



Carma Limited
(ACN 648 091 418)

Appendix 4D

Financial half-year ended 31 December 2025

Results for announcement to the market

The following information sets out the requirements of the Appendix 4D of Carma Limited and its controlled entities ('the Group').

This Appendix 4D covers the reporting period from 1 July 2025 to 31 December 2025. The previous corresponding period is 1 July 2024 to 31 December 2024.

	31 December 2025 \$'000	Up/(Down) \$'000	Movement %
Revenue from ordinary activities	50,944	12,845	34%
Reported net loss from ordinary activities after income tax attributable to shareholders	(30,588)	(14,607)	(91%)
Net loss for the period attributable to shareholders	(30,588)	(14,607)	(91%)

Revenue for the Group was \$50,944,000 (31 December 2024: \$38,099,000), an increase of 34% over the prior corresponding period ('pcp'). The net loss attributable to shareholders for the Group amounted to \$30,588,000 (31 December 2024: \$15,981,000). The loss included non-recurring costs of \$13,277,000. This comprised of finance costs and fair value remeasurement associated with convertible notes which were extinguished in the current financial half-year amounting to \$10,044,000 (31 December 2024: \$66,000) and costs associated with the Initial Public Offering ('IPO') of the Group, amounting to \$3,233,000 (31 December 2024: \$Nil).

Further commentary on the financial results can be found in the Group's half-year results presentation lodged with the ASX on 27 February 2026.

Dividend information

There were no dividends paid, recommended or declared for the half-year ended 31 December 2025 (31 December 2024: \$Nil).

Net tangible assets

The net tangible assets per ordinary share amount is calculated based on 136,883,285 ordinary shares on issue as at 31 December 2025 and 44,000,002 on issue as at 31 December 2024 and is set out below.

	31 December 2025 Cents	31 December 2024 Cents
Net tangible assets per ordinary share ^(a)	48.72	14.20

(a) The net tangible assets ('NTA') per ordinary share as at 31 December 2025 is calculated as net assets adjusted for intangible assets including, right-of-use assets and lease liabilities.

Other information

The Group did not gain or lose control of any entities during the period and did not maintain any joint venture interests.

Additional Appendix 4D disclosure requirements (including explanation of the figures reported above) can be found in the Interim Report for the half-year ended 31 December 2025 which contains the directors' report and the 31 December 2025 financial statements and accompanying notes.

Carma

Interim Report

For the half-year ended 31 December 2025



continued



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Directors' Report

For the half-year ended 31 December 2025

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as 'the Group') consisting of Carma Limited (referred to hereafter as 'Carma Limited') and the entities it controlled at the end of, or during, the half-year ended 31 December 2025 ('the half-year').

During the half-year, the Group changed its name from ClickCar Holdings Pty Ltd to Carma Limited. The comparative information in this report reflects the operations of the Group under its previous name.

Directors

The following persons were directors of Carma Limited during the entire half-year and up to the date of this report, unless otherwise stated:

Names	Position
Owen Wilson	Independent Non-Executive Chairman, appointed 16 September 2025
Melinda Snowden	Independent Non-Executive Director, appointed 16 September 2025
Nicole Sparshott	Independent Non-Executive Director, appointed 16 September 2025
Lachlan MacGregor	Co-founder and Chief Executive Officer
Yosuke Hall	Co-founder and Chief Commercial Officer
Jason Lenga	Non-Executive Director, resigned 16 September 2025
Adam Valkin	Non-Executive Director, resigned 16 September 2025

Principal activities

Carma Limited (ASX: CMA) operates a vertically integrated digital platform for the purchase, reconditioning and sale of pre-owned vehicles in Australia.

The Group sources vehicles through multiple channels, including its network of 'Sell-to Carma' consumer centres, supported by a proprietary buying platform with AI-assisted valuation. Vehicles are inspected and reconditioned at the Group's in-house inspection and reconditioning centre in St Peters, Sydney, which applies lean manufacturing processes to deliver consistent vehicle quality. Each vehicle undergoes an NRMA-verified reconditioning process, and the Group is the NRMA's exclusive Preferred Used Car Dealership.

Vehicles are sold to consumers through the Group's online marketplace at carma.com.au, which offers fixed pricing, integrated finance, extended coverage products, and a 7-day return policy. The Group also operates a wholesale channel for the sale of vehicles to dealers.

There were no significant changes in these activities during the half-year.

