Swoop Holdings Limited

ABN 20 009 256 535

Annual Report - 30 June 2025

Swoop Holdings Limited
Corporate directory
30 June 2025

Directors	James Spenceley (Non-Executive Director) Anthony Grist (Non-Executive Director) Jonathan Pearce (Non-Executive Director) Matthew Hollis (Non-Executive Director) William Reid (Non-Executive Director)
Company secretary	Louise Bolger
Registered office	Level 5, 126 Phillip Street Sydney NSW 2000 Telephone: (02) 8072 1400
Share registry	Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000
Auditor	PKF (NS) Audit & Assurance Limited Partnership Level 8, 1 O'Connell Street Sydney NSW 2000
Solicitors	Maddocks Level 27, 123 Pitt Street Sydney New South Wales 2000
Stock exchange listing	Swoop Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: SWP)
Website	www.swoop.com.au

Directors
The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the ‘Group’ or ‘Swoop’) consisting of Swoop Holdings Limited (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 2025.

The following persons were directors of Swoop Holdings Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

James Spenceley (Non-Executive Director)
Anthony Grist (Non-Executive Director)
Jonathan Pearce (Non-Executive Director)
Matthew Hollis (Non-Executive Director)
William (Paul) Reid (Non-Executive Director)

Principal activities
Swoop is a leading internet service provider in Australia, with mobile and NBN products at the heart of its offering. These services deliver high-performance connectivity to homes and businesses nationwide, forming the foundation of Swoop’s commitment to fast, reliable broadband.

Swoop also services residential and SME broadband markets through its fixed wireless and fibre infrastructure assets. As a leading fixed wireless network provider, the Group designs, builds and services its own residential infrastructure, including towers, and with mobile and NBN as flagship products, Swoop is building a business that aims to become Australia’s best challenger internet and telecommunications provider.

During the financial year the principal continuing activities of Swoop Holdings Limited included:
- fixed wireless broadband services to residential customers;
- the provision of services over the NBN fixed line and fixed wireless networks;
- the provision of residential mobile telephony for price-conscious customers;
- fixed wireless access as well as wholesale transit services to other ISPs and Telcos;
- internet and telecommunication services to small and medium sized enterprises; and
- fibre network management and construction.

Review of operations
Swoop is a significant provider of mobile services through its subsidiary Telco Pay Pty Ltd (Moose Mobile) and a provider of internet services over the NBN fixed line and fixed wireless networks. The Group also operates a fixed wireless, fibre and wholesale network infrastructure carrier with a high performance national network that is an alternative provider to the large carriers for delivering services in Australia.

Swoop’s purpose is connecting people and improving lives – we believe everyone deserves a better telco experience.

Swoop has operations around Australia and has the following diversified core products:
- providing residential mobile telephony for price-conscious customers;
- providing services over the NBN fixed line and fixed wireless networks nationally to residential and SME customers;
- providing internet services over its own fixed wireless network across its national footprint under the Swoop brand, with residential services in key regional towns;
- fibre network management and construction;
- providing wholesale transit and other services to smaller ISPs across its national and international POP locations;
- providing wholesale and business voice and unified communications services to customers across Australia; and
- operation of dark fibre networks in Australia to provide dedicated point-to-point dark fibre networks between data centres and private high density multi-fibre solutions for businesses.

Review of operations (continued)

The Group’s strategic focus is to:
- deliver strong organic growth;
- invest in customer growth by building on our strong brand presence, increase customer acquisition via targeted marketing, continue focus on reducing churn in core products and provide great customer focused service;
- invest in systems and scalable platforms which support growth – driving growth by investing in process automation and AI, including simplified and accelerated order handling and delivering improved customer experiences;
- focus on our teams building strong engagement and values;
- expand channel partners to realise cross-selling opportunities between products and services offerings across the Group’s businesses;
- introduce new high margin and in demand products;
- leverage the experience, capability and extensive industry knowledge within the business to build the next large scale national telecommunications company;
- seek to expand the Group's products to complementary offerings to its customers such as mobile telephony, and internet services through NBN and our own fixed wireless and fibre networks;
- use our extensive experience in building fibre assets and industry relationships to deliver on our long-term strategy to deliver high margins from fibre products; and
- seek to participate in ongoing industry consolidation as opportunities arise.

Operational highlights for the financial year include:
- Revenue (including both continuing and discontinued operations) of $106.5 million, up 19.8% on FY24.
- A 14.5% increase in total subscriber numbers from June 2024 to 205,019, all from organic growth.
- Operating cashflow, before net interest and including a net positive cashflow contribution from major projects, was strong with $17.6 million delivered in the year, up 64.4% on FY24.
- Completed the divestment of the wholesale voice business for $8.8 million.
- Signed a 3-year agreement to provide wholesale internet services to Flip TV Pty Ltd (Flip). Deal expected to add $10 million revenue annually, with further upside as the Flip subscriber base grows.
- Commenced key customer contracts with revenues of up to $49 million over the next 22 years, with Swoop to construct, own and operate a significant fibre network in Greater Melbourne.
- $18.1 million of available funding (including $8.0 million of cash and $10.0 million undrawn debt facilities) as at 30 June 2025.
- In early July 2025 announced the expected divestment of Vonex shares, with expected proceeds of $6.2 million and expected completion in October 2025. This will provide a clean exit from Swoop’s investment in Vonex, and will allow Swoop to focus on its core growth priorities, and free up capital for redeployment into other strategic initiatives.

Investment for future performance

The Company has outlined its strategy and outlook it will pursue over the next 12-24 months. These are set out below:
- drive strong organic growth with low churn;
- continuing to be an award-winning and industry-leading customer satisfaction mobile provider with two brands to maximise market share;
- continuing to be a fast-growing challenger in the NBN market, offering customers fast and reliable service and automated activation platforms;
- focus on our people, building strong engagement and values;
- expanding customer brand in our regions, continuing to connect regional areas and underserved communities with Swoop’s wholly-owned infrastructure portfolio;
- continuing to grow services on high margin infrastructure;
- continuing to invest in systems and scalable platforms which support continued growth; and
- continue to leverage experience and capabilities to build the next large scale national telecommunications company.

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

Financial and operating performance

The consolidated financial results for Swoop Holdings Ltd comprise the results of all controlled entities for the full year to 30 June 2025.

FY25 has been another significant year for Swoop. Throughout the financial year, the Group continued to simplify the business through automation and product focus. This delivered strong organic growth from previous investments, achieving significant synergies and benefits from operating as a combined entity with an optimised scalable automated platform to deliver customer revenues.

Since the strategic acquisition of Moose Mobile in November 2022, Swoop has continued to accelerate its national footprint as a leading mobile virtual network operator. Today, our mobile services proudly connect around 127,000 Australians, a testament to the strength of our vision and execution. This growth, powered by meaningful cross-sell opportunities and robust cash generation from revenue and cost synergies, reflects the success of our dual-pronged strategy of acquisition and organic expansion.

Throughout the year, Swoop has achieved record-breaking sales across our core offerings: mobile, and internet services through NBN and our own fixed wireless and fibre networks. Our sustained revenue growth, driven primarily by organic momentum, highlights the increasing demand for reliable, high-quality connectivity—especially in a time when Australians are seeking value and dependability more than ever. With one of the highest customer satisfaction ratings in the country, Swoop continues to rise above economic challenges, delivering services that empower residential customers and businesses alike.

Swoop also continued its move into residential fibre infrastructure, alongside its fixed wireless products, delivering high margin services to its customers.

Following a strategic review of operations and plan to focus on key markets, in June 2024 Swoop announced the decision to divest its wholesale focused voice call termination business to Pivotel Group Pty Ltd (Pivotel). Swoop entered into a binding sale agreement to divest the entire issued share capital of Voicehub Group Pty Ltd and Harbourtel Pty Ltd (the entities that own and operate Swoop’s wholesale focused voice call termination business) to Pivotel for $8.0 million cash, which was received on 19 July 2024 (completion date), plus a retention of $1.0 million which was retained by Pivotal / in escrow to be adjusted based on the performance of the business for 9 months post completion. This retention was subsequently agreed to be settled earlier and the final amount of $0.8 million was received in December 2024. This resulted in total sales proceeds, before transaction costs, of $8.8 million. The financial statements have been prepared in accordance with AASB 5 “Non-current Assets Held for Sale and Discontinued Operations”. The results of the divested business have been classified as discontinued operations. As the sale was completed on 19 July 2024, the results of the discontinued operations included in the financial statements for the year ended 30 June 2025 are the results of the divested operations for 19 days. The results of the discontinued operations included in the financial statements for the year ended 30 June 2024 are the results of the divested operations for the full 12 month period. The gain on sale from this transaction was recognised in the year ended 30 June 2025, based on the July 2024 completion date.

Summary financial results, including both discontinued operations and continuing operations:

- Revenue of the Group for the year of $106.5 million, including $0.5 million from discontinued operations (2024: $88.9 million, including $7.8 million from discontinued operations)
- Loss after income tax of $6.9 million (2024: loss after income tax of $3.8 million).
- Other expenses included in the result are share based payment expenses of $0.9 million (2024: $1.2 million) and acquisition and integration costs of $3.7 million (2024: $3.2 million).
- Depreciation and amortisation expense of $18.4 million (2024: $15.5 million).
- Gain on the sale of Voicehub $4.0 million.
- Net fair value losses on financial assets at fair value through profit or loss $3.3 million.

A summary of the results of discontinued operations which have been included in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows is included in note 6 to the financial statements.

Financial and operating performance (continued)

Financial position
The Group is in a net asset position of $54.3 million as at 30 June 2025 (30 June 2024: $59.5 million). Total assets are $119.1 million (2024: $125.9 million).

Working capital, being current assets less current liabilities, is in a deficit position of $18.5 million as at 30 June 2025 (30 June 2024: deficit of $4.0 million). The movement in working capital is due to the funding of Group capital expenditure with operating cash flows as the Group invests in the network and invests in the automation and optimisation of operational platforms and systems for growth. Total additions to Property, Plant and Equipment and Intangibles (capitalised software development costs) were $15.5 million in the year ended 30 June 2025. In addition, $6.7 million of repayments (net of drawdowns) were made on the Group's capital expenditure and acquisition debt facilities during the year.

The Group had positive net cash flows from operating activities (including interest payments and a net positive cashflow contribution from major projects) for the year of $15.9 million, up 74.0% on the prior year. Revenue (including $0.5 million from discontinued operations) was $106.5 million, up 19.8% on the prior year. The business had a 14.5% increase in total subscriber numbers from June 2024 to 205,019, all from organic growth.

The Group reported a net loss after tax for the year ended 30 June 2025 of $6.9 million, this is after depreciation and amortisation charges of $18.4 million.

The cash and cash equivalents as at 30 June 2025 were $8.0 million and the Group had an additional $10.0 million in undrawn financing facilities available. In October 2025 the group expects to divest its' interest in Vonex for proceeds of approximately $6.2 million.

While the underlying fundamentals of the business are strong the Directors acknowledge that additional funding will be required in the next twelve months as the Group continues to invest in growth (network expansion, continued investment in the automation and optimisation of operational platforms and systems to support growth and customer acquisition) and complete major projects which require large outflows in the near term. The Group is progressing on securing this additional funding from a number of sources, including but not limited to seeking approval for additional funding via an early re- finance of its existing debt facilities and the potential divestment of certain non-core assets. The five year term of the existing Westpac facility ends in June 2027, however we are currently in discussions to both extend this term (for a further three year period) and expand the facility to provide additional capacity for capital expenditure. Based on these plans, as well as forecasts of underlying business performance, the Directors believe there will be sufficient funds for the consolidated entity to meets its obligations and liabilities for at least twelve months from the date of this report.

The directors consider there is a reasonable basis upon which to believe that the short term additional funding can be secured. Accordingly, the financial statements have been prepared on a going concern basis which assumes that the consolidated entity will realise its assets and extinguish its liabilities in the normal course of business. In the event that the above arrangements and initiatives are not achieved, there exists material uncertainty as to whether the consolidated entity will continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary should the consolidated entity not continue as a going concern.

Significant changes in the state of affairs

- Following a strategic review of operations and plan to focus on key markets, in June 2024 Swoop announced the decision to divest its wholesale focused voice call termination business to Pivotel Group Pty Ltd (Pivotel). Swoop entered into a binding sale agreement to divest the entire issued share capital of Voicehub Group Pty Ltd and Harbourtel Pty Ltd (the entities that owned and operated Swoop's wholesale focused voice call termination business) to Pivotel for $8.0 million cash, which was received on 19 July 2024 (completion date), plus a retention of $1.0 million which was retained by Pivotal / in escrow to be adjusted based on the performance of the business for 9 months post completion. This retention was subsequently agreed to be settled earlier and the final amount of $0.8 million was received in December 2024. This resulted in total sales proceeds, before transaction costs, of $8.8 million.
- On 22 July 2024, Swoop announced its intention to significantly expand its fibre infrastructure network to greater Melbourne, supported by a key customer contract. Under the terms of this contract Swoop will construct, own and operate a significant new fibre infrastructure network in Melbourne. Swoop has entered into agreements with a multi-billion dollar global technology company listed on the NASDAQ which provide a right to use part of the network for 20 years as well as ongoing operations and maintenance services (subject to extension at the option of the customer or earlier termination by the customer). This infrastructure will deliver fibre to a number of key infrastructure areas and new developments in greater Melbourne and continues Swoop's focus on core telecommunication infrastructure and residential high-speed services, as well as servicing business customers.
- On 5 September 2024 Swoop announced that it had submitted a non-binding indicative proposal to acquire 100% of Vonex Limited (ASX: VN8) as a competing proposal to the to the scheme of arrangement with Maxo Telecommunications Pty Limited (MaxoTel) which Vonex had previously announced on 25 June 2024. Swoop's indicative proposal was for a scheme of arrangement offering a combination of cash and fully paid ordinary shares in Swoop, with Vonex shareholders able to elect to receive various combinations of cash and scrip (subject to certain caps). Given the material scrip component of Swoop's proposed offer, it would have allowed Vonex shareholders to share in exposure to and participate in the potential upside of a stronger and larger combined entity including significant synergies. Swoop believed the indicative proposal stood to create significant value for both Vonex and Swoop shareholders. On 11 September 2024, Swoop confirmed that it had acquired 19.9% of the ordinary issued shares in Vonex. Swoop acquired its interest in Vonex at an average price of $0.040 per share on market at a total cost of approximately $2.9 million, which was funded from existing cash resources. On 23 January 2025, Swoop's off-market takeover offer to acquire up to 100% of the issued capital of Vonex that it does not own was declared free of previously stipulated conditions, that is, the offer was declared unconditional. On 20 February 2025, Swoop announced its intention to participate in the Vonex 1 for 1 pro rata renounceable entitlement offer as previously announced by Vonex on 4 February 2025. Swoop took up its full entitlement. The cost of the additional shares was $3.2 million and was funded from existing cash reserves. On 21 February 2025, Swoop's off-market takeover offer to acquire up to 100% of the issued capital of Vonex that it does not own closed. As at 30 June 2025 Swoop held a 22.8% interest in Vonex.
- On 6 January 2025, Swoop announced it had signed an agreement to provide wholesale internet services to Flip TV Pty Ltd (Flip). The three-year agreement resulted in the migration of Flip's broadband customer accounts, which at the time of the announcement were 26,000 and growing, onto Swoop's network. The agreement is expected to add over $10m revenue annually from January 2025 with further upside based on Flip's growing customer base.

