GARDA PROPERTY GROUP

ANNUAL FINANCIAL REPORT – **2025**

For the year ended 30 June 2025

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Garda Property Group

Annual Financial Report
For the year ended 30 June 2025

Comprising the combined consolidated financial reports of

Garda Holdings Limited
ABN 92 636 329 774

Level 21, 12 Creek Street
Brisbane QLD 4000

and

Garda Diversified Property Fund
ARSN 104 391 273

DIRECTORS' REPORT

LETTER FROM CHAIRMAN

30 July 2025

Dear Securityholders,

I am pleased to present Garda's Annual Report for the year ended 30 June 2025 (**FY25**).

The past year has seen an improvement in economic conditions with a moderation of inflation and two interest rate cuts.

Asset values appear to have stabilised, but security prices have only recovered modestly with wide discounts to the underlying value persisting; currently ~25% discount for Garda ($1.22 security price vs $1.61 NTA)

During the year Garda agreed to divest its two largest assets, the North Lakes land for $113.6 million (versus $57 million acquisition and development cost) and the Cairns Corporate Tower for $77.5 million. Both sales are expected to settle during September 2025.

Importantly, the sale of these assets will reduce gearing to approximately 15%, remove all variable interest rate debt and concentrate the remaining Garda property portfolio ($331 million) entirely in the Brisbane Industrial market.

The valuation cycle for industrial property appears to have bottomed out with a small valuation uplift recorded on the assets that were independently valued at 30 June 2025.

Garda's industrial portfolio weighted average capitalisation rate expanded 28bps in the 12 months since 30 June 2024 (159bps since 31 December 2022).

Further, but potentially smaller, capitalisation rate expansion is likely into FY26, albeit likely to be offset by continued rental growth.

The development team delivered the 14,777m^2 Acacia Ridge industrial building in December 2024 and recently completed all earth and civil works at North Lakes.

Industrial land constraints persist and land values continue to increase, particularly for smaller parcels. Construction costs have stabilised with normal rates of escalation.

Industrial leasing activity has sensibly slowed (volume), however, rents ($/m^2) continue to hold up and will need to increase further to allow continued built form supply.

"Develop to own" activities continue to be marginal at best as yield-on-cost is not sufficiently greater than valuation capitalisation rates (Garda industrial WACR is 5.86%) or the variable rate cost of debt. We believe yield on cost outcomes should be ~7.0%.

Garda will continue to seek to identify develop-to-own opportunities and consider acquisitions where is it apparent that "it is cheaper to buy than it is to build".

Garda continued to increase its lending activities, with $44m advanced at 30 June 2025.

Garda originates, structures and underwrites debt funding for largely residential and industrial real estate projects, predominantly in south-east Queensland.

Loans are typically provided to developers to assist with site acquisitions, development and construction funding. Residual stock loans are also made.

Garda participates across the capital stack including what would typically be classified as senior, junior and/or mezzanine debt and preferred equity exposures.

Garda is an experienced property owner and developer with in-house capability. This means we are able to manage and supervise loans and underlying projects, identify project challenges early, and support and assist borrowers with their projects should the need arise.

As capital becomes available following settlement of the North Lakes and Cairns asset sales, Garda will likely further increase its lending activities.

Lending is a shorter duration investment than equity ownership, has multiple entry and exit points and is a material earnings contributor to the Group requiring the deployment of only a moderate amount of capital.

During the year Garda distributed 6.3 cents per security and a further 0.9 cents fully franked dividend in line with guidance, while achieving FFO 15% above initial guidance.

NTA per security was $1.61 at year end, a 6% reduction from FY24, however, we expect FY26 to return to a stable or possibly increasing asset value environment.

We are excited about FY26 with the impending settlement of the two asset sales materially reducing gearing, providing the opportunity to continue to increase our higher returning lending activities and improving distributions to security holders.

Matthew Madsen
Executive Chairman

OPERATIONAL REVIEW

INVESTMENT PROPERTY PORTFOLIO

Overview

As at 30 June 2025		Industrial Established	Industrial Projects	Office[1]	Total
Number of properties		9	1	1	11
Carrying value	$000	330,739	111,911	79,500	522,150
Occupancy	%	85%	-	94%	87%
WALE	years	4.5	-	3.5	4.2

At 30 June 2025, Garda's investment property portfolio was valued at $522,150,000, with approximately 85% of the portfolio comprising industrial buildings and land.

Transactions

During FY25, Garda was involved in three property transactions:

i) Pinnacle East, Wacol
Pinnacle East was carried as an investment property held for sale at 30 June 2024. An unconditional contract for sale was executed in early FY25 with settlement occurring on 20 August 2024. Gross sale proceeds of $13,500,000 were received resulting in a net gain on sale of $11,000.

ii) North Lakes
On 22 October 2024, Garda announced it had exchanged a conditional contract for the sale of the industrial development site at North Lakes for $113,635,000. Following completion of agreed works, plan sealing and titling, the sale is now expected to settle in the first quarter of FY25. Net proceeds of approximately $113.0 million will be used to reduce borrowings.

North Lakes is carried as an investment property held for sale at 30 June 2025.

iii) Cairns Corporate Tower
In January 2025, a sales campaign was launched for the sale of Cairns Corporate Tower, Garda's last remaining office property. On 29 July 2025, Garda announced that Halpin Property Group had entered a call option to acquire the building for $77.5 million, equal to carrying value at 30 June 2025. Halpin Property Group has until 19 August 2025 to exercise its option with settlement to occur by 19 September 2025.

Should the North Lakes and Cairns transactions complete, Garda's property portfolio will comprise nine young, established industrial properties in Brisbane worth $330,739,000 and a small block of land in Cairns worth $2,000,000.

Developments

Development activity in FY25 has been focused on the 14,777m^2 industrial development at Acacia Ridge, which reached practical completion in December 2024, and the North Lakes project. With the sale of North Lakes expected to settle in September 2025, Garda's remaining development opportunities are the extension of existing assets at infill locations at Acacia Ridge and Morningside:

	Estimated GFA m^2	Status of DA approval	Estimated completion date	Current independent valuation $000
Acacia Ridge, Stage 1B, 69 Peterkin Street	3,000	granted	-	4,100
Morningside	5,700	granted	-	6,500
Total	**8,700**	**-**	**-**	**10,600**

[1] Includes vacant land adjoining Cairns Corporate Tower valued at $2,000,000.

Sustainability

Garda falls below the revenue, asset and employee thresholds of the new Australian climate-related financial disclosure laws. While Garda intends to observe the new reporting regime, to the extent practicable, material changes to its property portfolio since publishing its inaugural Sustainability Report in 2022 have minimised the information value of such reporting:

i) Operationally controlled buildings

In accordance with the National Greenhouse and Energy Reporting legislative framework, Garda's sustainability reporting for established assets has been in respect of properties under its operational control. Reporting on these properties addressed such matters as energy and water efficiencies and, where practicable, the use of renewable energy. Progress was measured by reference to NABERS ratings and annual emissions reports.

However, following the sale of its four commercial office buildings in Box Hill, Hawthorn East and Richmond (Botaniccas 7 and 9), and the expected sale of Cairns Corporate Tower, Garda will no longer have any operationally controlled buildings.

ii) Developments

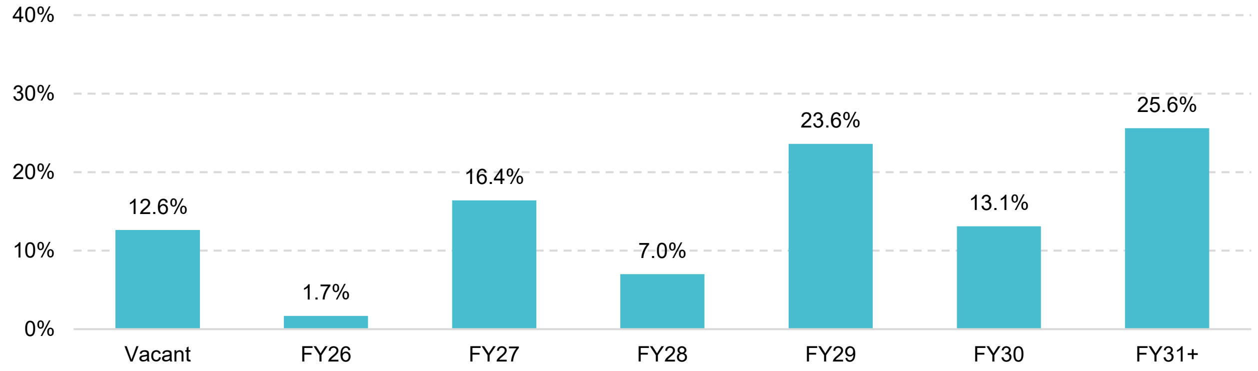
With a significant industrial development pipeline, much of Garda's sustainability reporting in prior years was devoted to the activities it was taking that were consistent with a circular economy and minimising negative impacts on local areas.

However, following completion of development at Pinnacle West (Wacol), 38-56 and 69 Peterkin Street, Acacia Ridge, Richlands and the imminent sale of North Lakes, Garda's development pipeline has become relatively immaterial.

While sustainability reporting has lost relevance for Garda, conducting operations in a sustainable manner remains inherent in meeting its corporate objective of delivering enduring value to stakeholders. It is also implicit in Garda's social contracts with the communities in which it operates.

Leasing

Garda's lease expiry profile by income at 30 June 2025 was as follows:



Tenant profile

Garda has a diversified base of tenants by ownership structure and industry. The high proportion of tenants being government, listed or multinational, with none being heavily exposed to the retail and consumer discretionary sectors, provides resiliency to Garda's rental income.

Top 10 tenants at 30 June 2025	Type	% of gross income	Expiry
Volvo Group	Industrial	12.8%	Jul 28
Ausdeck	Industrial	9.0%	Dec 33
Komatsu	Industrial	9.0%	Jul 26
Pinkenba Operations	Industrial	8.3%	Aug 33
Tasman KB	Industrial	5.8%	May 27
Qld Govt (DTMR)	Office	4.8%	Nov 28
James Energies	Industrial	4.4%	Mar 28
CNW	Industrial	4.1%	Sep 28
YHI	Industrial	4.0%	Sep 31
Tas. Freight	Industrial	3.2%	Mar 30
Total		**65.4%**	

Valuations

Seven of Garda's properties were externally valued for the FY25 Annual Report, with the balance of the portfolio being carried at directors' valuation.

		Valuation Type	2025 $000	2024 $000	Movement $000
Industrial					
Acacia Ridge	38-56 Peterkin Street	Directors	45,039	31,073	13,966
Acacia Ridge	69 Peterkin Street	External	22,350	22,120	230
Berrinba	1-9 Kellar Street	External	17,000	16,000	1,000
Heathwood	67 Noosa Street	External	16,400	16,900	(500)
Morningside	326 & 340 Thynne Road	External	61,000	61,000	-
Pinkenba	70 - 82 Main Beach Road	External	32,200	32,200	-
Richlands	56 - 72 Bandara Street	Directors	37,500	39,454	(1,954)
Wacol	41 Bivouac Place	External	52,000	52,500	(500)
Wacol	498 Progress Road (Pinnacle West)	External	47,250	45,500	1,750
North Lakes	109 - 135 Boundary Road	Directors	-	95,411	(95,411)
Value accretive capital expenditure			-	128	(128)
Total industrial			**330,739**	**412,286**	**(81,547)**
Office					
Cairns[2]	26-30 Grafton Street	Directors	-	2,000	(2,000)
Cairns	7-19 Lake Street	Directors	-	81,080	(81,080)
Total office			**-**	83,080	**(83,080)**
Total investment properties (non-current assets)			**330,739**	**495,366**	**(164,627)**
Held for sale					
Wacol	372 Progress Road (Pinnacle East)		-	13,298	(13,298)
North Lakes	109 - 135 Boundary Road	Directors	111,911	-	111,911
Cairns	26-30 Grafton Street	Directors	2,000	-	2,000
Cairns	7-19 Lake Street	Directors	77,500	-	77,500
Total held for sale (current assets)			**191,411**	13,298	**178,113**
Total investment properties			**522,150**	**508,664**	**13,486**

LENDING ACTIVITIES

Garda provides debt finance into residential and industrial real estate opportunities in southeast Queensland and metropolitan areas. These debt investments range from senior secured loans to higher risk-return subordinated positions.

As at 30 June	**2025** $000	**2024** $000	**2023** $000	**2022** $000
Total capital invested in external loans	44,053	26,177	11,953	7,446
Total income from lending	7,697	3,647	2,775	1,310

2 Vacant land adjacent to the office building at 7-19 Lake Street, Cairns.

FINANCIAL SUMMARY

FINANCIAL PERFORMANCE

Key metrics

Year ended 30 June		2025	2024	Change
Funds From Operations (FFO)[3]	$000	14,992	13,280	1,712
Distributions	$000	12,724	12,945	(221)
Payout ratio	%	84.9%	97.5%	(12.9)%

Funds from operations

Garda recorded statutory net loss after tax for the year of $6,111,000 (FY24: loss of $42,926,000). This includes items which are non-cash in nature, incur infrequently and/or relate to realised or unrealised changes in the values of assets and liabilities. Accordingly, in the opinion of the Directors, statutory profit should be adjusted to allow securityholders to gain a better understanding of Garda's operating profit or FFO.

Year ended 30 June	2025 $000	2024 $000
Loss after tax	**(6,111)**	**(42,926)**
Adjustments for non-cash items included in net profit after tax:		
Valuations – (deduct increases) / add back decreases:		
Investment properties	13,635	39,295
Derivatives	5,291	3,385
Asset disposals – (deduct gains) / add back losses:		
Investment properties	(11)	11,163
Other accounting reversals – (deduct income) / add back expenses:		
Security based payments	264	1,637
Net lease contract and rental items	572	713
Interest and holding costs of development properties[4]	1,350	-
Other	2	13
Funds from operations	**14,992**	**13,280**

Dividends and Distributions

The table below provides details of distributions[5] paid by Garda in respect of the financial year:

	Dividend cps	Distribution cps	Total cps	Total $000	Franked $000	Record date	Payment date
2025							
Interim	0.225c	1.575c	1.800c	3,635	454	27 Sep 24	15 Oct 24
Interim	0.225c	1.575c	1.800c	3,635	454	31 Dec 24	16 Jan 25
Interim	0.225c	1.575c	1.800c	3,635	454	31 Mar 25	15 Apr 25
Final	0.225c	1.575c	1.800c	3,635	454	30 Jun 25	16 Jul 25
Total	**0.900c**	**6.300c**	**7.200c**	**14,540**	**1,816**		

3 Funds from operations are the Group's underlying and recurring earnings from its operations. It is determined by adjusting statutory net profit (under AIFRS) for certain non-cash and other one-off items. FFO is not recognised or covered by Australian Accounting Standards and has not been audited or reviewed by the auditor of the Group.

4 Following practical completion of 38-56 Peterkin Street, Acacia Ridge in December 2024, borrowing and holding costs have been expensed in statutory profit but added back for FFO purposes. Accounting standards require capitalisation to cease at substantial completion, without accounting for the leasing up period. The added-back expense represents capitalised costs during this critical phase.

5 Total distributions exclude distributions paid in respect of treasury securities and securities granted under Garda's employee incentive plans.

	Dividend cps	Distribution cps	Total cps	Total $000	Franked $000	Record date	Payment date
2024							
Interim	-	1.575c	1.575c	3,283	-	29 Sep 23	17 Oct 23
Interim	-	1.575c	1.575c	3,304	-	29 Dec 23	18 Jan 24
Interim	-	1.575c	1.575c	3,195	-	28 Mar 24	16 Apr 24
Final	-	1.575c	1.575c	3,163	-	28 Jun 24	16 Jul 24
Total	**-**	**6.300c**	**6.300c**	**12,945**	**-**		

FINANCIAL POSITION

Key Metrics

As at 30 June	**2025**	**2024**
NTA per stapled security	1.61	$1.71
Gearing	42.7%	36.5%
LVR	52.9%	46.1%

Net tangible assets

Garda experienced a 5.8% decrease in NTA per security in FY25 driven by:

- movements in values of its investment properties; and
- movements in values of its derivatives.

Borrowings

Garda has a $270,000,000 syndicated debt facility which, at 30 June 2025, had headroom of $80,000. Garda's weighted average cost of debt (fully drawn) at year end was approximately 4.58% (FY24: 4.66%) and its gearing 42.7% (FY24: 36.5%).

Derivatives

Garda has in place $130,000,000 (30 June 2024: $150,000,000) of interest rate hedges comprising:

- $10,000,000 of interest rate swaps at a rate of 0.80%, expiring 4 March 2027;
- $60,000,000 interest rate swaps at a rate of 0.82%, expiring 4 March 2027;
- $30,000,000 interest rate swaps at a rate of 0.98%, expiring 4 March 2030; and
- $30,000,000 interest rate swaps at a rate of 4.02% expiring 4 March 2030.

These derivatives are currently "in the money" with a valuation at 30 June 2025 of $6,850,000. (30 June 2024 of $12,142,000)

Issued Capital

	Securities
Total Garda issued stapled securities at 30 June 2025	**216,801,897**
Less:	
Securities issued or transferred under the Garda Employee Security Plan	(14,840,000)
Securities transferred under the Garda Equity Incentive Plan as deferred securities (unvested)	(1,446,562)
Garda stapled securities in accordance with Australian Accounting Standards[6]	**200,515,335**

During the year, 1,993,489 treasury securities were bought-back and cancelled/ redeemed.

Unless otherwise stated, all 'per security' information in this report has been calculated using 200,515,335 stapled securities in accordance with Australian Accounting Standards.