Dividends

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

Financial and operating review

Key operating and financial metrics for the half-year ended 31 December 2025 are summarised below (all percentage movements are calculated on unrounded figures):

	31 December 2025	31 December 2024	Change
Revenue	\$50.9m	\$38.1m	+34%
Total units sold	2,225	1,498	+49%
Retail units	1,379	1,179	+17%
Wholesale units	846	319	+165%
Gross profit	\$4.7m	\$2.3m	+102%
Gross profit margin	9.2%	6.1%	+310bps
EBITDA (adjusted for IPO costs)	(\$13.7m)	(\$12.6m)	-9%
EBITDA margin (adjusted for IPO costs)	(26.9%)	(32.9%)	+600bps
Loss after tax (adjusted for IPO and convertible note costs)	(\$17.3m)	(\$15.9m)	-9%
Loss after tax margin (adjusted for IPO and convertible note costs)	(34.0%)	(41.8%)	+780bps

Revenue

Revenue increased by 34% over the prior corresponding period ('pcp') to \$50.9 million (31 December 2024: \$38.1 million), driven by a record 2,225 vehicles sold during the period (31 December 2024: 1,498 units). The increase reflects growth in units sold in both the retail and wholesale channels.

Retail units delivered increased by 17% over the pcp to 1,379 units (31 December 2024: 1,179 units), supported by the continued expansion of the Group's 'Sell-to Carma' consumer sourcing centres which provide access to higher-quality, consumer-sourced inventory. Retail average selling price ('ASP') decreased 1% on the pcp to \$30,300 (31 December 2024: \$30,500).

Wholesale units delivered increased by 165% over the pcp to 846 units (31 December 2024: 319 units). The increase reflects the scaling of the Group's vehicle sourcing operations, as the 'Sell-to Carma' channel sources a broader mix of vehicles, those not meeting the Group's retail reconditioning criteria are sold through the wholesale channel, generating incremental gross profit contribution.

Gross profit and unit economics

Gross profit increased 102% over the pcp to \$4.7 million, with gross profit margin improving to 9.2% from 6.1% in the pcp. The improvement was predominantly driven by three factors: continued growth in the 'Sell-to Carma' sourcing channel, which provides access to vehicles at favourable acquisition costs; the expansion of the wholesale channel; and lower vehicle write-downs during the period.

Gross profit per retail unit ('GPU') increased to \$3,400 in the half-year, up 73% on the pcp (31 December 2024: \$2,000). The Group's inspection and reconditioning centre at St Peters, Sydney continued to scale during the period following the completion of Stage 1 capacity expansion in August 2025. Average vehicles reconditioned per shift increased to 11.6 in the period, up 53% on the pcp (31 December 2024: 7.6), demonstrating the operational leverage of the facility as throughput increases.

Directors' Report

continued

Earnings before interest, tax, depreciation and amortisation ('EBITDA')

EBITDA is earnings before interest, tax and depreciation and amortisation and is a financial measure which is not prescribed by the Australian Accounting Standards ('AASs') and represents profit or loss under AASs adjusted for specific items. A reconciliation of EBITDA is presented on page 7.

EBITDA (adjusted for IPO costs) for the period was (\$13.7 million), representing a (26.9%) EBITDA margin. The margin improvement reflects revenue growth outpacing the increase in employee benefits expenses and marketing expenses associated with higher units sold and reconditioned.

Loss after tax

The Group's loss after tax (adjusted for IPO and convertible note costs) was (\$17.3 million), representing a margin of (34.0%), an improvement from a margin of (41.8%) in the pcp.

Cash and liquidity

The Group listed on ASX in November 2025. Proceeds from the IPO amounted to \$70.0 million for the issuance of new shares. An additional secondary offer was successfully executed for \$30.0 million for the sale of existing shareholder shares direct to shareholders. Net proceeds raised in the IPO were \$63.6 million.

Cash used in operating activities (excluding IPO transaction costs of \$3.2 million) was \$14.5 million for the period, which included a \$1.6 million increase in vehicle inventory over the period.

As at 31 December 2025, the Group held cash and funds on deposit of \$58.3 million and had \$10.0 million drawn on its \$30.0 million bailment finance facility. The Group retains a strong liquidity position to fund its growth plans.

Strategic priorities

The Group's growth strategy is centred on three pillars: scaling the 'Sell-to Carma' sourcing network, expanding reconditioning capacity, and improving unit economics.