Matters subsequent to the end of the financial year

- On 4 July 2025, Vonex Limited (ASX: VN8) announced it had entered into a Scheme Implementation Deed with Maxo Telecommunications Pty Ltd ("MaxoTel"), under which MaxoTel proposes to acquire all remaining shares in Vonex for 3.60 cents per share by way of a scheme of arrangement ("Scheme"). On 4 July 2025 Swoop confirmed it had provided a voting intention statement to Vonex in support of the Scheme and that in the absence of a superior proposal, Swoop intended to vote all of its 171,282,368 Vonex shares in favour of the Scheme. If the Scheme is approved, this will result in total cash proceeds of approximately $6.2 million for Swoop, delivering a clean exit from its investment in Vonex. Upon completion of the Scheme, Swoop will no longer hold an equity interest in Vonex. As at 30 June 2025 Swoop held a 22.8% interest in Vonex.

No other matter or circumstance has arisen since 30 June 2025 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.

Likely developments and expected results of operations
Refer to review of operations for overview of key strategies.

Corporate governance
Our Corporate Governance Statement, detailing our compliance with the ASX Corporate Governance Council's "Corporate Governance Principles & Recommendations – 4th Edition" can be found online at www.swoop.com.au/corporate-governance/.

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

Material business risks
The material business risks faced by the Group that are likely to have an effect on its financial prospects include:

Integration and growth risk
The Group is exposed to risks associated with pursuing growth through the continued rollout of its fixed wireless network, the expansion of its fibre infrastructure network, the integration of acquired businesses within the consolidated entity and the pursuit of new geographies and customers.

There is a risk that the implementation of the Group's growth and integration strategies could be subject to delays or cost overruns, and there is no guarantee that these strategies will be successful or generate growth.

Network performance
The Group depends on the performance, reliability and availability of its own and third party technology platforms. There is a risk that these platforms and systems may be adversely affected by a number of factors, including damage, equipment faults, power failure, computer viruses, malicious interventions, and natural disasters. Further, there is a risk that the Company's operational processes, redundancy capacity and capability or disaster recovery plans may not adequately address every potential event.

Poor system performance could reduce the Group's ability to provide the level of customer service required and cause damage to the brand, leading to a reduction in customer retention rates and revenue.

Supplier risks
The Group relies on key supplier arrangements with respect to the NBN wholesale services, fibre optic network operators, mobile services, and international cable system operators.

Any loss of access to, disruption to, or performance failures of these services could cause harm to business operations and reputation and loss of revenue resulting to the Group (with limited ability to recoup any such loss from the supplier). Whilst the Group would likely be able to source comparable services from alternative suppliers, there may be disruption to the Group's business during any transition period, or an increase in charges demanded by alternative suppliers, which could have an adverse impact on the Group's operational and financial performance.

Customer contract risks
Many customers, particularly residential customers of Swoop, are typically on short term or no contracts.

Further, the industry is subject to price sensitivity and competition that can lead to regular 'churn' of customers. This gives the Group less security over future revenue levels.

Brands and reputation
Swoop operates a number of brands and believes that the reputation of its brands are a key to its success. The Group's reputation, the value of its brands and its ability to retain and attract new customers may be damaged as a result of negative customer or end-user experiences due to poor product performance or product failures, adverse media coverage or other publicity.

Data usage
The Group will maintain its own and contracts additional wholesale capacity based on known and estimated data usage growth of its existing and future customers. If the Group's customers' usage requirements exceed these capacities, the Group service levels and reputation could be adversely affected and it may incur additional charges which may not be able to be recouped in full from its customers.

Material business risks (continued)

Data security risks
It is possible that the Group's procedures and systems may not stop or detect cyberattacks, data theft and hacking from obtaining unauthorised access to confidential data collected by the group. If such activities were successful, any data security breaches or the Company's failure to protect confidential information could result in loss of information integrity, and breaches of the Group's obligations under applicable laws or customer agreements.

Failures or breaches of data protection systems can result in reputational damage, regulatory impositions (such as for breaches of the Privacy Act or Australian Privacy Principles) and financial loss, including claims for compensation by customers or penalties by telecommunications regulators or other authorities.

Construction risk
The Group's fibre projects are subject to standard infrastructure risks, particularly around construction costs and delivery timelines. While budgets include contingencies, inflationary pressures, site conditions, and third-party dependencies (such as council approvals and utility works) may create cost variations or schedule delays. These risks are common to large-scale builds and are managed through detailed planning, staged procurement and experienced delivery partners.

Future acquisitions
As part of its growth strategy, the Group may make further acquisitions of complementary businesses or enter into strategic alliances with third parties should those opportunities arise. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, and retaining key staff.

Competition risk
The Group faces competition for customers from a number of alternative suppliers of broadband internet connectivity services, including resellers of NBN, and mobile operators. A number of these competitors are major telecommunications businesses with much greater resources than the Group.

The Group's fixed wireless operations are in direct competition with the NBN based services and would be directly impacted by changes in the NBN wholesale pricing. Further improvements in NBN or other network operator infrastructure or reach, could reduce the relative attractiveness of the group's fixed wireless services and ability to compete on a profitable basis.

Regulatory and licensing compliance risk
The Group holds a number of carrier licences under the Telecommunications Act 1997 (Cth) which permit the companies within the Group to provide carrier services.

In conducting its operations, the Group is also required to comply with a range of laws and regulations applicable to telecommunications, consumer protection, privacy, competition, employment and workplace safety.

A failure to comply with a licence condition could result in the cancellation of a carrier licence or fines, and a failure to comply with applicable laws and regulations could result in restrictions or fines being imposed on the Group, or legal proceedings being commenced against the Group. These consequences would be likely to have a negative effect on the Group's reputation and profitability, and adversely affect its financial performance.

The Group mitigates this risk by conducting regular reviews (both internally and by engaging external advisers) to ensure compliance with its licences and applicable laws and regulations.

Material business risks (continued)

Changes in government policy and regulation
The Group operates in a highly regulated environment. The Group may be affected by changes to government policies and legislation, particularly relating to the telecommunications industry. The Company uses class license spectrum for which it does not pay a fee and does not have exclusive use of the spectrum it uses. Although the Company does not anticipate any change to the availability of class license spectrum, the Company could be adversely impacted if access to, or the rules or costs governing the use of, this spectrum were to change. Presently, s143 of the Telecommunications Act 1997 (Cth) imposes an obligation on owners of non-NBN fixed line networks capable of superfast broadband, to operate on only a wholesale basis. This regulation does not apply to fixed wireless network owners, such as the Company. This allows the Company to both own its networks and be the supplier and retailer of services to residential and business customers. If this regulation were to change it could have a materially adverse effect on the Group's operations. The Government has introduced a Regional Broadband tax on non-NBN operated fixed line services, which was in place from 1 January 2021 and seeks to establish NBN Co as the new default fixed-line operator in Australia, will see residential and business users of "NBN-equivalent" fixed line services hit with a monthly fee of $7.10. If this tax is extended to cover mobile networks and fixed wireless networks, it could adversely impact the Group unless the charge is passed on to customers.

Technology risks
The telecommunications and communications industry continues to experience rapid technological change and development. The Group is at risk from major technological improvements in alternative services or on its ability to access and adapt to technological changes in a cost-effective manner. The introduction of new practices and technology may have significant implications for the Group's current infrastructure and business model. As such, the Group's success will be dependent upon its ability to develop, adopt and integrate the latest technologies into its existing infrastructure.

Information on directors

Name:	James Spenceley
Title:	Chairman, Non- Executive Director
Experience and expertise:	James is a well-known Australian entrepreneur and experienced company director. In 2007 he founded Vocus Communications Limited (now Vocus Group Limited) (previously ASX: VOC), one of Australia's largest telecommunications companies which he grew, both organically and through acquisitions, to a multi-billion dollar business. James has twice won the Ernst & Young Australian Entrepreneur of the Year Award (in the young and listed categories) and in 2018 was inducted into the Telecommunications Hall of Fame.
Other current directorships:	None
Former directorships (last 3 years):	Kogan.com Limited (ASX:KGN), Airtasker Limited (ASX: ART) (ceased 30 June 2023)
Special responsibilities:	Chairman, member of the Audit and Risk Committee, member of the Remuneration and Nomination Committee
Interests in shares at 30 June 2025:	12,211,350 fully paid ordinary shares

Information on directors (continued)

Name:	Anthony Grist
Title:	Deputy Chairman, Non-Executive Director
Qualifications:	Bachelor of Commerce (University of Western Australia); Associate of the Financial Services Institute of Australasia; Fellow of the Australian Institute of Company Directors.
Experience and expertise:	Anthony has been involved in the management of publicly listed companies across a range of industries, both in Australia and overseas. In 1990 Tony founded Albion Capital Partners. He was the co-founder and Chairman of ASX listed Amcom Telecommunications Limited (Amcom) and led the merger with Vocus Communications helping create a major trans-Tasman fibre optic carrier business. Tony then went on to serve as Deputy Chairman of the merged business. Tony represented Amcom on the iiNet Board, as a 27% shareholder, between 2006 and 2011.
Other current directorships:	The Minderoo Foundation, The Fremantle Football Club
Former directorships (last 3 years):	None
Special responsibilities:	Deputy Chairman, Chairman of the Audit and Risk Committee
Interests in shares at 30 June 2025:	14,150,000 fully paid ordinary shares

Name:	Jonathan Pearce
Title:	Non-Executive Director
Qualifications:	Bachelor of Finance (Australian National University); Graduate Diploma of Applied Finance (Kaplan).
Experience and expertise:	Jonathan has worked in the finance industry for more than 15 years, focused primarily on funds management and corporate finance for small and mid-cap companies listed on the ASX. He is currently a portfolio manager at the CVC Emerging Companies Fund where he manages investments in growth companies primarily located in Australia. Prior to joining CVC, Jonathan held senior roles at Blue Ocean Equities and Canaccord Genuity.
Other current directorships:	Jonathan currently sits on the board of CVC Emerging Companies IM Pty Ltd and a number of private company boards.
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of the Remuneration and Nomination Committee, member of the Audit and Risk Committee
Interests in shares at 30 June 2025:	2,638,344 fully paid ordinary shares

Name:	Matthew Hollis
Title:	Non-Executive Director
Experience and expertise:	Matt has over 25 years experience in the Australian Telco industry that includes working at two very successful start-ups, PIPE Networks and Vocus Communications. At Vocus, Matt grew the sales team from 3 to 110 sales people, managed 550 staff and participated in 15+ acquisitions in a little over 6 years. Currently Matt is the CEO of Cloud Assess, a successful Australian SaaS company selling Learning Management Software to Registered Training Organisations (RTO) and businesses with frontline workers. Matt has previously served as an Executive Director at ASX-listed Superloop (resigned as Director in November 2018), where he gained an in-depth insight into the telco landscape in Singapore and Hong Kong.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares at 30 June 2025:	3,891,302 fully paid ordinary shares

Information on directors (continued)

Name:	William (Paul) Reid
Title:	Non-Executive Director
Qualifications:	Masters of Science (IT) (University of Stirling); Bachelor of Arts (Hons) (Kingston University).
Experience and expertise:	Prior to joining Swoop in 2008, Paul was a management consultant with over 15 years of experience holding roles as Principal at A.T Kearney, and Senior Management Consultant at Andersen Consulting. Paul has managed network deployment for Swoop across Australia along with the development of the Business Grade product and Wholesale Partner Channel.
Other current directorships:	Highett Community Financial Services Limited (Non-Executive Director, appointed November 2022)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Remuneration and Nomination Committee
Interests in shares at 30 June 2025:	22,684,706 fully paid ordinary shares

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

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

Company secretary
Louise Bolger

Louise has over 20 years' experience as an in-house telecommunications, media and technology lawyer and company secretary having held General Counsel and Company Secretary roles with various ASX-listed companies. She holds a Bachelor of Laws (Hons) and a Bachelor of Arts (Modern Asian Studies) from Griffith University and is a Fellow of the Governance Institute of Australia.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2025, and the number of meetings attended by each director were:

	Full Board		Remuneration and Nomination Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
James Spenceley	20	21	3	3	5	6
Anthony Grist	21	21	-	-	6	6
Jonathan Pearce	20	21	2	3	6	6
Matthew Hollis	21	21	-	-	-	-
Paul Reid	20	21	3	3	-	-

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

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.

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
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 30 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 30 to the 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 directors of PKF(NS) Audit & Assurance Ltd Partnership
There are no officers of the company who are former directors of PKF(NS) Audit & Assurance Ltd Partnership.

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 immediately after this directors' report.

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

James Spenceley
Chairman

30 September 2025

Remuneration report (audited)

1. Introduction

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel ("KMP") are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

In the FY25 year, the following were assessed to be KMP:

Directors
Swoop Holdings Ltd from 1 July 2024 to 30 June 2025

- James Spenceley – Chairman, Non-Executive Director
- Anthony Grist – Non-Executive Director
- Jonathan Pearce – Non-Executive Director
- Matthew Hollis – Non-Executive Director
- Paul Reid – Non-Executive Director

Executives
Swoop Holdings Ltd from 1 July 2024 to 30 June 2025

- Alex West – Chief Executive Officer
- Patricia Jones – Chief Financial Officer
- Louise Bolger – General Counsel & Company Secretary

For the purposes of FY24 comparative information, the KMP listed above were also assessed as the KMP for the period from 1 July 2023 to 30 June 2024.

2. Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

2. Principles used to determine the nature and amount of remuneration (continued)

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

Executive remuneration
The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits where it does not create any additional costs to the Group and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include share-based payments. Shares are awarded to executives over a period of time based on long-term incentive measures. These include increase in shareholder value.

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on defined financial and non-financial targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Board.

Voting and comments made at the company's 2024 Annual General Meeting ('AGM')
At the 2024 AGM held on 27 November 2024, 88.34% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

3. Remuneration Structure for Swoop Holdings Limited

Fixed Pay:

Fixed Pay comprises cash salary and superannuation contributions, delivered in accordance with terms and conditions of each KMP's employment as set in their employment agreement.

Short term incentives:

STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved and is monitored by the Remuneration and Nomination Committee.

Long term incentives:

The Company has adopted an employee incentive scheme titled "Swoop Holdings Long Term Incentive Plan" (**Incentive Plan**). The objective of the Incentive Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Incentive Plan and the future issue of awards under the Incentive Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

The key terms of the Incentive Plan are as follows:

(a) Award

For the Purpose of the Incentive Plan, an 'Award' means:

(i) an Option;
(ii) a Performance Right;
(iii) a Share Award; and/or
(iv) a Loan Funded Share,

as the case may be.

(b) Eligibility

Participants in the Incentive Plan may be:

(i) any Director (whether executive or non-executive) or employee of the Company and any Associated Body Corporate of the Company (each, a **Group Company**); or
(ii) any other person providing services to a Group Company and who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Incentive Plan.

4. Executive Service agreements

All Executive team members have service agreements determining Fixed Pay comprising cash salary and superannuation and performance based variable rewards (if applicable). There are no fixed employment terms. The termination notice period is six months by either party. All agreements include non-solicitation and non-compete restrictions and agreements provide for dismissal due to gross misconduct with no entitlement to termination payments in this event. Statutory leave entitlements apply in each agreement.

Details of these agreements are as follows:

Name:	Alex West
Title:	Chief Executive Officer
Agreement commenced:	3 February 2020
Term of agreement:	Ongoing
Details:	Base Salary: Annual salary of AUD$307,614 plus statutory superannuation. Performance-based Incentives: Eligible to partake in the company's STI and LTI Plan; may be terminated by the company without cause by giving 6 month's written notice.