[6] Pursuant to Australian Accounting Standards, treasury securities and ESP securities and the distributions attaching thereto are not included in statutory accounts.

STRATEGY AND OUTLOOK

STRATEGY

Overview

Garda's objective is to deliver enduring value to securityholders through its expertise in real estate. Inherent in this objective is a relentless focus on capital management and optimisation of securityholder equity.

Garda is a long term investor but will actively adjust its investment focus and capital allocation in anticipation of, or in response to, changing economic conditions. This is reflected in Garda's deliberate actions in recent years of:

- exiting the Victorian real estate market;
- exiting the commercial office sector;
- developing rather than acquiring industrial properties; and
- deploying available capital into commercial loan opportunities.

FY25 activities and outcomes

Consistent with the above, in FY25 Garda's strategic priorities included:

i) offering its last remaining office building, the Cairns Corporate Tower, for sale;

ii) selling its industrial development site at Pinnacle East, Wacol due to an adverse change in the expected return on cost;

iii) completing development of its strategically located industrial property at Acacia Ridge;

iv) selling its industrial development site at North Lakes at a significant profit due to an inability to deliver such a large project in the current environment; and

v) deploying surplus capital, in a risk aware manner, into profitable lending opportunities.

The net effect of these events is expected to be the:

- concentration of Garda's property portfolio on young, established, industrial properties in southeast Queensland;
- enhancement of FFO through the attractive returns achievable from lending activities; and
- strengthening of Garda's balance sheet by applying proceeds from the sale of North Lakes and Cairns to debt reduction.

OUTLOOK

Subject to unanticipated geo-political shocks, Garda's assessment is that the medium term macro-economic environment for its core markets is becoming more positive.

Southeast Queensland continues to enjoy solid population growth, and its economy is expected to receive a fillip over the next seven years to the Brisbane Olympic Games.

Low vacancy rates continue to underpin tenant demand and rents for our industrial buildings and the supply-demand imbalance in southeast Queensland is expected to continue to favour landlords into the medium term.

Residential and industrial developers remain active and Garda's reputation and appeal have positioned it well for compelling lending opportunities.

RISK MANAGEMENT

RISK MANAGEMENT FRAMEWORK

Effective risk management underpins Garda's pursuit of its corporate objectives.

Garda is committed to high standards of risk management in the way it conducts business and actively identifies and manages risks that may impact the successful execution of its strategy.

Garda conducts its activities within a risk management framework promulgated by the Board and overseen by the Audit, Risk and Sustainability Committee.

Investment and operational decisions must fall within the ambit of our risk appetite statement and strategic priorities and day to day activities are regularly considered through our strategic and operational risk registers, respectively.

STRATEGIC RISKS

In its most recent review of strategic risks, the Board prioritised risks according to their potential likelihood and the consequences for Garda.

Common to the more highly ranked strategic risks was inflation and the possible ramifications of resultant interest rates on:

i) capitalisation rates and valuations;

ii) capital and liquidity funding risks;

iii) borrowing costs and covenants;

iv) business conditions generally in Garda's core markets;

v) tenant or borrower financial viability; and

vi) industrial market rents.

The Board's assessment was that while these risks warranted a high rating, adequate mitigants are in placed to manage them, including:

- a portfolio of sought-after industrial assets where market rent increases have largely offset capitalisation rate decompression;
- occupancy levels approaching 100%;
- financially sound tenants with material time left on their lease terms;
- an increasingly diversified portfolio of borrowers and loans with adequate security in place;
- increasing available headroom on borrowing facilities and covenants; and
- adequate interest rate hedges in place.

CYBER RISKS

While not currently considered high risk, cyber security is regularly assessed at a strategic and operational level.

Board and management are satisfied that Garda has the appropriate infrastructure, data handling and storage protocols and training and education programs to sufficiently mitigate cyber risks.

SUSTAINABILITY

Although it falls below the revenue, asset and employee thresholds of the new Australian climate-related financial disclosure laws, Garda has historically pursued its sustainability objectives through a framework comprising three pillars:

- *environment pillar*: acquire, develop and own properties that will stand the test of time and sustainably manage them in a manner that will satisfy stakeholder expectations;
- *social pillar*: understand the sustainability issues that matter to its stakeholders and respond appropriately; and
- *governance pillar*: pursue governance, risk and compliance activities that are best practice for its size, stage of development and ambitions.

Within each pillar issues have been identified that may impact Garda's operations and investments and prioritised them according to an assessment of:

i) significance to Garda and its stakeholders; and

ii) likely impact of action by the Garda Board and management to mitigate or remediate the particular issue.

Within the environment pillar, Garda's attention has been on the energy, water and waste efficiency of its operationally controlled buildings and on sustainable development at its industrial development sites.

However, following the expected sale of Cairns Corporate Tower, Garda will no longer have operationally controlled buildings. Further, with the imminent settlement of the North Lakes sale, Garda will not have any substantive development projects. While Garda will continue its efforts to operate in a sustainable manner, these factors will materially reduce the scope of its sustainability activities and reporting.

GOVERNANCE

BOARD OF DIRECTORS

Matthew Madsen

Executive Chairman
Appointed September 2011

Professional experience

Matthew has been Garda's Managing Director and Executive Chairman since 2011. He has more than 25 years' experience in real estate, real estate finance and funds management.

Matthew is Chair of the Advisory Board for residential land developer, Trask Development Corporation.

Listed entity directorships

Listed entity directorships in the last three years: none.

Qualifications

Diploma in Financial Services
Diploma in Financial Markets
Affiliate Member of the Securities Institute of Australia.

Garda securities

Ordinary: 5,950,000
ESP securities: 10,960,000

Mark Hallett

Executive Director
Appointed January 2011

Executive Director from February 2020.

Professional experience

Mark has more than 40 years' industry and legal experience. After qualifying as a solicitor, he had a range of diverse industry experiences across all aspects of corporate litigation, restructuring and commercial property.

Mark was legal practice director of Hallett Legal and is now a consultant at Macpherson Kelley.

Mark has managed successful property syndicates for business associates and continues to advise participants in the industry on property investment and corporate restructuring.

Listed entity directorships

Listed entity directorships in the last three years: none.

Qualifications

Bachelor of Laws

Garda securities

Ordinary: 1,533,469
ESP securities: 1,000,000
Performance rights: 48,262

Paul Leitch

Independent Director
Appointed March 2020

Chair of the Audit, Risk and Sustainability Committee
Chair of the Nomination and Remuneration Committee

Professional experience

Paul has more than 20 years' experience as a senior executive in public and private sector organisations. He has held senior leadership roles in the financial and professional advisory services sectors, including superannuation, banking and state-owned entities.

Paul's non-executive director roles include family, private and listed entities. He is the independent director of Charles Porter and Sons based in Mackay.

Listed entity directorships

Listed entity directorships in the last three years: none.

Qualifications

Bachelor of Arts
Master of Education
Certificate in Real Estate Finance and Economics

Garda securities

Ordinary: 47,411

Oliver Talbot

Non-Executive Director
Appointed September 2024

Member of the Audit, Risk and Sustainability Committee
Member of the Nomination and Remuneration Committee.

Professional experience

Oliver has over 20 years' experience as a corporate legal adviser in Australia and the UK, with particular focus on mergers and acquisitions, capital raising, and strategic board matters.

Oliver was a founding principal at Talbot Sayer, which has grown from its inception in 2014 to be ranked as the most prolific M&A firm in Australia and New Zealand in each year from 2020 to 2024 (Refinitiv/LSEG league tables, deals up to A$500 million).

Oliver is currently a non-executive director of Render Networks and UrbanX and recently founded Franklin Thaler, a private investment vehicle focused on the long term compounding of its capital.

Listed entity directorships

Listed entity directorships in the last three years: none.

Qualifications

Bachelor of Laws (Hons)
Bachelor of Arts
Graduate Diploma of Professional Legal Education and Training
Graduate Diploma of Applied Finance and Investment

Garda securities

Ordinary: 75,000

Andrew Thornton

Non-Executive Director
Appointed March 2020

Member of the Audit, Risk and Sustainability Committee
Member of the Nomination and Remuneration Committee

Professional experience

Andrew is a director of Great Western Corporation, a private group with interests in commercial and industrial property, general manufacturing, agricultural equipment and investments. He joined Great Western Corporation in 1995 before becoming Joint Managing Director in 2010.

Andrew previously served as Treasurer of both the Volvo Truck & Bus Dealer Council and the Daimler Truck Dealer Council. He is a director of HGT Investments Pty Ltd, Garda's largest securityholder.

Listed entity directorships

Listed entity directorships in the last three years: none.

Qualifications

Bachelor of Business (Accounting)
Member of the AICD

Garda securities

Ordinary: 1,300,000

MEETINGS OF DIRECTORS

Attendance at meetings of Directors during the year was as follows:

	Board of Directors		Nomination and Remuneration Committee		Audit, Risk and Sustainability Committee	
Meetings:	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**
Matthew Madsen	10	10	-	Invited	-	Invited
Mark Hallett	10	10	-	Invited	-	Invited
Paul Leitch	10	10	3	3	3	3
Oliver Talbot	8	8	2	2	2	2
Andrew Thornton	10	10	3	3	3	3

REMUNERATION REPORT (AUDITED)

LETTER FROM CHAIR OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Securityholders,

As Chair of Garda's Nomination and Remuneration Committee, I am pleased to present the Remuneration Report for the year ended 30 June 2025.

Approach to remuneration

Each year, the Committee reviews the Group's executive remuneration practices to ensure they remain aligned with our strategic objectives and are consistent with the practices adopted by our ASX-listed peers. This ensures Garda continues to retain, attract and motivate talented individuals with the requisite talent, expertise, experience and relationships to take the Group forward.

Review of remuneration practices

Our remuneration practices in FY25 remained consistent with prior years, with executive remuneration continuing to comprise a mix of fixed remuneration and short and long term incentives.

The key elements of Garda's remuneration structure, which the Board believes are fit for purpose and align the interests of our people with those of our securityholders, are set out in section 6 below.

Operational review

A detailed review of Garda's operations in FY25 has been provided in the Chairman's Report and Operational Review at the front of this Annual Report.

I would simply observe that our small team continues to effectively pivot the Group and allocate scarce capital to industrial real estate and lending activities.

As Chair of Garda's Audit, Risk and Sustainability Committee, I can attest these more visible Group activities take place in an environment of financial discipline, risk management and regulatory compliance.

Financial outcomes

The success of our operations may be measured by the following changes during the financial year:

- 12.9% increase in FFO;
- 12.9% improvement in payout ratio to 84.9%;
- 5.8% decrease in NTA per security; and
- 6.2% increase in gearing to 42.7% but with an expected decrease to 28.8% following sale of North Lakes.

The price of Garda's securities also increased during FY25, from $1.125 to $1.25, an 11.1% increase. However, the challenge is to bridge the 28.8% discount Garda securities are trading at relative to NTA.

Based on total distributions and dividends per security of 7.2 cents during the year, Garda securities were yielding 5.8% at 30 June 2025.

Conclusion

This Remuneration Report has been approved by the Board and is intended to be a useful and informative document. I commend it to you.

Yours sincerely,

Paul Leitch
Independent Director
Chair of Nomination and Remuneration Committee
30 July 2025

1. BASIS OF PREPARATION

This Remuneration Report is in respect of the financial year ended 30 June 2025. It provides information about remuneration arrangements for key management personnel (**KMP**), including Non-executive Directors, Executive Directors and other senior executives.

The Remuneration Report has been prepared in accordance with section 300A of the *Corporations Act 2001 (Cth)* (**Act**), has been audited as required by section 308(3C) of the Act, and forms part of the Directors' Report.

2. KEY MANAGEMENT PERSONNEL

The following persons had authority and responsibility for planning, directing and controlling the activities of Garda during the financial year:

Key Management Personnel	Role	Term
Independent Directors and Non-executive Directors		
Paul Leitch	Independent Director	Full term
Oliver Talbot	Non-executive Director	Appointed 17 September 2024
Andrew Thornton	Non-executive Director	Full term
Executive Directors		
Matthew Madsen	Executive Chairman	Full term
Mark Hallett	Executive Director	Full term
Senior executives		
David Addis	Chief Operating Officer	Full term
Lachlan Davidson	General Counsel & Company Secretary	Full term

3. REMUNERATION GOVERNANCE

The Board has an established Nomination and Remuneration Committee (**Committee**) which operates under the delegated authority of the Board. The role of the Committee is captured in its Charter which is published on Garda's website.

The roles and responsibilities of the Committee pertaining to remuneration include:

- evaluating the performance of the Board, including committees and individual Non-executive Directors;
- making recommendations to the Board regarding the remuneration of Non-executive Directors;
- assessing the performance of Executive Directors and reviewing their remuneration arrangements;
- reviewing the appropriateness and application of short-term and long-term incentive schemes and policies for executives and staff;
- seeking to align remuneration to the values, risk appetite and performance of Garda and the individual performance of executives; and
- ensuring appropriate human resources management programs, including performance assessment programs, are in place.

The Committee operates independently of Garda management and may engage remuneration advisers directly. Management may make recommendations to the Committee in relation to the development and implementation of reward strategy and structure.

During FY25, the members of the Committee were:

Key Management Personnel	Role	Term
Paul Leitch	Independent Director	Full term
Oliver Talbot	Non-executive Director	Appointed 17 September 2024
Andrew Thornton	Non-executive Director	Full term

4. REMUNERATION PHILOSOPHY

The Board recognises the critical role people play in the:

- execution of our strategy;
- achievement of our corporate objectives; and
- the delivery of enduring value to our securityholders.

Our people are also a key differentiator and source of competitive advantage relative to our peers.

Accordingly, a strategic priority is to attract, motivate and retain motivated individuals who have the requisite talent, expertise, experience and relationships. In practice this means that our remuneration must not only be market competitive but must also closely align the interests of our people with those of our securityholders.

5. APPROACH TO NON-EXECUTIVE DIRECTOR REMUNERATION

Non-executive Directors are paid a fixed amount of remuneration comprising base salary or fees and statutory superannuation and are not eligible to receive cash incentives, security-based compensation or other retirement benefits.

Factors that are considered when setting fees for Non-executive Directors include:

- the workload, skills and experience required for the role;
- fees paid to Non-executive Directors of comparable organisations;
- the attributes, profile and reasonable expectations of the individuals; and
- the quantum or pool formally approved by securityholders for remuneration of Non-executive Directors. The approved pool is currently $600,000 per annum of which $326,538 was utilised in FY25.

6. APPROACH TO EXECUTIVE REMUNERATION

6.1 Summary

Within the context of Garda's financial performance and position, the Board and Committee seek to find a balance between:

- fixed and at-risk remuneration;
- short-term and long-term incentives; and
- amounts paid in cash and equity interests.

The table below summarises the current executive remuneration structure.

Component	Primary purpose	Benchmarks and hurdles	Delivery
Fixed remuneration	▪ Attract and retain talent	▪ Comparable groups ▪ Individual employee attributes	▪ Base salary ▪ Superannuation ▪ Employment benefits ▪ Salary sacrifice benefits
Short term incentive (STI)	▪ Align executive outcomes with annual goals for Group ▪ Reward individual achievement	▪ FY25 Group goals ▪ Funds from operations ▪ Net tangible assets ▪ Board discretion	▪ Cash
Long term incentive (LTI)	▪ Align executive outcomes with longer term securityholder returns	▪ Return on equity	▪ Performance rights ▪ Deferred security awards ▪ Loan backed ESP securities

6.2 Fixed remuneration

Fixed remuneration for employees is reviewed annually by the Executive Chairman, focusing on Group outcomes, individual performance and relevant comparative information in the market. The same process is used by the Committee when reviewing the fixed remuneration of the Executive Chairman.

Employees are provided with the opportunity to receive their base salary in a variety of forms including cash and salary sacrifice items such as additional superannuation contributions.

6.3 Short term incentive

The objective of the STI program is to link individual performance and the achievement of the Group's annual goals with employee remuneration. The STI opportunity and targets have been specified for some executives, while noting STI is discretionary and determined by the Executive Chairman.

Similarly, subject to behavioural, performance and financial hurdles, the Executive Chairman is eligible for an annual STI determined by the Committee.

STIs are usually paid in cash and none is based on profit measures only.

6.4 Long term incentives

The primary objective of Garda's LTI plans is to strengthen alignment between Garda executives and securityholders by incentivising executives to act like owners. Since LTIs were first awarded in FY18, Garda has awarded four different types of LTIs:

i) Garda ESP securities – loan-backed GDF stapled securities;

ii) exempt security awards;

iii) performance rights; and

iv) deferred security awards.

7. GROUP PERFORMANCE

The key FY25 financial metrics considered by the Committee in determining remuneration outcomes included:

		2025	**2024**	**2023**	**2022**	**2021**
NTA per security	$	1.61	1.71	1.96	2.05	1.45
FFO[7]	$000	14,992	13,280	14,933	16,653	16,167
Distributions and dividends	cents	7.20	6.30	7.20	7.20	7.20
Return on equity	%	(1.6%)	(9.5%)	(0.9%)	46.3%	29%
Payout ratio[8]	%	84.9%	97.5%	100.6%	90.2%	92.9%
Gearing	%	42.7%	36.5%	33.7%	35.6%	38.4%
Security price	$	1.25	1.125	1.30	1.54	1.29

These metrics were considered in the context of the strategic priorities and challenges highlighted in the Garda Chairman's Report and Operational Review commencing on page 1 of this Annual Report, in particular:

- significantly strengthening Garda's financial position and removing a large unfunded development task by selling North Lakes;
- exiting the office sector and further strengthening Garda's financial position through the expected sale of Cairns Corporate Tower;
- completion of development at Acacia Ridge such that Garda's property portfolio will shortly comprise nine established industrial properties in Brisbane;
- allocating greater amounts of available capital to Garda's lending operations;
- continuing prudent management of our balance sheet and borrowing arrangements; and
- continued focus on our environmental, social and governance obligations and commitments.

