Annual Financial Statements

For The Year Ended 30 June 2025

NRW Holdings Limited (ASX:NWH)

ABN 95 118 300 217

CONTENTS PAGE

Corporate Registry	3
Directors' Report	4
Corporate Governance and Risk Management	24
Remuneration Report	28
Auditor's Independence Declaration	49
Directors' Declaration	50
Consolidated Statement of Profit or Loss and Other Comprehensive Income	51
Consolidated Statement of Financial Position	52
Consolidated Statement of Changes in Equity	53
Consolidated Statement of Cash Flows	54
Notes to the Financial Statements	55
Consolidated Entity Disclosure Statement	98
Shareholder Information	99
Independent Auditor's Report	100
Appendix 4E	105

CORPORATE REGISTRY

DIRECTORS

Michael Arnett

Chairperson and Non-Executive Director

Julian Pemberton

Chief Executive Officer and Managing Director

Jeff Dowling

Non-Executive Director

Fiona Murdoch

Non-Executive Director

David Joyce

Non-Executive Director

Adrienne Parker

Non-Executive Director

COMPANY SECRETARY

Kim Hyman

Company Secretary

REGISTERED OFFICE

181 Great Eastern Highway

Belmont WA 6104

AUDITOR

Deloitte Touche Tohmatsu

Brookfield Place

123 St Georges Terrace

Perth WA 6000

SHARE REGISTRY

MUFG Corporate Markets IR Pty Ltd

Liberty Place

Level 41

161 Castlereagh St

Sydney NSW 2000

ASX CODE

NRW Holdings Limited shares are listed on the Australian Stock Exchange

ASX Code: NWH

COMPANY DETAILS

Website: nrw.com.au

DIRECTORS' REPORT

The Directors present their report together with the financial statements of NRW Holdings Limited (the Company) and of the consolidated group (the Group), comprising the Company and its subsidiaries, for the financial year ended 30 June 2025.

DIRECTORS

The following persons held office as Directors of NRW Holdings Limited during the financial year and up to the date of this report:

Michael Arnett

Chairperson and Non-Executive Director

Mr Arnett was appointed as a Non-Executive Director on 27 July 2007 and appointed Chairperson on 9 March 2016.

Mr Arnett is a highly experienced legal and corporate advisor with over 20 years in the resources sector, including as a former partner, director, and national head of the Natural Resources Business Unit at Norton Rose (formerly Deacons). He brings deep expertise in legal and regulatory compliance, financial governance, corporate transactions, and international commercial law. With a strong track record advising on major projects and risks across mining, energy, and infrastructure, he offers strategic insight backed by extensive global and industry-specific knowledge.

Mr Arnett has held the following directorships of listed companies in the three years immediately before the end of the financial year:

- Non-Executive Chairperson, Genmin Limited (Appointed 10 March 2021, Resigned 31 January 2025)
- Non-Executive Chairperson, McLaren Minerals Limited (Appointed 16 February 2025)

Julian Pemberton

Chief Executive Officer and Managing Director

Mr Pemberton was appointed as a Director on 1 July 2006 and appointed as Chief Executive Officer and Managing Director on 7 July 2010.

Mr Pemberton has over 25 years of experience in both the resources and infrastructure sectors. Since joining NRW in 1996, he has held a range of senior executive roles, including Chief Operating Officer, before being appointed Chief Executive Officer and Managing Director. He is highly skilled in corporate transactions, industry knowledge, people and culture and global business strategy, with a strong track record in operational leadership, project delivery and sustainable business growth.

Jeff Dowling

Non-Executive Director

Mr Dowling was appointed as a Non-Executive Director on 21 August 2013.

Mr Dowling is a seasoned corporate leader with over 35 years of professional services experience at Ernst & Young, including five years as Managing Partner of its Western Region and leadership of the Oceania China Business Group. His expertise spans commercial and regulatory compliance, corporate transactions, and audit and financial oversight, having served as lead partner on major public company audits, capital raisings, and strategic transactions across the mining, oil and gas sectors. He holds a Bachelor of Commerce from the University of Western Australia and is a Fellow of the Institute of Chartered Accountants, the Australian Institute of Company Directors, and the Financial Services Institute of Australasia.

Mr Dowling has held the following directorships of listed companies in the three years immediately before the end of the financial year:

- Non-Executive Director, S2 Resources Limited (Appointed 29 May 2015)
- Non-Executive Director, Fleetwood Corporation Limited (Appointed 1 July 2017)
- Chairperson and Non-Executive Director, Arrow Minerals Limited (Appointed 15 February 2024)
- Non-Executive Director, Battery Minerals Limited (Appointed 25 January 2018, Resigned 4 September 2023)

Fiona Murdoch

Non-Executive Director

Ms Murdoch was appointed as a Non-Executive Director on 24 February 2020.

Ms Murdoch is a senior executive leader with over 30 years of commercial and operational experience across the Australian and international resources and infrastructure sectors, including with MIM Holdings, Xstrata Queensland and the AMCI Group. She brings deep expertise in legal and compliance, corporate transactions, industry knowledge, health, safety and wellbeing, people and culture, and global strategy. Her career includes executive and governance roles across mining, infrastructure, and advisory, including as a former Partner at Neuchâtel Partners and past directorships with Building Queensland, KGL Resources, and Core Resources. Ms Murdoch holds a Master of Business Administration and a Bachelor of Laws (Honours) degree and is a Graduate of the Australian Institute of Company Directors course.

Ms Murdoch has held the following directorships of listed companies in the three years immediately before the end of the financial year:

- Non-Executive Director, Metro Mining Limited (Appointed 11 May 2019, Resigned 31 October 2024)
- Non-Executive Director, Ramelius Resources Limited (Appointed 1 December 2021)

David Joyce

Non-Executive Director

Mr Joyce was appointed as a Non-Executive Director on 19 March 2024.

Mr Joyce is a former mining executive with over 30 years of experience delivering major projects across Australia and internationally. His career includes engineering roles with Kinhill Engineers and WMC Resources, followed by senior leadership positions at Rio Tinto, where he concluded his executive tenure in 2021. He has overseen the development of infrastructure, services, processing facilities, and initial mining operations both underground and open-pit, for greenfield and brownfield projects worldwide. Highly skilled in industry operations and health, safety and wellbeing, Mr Joyce holds deep technical and operational insight into complex project environments. He holds a Bachelor of Engineering (First Class Honours) from the University of Adelaide and is a member of the Australian Institute of Company Directors.

Mr Joyce has held the following directorship in the three years immediately before the end of the financial year:

- Non-Executive Director, Synergy (Appointed 21 February 2024)

Adrienne Parker

Non-Executive Director

Ms Parker was appointed as a Non-Executive Director on 13 May 2024.

Ms Parker is a senior lawyer with over 25 years of experience in the resources, energy, and infrastructure sectors, specialising in major project delivery and complex dispute resolution. Most recently a Partner and Head of the Perth office at a global law firm, she advised on the procurement and execution of infrastructure across mining, oil and gas, and renewables-spanning rail, roads, ports, and airports. Her project work in Australia, Papua New Guinea, and Africa has included risk management, procurement strategy, and the negotiation of mining services, supply, EPC, and EPCM agreements. She has also acted in large-scale disputes across multiple jurisdictions. Ms Parker holds a law degree from the University of Western Australia and brings strong legal and compliance expertise, people and culture insight, and deep industry knowledge gained over the course of her career.

Ms Parker has held the following directorships of listed companies in the three years immediately before the end of the financial year:

- Non-Executive Director, Fleetwood Limited (Appointed 23 August 2017)
- Non-Executive Director, Liontown Resources Limited (Appointed 1 October 2022)
- Non-Executive Director, Resolute Mining Limited (Appointed 20 March 2024)

Kim Hyman

Company Secretary

Mr Hyman was appointed to the position of Company Secretary on 10 July 2007. Mr Hyman has responsibility for company secretarial services and co-ordination of general legal services, as well as the insurance portfolio.

Directors' Meetings

The number of Directors' meetings and number of meetings attended by each of the Directors of the Company during the financial year were:

Director	Directors' Meetings Held	Directors' Meetings Attended
Michael Arnett	13	13
Jeff Dowling	13	13
Fiona Murdoch	13	13
David Joyce	13	13
Adrienne Parker	13	12
Julian Pemberton	13	13

Nomination & Remuneration Committee

The members of the Nomination & Remuneration Committee (N&RC) are Fiona Murdoch (Chairperson), Michael Arnett and Jeff Dowling. During FY25, two meetings were held with all members in attendance. In addition, some nomination and remuneration matters were considered in the course of regular board meetings.

Audit Committee

The members of the Audit Committee are Jeff Dowling (Chairperson), Fiona Murdoch and David Joyce. During FY25, three Audit Committee meetings were held with all members in attendance. In addition, some audit matters were considered in the course of regular board meetings.

Risk Committee

The members of the Risk Committee are Adrienne Parker (Chairperson), Jeff Dowling and David Joyce. During FY25, three Risk Committee meetings were held with all members in attendance. In addition, some risk matters were considered in the course of regular board meetings.

Sustainability Committee

The members of the Sustainability Committee are David Joyce (Chairperson), Michael Arnett, Fiona Murdoch and Adrienne Parker. During FY25, three Sustainability Committee meetings were held with all members in attendance. In addition, some sustainability matters were considered in the course of regular board meetings.

OPERATING AND FINANCIAL REVIEW

Principal Activities

NRW is a leading provider of diversified contract services to the resources and infrastructure sectors. With extensive operations across all of Australia and engineering offices in Canada and the USA, NRW's geographical diversification is complemented by its ability to deliver a wide range of services.

NRW's Civil and Mining segments provide civil construction, including bulk earthworks, road and rail construction and concrete installation, together with contract mining and drill and blast services.

The Minerals, Energy & Technologies (MET) segment offers tailored mine-to-market solutions, specialist maintenance (shutdown services and onsite maintenance), non-process infrastructure, innovative materials handling solutions and complete turnkey design, construction and operation of minerals processing and energy projects.

NRW also offers an Original Equipment Manufacturer (OEM) capability, providing refurbishment and rebuild services for earthmoving equipment and machinery.

NRW has a workforce of around 8,800 people supporting projects for clients across the resources, renewable energy, infrastructure, industrial engineering, maintenance and urban subdivision sectors.

Financial Performance

A summary of the financial performance for the current financial year (FY25) is provided below with comments on significant movements compared to the financial year ended 30 June 2024 (FY24).

The table below summarises the financial performance for FY25 compared to FY24, the information is unaudited but is extracted from the financial statements.

	FY25		FY24	
	Revenue	**Earnings**	**Revenue**	**Earnings**
	$M	$M	$M	$M
Revenue / EBITDA[1]	**3,267.7**	**391.0**	**2,913.0**	**334.8**
Depreciation and amortisation[2]		(183.0)		(139.7)
Underlying EBITA / EBITA[3]		**207.9**		**195.1**
Amortisation of acquisition intangibles[4]		(7.5)		(5.9)
Non-underlying transactions		(142.1)		(28.1)
Statutory EBIT		**58.3**		**161.1**
Net interest		(26.2)		(18.3)
Profit before income tax		**32.1**		**142.8**
Income tax expense		(4.4)		(37.7)
Profit for the year		**27.7**		**105.1**
Underlying NPAT[5]		**127.2**		**123.8**

(1) EBITDA is earnings before interest, tax, depreciation, amortisation of acquisition intangibles and non-underlying transactions.
(2) Includes depreciation and amortisation of software.
(3) Underlying EBITA / EBITA is earnings before interest, tax, amortisation of acquisition intangibles and non-underlying transactions.
(4) Amortisation of intangibles acquired as part of business combinations.
(5) Underlying NPAT is underlying EBITA less interest and tax (at a 30% tax rate).
Refer to the above definitions throughout the report.

Statutory EBIT Impact of Non-Underlying Transactions

	FY25	FY24
	$M	$M
Non-Underlying Transactions		
Impairment of trade receivables and contract assets[1]	(131.5)	-
Strandline bond release payment	(7.3)	-
Business acquisition related costs[2]	(6.1)	(0.5)
Net gain on investments	2.7	0.7
Wärtsilä settlement	-	(28.3)
Negative Statutory EBIT Impact	**(142.1)**	**(28.1)**
Add back associated tax benefit (30%)	42.6	8.4
Negative NPAT Impact	**(99.5)**	**(19.7)**

(1) Impairment of OneSteel $110.5 million, Strandline Resources $6.0 million and other specific allowances recognised during the period which are not representative of the Group's historic experience with respect to recoverability to trade and other receivables.
(2) Predominantly stamp duty related to HSE acquisition of HSE together with other advisory costs.

Financial Performance Continued

NRW reported total revenue of $3,267.7 million, a 12.2% increase on $2,913.0 million reported in FY24. All three operational segments reported annual growth in revenue. The Civil and MET segments experienced double digit revenue growth driven by a strong pipeline of resources projects that were successfully awarded in FY25 coupled with the continued delivery of existing contracts across iron ore, coal and gold commodities.

The growth in activity across the Group resulted in an underlying EBITA of $207.9 million, 6.6% higher than FY24 ($195.1 million), with the Civil and MET segments delivering improved EBITA margins for FY25. Both segments have increased their relative contribution to the overall Group's business, however the traditionally lower margin achieved in the Civil and MET segments versus the Mining margin has resulted in a dilution of the Group's overall underlying EBITA percentage margin. In addition, the level of profitability in the Mining segment has reduced relative to FY24 predominately due to the significantly higher than average rainfall levels in Queensland, but also the early termination of the Mt Cattlin lithium contract.

Depreciation and amortisation of $183.0 million for FY25 represents a 31.1% increase from the prior year. The increase is primarily driven by 11 months of depreciation on the fleet acquired in the HSE acquisition, together with the associated increase in maintenance capital expenditure.

Similarly, the increase in finance costs across FY25 are driven by the $75 million asset financing utilised to complete the HSE acquisition, borrowing costs associated with the establishment of the corporate revolving credit facility and the use of debt to meet short-term working capital requirements.

Underlying Net Profit after Tax (Underlying NPAT) increased to $127.2 million, compared to $123.8 million in FY24.

SA Operations (Mining Services Agreement between Golding and OneSteel)

Throughout FY25, NRW's wholly-owned subsidiary Golding Contractors Pty Ltd (Golding) experienced a number of events related to the administration of OneSteel Manufacturing Pty Ltd (OneSteel) on the 19 February 2025, which led to the appointment of KordaMentha (Administrator) by the South Australian Government and Whyalla Ports (Whyalla) on 6 June 2025.

Refer to note 3.1 for more information with respect to the recoverability of amounts due from OneSteel.

Operating Segments

NRW is comprised of three reportable segments, Civil, Mining and MET. Business activities are conducted primarily in Australia, with engineering offices in Canada and the USA. The results for each of the segments are provided below and in note 2 to these accounts. The Civil and MET segment results have been presented at underlying EBITA level given the current low level of capital intensity in these segments. The Mining segment has been presented at both underlying EBITA and EBITDA levels, recognising that this segment has significantly higher capital intensity.

Commentary on the performance of each segment follows:

Civil

The Civil Segment specialises in the delivery of private and public civil infrastructure projects, mine development, bulk earthworks and commercial and residential subdivisions. Civil construction projects include roads, bridges, tailings storage facilities, rail formations, ports, renewable energy projects, water infrastructure and concrete installations.

Results summary ($M)

	FY25		FY24	
Revenue	**823.7**		**655.5**	
Underlying EBITA	**44.2**	**5.4%**	**29.8**	**4.5%**

Civil revenue increased by 25.7% from FY24 due to a higher activity across the resources sector in the key Pilbara and Bowen Basin regions. The relative contribution of public infrastructure projects has decreased year-on-year, which has reduced the contribution from these historically lower margin contracts which were impacted by COVID-19 and the subsequent hyper inflationary period. These two factors have been key drivers in achieving a $14.4 million increase in EBITA compared to FY24, at a higher margin of 5.4% (FY24: 4.5%).

During the year Civil successfully completed various public infrastructure projects including the Wilman Wadandi Highway (Bunbury Outer Ring Road) in December 2024, which incorporated the design and construction of more than 40km of new roads, interchanges and river crossings. Both the Hester Warwick Alliance (HWA) and Intelligent Freeways Alliance (IFA) projects on the Mitchell Freeway southbound in Western Australia are fully operational and nearing completion with only a short section of additional principal shared paths still under construction. Other highlights include the successful completion of a number of Rio Tinto projects, including the Paraburdoo reclaimer system and haul road development at West Angelas.

Civil commenced several new contracts in the resources sector across the Pilbara region and Bowen Basin for key tier one clients. Key contract awards during the period included:

- Brockman Syncline 1 mine development with Rio Tinto in the Pilbara Region of Western Australia valued at circa $167 million.
- Rio Tinto West Angelas A West project in the East Pilbara to support the development of the A West 1, A West 2 and A West 3 deposits to support sustaining mining from 2026.
- Development Contract for BHP at Jimblebar mine in the East Pilbara. The contract is valued at circa $109 million.
- Civil works for BMA at Peak Downs Mine in Moranbah, Queensland. The contract is valued at circa $60 million and due to be completed by September 2025.

Operating Segments Continued

Mining

The Mining segment specialises in mine management, contract mining, load and haul, drill and blast, coal handling preparation plants, maintenance services and the fabrication of water and service vehicles.

Results summary ($M)

	FY25		FY24	
Revenue	**1,541.2**		**1,524.9**	
EBITDA	275.0	17.8%	259.3	17.0%
Depreciation	(154.0)		(115.8)	
Underlying EBITA	**121.0**	**7.9%**	**143.6**	**9.4%**

Mining revenue grew slightly to $1,541.2 million, with the increase attributable to the addition of the SWC contract into Golding's operations, offset by the early termination of the Mt Cattlin lithium contract and reduction of two mining fleets at the Curragh project. Additionally, the Evolution Mining Mungari project at Castle Hill was awarded in October 2024 and mobilised in the second half of the year. The scope includes load and haul, drill and blast and construction of site supporting facilities. Karara and Mt Webber iron ore contracts in Western Australia performed in line with expected volumes, and the Jellinbah project benefited from the full-year deployment of a second fleet.

The margin percentage in FY25 was 7.9%, down from 9.4% in FY24, due to significant disruptions and loss of productivity caused by the significantly higher-than-average rainfall in Queensland. These conditions impacted site operations, leading to lower production levels and subsequently a significant impact to expected EBITA. The Mining segment's financial performance was also impacted by events at OneSteel. The temporary suspension of works, and transition of operations to KordaMentha following the appointment of administrators at Whyalla, added to the challenges. Against these headwinds, the Mining segment continues to deliver quality outcomes for its portfolio of clients.

FY25 saw the integration of the SWC project into NRW's wholly-owned subsidiary Golding's business. Post acquisition on 1 August 2024, Golding have successfully converted all operating systems and processes and transitioned the workforce to direct Golding employment. The project consists of seven operating fleets and continues the historical relationship with Stanmore Resources. Following the acquisition, Golding received a four-month extension to the original mining services contract to the end of the 2025 calendar year, followed by an eight-fleet mining services agreement for five years commencing January 2026. This has extended Golding's tenure at SWC to December 2030 and is a significant contributor to the increase in revenue for the financial year and expected growth in FY26 and beyond.

Operating Segments Continued

Minerals, Energy & Technologies

The MET segment includes Primero Group (Primero), RCR Mining Technologies (RCR), DIAB Engineering (DIAB) and Overflow Industrial (OFI). Primero is a multidisciplinary engineering business that specialises in the design, construction, operation and maintenance of global resource projects across the mineral processing, energy and Non-Process Infrastructure (NPI) market segments. RCR is a leading OEM that offers innovative materials handling design capability. DIAB is an engineering and fabrication services provider to the metals and mining industry and provides specialist maintenance (shutdown services and onsite maintenance), industrial engineering and construction services. OFI specialises in industrial electrical engineering, automation, switchboard design and manufacture, instrumentation and electrical design and construction across a number of sectors including mining and resources, government and defence, fuels and explosives, infrastructure, utilities and industrial processing.

Results summary ($M)

	FY25		FY24	
Revenue	**932.0**		**791.8**	
Underlying EBITA	**68.3**	**7.3%**	**45.5**	**5.8%**

MET revenue increased substantially to $932.0 million, up 17.7% from $791.8 million in FY24, reflecting growth in revenue and earnings contributions from all four businesses. Profitability also improved from 5.8% to 7.3%. DIAB and OFI delivered strong profit results, while RCR's enhanced profit margins were achieved through cost base restructuring and a strategic focus on key growth markets. Primero achieved record revenues in FY25, underpinned by substantial progress on the KCGM Fimiston Growth Project, further reinforcing the Group's overall growth trajectory.

Primero

The Primero business performed strongly in FY25, with revenue and profitability exceeding expectations. This success was driven by the improved operational performance of key projects delivered during the period.

Highlights included:

- Successful completion and close out of Pilbara Minerals P680 project and Rio Tinto's Western Range NPI project.
- Continued delivery of the significant KCGM Fimiston Growth Project for Northern Star Resources, awarded in July 2023, where engineering, procurement and fabrication scopes are largely completed. The project is now focused on the delivery of onsite construction activities.
- Successful project awards with Rio Tinto for its Coastal Water Supply Sustaining project for circa $100 million and Hope Downs 2 Satellite & Bedded Hilltop NPI Facilities for an approximate value of $157 million.

RCR

RCR delivered a strong turnaround performance achieving profit above budget for the year. This was driven by a strategic focus on optimising overheads, extracting operational efficiencies and advancing innovative product development. These initiatives collectively strengthened the business' financial position and operational resilience and expanding the domestic and international markets in which it operates.

DIAB

DIAB produced a very strong performance, with profit significantly exceeding budget for the year. This result was driven by disciplined operational controls and a continued focus on margin optimisation. During the year, DIAB expanded its national footprint, successfully securing and delivering projects in New South Wales and Queensland. Key contributors to its performance included the successful completion and commissioning of the P1000 Brownfields SMP package for Pilbara Minerals and the substantial completion of SMP packages at Mt. Weld for Lynas.

OFI

OFI continued its growth trajectory during the period, delivering record revenue and margin expansion. The business effectively leveraged synergies across MET and the broader NRW Group to secure several high-value projects aligned with a global shift toward electrification and decarbonisation. Notable highlights included securing electrical instrumentation and overhead powerline transmission works for BHP's Jimblebar East project in collaboration with NRW Civil & Mining, supporting Primero on the KCGM Fimiston Growth Project and partnering with RCR to deliver in-pit substations and switches for FMG, both being critical infrastructure supporting low emission mining operations.

Balance Sheet, Operating Cash Flow and Capital Expenditure

A summary of the balance sheet as at the end of the current financial year and the previous financial year is provided below.

	FY25	FY24
	$M	$M
Cash	265.7	246.6
Financial debt	(364.2)	(279.8)
Lease debt	(46.9)	(45.7)
Net Debt	**(145.4)**	**(78.8)**
Property, plant and equipment	604.6	554.2
Right-of-use assets	40.7	39.3
Working capital	(44.3)	25.2
Investments	7.0	4.4
Current net tax liabilities	(32.7)	(0.7)
Deferred net tax liabilities	(31.2)	(98.6)
Net Tangible Assets	**398.8**	**445.0**
Intangibles and goodwill	211.3	207.6
Net Assets	**610.0**	**652.6**
Gearing	23.8%	12.1%
Gearing excl. lease debt	16.1%	5.1%

Cash balances increased in the year to $265.7 million, reflecting a 7.7% increase on the prior year.

Financial debt has increased to $364.2 million during the year. New asset financing in the year totalled $125.3 million, of which $75.0 million was used as part of the funding for the HSE acquisition, the remainder relates to extended contracts in the Mining segment. Asset finance repayments totalled $90.5 million. $60 million of the corporate revolving credit facility was drawn in FY25 to support the transaction costs and working capital associated with the HSE acquisition and bolster short-term liquidity as a direct result of unpaid amounts from OneSteel (refer to note 3.1).

All banking covenants were in compliance at all times during the year.

Working capital decreased by $69.5 million compared to June 2024, predominantly due to the impairment of receivables from OneSteel, Strandline and other specific allowances, offset with the new working capital required for the HSE contract and unwinding of contract cash advances.

Shareholders received a final fully franked dividend for FY24 of 9.0 cents paid in October 2024 and an interim fully franked dividend for the current financial year of 7.0 cents paid in April 2025. Overall dividend payments in the year totalled $73.0 million.

The combined impact of the above contributed to an increase in net debt to $145.4 million compared to $78.8 million at 30 June 2024, with gearing increasing to 23.8%, remaining below internal targets.

Current tax liabilities increased to $32.7 million, representing the balance of FY25 Australian income tax payable due in FY26, net of a small refundable balance in the USA. The tax liability for FY25 is high relative to accounting profit, mainly due to a tax deduction not being available until a future year for the impairment and unrecovered OneSteel receivables.

Deferred net tax liabilities decreased by $67.4 million mainly due to the future tax benefit arising from impaired receivables unrecovered from OneSteel, as well as the partial reversal of prior year timing benefits due to Temporary Full Expensing claims, and the impact of assumed liabilities from the HSE acquisition.

Outlook

Civil

The strength of the Civil segment is expected to continue into FY26 and beyond as it is well positioned to secure near-term opportunities and is currently working on a record level of active tenders. The Civil business is positioned to benefit from various sustaining and growth investments announced by tier one miners. Additionally, Western Australia is experiencing a surge in infrastructure development, with major opportunities emerging across key sectors involving Westport, Perth Airport and the Department of Defence. The Queensland business is leveraged to the ongoing demand in the southeast Queensland housing market, population growth and infrastructure spend ahead of the 2032 Olympics in Brisbane.

Work in hand currently totals $0.6 billion and there are active tenders totalling circa $2.0 billion supporting the Company's view of the very strong momentum in core major project opportunities and buoyant long-term outlook.

Mining

The Mining segment continues to be well placed to deliver a sustained period of success with visibility of future revenue across various long-term customer relationships and multi-period contracts. Mining continues a process of partnering with existing clients to secure contract extensions and pursue further opportunities to secure new work in commodities including gold and copper to expand the diversity of the portfolio.

Positively, we are seeing a number of projects that are currently being tendered following the successful mobilisation and commencement of operations at the Evolution Mining's Mungari gold mine. The pipeline of coal tenders is also looking strong with a number of opportunities currently being worked on.

Work in hand of $4.2 billion covers over 90% of expected FY26 segment revenue. Current active tenders totalling circa $2.9 billion, as the business continues to pursue quality long-term future contracts and extensions while maintaining a very disciplined approach to capital allocation.

Minerals, Energy & Technologies

MET's growth is driven by its ability to deliver a comprehensive service offering across diverse commodities and market sectors. In addition to organic expansion, strategic diversification both in capabilities and geographic reach remains a key priority, unlocking further opportunities for the Group. Leveraging Golding's market leading presence in Queensland, this particular region stands out as a significant growth area for both Primero and DIAB.

The ongoing delivery of Northern Star's KCGM Fimiston Growth Project by Primero continues to demonstrate its world-class engineering and construction expertise, potentially providing opportunities with other gold and broader mining sector clients.

Tender activity remains high, providing long-term visibility of significant engineering, mechanical and NPI projects coming across iron ore, rare earths and gold.

Primero's process engineers continue the development of lower-cost and more environmentally sustainable solutions for refining hard rock lithium concentrates, following the successful completion of pilot trials. Primero has undertaken the process of securing intellectual property protection across multiple international jurisdictions, alongside discussions with potential development partners. This proprietary technology potentially positions Primero with a distinct competitive advantage in establishing and enhancing of lithium hard rock refineries globally, representing a significant potential revenue and profit stream beyond its traditional contracting model.

RCR remains committed to delivering an existing portfolio of projects and product support services, while actively pursuing growth opportunities in international markets created through the successful launch of the Sealed Pan Feeder product at MINExpo International in the USA in September 2024.

The innovation initiatives that are occurring across MET are expected to enhance competitiveness in the future and potentially deliver major new sources of revenue and profitability outside of direct contracting.

Work in hand currently totals $1.3 billion including repeat business, and there is a high level of tender activity with current active tenders totalling circa $0.7 billion.

Group

The total Group pipeline is $17.3 billion. Of this amount, $5.6 billion is active tenders. With a strong order book of $6.1 billion, including repeat business, the outlook remains optimistic.

Significant Events After Period End

Other than the information disclosed elsewhere in the Directors' Report, in the opinion of the Directors, there were no significant events after the reporting period.

Dividend

The Directors have declared a final fully franked dividend for the financial year of 9.5 cents per share, following an interim fully franked dividend of 7.0 cents per share paid in April 2025. This brings the total fully franked dividend for the year to 16.5 cents per share. The final dividend will be paid in October 2025.

Directors' Interests

The relevant interests of each Director in the ordinary share capital are set out in section 9.2 of the Remuneration Report. There were no transactions between entities within the Group and Director-related entities as disclosed in note 7.3 of the financial statements.

Performance Rights Over Unissued Shares or Interests

As at 30 June 2025, there are 7,408,007 Performance Rights outstanding (2024: 8,329,727).