Scaling 'Sell-to Carma'

The Group's 'Sell-to Carma' consumer centres provide a convenient location for sellers to receive a data-driven valuation and same-day payment for their vehicle. The channel is central to the Group's sourcing strategy, providing access to consumer-sourced vehicles at favourable acquisition costs relative to traditional trade and auction channels.

During the half-year, the Group launched four additional 'Sell-to Carma' centres in the Greater Sydney region, bringing the total network to six locations. The 'Sell-to Carma' channel continues to grow as a proportion of total vehicles sourced, with the centres generating increased inspections and purchases during the half-year compared to pcp.

Sydney inspection and reconditioning centre ('IRC') expansion

The Group completed the Stage 1 expansion of its inspection and reconditioning centre at St Peters, Sydney in August 2025, increasing single-shift capacity to 30 vehicles per day. The facility applies lean manufacturing principles, supported by the Group's proprietary vehicle reconditioning and outbound order management ('VROOM') production management platform.

Reconditioning throughput scaled rapidly during the period, with average vehicles reconditioned per shift reaching 11.6 in the half-year, up from 7.6 in the pcp. The Group has development approvals in place for a further Stage 2 expansion of the St Peters facility.

Unit economics improvements

The Group is focused on improving unit economics through several initiatives, including increasing IRC utilisation, growing attach rates for integrated finance and extended coverage products, expanding online inventory to improve selection, and leveraging operating cost efficiencies as volumes scale.

Reconciliation of reported results and non-IFRS measures (EBITDA)

Non-IFRS (International Financial Reporting Standards) measures, such as EBITDA, have been included as the directors believe they provide useful information to assist the reader's understanding of the Group's financial performance. Non-IFRS measures should not be viewed in isolation or considered as substitutes for measure reported in accordance with IFRS and have not been subject to review by the Group's external auditors.

EBITDA reconciliation

	31 December 2025 \$'000	31 December 2024 \$'000
Loss after tax	(30,588)	(15,981)
Depreciation and amortisation	3,362	3,060
Finance costs	10,655	470
Interest income	(349)	(100)
EBITDA	(16,920)	(12,551)
IPO transaction costs	3,233	–
EBITDA (adjusted for IPO costs)¹	(13,687)	(12,551)
EBITDA (adjusted for IPO costs) margin	(26.9%)	(32.9%)
EBITDA (adjusted for IPO costs) per share	(10.0) cents	(28.5) cents

1. Included in EBITDA in the current period were public company costs of \$594,000 (31 December 2024: \$Nil).

Loss after tax reconciliation

	31 December 2025 \$'000	31 December 2024 \$'000
Loss after tax	(30,588)	(15,981)
Convertible note costs ¹	10,044	66
IPO transaction costs	3,233	–
Loss after tax (adjusted for IPO and convertible note costs)	(17,311)	(15,915)
Loss after tax (adjusted for IPO and convertible note costs) margin	(34.0%)	(41.8%)
Loss after tax (adjusted for IPO and convertible note costs) per share	(12.6) cents	(36.2) cents

1. Convertible note costs comprise the amortised cost on the financial liability and the fair value remeasurement of the embedded derivative component.

Directors' Report

continued

Business risks

Risks	Description
Vehicle supply and inventory access	The Group sources vehicles via the 'Sell-to Carma' channel and wholesale distributors. Insufficient supply could force higher acquisition prices, compress margins, reduce product selection and impair growth targets.
Competition for consumer-sourced inventory	If vehicle owners sell through dealerships or classifieds rather than the 'Sell-to Carma' channel, available inventory may decline and acquisition costs could increase, adversely affecting financial performance.
Inaccessibility of the St Peters IRC facility	The Group operates a single inspection and reconditioning centre at St Peters, Sydney. All vehicles sold through the retail channel are reconditioned at this facility. An inability to access or utilise the facility, whether due to lease default, force majeure, equipment failure, or workforce disruption, would materially impact the Group's ability to generate revenue.
Workplace health and safety	Employees in the IRC and involved in vehicle movement are exposed to workplace accident risk. An injury could result in liability for compensation, penalties or damages and harm the Group's reputation and financial performance.
Cybersecurity and IT systems reliability	The Group's operations are highly dependent on digital systems. Cyberattacks, system failures or data breaches could disrupt operations, compromise customer data and result in financial losses, regulatory penalties and loss of customers and business partners.
Reliance on founders and senior management	The departure of any member of the senior management team, including the founders, or a delay in finding a replacement, could adversely affect the Group's ability to execute its growth strategy and financial performance.
Bailment Finance Facility renewal	The Group relies on its \$30.0 million bailment finance facility fund vehicle inventory, and the facility terms are a component of profitability. Subject to annual renewal, the financier may discontinue, vary or suspend the facility on notice, which could impair working capital and inventory funding.
Regulatory environment	The Group is subject to a range of regulations, including motor vehicle dealer regulations, Australian Consumer Law, and consumer credit laws as it expands its finance and extended coverage product offerings. Changes in the regulatory environment, or unfavourable regulatory interpretation of existing requirements, could increase compliance costs or restrict the Group's operations.

