



ANNUAL REPORT

31 December 2025



Corporate directory

Current Directors

Mr Charles Chen	<i>Managing Director</i>
Mr Ivan Teo	<i>Finance Director</i>
Mr Blair Sergeant	<i>Non-executive Director</i>
Mr Aaron Kidd	<i>Non-executive Director</i>
Mr Martin Zhou	<i>Non-executive Director</i>

Company Secretary

Ms Jade Cook

Registered Office and Head Office

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Level 37, 180 George Street
Sydney NSW 2000

Telephone: +61 (0)2 8072 8271

Email: info@vmoto.com

Website: www.vmoto.com

Auditors

Hall Chadwick WA Audit Pty Ltd

Street address: 283 Rokeby Road
Subiaco WA Australia 6008

Telephone: +61 (0)8 9426 0666

Banker

National Australia Bank

Street address: Level 14, 100 St Georges Terrace
Perth WA Australia 6000

Solicitors

Gilbert + Tobin

Street address: Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA Australia 6000

Telephone: +61 (0)8 9413 8430

Share Registry

Computershare Investor Services Pty Ltd

Street address: Level 17, 221 St Georges Terrace
Perth WA Australia 6000

Postal address: GPO Box D182
Perth WA Australia 6840

Telephone: 1300 850 505
+61 (0)8 9323 2000 (International)

Facsimile: +61 (0)8 9323 2033

Website: www.computershare.com/au

Securities Exchange

Australian Securities Exchange

Street address: Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Telephone: 131 ASX (131 279) (within Australia)

Telephone: +61 (0)2 9338 0000

Facsimile: +61 (0)2 9227 0885

Website: www.asx.com.au

ASX Code: ASX:VMT

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Managing Director's Letter

Dear Shareholders,

FY2025 was an important transition year for Vmoto Limited as the Company continued its evolution from a traditional electric two-wheel vehicle manufacturer into a global provider of integrated electric mobility solutions. Whilst market conditions remained challenging, particularly in Europe where reductions in EV subsidies affected consumer demand, the Company made significant strategic progress in repositioning the business towards fleet electrification and integrated B2B mobility solutions.

For the year ended 31 December 2025, Vmoto recorded revenue of \$46.8 million, with a net loss after tax of \$10.0 million and EBITDA loss of \$5.69 million. The result reflects the softer global operating environment as well as continued investment in technology development, international market expansion and infrastructure initiatives designed to support the Company's long-term growth strategy.

Despite these near-term challenges, Vmoto maintained a strong financial position, closing the year with a cash position of \$32.4 million and working capital of \$34.9 million. The Company also completed an off-market equal access share buy-back during the year, returning approximately \$4.7 million to shareholders.

A key strategic focus during FY2025 was accelerating Vmoto's B2B fleet electrification strategy, targeting the rapidly growing last-mile delivery market. This segment continues to expand globally as logistics providers transition to electric fleets driven by lower operating costs, sustainability targets and regulatory pressures. Encouragingly, the Company's order book increased significantly to 7,462 units at year end, demonstrating growing traction for Vmoto's fleet-focused offering.

During the year, Vmoto also strengthened its international partnerships and market presence. The Company entered into a strategic agreement with Uber in Europe to support the electrification of delivery fleets across several major European cities. In addition, Vmoto continued expanding into emerging markets including South America, the Middle East and Africa, while establishing local assembly capabilities in Thailand to support regional growth.

Importantly, Vmoto is continuing to build a differentiated full-stack electric mobility ecosystem, expanding beyond vehicles to include battery swapping infrastructure, fast-charging solutions and proprietary fleet management software. This integrated model enables the Company to provide customers with a comprehensive end-to-end mobility solution and strengthens Vmoto's competitive positioning as the sector evolves beyond hardware into ecosystem-based offerings.

Looking ahead, the structural outlook for the electric two-wheel market remains compelling. Industry forecasts continue to point to strong growth driven by urbanisation, fleet electrification and declining battery costs. While the sector is transitioning from subsidy-driven adoption to commercially driven scaling, Vmoto believes its integrated strategy, growing partnerships and expanding global footprint position the Company well to capture these opportunities.

On behalf of the Board, I would like to thank our shareholders, partners and employees for their continued support. We remain focused on executing our strategy, strengthening our platform and delivering sustainable long-term value for shareholders.

Yours faithfully,



CHARLES CHEN
Managing Director

Dated this 31st day of March 2026

Directors' report

Your directors present their report on the Group, consisting of Vmoto Limited (Vmoto or the Company) and its controlled entities (collectively the Group), for the year ended 31 December 2025 (FY2025).

Vmoto is listed on the Australian Securities Exchange (ASX: VMT).

1. Directors

The names of Directors in office at any time during or since the end of the year are:

✓	Mr Charles Chen	Managing Director	Appointed 5 January 2007
✓	Mr Ivan Teo	Finance Director	Appointed 29 January 2013
✓	Mr Blair Sergeant	Non-executive Director	Appointed 4 November 2020
✓	Mr Martin Zhou	Non-executive Director	Appointed 16 September 2022
✓	Mr Aaron Kidd	Non-executive Director	Appointed 24 May 2024

(collectively **the Directors** or **the Board**).

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. For additional information of Directors including details of the qualifications of Directors, please refer to paragraph 5.8 of this Directors Report

2. Company secretary

The following person held the position of Company Secretary at the end of the financial year:

✓	Jade Cook	
	Qualifications and experience	▼ Ms Cook has experience in a variety of companies in an in-house and outsourced capacity working with the Board, senior management and other stakeholders across several jurisdictions. Ms Cook is an Associate of the Governance Institute of Australia and Chartered Governance Institute UK and Ireland. She holds a bachelor's degree in business management and a Master's degree in Corporate Governance.

3. Dividends paid or recommended

There were no dividends paid or recommended during the financial year ended 31 December 2025.

4. Significant Changes in the state of affairs

There have been no significant changes in the state of affairs of the Group during the financial year ended 31 December 2025 other than disclosed elsewhere in this Annual Report.

5. Operating and financial review

5.1. Nature of Operations Principal Activities

The principal activity of the Group for the half-year was the development and manufacture, marketing, and distribution of electric two-wheel vehicles (electric motorcycles and electric mopeds) (EV), fast charging stations and battery swapping stations. There were no significant changes in the nature of the Group's principal activities during the half-year.

5.2. Operations Review

a. Financial Overview for 2025

✓ Financial results:

- ▼ **Total revenue of \$46.84 million**, down 18.1% on 2024;
- ▼ **Net loss after tax of \$9.95 million**, an increase of \$9.6 million on 2024;
- ▼ **Loss before interest, tax, depreciation and amortisation of \$5.69 million**, an increase of \$5.68 million loss on 2024; and
- ▼ **Net cash out flows** from operating activities of \$4.97 million.

✓ Strong **cash position of \$32.41 million** as at 31 December 2025, down 21.7% from \$41.38 million as at 31 December 2024 after completion of a A\$4.7 million off-market share buy-back in February 2025.

✓ **Bank operating facility of \$14.40 million** as of 31 December 2025 supporting construction of the new Nanjing facility and Thailand operations.

✓ **Net tangible assets of \$60.00 million** at 31 December 2025, down 17.8% on 31 December 2024.

(refer section 5.3 *Financial Review below* for a detailed financial review)

Directors' report

b. Operational Highlights and Key Performance Indicators for FY2025

- ✓ **Firm order book of 7,462 units** as at 31 December 2025, representing 268% growth compared with 31 December 2024.
 - ✓ **Total vehicle sales of 12,584 units** comprising electric motorcycles and mopeds delivered during FY2025 (down 26% compared with FY2024).
 - ✓ **Strategic initiatives**
 - ▼ **Uber (Europe) partnership:** Vmoto entered into a strategic partnership with Uber to support the electrification of Uber's European fleet across London, Paris, Berlin, Madrid, Amsterdam, Lisbon and Brussels. Uber has set a target of converting 100,000 vehicles to electric by 2030. The agreement includes vehicle supply, servicing support and charging solutions. Uber's European mandate represents less than 1% of the global delivery market, highlighting the broader growth opportunity.
 - ▼ **Zenion investment:** Vmoto invested in Zenion Limited, a UK-based provider of fully managed last-mile delivery fleets serving platforms such as Uber Eats and Deliveroo. Zenion currently operates approximately 1,500 Vmoto CPX delivery motorcycles and is expanding both its fleet and battery-swapping network.
 - ▼ **China manufacturing facility:** Construction of Vmoto's new manufacturing facility in China progressed during the year, with the building exterior now completed. Internal construction is scheduled to commence during Q2 2026.
 - ▼ **Thailand assembly operations:** The Company established local assembly capabilities in Thailand, incurring initial operational costs in FY2025 relating to licensing, assembly line setup and product homologation. The facility is expected to support both B2B delivery fleets and local dealer distribution.
 - ▼ **Thailand battery-swapping cooperation:** Vmoto entered into a Strategic Cooperation Agreement with AJ Advance Technology to jointly promote electric motorcycle supply, local assembly operations and after-sales services in Thailand.
 - ▼ **Lit Energy Network investment:** Vmoto acquired a 10% equity interest in Lit Energy Network Australia Pty Ltd for total consideration of A\$200,000. Lit Energy focuses on the electrification of mobility in Vietnam, operating electric motorcycles, battery-swapping stations and fast-charging infrastructure. Lit Energy is also pursuing an ASX listing via a proposed transaction with Story-i Limited.
- This investment provides Vmoto with exposure to the rapidly expanding Vietnamese market, where approximately 77 million motorcycles are registered, representing 85–90% of road transport.

c. Sales and Financial Performance for FY2025

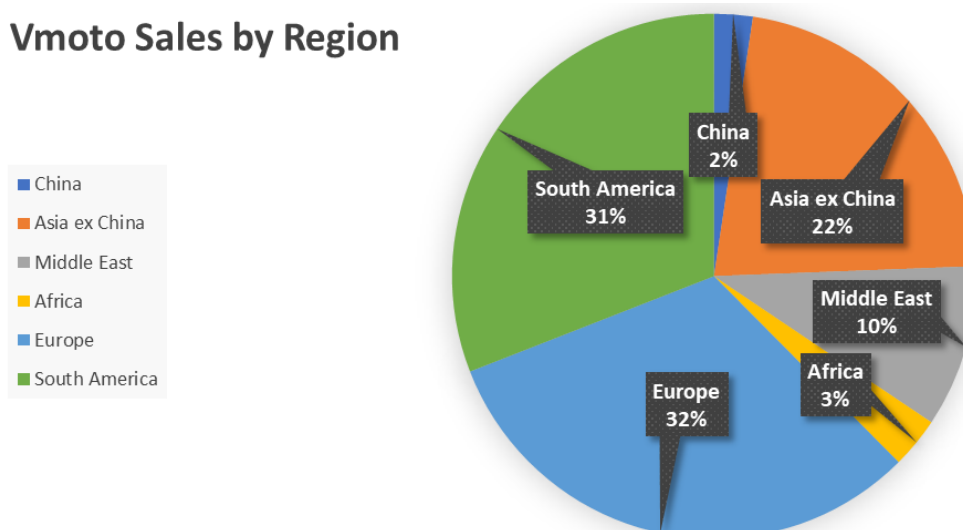
During FY25, Vmoto delivered 12,584 electric motorcycles and mopeds, generating total revenue of \$46.8 million.

Although the Company's sales continued to be influenced by the broader global and European economic environment, Vmoto achieved sales growth in emerging markets, particularly across South America, the Middle East and Africa.

As part of its strategic refocus, the Company undertook operational restructuring across its European subsidiaries, including France, Italy, the Netherlands and the United Kingdom. At the same time, Vmoto expanded its operational footprint through new manufacturing capabilities in Thailand and strategic partnerships across Indonesia, the United Kingdom, South Africa and Singapore.

The Company also made the strategic decision to exit the Chinese domestic sales market, where aggressive discounting had significantly impacted margins. This move allows Vmoto to focus resources on higher-value international markets and global fleet customers.

Vmoto Sales by Region



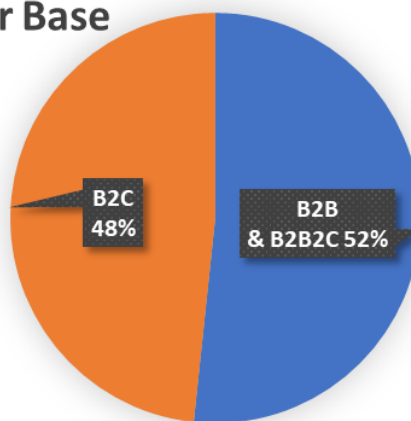
Directors' report

Vmoto continues to prioritise the B2B fleet electrification segment, particularly the last-mile delivery market. With electric vehicles offering substantial fuel and maintenance savings compared with ICE vehicles, fleet operators can typically achieve break-even within 12–24 months, depending on utilisation rates.

In addition, many countries — including China, Vietnam and Italy — are implementing policies restricting ICE vehicles in central urban areas to reduce emissions. While the long-term shift to EVs is clear, the transition requires significant investment in charging infrastructure and ecosystem development.

Vmoto Sales by Customer Base

■ B2B
■ B2B (2C)

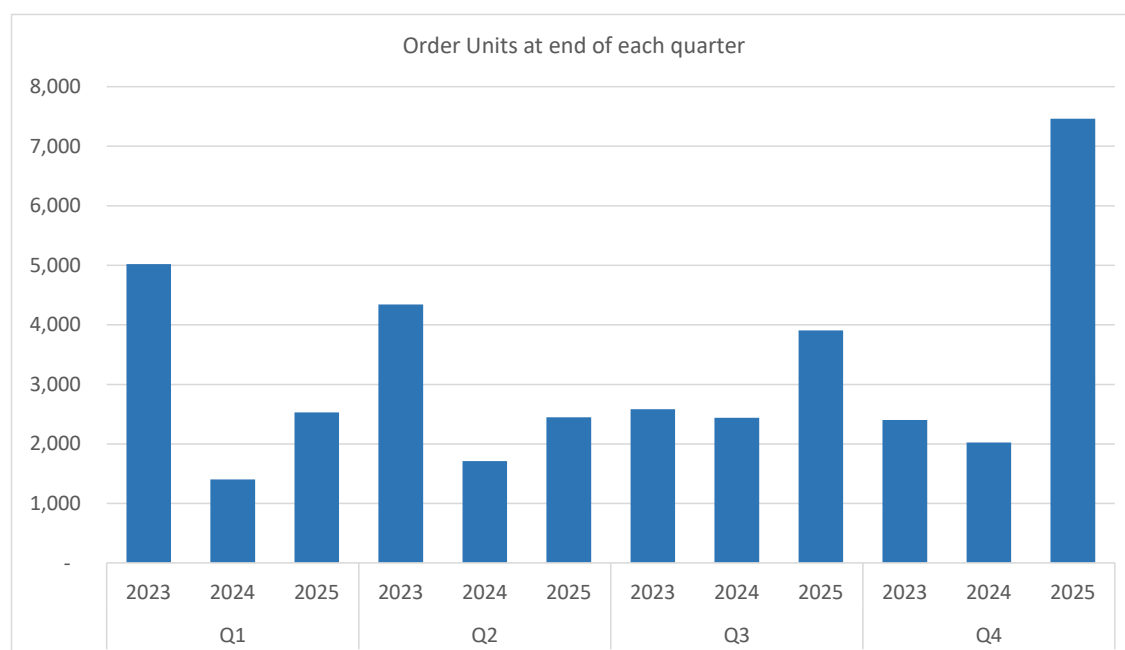


The Company sells to a range of customer segments, including:

- ✔ B2B fleet operators, such as Domino's Pizza and Burger King
- ✔ B2B2C delivery drivers, typically via third-party logistics (3PL) providers
- ✔ Retail consumers

Sales performance improved significantly in the final quarter of the year, with Q4 sales increasing 68.3% compared with earlier quarters, indicating strengthening demand momentum.

The Company's order book increased 91% during the final quarter, reaching 7,462 units at year-end, representing 268% growth compared with the prior year.



Vmoto remains committed to working closely with its distributors and partners to expand product adoption and explore new commercial models that can enhance revenue growth and profitability. Continuous improvements in product technology and the broader e-mobility ecosystem are expected to strengthen Vmoto's competitive advantage and reinforce its leadership position in electric mobility.

Directors' report

d. EICMA 2025

The Esposizione Internazionale Ciclo Motociclo e Accessori (EICMA) 2025, the 82nd edition of the world's premier motorcycle exhibition, was held in Milan, Italy, from 4–9 November 2025, featuring more than 730 exhibitors and over 2,000 brands.

At the event, Vmoto showcased its latest innovations alongside a comprehensive portfolio of electric motorcycles, mopeds and integrated mobility solutions. This included the Company's battery-swapping and fast-charging infrastructure, as well as demonstrations of its broader strategic direction and global product roadmap.

Vmoto's exhibition stand attracted significant interest from media, customers, distributors and strategic partners, generating strong engagement and a number of promising commercial leads.



Photo: Vmoto's stand with its comprehensive product range at EICMA 2025

e. Corporate

On 3 February 2025, Vmoto completed an off-market equal access share buy-back that closed on 31 January 2025.

Under the buy-back program, the Company repurchased 39,548,719 fully paid ordinary shares at \$0.12 per share, representing total consideration of approximately \$4.75 million.

f. Outlook

Vmoto continues to evolve from a traditional vehicle manufacturer into a global electric mobility solutions provider, leveraging a rare full-stack business model that integrates vehicles, charging infrastructure, battery swapping, fleet software and financing.

The Company intends to continue expanding its e-mobility ecosystem, creating additional revenue streams while strengthening its integrated offering.

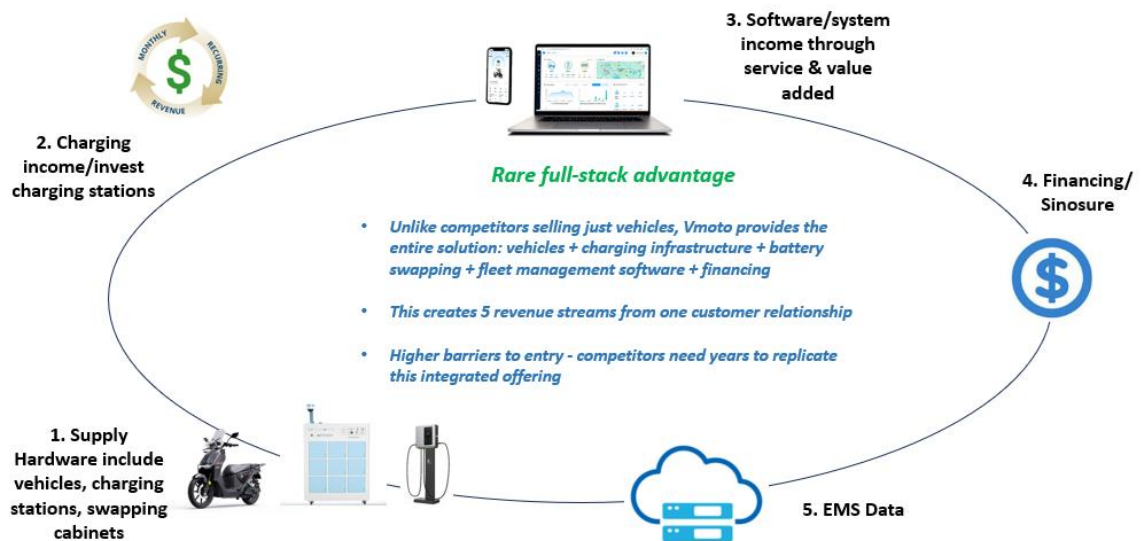
Vmoto is also continuing to enhance the technology and performance of its vehicles and mobility solutions, ensuring its distributors, fleet operators and retail partners maintain a competitive advantage in their respective markets.

Beyond its established European presence, the Company is actively progressing discussions with distributors and fleet operators across South America, the Middle East and Africa, supporting the transition of large commercial fleets toward electric vehicles. These discussions are expected to translate into future sales growth in the B2B and B2B2C segments.

Industry outlook for the electric two-wheeler (E2W) sector remains structurally positive. Research indicates sustained double-digit market growth, supported by urbanisation, fleet electrification and declining battery costs.

The market is gradually evolving from hardware-centric sales to ecosystem-based solutions, including connected services, financing models, charging infrastructure and integrated fleet partnerships — trends that closely align with Vmoto's strategy.

Directors' report



As the industry transitions from subsidy-driven adoption to commercially sustainable scaling, long-term growth will be underpinned by improving battery economics and regulatory pressures. Profitability, however, will depend on achieving scale, disciplined capital management and effective infrastructure deployment — areas where Vmoto believes it is well positioned.



Photo: Vmoto's comprehensive e-mobility solutions



Photo: Vmoto's new manufacturing facilities in Nanjing, China.