Details of Performance Rights granted to Executives as part of their remuneration are set out in the Remuneration Report on pages 28 to 48.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Health and Safety

NRW acknowledges the tragic loss of Barry Breslin on the 3 October 2024, who was a subcontractor on the HWA Freeway project. Our heartfelt condolences continue to go out to Barry's family, friends and those colleagues who were on site when the incident occurred. This tragic event reinforces the importance of NRW's fatality elimination program. We are committed to continuously improving, with further levels of verification and new learning initiatives scheduled for implementation in the next financial year.

In addition, the Company continues to develop review the Group HSE Strategy and have recently strengthened NRW's internal capabilities to further enhance the Group's health and safety systems and processes. Advancing NRW's safety culture and leadership will remain a key focus, with new initiatives being prioritised in the year to come.

NRW also strengthened the Group's commitment to psychosocial safety, by integrating NRW's approach into Group policy and the reporting framework continuing across the Group. Education remains a focus at all levels, and businesses are advancing relevant risk reduction strategies.

NRW's Total Recordable Injury Frequency Rate increased to 5.92 as of 30 June 2025 (FY24: 4.68[1]).

(1) Restated previously report FY24 TRIFR due to changes in injury classifications after the reporting period.

People and Culture

NRW's people remain at the core of its success. Their dedication, resilience and contributions have been instrumental in driving the Groups continued growth and performance over the past year. The Company is grateful for the commitment and efforts of NRW's people, whose collective achievements continue to shape NRW's progress and future.

Despite a competitive labour market, NRW maintained a strong position, attracting and retaining a highly skilled and diverse workforce. At year-end, NRW's workforce was approximately 8,800 employees across the Group (FY24: 7,400), reflecting the people the Company welcomed to the Group via the HSE acquisition, and sustained growth.

As the Company celebrated NRW's 30th anniversary, the Company reflected on the journey that brought us here and reaffirmed NRW's commitment to fostering a safe, inclusive and supportive workplace where NRW's people can thrive. Throughout FY25, NRW continued to invest in initiatives that enhance workplace safety, inclusivity, culture and capability - advancing leadership development, expanding diversity and inclusion programs, and strengthening psychological risk management. These efforts were supported by broader initiatives across education, support, engagement, and reward - each contributing to a more empowered and resilient workforce.

NRW's commitment to respectful workplaces was reinforced through unconscious bias and respectful behaviour training, acknowledging and celebrating key events including International Women's Day, NAIDOC Week, and R U OK? Day, fostering awareness and engagement across the Group.

NRW continues to prioritise the development of its people. The Company is proud to support a continued pipeline of talent, with 156 apprentices, 41 graduates, 35 trainees, 8 undergraduates, and 2 interns.

People and Culture Continued

NRW expanded leadership pathways and introduced initiatives such as the new e-learning systems, female supervisor development programs and indigenous development programs, supporting career progression and capability building. These initiatives support the Company's teams to be equipped with the skills and knowledge to meet current and future challenges.

These efforts contributed to measurable progress, with female representation increasing to 18.7% (FY24: 17.2%) and indigenous representation rising to 4.2% (FY24: 3.4%). The Company also maintained NRW's Board gender diversity target of 33.33%, with a commitment to reach 40% by 2030.

Employee wellbeing remains a key focus. NRW expanded mental health support and education initiatives, enhanced employee benefits, and continued to offer confidential counselling through the Group's Employee Assistance Program. Psychosocial risk assessments and engagement surveys informed targeted action plans to strengthen controls, communication, leadership and development.

As the Company looks ahead, NRW remains committed to building a culture that values diversity, promotes safety and wellbeing, and empowers NRW's people to thrive. By continuing to invest in NRW's workforce and workplace culture, NRW strengthens the Group's capability and resilience, ensuring the Company is well-positioned to meet future challenges and deliver sustained performance.

Taskforce for Climate-Related Financial Disclosure

Governance

The Board's Oversight of Climate-Related Risks and Opportunities

The Board is responsible for the oversight of the strategic direction across NRW. The Board has delegated responsibility for Environmental, Social and Governance-related matters, including climate-related topics, to the Sustainability Committee. Together, the Board and Sustainability Committee oversee the governance of climate-related risks and opportunities.

In accordance with the Sustainability Committee Charter, the Committee is responsible for making recommendations to the Board regarding the Company's climate change strategy and provides oversight of the Company's pathway and progress to a practical and appropriate level of carbon reduction for the business through agreed metrics and targets.

In accordance with the Sustainability Committee Charter, the Committee is required to meet a minimum of two times per year, and report to the Board after every meeting. The Sustainability Committee met three times in 2025, and minutes from each meeting were distributed to Board members. The Chief Health, Safety, Environment and Sustainability Officer (Chief HSES Officer) is the executive sponsor of the Sustainability Committee and is responsible for coordinating and updating the Board and Sustainability Committee on climate-related matters and progress activities relating to climate. The Chief HSES Officer attends all Sustainability Committee meetings.

The NRW Board and Sustainability Committee oversees the progress of the Sustainability Strategy, while the executive team ensures its development and implementation.

Management's Role in Assessing and Managing Climate-Related Risks and Opportunities

Supporting the Chief HSES Officer are the Sustainability Working Group (SWG) and the Carbon Reduction Working Group (CRWG), formed to optimise alignment across the Group and monitor progress on the implementation of the ESG objectives forming the Group Sustainability Strategy. The CRWG focuses on climate-related risks and opportunities and reduction projects to reduce NRW's carbon footprint. The SWG supports the integration of the climate-related strategy objectives into each NRW business unit and is key to progressing internal Greenhouse Gas (GHG) reductions across operations, ensuring these are aligned with Company commitments. Climate-related risks and opportunities and agreed actions are discussed in these forums and escalated, when required, to the Sustainability Committee via the Chief HSES Officer. The CRWG is comprised of relevant experts from across each business, with accountability for informing their management group about the Group strategy, climate-related risks and opportunities.

The executive team is accountable for the strategic and operational leadership and management of the Company, which includes consideration of climate-related risks and opportunities.

In addition to communication from working group members, the executive team remains informed of climate-related matters through reporting and updates provided by the Chief HSES Officer, supplemented by knowledge-sharing initiatives such as industry training, webinars, and professional subscriptions. During FY25, an executive workshop was conducted in collaboration with RSM Australia to brief Directors and executive management on the mandatory climate-related reporting requirements commencing next financial year. The Chief HSES Officer is due to complete his Masters in Sustainable Leadership in 2026 which will further strengthen and enhance the Company's ability to align operational initiatives with evolving global standards.

Taskforce for Climate-Related Financial Disclosure Continued

Strategy

Identified Climate-Related Risks and Opportunities Over the Short, Medium and Long-term

In conducting its climate risk assessment, NRW evaluated climate-related risks and opportunities over three distinct time horizons: short-term (up to 2030), medium term (2031 - 2040), and long-term (2041 and beyond). The time horizons used in this assessment extend beyond the typical useful life of the Company's Property, Plant and Equipment (PP&E) assets, to ensure that climate-related risks and opportunities with potential long-term impacts are fully considered, even after PP&E assets are replaced. (See note 3.3 of the Annual Financial Statements).

Physical Risk

NRW has identified the following physical climate-related risks as having the potential to impact the Group.

Risk	Timeframe	Potential Financial Impacts	Mitigation Strategies
Acute			
• Increase in frequency and severity of extreme weather events.	**Short to Long-Term**	• Increased operating costs due to additional project downtime / delays or the potential for liquidated damages. • Decreased revenue due to lower productivity resulting from supply chain or freight disruptions. • Damage to assets increasing costs of repairs. • Increased costs for insurance premiums for operations in certain geographical areas.	• Project / location-specific risk assessments to consider the short and medium-term risk of inclement weather and bushfire. • Continue to operate across geographically diverse locations. • Record keeping and reporting to enable forecasting and planning to minimise the impact of extreme weather events. • Implementation of contractual mitigating factors such as allowance for additional wet weather days and where appropriate requiring the clients to bear the risk.
Chronic			
• Changes in precipitation patterns and extreme variability in weather patterns. • Rising mean temperatures.	**Medium to Long-Term**	• Decreased revenue due to lower productivity resulting from supply chain or freight disruptions. • Increased costs due to the negative employee health impacts from working in areas with volatile weather patterns or hostile work environments. • Increased costs for insurance premiums for operations in certain geographical areas. • Decreased revenue from unfeasible projects in geographical areas of high risk.	• Project / location-specific risk assessments to consider the short and medium-term risk of inclement weather, heat and bushfire. • Continue to operate across geographically diverse locations.

Taskforce for Climate-Related Financial Disclosure Continued

Transitional Risk

NRW has identified the following transitional climate-related risks as having the potential to impact the Group.

Risk	Timeframe	Potential Financial Impacts	Mitigation Strategies
Policy and Legal			
• GHG emissions pricing. • Enhanced climate-reporting obligations. • Mandates on or regulation of assets and services that are emissions intensive. • Exposure to litigation. • Increase of projects under the operational boundaries.	**Short to Long-Term**	• Increased operating costs due to pricing of GHG emissions within the mining and mining services market. • Increased operating costs due to increased compliance burden on mining services companies. • Increased costs for insurance premiums for operating in certain industries (e.g., mining, mining services), geographical areas (e.g., Pilbara or North Queensland) or operating certain assets.	• Build internal capability to monitor, respond to and communicate policy and regulatory changes. • Adopt and comply with best practice climate disclosure regimes to prepare for mandatory legislative requirements. • Develop and implement a carbon reduction roadmap to reduce the impact of future policy and pricing. • Maintain appropriate insurance coverage.
Technology			
• Substitution of existing products and services with lower emissions options. • Costs to transition to lower emissions technologies. • Uncertainty / reliability and availability of new technologies. • Human resource availability and skills required for the adoption of new technologies.	**Short to Long-Term**	• Increased operating costs due to write-offs and impairment of existing emissions-intensive assets such as large mining fleet. • Reduced revenue from decreased demand for emissions intensive products and services. • Increased capital costs to transition to lower-emissions technologies such as the capital costs associated with purchasing lower-emissions fleet. • Increased operating costs to adopt and deploy new technologies within the business.	• Develop strategic partnerships with suppliers, industry experts and OEM's to stay abreast of technological advances to incorporate into future business planning. • Build internal capability to adopt and deploy new technologies. • Ensure fleet strategy includes assessment of the lifespan of emissions-intensive equipment against external carbon reduction expectations.
Market			
• Changing and uncertain market signals, client and consumer behaviour. • Increased input costs of emissions-intensive products, services and materials.	**Short to Medium-Term**	• Reduced revenue from decreased demand for emissions-intensive products and services such as thermal coal mining. • Increased operating costs due to increased input prices from carbon taxes and compliance obligations.	• Diversify service offerings to clients to include low-carbon emissions products / services. • Continue to operate across a broad range of future-focused minerals and technologies.
Reputation			
• Shifts in client or consumer preferences. • Reputational damage if climate action is viewed as inadequate. • Increased societal and stakeholder pressure to increase disclosure and targets. • Stigmatisations of certain commodities or sectors.	**Short to Medium-Term**	• Reduced revenue from decreased demand for emissions-intensive products and services such as thermal coal mining. • Increased operating costs for workforce attraction and retention resulting from the negative impacts of emission-intensive activities, sectors, and commodities NRW works in. • Decreased revenue and ability to win new work if NRW is not proactive with response to climate and carbon reduction. • Reduced access to capital due to exposure to certain emissions-intensive industries and commodities. • Increased costs to build capability and capacity to stay abreast of stakeholder expectations and associated reporting.	• Continue to operate across a broad range of future-focused minerals and technologies. • Develop and communicate a carbon reduction strategy to ensure stakeholders understand pathway to reducing carbon footprint. • Maintain an honest and transparent approach through enhanced reporting and disclosure, and upskilling internal employees to perform in a way that meets stakeholder expectations. • Continue to engage with clients, capital providers and investors to understand expectations.

Taskforce for Climate-Related Financial Disclosure Continued

Climate-Related Opportunities Register

NRW has identified the following climate-related opportunities as having the ability to impact the Group.

Opportunity	Timeframe	Potential Financial Impacts	Strategies
Resource Efficiency			
• Adopt more efficient transport and logistics methods. • Optimise production, distribution and resource use. • Incorporate recycled materials and reduce water consumption. • Enhance energy efficiency across facilities and operations.	**Short to Long-Term**	• Lower operating costs are achieved through reduced fossil fuel, water, electricity and raw material usage. • Increase value of assets due to higher energy efficiency ratings. • Enhanced reputation leading to stronger client demand and improved employee recruitment and retention. • Reduced HR and productions costs as a direct result of a better reputation and more efficient operations.	• Reduce fuel and emissions by investing in electric hybrid vehicles, minimising unnecessary travel, and improving freight efficiency. • Initiating audits in high-use areas and investing in energy efficient technologies such as LED lighting, solar energy and advanced machinery. Prioritise initiatives that will enhance productivity and reduce long-term operational costs. • Water conservation through the implementation of reuse and recycling initiatives, such as using recycled water for dust suppression, along with proactive maintenance plans to detect and fix leaks early. • Embed sustainability into procurement and operations by using recycled materials, selecting responsible suppliers, and engaging clients early on sustainable solutions. Progress is shared through social media and reporting to build stakeholder confidence.
Energy Source			
• Use of lower emission sources of energy in fixed and mobile equipment and offices and workshops. • Use of new technologies.	**Short to Long-Term**	• Reducing exposure to future fossil fuel price volatility and potential increases in carbon costs enhances long-term financial stability and reduces climate-related risk. • Investing in new technologies leads to long-term cost savings once returns on investment are realised, helping to lower overall operating expenses while improving efficiency. • Strengthening reputation with clients and the broader community drives increased demand for services. A stronger brand and clear sustainability commitment, support and better employee recruitment and retention outcomes.	• Transition vehicles and equipment to electric or hybrid alternatives, adopt energy-efficient machinery, and use innovative technologies to optimise payloads, reduce idling, and improve haul efficiency. • Increase the use of solar energy across facilities, prioritise mains electricity over generators, and implement real-time energy monitoring systems to track and reduce consumption. • Collaborate with suppliers to reduce their emissions and work with facility owners and landlords to integrate renewable energy solutions, such as on-site solar panels. • Develop communication strategies to share carbon reduction initiatives with stakeholders and promote improved working conditions to attract and retain talent.
Product and Services			
• Development of low emission goods and services. • Development of new products or services through R&D and innovation. • Ability to diversify business activities. • Shift in client preferences.	**Short to Long-term**	• Enhanced reputation with clients resulting in increased demand for products and services • Ability to reduce client Scope 3 emissions resulting in increased demand for products and services • Access to newly proven low emission energy sources and technologies. • Increase revenue and decreased risk as a result of diversification of the business. • Better competitive position to reflect shifting client preferences, resulting in increased revenues.	• Maintain open reporting on sustainability performance through the annual report and influence suppliers to adopt sustainable practices and meet evolving procurement standards. • Complete Scope 3 emissions mapping to focus on material categories and guide supply chain carbon reduction efforts. • Use scenario analysis, R&D, and cost-benefit assessments to evaluate and pilot low emission technologies that improve energy efficiency and performance • Review the business model and expand into lower-emission services, including renewable energy projects, to reduce dependency on carbon-intensive sectors.

Taskforce for Climate-Related Financial Disclosure Continued

Opportunity	Timeframe	Potential Financial Impacts	Strategies
Markets			
• Access to new markets. • Use of public-sector incentives.	**Short to Long-Term**	• Increase revenues through diversified business activities associated with renewables, lithium, hydrogen and rare earths. • Access to government grants or rebates for investment and uptake in green technologies.	• Ensure regulatory compliance by understanding and adhering to varying environmental legislation and standards across new markets and jurisdictions. • Develop scalable, flexible technology solutions that can efficiently adapt to suit the demands and regulatory environments of different regions. • Establish strong risk management frameworks to navigate evolving environmental, geopolitical and market related risks when entering or operating in new locations. • Actively identify and secure financial support through available government grants, rebates, tax incentives and subsidies at local, state and federal levels to support green technology adoption and innovation.
Resilience			
• Resource, products and services substitutes and diversification. • Participation in renewable energy programs and adoption of energy efficiency measures.	**Medium to Long-Term**	• Increased reliability of supply chain and ability to operate under various conditions. • Increased revenue through new products and services related to ensuring resilience. • Decrease in energy costs through the implementation of renewable energy sources.	• Conduct regular supply chain risk assessments and integrate mitigation planning into procurement processes, including request for quotation (RFQ) and tender evaluations • Assess supplier capabilities and value chain performance to ensure alignment with operational, environmental and productivity goals. • Invest in advanced equipment and technology to enhance safety, reduce emissions, and increase operational efficiency. • Expand the use of renewable energy by adopting solar solutions and working with facility owners to integrate on-site systems. • Perform energy audits to identify and prioritise efficiency improvements based on cost savings and implementation feasibility.

Taskforce for Climate-Related Financial Disclosure Continued

Impact of Climate-Related Risks and Opportunities on the Group's Segments, Strategy and Financial Planning

Climate change presents significant challenges and opportunities that influence the Company's business, strategy and financial planning as the Group transitions towards a low-carbon economy.

Climate-related risks and opportunities impact the Group through:

- **Carbon Reduction and Operational Efficiency:** NRW is committed to reducing its carbon footprint, particularly in Scope 1 and Scope 2 GHG emissions, to mitigate the environmental impact of its operations. NRW is implementing renewable energy systems across a number of its manufacturing facilities. Where appropriate, NRW is transitioning light vehicle fleet to hybrid or electric vehicles to lower fuel consumption, and investing in modernised, hybrid road transport options to minimise diesel usage in transportation activities.
- **Products / Services:** NRW leverages opportunities presented by the evolving global climate agenda through the provision of new product and service offerings, such as the AES business which manufactures battery electric vehicle bodies for clients.
- **Supply Chain:** NRW's procurement team actively works with suppliers demonstrating decarbonisation efforts.
- **Partnerships and Innovation:** NRW fosters partnerships with suppliers, industry experts and OEMs to leverage technological advancements as well as increase industry cross-collaboration, learning and improved outcomes.
- **Investment in Technology:** By integrating modern technologies into operations, NRW enhances efficiency, reduces costs and meets evolving environmental standards.

Climate-related risks and opportunities impact NRW's strategy through:

- **Business Combinations:** NRW is focused on growth, which is often delivered through acquisitions. NRW carefully considers the climate-related risks associated with any acquisition and ensures any risk identified fits within the risk tolerance of the Company. Specific climate-related considerations include whether the business fits within desired commodity exposure mix, and whether the useful life of assets acquired is consistent with the transition to low-carbon alternatives.
- **Commodity Mix:** NRW acknowledges the mining sector's pivotal role in the global energy transition and is diversifying its portfolio to include critical minerals essential for the low-carbon economy. This strategic shift, positions NRW to capitalise on opportunities in future-focused minerals and technologies, focusing on early works, mining and minerals infrastructure.
- **Access to Customers / Reputational Considerations:** NRW recognises that staying at the forefront of technology is essential for maintaining stakeholder trust and securing future business opportunities. This commitment ensures NRW retains client confidence by demonstrating dedication to responsible practices.
- **Access to Finance:** NRW's strategy requires securing funding for the acquisition of businesses and assets, which could be restricted without addressing climate-related considerations. NRW works closely with its banks to ensure appropriate and fairly valued asset purchases and a smooth transition to lower-emission models.

Climate-related risks and opportunities impact NRW's financial planning through:

- **Assets:** The determination of useful lives, depreciation rates, and potential asset impairments has been aligned with the Group's climate-related commitments. In assessing the recoverable amounts of assets and business segments, climate-related risks, including those that may shorten asset life or impact future cash flows have been incorporated into impairment testing.

Taskforce for Climate-Related Financial Disclosure Continued

Risk Management

Processes for Identifying and Assessing Climate-Related Risks

NRW has established robust processes for identifying and assessing climate-related risks. This begins with thorough data gathering from both internal and external sources. NRW leverages these insights to identify potential risks and assess the impacts on its business through a comprehensive climate risk assessment. The climate risk assessment was done through a workshop which was conducted with engagement from each of its business units to identify and assess the impact of these climate-related risks on the business across short, medium and long-term time horizons.

Climate-related risks identified during the assessment were categorised in accordance with the Taskforce for Climate-Related Financial Disclosures' recommendations (under both transition and physical risks) and integrated into the enterprise-wide risk register where considered material under NRW's enterprise-wide risk framework.

Each identified risk undergoes a detailed evaluation of its potential likelihood and consequence (e.g., financial, operational, reputational) which are assessed in a manner consistent with the enterprise-wide risk process. This ensures that climate-related risks are consistently assessed alongside other enterprise-wide risks for appropriate risk prioritisation by the business.

NRW's approach includes continuous monitoring and assessment of existing and emerging regulatory requirements related to climate change. This involves staying informed about emissions regulations, mandatory climate reporting, carbon pricing mechanisms and other policies that could impact business operations and compliance obligations. Any existing or emerging regulatory requirements identified are added to the risk register in accordance with the process above.

Processes for Managing Climate-Related Risk

NRW's governance framework encompasses policies, standards and procedures to manage risk, including climate-related risk. The organisation actively evaluates the impacts of climate risks across its operations and seeks to implement risk mitigation strategies that are appropriate for both the business and the risk itself. These risk mitigation strategies, once identified, are documented within the enterprise-wide risk register. This register serves as a central repository where risks are prioritised based on their significance and potential impact, guiding discussions with the Risk Committee and, where required, the Board. For climate-related risks identified by the climate risk assessment, risk mitigation strategies are outlined in the above table.

Material climate-related risks are disclosed in the 'Corporate Governance and Risk Management' section of NRW's Annual Financial Statements and include commentary on NRW's risk mitigation strategies.

Integration of Climate-Related Risk into Risk Management

NRW takes a consistent approach to risk management across its business by identifying, assessing and managing material risks, including climate-related risks, for inclusion in the enterprise-wide risk register. NRW seeks to understand the potential for climate-related transition and physical risks to impact its business, in particular the possible impact on financial, operational and reputational risks.

Taskforce for Climate-Related Financial Disclosure Continued

Metrics and Targets

Metrics Used to Assess Climate-Related Risks and Opportunities

NRW quantifies and measures Scope 1 and Scope 2 GHG emissions in accordance with the Australian National Greenhouse and Energy Reporting Act 2007 (NGER Act) and adopts the carbon emissions boundary based on 'operational control'.

As contractors in the civil, resources and infrastructure sectors, NRW monitors GHG emissions relative to its contracted workload (i.e. emissions intensity).

To generate NRW's emissions intensity, the total Scope 1 and Scope 2 GHG emissions are divided by the total Group revenue. This metric provides a normalised view of emissions relative to economic output, enabling better performance tracking over time.

Energy Consumption and Scope 1 and Scope 2 GHG Emissions and Performance

NRW has determined its GHG emissions boundary using the definition of 'operational control' as prescribed by the NGER Act. Please see below GHG emissions information for NRW:

Energy and Emissions	FY25	FY24[1]
Scope 1 (ktCO2-e)	10.13	10.84
Scope 2 (ktCO2-e)	3.15	3.76
Total Scope 1 & Scope 2 (ktCO2-e)	**13.28**	**14.60**
Emissions Intensity (Scope 1 + Scope 2) (tCO2-e / $M AUD)	**4.06**	**5.01**
Energy Consumption (GJ)	174,394	188,080
Energy Intensity (GJ / $M AUD)	53.36	64.57
Revenue ($M)	3,268	2,913

(1) NRW has restated its previously reported GHG emissions and energy consumption due to updated data submissions. This resulted in lower GHG emissions than previously reported for FY24.

NRW's GHG emission values are closely linked to the volume of contracted projects under the Company's 'operational control'. In FY25, NRW's Scope 1 and Scope 2 GHG emissions and energy consumption have decreased compared to the previous year, primarily driven by reduced fuel consumption and improved electricity efficiency across NRW's facilities.

While emissions related to project activity may increase as NRW secures more work under its operational control, the overall reduction in FY25 reflects the success of internal energy efficiency measures. This indicates that the emission savings from facility operations have, to date, outweighed the increased emissions from project activity that are within NRW's operational control. NRW continues to collaborate with clients and suppliers to identify and implement further emissions reduction strategies.

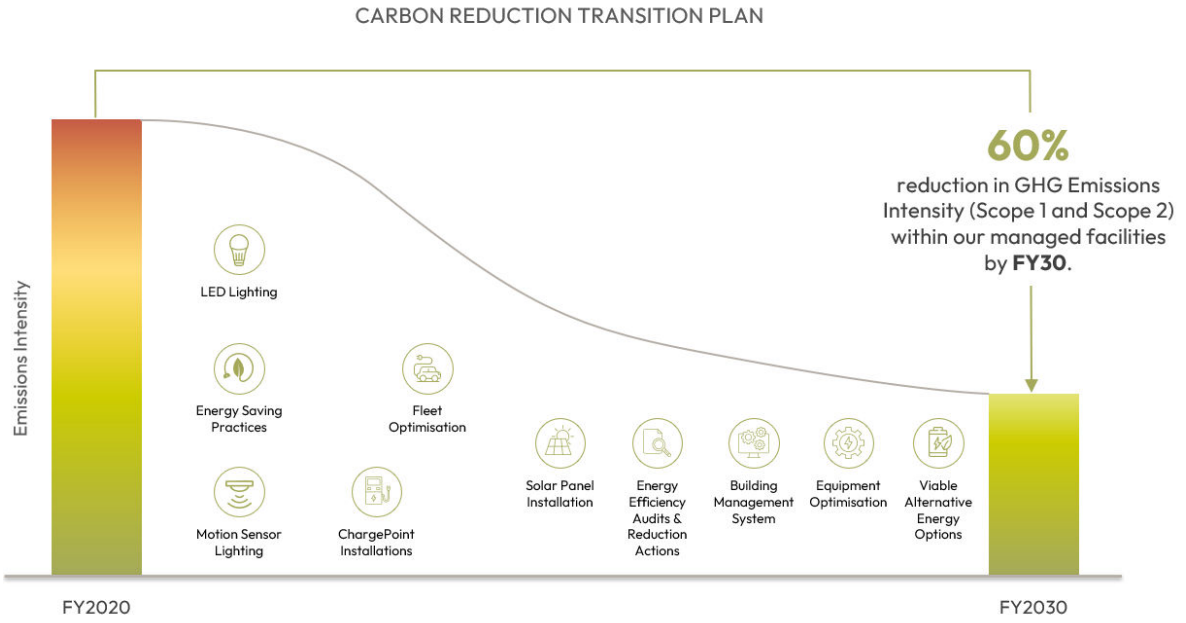
Taskforce for Climate-Related Financial Disclosure Continued

Targets Used to Manage Climate-Related Risks and Opportunities and Performance

NRW is committed to aligning with the Australian Government's Nationally Determined Contribution (NDC) to reduce GHG emissions[1].

NRW has revised the existing target to 60% reduction in GHG Emissions Intensity[2] (Scope 1 and Scope 2)[3] within the Company's managed facilities by FY30[4] (previously set at 25%). Given the variable number of projects under NRW's operational control over time, NRW has excluded project-related carbon emissions from its target.

Below is NRW's carbon reduction transition plan to FY30.



To track progress and ensure accountability, NRW has established the following performance metrics and monitoring processes:

- **GHG Emissions Reporting:** The CRWG review the Scope 1 and Scope 2 GHG emissions at their quarterly meetings and the Sustainability Committee review this data as a standard agenda item in each meeting.
- **Annual GHG Emissions Reporting:** NRW reports Scope 1 and Scope 2 GHG emissions annually, providing transparency on progress towards the 2030 target. This reporting is in line with the standards set by the NGER Act.
- **Energy Consumption and Efficiency Metrics:** NRW monitors and reports on total energy consumption and energy efficiency improvements. This helps identify areas where NRW can further reduce emissions and enhance operational efficiency.
- **Renewable Energy Adoption:** NRW will monitor the installation and performance of renewable energy systems across facilities.

(1) NRW has revised the existing target to 60% reduction in GHG Emissions Intensity within the Group's managed facilities by FY30 (previously set at 25%). Between 2005 and 2020, the Australian Government achieved an 18.5% reduction in total carbon emissions.

(2) Emissions Intensity = Total Emissions (tCO^2) / Revenue ($M).

(3) NRW classified Scope 1 and Scope 2 GHG emissions in line with the NGER scheme established by the NGER Act. NRW assesses its organisational boundary based on the concepts of operational control, as defined in the NGER Act and includes facilities under its operational control where there is no Reporting Transfer Certificate (RTC) in place under the NGER Act.

(4) Achievement of NRW's 2030 target will be based on its assessment of GHG emissions under the NGER Act for the financial year ending 30 June 2030, relative to the FY20 baseline.

CORPORATE GOVERNANCE AND RISK MANAGEMENT

Corporate Governance Principles and Recommendations

The Australian Securities Exchange (ASX) Corporate Governance Council sets out best practice recommendations, including corporate governance practices and suggested disclosures, through the ASX Corporate Governance Principles and Recommendations (the ASX Recommendations). ASX Listing Rule 4.10.3 requires companies to disclose the extent to which they have complied with the ASX Recommendations and to give reasons for not following them.