4. Executive Service agreements (continued)

Name:	Patricia Jones
Title:	Chief Financial Officer
Agreement commenced:	19 April 2022
Term of agreement:	Ongoing
Details:	Base Salary: Annual salary of AUD$303,457 plus statutory superannuation Performance-based Incentives: Eligible to partake in the company's STI and LTI Plan; may be terminated by the company without cause by giving 6 month's written notice.

Name:	Louise Bolger
Title:	General Counsel
Agreement commenced:	7 June 2021
Term of agreement:	Ongoing
Details:	Base Salary: Annual salary of AUD$301,425 plus statutory superannuation. Performance-based Incentives: Eligible to partake in the company’s STI and LTI Plan; may be terminated by the company without cause by giving 6 month's written notice.

5. Non-executive Director Remuneration

Non-executive directors receive a Board fee. The total aggregate fees to be paid per annum to non-executive directors is currently limited to $750,000. All non-executive directors enter into an agreement with the company in the form of a letter of appointment. The letter summarises the board policies and terms, including remuneration, relevant to the office of director. Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors’ fees and payments will be reviewed annually by the Remuneration and Nomination Committee.

The Remuneration and Nominations Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors’ fees and payments are appropriate and in line with the market.

The Non-Executive Director Fee structure (per annum) for the period 1 July 2024 to 30 June 2025 has been set at the following level:

- Non-Executive Chairman - $160,000 for the full financial year
- Non-Executive Directors - $60,000 for the full financial year

An additional fee of $15,000 per annum is payable in respect of each of the Chair of the Audit and Risk Committee and the Chair of the Remuneration and Nominations Committee. No other additional fees are payable in respect of Committee memberships. Superannuation is included in the above amounts.

6. Remuneration Governance

The Remuneration and Nomination Committee is responsible for determining and reviewing remuneration arrangements for all Directors and Executives. It is intended that executive management regularly report to the Committee on issues that may impact their decisions and attend meetings by invitation, but do not participate in decisions regarding their own remuneration arrangements.

Use of remuneration consultants
Under the provisions of the Committee’s Charter, the Committee may engage the assistance and advice from external remuneration advisors. To ensure that any recommendations made by remuneration consultants are provided without undue influence being exerted by Executives, external remuneration consultants are engaged by and deliver their advice directly to members of the Committee.

7. Share Trading Policy

The company has a Share Trading Policy which aims to ensure that all employees understand their obligations in relation to insider trading, describes restrictions on buying and selling the company's shares by the employees and when approvals need to be sought. The Share Trading Policy can be found on the Corporate Governance page in the Investors section of the Company's website at www.swoop.com.au/corporate-governance.

8. Statutory Remuneration Disclosures

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables. The information below has been prepared in accordance with the requirements of the Corporations Act 2001 and relevant Australian Accounting Standards.

The key management personnel of the Group consisted of the following directors of Swoop Holdings Limited:
- James Spenceley (Chairman, Non-Executive Director)
- Anthony Grist (Non-Executive Director)
- Jonathan Pearce (Non- Executive Director)
- Matthew Hollis (Non- Executive Director)
- Paul Reid (Non- Executive Director)

And the following executives:
- Alex West - Chief Executive Officer
- Patricia Jones - Chief Financial Officer
- Louise Bolger - General Counsel & Company Secretary

	Short-term benefits			Long-term benefits	Share based payments expense	
2025	Cash salary and fees $	Cash bonus $	Annual leave $	Super-annuation $	Performance rights / other[1] $	Total $
Non-Executive Directors:						
James Spenceley	144,266	-	-	15,734	-	160,000
Anthony Grist	67,264	-	-	7,736	-	75,000
Jonathan Pearce	75,000	-	-	-	-	75,000
Matthew Hollis	53,812	-	-	6,188	-	60,000
Paul Reid	53,812	-	-	6,188	-	60,000
Other Key Management Personnel:						
Alex West	291,322	67,265	24,611	29,740	214,446	627,384
Patricia Jones	288,986	67,265	20,165	29,487	103,281	509,184
Louise Bolger[1]	265,965	19,058	32,883	29,330	105,065	452,301
	1,240,427	153,588	77,659	124,403	422,792	2,018,869

[1] *During FY25, Louise Bolger opted to take $22,500 bonus as 219,234 shares with a VWAP of $0.10263. This is included in share based payments expense. All other share based payments expense reported in the table above relates to performance rights.*

8. Statutory Remuneration Disclosures (continued)

	Short-term benefits			Long-term benefits	Share based payments expense	
2024	Cash salary and fees $	Cash bonus $	Annual leave $	Super-annuation $	Performance rights/other[1] $	Total $
Non-Executive Directors:						
James Spenceley	144,144	-	-	15,856	-	160,000
Anthony Grist	61,937	-	-	6,813	-	68,750
Jonathan Pearce	68,750	-	-	-	-	68,750
Matthew Hollis	51,802	-	-	5,698	-	57,500
Paul Reid	51,802	-	-	5,698	-	57,500
Other Key Management Personnel:						
Alex West	266,978	108,108	44,538	27,399	262,558	709,581
Patricia Jones	288,879	108,108	19,892	27,399	121,632	565,910
Louise Bolger	268,367	54,054	23,582	27,399	90,312	463,714
	1,202,659	270,270	88,012	116,262	474,502	2,151,705

[1] *Share based payments expense in the year ended 30 June 2024 relates solely to performance rights.*

Share-based compensation disclosures

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2025.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the period 1 July 2024 to 30 June 2025.

8. Statutory Remuneration Disclosures (continued)

Performance rights

The terms and conditions of each grant of Share Rights granted during the period 1 July 2024 to 30 June 2025, affecting remuneration in the current or a future reporting period are set out below.

Performance rights – granted in FY25

In connection with its long-term incentive program, the following performance rights were granted by the company to key management personnel in the financial year:

Name		Number of rights granted	Grant date	Vesting date	Expiry date	Fair value per right at grant date
Alex West	Tranche 1	263,922	5 Nov 2024	1 Oct 2025	31 Dec 2027	$0.088
Patricia Jones	Tranche 1	131,961	5 Nov 2024	1 Oct 2025	31 Dec 2027	$0.088
Louise Bolger	Tranche 1	105,569	5 Nov 2024	1 Oct 2025	31 Dec 2027	$0.088
Alex West	Tranche 2	263,922	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.119
Patricia Jones	Tranche 2	131,961	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.119
Louise Bolger	Tranche 2	105,569	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.119
Alex West	Tranche 3	263,922	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.125
Patricia Jones	Tranche 3	131,961	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.125
Louise Bolger	Tranche 3	105,568	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.125
Alex West	Tranche 4	263,922	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.195
Patricia Jones	Tranche 4	131,961	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.195
Louise Bolger	Tranche 4	105,569	5 Nov 2024	1 Oct 2026	31 Dec 2027	$0.195
Alex West	Tranche 5	263,922	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.195
Patricia Jones	Tranche 5	131,961	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.195
Louise Bolger	Tranche 5	105,569	5 Nov 2024	1 Oct 2027	31 Dec 2027	$0.195

Of the performance rights granted to key management personnel 1,504,355 are subject to market based vesting conditions associated with total shareholder returns (TSR) measured against an absolute range of returns and 1,002,904 are subject only to non-market based vesting conditions in the form of a service condition.

Vesting conditions for performance rights granted in FY25

For performance rights that are subject to market based vesting conditions, as at the vesting date for each tranche, the following hurdles apply:

Individual performance

The KMP must achieve at a minimum a “Nailed It” performance rating, which includes any additional KPIs required for their role outside of the short term incentive framework.

Total Shareholder Return (TSR)

This performance hurdle is based on the TSR compared against an absolute range of returns, with a maximum grant achieved at an Annual Growth Rate (AGR) of 20% and above.

The table below sets out the proportion of the TSR allocation which will vest depending on the TSR achieved by Swoop relative to the absolute return range:

AGR of TSR Thresholds	Performance Rights Allocation
Less than 20%	0%
>=20%	100% allocation

TSR Assessment

The TSR test date will be conducted at the end of each performance period which for the first tranche is the date of release of Swoop’s half year financial statements and for the second and third tranche is the date of release of Swoop’s audited annual financial statements for that year (or any other day determined by the Board).

8. Statutory Remuneration Disclosures (continued)

For the purposes of the TSR allocation:

- "Base share price" means the share price at the "base date". For FY25, the grant date of 5 November 2024 is considered to be the base date. Subsequent years' base dates will be determined by the Board, but it is initially proposed to be the share prices as at the TSR test date.
- "Performance period" is the 1-3 year period from the base date to the TSR test date (for each of the tranches).
- "Market Value" means:
  - on the base date, the VWAP at which the shares were traded on the ASX in the 15 day period following (and including) the base date; and
  - on the TSR test date, the VWAP at which the shares were traded on the ASX in the 15 days period following (and including) the TSR test date.
- "TSR" as at the TSR test date of Swoop means the total shareholder return of Swoop determined on an Annual Growth Rate basis by reference to:
  - the changes in market value of a share in Swoop from the base date to the TSR test date; and
  - the value (on a basis determined by the Board from time to time) of any shareholder benefits (including dividends or any other benefits that the Board determines from time to time are to be taken into account) paid or otherwise made generally available to shareholders in Swoop from the base date to the TSR test date.

For performance rights that are subject to non-market based vesting conditions, as at the vesting date for each tranche, the key management personnel granted those rights must remain an employee of Swoop and meet the following performance hurdle:

Individual performance
The KMP must achieve at a minimum a "Nailed It" performance rating, which includes any additional KPIs required for their role outside of the short term incentive framework.

Performance rights granted carry no dividend or voting rights.

These performance rights were issued at no cost to the recipients and represent a right to one ordinary share in the company in the future for no consideration, subject to satisfying the performance conditions.

Performance rights that vested in FY25

The following performance rights, granted 29 April 2022, vested and were issued as ordinary shares to key management personnel during the year ended 30 June 2025:

Name	Number of rights vested	Share issue date	Fair value of right at grant date
Alex West	360,000	25 Oct 2024	$0.491
Patricia Jones	150,000	25 Oct 2024	$0.491
Louise Bolger	90,000	25 Oct 2024	$0.491

9. Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Additions	Disposal	Balance at the end of the year
Ordinary shares				
James Spenceley	12,211,350	-	-	12,211,350
Anthony Grist	14,150,000	-	-	14,150,000
Matthew Hollis	3,791,412	99,890	-	3,891,302
Paul Reid	22,684,706	-	-	22,684,706
Jonathan Pearce	2,638,344	-	-	2,638,344
Alex West	1,794,748	1,360,000	-	3,154,748
Patricia Jones	100,000	150,000	-	250,000
Louise Bolger	60,000	309,234	-	369,234
	57,430,560	1,919,124	-	59,349,684

Performance rights holding
The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares					
Alex West	2,218,486	1,319,610	(360,000)	-	3,178,096
Patricia Jones	1,126,935	659,805	(150,000)	-	1,636,740
Louise Bolger	966,935	527,844	(90,000)	-	1,404,779
	4,312,356	2,507,259	(600,000)	-	6,219,615

Loans to KMP
In October 2019 and July 2020, Cirrus Communications Pty Limited issued shares for limited recourse loan consideration to Directors and Executives. The Company was assigned the benefit of these loans as at 21 May 2021, at which time the loans were limited recourse with respect to the Consideration Shares issued as consideration for the shares to which the loans previously related. Details of the loan balances outstanding are as follows:

Name	Balance at the start of the year $	Repayments $	Balance at the end of the year $
Paul Reid – Non-Executive Director	669,683	-	669,683
Matthew Hollis – Non-Executive Director	1,046,103	-	1,046,103
Alex West – Chief Executive Officer	549,296	-	549,296
Total	2,265,082	-	2,265,082

9. Additional disclosures relating to key management personnel (continued)

These loans are repayable under certain circumstances as set out in the respective loan agreements, including where the borrower receives payment in respect of the sale, disposal or cancellation of their shares. The liability of the borrower is limited to remitting the proceeds of sale or disposal of the shares, or any distributions received in relation to the shares issued as consideration for the Cirrus Communications Pty Limited shares to which the loans previously related, up to the loan amount. The loans are interest free.

Related Party Disclosures
The following are transactions with related parties and balances outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2025	**2024**
	$	**$**
Payment for goods and services:		
Payment for SaaS usage fees to Opvia Pty Ltd (director-related entity of Matthew Hollis)	9,545	17,839
Current payables at the end of the financial year:		
Amount payable for SaaS usage fees to Opvia Pty Ltd (director-related entity of Matthew Hollis)	-	495

Other transactions with KMP

During the year ended 30 June 2024 an agreement was entered into between Swoop Infrastructure Pty Ltd and Mako Minerals Pty Ltd (Mako Minerals) for the installation of a telecommunications network for a development to be undertaken by Mako Minerals. Mako Minerals is a director-related entity of Jonathan Pearce. No amounts have been received in the year ended 30 June 2025, and installation activities are expected to commence in future financial periods.

Some of the non-executive directors hold directorships or positions in other companies or organisations. From time to time, the company may provide or receive services from these companies or organisations on arm’s length terms. None of the non-executive directors were, or are, involved in any procurement or Board decision-making regarding the companies or organisations with which they have an association.

This concludes the remuneration report, which has been audited.

On behalf of the directors

James Spenceley
Chairman
30 September 2025

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Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Swoop Holdings Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2025, there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

PKF

PKF

P. Pearman.

PAUL PEARMAN
PARTNER

30 SEPTEMBER 2025
SYDNEY, NSW

General information

The financial statements cover Swoop Holdings Limited as a Group consisting of Swoop Holdings Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Swoop Holdings Limited's functional and presentation currency.

Swoop Holdings Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 5, 126 – 130 Phillip Street
Sydney NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 September 2025. The directors have the power to amend and reissue the financial statements.