Significant change in the state of affairs

On 5 November 2025, the Group completed its IPO and was admitted to the Official List of the ASX, with quotation of its ordinary shares commencing on the same date. In connection with the IPO, the Group raised \$100.0 million (before transaction costs), comprising \$70.0 million through the issue of new ordinary shares and \$30.0 million related to existing shares.

As a consequence of the IPO event, in accordance with their terms, all convertible notes on issue converted into ordinary shares. This resulted in the derecognition of the related liabilities and an increase in issued share capital, with no further obligations remaining in respect of the convertible notes.

Further information regarding the IPO, share capital movements and the accounting treatment of the convertible notes is set out in Note 8 and Note 9 to the financial statements.

During the period, the Group entered into a new lease arrangement for its headquarters premises, commencing on 1 November 2025, with a term of three years.

The lease has been accounted for in accordance with AASB 16 *Leases* ('AASB 16'). On commencement, the Group recognised a right-of-use asset and a corresponding lease liability measured at the present value of future lease payments, discounted using the Group's incremental borrowing rate. The right-of-use asset is subsequently depreciated on a straight-line basis over the lease term, and the lease liability is subsequently measured using the effective interest method, with lease payments allocated between a reduction of the lease liability and interest expense.

Other than the matters noted above, there were no significant changes in the state of affairs of the Group during the half-year.

Matters subsequent to the end of the financial half-year

No other matter or circumstance has arisen since 31 December 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.

Rounding of amounts

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

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 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors



Owen Wilson
Chairman of the Board

27 February 2026

Auditor's Independence Declaration

Deloitte.

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27 February 2026

The Board of directors
Carma Limited
Suite 5.03, 219-241 Cleveland Street,
Strawberry Hills, NSW, 2012

Dear Directors

Auditor's Independence Declaration to Carma Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of Carma Limited.

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

- The auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- Any applicable code of professional conduct in relation to the review.

Yours faithfully

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU



Tara Hill
Partner
Chartered Accountants

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Condensed Consolidated Financial Statements

for the half-year ended 31 December 2025

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Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the half-year ended 31 December 2025

	Note	31 December 2025 \$'000	31 December 2024 \$'000
Revenue	4	50,944	38,099
Cost of sales		(46,239)	(35,773)
Gross profit		4,705	2,326
Expenses			
Employee benefit expenses		(10,593)	(7,680)
Occupancy expenses		(1,754)	(2,566)
Marketing expenses		(2,844)	(2,128)
Depreciation and amortisation expenses		(3,362)	(3,060)
Other expenses		(3,201)	(2,503)
Transaction costs related to IPO	9	(3,233)	–
Finance income		349	100
Finance cost	5	(10,655)	(470)
Total expenses		(35,293)	(18,307)
Loss before income tax expense		(30,588)	(15,981)
Income tax expense		–	–
Loss after income tax expense for the year attributable to the owners of Carma Limited		(30,588)	(15,981)
Other comprehensive income for the year, net of tax		–	–
Total comprehensive loss for the year attributable to the owners of Carma Limited		(30,588)	(15,981)
		Cents	Cents
Basic and diluted loss per share	12	(42.0)	(36.3)

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

Condensed Consolidated Statement of Financial Position

As at 31 December 2025

	Note	31 December 2025 \$'000	30 June 2025 \$'000
Assets			
Current assets			
Cash and cash equivalents		58,264	6,329
Trade and other receivables		1,675	1,379
Inventories		16,019	14,484
Other assets		1,054	967
Total current assets		77,012	23,159
Non-current assets			
Right-of-use assets		11,206	10,291
Property, plant and equipment		4,229	2,097
Intangible assets		3,777	3,602
Other assets		1,580	990
Total non-current assets		20,792	16,980
Total assets		97,804	40,139
Liabilities			
Current liabilities			
Trade and other payables	6	4,435	3,884
Lease liabilities		2,614	2,558
Provisions		1,470	1,161
Borrowings	7	9,972	1,897
Financial liabilities	8	–	32,758
Total current liabilities		18,491	42,258
Non-current liabilities			
Lease liabilities		9,113	8,222
Total non-current liabilities		9,113	8,222
Total liabilities		27,604	50,480
Net assets/(liabilities)		70,200	(10,341)
Equity			
Issued share capital	9	205,565	94,962
Share-based payments reserve	11	1,317	791
Accumulated losses		(136,682)	(106,094)
Total equity		70,200	(10,341)