The NRW Board endorses the ASX Recommendations which have been fully adopted by the Company for the year ended 30 June 2025. Please see the Company's Appendix 4G and accompanying Corporate Governance Statement, which is released on the ASX platform annually, for further information. The Company also has a Corporate Governance section on its website: **www.nrw.com.au** which includes the relevant documentation suggested for disclosure by the ASX Recommendations.

Material Business Risks

Risk is an inherent part of NRW's business and management of risks is therefore critical to the Company's ability to deliver on its strategic objectives. There are a number of risk factors both specific to the Company and of a general nature, which may impact the future operating and financial performance of the Group. The performance of the Company is also influenced by a variety of different general economic and business conditions, including interest rates, exchange rates, access to debt and capital markets and government policies.

The material business risks faced by the Company that are likely to have an effect on the financial prospects of the Company, and how the Company manages these risks, are disclosed below. The risks are not listed in order of significance, nor are they all-encompassing; rather, they reflect the most significant risks identified at an enterprise-wide or consolidated level.

Workplace Health and Safety

NRW recognises its moral and legal responsibilities to provide a safe and healthy work environment for all employees and contractors, and that this responsibility extends to psychosocial hazards. Any failure to adequately address these responsibilities could result in serious injury and/or death and negatively impact the Company's reputation and profitability, including via the imposition of significant fines, the temporary shutdown of operations/sites or the inability to win new work or attract talent due to reputational damage. It may also lead to the loss of key accreditations or certifications required for ongoing operations and expose the Company and its officers to potential criminal charges under applicable work health and safety legislation.

NRW is focused on mitigating this risk through its ongoing work program to embed and elevate the safety culture across the business. The Group maintains a high standard of safety systems, policies, and procedures for all businesses, which are implemented by line management and overseen by health and safety specialists at all levels of the organisation. The Group is focused on continuous improvement of the Company's Critical Risk Management program, which has been its key safety initiative across all of its operations. This program focuses on critical risk management, control verification processes and the prompt sharing of lessons learnt, all of which provide the framework for managing serious injury and fatality risk. Under the direct leadership of the Chief HSES Officer, and as mandated by the Board, this safety program is being deployed across every business unit and site to ensure full alignment with the minimum safety standards set by the Group. Compliance to the Critical Risk Management program is being enforced, reviewed and monitored by the Board of Directors. Supporting this program are leadership training courses.

New Work and Market

NRW's financial performance is heavily influenced by the level of activity in the resources and mining industry and the construction and engineering sector, which is impacted by a number of factors outside NRW's control.

Fluctuations in commodity prices, exchange rates, macroeconomic cycles (particularly capital expenditure in natural resources), and government infrastructure policies can all significantly impact the demand for mining and construction services. Additionally, decisions by mine owners regarding whether to outsource mining operations or perform them in-house directly affect NRW's ability to secure and deliver work.

NRW operates in a highly competitive market, and winning new contracts is subject to various factors, including pricing, service quality, and timing. Clients may delay contract awards or select alternative providers, which can lead to unsuccessful tender outcomes. Failure to secure new contracts in line with earnings forecasts may adversely affect the Company's financial performance, reduce shareholder returns, and limit NRW's ability to achieve its long-term strategic objectives.

To address this, NRW continues to develop a diversified portfolio by geography, market, activity and client base to mitigate the impact of market cycles and commodity price volatility. In addition, NRW undertakes strategic planning to align its capabilities with forecast market demand and growth sectors, and applies a disciplined, targeted approach to tendering. This ensures efforts are focused on opportunities where NRW is well positioned to compete effectively thereby improving the likelihood of securing new work aligned with NRW's diversification strategy.

Material Business Risks Continued

Counterparty

NRW is exposed to counterparty risk through its reliance on clients to meet their contractual payment obligations. Clients operating in certain sectors such as mining, resources and infrastructure may be impacted by adverse market conditions, including commodity price downturns, funding constraints, or macroeconomic factors outside their control. Additionally, poor financial management or internal governance within a client organisation can result in delays in payment, disputes over claims, or outright non-payment. A client's failure to pay on time or in full can materially affect NRW's working capital, cash flow, profitability, and ability to meet its own financial commitments. It can also result in additional fees associated with dispute resolution and legal action and be a distraction for the Executive team.

To manage counterparty risk, NRW conducts pre-contract due diligence on clients, including assessments of creditworthiness, financial stability, and past payment performance (if relevant). Where appropriate, the Company seeks payment securities such as parent company guarantees to protect against default. In limited circumstances, NRW obtain collateral to mitigate risk associated with amounts overdue. NRW also actively monitors receivables and maintains strong commercial oversight throughout project delivery to identify early warning signs of financial stress. In cases of elevated risk, the Company can exercise its contractual rights to suspend or terminate the contract, or commercial terms may be adjusted (e.g., through additional contractual agreements) to limit exposure.

Contract

NRW may enter into contracts which have negotiated terms and conditions which deviate from NRW's standard terms and conditions. These contracts may contain strict provisions such as limiting the ability to claim relief for time delays or cost overruns, or restricted variation mechanisms. If such terms are not properly identified or understood during the tender phase, NRW may be exposed to financial risk during project delivery. This can result in reduced margin, cash flow pressures, disputes with clients and damage to reputation.

NRW manages this risk through a disciplined tender governance process that includes detailed legal, commercial, and technical review of contract terms before bid submission. Where risks cannot be sufficiently mitigated through contract negotiation, NRW may elect not to proceed with the tender. NRW is selective about when it is willing to enter into fixed price contracts based on the client, the level of definition, the scope and the size of the contract. NRW derives a significant proportion of its revenue from relationship-based alliance contracts, reimbursable or schedule of rates which provide for a more balanced allocation of risk. There is a risk that NRW's contracts may be cancelled (whether for convenience or with cause) or may not be renewed if NRW's clients decide to reduce their levels of spending, potentially reducing revenue generated on those projects.

Mitigation actions include working closely with NRW's clients to ensure an understanding of the issues faced by them and to identify opportunities where NRW can assist in ensuring the impact of the types of issues identified above are minimised. NRW also has a renewed focus on contract terms and conditions to ensure operational interruptions outside of NRW's control are appropriately priced into the tender or relief under the contract terms and conditions is prescribed in order to ensure fair and equitable outcomes for the business.

Delivery Performance

NRW's delivery of projects involves judgement regarding the planning, development and management of complex operating environments. As a result, NRW's operations, cash flows and liquidity could be affected if the resources or time needed to complete a project deviates from the approved budget or program.

NRW is exposed to input costs through its operations, such as the cost of fuel and energy sources, materials, equipment and personnel. To the extent that these costs cannot be passed onto customers in a timely manner, or at all. NRW's financial performance could be adversely affected. If NRW materially underestimates the cost of providing services, equipment or plant, there is a risk of a negative impact on NRW's financial performance.

Contract operations are also vulnerable to the risk of interruption as a result of a variety of factors, which may be beyond NRW's control, including prolonged heavy rainfall or cyclones, geological instability, or subcontractor or supplier delays. Interruptions to existing operations or delays in commencing operations experienced by NRW's clients may result in lost revenue and, in some circumstances, result in NRW incurring additional costs, which may have a material adverse effect on NRW's business, results of operations and financial condition.

Mitigation actions include developing and retaining appropriately skilled project management capability within the business. A number of contracts include a rise and fall clause which mitigates changes in input costs to NRW. In addition, NRW invests in its management and reporting systems and conducts regular business and project reviews to provide early warning and implement any corrective actions.

Material Business Risks Continued

Access to People and Resources

NRW's growth and profitability may be limited by loss of key management or operational personnel or due to being unable to recruit and retain skilled and experienced staff. NRW is operating in an environment where competition for people has increased significantly, driven by both high construction activity and strong commodity demand. This restriction on available labour combined with the competitive labour market may lead to higher staff turnover, increased labour costs and lower productivity.

Further, NRW is reliant on third-party equipment to perform contract obligations which may not be available or may be subject to pricing premiums in order to secure appropriate equipment. NRW's supply chain is reliant on overseas sourcing and normal logistical support timeframes, without which, it could experience delays to project timeframes, leading to increased costs.

Mitigation actions include the maintenance of a database of staff who have worked for the Company on all of its projects, and pricing of contracts includes estimates of the likely costs required to attract the right people to perform the contract. NRW has also developed strong working relationships with a number of equipment suppliers in order to ensure equipment requirements are understood ahead of time and to minimise any potential risk around availability.

Financial

NRW requires sufficient cash flow to be able to meet its financial obligations as they fall due. The ability of the Company to access cash could be impacted by counterparty risk, poor project performance and the inability of the businesses to repatriate cash on a timely basis. This could result in insufficient working capital to support the ongoing requirements of the business, the withdrawal of financial support or an increased cost to finance businesses' operations.

NRW also requires access to capital to ensure the Group can meet its future growth ambitions and other funding requirements as and when required. The inability to access cash could impact the Group's ability to win new work, fund future growth plans, and deliver on its overall strategic objectives.

Mitigating actions include a proactive approach to treasury management, the scale of the business and the large number of counterparties and projects that contribute to the Group's cash flows such that NRW is not reliant on any one project or counterparty. In addition, the Company maintains a stringent approach to cash flow forecasting such that it monitors and manages minimum liquidity levels within the Group to meet financial obligations. NRW also maintains a disciplined capital allocation process ensuring an appropriately balanced debt and equity capital structure to fund growth opportunities.

Engineering and Design

Some of NRW's businesses enter into contracts which includes scope for engineering and design work. Such contracts may place an obligation on NRW to design 'fit for purpose' infrastructure in accordance with industry standards and to give warranties to such effect. Any failure in design may see NRW exposed to contractual claims for breach of 'fit for purpose' or design obligations. NRW constructs complex processing plants and infrastructure which may operate under extreme conditions. The potential for failure of components, or failure of NRW's design, is present. If this failure results in a loss, NRW may have exposure to rectification of these failures under warranties at NRW's own expense. Funding such potential expenses may place additional unforeseen pressure on NRW's cashflow and profitability.

Mitigation actions include capping liability exposure under contract terms and conditions, appropriately defining relied upon information or conditions that the client is responsible for which impact design, maintaining professional indemnity insurance and engaging appropriate third-party design consultants for complex or specialist design expertise.

Material Business Risks Continued

Climate-Related Risks

NRW operates in industries that may have a negative impact on the environment, including with respect to greenhouse gas emissions, and recognises the potential challenges posed by a number of factors which can be grouped under the heading 'climate risk'. Refer to the Company's disclosure under the Taskforce for Climate-Related Financial Disclosure section of the Directors' Report for a detailed outline of NRW's climate-related risks and mitigating actions.

Regulatory Compliance

NRW must meet regulatory requirements that are subject to continual review, including inspection by regulatory authorities. Failure by NRW to continuously comply with regulatory requirements or failure to take satisfactory corrective action in response to adverse inspection findings, could result in enforcement actions.

NRW operates in a regulated environment with the potential for significant penalties for non-compliance with applicable laws and regulations. NRW's future growth prospects are reliant on its ability to market its services and any regulatory change, event or enforcement action which would restrict those activities, could have a material impact on NRW's growth and future financial performance. Amendments to current law and regulations governing operations or more stringent implementation of laws and regulations could have an adverse impact on NRW, including increases in expenses, capital expenditure and costs.

NRW is also dependent on various technical and financial accreditations to operate the business. These include safety accreditations, quality assurance standards, technical accreditations and various financial accreditations. Any failure to maintain or comply with accreditation can impact the eligibility of NRW to participate in certain projects and sectors.

Mitigation actions include the monitoring of regulatory and legislative changes that impact the organisation and ensuring NRW is up to date with its compliance obligations.

Cyber Security and Data Protection

NRW relies upon information technology systems and networks in connection with a variety of business activities and is therefore exposed to the growing frequency and sophistication of cyber security attacks, including the misuse and release of sensitive information, denial of service and ransomware attacks. Information technology security threats arise from situations such as user error or cyber security attacks designed to gain unauthorised access to NRW's systems, networks and data. In addition, the increasing integration of artificial intelligence (AI) technologies introduces new and evolving risks, such as the potential for misuse of AI tools – including the uploading of company sensitive data into unsecured platforms - and the emergence of AI-driven cyber threats such as impersonation and social engineering attacks.

The potential consequences of a material cyber security attack include reputational damage, litigation with third parties, government enforcement actions, penalties, disruption to systems, unauthorised access and/or release of confidential or otherwise protected information, corruption of data and increased cyber security protection and remediation costs. This in turn could adversely affect the Company's competitiveness, results of operations and financial condition.

Mitigation actions include significant investment in people, systems and infrastructure to protect NRW's information technology systems and networks, including the use of information technology security measures such as multi-factor authentication and penetration testing, provision of anti-malware/endpoint detection and response detection software, IT security awareness and training materials and business resilience planning. The company also has an AI Policy and AI Standard in place to govern the use of AI technologies across the business, and training programs in place to aid in the identification of AI-driven cyber threats.

REMUNERATION REPORT

LETTER FROM CHAIRPERSON OF THE NOMINATION & REMUNERATION COMMITTEE

Dear Fellow Shareholders,

As the Chairperson of the Nomination & Remuneration Committee (N&RC, the Committee), and on behalf of the Board, I am pleased to present the Company's Remuneration Report (the Report) for the financial year ended 30 June 2025.

Year in Review

I would like to begin by acknowledging the tragic loss of Barry Breslin, who was fatally injured while working as a subcontractor on the HWA Freeway project on 3 October 2024. Our heartfelt condolences continue to go out to Barry's family, friends and colleagues. The Board recognises this loss and alongside management continues to focus on the continued improvement of the Company's Critical Risk Management program which has been our key safety initiative across all segments. The program focuses on the identification of critical risks and verifying critical controls are implemented and effective. In FY26, our key focus will be further levels of verification and assurance. The Board has taken action to reflect accountability for this incident by applying the Safety Moderator to remuneration outcomes of relevant KMP and other relevant plan participants in FY25.

In FY25, NRW has again delivered solid financial performance through what has been a challenging year. Management has continued to deliver on our strategy which this year included the acquisition of the mining services contract, associated fleet and transfer of employees that HSE had deployed at Stanmore Resources Limited's SWC mine site. We would like to extend a warm welcome to our new employees at SWC who joined our business this year and look forward to your contribution. Financial highlights for FY25 include:

- Revenue of $3.3 billion consistent with guidance
- Underlying EBITA from operating segments of $207.9 million
- Order book of circa $6.1 billion including repeat business
- Cash holdings of $265.7 million with conversion exceeding 80% of EBITDA
- Annual franked dividends of 16.5 cents per share

To continue to thrive in the current tight labour market, the Company's remuneration structures must remain competitive to attract, motivate, and retain our highly skilled employees, including our Executives. To achieve this, the Company is committed to offering competitive rewards whilst ensuring our remuneration principles support performance outcomes and remain aligned with the creation of shareholder value.

2024 "Strike" and Our Response

The Company's remuneration framework has not always met the expectations of all shareholders – and disappointingly, has resulted in the Company receiving a "strike" at consecutive Annual General Meetings. I note the votes "For" the 2024 Remuneration Report were 73.82% - meaning the Company marginally exceeded the 25% "Against" threshold by 1.18 percentage points. Although we did see a significant improvement in support of our remuneration report in 2024, this is not a pleasing result. The Committee has therefore continued to work diligently to align the expectations of our shareholders alongside fairly remunerating our highly experienced and capable Executive Management Team, consistent with independent remuneration insights that are benchmarked against relevant market comparisons.

In a bid to close this gap, the Company worked hard to engage with shareholders and proxy advisors to understand shareholder views better and has taken action to amend our remuneration disclosure and frameworks to improve trust and transparency with shareholders.

In FY25, we restructured the STI plan to focus on the metrics which better align with our shareholder expectations and create value. Further to this, we engaged a new independent remuneration consultant to benchmark remuneration against industry peers and adjacent markets, providing a renewed perspective to our remuneration framework. We are also currently reviewing the FY26 STI and LTI frameworks to ensure that they support long-term performance and value creation.

Similar to last year, in this Report we have included additional commentary that explains how the Committee, and the Board, govern and assess the remuneration practices of the Company.

Remuneration Outcomes in FY25

We believe the remuneration outcomes for FY25 reflect the performance of the Company and are aligned with the experience of shareholders.

Short-Term Incentive Scheme (STI)

Our STI Plan outcomes are measured as at 30 June each year, following a one-year performance period and vest post approval of the financial statements by the Board of Directors. Despite it being a challenging year, we achieved underlying EBITA of $207.9 million. The impact of the OneSteel impairment and other allowances (as outlined on page 8 of the Directors' Report), have been considered in determining the FY25 remuneration outcomes. The N&RC deliberated on the most appropriate remuneration outcome given the quantum of these, and the associated impact on shareholder value. The N&RC took into account managements effort to attain a strong security interest to protect NRW's position, and the unprecedented actions taken by the South Australian Government to subsequently undermine that secured position. Under the deferral, amounts earned under the EBITA performance metric, for select participants, as appropriate, will be deferred until the earlier of OneSteel administration close or 30 June 2026. The N&RC in considering the vesting of this deferred amount will consider the recovery, if any, in respect of the OneSteel receivable and other certain receivable impairments. Further details regarding the CEO and KMP FY25 STI outcomes, including deferral are set out in section 6 of this Report.

Long-Term Incentive Scheme (LTI)

The FY22 LTI Plan, which had a three-year performance period up to 30 June 2024, was assessed for vesting in FY25.

I am pleased to report that the FY22 LTI Plan vested at 86.31%, following the full achievement of the TSR and Gearing targets and partial achievement of the EPS target.

Following shareholder approval at the 2024 Annual General Meeting (AGM), the Committee rolled out to the Executive Team the FY25 Performance Rights award plan. The plan has a three-year performance period up to 30 June 2027 and focuses on medium to long-term business performance. Details of the FY25 LTI Plan are provided in section 5.4.

Looking Forward – Remuneration for FY26

The Committee will continue to monitor market best practice and respond to both internal and external developments, including a highly competitive talent environment.

We remain committed to adopting a remuneration framework, that is focused on driving performance and behaviours that we are proud of and delivering value to shareholders both in the short and long-term.

Thank you for your support of NRW.

Fiona Murdoch

Chairperson Nomination & Remuneration Committee

REMUNERATION REPORT CONTINUED

1 SCOPE OF REPORT

The Report for the year ended 30 June 2025 outlines the remuneration arrangements in place for the Key Management Personnel (KMP) of NRW Holdings Ltd (NRW, the Company) which includes Non-Executive Directors, Executive Directors and those key executives who have authority and responsibility for planning, directing and controlling the activities of NRW during the financial year.

The Report that follows forms part of the Directors' Report and has been prepared in accordance with Section 300A of the Corporations Act 2001 (Cth) (the Act) and audited in accordance with Section 308(3C) of the Act. Executive Directors and Other Executives are together referred to as 'Executives' within this report.

2 KEY MANAGEMENT PERSONNEL

The following persons were classified as KMP during the financial year ended 30 June 2025 and unless otherwise indicated, were classified as KMP for the entire period being 1 July 2024 – 30 June 2025 (FY25):

Key Management Personnel		Term
EXECUTIVE DIRECTORS		
Julian Pemberton	Chief Executive Officer and Managing Director (CEO)	Full Year FY25
OTHER EXECUTIVES		
Richard Simons	Chief Financial Officer	Resigned 06 January 2025
Peter Bryant	Chief Financial Officer	Appointed 05 May 2025
Geoff Caton	Chief Operating Officer – Golding	Full Year FY25
Michael Gollschewski	Chief Operating Officer – Minerals, Energy & Technologies	Full Year FY25
Mike Sutton	Chief Operating Officer – NRW Civil & Mining and Action Drill & Blast	Full Year FY25
NON-EXECUTIVE DIRECTORS		
Michael Arnett	Chairperson and Non-Executive Director	Full Year FY25
Jeff Dowling	Non-Executive Director	Full Year FY25
Fiona Murdoch	Non-Executive Director	Full Year FY25
David Joyce	Non-Executive Director	Full Year FY25
Adrienne Parker	Non-Executive Director	Full Year FY25

3 REMUNERATION GOVERNANCE

3.1 Guiding Principles

NRW's remuneration strategy is guided by its Remuneration Guiding Principles. The Board has adopted the following overarching principles which recognise the importance of fair, effective and appropriate remuneration outcomes.

Objective	Principles
Alignment	NRW's remuneration strategy is aligned with the interests of the Company's shareholders. A significant proportion of Executive remuneration is 'at-risk' to motivate Executives to maintain focus on delivering strategic objectives.
Attract and Retain	NRW's remuneration framework has been established to ensure that the Company is competitive in the labour market, aiding the attraction, engagement and retention of experienced and high-performing Executives. NRW's remuneration framework is regularly reviewed to ensure it reflects contemporary trends and provides remuneration that is fair and benchmarked against a relevant peer group on an appropriate basis.
Motivate	Remuneration plans are structured to ensure that NRW's top talent are rewarded for achieving both short and long-term business objectives. The Company's short and long-term 'at-risk' reward is directly aligned to performance.
Appropriate	Remuneration packages are established and reviewed regularly to ensure that they reflect contemporary trends in sectors and regions relevant to the operations of NRW.

3.2 Roles and Responsibilities

The Board reviews and, as appropriate, approves the remuneration practices within NRW for the Non-Executive Directors, Executive Director and KMP.

The Board is responsible for ensuring the remuneration framework is aligned with the Company's short-term and long-term strategic objectives. In addition, the Board is responsible for approving the remuneration targets, performance conditions and outcomes for KMP set under the remuneration framework.

The Board delegates responsibility to the N&RC for reviewing and making recommendations to the Board on these matters. The N&RC may use its powers when setting, reviewing or recommending remuneration award outcomes to ensure that they are fair and reasonable, and may use its discretion to decrease or increase the award outcomes it recommends as it considers appropriate. Whilst the N&RC takes responsibility for performing these functions, ultimate approval lies with the Board.

The N&RC seeks to engage external advisors to provide information on remuneration-related issues, including with regards to benchmarking and market data. The N&RC is mandated to engage external and independent remuneration advisors who do not have a relationship with or advise NRW management.

The N&RC comprises Non-Executive Directors Fiona Murdoch (Chairperson), Michael Arnett and Jeff Dowling. The N&RC is governed by the N&RC Committee Charter, which is available on the Company's website. The N&RC convened twice throughout FY25 and invited CEO and external advisor input where required.

The CEO makes recommendations to the N&RC regarding the remuneration of Key Executives but is not involved in making recommendations to the N&RC in relation to his own remuneration.

Any changes to the Director fee pool are approved by shareholders, in line with the Company Constitution.

The Company's Remuneration Report is put to shareholders at the Company's AGM each year in accordance with the requirements of Section 300A of the Corporations Act 2001. Of the total valid votes cast on the Remuneration Report for the 2024 financial year, 73.82% were cast in favour.

Remuneration Engagement and Feedback from Prior Strikes

The Company acknowledges that it has received consecutive strikes against its Remuneration Report at the AGM over a number of years. The Company takes this feedback from shareholders seriously and recognise that ongoing dissatisfaction reflects concerns that must be addressed transparently and meaningfully.

The Board is committed to engaging constructively with shareholders. Over the last number of years, the N&RC and Company Executives have actively engaged with shareholders and proxy advisors regarding the Company's remuneration framework and arrangements to better understand the views of shareholders. While the Board is disappointed to have received another strike in 2024, it acknowledges the improvement in shareholder support, with votes "Against" the Remuneration Report only marginally exceeding the 25% threshold at 26.18%. The improvement in support is reflective of the work put in to date, which comprised of engagement with, and responding to shareholder concerns.

The N&RC is committed to ensuring remuneration is aligned to both market conditions and shareholder expectations. In addition to the amendments made in previous years to the remuneration structures, the Company has continued to consider the feedback received and actioned the following in FY25:

- Engaged with a new independent remuneration consultant to review the remuneration framework and package of NRW's CEO, Mr Pemberton, along with other members of its Executive team and Non-Executive Directors on an ad hoc basis.
- Removed strategic objectives from NRW's CEO's STI framework, noting strategic objectives should form part of a CEO's remit of work, and to drive increased focus on delivering shareholder returns.
- Acknowledged feedback from shareholders for consideration in FY26 with regards to both the STI and LTI schemes.

In calendar year 2024, engagement with shareholders and proxy advisors included five meetings (both in-person and online), and various written correspondence. NRW has always approached these meetings in an open and honest manner. Feedback received from these sessions was generally positive, with shareholders and proxy advisors supportive of the remuneration framework and performance measures put in place for the FY25 STI and LTI Plans.

3.3 Use of Independent Remuneration Consultants

During the year, the N&RC engaged Remsmart to provide a detailed briefing and report to the N&RC Chairperson regarding the market remuneration arrangements established for Managing Directors / Chief Executive Officers of organisations with comparable attributes to NRW. The research entailed a review of reward levels among ASX200 companies, together with organisations in the metals, mining and industrials sectors and organisations with key similarities in adjacent markets. The analysis incorporated companies with comparable revenue, total assets and market capitalisation.

The N&RC is currently reviewing this report and will give further consideration to the feedback to determine whether adjustments are warranted and if so, the nature of any such adjustments, to support the retention of NRW's long-serving and highly capable CEO.

Remsmart also conducted a benchmarking exercise for the broader KMP to ensure alignment of total remuneration, covering fixed remuneration, short-term and long-term incentives, with prevailing market conditions, which is also currently under consideration.

The Board is satisfied that the observations made by Remsmart were made free from undue influence from any KMP.

Use of Independent Consultants

In FY25 the N&RC conducted a comprehensive market assessment and appointed a new independent remuneration consultant to provide renewed strategic insights and market observations.

The N&RC has continued to engage directly with independent remuneration consultants to ensure the remuneration, both fixed and at-risk, for NRW's CEO and broader Executive KMP is aligned to market conditions. There was no communication between the independent remuneration consultant and the CEO and Executive KMP to ensure the risk of any potential undue influence on the remuneration consultant was mitigated.

The Board makes its remuneration-related decisions after considering the recommendations of the N&RC and the observations from the independent remuneration consultant. The N&RC considers this annual engagement prudent to ensure NRW remains aligned to market norms and reward NRW's CEO at the level NRW considers appropriate to motivate long-term value creation through the realisation of its strategy and retain his services.

4 LINK BETWEEN REMUNERATION AND COMPANY PERFORMANCE

The following information summarises key financial performance of NRW over the last five financial years.

Measure	2025	2024	2023	2022 (1) (6)	2021 (6)
Market Capitalisation (30 June) - $ million	1,367.5	1,406.3	1,141.7	761.4	657.9
Share Price (30 June) - $	2.99	3.09	2.53	1.70	1.47
Total Revenue - $ million	3,268	2,913	2,667	2,367	2,222
EPS - cents	6.1	23.2	19.0	20.1	12.5
EBITA - $ million(2)	207.9	195.1	166.3	146.7	120.6
Net Profit After Tax - $ million	27.7	105.1	85.6	90.2	54.3
NPATN - $ million (3)	127.2	123.8	104.4	93.7	75.1
Interim Dividend Paid - cents	7.0	6.5	8.5 (4)	5.5	4.0
Final Dividend Declared in Respect of the Year - cents	9.5	9.0	8.0	7.0	5.0
Annual TSR (5) - $ million	65.5	358.4	463.6	170.9	(143.2)

(1) Restated to reflect prior period adjustment, disclosed in FY23 Annual Financial Statements.
(2) Underlying EBITA / EBITA is earnings before interest, tax, amortisation of acquisition intangibles and non-underlying transactions.
(3) Underlying NPAT is underlying EBITA less interest and tax (at a 30% tax rate).
(4) This was an unfranked dividend.
(5) TSR - Total shareholder return calculated as the change in market capitalisation adjusted for capital raisings plus dividends paid.
(6) Results heavily impacted by COVID-19 supply chain issues and market-wide hyper-escalation challenges.

5 EXECUTIVE REMUNERATION ARRANGEMENTS

The terms of employment for Executives are formalised within an employment contract (Executive Service Agreement). All Executives listed in the Key Management Personnel table are appointed under an Executive Service Agreement not for any fixed term and carry no termination payments other than statutory entitlements.

All Executives have a notice period of six months. The Executive Service Agreements in place contain non-compete provisions, restraining Executives from operating or being associated with an entity that competes with the business of NRW for up to six months after termination.

5.1 Executive Remuneration Framework

The remuneration framework is designed to support the Company's strategy and to reward its people for its successful execution. The NRW remuneration framework recognises that the Group's overall objectives of delivering profitable growth will ultimately lead to long-term shareholder value. NRW's remuneration framework combines elements of fixed remuneration and 'at-risk' remuneration, comprising short and long-term incentive plans, as detailed below.