Swoop Holdings Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Revenue	3	105,993,180	81,142,791
Other income	4	395,346	201,436
Expenses			
Cost of sales		(71,227,303)	(49,094,482)
Marketing and advertising		(2,783,141)	(3,121,436)
Finance costs	5	(2,688,954)	(2,497,508)
General and administrative		(4,625,751)	(3,460,674)
Depreciation and amortisation expense	5	(18,353,090)	(15,485,987)
Bad and doubtful debt expense	10	(268,554)	(532,017)
Employee benefit expense		(11,558,516)	(9,856,091)
Share based payments expense	5,39	(940,205)	(1,206,321)
Acquisition and integration costs		(3,700,422)	(3,202,053)
Corporate restructuring expenses		(291,864)	(72,271)
Other expenses		(500,072)	(885,878)
Net fair value losses on financial assets at fair value through profit or loss	14	(3,309,833)	-
Loss before income tax benefit from continuing operations		(13,859,179)	(8,070,491)
Income tax benefit/(expense) from continuing operations	8	2,817,262	2,743,825
Loss after income tax benefit/(expense) from continuing operations		(11,041,917)	(5,326,666)
Profit / (loss) after income tax (expense)/benefit from discontinued operations	6	4,094,638	1,536,584
Loss after income tax benefit/(expense) for the year attributable to the owners of Swoop Holdings Limited		(6,947,279)	(3,790,082)
Items that will not be reclassified subsequently to profit or loss			
Other comprehensive income for the year, net of tax		128,907	(243,113)
Total comprehensive income for the year attributable to the owners of Swoop Holdings Limited		(6,818,372)	(4,033,195)
Total comprehensive income for the year is attributable to:			
Continuing operations		(10,913,010)	(5,569,779)
Discontinued operations		4,094,638	1,536,584
		(6,818,372)	(4,033,195)
		Cents	**Cents**
Earnings per share from continuing operations			
Basic earnings per share	38	(5.25)	(2.56)
Earnings per share from discontinued operations			
Basic earnings per share	38	1.95	0.74
Earnings per share attributable to the owners of Swoop Holdings Limited			
Basic earnings per share	38	(3.30)	(1.82)
Diluted earnings per share	38	(3.30)	(1.82)

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

Swoop Holdings Limited
Statement of financial position
As at 30 June 2025

	Note	Consolidated 2025 $	2024 $
Assets			
Current assets			
Cash and cash equivalents	9	8,034,283	10,897,573
Trade and other receivables	10	6,059,739	6,499,226
Inventories	11	2,157,293	2,023,958
Prepayments	16	1,418,164	1,527,148
Other assets	12	-	687,333
Other financial assets	13	145,653	144,094
Financial assets at fair value through profit or loss	14	3,425,647	-
		21,240,779	21,779,332
Assets classified as held for sale	6	-	5,184,794
Total current assets		21,240,779	26,964,126
Non-current assets			
Financial assets at fair value through other comprehensive income	14	-	1,004,868
Property, plant and equipment	17	40,047,097	38,016,066
Right-of-use assets	15	6,638,566	7,971,458
Intangibles	18	45,969,454	47,236,300
Deferred tax	8	4,866,369	4,368,569
Other financial assets	13	297,277	304,753
Total non-current assets		97,818,763	98,902,014
Total assets		119,059,542	125,866,140
Liabilities			
Current liabilities			
Trade payables	19	24,340,200	17,021,204
Other payables	20	2,976,104	1,816,766
Contract liabilities	21	6,320,464	1,582,729
Borrowings	27	2,173,661	1,907,494
Lease liabilities	15	2,795,962	2,769,148
Employee benefits	22	1,125,730	1,305,558
Deferred consideration	24	-	2,637,563
		39,732,121	29,040,462
Liabilities directly associated with assets classified as held for sale	6	-	1,914,111
Total current liabilities		39,732,121	30,954,573
Non-current liabilities			
Borrowings	27	14,516,067	21,353,351
Lease liabilities	15	4,574,894	6,039,641
Deferred tax	8	5,598,065	7,865,992
Employee benefits	22	321,737	180,715
Total non-current liabilities		25,010,763	35,439,699
Total liabilities		64,742,884	66,394,272
Net assets		54,316,658	59,471,868
Equity			
Issued capital	25	128,726,272	127,266,230
Reserves	26	4,551,228	4,348,108
Accumulated losses		(78,960,842)	(72,142,470)
Total equity		54,316,658	59,471,868

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

Swoop Holdings Limited
Statement of changes in equity
For the year ended 30 June 2025

Consolidated	Issued capital $	Share-based payments reserve $	Foreign currency translation reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2023	126,550,345	3,849,892	11,755	(68,109,275)	62,302,717
Loss after income tax expense for the year	-	-	-	(3,790,082)	(3,790,082)
Other comprehensive loss for the year, net of tax	-	-	-	(243,113)	(243,113)
Total comprehensive loss for the year	-	-	-	(4,033,195)	(4,033,195)
Transactions with owners in their capacity as owners:					
On-market share buy-back, including transaction costs	(3,975)	-	-	-	(3,975)
Issue of shares to employees on vesting and conversion of performance rights	719,860	(719,860)	-	-	-
Share based payments expense	-	1,206,321	-	-	1,206,321
Balance at 30 June 2024	127,266,230	4,336,353	11,755	(72,142,470)	59,471,868

Consolidated	Issued capital $	Share-based payments reserve $	Foreign currency translation reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2024	127,266,230	4,336,353	11,755	(72,142,470)	59,471,868
Loss after income tax benefit for the year	-	-	-	(6,947,279)	(6,947,279)
Other comprehensive income for the year, net of tax	-	-	-	128,907	128,907
Total comprehensive loss for the year	-	-	-	(6,818,372)	(6,818,372)
Transactions with owners in their capacity as owners:					
Issue of shares – acquisition of Vonex shares	722,957	-	-	-	722,957
Issue of shares to employees on vesting and conversion of performance rights	579,585	(579,585)	-	-	-
Issue of shares to employees under Long Term Incentive Plan	157,500	(157,500)	-	-	-
Share based payments expense	-	940,205	-	-	940,205
Balance at 30 June 2025	128,726,272	4,539,473	11,755	(78,960,842)	54,316,658

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

Swoop Holdings Limited
Statement of cash flows
For the year ended 30 June 2025

	Note	Consolidated 2025 $	2024 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		111,964,498	91,812,243
Payments to suppliers and employees (inclusive of GST)		(95,793,720)	(81,670,879)
		16,170,778	10,141,364
Interest received		29,074	171,634
Interest and other finance costs paid		(1,763,148)	(1,759,053)
Co-build income received		1,448,037	576,952
Net cash from operating activities	37	15,884,741	9,130,897
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired		-	(490,445)
Payment for purchase of subsidiary, net of cash acquired		(3,042,090)	(3,313,753)
Payments for investments		(7,198,858)	-
Payments for property, plant and equipment		(9,312,795)	(13,738,310)
Payments for intangibles		(3,244,064)	(2,660,620)
Divestment costs		-	(647,308)
Proceeds from disposal of subsidiary, net of transaction costs		8,025,217	-
Proceeds from the sale of businesses, net of transactions costs		440,000	-
Proceeds from sale of financial assets		1,284,235	-
Proceeds from disposal of property, plant and equipment		21,765	23,271
Net cash used in investing activities		(13,026,590)	(20,827,165)
Cash flows from financing activities			
Proceeds from borrowings		9,500,000	6,557,384
On-market share buy-back, including transaction costs		-	(3,977)
Repayment of borrowings		(16,167,284)	(2,052,392)
Net cash (used in) / from financing activities		(6,667,284)	4,501,015
Net decrease in cash and cash equivalents for the year		(3,809,133)	(7,195,253)
Cash and cash equivalents at the beginning of the financial year		11,846,251	19,043,911
Effects of exchange rate changes on cash and cash equivalents		(2,835)	(2,407)
Cash and cash equivalents at the end of the financial year	9	8,034,283	11,846,251

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

Note 1. Material accounting policy information

The principal accounting policies adopted in the preparation of the 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 or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

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 financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss.

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

Going concern

The Group is in a net asset position of $54.3 million as at 30 June 2025 (30 June 2024: $59.5 million). Total assets are $119.1 million (2024: $125.9 million).

Working capital, being current assets less current liabilities, is in a deficit position of $18.5 million as at 30 June 2025 (30 June 2024: deficit of $4.0 million). The movement in working capital is due to the funding of Group capital expenditure with operating cash flows as the Group invests in the network and invests in the automation and optimisation of operational platforms and systems for growth. Total additions to Property, Plant and Equipment and Intangibles (capitalised software development costs) were $15.5 million in the year ended 30 June 2025. In addition, $6.7 million of repayments (net of drawdowns) were made on the Group’s capital expenditure and acquisition debt facilities during the year.

The Group had positive net cash flows from operating activities (including interest payments and a net positive cashflow contribution from major projects) for the year of $15.9 million, up 74.0% on the prior year. Revenue (including $0.5 million from discontinued operations) was $106.5 million, up 19.8% on the prior year. The business had a 14.5% increase in total subscriber numbers from June 2024 to 205,019, all from organic growth.

The Group reported a net loss after tax for the year ended 30 June 2025 of $6.9 million, this is after depreciation and amortisation charges of $18.4 million.

The cash and cash equivalents as at 30 June 2025 were $8.0 million and the Group had an additional $10.0 million in undrawn financing facilities available. In October 2025 the group expects to divest its’ interest in Vonex for proceeds of approximately $6.2 million.

Note 1. Material accounting policy information (continued)

Going concern (continued)

While the underlying fundamentals of the business are strong the Directors acknowledge that additional funding will be required in the next twelve months as the Group continues to invest in growth (network expansion, continued investment in the automation and optimisation of operational platforms and systems to support growth and customer acquisition) and complete major projects which require large outflows in the near term. The Group is progressing on securing this additional funding from a number of sources, including but not limited to seeking approval for additional funding via an early re-finance of its existing debt facilities and the potential divestment of certain non-core assets. The five year term of the existing Westpac facility ends in June 2027, however we are currently in discussions to both extend this term (for a further three year period) and expand the facility to provide additional capacity for capital expenditure. Based on these plans, as well as forecasts of underlying business performance, the Directors believe there will be sufficient funds for the consolidated entity to meets its obligations and liabilities for at least twelve months from the date of this report.

The directors consider there is a reasonable basis upon which to believe that the short term additional funding can be secured. Accordingly, the financial statements have been prepared on a going concern basis which assumes that the consolidated entity will realise its assets and extinguish its liabilities in the normal course of business. In the event that the above arrangements and initiatives are not achieved, there exists material uncertainty as to whether the consolidated entity will continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary should the consolidated entity not continue as a going concern.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 33.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Swoop Holdings Limited ('company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Swoop Holdings Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

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.

Note 1. Material accounting policy information (continued)

Foreign currency translation
The financial statements are presented in Australian dollars, which is Swoop Holdings Limited's functional and presentation currency.

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 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. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through other comprehensive income
Financial assets at fair value through other comprehensive income include equity investments which the Group intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Note 1. Material accounting policy information (continued)

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 to form a cash-generating unit.

Finance costs
Finance costs are expensed in the period in which they are incurred.

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 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.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the 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.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

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 is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. 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.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Estimation of useful lives of assets
The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold and will be written off or written down.

Goodwill and other indefinite life intangible assets
The consolidated entity 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. The recoverable amounts of cash-generating units have been determined based on fair value less costs of disposal (FVLCD) calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax
The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Lease term
The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Deferred consideration
The deferred consideration liability is the difference between the total purchase consideration, usually on an acquisition of a business combination, and the amounts paid or settled up to the reporting date, discounted to net present value. The Group applies provisional accounting for any business combination. Any reassessment of the liability during the earlier of the finalisation of the provisional accounting or 12 months from acquisition-date is adjusted for retrospectively as part of the provisional accounting rules in accordance with AASB 3 'Business Combinations'. Thereafter, at each reporting date, the deferred consideration liability is reassessed against revised estimates and any increase or decrease in the net present value of the liability will result in a corresponding gain or loss to profit or loss. The increase in the liability resulting from the passage of time is recognised as a finance cost.

Business combinations
Business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Capitalised labour costs
Capitalised labour costs incurred has been recognised as an asset when it is deemed probable that future economic benefit associated with the item will flow to the entity and the cost can be measured reliably. Management have made estimates when applying percentages of certain employee costs that are attributable in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Management have deemed the allocated percentage of certain staff costs applied is appropriate based on their assessment of staff roles, responsibilities and divisions.

Note 3. Revenue

	Consolidated	
	2025	**2024**
	$	**$**
Revenue from contracts with customers		
Revenue from contracts with customers	105,649,874	78,117,876
Other revenue	343,306	3,024,915
Revenue	105,993,180	81,142,791
Revenue composition		
Continuing operations	105,993,180	81,142,791
Discontinued operations	516,041	7,751,896
Revenue from continuing operations and discontinued operations	106,509,221	88,894,687

Further information on discontinued operations is included in note 6.

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	2025	**2024**
	$	**$**
Revenue by service		
Hardware	427,641	522,810
Installations	256,598	21,516
Recurring fees	95,467,524	77,573,550
Revenue from projects	9,498,111	-
Co-build income	190,701	1,213,875
Other revenue	152,605	1,811,040
	105,993,180	81,142,791
Timing of revenue recognition		
Goods transferred at a point in time	427,641	522,810
Services transferred over time	105,565,539	80,619,981
	105,993,180	81,142,791

Accounting policy for revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Note 3. Revenue (continued)

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rendering of services and sale of goods

The group earns revenue from contracts with customers primarily through the provision of telecommunications and other related offerings. Revenue from contracts with customers is recognised over time or at a point in time on the delivery of the promised goods or services to the customer in an amount which reflects the consideration to which the group expects to be entitled in exchange for those goods and services.

Revenue from projects

Melbourne fibre project
On 22 July 2024, Swoop announced plans to expand its fibre network in greater Melbourne, backed by a key customer contract. Under this agreement, Swoop will build, own, and operate the network, with a key customer granted 20-years right-of-use and ongoing operations and maintenance (O&M) services. A portion of related project revenue has been recognised in the year ended 30 June 2025.

Timing and nature of performance obligations
Swoop has identified distinct performance obligations in relation to the key customer contract. Each obligation has been assessed for distinctiveness and transfer of control, with revenue recognised over time for construction related obligations, and O&M revenue recognised on a straight-line basis over the O&M contract term. Construction related performance obligations will be completed from FY25 to FY27. O&M services will commence upon completion of the construction phase in FY27.

Significant payment terms
Milestone payments associated with the construction related performance obligations are expected to be received over time from FY25 to FY27. Annual O&M services will be billed and paid in each year of service delivery, commencing FY27. As the timing difference between service delivery and payment is under 12 months, Swoop applies the AASB 15 *Revenue from Contracts with Customers* (AASB 15) practical expedient, with no significant financing component recognised. Variable consideration, such as penalties, is deemed unlikely and excluded from the transaction price, in line with AASB 15 requirements that such amounts be recognised only when uncertainty is resolved.

Allocation of transaction price and estimation methods used
The transaction price is allocated to each performance obligation based on stand-alone selling prices, and the allocation used by Swoop reflects the economic substance of the services provided and is consistent with AASB 15 requirements.

Judgements affecting revenue recognition and cost allocation
Significant judgments applied by Swoop include the combination of contracts due to interdependent pricing, the identification of distinct performance obligations, the measurement of progress, and the allocation of costs to reflect the true economic benefit derived from the arrangement.

Estimation uncertainty in determining stand-alone selling prices
Stand-alone selling prices were determined using a cost-plus-margin method. Variable consideration, such as penalties, was excluded from the transaction price in line with AASB 15, as the conditions for recognition have not been met.

Note 4. Other income

	Consolidated	
	2025	**2024**
	$	**$**
Other income	-	17,653
Interest income	29,074	183,783
Gain arising on termination of leases	150,294	-
Gain on disposal of property, plant and equipment	215,978	-
Other income	395,346	201,436

Gain on disposal of property, plant and equipment includes the gain on disposal of assets associated with the sale of a business.

Accounting policy for other income

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other income
Other income is recognised when it is received or when the right to receive payment is established.

