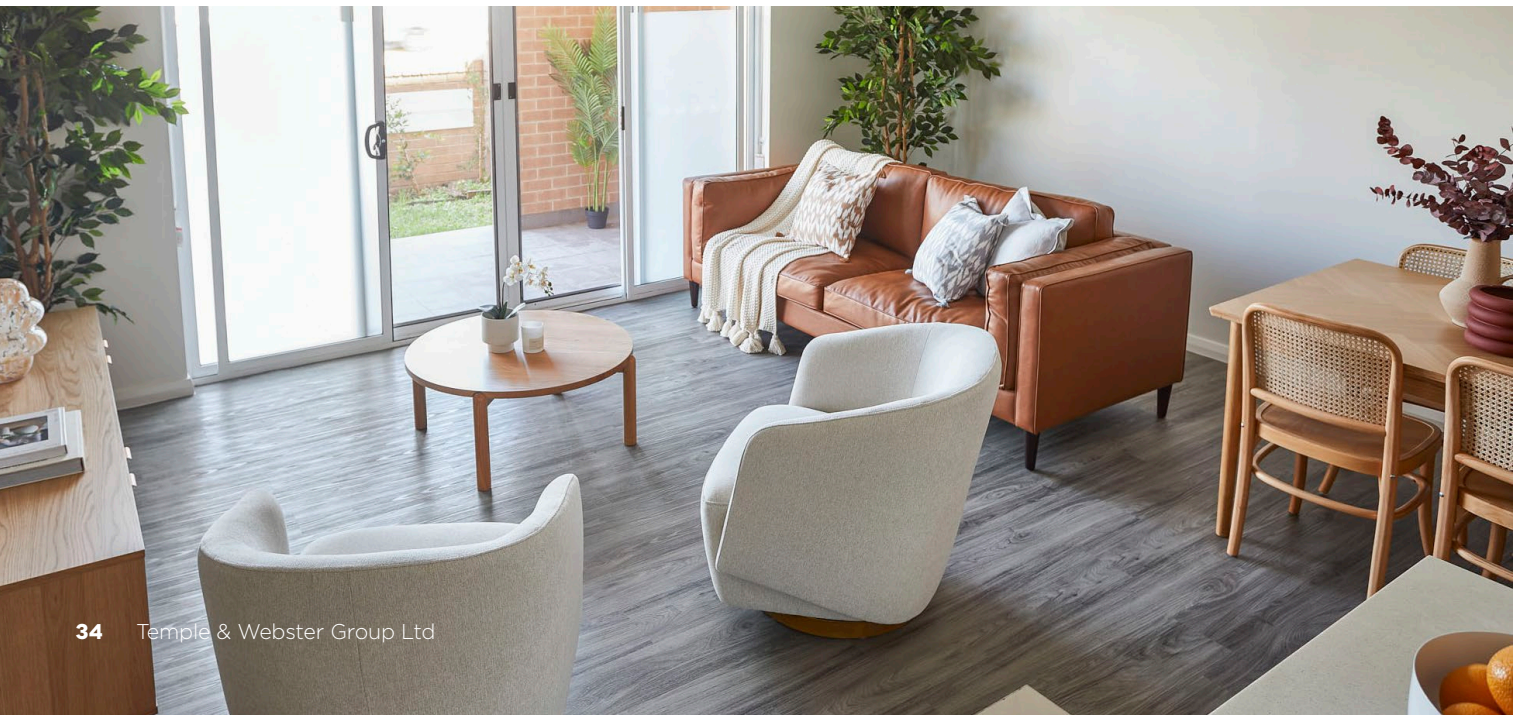
### New South Wales Women's Shelter

In Q4, Danielle Miller, OAM, Director of Education and Special Projects at WCS, conducted an informative session titled "Walk the Talk" for our employees. The session provided insights into domestic and family violence, empowered employees to recognise warning signs, respond to disclosures, refer individuals to specialised support, and inspire action to effect positive change in the workplace and broader community. We are incredibly grateful for Danielle's commitment to educate and raise awareness among our employees on such an important and relevant topic. Earlier in the year, we also offered employees the opportunity to participate in a pilot domestic violence education program called "Allies in Action", in partnership with WCS and Team Building With Purpose.

In FY23, we expanded our community partnerships program to include the Black Dog Institute ('BDI'), providing similar styling and installation support as we do for WCS for some of BDI's treatment rooms and offices. We're looking forward to rolling out more upgraded facilities for BDI as opportunities arise.

*Furnished reception area and ketamine treatment rooms for Black Dog Institute*

Our primary project has been styling and furnishing their reception area and ketamine treatment rooms, donating styling services, furniture, homewares, and installation services, to create a relaxing sanctuary conducive to positive treatment outcomes.





Reception area and treatment rooms for Black Dog Institute



Through our partnership with BDI, we had a lived experience presenter from the organisation share their experience and tips on navigating mental health with all employees on RUOK day. This day aims to inspire and empower people to meaningfully connect with those around them and support anyone struggling with mental health issues. The session provided valuable perspectives on personal struggles, the impact of undiagnosed depression, and emphasised the significance of early detection and treatment, contributing to greater awareness and understanding among our team members. To help our employees manage personal wellness, we also provide daily mindfulness sessions in our beautiful wellness room, an annual subscription to a free mindfulness app, free cereal and fruit for breakfast and free catered lunch 3 days a week in our communal cafe area to encourage social interaction.

*Donated \$10,000 cash to Women's Community Shelters Outreach Program*

As part of our ongoing efforts to support and give back to the community, we also participated in or donated to:

- **RSPCA Cupcake Day** – a fundraising event where participants bake and sell cupcakes to raise funds for the Royal Society for the Prevention of Cruelty to Animals (RSPCA)
- **Minus18** – an organisation that works to lead change, building social inclusion and advocating for an Australia where young LGBTIQ+ people are safe, empowered, and surrounded by people that support them
- **Australia's Biggest Morning Tea** – a fundraising event that brings people together to enjoy a morning tea while raising funds for cancer research and support services
- **ReLove** – donation of furniture and homewares to an organisation that provides furniture to help people restart their lives with the agency to choose how they want to live
- **Byron Bay Wildlife Sanctuary** – a charity designed to increase awareness and preservation of threatened and endangered species, with the primary objective to rescue, rehabilitate and release.

**United Nations Sustainable Development Goals that align with this area of focus**





# Being a good corporate citizen

## DATA PRIVACY AND CYBERSECURITY

We are committed to safeguarding customer data and preserving privacy in adherence to legislative requirements, specifically the Privacy Act 1988 (Cth) and associated amendments, such as the Notifiable Data Breaches scheme. With the increase in online consumer adoption of our services, we see cybersecurity as an inherent corporate initiative and necessary response to the protection of our customer and employee data alike.

We are very aware of the risks presented to all Australian organisations due to recent public data breaches. We see this as a call to further enhance security practices across all aspects of our business, both technically and operationally. The prevalence of these attacks in recent times calls for technical investment, employee vigilance and a focused approach to corporate governance to ensure we respond effectively. We continue to respond at all levels of the organisation, commensurate to the present threats facing Australian organisations.

### *Zero data privacy breaches in FY24*

Our focus and commitment to the protection of our data stores has led to the formation of an internal Data and Privacy Committee which is responsible for identifying, assessing and ultimately protecting our data from compromise. Our Data and Privacy Committee meets monthly and is chaired by our Head of Legal, with sponsorship from the Chief Information Officer ('CIO'). Key stakeholders include our CXO/Co-Founder and Chief Marketing Officer ('CMO'). We have diligently identified all sensitive data stores and have responded accordingly by applying security controls commensurate with the criticality and need. This is an ongoing process and has resulted in regular committee meetings to respond to the ever-changing landscape of threats.

We continue with the implementation of ISO 27001:2022. ISO 27001:2022 is the most comprehensive and relevant security best practice for our business. By adhering to this standard, we aim to protect our digital assets, effectively manage our supply chain, foster crucial technical relationships and establish an ongoing framework for enhancing security measures. In FY24, we passed the 50% implementation completion milestone. We adopted a full scope and full Statement of Applicability of the 93 Annex A controls which has allowed us to identify and remediate shortcomings during implementation. We consider this initiative as validation of our ongoing commitment to our cybersecurity duties and trust model, in the protection of our corporate and customer data.

In FY24, we increased our detection and prevention security controls within our environment in line with the continual improvement of our security practices. This led to an improvement of our vulnerability identification and "mean time to remediation", improving the overall security posture of our environment. Sensitive to the fact new vulnerabilities appear each day, we continue to monitor our detection and protection capabilities and time to remediate.

We have adopted and continue to govern a risk-based model which has resulted in a number of focused initiatives, which include:

1. Regular mapping of cyber risk against security controls and practices
2. Increased training and awareness across the workforce
3. Regular testing of environments to continually detect any vulnerabilities
4. Increased security-focused resources

## HUMAN RIGHTS AND ETHICAL PROCUREMENT

As part of our commitment to delivering beautiful solutions for all our stakeholders, we have worked diligently with our suppliers to ensure they provide a safe and equitable work environment for everyone involved in making our products and facilitating our business operations. Recognising the vital role these individuals play in our success, we have continued our efforts since 2019 to enhance supply chain transparency and identify key areas of risk that could lead to modern slavery if left unchecked.

For risk management and supplier screening purposes, all private label suppliers are required to provide or undergo a third-party factory audit for social and ethical compliance. These audit reports are reviewed by our Quality and Compliance department to identify potential modern slavery risks within the factory, prior to purchase orders being raised with a supplier. Where necessary, corrective action plans ('CAP') are developed by our Quality and Compliance team and provided to suppliers to assist them in addressing key risks.

More detail on our actions to assess and address modern slavery risk within our operations and supply chains is available in our annual Modern Slavery Statements, and can be accessed from <https://modernslaveryregister.gov.au/> (search "Temple & Webster").

We have been auditing our private label suppliers for ethical and social compliance since 2020. Since FY23, we have developed corrective action plans based on audit findings to educate and assist our suppliers in addressing modern slavery risks and improving overall labour and working conditions. In FY24, we reviewed the results of these corrective action plans to assess progress, capture outcomes, and set short- and long-term targets for our private label supplier base. The evidence captured in FY24 will be part of an internal desktop audit. To ensure continued assurance, we will require all private label suppliers to undergo regular audits (frequency determined by risk) to verify that corrective actions have been implemented and controls are in place to prevent recurrence.

In FY24 and continuing into FY25, our core focus has been on assessing and addressing risks within our private label supply chains. To assist with the expansion of our scope, we partnered with iPRO software to manage the annual modern slavery risk assessment of our drop-ship suppliers and operational vendors. The iPRO Modern Slavery Assessment Framework, based on the global framework developed by the Social Responsibility Alliance, leverages research and reports from credible sources such as the International Labour Organisation, International Organisation for Migration, United Nations Children's Fund,

and Bureau of International Labor Affairs. This software provides us with a standardised reporting and scoring system, enabling us to establish clear metrics and key performance indicators ('KPIs') for all suppliers, facilitating ongoing performance management and continuous improvement.

We have used the results from supplier self-assessments to develop general insights and action plans, helping suppliers improve their overall scores and address modern slavery risks. These insights will continue to guide us in identifying key risk areas within our direct supply chains and prioritising mitigative actions. In FY25, we plan to integrate all suppliers into the iPRO platform (including all private label suppliers), ensuring a standardised measure for ongoing human rights risk management and reporting across all of our operations and supply chains.

In FY24, we initiated training and education programs for our local drop-ship suppliers to support them in the early stages of modern slavery risk management. These programs aim to foster a deeper understanding of human rights risks, identify potential areas of concern, and develop strategies to address these risks proactively. By equipping our suppliers with the knowledge and tools needed to recognise and mitigate human rights issues, we aim to prevent the development of modern slavery within our supply chain. This initiative underscores our commitment to ethical practices and the protection of human rights throughout our operations.



Private label supply chain modern slavery risk management approach



# Environmental, social and governance statement

continued

## BUSINESS ETHICS AND INTEGRITY

We are committed to the highest ethical standards as outlined in our Code of Conduct. We expect our employees to act honestly and with personal integrity in all their dealings on behalf of the Company, including in their interactions with colleagues, business partners, customers and the community. Our Code of Conduct is available on our investor relations website.

Our Whistleblower Policy is designed to promote transparency, accountability, and integrity within the company. It encourages employees, contractors, suppliers, and stakeholders to report any suspected misconduct, unethical behaviour, or illegal activities. Disclosures can be made internally to company officers, or to external bodies such as ASIC and APRA. It ensures confidentiality and protects whistleblowers from retaliation, such as dismissal, discrimination or damage. Our People and Culture department assesses all disclosures and provides a written report to the Audit and Risk Committee each quarter, outlining any material incidents that are reported under the Whistleblower Policy.

Our Anti-Bribery and Corruption Policy details how we manage, mitigate and deal with conflicts of interest arising from relationships between employees, contractors, consultants and third parties. It provides clear parameters for acceptable gifts and benefits, outlines an internal approval and record keeping process via the Gifts and Entertainment Register, and highlights facilitation payments as a form of bribery. Any employee that breaches the Anti-Bribery and Corruption Policy will face disciplinary action, up to and including termination of employment or engagement.

## CORPORATE GOVERNANCE

Our Sustainability team, which is responsible for the day-to-day management of ESG initiatives, plays a key role in defining and implementing our sustainability strategy. This team operates under the oversight of the Audit and Risk Committee, ensuring that our ESG strategies align with our broader corporate goals and regulatory requirements. The Audit and Risk Committee provides governance and accountability, reviewing our ESG performance, identifying potential risks, and guiding strategic improvements. This governance structure ensures that our ESG efforts are not only effectively implemented but also continuously monitored and improved.

The Board is committed to the highest standards of governance, legislative compliance and financial and ethical behaviour. It is responsible for the overall operation, stewardship and governance of the Company. The Board has adopted a framework of corporate governance principles, policies and practices that are in line with the ASX Principles and Recommendations to promote responsible governance. Our Corporate Governance Statement reports the Company's compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and has been approved by the Board. The Corporate Governance Statement and further details about corporate governance policies adopted by the Company and the Board are available on our investor relations website.



# Financial Report 2024

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# Directors' report

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The directors present their report, together with the consolidated financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Temple & Webster Group Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024.

## **DIRECTORS**

The following persons were directors of Temple & Webster Group Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Stephen Heath

Conrad Yiu

Mark Coulter

Belinda Rowe

Melinda Snowden

## **PRINCIPAL ACTIVITIES**

Temple & Webster is Australia's largest pure-play online retailer of furniture and homewares.

Temple & Webster has over 200,000 products on sale from hundreds of suppliers. The business runs an innovative drop-shipping model whereby products are sent directly to customers by suppliers, enabling faster delivery times and reducing the need to hold inventory, allowing for a larger product range.

The drop ship range is complemented by a private label range which is sourced directly by Temple & Webster from overseas suppliers.

Temple & Webster's Trade & Commercial division services the B2B market, offering exclusive product ranges, procurement, styling, specialised delivery and installation services by a dedicated support team.

The Group also offers a huge range of home improvement products that customers need to renovate and redecorate their homes.

Temple & Webster Group's registered office and principal place of business is Building 2, 1-7 Unwins Bridge Road, St Peters, Sydney, Australia and is listed on the Australian Securities Exchange under the code TPW.

## **DIVIDENDS**

There were no dividends paid, recommended, or declared during the current or previous financial year.

## OPERATING AND FINANCIAL REVIEW

Key operating and financial metrics for the year ended 30 June 2024 include:

- Record FY24 revenue of \$497.8 million was up 26% vs last year, driven by active customer growth which was up 31% to an all-time high of 1.1 million;
- This was a particularly strong result given the overall market for furniture and homewares was down ~4%<sup>1</sup> for the year, resulting in Temple & Webster ('TPW') increasing its market share by 31% vs last year;
- Gross margin % for FY24 improved to 33.4% vs 32.6% in FY23, despite inflationary and high interest rate pressures on household budgets. Gross margin gains were led by improved shipping recovery, decreased refunds and replacement costs, and product mix gains as customers shift spend into lower discretionary, higher margin categories (i.e. bedroom, dining, living room furniture);
- All other operating expenses reduced as a % of revenue in FY24 as a result of measured cost-base investments being outpaced by revenue growth and efficiency gains as a result of Generative AI;
- EBITDA (pre-one-off costs) of \$13.1 million was within the Group's communicated range of 1-3% at 2.6% (this result excludes one-off costs pertaining to a change in fair value of convertible notes and an impairment of investment in an associate, refer to note 5 for further details and a reconciliation of EBITDA (pre-one-off costs) to statutory profit before tax on the following page);
- Profit before tax was \$6.4 million, however if the above-mentioned one-off costs of \$4.7 million were excluded, profit before tax was \$11.1 million, down 7.6% vs last year, which is in line with expectations;
- TPW's asset light, negative working capital model drove positive free cash flows of \$25.8 million (cash flow before share buy-back of \$12.1 million and payment for other non-current financial assets of \$2.4 million) with a closing cash balance of \$116.4 million. The Group remains debt free.

## STRATEGIC PRIORITY UPDATE

In August 2023, TPW outlined a strategy to target annual sales of \$1b+ within 3-5 years, with a focus on five key strategic priorities, being:

- Becoming the top-of-mind brand in the furniture and homewares category;
- Generating the majority of revenue from exclusive products;
- Developing market-leading capabilities around data, AI and technology;
- Lowering our fixed costs % to obtain a price and margin advantage; and
- Building scale through adjacent growth plays, including Home Improvement and Trade & Commercial (B2B).

The Group made good progress against each of its strategic priorities in FY24:

- The Group commenced its first multi-channel brand marketing campaign;
- Revenue from exclusive products grew to 43% of total revenue as at 30 June 2024. It included growth in both private label and exclusive drop-ship products;
- The Group's internal AI team developed a Generative AI 'solutions in a box' that powers a suite of tools, from product recommendations to live chat interactions with customers. As a result of these initiatives, the Group was able to materially reduce customer care costs and improve conversion rate;
- Fixed costs as a % of revenue decreased since last year (pre-one-off costs) as a result of measured fixed cost investments being outpaced by revenue growth; and
- Both of the Group's longer-term growth plays of B2B and Home Improvement delivered revenue growth in line with the core business.

The Group remains committed to achieving our mid-term goal of \$1b+ in annual sales.

1. Source: ABS 8501.0 Retail Trade, Australia (year ended 30 June 24 against prior corresponding period)



## RECONCILIATION OF EBITDA (PRE-ONE-OFF COSTS) TO STATUTORY PROFIT BEFORE TAX

Earnings before interest, tax, depreciation and amortisation ('EBITDA') is a non-IFRS measure and is the primary reporting measure used by the Chief Operating Decision-Making bodies, being the Chief Executive Officer, Management and the Board of Directors, for the purpose of assessing the performance of the Group. EBITDA (pre-one-off costs) excludes one-off costs resulting from a fair value adjustment of the convertible notes and an impairment of the investment in an associate (refer to note 5 for further details).