	Fixed Remuneration	Short-Term Incentive (STI)	Long-Term Incentive (LTI)
Purpose	Attract, engage and retain a high-performing workforce to ensure NRW delivers on its strategic objectives.	Motivate and reward Executive performance against annual performance metrics (both financial and strategic) to focus Executive effort on short-term business performance.	Align Executive and shareholder interests by motivating and rewarding long-term value creation measured through the delivery of long-term strategic goals and promoting employee retention by requiring participants remain employed with NRW throughout the performance period up to vesting date.
Approach	Fixed remuneration is reviewed annually, and set with reference to individual performance, market conditions and relevant experience. Industry remuneration surveys and data are utilised to assist in this process.	Annual STI objectives are set for each Executive based on core accountabilities. Awards vest through achieving a set of relevant business objectives. Awards up to the maximum amount payable can be achieved when stretch objectives are met.	Annual LTI objectives are set for each Executive based on long-term value creation for shareholders. Performance Rights, which vest following the achievement of objectives, are converted to shares on the vesting date.
Structure	Fixed Remuneration	STI award is based on a percentage of the Executive's TFR (see 5.2).	LTI award is based on a percentage of the Executive's TFR (see 5.2) and determined with reference to the 30-day Volume Weighted Average Price (VWAP) up to and including the start date of the performance period.
Award	Cash – salary and superannuation capped at the relevant concessional contribution limit.	Cash – Executives can earn a cash-based incentive by achieving specific objectives set by the CEO and N&RC.	Performance Rights – Executives can participate in an equity-based incentive through the award of Performance Rights.
Performance Period	Duration of employment	One year performance period beginning 1 July and ending 30 June the following year. If an Executive commences part-way through the performance period, the STI award is prorated.	Three-year performance period beginning 1 July in the year of award up to vesting date. If an Executive commences part-way through the performance period, the LTI award is prorated.
Key Terms	**Other Benefits** The opportunity to salary sacrifice benefits on a tax compliant basis is available upon request. NRW also provides basic income protection cover for all employees.	**Continued Employment** Participants must remain actively employed with the Group throughout the performance period for STI awards to vest. The normal performance period being one year. **Award Deferral** An award can be deferred for up to 12 months at the discretion of the N&RC, if they determine that additional time is required to provide more certainty on specific business-related outcomes. **Award Adjustment / Clawback / Malus** NRW may adjust the value of the award paid under this plan in circumstances approved by the N&RC including, but not limited to, unpaid claims where the value of the claim has previously been assessed under this plan.	**Continued Employment** Participants must remain actively employed with the Group throughout the performance period, up to and including the vesting date, for LTI awards to vest. The normal performance period being three years. **Other Key Provisions** Other key provisions, including related to Breach of Obligation, Good Leaver, Change of Control and Ceasing of Employment, are detailed in NRW Holdings Limited Performance Rights Plan Terms and Conditions.
Board Discretion	The Board has the discretion to adjust the STI payment or the LTI Performance Rights awarded.		

5.2 Fixed Annual Remuneration and Remuneration Mix

As the Group continues to grow, it is important to ensure that the remuneration levels of the Executive team support the Group in attracting and retaining high-calibre staff to lead the delivery of strategic objectives. Remuneration for Executives is set dependent on a number of factors, including, but not limited to, the scope of their role, experience and market conditions at the time of employment. NRW engages external consultants where required to benchmark remuneration practices to market.

During the year, the Board awarded Mr Pemberton a fixed salary increase from $1,352,000 to $1,500,000 effective 6 July 2024. The fixed salary increase equates to a 10.9% pay rise to Mr Pemberton's base salary and is in line with broader market conditions and in recognition of his extensive experience and capability. Mr Pemberton's 'at-risk' STI and LTI percentages remained unchanged.

The table below provides information on the remuneration packages of Executives, including the maximum 'at-risk' percentage for both the STI and LTI, as at 30 June 2025.

	TFR [1]	STI	LTI
Julian Pemberton	1,500,000	80%	120%
Peter Bryant[2]	710,000	-	80%
Geoff Caton	771,400	40%	40%
Michael Gollschewski	765,132	40%	40%
Mike Sutton[3]	783,632	50%	-

(1) Annual Total Fixed Remuneration (TFR) as at 30 June 2025 which includes base (cash) salary plus superannuation capped at the maximum contribution limit.

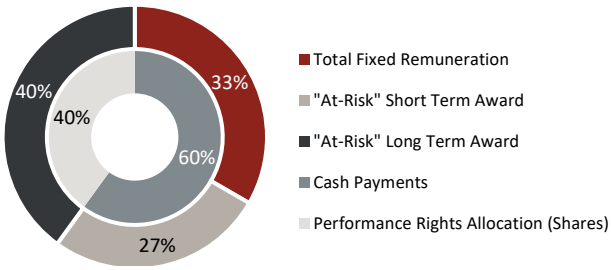
(2) Mr P Bryant was appointed on 5 May 2025. He is ineligible for STI in FY25 and his award under the FY25 LTI plan has been allocated pro-rata to commencement date.

(3) Mr M Sutton's agreed remuneration framework is exclusive of LTI.

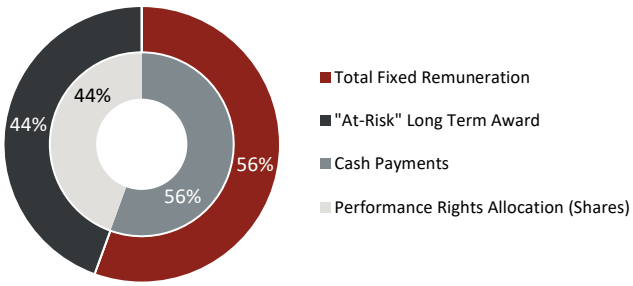
CEO Fixed Salary Review in FY25

The review of the CEO's fixed salary in FY25 considered the Group's growing complexity, global expansion plans, and focus on technology development, each of which is critical to future growth. With the workforce having exceeded 8,000 across diverse functions and geographies, it is essential to maintain a fit-for-purpose remuneration framework that supported talent retention, reflected the scale and complexity of operations, and aligned with the Group's strategic priorities. Australia's CEO market remained highly competitive, requiring alignment between pay, performance, and shareholder value. The CEO's rare long-term tenure and deep business knowledge further reinforced the need for a balanced package that supported retention and continuity.

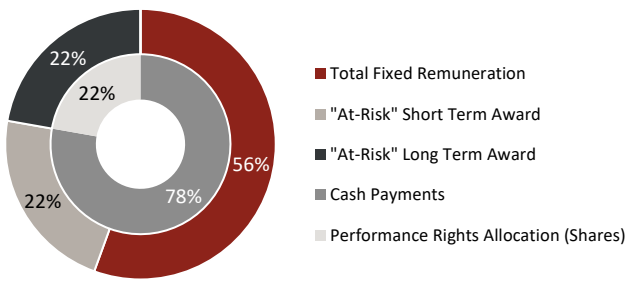
CEO Remuneration Mix at Maximum Award



CFO Remuneration Mix at Maximum Award



COO Remuneration Mix at Maximum Award[1]



(1) Excluding Mike Sutton

5.3 Short-Term 'At-Risk' Remuneration

The Board considers the financial measures contained within the STI plan to be appropriate as they are aligned with the Group's overall objectives of delivering profitable growth and, ultimately, over the long-term, creating shareholder value. The STI award was finalised following the release of the FY24 Annual Financial Statements and a review of forecast budgets and projections for FY25 and FY26. The following table summarises the key components and operation of the FY25 STI plan.

Plan Name	FY25 STI Plan			
Participants	All Executives[1]			
Plan Approval	The structure of the plan and quantum of award to the CEO was recommended by the N&RC and approved by the Board.			
Performance Period	One-year performance period beginning 1 July 2024 and ended 30 June 2025.			
Award Value	Award value is equal to a percentage of the KMP's TFR (as shown in 5.2).			
Vesting Date	Subject to the achievement of the performance metrics across the performance period, award will vest post approval of the financial statements by the Board of Directors.			
Performance Metrics[4]	Performance metrics are made up of two critical financial measures with the performance hurdles set to allow for a staggered path to achievement of incentive targets.			
	Earnings[2]	Target 1	$195M	Earnings are measured through underlying EBITA which is earnings before interest, tax, amortisation of acquisition intangibles and non-underlying transactions. EBITA is selected as a proxy for 'cash' generation at the business unit level.
		Target 2	$205M	
		Target 3	$215M	
	Revenue Growth	Target 1	Undisclosed[3]	NRW operates in a contracting environment where securing, as well as delivering, work is critical to sustaining earnings. Achievement of this financial target is measured against the extent to which the businesses approved FY26 budget reflects a revenue forecast at or above the objectives included in the businesses' strategic plan.
		Target 2	Undisclosed[3]	
Testing Date	Incentive payments are determined in line with the approval of the Financial Statements for the end of the performance period – being the 30 June 2025 Annual Financial Statement.			
Relationship between performance and payment	Objectives are based on achieving a minimum target in the performance period, at which time a proportion of the total incentive will be earned. The balance of the total STI is accrued by achieving progressively higher earnings. Actual financial performance between targets is paid pro rata.			
	Earnings			**70%**
	Target 1			23.33% earned
	Target 2			Additional 23.33% earned
	Target 3			Additional 23.34% earned
	Revenue Growth Objectives			**30%**
	Target 1			15% earned
	Target 2			Additional 15% earned
Other Terms and Conditions	**Safety Moderator** If safety is not managed to expectations, any STI award earned can be adjusted downwards by a maximum of 20%.			

(1) Excluding Mr P Bryant see section 5.2.

(2) Earnings targets, as listed, relate to the CEO's and CFO's Group performance hurdles. Each COO has earnings targets specifically related to their respective operational entities.

(3) *Performance target is considered commercially sensitive and is therefore undisclosed.*

(4) The FY25 STI plan was revised to remove the strategic objectives performance metric, enhancing the emphasis on financial performance and aligning incentives with earnings and revenue growth.

5.4 Long-Term 'At-Risk' Remuneration

The LTI Plan seeks to align Executive and Shareholder interests by rewarding long-term value creation. The Board considers the performance metrics chosen to be appropriate as they are focused on delivering increased earnings and growth in shareholder value. The CEO was granted an award of Performance Rights under the FY25 LTI Plan post approval by shareholders at the 2024 AGM.

The following table summarises the key components and operation of the FY25 LTI Plan.

Plan Name	FY25 LTI Plan			
Participants	All Executives (1)			
Plan Approval	The structure of the plan and quantum of Performance Rights awarded to the CEO was approved by shareholders at the 2024 AGM. Please see the 2024 Notice of Meeting for further details.			
Performance Period	Three-year performance period beginning 1 July 2024 and ending 30 June 2027.			
Award Value	Grant of Performance Rights is equal to a percentage of the KMP's TFR (as shown in 5.2).			
Valuation Assumptions	The value per Performance Right to determine the total Performance Rights allocated under this plan is based on the 30-day VWAP to 30 June 2024, being $3.05 per share.			
Vesting Date	Subject to the achievement of the performance metrics across the performance period, Performance Rights will vest on 30 September 2027.			
Performance Metrics	Performance measures for the vesting of Performance Rights under the plan are included below.			
	Relative TSR (2)	Target 1	Between 50th and 75th percentile (3)	Relative TSR performance will be assessed as TSR for the whole performance period relative to an appropriate and pre-defined comparator group for NRW Holdings Limited.
		Target 2	At or above the 75th percentile (3)	
	EPS (4)	Target 1	31.6 cents	The FY27 hurdles have been calculated utilising FY24 actual NPATN(5) ($123.8M) for compounded growth at 5% and 10%, or min and max respectively.
		Target 2	36.3 cents	
Testing Date	The vesting of Performance Rights will be calculated for the performance period at or before vesting date.			
Relationship between performance and vesting	Objectives are based on achieving a minimum target in the performance period, at which time a proportion of the total incentive will be earned. Performance Rights will vest in full subject to the above performance hurdles being met. Where performance is above Target 1 but below Target 2, the Performance Rights will vest pro rata to actual achievement.			
	TSR		**50%**	
	Target 1		25% earned	
	Target 2		Additional 25% earned	
	EPS		**50%**	
	Target 1		25% earned	
	Target 2		Additional 25% earned	
Other Terms and Conditions	There are no other Terms and Conditions associated with this Plan.			

(1) Excluding Mr M Sutton see section 5.2.

(2) The Relative TSR objective will include the movement in share price during the performance period, in addition to appropriate adjustments which will include dividend payments and any equity raisings to reflect actual TSR performance.

(3) When compared to the TSR Comparator Group which is MacMahon (ASX: MAH), Monadelphous (ASX: MND), Emeco (ASX: EHL), SRG Global (ASX: SRG), Southern Cross Electrical (ASX: SXE) and Perenti (ASX: PRN).

(4) The final assessment of EPS will exclude the amortisation of acquisition intangibles and non-underlying transactions (acquisition transaction costs for example) at normal tax rates and may be adjusted for any significant variances in forecast assumptions.

(5) Underlying NPAT is underlying EBITA less interest and tax (at a 30% tax rate).

Votes in Favour of the FY25 Performance Rights Plan Award to the CEO

Of the total valid available votes lodged for approval of the FY25 Performance Rights Plan (award to the CEO) at the 2024 Annual General Meeting, the Company received 95.56% "FOR" votes. The N&RC are pleased with this result, as it signals that NRW's shareholders are satisfied that its FY25 Performance Rights Plan meets their expectations. The FY25 LTI Plan, which remains unchanged from the prior period, will form the basis of long-term executive reward provided it remains contemporary within the market and continues to meet shareholder expectations.

5.4 Long-Term 'At-Risk' Remuneration Continued

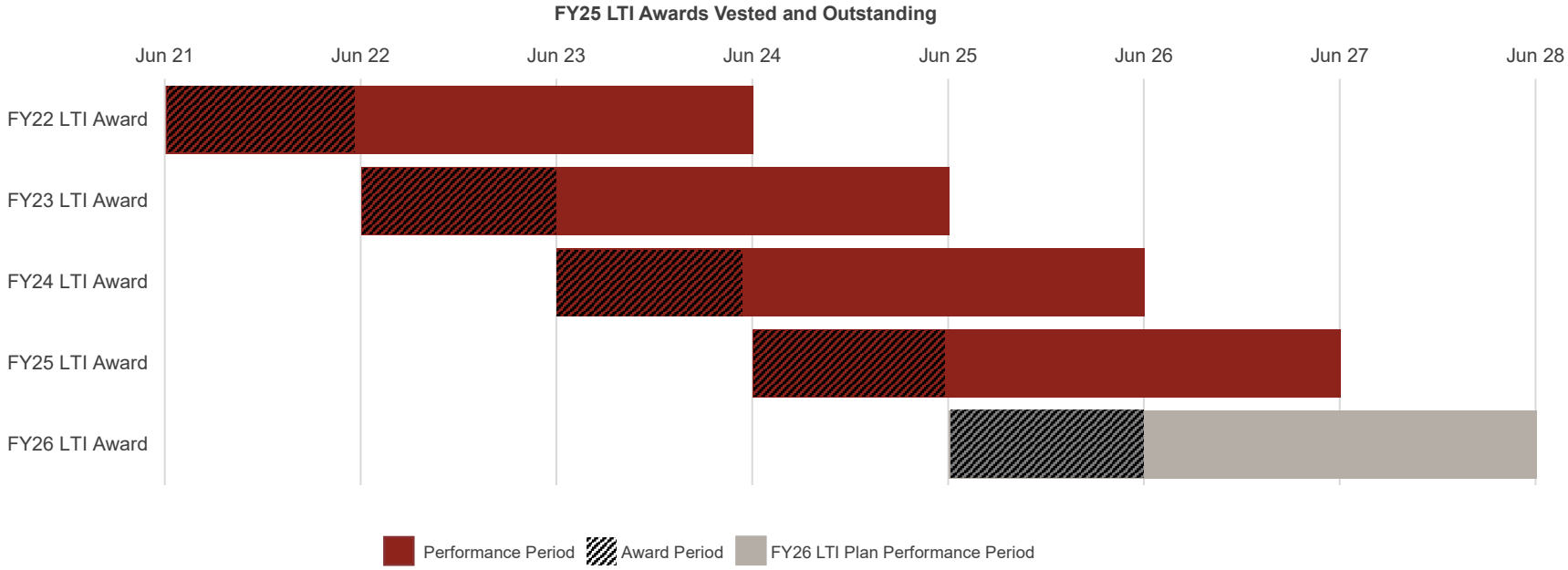
Details in relation to the LTI Plans which have vested or are outstanding during the financial year are outlined below.

Plan	FY25 LTI Plan	FY24 LTI Plan	FY23 LTI Plan	FY22 LTI Plan
Plan Details	Plan approved by shareholders at the 2024 AGM.	Plan approved by shareholders at the 2023 AGM.	Plan approved by shareholders at the 2022 AGM.	Plan approved by shareholders at the 2021 AGM.
Performance Period	FY25, FY26, FY27	FY24, FY25, FY26	FY23, FY24, FY25	FY22, FY23, FY24
Value Period	FY25	FY24	FY23	FY22
Vesting Date	30 September 2027	30 September 2026	30 September 2025	30 September 2024
Performance Measures	Details of the FY25 LTI Plan performance measures can be found at section 5.4, above.	Details of the FY24 LTI Plan performance measures can be found in the FY24 Remuneration Report.	Details of the FY23 LTI Plan performance measures can be found in the FY23 Remuneration Report.	Details of the FY22 LTI Plan performance measures can be found in the FY22 Remuneration Report.
	Relative TSR – Min: Between the 50th and 75th percentile[1]	Relative TSR – Min: Between the 50th and 75th percentile[1]	TSR – Min: $2.92	TSR – Min: $2.81
	Relative TSR – Max: At or above the 75th percentile[1]	Relative TSR – Max: At or above the 75th percentile[1]	TSR – Max: $3.35	TSR – Max: $3.02
	EPS – Min: 31.6c	EPS – Min: 26.8c	EPS – Min: 26.0c	EPS – Min: 27.8c
	EPS – Max: 36.3c	EPS – Max: 30.8c	EPS – Max: 29.9c	EPS – Max: 29.5c
			Gearing – Below: 40%	Gearing – Below: 40%
Performance Rights Outstanding	2,523,200	2,719,894	2,164,913	-

(1) When compared to the TSR Comparator Group which is MacMahon (ASX: MAH), Monadelphous (ASX: MND), Emeco (ASX: EHL), SRG Global (ASX: SRG), Southern Cross Electrical (ASX: SXE) and Perenti (ASX: PRN).

5.4 Long-Term 'At-Risk' Remuneration Continued

The following chart summarises the remuneration cycle and timelines for the relevant award periods in place for the CEO. The FY26 LTI Award is currently under consideration and will be put for Shareholder approval at the 2025 AGM.



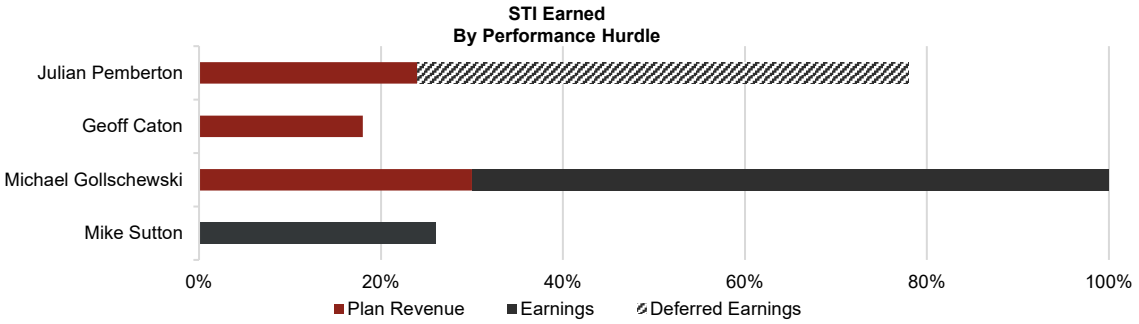
6 SHORT-TERM 'AT-RISK' EXECUTIVE REMUNERATION OUTCOMES

6.1 Short-Term Performance Outcomes

The following table provides information on the outcome of the STI Plan for each Executive for the year ended 30 June 2025. The value of the award is outlined in the remuneration table in section 9.1.

	FY25			FY24	
	STI Earned	STI Deferred	STI Forfeited	STI Earned	STI Forfeited
Julian Pemberton	24%(1)	54%	22%	100%	0%
Richard Simons(2)	-	-	-	100%	0%
Peter Bryant(3)	-	-	-	-	-
Geoff Caton	18%	0%(4)	82%	76%	24%
Michael Gollschewski	100%	0%	0%	65%	35%
Mike Sutton	26%(1)	0%	74%	62%	38%

(1) STI Earned is following the application of the Safety Moderator, in accordance with the disclosures set out in this section 6.1.
(2) Mr R Simons resigned effective 6 January 2025 and is no longer eligible for an FY25 STI Award.
(3) Mr P Bryant was appointed 5 May 2025 and is ineligible for award under the FY25 STI Plan.
(4) As the earnings threshold was not met for Mr G Caton, no deferral of award was applied.



Rigorous Performance Assessment by the Board

At the end of the financial year, the N&RC conducts a review of CEO performance, including consideration of preliminary remuneration outcomes. The review is holistic and covers safety performance, operational performance, business strategy development and delivery of financial results including shareholder value. This process seeks to identify any areas where the N&RC may moderate or adjust an award, particularly in the area of safety. This year the N&RC considered the impact of the fatality and the OneSteel impairment of receivables and other allowances on the CEO STI outcomes.

The N&RC Chairperson then undertakes a formal assessment of CEO performance against STI targets. This assessment is an independent, objective assessment of CEO performance against the agreed financial targets making up the FY25 STI plan over the performance period.

The proposed outcome is then considered by the N&RC, and approved by the Board, before final award. Each Non-Executive Director has the opportunity to review and carefully consider any recommendation put to the Board and ask questions or challenge outcomes where they see fit. Adjustment may be made by the Board to the final award outcome where the Board considers appropriate.

Safety Moderator

In line with NRW's commitment to a strong safety culture and in accordance with our remuneration framework, the Board has exercised its right to apply the full extent of the safety moderator to the FY25 STI outcomes for the CEO and COO NRW Civil & Mining, as well as the Chief HSES Officer and General Manager-Civil Infrastructure (noting these roles are non-KMP roles and therefore further details of the remuneration arrangements are undisclosed). The safety moderator was applied in FY25 due to an incident that occurred on 3 October 2024 involving a subcontractor on the HWA Freeway project that resulted in that subcontractor suffering a fatal injury. Application of the safety moderator has resulted in a 20% reduction of STI award earned for relevant Executives.

Deferral of FY25 STI EBITA Performance Metric

In line with NRW's commitment to align executive reward with shareholder experience, the Board has elected to exercise its right to defer award of the FY25 STI EBITA performance metric to the CEO and other relevant Plan Participants (non KMP). This decision has been made recognising the material impact the OneSteel impairment of receivables and other allowances has had on shareholder experience.

Under the deferral, amounts earned under the EBITA performance metric (being 54% for the CEO) will be deferred until the earlier of the OneSteel administration close or 30 June 2026. The N&RC in considering the vesting of this deferred amount will consider the recovery, if any, in respect of the OneSteel receivable and other certain receivable impairments.

6.2 Short-Term Performance Measures

The outcomes of the STI Plan are outlined below.

6.2.1 STI Performance Measures for the year ended 30 June 2025 – CEO

Performance Metrics	STI Weighting	Target ($M)	Result ($M)	STI Outcome	Performance Commentary
EBITA ($M)	70%		$207.9	Deferred	The Company achieved an underlying EBITA of $207.9 million, (refer to Page 7 of the Directors' Report), which resulted in achievement of Target 1 and 2 and partial achievement of Target 3. 54% of this award is achieved, however will be deferred as set out in the commentary under 6.1 above.
Target 1		$195			
Target 2		$205			
Target 3		$215			
FY26 Plan Revenue	30%		Undisclosed(1)	30.0%	FY26 Plan Revenue has been determined in accordance with the Board-approved FY26 budget. This objective was met at stretch target, resulting in the full vesting of this part of the award. Due to the commercially sensitive nature of the Plan Revenue target, this result will be disclosed in FY26.
Target 1		Undisclosed(1)			
Target 2		Undisclosed(1)			
STI ACHIEVED	**100%**			**30.0%**	
SAFETY MODERATOR				**(6.0%)**	Total award earned less the 20% impact from the safety moderator, details of which are set out in 6.1.
TOTAL STI EARNED				**24.0%**	

(1) Performance target is considered commercially sensitive and is therefore undisclosed.

6.2.2 STI Performance Measures for the year ended 30 June 2025 – Other Executives

Performance Metrics	STI Weighting	Geoff Caton	Michael Gollschewski	Mike Sutton
EBITA ($M)	70%			
Target 1		$96.0	$56.2	$63.2
Target 2		$103.1	$59.2	$66.5
Target 3		$110.2	$62.1	$69.8
Result		**0%**	**70.0%**	**33.0%**
FY26 Plan Revenue	30%			
Target 1		Undisclosed(1)	Undisclosed(1)	Undisclosed(1)
Target 2		Undisclosed(1)	Undisclosed(1)	Undisclosed(1)
Result		**18.0%**	**30.0%**	**0%**
STI ACHIEVED	**100%**	**18.0%**	**100.0%**	**33.0%**
SAFETY MODERATOR		**N/A**	**N/A**	**(6.6%)(2)**
TOTAL STI EARNED		**18.0%**	**100.0%**	**26.4%**

(1) Performance target is considered commercially sensitive and is therefore undisclosed.

(2) The full safety moderator was applied in FY25 at a rate of 20% to the total award earned due to the incident on the HWA Freeway project, that resulted in a subcontractor suffering a fatal injury.

6.2 Short-Term Performance Measures Continued

6.2.3 STI Performance Measures for the year ended 30 June 2024 – CEO

Performance Metrics	STI Weighting	Target ($M)	Result ($M)	STI Earned	Performance Commentary
EBITA ($M)	60%		$195.1	60%	The Company achieved FY24 EBITA of $195.1 million resulting in the full vesting of this award for the CEO.
Target 1		$172			
Target 2		$175			
Target 3		$185			
FY25 Plan Revenue	20%		$3,100	20%	FY25 Plan Revenue has been determined in accordance with the Board-approved FY25 budget. This objective was met at stretch target, resulting in the full vesting of this part of the award.
Target 1		$3,000			
Target 2		$3,100			
Strategic Objectives	20%			20%	Strategic objectives were set through discussions with the N&RC Chairperson and the CEO. In FY24, the agreed objectives set related to strategic growth and diversification targets, in addition to succession planning and enterprise-wide risk management. The Board endorsed full award of the CEO's FY24 strategic objectives on the basis the CEO has successfully delivered on his agreed objectives.
TOTAL	**100%**			**100%**	

6.2.4 STI Performance Measures for the year ended 30 June 2024 – Other Executives

Performance Metrics	STI Weighting	Richard Simons	Geoff Caton	Michael Gollschewski	Mike Sutton
EBITA ($M)	60%				
Target 1		$172.0	$89.7	$60.1	$50.7
Target 2		$175.0	$96.9	$63.6	$54.4
Target 3		$185.0	$105.4	$69.1	$59.0
Result		**60%**	**41%**	**30%**(1)	**42%**
FY25 Plan Revenue	20%				
Target 1		$3,000.0	$1,350.0	$892.3	$1,068.6
Target 2		$3,100.0	$1,405.0	$955.5	$1,154.4
Result		**20%**	**15%**	**15%**	**0%**
Strategic Objectives	20%	Banking arrangements, portfolio savings and IT systems infrastructure	Succession planning, organisational culture and business systems	MET-related strategic deliverables including growth and diversification targets	Strategic partnerships, organisation structure and tender and project frameworks
Result		**20%**	**20%**	**20%**	**20%**
TOTAL	**100%**	**100%**	**76%**	**65%**	**62%**

(1) *The Board has elected to apply discretion with regards to the EBITA performance metric after prioritising Mr M Gollschewski's focus on the Primero business which as a result performed strongly in FY24.*

7 LONG-TERM 'AT-RISK' EXECUTIVE REMUNERATION OUTCOMES

7.1 Long-Term Performance Outcomes

During the period ended 30 June 2025, the FY22 LTI Plans vested which had a three-year performance period up to 30 June 2024.

The following tables provide information on the vesting outcome of the FY22 LTI Plan for each Executive. Further details in relation to the vesting hurdles, assessment and outcomes are provided at 7.2 below.

7.1.1 LTI Performance Outcomes for the year ended 30 June 2025

Name	LTI Plan	Allocation Date	Vesting Date	Performance Rights Granted (Number)	Performance Rights Vested (Number)	Value at Grant Date (1) ($)
Julian Pemberton	FY22 LTI Plan	25/11/2021	30/09/2024	986,842	851,739	1,500,000
Geoff Caton	FY22 LTI Plan	17/06/2022	30/09/2024	157,730	136,136	206,927

(1) Value at Grant Date is the number of Performance Rights issued multiplied by the 30-day VWAP up to the beginning of the performance period, being 30 June 2024 and $1.52 for the FY22 LTI Plan.