Directors' report

5.3. Financial Review

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

For FY2025 the Group recorded earnings before interest, tax, depreciation and amortisation (EBITDA) of \$5.69 million loss (FY2024: \$0.01 million loss). The Group generated a net loss after tax for the year of \$9.95 million (FY2024: \$0.37 million loss).

a. Reconciliation between the EBITDA and statutory net profit after tax for FY2025:

	2025 \$'000	2024 \$'000
Earnings before interest, tax, depreciation and amortisation	(5,689)	(13)
Less: Depreciation and amortisation	(5,356)	(1,907)
Profit before interest and tax	(11,045)	(1,920)
Add: Interest income	1,632	1,857
Less: Interest expense	(541)	(293)
Less: Income tax expense	-	(18)
Net profit after tax	(9,954)	(374)

b. Key profit and loss measures:

	Movement (increase/ decrease)	Movement \$'000	2025 \$'000	2024 \$'000
✔ Revenues from ordinary activities	Decreased	10,351	46,841	57,192
✔ Loss from ordinary activities after tax	Increased	9,580	(9,954)	(374)
✔ EBITDA Loss	Increased	5,676	(5,689)	(13)

c. Key balance sheet measures

	Movement increase/ (decrease)	Movement \$'000	2025 \$'000	2024 \$'000
<i>In respect to Group assets</i>				
✔ Cash and cash equivalents	Decreased	8,973	32,406	41,379
✔ Trade and other receivables	Decreased	1,012	9,718	10,730
✔ Inventories	Decreased	5,028	23,425	28,453
✔ Property, plant, and equipment	Decreased	569	18,917	19,486
✔ Investments in associates	Decreased	12	157	169
✔ Net assets	Decreased	15,354	73,735	89,089
✔ Working capital	Decreased	15,613	34,899	50,512
<i>In respect to Group liabilities and equity</i>				
✔ Trade and other payables	Decreased	6,303	17,377	23,680
✔ Unearned revenue	Decreased	4,405	2,996	7,401
✔ Issued capital	Decreased	3,422	110,049	113,471

d. Adjustments made subsequent to the lodgement of the ASX Appendix 4E

Adjustments made subsequent to the lodgement of the ASX Appendix 4E did not materially affect net profit. An offsetting adjustment for unrealised gains decreased both revenue and trade and other payables by \$689K, with no net effect on net assets.

5.4. Key Business Risks

The Group is subject to various risk factors, some of which are specific to its business activities while others are of a more general nature. Individually, or in combination, these risk factors may affect the future operating and financial performance of the Group.

Directors' report

a. Intensifying competition in the electric two-wheel vehicles industry

Vmoto operates in the electric two-wheel vehicle industry and the Company expects additional competitors to enter this market that may have greater financial, research and development, marketing, distribution, and other resources. We believe that we can compete in this market due to our first mover advantage, having operated in the electric two-wheel vehicle markets since 2009. Vmoto manufactures its products in China and has an established, comprehensive supply chain for parts required to manufacture electric two-wheel vehicles and an established distribution network, currently comprising 73 countries.

b. Technological obsolescence

Given the Company operates in an industry involving electric vehicle technology, any technological obsolescence could have an impact on our financial results. We address this risk through continued investment in research and development, patent appropriate and necessary research and development results, recruitment of competent technicians and constantly monitoring the market. We see this risk as minimal as the Company is constantly developing new technology and functions in its electric two-wheel vehicle products and has the protection of trademarks and patents.

c. Geopolitical risks in Europe and GCC countries

The ongoing conflict between Russia and Ukraine continues to create geopolitical and economic uncertainty across Europe, which remains an important market for the Group. The conflict may contribute to volatility in energy markets, foreign exchange rates and trade conditions, potentially increasing operating costs and affecting market growth in the region.

Prolonged geopolitical uncertainty may also affect consumer confidence and business investment, which could reduce demand for discretionary products such as electric motorcycles and related mobility solutions. The Group continues to monitor developments closely as these conditions may impact sales growth and profitability in European markets.

The recent conflicts between Iran and United States/Israel also create geopolitical and economic uncertainty across GCC countries, potentially increasing operating costs and affecting market growth in the region.

d. Global economic conditions and United States trade policy risks

Global economic conditions, including inflationary pressures, elevated interest rates and cost-of-living pressures in many markets, may adversely affect demand for the Group's products. These factors may reduce discretionary spending and delay purchasing decisions by consumers and fleet operators.

In addition, evolving global trade dynamics, including tariff policies and trade measures initiated by the United States, may contribute to increased market uncertainty and higher input or consumer prices in trade-dependent economies. These developments may affect demand conditions and create additional volatility in the Group's operating environment.

5.5. Environmental Regulations

The Group's operations are not subject to any significant environmental regulations that are expected to materially impact its financial performance or operations. The Board believes the Group has appropriate systems and processes in place to manage compliance with applicable environmental laws and regulations in the jurisdictions in which it operates and is not aware of any material breaches of those requirements during the financial year.

a. Climate and environmental regulation

Governments globally continue to introduce policies and regulatory frameworks aimed at reducing carbon emissions and supporting the transition to lower-emission energy sources. While these developments may influence regulatory environments and market conditions over time, the Directors do not currently expect such policies to have a material adverse impact on the Group's operations.

The Group's manufacturing activities are primarily conducted in China, and the Directors consider that current environmental and climate-related regulatory developments are unlikely to have a material impact on the Group's operations or asset values. Accordingly, the Group has not incorporated any material impacts from carbon pricing or similar mechanisms into its impairment testing as at 31 December 2025.

The Directors are not aware of any changes in environmental or other legislative requirements during the financial year that have materially affected the results or operations of the Group.

5.6. Events Subsequent to Reporting Date

As detailed in note 17 *Events subsequent to reporting date* on page 53, the Group has the following subsequent events:

- ✔ Release of shares from escrow.
- ✔ Issue of shares to employees and consultants.
- ✔ Legal claim.

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements as disclosed in note 17.

Directors' report

5.7. Future Developments, Prospects, and Business Strategies

The Group's future developments, prospects, and business strategies include:

a. Product portfolio

Continuing to expand the Group's product portfolio, with a focus on low-cost and durable models, to address different segments of the e-mobility market.

b. E-Mobility Solutions

Develop, distribute and operate battery fast-charging and battery-swapping station products to enhance revenue opportunities and position the Company as an integrated provider of e-mobility products and solutions.

The Group will also continue to develop and enhance its application and management software to support the efficient management of vehicles, users, and charging infrastructure.

c. Expansion of international footprint

Expand export markets beyond Europe to diversify revenue streams and reduce geographic concentration risk. Target regions include Southeast Asia, South America, the Middle East, Africa, and North America.

d. Strategic cooperation with B2B partners and B2C dealers

Actively pursue strategic partnerships with B2B partners, including large international platform companies, to supply products for last-mile delivery markets, while also strengthening relationships with B2C dealers to support the development of charging station networks.

e. Cost optimisation and operations efficiency:

Continue to focus on cost optimisation by reviewing and refining existing operations in response to current market conditions, while identifying opportunities to improve operational efficiency across the business.

5.8. Information relating to the Directors

▼ Mr Charles Chen

▼ Managing Director

Qualifications and experience

▼ Mr Chen has been an Executive Director of the Company since 5 January 2007 and Managing Director since 1 September 2011.

Mr Chen is an entrepreneur in the motorcycle industry and has previously founded Freedomotor Corporation Limited in 2004, which was subsequently acquired by Vmoto through a management buyout of key assets. Mr Chen holds a Bachelor of Automobile Engineering from Wuhan University of Automobile Technology (China) and a postgraduate Diploma of Business Administration from South Wales University (UK).

Mr Chen began his career with Hainan Sundiro Motorcycle Co, Ltd, the largest publicly listed industrial company in Hainan Province, which was acquired by Honda Japan in 2001. Mr Chen held senior executive roles with Hainan Sundiro from 1993 to 2002, and professionally trained in broad aspect of the motorcycle manufacturing and distribution operations including international sales and marketing, research and development, procurement, and production.

Mr Chen resides in China and oversees all the Company's operations and activities.

Interest in equity

▼ **Direct** 48,307,146 Ordinary shares
5,069,930 Performance rights

Directorships in listed entities (past 3 years)

▼ None

▼ Mr Ivan Teo

▼ Finance Director

Qualifications and experience

▼ Mr Teo joined the Company as Chief Financial Officer on 17 June 2009 and has been Finance Director of the Company since 29 January 2013. Mr Teo is an experienced finance executive with significant experience in international business.

Mr Teo is a qualified Chartered Accountant and has over 18 years of finance and accounting experience with private and public companies in a diverse range of industries including automobile, manufacturing, mining, and retail.

Mr Teo graduated from the University of Adelaide, South Australia with a Bachelor of Commerce and currently resides in China.

Interest in equity

▼ **Direct** 6,217,470 Ordinary shares
2,582,795 Performance rights

Directorships in listed entities (past 3 years)

▼ None

Directors' report

▼ Mr Blair Sergeant

Qualifications and experience▼ Non-executive Director *Independent*

▼ Mr Sergeant is an experienced public company executive, having been an Executive Director of Bowen Coking Coal Limited where he, alongside the Managing Director, was integral in the Company's transformation from explorer to producer. Mr Sergeant was also the former Founding Managing Director of Lemur Resources Limited, as well as the former Finance Director of Coal of Africa Limited, which grew from a sub-\$2m market capitalisation to over \$1.5b at its peak. Mr Sergeant was instrumental in the acquisition of Vmoto in mid-2006 via a reverse takeover of Optima Corporation Limited and the acquisition of Freedomotor Ltd by Vmoto Limited in early 2007.

During his career, Mr Sergeant has held the position of Managing Director, Non- Executive Director and/or Company Secretary for numerous listed entities across a broad spectrum of industry. Mr Sergeant graduated from Curtin University, Western Australia with a Bachelor of Business and subsequently, a Post Graduate Diploma in Corporate Administration. He is a Chartered Secretary, member of the Governance Institute of Australia and member of the Australian Institute of Company Directors.

Interest in equity

▼ **Indirect** 1,100,000 Ordinary shares

Directorships in listed entities (past 3 years)

▼ Rincon Resources Ltd *Non-executive Director*

▼ Martin Zhou

Qualifications and experience▼ Non-executive Director *Independent*

▼ Mr Zhou has been a Non-Executive Director of the Company since 16 September 2022.

Mr Zhou's career spans over 36 years and includes national and international postings in the motorcycle industry in China and Japan. Mr Zhou was instrumental in Honda Japan's strategic acquisition and cooperation with Sundiro Group in China in year 2001 and directly participated in the acquisition process including acquisition negotiations, staff restructuring and technical advice on motorcycle models. Mr Zhou was also involved in the strategic introduction of several motorcycle groups from Japan and China to Sundiro Group in China, with the resulting cooperation arrangements including product development and technology partnerships.

Mr Zhou graduated from Shandong University, China with a degree specialising in internal combustion engines. Subsequently, Mr Zhou graduated from the School of Economics, Yamaguchi University, Japan and received a Master of Business Administration.

Interest in equity

▼ **Direct** 34,567,145 Ordinary shares

Directorships in listed entities (past 3 years)

▼ None

▼ Aaron Kidd

Qualifications and experience▼ Non-executive Director *Independent (Appointed 24 May 2024)*

▼ Mr Kidd has nearly 20 years of global experience in Tier 1 investment banking, private equity and advisory, leading M&A and financing strategy and execution in complex transactions. Aaron is currently an Executive Director of Zephyr Capital, a Perth based independent private equity and advisory house specialising in natural resources, energy transition and impact investment. Previously, Aaron was Head of Australia for Appian Capital Advisory LLP, the world's largest natural resources specialised private equity fund, following various roles at Credit Suisse, Azure Capital and Goldman Sachs.

Mr Kidd has a Bachelor of Laws (Hons) and Bachelor of Commerce (Hons) from the University of Western Australia having been awarded various prizes and graduating as Commerce Valedictorian.

Interest in equity

▼ **Direct** Nil Ordinary shares

Directorships in listed entities (past 3 years)

▼ None

Directors' report

6. Meetings of Directors and committees

During the financial year, one meeting of Directors were held. Attendances by each Director during the year are stated in the following table.

	DIRECTORS' MEETINGS		REMUNERATION AND NOMINATION COMMITTEE		FINANCE AND OPERATIONS COMMITTEE		AUDIT COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Charles Chen	1	Nil	<i>At the date of this report, the Audit and Finance and Operations Committees comprise the full Board of Directors. The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the full Board of Directors.</i>					
Ivan Teo	1	1						
Blair Sergeant	1	1						
Martin Zhou	1	1						
Aaron Kidd	1	1						

7. Indemnifying officers or auditor

7.1. Indemnification

The Company has not indemnified any Director, officer or auditor against liabilities incurred in their capacity as such during or since the end of the financial period.

7.2. Insurance premiums

The Company has paid premiums to insure current and former Directors and officers against liabilities incurred in their capacity as Directors or officers of the Company, except for conduct involving a wilful breach of duty in relation to the Company. In accordance with the terms of the policy, the nature of the liabilities insured and the amount of the premium are not disclosed.

No indemnities have been given, and no insurance premiums have been paid, for any person who is or has been an auditor of the Company.

8. Options

8.1. Unissued shares under option

At the date of this report, the unissued ordinary shares of the Company under option (listed and unlisted) are as follows:

Grant Date	Date of Expiry	Exercise Price \$	Number under Option	Vested and Exercisable
11.04.2022	11.04.2026	\$0.45	6,600,000	6,600,000
11.04.2022	11.04.2027	\$0.55	7,700,000	7,700,000
11.04.2022	11.04.2027	\$0.65	8,800,000	8,800,000
			23,100,000	23,100,000

No person entitled to exercise the options has any right, by virtue of the options, to participate in any share issue of any other body corporate

8.2. Shares issued on exercise of options or vesting of rights

No shares have been issued by the Company during the financial year as a result of the exercise of options (2024: nil).

No shares have been issued by the Company during the financial year on the vesting of performance rights (2024: nil).

9. Non-audit services

During the year, the Company's auditor, Hall Chadwick WA Audit Pty Ltd (Hall Chadwick), did not provide any non-audit services (2024: nil), in addition to their statutory audits. Details of remuneration paid to the auditor are disclosed in note 20 *Auditor's Remuneration* of the financial statements.

Where non-audit services are provided by the auditor, the Board applies procedures to ensure such services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001* (Cth). These procedures include ensuring that services do not involve reviewing the auditor's own work, acting in a management or decision-making capacity, acting as an advocate for the Company, or otherwise impairing the auditor's independence.

10. Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* (Cth) for leave to bring proceedings on behalf of the Company, or to intervene in proceedings to which the Company is a party.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under that section.

Directors' report

11. Rounding of amounts

The amounts in this report have been rounded to the nearest thousand dollars in accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, dated 24 March 2016.

12. Corporate Governance

The Directors recognise the importance of high standards of corporate governance. The Company has substantially adhered to the recommendations of the ASX Corporate Governance Council.

Further details of the Company's corporate governance practices are available in the corporate governance section of the Company's website: vmoto.com/investor-centre.

13. Auditor's independence declaration

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 31 December 2025 has been received and can be found on page 19 of the annual report.

14. Remuneration report (audited)

This report outlines the remuneration arrangements in place for Directors and key management personnel of the Company for the year ended 31 December 2025. The information in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001* (Cth).

14.1. Key management personnel (KMP)

KMP are those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director of the parent entity. KMP comprise the Directors of the Company and key executive personnel:

✓ Charles Chen	<i>Managing Director</i>
✓ Ivan Teo	<i>Finance Director</i>
✓ Blair Sergeant	<i>Non-executive Director</i>
✓ Martin Zhou	<i>Non-executive Director</i>
✓ Aaron Kidd	<i>Non-executive Director</i>
✓ Other KMP:	
✓ Yongsheng Shi	<i>CEO China (appointed 10 September 2025)</i>
✓ Adam Cui	<i>Sales Manager</i>
✓ Graziano Milone	<i>Chief Marketing Officer & President of Strategic Business Development</i>
✓ Gaetan Orselli	<i>Country Manager France</i>
✓ Gareth Hughes	<i>Country Manager UK</i>
✓ Tim Netten	<i>Country Manager Netherlands (appointed 1 August 2025)</i>
✓ Former KMP included in current and / or comparative information:	
✓ Hu Liu	<i>Research & Development Manager (deemed KMP 1 January 2024, resigned 31 August 2025)</i>
✓ Shannon Coates	<i>Non-executive Director (resigned 24 May 2024)</i>
✓ Clive Mann	<i>Country Manager UK (resigned 23 August 2024)</i>

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

a. Remuneration Policy

Remuneration for KMP is structured to attract and retain suitably qualified and experienced directors and executives, and to reward the achievement of strategic objectives. The Board may obtain independent advice to ensure remuneration packages remain competitive with comparable companies both locally and internationally.

Remuneration packages generally comprise fixed remuneration (including base salary, superannuation and non-cash benefits) and equity-based incentives.

The Company operates the Vmoto Limited Employee Long Term Incentive Plan (**LTI Plan**). Under the plan, the Board may offer eligible directors, employees and consultants equity securities to encourage alignment with shareholder interests and participation in the future growth of the Company.

b. Performance Conditions Linked to Remuneration

The remuneration policy aims to align the interests of shareholders, Directors and executives. This is achieved through (1) performance rights subject to performance-based vesting conditions; and (2) the issue of shares or options to KMP to align personal and shareholder interests.

Directors' report

14. Remuneration report (audited)

c. Remuneration structure

(1) Executive remuneration

Executive remuneration is designed to promote superior performance and long-term commitment to the Company. Executives receive fixed remuneration together with performance-based incentives.

Key components include:

The total remuneration of executive directors and other senior managers consists of the following:

✓ Salary	Receive a fixed sum payable monthly in cash;
✓ Bonus	Participation in a profit participation plan where appropriate.;
✓ Termination	Three months' notice by the Company or the employee; and
✓ Other benefits	Eligible to participate in superannuation schemes.

Remuneration of other executives consists of the following:

✓ Salary	Receive fixed sum payable monthly in cash;
✓ Bonus	Eligible to participate in a profit participation plan if deemed appropriate;
✓ Long-term incentives	Participate in share option schemes which have been approved by shareholders; and
✓ Other benefits	Eligible to participate in superannuation schemes.

Executive remuneration and employment terms are reviewed annually by the Board or Remuneration Committee, having regard to performance, market comparatives and independent advice where appropriate.

(2) Non-executive director (NEDs) remuneration

Total remuneration payable to all NEDs, as approved by shareholders at the 2012 Annual General Meeting, is capped at A\$300,000 per annum. The Company does not operate a retirement benefits scheme for NEDs.

(3) Fixed remuneration

Fixed remuneration includes base salary (calculated on a total cost basis), employer superannuation contributions and other benefits.

Remuneration levels are reviewed annually by the Board, taking into account individual performance, Group performance and comparable market remuneration levels.

Executive Directors are employed full-time and receive salary and statutory superannuation or consultancy fees, while Non-Executive Directors receive a fixed monthly fee. Additional fees may be paid where directors perform services outside their normal Board duties.

(4) Profit participation plan

Executive directors and senior management may participate in a profit participation plan, under which incentive amounts are based on profit performance above predetermined returns on shareholders' funds.

The policy is reviewed annually.

(5) Service agreements

Service agreements for KMP are generally unlimited in term and may be terminated by either party on three months' notice, or payment in lieu of notice.

Service agreements outline the components of remuneration but do not prescribe annual remuneration adjustments. Remuneration levels are reviewed annually based on performance and market conditions. Bonuses may be awarded at the discretion of the Board.

d. Voting and comments made at the Company's 2025 Annual General Meeting (AGM)

At the AGM held on 21 May 2025, on a poll the Company received 179,256,344 (68.12%) *For* votes and 83,891,416 (31.88%) *Against* votes and 3,521,416 abstentions¹ on its remuneration report for the 2024 financial year. The Group did not employ a remuneration consultant during the year.

¹ Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

Directors' report

14. Remuneration report (audited)

14.3. Performance-based remuneration

- a. The following table provides employment details of persons who were, during the financial year, members of KMP of the Group. The table also illustrates the proportion of remuneration that was performance based and the proportion of remuneration received in the form of options.