7 Refer to Glossary for definition.

8 Included in FY25 distributions and dividends of 7.20 cents is a 0.9 cents fully franked dividend paid by the Company from the proceeds from sale of a non-core legacy land parcel in FY24. These proceeds do not form part of FFO and have, therefore, been excluded from payout ratio calculations.

8. REMUNERATION OUTCOMES

8.1 Total KMP remuneration

The table below summarises the total remuneration provided to KMP in FY25 and FY24, calculated in accordance with statutory obligations and accounting standards:

	Short-term benefits				Long-term benefits		Security-based payments			
	Salary or fees	STI cash award[9]	Annual leave	Non-monetary benefits	Super-annuation	Long service leave	Stapled securities	Rights	Total	Performance related
	$	$	$	$	$	$	$	$	$	
Non-executive Directors										
P. Leitch										
FY25	134,529	-	-	-	15,471	-	-	-	150,000	-
FY24	122,916	-	-	-	13,521	-	-	-	136,437	-
O. Talbot										
FY25	68,644	-	-	-	7,894	-	-	-	76,538	-
FY24	-	-	-	-	-	-	-	-	-	-
A. Thornton										
FY25	100,000	-	-	-	-	-	-	-	100,000	-
FY24	86,164	-	-	-	-	-	-	-	86,164	-
Executive Directors										
M. Madsen										
FY25	695,000	1,042,500	9,902	3,234	29,932	10,667	-	-	1,791,235	58.2%
FY24	695,000	1,042,500	3,838	3,499	27,399	7,867	-	89,929	1,870,032	60.6%
M. Hallett										
FY25	150,000	-	-	-	-	-	(4,817)[10]	-	145,183	(3.3%)
FY24	150,000	-	-	-	-	-	2,712	-	152,712	1.8%
Executives										
D. Addis										
FY25	382,692	55,000	13,002	3,496	29,932	8,476	53,716	-	546,314	19.9%
FY24	368,846	55,000	(2,960)	3,406	27,399	6,208	61,185	-	519,084	22.4%
L. Davidson										
FY25	290,000	40,000	16,169	-	29,932	6,832	37,304	-	420,237	18.4%
FY24	288,269	30,000	16,114	-	27,399	13,106	34,480	-	409,368	15.8%
Total										
FY25	1,820,865	1,137,500	39,073	6,730	113,161	25,975	86,203	-	3,229,507	34.8%
FY24	1,711,195	1,127,500	16,992	6,905	95,718	27,181	98,377	89,929	3,173,797	41.5%

8.2 STI outcomes

The Committee determined that the Group achieved its corporate goals for FY25 and that the Executive Chairman satisfied his behavioural, performance and financial hurdles. The Committee also determined that because the Executive Chairman is already a substantial securityholder, it would be appropriate to grant all of his incentives for FY25 as a cash incentive. An incentive award equal to 150% of salary was granted and paid in FY25. For other executives or KMP, STI cash awards are at the discretion of the Board.

9 STIs are presented on a cash basis showing STIs actually paid during the financial year. The STI paid to the Executive Chairman was in respect of FY25 while the STIs paid to other executives were in respect of FY24.

10 Reversal of prior year security-based payment expense following imminent lapse of performance rights.

8.3 LTI outcomes

LTIs were awarded to employees during FY25 in the form of:

i) exempt securities; and

ii) deferred securities.

i) Exempt securities

An Exempt Securities Award was made to all employees (other than those on the Board) in October 2024. Each employee was granted $1,000 of securities which, based on 5-day volume weighted average security price of $1.158, equated to 863 securities each.

Details of exempt securities awarded to KMP during the reporting period are set out in the following table:

KMP	Grant date	Securities granted	Value at grant date
D. Addis	11 Oct 2024	863	$1.158
L. Davidson	11 Oct 2024	863	$1.158
Total		**1,726**	

KMP may also not sell the securities before the earlier of the third anniversary of their grant or the date their employment with Garda ceases.

ii) Deferred securities

During the year, 1,025,000 stapled securities were awarded to employees as deferred security awards, vesting on 31 August 2027. The deferred security awards made to KMP are summarised below:

KMP	Issue date	Securities granted	Exercise price	Fair value at grant date	Vesting date
D. Addis	23 Sep 2024	133,215	-	0.969	31 Aug 2027
L. Davidson	23 Sep 2024	88,810	-	0.969	31 Aug 2027
Total		**222,025**			

The deferred security awards are restricted awards meaning the employee may not dispose of them prior to the satisfaction of a service-based hurdle, or restriction period. Satisfaction of the restriction period will be satisfied if the employee:

a) remains employed with a Group Member during the period from the Offer Date to 31 August 2027 (Test Date);

b) continues to be employed on the Test Date; and

c) has not otherwise given or received notice of termination before the Test Date,

or is otherwise a good leaver.

If the employee is not a good leaver and does not satisfy the service-based hurdle, the Board may elect to buy back the Deferred Security Awards, for zero consideration. No amount is payable by the Company to the employee to buy back the Deferred Security Awards in these circumstances.

9. EQUITY INTERESTS

9.1 Summary

A summary of KMP interests in Garda stapled securities at 30 June 2025 is provided below:

	Opening	Acquired in FY25		Grants in FY25	Disposed	Closing
	1 July 2024	Purchased	Vested LTIs	Unvested LTIs		30 June 2025
	no.	no.	no.	no.	no.	no.
Non-executive Directors						
P. Leitch	47,411	-	-	-	-	47,411
O. Talbot	75,000	-	-	-	-	75,000
A. Thornton	1,255,005	50,000	-	-	(5,005)	1,300,000
Executive Directors						
M. Madsen	16,910,000	-	-	-	-	16,910,000
M. Hallett	2,533,469	-	-	-	-	2,533,469
Executives						
D. Addis	1,407,782	-	37,096	133,215	-	1,578,093
L. Davidson	913,808	-	18,980	88,810	-	1,021,598
Total	**23,142,475**	**50,000**	**56,076**	**222,025**	**(5,005)**	**23,465,571**

9.2 ESP securities

Included in the opening balance in Section 9.1 are 13,320,000 Garda ESP securities awarded to KMP in years prior to FY25. No Garda ESP securities were granted in FY25. Details of Garda ESP securities held by KMP, all of which have vested, are set out in the following table:

KMP	Issue date	Vest Date	Opening 1 July 2024 no.	FY25 Movements no.	Closing 30 June 2025 no.	Loan balance 30 June 2025 $
M. Madsen	13 Nov 2017	13 Nov 2020	960,000	-	960,000	327,896
	16 Apr 2020	16 Apr 2023	5,000,000	-	5,000,000	4,780,595
	18 Nov 2020	19 Nov 2023	5,000,000	-	5,000,000	5,884,831
M. Hallett	16 Apr 2020	16 Apr 2023	1,000,000	-	1,000,000	967,662
D. Addis	3 Jun 2019	3 Jun 2021	320,000	-	320,000	319,066
	23 Aug 2019	23 Aug 2021	240,000	-	240,000	297,029
	23 Aug 2019	23 Aug 2022	240,000	-	240,000	297,029
L. Davidson	13 Nov 2017	13 Nov 2019	160,000	-	160,000	54,710
	13 Nov 2017	29 Nov 2019	160,000	-	160,000	54,710
	23 Aug 2019	23 Aug 2021	240,000	-	240,000	295,780
Total			**13,320,000**	**-**	**13,320,000**	**13,279,308**

These Garda ESP securities are exercisable on repayment of the underlying non-recourse loan shown in the table.

9.3 Exempt securities

Included in vested LTIs in Section 9.1 are the 863 Exempt Securities awarded to each employee (other than those on the Board) in FY25. Please refer Section 8.3 for details.

9.4 Performance rights

Included in vested LTIs in Section 9.1 are 54,350 stapled securities issued to KMP following the vesting of performance rights during FY25:

	Grant date	Vest Date	Opening 1 July 2024 no.	FY25 Vesting no.	Closing 30 June 2025 no.
M. Hallett	19 Sep 2022	31 Aug 2025	48,262	-	48,262
D. Addis	10 Dec 2021	31 Aug 2024	36,233	(36,233)	-
	19 Sep 2022	31 Aug 2025	96,525	-	96,525
L. Davidson	10 Dec 2021	31 Aug 2024	18,117	(18,117)	-
	19 Sep 2022	31 Aug 2025	48,262	-	48,262
Total			**247,399**	**(54,350)**	**193,049**

All securities due to vest on 31 August 2025 will lapse unexercised.

The Group did not make any awards of performance rights during FY25. The remaining 193,049 performance rights at 30 June 2025 are due to vest on 31 August 2025 but will lapse as their performance hurdles will not be met.

9.5 Deferred securities

Included in the summary at Section 9.1 are 255,362 stapled securities granted to KMP as deferred securities in FY24 and 222,025 that were granted during FY25:

	Grant date	Vest Date	Opening 1 July 2024 no.	FY25 Grants no.	FY25 Vesting no.	Closing 30 June 2025 no.
D. Addis	13 Nov 2023	31 Aug 2026	153,217	-	-	153,217
	23 Sep 2024	31 Aug 2027	-	133,215	-	133,215
L. Davidson	13 Nov 2023	31 Aug 2026	102,145	-	-	102,145
	23 Sep 2024	31 Aug 2027	-	88,810	-	88,810
Total			**255,362**	**222,025**	**-**	**477,387**

Details about the deferred securities awarded in FY25 may be found at Section 8.3.

10. KEY TERMS OF EMPLOYMENT

10.1 Executive Chairman

The Executive Chairman, Matthew Madsen, entered into an executive services agreement effective 1 January 2020.

Mr Madsen's executive services agreement may be terminated by the Group with one year's notice (or immediately for fraud, gross negligence, misconduct or criminal offence), or by Mr Madsen providing one year's notice. There is a restraint on Mr Madsen competing with the Group or interfering with the relationship between the Group and its staff, customers, suppliers or contractors for one year following termination.

Other major provisions of the executive services agreement include:

- term of agreement: commencing 1 January 2020 with no fixed termination date;
- base salary, exclusive of superannuation, of $695,000, to be reviewed annually by the Committee;
- entitlement to participate in short term incentives, expected to be in the form of cash bonus, and subject to achievement of behavioural, performance and financial hurdles determined by the Board;
- entitlement to participate in LTIs, at the discretion of the Board, subject to securityholder approval; and
- value of incentives granted in any financial year not to exceed 150% of salary for that year.

10.2 Directors

The contracts with Garda's Non-executive Directors provide the following key terms:

- term: ongoing three-year terms, subject to re-election;
- remuneration (to be reviewed annually):
  - $100,000 per annum (inclusive of superannuation guarantee charge of 11.5%); plus
  - $25,000 extra for the Chairs of each Board sub-committee; and
- termination: as permitted under constitution.

The Executive Director's contract is largely identical to the contracts of the Non-executive Directors with two exceptions:

- remuneration: $150,000 per annum plus GST, reviewed annually; and
- entitlement to participate in LTIs, at the discretion of the Board.

10.3 Executives

Remuneration and other terms of employment for KMP executives are contained in standard employment contracts.

It is Group policy that service contracts for salaried KMP are unlimited in term but capable of termination, with notice, by either party. The Group retains the right to terminate a service contract immediately and without notice if the KMP is at any time guilty of serious, willful, or persistent misconduct. On termination, salaried KMP are entitled to receive their statutory entitlements of accrued annual and long service leave, together with any superannuation benefits.

Other than the Executive Chairman, the notice period for termination of a service contract by a KMP is three months.

11. TRANSACTIONS WITH KMP AND THEIR RELATED PARTIES

Other than as disclosed in this Remuneration Report, Garda did not participate in any transactions with KMP or related parties during the financial year.

End of Remuneration Report

ADDITIONAL INFORMATION

Introduction

Garda Property Group (**Garda** or the **Group**) is an ASX-listed stapled entity whereby shares in Garda Holdings Limited (**GHL** or the **Company**) are stapled to units in Garda Diversified Property Fund (**GDF** or the **Fund**) on a one-for-one basis.

Shares of the Company and units of the Fund cannot be traded separately and may only be traded together as stapled securities.

The Directors of the Company and of Garda Capital Limited as responsible entity for the Fund present their report and the consolidated financial statements for the year ended 30 June 2025 for both:

- the Group - comprising the Company, the Fund and their controlled entities; and
- the Company - comprising only the Company and its controlled entities.

The parent entity of the Group is the Fund.

Directors

The Directors of the Company and Garda Capital Limited at any time during the financial year and up to the date of this report are listed below. The Directors are also directors of all Group subsidiaries.

Matthew Madsen	Executive Chairman
Mark Hallett	Executive Director
Paul Leitch	Independent Director
Andrew Thornton	Non-executive Director
Oliver Talbot	Non-executive Director

Profiles of the Directors may be found on page 10.

Company Secretary

Garda's Company Secretary and General Counsel throughout FY25 was Lachlan Davidson. He has been Company Secretary since July 2016.

Lachlan has over 25 years' experience in corporate law, fund raising and managed investments. He holds a Law degree, a BSc in Genetics and Biochemistry and an MBA. He is a Justice of the Peace (Qualified) and a Graduate of the AICD Directors Course.

Group strategy

Garda's objective is to deliver enduring value to securityholders through its expertise in real estate.

More information on Garda's strategy is provided on page 8.

Principal activities

Garda is an internally managed real estate investment and funds management group.

The predominant focus of the Group's investment activities is investment in industrial real estate assets and lending into residential and industrial development projects.

Review of operations

A detailed review of operations, including details of Garda's properties, is provided in the Operational Review commencing on page 3.

Financial result

Garda recorded statutory net loss after tax for FY25 of $6,111,000 (FY24: net loss after tax $42,926,000). This includes items which are non-cash in nature, occur infrequently and/ or relate to realised or unrealised changes in the values of assets and liabilities.

After adjusting for these items, Garda's funds from operations (**FFO**) for FY25 were $14,992,000 (FY24: $13,280,000) and a reconciliation to statutory net loss after tax is provided in the Financial Summary commencing on page 6.

Directors' remuneration

Directors' remuneration is set out in the Remuneration Report commencing on page 12.

Remuneration of officers

The remunerated officers of the Group, other than the directors, are the Chief Operating Officer and Company Secretary. Their remuneration arrangements, including equity grants, are described in the Remuneration Report on pages 12-20.

Options

Details of securities under options and performance rights are disclosed in Note 18. No securities under options or performance rights were granted or exercised during the financial year and up to the date of this report.

Securityholder details

A summary of Garda's substantial securityholders and 20 largest securityholders is provided on page 69.

Proceedings on behalf of the Group

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purposes of taking responsibility on behalf of the Group for all or any part of those proceedings.

Outlook

Garda will continue to execute its strategy in FY26 with its key priorities being the delivery and subsequent settlement of the sale of the North Lakes land, the settlement of the sale of the Cairns office property and the continued increase of its lending activities. Please refer to page 8 for more information.

Subsequent events

On 29 July 2025, Garda announced that Halpin Property Group had entered a call option to acquire Cairns Corporate Tower for $77.5 million, equal to its carrying value at 30 June 2025. Halpin Property Group has until 19 August 2025 to exercise its option with settlement to occur by 19 September 2025.

Otherwise, there are no matters or circumstances that have arisen since the end of the financial year that have significantly affected, or may significantly affect:

- Garda's operations in future financial years;
- the results of those operations in future years; or
- the state of affairs of Garda in future years.

Significant changes in state of affairs

Other than as set out in this Annual Report, there were no significant changes in the operating activities of the Group (including controlled entities) during the year.

Corporate governance

Garda's Corporate Governance Statement may be found on page 68 of this Annual Report.

Environmental regulation

The Group's operations were not subject to any significant environmental regulations under either Commonwealth or State legislation. However, the Directors believe Garda has adequate systems in place for the management of its environmental requirements and are not aware of any breach of those environmental requirements.

Indemnification and insurance of directors, officers and auditor

Garda has agreed to indemnify current and former directors and certain key officers against all liabilities to another person (other than the Group or a related entity) that may arise from their position as director or employee of the Group, except where the liability arises out of conduct involving lack of good faith.
The agreement stipulates that the Group will meet the full amount of any such liabilities, including costs and expenses.

The indemnities were limited as required under the *Corporations Act 2001*.

The Group has paid insurance premiums on behalf of its officers for liability and legal expenses for the year ended 30 June 2025.

The relevant insurance contracts insure against certain liability (subject to specified exclusions) for persons who are or have been directors or officers of the Group.

Details of the nature of the liabilities covered or the amount of the premium paid have not been included, as such disclosure is prohibited under the terms of the relevant contracts.

The Group has not indemnified its auditor.

Rounding

The Group is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors Reports) Instrument 2016/191* and therefore the amounts contained in this report and in the financial report have been rounded to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Audit, Risk and Sustainability Committee

The Audit, Risk and Sustainability Committee comprising independent and non-executive directors meets regularly with the management team and auditor to consider the nature and scope of the assurance activities, the effectiveness of the risk and control systems, and monitor Garda's sustainability initiatives.

Non-audit services

Non-audit services in the form of regulatory services and business advisory services were provided by the Group's auditor, Pitcher Partners, during the year (refer to Note 20 for details).

The Directors are satisfied that the provision of non-audit services during the year by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001.*

The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit, Risk and Sustainability Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermines the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

Auditor's Independence Declaration

The Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* may be found on page 23.

The Directors' Report, including the Remuneration Report, is signed in accordance with a resolution of the Directors.