7.1.2 LTI Performance Outcomes for the year ended 30 June 2024

Name	LTI Plan	Allocation Date	Vesting Date	Performance Rights Granted (Number)	Performance Rights Vested (Number)	Value at Grant Date (1) ($)
Julian Pemberton	FY20 LTI Plan – Tranche 2(2)	26/11/2019	30/11/2023	582,245	582,245	1,438,145
Julian Pemberton	FY21 LTI Plan	25/11/2021	30/09/2023	750,000	750,000	1,440,000
Geoff Caton	FY20 LTI Plan – Tranche 2(2)	20/07/2020	30/11/2023	137,980	137,980	340,811
Geoff Caton	FY21 LTI Plan	17/06/2022	30/09/2023	118,490	118,490	227,501

(1) Value at Grant Date is the number of Performance Rights issued multiplied by the 30-day VWAP up to the beginning of the performance period, being 30 June 2019 and $2.47 for FY20 LTI Plan – Tranche 2 Performance Rights and 30 June 2020 and $1.92 for the FY21 LTI Plan Performance Rights.

(2) FY20 LTI Plan was issued in two tranches – Tranche 1, which had a three-year performance period and vested in FY23, and Tranche 2, which had a four-year performance period and vested in FY24.

7.2 Long-Term Performance Measures

7.2.1 LTI Performance Measures for the year ended 30 June 2025

The Performance Rights issued under the FY22 LTI Plan were tested for vesting following the end of the performance period with vesting outcomes shown below. The Performance Rights vested on 30 September 2024.

Performance Metrics	LTI Weighting	Target	Result	LTI Earned	Performance Commentary
TSR	33.33%		$3.89	33.33%	TSR has been measured on sustaining returns at a target level for a minimum two-month period within the performance period and assessed utilising a 60-day VWAP. The final assessment of TSR includes appropriate adjustments for dividend payments (+ 54 cents per share) and equity raisings (not applicable) to reflect actual TSR achieved in the period. This part of the award vested at 100%.
Target 1		$2.81			
Target 2		$3.02			
EPS	33.33%		28.1c	19.64%	Measurement of performance against the EPS target was based on achieving the target for any year within the performance period. The final assessment of EPS targets includes appropriate adjustments for the impacts of acquisitions related to the issue of shares to fund the purchase of Primero in 2021 (+0.8 cent per share). This part of the award vested at 58.9%.
Target 1		27.8c			
Target 2		29.5c			
Gearing	33.34%		12.4%	33.34%	Gearing is calculated as average Gearing for the performance period being 12.4%, resulting in the full vesting of this part of the award. This part of the award vested at 100%.
Below		40%			
TOTAL AWARD				**86.31%**	

7.2 Long-Term Performance Measures Continued

FY22 LTI Assessment of EPS Hurdle

The N&RC recognised that, to appropriately assess EPS performance over the FY22 LTI performance period, an adjustment to the weighted average number of shares used in the target-setting process was necessary to account for the impact of the Primero acquisition which occurred during that year. This approach aligns with the methodology applied in assessing TSR performance, whereby the N&RC considers and, where appropriate, adjusts outcomes to reflect the impacts of acquisitions. In this case, the adjustment resulted in an increase of 0.8 cents per share to the final EPS outcome.

The basis of the adjustment stems from the fact that the weighted average number of shares only includes Primero for a portion of the financial year. This has the impact of artificially increasing the EPS targets management is required to achieve over the performance period, noting earnings for the FY22 LTI calculations were set based on FY20.

The N&RC considered several approaches to adjust the final EPS assessment to reflect the impact of the Primero acquisition. Notably, one of these approaches would have resulted in full vesting of the EPS hurdle. However, the N&RC determined that the more balanced and appropriate approach was as outlined above. Following careful deliberation and a formal recommendation from the N&RC, the Board approved this approach for vesting.

With the adjustment for the impact of acquisitions on the final EPS assessment in FY24, EPS of 28.1 cents per share was achieved.

7.2.2 LTI Performance Measures for the year ended 30 June 2024

The LTI Plans and associated outcomes from FY24 are outlined below.

FY20 LTI Plan - Tranche 2

The second tranche of Performance Rights issued under the FY20 LTI Plan were tested for vesting following the end of the performance period and vesting outcomes have been shown below. The Performance Rights vested on 30 November 2023.

Performance Metrics	LTI Weighting	Target	Result	LTI Earned	Performance Commentary
TSR	33.33%		$3.65	33.33%(1) (Discretion)	TSR was measured on sustaining returns at a target level for a minimum two-month period within the performance period and assessed utilising a 60-day VWAP. The final assessment of TSR includes appropriate adjustments for dividend payments (+50 cents per share) and equity raisings (-4 cents per share) to reflect actual TSR and was achieved in the period January to February 2020.
Target 1		$3.46			
Target 2		$3.66			
EBITDA	33.33%		$288.8M	33.33%	EBITDA was assessed in line with the audited financial statements and included consideration and (where required) adjustment for the prior period adjustment outlined in note 1.9 of the FY23 annual financial statements. EBITDA for FY23 was $288.8 million, and consequently, the maximum outcome for this hurdle has been achieved.
Target 1		$245M			
Target 2		$263M			
Gearing	33.34%		21.5%	33.34%	Gearing is calculated as average Gearing for the performance period being 21.5%, resulting in the full vesting of this award.
Below		40.0%			
	100.00%			**100.00%**	
TOTAL				**99.73%**	**Without discretion this award vested at 99.73%**
DISCRETION EXERCISED				**0.27%**	**Related to TSR Hurdle as indicated**
TOTAL AWARD				**100.00%**	**Final award outcome**

(1) Discretion was applied by the Board to this performance hurdle to fully vest this part of the award. Detailed disclosure around the Board's exercise of discretion can be found under section 7.2.1 of the FY24 Annual Financial Statements.

7.3 Long-Term Performance Measures Continued

FY21 LTI Plan

Performance Rights issued under the FY21 LTI Plan were tested for vesting following the end of the performance period, and vesting outcomes have been shown below. The Performance Rights vested on 30 September 2023.

Performance Metrics	LTI Weighting	Target	Result	LTI Earned	Performance Commentary
TSR	33.33%		$3.39	33.33%	TSR was measured on sustaining returns at a target level for a minimum two-month period within the performance period and assessed utilising a 60-day VWAP. The final assessment of TSR includes appropriate adjustments for dividend payments (+44 cents per share), noting that there was negligible impact of equity raisings during the performance period.
Target 1		$2.56			
Target 2		$2.70			
EBITA	33.33%		$166.3M	33.33%(1) (Discretion)	The audited Annual Financial Statements for the periods ended 30 June 2021, 2022 and 2023 recognised EBITA of lower than the minimum $169M and consequently this hurdle has not been achieved.
Target 1		$169M			
Target 2		$176M			
Gearing	33.34%		18.8%	33.34%	Gearing is calculated as average Gearing for the performance period being 18.8%, resulting in the full vesting of this award.
Below		40%			
Total	**100.00%**			**100.00%**	
TOTAL				**66.67%**	**Without discretion this award vested at 66.67%.**
DISCRETION EXERCISED				**33.33%**	**Related to EBITA hurdle as indicated**
TOTAL AWARD				**100.00%**	**Final award outcome**

(1) Discretion was applied by the Board to this performance hurdle to fully vest this part of the award. Actual performance had this performance hurdle vesting at 0%. Detailed disclosure around the Board's exercise of discretion can be found under section 7.2.1 of the FY24 Remuneration Report.

7.4 Performance Rights Award and Status

The above LTI Plans resulted in the following movement of Performance Rights during FY25. The probability of Executives achieving the relevant performance measures for vesting of LTI plans currently outstanding has been reflected in the share based payment expense. Further details in relation to the KMP long-term incentive awards, including the share based payment expense, are set out in note 4.7 in the Annual Financial Statement.

Name	Allocation Date	Balance of Unvested Equity Awards as at 1 July 2024 (Number)	Granted in FY25 (Number)	Vested in FY25 (Number)	Forfeited in FY25 (Number)	Balance of Unvested Equity Awards as at 30 June 2025 (Number)	Fair Value Per Security (Cents)	Fair Value at Grant Date ($)	Share Based Payments Expense FY25 ($)
Julian Pemberton	25/11/2021 to 27/11/2024	2,542,342	590,164	(851,739)	(135,103)	2,145,664	12.8 to 383	3,838,010	1,049,701
Richard Simons	18/11/2022 to 30/11/2023	461,674	-	-	(461,674)	-	37.9 to 257	722,212	-
Peter Bryant	16/06/2025	-	27,649	-	-	27,649	24.8 to 288	23,937	7,979
Geoff Caton	17/06/2022 to 06/05/2025	421,692	101,167	(136,136)	(21,594)	365,129	12.8 to 257	586,703	157,192
Michael Gollschewski	08/02/2023 to 06/05/2025	181,325	100,345	-	-	281,670	17.5 to 298	369,487	113,416

8 NON-EXECUTIVE DIRECTORS' REMUNERATION ARRANGEMENTS

The Board is responsible for assessing Non-Executive Director fees, assisted by the N&RC. In setting the Non-Executive Director fees, the Board considers other Australian ASX companies of comparable size and complexity and seeks to benchmark this research against reports received from an independent remuneration consultant. Non-Executive Directors receive fixed fees for Board and Committee duties and are not entitled to any performance-related remuneration.

8.1 Non-Executive Director Fees

The NRW constitution provides that Non-Executive Directors' remuneration must not exceed the maximum aggregate sum determined by the Company in a general meeting. At present, the maximum aggregate Non-Executive Director sum is $1,500,000 per annum.

During the period, the Board Chairperson fees increased from $277,500 to $330,000. This increase was due to the additional responsibilities incumbent on the Chairperson arising from the Company's increasing scale and scope, particularly as areas of governance become more complex and have a greater impact on Company perception and market performance.

In addition, a review of Directors' fees and Board Committee remuneration was undertaken to ensure alignment with market benchmarks, reflect the responsibilities and time commitments of committee roles and support attraction and retention of highly skilled directors. As a result, Committee Chair fees were increased and Committee Member fees were introduced, effective 01 January 2025. Non-Executive Directors are entitled to receive reimbursement for travel and other expenses they properly incur in attending Board meetings, attending any general meetings of the Company or in connection with the Company's business.

Non-Executive Director fees (including superannuation and non-cash benefits) to be paid by the Company are outlined below.

	FY25	FY24[3]
	$	$
Board Chairperson[1]	330,000	277,500
Board Member	139,375	138,750
Audit Committee Chairperson [2]	33,450	27,750
Risk Committee Chairperson [2]	22,300	11,100
Sustainability Committee Chairperson [2]	22,300	11,100
Nomination & Remuneration Committee Chairperson [2]	22,300	11,100
Committee Member Audit Committee[2]	16,725	-
Committee Member Risk Committee[2]	11,150	-
Committee Member Sustainability Committee[2]	11,150	-
Committee Member Nomination & Remuneration Committee[2]	11,150	-

(1) Board Chairperson fees are inclusive of all Committee fees.
(2) Fees are in addition to Board Member fees recognising the additional work involved in Chairing or being a member of Board Committees.
(3) FY24 fees have been restated to include superannuation.

8.1 Non-Executive Director Fees Continued

The table below sets out the fees paid to each Non-Executive Director during the financial year.

		Short-Term Employment Benefits		Post Employment Benefits	Total
		Salary & fees	Non-cash benefit	Superannuation	
		$	$	$	$
Michael Arnett	FY25	275,034	-	29,932	304,966
	FY24	250,000	-	27,500	277,500
Jeff Dowling	FY25	159,615	-	18,610	178,225
	FY24	150,000	-	16,500	166,500
Fiona Murdoch	FY25	152,500	-	19,554	172,054
	FY24	135,000	-	14,850	149,850
Peter Johnston (1)	FY25	-	-	-	-
	FY24	56,250	-	6,188	62,438
David Joyce (2)	FY25	148,077	-	17,734	165,811
	FY24	33,173	-	3,649	36,822
Adrienne Parker (3)	FY25	142,308	-	16,746	159,054
	FY24	14,423	-	1,587	16,010
TOTAL	**FY25**	**877,534**	**-**	**102,576**	**980,110**
	FY24	**638,846**	**-**	**70,274**	**709,120**

(1) Mr P Johnston retired on 28 November 2023.
(2) Mr D Joyce was appointed on 19 March 2024.
(3) Ms A Parker was appointed on 13 May 2024.

8.2 Non-Executive Director Independence

The Board has undertaken a review of the tenure of both Michael Arnett and Jeff Dowling with regard to the matters outlined in Recommendation 2.3 of the ASX Corporate Governance Council's Principles and Recommendations. The Board is satisfied that their length of service does not compromise their independence or ability to exercise objective and independent judgement on matters before the Board. Michael Arnett and Jeff Dowling bring a well-balanced mix of skills, experience, and deep industry knowledge to the Board and their long-standing tenure provides them with a comprehensive understanding of the Company's operations, enabling them to contribute effectively to assessments of performance, strategic direction, and risk oversight.

9 OTHER STATUTORY DISCLOSURES

9.1 Executive Remuneration Tables

The table below sets out the remuneration outcomes for each of NRW's Executives for the year ended 30 June 2025.

	Year	Salary & Fees	Cash Based Awards (STI)	Leave and Other Long-Term Benefits[1]	Post Employment Benefits (Super)	Termination Payments	Cost of Equity Grants (LTI)	Total
Julian Pemberton	2025	1,464,473	288,000	24,505	29,932	-	1,049,701	2,856,611
	2024	1,322,682	1,081,600	108,670	27,399	-	999,667	3,540,018
Richard Simons[2]	2025	306,664	-	45,181	29,932	306,664	-	688,441
	2024	674,700	351,549	(5,207)	27,399	-	240,737	1,289,178
Peter Bryant[3]	2025	86,836	-	6,680	7,483	-	7,979	108,978
	2024	-	-	-	-	-	-	-
Geoff Caton	2025	740,254	55,707	(9,147)	30,000	-	157,192	974,006
	2024	710,757	224,763	23,425	27,500	-	167,410	1,153,855
Michael Gollschewski	2025	733,438	306,053	(10,691)	29,932	-	113,416	1,172,148
	2024	705,854	191,288	19,022	27,399	-	98,536	1,042,099
Mike Sutton	2025	722,251	103,438	(26,027)	29,932	-	-	829,594
	2024	571,405	188,505	26,454	25,148	-	-	811,512
Total	**2025**	**4,053,916**	**753,198**	**30,501**	**157,211**	**306,664**	**1,328,288**	**6,629,778**
Total	**2024**	**3,985,398**	**2,037,705**	**172,364**	**134,845**	**-**	**1,506,350**	**7,836,662**

(1) Represents the movement in accrued annual leave and accrued long service leave.

(2) Mr R Simons resigned effective 6 January 2025. On cessation of employment, he received $306,664 in lieu of his six month notice period. These values are shown in termination payments column.

(3) Mr P Bryant was appointed 5 May 2025.

9.2 Share Ownership

9.2.1 Shareholding and Transactions

The number of ordinary shares in NRW Holdings Ltd (ASX: NWH) held directly, indirectly or beneficially, by each individual (including shares held in the name of all close members of the Director's or Executive's family and entities over which either the Director or Executive or the family member has, directly or indirectly, control, joint control or significant influence) are shown below. These are ordinary shares held without performance conditions or restrictions for the preceding two financial years.

	Held at 30 June 2024[(1)]	Rights Vested	Purchases	Share Sales	Held at 30 June 2025
Michael Arnett	1,012,534	-	-	-	1,012,534
Jeff Dowling	364,705	-	-	-	364,705
Fiona Murdoch	28,500	-	10,900	-	39,400
David Joyce	36,363	-	-	-	36,363
Adrienne Parker	-	-	5,500	-	5,500
Julian Pemberton	10,372,987	851,739	-	-	11,224,726
Geoff Caton	-	136,136	-	(136,136)	-
TOTAL	**11,815,089**	**987,875**	**16,400**	**(136,136)**	**12,683,228**

(1) Mr R Simons resigned 6 January 2025. His shareholding held at 30 June 2024 was 10,500.

9.2.2 Prohibition on Hedging of Shares and Invested Equity Awards

The Company's share trading policy prohibits employees (including KMP) from dealing in NWH shares if the dealing is prohibited under the Corporations Act. Therefore, in accordance with this policy, all KMP are prohibited from entering into arrangements in connection with NWH shares which operate to limit the executives' economic risk under any equity-based incentive schemes.

The ability to deal with unvested Performance Rights is restricted in the relevant Performance Rights Plan Rules which apply to the Performance Rights which have been granted.

9.3 Related Party Transactions

An amount of $166,645 (2024: Nil) was due by Julian Pemberton to the Company as at 30 June 2025 associated with expenses settled by the Company on his behalf. The amount was settled in full subsequent to year end, with no balance outstanding at the date of this report.

All transactions between the Company and its KMP or their associates during the 2025 financial year are disclosed at note 7.3 in the Annual Financial Statement.

End of Remuneration Report (Audited)

AUDITOR'S INDEPENDENCE DECLARATION

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Tower 2
Brookfield Place
123 St Georges Terrace
Perth WA 6000
GPO Box A46
Perth WA 6837 Australia

Tel: +61 8 9365 7000
Fax: +61 8 9365 7001
www.deloitte.com.au

The Board of Directors
NRW Holdings Limited
181 Great Eastern Highway
Belmont WA 6104

20 August 2025

Dear Board Members

Auditor's Independence Declaration to NRW Holdings Limited

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

As lead audit partner for the audit of the financial statements of NRW Holdings Limited for the financial year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

DELOITTE TOUCHE TOHMATSU

David Newman
Partner
Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.

Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

DIRECTORS' DECLARATION

THE DIRECTORS DECLARE THAT:

(a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

(b) in the Directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1.2 to the financial statements;

(c) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;

(d) in the Directors' opinion, the Consolidated Entity Disclosure Statement within the Annual Financial Statements is true and correct; and

(e) the Directors have been given the declarations required by Section 295A of the Corporations Act 2001.

At the date of this declaration, the Company is within the class of companies affected by ASIC Class Order 98/1418. The nature of the Deed of Cross Guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the Deed of Cross Guarantee.

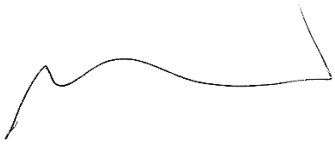
In the Directors' opinion, there are reasonable grounds to believe that the Company and the companies to which the ASIC Class Order applies, as detailed in note 7.1 to the financial statements will, as a Group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee.

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

On behalf of the Directors

Julian Pemberton

Chief Executive Officer and Managing Director



Michael Arnett

Chairperson and Non-Executive Director

Perth, 20 August 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 30 June 2025

		Consolidated	
	Notes	**2025**	**2024**
		$'000	$'000
REVENUE		**3,267,690**	**2,913,007**
Other income	2.3	4,965	27,911
Materials and consumables		(782,794)	(662,213)
Employee benefits expense		(1,127,692)	(1,035,443)
Subcontractor costs		(687,552)	(612,979)
Plant and equipment costs		(247,257)	(241,356)
Depreciation and amortisation expenses		(190,590)	(145,553)
Allowance for expected credit losses	2.4	(117,673)	-
Other expenses	2.4	(60,839)	(82,360)
Share of profit / (loss) from associates		-	113
Net finance costs	2.5	(26,203)	(18,317)
Profit before income tax		**32,055**	**142,810**
Income tax expense	6.1	(4,381)	(37,714)
Profit for the year		**27,674**	**105,096**
Other comprehensive income for the year, net of income tax			
Net movement in foreign currency translation reserve		267	(65)
Total comprehensive income for the year		**27,941**	**105,031**
Profit for the year attributable to:			
Equity holders of the Company		**27,674**	**105,096**
Other Comprehensive Income for the year attributable to:			
Equity holders of the Company		**27,941**	**105,031**
EARNINGS PER SHARE		**Cents**	**Cents**
Basic earnings per share	4.6	6.1	23.2
Diluted earnings per share	4.6	6.0	22.7

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Notes	Consolidated 2025 $'000	Consolidated 2024 $'000
ASSETS			
Current assets			
Cash and cash equivalents		265,744	246,648
Trade and other receivables	3.1	404,770	429,792
Inventories	3.2	136,750	103,927
Other current assets		29,528	25,957
Current tax assets		706	489
Total current assets		**837,498**	**806,813**
Non-current assets			
Property, plant and equipment	3.3	604,579	554,154
Right-of-use assets	3.4	40,711	39,327
Investments in listed equities		7,025	4,359
Intangible assets	3.5	40,939	37,282
Goodwill	3.6	170,323	170,323
Total non-current assets		**863,577**	**805,445**
Total assets		**1,701,075**	**1,612,258**
LIABILITIES			
Current liabilities			
Trade and other payables	3.8	481,554	423,001
Financial debt	5.3	97,801	77,998
Lease debt	5.4	17,004	15,665
Provisions	3.9	125,064	96,881
Current tax liabilities		33,416	1,169
Total current liabilities		**754,839**	**614,714**
Non-current liabilities			
Financial debt	5.3	266,372	201,810
Lease debt	5.4	29,943	29,986
Provisions	3.9	8,721	14,592
Deferred tax liabilities	6.3	31,186	98,600
Total non-current liabilities		**336,222**	**344,988**
Total liabilities		**1,091,061**	**959,702**
Net assets		**610,014**	**652,556**
EQUITY			
Share capital	4.2	383,416	383,416
Reserves	4.3	23,258	20,498
Retained profits	4.4	203,340	248,642
Total equity		**610,014**	**652,556**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year Ended 30 June 2025

	Notes	Share Capital	Foreign Currency Translation Reserve	Share Based Payment Reserve	Total Reserves	Retained Earnings	Total Equity
		$'000	$'000	$'000	$'000	$'000	$'000
Balance as at 30 June 2023		**383,416**	**(2)**	**17,479**	**17,477**	**209,229**	**610,122**
Profit for the year	4.4	-	-	-	-	105,096	105,096
Other comprehensive income/(loss)			(65)	-	(65)	-	(65)
Total profit and other comprehensive income for the year		**-**	**(65)**	**-**	**(65)**	**105,096**	**105,031**
Dividends paid	4.5	-	-	-	-	(65,683)	(65,683)
Share based payments	4.3	-	-	3,086	3,086	-	3,086
Balance at 30 June 2024		**383,416**	**(67)**	**20,565**	**20,498**	**248,642**	**652,556**
Profit for the year	4.4	-	-	-	-	27,674	27,674
Other comprehensive income/(loss)		-	267	-	267	-	267
Total profit and other comprehensive income for the year		**-**	**267**	**-**	**267**	**27,674**	**27,941**
Dividends paid	4.5	-	-	-	-	(72,976)	(72,976)
Share based payments	4.3	-	-	2,493	2,493	-	2,493
Balance at 30 June 2025		**383,416**	**200**	**23,058**	**23,258**	**203,340**	**610,014**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended 30 June 2025

	Notes	Consolidated 2025 $'000	Consolidated 2024 $'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		3,592,659	3,177,711
Payments to suppliers and employees		(3,282,148)	(2,897,060)
Interest paid	2.5	(31,585)	(21,447)
Interest received	2.5	5,382	3,130
Income tax paid		(32,833)	(28,802)
Net cash flow from operating activities	5.1	**251,475**	**233,532**
CASH FLOWS USED IN INVESTING ACTIVITIES			
Proceeds from the sale of property, plant and equipment		6,442	8,316
Proceeds from the sale of investments		-	34,237
Acquisition of property, plant and equipment	3.3	(144,397)	(192,846)
Acquisition of intangible assets	3.5	(10,028)	(1,985)
Payment associated with business combination	7.5	(78,320)	-
Net cash (used) in investing activities		**(226,303)**	**(152,278)**
CASH FLOWS USED IN FINANCING ACTIVITIES			
Proceeds from borrowings	5.3	185,315	105,032
Repayment of borrowings	5.3	(100,950)	(85,641)
Repayment of lease debt	5.4	(17,732)	(15,829)
Payment of dividends to shareholders	4.5	(72,976)	(65,683)
Net cash (used) in financing activities		**(6,343)**	**(62,121)**
NET INCREASE IN CASH AND CASH EQUIVALENTS		**18,829**	**19,133**
Cash and cash equivalents at beginning of the year		246,648	227,580
Effect of foreign exchange rate changes		267	(65)
Cash and cash equivalents at the end of the year		**265,744**	**246,648**

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

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL NOTES

1.1 General Information

NRW Holdings Limited is a public company listed on the Australian Securities Exchange which is incorporated and domiciled in Australia. The address of the Company's registered office is 181 Great Eastern Highway, Belmont, Western Australia. The consolidated financial statements of the Company, for the year ended 30 June 2025, comprises the Company and its subsidiaries, together referred to as 'the Group'. The Group is primarily involved in the provision of diversified contract services to the resources and infrastructure sectors in Australia.

1.2 Basis of Preparation

This section sets out the basis of preparation and the Group accounting policies that relate to the consolidated financial statements as a whole. Significant and other material accounting policies that summarise the measurement basis used and are relevant to an understanding of the financial statements, are provided throughout the notes to the financial statements, to which it relates.

The financial report is a general-purpose financial report which:

- Has been prepared in accordance with Australian Accounting Standards (AASBs), including Australian Accounting Interpretations adopted by the Australian Accounting Standards Board, and the Corporations Act 2001. The financial report of the Group also complies with International Financial Reporting Standards (IFRS Accounting Standards) and Interpretations as issued by the International Accounting Standards Board (IASB);
- Has been prepared on the basis of historical cost except for the revaluation of financial instruments. Historical cost is based on the fair values of the consideration given in exchange for goods and services;
- Is presented in Australian dollars (AUD);
- Is rounded to the nearest thousand ($000), unless otherwise stated, in accordance with ASIC Corporations (Rounding in Financial & Directors' Reports) Instrument 2016/191;
- Adopts all new and amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to the operations of the Group and effective for reporting periods beginning on or after 1 July 2024. Refer to note 1.5 for further details;
- Does not early adopt any Accounting Standards and Interpretations that have been issued or amended but are not yet effective; and
- Has applied the Group accounting policies consistently to all periods presented.

The financial statements were authorised for issue by the Directors on 20 August 2025.

1.3 Going Concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Therefore the Group has continued to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

1.4 Basis of Consolidation Continued

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with the Group's accounting policies.

All intra-Group assets and liabilities, equity, income, expenses and cash flows, relating to material transactions between members of the Group, are eliminated on consolidation.

1.5 New Accounting Standards

The Group has adopted all the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current financial year.

1.6 Accounting Judgements and Estimates

In applying the Group's accounting policies, which are described throughout the notes to the financial statements, management is required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised, and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are considered to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised:

- If the revision affects only that period; or
- In the period of the revision and future periods, if the revision affects both current and future periods.

2 BUSINESS PERFORMANCE

2.1 Segment Reporting

NRW is comprised of three reportable segments, Civil, Mining and Minerals, Energy & Technologies. Business activities are conducted primarily in Australia, with engineering offices in Canada and the USA.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group). Segment operating results are regularly reviewed by the Group's Chief Operating Decision Maker (the Board of Directors) who make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Reportable Segments

NRW has structured its business reporting into three segments, Civil, Mining and Minerals, Energy & Technologies.

- **Civil:** The Civil segment specialises in the delivery of private and public civil infrastructure projects, mine development, bulk earthworks and commercial and residential subdivisions. Civil construction projects include roads, bridges, tailings storage facilities, rail formations, ports, renewable energy projects, water infrastructure and concrete installations.
- **Mining:** The Mining segment specialises in mine management, contract mining, load and haul, drill and blast, coal handling preparation plants, maintenance services and the fabrication of water and service vehicles.
- **Minerals, Energy & Technologies:** The MET segment includes Primero, RCR, DIAB and OFI. Primero is a multidisciplinary engineering business that specialises in the design, construction, operation and maintenance of global resource projects across the mineral processing, energy and non-process infrastructure market segments. RCR is a leading Original Equipment Manufacturer (OEM) that offers innovative materials handling design capability. DIAB is an engineering and fabrication services provider to the metals and mining industry and provides specialist maintenance (shutdown services and onsite maintenance), industrial engineering and construction services. OFI specialises in industrial electrical engineering, automation, switchboard design and manufacture, instrumentation and electrical design and construction across a number of sectors including mining and resources, government and defence, fuels and explosives, infrastructure, utilities and industrial processing.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise predominantly corporate expenses. Inter-segment pricing is determined on an arm's length basis.