Note 5. Expenses

	Consolidated	
	2025	**2024**
	$	**$**
Loss before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	720,002	721,976
Motor vehicles	69,920	79,430
Networks	9,198,844	7,402,860
Right-of-use assets	3,853,414	3,290,857
Total depreciation	13,842,180	11,495,123
Amortisation		
Patents and trademarks	38,434	38,434
Licence agreements	90,552	107,219
Computer software	1,954,293	1,417,653
Contractual agreements	1,838,643	1,838,642
Customer relationships and contracts	588,988	588,916
Total amortisation	4,510,910	3,990,864
Total depreciation and amortisation	18,353,090	15,485,987
Finance costs		
Interest and finance charges paid/payable	2,047,111	1,842,919
Interest and finance charges paid/payable on lease liabilities	641,843	654,589
Finance costs expensed	2,688,954	2,497,508
Share-based payments expense		
Share-based payments expense	940,205	1,206,321
Employee benefits expense		
Superannuation	896,936	1,050,697

Note 6. Disposal of subsidiaries

Following a strategic review of operations and plan to focus on key markets, in June 2024 Swoop announced the decision to divest its wholesale focused voice call termination business to Pivotel Group Pty Ltd (Pivotel). Swoop entered into a binding sale agreement to divest the entire issued share capital of Voicehub Group Pty Ltd and Harbourtel Pty Ltd (the entities that own and operate Swoop's wholesale focused voice call termination business) to Pivotel for $8.0 million cash, which was received on 19 July 2024 (completion date), plus a retention of $1.0 million which was retained by Pivotal / in escrow to be adjusted based on the performance of the business for 9 months post completion. This retention was subsequently agreed to be settled earlier and the final amount of $0.8 million was received in December 2024. This resulted in total sales proceeds, before transaction costs, of $8.8 million.

Profit or loss from discontinued operations included in the statement of profit or loss and other comprehensive income

	Discontinued operations	
	2025	2024
	$	$
Revenue	516,041	7,751,896
Expenses	(343,799)	(5,587,217)
Profit or loss before income tax (expense)/benefit	172,242	2,164,679
Income tax (expense)/benefit	(51,672)	(628,095)
Gain on sale of the subsidiary after income tax	3,974,068	-
Profit or loss after income tax (expense)/benefit	4,094,638	1,536,584

Assets held for sale and liabilities associated with assets held for sale included in the statement of financial position in the 2024 comparative

	30 June 2024
	$
Cash and cash equivalents	948,678
Trade receivables	1,409,601
Prepayments	93,674
Other financial assets	100,000
Property plant and equipment	6,834
Intangibles – computer software	37,993
Goodwill	2,588,014
Assets classified as held for sale – current assets	5,184,794
Trade payables	1,595,414
Other payables	55,801
Contract liabilities	192,524
Employee benefits	70,372
Liabilities associated with assets classified as held for sale – current liabilities	1,914,111

Cash flows from operating, investing and financing activities included in the statement of cash flows

	Discontinued operations	
	2025	2024
	$	$
Cash flows from operating activities	172,242	2,977,242
Cash flows from investing activities (proceeds from sale of subsidiary, net of transaction costs)	8,025,217	-
Effects of exchange rate changes on cash and cash equivalents	-	(14,571)
Net increase in cash and cash equivalents for the year	8,197,459	2,962,671

Cash flows above exclude intercompany cash flows between the discontinued operations and other entities in the group.

Note 7. Impairment of non-financial assets

Impairment disclosures, cash generating units and testing of goodwill

As disclosed in the 30 June 2024 Annual Report, as part of the annual impairment testing required under AASB 136 Impairment of Assets, the Group reviewed the carrying value of fixed assets and intangibles at that date. During that review it was identified that no assets were showing indicators of impairment.

The Group has again assessed at 30 June 2025 whether there is any indication that a Group asset, including goodwill and other intangible assets, may be impaired. A key indicator considered was that the net assets of the Group as at the reporting date exceeded its' market capitalisation. The evaluation of whether any impairment existed at 30 June 2025 included, amongst other factors, consideration of the general market volatility currently affecting smaller capitalisation stocks, the current liquidity in Swoop's shares and the Directors' longer term view of the underlying intrinsic value of the business.

As part of the annual impairment testing, the Group also tested the recoverability of goodwill. For the purpose of impairment testing, goodwill is allocated to the CGU's which represent the lowest level at which goodwill is monitored for internal management purposes. Following the acquisition of Telco Pay Pty Limited in November 2022 and for the year ended 30 June 2023, Swoop impairment testing was conducted on the basis of 2 CGU's, the Moose CGU and the Swoop CGU which consisted of the rest of the Group entities. This was on the basis that Moose was previously managed and tracked as a separately run business over that specific period. Following the integration of Moose and a restructure of the business during FY24 the Group now manages the entire business as one CGU, this is reflected in reporting and management structures, centralised systems, cost synergies and resource use and interdependent product revenues through cross-selling. The cash flows of the business are considered to be fully integrated and interdependent, and therefore annual impairment testing as at 30 June 2025 has been conducted on a single CGU basis.

In performing the annual impairment testing, the recoverable amount for the Swoop CGU has been determined based on Fair Value Less Costs of Disposal (FVLCD) calculations using Discounted Cash Flow ("DCF") projections. The DCF projections are based on five-years forecast beyond FY25 as approved by the Board. The cash flows used in the FVLCD calculations beyond the five-year period are estimated using long term growth rates and a terminal value consistent with the Reserve Bank of Australia's long- term inflation target under standard valuation principles.

As a result of the annual impairment assessment, the Group has determined that no impairment charge is required at 30 June 2025.

Key assumptions and sensitivities underlying the annual impairment assessment are set out below.

Key assumptions
The fair value measurement of the recoverable amount is a level 3 measurement under the fair value hierarchy of AASB 13 *Fair Value Measurement*, which reflects that the inputs are not based on observable market data.

Note 7. Impairment of non-financial assets (continued)

In calculating the FVLCD recoverable amount for the Swoop CGU, the following key assumptions have been applied:

Assumption	Description	Swoop CGU
Revenue Growth rate (continuing operations)	Revenue growth rate is based on the CGU's business plan for continuing operations as approved by management, with the terminal value reflecting the long-term growth rate.	FY26 to FY30: 13.0%
Earnings margin	Earnings margin represents the forecasted earnings margin (EBITDA), on a post AASB 16 *Leases* basis, based on the CGU's business plan approved by management.	FY26 to FY30: 11.7% - 18.6%
Long-term growth rate	Long-term growth rate reflects management's estimation of the long-term inflation rate as at the assessment date, which is within the Reserve Bank of Australia's long-term inflation target range of 2.0% to 3.0% per annum.	2.5%
Period of projected cashflows for DCF	The cash flow projections for the five years FY26 to FY30 included in the model are based on management forecasts and have been derived using past experience, current strategies and business plans and assessment of economic and regulatory factors which may impact the markets within which the Group operates. In the terminal year, the cash flows have been prepared using the long-term growth rate specified above.	5 years
Discount rate	Discount rate represents post tax nominal discount rate used to equate the future cash flows to their present value and reflects the risk adjusted rate of return demanded by a hypothetical investor for the asset or business being valued. Discounted rates are determined based on the cost of an entity's debt and equity weighted by the proportion of debt and equity selected, that is, a weighted average cost of capital. The cost of equity capital has been determined using the capital asset pricing model.	13.0%

As a cross-check for the assessed recoverable amount determined using the above assumptions, a comparison of the implied EBITDA multiples of Swoop to the implied EBITDA multiples of a set of broadly comparable companies was undertaken. This cross-check had regard to the average and median multiples of those comparable companies. This implied multiples analysis supported the recoverable amount determined using the FVLCD methodology.

<u>Sensitivity</u>
The Group has conducted a sensitivity analysis of the impairment test to changes in the key assumptions used to determine the recoverable amount of the Swoop CGU, the key sensitivities are set out below.

Discount rate

- A decrease in the discount rate from 13.0% to 12.25% would result in an increase in headroom available to \$15.8 million compared to the \$6.5 million headroom available using a discount rate of 13.0%;
- An increase in the discount rate from 13.0% to 13.60% would cause the CGU's recoverable amount to equal to its carrying value.
- An increase in the discount rate from 13.0% to 13.75% would result in an impairment charge of (\$1.6 million), compared to the \$6.5 million headroom available using a discount rate of 13.0%.

Note 8. Income tax

	Consolidated	
	2025	**2024**
	$	**$**
Income tax charge		
Current tax	-	56,807
Adjustment recognised for prior periods	20,498	(28,269)
Origination and reversal of timing differences	(2,786,088)	(2,144,268)
Aggregate income tax charge/(benefit)	(2,765,590)	(2,115,730)
Numerical reconciliation of income tax charge and tax at the statutory rate		
Loss before income tax charge/(benefit)	(9,712,869)	(5,905,812)
Tax at the statutory tax rate of 30%	(2,913,861)	(1,771,744)
Adjustment recognised for prior periods	20,498	(28,269)
Permanent differences	124,064	548,171
Tax losses not recognised / (prior year tax losses not recognised now utilised)	3,709	(863,888)
Income tax expense / (benefit)	(2,765,590)	(2,115,730)
Income tax expense / (benefit) composition		
Continuing operations	(2,817,262)	(2,743,825)
Discontinued operations	51,672	628,095
Income tax expense / (benefit)	(2,765,590)	(2,115,730)

Further information on discontinued operations is included in note 6.

	Consolidated	
	2025	**2024**
	$	**$**
Deferred tax asset		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Provisions & accruals	1,173,886	905,733
Lease liabilities associated with right-of-use assets	2,211,257	2,642,498
Blackhole expenditure	-	72,151
Intangible assets	1,481,226	748,187
Deferred tax asset	4,866,369	4,368,569

Note 8. Income tax (continued)

	Consolidated 2025 $	Consolidated 2024 $
Deferred tax liability		
Deferred tax liability comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Depreciable assets	3,606,495	5,474,555
Right-of-use assets	1,991,570	2,391,437
Deferred tax liability	5,598,065	7,865,992

Movements - deferred tax asset	Intangible assets $	Provisions and accruals $	Right-of-use lease liabilities $	Other	Total
At 1 July 2024	748,187	905,733	2,642,498	72,151	4,368,569
- Charged to profit or loss	733,039	268,153	(431,241)	(72,151)	497,800
At 30 June 2025	1,481,226	1,173,886	2,211,257	-	4,866,369

Movements - deferred tax liability	Right of use assets $	Depreciable assets $	Total $
At 1 July 2024	2,391,437	5,474,555	7,865,992
- Charged to profit or loss	(399,867)	(1,868,060)	(2,267,927)
At 30 June 2025	1,991,570	3,606,495	5,598,065

	Consolidated 2025 $	Consolidated 2024 $
Provision for income tax		
Provision for income tax	-	-

Accounting policy for income tax

The 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 the 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.

Note 8. Income tax (continued)

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against 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.

Swoop Holdings Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

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

Note 9. Cash and cash equivalents

	Consolidated	
	2025	**2024**
	$	**$**
Current assets		
Cash at bank	8,034,283	10,897,573

Cash and cash equivalents are reconciled from the statement of financial position to the statement of cash flows as follows:

	Consolidated	
	2025	**2024**
	$	**$**
Cash and cash equivalents – statement of financial position	8,034,283	10,897,573
Cash and cash equivalents – included in assets classified as held for sale (note 6)	-	948,678
Total cash and cash equivalents – statement of cash flows	8,034,283	11,846,251

Accounting policy for cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note 10. Trade and other receivables

	Consolidated 2025 $	Consolidated 2024 $
Current assets		
Trade receivables and accrued revenue	6,824,529	7,238,141
Less: Allowance for expected credit losses	(764,790)	(738,915)
	6,059,739	6,499,226

Total trade and other receivables are reconciled to the statement of financial position as follows:

	Consolidated 2025 $	Consolidated 2024 $
Trade and other receivables – statement of financial position	6,059,739	6,499,226
Trade and other receivables – included in assets classified as held for sale (note 6)	-	1,409,601
Total trade and other receivables	6,059,739	7,908,827

Allowance for expected credit losses
During the financial year, an allowance for expected credit losses of ($268,554) has been recognised in the profit or loss (2024: $532,017).

The ageing of the trade receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Trade debtors		Allowance for expected credit losses	
Consolidated	**2025 %**	**2024**	**2025 $**	**2024 $**	**2025 $**	**2024 $**
Not overdue	1.29%	1.03%	1,493,199	1,873,415	19,266	19,360
< 30 days overdue	1.02%	0.98%	898,948	885,367	9,192	8,647
< 90 days overdue	11.29%	10.96%	2,442,245	2,642,324	275,768	289,660
> 90 days overdue	48.62%	44.75%	947,265	941,265	460,564	421,248
			5,781,657	6,342,371	764,790	738,915

Movements in the allowance for expected credit losses are as follows:

	Consolidated 2025 $	Consolidated 2024 $
Opening balance	738,915	277,027
Utilisation of allowance for expected credit losses	(242,679)	(70,129)
Additional provisions recognised	268,554	532,017
Closing balance	764,790	738,915

Note 10. Trade receivables (continued)

Accounting policy for trade and other receivables

Trade receivables
The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped on the days past due and also according to the customer type (direct, residential, wholesale).

The expected loss rates are based on the payment profile for sales over the past 48 months before 30 June 2025 and 30 June 2024 respectively as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forward looking macroeconomic factors affecting the customer's ability to settle the outstanding amount.

Trade receivables are written off (derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 120 days is considered an indicator of no reasonable expectation of recovery.

Credit risk exposure
The Group is not exposed to any significant credit risk exposure to any single counterparty or any of group of counterparties having similar characteristics. Based on historical information about customer default rates, management consider the quality of trade receivables that are not past due or impaired to be good.

Other receivables
Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Note 11. Inventories

	Consolidated	
	2025	**2024**
	$	**$**
Current assets		
Stock on hand – at lower of cost and net realisable value	2,157,293	2,023,958

Accounting policy for inventories
Inventories are measured at the lower of cost and net realisable value. Cost of inventory is determined using the weighted average costs basis and is net of any rebates and discounts received. Net realisable value is estimated using the most reliable evidence available at the reporting date and inventory is written down through an obsolescence provision if necessary.

Note 12. Other assets

	Consolidated	
	2025	**2024**
	$	**$**
Deferred costs	-	687,333
	-	687,333

Note 13. Other financial assets

	Consolidated 2025 $	Consolidated 2024 $
Current assets		
Security deposits and other financial assets	145,653	144,094
Non-current assets		
Security deposits and other financial assets	297,277	304,753

Note 14. Financial assets at fair value

	Consolidated 2025 $	Consolidated 2024 $
Financial assets at fair value through other comprehensive income		
Non-current assets		
Shares in listed entities	-	1,004,868

Reconciliation
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

	2025 $	2024 $
Opening fair value	1,004,868	1,247,981
Revaluations through other comprehensive income	128,907	(243,113)
Disposals	(1,133,775)	-
Closing fair value	-	1,004,868

Financial assets at fair value through profit or loss

	2025 $	2024 $
Current assets		
Shares in listed entities	3,425,647	-

Reconciliation
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

	2025 $	2024 $
Opening fair value	-	-
Additions	6,735,480	-
Revaluations through profit or loss	(3,309,833)	-
Disposals	-	-
Closing fair value	3,425,647	-

As at 30 June 2025 Swoop held a 22.8% interest in Vonex Limited (ASX: VN8). The investment's fair value at 30 June 2025, based on the then closing share price of VN8, was $3,425,647.

On 4 July 2025, Vonex Limited (ASX: VN8) announced it had entered into a Scheme Implementation Deed with Maxo Telecommunications Pty Ltd ("MaxoTel"), under which MaxoTel proposes to acquire all remaining shares in Vonex for 3.60 cents per share by way of a scheme of arrangement ("Scheme").

Note 14. Financial assets at fair value (continued)

On 4 July 2025 Swoop confirmed it had provided a voting intention statement to Vonex in support of the Scheme. In the absence of a superior proposal, Swoop intended to vote all of its 171,282,368 Vonex shares in favour of the Scheme.

If the Scheme is approved, this will result in total cash proceeds of approximately $6.2 million for Swoop, delivering a clean exit from its investment in Vonex. Upon completion of the Scheme, Swoop will no longer hold an equity interest in Vonex.