Group KMP	Position Held as at 31 December 2025 and any change during the year	Contract Commencement / Termination Date	Proportions of Elements of Remuneration Related to Performance			Proportions of Elements of Remuneration Not Related to Performance		Total
			Non-salary Cash-based Incentives %	Shares %	Options / Rights %	Fixed Salary/ Fees – cash based %	Fixed Salary/ Fees – share- based %	
Executive Directors								
Charles Chen	Managing Director	5.01.2007 <i>Executive Dir.</i> 1.09.2011 <i>MD</i>	-	-	36.1	48.7	15.2	100.0
Ivan Teo	Finance Director	29.01.2013	-	-	32.2	43.1	24.7	100.0
Non-executive directors								
Blair Sergeant	Non-executive Director	04.11.2020	-	-	-	100.0	-	100.0
Martin Zhou	Non-executive Director	16.09.2022	-	-	-	100.0	100	200.0
Aaron Kidd	Non-executive Director	24.05.2024 <i>Appt</i>	-	-	-	100.0	-	100.0
Other KMP								
Yongsheng Shi	CEO China	10.09.2025	-	-	-	67.3	32.7	100.0
Adam Cui	Sales Manager	17.02.2020	19.6	-	-	48.7	31.7	100.0
Graziano Milone	Chief Marketing Officer and President of Strategic Business Development	1.03.2022	-	-	-	62.7	37.3	100.0
Gaetan Orselli	Country Manager France	1.07.2020	-	-	-	90.7	9.3	100.0
Gareth Hughes	Country Manager UK	23.08.2024 <i>Appt</i>	-	-	-	89.6	10.4	100.0
Tim Netten	Country Manager Netherlands	1.08.2025	-	-	-	100	-	100.0
Hu Liu	R & D Manager	1.01.2024 <i>Deemed</i> 31.08.2025 <i>Resigned</i>	-	-	-	78.2	21.8	100.0

b. Statutory performance indicators

The Group seeks to align executive remuneration with the achievement of strategic and business objectives and the creation of shareholder value. The table below presents measures of the Group's financial performance over the past five years, as required by the *Corporations Act 2001* (Cth). These statutory measures may differ from the performance measures used to determine variable remuneration for KMP and may not always directly correlate with outcomes.

	2025	2024	2023	2022	2021
Profit or (loss) for the year attributable to owners of the Company (\$'000)	(9,954)	(374)	7,258	10,218	8,034
Basic earnings per share (cents)	(2.53)	(0.05)	2.50	3.64	2.89
Dividend payments (\$)	Nil	Nil	Nil	Nil	Nil
Dividend payout ratio (%)	N/A	N/A	N/A	N/A	N/A
Share price (\$)	0.072	0.073	0.130	0.430	0.440
Increase/(decrease) in share price (%)	(1.37)	(43.85)	(69.77)	(2.27)	79.59

Directors' report

14. Remuneration report (audited)

14.4. Directors and KMP remuneration

Details of the nature and amount of remuneration for each KMP of the Company for the year ended 31 December 2025 are set out in the tables below. The remuneration disclosures include the components of current and comparative year remuneration expenses for each KMP of the Group and been prepared in accordance with Australian Accounting Standards.

Bonuses paid during the year were based on the achievement of agreed key performance indicators.

2025 – Group											
Group KMP	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total	
	Salary, fees, and leave	Profit share & bonuses	Non-monetary	Other	Super-annuation	Other		Shares	Options / Perf. rights		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<i>Executive Directors</i>											
Charles Chen ⁽¹⁾	420,000	-	-	-	-	-	-	130,952	311,924	-	862,876
Ivan Teo ⁽²⁾	212,500	-	-	-	-	-	-	122,024	158,905	-	493,429
<i>Non-executive directors</i>											
Blair Sergeant	110,000	-	-	-	-	-	-	-	-	-	110,000
Aaron Kidd	60,000	-	-	-	-	-	-	-	-	-	60,000
Martin Zhou ⁽³⁾	-	-	-	-	-	-	-	71,429	-	-	71,429
<i>Other KMP</i>											
Yongsheng Shi ⁽⁴⁾	59,758	-	-	-	-	-	-	29,043	-	-	88,801
Adam Cui	72,584	29,159	-	-	-	-	-	47,130	-	-	148,873
Graziano Milone	210,115	-	-	-	-	-	-	125,002	-	-	335,117
Gaetan Orselli	184,272	-	-	-	-	-	-	19,000	-	-	203,272
Gareth Hughes	163,921	-	-	-	-	-	-	19,000	-	-	182,921
Tim Netten ⁽⁴⁾	54,185	-	-	-	-	-	-	-	-	-	54,185
Hu Liu ⁽⁴⁾	86,135	-	-	-	-	-	-	24,053	-	-	110,188
	1,633,470	29,159	-	-	-	-	-	587,633	470,829	-	2,721,091
2024 – Group											
Group KMP	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total	
	Salary, fees, and leave	Profit share & bonuses	Non-monetary	Other	Super-annuation	Other		Shares	Options / Perf. rights		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<i>Executive Directors</i>											
Charles Chen ⁽¹⁾	420,000	-	-	-	-	-	-	136,584	300,627	-	857,211
Ivan Teo ⁽²⁾	212,500	-	-	-	-	-	-	127,271	149,660	-	489,431
<i>Non-executive directors</i>											
Blair Sergeant	60,000	-	-	-	-	-	-	-	-	-	60,000
Aaron Kidd ⁽⁶⁾	36,129	-	-	-	-	-	-	-	-	-	36,129
Martin Zhou ⁽³⁾	-	-	-	-	-	-	-	74,500	-	-	74,500
Shannon Coates ⁽⁵⁾	21,800	-	-	-	2,071	-	-	-	-	-	23,871
<i>Other KMP</i>											
Adam Cui	70,999	34,408	-	-	-	-	-	37,630	-	-	143,037
Clive Mann ⁽⁵⁾	134,810	-	-	-	-	-	84,444	6,600	-	-	225,854
Graziano Milone	196,996	-	-	-	-	-	-	683,323	-	-	880,319
Gaetan Orselli	172,323	-	-	-	-	-	-	37,590	-	-	209,913
Gareth Hughes ⁽⁶⁾	105,490	-	-	-	-	-	-	-	-	-	105,490
Hu Liu ⁽⁶⁾	118,330	39,443	-	-	-	-	-	20,800	-	-	178,573
	1,549,377	73,851	-	-	2,071	-	84,444	1,124,298	450,287	-	3,284,328

Directors' report

14. Remuneration report (audited)

14.4 Directors and KMP remuneration (cont.)

- (1) Charles Chen's Director fees for the year ended 31 December 2025 was USD336,000 (31 December 2024 was USD336,000).
- (2) Ivan Teo's Director fees for the year ended 31 December 2025 was USD170,000 (31 December 2024 was USD170,000).
- (3) Martin Zhou has agreed to receive his director fees in shares, and approved for issue at the 2024 and 2025 Annual General Meeting.
- (4) Yongsheng Shi was appointed 10 September 2025; Tim Netten was appointed 1 August 2025; Hu Liu resigned 31 August 2025.
- (5) Shannon Coates resigned 24 May 2024; Clive Mann resigned 23 August 2024.
- (6) Aaron Kidd was appointed 24 May 2024; Gareth Hughes was appointed 23 August 2024; Hu Liu was deemed KMP on 1 January 2024.

14.5. KMP Loans

During the year ended 31 December 2025, there were no loans to or from KMP (2024: nil)

14.6. Other transactions with KMP and or their Related Parties

During the year ended 31 December 2025, there were no other transactions with KMP and their related parties (2024: nil), other than disclosed below.

Related party	Relationship to Vmoto	Nature of transactions	Receivable/(payable) balance	
			2025	2024
			\$	\$
Charles Chen	Managing Director	Unpaid remuneration or fees	(82,500)	(82,500)
Ivan Teo	Finance Director	Unpaid remuneration or fees	(76,875)	(76,875)
Martin Zhou	Non-executive Director	Unpaid remuneration or fees	(40,000)	(40,000)
Graziano Milone	Member of KMP	Unpaid remuneration or fees	-	(98,596)

14.7. Share-based compensation

The Group believes that encouraging Directors and executives to become shareholders aligns their interests with those of shareholders. The Group does not currently operate an active employee share option plan.

No equity instruments were issued to Directors during the year as a result of options previously granted as compensation being exercised.

a. Securities received that are not performance-related

Members of KMP may receive securities that are not performance-based in settlement of all or part of their remuneration.

b. Options Granted as Remuneration

The Company operates an LTI Plan under which eligible persons may be granted options to acquire ordinary shares in the Company at an exercise price determined by the Board, having regard to the market value of the shares at the time of grant.

Each option entitles the holder to subscribe for one ordinary share in Vmoto Limited on exercise. Options do not carry rights to dividends or voting rights and may be exercised from the date of vesting until their expiry date.

The number of options granted is determined by the Board, having regard to factors including seniority, position, length of service and potential contribution to the Group.

No options were granted to KMP during the current financial year (2024: nil).

c. Rights Granted as Remuneration

Under the LTI Plan, the Board may grant rights to eligible persons to attract, motivate and retain key directors, employees and consultants. Each right converts into one ordinary share in Vmoto Limited at nil consideration upon satisfaction of service and/or performance conditions determined by the Board.

Rights do not carry dividend or voting rights and lapse if the applicable conditions are not met within the specified period or upon cessation of employment, unless otherwise determined by the Board.

During the year, no rights were granted as remuneration.

Directors' report

14. Remuneration report (audited)

14.8. KMP equity holdings of Vmoto Limited held by each KMP

a. Fully Paid Ordinary Shares

The number of ordinary shares of Vmoto Limited held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 31 December 2025 is as follows:

2025 – Group	Balance at start of year or appointment	Received during the year as compensation	Received during the year on the exercise of options	Other changes during the year ⁽¹⁾	Balance at end of year or resignation
Group KMP	No.	No.	No.	No.	No.
Executive Directors					
Charles Chen	46,766,530	1,540,616	-	-	48,307,146
Ivan Teo	4,781,896	1,435,574	-	-	6,217,470
Non-executive directors					
Blair Sergeant	300,000	-	-	800,000	1,100,000
Martin Zhou	16,003,735	840,336	-	17,723,074	34,567,145
Aaron Kidd	-	-	-	-	-
Other KMP					
Yongsheng Shi ⁽²⁾	-	-	-	-	-
Adam Cui	796,000	300,000	-	146,520	1,242,520
Graziano Milone	7,818,362	2,816,414	-	-	10,634,776
Gaetan Orselli	268,000	200,000	-	-	468,000
Gareth Hughes	-	200,000	-	-	200,000
Tim Netten ⁽²⁾	-	-	-	-	-
Hu Liu ⁽²⁾	616,000	300,000	-	146,520	1,062,520
	77,350,523	7,632,940	-	18,816,114	103,799,577

⁽¹⁾ Other changes relate to the acquisition of shares on market during the year.

⁽²⁾ Yongsheng Shi was appointed 10 September 2025; Tim Netten was appointed 1 August 2025; Hu Liu resigned 31 August 2025.

b. Options

The number of options over ordinary shares in Vmoto Limited held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 31 December 2025 is as follows:

2025 – Group	Balance at start of year or appointments	Granted as Remuneration during the year	Exercised during the year	Other changes during the year	Balance at end of year or resignation	Vested and Exercisable	Not Vested
Group KMP	No.	No.	No.	No.	No.	No.	No.
Executive Directors							
Charles Chen	-	-	-	-	-	-	-
Ivan Teo	-	-	-	-	-	-	-
Non-executive directors							
Blair Sergeant	-	-	-	-	-	-	-
Martin Zhou	-	-	-	-	-	-	-
Aaron Kidd	-	-	-	-	-	-	-
Other KMP							
Yongsheng Shi ⁽¹⁾	-	-	-	-	-	-	-
Adam Cui	-	-	-	-	-	-	-
Graziano Milone	2,100,000	-	-	-	2,100,000	2,100,000	-
Gaetan Orselli	-	-	-	-	-	-	-
Gareth Hughes	-	-	-	-	-	-	-
Tim Netten ⁽¹⁾	-	-	-	-	-	-	-
Hu Liu ⁽¹⁾	-	-	-	-	-	-	-
	2,100,000	-	-	-	2,100,000	2,100,000	-

⁽¹⁾ Yongsheng Shi was appointed 10 September 2025; Tim Netten was appointed 1 August 2025; Hu Liu resigned 31 August 2025.

Directors' report

14. Remuneration report (audited)

c. Performance Rights

The number of Performance Shares in Vmoto Limited held, directly, indirectly, or beneficially, by each KMP, including their personally-related entities for the year ended 31 December 2025 is as follows:

2025 – Group	Balance at start of year or appointments	Received during the year as compensation	Conversion to ordinary share during the year	Expiration of rights during the year	Balance at end of year or resignation	Maximum value yet to vest
Group KMP	No.	No.	No.	No.	No.	No.
Executive Directors						
Charles Chen	6,973,539	-	-	(1,903,609)	5,069,930	5,069,930
Ivan Teo	3,552,558	-	-	(969,763)	2,582,795	2,582,795
Non-executive directors						
Blair Sergeant	-	-	-	-	-	-
Martin Zhou	-	-	-	-	-	-
Aaron Kidd	-	-	-	-	-	-
Other KMP						
Yongsheng Shi ⁽¹⁾	-	-	-	-	-	-
Adam Cui	-	-	-	-	-	-
Graziano Milone	-	-	-	-	-	-
Gaetan Orselli	-	-	-	-	-	-
Gareth Hughes	-	-	-	-	-	-
Tim Netten ⁽¹⁾	-	-	-	-	-	-
Hu Liu ⁽¹⁾	-	-	-	-	-	-
	10,526,097	-	-	(2,873,372)	7,652,725	7,652,725

⁽¹⁾ Yongsheng Shi was appointed 10 September 2025; Tim Netten was appointed 1 August 2025; Hu Liu resigned 31 August 2025.

14.9. Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights, and shareholdings.

END OF REMUNERATION REPORT

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors made pursuant to section 298(2) of the *Corporations Act 2001* (Cth).



CHARLES CHEN

Managing Director

Dated this Tuesday, 31 March 2026

HALL CHADWICK

To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Vmoto Limited and its controlled entities for the financial year ended 31 December 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully,



HALL CHADWICK WA AUDIT PTY LTD



MARK DELAURENTIS CA
Director

Dated this 31st day of March 2026
Perth, Western Australia

Independent Member of



The Association of Advisory
and Accounting Firms

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Consolidated statement of profit or loss and other comprehensive income

for the year 31 December 2025

	Note	2025 \$'000	2024 \$'000
<i>Continuing operations</i>			
Revenue		46,841	57,192
Cost of sales		(32,336)	(39,145)
Gross profit		14,505	18,047
Other income	1.1	3,740	4,737
Operational expenses		(18,789)	(16,130)
Marketing and distribution expenses		(2,424)	(2,790)
Corporate and administrative expenses		(4,468)	(5,154)
Occupancy expenses		(826)	(936)
Other expenses	2.1	(2,783)	(110)
Operating profit		(11,045)	(2,336)
Share of profit or (loss) from equity accounted investments	12.3.2	-	416
Finance costs		(541)	(293)
Finance income		1,632	1,857
Loss before tax	2.1.1	(9,954)	(356)
Income tax expense	4.1	-	(18)
Loss for the year		(9,954)	(374)
<i>Other comprehensive income, net of income tax</i>			
✔ Items that will not be reclassified subsequently to profit or loss:		-	-
✔ Items that may be reclassified subsequently to profit or loss:			
▼ Foreign currency translation differences		(2,449)	6,861
Other comprehensive income for the year, net of tax		(2,449)	6,861
Total comprehensive income attributable to members of the parent entity		(12,403)	6,487
<i>Profit or (loss) for the year attributable to:</i>			
✔ Non-controlling interest		-	(177)
✔ Owners of the parent		(9,954)	(197)
<i>Total comprehensive income attributable to:</i>			
✔ Non-controlling interest		-	(177)
✔ Owners of the parent		(12,403)	6,664
<i>Earnings per share:</i>			
		¢	¢
Basic earnings per share (cents per share)	21.4	(2.53)	(0.05)
Diluted earnings per share (cents per share)	21.4	(2.53)	(0.05)

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

Consolidated statement of financial position

as at 31 December 2025

	Note	2025 \$'000	2024 \$'000
<i>Current assets</i>			
Cash and cash equivalents	5.1	32,406	41,379
Trade and other receivables	5.2.1	9,718	10,730
Inventories	6.1	23,425	28,453
Other current assets	5.3.1	1,558	4,239
Total current assets		67,107	84,801
<i>Non-current assets</i>			
Trade and other receivables	5.2.2	4,510	1,910
Other financial assets	5.4.1	3,455	2,914
Property, plant, and equipment	6.2	18,917	19,486
Right-of-use assets	6.3.1	5,751	6,143
Intangible assets	6.4	7,986	10,000
Investments accounted for using equity method	12.1	157	169
Total non-current assets		40,776	40,622
Total assets		107,883	125,423
<i>Current liabilities</i>			
Trade and other payables	5.5.1	17,377	23,680
Borrowings	5.6.1	14,402	10,051
Current tax liabilities	4.5	-	19
Leases	6.3.2	429	539
Total current liabilities		32,208	34,289
<i>Non-current liabilities</i>			
Leases	6.3.2	1,940	2,045
Total non-current liabilities		1,940	2,045
Total liabilities		34,148	36,334
Net assets		73,735	89,089
<i>Equity</i>			
Issued capital	7.1.1	110,049	113,471
Reserves	7.3	2,287	4,616
Accumulated losses		(38,601)	(28,998)
Total equity		73,735	89,089

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

Consolidated statement of changes in equity

for the year 31 December 2025

Note		Contributed equity \$'000	Accumulated losses \$'000	Share-based payment reserve \$'000	Foreign currency translation reserve \$'000	Non-controlling Interests \$'000	Total equity \$'000
<i>Balance at 1 January 2024</i>		109,841	(28,326)	783	(2,686)	(115)	79,497
Loss for the year attributable to owners of the parent		-	(197)	-	-	(177)	(374)
Other comprehensive income for the year attributable owners of the parent		-	-	-	6,861	-	6,861
Total comprehensive income for the year attributable owners of the parent		-	(197)	-	6,861	(177)	6,487
<i>Transaction with owners, directly in equity</i>							
Shares issued during the year (net of costs)	7.1	-	-	-	-	-	-
Shares issued during the year in lieu of cash	7.1.1b to c 7.1.1e to h	1,536	-	-	-	-	1,536
Share-based payments granted during the year	22.2.2	-	-	475	-	-	475
Vesting of performance rights and shares	7.1.1a	1,094	-	-	-	-	1,094
Lapse of rights	7.2.1	-	817	(817)	-	-	-
Transaction with controlled entity	13.1	1,000	(1,292)	-	-	292	(292)
Balance at 31 December 2024		113,471	(28,998)	441	4,175	-	89,089
<i>Balance at 1 January 2025</i>		113,471	(28,998)	441	4,175	-	89,089
Loss for the year attributable to owners of the parent		-	(9,954)	-	-	-	(9,954)
Other comprehensive income- for the year attributable owners of the parent		-	-	-	(2,449)	-	(2,449)
Total comprehensive income for the year attributable owners of the parent		-	(9,954)	-	(2,449)	-	(12,403)
<i>Transaction with owners, directly in equity</i>							-
Shares issued during the year (net of costs)	7.1.1j to l 7.1.1n to o	640	-	-	-	-	640
Share-based payments granted during the year	22.2.2c	-	-	471	-	-	471
Vesting of performance rights and shares	7.1.1a	684	-	-	-	-	684
Lapse of rights	7.2.1	-	351	(351)	-	-	-
Share buy-back	7.1.1m	(4,746)	-	-	-	-	(4,746)
Balance at 31 December 2025		110,049	(38,601)	561	1,726	-	73,735

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

Consolidated statement of cash flows

for the year 31 December 2025

	Note	2025 \$'000	2024 \$'000
<i>Cash flows from operating activities</i>			
Receipts from customers		48,088	58,176
Payments to suppliers and employees		(57,136)	(57,135)
Interest received		1,570	1,857
Interest paid		(253)	(127)
Other cash receipts		2,762	1,546
Income tax paid		(5)	(15)
Net cash provided by operating activities	5.1.2a	(4,974)	4,302
<i>Cash flows from investing activities</i>			
Purchase of property, plant, and equipment		(3,740)	(3,331)
Purchase of intangibles		(134)	(5,085)
Payment for investments		-	(1,134)
Payment for acquisition of subsidiary, net of cash acquired	13.2.3	-	2,465
Loans to other entities		(2,671)	-
Net cash used in investing activities		(6,545)	(7,085)
<i>Cash flows from financing activities</i>			
Payments for share buy-back	7.1.1m	(4,746)	-
Proceeds from borrowings	5.1.2b	10,542	5,494
Repayments of borrowings	5.1.2b	(2,160)	(4,437)
Payment of principal portion of lease liabilities	5.1.2b	(667)	(642)
Net cash provided by / (used in) financing activities		2,969	415
Net increase in cash and cash equivalents held		(8,550)	(2,368)
Cash and cash equivalents at the beginning of the year		41,379	42,524
Change in foreign currency held		(423)	1,223
Cash and cash equivalents at the end of the year	5.1	32,406	41,379

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

Notes to the consolidated financial statements
for the year 31 December 2025

In preparing the 2025 financial statements, Vmoto Limited has grouped into sections under the following key categories:

✔ Section A: How the numbers are calculated 25

✔ Section B: Risk 42

✔ Section C: Group structure 47

✔ Section D: Unrecognised items 53

✔ Section E: Other Information.....54

Material accounting policies specific to each note are included within that note. Accounting policies that are determined to be non-material are not included in the financial statements.

