

FULL-YEAR RESULTS PRESENTATION

FOR THE YEAR ENDED JUNE 30, 2023

October 2, 2023



Disclaimer

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Certain financial information contained in this presentation, including Adjusted EBITDA, is not calculated in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and may not be comparable to similar measures presented by other entities. These measures should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. For a reconciliation of Adjusted (Underlying) EBITDA to net income/(loss), see slide 7. For a reconciliation of Group Adjusted (Underlying) EPS ("Earnings per Share") to Basic EPS, see slide 8.





Executive Summary | Improved group EBITDA & EPS loss per share, strong Tembo momentum

Revenue	• Full-year revenue ¹ decreased by \$7.4m or 33% year-on-year ("y-o-y") to \$15.1m. This was primarily attributable to delays in project delivery across
	Aevitas Solar & Kenshaw Critical Power, consistent Tembo revenues and the effect of FX rates
	On a constant AUD/USD FX rate basis, revenue decreased y-o-y by \$6.2m or 28% to \$16.2m
Gross Profit	• Gross profit ¹ ("GP") decreased by \$2.5m y-o-y to a \$(2.3)m, including \$(3.9)m of specific "black swan" weather driven cost overruns on the Edenvale solar project (due to once in a generation rainfall leading to damage of completed project works and delays in execution), having a more significant impact than COVID-19 lockdowns and impact on supply chain in the prior year. Excluding one-off cost overruns, GP was \$1.6m
	• GP margin declined to (15)% versus 1% for FY2022. However, GP margin adjusted for one-off cost overruns increased to 10.5% in FY2023, from 9.5% in the prior year, reflecting increased focus on high margin service revenues in Kenshaw Critical Power business unit
EBITDA & EPS	 Adjusted EBITDA^{1,2} loss improved by 37% to \$(5.7)m versus \$(9.1)m in the prior year, operating loss for continuing operations improved to \$(11.3)m versus \$(14.5)m for FY22. Loss due to FX, reduced revenues in Australia, Edenvale solar project weather driven cost overruns and fiscal provisions Adjusted EPS loss reduced by 37% to (\$0.58) per share from (\$0.92) per share; basic EPS loss also improved to (\$0.82) from (\$1.03) loss
Cash Balance	 Cash balance decreased from \$1.3m as of June 30, 2022 to \$0.6m as of June 30, 2023. On a pro-forma basis, inclusive of earnout proceeds from the J.A. Martin ex-solar sale, initial cash investment received from UAE private investment office and loans from AWN Holdings, cash balance was \$2.8m Balance sheet was also partly de-risked through extension of principal repayment and deferred interest payment date on AWN Holdings ("AWN") loans to 1 April 2025
	 Cash invested during FY23 was primarily for Tembo R&D, testing and production readiness
Key Strategic Developments	• Tembo increased order and commitment book by 160% from 5,000 kits to 13,000 kits (excluding MOUs) during FY2023
Key Strategic Developments	• Tembo upscaled engineering team in the Netherlands, UK and Australia, doubling cumulative direct EV experience to over 100 years
	 Strategic direct investment into Tembo secured reflecting a \$120m pre-money valuation
	 Post balance date, Tembo has entered into a definitive JV agreement with E-Francisco Motors (Francisco) to electrify the iconic jeepneys of the
	Philippines. Francisco has a pipeline of 37,000 jeepneys for which Tembo will provide the EV drivetrains





FY23 Key Developments | Significant strategic & operational progress for Tembo

Key achievements included securing strategic investment from UAE and definitive agreements with ETC, Ulti-Mech and Fourche Maline