2.1 Segment Reporting Continued

Reportable Segment Revenues and Results

2025	Civil	Mining	MET	Corporate / Eliminations	Total
	$'000	$'000	$'000	$'000	$'000
Revenue	823,717	1,541,159	932,024	(29,210)	3,267,690
EBITDA[1]	**48,134**	**275,021**	**87,224**	**(19,392)**	**390,987**
EBITDA margin (%)	*5.8%*	*17.8%*	*9.4%*	-	*12.0%*
Depreciation and amortisation[2]	(3,913)	(153,981)	(18,884)	(6,269)	(183,047)
EBITA[3]	**44,221**	**121,040**	**68,340**	**(25,661)**	**207,940**
EBITA margin (%)	*5.4%*	*7.9%*	*7.3%*		*6.4%*
Amortisation of acquisition intangibles[4]					(7,543)
Non-underlying transactions[5]	-	(109,517)	(29,202)	(3,420)	(142,139)
Net interest					(26,203)
Profit before income tax					**32,055**
Income tax expense					(4,381)
Profit for the year					**27,674**

2024	Civil	Mining	MET	Corporate / Eliminations	Total
	$'000	$'000	$'000	$'000	$'000
Revenue	655,459	1,524,875	791,808	(59,135)	2,913,007
EBITDA[1]	**31,712**	**259,332**	**61,157**	**(17,401)**	**334,800**
EBITDA margin (%)	*4.8%*	*17.0%*	*7.7%*	-	*11.5%*
Depreciation and amortisation[2]	(1,897)	(115,782)	(15,612)	(6,372)	(139,663)
EBITA[3]	**29,815**	**143,550**	**45,545**	**(23,773)**	**195,137**
EBITA margin (%)	*4.5%*	*9.4%*	*5.8%*	-	*6.7%*
Amortisation of acquisition intangibles[4]					(5,890)
Non-underlying transactions[5]	-	12,285	(28,298)	(12,107)	(28,120)
Net interest					(18,317)
Profit before income tax					**142,810**
Income tax expense					(37,714)
Profit for the year					**105,096**

(1) EBITDA is earnings before interest, tax, depreciation, amortisation of acquisition intangibles and non-underlying transactions.
(2) Includes depreciation, and amortisation of software.
(3) Underlying EBITA / EBITA is earnings before interest, tax and amortisation of acquisition intangibles and non-underlying transactions.
(4) Amortisation of intangibles as part of business combinations.
(5) Non-underlying transactions in FY25 included the impairment of OneSteel and Whyalla Ports receivables of $110.5 million, Strandline Resources $6.0 million and other specific allowances recognised during the period which are not representative of the Group's historic experience with respect to recoverability to trade and other receivables. In addition, payments relating to Strandline Resources bond release and acquisition of HSE, together with other advisory costs. In FY24, transactions related to Wärtsilä settlement of $28.3 million offset by net gains on investments.

2.1 Segment Reporting Continued

Segment Assets and Liabilities

	Segment Assets		Segment Liabilities	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Civil	179,711	174,442	164,114	134,035
Mining	887,847	806,069	552,534	464,673
MET	412,535	374,066	270,667	219,489
Unallocated	220,982	257,681	103,746	141,505
Consolidated	**1,701,075**	**1,612,258**	**1,091,061**	**959,702**

Information About Major Customers

Included in the revenues arising from sales of the reportable segments are approximate revenues to arise from the sales to the Group's largest customers.

For the year end 30 June 2025, there were two major customers, one contributing 13.7% of Group revenue being $447.4 million for the MET segment and the other contributing 10.9% of Group revenue being $355.1 million over all segments.

For the year end 30 June 2024, there were two major customers, one contributing 12.1% of Group revenue being $352.6 million for the Civil segment and the other contributing 10.9% of Group revenue being $316.9 million for the Mining segment.

2.2 Revenue

Construction Contracts

Revenues from construction contracts are recognised by reference to the stage of completion of the contract activity. Measurement is based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion.

The Directors consider that this input method is an appropriate measure of the progress towards complete satisfaction of performance obligations under AASB 15: *Revenue from Contracts with Customers*.

The Group becomes entitled to invoice customers for construction contracts based on achieving a series of performance-related milestones. When a particular milestone is reached, the customer is sent a relevant statement of work signed by a third-party assessor and an invoice for the related milestone payment. The Group will previously have recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the milestone payment exceeds the revenue recognised to date under the cost-to-cost method, then the Group recognises a contract liability for the difference.

Service Contracts

Revenue from service contracts is recognised on the basis of the value of work completed. Customer contracts are generally based on schedule of rates for each of the activities performed which identify value for the work performed and hence the value of revenue to be recognised.

Revenue for preventative maintenance contracts is recognised progressively over the contract term.

2.2 Revenue Continued

Transaction Price and Contract Modifications

The transaction price is the amount of consideration to which the Company expects to be entitled to under the customer contract, and which is used to value total revenue and is allocated to each performance obligation. The determination of this amount includes both 'fixed consideration' (for example the agreed lump sum, aggregated schedule of rates or pricing for services) and 'variable consideration'.

When the consideration includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to the customer. When estimating the amount of consideration to which it is entitled, the Company considers the variable consideration constraint. This requires an assessment that it is highly probable that there will not be a significant reversal of this revenue in the future.

Contract modifications (claims), consideration for optional works and provisional sums, are changes to the contract approved by the parties to the contract. When determining whether approval has been granted by the parties to the contract, the Group takes into consideration factors including, but not limited to, contract terms, customary business practices, the status of the negotiation process, the ability to enforce the other party and expert legal opinion.

A contract modification may exist even though the parties to the contract may not have finalised the scope or price (or both) of the modification. Contract modifications may include a claim, which is an amount that the contractor seeks to collect as reimbursement for costs incurred (and/or to be incurred) due to reasons or events that could not be foreseen and are not attributable to the contractor, for more work performed (and/or to be performed) or variations that were not formalised in the contract scope.

The right to income from a contract modification shall be provided to the extent the agreement with the customer creates enforceable rights and obligations. Once the enforceable right has been identified, the Group applies the guidance given in AASB 15: *Revenue from Contracts with Customers*. This requires an assessment that it is highly probable that there will not be a significant reversal of this revenue in the future.

Costs to Obtain and Fulfil a Contract

Costs incurred during the tender/bid process are expensed, unless they are incremental to obtaining the contract and the Group expects to recover those costs or where they are explicitly chargeable to the customer regardless of whether the contract is obtained. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

Financing Components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer represents a financing component. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Warranties

Generally, construction and services contracts include defect and warranty periods following completion of the project. These obligations are not deemed to be separate performance obligations and are therefore estimated and included in the total costs of the contracts. Where required, amounts are recognised accordingly in line with AASB 137: *Provisions, Contingent Liabilities and Contingent Assets*. Refer to note 3.9 for further details.

2.2 Revenue Continued

Key Judgements and Estimates

Stage of completion

Determining the stage of completion requires an estimate of expenses incurred to date as a percentage of total estimated costs. Key assumptions regarding costs to complete include estimations of labour, technical costs, impact of delays and productivity. These estimates are performed by qualified professionals within the project teams.

Variable consideration

The measurement of the additional consideration arising from claims is subject to a high level of uncertainty, both in terms of the amounts that the customer will pay and the collection times, which usually depend on the outcome of negotiations between the parties or decisions taken by judicial/arbitration bodies. The Group considers all the relevant aspects and circumstances such as the contract terms, business and negotiating practices of the sector, the Group's historical experiences with similar contracts and consideration of those factors that affect the variable consideration that are out of the control of the Group or other supporting evidence when making the above decision.

Remaining Performance Obligations (Work in Hand)

The transaction price allocated to remaining performance obligations (unsatisfied or partially satisfied) at 30 June 2025 is set out below.

	Consolidated	
	2025	**2024**
	$'000	$'000
Civil	558,739	447,958
Mining	4,258,450	3,415,801
MET	893,397	1,075,161
Total	**5,710,586**	**4,938,920**

2.3 Other Income

	Consolidated	
	2025	**2024**
	$'000	$'000
Gain on sale of financial assets (Spartan Resources)	-	23,059
Fair value net gains on financial assets	2,666	-
Profit on sale of property, plant and equipment	-	1,132
Lease income	516	602
All other income	1,783	3,118
Total	**4,965**	**27,911**

2.4 Other Expenses

	Consolidated	
	2025	**2024**
	$'000	$'000
Allowance for expected credit losses[1]	(117,673)	-
Total allowance for expected credit losses	**(117,673)**	**-**
Wärtsilä settlement and associated legal fees	-	(28,304)
Fair value net losses on financial assets	-	(11,501)
Loss on sale of property, plant and equipment	(5,262)	-
All other expenses	(55,577)	(42,555)
Total other expenses	**(60,839)**	**(82,360)**

(1) Refer to note 3.1 Trade and Other Receivables for more information.

2.5 Net Finance Costs

	Consolidated	
	2025	**2024**
	$'000	$'000
Interest income	5,382	3,130
Total finance income	**5,382**	**3,130**
Interest expense on financial debt	(28,224)	(18,366)
Interest expense on lease debt	(3,361)	(3,081)
Total finance expenses	**(31,585)**	**(21,447)**
Net finance costs	**(26,203)**	**(18,317)**

3 BALANCE SHEET

3.1 Trade and Other Receivables

	Consolidated	
	2025	**2024**
	$'000	$'000
Trade receivables	126,973	152,108
Contract assets	262,402	250,607
Other receivables including loans to associates	22,613	27,077
Expected credit losses	(7,218)	-
Total current trade and other receivables	**404,770**	**429,792**
Amounts due from OneSteel and Whyalla[(1)]	110,455	-
Expected credit losses	(110,455)	-
Total non-current trade and other receivables	**-**	**-**
Total trade and other receivables	**404,770**	**429,792**

(1) Amounts due from OneSteel and Whyalla include amounts have been classified as non-current as the process of enforcement of Golding's various security and resolution of the OneSteel and Whyalla administration is expected to take in excess of twelve months to complete from balance date.

OneSteel Manufacturing Pty Ltd

Golding Contractors Pty Ltd (Golding) performs mining services for OneSteel Manufacturing Pty Ltd (OneSteel) under a Mining Services Agreement (MSA). OneSteel is a wholly-owned subsidiary of Liberty Primary Metals Australia Pty Ltd (LPMA). As at 30 June 2024, included in trade and other receivables were amounts due from OneSteel amounting to $80.4 million. These amounts were fully collected in the period up to 19 October 2024. Golding continued to provide services to OneSteel under its MSA however due to OneSteel's failure to pay in accordance with the MSA, suspended operations on 7 November 2024.

Modification of OneSteel Receivables in the Year

Following the suspension of operations noted above, Golding negotiated the terms of a restart of operations, culminating in the execution of a Standstill Agreement and various security documents on 6 December 2024 in which a lump sum repayment of $70 million was committed to by OneSteel from the proceeds of a proposed refinancing according to media coverage of OneSteel's parent entity (LPMA) on 19 November 2024.

In these agreements, OneSteel acknowledged the outstanding total of $82.5 million due to Golding at the date of the Standstill Agreement, and Golding obtained a guarantee and indemnity from both LPMA and Whyalla Ports Pty Ltd (Whyalla Ports), as well as a range of security which is discussed in further detail below. Golding also modified the penalty interest rates from 5.3% to 13.0% for overdue payments.

3.1 Trade and Other Receivables Continued

Pursuant to the Standstill Agreement, Golding secured collateral associated with these unpaid amounts. The collateral includes first ranking security over certain Whyalla Ports assets and a first ranking security over the ordinary shares held by LPMA in Whyalla Ports, as well as a payment guarantee from LPMA and Whyalla Ports. Prior to entering into the Standstill Agreement, the Group obtained expert legal advice regarding the form of the security included in the Standstill Agreement and subsequently received legal advice which confirmed the validity and enforceability of the security.

Management have performed a qualitative assessment of the terms and conditions of the $82.5 million that was receivable by Golding at the date of execution of the Standstill Agreement and various security documents and determined a substantial modification in accordance with AASB 9: *Financial Instruments* had occurred and the $82.5 million of trade and other receivables were derecognised.

Subsequent to this, a new financial asset was recognised on 6 December 2024 reflecting the terms agreed in the Standstill Agreement at an initial fair value of $82.5 million reflecting the present value of the expected cash flows and consideration of the collateral made available to Golding through the Standstill Agreement. This new financial asset was assessed in accordance with AASB 9: *Financial Instruments* and considered to be a Purchased or Originated Credit-Impaired (POCI) financial asset. At each reporting date, the Group recognise in profit or loss the amount of the change in lifetime Expected Credit Losses (ECL) as an impairment gain or loss.

On 19 February 2025, the South Australian State Government appointed KordaMentha as an administrator of OneSteel under Section 436C of the Corporations Act 2001. The appointment of an administrator was facilitated by changes to the Whyalla Steel Works Act 1958 which passed State Parliament on the morning of 19 February 2025. Consequently, the Company performed an assessment of the recoverability of the Trade and other receivables associated with OneSteel for the balances recognised as at 31 December 2024 and at that time there was no loss allowance raised.

The appointment of KordaMentha as administrators of OneSteel occurred immediately after the South Australian Government passed special purpose legislation that had the effect of giving the Government security rights for the first time in respect of OneSteel. On 2 April 2025, the Administrators of OneSteel commenced Federal Court proceedings VID 420 of 2025 against Whyalla Ports seeking relief that the lease of the Whyalla Port granted by OneSteel to Whyalla Ports be declared void, unenforceable and of no legal effect. Given the implications for Golding, Golding was granted leave by the Federal Court to be joined as a party to the proceeding so that it could participate in an expedited trial, which was set down for 2 June 2025.

Before this matter could be determined by the Court, on 13 May 2025, South Australian Premier Peter Malinauskas issued a Ministerial Statement advising that his Government had drafted a new piece of legislation called the Whyalla Steel Works (Port of Whyalla) Amendment Bill 2025 (Proposed Bill). The Ministerial Statement stated that the Proposed Bill has been drafted to clarify the status of the land that is the subject of the Whyalla Ports lease. The effect of the Proposed Bill would be to cause the lease agreement granted by OneSteel to Whyalla Ports to have never had legal effect from the beginning. The Ministerial Statement also states the Proposed Bill will clarify that the creation of an interest in certain infrastructure constructed on the port facilities is void and that the infrastructure forms part of the land and is not personal property. This will likely mean that the Proposed Bill will cause ownership of the infrastructure constructed and paid for by Whyalla Ports on the port facilities to now be owned by OneSteel. The legislation was assented to by the South Australian Governor on 3 June 2025.

Whyalla Ports was placed into voluntary administration on 6 June 2025.

Assessment of Recoverability of OneSteel Receivable at 30 June 2025

Due to the specific facts and circumstances arising in respect of amounts owing by OneSteel at balance date, the Company has performed an assessment of the recoverable value of financial assets directly associated with OneSteel.

The recoverability of the receivable from OneSteel is largely dependent upon the enforceability and valuation of the collateral made available through the Standstill Agreement, given OneSteel was placed into voluntary administration. Given the impact of the legislation passed by the South Australian Government, NRW now believes that any recovery of the outstanding indebtedness via Golding's first-ranking security in respect of Whyalla Ports assets is seriously impaired. Consequently, the Group has recorded an allowance for credit loss of $110.5 million as at 30 June 2025 for amounts owed to it at the date OneSteel entered administration.

NRW continues to actively pursue all available avenues to recover the outstanding amounts owed from OneSteel and Whyalla prior to entering administration.

3.1 Trade and Other Receivables Continued

Accounting Policies

Trade Receivables

Trade receivables represent receivables in respect of which the Group's right to consideration is unconditional, subject only to the passage of time. Trade receivables and other receivables are initially recognised at fair value and subsequently at amortised cost, using the effective interest rate method, less an allowance for ECLs.

The average credit period on trade receivables ranges from 30 to 75 days in most cases. In determining the recoverability of a trade receivable, the Group used the simplified expected credit loss model as per AASB 9: *Financial Instruments*.

Purchase or Originated Credit-Impaired Financial Asset

The Group recognises financial assets as POCI at the time of purchase, origination, or upon the derecognition of a trade receivable due to significant modification in its terms. Credit impairment is identified at inception when one or more events that have a negative impact on the estimated future cash flows of the asset have occurred.

POCI assets can also be recognised when an existing trade receivable undergoes a substantial modification resulting in derecognition of the original asset. In such cases, the modified asset is treated as a new credit-impaired asset.

Upon initial recognition, these assets are recorded at fair value and measured subsequently at amortised cost using the credit-adjusted effective interest rate method. Gains or losses on such financial instruments are recognised in profit or loss.

For POCI assets, the Group only recognises lifetime expected credit losses, and any subsequent alterations in the ECL are recorded as an impairment gain or loss in profit or loss. The Group continuously assesses changes in the credit risk and quality of POCI assets, utilising historical data, current conditions, and forecasting information to determine and adjust lifetime of the ECL regularly.

Contract Assets

AASB 15: *Revenue from Contracts with Customers* uses the terms 'contract asset' and 'contract liability' to describe what might more commonly be known as 'accrued revenue' and 'deferred revenue'. Contract assets represent the Group's right to consideration for services provided to customers for which the Group's right remains conditional on something other than the passage of time. Amounts are generally reclassified to trade receivables when contract performance obligations have been certified or invoiced to the customer. Contract liabilities arise where payment is received prior to work being performed.

Collateral

The Group does not generally hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets, except to the extent disclosed within this note associated with OneSteel, where collateral was obtained to mitigate credit risk associated with amounts due to Golding by OneSteel.

The changes enabled by the South Australian government on 13 May 2025, as noted above, negatively impacted the quality of the Group's collateral, which led to the decision to provide in full, against the amounts due from OneSteel.

3.1.1 Age of Trade Receivables that are Past Due

	Consolidated	
	2025	**2024**
	$'000	$'000
61 - 90 days	6,701	2,529
91 days+	114,774	4,383
Total	**121,475**	**6,912**

Past due is defined under AASB 7: *Financial Instruments: Disclosures* to mean any amount outstanding for one or more days after the contractual due date. Past due amounts relate to a number of trade receivable balances where, for various reasons, the payment terms may not have been met.

3.1 Trade and Other Receivables Continued

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments. The carrying amount of financial assets recorded in the financial statements net of any allowance for losses, represents the Group's maximum exposure to credit risk without taking into account the value of any collateral.

Trade and other receivables payment terms are primarily 30 to 75 days. Cash retentions are low as clients require bonds and bank guarantees. The Group's exposure and the credit ratings of these counterparties are regularly monitored, and transactions are diversified among approved counterparties.

Expected Credit Losses

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, including lease receivables, amounts due from customers and on loan commitments.

The Group has elected to measure the loss allowance for a financial instrument at an amount equal to the lifetime ECL - the 'simplified method' available under AASB 9: *Financial Instruments*.

In making the assessment, management takes into consideration the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current, as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The amount of the ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

As at 30 June 2025, expected credit losses are $117.7 million (2024: Nil), inclusive of $110.5 million in respect of purchase or originated credit-impaired financial assets receivable from OneSteel as disclosed in note 3.1 above.

3.1.2 Expected Credit Loss Risk Profile

On that basis, the loss allowance as at 30 June 2025 was determined as follows for both trade receivables and contract assets:

	Consolidated			
	0-60 days	**60-120 days**	**120+ days**	**Total**
	$'000	$'000	$'000	$'000
Expected credit loss rate	**2.6%**	**55.4%**	**65.3%**	**22.5%**
Gross carrying amount - trade and other receivables	125,265	12,002	122,774	260,041
Gross carrying amount - contract assets	229,471	-	32,931	262,402
Loss allowance	**(9,364)**	**(6,646)**	**(101,663)**	**(117,673)**

3.1.3 Loss Allowance Movement

The loss allowances for trade and other receivables and contract assets as at 30 June 2025 as follows:

	Consolidated	
	2025	**2024**
	$'000	$'000
Opening loss allowance at 1 July	-	-
Increase in loss allowance recognised in profit or loss during the year	(117,673)	-
Closing loss allowance as at 30 June	**(117,673)**	**-**

3.1 Trade and Other Receivables Continued

Trade, other receivables and contract assets are impaired where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due. Impairment losses on trade, other receivables and contract assets are included in the statement of comprehensive income as their own financial statement line item. Subsequent recoveries of amounts previously impaired are credited against the same financial statement line item.

Purchased or Originated Credit-Impaired Assets

As disclosed in note 3.1 above, an allowance for credit loss of $110.5 million in respect of purchased or originated credit-impaired financial assets receivable from OneSteel was recorded at 30 June 2025.

Key Judgements and Estimates

Estimation of contract revenue (contract assets)

Where performance obligations are satisfied over time, revenue is recognised in the consolidated statement of profit and loss by reference to the progress towards complete satisfaction of each performance obligation. Fundamental to this calculation is a reliable estimate of the transaction price. Refer to note 2.2 for judgements applied in determining the amount of unbilled revenue to recognise.

Credit risk (expected credit losses)

Credit risk represents the risk that a counterparty will fail to perform an obligation causing a financial loss to the Group. The Group minimises credit risk by undertaking transactions with a large number of customers in various industries and geographical areas.

The Group uses historical information as a basis for the estimation of the ECL and then adjusts its assessment of credit risk based on current conditions; however, judgement is applied in doing this assessment.

3.2 Inventories

	Consolidated	
	2025	**2024**
	$'000	$'000
Raw materials and consumables	123,982[(1)]	88,202
Work in progress	12,768	15,725
Total inventories	**136,750**	**103,927**

(1) Includes $12.5 million relating to the HSE business combination, refer to note 7.5.

3.3 Property, Plant and Equipment

	Note	Land	Buildings	Leasehold Improvements	Plant and Equipment	Total
		$'000	$'000	$'000	$'000	$'000
COST						
Balance as at 30 June 2023		**3,218**	**7,229**	**4,589**	**1,093,340**	**1,108,376**
Additions		-	-	200	192,646	192,846
Disposals		(2,205)	(619)	(9)	(66,088)	(68,921)
Balance as at 30 June 2024		**1,013**	**6,610**	**4,780**	**1,219,898**	**1,232,301**
Acquisitions from business combinations	7.5	-	-	-	81,376	81,376
Additions		-	96	-	144,301	144,397
Disposals		-	-	(2,149)	(76,870)	(79,019)
Balance as at 30 June 2025		**1,013**	**6,706**	**2,631**	**1,368,705**	**1,379,055**
DEPRECIATION						
Balance as at 30 June 2023		**1,000**	**6,299**	**2,406**	**607,712**	**617,417**
Depreciation expense		-	161	231	122,075	122,467
Disposals		(1,000)	(619)	(163)	(59,955)	(61,737)
Balance as at 30 June 2024		**-**	**5,841**	**2,474**	**669,832**	**678,147**
Depreciation expense		-	137	213	163,294	163,644
Disposals		-	-	(1,640)	(65,675)	(67,315)
Balance as at 30 June 2025		**-**	**5,978**	**1,047**	**767,451**	**774,476**
CARRYING VALUES						
At 30 June 2024		**1,013**	**769**	**2,306**	**550,066**	**554,154**
At 30 June 2025		**1,013**	**728**	**1,584**	**601,254**	**604,579**

Recognition and Measurement

The value of property, plant and equipment is measured as the cost of the asset less accumulated depreciation and impairment. All property, plant and equipment, other than freehold land, is depreciated or amortised at rates appropriate to the estimated useful life of the assets or in the case of certain leased plant and equipment, the shorter lease term or hours (usage) reflecting the effective lives.

3.3 Property, Plant and Equipment Continued

A technical assessment of the operating life of an asset requires significant judgement. Useful lives are amended prospectively when a change in the operating life is determined.

The normal expected useful lives bands are:

Buildings	4 to 40 years
Leasehold improvements	2 to 7 years
Major plant and equipment	5 to 10 years (normally based on machine hours)
Minor plant and equipment	1.5 to 10 years
Office equipment	2 to 8 years
Furniture and fittings	2 to 5 years
Motor vehicles	3 to 7 years

The bands provide a range of effective lives, regardless of methodology used in the depreciation process (either machine hours or straight line).

Depreciation rates and methods are normally reviewed at least annually. Where depreciation rates or methods are changed, the net written-down value of the asset is depreciated from the date of the change in accordance with the new depreciation rate or method. Depreciation recognised in prior financial years is not changed, that is, the change in depreciation rate or method is accounted for on a 'prospective' basis. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Property, plant and equipment, as well as intangible assets, are systematically depreciated or amortised to their estimated residual values over their projected useful lives. The determination of these useful lives, and consequently the rate of depreciation or amortisation, aligns with NRW's climate-related commitments.

The Group's policies regarding property, plant and equipment, as well as intangible assets, are also subject to considerations of impairment estimation uncertainties, as detailed in note 3.7. This note provides information on key judgements and estimates related to climate-related matters that could potentially impact the useful economic lives of the associated assets.

3.4 Right-of-Use (RoU) Assets

	RoU Buildings	RoU Plant and Equipment	Total
	$'000	$'000	$'000
COST			
Balance as at 30 June 2023	**59,454**	**18,918**	**78,372**
Additions	3,363	6,614	9,977
Disposals	(840)	(4,838)	(5,678)
Balance as at 30 June 2024	**61,977**	**20,694**	**82,671**
Additions	12,799	6,228	19,027
Disposals	(8,264)	(5,477)	(13,741)
Balance as at 30 June 2025	**66,512**	**21,445**	**87,957**
DEPRECIATION			
Balance as at 30 June 2023	**25,347**	**8,084**	**33,431**
Depreciation expense	9,466	6,125	15,591
Disposals	(840)	(4,838)	(5,678)
Balance as at 30 June 2024	**33,973**	**9,371**	**43,344**
Depreciation expense	10,686	6,957	17,643
Disposals	(8,264)	(5,477)	(13,741)
Balance as at 30 June 2025	**36,395**	**10,851**	**47,246**
CARRYING VALUES			
At 30 June 2024	**28,004**	**11,323**	**39,327**
At 30 June 2025	**30,117**	**10,594**	**40,711**

3.5 Intangible Assets

	Note	Software and System Development	Patent Technology	Intellectual Property	Brand Names	Customer Relationships	Total
		$'000	$'000	$'000	$'000	$'000	$'000
COST							
Balance as at 30 June 2023		**22,004**	**9,460**	**-**	**18,670**	**74,986**	**125,120**
Additions		1,985	-	-	-	-	1,985
Balance as at 30 June 2024		**23,989**	**9,460**	**-**	**18,670**	**74,986**	**127,105**
Additions		3,574	-	6,454	-	-	10,028
Assets recognised on business combinations	7.5	-	-	-	-	2,932	2,932
Balance as at 30 June 2025		**27,563**	**9,460**	**6,454**	**18,670**	**77,918**	**140,065**
AMORTISATION							
Balance as at 30 June 2023		**13,496**	**9,460**	**-**	**-**	**59,373**	**82,329**
Amortisation expense		1,604	-	-	-	5,890	7,494
Balance as at 30 June 2024		**15,100**	**9,460**	**-**	**-**	**65,263**	**89,823**
Amortisation expense		1,760	-	-	-	7,543	9,303
Balance as at 30 June 2025		**16,860**	**9,460**	**-**	**-**	**72,806**	**99,126**
CARRYING VALUES							
At 30 June 2024		**8,889**	**-**	**-**	**18,670**	**9,723**	**37,282**
At 30 June 2025		**10,703**	**-**	**6,454**	**18,670**	**5,112**	**40,939**

Intangible Assets Acquired in a Business Combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their deemed cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses.

Software and System Development

Software is recognised at cost of acquisition. Software has a finite life and is carried at cost less any accumulated amortisation and any impairment losses. Software is amortised over its useful life ranging from two to seven years.

Patent Technology

Patents are initially recognised at their fair value at the acquisition date (which is regarded as their deemed cost). Patents have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. They are amortised over their useful life of up to five years.

Intellectual Property

Intellectual Property is initially recognised at cost of acquisition. Intellectual property has a finite life and is carried at cost less any accumulated amortisation and any impairment losses. Intellectual property is amortised over its useful life ranging from two to seven years.

Brand Names

Brand names recognised by the Group have an indefinite useful life and are not amortised. Each period, the useful life of this asset is reviewed to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset. Such assets are tested for impairment at least annually, or more frequently whenever there is the presence of other indicators of impairment.

Customer Relationships

Customer relationships are initially recognised at their fair value at the acquisition date (which is regarded as their deemed cost). Customer relationships have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. They are amortised over their useful life from two to seven years.

3.6 Goodwill

	Consolidated	
	2025	**2024**
	$'000	$'000
Balance at beginning of the period	170,323	170,323
Balance at end of the period	**170,323**	**170,323**

Goodwill arising on an acquisition of a business is carried at cost established at the date of the acquisition of the business less accumulated impairment losses, if any.

Goodwill is attributable to Cash Generating Units (CGU) aggregated in the following reporting segments whose results are regularly reviewed by the Board.

	2025	**2024**
	$'000	$'000
Civil	18,513	18,513
Mining	59,858	59,858
MET	91,952	91,952
Balance at end of the period	**170,323**	**170,323**

3.7 Impairment of Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets may have suffered an impairment loss.

The determination of the existence of impairment indicators requires a degree of management judgement. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of a CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives, intangible assets not yet available for use, and goodwill are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use (VIU). In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. These estimates are based on internal budgets, forecasts and asset life plans. Factors such as prices, operating costs, capital expenditure, taxes, risk adjustments applied to cash flows and discount rates are considered in these projections. It should be noted that some assumptions and values may differ from those of market participants, as they reflect management's perspective.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The Company undertook formal impairment testing for those obligatory CGUs to which goodwill and indefinite-life intangibles are allocated, and those where the Company determined the existence of impairment indicators.

All estimates involve management's judgements and assumptions, and they are inherently subject to risks and uncertainties beyond the control of the Group. Consequently, changes in circumstances have the potential to significantly impact projections, thereby affecting the recoverable amount of assets / CGUs at each reporting date.