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

Condensed Consolidated Statement of Changes in Equity

For the half-year ended 31 December 2025

	Note	Issued share capital \$'000	Share-based payments reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance as at 1 July 2025		94,962	791	(106,094)	(10,341)
Loss after income tax expense for the year		–	–	(30,588)	(30,588)
		94,962	791	(136,682)	(40,929)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transactions costs	9	66,791	–	–	66,791
Conversion of convertible notes to equity	9	43,812	–	–	43,812
Share-based payments	11	–	526	–	526
Balance as at 31 December 2025		205,565	1,317	(136,682)	70,200
	Note	Issued share capital \$'000	Share-based payments reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance as at 1 July 2024		94,962	380	(70,239)	25,103
Loss after income tax expense for the year		–	–	(15,981)	(15,981)
		94,962	380	(86,220)	9,122
<i>Transactions with owners in their capacity as owners:</i>					
Share-based payments	11	–	145	–	145
Balance as at 31 December 2024		94,962	525	(86,220)	9,267

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

Condensed Consolidated Statement of Cash Flows

For the half-year ended 31 December 2025

	Note	31 December 2025 \$'000	31 December 2024 \$'000
Cash flows from operating activities			
Receipts from customers		52,267	38,277
Payments to suppliers and employees		(66,851)	(42,012)
		(14,584)	(3,735)
Transaction costs related to IPO	9	(3,233)	–
Interest received		349	100
Interest and other finance cost paid		(239)	(350)
Net cash used in operating activities		(17,707)	(3,985)
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		4	595
Payments for property, plant and equipment		(2,531)	(215)
Payments for intangible assets		(1,303)	(1,307)
Payments for funds on deposit		(410)	(150)
Net cash used in investing activities		(4,240)	(1,077)
Cash flows from financing activities			
Proceeds from issuance of convertible notes	8	1,010	13,902
Proceeds from the issuance of ordinary shares	9	70,000	–
Payments for transaction costs related to IPO	9	(3,209)	–
Proceeds from borrowings		36,981	20,849
Repayment of borrowings		(28,905)	(28,425)
Repayment of lease liabilities, excluding the financing component		(1,995)	(1,366)
Net cash generated in financing activities		73,882	4,960
Net increase/(decrease) in cash and cash equivalents		51,935	(102)
Cash and cash equivalents at the beginning of the financial half-year		6,329	7,891
Cash and cash equivalents at the end of the financial half-year		58,264	7,789

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

Notes to the Condensed Consolidated Financial Statements

For the half-year ended 31 December 2025

Note 1: General information

Statement of compliance

The half-year financial report is prepared in accordance with the *Corporations Act 2001* and AASB 134 *Interim Financial Reporting* ('AASB 134'). Compliance with AASB 134 ensures compliance with IFRS Accounting Standard IAS 34 *Interim Financial Reporting*. The half-year financial report does not include notes of the type normally included in annual financial report and should be read in conjunction with the most recent annual financial report.

Basis of preparation

The half-year report has been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half-year report are consistent with those adopted and disclosed in the company's annual financial report for the financial year ended 30 June 2025. The accounting policies are consistent with Australian Accounting Standards and with IFRS Accounting Standards.

The Group is an entity of a kind referred to in *Australian Securities and Investments Commission Corporations Instrument 2016/191* and in accordance with that Corporations Instrument amounts in the half-year financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

New and amended Accounting Standards and Interpretations adopted

The Group has considered all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are relevant to the operations and effective for the current half-year. There are no new and revised Standards and Amendments thereof and Interpretations effective for the current half-year that are relevant to the Group.