	Date	Announced	Comments & Updates
	lukz	Sale of JA Martin ex-Solar	J.A. Martin ex-Solar business and NDT business sold to ARA
	July	Capital markets transaction completed	Registered direct offering with gross proceeds of c.\$5.5 million
	August	Executed MOU with a Jordanian SOE	Announcement of MOU with State Owned Enterprise (SOE) in Jordan to distribute 1,000 Tembo EUV kits
2022	September	Conducted training for GHH	Technical and operational training for the employees of Tembo's distribution partner GHH, a global mining solutions provider
		Secured distribution deal with ETC for Kenya	Definitive Agreement with Energy Trading Company (ETC) Mauritius to sell at least 4,000 Tembo EUV kits in Kenya
	November	Entered supply agreement with Evolution	Supply Agreement with Evolution Group for full fleet electrification of up to 500 vehicles for traffic management in Australia/NZ
		Launched new Tembo logo and website	Launched new Tembo brand and website
	January	Conducted test drive of new unit with Accès	Accès, distribution partner to Tembo in Canada, tested Tembo's new generation of EUV23 and placed additional orders
	February	Secured distribution deal with Ulti-Mech	Definitive Agreement for at least 1,000 Tembo kits with Ulti-Mech, a key mining service provider in Western Australia
	March	Executed MOU with Indonesia's Petrosea	Announcement of MOU with Petrosea, a leading oil & gas services provider in Indonesia, to distribute 2,000 Tembo EUV kits
2023	Мау	Entered distribution agreement with Vital EV	VivoPower partnered with Vital EV, a UK-based charging solutions provider, to distribute Kempower charging stations globally
20	8	Entered MOU with AL TAIF in the UAE	MOU with AL TAIF, the UAE's leading provider of MRO services for military, spanning distribution, R&D, training and assembly operations in the UAE
	June	Secured partnership in Ghana	Definitive Agreement to sell 2,500 Tembo kits across 5 years with Fourche Maline, a Ghanaian engineering and services company
		Secured strategic investment from UAE	US\$2.5m investment at US\$120m valuation from private investment office backed by member of ruling Al Maktoum family





Team | Increased Tembo engineering headcount, doubling cumulative EV experience

Leadership Team





Gary Challinor Executive Chairman Chief Operating and CEO Officer



Philip Wrav Group Finance Director

Jacqui Johnson

Group People and Culture Director



Matthew Nestor Director. Head of **Global Partnerships**



Jean Diego Banon Director, Head of Corp. Development

Adam Malcolm Managing Director, Aevitas Kenshaw

HR Strategy

Orientate team capabilities to operations, product, engineering, assembly and SES¹

Strengthen safety, quality, development and testing capabilities, as well as packing, delivery and training in Tembo

Enhance onboarding and process automation

Engineering Capability

Since 1 July 2022, a total of 15 full time engineers have been recruited for Tembo, with background and direct electric vehicle (EV) experience from companies like Tesla, Rivian, Toyota, Riccardo and others

In addition, a number of dedicated engineering advisers have been engaged with world class expertise in battery technology assembly and manufacturing, packaging, charging, V2X and microgrids

As a consequence, the cumulative total direct EV experience of the team has doubled to over 100 years



Board of Directors

Advisory Council



Kevin Chin Executive Chairman and CEO

Kim Lawrence



Peter Jeavons Senior Independent Director



Michael Hui Non-Executive Director



Gemma Godfrey Non-Executive Director



William Langdon Non-Executive Director



Eduardo Nebot

Whyte



Hugh Durrant-

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Notes:

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Eric Achtmann





Chris Mallios

VivoPower's Impact | Among best B Corps & global impact leadership recognised again

VivoPower has retained its B Corp Certification and ranked among the top impact companies globally for the 3rd year in a row



B Corporation accreditation achieved and maintained since 2018 Part of a global movement of people using business as a force for good



Named one of the best B Corps for Governance by B Lab UK. VivoPower's score for the category was among the top 10% of B Corps during this year's B Impact Assessment



Recognised for the 3rd straight year after debuting on the 2021 Impact Awards list

Ranked in top 20 in the Construction, Energy, and Facilities category in the Real Leaders Impact Awards 2023

Ranked alongside companies like Tesla and Patagonia TURNAROUND/TRANSACTION OF THE YEAR AWARD WINNER

#TMAREUNITED

Turnaround/Transaction of the Year Award Winner 2020 Global <\$50m Revenue Category