	Consolidated	
	2024 \$'000	2023 \$'000
<b>Profit before tax</b>	<b>6,358</b>	<b>11,963</b>
Adjustments		
Add: Depreciation and amortisation	5,830	5,271
Add: Interest on lease liabilities	1,207	942
Less: Interest income	(4,964)	(3,367)
<b>EBITDA</b>	<b>8,431</b>	<b>14,809</b>
One-off costs		
Add: Impairment of investment in an associate	1,665	-
Add: Change in fair value of convertible notes	3,024	-
<b>EBITDA (pre-one-off costs)</b>	<b>13,120</b>	<b>14,809</b>

Further commentary on operational and financial results can be found in the Group's annual results presentation lodged with the ASX on 13 August 2024.

## KEY BUSINESS RISKS

There are a number of market, financial and operational risks, both specific to the Group and externally, that could have an adverse effect on the Group's future performance. The Group has a risk management framework in place with internal control systems to identify key business risks and mitigate them to an acceptable level. The material business risks are summarised below (not exhaustive nor in order of materiality).

Key risk	Description
Continued growth of retail ecommerce in general and growth in demand may be affected by economic factors	While the B2C retail ecommerce market and the online market for furniture, homewares and home improvement have been growing there is no guarantee this will continue into the future. The Group is subject to factors outside of its current control including Australia's outlook for economic growth, cash rate, taxation, unemployment rate, consumer sentiment, global economic outlook, foreign economic shocks and building activity. One or more of these factors could cause a slowing or contraction in the forecasted growth in the market and industry.
New and existing competitors could adversely affect prices and demand and decrease the Group's market share	The Australian furniture, homewares and home improvement segment is highly fragmented. Competition can arise from a number of sources including domestic and foreign traditional offline retailers, including multi-channel, mono-channel, multi-branded retailers, and online-only ecommerce competitors. Existing online competitors may strengthen through funding or industry consolidation, or through financial or operational advantages which allow them to compete aggressively on pricing. Competition may also come from third-party suppliers establishing their own online presence as opposed to utilising the Group's platform. As a result, this may increase the cost of customer acquisition, lower margins due to pricing pressure and reduce the Group's market share in the furniture and homewares segment in Australia.

Key risk	Description
Political, economic or social instability	The Group's suppliers and service providers are also subject to various risks which could limit their ability to provide the Group with sufficient, or any, products or services. Some of these risks include raw material costs, inflation, labour disputes, union activities, boycotts, financial liquidity, product merchantability, safety issues, natural disasters, disruption in exports, trade restrictions, currency fluctuations and general economic and political instability. The Group is also exposed to risks related to labour practices, environmental matters, disruptions to production and ability to supply, and other issues in the foreign jurisdictions where suppliers and service providers operate. Any of these risks, individually or collectively, could materially adversely affect the Group's financial and operational performance.
Supply chain might be disrupted	There remains a risk that an unforeseen, rare and impactful event (including pandemic, military conflicts and terrorist attacks) may cause a significant disruption in the Group's supply chain. This could occur if the ability to transport products between countries is disrupted, the Group's key suppliers are negatively affected, or the Group is otherwise unable to efficiently distribute products to customers. In the event that the supply chain of the Group is disrupted, this may have a material adverse effect on the Group's operating performance and earnings.
Performance, reliability and security of websites, databases, operating systems	The Group's financial and operational performance could be adversely affected by a system failure that causes disruption to its websites, or to third party suppliers of its systems and products. This could directly damage the reputation and brand of the relevant platform and could reduce visitors to the Group's website, directly influencing sales to customers. The Group's databases and systems are hosted on platforms provided by third parties. As a result, the Group is subject to its own disaster planning contingencies and those of its third parties to deal with events that are beyond the control of those parties such as natural disasters, infrastructure failures, terrorist and cyber-attacks. A material failure in the systems of a third party provider is likely to have a material impact on the systems and operations of the Group's platforms.
Unauthorised use of intellectual property or independent development of technology	Substantial parts of the Group's online platforms, distribution software, applications, data analytics and customer databases are seen as proprietary information. Unauthorised parties may obtain or copy, or seek to imitate, all or portions of this intellectual property or independently develop technology that is similar and may be in breach of proprietary rights. In this instance, the Group may seek legal actions to remedy the breach of proprietary information. This may incur legal or other fees and if unsuccessful may have a materially adverse effect on the Group's financial and operational performance in the future.
Laws and regulations may change	The Group is subject to, and must comply with, a variety of laws and regulations in the ordinary course of its business. These laws and regulations include those that relate to fair trading and consumer protection, product safety, employment, property, taxation (including goods and services taxes and stamp duty), accounting standards, customs and tariffs. Failure to comply with, or changes to, laws and regulations may adversely affect the Group, including by increasing its costs either directly or indirectly (including by increasing the cost to the business of complying with legal requirements).
Key Management Personnel ('KMP')	The Group relies on the expertise, experience and strategic direction provided by its Key Management Personnel. These individuals have extensive experience in, and knowledge of, the Group's business. Additionally, successful operation of the Group's business depends on its ability to attract and retain quality employees. Competition could increase the demand for, and cost of hiring, quality employees. The Group's ability to meet its labour needs while controlling costs associated with hiring and training employees is subject to external factors such as unemployment rates, prevailing wage legislation and changing demographics.



### **SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

On 3 April 2023, the Group initiated an on-market share buy-back program up to a maximum value of \$30 million for a period up to 12 months from initiation. The program concluded on 19 March 2024, following which the Group initiated a new on-market share buy-back program up to a maximum value of \$30 million on 17 June 2024. The Group considers the acquisition of shares at prevailing prices to be effective capital management while retaining financial flexibility to fund accretive organic and inorganic opportunities as part of its growth strategy. During the year ended 30 June 2024, the Group purchased 1,735,838 ordinary shares (2023: 2,697,582) on issue at average price of \$7.22 (2023: \$4.56) under the on-market share buy-back programs. Of the total shares bought back, 1,683,292 ordinary shares (2023: 2,696,254) were cancelled as at 30 June 2024.

One of the Group's strategic objectives has been developing leading capabilities around AI, data & technology. During the current financial year the Group added new hires to its internal AI team, combining both machine learning and Generative AI knowledge and created an AI R&D function focused on experimenting with new large language models and building new disruptive solutions. Since FY21 the Group has held an investment in Renovai, Inc ('Renovai'), a start-up developing AI interior design tools that is recognised as an investment in an associate (refer to note 5 for further information). In FY24, the Group invested US\$2.0 million in convertible notes ('Notes') issued by Renovai. Given the uncertainty regarding Renovai's ability to generate future economic benefits for the Group, it has determined the recoverable amount of its investment in Renovai and the fair value of the Notes to be nil as at 30 June 2024.

### **MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR**

No matters or circumstances have arisen since 30 June 2024 that have significantly affected, or may significantly affect, the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

### **LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS**

Other than the developments described in this report, the Directors are of the opinion that no other matters or circumstances will significantly affect the operations and expected results of the Group.

### **ENVIRONMENTAL REGULATION**

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

### **UNISSUED SHARES**

#### **Share options**

As at the date of this report and at the reporting date, there were 8,962,052 unissued ordinary shares under options. Refer to the remuneration report for further details of the options outstanding for Key Management Personnel ('KMP').

#### **Performance rights**

As at the date of this report and at the reporting date, there were 165,840 unissued shares under performance rights. Refer to the remuneration report for further details of the performance rights outstanding for KMP.

#### **Restricted rights**

As at the date of this report and at the reporting date, there were 43,657 unissued shares under restricted rights. Refer to the remuneration report for further details of the restricted rights outstanding for KMP.

## INFORMATION ON DIRECTORS

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<b>Name:</b>	<b>Stephen Heath</b>
<b>Title:</b>	Independent Non-Executive Director
<b>Qualifications:</b>	Graduate of the Australian Institute of Company Directors
<b>Experience and expertise:</b>	Stephen is a specialist in consumer goods brand management with over 25 years of manufacturing/wholesale distribution and retail experience. Stephen spent 16 years as CEO of some of Australia's best-known consumer brands that include Rebel Sport, Godfrey's and Fantastic Holdings with operations experience in Australia, New Zealand and Asia. His experience includes working for both ASX listed and Private Equity owned companies.
<b>Other current directorships:</b>	Non-Executive Director of G8 Education Limited (ASX:GEM) (appointed on 3 June 2024).
<b>Former directorships (last 3 years):</b>	Non-Executive Director of Best & Less Group Holdings Ltd (ASX:BST) (appointed on 24 June 2021 and resigned on 10 July 2023). Chair of Shiro Holdings Limited (ASX:SHM) (appointed on 24 October 2019 and resigned on 2 November 2021). Chair of Redhill Education Limited (appointed to Board on 1 September 2019, elected as Chair on 1 December 2020 and resigned on 30 October 2021).
<b>Special responsibilities:</b>	Chair of the Board
<b>Interests in shares:</b>	Nil
<b>Interests in options over shares:</b>	181,026
<b>Interests in restricted rights:</b>	14,150

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<b>Name:</b>	<b>Melinda Snowden</b>
<b>Title:</b>	Independent Non-Executive Director
<b>Qualifications:</b>	Bachelor of Economics and Laws from the University of Sydney, Graduate Diploma in Applied Finance and Investment (SIA), Graduate of the Australian Institute of Company Directors
<b>Experience and expertise:</b>	<p>Melinda joined the Group in June 2023. Melinda has extensive experience in legal and professional corporate advisory roles, as well as on listed Boards in technology, retailing, property and funds management. Melinda has 28 years of experience in finance and has been a professional Non-Executive Director since 2010 in a broad range of industries. Melinda is Chair of the Board for Megaport Ltd (ASX:MP1) (appointed on 30 June 2024) and a Non-Executive Director of Brighte.</p> <p>Melinda has held previous Non-Executive Director roles at Best &amp; Less Group Holdings Ltd, Newmark Property REIT, WAM Leaders, MLC, Vita Group, Mercer Investments (Australia), Sandon Capital Investments, Our Ark Mutual, Newington College, Sane Australia and Kennards Self Storage. Prior to her non-executive career, Melinda held investment banking roles with Grant Samuel, Merrill Lynch and Goldman Sachs and was a solicitor in the corporate division of Herbert Smith Freehills.</p>
<b>Other current directorships:</b>	Chair of Board (appointed to Board on 1 June 2021, elected as Chair on 30 June 2024) and Non-Executive Director (appointed 1 June 2021) of Megaport Ltd.
<b>Former directorships (last 3 years):</b>	Non-Executive Director and Chair of the Audit and Risk Committee of Best & Less Group Holdings Ltd (ASX:BST) (appointed on 18 May 2021 and resigned 10 July 2023) and Newmark Property REIT (ASX:NPR) (appointed on 1 March 2021 and resigned 27 March 2024). WAM Leaders Limited (ASX:WLE) (appointed on 1 March 2016 and resigned 1 June 2023) and Sandon Capital Investments Limited (ASX:SNC) (appointed on 14 May 2018 and resigned 2 March 2022).
<b>Special responsibilities:</b>	Chair of the Audit and Risk Management Committee
<b>Interests in shares:</b>	Nil
<b>Interests in options over shares:</b>	Nil
<b>Interests in restricted rights:</b>	Nil

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## Directors' report

continued

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<b>Name:</b>	<b>Conrad Yiu</b>
<b>Title:</b>	Non-Executive Director
<b>Qualifications:</b>	Bachelor of Commerce from the University of New South Wales, Master of Business Administration from the University of Cambridge, Graduate of the Australian Institute of Company Directors
<b>Experience and expertise:</b>	Conrad is a co-founder of Temple & Webster and joined the Board on its formation in July 2011. Conrad was Chairperson of the Company until immediately prior to the IPO. Conrad has over 30 years of commercial and advisory experience with a focus on investing in, acquiring and building high growth businesses in the consumer and technology sectors. Conrad was previously Director of Corporate Development with the digital division of NewsCorp Australia (formerly News Digital Media), co-founder and Director of a London-based mobile technology company, a manager at Arthur Andersen and is a principal of ArdenPoint, an investment firm which he co-founded with Mark Coulter in 2011, the CEO of Temple & Webster Group Ltd. Conrad is a co-founder and current partner of ASI Growth Partners, a private investment firm focused on growth and technology investments in public and private markets.
<b>Other current directorships:</b>	Non-Executive Director of FiscalNote (NYSE: NOTE) (Appointed 25 October 2020).
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Deputy Chair of the Board from 1 November 2022
<b>Interests in shares:</b>	2,077,933 ordinary shares*
<b>Interests in options over shares:</b>	181,026
<b>Interests in restricted rights:</b>	23,125

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<b>Name:</b>	<b>Belinda Rowe</b>
<b>Title:</b>	Independent Non-Executive Director
<b>Qualifications:</b>	Bachelor of Arts Monash University, Graduate of Australia Institute of Company Directors
<b>Experience and expertise:</b>	Belinda is an experienced business leader and successful marketing executive. Belinda's extensive professional experience lies in marketing communications, content, media and digital marketing technologies. Belinda led media and marketing communications businesses for Zenith and Publicis Media globally based in the UK, and held many senior roles in the marketing industry, including as CEO of ZenithOptimedia for 10 years in Australia and as Director Brand & Marcoms for O2 Telefonica in the UK.
<b>Other current directorships:</b>	Independent Non-Executive Director of ARN Media Ltd (appointed on 5 February 2019), 3P Learning Limited (appointed on 20 September 2021) and Sky NZ (appointed on 1 March 2023).
<b>Former directorships (last 3 years):</b>	Nominated Director Soprano Design (appointed on 22 September 2020 and resigned in February 2023).
<b>Special responsibilities:</b>	Chair of the Nomination and Remuneration Committee
<b>Interests in shares:</b>	12,100
<b>Interests in options over shares:</b>	Nil
<b>Interests in restricted rights:</b>	6,382

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<b>Name:</b>	<b>Mark Coulter</b>
<b>Title:</b>	Executive Director
<b>Qualifications:</b>	Bachelor of Laws and Bachelor of Science (Biochemistry) from the University of Sydney and Graduate Diploma of Psychology from Monash University
<b>Experience and expertise:</b>	Mark is a co-founder of Temple & Webster, Australia's largest online retailer for the home. Previously, Mark worked at News Limited where he was the Director of Strategy for the Digital Media properties and additionally managed a portfolio of digital businesses. Mark was also a solicitor at Gilbert + Tobin and management consultant at McKinsey & Company.
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Chief Executive Officer
<b>Interests in shares:</b>	1,008,537 ordinary shares*
<b>Interests in options over shares:</b>	8,600,000
<b>Interests in restricted rights:</b>	Nil

\* ArdenPoint Ecommerce Unit Trust ('Trust') is the registered holder of 1,927,828 Ordinary Shares of Temple & Webster Group Ltd. For the purpose of the above table, both Mr Coulter and Mr Yiu, the beneficiaries of the Trust, are considered to hold 50% of the shares held by the Trust. This is same as prior financial years.

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

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

## COMPANY SECRETARY

Lisa Jones is Company Secretary of Temple & Webster Group Ltd. Lisa is a corporate lawyer and corporate governance professional with more than 20 years' experience in commercial law and corporate affairs, working with both public listed and private companies in Australia and in Europe after starting her career in the corporate practice of Allens.

## MEETINGS OF DIRECTORS

The number of meetings of the Group's Board of Directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Management Committee	
	Attended	Held	Attended	Held	Attended	Held
Stephen Heath	5	6	6	6	4	4
Conrad Yiu	6	6	6	6	4	4
Melinda Snowden	6	6	6	6	4	4
Belinda Rowe	6	6	6	6	4	4
Mark Coulter	6	6	-	-	-	-

Held: represents the number of meetings held during the time the director held office.



# Remuneration report

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Dear shareholders,

On behalf of the Board, it gives me immense pleasure to present the FY24 remuneration report.

FY24 was a record year for Temple & Webster with revenue of \$497.8 million, up 26% year on year, and active customers surpassing 1 million. This was achieved in a market that was down -4%<sup>1</sup> year on year, resulting in significant market share gains. EBITDA (pre-one-off costs) of 2.6% was at the top end of the guidance and free cash flow of +\$25 million (cash flow before share buy-back and payment for other non-current financial assets) was strong with an ending cash position of \$116 million and no debt.

It was also a year of execution against our mid-term strategy to achieve \$1b+ in annual sales which was outlined in August 2023. Pleasingly, TPW is making good progress against all five strategic goals, most notably against our AI/Data/Technology goals where we are already seeing material customer care costs reduction and customer conversion gains.

The Group's results, coupled with a strong financial position, mean it is fully funded to execute on both organic and inorganic growth plans. Based on the business' results and strategy, the Board has established a remuneration framework that clearly links the Group's performance with remuneration outcomes. This framework also ensures that the interests of directors, employees and shareholders are closely aligned.

The Board is confident that the outcomes described below are fair and reasonable. We believe that the outcomes strike the right balance, as they reward and motivate our key executives whilst meeting the expectations of our shareholders.

## **FY24 REMUNERATION OUTCOMES**

The key remuneration outcomes for FY24 were:

- Despite the strong performance of the Company, there was no change to the remuneration package for the CEO in FY24. This is in accordance with the terms of the CEO's remuneration approved by shareholders at the 2022 AGM (see further section 5.2).
- Mr Adam McWhinney, Chief Experience Officer ('CXO'), and Mr Mark Tayler, Chief Financial Officer ('CFO'), received a 3% increase in fixed remuneration. Their target and stretch short-term incentive increased to 30% and 50% respectively (from 25% at target and 43.75% stretch). Long-term incentive quantum remained at 25% of fixed remuneration at target and 50% at stretch for FY24.
- The FY24 short-term variable remuneration ('STVR') outcomes for the CFO and CXO were 105.3% and 112.0% of target, respectively. Further details regarding the STVR outcomes are set out in section 4.2 of this report. It is noted that for FY24 the Revenue metric, worth 30% of the Group STVR targets, has been amended so that it measures revenue growth from a FY23 base as compared to a relative online sales growth metric used in the prior financial year.
- Performance rights were granted in FY21 to the CFO and selected non-KMP executives under the FY21 long-term variable remuneration ('LTVR') awards. These awards lapsed in August 2023 as Temple & Webster's TSR was less than the TSR of the ASX 300 Industrials Total Return Index at the end of the three-year performance period ended 30 June 2023.

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1. Source: ABS 8501.0 Retail Trade, Australia (June-24 against prior corresponding period).

- The CXO and CFO received LTVR awards in FY24 which have the same performance hurdles as those awarded in FY23. The awards have 50% of the award measured against an indexed relative total shareholder return ('iTSR') target, measuring the Group's TSR over the Measurement Period with the TSR of the ASX 300 Industrials Total Return Index. The remaining 50% of the award have an earnings per share growth ('EPSG') hurdle. As in FY23, the structure of the LTVR awards prioritises and rewards indexed relative total shareholder return ('iTSR') growth, to give the executive team and the Board flexibility to adapt the Group's strategy as the market evolves. The maximum reward will only be permitted under the awards where Temple & Webster has materially outperformed the market. Further details of these awards are set out in section 5.1 of this report.
- Board and Committee fees increased by 5% in FY24. This is the first increase in Board fees since FY21. There were no awards made under the Temple & Webster Group Ltd NED Equity Plan ('NED Equity Plan') in FY24.

### **FY24 EXECUTIVE KMP AND BOARD CHANGES**

There were no changes to Executive KMP or the Board in FY24.