3.7 Impairment of Assets Continued

The Group recognises that climate-related impacts can affect NRW's business and can potentially result in either an increase or decrease in demand for the Group's services due to policy, regulatory (including carbon pricing mechanisms), legal, technological, market or societal responses towards climate change, along with certain physical impacts which might arise from heightened risks stemming from more frequent or severe extreme weather events and long-term alterations in climate patterns. These impacts have been considered when assessing the recoverable amounts for assets or CGUs within the Group.

Key areas of management judgement required in this assessment include:

Key Judgements and Estimates

The Company was satisfied that the recoverable values were sufficiently in excess of their carrying values at reporting date. This conclusion was supported having applied a sensitivity analysis on the key assumptions used in determining the recoverable values.

Sales and earnings growth

The five-year cash flow estimates used in assessments for all CGUs were based on Board approved budgets for the year ending 30 June 2026 adjusted for material known transactions. Growth assumptions thereafter are 2.5% (2024: 2.5%) per annum for each future year. The terminal value assumes perpetual growth of 2.5% (2024: 2.5%). Growth rates do not exceed historical averages.

Discount rate

A pre-tax discount rate of 11.1% (2024: 12.2%), which includes a risk margin, was applied to the cash flows within each of the CGUs.

Working capital and capital expenditure

Working capital has been adjusted to return to, and continue to reflect, what management estimate to be normal operating levels in order to continue to support the underlying businesses.

Capital expenditure forecasts were based on the various strategic business plans and those levels considered appropriate to sustain current growth projections above the current level of operating activities.

Sensitivity Analysis

Short-term assumptions

The Company simulated several scenarios to sensitise future cash flows for different outcomes associated with the short-term climate-related risks identified in assessing indicators of potential impairment, highlighted above. These included the net future cash flow impacts of:

- An absolute or timing delay for disruptions at a current client's operations; or
- A non-award or delay to an award of future contracts.

Long-term assumptions

In addition, the Company undertook sensitivity analysis with regard to the longer-term drivers of future cash flow relating to:

- Future years' growth rate assumption adjusted to a range of 1.5% to 3.5% growth per annum; and
- Pre-tax discount rate assumption increased from 11.1% to 13.2% representing the higher degree of risk to returns through an extended period of higher uncertainty surrounding input costs due to global inflationary pressures, labour availability, supply chain constraints and climate-related impacts.

Each of these individual sensitivities were performed in isolation of the other and did not result in the carrying values of any CGU exceeding their respective recoverable amounts assessed at 30 June 2025.

3.8 Trade and Other Payables

	Consolidated	
	2025	**2024**
	$'000	$'000
Trade payables	266,847	233,560
Goods and service tax	2,534	9,511
Other payables	56,652	68,537
Accruals	155,521	111,393
Total trade and other payables	**481,554**	**423,001**

The amounts are unsecured and are usually paid within 30 to 60 days of recognition.

The Group has financial risk management policies in place to ensure that all payables are paid within credit terms pre-agreed. All payables are expected to be settled within the next 12 months.

3.9 Provisions

		Consolidated			
	Note	**Onerous Contracts**	**Warranty and Other**	**Employee Benefits**	**Total**
		$'000	$'000	$'000	$'000
Total balance as at 30 June 2024			**2,770**	**108,703**	**111,473**
Provisions acquired from business combination	7.5	-	-	26,037	26,037
Provisions made during the year		3,139	8,558	95,325	107,022
Provisions applied during the year		(418)	(1,733)	(108,596)	(110,747)
Total balance as at 30 June 2025		**2,721**	**9,595**	**121,469**	**133,785**
Current provisions		2,721	9,155	113,188	125,064
Non-current provisions		-	440	8,281	8,721
Total balance as at 30 June 2025		**2,721**	**9,595**	**121,469**	**133,785**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Onerous Contracts

A provision is made for the difference between the expected cost of fulfilling a contract and the expected unearned portion of the transaction price where the forecast costs are greater than the forecast revenue. The provision is recognised in full in the period in which loss-making contracts are identified under AASB 137: *Provisions, Contingent Liabilities and Contingent Assets*.

Warranties and Other

Provisions for warranties and defect claims are made for the estimated liability on all products still under warranty at balance sheet date and known defects arising under service and construction contracts.

3.9 Provisions Continued

Employee Benefits

The employee benefits liability represents accrued wages and salaries, leave entitlements and other incentives recognised in respect of employees' services up to the end of the reporting period. These liabilities are measured at the amounts expected to be paid when they are settled and include related on-costs.

Key Judgements and Estimates

Onerous contracts

These provisions have been calculated based on management's best estimate of discounted net cash outflows required to fulfil the contracts (where the effect of the time value of money is material). The status of these contracts and the adequacy of provisions are assessed at each reporting date.

Warranties

The provision is estimated having regard to previous claims experience.

Long service leave

Management judgement is applied in determining employee entitlements for long service leave. This determination considers future increases in wages and salaries, future on-cost rates, employee departures and period of service. Expected future payments are discounted using the market yield at the reporting date on Australian corporate bonds, with terms to maturity and currencies to match, as close as possible, the estimated future cash outflows.

4 CAPITAL STRUCTURE

The Group manages its capital structure to ensure that entities in the Group will be able to continue as a going concern while maximising returns to shareholders.

Gearing Ratio

The Board meets regularly to determine the level of borrowings and shareholder funding required to appropriately support business operations. The gearing ratio is a function of the capital structure, dividends and movements in debt. The gearing ratio was calculated at 30 June 2025 as:

	Consolidated	
	2025	**2024**
	$'000	$'000
Cash and cash equivalents	265,744	246,648
Financial debt	(364,173)	(279,808)
Lease debt	(46,947)	(45,651)
Net Debt	**(145,376)**	**(78,811)**
Total equity	610,014	652,556
Gearing	**23.8%**	**12.1%**
Gearing excl. lease debt	**16.1%**	**5.1%**

4.1 Financial Instruments and Risk Management

Capital Risk Management

The capital structure of the Group is comprised of debt and equity. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or increase or decrease debt.

The Group's objectives when managing capital are to safeguard its ability to operate as a going concern so that it can meet all its financial obligations when they fall due, provide adequate returns to shareholders, maintain an appropriate capital structure to optimise its cost of capital and maintain an investment grade credit rating to ensure ongoing access to funding. The Group is subject to certain financing arrangement covenants and meeting these is given priority in all capital risk management decisions. There have been no breaches and no events of default on the financing arrangements during the financial year.

Financial Risk Management

The Group's overall financial risk strategy seeks to ensure appropriate funding levels, approved treasury directives to meet ongoing project needs and to allow flexibility for growth. The Board has ultimate responsibility for the Group's policy of risk management. The risk policies and procedures are reviewed periodically. In addition, the going concern basis is reviewed throughout the year, ensuring adequate working capital is available.

The financial instruments in the Group primarily consist of interest-bearing debt, cash, trade receivables and payables. The Group has minimal foreign currency risks.

Interest Rate Risk Management

Interest rate risk is the risk that the value of a financial instrument or cash flow associated with the instrument will fluctuate due to changes in the market interest rates. Sources of financial exposure include variable-rate borrowings (cash flow risk) and fixed-rate borrowings (fair value risk). Interest rate exposures are kept within an acceptable range as determined by the Board.

The Board continues to monitor the Group's exposure to market rate volatility. If the Group were to consider a movement of 200 basis points in interest rates or cost of funds, this would have an immaterial impact circa $2.0 million to the cost of debt. Refer to the Consolidated Interest and Liquidity table on the following page for further details around interest rate profiles.

Foreign Exchange and Currency Exposure

The Group consolidated financial statements are presented in Australian dollars (AUD). The Board considers that movements in foreign currency will have virtually no impact on operating profits, given that most projects are agreed and billed in Australian dollars, and cash holdings in other currencies other than AUD are negligible. Should foreign operations expand, suitable risk measures would be put in place accordingly. Any new developments which the Group considers or bids for are considered as part of the risk management reviews held by the Board. Other than specific transactions or purchases negotiated with the supplier, transactions dealing in foreign currency are dealt with at spot rates.

Liquidity Risk Management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Ultimate responsibility for liquidity risk management rests with the Board, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining appropriate banking facilities, ensuring a suitable credit control program, continuously monitoring forecast and actual cash flows, and considering the level of capital commitment commensurate with project demands and other market forces.

The estimated contractual maturity for its financial liabilities and financial assets is set out in the following tables. The tables below show the effective interest rates and average interest rates as relevant to each class.

4.1 Financial Instruments and Risk Management Continued

Consolidated Interest and Liquidity Analysis 2025 – Financial Liabilities

	Effective Interest Rate	Total	< 1 Year	1 to 5 Years	> 5 Years
		$'000	$'000	$'000	$'000
Bank loans	5.8%	99,058	475	98,583	-
Equipment finance	6.1%	264,843	97,054	167,789	-
Lease debt	6.6%	46,946	17,004	29,942	-
Trade and other payables[1]		481,554	481,554	-	-
Other		272	272	-	-
Subtotal		**892,673**	**596,359**	**296,314**	**-**

(1) Normal trade payable terms. See note 3.8.

Consolidated Interest and Liquidity Analysis 2024 – Financial Liabilities

	Effective Interest Rate	Total	< 1 Year	1 to 5 Years	> 5 Years
		$'000	$'000	$'000	$'000
Bank loans	7.2%	49,561	9,561	40,000	-
Equipment finance	5.6%	230,046	68,236	161,810	-
Lease debt	6.6%	45,651	15,665	29,986	-
Trade and other payables[1]		423,001	423,001	-	-
Other		201	201	-	-
Subtotal		**748,460**	**516,664**	**231,796**	**-**

(1) Normal trade payable terms. See note 3.8.

4.2 Share Capital

Fully Paid Ordinary Shares

	Consolidated	
	2025	**2024**
	$'000	$'000
ORDINARY SHARES		
457,362,463 fully paid ordinary shares (2024: 455,102,564)	383,416	383,416

All issued shares are fully paid and rank equally. Fully paid ordinary shares carry one vote per share and carry a right to dividends.

	Consolidated			
	2025	**2025**	**2024**	**2024**
	No. '000	$'000	No. '000	$'000
FULLY PAID ORDINARY SHARES				
Balance at the beginning of the financial year	455,103	383,416	451,248	383,416
Issue of shares to executives and employees	2,260	-	3,855	-
Balance at the end of the year	**457,363**	**383,416**	**455,103**	**383,416**

4.3 Reserves

	Consolidated	
	2025	**2024**
	$'000	$'000
Share based payment reserve	23,058	20,565
Foreign currency reserve	200	(67)
Total reserves	**23,258**	**20,498**

Share Based Payment Reserve

	Consolidated	
	2025	**2024**
	$'000	$'000
Balance at the beginning of the financial year	**20,565**	17,479
Share based payments	2,493	3,086
Balance at the end of the financial year	**23,058**	**20,565**

Information relating to performance rights, including details of rights issued, exercised and lapsed during the financial year and outstanding at the end of the financial year, is set out in the Remuneration Report and at note 4.7 below.

4.4 Retained Earnings

	Consolidated	
	2025	**2024**
	$'000	$'000
Balance at the beginning of the financial year	**248,642**	209,229
Net profit attributable to members of the parent entity	27,674	105,096
Dividends paid	(72,976)	(65,683)
Balance at the end of the financial year	**203,340**	**248,642**

4.5 Dividends

During the period, NRW Holdings Limited made the following dividend payments:

Fully Paid Ordinary Shares	**Consolidated Year Ended 30 June 2025**		**Consolidated Year Ended 30 June 2024**	
	Cents per share	$'000	**Cents per share**	$'000
Final dividend (FY24 / FY23)	9.0	40,960	8.0	36,101
Interim dividend (FY25 / FY24)	7.0	32,016	6.5	29,582
Total dividend payments		**72,976**		**65,683**

The Directors have declared a final dividend for the current financial year of 9.5 cents per share. The dividend will be fully franked and paid in October 2025.

4.5 Dividends Continued

Franking Account

	Consolidated	
	2025	**2024**
	$'000	$'000
Franking account balance at 1 July	**820**	**1,798**
Net Australian income tax paid	31,083	27,171
Franking credits attached to dividends paid:		
As final dividend	(17,554)	(15,471)
As interim dividend	(13,721)	(12,678)
Franking account balance at 30 June	**628**	**820**
Franking credits that will attach to the payment of fully franked dividends declared but not paid as at reporting date	(18,621)	(17,554)

4.6 Earnings Per Share

	Consolidated	
	2025	**2024**
Profit for the year ($'000)	27,674	105,096
Weighted average number of shares for the purposes of basic earnings per share (000s)	**456,712**	**453,913**
Basic earnings per share	6.1 cents per share	23.2 cents per share
Shares deemed to be issued for no consideration in respect of:		
Performance rights (000s)	6,203	8,103
Weighted average number of shares used for the purposes of diluted earnings per share (000s)	**462,914**	**462,016**
Diluted earnings per share	6.0 cents per share	22.7 cents per share

4.7 Share Based Payments

Share based compensation payments are provided to employees in accordance with the NRW Holdings Limited Performance Rights Plan (PRP) detailed in the Remuneration Report.

Share based compensation payments are measured at the fair value of the equity instruments at the grant date. The choice of valuation methodology is determined by the structure of the awards, particularly the vesting conditions:

- Market based valuations - a Monte-Carlo simulation valuation methodology is used to determine the share based payment cost relative to TSR growth. The valuation methodology used is chosen from those available to incorporate an appropriate amount of flexibility with respect to the particular performance and vesting conditions of the award; and
- Non-market-based valuations - EPS and Gearing targets are based on a 30-day VWAP up to and including the grant date, risk-weighted for the likelihood of achievement of the vesting conditions. The valuation methodology assumes between 0% and 100% achievement of vesting conditions.

The variables in the valuation model are the share price on the date of the award, the duration of the award, the risk-free interest rate, share price volatility and dividend yield. The inputs used for each of the current schemes are provided below.

Scheme ID	Risk-Free Interest Rate	Share Price Volatility	Dividend Yield	Value (cents per share)
T	0.29%	87.82%	3.62%	60.5 to 153
W	1.02%	62.08%	6.57%	20.2 to 165
X	0.42%	62.12%	6.57%	12.8 to 152
Y	3.23%	61.10%	8.13%	47.9 to 252
Z	3.49%	61.10%	8.13%	44.6 to 254
A	3.06%	61.10%	8.13%	56.1 to 260
B	2.98%	61.10%	8.13%	63.8 to 289
C	3.28%	61.10%	8.13%	55.9 to 298
D	3.28%	61.10%	8.13%	55.9 to 298
E	2.88%	61.10%	8.13%	32.4 to 240
G	3.98%	43.23%	7.06%	37.9 to 257
H	3.83%	43.23%	7.06%	48.4 to 284
I	3.86%	43.23%	7.06%	46.2 to 278
J	3.99%	36.46%	5.72%	63.2 to 383
K	3.43%	36.46%	5.72%	17.5 to 254
L	3.37%	36.46%	5.72%	16.4 to 255
M	3.36%	36.46%	5.72%	24.8 to 288

For all awards, the share price volatility assumption is representative of the level of uncertainty expected in the movements of the Company's share price over the life of the award. The assessment of the volatility includes the historic volatility of the market price of the Company's share and the mean reversion tendency of volatilities.

4.7 Share Based Payments Continued

Details of the awards for each scheme, the status of those awards and share based payment expense for KMP and non-KMP is provided in the table below.

Name / Scheme	Scheme ID	Allocation Date	Vesting Date	Balance of Unvested Equity Awards as at 1 July 2024	Lapsed / Forfeited in FY25	Granted in FY25	Vested in FY25	Balance of Unvested Equity Awards as at 30 June 2025	Fair Value Per Security	Fair Value at Grant Date	Fair Value at Vesting Date	Share Based Payments Expense FY25
				Number of Rights	Number of Rights	Number of Rights	Number of Rights	Number of Rights	Cents	$	$	$
J Pemberton												
FY22 Tranche 1	X	25/11/2021	30/09/2024	986,842	(135,103)	-	(851,739)	-	12.8 to 152	611,020	2,989,604	-
FY23 Tranche 1	Y	18/11/2022	30/09/2025	862,167	-	-	-	862,167	47.9 to 252	1,414,816	-	519,887
FY24 Tranche 1	G	30/11/2023	30/09/2026	693,333	-	-	-	693,333	37.9 to 257	1,035,666	-	270,978
FY25 Tranche 1	J	27/11/2024	30/09/2027	-	-	590,164	-	590,164	63.2 to 383	776,508	-	258,836
Subtotal				**2,542,342**	**(135,103)**	**590,164**	**(851,739)**	**2,145,664**		**3,838,010**	**2,989,604**	**1,049,701**
R Simons												
FY23 Tranche 1	Y	18/11/2022	30/09/2025	221,298	(221,298)	-	-	-	47.9 to 252	363,150	-	-
FY24 Tranche 1	G	30/11/2023	30/09/2026	240,376	(240,376)	-	-	-	37.9 to 257	359,062	-	-
Subtotal				**461,674**	**(461,674)**	**-**	**-**	**-**		**722,212**	**-**	**-**
P Bryant												
FY25 Tranche 1	M	16/06/2025	30/09/2027	-	-	27,649	-	27,649	24.8 to 288	23,937	-	7,979
Subtotal				**-**	**-**	**27,649**	**-**	**27,649**		**23,937**	**-**	**7,979**
G Caton												
FY22 Tranche 1	X	17/06/2022	30/09/2024	157,730	(21,594)	-	(136,136)	-	12.8 to 152	97,661	477,837	-
FY23 Tranche 1	Y	18/11/2022	30/09/2025	137,620	-	-	-	137,620	47.9 to 252	225,835	-	82,985
FY24 Tranche 1	G	30/11/2023	30/09/2026	126,342	-	-	-	126,342	37.9 to 257	188,723	-	49,379
FY25 Tranche 1	K	06/05/2025	30/09/2027	-	-	101,167	-	101,167	17.5 to 254	74,484	-	24,828
Subtotal				**421,692**	**(21,594)**	**101,167**	**(136,136)**	**365,129**		**586,703**	**477,837**	**157,192**
M Gollschewski												
FY23 Tranche 1	C	8/02/2023	30/09/2025	55,804	-	-	-	55,804	55.9 to 298	108,111	-	39,732
FY24 Tranche 1	G	30/11/2023	30/09/2026	125,521	-	-	-	125,521	37.9 to 257	187,497	-	49,058
FY25 Tranche 1	K	06/05/2025	30/09/2027	-	-	100,345	-	100,345	17.5 to 254	73,879	-	24,626
Subtotal				**181,325**	**-**	**100,345**	**-**	**281,670**		**369,487**	**-**	**113,416**

4.7 Share Based Payments Continued

Name / Scheme	Scheme ID	Allocation Date	Vesting Date	Balance of Unvested Equity Awards as at 1 July 2024	Lapsed / Forfeited in FY25	Granted in FY25	Vested in FY25	Balance of Unvested Equity Awards as at 30 June 2025	Fair Value Per Security	Fair Value at Grant Date	Fair Value at Vesting Date	Share Based Payments Expense FY25
				Number of Rights	Number of Rights	Number of Rights	Number of Rights	Number of Rights	Cents	$	$	$
Non-KMP Summary												
FY21 Tranche 2	T	1/06/2021	30/09/2024	262,500	-	-	(262,500)	-	61.1 to 153	448,069	921,375	-
FY22 Tranche 1	W	16/12/2021	30/03/2025	197,368	(27,021)	-	(170,347)	-	20.2 to 165	136,421	480,379	27,293
FY22 Tranche 1	X	17/06/2022	30/09/2024	1,041,037	(201,860)	-	(839,177)	-	12.8 to 152	644,574	2,945,510	-
FY23 Tranche 1	Y	18/11/2022	30/09/2025	1,055,145	(62,576)	-	-	992,569	47.9 to 252	1,731,491	-	598,518
FY23 Tranche 1	Z	12/10/2022	30/09/2025	41,436	-	-	-	41,436	44.6 to 254	68,121	-	25,046
FY23 Tranche 1	A	6/12/2022	30/09/2025	23,481	(23,481)	-	-	-	56.1 to 260	40,462	-	-
FY23 Tranche 1	B	20/01/2023	30/09/2025	28,450	-	-	-	28,450	63.8 to 289	54,373	-	19,951
FY23 Tranche 1	D	8/02/2023	30/09/2025	21,053	-	-	-	21,053	55.9 to 298	40,787	-	14,990
FY23 Tranche 1	E	20/03/2023	30/09/2025	25,814	-	-	-	25,814	32.4 to 240	39,091	-	14,407
FY24 Tranche 1	G	30/11/2023	30/09/2026	1,857,654	(235,624)	-	-	1,622,030	37.9 to 257	2,774,870	-	633,944
FY24 Tranche 1	H	19/04/2024	30/09/2026	95,372	-	-	-	95,372	48.4 to 284	161,155	-	42,434
FY24 Tranche 1	I	17/05/2024	30/09/2026	73,384	(16,088)	-	-	57,296	46.2 to 278	120,717	-	24,780
FY25 Tranche 1	K	06/05/2025	30/09/2027	-	-	1,289,038	-	1,289,038	17.5 to 254	949,056	-	316,353
FY25 Tranche 1	L	07/05/2025	30/09/2027	-	-	79,529	-	79,529	16.4 to 255	58,633	-	19,545
FY25 Tranche 1	M	16/06/2025	30/09/2027	-	-	335,308	-	335,308	24.8 to 288	290,294	-	96,765
Subtotal				**4,722,694**	**(566,650)**	**1,703,875**	**(1,272,024)**	**4,587,895**		**7,558,114**	**4,347,264**	**1,834,026**
Grand Total				**8,329,727**	**(1,185,021)**	**2,523,200**	**(2,259,899)**	**7,408,007**		**13,098,463**	**7,814,705**	**3,162,314**

5 FINANCING

5.1 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Reconciliation of Profit for the Period to Net Cash Flows from Operating Activities

	Consolidated	
	2025	**2024**
	$'000	$'000
PROFIT FOR THE PERIOD	**27,674**	**105,096**
Adjustments for:		
Depreciation and amortisation	190,590	145,553
Gain on sale of financial assets	-	(23,059)
Fair value net (gain) / loss on financial assets	(2,666)	11,501
Share based payment expense	2,493	3,086
Loss / (Profit) on sale of property, plant and equipment	5,262	(1,132)
Share of profit from associates	-	(113)
Net cash generated before movement in working capital	**223,353**	**240,932**
Change in trade and other receivables	25,677	(65,830)
Change in inventories	(20,359)	(6,629)
Change in other assets	(3,573)	(815)
Change in trade and other payables	58,554	35,863
Change in provisions	(3,725)	21,100
Change in current tax liabilities	32,030	408
Change in deferred tax balances	(60,482)	8,503
Net cash from operating activities	**251,475**	**233,532**

5.2 Guarantees

	Consolidated	
	2025	**2024**
	$'000	$'000
Bank guarantees	9,893	11,907
Insurance bonds	363,425	340,099
Balance at the end of the financial year	**373,318**	**352,006**

The Group has contract performance bank guarantees and insurance bonds issued in the normal course of business in respect to its contracts.

5.3 Financial Debt

	Consolidated	
	2025	2024
	$'000	$'000
SECURED AT AMORTISED COST		
Current		
Bank loans	475	9,561
Equipment finance	97,054	68,236
Other	272	201
Total current financial debt	**97,801**	**77,998**
Non-current		
Bank loans	100,000	40,000
Less: transaction costs	(1,418)	-
Equipment finance	167,790	161,810
Total non-current financial debt	**266,372**	**201,810**
Total financial debt	**364,173**	**279,808**

All loans and financial debt are initially recognised at fair value, being the amount received less attributable transaction costs. After initial recognition, interest-bearing liabilities are measured at amortised cost using the effective interest method.

Various financial institutions provide the Group with fixed interest rate finance leases, secured by the underlying assets financed.

In August 2024, NRW completed negotiations of new terms to its secured debt facilities with three domestic banks and one international bank with a combined bank facility limit of $430 million and guarantee facility limit of $20 million.

The Group has a three-year term which includes an evergreen provision, to allow for extension of the maturity. The customary covenants, terms and conditions with each bank are governed by a common terms deed. The lenders have first ranking general security over the assets of NRW Holdings and its Australian subsidiaries. The facilities are structured as a revolving credit facility, and bear interest at variable market rates of BBSY, plus margin on the utilised amount with an effective interest rate of 5.8%. Manner of payment consists of periodic cash settled interest with principal repayment obligations due at the maturity of the facility. As at 30 June 2025, the Group is in compliance with its obligations under its facilities and expects to be in compliance on an ongoing basis.

Financial debt movement reconciliation for the year ended 30 June 2025.

	Consolidated	
	2025	2024
	$'000	$'000
Opening balance	**279,808**	**260,417**
New equipment finance	125,315	85,032
Repayment of equipment finance	(90,517)	(73,167)
New financial debt	60,000	20,000
Net repayment of financial debt	(10,433)	(12,474)
Total financial debt	**364,173**	**279,808**

5.3 Financial Debt Continued

Interest-Bearing Finance Facilities

Consolidated finance facilities as at 30 June 2025

Finance Description	Face Value (Limit)	Carrying Amount (Utilised)	Unutilised Amount
	$'000	$'000	$'000
Banking facilities[1]	**430,000**	100,475	329,525
Equipment finance[2]	**637,805**	264,844	372,961
Guarantees and insurance bonds	**696,666**	373,318	323,348

(1) Includes cash advance facilities.
(2) Term ranges from one to five years.

Consolidated finance facilities as at 30 June 2024

Finance Description	Face Value (Limit)	Carrying Amount (Utilised)	Unutilised Amount
	$'000	$'000	$'000
Banking facilities[1]	**237,800**	49,561	188,239
Equipment finance[2]	**598,955**	230,046	368,909
Guarantees and insurance bonds[3]	**521,966**	352,006	169,960

(1) Includes cash advance facilities and an overdraft facility.
(2) Terms range from one to five years.
(3) $10.0 million of the overall limit is interchangeable as an overdraft facility.

5.4 Lease Debt

	Consolidated	
	2025	**2024**
	$'000	$'000
Opening balance	**45,651**	**51,503**
New leases	19,027	9,977
Net repayments	(17,731)	(15,829)
Balance at 30 June	**46,947**	**45,651**
Current	17,004	15,665
Non-current	29,943	29,986
Total lease debt	**46,947**	**45,651**

Group lease debt relates mainly to properties, with the balance comprised of plant and equipment, various types of vehicles and Information Technology equipment.

With the adoption of AASB 16: *Leases*, the Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a lease asset and a corresponding lease debt with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease debt is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease debt comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

5.4 Lease Debt Continued

The lease debt is subsequently measured by increasing the carrying amount to reflect interest on the lease debt (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The Group remeasures the lease debt (and makes a corresponding adjustment to the related lease asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case, the lease debt is remeasured by discounting the revised lease payments using a revised discount rate;
- The lease payments change due to changes in an index or rate, or a change in expected payment under a guaranteed residual value, in which case, the lease debt is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case, a revised discount rate is used); and
- The lease contract is modified and the lease modification is not accounted for as a separate lease, in which case, the lease debt is remeasured based on the lease term of the modified lease by discounting the revised lease payments, using a revised discount rate at the effective date of the modification.

The Group did not make any material adjustments during the periods presented.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease debt and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

Key Judgements and Estimates

Determination of the existence of leases

Identifying a lease will sometimes require a significant amount of judgement based on the elements of the definition of a lease, including identification of the leased asset, whether the contract passes the right to substantially obtain all of the economic benefits from the use of identified assets within the defined scope of the contract and whether the supplier has a substantive right to substitute identified assets throughout the period of use.

Lease extension periods

In determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew.

Incremental borrowing rate

In determining the present value of the future lease payments, the Group discounts the lease payments using an incremental borrowing rate (IBR). The IBR reflects the financing characteristics and duration of the underlying lease. Once a discount rate has been set for a leased asset (or portfolio of assets with similar characteristics), this rate will remain unchanged for the term of that lease. When a lease modification occurs, and it is not accounted for as a separate lease, a new IBR will be assigned to reflect the new characteristics of the lease.

5.5 Capital and Other Commitments

Capital expenditure that was contracted at the end of the reporting period but not recognised as liabilities:

	Consolidated	
	2025	**2024**
	$'000	$'000
Not later than 12 months	29,465	68,932
Between 12 months and 5 years	-	73
Greater than 5 years	-	-
Total capital and other commitments	**29,465**	**69,005**

The capital commitments are to be funded from cash and available finance facilities.