Matthew Madsen
Executive Chairman
30 July 2025

Level 38, 345 Queen Street
Brisbane, QLD 4000

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GPO Box 1144
Brisbane, QLD 4001

+61 7 3222 8444

pitcher.com.au

The Directors
GARDA Holdings Limited and
GARDA Capital Limited (Responsible entity of GARDA Diversified Property Fund)
Level 21, 12 Creek Street
Brisbane QLD 4000

Auditor's Independence Declaration

In relation to the independent audit for the year ended 30 June 2025, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards).*

This declaration is in respect of GARDA Property Group (the stapled entity which comprises GARDA Holdings Limited and GARDA Diversified Property Fund) and the entities it controlled during the year.

Pitcher Partners

PITCHER PARTNERS

WARWICK FACE
Partner

Brisbane, Queensland
30 July 2025

FINANCIAL REPORT

FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue					
Rental revenue	3a	19,778	22,015	-	-
Recoverable rental outgoings	3b	4,627	5,114	-	-
Fund and real estate management revenue	3c	-	-	3,082	3,375
Recoveries and other fees	3d	-	-	2,736	2,605
Fee revenue	3e	113	282	3,353	1,658
Interest and lending business income	3f	4,246	3,284	-	-
Gain on commercial loans measured at fair value	3f	3,338	81	-	-
Other revenue	3g	715	674	245	272
Net gain on sale of investment properties	11d	11	-	-	661
Revenue		**32,828**	**31,450**	**9,416**	**8,571**
Expenses					
Property expense	4a	(6,146)	(6,441)	-	-
Administration expenses		(1,724)	(1,872)	(1,081)	(1,018)
Finance costs	4b	(7,646)	(7,141)	(6)	(14)
Employee benefits expense	4c	(3,643)	(3,374)	(6,380)	(5,979)
Security based payments expense	18b	(264)	(1,637)	(264)	(1,637)
Depreciation		(141)	(136)	(141)	(136)
Credit loss expense		-	(76)	-	(76)
Net loss on sale of investment properties	11d	-	(11,163)	-	-
Net loss in fair value of financial instruments		(5,291)	(3,385)	-	-
Net loss in fair value of investment properties	11&12	(13,635)	(39,295)	-	-
Expenses		**(38,490)**	**(74,520)**	**(7,872)**	**(8,860)**
Profit/ (loss) before income tax		**(5,662)**	**(43,070)**	**1,544**	**(289)**
Income tax (expense)/ benefit	5	(449)	144	(449)	144
Profit/ (loss) after income tax		**(6,111)**	**(42,926)**	**1,095**	**(145)**
Profit/ (loss after income tax attributable to:					
Unitholders of the Fund		(7,206)	(42,781)	-	-
Shareholders of the Company		1,095	(145)	1,095	(145)
Other comprehensive income, net of tax		-	-	-	-
Total profit/ (loss) and other comprehensive income		**(6,111)**	**(42,926)**	**1,095**	**(145)**
Total profit/ (loss) and other comprehensive income attributable to:					
Unitholders of the Fund		(7,206)	(42,781)	-	-
Shareholders of the Company		1,095	(145)	1,095	(145)
Total profit/ (loss) and other comprehensive income		**(6,111)**	**(42,926)**	**1,095**	**(145)**
Earnings per stapled security:					
Basic earnings per stapled security (cents)	6	(3.05)	(20,84)	0.55	(0.07)
Diluted earnings per stapled security (cents)	6	(3.05)	(20,84)	0.51	(0.07)

The Consolidated Statements of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 June	Notes	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
ASSETS					
Current assets					
Cash and cash equivalents	21a	24,136	17,002	6,990	6,728
Trade and other receivables	9b	40	150	651	539
Financial assets	10	22,202	26,177	-	-
Investment properties held for sale	12	191,411	13,298	-	-
Other assets	9c	1,964	741	131	183
Derivative financial instruments	13	-	922	-	-
Total current assets		**239,753**	**58,290**	**7,772**	**7,450**
Non-current assets					
Financial assets	10	21,851	-	-	-
Investment properties	11b	330,739	495,366	-	-
Other assets	9c	52	-	52	-
Derivative financial instruments	13	6,850	11,220	-	-
Right-of-use assets		143	284	143	284
Deferred tax assets	5f	192	444	192	444
Total non-current assets		**359,827**	**507,314**	**387**	**728**
Total assets		**599,580**	**565,604**	**8,159**	**8,178**
LIABILITIES					
Current liabilities					
Trade and other payables	14	2,521	2,092	1,236	1,325
Contract liabilities		674	253	-	-
Distribution payable	7b	3,181	3,163	-	-
Dividend payable	7d	454	-	454	-
Income tax payable	5g	197	-	197	-
Provisions		146	152	146	152
Lease liabilities		139	133	139	133
Total current liabilities		**7,312**	**5,793**	**2,172**	**1,610**
Non-current liabilities					
Borrowings	15a	269,543	216,622	-	-
Provisions		213	140	213	140
Other liabilities		349	347	-	-
Lease liabilities		-	145	-	145
Total non-current liabilities		**270,105**	**217,254**	**213**	**285**
Total liabilities		**277,417**	**223,047**	**2,385**	**1,895**
Net assets		**322,163**	**342,557**	**5,774**	**6,283**
EQUITY					
Contributed equity	17a	342,879	342,886	(146)	(99)
Reserves	18c	4,473	4,209	4,473	4,209
(Accumulated losses) / retained earnings		(25,189)	(4,538)	1,447	2,173
Total equity		**322,163**	**342,557**	**5,774**	**6,283**
Comprising:					
Total equity attributable to the Fund		316,389	336,274	-	-
Total equity attributable to the Company		5,774	6,283	5,774	6,283
Total equity		**322,163**	**342,557**	**5,774**	**6,283**

The Consolidated Statements of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Notes	Contributed equity $000	Reserves $000	(Accumulated losses)/ retained earnings $000	Total equity[11] $000
a) Garda					
30 June 2025					
Balance at 1 July 2024		342,886	4,209	(4,538)	342,557
Comprehensive income					
Loss for the financial year		-	-	(6,111)	(6,111)
Other comprehensive income					
Transactions with owners in capacity as owners:					
Distributions paid or payable	7c	-	-	(12,724)	(12,724)
Dividend paid or payable	7e	-	-	(1,816)	(1,816)
Securities based payment expense	18b	-	264	-	264
Transaction costs for issue of securities		(7)	-	-	(7)
Balance at 30 June 2025		**342,879**	**4,473**	**(25,189)**	**322,163**
30 June 2024					
Balance at 1 July 2023		354,495	2,541	51,333	408,369
Comprehensive income					
Loss for the financial year		-	-	(42,926)	(42,926)
Other comprehensive income		-	-	-	-
Transactions with owners in capacity as owners:					
Distributions paid or payable	7c	-	-	(12,945)	(12,945)
Securities based payment expense	18b	-	1,637	-	1,637
Sale of treasury stock		(31)	31	-	-
Buy-back of securities		(11,551)	-	-	(11,551)
Transaction costs for buy-back of securities		(27)	-	-	(27)
Balance at 30 June 2024		**342,886**	**4,209**	**(4,538)**	**342,557**
b) The Company					
30 June 2025					
Balance at 1 July 2024		(99)	4,209	2,173	6,283
Comprehensive income					
Profit for the financial year		-	-	1,095	1,095
Other comprehensive income		-	-	-	-
Transactions with owners in capacity as owners:					
Dividend paid or payable	7e	-	-	(1,821)	(1,821)
Buy-back of securities		(43)	-	-	(43)
Securities based payment expense	18b	-	264	-	264
Transaction costs for issue of securities		(4)	-	-	(4)
Balance at 30 June 2025		**(146)**	**4,473**	**1,447**	**5,774**
30 June 2024					
Balance at 1 July 2023		45	2,541	2,318	4,904
Comprehensive income					
Loss for the financial year		-	-	(145)	(145)
Other comprehensive income		-	-	-	-
Transactions with owners in capacity as owners:					
Buy-back of securities		(113)	-	-	(113)
Securities based payment expense	18b	-	1,637	-	1,637
Sale of treasury stock		(31)	31	-	-
Balance at 30 June 2024		**(99)**	**4,209**	**2,173**	**6,283**

The Consolidated Statements of Changes in Equity should be read in conjunction with the accompanying notes.

[11] Total equity includes equity attributable to the Company, as shown in section b) of the Consolidated Statements of Changes in Equity.

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Cash flows from operating activities					
Receipts in the course of operations (incl. GST)		28,109	29,769	9,963	9,830
Payments in the course of operations (incl. GST)		(13,824)	(16,538)	(7,601)	(7,378)
Payments for leasing fees		(434)	(861)	-	-
Lending fees on loans advanced to external parties		3,087	1,338	-	-
Borrower interest repayments		214	865	-	-
Repayment of loans receivable from external parties		16,011	10,954	-	-
Loan advances to external parties		(29,463)	(24,054)	-	-
Bank interest received		680	579	210	237
Finance costs paid		(10,200)	(10,465)	-	-
Net GST refund/ (paid)		163	1,789	(757)	(735)
Litigation proceeds		-	80	-	-
Net cash (used)/ from operating activities	21b	**(5,657)**	**(6,544)**	**1,815**	**1,954**
Cash flows from investing activities					
Proceeds on sale of investment properties		13,500	106,100	-	2,000
Due diligence and deposits on investment properties		(141)	-	-	-
Payments for investment properties		(37,399)	(54,791)	-	-
Selling costs of investment properties		(1,539)	(7,689)	-	(89)
Net cash (used)/ from investing activities		**(25,579)**	**43,620**	**-**	**1,911**
Cash flows from financing activities					
Payment of distributions	7c	(12,706)	(13,533)	-	-
Payment of dividends	7d	(1,362)	-	(1,367)	-
Drawdowns from bank debt facilities		67,300	88,000	-	-
Repayment of bank debt facilities		(14,571)	(95,986)	-	-
Bank debt facility transaction costs paid		(145)	-	-	-
Payment of lease liabilities		(139)	(141)	(139)	(141)
Payment for buyback of securities		-	(11,551)	-	-
Payment for buyback transaction costs		-	(27)	-	-
Transaction costs for issue of securities		(7)	-	(4)	-
Treasury stock redemption and cancellation		-	-	(43)	-
Repayment of loan by subsidiary of parent entity		-	-	-	(3,995)
Net cash from/ (used) in financing activities		**38,370**	**(33,238)**	**(1,553)**	**(4,136)**
Net increase/ (decrease) in cash and cash equivalents		7,134	**3,838**	262	**(271)**
Cash and cash equivalents at beginning of year		17,002	13,164	6,728	6,999
Cash and cash equivalents at end of year	21a	**24,136**	**17,002**	**6,990**	**6,728**

The Consolidated Statements of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO FINANCIAL REPORT

NOTE 1 BASIS OF PREPARATION

a) Regulatory context

The consolidated financial statements for Garda Property Group (**Garda** or the **Group**), comprising Garda Diversified Property Fund and its controlled entity (**GDF** or the **Fund**) and Garda Holdings Limited and its controlled entities (**GHL** or the **Company**), have been jointly presented in accordance with *ASIC Corporations (Stapled Group Reports) Instrument 2015/838* and the requirements of the Australian Securities Exchange.

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations and other applicable authoritative pronouncements issued by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. Pursuant to Australian Accounting Standards, the Fund is the deemed parent entity of the Group.

The financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

b) Going concern

The consolidated financial statements have been prepared on a going concern basis, which assumes the Group will continue in operation for the foreseeable future.

c) New or amended accounting standards and interpretations

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2024 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods.

New standards, amendments to standards and/ or interpretations effective for reporting periods beginning on or after 1 July 2025 have not been early adopted in preparing these financial statements. None would have had a material effect on the consolidated financial statements.

d) Functional and presentation currency

Items included in the consolidated financial statements are measured and presented in Australian dollars which is the functional currency of the Group.

e) Rounding of amounts

Garda is an entity of the kind referred to in A*SIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*. Accordingly, amounts contained in this report have been rounded to the nearest thousand dollars, or in certain cases, to the nearest dollar.

f) Historical cost convention

The financial statements have been prepared on a going concern basis using historical cost conventions, except for investment properties and financial instruments which are stated at their fair value.

g) Critical accounting estimates

Determining the carrying amounts of some assets and liabilities requires estimation, at the reporting date, of the effects of uncertain future events. Outcomes within the next financial year that are different from the assumptions made could require a material adjustment to the carrying amounts of the specific assets and liabilities affected by the assumption.

The key assumptions about the future, and other major sources of estimation uncertainty at the reporting date, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below:

- determining the fair value of security-based payments (refer Note 18);
- determining the fair value of financial assets at fair value through profit and loss (refer Note 10);
- determining the fair value of investment properties (refer Note 11);
- determining the fair value of investment properties held for sale (refer Note 12);
- determining the fair value of derivative financial instruments (refer Note 13); and
- estimating allowances for expected credit losses on trade and other receivables and financial assets held at amortised cost (refer Note 9 & 10).

h) Goods and Services Tax (GST)

Revenues and expenses are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the Australian Taxation Office. If it is not recoverable, it is recognised in the cost of acquisition of the asset or as an 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 Australian Taxation Office 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 Australian Taxation Office, are presented as operating cash flows. Net GST paid or refunded to/from Australian Tax Office is shown separately in the operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the Australian Taxation Office.

i) Comparative information

Comparative information is prior period information presented for purposes of comparison with current period amounts or disclosures.

j) Climate-related financial disclosures

The Australian government passed *Treasury Laws Amendment (Financial Market Infrastructure and Other Measures) Act 2024* is applicable to Group 1 entities for financial years commencing on or after 1 January 2025.

While the new mandatory climate reporting does not apply to Garda due to not meeting the reporting thresholds, it is Garda's intention to voluntarily adopt the new reporting regime, to the extent practicable, as though it was a "Group 3" entity.

k) Registered office

The registered office and principal place of business of the Group is Level 21, 12 Creek Street, Brisbane Qld 4000.

NOTE 2 OPERATING SEGMENTS

a) Operating segments

The Group has identified three core operating segments. These segments are regularly reviewed by the Executive Chairman, who is the Chief Operating Decision Maker, to support decisions about resource allocation and to assess performance. The three operating segments are: direct property investment, debt investments and funds management. The business activities of each of these operating segments are as follows:

Core Operating Segments	Business Activity
Direct investment	Investment in Australian commercial and industrial property.
Debt investment	Investment in mortgages and loans into real estate development.
External funds management	Establishment and management of investment funds for external investors.

The external funds management operating segment was dormant during the year and does not have any assets or liabilities other than regulatory cash required for Australian Financial Service License purposes. Therefore, this is not a reportable segment and has been excluded from the information below.

b) Segment results

	Direct investment $000	Debt investment $000	Total $000
Year ended 30 June 2025			
Segment revenue:			
Lease revenue	20,350	-	20,350
Recoverable outgoings	4,627	-	4,627
Interest and lending business income	-	7,584	7,584
Advisory fee revenue	-	113	113
Total segment revenue	24,977	7,697	32,674
Total segment expense	(14,572)	(559)	(15,131)
Segment profit	**10,405**	**7,138**	**17,543**
Year ended 30 June 2024			
Segment revenue:			
Lease revenue	22,729	-	22,729
Recoverable outgoings	5,114	-	5,114
Interest and lending business income	-	3,365	3,365
Advisory fee revenue	-	282	282
Sundry income	60	-	60
Total segment revenue	27,903	3,647	31,550
Total segment expense	(14,423)	(381)	(14,804)
Segment profit	**13,480**	**3,266**	**16,746**

Segment results include items directly attributable to the segment as well as those that may be allocated on a reasonable basis. They exclude non-cash expenses including fair value adjustments, losses on sale of investment properties, security-based payments expense and depreciation, but do include fair value loan adjustments in the debt investment segment.

Corporate expenses pertaining to Group level functions such as finance and tax, legal, risk and compliance, company secretarial, marketing and other corporate services are also not allocated to core operation segments. These expenses form part of unallocated revenue and expenses in the reconciliation of segment profit to profit before income tax.

Segment results are net of all internal revenue and expenses.

c) Reconciliation of segment revenues to Group revenue

Year ended 30 June	2025 $000	2024 $000
Total revenue and other income for segments	**32,674**	**31,550**
Unallocated amounts:		
Lease straight-lining revenue	(109)	(249)
Lease costs and incentive amortisation	(597)	(673)
Rent free income	134	208
Sundry income	35	35
Non-operating interest income	680	579
Gain on sale of investment properties	11	-
Total group revenue and other income	**32,828**	**31,450**

d) Reconciliation of segment profit to Group profit before tax

Year ended 30 June	2025 $000	2024 $000
Segment profit	**17,543**	**16,746**
Unallocated amounts:		
Revenue:		
Lease straight-lining revenue	(109)	(249)
Lease costs and incentive amortisation	(597)	(673)
Rent free income	134	208
Sundry income	35	35
Non-operating interest income	680	579
Gain on sale of investment properties	11	-
Expenses:		
Finance costs	(6)	(14)
Employee benefit expense	(3,237)	(3,085)
Administration expenses	(785)	(1,001)
Depreciation	(141)	(136)
Security based payments expense	(264)	(1,637)
Net loss on financial instrument held at fair value through profit and loss	(5,291)	(3,385)
Net loss on sale of investment properties	-	(11,163)
Net loss in fair value of investment properties	(13,635)	(39,295)
Group loss before income tax	**(5,662)**	**(43,070)**

e) Segment assets and liabilities

	Direct investment $000	Debt investment $000	Total $000
As at 30 June 2025			
Segment Assets	534,704	50,488	585,192
Segment Liabilities	(275,577)	(32)	(275,609)
Net Assets	**259,127**	**50,456**	**309,583**
As at 30 June 2024			
Segment Assets	519,049	26,677	545,726
Segment Liabilities	(222,181)	(11)	(222,192)
Net Assets	**296,868**	**26,666**	**323,534**

Segment assets and liabilities are net of all internal loan balances.

f) Reconciliation of segment assets to Group assets

As at 30 June	2025 $000	2024 $000
Reportable segment assets	**585,192**	**545,726**
Unallocated amounts:		
Cash and cash equivalents[12]	6,990	6,728
Other receivables	30	97
Other assets	183	183
Derivative financial instrument	6,850	12,142
Right-of-use assets	143	284
Deferred tax assets	192	444
Total Group assets	**599,580**	**565,604**

g) Reconciliation of segment liabilities to Group liabilities

As at 30 June	2025 $000	2024 $000
Reportable segment liabilities	**275,609**	**222,192**
Unallocated amounts:		
Trade and other payables	659	285
Provisions	359	292
Income tax payable	197	-
Dividend payable	454	-
Lease liability	139	278
Total Group liabilities	**277,417**	**223,047**

12 Includes regulatory cash and on-call deposits of $5,600,000 (30 June 2024: $5,600,000).

NOTE 3 REVENUE

a) Rental revenue

The Group's main revenue stream is property rental revenue and is derived from holding investment properties.