Fast Company World Changing Ideas 2022 – Honourable mention in General Excellence





Profit and Loss Summary for the Year Ended June 30, 2023

Profit & Loss (US\$m - except where indicated otherwise)	FY2023	FY2022	Comments
Revenue			
Aevitas Critical Power (including Solar) ¹	13.6	21.0	Decrease primarily attributable to timing of project execution across Aevitas Solar and Kenshaw Critical Power
Tembo EV	1.5	1.5	Consistent revenues with focus on planning and optimising for scaleup assembly and production
Vivo SES	-	-	Revenues to develop in tandem with Tembo rollout
Group Revenue ¹	15.1	22.4	Decrease due primarily to Kenshaw Critical Power and FX rates
Group Gross Profit (Loss) 1	(2.3)	0.3	Impact of lower revenues and margins on Aevitas Solar projects and \$3.9m one off cost overruns on Edenvale solar project due to extreme weather events
Group Gross Profit (Loss) – Recurring ^{1,2}	1.6	2.1	GP margin adjusted for non-recurring cost of sales overruns increased to 10.5% in FY2023, from 9.5% in the prior year, reflecting increased focus on high margin service revenues in Kenshaw
Group Adjusted (Underlying) EBITDA ^{1,3}	(5.7)	(9.1)	\$3.4m improvement (despite reduction in revenues, gross profit) reflects lean management ethos and focus
Restructuring & other non-recurring costs	(2.1)	(0.4)	Current period relates to fiscal provisions. Prior period included Tembo acquisition expenses & litigation costs
Cost of sales – non-recurring events	(3.9)	(1.9)	\$3.9m impact of extreme weather on Edenvale, versus \$1.9m impact of COVID-19 lockdowns in prior period
Net finance income, expense & tax	(6.8)	(6.5)	Year over year movement comprises \$3.0m reduction in net FX losses offset by \$0.5m increase in interest expense on shareholder loans and by \$2.5m decrease in income tax credit
Non-cash equity remuneration, depreciation	(1.7)	(3.5)	\$1.8m decrease in equity incentives
Group Loss after tax ¹	(20.1)	(21.4)	Improvement driven by \$3.4m EBITDA improvement, \$3.0m net foreign exchange improvement, \$1.8m reduction in non-cash equity compensation, offset by \$3.7m increase in non-recurring events, \$0.5m interest increase and \$2.5m lower tax gain
Group Basic EPS ¹	(\$0.82)	(\$1.03)	
Group Adjusted (Underlying) EPS ^{1,4}	(\$0.58)	(\$0.92)	

Notes:

Numbers may not compute precisely due to rounding.

(1) Continuing operations.

(2) Adjusted for non-recurring cost of sales overruns.

(3) Adjusted (Underlying) EBITDA = Earnings before interest, taxes, depreciation and amortization, non-cash-based share compensation, impairment of assets, impairment of goodwill, and restructuring and other non-recurring costs. See the reconciliation of non-IFRS measures on the next page.

(4) Adjusted (Underlying) EPS = Earnings per share adjusted for restructuring and other non-recurring costs and cost of sales - nonrecurring. See the reconciliation of non-IFRS measures on the page after next.



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Reconciliation of Adjusted (Underlying) EBITDA to IFRS Financial Measures

	For Year Ended	
Non-IFRS Financial Measures (US\$m)	June 30, 2023	June 30, 2022
Net after-tax loss from continuing operations	(20.1)	(21.4)
Income tax expense	0.5	(2.0)
Foreign exchange gains and losses	1.6	4.9
Net finance expense/(income)	4.6	3.5
Share-based compensation (non-cash portion)	0.1	1.9
Restructuring and other non-recurring costs	2.1	0.4
Depreciation and amortization	1.6	1.6
Cost of sales - nonrecurring	3.9	1.9
Adjusted (Underlying) EBITDA	(5.7)	(9.1)
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Reconciliation of Adjusted (Underlying) Earnings per Share to IFRS Financial Measures