Refer to note 28 for further information on fair value measurement.

Note 15. Right-of-use assets

The Group has leases over a range of assets including land and buildings and network assets.

Information relating to the leases in place and associated balances and transactions are provided below.

Terms and conditions of leases

Land and buildings
The Group leases land and buildings for their corporate offices and other buildings, the leases are generally between 1-5 years and some of the leases include a renewal option to allow the Group to renew for up to twice the non- cancellable lease term.

Corporate office leases contain an annual pricing mechanism based on CPI movements at each anniversary of the lease inception.

Network assets
Network access agreements
The Group has in place access agreements for maintenance of network equipment. The leases can vary in length, with the access agreements usually being rolling 12-month agreements. In these instances, the Group has determined the length of the lease to be the identifiable useful life of the equipment placed there on, which has been set at 7 years.

Dark Fibre agreements
The Group has agreements to gain exclusive access to underground fibre cabling. The leases usually have an initial term of 36 months, after which they revert to a rolling month-to-month contract. In these instances, the Group has determined the length of the lease to be the average length of time that they utilise the dark fibre cabling, which has been set at 7 years.

(a) Right-of-use assets

The carrying value of right-of-use assets is presented below:

	Consolidated	
	2025	**2024**
	$	**$**
Non-current assets		
Premises and sites - right-of-use	10,073,829	9,461,713
Less: accumulated amortisation	(6,176,466)	(4,801,441)
	3,897,363	4,660,272
Network assets - right-of-use	5,374,961	5,704,517
Less: accumulated amortisation	(2,633,758)	(2,393,331)
	2,741,203	3,311,186
	6,638,566	7,971,458

Note 15. Right-of-use assets (continued)

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

Consolidated	Premises and sites $	Network assets $	Total $
Balance at 30 June 2023	5,391,538	2,742,471	8,134,009
Additions	1,571,734	1,732,043	3,303,777
Disposals	(130,663)	(44,808)	(175,471)
Depreciation expense	(2,172,337)	(1,118,520)	(3,290,857)
Balance at 30 June 2024	4,660,272	3,311,186	7,971,458
Additions	2,385,631	927,125	3,312,756
Disposals	(495,556)	(296,678)	(792,234)
Depreciation expense	(2,652,984)	(1,200,430)	(3,853,414)
Balance at 30 June 2025	3,897,363	2,741,203	6,638,566

(b) Lease liabilities

The carrying value of lease liabilities is presented below:

	Consolidated	
	2025 $	**2024 $**
Current		
Premises and sites	1,884,355	1,784,697
Network assets	892,836	889,145
Other leases	18,771	95,306
	2,795,962	2,769,148
Non-current		
Premises and sites	2,444,867	3,298,051
Network assets	2,089,072	2,680,155
Other leases	40,955	61,435
	4,574,894	6,039,641
	7,370,856	8,808,789

(c) Maturity profile of contractual undiscounted lease liability cashflows:

	Consolidated	
	2025 $	**2024 $**
- not later than one year	2,970,815	2,964,890
- later than one year but not later than five years	5,173,126	6,829,778
	8,143,941	9,794,668

Note 15. Right-of-use assets (continued)

Accounting policy for right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Accounting policy for lease liabilities
A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Note 16. Prepayments

	Consolidated	
	2025	**2024**
	$	**$**
Current assets		
Prepayments	1,418,164	1,527,148

Note 17. Property, plant and equipment

	Consolidated 2025 $	Consolidated 2024 $
Non-current assets		
Networks - at cost	81,335,336	74,846,530
Less: accumulated depreciation	(48,406,110)	(39,242,406)
	32,929,226	35,604,124
Plant and equipment - at cost	4,758,277	4,693,617
Less: accumulated depreciation	(3,583,921)	(2,869,065)
	1,174,356	1,824,552
Motor vehicles - at cost	845,391	903,464
Less: accumulated depreciation	(644,491)	(635,575)
	200,900	267,889
Property - at cost	319,501	319,501
Assets under construction - at cost	5,423,114	-
Total property, plant and equipment	40,047,097	38,016,066

Consolidated	Networks $	Plant and equipment $	Motor vehicles $	Property $	Assets under construction $	Total $
Balance at 30 June 2023	30,012,588	2,153,949	231,575	-	-	32,398,112
Additions	13,005,967	400,204	115,744	319,501	-	13,841,416
Reclass as held for sale (note 6)	-	(6,834)	-	-	-	(6,834)
Disposals	(11,571)	(791)	-	-	-	(12,362)
Depreciation expense	(7,402,860)	(721,976)	(79,430)	-	-	(8,204,266)
Balance at 30 June 2024	35,604,124	1,824,552	267,889	319,501	-	38,016,066
Additions	6,725,573	70,125	5,307	-	5,423,114	12,224,119
Disposals	(201,627)	(319)	(2,376)	-	-	(204,322)
Depreciation expense	(9,198,844)	(720,002)	(69,920)	-	-	(9,988,766)
Balance at 30 June 2025	32,929,226	1,174,356	200,900	319,501	5,423,114	40,047,097

Accounting policy for property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Note 17. Property, plant and equipment (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over their expected useful lives as follows:

Networks	8% - 40%
Fibre Networks	6.5% - 10%
Plant and equipment	20% - 50%
Motor vehicles	20% - 25%

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

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Note 18. Intangibles

	Consolidated	
	2025	**2024**
	$	**$**
Non-current assets		
Goodwill - at cost	36,439,616	36,439,616
License agreements - at cost	536,095	536,095
Less: accumulated amortisation	(536,095)	(445,543)
	-	90,552
Patents and trademarks - at cost	389,824	389,824
Less: accumulated amortisation	(129,044)	(90,610)
	260,780	299,214
Customer relationships and contracts - at cost	7,311,952	7,311,952
Less: accumulated amortisation	(6,157,009)	(5,568,021)
	1,154,943	1,743,931
Computer software - at cost	6,688,408	6,063,300
Less: accumulated amortisation	(4,727,475)	(2,775,354)
	1,960,933	3,287,946
Brands - at cost	2,050,760	2,050,760
Contractual agreements - at cost	6,845,280	6,845,280
Less: accumulated amortisation	(5,359,642)	(3,520,999)
	1,485,638	3,324,281
Assets under construction	2,616,784	-
Total intangibles	45,969,454	47,236,300

Note 18. Intangibles (continued)

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

Consolidated	Goodwill $	Customer relationships and contracts $	Contractual agreements $	Patents and trademarks $	Computer software $	Licence agreements $	Brands $	Assets under construction $	Total $
Balance at 30 June 2023	39,027,630	2,332,847	5,162,923	337,648	2,082,972	197,771	2,050,760	-	51,192,551
Additions	-	-	-	-	2,660,620	-	-	-	2,660,620
Reclass to held for sale (note 6)	(2,588,014)	-	-	-	(37,993)	-	-	-	(2,626,007)
Amortisation expense	-	(588,916)	(1,838,642)	(38,434)	(1,417,653)	(107,219)	-	-	(3,990,864)
Balance at 30 June 2024	36,439,616	1,743,931	3,324,281	299,214	3,287,946	90,552	2,050,760	-	47,236,300
Additions	-	-	-	-	627,280	-	-	2,616,784	3,244,064
Amortisation expense	-	(588,988)	(1,838,643)	(38,434)	(1,954,293)	(90,552)	-	-	(4,510,910)
Balance at 30 June 2025	36,439,616	1,154,943	1,485,638	260,780	1,960,933	-	2,050,760	2,616,784	45,969,454

Accounting policy for intangible assets
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.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments. The Group is considered to be one operating segment.

Licence agreements
APNIC licenses acquired at acquisition have a finite life and are carried at cost less any accumulated amortisation and impairment losses. The estimated useful life has been determined to be five years.

Note 18. Intangibles (continued)

Patents and trademarks
Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Customer relationships
Customer intangibles acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 4 years.

Contractual agreements
Contractual agreements acquired in a business combination relate to key supplier agreements and are amortised over the term of the agreements in place at the time of acquisition, being 3.7 years.

Computer Software
Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 2.5-10 years.

Brands
Brand arises on the acquisition of a business and is independently valued at the date of acquisition. The brands have been assessed as having an indefinite life.

Note 19. Trade payables

	Consolidated	
	2025	**2024**
	$	**$**
Current liabilities		
Trade payables	15,234,474	15,148,161
Accrued expenses	9,064,970	1,810,350
Other payables	40,756	62,693
	24,340,200	17,021,204

Refer to note 27 for further information on financial instruments.

Accounting policy for trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year 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.

Note 20. Other payables

	Consolidated	
	2025	**2024**
	$	**$**
Current liabilities		
GST and Employee PAYG payable to ATO	1,651,244	580,288
Financial liabilities	237,180	122,007
Payroll related accruals	1,087,680	1,114,471
	2,976,104	1,816,766

Note 21. Contract liabilities

	Consolidated 2025 $	2024 $
Current liabilities		
Contract liabilities	6,320,464	1,582,729

Contract liabilities are reconciled to the statement of financial position as follows:

	Consolidated 2025 $	2024 $
Contract liabilities – statement of financial position	6,320,464	1,582,729
Contract liabilities – included in assets held for sale (note 6)	-	192,524
	6,320,464	1,775,253

Reconciliation
Reconciliation of the contract liabilities balance at the beginning and end of the current and previous financial year are set out below:

	Consolidated 2025 $	2024 $
Opening balance	1,775,253	2,151,327
Payments received in advance	33,966,382	18,422,176
Less: performance of contract asset	(29,421,171)	(18,798,250)
Closing balance	6,320,464	1,775,253

Unsatisfied performance obligations
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was $6,320,464 as at 30 June 2025 (2024: $1,775,253) and is expected to be recognised as revenue in future periods as follows:

	Consolidated 2025 $	2024 $
Within 12 months	6,320,464	1,775,253

Accounting policy for contract liabilities
Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Note 22. Employee benefits

	Consolidated 2025 $	2024 $
Current liabilities		
Long service leave	230,514	224,499
Annual Leave	895,216	1,081,059
	1,125,730	1,305,558
Non-current liabilities		
Long service leave	321,737	180,715
	1,447,467	1,486,273

Accounting policy for employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Note 23. Provisions

Accounting policy for provisions
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. The provisions balance for 2025 and 2024 is nil.

Note 24. Deferred consideration

	Consolidated 2025 $	2024 $
Current liabilities		
Deferred consideration – fair value of contingent consideration	-	2,637,563
Non-current liabilities		
Deferred consideration – fair value of contingent consideration	-	-

Note 24. Deferred consideration (continued)

During the year, a net amount of $2,511,341 was paid to the vendors of Telco Pay Pty Limited, being the earn out payment for the Second Performance Period. As at 30 June 2025, there is no more deferred consideration payable in relation to this acquisition.

Deferred consideration
The provision represents the obligation to pay contingent consideration following the acquisition of a business or assets. It is measured at the present value of the estimated liability.

Note 25. Issued capital

	Consolidated			
	2025 Shares	**2024 Shares**	**2025 $**	**2024 $**
Ordinary shares - fully paid	214,478,616	208,208,937	128,726,272	127,266,230

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue Price $**
Balance	1 July 2023	207,092,671	126,550,345
Vesting and conversion of performance rights	28 July 2023	50,000	90,000
Cancellation of shares pursuant to on-market buy-back	24 August 2023	(18,734)	(3,964)
Vesting and conversion of performance rights	26 September 2023	300,000	154,020
Vesting and conversion of performance rights	23 October 2023	785,000	475,840
Transaction costs for on-market buy-back	Various dates		(11)
Balance	1 July 2024	208,208,937	127,266,230
Vesting and conversion of performance rights	25 October 2024	930,000	579,585
Issue of securities – acquisition of Vonex shares	21 February 2025	3,637,849	691,191
Issue of securities – acquisition of Vonex shares	28 February 2025	133,176	25,303
Issue of securities – acquisition of Vonex shares	3 April 2025	34,016	6,463
Issue of securities – Long Term Incentive Plan	14 May 2025	1,534,638	157,500
Balance	30 June 2025	214,478,616	128,726,272

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.

Loan funded shares
At 30 June 2025 the Group had in place the following share based payment scheme as detailed below.

The Group has previously issued shares to a number of executives for a limited recourse loan consideration. For statutory reporting purposes, these shares have been treated as options as the loan agreements only provide for a limited set of circumstances in which the loan amounts will be repaid and are only recoverable against the shares themselves. No new shares under this loan arrangement have been issued since the year ended 30 June 2021 (15,795,040 shares).

Note 25. Issued capital (continued)

In accordance with AASB 2, the value of the embedded option in the shares was assessed and added to the share based payment reserve for the year ended 30 June 2021 ($631,802).

There have been no amounts repaid on existing loan funded share arrangements since the year ended 30 June 2021 ($1,057,667).

Share buy-back
The company commenced an on-market share buy-back program as announced on 15 August 2022. The buy-back was for up to 14,532,529 fully paid ordinary shares, representing 10% of the company's issued share capital at the time of the commencement of the buy-back. In the year ended 30 June 2023 the company acquired 9,333,145 shares for $3,732,269, being 64.2% of the fully paid ordinary shares able to be bought back.

On 25 August 2023, as part of its ongoing capital management strategy, Swoop announced it would extend the current on-market share buy-back program, which was due to expire on 29 August 2023, for up to an additional 10% of the Company's shares on issue (approximately 207,123,937 shares), for a further 12 month period from 25 August 2023 through to 23 August 2024.

In the year ended 30 June 2024 the company acquired a further 18,734 shares for $3,964.

On 23 August 2024 it was announced that the on-market share buy-back program was completed.

Capital risk management
The Group's objectives 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 statement of financial position, plus net debt. Net debt is calculated as total borrowings 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, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

Accounting policy for issued capital
Ordinary shares are classified as equity.

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

Note 26. Reserves

	Consolidated	
	2025	**2024**
	$	**$**
Foreign currency translation reserve	11,755	11,755
Share-based payments reserve	4,539,473	4,336,353
	4,551,228	4,348,108

Note 26. Reserves (continued)

Accounting policy for reserves

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

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 other parties as part of their compensation for services.

Note 27. Financial instruments

Financial risk management objectives
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity'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 consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange, ageing analysis for credit risk.

	Consolidated	
	2025	**2024**
	$	**$**
Financial assets at amortised cost:		
Cash and cash equivalents (note 9)	8,034,283	10,897,573
Trade receivables (note 10)	6,059,739	6,499,226
Other financial assets (note 13)	442,930	448,847
Financial assets at fair value:		
Financial assets at fair value through profit or loss (note 14)	3,425,647	-
Financial assets at fair value through other comprehensive income (note 14)	-	1,004,868
Total financial assets	17,962,599	18,850,514
Financial liabilities at amortised cost:		
Trade payables (note 19)	24,340,200	17,021,204
Other payables (note 20)	2,976,104	1,816,766
Borrowings(1)	16,689,728	23,260,845
Lease liabilities (note 15)	59,726	156,741
Financial liabilities at fair value:		
Deferred consideration – fair value of contingent consideration (note 24)	-	2,637,563
Total financial liabilities	44,065,758	44,893,119

(1): Total borrowings is made up of current borrowings $2,173,661 (2024: $1,907,494) and non-current borrowings $14,516,067 (2024: $21,353,351).

