

A woman in a light blue leotard is performing a handstand in a dance studio. She is balancing on her hands, with her legs raised high and one leg extended horizontally. The studio has a wooden floor, a ballet barre, and large windows with white curtains. The lighting is bright and even.

VIVA
LEISURE

VIVA LEISURE LIMITED

**Interim Financial Statements
For the half Year Ended 31 December 2024**

Viva Leisure Group

Interim Financial Statements for the Half-Year Ended 31 December 2024

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DIRECTORS' REPORT

The Directors of Viva Leisure Limited (Viva Leisure) present their Report together with the financial statements of the Consolidated Entity, being Viva Leisure Limited (the Company) and its controlled entities (Viva Leisure Group or the Group) for the half-year ended 31 December 2024.

Directors

The following persons were Directors of Viva Leisure during or since the end of the financial half-year:

- Rhys Holleran
- Harry Konstantinou
- Louise Bolger
- Andrew Burns

Review of Operations and Financial Results

Financial highlights for the period:

- Total revenues were \$99.0 million compared with \$79.1 million in the half year ended 31 December 2023 (25.2% increase);
- The Group recorded a profit after tax of \$1.95 million compared with \$1.51 million in the half year ended 31 December 2023 (29.1% increase).

Operational highlights for the period

Key Metrics	31 December 2024	31 December 2023	Variance	Variance
	\$m	\$m	\$	%
Financial				
Revenue	99.0	79.1	19.9	25.2%
EBITDA ¹	21.0	16.6	4.4	26.2%
EBITDA % of Revenue	21.2%	21.0%		
Revenue by Operating Category				
Revenue from health club services	88.5	71.6	16.9	23.6%
Revenue from franchise operations ³	3.9	4.5	(0.6)	(13.3%)
Revenue from technology, payments and other services	6.4	2.9	3.5	120.7%
Other revenue	0.2	0.1	0.1	100.0%
Total Revenue	99.0	79.1	19.9	25.2%
Non-Financial				
Members				
- Corporate sites	238,565	180,071	58,494	32.5%
- Franchised sites ²	355,132	165,246	189,886	114.9%
Total Members	593,697	345,317	248,380	71.9%
Locations				
- Corporate sites	197	168	29	17.3%
- Franchised sites ²	279	177	102	57.6%
- Sold sites and greenfield locations	118	44	73	168.2%
Total Locations	594	389	204	52.7%

¹Earnings before interest, taxation, depreciation and amortisation (EBITDA) is a financial measure not prescribed by the Australian Accounting Standards and is presented on an adjusted and pre-AASB16 basis. The Directors consider EBITDA to reflect the core earnings of the Group.

²Franchised sites includes the sites held within the BFS and WGA Master Franchises of which Viva Leisure is part owner.

³Revenue has declined due to third party direct debit rebates no longer available with the commencement on Viva Pay.

Impacts of AASB16 and other non-recurring expenditure and Reconciliation to Statutory Numbers

	31 December 2024 (Statutory)	Adjustments ¹	AASB16 Impact	31 December 2024 (pre AASB16)
	\$m	\$m	\$m	\$m
Revenue	99.0	-	-	99.0
Expenses	(53.3)	1.4	(26.1)	(78.0)
EBITDA	45.7	1.4	(26.1)	21.0
Depreciation and Amortisation	(31.0)	-	21.0	(10.0)
EBIT	14.7	1.4	(5.1)	11.0
Finance Costs	(11.8)	0.3	8.2	(3.3)
Profit Before Tax	2.9	1.7	3.1	7.7
Income Tax Expense	(0.9)	(0.5)	(0.8)	(2.2)
Net Profit After Tax	2.0	1.2	2.3	5.5
Earnings per Share (basic – cents)	1.95			5.47

¹ Adjustments include, one-off due diligence fees, pre opening rents and share based payments

During the half-year ended 31 December 2024, the following events took place:

Health Club Services

- Completed several separate acquisitions comprising:
 - The assets of three South Pacific Health Clubs in Williamstown, Hawthorn and Camberwell, VIC
 - The assets of five plus fitness sites in Campbelltown, Ambarvale, Newbrook and Glenmore Park in NSW and Alexander Heights, WA
 - The share capital of World Gym Coomera Pty Ltd
- Opened the following greenfield sites:
 - Three Club Lime locations in Albion Park, NSW, Seven Hills, QLD, Ringwood, VIC
 - GroundUp in Dickson, ACT

Franchise Operations

- Completed the following strategic investments:
 - Acquired 34% of Boutique Fitness Studios (BFS), the Australian and New Zealand Master Franchisee of four brands from Xponential Fitness (NYSE:XPOF) - Rumble Boxing, Club Pilates, StretchLab and CycleBar, for approximately \$2.0million with a call option in place to acquire the remaining shareholding
 - Acquired 25% equity stake in World Gym Australia Master Franchisee (WGA) as part of a combined deal of the acquisition of three corporate clubs in Queensland as well as the equity stake in WGA for approximately \$16.7 million, with a call option in place to acquire the remaining shareholding

Plus Fitness

- Sold the following Plus Fitness territory Master Franchises and/or Area Development Agreements:
 - Singapore
 - Hong Kong
 - Philippines
 - United Kingdom
 - India (renewed)
- Sold 8 Plus Fitness territories during the period, and opened 7 franchise clubs
 - Currently a total of 29 territories sold or in development

BFS

- Currently a total of 58 territories sold or in development

WGA

- Currently a total of 13 territories sold or in development

Technology, Payments and Other Services

- Rolled out a further 27 vending machines across the network (total number now 142), now generating annualised revenue of over \$2.5 million
- Opened our online supplements store, SuppSociety.com.au
- Agreed to terms for our digital advertising agreement for calendar 2025, increasing minimum annual net revenue from \$300k to \$500k p.a.

Capital Management

As part of the continued focus on capital management:

- Executed revised CBA bank facilities
 - The new facilities mature on 20 November 2027
 - The core facilities are:
 - Facility A – Cash Advance Facility with a limit of \$130 million, which is revolving and interest only
 - Facility B – Bank Guarantee Facility with a limit of \$35 million
 - Accordion Facility (additional facilities on the same terms as Facility A) with a limit of \$50 million
- Bought back 1.368 million shares at an average price of \$1.40 per share

Risk Statement

The Group is committed to the effective management of risk to reduce uncertainty in business outcomes and to protect and enhance shareholder value.

There are a number of risks that could have a material financial impact on the Group. These risks and their mitigation strategies have been outlined in detail in the Annual Report that can be located on the Viva web site.

As of 31 December 2024 no additional material risks have been identified.

This directors' report is signed in accordance with a resolution of the Board of Directors:

Director



Harry Konstantinou

Dated this 12 day of FEBRUARY 2025.

AUDITORS INDEPENDENCE DECLARATION



**VIVA LEISURE LIMITED
ABN 76 607 079 792
AND ITS CONTROLLED ENTITIES**

**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF VIVA LEISURE LIMITED**

In accordance with Section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Viva Leisure Limited. As the lead partner for the review of the financial report of Viva Leisure Limited for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

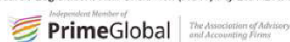
- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

DREW TOWNSEND
Partner
Dated: 12 February 2025

ADELAIDE	BRISBANE	DARWIN	MELBOURNE	PERTH	SYDNEY
Level 9	Level 4	Level 1	Level 14	Level 11	Level 40
50 Pirie Street	240 Queen Street	48-50 Smith Street	440 Collins Street	77 St Georges Tce	2 Park Street
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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