### **LOOKING FORWARD TO FY25**

- There will be no changes to the CEO's remuneration in FY25.
- After eight-and-a-half years in the CFO role, Mark Tayler has decided to move to a new, non-KMP executive role within Temple & Webster. Effective from 2 September 2024, Cameron Barnsley will join Temple & Webster in the CFO role. He is appointed on the same fixed remuneration package as Mr Tayler, but his target and stretch short- and long-term incentive opportunity will be 50% and 80% respectively.
- The CXO will receive a 4.5% increase in fixed remuneration in FY25. Furthermore, the Board has also decided that the STVR target opportunity should be aligned between the CFO and CXO, so in FY25 the CXO's target and stretch short- and long-term incentive opportunity will also be 50% and 80% respectively.
- The Board has determined that the structure of the STVR and LTVR programs will be broadly similar to those programs run in FY24. The only change to the FY25 LTVR program will be to the calculation methodology for the TSR hurdled awards. For the FY25 awards, relative TSR vs the ASX 300 Industrials Index will be retained as a measure applying to 50% of the award. However, the Company's TSR will be measured against the individual TSRs of the constituent companies in the Index (ranked on a percentile basis), rather than against the TSR of the Index itself. The Board has decided that the amended approach is more in line with market practice and allows the Group to more effectively measure its TSR against the individual companies in the comparator group (rather than the Index whose TSR is impacted by weighting towards the larger companies).
- The FY25 Board fees will be tested by reference to appropriate comparable benchmark data in the next financial year.
- As the Temple & Webster share price at the end of the FY22-24 performance period (ended 30 June 2024) was below the share price at the start of the period, the positive TSR gateway was not met and no portion of the FY22 LTVR award will vest.

I hope the information in this year's Remuneration report helps shareholders to understand how the Group manages remuneration.



**Belinda Rowe**

*Chair, Nomination and Remuneration Committee*



## Remuneration report (audited)

continued

The Directors of Temple & Webster Group Ltd present the Remuneration report ('the Report') for the Group and its controlled entities for the year ended 30 June 2024. This Report forms part of the Directors' Report and has been prepared in accordance with the Corporations Act 2001 ('the Act'), Corporations Regulation 2M.3.03, in compliance with AASB 124 *Related Party Disclosures*, and audited as required by section 208(3C) of the Act.

The Report is divided into the following sections:

Section	Description
1. Persons covered by this Report	This section provides details of the directors and executives who are subject to the disclosure requirements of this report, together with the KMP, including roles and changes in roles.
2. Remuneration overview	This section provides an overview of performance and reward for FY24.
3. Remuneration framework, strategy and governance	This section provides details of the elements of the remuneration framework, including market positioning, changes to fixed remuneration, variable remuneration principles, and the terms of variable remuneration.
4. FY24 Executive Short-Term Variable Remuneration ('STVR') plan and outcomes	This section outlines the key terms of the FY24 STVR Plan, the key metrics that apply to Executive KMPs under the STVR Plan and their STVR outcomes.
5. Executive Long-Term Variable Remuneration ('LTVR') plans and outcomes	This section outlines the key terms of the FY24 LTVR Plan awards and key prior year equity awards.
6. Non-Executive Director remuneration	This section outlines the Non-Executive Director fee policy, aggregate Board fees, Board and Committee fees. It also sets out any prior years' equity awards to Non-Executive Directors.
7. Statutory tables and supporting disclosures	This section provides the statutory disclosures not addressed by preceding sections of the Report, including statutory remuneration tables, changes in equity, KMP service agreements, related party loans/transactions, and the engagement of external remuneration consultants.

## 1. PERSONS COVERED BY THIS REPORT

This report covers KMP which are defined as those who have the authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group. The below table outlines the KMP of the Group:

Name	Role	Appointed/ (Retired)	Committees <sup>1</sup>	
			Nomination and Remuneration	Audit and Risk Management
<b>Non-Executive Directors</b>				
Stephen Heath	Independent Board Chair	15 March 2016	M	M
Conrad Yiu <sup>2</sup>	Deputy Chair, Non-Executive Director	6 October 2015	M	M
Belinda Rowe	Independent Non-Executive Director	26 February 2021	C	M
Melinda Snowden	Independent Non-Executive Director	1 June 2023	M	C
<b>Executive KMP</b>				
Mark Coulter <sup>2</sup>	Managing Director and Chief Executive Officer ('CEO')	22 April 2016	n/a	n/a
Adam McWhinney <sup>2</sup>	Customer Experience Officer ('CXO')	1 July 2017 <sup>3</sup>	n/a	n/a
Mark Tayler	Chief Financial Officer ('CFO')	18 April 2016	n/a	n/a

1. M = Member, C = Chair.

2. These individuals are considered co-founders of the Group and referred as 'founder executives' in this report.

3. Mr. McWhinney has been employed by the Group since 1 January 2012 and became a KMP of the Group on 1 July 2017.



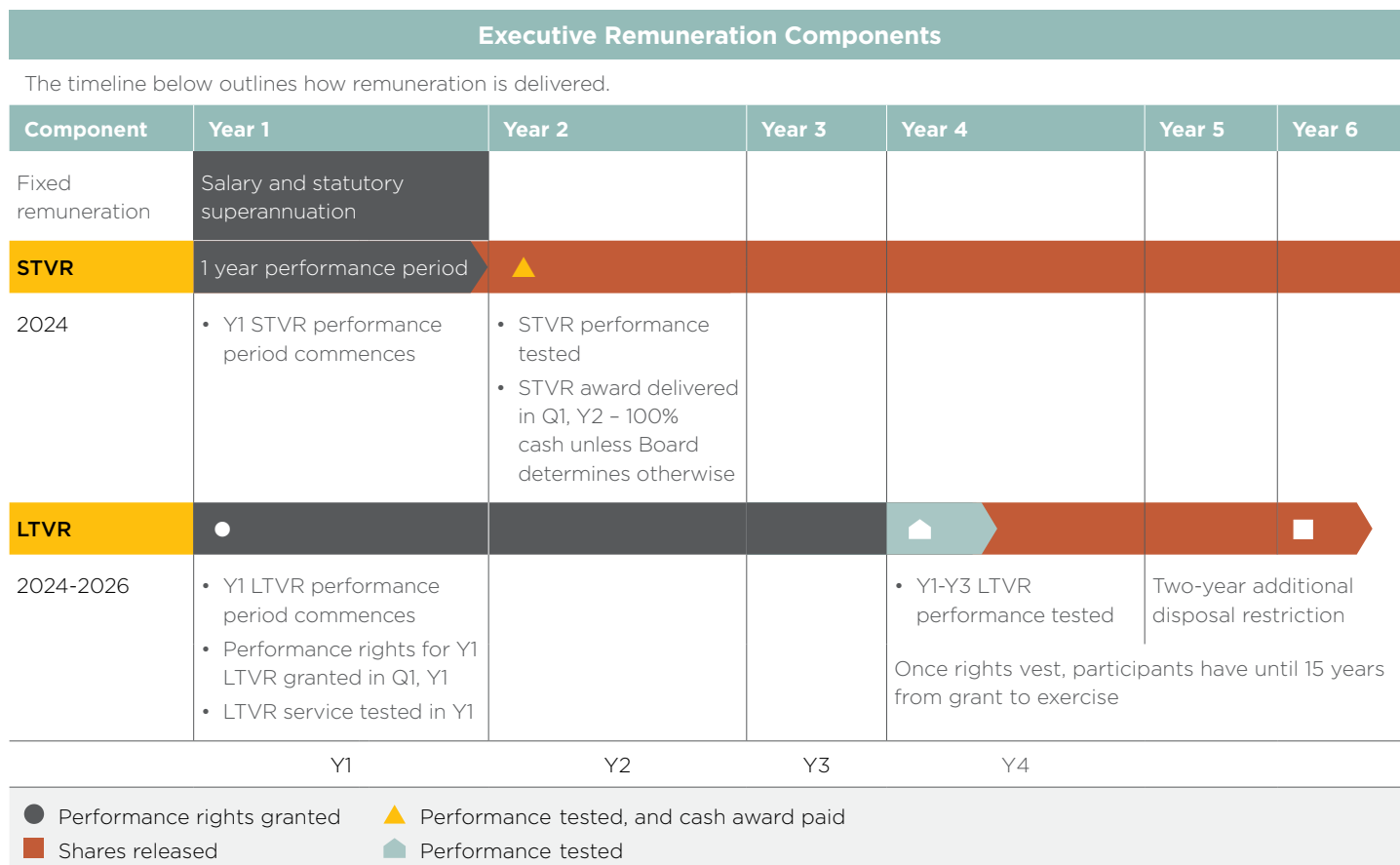
# Remuneration report (audited)

continued

## 2. REMUNERATION OVERVIEW

### 2.1 Executive remuneration structure at-a-glance

The following diagram outlines the Executive KMP remuneration cycle under the remuneration framework as applicable to FY24:

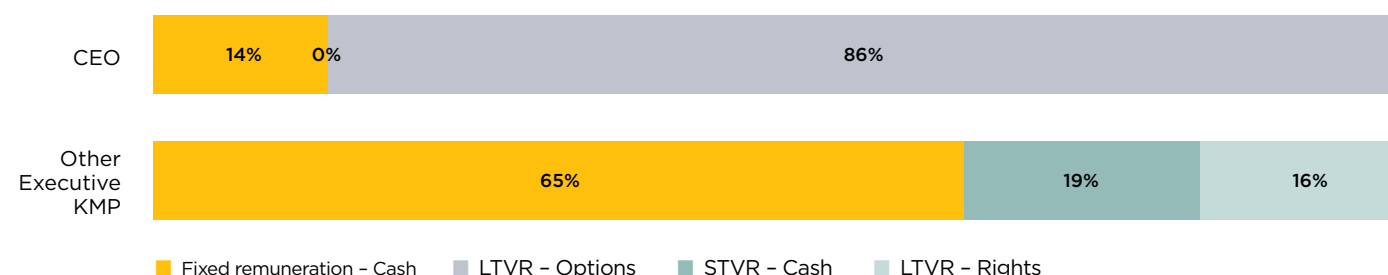


The structure outlined above applies to the CXO, CFO and non-KMP executives in the current financial year. The CEO does not participate in the STVR plan and received a separate award of premium-priced options in FY23 which are intended to cover the period to and including FY26. The terms of the CEO's Options are discussed in section 5.2 and the terms of STVR and LTVR performance rights for other KMPs are discussed in section 4.1 and 5.1 respectively. The FY24 STVR outcomes for participating Executive KMP are set out in section 4.2 and LTVR outcomes of performance rights due for vesting in FY24 for participating Executive KMP are set out in section 5.2.

## 2.2 Executive remuneration mix at target

CEO and other executive KMPs total remuneration packages (including stretch target) are broken down into the following four elements.

### Executive KMP Remuneration Mix



The CEO, Mark Coulter, does not receive an annual LTVR award as he received a single award of options in FY23 designed to be his equity awards over a four-year term (FY23 to FY26). Accordingly, in calculating his FY24 remuneration mix, Mark Coulter's LTVR component value was determined by pro-rating the value of his FY23 option award (as determined by an independent valuer), so that one-quarter of the value was attributed to FY24 (refer to section 5.2 for more details).

## 2.3 Group's performance at-a-glance

The following outlines the Group's performance in FY24 in the context of the prior four years, which is intended to assist in demonstrating the link between performance, value creation for shareholders, and executive reward:

FY end date	Revenue \$000s	NPAT \$000s	Share price <sup>1</sup> \$	Change in share price \$	Dividends <sup>2</sup> \$	Change in shareholder wealth <sup>3</sup>	Rolling 3-year annualised TSR <sup>4</sup> %
30/06/2024	497,841	1,786	9.39	3.51	-	60%	(5%)
30/06/2023	395,513	8,305	5.88	2.56	-	77%	(2%)
30/06/2022	426,335	11,968	3.32	(7.47)	-	(69%)	35%
30/06/2021	326,344	13,954	10.79	4.48	-	71%	142%
30/06/2020	176,342	13,909	6.31	4.96	-	367%	227%

1. Share price at the end of the financial year.

2. Dividends paid during the financial year.

3. Share price change plus dividends on prior financial year.

4. Total shareholder return ('TSR') is the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the Measurement period expressed as a growth %. While the Group is not paying the dividends, it's equal to a rolling three-year annualised share price growth.



## Remuneration report (audited)

continued

### 3. REMUNERATION FRAMEWORK, STRATEGY AND GOVERNANCE

#### 3.1 Executive remuneration – fixed remuneration, total remuneration package and variable remuneration framework

Total remuneration package ('TRP') is intended to be composed of an appropriate mix of remuneration elements including fixed remuneration, short-term variable remuneration and long-term variable remuneration. This structure applies to all Executive KMP and senior management, other than the CEO.

Fixed remuneration	Short-term variable remuneration	Long-term variable remuneration
<p>Fixed remuneration comprises base salary, plus any other fixed elements such as superannuation, allowances, benefits, fixed equity and fringe benefits.</p> <p>Fixed remuneration is intended to be positioned competitively in the market when assessed against suitable benchmarks but may vary with decisions around the mix of cash, equity and performance-linked remuneration as negotiated between the Board and each incumbent on a case-by-case and fit-for-purpose basis.</p>	<p>100% of the FY24 STVR will be paid in cash (unless determined otherwise by the Board).</p> <p>Performance is measured over the financial year with a combination of financial and non-financial goals for Executive KMP, both at a Group and Individual scorecard level with threshold, target and stretch levels.</p> <p>FY24 STVR goals were:</p> <p>Group Targets (80%)</p> <ul style="list-style-type: none"> <li>• Group revenue growth (30%)</li> <li>• EBITDA margin (30%)</li> <li>• Customer satisfaction (20%)</li> <li>• Employee engagement (20%)</li> </ul> <p>Individual targets tied to CEO's assessment of performance against the Company's leadership values and achievement of any special projects. (20%)</p> <p>Refer to section 4.1 for more details.</p>	<p>Performance rights vesting after three years.</p> <p>The LTVR program aligns executives to shareholder interests through 50% of the award being tested against iTSR targets (indexed relative Total Shareholder Return) measured over a three-year Measurement period from FY24. This ensures executives are only rewarded by shareholder returns which must at least match the iTSR of the ASX 300 Industrials Index for any portion to vest (and beat this Index by 10% p.a. for all awards to vest). 50% of the award is aligned against Earnings Per Share Growth ('EPSG'), a key internal financial metric of the Group. iTSR remains the primary measure in the LTVR scheme, with exceptional iTSR performance permitting full vesting of the award in certain instances.</p> <p>Any shares allocated after vesting are subject to an additional disposal restriction of two years after the Measurement period.</p> <p>Refer to section 5.1 for more details.</p>

Variable remuneration is not a 'bonus', but a blend of at-risk remuneration (below target) and incentives (above target and up to stretch). Metrics selected are intended to be linked to the primary drivers of value creation for stakeholders, and successful implementation of the long-term strategy over both the short and long term. Thresholds are intended to be a near-miss of expectations, while target is intended to be a challenging but realistically achievable objective with a probability of around 50% to 60%. Stretch, on the other hand, is designed to be exceptionally challenging with a probability of around 10% to 20%.

#### 3.2 Benchmarking approach

Executive KMP remuneration has been tested regularly by reference to appropriate independently sourced comparable benchmark data, and specific advice as may be appropriate from time to time. Two peer groups are used to benchmark Executive KMP and senior executives at Temple & Webster. A primary peer group consisting of Consumer Discretionary and Information Technology focused companies, with 15 above and 15 below the Company's market capitalisation. A secondary peer group based on market capitalisation (using ASX-listed companies within 50-200% of Temple & Webster's 12-month market capitalisation) is also used to provide further background and validation of remuneration packages. Benchmarks may be adjusted upwards or downwards for variations in role design compared to market benchmark roles, and individual remuneration may vary to reflect individual factors such as experience, qualifications and performance.

The Board will continue to monitor market positioning to ensure that appropriate talent can be attracted, retained and aligned to the strategic needs of the business. More detail on the TRP is set out in section 7.1.

### 3.3 Remuneration governance framework

The Board takes an active role in the governance and oversight of the Group's remuneration policies and practices. Approval of certain key remuneration practices is reserved for the Board, including appointing the CEO, and monitoring their performance and other key senior executives. In addition, the Board has final approval of the Group's remuneration framework, including approving remuneration of the CEO, the remuneration policy and succession plans for the CEO. However, the Nomination and Remuneration Committee assist the Board in fulfilling its corporate governance and oversight responsibilities in terms of the remuneration structures, processes and annual remuneration cycle of the Board and its senior executives, including all Executive KMPs, as well as Group culture and employee engagement.

The Nomination and Remuneration Committee has a formal Charter which outlines the roles and responsibilities of the Committee. This is available on the Group website ([templeandwebstergroup.com.au](http://templeandwebstergroup.com.au)). The Committee's responsibilities include:

- providing advice and recommendations to the Board with respect to the appointment and removal of directors and senior executives;
- providing the Board with advice and recommendations regarding executive and senior executive remuneration policy;
- reviewing and providing recommendations to the Board with respect to the remuneration packages of senior executives and executive directors;
- providing advice to the Board with respect to Non-Executive Directors' remuneration;
- reviewing and providing recommendations to the Board with respect to incentive schemes; and
- reviewing and providing recommendations to the Board on the Group's remuneration, recruitment, retention and termination policies.

The Group has a Securities Dealing Policy which outlines under what circumstances and when trading in the Group's securities by KMP and other nominated employees may be permitted or prohibited. This is available on the Group website.

The Group also has a Diversity, Equity and Inclusion Policy, which supports the Board and management in making sustainable and appropriate decisions around hiring, career development and remuneration. This is available on the Group website as well.

### 3.4 External remuneration consultants ('ERC')

The External Remuneration Consultant Engagement Policy is intended to ensure the independence of any recommendation received regarding KMP remuneration. In addition to the requirements outlined in the Corporations Act, it requires the external remuneration consultant notify the Board if management contacts the external remuneration consultant on remuneration matters outside of interactions approved or supervised by the Board, such as the provision of factual information for benchmarking purposes.

During FY24, the Board did not engage remuneration consultants to provide remuneration recommendations for any KMP. The Board engaged independent external remuneration consultants, KPMG, to provide executive remuneration benchmarking data to assist it in reviewing the Group's FY24 executive remuneration packages to ensure these remain competitive to market.



## Remuneration report (audited)

continued

### 4. FY24 EXECUTIVE STVR PLAN AND OUTCOMES

#### 4.1 FY24 STVR Plan

A description of the STVR structure applicable for FY24 is set out below.