Rental revenue is recognised on a straight-line basis over the lease term for leases with fixed rent review clauses. Rental revenue not received at reporting date is reflected in the Statements of Financial Position as a receivable or, if paid in advance, as contract liabilities. Contingent rents based on the future amount of a factor that changes other than with the passage of time, including turnover rents and CPI linked rental increases, are only recognised when contractually due.

Prospective tenants may be offered incentives to enter into operating leases. The cost of incentives is recognised as a reduction of rental revenue on a straight-line basis from the lease commencement date to the end of the lease term.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue recognised under AASB 16 Leases					
Rental revenue		20,375	22,688	-	-
Lease costs and incentive amortisation		(597)	(673)	-	-
Total rental revenue		**19,778**	22,015	**-**	-

b) Recoverable rental outgoings

Revenue from investment properties also includes the recovery from tenants of operating costs or outgoings such as property management fees, land tax, council rates, utilities and insurance. Recoverable rental outgoings are recognised at a point in time when the Group incurs the operating cost or outgoing.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue recognised under AASB 16 Leases					
Recoverable rental outgoings		4,627	5,114	-	-

c) Fund and real estate management revenue

The Company, through its subsidiaries, provides funds management and administration services to the Fund in accordance with the Fund's constitution and relevant service agreements. The services are provided on an ongoing basis and revenue is based on agreement terms and recognised over time.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue recognised under AASB 15 Revenue from contracts with customers					
Fund and real estate management revenue		-	-	3,082	3,375

d) Recoveries and other fees

Recoveries and other fees represent the reimbursement of expenses by the Fund to the Company in accordance with the Fund's constitution and relevant service agreements. This revenue is recognised at a point in time.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue recognised under AASB 15 Revenue from contracts with customers					
Recoveries and other fees		-	-	2,736	2,605

e) Fee revenue

Garda and the Company may be entitled to fees upon execution of loan contracts. For the Company, lending fees are recognised either at a point in time or in alignment with the lending transaction event. For Garda, lending fees are recognised over a loan contract's duration as interest income (see note f below) while lending fees associated with loans to external parties or advisory services are recognised at a point in time.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Revenue recognised under AASB 15 Revenue from contracts with customers					
Fees from lending		113	282	3,353	1,658

f) Interest and gain on commercial loans at fair value

As disclosed in Note 10, financial assets consist of commercial loans receivable from external parties measured at either:

- amortised cost; or
- fair value through profit and loss (refer Note 8).

Interest from commercial loans measured at amortised cost is recognised as revenue. This measurement uses the effective interest rate method less any allowance under the expected credit loss model. In contrast, income associated with commercial loans classified as at fair value are recognised as fair value gains on the basis that the contractual cashflows of the commercial loans are not solely payments of principal and interest.

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Revenue recognised under AASB 9 Financial Instruments				
Interest on commercial loans measured at amortised cost	4,246	3,284	-	-
Gain on commercial loans measured at fair value	3,338	81	-	-
Total interest and gain on commercial loans at fair value	**7,584**	**3,365**	**-**	**-**

g) Other revenue

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Other revenue				
Non-operating interest income	680	579	210	237
Sundry income	35	95	35	35
Total other income	**715**	**674**	**245**	**272**

h) Disaggregation of revenue from contracts with customers

	2025			2024		
	Point in Time	**Over Time**	**Total**	Point in Time	Over Time	Total
	$000	**$000**	**$000**	$000	$000	$000
Garda						
Recoverable rental outgoings	-	4,627	4,627	-	5,114	5,114
Fee revenue	113	-	113	282	-	282
Total	**113**	**4,627**	**4,740**	**282**	**5,114**	**5,396**
Company						
Fund and real estate management revenue	-	3,082	3,082	-	3,375	3,375
Recoveries and other fees	-	2,736	2,736	-	2,605	2,605
Fee revenue	3,353	-	3,353	1,658	-	1,658
Total	**3,353**	**5,818**	**9,171**	**1,658**	**5,980**	**7,638**

NOTE 4 EXPENSES

a) Property expenses

Investment property expenses are recognised as incurred.

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Rental outgoings	5,040	5,392	-	-
Direct expenses	833	745	-	-
Non-recoverable expenses	273	304	-	-
Property expenses	**6,146**	6,441	**-**	-

b) Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

A qualifying asset is an asset under development or construction where such development or construction takes a substantial period of time. To the extent that funds are borrowed to fund development and construction, the amount of borrowing costs to be capitalised to qualifying assets is determined by using an appropriate capitalisation rate. Interest payments in respect of financial instruments classified as liabilities at amortised cost are included in finance costs.

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Interest on borrowings	10,484	10,417	-	-
Amortisation of borrowing transaction costs	337	339	-	-
Interest expense on lease liabilities	6	14	6	14
Interest capitalised to properties under construction	(3,181)	(3,629)	-	-
Finance costs	**7,646**	7,141	**6**	14

c) Employee benefits expense

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Superannuation guarantee expense	256	218	356	326
Other employee benefits	3,387	3,156	6,024	5,653
Employee benefits expense	**3,643**	3,374	**6,380**	5,979

In addition to these employee benefits expenses, a security-based payment expense of $264,000 (2024: $1,637,000) was incurred by the Company during the year. Refer Note 18b.

NOTE 5 INCOME TAX

a) Accounting policy

Under current Australian income tax legislation, the Fund is not liable for income tax provided it satisfies certain legislative requirements, which were met in the current and previous financial years.

The Company is liable for income tax and has formed a tax consolidated group with its wholly owned and controlled Australian entities. As a consequence, these entities are taxed as a single entity.

Income tax expense is comprised of current and deferred tax expense which are recognised in the Consolidated Statements of Profit or Loss and Other Comprehensive Income.

Current tax expense relates to the expected taxable income at the applicable rate of the financial year. Deferred tax expense represents the tax expense in respect of the future tax consequences of recovering or settling the carrying amount of an asset or liability. Deferred income tax liabilities are recognised for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to utilise them.

Garda has made an election for the Fund and its wholly owned subsidiary, Garda Capital Trust, to be attribution managed investment trusts (**AMITs**). The AMIT regime is intended to reduce complexity, increase certainty and minimise compliance costs for AMITs and their investors.

b) Income tax expense

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
The components of income tax benefit comprise:				
Current tax expense	(197)	-	(197)	-
Deferred income tax (expense)/ benefit	(252)	144	(252)	144
Income tax benefit/ (expense)	**(449)**	**144**	**(449)**	**144**
Deferred income tax expense included in income tax benefit:				
Decrease in deferred tax assets	(224)	(58)	(224)	(58)
(Increase)/ decrease in deferred tax liabilities	(28)	202	(28)	202
Total deferred tax benefit/ (expense)	**(252)**	**144**	**(252)**	**144**

c) Reconciliation of income tax expense to profit before income tax

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
The prima facie tax on loss before income tax is reconciled to income tax as follows:				
Profit/ loss before income tax	**(6,111)**	(43,070)	**1,544**	(289)
Less profit attributed to Trusts not subject to tax	7,655	42,781	-	-
Profit/ loss subject to income tax	**1,544**	(289)	**1,544**	(289)
Prima facie tax at 25.0% (2024: 25.0%)	(386)	72	(386)	72
Tax effect of amounts which are not (deductible)/ assessable:				
Security based payment expense	(63)	(406)	(63)	(406)
Carried forward capital loss to offset capital gain	-	478	-	478
Income tax benefit/ (expense)	**(449)**	**144**	**(449)**	**144**

d) Deferred tax assets

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Composition of deferred tax assets				
Provision for employee benefits	163	136	163	136
Accrued expenses	126	144	126	144
Capital raising and transaction costs	12	12	12	12
Tax losses	-	233	-	233
Lease liabilities	105	105	105	105
Deferred tax asset	**406**	**630**	**406**	**630**
Movements:				
Opening balance	630	688	630	688
Movement in deferred tax asset - temporary differences:				
Charged to profit or loss	(224)	(58)	(224)	(58)
Closing balance at the end of the year	**406**	**630**	**406**	**630**

e) Deferred tax liabilities

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Composition of deferred tax liabilities				
Right of use asset	105	105	105	105
Other	109	81	109	81
Deferred tax liabilities	**214**	**186**	**214**	**186**
Movements:				
Opening balance	186	388	186	388
Movement in deferred tax liabilities - temporary differences:				
Charged to profit and loss	28	(202)	28	(202)
Closing balance at the end of the year	**214**	**186**	**214**	**186**

f) Net deferred tax asset

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Net deferred tax asset				
Deferred tax assets	406	630	406	630
Deferred tax liabilities	(214)	(186)	(214)	(186)
Net deferred tax asset	**192**	**444**	**192**	**444**

g) Income tax payable

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Opening balance	-	-	-	-
Income tax expense	449	-	449	-
Utilisation of carried forward tax losses	(233)	-	(233)	-
Other	(19)	-	(19)	-
Income tax payable	**197**	**-**	**197**	**-**

NOTE 6 EARNINGS PER STAPLED SECURITY

Year ended 30 June		Garda 2025	Garda 2024	Company 2025	Company 2024
Profit/ (loss) after tax attributable to securityholders	($000)	**(6,111)**	(42,926)	**1,095**	(145)
Earnings per stapled security					
Basic	cents	(3.05)	(20.84)	0.55	(0.07)
Diluted	cents	(3.05)	(20.84)	0.51	(0.07)
Securities					
Basic[13]	no.	200,515,335	206,022,925	200,515,335	206,022,925
WANOS[14]	no.	216,801,897	221,474,189	216,801,897	221,474,189

NOTE 7 DISTRIBUTIONS AND DIVIDENDS

a) Accounting policy

A payable is recognised for any dividend or distribution declared, being appropriately authorised and no longer at the discretion of the Board of Directors, on or before the end of the financial year but not distributed as at balance date.

b) Distributions payable

As at 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
2025: 1.575 cents per security (2024: 1.575 cents)	**3,181**	3,163	-	-
Movement in distributions payable:				
Opening balance at beginning of year	3,163	3,751	-	-
Distributions payable	12,724	12,945	-	-
Distributions paid	(12,706)	(13,533)	-	-
Closing balance	**3,181**	**3,163**	**-**	**-**

c) Distributions paid and payable

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
September: 1.575 cents per security (2024: 1.575 cents)	3,181	3,283	-	-
December: 1.575 cents per security (2024: 1.575 cents)	3,181	3,304	-	-
March: 1.575 cents per security (2024: 1.575 cents)	3,181	3,195	-	-
June: 1.575 cents per security (2024: 1.575 cents)	3,181	3,163	-	-
Total distribution[15]	**12,724**	**12,945**	**-**	**-**

[13] The basic number of securities is calculated as total issued securities less treasury securities and Garda ESP securities, weighted according to the date and number of securities issued and bought back during the year. See Note 17 for further details.

[14] The weighted average number of securities (**WANOS**) is determined as total issued securities less treasury securities, weighted according to the date and number of any securities issued and bought back during the financial year.

[15] Total distributions exclude distributions paid in respect of treasury securities and securities granted under the Garda ESP.

d) Dividend payable

A payable is recognised for any dividend or distribution declared, being appropriately authorised and no longer at the discretion of the Board of Directors, on or before the end of the financial year but not distributed as at balance date.

	Garda		Company	
As at 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
2025: 0.225 cents per security (2024: nil)	**454**	-	**454**	-
Movement in dividend payable:				
Opening balance at beginning of year	-	-	-	-
Dividend payable	1,816	-	1,821	-
Dividend paid	(1,362)	-	(1,367)	-
Closing balance	**454**	-	**454**	-

e) Dividend paid and payable

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
September: 0.225 cents per security (2024: nil)	454	-	459	-
December: 0.225 cents per security (2024: nil)	454	-	454	-
March: 0.225 cents per security (2024: nil)	454	-	454	-
June: 0.225 cents per security (2024: nil)	454	-	454	-
Total dividends[16]	**1,816**	-	**1,821**	-

f) Franking credits

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Franking credits available	4,193	4,204	4,193	4,204

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

a) franking credits that will arise from the payment of the amount of the provision for income tax;
b) franking credits that will arise from the payment of the amount of the income tax refunds;
c) franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
d) franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

[16] Total distributions exclude distributions paid in respect of treasury securities and securities granted under the Garda ESP.

NOTE 8 FAIR VALUE DISCLOSURE

a) Accounting policy

Fair value is the price that would be received on sale of an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. It is based on the presumption that the transaction takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market. The principal or most advantageous market must be accessible to, or by, the Group.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they are acting in their best economic interest.

The fair value measurement of a non-financial asset takes into account the market participant's ability to generate economic benefits by using the asset at its highest and best use, or by selling it to another market participant that would use the asset at its highest and best use. In measuring fair value, the Group uses valuation techniques that maximise the use of observable inputs and minimise 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 each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

There are various methods used in estimating the fair value of a financial instrument:

Level 1: fair value is calculated using quoted prices in active markets.

Level 2: fair value is estimated using inputs that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

Level 3: fair value is estimated using inputs for the asset or liability that are not based on observable market data.

b) Assets and liabilities measured at fair value

The following table sets out Garda's assets and liabilities that are measured and recognised at fair value in the financial statements.

As at 30 June	Notes	**Level 1** $000	**Level 2** $000	**Level 3** $000	**Total** $000
30 June 2025					
Assets					
Financial assets	10	-	-	15,523	15,523
Investment properties	11	-	-	332,739	332,739
Investment properties held for sale	12	-	-	189,411	189,411
Derivative financial instruments	13	-	6,850	-	6,850
Total		-	**6,850**	**537,673**	**544,523**
30 June 2024					
Assets					
Financial assets	10	-	-	5,104	5,104
Investment properties	11	-	-	495,366	495,366
Investment properties held for sale	12	-	-	13,298	13,298
Derivative financial instruments	13	-	12,142	-	12,142
Total		-	**12,142**	**513,768**	**525,910**

There were no transfers during the year between Level 1 and Level 2 for recurring fair value measurements. Garda's policy is to recognise transfers into and out of the different fair value hierarchy levels at the date the event or change in circumstances that caused the transfer occurred.

NOTE 9 TRADE, OTHER RECEIVABLES AND OTHER ASSETS

a) Accounting policy and critical accounting estimates

Trade and other receivables include:

- funds management fees payable by the Fund to the Company;
- rent and outgoings receivable from tenants and which are generally due for settlement within 30 days;
- other receivables, including litigation proceeds and GST receivables.

Under AASB 9, Garda applies the simplified approach for measuring the allowance for credit losses from rent and outgoings receivable from tenants. Under the simplified approach, the allowance for credit losses is based on the lifetime expected credit losses of the relevant receivable.

Garda determines expected credit losses using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

b) Trade and other receivables

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Current				
Fund management fees receivable	-	-	212	193
Rent and outgoings receivable	25	54	-	-
GST receivable	-	30	-	-
Other receivables	15	66	439	346
Total	**40**	**150**	**651**	**539**

c) Other assets

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Current				
Prepayments	1,964	741	131	183
Non-current				
Security deposits	52	-	52	-

NOTE 10 FINANCIAL ASSETS

a) Accounting policy and critical accounting estimates

Financial assets consist of commercial loans receivable from external parties measured at either:

- amortised cost; or
- fair value through profit and loss (refer Note 8).

Financial assets are measured at either amortised cost or fair value through profit and loss on the basis of the Group's business model for managing the financial asset and the contractual cashflow characteristics. Loans are classified as being held at fair value on the basis that the contractual cashflows of the commercial loans are not solely payments of principal and interest. Fair value is determined by applying judgement and estimates in contractual cashflows other than principal and interest. Details of the Group's liquidity and funding risks are set out in Note 16c).

All commercial loans with maturities greater than 12 months after balance date are classified as non-current assets. Commercial loans to external parties are primarily secured by a first registered mortgage and a general security agreement.

Garda recognises an allowance for expected credit losses on its commercial loans to external parties, measured at amortised cost. This allowance is measured using the three-stage model or general approach as per AASB 9 as follows:

- 12-Month Expected Credit Losses: For commercial loans where no significant increase in credit risk has been identified, the allowance reflects credit losses expected from default events that could occur within twelve months after the reporting period.
- Lifetime Expected Credit Losses: For commercial loans where a significant increase in credit risk has been identified, the allowance reflects credit losses expected from all possible default events over the life of the loan.
- Lifetime Expected Credit Losses – Credit Impaired: For commercial loans where there is no reasonable expectation of recovery, the allowance reflects the full amount of the loan to be written off.