	For Year Ended	
Non-IFRS Financial Measures (US\$m – except where indicated otherwise)	June 30, 2023	June 30, 2022
Net after-tax loss from continuing operations for the period	(20.1)	(21.4)
Restructuring & other non-recurring costs	2.1	0.4
Cost of sales - non-recurring costs	3.9	1.9
Adjusted (underlying) net after-tax loss from continuing operations for the period	(14.2)	(19.1)
Weighted average number of shares used in computing earnings per share (shares)	24,672,206	20,721,701
Group basic EPS from continuing operations (\$ per share)	(\$0.82)	(\$1.03)
Restructuring and other non-recurring costs (\$ per share)	\$0.08	\$0.02
Cost of sales - non-recurring costs (\$ per share)	\$0.16	\$0.09
Group adjusted (underlying) EPS from continuing operations (\$ per share)	(\$0.58)	(\$0.92)





Balance Sheet Summary as at June 30, 2023

Balance Sheet (US\$m)	June 30, 2023	June 30, 2022	Comments
Project investments	24.5	21.3	\$3.2m increase mainly comprises intangible development costs of \$0.4m in Caret and \$3.8m in Tembo, offset by the amortization for the year
Other non-current assets	26.6	26.7	Movement pertains to currency revaluation of goodwill
Unrestricted cash	0.6	1.3	Reflects operating cash outflow for Tembo growth and operating expenses for Critical Power Services business unit
Other current assets	9.7	20.4	\$10.7m decrease is mainly due to the disposal of assets classified as held for sale relating to the J.A. Martin ex-Solar business of \$8.2m in FY22
Total Assets	61.4	69.7	
Current loans & borrowings	(2.4)	(5.1)	Decrease of \$2.7m comprises primarily of shareholder loans reclassified to noncurrent due to update in terms (from major shareholder, AWN Holdings Limited)
Long-term loans & borrowings	(30.0)	(23.5)	Increase of \$6.5m mainly attributable to the reclassification of loans to noncurrent and additional bridging facilities obtained during the year totalling \$7.0m. This was offset by the decrease in other borrowings following JAM ex-solar sale
Other liabilities	(25.3)	(19.4)	Increase of \$5.9m is mainly attributable to non-current accrued interest and fees of \$6.4m on shareholder loans and \$1.2m fiscal provision offset by an increase in liabilities due to \$2.5m shares to be issued
Total Liabilities	(57.7)	(48.0)	
Net Assets	3.7	21.6	Decrease primarily due to losses incurred in the period
Net Debt ¹	31.8	27.3	Increase primarily due to the increase in shareholder loans to finance operating needs and investment for growth



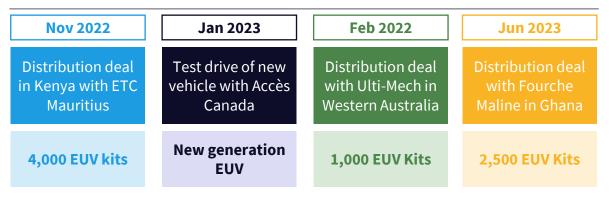


Tembo | Momentum in commercial & operational progress and new e-Jeepney growth vector

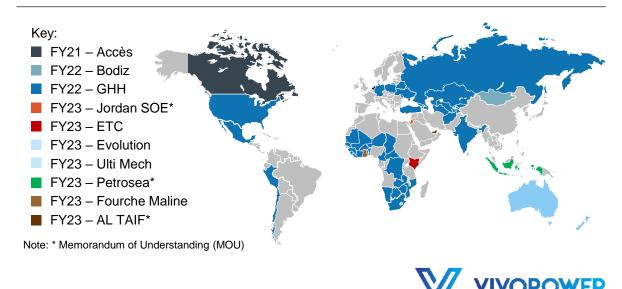
Tembo is VivoPower's electric vehicle unit focused on fleet EV conversion for sectors such as mining, government agencies and public transport