Term	Detail
<b>Purpose</b>	To provide at-risk remuneration and incentives that reward executives for performance against annual objectives set by the Board at the beginning of the financial year. Objectives selected were designed to support long-term value creation for shareholders, and link to the long-term strategy on an annual basis.
<b>Measurement period</b>	The financial year of the Group ending 30 June 2024.
<b>Opportunity</b>	The target value for Executive KMP participating in the STVR was 30% of fixed remuneration, with a maximum stretch target of 50% of fixed remuneration.
<b>Outcome metrics and weightings</b>	<p>The STVR was dependent on meeting Group and individual performance objectives.</p> <p>For FY24, the metrics were as follows:</p> <p>Group Targets – weighted at 80% of target opportunity. These Group Targets include:</p> <ul style="list-style-type: none"><li>• revenue growth exceeding FY23 revenue – 30% weighting;</li><li>• EBITDA margin – 30% weighting;</li><li>• customer satisfaction – 20% weighting; and</li><li>• employee engagement – 20% weighting.</li></ul> <p>Individual Targets – weighted at 20% of target opportunity.</p> <p>These metrics were selected because they are viewed by the Board as the primary drivers of value creation for the business in FY24.</p>
<b>Settlement</b>	<p>Awards are determined following release of the audited financial statements after the end of the financial year. The Board has discretion to determine whether the STVR award is settled in cash or in equity interests such as rights.</p> <p>The Board elected to settle the FY24 STVR in cash.</p>
<b>Malus and clawback</b>	Should the Board determine that any portion of STVR is deferred, the deferral would be in the form of share rights and therefore subject to the malus and clawback clauses under the Group's Rights plan (see further section 5.1).
<b>Board discretions</b>	The Board has discretion to modify the awards payable to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement period.
<b>Corporate actions</b>	The Board has discretion to determine the treatment of unpaid STVR in the case of major corporate actions such as a change in control, delisting, major return of capital or demerger.

## 4.2 Executive KMP STVR plan – objectives and outcomes

All Executive KMP, aside from the CEO, participated in the STVR Plan in FY24.

Metric/measure	Performance/comment
<b>Group targets (80% of total opportunity)</b>	
<b>Revenue growth exceeding market growth (30% weighting of Group target)</b>	
Revenue growth is a critical metric when assessing the performance of the business. This measure tracks TPW's revenue growth relative to FY23, with target performance set at 25% growth, and stretch requiring 35% growth. This reflects a change from the revenue metric used in FY23, which focused on market share growth (using the NAB Online Sales Index).	The Group delivered a very strong result with revenue of \$497.8 million, an improvement of 26% on the prior year. Due to the challenging nature of the STVR targets this result was judged at just above target.
<b>EBITDA margin (30% weighting of Group target)</b>	
This measure tracks EBITDA margin with target set at 2% and stretch at 3%.	EBITDA (pre-one-off costs) of 2.6% of revenue was in line with the Group's stated guidance range for the year and between the target and stretch from the STI point of view. This result excludes one-off costs. The Board decided that EBITDA without this adjustment was more appropriate to use for STI calculation since it represented the underlying profitability of the Group in the current financial year.
<b>Customer satisfaction (20% weighting of Group target)</b>	
Customer experience and satisfaction are critical to the success of the Group. This measure tracks customer satisfaction using Net Promoter Score ('NPS') scoring, with target NPS set at 65% and stretch at 70%.	The Group set a challenging NPS threshold metric, reflecting the high standards required when measuring customer satisfaction. The Group achieved NPS result between the threshold and target.
<b>Employee engagement (20% weighting of Group target)</b>	
The Group's employees are one of its key assets and primary drivers of success. It is vitally important they are engaged as measured by Industry Employee Engagement Benchmarks.	The FY24 result was just below target for the comparative group (being top quartile performance). The Group measures itself against other technology companies who typically have high employee engagement scores. The achieved result demonstrated the high level of employee engagement across the employee base.



## Remuneration report (audited)

continued

Metric/measure	Performance/comment
<b>Individual targets (20% of total opportunity)</b>	
<p>The individual targets are determined by the CEO based on performance against the Temple &amp; Webster executive leader values and the execution of any special projects agreed between the CXO or CFO and the CEO during FY24.</p>	<p>The CXO's personal targets were assessed against the Group's leadership values framework. In FY24, the CXO was given an overall rating of 'sets a new standard', the highest rating available. This was based on his achievements both functionally through improvements in conversion rate, customer experience, AI and content; and culturally through his consistent display and role modelling of Temple &amp; Webster values such as being supportive, creative and inclusive.</p> <p>The CFO's personal targets were assessed against the Group's leadership values framework. In FY24, the CFO was given an overall rating of 'Consistently Exceeds Expectations'. This was based on his execution of key projects, including the implementation of a new investor relations strategy, a capital management framework and execution of margin optimisation and cost management programs. These scores included a 'sets a new standard' for his work on creating an inclusive and diverse finance team, fostering the next generation of finance team leader and empowerment of his team to execute key projects.</p>

The table below sets out the actual STVR outcomes as a percentage of their maximum STVR opportunity for FY24 and FY23.

Executive KMP <sup>1</sup>	FY24	FY23
Adam McWhinney	67.2%	43.5%
Mark Tayler	63.2%	42.6%

1. The CEO did not participate in the STVR Plan in either FY23 or FY24.

The Board views the outcomes of remuneration for FY24 performance as appropriately aligned, given the Group and individual performance against annual targets, and progress towards strategic growth objectives made by the executive team, despite challenging economic circumstances.

## 5. EXECUTIVE LTVR PLANS AND OUTCOMES

### 5.1 Executive LTVR plan – Performance rights

A description of the LTVR awards granted in FY24 to Executive KMP, aside from the CEO, under the Temple & Webster Group Ltd Rights Plan ('the Plan'), is set out below.

Term	Detail
<b>Purpose</b>	To provide at-risk remuneration and incentives that reward executives for performance against long-term value creation objectives set by the Board at the beginning of the financial year and to align the interests of executives with the interests of shareholders.
<b>Measurement period</b>	Three years from 1 July 2023 to 30 June 2026.
<b>Opportunity</b>	The target value is 25% of fixed remuneration, with a maximum stretch of 200% of target, or 50% of fixed remuneration.
<b>Price</b>	The price is nil because it forms part of the remuneration of the participant.
<b>Exercise price</b>	The exercise price is nil.
<b>Allocation method</b>	The grant number is determined by dividing the stretch LTVR value by the 30-day volume weighted average price ('VWAP') following the release of the financial results for FY23.

#### Performance metrics and weightings

Performance rights granted in FY24 have two performance hurdles, each with a 50% weighting.

1. Performance rights with an indexed Total Shareholder Return ('iTSR') vesting condition (50% weighting).

The vesting of such Performance rights will be determined by comparing the Group's TSR over the Measurement period with the TSR of the ASX 300 Industrials Total Return Index, according to the following vesting scale:

Performance level	TSR of the Group vs TSR of the ASX 300 Industrials Total Return Index	Vesting %
Stretch	Index TSR + 10% TSR p.a.	100%
Target	Index TSR + 5% TSR p.a.	50%
Threshold	Index TSR	0%
Below threshold	<Index TSR	0%

A gate of the Group's TSR being positive for the Measurement period applies. Outcomes that fall between the specified levels of performance will result in a pro-rata calculation being applied.

TSR is the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the Measurement period. It is annualised for the purposes of the above vesting scale. The TSR of the Group over the Measurement period will be calculated and converted to a Compound Annual Growth Rate ('CAGR') value for the purposes of assessment against this scale. During periods of nil dividends being declared, TSR is equal to change in share price.

This metric was selected because it is the best measure of value creation for shareholders that adjusts for windfall gains and losses arising from broad market movements.

Equity grants are tested against the performance measures set. If the performance metric is not met at the vesting date, Performance rights lapse.



## Remuneration report (audited)

continued

Term	Detail															
<b>Performance metrics and weightings continued</b>	<p>2. Performance rights with an Earnings Per Share Growth ('EPSG') target vesting condition (50% weighting).</p> <p>EPSG is the CAGR in the Group's basic earnings per share calculated by dividing the Group's earnings by the weighted average number of ordinary shares outstanding during the financial year. The Rights will vest according to the following vesting scale.</p> <table border="1"> <thead> <tr> <th>Performance level</th> <th>Earnings per Share growth</th> <th>Vesting %</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>15% CAGR</td> <td>100%</td> </tr> <tr> <td>Target</td> <td>10% CAGR</td> <td>50%</td> </tr> <tr> <td>Threshold</td> <td>8% CAGR</td> <td>0%</td> </tr> <tr> <td>Below threshold</td> <td>8% CAGR</td> <td>0%</td> </tr> </tbody> </table> <p>For the purposes of calculating the EPSG during the Measurement period the relevant earnings to be used for:</p> <ul style="list-style-type: none"> <li>the opening of the Measurement period will be as set out in the audited annual consolidated accounts for the year ending 30 June 2023; and</li> <li>the closing of the Measurement period will be as set out in the audited annual consolidated accounts for the year ending 30 June 2026.</li> </ul> <p>In each case, the EPSG calculation is subject to the Board's discretion to normalise earnings to ensure comparison is being made on a like-for-like basis and/or to exclude the effects of extraordinary events, material business acquisitions or divestments and for certain one-off costs.</p> <p>Note: The iTSR and EPSG vesting conditions will be assessed separately by the Board at the end of the Measurement period. However, where target EPSG performance has not been achieved, a portion of the EPSG Performance rights may still vest, depending on the level of performance achieved under the iTSR vesting condition. If 100% of the iTSR hurdled rights vest, then all of the EPSG rights are also eligible to vest (resulting in 100% of the entire award vesting). If iTSR performance is achieved such that 50% or more of iTSR rights vest (up to 100%), then a maximum of 50% of EPSG rights can also vest. This iTSR 'override' prioritises and rewards iTSR growth, to give management and the Board flexibility to adapt the Group's strategy as the market evolves, but only permitting maximum reward under the LTVR award where Temple &amp; Webster has materially outperformed the market.</p>	Performance level	Earnings per Share growth	Vesting %	Stretch	15% CAGR	100%	Target	10% CAGR	50%	Threshold	8% CAGR	0%	Below threshold	8% CAGR	0%
Performance level	Earnings per Share growth	Vesting %														
Stretch	15% CAGR	100%														
Target	10% CAGR	50%														
Threshold	8% CAGR	0%														
Below threshold	8% CAGR	0%														
<b>Gate</b>	iTSR Performance rights are subject to a positive TSR gate to ensure the grant does not vest when shareholders are losing value. There are no such gate restrictions for EPSG.															
<b>Vesting Date</b>	The vesting date of these awards will be the date advised in writing by the Board following consideration of the performance metrics after the Measurement period.															
<b>Retesting</b>	No retesting of the performance metrics will apply.															
<b>Settlement</b>	The rights are 'indeterminate rights' which may be settled in the form of a Company share (including a restricted share), or cash equivalent, upon valid exercise.															
<b>Disposal restrictions</b>	Shares that result from the exercise of rights will be subject to a disposal restriction such that they may not be disposed of or otherwise dealt with until the elapsing of two years following the end of the Measurement period. There are also additional disposal restrictions which may apply where the sale of shares acquired on exercise of vested rights may be prohibited due to the Group's Share Trading Policy, and the Corporations Act.															
<b>Term</b>	Rights must be exercised within 15 years of the grant date, otherwise they will lapse.															
<b>Service condition</b>	In addition to the performance conditions, continued service during the full first year of the Measurement period is a requirement for any rights to become eligible to vest.															

Term	Detail
<b>Termination of employment</b>	<p>In the case of a termination of employment in the first year of the Measurement period, unvested Performance rights will be forfeited at termination, unless otherwise determined by the Board. All other unvested Performance rights will be forfeited pro-rata based on the remaining portion of the Measurement period, with any remainder retained for possible vesting based on performance during the Measurement period.</p> <p>In the case of termination due to dismissal for cause or otherwise as determined by the Board, all unvested Performance rights will be forfeited and lapse.</p>
<b>Malus and clawback</b>	<p>The rights plan includes malus and clawback clauses which will result in forfeiture of unvested rights in a range of circumstances, including material misstatements resulting in overpayment, or the participant joining a competitor or being involved in actions that are deemed to have harmed other stakeholders.</p>
<b>Board discretions</b>	<p>The Board has discretion to modify vesting to participants regardless of any performance outcome or gate, to ensure that outcomes are appropriate to the circumstances that prevailed over the Measurement period.</p>
<b>Corporate actions</b>	<p>In the case of a change in control, the modifications are subject to the Board's discretion.</p> <p>In the case of a delisting of the Group's shares, the automatic vesting will occur based on the increase in the share price since the start of the Measurement period, with Board discretion regarding the lapsing or vesting of any remainder.</p> <p>In the case of a major return of capital or demerger, the Board has discretion to bring forward vesting or to alter the number of rights or the exercise price or to alter vesting conditions to ensure that the outcome is fair to participants. This is because, following such an event, the share price is likely to be materially different from the basis of the grant, and performance conditions set may be unable to be met.</p>

## 5.2 Prior years equity awards

### *FY21 LTVR awards*

In FY21, awards were made to the CFO and non-KMP executives. The FY21 LTVR awards were Performance rights with a Measurement period of three years from 1 July 2020 to 30 June 2023. They were issued at no cost to all executives, including the CFO, and had a nil exercise price. The iTSR performance hurdles and target opportunity for the CFO for the FY21 awards are the same as set out for the FY23 awards, except they apply to 100% of the FY21 award.

For the three-year period ended 30 June 2023, Temple & Webster's TSR was less than the TSR of the ASX 300 Industrials Total Return Index. Accordingly, the Board concluded that no portion of this award vested.

### *FY22 and FY23 LTVR awards*

In FY22 and FY23, LTVR awards were granted to the CXO, CFO and non-KMP executives. The LTVR awards are Performance rights with a Measurement period of three years from 1 July 2021 to 30 June 2024 and 1 July 2022 to 30 June 2025 respectively. The awards were issued at no cost to all executives and had a nil exercise price.

For the FY22 LTVR awards, one hundred percent (100%) of the awards have an iTSR hurdle with the same vesting schedule as the iTSR vesting schedule set out above for the FY24 awards (section 5.1). On completion of the Measurement period, the awards will vest or lapse in FY25 once the Board has determined the extent to which the performance hurdle has been met.

For the three-year period ended 30 June 2024, Temple & Webster's share price at the end of the performance period was lower than its share price at the commencement of the period (refer to section 2.3 for more details). Accordingly, the positive TSR gate was not met and no portion of the award vested.



## Remuneration report (audited)

continued

The FY23 LTVR awards are structured so that fifty percent (50%) of the awards have an iTSR hurdle with the same vesting schedule as the iTSR vesting schedule set out above for the FY24 awards. The remaining fifty percent (50%) have an EPSG hurdle, also with the same vesting schedule as set out above for the FY24 award. On completion of the Measurement period, the awards will vest or lapse in FY26 once the Board has determined the extent to which the performance hurdle has been met. As for the FY24 LTVR awards, the iTSR and EPSG vesting conditions will be assessed separately by the Board at the end of the Measurement period. However, where target EPSG performance has not been achieved, a portion of the EPSG Performance rights may still vest, depending on the level of performance achieved under the iTSR vesting condition. Other key terms of the FY23 award are as noted above for the FY24 award.

### ***FY23 CEO Option awards***

In FY23, the CEO was awarded 3,600,000 Options which vest on the date the FY26 annual accounts are approved, in August 2026. The options are intended to be the CEO's only variable incentive over the four-year period (FY23 to FY26). No additional long-term variable awards will be made to the CEO over this period. The options awarded to the CEO are set at a significant premium to the Temple & Webster share price at the date of grant in November 2022 (which was \$5.27). The options are split into three equal tranches of 1,200,000 options, with an exercise price of \$7.06, \$9.53 and \$12.86 respectively. No value will arise for the CEO unless there is a significant increase in the value of the Company's shares over the vesting period.

The CEO must remain continuously employed by Temple & Webster from the date of grant to the date the FY26 annual accounts are approved, and all three tranches can be exercised once the service condition is met. Where the CEO ceases employment with Temple & Webster, all unvested options lapse. However, where employment ceases due to a Special circumstance, which includes total and permanent disability, death or redundancy, the Board has a discretion to allow accelerated vesting. The options will lapse on the earlier of 15 years or any earlier lapsing event occurring (such as early vesting or cancellation). Further detail regarding these awards was set out in the FY23 Remuneration Report.

## **6. NON-EXECUTIVE DIRECTOR REMUNERATION**

### **6.1 Non-Executive Directors' fee policy**

The principles that the Group applies to governing the Non-Executive Directors' remuneration are outlined below.

#### ***Principles***

- Fees for Non-Executive Directors are based on the nature of the Directors' work and their responsibilities, taking into account the nature and complexity of the Group and the skills and experience of the Directors.
- Non-Executive Directors' fees are recommended by the Nomination and Remuneration Committee and determined by the Board.
- External consultants were used to source the relevant data and commentary and to obtain independent recommendations given the potential for a conflict of interest in the Board setting its own fees.
- Fees are intended to be positioned around the 50<sup>th</sup> percentile of the tailored market benchmarks.

#### ***Fees structured to preserve independence***

To preserve independence and impartiality, Non-Executive Directors are not entitled to any form of variable remuneration payments and the level of their fees is not set with reference to measures of the Group's performance.

#### ***Aggregate Board Fees approved by shareholders***

The total amount of fees paid to Non-Executive Directors in FY24 is within the aggregate amount approved at a general meeting of the Group on 18 October 2021 of \$1,100,000 per year. Grants of equity approved by shareholders are excluded from counting towards the aggregate Board Fees, in accordance with the ASX Listing Rules.

### Board and Committee fees

The following outlines the Board Fees applicable as at the end of FY24 which were subject to independent review by external remuneration consultants on a periodic basis:

Role/function	Main Board	Audit and Risk Management Committee	Nomination and Remuneration Committee
Chair	\$223,388	\$21,000	\$21,000
Deputy Chair	\$141,750	n/a	n/a
Member	\$120,750	\$10,500	\$10,500

Fees are expressed as inclusive of superannuation. Any increases to superannuation contributions are absorbed within the applicable Board fees. The Board Chair does not receive Committee fees. Non-Executive Directors are also reimbursed for out-of-pocket expenses that are directly related to the Group's business. There is an option to sacrifice part of the fee in exchange for equity or other benefits (i.e., the values are inclusive of any equity). In FY24 no Non-Executive Director elected to have part of their Directors' fees paid in Restricted rights.

### 6.2 NED Equity Plan

The terms of the NED Equity Plan are set out below.

Term	Detail
<b>Purpose</b>	To provide long-term alignment with shareholders through the grant of rights over Group Shares.
<b>Instrument</b>	Restricted rights over ordinary shares in the Company.
<b>Eligibility</b>	All Non-Executive Directors of the Company are entitled to participate in the NED Equity Plan.
<b>Price</b>	Rights are granted for nil consideration.
<b>Exercise price</b>	There is no exercise price for Rights issued under this Plan.
<b>Allocation method</b>	The number of Rights granted under the NED Equity Plan in FY23 is typically determined by the value of Board fees sacrificed, divided by the 10-trading day VWAP of an ordinary Company share following the date of release of the prior financial year's financial results.
<b>Vesting Conditions</b>	There are no vesting conditions.
<b>Exercise restrictions and disposal restrictions</b>	Restricted rights may be exercised at any time following the end of the exercise restrictions. This means Restricted rights are exercisable 90 days from the date of grant, until the end of the Term. Disposal restrictions apply that prevent the sale of Restricted shares resulting from the exercise of Restricted rights, until the earlier to occur of: <ul style="list-style-type: none"><li>• the elapsing of 15 years from the Grant Date; or</li><li>• the participant ceasing to hold the office of Non-Executive Director and employment with the Company.</li></ul>
<b>Settlement</b>	The Restricted rights may only be settled in shares.
<b>Term</b>	Restricted rights have a term of 15 years from the date of grant, after which time they lapse.