The financial report is presented in Australian dollars, except where otherwise stated.

The amounts contained in these financial statements have been rounded to the nearest thousand dollars under the option available to the Group under Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors’ Reports) Instrument 2016/191 dated 24 March 2016.



Notes to the consolidated financial statements

for the year ended 31 December 2025

SECTION A. HOW THE NUMBERS ARE CALCULATED

This section provides additional information about those individual line items in the financial statements that the Directors consider most relevant in the context of the operations of the Group.

Note	1	Revenue and other income	Note	2025 \$'000	2024 \$'000
1.1		Other Income			
		✔ Contributions from customers		1,119	1,921
		✔ Government subsidies		2,029	957
		✔ Recovery of loss allowance		-	983
		✔ Rent income		205	548
		✔ Net foreign exchange gain		385	287
		✔ Other income		2	41
				3,740	4,737

1.2 Accounting policies**1.2.1 Revenue recognition**

Revenue is recognised in accordance with AASB 15 *Revenue from Contracts with Customers* and measured at the fair value of consideration received or receivable, net of goods and services tax (GST), value-added tax (VAT) or equivalent sales taxes. Revenue is recognised when (or as) control of goods or services is transferred to a customer in an amount that reflects the consideration to which the Company expects to be entitled.

1.2.2 Sale of goods

Revenue from the sale of goods is recognised when control of the goods passes to the customer, which generally occurs at a point in time upon delivery or when the customer obtains the ability to direct the use of, and obtain substantially all of the remaining benefits from, the goods.

Where contracts contain multiple performance obligations, the transaction price is allocated to each performance obligation based on its relative standalone selling price. Standalone selling prices are generally based on observable prices charged to customers. Where these are not directly observable, they are estimated using appropriate valuation techniques, including expected cost plus margin or adjusted market assessment approaches.

Where consideration is received from customers before the related goods or services are transferred, the Company recognises a contract liability (presented as advance payments or deposits from customers). The contract liability is recognised as revenue when the related performance obligation is satisfied.

Note	2	Expenses	Note	2025 \$'000	2024 \$'000
2.1		Expenses by nature			
		✔ Advertising and promotion expenses		1,895	2,166
		✔ Manufacturing and production costs		33,685	39,780
		✔ Consultancy and compliance expenses		1,940	2,692
		✔ Depreciation and amortisation	2.2	5,356	1,907
		✔ Freight and couriers		1,841	2,330
		✔ Impairment and write-downs	5.2.2a,6.1a	2,783	110
		✔ Interest and finance costs		627	369
		✔ Salaries and employment costs		10,091	8,178
		✔ Research and development		943	3,332
		✔ Other expenses		3,006	3,694
		✔ Share of (profit) or loss from equity accounted investments	12.3.2	-	(416)
		Total expenses by nature		62,167	64,142

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 2 Expenses (cont.)

		2025 \$'000	2024 \$'000
2.1.1	Reconciliation to net profit or loss before tax		
	Total revenue and other income	52,213	63,786
	Less: Total expenses by nature	(62,167)	(64,142)
	Net loss before tax	(9,954)	(356)
2.2	Depreciation and amortisation		
		2025 \$'000	2024 \$'000
	✓ Depreciation – plant and equipment	6.2.1 2,820	1,631
	✓ Depreciation – right-of-use assets	6.3.4 693	443
	✓ Amortisation – intangible assets	6.4.1 1,843	685
	Less: Allocated to research and development expense	-	(852)
		5,356	1,907

2.3 Accounting policies**2.3.1 Impairment of financial assets**

Refer to note 5.4.3d

2.3.2 Impairment of non-financial assets

Refer to note 6.5.1

2.3.3 Employee benefits:**a. Short-term benefits**

Liabilities for short-term employee benefits, including wages, salaries and annual leave expected to be settled within 12 months of the reporting date, are measured at the amounts expected to be paid when the liabilities are settled, including related on costs such as payroll tax and workers' compensation insurance.

b. Other long-term benefits

The liability for long service leave and other long-term employee benefits is measured as the present value of expected future payments for services provided by employees up to the reporting date, including related on-costs. The obligation is discounted using market yields on high-quality corporate or government bonds with terms approximating the expected timing of payments.

c. Retirement benefit obligations: Defined contribution superannuation funds

Contributions to defined contribution superannuation funds are recognised as an expense in profit or loss when the related services are provided.

d. Termination benefits

Termination benefits are recognised when the Group can no longer withdraw the offer of those benefits or when restructuring costs are recognised in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*, whichever occurs first.

e. Equity-settled compensation

Equity-settled share-based payments are accounted for in accordance with AASB 2 *Share-based Payments*. The fair value of equity instruments granted is recognised as an employee expense with a corresponding increase in equity over the vesting period.

Note 3 Other Material Accounting Policies related to items of profit and loss**3.1 Finance income and expenses**

Finance income comprises interest income on cash and financial assets and gains recognised on financial assets measured at fair value through profit or loss. Interest income is recognised using the effective interest method in accordance with AASB 9 *Financial Instruments*.

Finance expenses comprise interest expense on borrowings, the unwinding of discount on provisions and losses recognised on financial assets. Interest expense is recognised using the effective interest method. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of those assets in accordance with AASB 123 *Borrowing Costs*. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note	4	Income tax	2025 \$'000	2024 \$'000
4.1		Income tax expense		
		Current tax expense	-	18
		Deferred tax expense	-	-
			-	18
		<i>Deferred income tax expense included in income tax expense comprises:</i>		
		✔ Increase in recognised deferred tax assets (DTAs)	-	-
		✔ Increase / (decrease) in recognised deferred tax liabilities (DTLs)	-	-
			-	-
4.2		Reconciliation of income tax expense to prima facie tax payable		
		<i>The prima facie tax benefit on profit or loss from ordinary activities before income tax is reconciled to the income tax expense as follows:</i>		
		Accounting profit before tax	(9,954)	(356)
		Prima facie tax on operating loss at 30% (2024 loss: 30%)	(2,986)	(107)
		<i>Add / (Less) tax effect of:</i>		
		✔ Non-deductible expenses	510	922
		✔ Effect of different tax rates of subsidiaries operating in other jurisdictions	2,325	(708)
		✔ Deferred tax assets not brought to account	151	(89)
		Income tax expense attributable to operating loss	-	18
			2025 %	2024 %
4.3		The applicable weighted average effective tax rates attributable to operating profit are as follows:	-	(5.06)
		a. The potential tax benefit for 2025 in respect of tax losses not brought into account has been calculated at 30% for Australian entities (2024: 30%). Deferred tax balances recognised in relation to China operations have been measured using the applicable tax rates of 15% for PRC entities and 0% for Hong Kong entities. Deferred tax balances recognised in relation to European operations have been measured using the applicable tax rates of 25.8% in the Netherlands, 24% in Italy and 25% in the United Kingdom.		
4.4		Balance of franking account at year end of the parent company	\$nil	\$nil
			2025 \$'000	2024 \$'000
4.5		Current tax liabilities		
		Income taxes payable	-	19
			-	19

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 4 Income tax (cont.)**4.6 Deferred tax assets (DTA)**

Note	2025 \$'000	2024 \$'000
	20	24
4.7	10,562	8,288
	10,582	8,312
	(7,607)	(8,312)
	2,975	-

Accrued expenses

Unused tax losses

Net DTAs

Less: DTAs not recognised

Net deferred tax assets

4.7 Tax losses and deductible temporary differences

Unused tax losses and deductible temporary differences for which no DTA has been recognised, that may be utilised to offset tax liabilities:

✔ Revenue losses attributable to Australia

✔ Revenue losses attributable to foreign subsidiaries

	7,587	7,235
	2,975	1,053
	10,562	8,288

4.8 Potential DTAs attributable to tax losses have not been recognised at 31 December 2025 as the Directors do not consider it probable that sufficient future taxable profits will be available against which the losses can be utilised. The potential tax benefit arising from these tax losses will only be realised if:

- the Group derives future assessable income of a nature and amount sufficient to utilise the losses;
- the Group continues to comply with the conditions for deductibility imposed by tax legislation; and
- there are no adverse changes in tax legislation affecting the utilisation of the losses.

The Group has accumulated Australian tax losses of \$25,290K (2024: \$24,117K) which may be available to offset against future taxable profits of the entity in which the losses arose.

Tax balances disclosed in the financial statements are based on the Directors' best estimates having regard to current taxation legislation and the Group's financial position. These estimates remain subject to assessment by relevant taxation authorities

4.9 Accounting policy**4.9.1 Income tax**

Income tax expense comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case the related tax is also recognised in equity or other comprehensive income.

Current tax expense is the tax payable or receivable on the taxable income or loss for the period using tax rates and tax laws enacted or substantively enacted at the reporting date in the jurisdictions in which the Group operates.

4.9.2 Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in tax returns where tax regulations are subject to interpretation and recognises provisions where appropriate based on amounts expected to be paid to taxation authorities.

4.9.3 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base.

Deferred income tax liabilities (DTL) are recognised for all taxable temporary differences except those arising from:

- ✔ the initial recognition of goodwill; or
- ✔ the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting profit nor taxable profit.

Deferred tax assets (DTA) are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilised. DTAs are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available.

DTAs and DTLs are measured using tax rates expected to apply when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the reporting date. DTAs and DTLs are offset only where there is a legally enforceable right to offset current tax assets and liabilities and the deferred taxes relate to the same taxation authority.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 5 Financial assets and financial liabilities**5.1 Cash and cash equivalents**

	2025 \$'000	2024 \$'000
Cash at bank	32,406	41,379
	32,406	41,379

5.1.1 The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 8 *Financial risk management*.

5.1.2 Cash Flow Information

Note

	2025 \$'000	2024 \$'000
a. Reconciliation of cash flow from operations to loss after income tax		
Profit or (loss) after income tax	(9,954)	(374)
✓ <i>Cash flows excluded from loss attributable to operating activities</i>	-	-
✓ <i>Non-cash flows in loss from ordinary activities:</i>		
▼ Depreciation and amortisation	5,356	1,907
▼ Share-based payments expense	1,685	3,106
▼ Other non-cash (gains)/losses	1,265	2,003
✓ <i>Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:</i>		
▼ (Increase) or decrease in trade and other receivables	(2,129)	(7,218)
▼ (Increase) or decrease in inventories	4,339	(20,411)
▼ (Increase) or decrease in other assets	2,681	809
▼ Increase or (decrease) in trade and other payables	(8,198)	24,461
▼ Increase or (decrease) in tax balances	(19)	19
Cash flow from operations	(4,974)	4,302

b. Reconciliation of liabilities arising from financing activities

	2023 \$'000	Cash flows \$'000	Additions \$'000	Non-cash changes Other Changes \$'000	Change due to FX rates \$'000	Converted to equity \$'000	2024 \$'000
Short-term borrowings	4,120	1,057	-	-	333	-	5,510
Bank acceptance draft	-	-	4,541	-	-	-	4,541
Leases	1,180	(642)	1,727	162	157	-	2,584
Total liabilities from financing activities	5,300	415	6,268	162	490	-	12,635

	2024 \$'000	Cash flows \$'000	Additions \$'000	Non-cash changes Other Changes \$'000	Change due to FX rates \$'000	Converted to equity \$'000	2025 \$'000
Short-term borrowings	5,510	7,561	-	-	(244)	-	12,827
Bank acceptance draft	4,541	-	-	(2,966)	-	-	1,575
Leases	2,584	(667)	-	438	14	-	2,369
Total liabilities from financing activities	12,635	6,894	-	(2,528)	(230)	-	16,771

c. Credit and loan standby arrangement with banks

Refer note 5.6.4 Financing facilities available.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 5 Financial assets and financial liabilities (cont.)**5.1 Cash and cash equivalents (cont.)****d. Non-cash investing and financing activities**

There were no non-cash investing and financing activities during the 2025 year.

In 2024, there were the Company acquired the balance of equity in Vmoto Italy srl, by issuing 5,555,556 shares, as disclosed in note 13.1.

5.1.3 Accounting policy

Cash and cash equivalents comprise cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value. Bank overdrafts are included within borrowings in current liabilities in the *Statement of Financial Position*.

5.2 Trade and other receivables

Note

2025
\$'0002024
\$'000**5.2.1 Current**

Trade debtors

7,933

6,490

Less: Loss allowance

5.2.2a

(1,798)

-

Other receivables

5.2.2b

3,583

4,240

9,718

10,730

5.2.2 Non-current

Other receivables

5.2.2c

4,510

1,910

4,510

1,910

- a. Included in trade receivables is an amount of ≈\$1,800K relating to amounts owed by Go Sharing B.V., guaranteed by its parent 1000 Yatirimlar Holding A.S. Payments ceased during the year, and the Group has commenced legal proceedings against the guarantor to recover the outstanding balance.

Having regard to the uncertainty of recovery, the Directors have recognised a provision for doubtful debts of \$1,798K as at reporting date. The balance has not been written off as recovery proceedings are ongoing.

- b. Other receivables at 31 December 2025 comprise primarily VAT receivables (\$773K), ecobonus credits available for utilisation (\$432K), a short-term loan to Charged Asia Pte Ltd (\$1,500K), and sundry other receivables.
- c. Other non-current receivables include \$485K receivables from MO-EV bv for products sold on extended credit terms, \$3.6 million loans due for repayment in May and November 2028 with interest charged at 3% per annum and deposits for rental of properties \$469K.

5.2.3 The Group's exposure to credit rate risk is disclosed in note 8 *Financial risk management*.**5.2.4 Accounting policy****a. Recognition and measurement**

Trade and other receivables represent amounts due from customers for goods sold and services performed in the ordinary course of business. Trade receivables are generally non-interest bearing and are typically due within 30–60 days. Receivables expected to be collected within 12 months of the reporting date are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses.

b. Expected credit losses

The Group recognises an allowance for expected credit losses on trade receivables using the simplified approach under AASB 9 Financial Instruments, which requires lifetime expected credit losses to be recognised from initial recognition.

Expected credit losses are estimated using a provision matrix based on historical credit loss experience, adjusted for current conditions and forward-looking information. This assessment considers the ageing profile of receivables and known financial circumstances of customers.

Receivables are written off when there is no reasonable expectation of recovery, such as when a debtor is in severe financial difficulty or insolvency.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 5 Financial assets and financial liabilities (cont.)

5.3 Other assets	Note	2025 \$'000	2024 \$'000
5.3.1 Current			
Advances to suppliers	5.3.1a	864	1,979
Other current assets	5.5.3b	694	2,260
		1,558	4,239

a. Advances to suppliers are for the supply of electric motorcycle/moped inventories for the Group's electric two-wheel vehicle operations.

b. Included in the 2025 Other current assets is a bank guarantee held in respect to a bank acceptance draft as disclosed in note 5.6.1.

5.4 Financial assets	Note	2025 \$'000	2024 \$'000
5.4.1 Non-current			
Shares in unlisted companies – at fair value through profit and loss	5.4.1a,b	3,455	2,914
		3,455	2,914

a. During 2025, the Company's increased its interest in Zenion to 20% (2024: 11%) after a further share acquisition. Whilst the Group holds a 20% interest, the investment is not accounted for as an associate under AASB 128, as the Group does not exercise significant influence, has no board representation, and does not participate in policy-making decisions, and its interest is expected to be diluted below 20% following a capital raising by the investee.

The Group also holds a 12.5 % interest in Evotion Labs (2024: 12.5%).

b. During the year, the Group reassessed the fair value of its investment in unlisted entities. The assessment indicated a fair value increase of \$470K in Charged Asia, a fair value increase of \$716K in Zenion, and a fair value decrease of \$1,100K in Evotion Labs. The Directors determined that these movements were not material to the financial statements and accordingly no adjustments have been recognised.

5.4.2 Fair value hierarchy

The following tables detail the Group's assets, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, as disclosed in note 24.5.2.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
As at 31 December 2024				
Shares in unlisted companies	-	-	2,914	2,914
Total	-	-	2,914	2,914
As at 31 December 2025				
Shares in unlisted companies	-	-	3,455	3,455
Total	-	-	3,455	3,455

a. Level 3 financial assets

The managed funds have been classified as Level 3 are values in the fair value hierarchy due to the inclusion of unobservable inputs including, the last capital raise price, discounted cash-flows, and independent valuations.

5.4.3 Accounting policies - Investments and other financial assets**a. Classification**

The Group classifies its financial assets in the following measurement categories (1) those to be measured subsequently at fair value (either through OCI or through profit or loss), and (2) those to be measured at amortised cost.

Classification depends on the Group's business model for managing financial assets and contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recognised either in profit or loss or OCI. For equity investments not held for trading, the Group may make an irrevocable election at initial recognition to present subsequent changes in fair value in OCI (**FVOCI**).

Debt investments are reclassified only when the Group's business model for managing those assets changes.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 5 Financial assets and financial liabilities (cont.)**5.4 Financial assets (cont.)****b. Recognition and derecognition**

Regular purchases and sales of financial assets are recognised on the trade date, being the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the asset have expired, or when the rights have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c. Measurement

At initial recognition, financial assets are measured at fair value plus, for assets not measured at fair value through profit or loss (**FVPL**), transaction costs directly attributable to the acquisition. Transaction costs for assets measured at FVPL are recognised in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their contractual cash flows represent solely payments of principal and interest

i. Debt instruments

Subsequent measurement depends on the Group's business model for managing the asset and the contractual cash flow characteristics:

- ✔ **Amortised cost:** Assets held to collect contractual cash flows that represent solely payments of principal and interest are measured at amortised cost using the effective interest method. Interest income is recognised in finance income and impairment losses are recognised in profit or loss.
- ✔ **FVOCI:** Assets held both to collect contractual cash flows and to sell the financial assets are measured at FVOCI. Interest income, foreign exchange gains and losses and impairment losses are recognised in profit or loss, while other changes in fair value are recognised in OCI. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.
- ✔ **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL, with gains or losses recognised in profit or loss.

ii. Equity instruments

All equity investments are subsequently measured at fair value. Where the Group elects to present changes in fair value in OCI, those gains and losses are not subsequently reclassified to profit or loss on disposal. Dividends from such investments are recognised in profit or loss when the right to receive payment is established.

For equity investments measured at FVPL, changes in fair value are recognised in profit or loss.

d. Impairment

The Group recognises expected credit losses (**ECL**) on debt instruments measured at amortised cost or FVOCI using the model prescribed in AASB 9 Financial Instruments. The impairment approach depends on whether there has been a significant increase in credit risk since initial recognition. For trade receivables, the Group applies the simplified approach, recognising lifetime expected credit losses from initial recognition.

5.5 Trade and other payables**5.5.1 Current**

	2025 \$'000	2024 \$'000
Trade creditors	11,306	11,784
Advances and deposits from customers / unearned revenue	2,996	7,401
Other creditors and accruals	3,075	4,495
	17,377	23,680

5.5.3 Accounting policy**a. Trade and other payables**

Trade and other payables represent liabilities for goods and services provided to the Group in the ordinary course of business that remain unpaid at the reporting date. The amounts are unsecured and are generally settled within 30 days.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting date.

b. Advance and deposits from customers / unearned revenue

Advances and deposits received from customers are recognised as contract liabilities in accordance with AASB 15 *Revenue from Contracts with Customers*. The amounts are recognised as revenue when the related goods or services are transferred to the customer.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 5 Financial assets and financial liabilities (cont.)

5.6 Borrowings	Note	2025 \$'000	2024 \$'000
5.6.1 Current			
Bank loans	5.6.2	12,827	5,510
Bank acceptance draft	5.6.3	1,575	4,541
		14,402	10,051

5.6.2 Key terms of bank loans and facilities:

	Industrial and Commercial Bank of China	Bank of China	Bank of Jiangsu	Jiangsu Lishui Rural Commercial Bank
✔ Facility	RMB 40 million (A\$8.6 million)	RMB 10 million (A\$2.1 million)	RMB 10 million (A\$2.1 million)	RMB 10 million (A\$2.1 million)
✔ Term	1	1	1	1
✔ Interest Rate	2.4% to 2.6% fixed	2.4% fixed	2.4% fixed	2.4% fixed
✔ Establishment / extension fee	Minimal	Minimal	Minimal	Minimal
✔ Financial Covenants	None	None	None	None

5.6.3 Assets pledged as security

An amount of \$688K has been held as a guarantee in respect to the bank acceptance draft (a negotiable instrument accepted by a bank, creating an unconditional obligation for the bank to pay the specified amount at maturity). No other assets have been pledged as security.