Note 27. Financial instruments (continued)

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.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows (holdings are shown in AUD equivalent and include those for both continuing operations and assets held for sale / liabilities associated with assets held for sale):

	Assets		**Liabilities**	
Consolidated	**2025 $**	**2024 $**	**2025 $**	**2024 $**
AUD equivalent	538,141	783,237	512,242	611,144

As the Group has no material exposure to fluctuations in foreign currency, no sensitivity analysis has been performed as any variation in foreign exchange rates would not have a material impact on post-tax profit/(loss).

Denominated financial assets represent cash holdings in non AUD currencies, as at 30 June 2025 over 98% was held in USD.

Price risk
The consolidated entity exposure to equity securities price risk arises from an investment held by the consolidated entity and classified in the statement of financial position at fair value through profit or loss. A +/(-) 5 % change in the underlying securities price at 30 June 2025 would result in a $171,282/($171,282) movement in the carrying value on the balance sheet and profit and loss.

Interest rate risk
The Group’s main interest rate risk arises from long-term borrowings with variable rates, which expose the group to interest rate risk. Monthly repayments of principal and interest are fixed for the Bank Bill Business Loan Facility (amortising), with any increase (or decrease) in interest rates increasing (or reducing) the principal balance owing at the end of the term of those borrowings. For the Bank Bill Business Loan Facility (bullet) interest is calculated and paid based on the balance outstanding and therefore monthly repayments are variable. A +/(-) 25 bps change in the underlying interest rate for the year ended 30 June 2025 would have resulted in a $41,725/($41,725) movement in interest expense (on both facilities combined) for the financial year.

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 has a strict code of credit, including obtaining agency credit information where appropriate, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The consolidated entity does not have any material credit risk exposure to any single receivable or group of receivables.

Liquidity risk
The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable. The consolidated entity manages this risk by preparing forward looking cash flow analysis in relation to its operational, investing and financing activities and monitoring its cash assets and assets readily convertible to cash in the context of its forecast future cash flows.

Note 27. Financial instruments (continued)

Financing arrangements
Unused borrowing facilities at 30 June 2025:

	Total facility amount $	Amount drawn[(1)] $	Unused financing facilities $
Westpac - Bank Bill Business Loan Facility $14.7M (amortising)[(1)]	14,733,368	14,733,342	26
Westpac - Bank Bill Business Loan Facility $10.0M (bullet payment)[(1)]	10,000,000	1,956,386	8,043,614
Westpac - Bank Overdraft	2,000,000	-	2,000,000
Westpac - Corporate Card Facility[(2)]	300,000	80,307	219,693
American Express – Business Reward Card Facility[(2)]	589,000	162,567	426,433
	27,622,368	16,932,602	10,689,766

(1): Total amount drawn on Westpac bank bill loan facilities is $16,689,728. On the statement of financial position this is disclosed as current borrowings $2,173,661 and non-current borrowings $14,516,067.
(2):Total amount utilised on Westpac and American Express card facilities is included in other payables on the statement of financial position.

In June 2022 the Group executed a facilities agreement (subsequently amended and restated in October 2022 and February 2025) with Westpac Banking Corporation which included the following facilities:

- At the time of the initial drawdown, a $20.0 million Bank Bill Business Loan Facility which was available to fund permitted acquisitions, and subject to amortisation requirements, was available for a 5 year term. This facility, which is amortising, was drawn down to fund the acquisition of Telco Pay Pty Limited which completed in November 2022. The facility balance is now $14.7 million;
- A $10.0 million Bank Bill Business Loan Facility available to fund acquisitions and capex programmes and is available for a 5 year term;
- A $2.0 million overdraft facility to fund working capital requirements;
- A $300,000 corporate credit card facility; and
- A $200,000 bank guarantee facility.

Certain security agreements have also been entered into with Westpac to secure any debt incurred under these facilities.

The overall Westpac facility is subject to six monthly covenant testing, such covenants being customary for the nature of these facilities. There have been no breaches of covenants in the year ended 30 June 2025.

In addition to the above the Group also has an American Express business reward card facility, with a limit of $589,000.

Note 27. Financial instruments (continued)

Remaining contractual maturities
The following tables detail the Group's remaining contractual maturity 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 amount in the statement of financial position.

Remaining contractual maturities for borrowings assume minimum monthly repayments of interest and principal over the remaining term of the loan. The interest component of the minimum monthly repayments comprises BBSY + a fixed credit facility margin. The undiscounted cash flows in the table for borrowings have been calculated using a 3 year swap rate plus the fixed credit facility margin.

Consolidated - 2025	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables		15,234,474	-	-	-	15,234,474
Other payables		2,976,104	-	-	-	2,976,104
Interest bearing						
Borrowings	5.61%	3,250,855	15,049,498	-	-	18,300,353
Other lease liabilities	8.68%	25,315	25,315	23,205	-	73,835
Total non-derivatives		21,486,748	15,074,813	23,205	-	36,584,766

The undiscounted cash flows for borrowings are based on the Group’s existing Westpac facilities which have a 5 year term commencing June 2022. The table does not reflect any re-finance / rollover of debt which may occur in advance of June 2027, the end date of the current facilities.

Consolidated - 2024	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables		15,148,161	-	-	-	15,148,161
Other payables		1,816,766	-	-	-	1,816,766
Deferred consideration – contingent consideration		2,693,818	-	-	-	2,693,818
Interest bearing						
Borrowings	5.65%	3,533,785	3,504,649	19,590,802	-	26,629,236
Other lease liabilities	7.39%	105,586	25,315	48,520	-	179,421
Total non-derivatives		23,298,116	3,529,964	19,639,322	-	46,467,402

Forecasts of cash and available funding indicate sufficient funding to meet maturities within the next 12 months, with year to date performance being in line with those forecasts.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 28. Fair value measurement

Fair value hierarchy
The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date,

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3: Unobservable inputs for the asset or liability

Consolidated – 2025	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Financial asset at fair value through other comprehensive income	-			-
Financial asset at fair value through profit or loss	3,425,647	-	-	3,425,647
Total assets	3,425,647	-	-	3,425,647

Consolidated - 2025	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Deferred consideration – fair value of contingent consideration	-	-	-	-
Total liabilities	-	-	-	-

Consolidated – 2024	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Financial asset at fair value through other comprehensive income	1,004,868	-	-	1,004,868
Total assets	1,004,868	-	-	1,004,868

Consolidated - 2024	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Deferred consideration – fair value of contingent consideration	-	-	2,637,563	2,637,563
Total liabilities	-	-	2,637,563	2,637,563

Note 28. Fair value measurement (continued)

There were no transfers between levels during the financial year.

Reconciliation of Level 3 balances

	Consolidated 2025 $
Deferred consideration – fair value of contingent consideration	
Opening balance	2,637,563
Consideration paid	(2,511,341)
Interest expense on deferred consideration	55,954
Revaluation of remaining deferred consideration	(182,176)
Closing balance	-

Valuation techniques for fair value measurements categorised within level 3
Deferred consideration in the previous financial year has been valued using a discounted cash flow model based on the earn out expected to be achieved in each performance period. Refer note 24.

Accounting policy for fair value measurement
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. 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 29. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	Consolidated 2025 $	Consolidated 2024 $
Short-term employee benefits	1,471,674	1,560,941
Post-employment benefits	124,403	116,262
Share based payments expense	422,792	474,502
	2,018,869	2,151,705

Note 30. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by PKF(NS) Audit & Assurance Limited Partnership, the auditor of the company:

	Consolidated	
	2025	2024
	$	$
Audit services - PKF		
Audit or review of the financial statements	342,500	301,050
Non-assurance – PKF		
Transaction support – taxation services	37,750	44,500
Taxation compliance services	31,000	37,500
	68,750	82,000
	411,250	383,050

Note 31. Contingent liabilities

The consolidated entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Note 32. Related party transactions

Parent entity
Swoop Holdings Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 34.

Key management personnel
Disclosures relating to key management personnel are set out in note 29 and in the remuneration report included in the directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	2025	2024
	$	$
Payment for goods and services:		
Payment for SaaS usage fees to Opvia Pty Ltd (director-related entity of Matthew Hollis)	9,545	17,839

Payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

Amount payable for SaaS usage fees to Opvia Pty Ltd (director-related entity of Matthew Hollis)	-	495

Note 32. Related party transactions (continued)

Other transactions with related parties
During the year ended 30 June 2024 an agreement was entered into between Swoop Infrastructure Pty Ltd and Mako Minerals Pty Ltd (Mako Minerals) for the installation of a telecommunications network for a development to be undertaken by Mako Minerals. Mako Minerals is a director-related entity of Jonathan Pearce. No amounts have been received in the year ended 30 June 2025, and installation activities are expected to commence in future financial periods.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 33. Parent entity information

Parent entity information is required to be disclosed in accordance with the Corporations Act 2001. The legal parent entity of the Group is Swoop Holdings Limited, and the results shown below are for the 12 months ended 30 June 2025 and 30 June 2024.

Statement of profit or loss and other comprehensive income

	Parent	
	2025	**2024**
	$	**$**
Profit/(Loss) after income tax	(1,926,292)	(1,746,366)
Total comprehensive loss	(1,926,292)	(1,746,366)

Statement of financial position

	Parent	
	2025	**2024**
	$	**$**
Total current assets	45,001,352	60,295,435
Total assets	74,479,774	88,455,943
Total current liabilities	2,016,637	4,409,435
Total liabilities	15,593,076	29,102,995
Net assets	58,886,698	59,352,948
Equity		
Issued capital	128,726,272	127,266,230
Foreign exchange translation reserve	11,755	11,755
Share-based payments reserve	802,002	802,002
Accumulated losses	(70,653,331)	(68,727,039)
Total equity	58,886,698	59,352,948

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity has entered into a deed of cross guarantee with Swoop Telecommunications Pty Limited (formerly Cirrus Communications Pty Limited) and certain of its controlled entities under which each company guarantees the debts of the others. Refer note 35.

Note 33. Parent entity information (continued)

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 1, 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.

Note 34. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2025 %	Ownership interest 2024 %
Anycast Holdings Pty Ltd	Australia	100%	100%
Anycast Networks (NZ) Ltd	New Zealand	100%	100%
Bosley Holdings Pty Ltd	Australia	100%	100%
Cirrus Integrations Pty Limited	Australia	100%	100%
Countrytell Holdings Pty Ltd	Australia	100%	100%
Countrytell Management Pty Ltd	Australia	100%	100%
Fiwi Pty Ltd	Australia	100%	100%
Harbourtel Pty Ltd(1)	Australia	0%	100%
Kallistrate Pty Ltd	Australia	100%	100%
Luminet Fibre Pty Ltd	Australia	100%	100%
Luminet Pty Ltd	Australia	100%	100%
Moose Technology Private Limited	India	100%	0%
MyStemKits, Inc.	United States	100%	100%
Node 1 Pty Ltd	Australia	100%	100%
N1 Telecommunications Pty Ltd	Australia	100%	100%
N1 Wholesale Pty Ltd	Australia	100%	100%
Seventeen Services Pty Ltd	Australia	100%	100%
STEM Education Holdings Pty Ltd	Australia	100%	100%
Swoop Infrastructure Pty Ltd	Australia	100%	100%
Swoop Telecommunications Pty Ltd(2)	Australia	100%	100%
Telco Pay Pty Ltd	Australia	100%	100%
Voicehub Group Pty Ltd(1)	Australia	0%	100%
Voicehub Pty Ltd(1)	Australia	0%	100%
Wan Solutions Pty Ltd	Australia	100%	100%

(1) *Disposed of pursuant to a conditional sale agreement dated 7 June 2024. Completion of this disposal occurred on 19 July 2024.*

(2) *Formerly Cirrus Communications Pty Ltd*

Note 35. 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:

Swoop Holdings Limited (Holding Entity)
Swoop Telecommunications Pty Limited
Cirrus Integration Pty Limited
STEM Education Holdings Pty Ltd
Anycast Holdings Pty Ltd
Bosley Holdings Pty Ltd
Countrytell Holdings Pty Ltd
Countrytell Management Pty Ltd
Kallistrate Pty Ltd
Wan Solutions Pty Ltd
Fiwi Pty Ltd
N1 Telecommunications Pty Ltd
Node 1 Pty Ltd
N1 Wholesale Pty Ltd
Luminet Pty Ltd
Luminet Fibre Pty Ltd
Telco Pay Pty Ltd
Seventeen Services Pty Ltd
Swoop Infrastructure Pty Ltd

By entering into the deed, Swoop Telecommunications Pty Limited has been relieved from the requirement to prepare financial statements and directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission.

The above companies represent a 'Closed Group' for the purposes of the Corporations Instrument. As at 30 June 2025, as there are no other parties to the deed of cross guarantee that are controlled by Swoop Holdings limited, the above companies also represented the ‘Extended Closed Group’.

As at 19 July 2024, Voicehub Group Pty Ltd, Voicehub Pty Ltd and Harbourtel Pty Ltd ceased to be part of the ‘Closed Group’ for the purposes of the Corporations Instrument and parties to the deed of cross guarantee.

Note 36. Events after the reporting period

On 4 July 2025, Vonex Limited (ASX: VN8) announced it had entered into a Scheme Implementation Deed with Maxo Telecommunications Pty Ltd (“MaxoTel”), under which MaxoTel proposes to acquire all remaining shares in Vonex for 3.60 cents per share by way of a scheme of arrangement (“Scheme”). On 4 July 2025 Swoop confirmed it had provided a voting intention statement to Vonex in support of the Scheme and that in the absence of a superior proposal, Swoop intended to vote all of its 171,282,368 Vonex shares in favour of the Scheme. If the Scheme is approved, this will result in total cash proceeds of approximately $6.2 million for Swoop, delivering a clean exit from its investment in Vonex. Upon completion of the Scheme, Swoop will no longer hold an equity interest in Vonex. As at 30 June 2025 Swoop held a 22.8% interest in Vonex.

No other matter or circumstance has arisen since 30 June 2025 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.

Note 37. Reconciliation of loss after income tax to net cash from operating activities

	Consolidated	
	2025	**2024**
	$	**$**
Loss after income tax expense/benefit for the year	(6,947,279)	(3,790,082)
Adjustments for:		
Depreciation and amortisation	14,492,612	12,195,130
Acquisition costs	1,356,521	894,640
Interest expense on deferred consideration	55,954	185,004
Net fair value adjustment on investment	3,309,833	-
Net gain on disposal of subsidiary	(3,974,068)	-
Net gain on disposal of property, plant and equipment	(215,978)	-
Share based payments expense	940,205	1,206,321
Change in operating assets and liabilities:		
Decrease/ (increase) in trade and other receivables	439,487	(2,309,772)
Decrease/ (increase) in prepayments	108,984	54,584
Decrease/ (increase) in inventories	(133,335)	273,539
Decrease/ (increase) in deferred tax assets	(497,800)	(107,780)
Decrease/ (increase) in other financial assets	5,917	240,777
Decrease/ (increase) in right of use assets / lease liabilities	(105,041)	21,092
Increase/(decrease) in trade payables and accrued expenses	3,458,389	3,484,837
Increase/(decrease) in other payables	1,159,338	(700,330)
Increase/(decrease) in contract liabilities	4,737,735	(376,074)
Increase/(decrease) in current tax payable	-	59,959
Increase/(decrease) in deferred tax liabilities	(2,267,927)	(2,064,757)
Increase/(decrease) in employee benefits	(38,806)	31,905
Increase/(decrease) in other liabilities	-	(168,096)
Net cash from operating activities	15,884,741	9,130,897

Note 38. Earnings per share

	Consolidated	
	2025	**2024**
	$	**$**
Loss after income tax from continuing operations	(11,041,917)	(5,326,666)
Profit after income tax from discontinued operations	4,094,638	1,536,584
Loss after income tax attributable to the owners of Swoop Holdings Limited	(6,947,279)	(3,790,082)

	Cents	**Cents**
Earnings per share from continuing operations		
Basic earnings per share	(5.25)	(2.56)
Earnings per share from discontinued operations		
Basic earnings per share	1.95	0.74
Earnings per share attributable to the owners of Swoop Holdings Limited		
Basic earnings per share	(3.30)	(1.82)
Diluted earnings per share	(3.30)	(1.82)

	Consolidated	
	2025	**2024**
	No.	**No.**
Weighted average number of ordinary shares used in calculating basic earnings per share	210,376,859	207,889,143
Weighted average number of ordinary shares used in calculating diluted earnings per share	210,376,859	207,889,143

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 Swoop Holdings Limited, 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 does not take into account dilutive instruments when in a loss-making position.