## Remuneration report (audited)

continued

Term	Detail
<b>Cessation of Directorship</b>	<p>If a participant is neither a Non-Executive Director nor holds employment with the Group, and their Restricted rights remain subject to an Exercise Restriction or have not been exercised, all the Restricted rights will lapse and they will not be allocated any Shares. The Participant will receive a cash payment in respect of Board Fees that have already been sacrificed from the start of the relevant Participation Period up until the date of cessation.</p> <p>As noted, any Restricted shares awarded upon exercise of Restricted rights will have any disposal restrictions removed on cessation of directorship (provided they do not remain employed with the Group).</p>

### 7. STATUTORY TABLES AND SUPPORTING DISCLOSURES

#### 7.1 Executive KMP statutory remuneration

The following table outlines the statutory remuneration of Executive KMP:

Name	FY	Fixed remuneration				Variable remuneration				Total for year Statutory Total Remuneration Package (TRP) \$	Other statutory items Change in accrued leave <sup>3</sup> \$
		Salary \$	Super \$	Total fixed remuneration		Cash STVR <sup>1</sup>		LTVR <sup>2</sup>			
				Amount \$	% of TRP	Amount \$	% of TRP	Amount \$	% of TRP		
Mark Coulter	2024	472,601	27,399	500,000	13%	-	0%	3,484,800	87%	3,984,800 <sup>4</sup>	(31,174)
	2023	465,958	25,292	491,250	19%	-	0%	2,104,448	81%	2,595,698 <sup>4</sup>	6,154
Adam McWhinney	2024	316,246	27,399	343,645	61%	115,768	20%	106,884	19%	566,297	(12,789)
	2023	308,943	25,292	334,235	69%	63,599	13%	88,804	18%	486,638	(9,692)
Mark Tayler <sup>5</sup>	2024	399,753	27,399	427,151	60%	146,488	20%	143,859	20%	717,498	(12,300)
	2023	413,446	25,292	438,738	65%	83,940	12%	154,840	23%	677,518	17,696

1. This is the value of the total STVR award calculated following the end of the Financial Year. In both FY24 and FY23 the Board determined that it would be settled in cash only, to be paid following the close of the respective FY.

2. Note that the LTVR value reported in this table is the amortised accounting charge of all grants that have not lapsed or vested as at the start of the reporting period.

3. Not included in TRP.

4. TRP values for CEO are mainly due to valuation of options awarded and LTVR expense applied in FY23 and FY24. See section 5.2 for further details on options awarded including details of premium exercise prices which must be met for options to be exercised.

5. Total fixed remuneration of Mark Tayler for FY24 is lower than FY23 due to 'Leave Without Pay' taken by Mr Tayler in FY24.



## 7.2 Non-Executive Director KMP statutory remuneration

The following table outlines the statutory remuneration of the Non-Executive Director KMP:

Name	FY	Board fees \$	Committee fees \$	Superannuation \$	Other benefits \$	Equity grant expense \$	Termination benefits \$	Total \$
<b>Non-Executive Directors</b>								
Stephen Heath <sup>1</sup>	2024	201,250	-	22,138	-	-	-	223,388
	2023	134,774	-	14,151	-	46,008	-	194,933
Conrad Yiu <sup>1,2</sup>	2024	141,750	21,000	-	-	-	-	162,750
	2023	34,314	18,100	5,503	-	65,176	-	123,092
Belinda Rowe <sup>1</sup>	2024	108,784	28,378	15,088	-	-	-	152,250
	2023	83,077	27,149	11,574	-	16,724	-	138,524
Melinda Snowden <sup>3</sup>	2024	108,784	28,378	15,088	-	-	-	152,250
	2023	8,673	1,508	1,069	-	-	-	11,250
<b>Former Non-Executive Directors</b>								
Susan Thomas <sup>4</sup>	2024	-	-	-	-	-	-	-
	2023	43,364	11,312	5,741	-	-	-	60,417

1. In FY23, the Non-Executive Directors elected to have part of their Directors' fees paid in Restricted rights under the 'NED Equity Plan' which reduced the Cash Board fees (refer to section 6.1 and 6.2 above for further details). As there was no fee sacrifice into Restricted rights in FY24, Board fees are higher in FY24. As per the Group's accounting policy, the FY23 Restricted rights were accounted for at fair value at the grant date which is shown under the 'Equity Grant Expense' column above. As a result, there is difference between the total fees paid to the Non-Executive Directors per above table and what would have been the total fees paid to them in cash.

2. Conrad Yiu made a superannuation election and did not receive superannuation from the Group.

3. Melinda Snowden was appointed as a Non-Executive Director on 1 June 2023. Her remuneration shown in 2023 is effective from that date.

4. Susan Thomas retired from the Board as a Non-Executive Director on 30 November 2022. In FY23, Ms Thomas' remuneration is shown until that date.

## Remuneration report (audited)

continued

### 7.3 KMP equity interests and changes during FY24

Movements in rights and options held by Executive KMP and Non-Executive Directors during FY24, are set out below:

Name	Instrument	Balance at the start of the year	Date granted	Granted as remuneration during FY24	Vested	Exercised	Lapsed	Balance 30 June 2024		
		Number		Number	Number	Number	Number	Number	Vested and exercisable	Vested and not exercisable
<b>Executive KMP</b>										
Mark Coulter	Options	8,600,000	-	-	-	-	-	8,600,000	5,000,000	-
Adam McWhinney	Rights	44,664	29/11/2023	26,026	-	-	-	70,690	-	-
Mark Tayler	Rights	85,920	29/11/2023	35,016	-	-	(25,786)	95,150	-	-
<b>Non-Executive Directors</b>										
Stephen Heath	Rights	14,150	-	-	-	-	-	14,150	14,150	-
	Options <sup>1</sup>	181,026	-	-	-	-	-	181,026	181,026	-
Conrad Yiu	Rights	23,125	-	-	-	-	-	23,125	23,125	-
	Options <sup>1</sup>	181,026	-	-	-	-	-	181,026	181,026	-
Belinda Rowe	Rights	6,382	-	-	-	-	-	6,382	6,382	-
Melinda Snowden	Rights	-	-	-	-	-	-	-	-	-

1. These options vested in the previous financial years and can be exercised by 30 June 2025.

Share movements held by Executive KMP and Non-Executive Directors during the reporting period, including their related parties, are set out below:

Name	Balance at the start of the year	Received on exercise of Right or Option	Purchased	Sold	Balance at the end of the year
<b>Executive KMP</b>					
Mark Coulter <sup>1</sup>	1,895,322	-	-	(886,785)	1,008,537
Adam McWhinney	3,103,344	-	-	(793,489)	2,309,855
Mark Tayler	252,586	-	-	(177,500)	75,086
<b>Non-Executive Directors</b>					
Stephen Heath	34,000	-	-	(34,000)	-
Conrad Yiu <sup>1</sup>	2,327,933	-	-	(250,000)	2,077,933
Belinda Rowe	12,100	-	-	-	12,100
Melinda Snowden	-	-	-	-	-

1. ArdenPoint Ecommerce Unit Trust ('Trust') is the registered holder of 1,927,828 Ordinary Shares of Temple & Webster Group Ltd. For the purpose of the above table, both Mr Coulter and Mr Yiu, the beneficiaries of the Trust, are considered to hold 50% of the shares held by the Trust. This is the same as in prior financial years.

The following table outlines the accounting values and potential future costs of equity remuneration granted during FY24 for Executive KMP:

Name	Award	Vesting conditions	Grant date	Number	Exercise price at vesting	Fair value at grant date	Total fair value at grant	Value expensed in FY24	Max value to be expensed in future years
Adam McWhinney	PRs <sup>1</sup>	iTSR	29/11/2023	13,013	-	4.61	59,990	19,997	39,993
		EPSPG	29/11/2023	13,013	-	6.61	86,016	28,672	57,344
Mark Tayler	PRs <sup>1</sup>	iTSR	29/11/2023	17,508	-	4.61	80,712	26,904	53,808
		EPSPG	29/11/2023	17,508	-	6.61	115,728	38,576	77,152

1. PRs means Performance rights.

There was no equity remuneration granted during FY24 to the Non-Executive Directors.

## 7.4 KMP service agreements

### *Executive KMP service agreements*

The following outlines current executive KMP service agreements:

Name	Employing company	Duration of contract	Termination payments	Period of notice	
				From company	From KMP
Mark Coulter	TPW Group Services Pty Ltd	No fixed term	3 months	3 months	3 months
Adam McWhinney	TPW Group Services Pty Ltd	No fixed term	2 months	2 months	2 months
Mark Tayler	TPW Group Services Pty Ltd	No fixed term	3 months	3 months	3 months

### *Non-Executive Directors service agreements*

The appointment of Non-Executive Directors is subject to a letter of engagement. Under this approach, NEDs are not eligible for any termination benefits following termination of their office, nor any payments other than those required under law such as in respect of superannuation. There are no notice periods applicable to either party under this approach.

## 7.5 Other statutory disclosures

### *Loans to KMP and their related parties*

During FY24 and to the date of this report, the Group made no loans to directors and other KMP and none were outstanding as at 30 June 2024.

### *Other transactions with KMP*

During FY24 there were no other reportable transactions between the Group and its directors, KMP, or their personally related entities ('Related Parties').

**This concludes the Remuneration report, which has been audited.**



#### **SHARES ISSUED ON THE EXERCISE OF PERFORMANCE RIGHTS**

During the financial year, employees and executives exercised performance rights to acquire Nil (2023: 2,254,095) fully paid ordinary shares in Temple & Webster Group Ltd (refer to note 21).

#### **SHARES ISSUED ON THE EXERCISE OF OPTIONS**

During the financial year, options to acquire Nil (2023: 181,026) fully paid ordinary shares in Temple & Webster Group Ltd were exercised (refer to note 21).

#### **INDEMNITY AND INSURANCE OF OFFICERS**

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

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

#### **INDEMNITY AND INSURANCE OF AUDITOR**

To the extent permitted by law, the Company has agreed to indemnify its auditor, Ernst & Young, as part of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount), other than a loss arising from Ernst & Young's negligent, wrongful or wilful acts or omissions. No payment has been made to indemnify Ernst & Young during the financial year and up to the date of this report.

#### **PROCEEDINGS ON BEHALF OF THE COMPANY**

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

#### **NON-AUDIT SERVICES**

The amounts paid or payable to the auditor for non-audit services during the financial year was \$201,750 (2023: \$61,016). This is outlined in note 26 to the consolidated financial statements.

The directors are of the opinion that the services as disclosed in note 26 to the consolidated financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

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

## **OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF ERNST & YOUNG**

There are no officers of the Company who are former partners of Ernst & Young.

## **ROUNDING OF AMOUNTS**

Amounts in this report have been rounded off to the nearest thousand dollars, or in certain cases, the nearest dollar, under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which this legislative instrument applies.

## **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 the following page.

## **AUDITOR**

Ernst & Young continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the Directors.

A handwritten signature in black ink, appearing to read 'S. Heath', with a stylized flourish at the end.

**Stephen Heath**

*Chair*

13 August 2024

# Auditor's independence declaration



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## Auditor's independence declaration to the directors of Temple & Webster Group Ltd

As lead auditor for the audit of the financial report of Temple & Webster Group Ltd for the financial year ended 30 June 2024, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Temple & Webster Group Ltd and the entities it controlled during the financial year.

A handwritten signature in black ink that reads 'Ernst &amp; Young'.

Ernst & Young

A handwritten signature in black ink that reads 'Rachel Rudman'.

Rachel Rudman  
Partner  
13 August 2024



# Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2024

	Note	Consolidated	
		2024 \$'000	2023 \$'000
<b>Revenue</b>			
Revenue from contracts with customers	4	497,841	395,513
Cost of goods sold		(331,779)	(266,553)
Gross margin		166,062	128,960
Interest income		4,964	3,367
<b>Expenses</b>			
Marketing		(77,864)	(48,087)
Employee benefits	6	(44,931)	(40,076)
Warehouse		(8,638)	(7,276)
Depreciation and amortisation	6	(5,830)	(5,271)
Merchant fees		(5,412)	(4,274)
Finance costs	6	(1,207)	(942)
Other expenses	6	(18,361)	(13,747)
Share of loss of an associate	5	(2,425)	(691)
<b>Profit before tax</b>		6,358	11,963
Income tax expense	7	(4,572)	(3,658)
<b>Profit after tax for the year attributable to the owners of Temple &amp; Webster Group Ltd</b>		<b>1,786</b>	<b>8,305</b>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year attributable to the owners of Temple &amp; Webster Group Ltd</b>		<b>1,786</b>	<b>8,305</b>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	34	1.50	6.82
Diluted earnings per share	34	1.43	6.55

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

# Consolidated statement of financial position

As at 30 June 2024

	Note	Consolidated	
		2024 \$'000	2023 \$'000
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	116,353	105,140
Trade and other receivables		1,341	567
Inventories	9	26,466	18,094
Other current assets	10	4,063	4,547
Other financial assets – current	14	202	1,303
Income tax receivable		-	329
<b>Total current assets</b>		<b>148,425</b>	<b>129,980</b>
<b>Non-current assets</b>			
Right-of-use assets	11	21,068	24,596
Property, plant and equipment	12	5,993	6,977
Intangibles	13	8,204	7,971
Deferred tax assets	7	22,774	18,227
Investment in an associate	5	-	2,425
Other financial assets – non-current	14	-	596
Other non-current assets		20	9
<b>Total non-current assets</b>		<b>58,059</b>	<b>60,801</b>
<b>Total assets</b>		<b>206,484</b>	<b>190,781</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	15	47,475	36,723
Lease liabilities	6	4,286	3,653
Income tax payable		825	-
Employee benefits	16	2,611	2,206
Provisions	17	3,460	3,570
Deferred revenue	18	21,156	13,665
<b>Total current liabilities</b>		<b>79,813</b>	<b>59,817</b>
<b>Non-current liabilities</b>			
Employee benefits		776	583
Lease liabilities	6	18,037	21,380
Make good provision	17	1,335	1,270
<b>Total non-current liabilities</b>		<b>20,148</b>	<b>23,233</b>
<b>Total liabilities</b>		<b>99,961</b>	<b>83,050</b>
<b>Net assets</b>		<b>106,523</b>	<b>107,731</b>
<b>Equity</b>			
Contributed capital	19	101,944	114,472
Reserves	20	18,662	9,128
Accumulated losses		(14,083)	(15,869)
<b>Total equity</b>		<b>106,523</b>	<b>107,731</b>

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

# Consolidated statement of changes in equity

For the year ended 30 June 2024

<b>Consolidated</b>	<b>Contributed capital \$'000</b>	<b>Treasury shares \$'000</b>	<b>Reserves \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Total equity \$'000</b>
Balance at 1 July 2022	115,784	-	11,302	(24,174)	102,912
Profit after tax for the year	-	-	-	8,305	8,305
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	8,305	8,305
Exercise of options	180	-	-	-	180
Share-based payments (note 20)	-	-	3,103	-	3,103
Tax impact on share-based payments (note 20)	-	-	5,554	-	5,554
Share buy-back (note 19)	(12,295)	-	-	-	(12,295)
Transaction costs	-	-	(28)	-	(28)
Issue of shares to Employee Share Trust (note 19)	10,803	(10,803)	-	-	-
Shares transferred to employees under LTVR scheme (note 19)	-	10,803	(10,803)	-	-
<b>Balance at 30 June 2023</b>	<b>114,472</b>	<b>-</b>	<b>9,128</b>	<b>(15,869)</b>	<b>107,731</b>

<b>Consolidated</b>	<b>Contributed capital \$'000</b>	<b>Treasury shares \$'000</b>	<b>Reserves \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Total equity \$'000</b>
Balance at 1 July 2023	114,472	-	9,128	(15,869)	107,731
Profit after tax for the year	-	-	-	1,786	1,786
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	1,786	1,786
Exercise of options	-	-	-	-	-
Share-based payments (note 20)	-	-	3,854	-	3,854
Tax impact on share-based payments (note 20)	-	-	5,680	-	5,680
Share buy-back (note 19)	(12,528)	-	-	-	(12,528)
Transaction costs	-	-	-	-	-
Issue of shares to Employee Share Trust (note 19)	-	-	-	-	-
Shares transferred to employees under LTVR scheme (note 19)	-	-	-	-	-
<b>Balance at 30 June 2024</b>	<b>101,944</b>	<b>-</b>	<b>18,662</b>	<b>(14,083)</b>	<b>106,523</b>

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



# Consolidated statement of cash flows

For the year ended 30 June 2024

	Note	Consolidated	
		2024 \$'000	2023 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		554,284	434,651
Payments to suppliers and employees (inclusive of GST)		(525,827)	(410,921)
Interest received		4,964	3,367
Interest and other finance costs paid		(1,142)	(942)
Income tax paid		(2,285)	(4,150)
Net cash from operating activities	33	29,994	22,005
<b>Cash flows from investing activities</b>			
Payment for other non-current financial assets	5,14	(2,428)	(596)
Payments for property, plant and equipment	12	(61)	(2,563)
Payments for intangibles	13	(491)	(226)
Net cash used in investing activities		(2,980)	(3,385)
<b>Cash flows from financing activities</b>			
Proceeds from exercise of share options	19	-	180
Payments for share buy-back	19	(12,092)	(12,295)
Transaction costs of issue of shares		-	(28)
Payment of principal portion of lease liabilities	6	(3,709)	(2,348)
Net cash used in financing activities		(15,801)	(14,491)
Net increase in cash and cash equivalents		11,213	4,129
Cash and cash equivalents at the beginning of the financial year		105,140	101,011
Cash and cash equivalents at the end of the financial year	8	<b>116,353</b>	<b>105,140</b>

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

# Notes to the consolidated financial statements

30 June 2024

## **NOTE 1. CORPORATE INFORMATION**

The consolidated financial statements cover Temple & Webster Group Ltd (referred to as 'Company' or 'parent entity') as a Group consisting of Temple & Webster Group Ltd and the entities it controlled at the end of, or during, the year (collectively referred to in these consolidated financial statements as the 'Group'). The consolidated financial statements are presented in Australian dollars, which is Temple & Webster Group Ltd's functional and presentation currency.

Temple & Webster Group Ltd is a for profit company incorporated and domiciled in Australia whose shares are publicly traded on the Australian Stock Exchange. The Group's principal place of business is:

Building 2/1-7 Unwins Bridge Road  
St Peters, NSW 2044

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

The consolidated financial statements were authorised for issue, in accordance with a resolution of Directors, on 13 August 2024. The Directors have the power to amend and reissue the consolidated financial statements.

## **NOTE 2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

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

### **Goodwill and other indefinite life intangible assets**

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the stated accounting policy. The recoverable amount of the cash-generating unit has been determined based on a value-in-use calculation. This calculation requires the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

### **Share-based payment transactions**

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of long-term variable remuneration ('LTVR') performance rights is determined by using either the Trinomial, Monte Carlo or Black-Scholes models, as appropriate, taking into account the terms and conditions upon which the instruments were granted. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's judgement on the number of equity instruments that will ultimately vest. The fair value of short-term variable remuneration ('STVR') performance rights is based on the market value of Temple & Webster Group Ltd shares less dividend yield at the date each performance right is accepted by the participant, or a fixed percentage of remuneration as determined by the Performance Rights Plan. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

# Notes to the consolidated financial statements

continued

## Refunds provision

In determining the level of the provision, the Group has made judgements in respect of the expected return of products, number of customers who will actually return the products and how often, and the costs of fulfilling the return.