Management uses judgment in assessing whether there has been a significant increase in credit risk on commercial loans to external parties. It measures expected credit losses based on its historical credit loss experience, adjusted for factors specific to the commercial loans such as days past due without repayment, recourse available such as the reliability of security, previous transactions with the borrower and current and future economic conditions affecting the underlying project for which the commercial loan was initially transacted.

There have been no changes in the estimation techniques or significant assumptions used during the reporting period.

b) Commercial loans

	Garda		Company	
As at 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Current				
Commercial loans to external parties at amortised cost	16,371	21,073	-	-
Commercial loans to external parties at fair value	5,831	5,104	-	-
	22,202	26,177	-	-
Non-current				
Commercial loans to external parties at amortised cost	12,159	-	-	-
Commercial loans to external parties at fair value	9,692	-	-	-
	21,851	-	-	-
Expected credit loss				
Allowance for expected credit losses	-	-	-	-
Total current and non-current	**44,053**	26,177	-	-

Commercial loans are advanced for the purchase, development, construction or re-finance of Australian property supported by registered mortgages and additional security where required.

Management applied its experience and judgement in determining the probability of default. Expected credit losses have not been assessed as material based on the profile of Garda's credit exposures, headroom on loan covenants, security received from borrowers and disciplined monitoring and assessment of all actual and potential commercial loan exposures.

c) Reconciliation of commercial loans at fair value

Movements in the commercial loan balances held at fair value are summarised below.

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Opening balance	5,104	-	-	-
Loan advances to external parties	9,825	5,988	-	-
Repayment of loans receivable from external parties	(2,744)	(965)	-	-
Gain on commercial loans	3,338	81		
Balance at the end of the year	**15,523**	**5,104**	**-**	**-**

d) Fair value measurement and critical accounting estimates

Garda's commercial loans, held at fair value, are classified as Level 3 in the fair value hierarchy. This classification is due to the use of unobservable inputs in the estimation of their fair value, as there is no available market data to directly support their fair values.

The fair value of commercial loans is derived by estimating future cash flows, after adjusting for the time value of money and associated risks. These adjustments involve considerable judgment, given the unobservable nature of the inputs used. A key unobservable input is the discount rate applied to cash flows extending beyond 12 months to calculate their present values.

For loans with variable fees tied to performance metrics, a probability factor is incorporated to account for this variability in future cash flows. Additionally, the fair value determination takes into account market conditions, the borrower's credit risk profile, and the specific characteristics of the underlying funded project. These factors are all carefully considered when assessing the fair value of commercial loans.

NOTE 11 INVESTMENT PROPERTIES

a) Accounting policy

Investment properties comprise properties held for long-term rental yields and/ or capital appreciation and properties being constructed or developed for future use as investment properties. Investment properties are initially recognised at cost, including transaction costs.

Subsequently to initial recognition, investment properties are carried at fair value. Fair value is the price that would be received to sell the asset in an orderly transaction between market participants at the measurement date. Changes in fair values are recorded in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Subsequent development and refurbishment costs (other than repairs and maintenance) are capitalised to the investment property when they result in an enhancement in the future economic benefits of the property.

Investment properties under construction are carried at fair value, which may be represented by cost where fair value cannot be reliably determined and the construction is incomplete. Finance costs attributable to these qualifying assets are capitalised as part of the asset. A qualifying asset is an asset under development or construction where such development or construction takes a substantial period of time. Leasing fees incurred and incentives provided are capitalised and amortised over the lease periods to which they relate.

b) Reconciliation

Year ended 30 June	Notes	**2025 $000**	2024 $000
Investment properties at independent valuation	11f	248,200	224,100
Investment properties at Directors' valuation	11f	82,539	271,266
Total		**330,739**	**495,366**
Movements during the year:			
Opening balance		495,366	488,783
Acquisition of established investment properties	11c	-	-
Sale of investment properties	11d	-	(28,786)
Capital expenditure on properties under construction		37,778	51,766
Capital expenditure on established investment properties		2,814	3,817
Transfer to investment properties held for sale	12	(191,411)	(13,298)
Straight-lining of rental income		341	(319)
Net movement in leasing costs and incentives		(39)	472
Net loss in fair value of investment properties		(14,110)	(7,069)
Balance at the end of the year		**330,739**	495,366

c) Acquisitions

Garda's focus during the financial year was on development and the funding thereof. Accordingly, no investment properties were acquired during the year.

d) Disposals

On 20 August 2024, settlement occurred for the sale of 372 Progress Road Wacol (Pinnacle East) for $13,500,000, excluding transaction costs. The net gain from the sale of the property was $11,000. The property was categorised as a held for sale investment property and as such excluded from the reconciliation in 11(b) and included in the reconciliation in note 12(b).

During the prior year, Garda settled the disposals of Botanicca 7 and 9 in Richmond for $80,000,000 (net loss of $6,895,000), 8-10 Cato Street, Hawthorn East for $24,100,000 (net loss of $4,929,000), and a block of land in Townsville for $2,000,000 (net gain of $661,000), all excluding transaction costs.

e) Valuation methodology

The Group obtains annual independent valuations for each property by a member of the Australian Property Institute of Valuers, except for properties under development properties where it may be deemed appropriate to extend beyond this term. Each valuation firm and its signatory valuer are appointed on the basis that they are engaged for no more than three consecutive valuations. Independent valuations may be undertaken earlier where the Group believes there is potential for a change in the fair value of the property.

Directors' valuations of each property are determined at each reporting period (interim and full year) unless the property has been independently externally valued. Directors' valuations are based on the most recent independent external valuation adjusted for capital accretive expenditure and sales evidence since that last independent valuation.

The valuation methodologies utilised by external valuers include the capitalisation approach (market approach) and the discounted cash flow approach (income approach). The valuation is also compared to, and supported by, direct comparison to recent market transactions. The adopted capitalisation rates and discount rates are determined based on industry expertise and knowledge and, where possible, a direct comparison to third party rates for similar assets in a comparable location. Rental revenue from current leases and assumptions about future leases, as well as any expected operational cash outflows in relation to the property, are also built into each asset assessment of fair value.

In relation to development properties under construction for future use as investment property, fair value is determined based on costs incurred on the acquisition and development of the property. However, where reliably measurable, fair value is determined based on the market value of the property on the assumption it had already been completed at the valuation date (using the methodology as outlined above) less costs still required to complete the project, including an appropriate adjustment for industry benchmarked profit and development risk.

f) Investment property valuations

Seven of Garda's properties have been externally valued for the FY25 Annual Report, with the balance of the portfolio (including value accretive additions) being carried at Directors' valuation. Development and refurbishment costs (other than repairs and maintenance) are capitalised where they result in an enhancement in the future economic benefits of a property. Where those costs were incurred subsequently to last independent valuation, they are disclosed separately as value accretive expenditure.

As at 30 June		Valuation Type[17]	2025 $000	2024 $000	Movement $000
Industrial					
Acacia Ridge	38-56 Peterkin Street	Directors	45,039	31,073	13,966
Acacia Ridge	69 Peterkin Street	External	22,350	22,120	230
Berrinba	1-9 Kellar Street	External	17,000	16,000	1,000
Heathwood	67 Noosa Street	External	16,400	16,900	(500)
Morningside	326 & 340 Thynne Road	External	61,000	61,000	-
Pinkenba	70 - 82 Main Beach Road	External	32,200	32,200	-
Richlands	56 - 72 Bandara Street	Directors	37,500	39,454	(1,954)
Wacol	41 Bivouac Place	External	52,000	52,500	(500)
Wacol	498 Progress Road (Pinnacle West)	External	47,250	45,500	1,750
North Lakes	109 - 135 Boundary Road	Directors	-	95,411	(95,411)
Value accretive capital expenditure			-	128	(128)
Total industrial			**330,739**	**412,286**	**(81,547)**
Office					
Cairns[18]	26-30 Grafton Street	Directors	-	2,000	(2,000)
Cairns	7-19 Lake Street	Directors	-	81,080	(81,080)
Total office			**-**	**83,080**	**(83,080)**
Total investment properties			**330,739**	**495,366**	**(164,627)**

The registered titles to all assets of the Fund are held by The Trust Company (Australia) Limited, as custodian. This is an ASIC regulatory requirement.

g) Fair value measurement and critical accounting estimates

Garda's investment properties are at Level 3 in the fair value hierarchy as their fair value is estimated using inputs for the assets that are not based on observable market data. The following table sets out the valuation techniques used to measure fair value within Level 3, including details of the significant unobservable inputs used and the relationship between unobservable inputs and fair value.

Inputs used to measure fair value	Range of unobservable inputs		Relationship between unobservable inputs and fair value
	2025	2024	
Discount rate	7.00%-8.75%	7.00%-8.75%	The higher the discount rate, capitalisation rate, terminal yield and expected vacancy rate, the lower the fair value.
Capitalisation rate	5.75%-8.38%	5.25%-7.75%	
Terminal yield	5.88%-8.62%	5.63%-8.00%	
Expected vacancy rate	0%	0%	
Rental growth rate	3.10%-3.42%	3.15%-3.54%	The higher the rental growth, the higher the fair value. Based on Gross Face Rental growth 10-year CAGR.

17 For 30 June 2025 valuations.

18 Vacant land adjacent to the office building at 7-19 Lake Street, Cairns.

Judgement is required in determining the following significant unobservable inputs:

- *Capitalisation rate*: the rate at which market net property income is capitalised to determine the value of a property. The rate is determined with regard to market evidence and the prior external valuation.
- *Discount rate*: the rate of return used to convert cash flows, payable or receivable in the future, into present value. For industrial and office properties, it reflects the opportunity cost of capital, that is, the rate of return the cash can earn if put to other uses having similar risk. The rate is determined with regard to market evidence and the prior external valuation.
- *Terminal yield*: the capitalisation rate used to convert the future market net property income into an indication of the anticipated value of the property at the end of the holding period when carrying out a discounted cash flow calculation. The rate is determined with regard to market evidence and the prior external valuation.
- *Expected vacancy rate:* the proportion of the property not expected to be earning market net property income.
- *Rental growth rate:* the annual movement in net market rent being the estimated amount for which a property should lease between a lessor and a lessee on appropriate lease terms in an arm's length transaction.

h) Climate considerations

The Group engages independent valuation firms to assist in determining fair value of its investment property assets. As qualified valuers, they are required to follow both the RICS Valuation - Global Standards and the Australian Property Institute's International Valuation Standards, and accordingly their valuations are required to take into account the sustainability features of properties being valued and the implications such factors could have on property values in the short, medium and longer term. Where relevant, the Group's independent valuation firms note in their valuation reports that sustainability features are considered as part of the valuation approach and outline that sustainability features have been influencing value for some time.

i) Contractual receivables

Investment properties listed at f) above (excluding land and properties under construction) are typically leased to tenants under long-term operating leases with rentals payable monthly. Minimum lease payments receivable on leases of investment properties are disclosed below.

	Garda		Company	
As at 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Future minimum lease payments receivable:				
Within 1 year	20,984	19,342	-	-
Between 1 and 5 years	59,300	65,443	-	-
Later than 5 years	11,430	17,403	-	-
Total	**91,714**	**102,188**	**-**	**-**

j) Contractual payables

Garda's contractual obligations with respect to investment properties at 30 June 2025 were as follows:

Properties	**Nature of Obligation**	**$000**
North Lakes, 109-135 Boundary Road	Development	1,088
Total contractual obligations		**1,088**

Garda's contractual obligations with respect to investment properties at 30 June 2024 were as follows:

Properties	**Nature of Obligation**	**$000**
Acacia Ridge, 38-56 Peterkin Street	Development	14,553
North Lakes, 109-135 Boundary Road	Development	9,431
Cairns, 7-19 Lake Street	Capex	201
Total contractual obligations		**24,185**

k) Fair value measurement and critical accounting estimates

Significant judgement is required when assessing the fair value of investment property. The sensitivity analysis below shows the impact on the carrying value of directly held investment properties of an increase or decrease of 0.25% on the capitalisation rate, discount rate and terminal yields as at 30 June 2025.

30 June 2025	**+0.25%**	**-0.25%**
	$000	**$000**
Estimated impact of 0.25% movement in capitalisation, discount and terminal rates	15,070	(14,160)

NOTE 12 INVESTMENT PROPERTIES HELD FOR SALE

a) Accounting policy

Investment properties are classified as held for sale if their carrying values are expected to be recovered principally through a sale transaction rather than continuing use, and a sale is considered highly probable.

Investment properties held for sale are presented separately in the Consolidated Statements of Financial Position as current assets and measured at fair value less cost to sell or net realisable value.

The critical accounting estimates underpinning the values of properties held for sale are set out in Note 11g).

b) Investment properties held for sale

At 30 June 2025, Garda's North Lakes industrial property and the Cairns Corporate Tower plus an adjacent block of land were classified as assets held for sale.

As at 30 June	**2025 $000**	2024 $000
Garda		
Property at 372 Progress Road, Wacol (Pinnacle East)	-	13,298
Property at 109-135 Boundary Road, North Lakes	111,911	-
Property at 26-30 Grafton Street, Cairns	2,000	-
Property at 7-19 Lake Street, Cairns	77,500	-
Total	**191,411**	**13,298**
Movements during the year:		
Opening balance	13,298	111,750
Transfer from investment properties	191,411	13,298
Land sold at 39 Palmer Street, Townsville	-	(1,250)
Capital expenditure	-	1,087
Straight-line lease income	(450)	70
Net movement in leasing costs and incentives	(25)	106
Net loss from fair value adjustments	475	(32,226)
Disposal book value	(13,298)	(79,537)
Balance at the end of the year	**191,411**	13,298

NOTE 13 DERIVATIVE FINANCIAL INSTRUMENTS

a) Accounting policy

The Group used derivative financial instruments (interest rate swaps) during the year to manage the risk of movements in variable interest rates on the Group's Australian dollar denominated borrowings.

The net fair value of derivative financial instruments at reporting date is recognised in the Consolidated Statements of Financial Position as a financial asset or financial liability. In accordance with AASB 9, any change in the fair value of a derivative is recognised in profit and loss. Garda does not perform hedge accounting.

b) Fair value measurement and critical accounting estimates

Garda's interest rate swap derivatives are at Level 2 in the in the fair value hierarchy as their fair value is estimated using inputs that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

The fair value of Garda's derivatives has been determined by our banks using pricing models based on observable market data at balance date, including market expectations of future interest and discount rates adjusted for any specific features of the derivatives, counterparty or own credit risk.

$130,000,000 (30 June 2024: $150,000,000) of interest rate hedges are currently in place, comprising:

- $10,000,000 of interest rate swaps at a rate of 0.80%, expiring 4 March 2027;
- $60,000,000 interest rate swaps at a rate of 0.82%, expiring 4 March 2027;
- $30,000,000 interest rate swaps at a rate of 0.98%, expiring 4 March 2030; and
- $30,000,000 interest rate swaps at a rate of 4.02%, expiring 4 March 2030.

These derivatives are currently "in the money" with a valuation at 30 June 2025 of $6,850,000 (30 June 2024 of $12,142,000).

	Garda		Company	
As at 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Current				
Interest rate swap contract asset	-	922	-	-
Non-Current				
Interest rate swap contract asset	6,850	11,220	-	-
Total interest rate swap asset	**6,850**	**12,142**	**-**	**-**

NOTE 14 TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which remain unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is due more than 12 months after the reporting date.

	Garda		Company	
As at 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Trade creditors	19	-	-	-
Other payables	2,502	2,092	1,236	1,325
Total	**2,521**	**2,092**	**1,236**	**1,325**

NOTE 15 BORROWINGS

a) Accounting policy

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are capitalised to borrowings and amortised in the Consolidated Statements of Profit or Loss and Comprehensive Income over the expected life of the borrowings.

Fees paid for establishing loan facilities are recognised as transaction costs and amortised over the period to which the facility relates.

All borrowings with contractual maturities greater than 12 months after reporting date are classified as non-current liabilities.

As at 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Non-current				
Bank loans (secured)	269,920	217,191	-	-
Less: unamortised transaction costs	(377)	(569)	-	-
Total	**269,543**	**216,622**	**-**	**-**

b) Syndicated debt facility

Garda's borrowings comprise a $270,000,000 syndicated debt facility, scheduled to mature in September 2026. Initially set to expire in March 2026, the loan's maturity was extended by six months earlier this year.

	Facility limit 2025 $000	Facility limit 2024 $000	Amount drawn 2025 $000	Amount drawn 2024 $000	Amount available 2025 $000	Amount available 2024 $000
Total facilities	**270,000**	270,000	**269,920**	217,191	**80**	52,809

Loan repayments are interest only with a lump sum payment of all amounts outstanding due at maturity. The syndicated bank debt facility is secured by:

a) a first registered general security deed in respect of all assets and undertakings of Garda;

b) a first registered real property mortgage in respect of each property in the Fund portfolio;

c) a first registered general security deed in respect of all assets and undertakings of the Company and its secured subsidiaries; and

d) a specific security agreement over tenant security deposit accounts.

Notwithstanding the terms of the facility, the registered title to all the assets of the Fund, including the properties, are held by The Trust Company (Australia) Limited, as custodian, who holds title for the relevant fund. This is an ASIC regulatory requirement.

Key financial covenants and other metrics under the syndicated bank debt facility include:

a) interest cover ratio is to remain above 1.75 times during FY25 and above 2.00 times in subsequent years;

b) loan to value ratio (LVR) must remain under 55% until the earlier of either the completion of North Lakes sale or 31 December 2025; and

c) adjusted gearing ratio is to remain under 1.20 times.