Note 39. Share-based payments

Options
Set out below are summaries of movements in options on issue during the current and previous financial year:

There were no movements in options on issue during the current financial year.

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
20 May 2021	21 May 2024	$0.750	1,500,000	-	-	(1,500,000)	-
			1,500,000	-	-	(1,500,000)	-
Weighted average exercise price			$0.750				

Performance rights
Set out below are summaries of performance rights on issue as at 30 June 2025 and 30 June 2024.

2025

Grant date	Expiry date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited	Balance at the end of the year
11 Nov 2021	31 Dec 2024	125,000	-	(105,000)	(20,000)	-
29 Apr 2022	31 Dec 2024	2,080,000	-	(780,000)	-	1,300,000
7 Nov 2022	31 Dec 2024	125,000	-	(45,000)	(5,000)	75,000
12 Apr 2023	31 Dec 2026	1,815,216	-	-	-	1,815,216
14 Apr 2023	31 Dec 2026	760,872	-	-	(217,392)	543,480
1 Nov 2023	31 Dec 2026	2,824,392	-	-	(292,683)	2,531,709
1 Nov 2023	31 Dec 2026	1,956,098	-	-	(195,122)	1,760,976
1 Nov 2023	31 Dec 2026	1,170,720	-	-	(439,020)	731,700
5 Nov 2024	31 Dec 2027	-	3,800,475	-	(395,883)	3,404,592
5 Nov 2024	31 Dec 2027	-	2,533,652	-	(263,922)	2,269,730
5 Nov 2024	31 Dec 2027	-	1,583,520	-	(316,704)	1,266,816
		10,857,298	7,917,647	(930,000)	(2,145,726)	15,699,219

2024

Grant date	Expiry date	Balance at the start of the year	Granted	Exercised	Expired/ forfeited	Balance at the end of the year
11 Nov 2021	31 Dec 2024	420,000	-	(235,000)	(60,000)	125,000
29 Apr 2022	31 Dec 2024	3,050,000	-	(895,000)	(75,000)	2,080,000
7 Nov 2022	31 Dec 2024	125,000	-	-	-	125,000
12 Apr 2023	31 Dec 2026	2,293,476	-	-	(478,260)	1,815,216
14 Apr 2023	31 Dec 2026	978,264	-	-	(217,392)	760,872
1 Nov 2023	31 Dec 2026	-	2,824,392	-	-	2,824,392
1 Nov 2023	31 Dec 2026	-	1,956,098	-	-	1,956,098
1 Nov 2023	31 Dec 2026	-	1,243,890	-	(73,170)	1,170,720
		6,866,740	6,024,380	(1,130,000)	(903,822)	10,857,298

Note 39. Share-based payments (continued)

Loan Funded Shares

The Group has previously issued shares to a number of executives for a limited recourse loan consideration. For statutory reporting purposes, these shares have been treated as options as the loan agreements only provide for a limited set of circumstances in which the loan amounts will be repaid and are only recoverable against the shares themselves. No new shares under this loan arrangement have been issued for the years ended 30 June 2025 or 30 June 2024.

Based on the probability of when these loans may be repaid and the face value of the shares issued at the time, an associated share based payment expense of $631,802 was recorded in the year ended 30 June 2021.

Reconciliation of share based payments expense for the year

	Consolidated	
	2025	**2024**
	$	**$**
Share based payment expense - performance rights	940,205	1,206,321
	940,205	1,206,321

Accounting policy for share-based payments

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 are measured at fair value on grant date. Fair value is independently determined using either the Binomial 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 that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are 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.

Note 40. Capital commitments

As at 30 June 2025, the Group had capital expenditure commitments of $2,644,869 (2024: Nil) relating to fibre infrastructure projects. These commitments are primarily for contracted works and equipment purchases that have been ordered but not yet delivered or installed as at reporting date. The commitments are expected to be settled within the next twelve months.

Swoop Holdings Limited
Consolidated entity disclosure statement
30 June 2025

Consolidated entity disclosure statement

Name of entity	Type of entity	Trustee, partner or participant in JV	% of share capital held	Country of Incorporation	Australian resident or foreign resident	Foreign jurisdiction(s) of foreign residents
Swoop Holdings Limited	BC	No	N/A	Australia	Australian	Not applicable
Fiwi Pty Ltd	BC	No	100	Australia	Australian	Not applicable
N1 Telecommunications Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Node 1 Pty Ltd	BC	No	100	Australia	Australian	Not applicable
N1 Wholesale Pty Ltd	BC	No	100	Australia	Australian	Not applicable
My StemKits Inc	BC	No	100	USA	Foreign	USA
Stem Education Holdings Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Swoop Telecommunications Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Swoop Infrastructure Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Cirrus Integration Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Anycast Holdings Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Bosley Holdings Pty Ltd	BC	No	100	Australia	Australian	Not applicable
WAN Solutions Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Kallistrate Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Countrytell Holdings Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Countrytell Management Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Seventeen Services Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Telco Pay Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Anycast Networks NZ Ltd	BC	No	100	New Zealand	Foreign	New Zealand
Luminet Pty Ltd	BC	No	100	Australia	Australian	Not applicable
Luminet Fibre Pty Ltd	BC	No	100	Australia	Australian	Not applicable
BlueCoCo Investment Pty Limited	BC	Trustee	0	Australia	Australia	Not applicable
Moose Technology Private Limited	BC	No	100	India	Foreign	India

BC: Body corporate

Following the successful completion on 19 July 2024 of the transaction whereby Swoop divested its wholesale focused call termination business, Voicehub Group Pty Ltd, Voicehub Pty Ltd and Harbourtel Pty Ltd ceased to be a part of the consolidated group.

Swoop Holdings Limited
Directors' declaration
30 June 2025

In the directors' opinion:

- the attached 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 financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

- 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 35 to the financial statements; and

- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

James Spenceley
Chairman

30 September 2025

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SWOOP HOLDINGS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Swoop Holdings Limited (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, 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 year then ended, notes comprising material accounting policy information and other explanatory information, the consolidated entity disclosure statement, and the directors' declaration of the Group and the consolidated entity comprising the Company and the entities it controlled at the year end or from time to time during the financial year.

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

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the year ended on that date; and

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

Independence

We are independent of the consolidated entity 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the Financial Report, which describes that the Group has working capital, being current assets less current liabilities, is in a deficit position of $18.5 million as at 30 June 2025 (30 June 2024: deficit of $4.0 million). Due to these events and conditions, the matters described in Note 1 indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

1. AASB 15 – Revenue Recognition

Why significant	How our audit addressed the key audit matter
The Group derived a material portion of its revenue from contract with customers during the 30 June 2025 period ($9,498,111 revenue recognised and disclosed as "Revenue from Projects" in Note 3). This represents a new revenue stream for the FY25 period. The Group's accounting policies for revenue and contract liabilities have been disclosed in Note 3 and Note 21, respectively. Significant judgement and estimation are required in identifying performance obligations, allocating transaction price and estimating costs, but not limited to, in accordance with AASB 15. Accordingly, given the significance of the amount and judgements involved we have considered this to be a Key Audit Matter.	Our work included, but was not limited to, the following procedures: • Evaluating the revenue recognition policies and accounting paper for project revenue to be consistent with Australian Accounting Standards and policies disclosed within the financial statements; • Testing the mathematical accuracy of the project revenue model prepared by management and reviewed by external advisors and challenged the estimates and judgements applied; • Assessing the performance obligations by: - evaluating the contracts and agreeing revenue amounts to the records accumulated as inputs to the financial statements, including supporting supplier statements and bank records; - Assessing the values recorded and the timing of revenue recognition as appropriate to the timeframe of product delivery and construction; • Assessing the appropriateness of the disclosures included in Note 3 and Note 21.

2. AASB 136 – Impairment of Assets

Why significant

An annual impairment test for fixed assets, goodwill and other indefinite life intangible assets is required under Australian Accounting Standard (AASB) 136 Impairment of Assets, and when indicators of impairment are identified. If any such indicators exist, the Group shall estimate the recoverable amount of the asset.

The evaluation of the recoverable amount requires the Group to exercise significant judgement in determining the key assumptions, which include:

- Future cash flow forecasts;
- Terminal value growth factor;
- Discount rate; and
- Growth rate.

As part of the annual impairment testing required under AASB 136 Impairment of Assets, the following balances were assessed for impairment:

- Fixed assets of $40,047,097
- Goodwill of $36,439,616; and
- Other intangible assets of $9,529,838.

The Group's accounting policies in respect of Property, Plant & Equipment, Goodwill and other intangible assets are outlined in Note 17 and Note 18 respectively.

Although no further impairment charges were noted in the 2025 financial year, the outcome of the impairment assessment could vary if different assumptions were applied, as disclosed in Note 7.

Accordingly, given the significance of the estimates and judgements involved in the evaluation of the recoverable amount of intangible and fixed assets, we have considered this to be a Key Audit Matter.

How our audit addressed the key audit matter

Our work included, but was not limited to, the following procedures:

- Reviewing the process that management undertakes to evaluate whether there are any indicators of impairment;
- Reviewing the impairment report prepared by external advisors;
- Reviewing and challenging the growth rate used in the forecast model, including comparing the growth rate in the industry;
- Reviewing and challenging the discount rate applied in the forecast model;
- Testing, on a sample basis, the mathematical accuracy of the cash flow models;
- Reviewing inputs in the cash flow models to relevant data including approved budgets and latest forecasts;
- Performing sensitivity analysis in relation to key assumptions including discount rate, growth rate and terminal value;
- Reviewing the Group's determination of Cash Generating Units (CGUs) as approved by the Board; and
- Assessing the appropriateness of the disclosures included in Note 7, Note 17 and Note 18.

Other Information

Other information is financial and non-financial information in the annual report of the Group which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the director's report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

Directors' Responsibilities for the Financial Report

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

a) the financial report 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 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 consolidated entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the consolidated entity 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 and 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 Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individual or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

Auditor’s Responsibilities for the Audit of the Financial Report (cont’d)

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the consolidated entity’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other 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 consolidated entity’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 consolidated entity 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 consolidated entity to express an opinion on the group 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 with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period 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 Remuneration Report

Opinion

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

In our opinion, the Remuneration Report of Swoop Holdings Limited for the year ended 30 June 2025, 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.

PKF

PKF

P. Pearman .

PAUL PEARMAN
PARTNER

30 SEPTEMBER 2025
SYDNEY, NSW

Swoop Holdings Limited
Shareholder information
30 June 2025

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below and was applicable as at 16 September 2025 (unless otherwise stated).

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Ordinary shares		
	Number of holders	% of total shares issued	Number of shares
1 to 1,000	338	0.06%	126,540
1,001 to 5,000	407	0.57%	1,214,555
5,001 to 10,000	216	0.78%	1,670,498
10,001 to 100,000	379	5.73%	12,300,087
100,001 and over	154	92.86%	199,166,936
	1,494	100.00%	214,478,616
Holding less than a marketable parcel	547	0.25%	531,548

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
CITICORP NOMINEES PTY LIMITED	36,731,769	17.13%
LYGON WAY PTY LTD	14,980,418	6.98%
N & J ENTERPRISES WA PTY LTD <VAN NAMEN FAMILY A/C>	12,198,481	5.69%
SPENCELEY MANAGEMENT PTY LTD <SPENCELEY FAMILY A/C>	7,950,169	3.71%
OAKTONE NOMINEES PTY LTD <THE GRIST INVESTMENT A/C>	6,810,840	3.18%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	6,149,515	2.87%
TODEBE PTY LTD <TDB INVESTMENTS A/C>	5,639,027	2.63%
MR DEAN LWIN <DEAN LWIN FAMILY A/C>	4,940,711	2.30%
FJ CHOPS PTY LTD <THE RACHEL & JACOB FAM A/C>	4,234,750	1.97%
WILLIAM PAUL REID	3,827,367	1.78%
MR JAMES DOUGLAS REID	3,827,367	1.78%
FRILFORD INVESTMENTS LTD	3,816,921	1.78%
SMART ALPHA INVESTMENTS PTY LTD	3,641,042	1.70%
TISIA NOMINEES PTY LTD <THE HENDERSON FAMILY A/C>	3,411,349	1.59%
OAKTONE NOMINEES PTY LTD <THE GRIST INVESTMENT A/C>	3,376,530	1.57%
MR SCOTT MICHAEL EDWARDS & MRS LINDA MAREE EDWARDS	3,357,262	1.57%
ERIC CHRISTOPHER HEYDE	3,174,488	1.48%
MR MATTHEW JOHN HOLLIS	2,950,636	1.38%
SPENCELEY MANAGEMENT PTY LTD <SPENCELEY FAMILY A/C>	2,636,181	1.23%
KENDALI PTY LTD	2,500,000	1.17%
PJG GIBBONS PTY LTD <GIBBONS SUPER FUND A/C>	2,331,817	1.09%
	138,486,640	64.57%

Unquoted equity securities

	Number of holders	Number on issue
Employee Performance Rights	24	15,699,219

Substantial holders
The following shareholders hold more than a 5% interest in the Group:

	Ordinary shares	
	Number held	% of total shares issued
CITICORP NOMINEES PTY LIMITED	36,731,769	17.13%
LYGON WAY PTY LTD	14,980,418	6.98%
N & J ENTERPRISES WA PTY LTD <VAN NAMEN FAMILY A/C>	12,198,481	5.69%

Unquoted equity securities

Voting rights
The voting rights attached to ordinary shares 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
Performance rights have no voting rights.

Other than ordinary shares and performance rights, there are no other classes of equity securities.

On Market Buy Back
The company commenced an on-market share buy-back program as announced on 15 August 2022. The buy-back was for up to 14,532,529 fully paid ordinary shares, representing 10% of the company's issued share capital at the time of the commencement of the buy-back. In the year ended 30 June 2023 the company acquired 9,333,145 shares for $3,732,269, being 64.2% of the fully paid ordinary shares able to be bought back.

On 25 August 2023, as part of its ongoing capital management strategy, Swoop announced it would extend the current on-market share buy-back program, which was due to expire on 29 August 2023, for up to an additional 10% of the Company's shares on issue (approximately 207,123,937 shares), for a further 12 month period from 25 August 2023 through to 23 August 2024.

In the year ended 30 June 2024 the company acquired a further 18,734 shares for $3,964.

On 23 August 2024 it was announced that the on-market share buy-back program was completed.

Unmarketable parcels of securities
The number of holders with less than a marketable parcel of fully paid ordinary shares is 547. The definition of an unmarketable parcel of shares is a holding with a current value of less than $500 as at 16 September 2025 (using a share price of $0.170).