Going Concern

For the half-year ended 31 December 2025, the Directors have assessed the Group's ability to continue as a going concern and are satisfied that the going concern basis of preparation remains appropriate. During the period, the Group successfully completed its IPO and received \$63,558,000 in net cash proceeds (net of IPO costs) from the issue of new shares, strengthening liquidity and providing funding to support the Group's operating plan. In addition, the convertible notes were converted and extinguished in accordance with their terms (refer Note 8), removing the associated financial liabilities from the statement of financial position.

At 31 December 2025, the Group had total current assets of \$77,012,000 (30 June 2025: \$23,159,000), including cash and cash equivalents of \$58,264,000 (30 June 2025: \$6,329,000), compared to total current liabilities of \$18,491,000 (30 June 2025: \$42,258,000) (including \$9,972,000 in bailment finance facility (30 June 2025: \$1,897,000), resulting in a net asset position of \$70,200,000 (30 June 2025: net liability position of \$10,341,000)).

The Directors believe the Group will be able to pay its debts as and when they fall due for at least 12 months from the date of this report.

No dividends were declared for half-year (31 December 2024: \$Nil).

Note 2: Significant changes in the current reporting period

The financial position and performance of the Group was affected by the following transactions during the financial half-year 31 December 2025.

Completion of IPO

The Group completed an IPO and was admitted to the Official List of the ASX Limited under ASX code: CMA. Proceeds from the offer amounted to \$70,000,000 for the issuance of new shares. Additionally secondary offer was successfully executed for \$30,000,000 through the sale of existing shareholder shares. On completion of the offer, existing Preference Shares and Convertible Notes were converted into Ordinary Shares of the Company. Refer to Note 8 and 9 for further details.

Note 3: Operating segments

Reportable segments are based on the internal reports that are reviewed by the Directors, who are identified as the Chief Operating Decision Makers ('CODM'), in assessing the Group's performance and in making decisions about the allocation of resources in accordance with AASB 8 *Operating Segments* ('AASB 8').

The Group operates as a single reportable operating segment. This segment consists of the purchase, reconditioning, and sale of used vehicles primarily through online channels, with operations conducted exclusively within Australia.

The CODM reviews financial information on a consolidated basis and monitors the performance of the business using monthly management reports. As performance and resource allocation decisions are based on consolidated financial information, the consolidated financial statements represent the results of the Group's single operating segment. Accordingly, no separate segment disclosures are presented.

Note 4: Revenue from contracts with customers

Revenue

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

	31 December 2025 \$'000	31 December 2024 \$'000
Revenue disaggregated by nature		
Sale of vehicles	50,110	37,555
Other revenue	657	432
Extended coverage	177	112
	50,944	38,099
Timing of revenue recognition		
At a point in time	50,767	37,987
Over time	177	112
	50,944	38,099

Note 5: Finance costs

	31 December 2025 \$'000	31 December 2024 \$'000
Finance cost on convertible note host liability	5,097	66
Fair value remeasurement on derivative liability	4,947	–
Finance cost on bailment finance facility	239	308
Finance cost on lease liabilities	372	96
	10,655	470

Notes to the Condensed Consolidated Financial Statements

continued

Note 6: Trade and other payables

	31 December 2025 \$'000	30 June 2025 \$'000
Trade payables	182	153
Accruals	1,812	1,746
Employee related payables	985	710
Unearned revenue	1,456	1,275
	4,435	3,884

Note 7: Borrowings

	31 December 2025 \$'000	30 June 2025 \$'000
Current		
Bailment finance facility	9,972	1,897

The bailment finance facility is provided at a weighted average interest rate of 7.28% p.a. applicable at half-year (30 June 2025: 8.05%).

At the reporting date, the Group had undrawn borrowing capacity of \$20,028,000 under this facility (30 June 2025: \$28,103,000).

Note 8: Financial liabilities – Convertible notes

	31 December 2025 \$'000	30 June 2025 \$'000
Host liability		
Opening balance	17,919	–
Nominal value of convertible notes issued ¹	556	13,268
Finance cost on convertible notes	5,097	4,651
Conversion to fully paid ordinary shares ²	(23,572)	–
Balance as at 31 December 2025	–	17,919
Embedded derivative		
Opening balance	14,839	–
Nominal value of convertible notes issued ¹	454	16,160
Fair value remeasurement through profit or loss	4,947	(1,321)
Conversion to fully paid ordinary shares ²	(20,240)	–
Balance as at 31 December 2025	–	14,839

1. Convertible notes issued were \$1,010,000 (30 June 2025: \$29,920,000). These convertible notes issued in the half-year were to non-executive Directors.