The Group complied with its financial covenants throughout the year.

Garda's financial undertakings under the syndicated bank facility include the following:

a) aggregate earnings before interest, taxes, depreciation and amortisation (**EBITDA**) of Garda borrowers must represents at least 90% of Group EBITDA; and

b) aggregate total assets of Garda borrowers must represent at least 90% of Group total assets.

The Group complied with these financial undertakings throughout the year.

NOTE 16 FINANCIAL RISK MANAGEMENT

a) Overview

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market (interest rate) risk. The Group's risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group from these risks. There have been no substantive changes from the previous period in the types of risks to which the Group is exposed, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks.

b) Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge its obligations, resulting in the Group incurring a financial loss. The Group has exposure to credit risk on financial assets included in the Consolidated Statements of Financial Position.

The Group is exposed to credit risk on trade and other receivable balances (Note 9). The Group continuously assesses and monitors the credit quality of trade debtors on an ongoing basis. Given the historical profile and exposure of the trade and other receivables, it has been determined that no significant concentrations of credit risk exist for receivables balances. The maximum exposure to credit risk at 30 June 2025 is the carrying amounts of the trade and other receivables recognised on the Consolidated Statement of Financial Position.

The Group is also exposed to credit risk on its commercial loan receivable balances (Note 10). This risk is managed by:

- undertaking a detailed assessment of counterparties, including the counterparty's credit rating;
- obtaining collateral in the form of security over real estate, bank guarantees, personal guarantees and other loan collateral; and
- continuously assessing and monitoring each loan and the associated counterparty.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The following indicators are incorporated:

- the amount that is not expected to be recovered through collateral following default; and
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group.

c) Liquidity and funding risk

Liquidity risk is associated with ensuring that there are sufficient funds available to meet the Group's financial commitments as and when they fall due and planning for any unforeseen events which may curtail cash flows. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operational, investing and financing activities;
- monitoring undrawn credit facilities;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- utilising third party participants to assist with funding of selected commercial loans;
- investing surplus cash with major financial institutions only; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial and other assets.

Refinancing risk is the risk that the Group:

- will be unable to refinance its debt facilities as they mature; and/ or
- will only be able to refinance its debt facilities at unfavourable interest rates and credit market conditions (margin price risk).

The table below shows the contractual maturity of Garda's fixed and floating rate financial liabilities.

		Garda		Company	
Year ended 30 June		**2025**	2024	**2025**	2024
	Notes	**$000**	$000	**$000**	$000
Less than one year					
Trade and other payables	14	2,521	2,092	1,236	1,325
Distribution payable	7b	3,181	3,163	-	-
Dividend payable	7d	454	-	454	-
Lease liabilities		139	133	139	133
		6,295	5,388	**1,829**	1,458
Between one and five years					
Bank loans (secured)	15	269,920	217,191	-	-
Lease liabilities		-	145	-	145
		269,920	217,336	**-**	145

As at 30 June 2025, committed but undrawn loan facilities extended to external borrowers were assessed to be $38,285,000. These facilities are not recognised in the Consolidated Statements of Financial Position.

The following table summarises the Group's assessment of the likely drawdown profile of these commitments[19]:

Estimated drawdown of committed loans in FY26	$000
Less than 3 months	3,298
4 to 6 months	10,462
7 to 9 months	13,606
10 to 12 months	5,919
Total	**38,285**

d) Market (or Interest Rate) Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Garda's asset and liability exposure to interest rate risk is summarised below.

	Notes	Interest Bearing $000	Non-interest bearing $000	Total carrying amount $000	Weighted average effective interest rate	Fixed or variable
As at 30 June 2025						
Financial assets						
Cash		24,136	-	24,136	3.70%	Variable
Commercial loans	10	44,053	-	44,053	17.90%	Fixed
Total		**68,189**	**-**	**68,189**		
Financial liabilities						
Bank borrowings	15	269,920	-	269,920	4.58%	Variable
Hedged borrowings	13	(130,000)	-	(130,000)	0.87%	Fixed
Total		**139,920**	**-**	**139,920**		
As at 30 June 2024						
Financial assets						
Cash		17,002	-	17,002	4.20%	Variable
Commercial loans	10	26,177	-	26,177	14.27%	Fixed
Total		**43,179**	**-**	**43,179**		
Financial liabilities						
Bank borrowings	15	217,191	-	217,191	4.66%	Variable
Hedged borrowings	13	(150,000)	-	(150,000)	1.45%	Fixed
Total		**67,191**	**-**	**67,191**		

Commercial loans are deployed to borrowings on a fixed rate, however, under certain circumstances the loans include provisions to increase the rate. These circumstances include events of default or the loans being extended beyond their intended term.

If interest rates were to increase/ decrease by 0.5% basis points from the rates prevailing at the reporting date, assuming all other variables remain constant, then the impact on profit after tax and equity would be as follows:

Year ended 30 June	2025 $000	2024 $000
Movement in interest rate: +/ - 0.5%		
Impact on net profit after tax	588	259
Impact on equity	588	259

Garda uses interest rate swaps to manage risk associated with its variable rate bank borrowings, which effectively swaps the variable rate for a substantial amount of the borrowings to a fixed rate for a certain period of time. Refer Note 13.

[19] Comparable information was not prepared in prior years.

NOTE 17 CONTRIBUTED EQUITY

a) Issued securities

Year ended 30 June	Notes	Garda 2025 Securities	Garda 2024 Securities	Company 2025 Shares	Company 2024 Shares
Issued securities as per ASX		**216,801,897**	**217,651,293**	**216,801,897**	**217,651,293**
Movements during the year					
Balance at beginning of year		217,651,293	227,235,712	217,651,293	227,235,712
Buy-back and cancellation of treasury securities	b	(1,993,489)	-	(1,993,489)	-
On-market buy-back and cancellation of securities		-	(9,584,419)	-	(9,584,419)
Awards of deferred securities	c	910,302	-	910,302	-
Awards of exempt securities	c	10,356	-	10,356	-
Exercise of performance rights	c	223,435	-	223,435	-
Total issued securities as per ASX		**216,801,897**	**217,651,293**	**216,801,897**	**217,651,293**
Treasury Securities		-	(1,993,489)	-	(1,993,489)
Garda ESP securities		(14,840,000)	(14,840,000)	(14,840,000)	(14,840,000)
Deferred securities		(1,446,562)	(536,260)	(1,446,562)	(536,260)
Total issued securities for financial statements		**200,515,335**	**200,281,544**	**200,515,335**	**200,281,544**
Total contributed equity	**$000**	**342,879**	**342,886**	**(146)**	**(99)**

Garda securities comprise units in the Fund and shares in Company that have been stapled to each other on a one-for-one basis.

Each Garda stapled security ranks equally with all other stapled securities for the purposes of distributions, dividends and corporate matters. Each stapled security also entitles the holder to vote in accordance with the provisions of the Fund and Company constitutions and the *Corporations Act 2001*.

b) Buy-back of securities

During the year, 1,993,489 treasury securities were selectively bought back and cancelled/ redeemed following approval of securityholders at the Annual General Meeting held on 28 November 2024.

c) Employee incentives

At 30 June 2025, 14,840,000 Garda ESP securities were on issue, all of which have vested. In accordance with Australian Accounting Standards, all Garda ESP securities (including vested securities) are deducted from equity and excluded from total issued securities, until such time as the underlying limited recourse loans are repaid.

During the year, a total of 1,144,093 new stapled securities were issued to employees:

- 910,302 issued as deferred security awards;
- 10,356 issued as exempt security awards; and
- 223,435 issued on the exercise of performance rights.

At 30 June 2025, a total of 1,768,310 securities, including those issued or transferred in prior years, remained unvested. Of these, 321,748 performance rights are due to vest on 31 August 2025, but will lapse as their performance hurdles will not be met.

In accordance with Australian Accounting Standards, these long term incentives are deducted from equity and excluded from total issued securities until such time the underlying restriction period or service period vesting conditions has ended.

NOTE 18 SECURITY-BASED PAYMENTS

a) Accounting policy and critical accounting estimates

Garda employees may be entitled to incentives in the form of equity instruments issued under the Garda Employee Security Plan (**Garda ESP**) or Garda Equity Incentive Plan (**Garda EIP**). Awards under these incentive plans of stapled securities, performance rights, deferred securities and exempt securities to Garda employees are accounted for in accordance with *AASB 2 Share-based Payment*.

Pursuant to AASB 2, the fair values at grant date for securities granted to employees are determined using the Black and Scholes option pricing model, taking into account exercise price, term of the security, security price at grant date, expected price volatility of the underlying security, expected dividend yield, risk-free interest rate for the term of the security and certain probability assumptions. Once the fair value has been determined, a security-based payment expense is recognised over the vesting period of the equity incentive, with a corresponding movement in a security-based payments reserve.

b) Security-based payment expense

The security-based payment expense for the year ended 30 June 2025, by underlying equity security, is set out in the following table.

Year ended 30 June	Plan	Note	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Garda ESP securities	ESP	18d	-	90	-	90
Exempt security awards	EIP	18e	12	14	12	14
Performance rights	EIP	18f	(12)	258	(12)	258
Deferred security awards	EIP	18g	264	1,275	264	1,275
Total Security-based payment expense			**264**	**1,637**	**264**	**1,637**

c) Security-based payment reserves

The security-based payment reserve for the year ended 30 June 2025, by underlying equity security, is set out in the following table.

Year ended 30 June	Plan	Note	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Garda ESP securities	ESP	18d	1,873	1,873	1,873	1,873
Exempt security awards	EIP	18e	57	45	57	45
Performance rights	EIP	18f	1,004	1,016	1,004	1,016
Deferred security awards	EIP	18g	1,539	1,275	1,539	1,275
Total Security-based payment reserves			**4,473**	4,209	**4,473**	4,209

d) Garda ESP securities

14,840,000 Garda ESP securities were awarded to employees in financial years prior to FY25. No Garda ESP securities were granted in FY25. Details of Garda ESP securities held by KMP, all of which have vested, are set out in the following table:

Grant date	Vesting date	Exercise price $	Opening 1 July 2024 Securities	Movements	Closing 30 June 2024 Securities	Loan balance 30 June 2025 $
13 Nov 2017	13 Nov 2020	0.63	1,440,000	-	1,440,000	492,117
3 Jun 2019	3 Jun 2021	1.08	480,000	-	480,000	478,693
23 Aug 2019	23 Aug 2021	1.22	1,280,000	-	1,280,000	1,580,824
23 Aug 2019	23 Aug 2022	1.22	640,000	-	640,000	792,077
16 Apr 2020	16 Apr 2023	1.00	6,000,000	-	6,000,000	5,748,257
18 Nov 2020	19 Nov 2023	1.16	5,000,000	-	5,000,000	5,884,831
Total			**14,840,000**	-	**14,840,000**	**14,976,799**

Participation in the Garda ESP is at the discretion of the Board and no individual has a contractual entitlement to join the plan or receive any guaranteed benefits. In recent years, no new securities have been granted under the plan. Existing securities are exercisable once the underlying loan is fully repaid over its specified term. The loans have a term of 13 years from grant date.

Participants granted securities under the Garda ESP were provided with limited recourse loans equal to the market price of the securities on the grant date. The interest rate on these loans is based on the Australian Tax Office's FBT benchmark rate for each year. Interest payments are made through distributions and dividend payments, with any excess applied to reduce the loan principal.

e) Exempt Securities

In FY25, an Exempt Securities Award was made to all employees (other than Board members). Each employee was granted $1,000 of securities which, based on the five-day volume weighted average security price of $1.158, equated to 863 securities each. Employees are restricted from selling the securities before the third anniversary of the grant or their employment termination.

Grant date	Securities granted	Value at grant date	Total
11 October 2024	10,356	$1.16	$11,992

In the prior year, an award of exempt securities was made to all employees (excluding Board members) on 4 August 2023. Each employee was granted $1,000 of stapled securities which, based on the five day volume weighted average security price of $1.209, equated to 827 securities each.

Grant date	Securities granted	Value at grant date	Total
04 Aug 2023	11,578	$1.209	$13,998

f) Performance rights

Garda made awards of performance rights in FY22 and FY23 but did not grant any in FY25 or in FY24. Movements in performance rights during the year are summarised below:

Award date	Securities awarded	Balance at 30 June 2024	Vested	Cancelled	Balance at 30 June 2025
1 - 15 Dec 2021	670,285	223,435	(223,425)	-	-
19 Sep 2022	643,450	321,748	-	-	321,748
Total performance rights	**1,313,735**	**545,183**	**(223,425)**	**-**	**321,748**

The vesting and conversion of performance rights into stapled securities are contingent upon participants remaining employed with the Group and achieving the specified ROE target. These performance rights typically have a three-year measurement period and do not grant participants dividends, voting rights, or the ability to engage in corporate actions. They have a nil exercise price.

All performance rights that vested during the year were exercised on the vesting date. The five-day weighted average security price on the date of exercise was $1.097.

The 321,748 performance rights outstanding at 30 June 2025 are due to vest on 31 August 2025, however, they will lapse as their performance hurdles will not be achieved.

The weighted average remaining contractual life of options outstanding at the end of period was 0.2 years (FY24: 0.8 years). AASB 2 requires the valuation of the rights to be recognised over the measurement period. The minimum value of the grant to participants will be nil if the vesting conditions are not met.

g) Deferred securities

Garda made awards of 910,302 deferred securities in FY25 and 1,762,000 in FY24. Movements in deferred security awards during the year are summarised below:

Award Date	Securities awarded	Balance at 30 June 2024	Securities awarded	Securities vested	Securities forfeited	Balance at 30 June 2025
23 Sept 2024	910,302	-	910,302	-	-	910,302
13 Nov 2023	1,762,000	536,260	-	-	-	536,260
Total	**2,672,302**	**536,260**	**910,302**	**-**	**-**	**1,446,562**

Movements in deferred security awards in FY24 are summarised below:

Award Date	Securities awarded	Balance at 30 June 2023	Securities awarded	Securities vested	Securities forfeited	Balance at 30 June 2024
13 Nov 2023	1,762,000	-	1,762,000	(1,225,740)	-	536,260
Total	**1,762,000**	**-**	**1,762,000**	**(1,225,740)**	**-**	**536,260**

Recipients of deferred security awards are unable to dispose of them until a service-based condition is satisfied. The restriction will be lifted if the employee remains employed by Garda until the specified test date, has not given or received notice of termination before the test date, or is considered a good leaver. If the service-based hurdle is not met, or the employee does not qualify as a good leaver, the Board may choose to buy back the deferred security awards for zero consideration, with no payment made to the employee.

Details of unvested deferred securities, and the associated Black and Scholes option pricing model inputs, are set out below:

Grant date	Vesting date	Security price at effective grant date	Exercise price	Fair value at grant date range	Number of securities	Expected volatility	Dist'n yield	Risk free rate
13 Nov 2023	31 Aug 2026	$1.01	-	$0.853	536,260	27%	6.2%	4.6%
23 Sep 2024	31 Aug 2027	$1.16	-	$0.969	910,302	22%	6.2%	3.9%
Total					**1,446,562**			

The weighted average remaining contractual life of options outstanding at the end of period was 1.8 years. AASB 2 requires the valuation of the deferred security awards to be recognised over the measurement period. The minimum value of the grant to participants will be nil if the vesting conditions are not met.

NOTE 19 RELATED PARTIES AND KEY MANAGEMENT PERSONNEL

Any transactions between related parties occurred on standard commercial terms and conditions, unless otherwise stated.

a) KMP compensation

The aggregate remuneration paid to KMP is set out below:

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$	$	**$**	$
Short-term benefits	3,004,168	2,862,592	3,004,168	2,862,592
Post-employment benefits	113,161	95,718	113,161	95,718
Long-term benefits	25,975	27,181	25,975	27,181
Security based payments	86,203	188,306	86,203	188,306
Total remuneration paid	**3,229,507**	**3,173,797**	**3,229,507**	**3,173,797**

Details of equity incentives paid to KMP during the year may be found in the Remuneration Report.

b) Transactions with KMP and their related parties

There were no transactions with KMP and their related parties during the year, other than disclosed above.