		31 DEC 2024	31 DEC 2023
	Note	\$	\$
Revenue	2	99,046,793	79,105,631
Rental expense		(3,823,453)	(2,505,810)
Employee benefits expense		(27,844,039)	(23,235,398)
Bank Charges		(994,571)	(1,101,867)
Advertising and marketing costs		(3,879,375)	(2,744,980)
Utilities and cleaning		(6,924,063)	(5,669,788)
Licences and subscriptions		(1,347,613)	(1,433,283)
Insurances		(530,762)	(468,030)
Repairs and maintenance		(2,128,456)	(1,527,082)
Professional fees		(198,101)	(174,791)
Depreciation and amortisation expense	2	(30,972,500)	(25,415,329)
Finance costs	2	(11,755,631)	(8,985,215)
Costs of acquisitions and debt facility	2	(707,251)	(82,856)
Other expenses		(5,086,048)	(3,473,089)
Share of net profit of investments accounted for using the equity method	2,8	34,810	-
Profit before income tax		2,889,740	2,288,114
Tax expense		(934,866)	(777,973)
Profit for the half-year		1,954,874	1,510,140
Total comprehensive profit for the half-year		1,954,874	1,510,140

The accompanying notes form part of these financial statements.

EARNINGS PER SHARE	31 DEC 2024	31 DEC 2023
Basic earnings per share (cents)	1.95	1.68
Diluted earnings per share (cents)	1.90	1.64

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	NOTE	31 DEC 2024	30 JUNE 2024
		\$	\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	3	18,073,483	22,274,377
Trade and other receivables		3,537,754	2,520,104
Inventories		1,213,324	1,152,153
Other assets		1,794,060	1,381,397
TOTAL CURRENT ASSETS		24,618,621	27,328,031
NON-CURRENT ASSETS			
Trade and other receivables		91,686	211,910
Property, plant, and equipment		120,781,344	63,614,087
Right of use assets	4	226,465,517	265,307,160
Intangible assets		115,085,499	91,946,962
Investments accounted for using the equity method	8	6,163,496	-
Deferred tax assets		84,328,363	91,958,341
Other assets		926,459	2,118,670
TOTAL NON-CURRENT ASSETS		553,842,364	515,157,130
TOTAL ASSETS		578,460,985	542,485,161
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		12,271,868	14,034,856
Borrowings	5	-	8,291,023
Lease liabilities	4	38,516,331	43,074,972
Contract liabilities		3,986,676	4,121,850
Current tax liabilities		6,740,737	3,869,646
Provisions		4,045,611	3,820,293
TOTAL CURRENT LIABILITIES		65,561,223	77,212,640
NON-CURRENT LIABILITIES			
Borrowings	5	100,338,178	20,824,838
Lease liabilities	4	223,572,189	247,150,522
Provisions		11,854,714	10,414,818
Deferred tax liabilities		67,906,564	77,797,874
TOTAL NON-CURRENT LIABILITIES		403,671,645	356,188,052
TOTAL LIABILITIES		469,232,868	433,400,692
NET ASSETS		109,228,117	109,084,469
EQUITY			
Issued capital		142,113,000	143,990,674
Reserves		(21,143,630)	(21,090,598)
Retained earnings / (Accumulated losses)		(11,741,253)	(13,815,607)
TOTAL EQUITY		109,228,117	109,084,469

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	Share Capital	Reserves	Retained Earnings / (Accumulated Losses)	Total
	\$	\$	\$	\$
For the half-year ended 31 December 2024				
Balance at 1 July 2024	143,990,674	(21,090,598)	(13,815,607)	109,084,469
Share buy back	(1,877,674)	-	-	(1,877,674)
Expired options	-	(119,480)	119,480	-
Share based payments expense	-	66,448	-	66,448
Transactions with owners	(1,877,674)	(53,032)	119,480	(1,811,226)
Profit for the period	-	-	1,954,874	1,954,874
Total comprehensive profit for the period attributable to members of the entity	-	-	1,954,874	1,954,874
Balance at 31 December 2024	142,113,000	(21,143,630)	(11,741,253)	109,228,117

	Share Capital	Reserves	Retained Earnings / (Accumulated Losses)	Total
	\$	\$	\$	\$

For the half-year ended 31 December 2023

Balance at 1 July 2023	128,550,674	(21,230,048)	(17,300,892)	90,019,734
Issue of share capital, net of transaction costs and tax	-	-	-	-
Expired options	-	(237,101)	237,101	-
Share based payments expense	-	221,550	-	221,550
Transactions with owners	-	(15,551)	237,101	221,550
Profit for the period	-	-	1,510,140	1,510,140
Total comprehensive profit for the period attributable to members of the entity	-	-	1,510,140	1,510,140
Balance at 31 December 2023	128,550,674	(21,245,599)	(15,553,651)	91,751,424