5.6.4 Financing facilities available

At balance date, the following financing facilities had been negotiated and were available:

	Total facilities		Facilities used		Facilities unused	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Bank and other loans	14,965	6,612	(12,827)	(5,510)	2,138	1,102
Banker's acceptance	1,575	4,541	(1,575)	(4,541)	-	-
Total facilities at balance date	16,540	11,153	(14,402)	(10,051)	2,138	1,102

5.6.5 Accounting policy**a. Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred, and are subsequently measured at amortised cost using the effective interest method. The difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the term of the borrowings.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the borrowing to the extent that it is probable that some or all the facility will be drawn down. In such cases, the fee is deferred until the drawdown occurs. Where it is not probable that the facility will be drawn down, the fee is recognised as a prepayment for liquidity services and amortised over the term of the facility.

Borrowings are derecognised when the contractual obligation is discharged, cancelled or expires. Any difference between the carrying amount of the liability extinguished and the consideration paid is recognised in profit or loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities**6.1 Inventories**

	2025 \$'000	2024 \$'000
Raw materials	9,729	13,161
Work-in-progress	1,119	146
Finished goods	12,577	15,146
	23,425	28,453

- a. During the year the Group recognised a write-down of inventories to net realisable value of \$966K relating to slow-moving parts. This includes \$659K relating to parts originally ordered for the China market through Nanjing Vmoto Soco Intelligent Technology prior to the Group acquiring full ownership, and \$307K relating to slow-moving parts held by Vmoto UK Distribution Ltd.

6.1.2 Accounting policy

Inventories are measured at the lower of cost and net realisable value. Cost includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the costs necessary to make the sale.

6.2 Property, plant, and equipment

	2025 \$'000	2024 \$'000
Plant and equipment – at cost	11,458	9,849
Accumulated depreciation	(5,585)	(3,349)
	5,873	6,500
Motor vehicles – at cost	917	603
Accumulated depreciation	(483)	(316)
	434	287
Buildings – at cost	17,401	17,266
Accumulated amortisation	(4,791)	(4,567)
	12,610	12,699
Total property, plant, and equipment	18,917	19,486

6.2.1 Movements in Carrying Amounts

	Plant and Equipment \$'000	Motor vehicles \$'000	Buildings \$'000	Total \$'000
<i>Carrying amount at 1 January 2024</i>	2,609	177	5,228	8,014
Additions	5,537	178	7,301	13,016
Depreciation for the period	(1,128)	(102)	(401)	(1,631)
Exchange differences	(518)	34	571	87
<i>Carrying amount at 31 December 2024</i>	6,500	287	12,699	19,486
<i>Carrying amount at 1 January 2025</i>	6,500	287	12,699	19,486
Additions	1,849	262	697	2,808
Depreciation for the period	(2,349)	(157)	(314)	(2,820)
Exchange differences	(127)	42	(472)	(557)
<i>Carrying amount at 31 December 2025</i>	5,873	434	12,610	18,917

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities (cont.)**6.2 Property, plant, and equipment (cont.)****6.2.2 Accounting policy****a. Recognition and measurement**

Items of property, plant and equipment are measured at cost and carried at cost less accumulated depreciation and impairment losses (see accounting policy 6.5.1 *Impairment of non-financial assets*).

Cost includes expenditure directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, other costs directly attributable to bringing the asset to a working condition for its intended use, and, where applicable, an estimate of the costs of dismantling and removing the asset and restoring the site on which it is located.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate components of plant and equipment.

b. Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the asset when it is probable that the future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. The carrying amount of the replaced part is derecognised. Costs of day-to-day servicing and maintenance are recognised in profit or loss as incurred.

c. Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of the assets. Depreciation commences when an asset is available for use and is calculated over the asset's estimated useful life. Leased assets are depreciated over the shorter of the lease term and their useful life unless it is reasonably certain that ownership will transfer to the Group at the end of the lease term. Land is not depreciated.

The estimated useful lives for the current and comparative periods are as follows:

Class	2025 Years	2024 Years
✓ Plant and equipment:		
▼ Plant and equipment	3 – 10	3 – 10
▼ Office furniture and fittings	5	5
▼ Moulds	5	5
✓ Motor vehicles	4	4
✓ Buildings		
▼ Buildings	20	20
▼ Leasehold improvements	5	5

The depreciation methods, useful lives and residual values of assets are reviewed at each reporting date.

d. Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities (cont.)**6.3 Leases****6.3.1 Right-of-use assets**

Land

Buildings

2025
\$'0002024
\$'000

3,587

3,709

2,164

2,434

5,751

6,143

6.3.2 Lease liabilities

Current

Non-current

429

539

1,940

2,045

2,369

2,584

6.3.3 Additions to the right-of-use assets

Land

Buildings (including reclassifications)

-

-

337

1,727

337

1,727

6.3.4 Amounts recognised in the statement of profit or loss:

✔ Amortisation charge of right-of-use assets:

▼ Land

▼ Buildings

100

86

593

357

693

443

✔ Interest expense (included in finance cost)

219

162

6.3.5 Amounts recognised in comprehensive income:

✔ Exchange differences:

▼ Land

▼ Buildings

(22)

244

(14)

(79)

(36)

165

6.3.6 Total cash outflow for leases

667

642

6.3.7 Operating leases

The Group leases out partial of its Nanjing manufacturing facilities and these leases have been classified as operating leases because they do not transfer substantially the risks and rewards incidental to the ownership of the assets.

Rental income recognised by the Group during the year ended 31 December 2025 was \$205K (2024: \$548K).

6.3.8 Accounting policy**a. The Group as a Lessee**

The Group leases warehouse and office facilities in the UK, France, the Netherlands, Italy and Thailand for its electric two-wheel vehicle distribution and after-sales operations. These leases typically run for periods of 5 to 6 years and may include options to renew. Lease payments may be adjusted based on changes in local price indices. The Group does not enter into sub-lease arrangements.

Except for short-term leases and leases of low-value assets, each lease is recognised in the statement of financial position as a right-of-use asset and a lease liability. Right-of-use assets are presented within property, plant and equipment.

i. Recognition and measurement

Leases are recognised as a right-of-use asset and a corresponding lease liability at the commencement date, being the date the leased asset is available for use by the Group. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases with a lease term of 12 months or less that do not contain a purchase option; and leases of low-value assets. Payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities (cont.)**6.3 Leases (cont.)****A. Right-of-use Asset**

Right-of-use assets are measured at cost comprising the following:

- ✓ the initial measurement of the lease liability;
- ✓ lease payments made at or before the commencement date, less any lease incentives received;
- ✓ any initial direct costs incurred; and
- ✓ an estimate of costs to dismantle, remove or restore the underlying asset.

Subsequent to initial recognition, right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset:

- ✓ Land 45 – 50 years
- ✓ Buildings 3 – 20 years

Where a lease transfers ownership of the underlying asset, or the Group is reasonably certain to exercise a purchase option, depreciation is recognised over the useful life of the underlying asset.

Right-of-use assets are subject to impairment in accordance with the Group's impairment policy and are adjusted for any remeasurement of lease liabilities.

B. Lease liabilities

At inception of a contract, the Group assesses whether the contract contains a lease. Where a lease is identified, a lease liability is recognised at the present value of lease payments to be made over the lease term.

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

- ✓ fixed payments, less lease incentives receivable;
- ✓ variable lease payments that depend on an index or rate;
- ✓ amounts expected to be payable under residual value guarantees;
- ✓ the exercise price of purchase options where the Group is reasonably certain to exercise the option;
- ✓ lease payments under extension options where the Group is reasonably certain to exercise the option; and
- ✓ payments of penalties for terminating the lease if the lease term reflects the exercise of a termination option.

Lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Subsequently, the lease liability is measured at amortised cost using the effective interest method. The carrying amount is increased to reflect interest on the liability and reduced for lease payments made.

Lease liabilities are remeasured when there is a change in:

- ✓ future lease payments resulting from a change in an index or rate;
- ✓ the Group's estimate of amounts payable under residual value guarantees; or
- ✓ the assessment of whether purchase, extension or termination options will be exercised.

When a lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero, the adjustment is recognised in profit or loss.

Variable lease payments that do not depend on an index or rate are recognised in profit or loss in the period in which the event or condition triggering the payment occurs

ii. Extension and termination options

Extension options are included in certain property leases of the Group. These options are included in the lease term when the Group is reasonably certain to exercise the option.

b. The Group as a Lessor

At inception of a lease, the Group classifies each lease as either a finance lease or an operating lease depending on whether substantially all the risks and rewards incidental to ownership of the underlying asset transfer to the lessee.

Rental income from operating leases is recognised on a straight-line basis over the lease term, with initial direct costs added to the carrying amount of the leased asset and recognised over the lease term.

For finance leases, the Group recognises a receivable equal to its net investment in the lease, with finance income recognised over the lease term.

Where a contract contains both lease and non-lease components, the consideration is allocated to each component in accordance with AASB 15 *Revenue from Contracts with Customers*.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities (cont.)**6.4 Intangible assets**

		2025 \$'000	2024 \$'000
Goodwill		5,295	5,295
Accumulated impairment	6.4.2	(3,971)	(3,971)
		1,324	1,324
Licences, trademarks, patents, and production rights		11,234	11,447
Accumulated amortisation		(3,353)	(1,552)
Accumulated impairment		(1,219)	(1,219)
		6,662	8,676
Development costs		4,836	4,836
Accumulated amortisation		(566)	(566)
Accumulated impairment		(4,270)	(4,270)
		-	-
Total intangibles		7,986	10,000

6.4.1 Movements in Carrying Amounts Note

		Goodwill \$'000	Licences, trademarks, and production rights \$'000	Development costs \$'000	Total \$'000
<i>Carrying amount: 1 Jan 2024</i>		-	2,787	-	2,787
Additions	13.2	1,324	6,101	-	7,425
Amortisation expense		-	(685)	-	(685)
Exchange differences		-	473	-	473
Carrying amount: 31 December 2024		1,324	8,676	-	10,000
<i>Carrying amount: 1 Jan 2025</i>		1,324	8,676	-	10,000
Additions		-	111	-	111
Amortisation expense		-	(1,843)	-	(1,843)
Exchange differences		-	(282)	-	(282)
Carrying amount: 31 December 2025		1,324	6,662	-	7,986

6.4.2 Allocation of goodwill to cash-generating units (CGU) and impairment testing

The carrying amount as at 31 December 2025 was \$1,324K (2024: \$1,324K), with no impairment recognised.

The recoverable amount of the Group's Vmoto Soco Manufacturing CGUs has been determined based on a value-in-use calculation. This calculation uses cash flow projections derived from financial budgets approved by the Directors and incorporates the following key assumptions:

- ✔ The FY2026 budget has been used as the basis for year 1 cash flows.
- ✔ A growth rate of 2.5% per annum has been applied for years 2 to 5.
- ✔ A terminal value has been applied in the discounted cash flow model.
- ✔ A discount rate of 12% has been applied, based on the Group's estimated weighted average cost of capital.

The Directors believe that any reasonably possible further change in the key assumptions on which recoverable amount is based would not cause the Vmoto Soco Manufacturing CGU carrying amount to exceed its recoverable amounts.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 6 Non-financial assets and financial liabilities (cont.)**6.4 Intangible assets (cont.)****6.4.3 Accounting policy****a. Intangible assets acquired separately**

Intangible assets acquired separately are recognised at cost and subsequently measured at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over the estimated useful life of the asset. The useful life and amortisation method are reviewed at each reporting date, with any changes accounted for prospectively.

i. Trademarks, licenses and production rights

Trademarks, licences and production rights are recognised at cost. Licences and production rights are assessed as having indefinite useful lives and are therefore not amortised but are tested annually for impairment. Trademarks are considered to have a finite useful life of five years and are amortised on a straight-line basis over that period. The carrying amount of trademarks is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

ii. Patents

Patents acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date, which is deemed to be their cost. Subsequently, patents are measured at cost less accumulated amortisation and impairment losses.

iii. Customer contracts

Customer contracts acquired in a business combination and recognised separately from goodwill are initially recognised at fair value at the acquisition date, which is deemed to be their cost. Subsequently, customer contracts are measured at cost less accumulated amortisation and impairment losses.

b. Intangible assets acquired in a business combination

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at fair value at the acquisition date. Intangible assets with finite useful lives are subsequently measured at cost less accumulated amortisation and impairment losses, while indefinite-life intangible assets are measured at cost less impairment. The useful lives and amortisation methods of finite-life intangible assets are reviewed annually. Gains or losses arising on derecognition are recognised in profit or loss as the difference between the net disposal proceeds and the carrying amount of the asset.

c. Development Costs

Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably. Capitalised development costs have a finite useful life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

6.5 Other Material Accounting Policies related to Non-Financial Assets and Liabilities**6.5.1 Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets, other than deferred tax assets (see note 4.9) are reviewed at each reporting date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated.

Goodwill and intangible assets with indefinite useful lives are not amortised and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they may be impaired.

An impairment loss is recognised when the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows largely independent of those from other assets or groups of assets.

Impairment losses are recognised in profit or loss unless the asset has previously been revalued, in which case the impairment loss is recognised against the revaluation reserve to the extent of that previous revaluation, with any excess recognised in profit or loss. Impairment losses recognised for CGUs are allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU on a pro-rata basis.

The recoverable amount of an asset or CGU is the higher of its fair value less costs of disposal and value in use. In assessing value in use, 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 assets that do not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

Impairment losses recognised in prior periods are assessed at each reporting date for indications that the loss has decreased or no longer exists. A previously recognised impairment loss is reversed when there has been a change in the estimates used to determine the recoverable amount, but only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 7 Equity

7.1 Issued capital	Note	2025 No.	2024 No.	2025 \$'000	2024 \$'000
Fully paid ordinary shares		394,178,536	418,732,225	110,049	113,471
7.1.1 Ordinary shares		2025 No.	2024 No.	2025 \$'000	2024 \$'000
At the beginning of the year		418,732,225	395,487,192	113,471	109,841
<i>Shares issued during the year:</i>					
✔ Vesting of employee shares	7.1.1a	7,500,000	8,856,610	684	1,094
✔ Issue at \$0.155 per share	7.1.1b		666,667		103
✔ Issue at \$0.155 per share	7.1.1c		194,444		30
✔ Issue at \$0.180 per share	7.1.1d		5,555,556		1,000
✔ Issue at \$0.180 per share	7.1.1e		5,555,556		1,000
✔ Issue at \$0.180 per share	7.1.1f		413,793		75
✔ Issue at \$0.180 per share	7.1.1g		758,620		137
✔ Issue at \$0.180 per share	7.1.1h		706,896		127
✔ Issue at \$0.120 per share	7.1.1i		536,891		64
✔ Issue at \$0.095 per share	7.1.1j	900,000	-	86	-
✔ Issue at \$0.095 per share	7.1.1k	1,144,165	-	109	-
✔ Issue at \$0.095 per share	7.1.1l	162,090	-	15	-
✔ Buy-back at \$0.120 per share	7.1.1m	(39,548,719)	-	(4,746)	-
✔ Issue at \$0.085 cents	7.1.1n	3,816,526	-	324	-
✔ Issued at \$0.072 cents	7.1.1o	1,472,249	-	106	-
Transaction costs relating to share issues		-	-	-	-
At reporting date		394,178,536	418,732,225	110,049	113,471

a. **FY2025** Vesting of shares issued in 2021/22, 2022/23, 2023/24, 2024/25 to employees, valued at \$55,900, \$214,500, \$175,140, and \$237,500 respectively (refer note 22.2.1a and 22.2.2c))

FY2024 Vesting of shares issued in 2020/21, 2021/22, 2022/23, 2023/24 to employees, valued at \$14,011, \$223,600, \$214,500, and \$642,248 respectively (refer note 22.2.1c and 22.2.2c).

b. 22.03.2024 Issue 666,667 shares to Graziano Milone in lieu of salaries. (refer note 22.2.1c).

c. 22.03.2024 Issue 194,444 shares to Raffaele Giusta in lieu of salaries. (refer note 22.2.1c).

d. 27.05.2024 Issue 5,555,556 shares to Graziano Milone and Giovanni Castiglioni to buy 50% shares of VSI. (refer notes 13.1 and 22.2.1e).

e. 27.05.2024 Issue 5,555,556 shares to Graziano Milone and Giovanni Castiglioni for past contributions. (refer note 22.2.1c).

f. 30.05.2024 Issue 413,793 shares in lieu of Martin Zhou director fees. (refer note 22.2.1c).

g. 30.05.2024 Issue 758,620 shares in lieu of Charles Chen director fees. (refer note 22.2.1c).

h. 30.05.2024 Issue 706,896 shares in lieu of Ivan Teo director fees. (refer note 22.2.1c).

i. 5.12.2024 Issue 536,891 shares pursuant to settlement agreement with former commercial director based in Italy.

j. 21.01.2025 Issue 900,000 shares to employees of the Company (refer note 22.2.1a).

k. 21.01.2025 Issue 1,144,165 shares to Graziano Milone (KMP) for the 2024 financial year accrued fees (refer note 22.2.1b).

l. 21.01.2025 Issue 162,090 shares to Van Raak Management in lieu of fees (refer note 22.2.1a).

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 7 Equity (cont.)**7.1.1 Ordinary shares**

m.03.02.2025 39,548,719 ordinary shares were bought back under an off-market buy-back at \$0.12 per share (\$4,745,846).

n. 27.05.2025 Issue 3,816,526 shares in lieu of director fees (refer note 22.2.1a).

o. 17.12.2025 Issue 1,472,249 shares in lieu of Graziano Milone (KMP) salary (refer note 22.2.1a).

7.2 Options and rights

Note

		2025 No.	2024 No.	2025 \$'000	2024 \$'000
✔ Options		23,100,000	23,100,000	119	-
✔ Performance rights		7,652,725	10,526,097	441	441
		30,752,725	33,626,097	560	441
7.2.1 Options and rights movement		2025 No.	2024 No.	2025 \$'000	2024 \$'000
At the beginning of the period		33,626,097	29,868,402	441	783
<i>Changes during the period:</i>					
✔ 2022 performance rights	22.2.2c	-	-	-	152
✔ 2023 performance rights	22.2.2c	-	-	116	117
✔ 2024 performance rights	22.2.2c	-	7,652,725	354	206
✔ 2021 performance rights lapsed	22.2.2	-	(1,870,172)	-	(362)
✔ 2022 performance rights lapsed	22.2.2	-	(2,024,858)	-	(455)
✔ 2023 performance rights lapsed	22.2.2	(2,873,372)	-	(351)	
At reporting date		30,752,725	33,626,097	560	441

Note 7 Equity (cont.)**7.3 Reserves**

	2025 \$'000	2024 \$'000
7.3.1 Summary of equity reserves:		
✔ Share-based payment reserve	561	441
✔ Foreign currency translation reserve	1,726	4,175
	2,287	4,616

7.3.2 Nature and purpose of reserves**a. Share-based payment reserve**

The share-based payments reserve is used to recognise the value of options and performance shares or rights issued but not exercised and to recognise the fair value of service and performance rights issued but not yet vested.

b. Foreign Currency Translation Reserve

The foreign currency translation reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations.

Notes to the consolidated financial statements

for the year ended 31 December 2025

SECTION B. RISK

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

Note 8 Financial risk management

8.1 Financial Risk Management Policies

This note presents information about the Group's exposure to financial risks, its objectives, policies and processes for measuring and managing risk, and the management of capital.

The Group's principal financial instruments comprise bank and other loans, cash and short-term deposits. These instruments are used primarily to finance the Group's operations. The Group also has financial assets and liabilities such as trade receivables and trade payables that arise directly from its operations.

The Group does not undertake trading in derivative financial instruments.

A summary of the Group's financial assets and liabilities is shown below:

	Floating Interest Rate \$'000	Fixed Interest Rate \$'000	Non- Interest Bearing \$'000	2025 Total \$'000	Floating Interest Rate \$'000	Fixed Interest Rate \$'000	Non- Interest Bearing \$'000	2024 Total \$'000
Financial Assets								
✓ Cash and cash equivalents	32,406	-	-	32,406	41,379	-	-	41,379
✓ Trade and other receivables	-	4,510	9,718	14,228	-	1,910	10,730	12,640
✓ Financial assets	-	-	3,455	3,455	-	-	2,914	2,914
Total Financial Assets	32,406	4,510	13,173	50,089	41,379	1,910	13,644	56,933
Financial Liabilities at amortised cost								
✓ Trade and other payables	-	-	17,377	17,377	-	-	23,680	23,680
✓ Borrowings	-	10,051	4,351	14,402	-	4,120	5,931	10,051
✓ Leases	-	2,369	-	2,369	-	2,584	-	2,584
Total Financial Liabilities	-	12,420	21,728	34,148	-	6,704	29,611	36,315
Net Financial Assets / (Liabilities)	32,406	(7,910)	(8,555)	15,941	41,379	(4,794)	(15,967)	20,618

8.2 Specific Financial Risk Exposures and Management

The Group is exposed to credit risk, liquidity risk and market risk (including interest rate, foreign currency and equity price risk) through its financial instruments. The Group's risk management framework seeks to minimise the potential adverse effects of financial market volatility on the Group's financial performance.