Historical experience and current knowledge of the performance of the products have been used in determining this provision. Refer to note 17 for further details.

## Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies. Refer to note 7 for further details.

## Determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew, i.e. it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g. a change in business strategy). For the building lease, the Group has not included the renewal period as part of the lease term.

## NOTE 3. OPERATING SEGMENTS

### Identification of reportable operating segments

The Group operates in one segment being the sale of furniture, homewares and home improvement products through its online platforms. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM') in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The operating segment information is the same information as provided throughout the consolidated financial statements and therefore not duplicated. The information reported to the CODM is on at least a monthly basis.

## NOTE 4. REVENUE FROM CONTRACTS WITH CUSTOMERS

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	Consolidated	
	2024 \$'000	2023 \$'000
Sale of goods	496,670	394,402
Purchase protection	1,171	1,111
	<b>497,841</b>	<b>395,513</b>



## **Accounting policy for revenue**

### ***Revenue recognition***

AASB 15 establishes a five-step model to account for revenue arising from contracts with customers. Under the standard, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. AASB 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

### ***Contracts with customers and performance obligations***

The Group sells furniture and homewares online to both end consumers and commercial customers. Each sale represents a separate identified contract with a customer for which generally two performance obligations are expected: sales of goods and purchase protection revenue. For sales of goods, the revenue is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods, whilst purchase protection is recognised over time.

### ***Transaction price and variable consideration***

In accordance with the standard, when a performance obligation is satisfied, the Group recognises revenue to the extent of the transaction price allocated to that performance obligation, taking into account the impact of constraints arising from variable consideration. If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts provide customers with a right of return and/or trade discounts. Such provisions might give rise to variable consideration.

### ***Right-of-return***

When a contract with a customer provides a right to return the goods within a specified period, a provision for the amount of revenue related to the expected returns is recognised in the consolidated statement of financial position, and an asset for the right to recover products from customers on settling the refund liability.

### ***Deferred revenue – gift cards/store credits***

When a customer purchases a gift card, it is pre-paying for goods or services to be delivered in the future. The Group has an obligation to transfer, or stand ready to transfer, the goods or services in the future – creating a performance obligation. The Group recognises a contract liability for the prepayment and derecognises the liability (and recognises revenue) when it fulfils the performance obligation. As a result, revenue from the sale of a gift card is recognised when the Group supplies the goods upon exercise of the gift card. Store credits are treated in a similar way with the difference that no cash was received from customers when they are issued. Breakage (i.e. the customer's unexercised right) is to be estimated and recognised as revenue in proportion to the pattern of rights exercised by the customer.

### ***Deferred revenue – other***

Generally, the Group receives only short-term advances from its customers. The Group does not receive material long-term advances. The Group has decided to use the practical expedient provided under the standard to not adjust the promised amount of consideration for the effects of a significant financing component in the contracts, where the Group expects, at contract inception, that the period between the Group transfer of a promised good or service to a customer and when the customer pays for that good or service will be one year or less. The Group concludes this does not have a material impact on the Group's consolidated financial statements.

### ***Presentation and disclosure requirements***

As required for the consolidated financial statements, the Group disaggregated revenue recognised from contracts with customers into categories that depict the nature and amount. Refer above for the disclosure on disaggregated revenue.

## Notes to the consolidated financial statements

continued

### NOTE 5. INVESTMENT IN AN ASSOCIATE

Renovai, Inc is a private company incorporated in the United States that specialises in developing AI/AR interior design tools. The Group holds a 33% interest in Renovai and this is disclosed as the investment in an associate.

The Group's interest in Renovai, Inc. is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment in Renovai, Inc.

	Consolidated	
	2024 \$'000	2023 \$'000
Current assets	207	177
Non-current assets	222	79
Current liabilities	(603)	(1,168)
Non-current liabilities	(3,039)	-
Equity	(3,213)	(912)
Group's share in equity	(1,061)	(301)
Goodwill	2,726	2,726
Impairment of carrying amount	(1,665)	-
<b>Group's carrying amount of the investment</b>	<b>-</b>	<b>2,425</b>

	Consolidated	
	2024 \$'000	2023 \$'000
Revenue from contracts with customers	338	641
Expenses	(2,640)	(2,736)
Profit/(loss) before tax	(2,302)	(2,095)
Income tax expense	-	-
Profit/(loss) for the period	(2,302)	(2,095)
Other comprehensive income	-	-
Total comprehensive income for the period	(2,302)	(2,095)
<b>Group's share of loss for the period</b>	<b>(760)</b>	<b>(691)</b>

	Consolidated	
	2024 \$'000	2023 \$'000
<i>Reconciliation of share of loss of an associate</i>		
Impairment of carrying amount of investment in an associate	(1,665)	-
Group's share of loss for the period	(760)	(691)
<b>Total share of loss of an associate</b>	<b>(2,425)</b>	<b>(691)</b>

In addition to the above 33% holding in Renovai, on 6 March 2023 the Group entered into an agreement to invest US\$2,000,000 in convertible notes (the 'Notes') issued by Renovai. The Notes carry 12% interest per annum, accruing from the purchase date and payable on maturity. As at 30 June 2024 the total investment in Notes was US\$2,000,000. (2023: \$596,000).

Given the uncertainty regarding Renovai's ability to generate future economic benefits and current financial difficulty, the Group performed an impairment test in line with the requirements of AASB 136 *Impairment of Assets*. The recoverable amount of the investment in an associate was determined to be nil as at 30 June 2024, resulting in the recognition of an impairment loss of \$1,665,000.

The fair value of the Notes was also assessed in accordance with AASB 9 *Financial Instruments* and was determined to be nil as at 30 June 2024, resulting in a fair value loss of \$3,024,000.

The associate had no contingent liabilities or capital commitments as at 30 June 2024 (2023: Nil).

### **Accounting policy for investment in associate**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investment in its associate is accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Group's share of the results of operations of the associate. Any change in Other Comprehensive Income ('OCI') of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss within 'Share of loss of an associate' in the consolidated statement of profit or loss. Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated statement of profit or loss.



## Notes to the consolidated financial statements

continued

### NOTE 6. EXPENSES

	Consolidated	
	2024 \$'000	2023 \$'000
Profit/(loss) before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Right-of-use assets - buildings	4,527	3,912
Plant and equipment	363	504
Leasehold improvements	682	493
Total depreciation	5,572	4,909
<i>Amortisation</i>		
Software and websites	258	362
Total amortisation	258	362
Total depreciation and amortisation	5,830	5,271
<i>Finance costs</i>		
Interest on lease liabilities	1,207	942
Total finance costs	1,207	942
<i>Other expenses</i>		
Hosting and other IT	6,637	6,262
Consulting services	4,271	2,790
Change in fair value of other non-current financial assets (refer to note 5 and 14)	3,024	-
Fees and services	1,741	2,126
Rent, occupancy and property insurance	884	941
Travelling expenses	527	358
Other	1,277	1,270
Total other expenses	18,361	13,747
<i>Employee benefits expense</i>		
Employee benefits expense excluding superannuation	37,311	33,911
Equity-settled share-based payment expense (refer to note 20)	3,854	3,103
Cash-settled share-based payment expense (refer to note 21)	1,000	634
Superannuation contribution expense	2,766	2,428
Total employee benefits expense	<b>44,931</b>	<b>40,076</b>

## **Accounting policy for leases**

Set out below are the accounting policies of the Group in relation to AASB 16 *Leases*.

### ***Group as a lessee***

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### ***Right-of-use assets***

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. Right-of-use assets are subject to impairment, consistent with the Group's property, plant and equipment.

### ***Lease liabilities***

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

### ***Short-term leases and leases of low-value assets***

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

### ***Presentation and disclosure requirements***

As required for the consolidated financial statements, the Group has recognised the relevant Right-of-use assets and Lease liabilities in relation to the leases the Group currently holds.

## Notes to the consolidated financial statements

### continued

The changes in lease liabilities from financing activities are set out below:

<b>Consolidated</b>	<b>\$'000 Total</b>
Balance at 1 July 2022	5,099
Accretion of interest	902
Payments – principal and interest	(3,250)
New leases	22,282
<b>Balance at 30 June 2023</b>	<b>25,033</b>
Current	3,653
Non-current	21,380
Balance at 1 July 2023	25,033
Accretion of interest	1,138
Payments – principal and interest	(4,847)
Re-measurement	999
<b>Balance at 30 June 2024</b>	<b>22,323</b>
Current	4,286
Non-current	18,037

The Group classifies interest paid as cash flows from operating activities. The undiscounted potential future rental payments pertaining to lease extension options not reflected in the lease liabilities total to \$26,868,000 (2023: \$25,443,000).

#### **NOTE 7. INCOME TAX EXPENSE/(BENEFIT)**

The major components of income tax expense/(benefit) in the consolidated statement of profit or loss are:

	<b>Consolidated</b>	
	<b>2024 \$'000</b>	<b>2023 \$'000</b>
Current income tax expense	3,439	1,903
Deferred income tax expense/(benefit)	1,133	1,755
	<b>4,572</b>	<b>3,658</b>

Reconciliation of tax expense/(benefit) and the accounting profit multiplied by the Group's statutory tax rate for the current and the previous financial year:

	<b>Consolidated</b>	
	<b>2024 \$'000</b>	<b>2023 \$'000</b>
<b>Accounting profit before income tax expense/(benefit)</b>	<b>6,358</b>	<b>11,963</b>
Income tax expense at the statutory tax rate of 30%	1,907	3,589
Adjustments in respect of current income tax of previous years	(38)	(12)
Non-deductible expenses for tax purposes – share based payments	1,065	39
Non-deductible expenses for tax purposes – share of loss of an associate	727	–
Non-deductible expenses for tax purposes – change in fair value of other non-current financial assets	907	–
Non-deductible expenses for tax purposes – others	4	42
<b>Income tax expense/(benefit) reported in the consolidated statement of profit or loss</b>	<b>4,572</b>	<b>3,658</b>



## Deferred tax

Deferred tax asset recognised comprises temporary differences attributable to:

	Consolidated	
	2024 \$'000	2023 \$'000
Share-based payments	15,279	9,507
Lease liabilities	6,697	7,510
Deferred revenue	3,179	2,627
Carry-forward tax losses	2,711	4,616
Provisions for returns, refunds, inventory and bad debtors	1,860	2,174
Employee benefits	1,086	897
Deductible capital raising costs	105	200
Property, plant and equipment	167	(92)
Right-of-use assets	(6,320)	(7,379)
Accrued expenses	(1,146)	(834)
Intangibles	(795)	(807)
Investments in an associate	-	187
Foreign exchange	(47)	(377)
Prepayments	(2)	(2)
	<b>22,774</b>	<b>18,227</b>

Deferred tax assets have been recognised to the extent the Group has estimated it will be probable that future taxable amounts will be available to utilise those temporary differences. The deferred tax asset on unrecognised tax losses amounting to \$2,711,000 (2023: \$4,616,000) was recognised for the year ended 30 June 2024. The carry-forward tax losses have been recognised to the extent that it is probable that future taxable amounts will be able to be utilised in the foreseeable future. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

## Accounting for tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

## Notes to the consolidated financial statements

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### Tax consolidated group

Temple & Webster Group Ltd (the 'head entity') and its wholly-owned Australian subsidiaries formed an income tax consolidated group ('tax group') under the tax consolidation regime with effect from 4 December 2015. Each entity in the tax group continues to account for their own current and deferred tax amounts. The tax group has applied the 'group allocation' approach in determining the appropriate amount of taxes to allocate to group members. In addition to its own tax amounts, the head entity also recognises the tax arising from unused tax losses and tax credits assumed from each subsidiary in the tax group.

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

### Franking credits

The franking credits available as at 30 June 2024 is \$10,351,000 (2023: \$8,066,000) from the payment of income tax.

### NOTE 8. CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	Consolidated	
	2024 \$'000	2023 \$'000
Cash at bank	46,393	38,558
Cash on deposit	69,960	66,582
	<b>116,353</b>	<b>105,140</b>

Cash on deposit includes \$3,075,000 (2023: \$3,006,000) restricted cash balance subject to contractual restrictions and this is not available for use by the Group.

### Accounting policy for cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, and 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. For cash flow purposes, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

### NOTE 9. CURRENT ASSETS - INVENTORIES

	Consolidated	
	2024 \$'000	2023 \$'000
Stock in transit	8,852	4,545
Stock on hand	19,026	16,119
Less: Provision for impairment	(1,412)	(2,570)
	17,614	13,549
	<b>26,466</b>	<b>18,094</b>

Inventory that was recognised as an expense in the Statement of Profit or Loss amounted to \$256,794,000 (2023: \$210,827,000) for the year ended 30 June 2024 and was recognised in Cost of goods sold.

Cost of goods sold also includes the shipping costs incurred on delivery of products to customers of \$74,985,000 (2023: \$55,726,000).

### Accounting policy for inventories

Stock in transit and stock on hand are stated at the lower of cost and net realisable value. The costs of purchase of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of finished goods, materials and services. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

Both stock in transit and stock on hand are finished goods for which net realisable value is the estimated selling price in the ordinary course of business less the estimated selling costs necessary to make the sale.

### NOTE 10. CURRENT ASSETS - OTHER

	Consolidated	
	2024 \$'000	2023 \$'000
Prepayments	3,829	4,216
Right-of-return assets	224	285
Security deposits	10	46
	<b>4,063</b>	<b>4,547</b>

### NOTE 11. NON-CURRENT ASSETS - RIGHT-OF-USE ASSETS

	Consolidated	
	2024 \$'000	2023 \$'000
Buildings	29,809	29,809
Re-measurement	999	-
Less: Accumulated depreciation	(9,740)	(5,213)
	<b>21,068</b>	<b>24,596</b>

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

Consolidated	Buildings \$'000	Total \$'000
Balance at 1 July 2022	5,432	5,432
Additions	23,076	23,076
Depreciation expense	(3,912)	(3,912)
<b>Balance at 30 June 2023</b>	<b>24,596</b>	<b>24,596</b>
Balance at 1 July 2023	24,596	24,596
Re-measurement	999	999
Depreciation expense	(4,527)	(4,527)
<b>Balance at 30 June 2024</b>	<b>21,068</b>	<b>21,068</b>

Refer to note 6 for the accounting policies on right-of-use assets.



## Notes to the consolidated financial statements

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### NOTE 12. NON-CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT

	Consolidated	
	2024 \$'000	2023 \$'000
Leasehold improvements - at cost	6,904	6,897
Less: Accumulated depreciation on leasehold improvements	(1,235)	(553)
	5,669	6,344
Construction in progress	24	-
Plant and equipment - at cost	2,363	2,333
Less: Accumulated depreciation	(2,063)	(1,700)
	300	633
	<b>5,993</b>	<b>6,977</b>

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

Consolidated	Leasehold improvements \$'000	Construction in progress \$'000	Plant and equipment \$'000	Total \$'000
Balance at 1 July 2022	51	4,361	1,391	5,803
Transfer	4,361	(4,361)	-	-
Additions	2,425	-	138	2,563
Disposals	-	-	(392)	(392)
Depreciation expense	(493)	-	(504)	(997)
<b>Balance at 30 June 2023</b>	<b>6,344</b>	<b>-</b>	<b>633</b>	<b>6,977</b>
Balance at 1 July 2023	6,344	-	633	6,977
Additions	7	24	30	61
Depreciation expense	(682)	-	(363)	(1,045)
<b>Balance at 30 June 2024</b>	<b>5,669</b>	<b>24</b>	<b>300</b>	<b>5,993</b>

#### Accounting policy for property, plant and equipment

Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

Plant, machinery and equipment	2 to 20 years
Leasehold improvements	2 to 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

### NOTE 13. NON-CURRENT ASSETS - INTANGIBLES

	Consolidated	
	2024 \$'000	2023 \$'000
Goodwill - at cost	22,434	22,434
Less: Accumulated impairment	(17,902)	(17,902)
	4,532	4,532
Brands - at cost	2,781	2,781
Software and websites - at cost	3,632	3,398
Less: Accumulated amortisation	(1,568)	(1,310)
Less: Accumulated impairment	(1,474)	(1,474)
	590	614
Development costs	257	-
Other	44	44
	<b>8,204</b>	<b>7,971</b>

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

Consolidated	Goodwill \$'000	Brands \$'000	Software and websites \$'000	Development costs \$'000	Other \$'000	Total \$'000
Balance at 1 July 2022	4,532	2,781	750	-	44	8,107
Additions	-	-	-	226	-	226
Transfer of software upon completion	-	-	226	(226)	-	-
Amortisation expense	-	-	(362)	-	-	(362)
<b>Balance at 30 June 2023</b>	<b>4,532</b>	<b>2,781</b>	<b>614</b>	<b>-</b>	<b>44</b>	<b>7,971</b>
Balance at 1 July 2023	4,532	2,781	614	-	44	7,971
Additions	-	-	-	491	-	491
Transfer of software upon completion	-	-	234	(234)	-	-
Amortisation expense	-	-	(258)	-	-	(258)
<b>Balance at 30 June 2024</b>	<b>4,532</b>	<b>2,781</b>	<b>590</b>	<b>257</b>	<b>44</b>	<b>8,204</b>

# Notes to the consolidated financial statements

continued

## Impairment testing

For impairment testing, goodwill and brands acquired through business combinations are allocated to the Temple & Webster CGU ('TPW') and amounted to \$7,313,000 in the current and previous financial year. The Group performed its annual impairment test in June 2024 and June 2023. The recoverable amount of the TPW CGU was assessed based on a value-in-use calculation, using a discounted cash flow model, based on a five-year projection period including the budget approved by the Board for the financial year ended 30 June 2024. The key assumptions used to determine the value-in-use of the TPW CGU are based on the Directors' current expectations. They were considered to be reasonably achievable; however, significant changes in any of these key estimates, assumptions or regulatory environments may result in the TPW CGU carrying value exceeding its recoverable value, requiring an impairment charge to be recognised. Any reasonable possible change in any of the assumptions used did not result in an impairment charge at 30 June 2024. The key assumptions are those to which the recoverable amount of an asset or CGU is most sensitive.

The following key assumptions were used in the value-in-use calculation for the TPW CGU:

- a. 14.5% pre-tax discount rate (13.1% in the previous financial year),
- b. revenue growth in year 1 as per the next financial year budget approved by the Board (consistent approach with the previous financial year),
- c. revenue growth in years 2 to 5 calculated based on the combination of the historical growth rates over the past four years as well as external industry data (consistent approach with the previous financial year),
- d. 4% terminal growth rate in the current and the previous financial year.

In accordance with AASB 136 *Impairment of assets*, forecasts did not include estimated future cash inflows or outflows that were expected to arise from improving or enhancing the CGU's performance.

Based on the above assumptions, the calculated recoverable amount was higher than the carrying value of the TPW CGU and therefore no impairment charge was expensed to profit or loss for the year ended 30 June 2024.

No changes to the CGU structure were made in the current financial year. No reasonable possible change in assumptions would result in impairment to the CGU.