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	31 Dec 2024	31 Dec 2023
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	109,402,529	85,453,681
Payments to suppliers and employees	(65,994,299)	(48,977,744)
Interest received	247,063	60,307
Interest paid	(11,755,631)	(8,955,935)
Income tax paid	(325,107)	-
Net cash provided by operating activities	<u>31,574,555</u>	<u>27,580,309</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(13,054,775)	(8,451,221)
Purchase of intangibles	(2,848,390)	(2,296,600)
Payments for business combinations, net of cash acquired	(23,535,427)	(1,528,521)
Payments for investments	(6,128,686)	-
Net cash (used in) investing activities	<u>(45,567,278)</u>	<u>(12,276,342)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	36,510,635	1,429,000
Payments for share buy back	(1,877,674)	-
Repayment of borrowings	(3,120,771)	(2,653,706)
Repayment of lease principal	(21,720,361)	(16,567,305)
Net cash provided by / (used in) financing activities	<u>9,791,829</u>	<u>(17,792,011)</u>
Net decrease in cash held	(4,200,894)	(2,488,044)
Cash at beginning of financial period	<u>22,274,377</u>	<u>6,828,484</u>
Cash at end of financial period	<u>18,073,483</u>	<u>4,340,440</u>

The accompanying notes form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Note 1 Summary of Material Accounting Policies

a. Nature of Operations

Viva Leisure Limited and its Subsidiaries' (Viva Leisure Group or the Group) principal activities are health club services. No significant change in the nature of these activities occurred during the half-year ended 31 December 2024.

b. General Information and Basis of Preparation

The interim consolidated financial statements (the interim financial statements) of the Group are for the six months ended 31 December 2024 and are presented in Australian Dollars (\$AUD), which is the functional currency of the Parent Company. These general purpose interim financial statements have been prepared in accordance with the requirements of the Corporations Act 2001 and AASB 134 Interim Financial Reporting. They do not include all of the information required in annual financial statements in accordance with Australian Accounting Standards and should be read in conjunction with the consolidated financial statements and ASX announcements of the Group for the year ended 30 June 2024.

c. Accounting Policies

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements.

The Group has considered the implications of new and amended Accounting Standards but determined that their application to the financial statements is either not relevant or not material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Note 2 Profit for the Period

	31 Dec 2024	31 Dec 2023
	\$	\$
(i) Revenue by operating category		
Revenue from health club services	88,475,964	71,582,077
Revenue from franchise operations	3,902,031	4,561,688
Revenue from technology and other services	6,435,785	2,873,362
Other revenue	233,013	88,504
	99,046,793	79,105,631
(ii) Interest expense from borrowings at amortised cost		
External entities	2,580,353	1,072,344
Interest on makegood	295,594	29,280
Interest expenses for lease liabilities	8,879,684	7,883,591
	11,755,631	8,985,215
(iii) Depreciation and amortisation		
Depreciation expense	5,699,009	5,262,525
Amortisation expense	1,818,467	463,893
Depreciation of right of use assets	23,455,024	19,688,911
	30,972,500	25,415,329
(iv) Legal and other professional costs related to the debt facility and acquisitions recognised as an expense in the consolidated statement of profit or loss and other comprehensive income	762,251	82,856

Note 3 Cash and Cash Equivalents

	31 Dec 2024	30 June 2024
	\$	\$
Cash at bank and on hand	17,830,816	22,274,312
Cash backed bank guarantees	242,667	65
	18,073,483	22,274,377