The Board has overall responsibility for establishing and overseeing the Group's risk management framework. Given the size and nature of the Group's operations, risk management activities are undertaken directly by the Board with support from senior management. The Chairman, with assistance from senior management as required, is responsible for identifying, assessing and monitoring risks and reporting to the Board.

8.2.1 Credit risk

Credit risk represents the risk that a counterparty will fail to meet its contractual obligations, resulting in financial loss to the Group.

The Group's credit risk arises primarily from cash and cash equivalents and trade receivables. The Group manages this risk by dealing only with reputable financial institutions and by performing credit assessments on customers requesting credit terms. Credit assessments consider factors such as credit ratings, financial position, past experience and industry reputation. Credit limits are established for customers and monitored on an ongoing basis. The Group recognises an allowance for expected credit losses in accordance with AASB 9 Financial Instruments.

✓ Credit risk exposures

The maximum exposure to credit risk at the reporting date is the carrying amount of the Group's financial assets, including cash and cash equivalents and trade receivables, as disclosed in the statement of financial position.

Credit risk relating to balances with banks and financial institutions is managed in accordance with Board policy, which requires surplus funds to be invested with reputable financial institutions, primarily located in Australia. The Group does not have significant concentrations of credit risk.

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for the year ended 31 December 2025

Note 8 Financial risk management (cont.)✔ *Impairment losses*

The ageing of the Group's current trade and other receivables at reporting date was as follows:

	Gross 2025 \$'000	Impaired 2025 \$'000	Net 2025 \$'000	Past due but not impaired 2025 \$'000	Gross 2024 \$'000	Impaired 2024 \$'000	Net 2024 \$'000	Past due but not impaired 2024 \$'000
<i>Trade receivables</i>								
Not past due to 30 days	2,852	-	2,852	-	2,484	-	2,484	-
Not past due 31 to 60 days	1,041	-	1,041	-	374	-	374	-
Not past due 61 to 90 days	335	-	335	-	420	-	420	-
Past due over 90 days	3,704	(1,798)	1,906	1,906	3,212	-	3,212	3,212
	7,932	(1,798)	6,134	1,906	6,490	-	6,490	3,212
<i>Other receivables</i>								
Not past due	8,094	-	8,094	-	6,150	-	6,150	-
Total	16,026	(1,798)	14,228	1,906	12,640	-	12,640	3,212

As of 31 December 2025, trade and other receivables of \$1,906K (31 December 2024: \$3,212K) were past due but not impaired.

8.2.2 Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its financial obligations as they fall due. The Group manages liquidity risk by maintaining adequate cash reserves and monitoring forecast cash flows to ensure that sufficient funds are available to meet operational, investing and financing requirements.

The Board has overall responsibility for liquidity risk management and oversees the Group's funding and liquidity position.

Liquidity risk is managed through:

- ✔ preparation of forward-looking cash flow forecasts;
- ✔ monitoring of available funding sources;
- ✔ maintaining an appropriate credit profile; and
- ✔ monitoring credit risk associated with financial assets.

The Group does not currently have standby credit facilities in place. At the reporting date, non-interest-bearing financial liabilities comprised trade and other payables incurred in the normal course of business and generally settled within 30–60 day terms. Interest-bearing liabilities comprised borrowings ((note 5.6) and leases (note 6.3).

✔ *Contractual Maturities*

The table below analyses the Group's financial liabilities by contractual maturity at the end of the reporting period. Amounts disclosed represent contractual undiscounted cash flows.:

	Within 1 Year		Greater Than 1 Year		Total	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<i>Financial liabilities due for payment</i>						
✔ Trade and other payables	17,377	23,680	-	-	17,377	23,680
✔ Borrowings	14,402	10,051	-	-	14,402	10,051
✔ Leases	429	539	1,940	2,045	2,369	2,584
Total contractual outflows	32,208	34,270	1,940	2,045	34,148	36,315
<i>Financial assets</i>						
✔ Cash and cash equivalents	32,406	41,379	-	-	32,406	41,379
✔ Trade and other receivables	9,718	10,730	4,510	1,910	14,228	12,640
Total anticipated inflows	42,124	52,109	4,510	1,910	46,634	54,019
Net outflow on financial instruments	9,916	17,839	2,570	(135)	12,486	17,704

Cash flows are not expected to occur significantly earlier or at materially different amounts.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 8 Financial risk management (cont.)**8.2.3 Market risk**

Market risk is the risk that changes in market prices, including foreign exchange rates, interest rates and equity prices, will affect the Group's income or the value of its financial instruments. The Group's objective is to manage and control market risk exposures within acceptable parameters while optimising returns.

The Group's activities expose it to limited market risks arising from changes in foreign currency exchange rates and interest rates. The Group does not use derivative financial instruments, such as foreign exchange forward contracts, to hedge risks.

There has been no significant change in the Group's exposure to market risks or in how these risks are managed since the previous reporting period.

a. Interest rate risk

The Group's exposure to interest rate risk primarily relates to short-term borrowings and interest earned on cash balances.

Cash balances include funds held in term deposits and bank accounts during the year, which earned interest at rates ranging between 0% and 3.3%, depending on account balances. The Group currently does not have credit facilities.

All other financial assets and liabilities are non-interest bearing.

b. Foreign exchange risk

The Group is exposed to foreign currency risk on sales, purchases and borrowings denominated in currencies other than Australian dollars. The primary currencies giving rise to this risk are the US dollar (**USD**), Chinese renminbi (**RMB**), Euro (**EUR**), and Thai baht (**THB**), with minor exposures to the British pound (**GBP**), Hong Kong dollar (**HKD**) and Singapore dollar (**SGD**).

At reporting date, the Group had the following exposures to foreign currencies that are not designated as cash flow hedges:

	USD A\$'000	RMB A\$'000	EUR A\$'000	THB A\$'000	Other minor exposure A\$'000	FX exposed currency A\$'000	AUD A\$'000	Total A\$'000
2025								
<i>Financial assets</i>								
✓ Cash and cash equivalents	28,307	1,499	1,019	802	362	31,989	417	32,406
✓ Trade and other receivables	7,281	2,070	1,861	225	2,375	13,812	416	14,228
Total financial assets	35,588	3,569	2,880	1,027	2,737	45,801	833	46,634
<i>Financial liabilities</i>								
✓ Trade and other payables	2,187	13,413	1,049	44	661	17,354	23	17,377
✓ Borrowings	-	14,197	-	-	205	14,402	-	14,402
✓ Leases	-	-	784	1,100	485	2,369	-	2,369
Total financial liabilities	2,187	27,610	1,833	1,144	1,351	34,125	23	34,148
Net foreign currency financial assets	33,401	(24,041)	1,047	(117)	1,386	11,676	810	12,486
2024								
<i>Financial assets</i>								
✓ Cash and cash equivalents	34,818	1,525	450	309	156	37,258	4,121	41,379
✓ Trade and other receivables	3,928	5,555	2,119	74	615	12,291	(1,561)	10,730
Total financial assets	38,746	7,080	2,569	383	771	49,549	2,560	52,109
<i>Financial liabilities</i>								
✓ Trade and other payables	3,543	15,325	3,869	587	477	23,801	(121)	23,680
✓ Borrowings	-	10,051	-	-	-	10,051	-	10,051
✓ Leases	-	-	1,983	1,622	159	3,764	(1,180)	2,584
Total financial liabilities	3,543	25,376	5,852	2,209	636	37,616	(1,301)	36,315
Net foreign currency financial assets	35,203	(18,296)	(3,283)	(1,826)	135	11,933	3,861	15,794

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 8 Financial risk management (cont.)**c. Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group does not currently hold financial instruments that are materially exposed to price risk and therefore considers price risk to be low.

8.2.4 Sensitivity Analyses

The Group seeks to minimise the impact of short-term fluctuations in interest rates and foreign exchange rates on earnings. Over the longer term, changes in these rates may affect consolidated earnings depending on the level of cash resources held.

a. Interest rates

A general change of one percentage point in interest rates would be expected to have the following impact on earnings.

	Profit \$'000	Equity \$'000
Year ended 31 December 2025		
±50 basis points change in interest rate	± 162	± 162
Year ended 31 December 2024		
±50 basis points change in interest rates	± 207	± 207

b. Foreign exchange

A general change of 20 percent exchange rates would be expected to have the following impact on earnings:

i. AUD to USD	Profit \$'000	Equity \$'000
Year ended 31 December 2025		
±20 per cent change in AUD to USD rate	± 6,680	± 6,680
Year ended 31 December 2024		
±20 per cent change in AUD to USD rate	± 7,041	± 7,041
ii. AUD to RMB	Profit \$'000	Equity \$'000
Year ended 31 December 2025		
±20 per cent change in AUD to RMB rate	± 4,808	± 4,808
Year ended 31 December 2024		
±20 per cent change in AUD to RMB rate	± 3,659	± 3,659
iii. AUD to EUR	Profit \$'000	Equity \$'000
Year ended 31 December 2025		
±20 per cent change in AUD to EUR rate	± 209	± 209
Year ended 31 December 2024		
±20 per cent change in AUD to EUR rate	± 657	± 657

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 8 Financial risk management (cont.)**8.2.5 Net Fair Values****a. Fair value estimation**

The fair values of financial assets and liabilities disclosed in note 8.1 can be compared to their carrying amounts in the statement of financial position. Fair value represents the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The methods and assumptions used in determining fair values are disclosed in the relevant accounting policies.

For the following financial instruments, the carrying amount approximates fair value due to their short-term nature:

- ✔ Cash and cash equivalents
- ✔ Trade and other receivables
- ✔ Trade and other payables
- ✔ Lease liabilities

Note 9 Capital Management**9.1 Capital**

The Group manages its capital to ensure it can continue as a going concern while providing returns to shareholders and benefits to other stakeholders through an optimal balance of debt and equity.

Capital is defined as contributed equity, reserves and net debt (borrowings less cash). The Group may adjust its capital structure by paying dividends, returning capital to shareholders, issuing new shares or disposing of assets.

Management monitors capital using the gearing ratio (debt to total capital).

During the year ended 31 December 2025, the Group's strategy was to minimise the cost of capital by accessing capital markets and negotiating lower interest costs on its operating facilities to support its expansion program.

9.1.1 Gearing ratio

	2025 \$'000	2024 \$'000
Total borrowings	16,771	12,635
Total equity	73,735	89,089
Total capital	90,506	101,724
Gearing ratio	18.53%	12.42%

9.1.2 Working capital

The working capital position of the Group was as follows:

	Note	2025 \$'000	2024 \$'000
Cash and cash equivalents	5.1	32,406	41,379
Trade and other receivables	5.2.1	9,718	10,730
Inventories	6.1	23,425	28,453
Other current assets	5.3.1	1,558	4,239
Trade and other payables	5.5.1	(17,377)	(23,680)
Borrowings	5.6.1	(14,402)	(10,051)
Current tax liabilities	4.5	-	(19)
Leases	6.3.2	(429)	(539)
Working capital position		34,899	50,512

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for the year ended 31 December 2025

SECTION C. GROUP STRUCTURE

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

- (a) changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation.
- (b) transactions with non-controlling interests, and
- (c) interests in joint operations.

A list of significant subsidiaries is provided in note 11 below.

Note 10 Parent entity disclosures

The Vmoto Ltd is the ultimate Australian parent entity and ultimate parent of the Group.

The Vmoto Ltd did not enter into any trading transactions with any related party during the year.

10.1 Financial Position of Vmoto Ltd

	2025 \$'000	2024 \$'000
Current assets	711	4,188
Non-current assets	38,521	40,324
Total assets	39,232	44,512
Current liabilities	337	424
Non-current liabilities	-	-
Total liabilities	337	424
Net assets	38,895	44,088
<i>Equity</i>		
Issued capital	110,637	113,471
Share-based payment reserve	491	441
Accumulated losses	(72,233)	(69,824)
Total equity	38,895	44,088

10.2 Financial performance of Vmoto Ltd

	2025 \$'000	2024 \$'000
Profit or (loss) for the year	(2,135)	(2,666)
Other comprehensive income	-	-
Total comprehensive income	(2,135)	(2,666)

10.3 Contractual commitments

The parent company has no capital commitments at 2025 (2024: \$nil). The Group's commitments are disclosed in note 15 *Commitments*.

10.4 Contingent liabilities and guarantees

There are no guarantees entered into by Vmoto Ltd for the debts of its subsidiaries as at 2025 (2024: none). The Group's contingencies are disclosed in note 16 *Contingent liabilities*.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 11 Interests in subsidiaries**11.1 Information about principal subsidiaries**

The subsidiaries listed below have share capital consisting solely of ordinary shares which are held directly by the Group and the proportion of ownership interest held equals the voting rights held by the Group. Investments in subsidiaries are accounted for at cost. Each subsidiaries' country of incorporation is also its principal place of business, with the exception of Vmoto International Ltd and Vmoto International Pte Ltd are managed from China and export globally:

	Country of Incorporation	2025 %	2024 %
✔ Vmoto Australia Pty Ltd	Australia	100	100
✔ Vmoto International Limited	Hong Kong	100	100
▼ Nanjing Vmoto Co, Ltd	China	100	100
▼ Nanjing Vmoto Manufacturing Co, Ltd	China	100	100
▼ Nanjing Vmoto Intelligent Technology Co, Ltd	China	100	100
▼ Nanjing Vmoto Soco Intelligent Technology Co, Ltd [#]	China	100	100
▼ Hainan Vmoto Intelligent Technology Investments Co, Ltd	China	100	100
✔ Vmoto International Pte Ltd	Singapore	100	100
▼ Vmoto Europe HQ srl	Italy	Closed Dec 2025	100
▼ Vmoto (Thailand) Company Limited (inc. 6 February 2024)	Thailand	100	100
✔ Vmoto Energy International Pte Ltd (acq. 20 August 2024, for nil consideration)	Singapore	100	100
✔ Vmoto Europe B.V.	Netherlands	100	100
✔ Vmoto Italy srl (refer note 13.1)	Italy	100	100
✔ Vmoto France s.a.s.	France	100	100
✔ Vmoto UK & Ireland Ltd	United Kingdom	100	100
✔ Vmoto Soco US LLC	USA	100	100

[#] On 26 August 2024, the Company acquired 100% of the shares in Vmoto Soco Manufacturing as disclosed in note 13.2. Formerly, this was held as an equity accounted investment.

Note	12	Investment accounted for using the equity method	Note	2025 \$'000	2024 \$'000
12.1	Non-Current				
✔	Vmoto Soco Manufacturing		12.2,12.3.3	-	-
✔	Other investments accounted for using the equity method			157	169
				157	169

12.2 Information about associates

The Group had 50% equity interest in Nanjing Vmoto Soco Intelligent Technology Co, Ltd (**Vmoto Soco Manufacturing**), was a jointly owned manufacturing company with Super Soco Intelligent Technology (Shanghai) Co, Ltd. The Group's interest in Vmoto Soco Manufacturing is accounted for using equity method in the consolidated financial statements as the Group does not control or have joint control over Vmoto Soco Manufacturing. On 26 August 2024, the Company acquired 100% of the shares in Vmoto Soco Manufacturing as disclosed in note 13.2.

	Country of Incorporation	Percentage Owned 2025	2024
✔ Vmoto Soco Manufacturing [†]	China	100	100

[†] On 26 August 2024, the Company acquired 100% of the shares in Vmoto Soco Manufacturing as disclosed in note 13.2. Vmoto Soco Manufacturing was subsequently consolidated into the Group and equity accounting discontinued.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 12 Investment accounted for using the equity method (cont.)**12.3 Summarised financial information**

Summarised financial information of the Group's share in Vmoto Soco Manufacturing is as follows:

12.3.1 Summarised financial position

	2025 \$'000	2024 \$'000
Current assets	-	-
Current liabilities	-	-
Current net assets	-	-
Non-current assets	-	-
Non-current liabilities	-	-
Non-current net assets	-	-
Net assets	-	-

12.3.2 Summarised financial performance

	2025 \$'000	2024 \$'000
Revenue and other income	-	24,758
Cost of sales	-	(23,549)
Administrative expenses	-	(377)
Income tax benefit / (expense)	-	-
Total comprehensive loss	-	832
Group's share of associate's profit/(loss) after tax	-	416
Group's share of associate's other comprehensive income	-	-

12.3.3 Reconciliation to carrying amounts:

	Note	2025 \$'000	2024 \$'000
Opening net assets at fair value		-	5,079
Share of loss for year	12.3.2	-	416
Movements due to foreign exchange		-	(157)
Fair valuation of equity interest		-	143
Discontinuing of equity accounting on business combination	13.2	-	(5,481)
Closing net assets (carrying amount of investment)		-	-

Note 13 Changes to Group Structure**13.1 Acquisition of remaining 50% of controlled entity: Vmoto Soco Italy srl**

On 14 March 2024, the Company announced that it had entered into an agreement with Giovanni Castiglioni (**Castiglioni**) and Graziano Milone (**Milone**), to acquire the remaining 50% interest in the issued capital of Vmoto Italy srl (**VSI**), taking Vmoto's interest up to 100%. Prior to acquiring remained shares, VSI was accounted as a subsidiary.

The key terms of the acquisition agreement are as follows:

- ✔ Vmoto to acquire Messrs Milone and Castiglioni's 25% interest (each) by issuing 2,777,778 VMT shares equivalent to EUR 250,000 (A\$500,000) to each shareholder or their nominee;
- ✔ Upon signing of the agreement, the put and call option agreement previously signed with Castiglioni and Milone is formally terminated;
- ✔ Vmoto to issue 2,777,778 VMT shares equivalent to EUR 250,000 (A\$500,000) to each of Castiglioni and Milone for managing the day-to-day operations of VSI from the commencement of VSI until the date of the agreement (in lieu of cash salary since the commencement of VSI); and
- ✔ Upon completion of the acquisition, VSI will appoint an independent Country Manager for Italy to focus on managing the day-to-day operations of VSI.

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Note 13 Changes to Group Structure (cont.)**13.1.1 Purchase consideration of non-controlling Interests:**

The acquisition of the minority interest in VSI is treated as an equity transaction. Any excess in consideration over the fair value of the non-controlling interests is recognised in retained earnings.

	Note	14 March 2024 \$'000
Fair value of consideration transferred	22.2.1e	1,000
Less: <i>Non-controlling interest in VSI at date of purchase</i>		(292)
Value recognised in retained earnings		1,292

13.2 Acquisition of Nanjing Vmoto Soco Intelligent Technology Co, Ltd (Vmoto Soco Manufacturing)

On 26 August 2024, Vmoto reached settlement with Supersoco Intelligent Technology (Shanghai) Co, Ltd (**Soco Shanghai**) in relation to legal actions Vmoto was forced to take to protect its rights and ensure Soco Shanghai met its obligations.

To avoid the costs, inconvenience, and the uncertainty of litigation, both parties agreed to fully and finally settle all claims, with no admission of liability, on the following key terms under the agreements as follows:

- ✔ All current or potential future claims brought by the Vmoto Group against Soco Shanghai and its subsidiaries (**Soco Group**), and by Soco Group against Vmoto Group, will be withdrawn and no order as to costs will be made.
- ✔ Soco Shanghai to transfer all remaining intellectual property (**IP**):
 - ▼ Super Soco, Soco, Suke and S logo trademarks in China and internationally to Vmoto Group.
 - ▼ Moulds, patents and designs internationally to Vmoto Group, including patents and designs for various models (TS, TC, CUX, TC-MAX, VS1, CPX, TS Hunter and TC Wanderer) that Vmoto currently markets and distributes under license.
- ✔ Soco Shanghai to transfer the remaining 50% shares of Vmoto Soco Manufacturing to Vmoto, which will take Vmoto's interest in Vmoto Soco to 100%;
- ✔ Vmoto Group will pay Soco Group a lump-sum payment of ≈A\$6.5 million for both the 50% interest and the IP referred to above. The IP was separately purchased outside of the acquisition of Vmoto Soco Manufacturing.

As a result of the transaction, the Company undertook the following:

- ✔ The previously held 50% investment in the associate, Vmoto Soco Manufacturing, is remeasured to fair value at the acquisition date. Any gain or loss on remeasurement of the previously held equity interest is recognised in profit or loss.
- ✔ The existing 50% investment in the associate is derecognised.
- ✔ The Company acquires the remaining 50% of Vmoto Soco Manufacturing, and consolidates the company into the Group

The acquisition has been provisionally accounted for.

13.2.1 Consideration

- a. Cash consideration equated to RMB 3,000,000.

13.2.2 Purchase consideration and provisional fair value of net assets acquired:

	Note	\$'000
a. Consideration		
Fair value of previously held 50%	12.3.3	5,481
Amount paid for remaining 50%		622
		6,103
b. The provisionally determined fair values of the assets and liabilities of Vmoto Soco Manufacturing as at the date of acquisition are as follows:		Fair Value \$'000
Cash		3,087
Trade and other receivable		6,075
Inventory		7,403
Property, plant, and equipment		1,534
Trade and other payables		(13,320)
Fair value of assets and liabilities acquired		4,779
Add: Goodwill		1,324
Net assets acquired		6,103

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for the year ended 31 December 2025

Note 13 Changes to Group Structure (cont.)