## Accounting policy for impairment of non-financial assets

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

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

## Accounting policy for intangible assets

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



## Goodwill

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

## Brands

Brand costs acquired are capitalised as an asset. These costs are not subsequently amortised as they have an indefinite useful life. They are tested annually for impairment instead.

## Software and websites

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful lives of between two to seven years.

## Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility, the Group is able to use or sell the asset, the Group has sufficient resources and intent to complete the development and its costs can be measured reliably.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of three years.

## Customer relationships

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of four years.

## NOTE 14. OTHER FINANCIAL ASSETS

	Consolidated	
	2024 \$'000	2023 \$'000
<b>Current</b>		
Foreign exchange forward contract	202	1,303
	<b>202</b>	<b>1,303</b>
<b>Non-current</b>		
Convertible notes	-	596
	<b>-</b>	<b>596</b>

The fair value of the Convertible notes was assessed in accordance with AASB 9 *Financial Instruments* and was determined to be nil as at 30 June 2024, resulting in a fair value loss of \$3,024,000. Refer to note 5 for further details.

Refer to note 23 for the accounting treatment of other financial assets.

## Notes to the consolidated financial statements

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### NOTE 15. CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	Consolidated	
	2024 \$'000	2023 \$'000
Trade payables	36,295	24,072
Accrued payables	6,880	8,565
Employee related payables	1,189	1,830
Cash-settled share-based payments (refer to note 21)	1,000	634
On-costs on share-based payments	59	37
Other payables	2,052	1,585
	<b>47,475</b>	<b>36,723</b>

#### Accounting policy for trade and other payables

These amounts represent liabilities for wages, salaries and goods and services provided to the Group prior to the end of the reporting period and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

#### Defined contribution superannuation expense

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

### NOTE 16. CURRENT LIABILITIES - EMPLOYEE BENEFITS

	Consolidated	
	2024 \$'000	2023 \$'000
Annual leave	2,083	1,806
Long service leave	528	400
	<b>2,611</b>	<b>2,206</b>

#### Accounting policy for employee benefits

##### *Employee benefits*

##### Short-term employee benefits

Liabilities recognised for salaries and wages, annual leave and any other short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured at the amounts expected to be paid when the liabilities are settled in respect of services provided by employees up to the reporting date.

##### Long-term employee benefits

The Group's net obligation in respect of long-term service benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using rates attached to bonds with sufficiently long maturities at the balance sheet date, which have maturity dates approximating to the terms of the Group's obligations.

## NOTE 17. PROVISIONS

	Consolidated	
	2024 \$'000	2023 \$'000
<b>Current provisions</b>		
Refunds and replacements	3,460	3,570
	<b>3,460</b>	<b>3,570</b>
<b>Non-current provisions</b>		
Make good obligation	1,335	1,270
	<b>1,335</b>	<b>1,270</b>

### *Movements in provisions*

Movements in each class of provision during the current financial year are set out below:

Consolidated	Make good obligation \$'000	Refunds and replacements \$'000	Total \$'000
Carrying amount at 30 June 2022	629	3,680	4,309
Additional provisions recognised	826	25,974	26,800
Amounts used	(185)	(22,182)	(22,367)
Unused amounts reversed	-	(3,902)	(3,902)
Carrying amount at 30 June 2023	1,270	3,570	4,840
Additional provisions recognised	65	27,757	27,822
Amounts used	-	(24,506)	(24,506)
Unused amounts reversed	-	(3,361)	(3,361)
<b>Carrying amount at 30 June 2024</b>	<b>1,335</b>	<b>3,460</b>	<b>4,795</b>

### **Accounting policy for provisions**

#### *Lease make good*

The provision represents the present value of the estimated costs to make good the premises leased by the Group at the end of the respective lease terms.

#### *Refunds and replacements*

The refunds provision represents the value of goods expected to be returned by customers as a result of 'change of mind' or defective and damaged goods receipted by customers. The replacement provision represents the value of goods expected to be replaced by the Group as a result of defective goods receipted by customers. The provisions are estimated based on historical data using the percentage of actual refunds and replacements against sales revenue and cost of goods sold.

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost in profit or loss.



## Notes to the consolidated financial statements

continued

### NOTE 18. CURRENT LIABILITIES - DEFERRED REVENUE

	Consolidated	
	2024 \$'000	2023 \$'000
Deferred revenue	21,156	13,665

Movements in deferred revenue during the current financial year are set out below:

	Deferred revenue \$'000
Carrying amount at 1 July 2022	14,072
Additional revenue deferred	395,106
Revenue recognised	(395,513)
Carrying amount at 30 June 2023	13,665
Additional revenue deferred	505,332
Revenue recognised	(497,841)
<b>Carrying amount at 30 June 2024</b>	<b>21,156</b>

Refer to note 4 for the accounting policies on deferred revenue.

### NOTE 19. EQUITY - CONTRIBUTED CAPITAL AND TREASURY SHARES

	Consolidated			
	2024 Shares	2023 Shares	2024 \$'000	2023 \$'000
Ordinary shares - fully paid	118,570,156	120,253,448	101,944	114,472

#### Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2022	120,514,583		115,784
Issue of shares to Employee Share Trust	29 July 2022	378,921	\$3.71	1,406
Exercise of options	22 December 2022	181,026	\$0.99	180
Issue of shares to Employee Share Trust	28 December 2022	1,875,172	\$5.01	9,397
Shares bought back and cancelled	see 'Ordinary shares' note below	(2,696,254)		(12,295)
Balance	30 June 2023	120,253,448		114,472
Shares bought back and cancelled	see 'Ordinary shares' note below	(1,683,292)		(12,528)
<b>Balance</b>	<b>30 June 2024</b>	<b>118,570,156</b>		<b>101,944</b>

## Movements in treasury shares

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2022	-		-
Shares purchased under LTVR scheme	29 July 2022	(378,921)	\$3.71	(1,406)
Shares transferred to employees under LTVR scheme	29 July 2022	378,921	\$3.71	1,406
Shares purchased under LTVR scheme	28 December 2022	(1,875,172)	\$5.01	(9,397)
Shares transferred to employees under LTVR scheme	28 December 2022	1,875,172	\$5.01	9,397
Balance	30 June 2023	-		-
Shares purchased under LTVR scheme		-		-
Shares transferred to employees under LTVR scheme		-		-
<b>Balance</b>	<b>30 June 2024</b>	<b>-</b>		<b>-</b>

## Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

On 3 April 2023, the Group initiated an on-market share buy-back program up to a maximum value of \$30,000,000 for a period up to 12 months from initiation. The program concluded on 19 March 2024, following which the Group initiated a new on-market share buy-back program up to a maximum value of \$30,000,000 on 17 June 2024.

During the year ended 30 June 2024, the Group purchased 1,735,838 ordinary shares (2023: 2,697,582) on issue at average price of \$7.22 (2023: \$4.56) under the on-market share buy-back programs. Of the total shares bought back, 1,683,292 ordinary shares (2023: 2,696,254) were cancelled as at 30 June 2024.

## Treasury shares

Treasury shares represent own equity instruments which are issued or acquired for later payment as part of employee share-based payment arrangements and deducted from equity. These shares are held in trust by the trustee of the Temple & Webster Group Ltd Employee Share Trust and vest in accordance with the conditions attached to the granting of the shares. The accounting policy applied in respect of share-based payments is disclosed in note 21. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

## Capital risk management

The Group's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital. Capital is regarded as total equity, as recognised in the consolidated statement of financial position, plus net debt. Net debt is calculated as total borrowings and trade and other payables, less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group would look to raise capital when an opportunity to invest in a business or company is seen as value adding relative to the current Company's share price at the time of the investment. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2024 and 30 June 2023. The Group used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives in the financial year ended 30 June 2024 and 30 June 2023.

## Accounting policy for contributed 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.

# Notes to the consolidated financial statements

continued

## NOTE 20. EQUITY - RESERVES

	Consolidated	
	2024 \$'000	2023 \$'000
Share-based payments reserve	18,662	9,128
	<b>18,662</b>	<b>9,128</b>

### Accounting policy for reserves

#### Share-based payments reserve

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

Shares issued to employees by the Temple & Webster Employee Share Trust are recognised against the reserve.

#### Movements in reserves

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

Consolidated	Share-based payments \$'000
Balance at 1 July 2022	11,302
Transaction Cost	(28)
Shares issued to employees under LTVR scheme	(10,803)
Share-based payments	3,103
Tax impact on share-based payments	5,554
<b>Balance at 30 June 2023</b>	<b>9,128</b>
Transaction Cost	-
Shares issued to employees under LTVR scheme	-
Share-based payments	3,854
Tax impact on share-based payments	5,680
<b>Balance at 30 June 2024</b>	<b>18,662</b>



## NOTE 21. SHARE-BASED PAYMENTS

Long-Term Variable Remuneration ("LTVR") plans were established by the Group and approved by the Board, whereby the Group may, at the discretion of the Nomination and Remuneration Committee, grant performance rights, options or restricted rights over ordinary shares in the Company to employees and directors of the Group. The performance rights are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee. The options are issued at a pre-determined consideration amount and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee. The restricted rights are issued based on participants sacrificing a portion of their salary in return for a grant of restricted rights. The LTVR performance targets are based on share price hurdles, total shareholder returns or earnings per share which are set at the beginning of the performance period and are aligned to business level strategic priorities. Each participant is required to meet a service condition for performance rights to vest.

Set out below are summaries of performance rights granted under the LTVR plans as at 30 June 2024:

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Vested but not exercised	Exercised	Expired/ forfeited/ replaced	Balance at the end of the year
28/06/2021	30/06/2023	\$0.00	109,705	-	-	-	(109,705)	-
21/12/2021	30/06/2024	\$0.00	104,083	-	-	-	-	104,083
30/06/2022	30/06/2026	\$0.00	538,756	-	-	-	(538,756)	-
11/05/2023	30/06/2025	\$0.00	272,728	-	-	-	-	272,728
13/11/2023	30/06/2026	\$0.00	-	195,144	-	-	-	195,144
1/12/2023	31/08/2025	\$0.00	-	18,509	-	-	-	18,509
1/12/2023	31/08/2026	\$0.00	-	18,509	-	-	-	18,509
1/04/2024	31/08/2025	\$0.00	-	3,022	-	-	-	3,022
1/04/2024	31/08/2026	\$0.00	-	3,022	-	-	-	3,022
			<b>1,025,272</b>	<b>238,206</b>	<b>-</b>		<b>(648,461)</b>	<b>615,017</b>

The weighted average remaining contractual life of performance rights outstanding at the end of the 2024 financial year was 1.19 years.

Set out below are summaries of performance rights granted under the LTVR plans as at 30 June 2023:

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Vested but not exercised	Exercised	Expired/ forfeited/ replaced	Balance at the end of the year
1/07/2018	31/08/2021	\$0.00	328,923	-	-	(328,923)	-	-
15/02/2019	31/08/2021	\$0.00	50,000	-	-	(50,000)	-	-
1/07/2018	31/08/2022	\$0.00	500,000	-	-	(500,000)	-	-
1/07/2018	31/08/2022	\$0.00	1,300,000	-	-	(1,300,000)	-	-
1/07/2019	31/08/2022	\$0.00	75,172	-	-	(75,172)	-	-
28/06/2021	30/06/2023	\$0.00	110,541	-	-	-	(836)	109,705
21/12/2021	30/06/2024	\$0.00	109,158	-	-	-	(5,075)	104,083
30/06/2022	30/06/2026	\$0.00	538,756	-	-	-	-	538,756
11/05/2023	30/06/2025	\$0.00	-	272,728	-	-	-	272,728
			<b>3,012,550</b>	<b>272,728</b>	<b>-</b>	<b>(2,254,095)</b>	<b>(5,911)</b>	<b>1,025,272</b>

The weighted average remaining contractual life of performance rights outstanding at the end of the 2023 financial year was 2.21 years.

## Notes to the consolidated financial statements

continued

Of the LTVR performance rights granted during the current financial year on 13 November 2023, 50% of the LTVR performance rights have a market vesting condition based on the Group's Total Shareholder Return (TSR) as compared to TSR of the ASX 300 Industrials Total Return Index and the remaining 50% of the LTVR performance rights have a non-market vesting condition based on the achievement of a certain Earnings Per Share Growth ('EPSG') target.

For the LTVR performance rights granted to the executive and management team with a TSR target, the valuation model inputs used to determine the fair value at the grant date is as follows:

Grant date	Vesting date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
13/11/2023	30/06/2026	\$6.61	\$0.00	57%	-	4.31%	\$4.61

For the LTVR performance rights granted to the executive and management team with an EPSG target, the share price on the grant date is determined to be the fair value at the grant date of \$6.61.

The Group also granted new LTVR performance rights ('retention rights') for the selected management team during the current financial year on 1 December 2023 and 1 April 2024. These retention rights have a service condition attached as per which participants should remain in continued service with the Group during the vesting period. For the retention rights, the share price on the grant date is determined to be the fair value at the grant date of \$8.10 and \$12.23 for retention rights granted on 1 December 2023 and 1 April 2024 respectively.

Nil dividend yield was used in the valuation of the share-based payments granted in the current financial year.

For the LTVR performance rights granted during the previous financial years, the valuation model inputs used to determine the fair value at the grant date are as follows:

Grant date	Vesting date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
1/07/2018	31/08/2021	\$0.76	\$0.00	60.00%	-	2.20%	\$0.37
1/07/2018	31/08/2022	\$0.76	\$0.00	58.00%	-	2.19%	\$0.76
1/07/2018	31/08/2022	\$0.76	\$0.00	58.00%	-	2.19%	\$0.39
1/07/2019	31/08/2022	\$1.38	\$0.00	60.00%	-	0.95%	\$0.60
28/06/2021	30/06/2023	\$11.52	\$0.00	66.16%	-	0.02%	\$8.71
21/12/2021	30/06/2024	\$10.09	\$0.00	63.12%	-	0.76%	\$5.90
11/05/2023	30/06/2025	\$3.77	\$0.00	67.76%	-	3.03%	\$2.36

Set out below are summaries of options granted under the LTVR and salary sacrifice plans as at 30 June 2024:

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Vested but not exercised	Expired/ forfeited/ replaced	Balance at the end of the year
1/07/2018	31/08/2022	\$0.74	5,000,000	-	5,000,000	-	5,000,000
27/11/2018	30/06/2021	\$0.99	362,052	-	362,052	-	362,052
30/11/2022	31/08/2026	\$7.06	1,200,000	-	-	-	1,200,000
30/11/2022	31/08/2026	\$9.53	1,200,000	-	-	-	1,200,000
30/11/2022	31/08/2026	\$12.86	1,200,000	-	-	-	1,200,000
			<b>8,962,052</b>	<b>-</b>	<b>5,362,052</b>	<b>-</b>	<b>8,962,052</b>

For the LTVR and salary sacrifice options granted during the previous financial years to the CEO and Non-Executive Directors ('NED'), and still outstanding as at 30 June 2024, the valuation model inputs used to determine the fair value at the grant date are as follows:

Grant date	Vesting date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
1/07/2018	31/08/2022	\$0.76	\$0.74	58.00%	-	2.19%	\$0.352
27/11/2018	30/06/2021	\$0.76	\$0.99	60.00%	-	2.20%	\$0.594
30/11/2022	31/08/2026	\$5.27	\$7.06	71.54%	-	3.51%	\$3.860
30/11/2022	31/08/2026	\$5.27	\$9.53	71.54%	-	3.51%	\$3.630
30/11/2022	31/08/2026	\$5.27	\$12.86	71.54%	-	3.51%	\$3.400

Set out below are summaries of restricted rights granted under the LTVR plans as at 30 June 2024 and fair value:

Grant date	Vesting date	Fair value	Balance at the start of the year	Granted	Vested but not exercised	Expired/ forfeited/ replaced	Balance at the end of the year
12/11/2021	12/11/2021	\$10.86	9,729	-	9,729	-	9,729
11/05/2023	11/05/2023	\$3.77	33,928	-	33,928	-	33,928
			<b>43,657</b>	<b>-</b>	<b>43,657</b>	<b>-</b>	<b>43,657</b>

Cash-settled share-based payments of \$1,000,000 were granted under the STVR Plan on 1 July 2023 and vested on 30 June 2024 (2023; \$634,000). The STVR is dependent on meeting Group and individual performance objectives and each participant is also required to meet a service condition.

### Accounting policy for share-based payments

#### Equity-settled transactions

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. The cost of equity-settled transactions is measured at fair value on grant date. For the LTVR performance rights or options, fair value is independently determined using either the Trinomial, Monte Carlo or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option, together with non-vesting conditions and hurdles that do not determine whether the Group receives the services that entitle the employees to receive payment. For the STVR performance rights the valuation model used to determine the fair value at the issue date is based on the market value of Temple & Webster Group Ltd shares less dividend yield at the date each performance right was accepted by the participant, or a fixed percentage of remuneration as determined by the Performance Rights Plan.

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

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

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

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

## Notes to the consolidated financial statements

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

### **Cash-settled transactions**

A liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefits expense (refer to note 6). The fair value is expensed over the period until the vesting date with recognition of a corresponding liability and is determined as a percentage of the fixed remuneration.

### **NOTE 22. EQUITY - DIVIDENDS**

There were no dividends paid, recommended or declared during the current or previous financial year.

### **NOTE 23. FINANCIAL INSTRUMENTS**

#### **Financial risk management objectives**

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk) and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a quarterly basis.

#### **Market risk**

##### **Foreign currency risk**

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group uses foreign exchange forward contracts to manage some of its transaction exposures resulting from purchases in USD. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to six months. The foreign exchange forward contract balances vary with the level of expected foreign currency purchases and changes in foreign exchange forward rates. The foreign exchange forward contracts are measured at fair value through profit or loss.

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

	Assets		Liabilities	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Consolidated				
Trade and other payables	-	-	902	1,864
Foreign exchange forward contracts	202	1,303	-	-
Convertible notes	-	596	-	-
	<b>202</b>	<b>1,899</b>	<b>902</b>	<b>1,864</b>

Based on this position, the Group is not exposed to any significant foreign currency sensitivity from its existing assets or liabilities.



### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not materially exposed to any significant interest rate risk.

### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is not materially exposed to any significant credit risk. All cash and cash equivalents are held by well-established banks, hence the expected default rate for these institutions is highly unlikely. All receivables are neither past due nor impaired.

### Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable. The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

### Remaining contractual maturities

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

Consolidated – 2024	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	36,295	-	-	-	36,295
Other payables	-	2,052	-	-	-	2,052
Total non-interest bearing		38,347	-	-	-	38,347
<i>Interest bearing</i>						
Lease liabilities	4.8	5,255	4,468	7,811	10,980	28,514
<b>Total non-derivatives</b>		<b>43,602</b>	<b>4,468</b>	<b>7,811</b>	<b>10,980</b>	<b>66,861</b>

Consolidated – 2023	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	24,072	-	-	-	24,072
Other payables	-	1,585	-	-	-	1,585
Total non-interest bearing		25,657	-	-	-	25,657
<i>Interest bearing</i>						
Lease liabilities	4.7	4,731	5,123	9,188	13,050	32,092
<b>Total non-derivatives</b>		<b>30,388</b>	<b>5,123</b>	<b>9,188</b>	<b>13,050</b>	<b>57,749</b>

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

# Notes to the consolidated financial statements

continued

## Accounting policy for financial instruments

### AASB 9 *Financial Instruments*

A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and are solely principal and interest. All other financial assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in Other Comprehensive Income ('OCI').