2. Refer to Note 9 for further details.

Derecognition of convertible notes

The Group's convertible notes converted into 21,813,870 fully paid ordinary shares in accordance with their contractual terms (refer to Note 9 for further details).

As a result of the conversion, the financial liability component of the convertible notes was derecognised in accordance with AASB 9 *Financial Instrument* ('AASB 9'). The carrying amount of the convertible note liability, together with the related embedded derivative, was transferred to equity on conversion. A fair value remeasurement loss of \$4,947,000 has been recognised in profit or loss prior to derecognition. No gain or loss was recognised in profit or loss on the date of derecognition, as the conversion occurred in accordance with the original contractual terms.

Following conversion, the Group had no convertible note liabilities outstanding.

Note 9: Issued share capital

	31 Dec 2025 Shares	31 Dec 2025 \$	30 Jun 2025 Shares	30 Jun 2025 \$
Ordinary shares				
Fully paid ordinary shares	136,883,285	205,565,197	2	22
Founder shares	–	–	44,000,000	44
	136,883,285	205,565,197	44,000,002	66
Preference shares				
Preference Seed shares	–	–	24,719,801	25,467,809
Preference Series A shares	–	–	20,210,486	69,494,013

Movement in ordinary share capital

	31 Dec 2025 Shares	31 Dec 2025 \$	30 Jun 2025 Shares	30 Jun 2025 \$
Opening balance	44,000,002	66	44,000,002	66
New shares issued net of transaction costs	25,925,926	66,790,853	–	–
Conversion of Preference Seed shares	24,719,801	25,467,809	–	–
Conversion of Preference Series A shares	20,210,486	69,494,013	–	–
Conversion of convertible note	21,813,870	43,812,456	–	–
Equity settled share options exercised	213,200	–	–	–
Closing balance	136,883,285	205,565,197	44,000,002	66

Ordinary shares

Ordinary shares carry equal voting rights and entitle holders to attend general meetings.

Conversion of founder shares, preference shares (Seed and Series A) and convertible notes

As a consequence of the IPO, founder shares, preference shares (Seed and Series A) and convertible notes converted into Ordinary Shares in accordance with their terms. Refer to the table above for further details regarding the conversions and the related share values and quantities.

Notes to the Condensed Consolidated Financial Statements

continued

IPO transaction costs

The Group incurred total IPO-related costs of \$6,442,000 during the period. In accordance with AASB 132 *Financial Instruments: Presentation* ('AASB 132'), costs directly attributable to the issue of new equity instruments of \$3,209,000 were recognised as a deduction from equity, the remaining costs, \$3,233,000 were recognised as an expense in the profit or loss.

Note 10: Financial instruments

The carrying amounts of cash and cash equivalents, trade and other payables, and the short-term credit facility approximate their fair values due to their short-term nature.

At 31 December 2025, the Group's bailment finance facility has been classified as a current financial liability, as amounts drawn are short-term in nature and amounts to \$9,972,000 (30 June 2025: \$1,897,000). Refer to Note 7.

The Group has no non-current financial liabilities at 31 December 2025, following the derecognition of the convertible note during the period. Refer to Note 8 for further details regarding the derecognition of the convertible note.

Note 11: Share-based payments

Employee option plan

The Group operates an equity-settled share option plan under which options over ordinary shares were granted to employees and Directors in tranches. Grants were made across windows from 19 February 2021 through 28 June 2024. The options are subject to time-based vesting conditions that are set out in the respective option offer letters with vesting over four years. Options expire 15 years after grant date and do not carry voting or dividend rights before exercise and settle in ordinary shares on exercise.

The Group has not issued or granted new employee options during the current year.

Following the completion of the IPO, the Board has determined no further grants will be issued under this existing employee option plan and a replacement Rights Plan has been established.

Reconciliation of share options on issue

	31 Dec 2025 number	31 Dec 2025 WAEP ¹	30 Jun 2025 number	30 Jun 2025 WAEP ¹
Options outstanding at the beginning of the period	7,159,150	0.61	7,240,087	0.61
Exercised during the period	(213,200)	–	–	–
Forfeited/cancelled during the period	(6,250)	1.38	(80,937)	0.61
Outstanding at the end of the period	6,939,700	0.63	7,159,150	0.61
Exercisable at end of the period	5,338,560	0.43	5,074,051	0.36

1. Weighted Average Exercise Price ('WAEP').

Carma Limited Rights Plan

During the period, the Group established a Rights Plan for the benefit of and to appropriately align, motivate, retain and reward employees and directors as part of their remuneration. It is intended to reward for achieving growth targets and sustainable performance over the long term, and to build up an equity ownership aligning their interests with those of the shareholders.