13.2.3 Net cash outflow / (inflow) arising on acquisition:	Note	\$'000
Consideration		6,103
Less: Non-cash consideration		(5,481)
Cash acquired	13.2.2	(3,087)
		<u>(2,465)</u>

13.3 Incorporation of Thai subsidiary

On 6 February 2024 the Group incorporated Vmoto (Thailand) Co, Ltd.

Note 14 Material Accounting Policies related to Group Structure**14.1 Basis of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by the Group at the reporting date and the results of those entities for the period then ended. Subsidiaries are consolidated from the date on which control is obtained until the date on which control ceases.

14.1.1 Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value and comprises the acquisition-date fair value of assets transferred, liabilities incurred to the former owners of the acquiree and equity instruments issued by the Group. Acquisition-related costs are recognised in profit or loss as incurred. At the acquisition date, identifiable assets acquired and liabilities assumed are recognised at fair value except for:

- ✔ deferred tax assets or liabilities recognised in accordance with AASB 112 *Income Taxes*;
- ✔ employee benefit obligations recognised in accordance with AASB 119 *Employee Benefits*;
- ✔ share-based payment arrangements recognised in accordance with AASB 2 *Share-based Payment*; and
- ✔ assets classified as held for sale recognised in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*.

a. Goodwill

Goodwill represents the excess of: the consideration transferred; the amount of any non-controlling interests; and the fair value of any previously held equity interest, over the fair value of the identifiable net assets acquired.

If the net identifiable assets exceed the consideration transferred, the resulting gain is recognised immediately in profit or loss.

Contingent consideration is recognised at fair value at the acquisition date. Subsequent changes in fair value are recognised in profit or loss unless classified as equity.

Where a business combination is achieved in stages, the Group remeasures its previously held interest to fair value at the acquisition date, recognising any resulting gain or loss in profit or loss.

If the initial accounting for a business combination is incomplete at reporting date, provisional amounts are recognised and subsequently adjusted during the measurement period (up to one year) if new information about facts existing at the acquisition date becomes available.

b. Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill if they meet the definition of an intangible asset and their fair value can be measured reliably. They are initially recognised at fair value and subsequently measured at cost less accumulated amortisation and impairment losses.

c. Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the amount recognised initially less cumulative amount of income recognised in accordance with the principles of AASB 15 *Revenue from Contracts with Customers*.

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Note 14 Material Accounting Policies related to Group Structure (cont.)**14.1.2 Subsidiaries**

Subsidiaries are entities controlled by the Group. Control exists where the Group: has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee, and can use its power to affect those returns.

The financial statements of subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

Where necessary, adjustments are made to the financial statements of subsidiaries to align accounting policies with those of the Group.

a. Non-controlling interests

Non-controlling interests represent the equity in a subsidiary not attributable to the Group. They are presented separately within equity in the consolidated statement of financial position and within profit or loss in the consolidated statement of comprehensive income. Losses attributable to non-controlling interests are allocated to them even if this results in a deficit balance.

b. Share-based payments to subsidiary employees

Where the Company grants equity instruments to employees of subsidiaries, the fair value of employee services received is recognised over the vesting period as an increase in the investment in the subsidiary, with a corresponding increase in equity.

A list of controlled entities is contained in note 11 *Interests in subsidiaries* of the financial statements.

14.1.3 Loss of control

When the Group loses control of a subsidiary, it: derecognises the assets and liabilities of the subsidiary; derecognises the carrying amount of any non-controlling interests; recognises the fair value of any retained investment; and recognises any resulting gain or loss in profit or loss.

Any retained interest is subsequently accounted for in accordance with AASB 9 Financial Instruments or AASB 128 Investments in Associates and Joint Ventures, depending on the level of influence retained.

14.1.4 Transactions eliminated on consolidation

All intra-group balances, transactions, income and expenses are eliminated in full on consolidation. Unrealised gains arising from intra-group transactions are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the transferred asset.

14.1.5 Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally evidenced by ownership of 20% to 50% of voting rights. Investments in associates are accounted for using the equity method.

a. Joint arrangements

Under AASB 11 *Joint Arrangements*, joint arrangements are classified as either: joint operations, where the Group has rights to assets and obligations for liabilities, or joint ventures, where the Group has rights to the net assets of the arrangement.

i. Joint operations

For joint operations, the Group recognises its share of assets, liabilities, revenues and expenses in accordance with the contractual arrangement.

ii. Joint ventures

Interests in joint ventures are accounted for using the equity method.

14.1.6 Equity method

Under the equity method, investments in associates and joint ventures are initially recognised at cost and subsequently adjusted to recognise the Group's share of post-acquisition profits or losses and movements in other comprehensive income.

Dividends received reduce the carrying amount of the investment.

Where the Group's share of losses exceeds its interest in the investee, further losses are not recognised unless the Group has incurred legal or constructive obligations or made payments on behalf of the investee.

Unrealised gains and losses arising from transactions with associates or joint ventures are eliminated to the extent of the Group's interest.

Equity-accounted investments are assessed for impairment in accordance with the Group's impairment policy.

Notes to the consolidated financial statements

for the year ended 31 December 2025

SECTION D. UNRECOGNISED ITEMS

This section of the notes provides information about items that are not recognised in the financial statements as they do not (yet) satisfy the recognition criteria. In addition to the items and transactions disclosed below, there are also unrecognised tax amounts.

Note	15	Commitments	2025 \$'000	2024 \$'000
15.1		Capital commitments payable:		
		Within one year	1,775	2,710
		After one year but not more than five years	2,056	3,636
		After five years	-	-
		Total expenditure requirements	3,831	6,346

As 31 December 2025, the Group is building new manufacturing facilities is committed for \$3.83 million (2024: \$6.35 million).

The commitments of Vmoto Limited above are the same as those for the Group.

Note 16 Contingent liabilities

There are no contingent liabilities as at 31 December 2025 (31 December 2024: Nil).

Note 17 Events subsequent to reporting date**17.1 Release of shares from escrow**

On 22 February 2026, 810,000 fully paid ordinary shares were released from voluntary escrow and became freely tradable on the Australian Securities Exchange.

17.2 Issue of shares to employees and consultants

On 9 March 2026, the Company issued 4,800,000 fully paid ordinary shares to employees and consultants in recognition of their efforts and contribution to the Company. The shares were issued for nil cash consideration, with an estimated value of \$0.061 per share based on the market price at the time of issue.

In connection with the share issue above, the Company issued a secondary trading notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) to permit the immediate on-sale of the shares without disclosure.

17.3 Legal claim

Subsequent to 31 December 2025, a subsidiary of the Group received a writ of summons from a former European distributor seeking compensation of approximately €885,000 relating to the alleged wrongful termination of a distribution arrangement. The Group's legal advisors consider the claim to be without merit and the likelihood of a material adverse outcome to be remote. No provision has been recognised.

There has been no other matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Notes to the consolidated financial statements

for the year ended 31 December 2025

SECTION E. OTHER INFORMATION

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

Note 18 Key Management Personnel compensation (KMP)

The names and positions of KMP are as follows:

✔ Charles Chen	Managing Director
✔ Ivan Teo	Finance Director
✔ Blair Sergeant	Non-executive Director
✔ Martin Zhou	Non-executive Director
✔ Aaron Kidd	Non-executive Director
✔ Other KMP:	
▼ Yongsheng Shi	CEO China (appointed 10 September 2025)
▼ Adam Cui	Sales Manager
▼ Graziano Milone	Chief Marketing Officer & President of Strategic Business Development
▼ Gaetan Orselli	Country Manager France
▼ Gareth Hughes	Country Manager UK
▼ Tim Netten	Country Manager Netherlands (appointed 1 August 2025)
✔ Former KMP included in current and / or comparative information:	
▼ Hu Liu	Research & Development Manager (deemed KMP 1 January 2024, resigned 31 August 2025)
▼ Shannon Coates	Non-executive Director (resigned 24 May 2024)
▼ Clive Mann	Country Manager UK (resigned 23 August 2024)

Information regarding individual Directors and executives' compensation and some equity instruments disclosures as required by the Corporations Regulations 2M.3.03 is provided in the *Remuneration report* table on page 15.

	2025 \$	2024 \$
Short-term employee benefits	1,662,629	1,623,228
Post-employment benefits	-	2,071
Equity-settled share-based payments	1,058,462	1,574,585
Other long-term benefits	-	-
Termination benefits	-	84,444
Total	2,721,091	3,284,328

Note 19 Related party transactions

Other than disclosed below and in note 18 *Key Management Personnel compensation (KMP)* there have been no other related party transactions.

Related party	Relationship to Vmoto	Nature of transactions	Receivable/(payable) balance	
			2025 \$	2024 \$
Charles Chen	Managing Director	Unpaid remuneration or fees	(82,500)	(82,500)
Ivan Teo	Finance Director	Unpaid remuneration or fees	(76,875)	(76,875)
Martin Zhou	Non-executive Director	Unpaid remuneration or fees	(40,000)	(40,000)
Graziano Milone	Member of KMP	Unpaid remuneration or fees	-	(98,596)

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note	20	Auditor's remuneration	2025 \$	2024 \$
		Remuneration of the auditor for:		
		✔ Auditing or reviewing the financial reports:		
		▼ Hall Chadwick WA Audit Pty Ltd	109,271	133,048
		✔ Non-audit services provided by a related practice of the Auditor	-	-
			109,271	133,048

Note	21	Earnings per share (EPS)	Note	2025 \$'000	2024 \$'000
21.1		Reconciliation of earnings to profit or loss			
		Profit or (loss) for the year		(9,954)	(374)
		Less: profit or (loss) attributable to non-controlling equity interest		-	(177)
		Profit used in the calculation of basic and diluted EPS		(9,954)	(197)
				2025 No.	2024 No.
21.2		Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS		394,178,536	410,851,430
		Weighted average number of dilutive equity instruments outstanding	21.5	N/A	N/A
21.3		Weighted average number of ordinary shares outstanding during the year used in calculation of diluted EPS		394,178,536	410,851,430
21.4		Earnings per share		2025 ¢	2024 ¢
		Basic EPS (cents per share)		(2.53)	(0.05)
		Diluted EPS (cents per share)	21.5	(2.53)	(0.05)
21.5		As at 31 December 2025, the Group has 23,100,000 unissued shares under options (31 December 2024: 23,100,000) and 7,652,725 performance rights on issues (31 December 2024: 10,526,097) and considered to be dilutive. The Group does not report diluted earnings per share on losses generated by the Group. The Group's unissued shares under option and performance shares were anti-dilutive in 2025 and 2024.			

Note	22	Share-based payments	Note	2025 \$	2024 \$
22.1		Share-based payments:			
		✔ Recognised in profit and loss:			
		▼ Share-based payment expense – Shares	22.2.1a,d	1,214,346	2,630,613
		▼ Share-based payment expense – Options		-	-
		▼ Share-based payment expense – Performance rights	22.2.2c	470,828	475,051
		✔ Acquisition of additional interest in a controlled entity: <i>Vmoto Soco Italy srl</i>	22.2.1e	-	1,000,000
		✔ Recognised in net assets as settlement of payables:	22.2.1b	108,696	-108,696
		Gross share-based payments		1,793,870	3,996,968

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 22 Share-based payments (cont.)**22.2 Share-based payment arrangements in effect during the period****22.2.1 Shares**

- a. The Company has issued the following shares during the current reporting period, recognised in profit or loss.

Date	Recipient(s)	Purpose of issue	Shares No.	Issue price ¢	Total expense \$	Total vested in year \$
21.01.2025	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	7,500,000	9.50	712,500	237,500
21.01.2025	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	900,000	9.50	85,500	85,500
21.01.2025	Van Raak Management	Shares issued to a consultant in lieu of fees	162,090	9.50	15,399	15,399
27.05.2025	Martin Zhou (Director)	Shares issued in lieu of Director's fees as approved by Shareholders in May 2025.	840,336	8.50	71,429	71,429
27.05.2025	Charles Chen (Director)	Shares issued as part of Managing Director and Finance Director remuneration, approved by Shareholders in May 2025	1,540,616	8.50	130,952	130,952
	Ivan Teo (Director)		1,435,574	8.50	122,024	122,024
17.12.2025	Graziano Milone (KMP member)	Shares issued to a Key Management Person in lieu of salaries	1,472,249	7.20	106,002	106,002
			13,850,865		1,243,806	768,806

- b. On 21 January 2025, the Company issued 1,144,165 shares at an issue price of \$9.50 per share to Graziano Milone (a KMP member) in settlement of accrued fees. The transaction resulted in the extinguishment of a liability of \$108,696.

- c. The Company issued the following shares during the prior reporting period.

Date	Recipient(s)	Purpose of issue	Shares No.	Issue price ¢	Total expense \$	Total vested in year \$
22.03.2024	Employees and KMP	Issued at nil consideration to employees of the Company in recognition of their efforts and contribution to the Company. The shares vest over a 3-year period.	6,284,100	15.50	974,036	243,509
22.03.2024	Employees and KMP	Issued at nil consideration to employees, vesting immediately	2,572,510	15.50	398,739	398,739
22.03.2024	Graziano Milone (KMP member)	Shares issued to a Key Management Person in lieu of salaries	666,667	15.50	103,333	103,333
22.03.2024	Raffaele Giusta (employee)	Shares issued to an employee in lieu of salaries	194,444	15.50	30,139	30,139
27.05.2024	Graziano Milone (KMP member) Giovanni Castiglioni	Issued 2,777,778 shares to each of Castiglioni and Milone for managing the day-to-day operations of VSI from the commencement of VSI until the date of the acquisition (in lieu of cash salary since the commencement of VSI);	5,555,556	18.00	1,000,000	1,000,000
30.05.2024	Martin Zhou (Director)	Shares issued in lieu of Director's fees as approved by Shareholders in May 2024.	413,793	18.00	74,500	74,500
30.05.2024	Charles Chen (Director)	Shares issued as a portion of Managing Director and Finance Director remuneration as approved by Shareholders in May 2024.	758,620	18.00	136,584	136,584
	Ivan Teo (Director)		706,896	18.00	127,271	127,271
5.12.2024	Employee	Shares pursuant to settlement agreement with former commercial director based in Italy.	536,891	12.00	64,427	64,427
			17,689,477		2,909,029	2,178,502

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 22 Share-based payments (cont.)

d. The Company recognised the value of the following shares, previously issued, that vested during the reporting period.

Tranche	Recipient(s)	Purpose of issue	Total vested 2025 \$	Total vested 2024 \$
2020/2021	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	-	14,011
2021/2022	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	55,900	223,600
2022/2023	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	214,500	214,500
2023/2024	Employees and KMP	Issued at nil consideration to employees in recognition of their contribution the Company, vesting over three years.	175,140	-
			445,540	452,111

e. The Company has issued the following shares to acquire issued capital in a controlled entity.

Date	Recipient(s)	Purpose of issue	Shares No.	Issue price ¢	Total expense \$	Total vested in year \$
27.05.2024	Graziano Milone (KMP member) Giovanni Castiglioni	Issued 2,777,778 shares to each of Castiglioni and Milone for managing the day-to-day operations of VSI from the commencement of VSI until the date of the acquisition (in lieu of cash salary since the commencement of VSI)	5,555,556	18.00	1,000,000	1,000,000
			5,555,556		1,000,000	1,000,000

22.2.2 Performance rights

a. The Company has the following service and performance rights issued to directors in existence during the current reporting period.

Class of Performance right	Grant date	Expiry date	Number of rights	Vested during the year	Rights exercised	Rights expired	Rights vested 2025	Rights unvested 2025
2021 performance	13.05.2021	31.12.2023	1,870,172	-	-	1,870,172	-	-
2022 performance	13.05.2022	31.12.2024	2,024,858	-	-	2,024,858	-	-
2023 performance	30.05.2023	31.12.2025	2,873,372	-	-	2,873,372	-	-
2024 performance	24.05.2024	31.12.2026	7,652,725	-	-	-	-	7,652,725

b. Vesting of the service rights issued in the period is subject to continuing employment, with no other performance conditions. The performance rights vest subject to:

- ✔ continuing employment,
- ✔ minimum performance hurdle of a minimum share price compound annual growth rate (CAGR) increases of 5% over the performance period,
- ✔ no performance rights will vest if CAGR is less than 5% over the respective period,
- ✔ 50% of the performance rights will vest if CAGR of 10% is achieved, up to maximum of 100% of the performance rights will vest if CAGR of 15% is achieved and pro rata of the performance rights will vest if CAGR is >5% & <10% and >10% & <15%.

c. Valuation of the performance rights was undertaken using Monte Carlo valuation methodology with the following factors and assumptions being used in determining the fair value of each right on the grant date.

Class of Performance Right	Grant date	Period years	Share price at grant date \$	Risk free rate %	Volatility %	Valuation per right \$
2021 performance	13.05.2021	3	0.425	0.080	70	0.1938
2022 performance	13.05.2022	3	0.375	2.825	70	0.2246
2023 performance	30.05.2023	3	0.275	3.368	65	0.1223
2024 performance	24.05.2024	3	0.180	3.980	57	0.1185

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 22 Share-based payments (cont.)

Class of Performance Right	Grant date	Expiry date	Total valuation \$	Expense recorded to	
				2025 \$	2024 \$
2022 performance	13.05.2022	31.12.2024	454,783	-	151,594
2023 performance	30.05.2023	31.12.2025	351,413	117,137	117,137
2024 performance	24.05.2024	31.12.2026	1,061,072	353,691	206,320
				470,828	475,051

22.3 Movement in Company options share-based payment arrangements during the period**22.3.1 Share options outstanding at the end of the year have the following expiry dates and exercise prices:**

Grant date	Expiry date	Exercise Price \$	2025 No.	2024 No.
11.04.2022	11.04.2026	0.45	6,600,000	6,600,000
11.04.2022	11.04.2027	0.55	7,700,000	7,700,000
11.04.2022	11.04.2027	0.65	8,800,000	8,800,000
			23,100,000	23,100,000
Weighted average remaining contractual life of options outstanding at end of period (years)			0.99	1.99

22.4 Accounting policy

The Group provides share-based compensation to employees, service providers and related parties in the form of equity-settled share-based payment arrangements, whereby goods or services are received in exchange for equity instruments of the Company.

The cost of equity-settled share-based payments is measured at the fair value of equity instruments granted at grant date.

Where the fair value of the goods or services received can be measured reliably, that value is used to measure the transaction. Otherwise, the transaction is measured by reference to the fair value of the equity instruments granted.

Fair value is determined using appropriate valuation models, including Binomial or Monte Carlo option pricing models, depending on the nature of the instrument and vesting conditions. The fair value measurement reflects market vesting conditions, but excludes the impact of non-market vesting conditions. Non-market vesting conditions are instead incorporated into estimates of the number of awards expected to vest.

The expense for equity-settled share-based payments is recognised over the vesting period, with a corresponding increase in equity.

At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest based on non-market vesting conditions. The cumulative expense recognised reflects: the extent to which the vesting period has elapsed; and the number of awards expected to ultimately vest. No adjustment is made for market performance conditions after grant date, as these are incorporated into the fair value at grant date.

Where the terms of an equity-settled award are modified, the Group recognises, as a minimum, the expense as if the modification had not occurred. Any incremental fair value arising from the modification is recognised over the remaining vesting period.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 22 Share-based payments (cont.)**22.5 Key estimate****a. Share-based payments**

The Group measures equity-settled share-based payment transactions at the fair value of the equity instruments granted at the grant date. The determination of fair value requires the use of valuation models, such as Binomial or Monte Carlo option pricing models, which incorporate assumptions including: expected volatility; expected life of the instrument; risk-free interest rate; and dividend yield.

Changes in these assumptions may affect the valuation of share-based payment transactions.

The specific assumptions and inputs used in the valuation of options and rights are disclosed in note 22.2.2c.

Note 23 Operating segments**23.1 Identification of reportable segments**

Operating segments are identified based on the internal reports reviewed by the Chief Operating Decision Maker (**CODM**) for the purposes of allocating resources and assessing performance. The CODM is the Board of Directors.

23.2 Nature of operations

The Group operates predominantly in the electric two-wheel vehicle manufacturing and distribution industry. The principal activities of the Group are the design, manufacture, marketing and distribution of electric two-wheel vehicles.

23.3 Reported segments

The Group's reportable segments are based on geographical regions, reflecting how management monitors performance and allocates resources.

The reportable segments are: Australia; China; Europe; Singapore. Although the electric two-wheel vehicle business is managed globally, the Group operates through these principal geographic areas.

Manufacturing operations are located in Nanjing, China, while warehousing and distribution centres in Europe operate from the Netherlands and Italy.

Segment information provided to the CODM is prepared on this geographic basis.