Impairment requirements use an Expected Credit Loss ('ECL') model to recognise an allowance. Impairment is measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted.

### Financial assets – classification and measurement

The Group classifies its financial assets into the following categories: those to be measured subsequently at fair value (either through OCI, or profit or loss) and those to be held at amortised cost. Classification depends on the business model for managing the financial assets and the contractual terms of the cash flows.

At initial recognition, the Group measures its current financial assets at amortised cost at fair value plus transaction costs unless otherwise stated. These financial assets are subsequently measured using the Effective Interest Rate ('EIR') method and are subject to impairment.

For Trade and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Other current financial assets and other non-current financial assets are initially and subsequently measured at fair value through profit or loss, whilst all transaction costs are expensed immediately at initial recognition. Gains and losses are recognised in the profit or loss.

### Financial liabilities

Financial liabilities are classified, at initial recognition, as payables at amortised cost or as derivatives at fair value through profit or loss. The Group's financial liabilities include Trade and other payables and Derivative financial instruments.

The Trade and other payables are recognised initially at fair value plus transaction costs. These financial liabilities are subsequently measured at amortised cost using the EIR method.

### Derivatives

The Group uses derivative financial instruments to hedge its risks associated with foreign currency fluctuations arising from operating activities. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

## NOTE 24. FAIR VALUE MEASUREMENT

The carrying amounts of trade and other receivables, trade and other payables and other financial liabilities approximate their fair values due to their short-term nature. The carrying amounts of current financial assets and derivatives are initially recognised at fair value on the date on which the transaction occurs or the contract is entered into and are subsequently remeasured at fair value.

### Accounting policy for fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances, and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Derivatives held by the Group are considered to be Level 2, apart from the current financial asset which is considered to be Level 3. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

## NOTE 25. KEY MANAGEMENT PERSONNEL DISCLOSURES

### Compensation

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

	Consolidated	
	2024 \$	2023 \$
Fixed short-term employee benefits	1,826,924	1,550,617
Post-employment benefits	134,510	113,914
Variable short-term employee benefits	262,356	147,540
Share-based payment	3,735,543	2,475,999
	<b>5,959,233</b>	<b>4,288,070</b>

## NOTE 26. REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by Ernst & Young Australia, the auditor of the Group:

	Consolidated	
	2024 \$	2023 \$
<i>Audit services - Ernst &amp; Young Australia</i>		
Audit or review of the financial report	304,882	271,440
<i>Other services - Ernst &amp; Young Australia</i>		
Due diligence	95,000	-
Other tax services	64,000	7,000
Tax compliance	39,250	40,016
Other	3,500	14,000
	<b>506,632</b>	<b>332,456</b>

## NOTE 27. CONTINGENT LIABILITIES

The Group had no contingent liabilities at 30 June 2024 and 30 June 2023.

# Notes to the consolidated financial statements

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### NOTE 28. COMMITMENTS

The Group had no capital commitments at 30 June 2024.

### NOTE 29. RELATED PARTY TRANSACTIONS

#### Parent entity

Temple & Webster Group Ltd is the parent entity.

#### Subsidiaries

Interests in subsidiaries are set out in note 31.

#### Key management personnel

Disclosures relating to key management personnel are set out in note 25 and the Remuneration report included in the Directors' report.

#### Transactions with related parties

No transactions with related parties other than key management personnel occurred in the current and previous financial year.

#### Receivable from and payable to related parties

There were no outstanding balances in relation to transactions with related parties at the current and previous reporting date.

#### Loans to/from related parties

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

### NOTE 30. PARENT ENTITY INFORMATION

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

#### Consolidated statement of profit or loss and other comprehensive income

	2024 \$'000	2023 \$'000
Loss after income tax	(4,584)	(5,811)
Total comprehensive loss	<b>(4,584)</b>	<b>(5,811)</b>

#### Consolidated statement of financial position

	2024 \$'000	2023 \$'000
Total current assets	77,915	72,235
Total assets	83,956	78,275
Total current liabilities	38,568	25,310
Total liabilities	38,568	25,310
Net assets	45,388	52,965
Equity		
Contributed capital	119,868	132,395
Reserves	13,885	4,351
Accumulated losses	(88,365)	(83,781)
<b>Total equity</b>	<b>45,388</b>	<b>52,965</b>



### Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023.

### Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

### Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2024 and 30 June 2023.

### Material accounting policies

The accounting policies of the parent entity are consistent with those of the Group except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and their receipt may be an indicator of an impairment of the investment.

### Deed of cross guarantee

The parent entity is a party to a deed of cross guarantee (refer to note 32).

## NOTE 31. INTERESTS IN SUBSIDIARIES

The consolidated financial statements of the Group include the following subsidiaries:

Name	Principal place of business/Country of incorporation	Country of tax residency	Ownership interest	
			2024 %	2023 %
Temple & Webster Pty Ltd	Australia	Australia	100.00%	100.00%
Temple & Webster Services Pty Ltd	Australia	Australia	100.00%	100.00%
TPW Group Services Pty Ltd	Australia	Australia	100.00%	100.00%
Milan Direct Group Investments Pty Ltd	Australia	Australia	100.00%	100.00%
Milan Direct Pty Ltd	Australia	Australia	100.00%	100.00%
Milan Direct UK Pty Ltd	Australia	Australia	100.00%	100.00%
Temple & Webster NZ Ltd	New Zealand	New Zealand	100.00%	100.00%
Temple & Webster Group Ltd Employee Share Trust	Australia	Australia	100.00%	100.00%

The principal continuing activities of the Group consisted of the sale of furniture, homewares and home improvements products.

## Notes to the consolidated financial statements

continued

### NOTE 32. DEED OF CROSS GUARANTEE

The following entities are party to a deed of cross guarantee under which each company guarantees the debts of the others:

- Temple & Webster Group Ltd (Holding entity)
- Temple & Webster Pty Ltd
- Temple & Webster Services Pty Ltd
- TPW Group Services Pty Ltd
- Milan Direct Group Investments Pty Ltd
- Milan Direct Pty Ltd
- Milan Direct UK Pty Ltd

By entering into the deed, the wholly-owned Australian entities have been relieved from the requirement to prepare financial statements and directors' reports under ASIC Corporations ('Wholly-owned Companies') Instrument 2016/785 issued by the Australian Securities and Investments Commission ('ASIC').

The above companies represent a 'Closed Group' for the purposes of the ASIC Instrument, and as there are no other parties to the deed of cross guarantee that are controlled by Temple & Webster Group Ltd, they also represent the 'Extended Closed Group'.

The consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position are substantially the same as the Group and therefore have not been separately disclosed.

### NOTE 33. RECONCILIATION OF PROFIT AFTER TAX TO NET CASH USED IN OPERATING ACTIVITIES

	Consolidated	
	2024 \$'000	2023 \$'000
Profit after tax for the year	1,786	8,305
Adjustments for:		
Share-based payment expense	3,854	3,103
Depreciation and amortisation	5,830	5,271
Loss on disposal of fixed assets	-	392
Deferred income tax (benefit)/expense	1,133	1,720
Change in fair value of other non-current assets	3,024	-
Share of loss of an associate	2,425	691
Interest on make-good	65	-
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(774)	(294)
(Increase)/decrease in inventories	(8,372)	8,267
(Increase)/decrease in tax receivables	329	(329)
(Increase)/decrease in other assets	474	(433)
(Increase)/decrease in other current financial assets	1,101	420
Increase/(decrease) in trade and other payables	10,315	(2,951)
Increase/(decrease) in employee benefits	598	396
Increase/(decrease) in other provisions	(110)	(263)
Increase/(decrease) in deferred revenue	7,491	(407)
Increase/(decrease) in income tax payable	825	(1,883)
<b>Net cash from operating activities</b>	<b>29,994</b>	<b>22,005</b>

## NOTE 34. EARNINGS PER SHARE

	Consolidated	
	2024 \$'000	2023 \$'000
Profit after income tax attributable to the owners of Temple & Webster Group Ltd	1,786	8,305
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	119,175,160	121,770,049
Effects of dilution from share-based payments	5,778,688	4,963,211
Weighted average number of ordinary shares used in calculating diluted earnings per share	124,953,848	126,733,260
	Cents	Cents
Basic earnings per share	1.50	6.82
Diluted earnings per share	1.43	6.55

### Accounting policy for earnings per share

#### *Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Temple & Webster Group Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

#### *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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

## NOTE 35. MATERIAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out either in the respective notes or below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### New, revised or amending Accounting Standards and Interpretations adopted

The accounting policies adopted in the preparation of the Group's annual consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 30 June 2024. Several amendments and interpretations apply for the first time in the current financial year, but do not have an impact on the annual consolidated financial statements of the Group. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

### Basis of preparation

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

The consolidated financial statements provide comparative information in respect of the previous period with the exception of new accounting standards adopted in the period.

### Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention except for financial instruments, which are measured at fair value.

# Notes to the consolidated financial statements

continued

## **Critical accounting estimates**

The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 2.

## **Changes in Presentation**

There have been no changes in presentation during the current financial year.

## **Parent entity information**

In accordance with the Corporations Act 2001, these consolidated financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 30.

## **Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Temple & Webster Group Ltd as at 30 June 2024 and the results of all subsidiaries for the year then ended.

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

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

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

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

## **Foreign currency translation**

### ***Foreign currency transactions***

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

### ***Foreign operations***

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

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



### **Current and non-current classification**

Assets and liabilities are presented in the consolidated statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

### **Investments and other financial assets**

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### **Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

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

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

### **Rounding of amounts**

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

### **NOTE 36. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2024. Management is currently assessing the impact of these standards on the Group's financial statements in the year of initial application.

### **NOTE 37. EVENTS AFTER THE REPORTING PERIOD**

There has been no matter or circumstance that has arisen since 30 June 2024 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

# Consolidated entity disclosure statement

30 June 2024

Name	Entity Type	Body corporate country of Incorporation	Country of tax residence	Body corporate % of ownership interest	
				2024 %	2023 %
Temple & Webster Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
Temple & Webster Services Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
TPW Group Services Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
Milan Direct Group Investments Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
Milan Direct Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
Milan Direct UK Pty Ltd	Body corporate	Australia	Australia	100.00%	100.00%
Temple & Webster NZ Ltd	Body corporate	New Zealand	New Zealand	100.00%	100.00%
Temple & Webster Group Ltd Employee Share Trust	Body corporate	Australia	Australia	100.00%	100.00%

# Directors' declaration

30 June 2024

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In the Directors' opinion:

- the attached consolidated financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached consolidated financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 35 to the consolidated financial statements;
- the attached consolidated financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act is true and correct;
- there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 32 to the consolidated financial statements.

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

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

On behalf of the Directors



**Stephen Heath**  
*Chair*

13 August 2024  
Sydney

# Independent auditor's report



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## Independent auditor's report to the members of Temple & Webster Group Ltd

### Report on the audit of the financial report

#### Opinion

We have audited the financial report of Temple & Webster Group Ltd (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2024 and of its consolidated financial performance for the year ended on that date; and
- b. Complying with Australian Accounting Standards and the Corporations Regulations 2001.

#### Basis for opinion

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

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

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial report section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

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Why significant	How our audit addressed the key audit matter
<p>As disclosed in note 4 to the financial report, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.</p> <p>The majority of the Group's revenue transactions are completed through the "drop-ship" model, whereby suppliers deliver goods directly to the Group's customers. The Group is the principal in these transactions; therefore, revenue is recognised as the gross selling price net of rebates and discounts.</p> <p>Revenue is only recognised when delivery of goods is made to the customer. Judgement is required in determining the date of delivery in instances where an order has been shipped, but delivery status remains unknown at the year end date.</p> <p>Due to the judgement involved in this assessment, the volume of online retail transactions processed on a daily basis, and the arrangements in place with suppliers, the timing of when revenue and deferred revenue is recognised is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>- Assessed the design of relevant controls in place relating to the recognition and measurement of revenue transactions.</li> <li>- Used data analytical procedures to corroborate expected correlations between revenue, cash and deferred revenue.</li> <li>- Selected a sample of revenue transactions during the financial year and subsequent to 30 June 2024 and tested whether revenue was recognised in the correct period. This included testing whether revenue transactions were recognised as deferred revenue at balance date where applicable.</li> <li>- Selected a sample of customer returns and credit notes issued post 30 June 2024 relating to sales recognised in the 2024 financial year and tested whether revenue was recognised in the correct period.</li> <li>- Assessed whether the Group's revenue recognition accounting policy applied to the terms and conditions of sale was in accordance with the requirements Australian Accounting Standards.</li> <li>- Assessed the adequacy of the financial report disclosures relating to revenue contained in note 4.</li> </ul>

**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 Group's 2024 annual report, 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 we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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 Group are responsible for the preparation of:

- a. The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and;
- b. The consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of:
  - i. The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
  - ii. The consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

#### Auditor's responsibilities for the audit of the financial report

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

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

- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

## Report on the audit of the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 50 to 67 of the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Temple & Webster Group Ltd for the year ended 30 June 2024, complies with section 300A of the Corporations Act 2001.



#### Responsibilities

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

*Ernst & Young*

Ernst & Young

*Rudman*

Rachel Rudman  
Partner  
Sydney  
13 August 2024



# Shareholder information

The shareholder information set out below is applicable as at 23 August 2024.

## NUMBER OF EQUITY SECURITY HOLDERS

The number of holders of Ordinary equity securities was 6,341.

The number of holders of unquoted Performance Rights was 15.

The number of holders of unquoted Options was 3.

The number of holders of unquoted Restricted rights was 3.

## VOTING RIGHTS

The voting rights attaching to each class of equity securities are set out below:

### Ordinary shares

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

### Performance Rights

Holders of Performance Rights do not have any voting rights.

### Options

Holders of Options do not have any voting rights.

## DISTRIBUTION OF EQUITY SECURITIES

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

Range	Securities	%	No. of holders of ordinary shares	%
100,001 and Over	110,818,389	93.50	30	0.47
10,001 to 100,000	3,008,192	2.54	103	1.62
5,001 to 10,000	955,773	0.81	128	2.02
1,001 to 5,000	2,227,847	1.88	991	15.63
1 to 1,000	1,506,081	1.27	5,089	80.26
<b>Total</b>	<b>118,516,282</b>	<b>100.00</b>	<b>6,341</b>	<b>100.00</b>

## Shareholder information

continued

### DISTRIBUTION OF UNQUOTED EQUITY SECURITIES

Analysis of number of unquoted performance rights holders by size of holding:

Range	Securities	%	No. of holders of ordinary shares	%
100,001 and Over	-	-	-	-
10,001 to 100,000	498,846	97.63	13	93.33
5,001 to 10,000	12,088	2.37	2	6.67
1,001 to 5,000	-	-	-	-
1 to 1,000	-	-	-	-
<b>Total</b>	<b>510,934</b>	<b>100.00</b>	<b>15</b>	<b>100.00</b>

Analysis of number of unquoted option holders by size of holding:

Range	Securities	%	No. of holders of ordinary shares	%
100,001 and Over	8,962,052	100.00	3	100.00
10,001 to 100,000	-	-	-	-
5,001 to 10,000	-	-	-	-
1,001 to 5,000	-	-	-	-
1 to 1,000	-	-	-	-
<b>Total</b>	<b>8,962,052</b>	<b>100.00</b>	<b>3</b>	<b>100.00</b>

Analysis of number of unquoted restricted rights holders by size of holding:

Range	Securities	%	No. of holders of ordinary shares	%
100,001 and Over	-	-	-	-
10,001 to 100,000	37,275	85.38	2	66.67
5,001 to 10,000	6,382	14.62	1	33.33
1,001 to 5,000	-	-	-	-
1 to 1,000	-	-	-	-
<b>Total</b>	<b>43,657</b>	<b>100.00</b>	<b>3</b>	<b>100.00</b>

### SUBSTANTIAL HOLDERS

Substantial holders as disclosed in substantial holding notices given to the Company are:

	Ordinary shares held	% of issued shares
Kinderhook 2 LP	14,237,159	11.80
Australian Super Pty Ltd	14,126,079	11.49
Timothy M Riley and associated parties (Riley Shareholders)	9,250,000	7.52
Tackelly Pty Limited ATF Tackelly Trust	6,076,646	5.12

## MARKETABLE PARCEL

The number of holders holding less than a marketable parcel of Ordinary securities was 333.

## TWENTY LARGEST QUOTED EQUITY SECURITY HOLDERS

The names of the 20 largest holders of quoted equity securities as per the Group's share register are listed below:

Name	Ordinary Shares held	% of issued shares
CITICORP NOMINEES PTY LIMITED	36,679,163	30.95
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	32,161,438	27.14
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	19,115,276	16.13
NETWEALTH INVESTMENTS LIMITED	7,071,195	5.97
AP ECOMMERCE PTY LTD	1,927,828	1.63
MIRRABOOKA INVESTMENTS LIMITED	1,763,483	1.49
PALM BEACH NOMINEES PTY LIMITED	1,444,079	1.22
NATIONAL NOMINEES LIMITED	1,294,861	1.09
BRIAN SHANAHAN & JACCQUELINE SHANAHAN	1,151,469	0.97
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,119,891	0.94
BNP PARIBAS NOMS PTY LTD	974,664	0.82
BNP PARIBAS NOMINEES PTY LTD	914,136	0.77
BNP PARIBAS NOMINEES PTY LTD	637,662	0.54
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	563,372	0.48
HINGTAI PTY LTD	450,000	0.38
ADAM RICHARD MCWHINNEY	407,408	0.34
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	400,000	0.34
MR ANTHONY SCOTT COOK	344,433	0.29
AMCIL LIMITED	312,492	0.26
MR MICHAEL ROSS HENRIQUES	305,127	0.26
<b>Total</b>	<b>109,037,977</b>	<b>92.00</b>
<b>Balance of register</b>	<b>9,478,305</b>	<b>8.00</b>
<b>Grand total</b>	<b>118,516,282</b>	<b>100.00</b>

## ON-MARKET BUY-BACK

The Company announced an on-market share buy-back program on 16 March 2024. Please refer to note 19 for more details regarding the buy-back.

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# Corporate directory

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<b>Directors</b>	Stephen Heath, Chair and Independent Non-Executive Director Conrad Yiu, Deputy Chair and Non-Executive Director Belinda Rowe, Independent Non-Executive Director Melinda Snowden, Independent Non-Executive Director Mark Coulter, Chief Executive Officer and Managing Director
<b>Company Secretary</b>	Lisa Jones
<b>Registered office/ principal place of business</b>	Building 2/1-7 Unwins Bridge Road St Peters, NSW 2044
<b>Share registry</b>	Link Market Services Limited Level 12 680 George Street Sydney, NSW 2000  Share registry telephone: 1300 554 474
<b>Auditor</b>	Ernst & Young 200 George Street Sydney NSW 2000
<b>Stock exchange listing</b>	Temple & Webster Group Ltd shares are listed on the Australian Securities Exchange (ASX code: TPW)
<b>Website</b>	<a href="http://www.templeandwebstergroup.com.au">www.templeandwebstergroup.com.au</a>
<b>Corporate Governance Statement</b>	Refer to the Group's website for all corporate governance information: <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a>

TEMPLE &  
WEBSTER