NOTE 20 AUDITOR'S REMUNERATION

	Garda		Company	
Year ended 30 June	**2025**	2024	**2025**	2024
	$000	$000	**$000**	$000
Remuneration of the auditor for:				
Audit and review of the group financial report	139,000	132,500	69,500	66,250
Audit of stand-alone financial reports of the Group entities	14,000	13,400	14,000	13,400
Total remuneration for financial audit services	153,000	145,900	83,500	79,650
Remuneration of the auditor for:				
AFSL audit of the group entities	12,600	12,000	12,600	12,000
Audit of compliance plan	23,000	22,000	23,000	22,000
Tax services	2,300	12,950	2,300	12,950
Total remuneration for other services	**37,900**	**46,950**	**37,900**	**46,950**

NOTE 21 CASH FLOW INFORMATION

a) Composition of cash and cash equivalents

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Cash at bank	18,253	11,402	1,107	1,128
Regulatory cash[20] and on-call deposit	5,883	5,600	5,883	5,600
Total	**24,136**	**17,002**	**6,990**	**6,728**

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the Consolidated Statements of Financial Position and the Consolidated Statements of Cash Flows.

b) Cash flow from operations

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Reconciliation of cash flow from operations with loss after tax				
Profit /(loss) and other comprehensive income	(6,111)	**(42,926)**	1,095	**(145)**
Adjustments for items in profit or loss:				
Security based payment expense	264	1,637	264	1,637
Depreciation	141	136	141	136
Credit loss expense	-	76	-	76
Net loss in fair value of investment properties	13,635	39,295	-	-
Net gain in fair value of derivative instruments	5,291	3,385	-	-
Fair value gain on commercial loans	(3,338)	(81)	-	-
Amortisation of borrowing transaction costs	337	339	-	-
Net loss/ (gain) on sale of investment properties	(11)	11,163	-	(661)
Payments of leasing fees	(434)	(861)	-	-
Lease rent free	(134)	(208)	-	-
Lease straight-lining revenue	109	249	-	-
Lease costs and incentive amortisation	597	673	-	-
Interest expense on lease liabilities	6	14	6	14
Capitalised interest expense on investment properties	(3,181)	(3,629)	-	-
Capitalised interest and fee income on commercial loans	(4,246)	(1,908)	-	-
Lending fees on loans advanced to external parties	3,087	1,338		
Borrower interest repayments	214	865	-	-
Loan advances to external parties	(29,463)	(24,054)	-	-
Repayments for external loan receivable	16,011	10,954	-	-
Movements in assets and liabilities:				
Trade and other receivables	(88)	72	(112)	1,370
Other assets	226	294	-	9
Contract liabilities	421	(979)	-	-
Trade and other payables	492	(1,940)	(95)	(426)
Other liabilities	2	(392)	-	-
Provisions	67	89	67	89
Current tax liability	197	-	197	-
Deferred tax balances	252	(145)	252	(145)
Cash flow from / (used in) operations	**(5,657)**	**(6,544)**	**1,815**	**1,954**

[20] Pursuant to ASIC Regulatory Guide 166, Garda entities with AFSLs are required to hold minimum levels of cash. Garda ensures its regulatory cash holdings remain comfortably above the minimum requirements.

c) Non-cash financing and investing activities

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Additions to the right-of-use assets	-	420	-	420
Total	**-**	**420**	**-**	**420**

A right-of-use asset has been recognised for Garda's lease of its head office under an agreement that commenced in July 2023 and expires in July 2026.

d) Reconciliation of liabilities arising from financing activities

Liabilities arising from financing activities are liabilities for which cash flows are, or will be, classified as 'cash flows from financing activities' in the Statement of Cash Flows. Changes in the carrying amount of such liabilities, which comprise bank borrowings and loans payable to parent entities, are summarised below.

Year ended 30 June	Garda 2025 $000	Garda 2024 $000	Company 2025 $000	Company 2024 $000
Bank borrowings				
Balance at the beginning of the year	216,622	224,269	-	-
Net cash inflow/ (outflow)	52,584	(7,986)	-	-
Non-cash changes - amortisation of borrowing costs	337	339	-	-
Loan from parent entity				
Balance at the beginning of the year	-	-	-	6,452
Net cash inflow/ (outflow)	-	-	-	(3,993)
Non-cash changes – Security based payment expense	-	-	-	(2,572)
Non-cash changes – Security buy-back transaction costs	-	-	-	113
Balance at the end of the year	**269,543**	**216,622**	**-**	**-**

NOTE 22 PARENT ENTITY INFORMATION

a) Parent Entity

The Parent Entity of the Group is Garda Diversified Property Fund.

As at 30 June	2025 $000	2024 $000
ASSETS		
Current assets	236,009	47,678
Non-current assets	361,224	515,195
Total assets	**597,233**	**562,873**
LIABILITIES		
Current liabilities	5,684	6,046
Non-current liabilities	269,893	216,970
Total liabilities	**275,577**	**223,016**
NET ASSETS	**321,656**	**339,857**
EQUITY		
Contributed equity	347,566	350,783
Accumulated losses	(25,910)	(10,926)
TOTAL EQUITY	**321,656**	**339,857**
LOSS		
Loss for financial year	(2,230)	(41,809)
Other comprehensive income	-	-
TOTAL LOSS AND OTHER COMPREHENSIVE INCOME	**(2,230)**	**(41,809)**

The financial information for the Fund has been prepared on the same basis as the consolidated financial statements.

b) Controlled entities of the Parent Entity

	Ownership interest		Country of
As at 30 June	**2025**	**2024**	**incorporation**
Garda Capital Limited	100%	100%	Australia
Garda Capital RE Limited	100%	100%	Australia
Garda Capital Trust	100%	100%	Australia
Garda Facilities Management Pty Ltd	100%	100%	Australia
Garda Finance Pty Ltd	100%	100%	Australia
Garda Funds Management Limited ATF Garda Capital Trust	100%	100%	Australia
Garda Holdings Limited	100%	100%	Australia
Garda Real Estate Services Pty Ltd	100%	100%	Australia
Garda Services Pty Ltd	100%	100%	Australia

NOTE 23 CONTINGENT ASSETS AND LIABILITIES

a) Contingent assets

The Group did not have any material contingent assets at 30 June 2025 (FY24: nil).

b) Contingent liabilities

The Group did not have any material contingent liabilities at 30 June 2025 (FY24: nil).

NOTE 24 EVENTS SUBSEQUENT TO THE END OF THE PERIOD

On 29 July 2025, Garda announced that Halpin Property Group had entered a call option to acquire Cairns Corporate Tower for $77.5 million, equal to its carrying value at 30 June 2025. Halpin Property Group has until 19 August 2025 to exercise its option with settlement to occur by 19 September 2025.

Otherwise, there are no matters or circumstances that have arisen since the end of the financial year that have significantly affected, or may significantly affect:

- Garda's operations in future financial years;
- the results of those operations in future years; or
- the state of affairs of Garda in future years.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Garda Holdings Limited is required by Australian Accounting Standards to prepare consolidated financial statements in relation to the Company and its controlled entities (**the consolidated entity**).

In accordance with subsection 295(3A) of the *Corporations Act 2001*, this Consolidated Entity Disclosure Statement provides information about each entity that was part of the consolidated entity at the end of the financial year.

Consolidated Entity Disclosure Statement as at 30 June 2025 for Garda Holdings Limited

Name of entity	Type of entity	Place formed or incorporated	Percentage of share capital held	Tax Residency
Garda Holdings Limited	Body corporate	Australia	na	Australian
Garda Capital Limited	Body corporate	Australia	100%	Australian
Garda Capital RE Limited	Body corporate	Australia	100%	Australian
Garda Facilities Management Pty Ltd	Body corporate	Australia	100%	Australian
Garda Finance Pty Ltd	Body corporate	Australia	100%	Australian
Garda Funds Management Limited	Body corporate	Australia	100%	Australian
Garda Real Estate Services Pty Ltd	Body corporate	Australia	100%	Australian
Garda Services Pty Ltd	Body corporate	Australia	100%	Australian

At the end of the financial year, no entity within the consolidated entity was a trustee of a trust within the consolidated entity, a partner in a partnership within the consolidated entity, or a participant in a joint venture within the consolidated entity.

The Fund and its controlled entity are not required to be presented in the table above as the requirement is only in respect of public company financial reports.

DIRECTORS' DECLARATION

In the opinion of the Directors of Garda Property Group:

(a) the attached financial statements and notes are in accordance with the *Corporations Act 2001*, including:

  (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001*; and

  (ii) giving a true and fair view of Garda Property Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date,

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1;

(c) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and

(d) the Consolidated Entity Disclosure Statement required by subsection 295(3A) of the *Corporation Act 2001* for Garda Holdings Limited is true and correct.

The Directors have been given the declarations by the Chief Executive Officer and Chief Operating Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

Matthew Madsen
Executive Chairman

30 July 2025

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Independent Auditor's Report
To the Stapled Security holders of Garda Property Group and to the Share Holders of Garda Holdings Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of:

- Garda Property Group and its controlled entities ("the Group"), which comprises the consolidated statements of financial position as at 30 June 2025, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for the year then ended, and notes to the financial statements including material accounting policy information and the Directors' declaration of Garda Property Group. The Group comprises the consolidated stapled entity Garda Diversified Property Fund ("the Fund") and Garda Holdings Limited ("the Company"), and the entities they controlled at year end or from time to time during the year; and
- Garda Holdings Limited and its controlled entities ("the Company"), which comprises the consolidated statements of financial position as at 30 June 2025, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for the year then ended, and notes to the financial statements including material accounting policy information, the consolidated entity disclosure statement and the Directors' declaration of the Company; and

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

(a) giving a true and fair view of the Group and Company's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group and Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report 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 Responsible entity of the Fund and Company (together referred to as "the Directors"), would be in the same terms if given to the Directors as at the time of this auditor's report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional 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.

Key Audit Matter	How our audit addressed the key audit matter
Valuation of Investment Property Refer to note 11: Investment Properties	
At 30 June 2025 the Group's consolidated statements of financial position includes investment properties, which are recorded at fair value, with a carrying value of $330,739,000. This represents 55% of total assets. As disclosed in Notes 8 and 11 of the financial report, fair values are determined by the directors at the end of each reporting period with reference to external independent property valuations or internal Directors' valuations. The fair value is determined using the following two valuation methodologies: • The capitalisation approach (market approach) • The discounted cash flow approach (income approach) Any change in the fair value of investment properties is recognised in the consolidated statements of profit or loss and other comprehensive income. This was considered a key audit matter due to the number of key judgements required in determining fair value. These key judgements include estimating the capitalisation rates, discount rates, market rents, re-leasing costs, forecast occupancy levels and forecast capital expenditure. The valuations for investment properties also include inputs such as net income, occupancy rate and lease term remaining. Minor changes in these key judgements and inputs can lead to significant changes in the valuation. The financial report discloses changes to valuations for the key judgements of the capitalisation rate, discount rate and terminal yield.	Our procedures included: • Obtaining an understanding of, and evaluating the design and implementation of relevant controls associated with management's valuation assessment, as well as assessing the oversight applied by the directors; • Assessing the competence, capabilities, and the objectivity of the independent valuers; • Evaluating the external and Director property valuations including an assessment of the appropriateness of the valuation methodology adopted; • Evaluating the movements in capitalisation rates, discount rates, market rents, re-leasing costs, forecast occupancy levels and forecast capital expenditure applied based on our knowledge of the property portfolio and published reports of industry commentators; • Testing key inputs to the valuations including, net income, occupancy rate and lease term remaining for consistency with existing lease contracts made to the valuation; and • Assessing the adequacy of the relevant disclosures in the financial report, including key judgements, inputs and sensitivity analysis.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Group and Company's annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for the preparation of:

(a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001;*

(b) the consolidated entity disclosure statement (relating to the Company only) that is true and correct in accordance with the *Corporations Act 2001*; and

(c) for such internal control as the directors determine is necessary to enable the preparation of:

   (i) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

   (ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the ability of the Group and the Company 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 Group or Company 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:

(a) the financial report (other than the consolidated entity disclosure statement) as a whole is free from material misstatement, whether due to fraud or error; and

(b) the consolidated entity disclosure statement is not misstated, whether due to fraud or error; and

(c) to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional 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 Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group or Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group or Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group or Company 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 on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 22 of the Directors' report for the year ended 30 June 2025. In our opinion, the Remuneration Report of Garda Property Group, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of the Responsible entity of the Fund and 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.

PITCHER PARTNERS

WARWICK FACE
Partner

Brisbane, Queensland
30 July 2025

ADDITIONAL INFORMATION

CORPORATE GOVERNANCE STATEMENT

The Board and management of Garda consider it is crucial for the long-term performance and sustainability of the Group, and to protect and enhance the interests of its securityholders and other stakeholders, that it adopts an appropriate corporate governance framework pursuant to which it will conduct its operations with integrity, accountability and in a transparent and open manner.

Garda regularly reviews its governance arrangements as well as developments in market practice, expectations and regulation. The governance arrangements were reviewed during 2025.

The Corporate Governance Statement has been approved by the Boards of the Company and Garda Capital Limited (as responsible entity) and explain how the Garda addresses the requirements of the *Corporations Act 2001*, the ASX Listing Rules and the ASX Corporate Governance Council's '*Corporate Governance Principles and Recommendations – 4th Edition*' (the 'ASX Principles and Recommendations'). It is current as at 30 June 2025.

Garda's ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in this statement, the 2025 Annual Report of the Garda Property Group and other relevance governance documents and materials on the Garda website (together the 'ASX Appendix 4G'), is provided in the corporate governance section of our website at https://gardaproperty.com.au.

The Corporate Governance Statement together with the ASX Appendix 4G and this Annual Report, were lodged with the ASX on the same date.

The Board strives to meet the highest standards of corporate governance but recognises that it is also crucial that the governance framework of Garda reflects the current size, operations and industry in which Garda and its related entities operate.

Garda has complied with most of recommendations of the ASX Principles and Recommendations and has improved in many key areas during the year. The Board believes the areas of non-conformance, which are explained in the Corporate Governance Statement and the ASX Appendix 4G, will not materially impact the ability of the Group to achieve the highest standards of corporate governance nor its ability to meet the expectations of its securityholders and other stakeholders.

SECURITYHOLDER INFORMATION

Securityholder information as at 28 July 2025.

Distribution of equity securities

Range	Securities	%	No. of holders	%
100,001 and over	173,274,652	79.92	182	5.98
10,001 to 100,000	37,062,558	17.10	1,156	37.99
5,001 to 10,000	3,695,377	1.70	494	16.23
1,001 to 5,000	2,636,677	1.22	932	30.63
1 to 1,000	132,633	0.06	279	9.17
Total	**216,801,897**	**100.00**	**3,043**	**100.00**
Unmarketable parcels	9,983	0.00	114	3.77

Top 20 securityholders

The names of the twenty largest holders of stapled securities are listed below:

Name	Number Held	Percentage of issued securities (%)
HGT INVESTMENTS PTY LTD	37,340,745	17.22
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	12,627,568	5.82
NETWEALTH INVESTMENTS LIMITED	11,404,661	5.26
MADSEN NOMINEES PTY LTD	10,960,000	5.06
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	10,670,367	4.92
CITICORP NOMINEES PTY LIMITED	5,206,680	2.40
GLENELG-PARK NOMINEES PTY LTD	5,013,869	2.31
MR PETER ZINN	4,989,674	2.30
MADSEN NOMINEES PTY LTD	4,950,000	2.28
JJG EQUITIES PTY LTD	4,644,831	2.14
EXTRA LARGE PTY LTD	3,052,074	1.41
MR PETER JOHN ZINN	3,000,000	1.38
FRIDAY INVESTMENTS PTY LIMITED	2,763,904	1.27
PINE FACTORY SF PTY LTD	2,100,152	0.97
FIRST SAMUEL LTD ACN 086243567	2,068,419	0.95
MARK ALEXANDER SCAMMELLS	2,035,074	0.94
MR RICHARD EATON-WELLS & MS FRANCES CATHERINE ECONOMIDIS	1,970,000	0.91
PERRINS RAP PTY LTD	1,789,592	0.83
NETWEALTH INVESTMENTS LIMITED	1,545,808	0.71
ASIA UNION INVESTMENTS PTY LIMITED	1,500,000	0.69
TOTAL	**129,633,418**	**59.79**

Substantial holders

The names of the substantial securityholders listed in the holding register are:

Name	Number Held	Percentage of issued securities (%)
HGT INVESTMENTS PTY LTD	37,340,745	17.22
MADSEN NOMINEES PTY LTD	16,910,000	7.80
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	12,627,568	5.82
NETWEALTH INVESTMENTS LIMITED	11,404,661	5.26
TOTAL	**78,282,974**	**36.11**

Voting rights

Each securityholder confers the right to vote at meeting of Securityholders, subject to any voting restrictions imposed on a Securityholder under the *Corporations Act 2001* and the ASX Listing Rules.

On a show of hands, each Securityholder has one vote. On a poll, each Securityholder has one vote for each dollar value of securities held. The Group will follow the ASX recommendation that all significant resolutions will be conducted by poll.

GLOSSARY

AASB	Australian Accounting Standards Board
Adjusted gearing	Adjusted gearing ratio is calculated as adjusted total liabilities divided by adjusted total assets
ARSC	Audit, Risk and Sustainability Committee
CAGR	Compound annual growth rate
Company	Garda Holdings Limited (ACN 636 329 774)
DA	Development Application
ESP	Garda Employee Security Plan
FFO	Funds from operations are the Group's underlying and recurring earnings from its operations. It is determined by adjusting statutory net profit (under AIFRS) for certain non-cash and other one-off items. FFO is not recognised or covered by Australian Accounting Standards and has not been audited or reviewed by the auditor of the Group.
Fund	Garda Diversified Property Fund (ARSN 104 391 273)
Garda	Garda Property Group
GDF	Garda Diversified Property Fund (ARSN 104 391 273)
Gearing	(Total drawn interesting-bearing debt less cash) / (total assets less cash)
GHL	Garda Holdings Limited (ACN 636 329 774)
GFA	Gross floor area
Group	Garda Property Group
GST	Goods and Services Tax
LVR	(Total drawn interest-bearing debt) / (total bank approved secured property)
NRC	Nomination and Remuneration Committee
NLA	Net lettable area
NTA	Net tangible assets
ROE	Return on equity. Calculated as (total distributions plus movement in NTA in financial year) divided by opening NTA.
TSR	Total securityholder return. Calculated as (total distributions plus movement in security price in financial year) divided by opening security price.
WACD	Weighted average cost of debt
WACR	Weighted average capitalisation rate
WALE	Weighted average lease expiry
WANOS	Weighted average number of securities

CORPORATE DIRECTORY

DIRECTORS

Matthew Madsen
Executive Chairman and Managing Director

Mark Hallett
Executive Director

Paul Leitch
Independent Director

Oliver Talbot
Non-executive Director

Andrew Thornton
Non-executive Director

COMPANY SECRETARY

Lachlan Davidson
General Counsel and Company Secretary

REGISTERED OFFICE

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SHARE REGISTRY

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STOCK EXCHANGE LISTING

Garda Property Group is listed as a stapled security on the Australian Securities Exchange Limited (ASX: GDF)