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Note 4 Leases

	31 Dec 2024	30 June 2024
	\$	\$
(i) AASB 16 related amounts recognised in the balance sheet		
Right of use assets		
Leased buildings:		
Opening balance	225,079,027	199,528,212
Additions to right-of-use assets	22,965,674	55,586,203
Re-measurements	(985,635)	5,072,069
Profit on disposal	395,645	458,905
Other	-	86,269
Depreciation expense	(20,989,194)	(35,652,631)
Net carrying amount	<u>226,465,517</u>	<u>225,079,027</u>
Leased equipment:		
Opening balance	40,228,133	23,453,193
Additions to right-of-use assets	7,629,072	20,607,375
Transfer of right-of-use assets to plant & equipment	(45,391,355)	-
Disposal of right-of-use assets	-	(23,417)
Depreciation expense	(2,465,830)	(3,809,018)
Net carrying amount	<u>-</u>	<u>40,228,133</u>
Total right-of-use assets	<u>226,465,517</u>	<u>265,307,160</u>
Lease liabilities:		
Leased buildings:		
Opening balance	258,719,708	228,523,455
Additions to lease liabilities	22,059,754	53,495,658
Re-measurements	(985,635)	5,072,069
Principal repayments	(17,705,307)	(28,371,474)
Net carrying amount	<u>262,088,520</u>	<u>258,719,708</u>
Leased equipment:		
Opening balance	31,505,786	18,248,173
Additions to lease liabilities	6,837,019	20,914,859
Repayment through new bank borrowings	(34,327,751)	-
Principal repayments	(4,015,054)	(7,657,246)
Net carrying amount	<u>-</u>	<u>31,505,786</u>
Total lease liabilities	<u>262,088,520</u>	<u>290,225,494</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	31 Dec 2024	30 June 2024
	\$	\$
Current liabilities	38,516,331	43,074,972
Non-current liabilities	223,572,189	247,150,522
	262,088,520	290,225,494
Net carrying amount		
(ii) AASB 16 related amounts recognised in the statement of profit or loss		
Depreciation charge related to right-of-use assets (included in total depreciation and amortisation expense)	23,455,024	39,461,649
Interest expense on lease liabilities (included in total finance costs)	8,879,684	16,169,150
Gain on lease terminations	(395,645)	(458,905)
(iii) Cash outflows relating to leases / rental payments		
Property lease payments	17,705,307	28,371,474
Equipment lease payments	4,015,054	7,657,246
Total cash outflows for leases / rental payments	21,720,361	36,028,720

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Note 5 Borrowings

	Current		Non-current	
	31 Dec 2024	30 June 2024	31 Dec 2024	30 June 2024
	\$	\$	\$	\$
At amortised cost:	-	8,291,023	100,338,178	20,824,838
Bank loans	-	8,291,023	100,338,178	20,824,838

- The bank loans mature on 20 November 2027
- The core facilities are:
 - Facility A – Cash Advance Facility with a limit of \$130 million, which is revolving and interest only
 - Facility B – Bank Guarantee Facility with a limit of \$35 million
 - Accordion Facility with a limit of \$50 million
- The facility agreement specifies a first ranking General Security Interest from each Obligor comprising first ranking charge over all present and after acquired property
- The interest rate payable on the drawn balance of the market rate loan is BBSY plus 2.75%, at 31 December 2024.

Note 6 Business Combinations

(a) During the period the Group acquired the following businesses:

Number of Clubs	5	7	5	17
Acquisition	PLUS Sites	Independent Sites	Surge	Total
				\$
Purchase consideration				
Total consideration	3,788,437	11,952,477	8,775,457	24,516,371
Cash acquired	-	-	980,944	980,944
Net cash paid	3,788,437	11,952,477	7,794,513	23,535,427
Assets and liabilities acquired at fair value				
Property, plant and equipment	119,500	1,910,979	2,579,611	4,610,090
Other net identifiable assets/(liabilities) acquired	(16,563)	(569,150)	(2,430,273)	(3,015,986)
Goodwill	3,685,500	10,610,648	7,645,175	21,941,323
	3,788,437	11,952,477	7,794,513	23,535,427
Revenue and profit contribution from the date of acquisition until 31 December 2024				
Revenue				7,721,536
Earnings before depreciation, amortisation, interest and tax (including rental payments)				2,222,825

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Acquisition-related costs amounting to \$616,854 have been recognised as an expense in the consolidated statement of profit or loss and other comprehensive income.