Performance share appreciation rights

As part of the newly established Rights Plan, performance share appreciation rights ('PSAR') were issued to Executive Directors. The fair value of the PSARs is calculated on grant date and recognised over the 12-month service period. The measurement period of the PSARs is the period over which the vesting conditions are assessed, and for the initial grant, will be the period from grant date to 30 June 2028. The vesting of PSARs will be determined by comparing the Group's Total Shareholder Return ('TSR') against the TSR of the S&P ASX 300 Total Return index over the measurement period.

The PSARs are accounted for as equity-settled.

Set out below are summaries of performance rights granted during the period:

Plan	Exercise price	Balance at start of the year Number	Granted during the year Number	Exercised during the year Number	Forfeited/ cancelled during the year Number	Balance at end of the year Number
PSARs FY26	\$2.70	–	1,689,566	–	–	1,689,566

The fair value of the PSARs issued has been calculated using a Monte Carlo Simulation methodology. The inputs used to determine the fair value at the grant date are as follows:

Plan	Grant date	Vesting date	Value per right at measurement date	Expected volatility ¹	Risk-free interest rate	Annual dividend yield
PSARs FY26	16/10/2025	30/06/2028	\$0.73	41%	3.45%	–

1. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the rights is indicative of future trends, which may not necessarily be the actual outcome.

Expense recognised and share-based payment ('SBP') reserve movement

	31 Dec 2025 \$'000	30 June 2025 \$'000
Opening SBP reserve	791	380
SBP expense during the period	526	411
Closing SBP reserve	1,317	791

Note 12: Loss per share

	31 Dec 2025 \$'000	31 Dec 2024 \$'000
Loss after income tax attributable to the owners of Carma Limited	(30,588)	(15,981)
	Number	Number
Weighted average number of ordinary shares (basic and diluted)	72,773,628	44,000,002
	Cents	Cents
Basic and diluted loss per share	(42.0)	(36.3)

Notes to the Condensed Consolidated Financial Statements

continued

Note 13: Key management personnel

The following table sets out the statutory disclosures with amounts determined in accordance with the Accounting Standards for the half-year:

	31 Dec 2025 \$'000	31 Dec 2024 \$'000
Non-Executive Directors		
Short-term employee benefits	157	–
Post-employment benefits ¹	17	–
Share based payments	25	–
	199	–
Executive Directors		
Short-term employee benefits	540	220
Post-employment benefits ¹	27	22
Share based payments ²	385	–
	952	220

1. Post-employment benefits relate to superannuation contributions.

2. Share based payments represents the expense recognised based on the fair value of the Long-term Incentive ('LTI') plan (PSARs), restricted rights and Short-term Incentive ('STI') plan over their respective vesting periods. Executive Directors have been offered the opportunity to participate in the Group's STI plan. Target is set at 37.5% of fixed remuneration with a stretch opportunity of up to 150% of target. The total award will depend on a mix of metrics, performance and reward ranges selected.

Note 14: Events after the reporting period

No other matter or circumstance has arisen since 31 December 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.

Directors' Declaration

Directors' Declaration

The directors declare that:

- (a) the attached consolidated financial statements and notes are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and its performance for the half-year ended on that date; and
 - (ii) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors made pursuant to s.303(5) of the Corporations Act 2001.

On behalf of the Directors



Owen Wilson

Chairman of the Board

27 February 2026

Independent Auditor's Review Report



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Independent Auditor's Review Report to the Members of Carma Limited

Conclusion

We have reviewed the half-year financial report of Carma Limited (the "Company") and its subsidiary (the "Group") which comprises the condensed consolidated statement of financial position as at 31 December 2025, and the condensed consolidated statement of comprehensive income, the condensed consolidated statement of cash flows and the condensed consolidated statement of changes in equity for the half-year ended on that date, notes to the financial statements, including material accounting policy information and other explanatory information, and the directors' declaration.

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

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

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Half-year Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional and Ethical Standards Board ("the Code") that are relevant to our audit of the annual financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

Directors' Responsibilities for the Half-year Financial Report

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

Auditor's Responsibilities for the Review of the Half-year Financial Report

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

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

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Tara Hill
Partner
Chartered Accountants

Sydney, 27 February 2026

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Lisa Jones

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