6 TAXATION

6.1 Income Tax Recognised in Profit or Loss

	Consolidated	
	2025	**2024**
	$'000	$'000
CURRENT TAX EXPENSE		
Current year income tax	68,849	29,461
Adjustments in respect of prior years	(3,985)	(250)
Pillar Two income taxes	-	-
Subtotal	**64,864**	**29,211**
DEFERRED TAX EXPENSE		
Origination and reversal of temporary differences	(59,750)	6,606
Deferred tax assets not brought to account	(733)	1,897
Subtotal	**(60,483)**	**8,503**
Total income tax expense	**4,381**	**37,714**

6.2 Reconciliation of Effective Tax Rate

	Consolidated	
	2025	**2024**
	$'000	$'000
Profit before tax for the period	32,055	142,810
INCOME TAX USING THE COMPANY'S DOMESTIC TAX RATE OF 30%	**9,617**	**42,843**
Changes in income tax expense due to:		
Adjustments recognised in the current year in relation to prior years	(3,849)	1,525
Non-assessable income	(1)	(5,385)
Non-deductible costs	49	530
Share based payments	(1,858)	(1,550)
Non-recoverable withholding taxes	1,217	2
Effect of different income tax rates for subsidiaries operating in a different tax jurisdiction	(9)	(265)
Changes in unrealised losses on investments not recognised as deferred tax assets	(733)	1,418
Use of prior year unrecognised tax losses	(52)	(1,882)
Current year tax losses not recognised as deferred tax assets	-	478
Total income tax expense	**4,381**	**37,714**

6.3 Current and Deferred Tax Balances

Current Tax Liabilities

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit and loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted in the relevant jurisdictions by the end of the reporting period.

Income taxes are paid in the jurisdictions where the Group operates, predominantly Australia. Significant judgement is involved in applying the tax rules and regulations relevant in deriving the final provision for income tax. If, in subsequent periods, matters arise that cause the final tax outcome to vary to the reported carrying amounts, such differences will alter the tax balances in the period the change is identified.

The reported current tax liability as at 30 June 2025 relates to estimated tax payable in Australia. Tax losses have been applied to offset Canadian taxable income. The reported current tax asset relates to estimated refunds in the USA.

6.3 Current and Deferred Tax Balances Continued

Deferred Tax Balances

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
	$'000	$'000	$'000	$'000	$'000	$'000
Accrued income	-	-	(37,337)	(42,473)	(37,337)	(42,473)
Inventories	-	-	(59)	(3,461)	(59)	(3,461)
Property, plant and equipment	-	-	(65,776)	(79,469)	(65,776)	(79,469)
Investments and joint ventures	-	-	(1,795)	(1,133)	(1,795)	(1,133)
Intangibles	-	-	(8,484)	(11,697)	(8,484)	(11,697)
Leases	28,331	26,643	(26,484)	(24,746)	1,847	1,897
Provisions	72,035	32,511	-	-	72,035	32,511
Accrued expenses	7,298	4,636	-	-	7,298	4,636
Corporate costs	328	597	-	-	328	597
Share based payments	2,051	1,789	-	-	2,051	1,789
Other	913	416	(2,207)	(2,213)	(1,294)	(1,797)
Deferred tax assets / (liabilities)	**110,956**	**66,592**	**(142,142)**	**(165,192)**	**(31,186)**	**(98,600)**

Movement of Deferred Tax Balances

		Consolidated	
	Note	2025	2024
		$'000	$'000
Recognised in profit or loss	6.1	60,483	(8,503)
Balance acquired through business combinations	7.5	6,932	-
Total		**67,414**	**(8,503)**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available, against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

6.3 Current and Deferred Tax Balances Continued

The Group has applied the mandatory temporary exception to accounting for deferred taxes arising from the implementation of the Pillar Two model rules published by the OECD in accordance with the amendment to AASB 112: *Income Taxes* issued by the AASB in June 2023. Accordingly, the Group neither recognises nor discloses information about any deferred tax assets and liabilities related to Pillar Two income taxes.

Unrecognised Deferred Tax Balances

No deferred tax asset has been recognised in respect of current-year foreign tax losses. During the year the amount of a deferred tax asset arising from the revaluation of investments previously derecognised was reduced due to the revaluation of the investments for the current period reducing the potential capital loss on a future disposal.

6.4 Relevance of Tax Consolidation to the Group

The Company and its wholly-owned Australian resident entities formed a tax consolidated group under Australian taxation law with effect from 1 July 2014 and are therefore taxed as a single entity from that date. The head entity within the tax consolidated group is NRW Holdings Limited. The members of the tax consolidated group are identified in note 7.1.

Tax expense or benefit, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the 'stand-alone taxpayer' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax consolidated group are recognised by the Company (as head entity in the tax consolidated group). Due to the existence of a tax funding agreement between the entities in the tax consolidated group, amounts are recognised as payable to, or receivable by, the Company and each member of the Group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax consolidated group in accordance with the agreement.

Nature of Tax Funding Arrangements and Tax Sharing Agreements

Entities within the tax consolidated group have entered into a tax funding agreement and a tax sharing agreement with the head entity. Under the terms of the tax funding agreement, NRW Holdings Limited and each of the entities in the tax consolidated group have agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity. The tax sharing agreement entered into between members of the tax consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax consolidated group.

6.5 Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- Receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority, is classified within operating cash flows.

6.6 Tax Policy, Strategy and Governance

Approach to Tax Governance

NRW has developed a Board-approved Tax Risk Management Framework (TRMF) to govern the way in which the Group manages its tax obligations. The TRMF has been designed in line with the Australian Taxation Office (ATO) Tax Risk Management and Governance Review Guide. The TRMF applies to all entities within the NRW tax consolidated group.

In accordance with the TRMF, decisions on tax risk are reviewed by the Chief Financial Officer and reported to the Risk Committee as appropriate. Ultimate responsibility for tax governance is borne by the Board. Tax risk assessments are conducted and are consistent with the risk tolerance levels applied to other decisions in the business.

6.6 Tax Policy, Strategy and Governance Continued

Corporate Income Tax Contribution Summary

The ATO publishes the income tax information of taxpayers with a total income of $100 million or more. The information is published in the Report of Entity Tax Information online. NRW confirms the following disclosures under the ATO regime.

	2019-20	2020-21	2021-22	2022-23	2023-24[1]
	$'000	$'000	$'000	$'000	$'000
Total income	2,011,916	2,235,779	2,390,037	2,559,087	2,747,047
Taxable / Net income	Nil	Nil	11.9	Nil	81,371
Tax payable	Nil	Nil	Nil	Nil	24,397

(1) Not yet disclosed by the ATO under the Report of Entity Tax Information regime online.

Relationships with Tax Authorities

NRW is committed to open and transparent dealings with the ATO and other relevant tax authorities. NRW's approach to engagement with these authorities is to be compliant with tax laws to ensure its statutory obligations are met.

NRW is considered to be a significant global entity and is included in the ATO's Justified Trust review program. NRW's last assurance review under this regime was finalised in June 2022. The ATO obtained an overall high level of assurance that NRW paid the correct amount of Australian income tax for the income years reviewed.

International Related Party Dealings

The NRW Group includes entities incorporated under foreign jurisdictions where corporate tax is remitted in accordance with the applicable taxation laws and administrative guidance.

NRW does not have material operations located outside of Australia, resulting in minor international related party dealings. These dealings are disclosed to the ATO within the International Related Party Dealings Schedule, and to the ATO and other revenue authorities through annual Country-by-country reporting.

7 OTHER NOTES

7.1 Subsidiaries

Information about the composition of the Group at the end of the reporting period is as follows:

Entity	Principal Activities	Country of Incorporation	Ownership Interest	
			2025	2024
NRW Holdings Limited (ACN 118 300 217) <	Holding Company	Australia	-	-
Actionblast Pty Ltd (ACN 058 473 331) <	Mining Equipment Solutions	Australia	100%	100%
Action Drill & Blast Pty Ltd (ACN 144 682 413) <	Drill & Blast	Australia	100%	100%
Hughes Drilling 1 Pty Ltd (ACN 011 007 702) <	Dormant	Australia	100%	100%
NRW Pty Ltd (ACN 067 272 119) <	Civil & Mining	Australia	100%	100%
The Trustee for NRW Unit Trust (ABN 69 828 799 317)	Civil & Mining	Australia	100%	100%
NRW Contracting Pty Ltd (ACN 008 766 407) <	Civil, Mining & Urban	Australia	100%	100%
NRW Contracting (No.2) Pty Ltd (ACN 621 008 473) <	Mining	Australia	100%	100%
DIAB Engineering Pty Ltd (ACN 611 036 689) <	MET	Australia	100%	100%
NRW Intermediate Holdings Pty Ltd (ACN 120 448 179) <	Intermediary	Australia	100%	100%
Indigenous Mining & Exploration Company Pty Ltd (ACN 114 493 579) <	Investment Shell	Australia	100%	100%
NRW International Holdings Pty Ltd (ACN 138 827 451) <	Investment Shell	Australia	100%	100%
RCR Heat Treatment Pty Ltd (ACN 631 155 032)	Heat Treatment	Australia	100%	100%
RCR Mining Technologies Pty Ltd (ACN 107 724 274) <	MET	Australia	100%	100%
NRW Mining Pty Ltd (ACN 117 524 277) <	Investment Shell	Australia	100%	100%
Golding Group Pty Ltd (ACN 129 247 025) <	Holding Company	Australia	100%	100%
Golding Employee Equity Pty Ltd (ACN 134 623 680) <	Dormant	Australia	100%	100%
Golding Finance Pty Ltd (ACN 128 839 056) <	Holding Company	Australia	100%	100%
Golding Contractors Pty Ltd (ACN 009 734 794) <	Civil, Mining & Urban	Australia	100%	100%
Golding Civil Pty Ltd (ACN 628 709 777)	Civil	Australia	100%	100%
Golding Mining Pty Ltd (ACN 628 709 740)	Mining	Australia	100%	100%
Golding Services Pty Ltd (ACN 628 709 768)	Civil, Mining & Urban	Australia	100%	100%
Golding Urban Pty Ltd (ACN 628 709 759)	Urban	Australia	100%	100%

7.1 Subsidiaries Continued

Entity	Principal Activities	Country of Incorporation	Ownership Interest	
			2025	2024
Golding PNG Limited	Deregistered	Papua New Guinea	-	-
NRW Guinea SARL	Dormant	Guinea	100%	100%
The Trustee for NRW Holdings Employee Share Trust (ABN 85 324 493 658)	Trustee	Australia	100%	100%
Primero Group Limited (ACN 149 964 045)	MET	Australia	100%	100%
PGX Ops Pty Ltd (ACN 645 420 542)	MET	Australia	100%	100%
Primero Group Americas Inc	MET	Canada	100%	100%
Primero USA Inc	MET	USA	100%	100%
The Trustee for Overflow Industrial Unit Trust (ABN 99 227 134 227)	MET	Australia	100%	100%
OFI Group Holdings Pty Ltd (ACN 613 144 513)	MET	Australia	100%	100%
Overflow Industrial Pty Ltd (ACN 009 367 257)	MET	Australia	100%	100%

< Entered into ASIC Corporations instrument 98/1418 Deed of Cross Guarantee with NRW Holdings Limited.

NRW Holdings Limited and its wholly-owned subsidiaries incorporated in Australia, form the Tax Consolidated Group.

Deed of Cross Guarantee

Pursuant to ASIC Corporations (Amendment and Repeal) Instrument 2016/914, the wholly-owned subsidiaries listed within this note as parties to the Deed of Cross Guarantee, are relieved from the Corporations Act 2001 requirements for preparation, audit and lodgement of Financial Reports and Directors' Reports.

7.1 Subsidiaries Continued

The consolidated statement of comprehensive income of the entities party to the Deed of Cross Guarantee is as follows:

	Consolidated	
	2025	**2024**
	$'000	$'000
STATEMENT OF COMPREHENSIVE INCOME		
Revenue	2,528,124	2,241,992
Other income	1,368	26,024
Materials and consumables used	(513,245)	(511,150)
Employee benefits expense	(872,524)	(743,816)
Subcontractor costs	(535,780)	(465,061)
Plant and equipment costs	(224,049)	(212,065)
Depreciation and amortisation expenses	(178,121)	(132,295)
Allowance for expected credit losses	(117,673)	-
Other expenses	(38,720)	(28,486)
Share of profit in associate	-	113
Net finance costs	(25,313)	(18,056)
Profit before income tax	**24,067**	**157,200**
Income tax expense	(2,375)	(40,244)
Profit for the year	**21,692**	**116,956**
OTHER COMPREHENSIVE INCOME		
Total comprehensive income for the year	**21,692**	**116,956**

The consolidated statement of financial position of the entities party to the Deed of Cross Guarantee is as follows:

	Consolidated	
	2025	**2024**
	$'000	$'000
ASSETS		
Current assets		
Cash and cash equivalents	223,939	160,144
Trade and other receivables	315,428	330,921
Inventories	136,370	100,008
Other current assets	23,425	18,824
Total current assets	**699,162**	**609,897**
Non-current assets		
Property, plant and equipment	562,854	502,980
Right-of-use assets	37,678	34,382
Investments in subsidiaries and associates	99,050	154,184
Intangible assets	23,183	21,607
Goodwill	85,036	85,036
Total non-current assets	**807,801**	**798,189**
Total assets	**1,506,963**	**1,408,086**

7.1 Subsidiaries Continued

	Consolidated	
	2025	**2024**
	$'000	$'000
LIABILITIES		
Current liabilities		
Trade and other payables	350,372	288,736
Financial debt	91,993	72,102
Lease debt	15,040	13,562
Provisions	97,566	68,988
Current tax liabilities	33,406	1,165
Total current liabilities	**588,377**	**444,553**
Non-current liabilities		
Financial debt	261,099	191,057
Lease debt	28,203	29,986
Provisions	6,855	12,605
Deferred tax liabilities	27,291	85,956
Total non-current liabilities	**323,448**	**319,604**
Total liabilities	**911,825**	**764,157**
Net assets	**595,138**	**643,929**
EQUITY		
Share capital	383,413	383,413
Reserves	22,571	20,078
Retained earnings	189,154	240,438
Total equity	**595,138**	**643,929**

7.2 Unincorporated Joint Operations

The Group has significant balances in the following jointly controlled operations:

Name of Operation	Principal Activity	Country of Operation	Group Interest	
			2025	2024
BGC Contracting Pty Ltd & Laing O'Rourke Australia Construction Pty Ltd	NorthLink WA Roads	Australia	50%	50%
South West Gateway Alliance	Bunbury Outer Ring Road	Australia	40%	40%
Intelligent Freeways Alliance	Smart Freeways	Australia	46.5%	46.5%

7.3 Related Parties

The ultimate parent entity within the Group is NRW Holdings Limited. The interests in subsidiaries are set out in note 7.1.

Key Management Personnel Transactions

An amount of $166,645 (2024: Nil) was due by Julian Pemberton to the Company as at 30 June 2025 associated with expenses settled by the Company on his behalf. The amount was settled in full subsequent to year end, with no balance outstanding at the date of this report.

Other than above, there are no transactions and balances with Key Management Personnel and their related parties other than those disclosed in the Remuneration Report.

7.4 Parent Entity Information

As at, and throughout, the financial year ended 30 June 2025, the parent company of the Group was NRW Holdings Limited.

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements.

Financial Position

	Parent	
	2025	**2024**
	$'000	$'000
ASSETS		
Current assets	260,401	228,814
Non-current assets	253,926	253,974
Total assets	**514,327**	**482,788**
LIABILITIES		
Current liabilities	2,489	13,277
Non-current liabilities	98,828	40,000
Total liabilities	**101,317**	**53,277**
Net assets	**413,010**	**429,511**
EQUITY		
Share capital	383,416	383,416
Share based payment reserve	23,004	20,512
Retained earnings	6,590	25,583
Total equity	**413,010**	**429,511**

Financial Performance

	Parent	
	2025	**2024**
	$'000	$'000
Profit for the year	53,983	82,518
Total comprehensive income	**53,983**	**82,518**

Guarantees Entered into by the Parent in Relation to the Debts of its Subsidiaries

	Parent	
	2025	**2024**
	$'000	$'000
Equipment finance	264,843	230,046
Total	**264,843**	**230,046**

7.5 Business Acquisition

On 1 August 2024, NRW's wholly-owned subsidiary Golding, acquired the mining services contract, associated fleet and transfer of the employees of HSE SWC Contract that were deployed to Stanmore Resources Limited's SWC mine site. The transaction required Golding to employ approximately 539 HSE personnel that operate the heavy mining equipment that were deployed at SWC. The mining services contract was novated to Golding as part of the acquisition.

The total consideration paid was $78.3 million of which $75.0 million was funded via the Group's facilities and the remainder paid in cash.

The acquisition has been accounted for as a business combination in accordance with AASB 3: *Business Combinations*.

Final Fair Value of Assets Acquired, and Liabilities Assumed at the Date of the Acquisition

	2025 $'000
ASSETS	
CURRENT ASSETS	
Trade and other receivables	652
Inventories	12,465
Total current assets	**13,117**
NON-CURRENT ASSETS	
Property, plant and equipment	81,376
Intangible assets	2,932
Deferred tax assets	6,932
Total non-current assets	**91,240**
Total assets	**104,357**
LIABILITIES	
CURRENT LIABILITIES	
Provisions	26,037
Total current liabilities	**26,037**
Total liabilities	**26,037**
Net assets acquired	**78,320**

Goodwill arising on acquisition

	$'000
Consideration paid in cash	**78,320**
Less fair value of identifiable net assets acquired	(78,320)
Goodwill	-

HSE business combination transaction was equal to the fair value of the consideration paid for the combination including amounts in relation to the benefit of expected synergies, future market development and the assembled workforce of HSE. These benefits are not recognised separately as they do not meet the recognition criteria for identifiable intangible assets.

An independent assessment has determined the carrying value of the intangible assets relating to the 'customer contracts and relationships' being the HSE SWC contract with Stanmore Resources as part of the acquisition. Customer contracts and relationships are being amortised over the remaining life of the customer contract.

7.5 Business Acquisition Continued

Impact of acquisition on the results of the Group

Revenue for the year includes $214.9 million in respect of the HSE SWC Creek contract. Had the acquisition of the HSE SWC Contract been effective 1 July 2024, the revenue of the Group from continuing operations for the twelve months ended 30 June 2025 would have been $234.4 million.

The acquisition has impacted the Group's balance sheet by increasing assets, primarily through the addition of property, plant and equipment and inventories.

The activities of HSE were progressively integrated into the operations of Golding over the 11 months following the completion of the acquisition.

Costs of a one-off nature relating to the acquisition amounting to $5.9 million have been excluded from the consideration transferred and have been recognised as an expense in the consolidated statement of profit and loss for the period ended 30 June 2025.

7.6 Remuneration of Auditors

	Consolidated	
	2025	**2024**
	$	$
AUDIT SERVICES		
Audit or review of financial report:		
Deloitte Touche Tohmatsu - Group	832,000	694,000
Deloitte Touche Tohmatsu - Subsidiaries	15,000	-
OTHER SERVICES		
Industry-specific compliance audits	33,700	35,701
Non-audit services	151,865	231,426
Total	**1,032,565**	**961,127**

7.7 Events After the Reporting Period

The Directors have declared a fully franked dividend for the current financial year of 9.5 cents per share, payable in October 2025.

Other than the events noted above, there has not arisen, in the interval between the end of the financial year and the date of this report, any transaction or event of a material nature likely, in the opinion of the Directors, to significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent years.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Basis of Preparation and Determination of Tax Residency

This Consolidated Entity Disclosure Statement has been prepared in accordance with the *Corporations Act 2001* and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with AASB10: *Consolidated Financial Statements*.

Section 295 (3A) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997.

As at 30 June 2025

Entity	Entity Type	Entity Type Involvement	Country of Incorporation / Formation	% of Share Capital Held	Australian Tax Resident	Foreign Tax Resident
NRW Holdings Limited	Body Corporate	-	Australia	-	Yes	n/a
Actionblast Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Action Drill & Blast Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Hughes Drilling 1 Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
NRW Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
The Trustee for NRW Unit Trust	Trust	Trustee	Australia	100%	Yes	n/a
NRW Contracting Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
NRW Contracting (No.2) Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
DIAB Engineering Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
NRW Intermediate Holdings Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Indigenous Mining & Exploration Company Pty	Body Corporate	-	Australia	100%	Yes	n/a
NRW International Holdings Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
RCR Heat Treatment Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
RCR Mining Technologies Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
NRW Mining Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Group Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Employee Equity Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Finance Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Contractors Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Civil Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Mining Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Services Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Golding Urban Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
NRW Guinea SARL	Body Corporate	-	Guinea	100%	No	Guinea
The Trustee for NRW Holdings Employee Share	Trust	Trustee	Australia	100%	Yes	n/a
Primero Group Limited	Body Corporate	-	Australia	100%	Yes	n/a
PGX Ops Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Primero Group Americas Inc	Body Corporate	-	Canada	100%	No	Canada
Primero USA Inc	Body Corporate	-	USA	100%	No	USA
The Trustee for Overflow Industrial Unit Trust	Trust	Trustee	Australia	100%	Yes	n/a
OFI Group Holdings Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
Overflow Industrial Pty Ltd	Body Corporate	-	Australia	100%	Yes	n/a
BGC Contracting Pty Ltd & Laing O'Rourke	Joint Operation	Participant	Australia	50%	Yes	n/a
South West Gateway Alliance	Joint Operation	Participant	Australia	40%	Yes	n/a
Intelligent Freeways Alliance	Joint Operation	Participant	Australia	46.5%	Yes	n/a

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 30 July 2025. NRW's share capital comprises fully paid ordinary shares.

Distribution of Shareholdings

Range	Fully Paid Ordinary Shares	%	No of Holders	%
100,001 and over	403,631,120	88.25	155	1.95
10,001 to 100,000	37,049,039	8.10	1,328	16.72
5,001 to 10,000	8,594,177	1.88	1,125	14.17
1,001 to 5,000	6,825,611	1.49	2,508	31.58
1 to 1,000	1,262,516	0.28	2,825	35.58
Subtotal	**457,362,463**	**100.00**	**7,941**	**100.00**
Unmarketable parcels	11,185	0.00	472	5.94

NRW's 20 Largest Shareholders

Rank	Name	Shares	% Interest
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	158,781,861	34.72
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	81,047,101	17.72
3	CITICORP NOMINEES PTY LIMITED	74,132,204	16.21
4	JULIAN ALEXANDER PEMBERTON	10,739,931	2.35
5	MR DAVID RONALDSON	8,020,392	1.75
6	BNP PARIBAS NOMS PTY LTD	7,144,570	1.56
7	NATIONAL NOMINEES LIMITED	4,477,391	0.98
8	BNP PARIBAS NOMINEES PTY LTD	4,051,190	0.89
9	BNP PARIBAS NOMINEES PTY LTD	4,004,373	0.88
10	UBS NOMINEES PTY LTD	2,251,699	0.49
11	JEFFRESS NOMINEES PTY LTD	2,165,489	0.47
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,890,929	0.41
13	MR STEVEN SCHALIT & MS CANDICE SCHALIT	1,541,513	0.34
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,453,477	0.32
15	SCHALIT SUPER PTY LTD	1,343,766	0.29
16	NEWECONOMY COM AU NOMINEES PTY LIMITED	1,256,782	0.27
17	MS LESLEY ANN JEFFRESS	1,250,000	0.27
18	STERDA PTY LTD	1,100,000	0.24
19	SCHALIT PROPERTY PTY LTD	1,058,920	0.23
20	CANDEVE ENTERPRISES PTY LTD	1,045,667	0.23

Substantial Holders of 5% or More of Fully Paid Ordinary Shares

As at the date of this report, the names of the substantial holders in the Company who have notified the Company in accordance with Section 671B of the Corporations Act 2001 are set out below:

Name	No. of Shares	Ownership %
Vanguard Group	28,251,449	6.18
State Street Corporation	27,710,280	6.06
Australian Retirement Trust	22,995,770	5.03

Voting Rights

Every shareholder present in person or represented by a proxy or other representative shall have one vote for each share held by them.

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Tower 2
Brookfield Place
123 St Georges Terrace
Perth WA 6000
GPO Box A46
Perth WA 6837 Australia

Tel: +61 8 9365 7000
Fax: +61 8 9365 7001
www.deloitte.com.au

Independent Auditor's Report to the Members of NRW Holdings Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of NRW Holdings Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, the consolidated entity disclosure statement and the directors' declaration.

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

- Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Liability limited by a scheme approved under Professional Standards Legislation.

Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

Deloitte.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Revenue Recognition As disclosed in Note 2.2, the Group's revenues from construction contracts are recognised by reference to the stage of completion of the contract activity. Revenue is recognised by management after assessing all factors relevant to each contract, including: • Determination of stage of completion and measurement of progress towards satisfaction of performance obligations; • Estimation of total contract revenue and costs including the estimation of cost contingencies; • Determination of contractual entitlement and assessment of the probability of customer approval of changes in scope and/or price; and • Estimation of the project completion date. The Group recognises in contract assets and contract liabilities progressive measurement of the goods and services transferred and valuation of work completed, as well as amounts invoiced to customers. The recognition of these amounts is based on management's assessment of the expected amounts recoverable from the customer. NRW have submitted contract variations and claims on certain projects which requires management to exercise judgement in determining the amount of revenue to be recognised in relation to these items.	Our procedures included, but were not limited to: • Evaluating management's processes and controls in respect of the recognition of contract revenue. As part of this process we tested the design and implementation of key controls including: o The review process conducted at the tendering phase; and o The preparation, review and authorisation of monthly valuation reports for contracts which includes forecast costs to completion and unapproved variations. • Obtaining an understanding of the contract terms and conditions to evaluate whether these were reflected in management's estimate of forecast costs and revenue; • Testing a sample of costs incurred to date and agreeing these to supporting documentation; • Reconciling costs incurred for a sample of projects between general ledger records and contract valuation reports; • Assessing the forecast costs to complete through challenge of project managers and finance personnel in relation to margins, status of relationships with customers and level of contingencies; • Evaluating significant exposures such as liquidated damages for late delivery of contract works and the probability of recovery of outstanding amounts by reference to: o Testing contractual entitlement for changes, variations and claims recognised within contract revenue by reference to the underlying contract; o Evaluating the status of contract negotiations through review of correspondence, minutes and discussions; and o Testing historical recoveries against previous estimates made. We also assessed the appropriateness of the disclosures in relation to revenue recognition included in Note 2.2 to the financial statements.
Business combination: acquisition of South Walker Creek mining services contract As disclosed in Note 7.5, the Group completed the acquisition of the mining services contract, including the fleet and employees associated with HSE's South Walker Creek Contract that were deployed to Stanmore Resources Limited's South Walker Creek mine site on 1 August 2024 for a total consideration of $78.3 million. Management allocated the purchase price to identifiable assets, liabilities and contingent liabilities and separately	Our procedures included, but were not limited to: • Reading the relevant agreements to understand the key terms and conditions, and confirming our understanding of the transaction; • Evaluating management's process associated with the identification of the assets acquired and liabilities and contingent liabilities assumed; • Evaluating management's process for the determination of the fair value of the identifiable assets acquired and liabilities and contingent liabilities assumed;

Deloitte.

identifiable intangible assets as applicable. This process involved estimation and judgement in determining the purchase price, provisions, customer relationships, property plant and equipment and deferred tax balances.	• In conjunction with our valuation specialists, assessing the competence and objectivity of management's specialist who valued the property, plant and equipment acquired; and • Challenging the values attributable to property, plant and equipment, inventory, provisions, customer relationships and deferred tax balances recognised in respect of the acquisition. We also assessed the appropriateness of the disclosures in Note 7.5 to the financial statements

Other Information

The directors are responsible for the other information. The other information comprises the Directors' Report and Corporate Governance and Risk Management, which we obtained prior to the date of this auditor's report, and also includes the following information which will be included in the Group's annual report (but does not include the financial report and our auditor's report thereon): Chairperson's message, CEO and CFO review of operations, Business Overview and Segment Overview, and Growth Journey and Highlights which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the additional information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

Responsibilities of the Directors for the Financial Report

The directors are responsible:

- For the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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 to cease operations, or has no realistic alternative but to do so.

Deloitte.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

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

Deloitte.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 28 to 48 of the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of NRW Holdings Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

DELOITTE TOUCHE TOHMATSU

David Newman
Partner
Chartered Accountants
Perth, 20 August 2025

APPENDIX 4E

RESULTS FOR ANNOUNCEMENT TO THE MARKET

For the Year Ended 30 June 2025

	% Change up / (down)	Year Ended 30 June 2025	Year Ended 30 June 2024
		$'000	$'000
Revenues from ordinary activities	12.2%	3,267,690	2,913,007
Profit from ordinary activities after tax attributable to members	(73.7%)	27,674	105,096
Total comprehensive income	(73.4%)	27,941	105,031
INTERIM DIVIDEND			
Date dividend is payable		10 April 2025	11 April 2024
Record date to determine entitlements to dividend		25 March 2025	27 March 2024
Interim dividend payable per security (cents)		7.0	6.5
Franked amount of dividend per security (cents)		7.0	6.5
FINAL DIVIDEND			
Date dividend is payable		8 October 2025	9 October 2024
Record date to determine entitlements to dividend		19 September 2025	20 September 2024
Final dividend payable per security (cents)		9.5	9.0
Franked amount of dividend per security (cents)		9.5	9.0
RATIOS AND OTHER MEASURES			
Net tangible asset backing per ordinary security		$0.87	$0.98

Commentary on the Results for the Year

A commentary on the results for the year is contained in the statutory financial report dated 20 August 2025.

Status of Accounts

This statutory financial report is based on audited accounts.

NRW Holdings Limited - ACN 118 300 217