The goodwill arising from these business combinations is not expected to be deductible for tax purposes.

Note 7 Segment reporting

Management have determined that the Group operates in one reportable business segment – health club operations; and one main geographic segment in Australia.

Within the reportable business segment, the Group is organised into three operating categories being health club services, franchise operations and technology, payments and other services. The determination of these operating categories are based on the internal reports that are reviewed and used by the Chief Executive Officer and Chief Financial Officer (who are identified as the CODM) in assessing revenue performance and in determining the allocation of resources.

The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements. The information reported to the CODM is on a monthly basis.

Disaggregation of revenue by operating categories

	31 Dec 2024	31 Dec 2023
	\$	\$
Revenue from health club services	88,475,964	71,582,077
Revenue from franchise operations	3,902,031	4,561,688
Revenue from technology, payments and other services	6,435,785	2,873,362
Other revenue	233,013	88,504
Total revenue	<u>99,046,793</u>	<u>79,105,631</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Note 8 Investments

	31 Dec 2024	31 Dec 2023
	\$	\$
Investments accounted for using the equity method		
Carrying amount at the beginning of the year	-	-
Additions	6,128,686	-
Share of profit after income tax	34,810	-
Total investments accounted for using the equity method	<u>6,163,496</u>	<u>-</u>

During the period the Group completed the following investments in associates:

- (i) Boutique Fitness Solutions –
 - a. \$2.0 million investment for 34% of Boutique Fitness Studios (BFS), the Australian and New Zealand Master Franchisee of four brands from Xponential Fitness (NYSE:XPOF) - Rumble Boxing, Club Pilates, StretchLab and CycleBar
 - b. Viva has a call option to acquire the remainder of the BFS shareholding for a price of \$5.8 million plus a potential earn-out based on net studios opened and sold

- (ii) World Gym Australia –
 - a. 25% equity stake in World Gym Australia Master Franchisee (WGA) as part of a combined deal of the acquisition of three corporate clubs in Queensland as well as the equity stake in WGA for approximately \$16.7 million
 - b. Viva has a call option to acquire the remaining 75% of WGA within 36 months, as well as a joint venture to develop additional corporate locations.
 - c. funded through existing cash reserves, banking facilities and up to \$1 million of VVA scrip

Note 9 Contingent Liabilities and Contingent Assets

There are no contingent liabilities or contingent assets as at 31 December 2024.

Note 10 Events After the Reporting Period

The following events occurred after the reporting period:

- On 28 January 2024, the Group completed the acquisition of a World Gym club at Stafford, QLD.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2024**

DIRECTORS' DECLARATION

- 1) In the opinion of the Directors of Viva Leisure Ltd:
 - a) The consolidated financial statements and notes of Viva Leisure Ltd are in accordance with the Corporations Act 2001, including:
 - i) Giving a true and fair view of its financial position as at 31 December 2024 and of its performance for the financial year ended on that date; and
 - ii) Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
 - b) There are reasonable grounds to believe that Viva Leisure Ltd will be able to pay its debts as and when they become due and payable; and
- 2) The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 31 December 2024.
- 3) Note 1 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors.

Director



Harry Konstantinou

Dated this 12 day of FEBRUARY 2025.



**VIVA LEISURE LIMITED
ABN 76 607 079 792
AND ITS CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR’S REVIEW REPORT TO THE MEMBERS OF
VIVA LEISURE LIMITED**

Report on the Half-year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Viva Leisure Limited and its controlled entities, which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes to the financial statements including a summary of material accounting policies, other explanatory information, and the directors’ declaration.

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

- (i) giving a true and fair view of Viva Leisure Limited’s financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410: *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor’s Responsibilities for the Review of the Financial Report* section of our report. We are independent of Viva Leisure Limited 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 annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Directors’ Responsibility for the Half-Year Financial Report

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

Auditor’s Responsibility for the Review of the Financial Report

ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the group’s financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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**VIVA LEISURE LIMITED
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AND ITS CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF
VIVA LEISURE LIMITED**

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



HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000



DREW TOWNSEND

Partner

Dated: 12 February 2025