23.4 Basis of accounting for purposes of reporting by operating segments**23.4.1 Accounting policies adopted**

Segment information is prepared using accounting policies consistent with those adopted in the consolidated financial statements.

23.4.2 Inter-segment transactions

Inter-segment transactions are recognised in the segment results and are eliminated on consolidation.

Inter-segment loans are initially recognised at the consideration received or receivable. For internal management reporting purposes, these balances are not adjusted to fair value where they are not on commercial terms.

23.4.3 Segment assets and liabilities

Segment assets include assets directly attributable to a segment and those allocated on a reasonable basis.

Where assets are used across multiple segments, they are allocated to the segment deriving the majority of the economic benefit.

Segment liabilities include liabilities directly attributable to segment operations.

Borrowings and income tax balances are generally managed on a Group basis and are therefore not allocated to segments.

23.4.4 Unallocated items

Certain items are not allocated to operating segments as they are managed on a Group basis. These include:

- ✔ corporate and head office costs
- ✔ impairment charges and other non-recurring items
- ✔ income tax expense
- ✔ current and deferred tax balances
- ✔ financial assets
- ✔ intangible assets
- ✔ discontinued operations.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 23 Operating segments (cont.)**23.5 Segment Financial Performance****Year ended 31 December 2025***Revenue*

Sales to external customers

Results

Profit or loss after income tax

Continuing operations					
Australia \$'000	China \$'000	Europe \$'000	Southeast Asia \$'000	Intersegment eliminations \$'000	Total operations \$'000
-	34,193	11,437	1,211	-	46,841
(2,202)	(5,060)	(2,139)	(553)	-	(9,954)

Year ended 31 December 2024*Revenue*

Sales to external customers

Results

Profit or loss after income tax

-	44,543	11,437	1,212	-	57,192
(2,666)	4,984	(2,139)	(553)	-	(374)

23.6 Segment Financial Position**As at 31 December 2025***Assets*

Segment assets

Liabilities

Segment liabilities

Continuing operations					
Australia \$'000	China \$'000	Europe \$'000	Southeast Asia \$'000	Intersegment eliminations \$'000	Total operations \$'000
48,972	82,329	15,441	8,677	(47,536)	107,883
1,211	70,270	9,308	895	(47,536)	34,148

As at 31 December 2024*Assets*

Segment assets

Liabilities

Segment liabilities

52,929	101,727	14,252	5,026	(48,511)	125,423
424	75,790	7,735	896	(48,511)	36,334

23.7 Major customers

The Group has generated revenue from sales to its largest customer at approximately \$9.2 million (2024: \$12.7 million). No other single customers contributed 15% or more of the Group's revenue for the year.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 24 Statement of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the periods presented, unless otherwise stated.

24.1 Basis of preparation

24.1.1 Reporting Entity

Vmoto Limited (**Vmoto or the Company**) is a public company limited by shares incorporated and domiciled in Australia and listed on the Australian Securities Exchange (**ASX**). These consolidated financial statements comprise the Company and its controlled entities (collectively the Group). The Group is a for-profit entity engaged in the design, manufacture, marketing and distribution of electric two-wheel vehicles and related EV business solutions.

The separate financial statements of Vmoto, as the parent entity, have not been presented with this financial report as permitted by the *Corporations Act 2001* (Cth).

24.1.2 Basis of accounting

These financial statements are general purpose financial statements prepared in accordance with Australian Accounting Standards and Interpretations (**AASBs**) issued by the Australian Accounting Standards Board (**AASB Board**), International Financial Reporting Standards (**IFRS**) issued by the International Accounting Standards Board (**IASB**), *Corporations Act 2001* (Cth). Compliance with AASBs ensures compliance with IFRS.

The financial statements were authorised for issue on 31 March 2026 by the Board of Directors of the Company.

24.1.3 Going Concern

The financial report has been prepared on a going concern basis, which assumes the continuity of normal business operations and the realisation of assets and settlement of liabilities in the ordinary course of business.

The Group incurred a loss for the year of \$9.95 million (31 December 2024: \$0.37 million loss) and a net cash out-flow from operating activities of \$4.97 million (31 December 2024: \$4.30 million in-flow). As at 31 December 2025, the Company had working capital of \$34.90 million (31 December 2025: \$50.51 working capital).

After considering these factors, the Directors believe the Group will be able to continue as a going concern and meet its obligations as and when they fall due.

24.1.4 Comparative figures

Comparative figures have been adjusted where necessary to conform with changes in presentation for the current year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement, or reclassifies items in its financial statements, an additional statement of financial position at the beginning of the preceding period is presented where required by AASB 101 Presentation of Financial Statements.

24.1.5 New and Amended Standards Adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2025:

✔ AASB 2023-5 Amendments to Australian Accounting Standards – *Lack of Exchangeability* [AASB 1, AASB 121 & AASB 1060] (effective for annual periods beginning on or after 1 January 2025)

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

24.2 Indirect taxes (GST/VAT)

Revenue, expenses and assets are recognised net of goods and services tax (**GST**) or value added tax (**VAT**), except where the tax incurred is not recoverable from the relevant taxation authority.

In these circumstances, the tax is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST/VAT.

The net amount recoverable from, or payable to, taxation authorities is included as a current asset or liability.

Cash flows are presented gross, with the GST/VAT component of investing and financing activities classified within operating cash flows.

24.3 Foreign currency transactions and balances

24.3.1 Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (functional currency).

The financial statements are presented in Australian dollars (**AUD**), being the presentation currency of the Group.

Notes to the consolidated financial statements

for the year ended 31 December 2025

Note 24 Statement of material accounting policies

24.3.2 Foreign currency translation

Foreign currency transactions are translated into the functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date. Exchange differences are recognised in profit or loss, except for differences arising on borrowings designated as hedges of a net investment in a foreign operation, which are recognised in other comprehensive income.

24.3.3 Translation of foreign operations

The assets and liabilities of foreign operations are translated into the Group's presentation currency at the exchange rate at the reporting date, and income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On disposal of a foreign operation, the cumulative exchange differences relating to that operation are reclassified to profit or loss.

24.4 Use of estimates and judgments

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. 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 and in any future periods affected. Information about significant judgements and key sources of estimation uncertainty is included in note 24.4.1.

24.4.1 Critical Accounting Estimates and Judgments

Key areas involving significant judgement or estimation uncertainty include:

- Key estimate – Taxation Refer note 4.8 *Income tax*.
- Key judgement and key estimate – Impairment of intangibles Refer note 6.4 *Intangible assets*.
- Key estimate – Share-based payments Refer note 22 *Share-based payments*.

24.5 Fair value measurement

24.5.1 Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Where available, fair value is determined using observable market prices. Where observable prices are not available, valuation techniques are used that maximise the use of observable inputs.

24.5.2 Fair value hierarchy

Fair value measurements are categorised into three levels based on the inputs used:

Level 1	Level 2	Level 3
Quoted prices in active markets for identical assets or liabilities	Inputs other than quoted prices that are observable	Unobservable inputs

Transfers between levels are recognised at the date of the event or change in circumstances.

24.5.3 Valuation techniques

Valuation techniques used include:

- ✔ Market approach: based on market transactions for identical or similar assets.
- ✔ Income approach: based on discounted future cash flows
- ✔ Cost approach: based on replacement cost.

The Group uses techniques that maximise observable inputs and minimise unobservable inputs.

24.6 New Accounting Standards and Interpretations not yet mandatory or early adopted

Certain new accounting standards and interpretations have been issued but are not yet mandatory for the current reporting period and have not been early adopted by the Group. These following standards are not expected to have a material impact on the Group's financial statements:

- ✔ AASB 2024-2 *Amendments to Australian Accounting Standards – Classification and Measurement of Financial Instruments* [AASB 7 & AASB 9] (effective for periods beginning 1 January 2026)
- ✔ AASB 18 *Presentation and Disclosure in Financial Statements* (effective for periods beginning 1 January 2027)

Consolidated Entity Disclosure Statement

Entity name	Ownership interest 2025	Type of Entity	Trustee, partner, or participant in a joint venture	Country of incorporation	Australian resident for tax purposes	Australian resident for tax purposes
✓ Vmoto Limited	Parent	Body corporate	N/A	Australia	Australian	Australian
✓ Vmoto Australia Pty Ltd	100	Body corporate	N/A	Australia	Australian	Australian
✓ Vmoto International Limited	100	Body corporate	N/A	Hong Kong	Foreign	Hong Kong
✓ Nanjing Vmoto Co, Ltd	100	Body corporate	N/A	China	Foreign	China
✓ Nanjing Vmoto Manufacturing Co, Ltd	100	Body corporate	N/A	China	Foreign	China
✓ Nanjing Vmoto Intelligent Technology Co, Ltd	100	Body corporate	N/A	China	Foreign	China
✓ Nanjing Vmoto Soco Intelligent Technology Co, Ltd	100	Body corporate	N/A	China	Foreign	China
✓ Hainan Vmoto Intelligent Technology Investments Co, Ltd	100	Body corporate	N/A	China	Foreign	China
✓ Vmoto International Pte Ltd	100	Body corporate	N/A	Singapore	Foreign	Singapore
✓ Vmoto Europe HQ srl	Closed Dec 2025	Body corporate	N/A	Italy	Foreign	Italy
✓ Vmoto (Thailand) Company Limited	100	Body corporate	N/A	Thailand	Foreign	Thailand
✓ Vmoto International Pte Motorcycles Trading L.L.C.	100	Body corporate	N/A	UAE	Foreign	UAE
✓ Vmoto Energy International Pte Ltd	100	Body corporate	N/A	Singapore	Foreign	Singapore
✓ Vmoto Europe B.V.	100	Body corporate	N/A	Netherlands	Foreign	Netherlands
✓ Vmoto Italy srl	100	Body corporate	N/A	Italy	Foreign	Italy
✓ Vmoto France s.a.s.	100	Body corporate	N/A	France	Foreign	France
✓ Vmoto UK & Ireland Ltd	100	Body corporate	N/A	United Kingdom	Foreign	United Kingdom
✓ Vmoto Soco US LLC	100	Body corporate	N/A	USA	Foreign	USA

The Company has not formed a tax consolidated group with any wholly-owned Australian subsidiary

Basis of preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the *Corporations Act 2001* (Cth). It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Determination of Tax Residency

Section 295(3A) of the *Corporation Acts 2001* (Cth) defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. It should be noted that the definitions of "Australian resident" and "foreign resident" in the *Income Tax Assessment Act 1997* are mutually exclusive. This means that if an entity is an 'Australian resident' it cannot be a 'foreign resident' for the purposes of disclosure in the CEDS.

In determining tax residency, the consolidated entity has applied the following interpretation:

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Directors' declaration

The Directors of the Company declare that in the Directors' opinion:

1. The attached financial statements and notes, as set out on pages 20 to 62, are in accordance with the *Corporations Act 2001* (Cth) including:
 - (a) complying with Accounting Standards, the Corporations Regulations 2001, and other mandatory professional reporting requirements; and
 - (b) giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the financial year ended on that date
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 24.1.2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001* (Cth);

The Consolidation Entity Disclosure Statement on page 63 is true and correct as at 31 December 2025.

This declaration is signed in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001* (Cth).

On behalf of the Directors



CHARLES CHEN

Managing Director

Dated this Tuesday, 31 March 2026



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VMOTO LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Vmoto Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 31 December 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, the consolidated entity disclosure statement and the director's declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2025 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

Key Audit Matters

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



Key Audit Matter	How our audit addressed the Key Audit Matter
Existence and Valuation of Inventory The Consolidated Entity had an inventory balance of \$23.43 million at year end. Existence and valuation of inventory were considered key audit matters due to: • The quantum and increase of inventory on hand • The location of the inventory • Risk of stock obsolescence from changing technology The importance of inventory in relation to generating positive operating cash flows.	Our procedures amongst others included: • Attending stock takes conducted by affiliated firms at year end and performing sample counts; • During site visits we observed to consider damaged or obsolete stock on hand; • Reviewing gross margins on sales during the year on a monthly basis; • For a sample of items we tested unit costs of inventory items and related sales to supporting documentation to assess whether the inventory is held at the lower of cost and net realisable value • Reviewing margins and inventory turnover via analytical procedures; and • Assessing the adequacy of the disclosures included in Note 6.1 to the financial statements
Revenue Recognition During the year ended 31 December 2025, the Consolidated Entity generated sales revenue of \$46.84 million. The accounting principles and disclosures concerning revenues are disclosed in Note 1.2. Revenue recognition is considered as a key audit matter because revenues are a key financial performance measure which could create an incentive for revenues to be recognised prematurely. Relevant areas from the revenue recognition perspective are accuracy of the recognised amounts and timing of revenue recognition.	Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts. In addition to the above our procedures amongst others included: • Walkthroughs being performed to gain an understanding of processes and internal controls, including management reviews, with respect to revenue recognition. • Analytical procedures over revenue throughout the financial year to identify potential abnormalities and completeness of revenue. • On a sample basis an analysis of current sales contracts and evaluation of appropriateness of recognised revenue and its timing. • A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognised in the proper accounting period.



Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 31 December 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the remuneration report and our related assurance opinion.

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

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue 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 Consolidated Entity'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 Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity 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, related safeguards.

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



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2025.

In our opinion, the Remuneration Report of Company, for the year ended 31 December 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 s 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.

A handwritten signature in black ink that reads "Hall Chadwick".

HALL CHADWICK WA AUDIT PTY LTD

A handwritten signature in black ink that reads "Mark Delaurentis".

MARK DELAURENTIS CA
Director

Dated this 31st day of March 2026
Perth, Western Australia

Corporate governance statement

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

The Corporate Governance Statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The Company's governance-related documents can be found on its website at vmoto.com/investor-centre.



Additional Information for Listed Public Companies

The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

1 Capital as at 11 March 2026

a. Ordinary share capital

398,978,536 ordinary fully paid shares held by 1,751 shareholders.

b. Options over Unissued Shares

Number of Options	Exercise Price \$	Expiry Date	ASX Status
6,600,000	0.45	11.04.2026	Unlisted
7,700,000	0.55	11.04.2027	Unlisted
8,800,000	0.65	11.04.2027	Unlisted
23,100,000			

c. Performance Rights over Unissued Shares

Class of Performance Right	Performance Condition	Performance rights No.	Milestone Date	Expiry Date
2024	- Continuing employment; - Minimum performance hurdle of a minimum share price compound annual growth rate (CAGR) increases of 5% over the performance period; - No performance rights will vest if CAGR is less than 5% over the respective period; and 50% of the performance rights will vest if CAGR of 10% is achieved, up to maximum of 100% of the performance rights will vest if CAGR of 15% is achieved and pro rata of the performance rights will vest if CAGR is >5% & <10% and >10% & <15%.	7,652,725	31.12.2026	31.05.2027
		7,652,725		

d. Voting Rights

The voting rights attached to each class of equity security are as follows:

- ✔ **Ordinary shares:** On a show of hands, each member present in person or by proxy has one vote. On a poll, each ordinary share carries one vote.
- ✔ **Options:** Options do not entitle the holder to vote or receive dividends until exercised and converted into ordinary shares.
- ✔ **Performance Rights (Right):** Rights do not entitle the holder to vote, receive dividends, or participate in surplus assets on winding up. Rights are non-transferable and only confer ordinary share rights upon conversion.

e. Substantial Shareholders as at 11 March 2026

The number of shares and options held by substantial shareholders and their associates who have provided the Company with substantial shareholder notices are set out below

Name (last notice lodged)	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
Yiting (Charles) Chen (as lodged with ASX on 7 December 2023)	46,007,910	11.53
Yuming Zhou (as lodged with ASX on 25 March 2025)	45,527,880	11.41
Yi Chen (as lodged with ASX on 25 March 2025)	37,173,109	9.32
Erchuan (Martin) Zhou (as lodged with ASX on 28 November 2025)	34,567,145	8.66
Malaky Kazem (as lodged with ASX on 26 February 2025)	26,229,964	6.57

Additional Information for Listed Public Companies

f. *Distribution of Equity Holders as at 11 March 2026*✔ *Ordinary Shares*

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 1,000	101	41,596	0.01
1,001 – 5,000	501	1,691,053	0.42
5,001 – 10,000	358	2,804,653	0.70
10,001 – 100,000	602	20,540,277	5.14
100,001 – and over	189	373,900,957	93.70
	1,751	398,978,536	99.97

✔ *Unlisted Options (VMTAY: Exp. 11.04.2026 Ex. \$0.45)*

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 100,000	-	-	0.00
100,001 – and over	2	6,600,000	100.00
	2	6,600,000	100.00

✔ *Unlisted Options (VMTAZ: Exp. 11.04.2027 Ex. \$0.55)*

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 100,000	-	-	0.00
100,001 – and over	2	7,700,000	100.00
	2	7,700,000	100.00

✔ *Unlisted Options (VMTAA: Exp. 11.04.2027 Ex. \$0.65)*

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 100,000	-	-	0.00
100,001 – and over	2	8,800,000	100.00
	2	8,800,000	100.00

✔ *2024 Performance Rights Holders*

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 100,000	-	-	0.00
100,001 – and over	2	7,652,725	100.00
	2	7,652,725	100.00

g. *Unmarketable Parcels as at 11 March 2026 (being 8,197 Shares as at 11 March 2026)*

There were 808 shareholders who held less than a marketable parcel of shares, holding 3,082,786 shares.

h. *On-Market Buy-Back*

There is no current on-market buy-back.

i. *Restricted Securities*

The Company has currently the following restricted securities:

- ✔ 8,856,000 fully paid ordinary shares are currently subject to voluntary escrow until 22 March 2027.
- ✔ 8,400,000 fully paid ordinary shares are currently subject to voluntary escrow until 21 January 2028.
- ✔ 4,800,000 fully paid ordinary shares are currently subject to voluntary escrow until 9 March 2029.

Additional Information for Listed Public Companies

j. 20 Largest Shareholders — Ordinary Shares as at 11 March 2026

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	Mr Yiting Chen	48,307,146	12.11
2.	Mr Yuming Zhou	45,327,880	11.36
3.	Mr Yi Chen	45,262,836	11.34
4.	Mr Erchuan Zhou	34,567,145	8.66
5.	Ms Malaky Kazem	26,229,964	6.57
6.	Mr Xiaojin Wan	25,026,670	6.27
7.	Outright International Business Group Limited	18,134,000	4.55
8.	JJJ Management Limited	14,665,416	3.68
9.	GMT Di Milone Salvatore Graziano & C Sas	8,471,970	2.12
10.	Mr Liang Rong	7,800,000	1.95
11.	Mr Yin How Teo	6,217,470	1.56
12.	Mr Tao Yu	4,241,393	1.06
13.	BNP Paribas Noms Pty Ltd	4,124,066	1.03
14.	Mr Liang Chen	3,197,787	0.80
15.	Mr Kaijian Chen	3,139,401	0.79
16.	BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient>	2,497,432	0.63
17.	Yang Pty Ltd <Yang Family A/C>	2,392,355	0.60
18.	HSBC Custody Nominees (Australia) Limited	2,034,317	0.51
19.	Mr Wayne Harold Findlay	2,000,000	0.50
20.	Mr Lei Liu	1,983,863	0.50
Total		305,621,111	76.59

k. Unquoted Securities Holders Holding More than 20% of the Class as at 11 March 2026

✔ Unlisted Options (VMTAY: Exp. 11.04.2026 Ex. \$0.45)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class
Giovanni Castiglioni	6,000,000	90.91
Total	6,000,000	90.91
Total Unlisted Options (VMTAY: Exp. 11.04.2026 Ex. \$0.45)		6,600,000

✔ Unlisted Options (VMTAZ: Exp. 11.04.2027 Ex. \$0.55)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class
Giovanni Castiglioni	7,000,000	90.91
Total	7,000,000	90.91
Total Unlisted Options (VMTAZ: Exp. 11.04.2027 Ex \$0.55)		7,700,000

✔ Unlisted Options (VMTAA: Exp. 11.04.2027 Ex. \$0.65)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class
Giovanni Castiglioni	8,000,000	90.91
Total	8,000,000	90.91
Total Unlisted Options (VMTAA: Exp. 11.04.2027 Ex \$0.65)		8,800,000

Additional Information for Listed Public Companies

2024 Performance Rights Holders

Rank	Name	Number of Unquoted Securities	% Held of Unquoted Security Class
1.	Yiting (Charles) Chen	5,069,930	66.25
2.	Yin How (Ivan) Teo	2,582,795	33.75
Total		7,652,725	100.00
Total 2023 Performance Shares		7,652,725	

2 The Company Secretary is Jade Cook.

3 Principal registered office

As disclosed in the *Corporate directory* on page i of this Annual Report.

4 Register of securities

As disclosed in the *Corporate directory* on page i of this Annual Report.

5 Stock exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited (ASX Code: VMT), as disclosed in the *Corporate directory* on page i of this Annual Report. The Home Exchange is Perth.



 VMOTO