Business overview	 Tembo is a Netherlands-based, specialist battery-electric and off-road vehicle company that designs and builds ruggedised electric utility vehicle (EUV) solutions for customers across the globe in the mining, infrastructure, utilities, government services, public transport, game safari and humanitarian aid sectors VivoPower relocated Tembo's base in Eindhoven, Netherlands to new expanded facilities (commissioned in June 2022)
FY23 review	• First version of EUV23 platform available since December (material upgrade on previous generation 28 kWh battery platform) and tested extensively
	 Distribution partner network expanded with 10,000+ additional kits in the commitment and order book pipeline, reaching 15,000+ in full year period
	 Entry into second hand vehicles (ETC in Kenya) and on-road (Evolution in Australia and New Zealand) segments expands addressable market considerably
	 Talent pool still increasing with experts in their fields recruited: Eduardo Nebot in Advisory Council, Choon Lim as Senior Engineering Director
	 MOU with Al Taif spanning distribution of conversion kits, R&D, training in electric mobility and high voltage, local assembly in UAE
FY24 outlook	• Landmark agreement with Francisco Motors on Jeepneys electrification in the Philippines (with Francisco Motors having a pipeline of 37,000 jeepneys)
	• Full production release of the EUV23 vehicle kits slated for late CY2023 with new orders delivered to partners/customers
	Ramp-up in production of EUV23 kits and Tembo Academy rollout

MAJOR MILESTONES SUPPORT SALES PIPELINE AND R&D



GLOBAL DISTRIBUTION NETWORK EXPANDED WITH 15,000+ PIPELINE



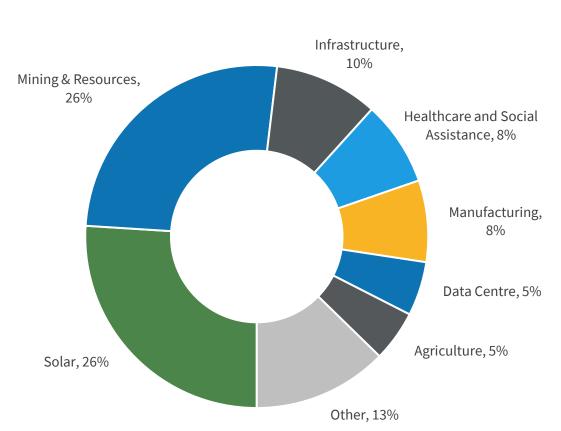


Aevitas | H1 performance impacted by adverse weather, but strong recovery in H2 to continue

The Aevitas businesses in Australia deliver specialised, site-specific electrical and power generation solutions to optimise energy usage

Business overview	 As at June 30, 2023, Aevitas comprised the Kenshaw Electrical and Aevitas Solar businesses, headquartered at Newcastle in New South Wales J.A. Martin ex-Solar and NDT Services (a non-core unit of Kenshaw) were sold on July 1, 2022 to enable refocus on growth opportunities including renewable critical power and electrical services for solar projects The Aevitas businesses have several core competencies, encompassing a range of electrical and mechanical services. They are also responsible for delivering electrical services and infrastructure to support VivoPower's EV and SES offerings, including on-site renewable generation, batteries and microgrids, EV charging stations, and emergency backup power solutions 	FY2023 F
FY23 review	 One-off \$3.9m weather related loss on Edenvale solar project due to record high rainfall's effect on project works leading to delayed completion and higher costs unrecoverable under unfavourable contract terms Kenshaw focus on higher quality revenue through contracted maintenance services delivered good results with multiyear contracts entered into with key data centre, mining and mining services clients Newly acquired AS/NZS3800 (Electrical equipment for explosive atmospheres) certification opened new line of business with strong pipeline of work expected to materially impact FY24 results 	
FY24 outlook	 Shift in focus to small, industrial solar opportunities with more favourable risk allocation and higher margins. Renewables continues to be a sector with a high level of activity in Australia but structural nature of risks and likely ongoing effects of climate change on utility scale projects warrant a change in strategy while maintaining exposure Kenshaw continues renewed focus on higher quality revenue from data centre, mining and infrastructure client-base 	S

FY2023 REVENUE BREAKDOWN FOR AEVITAS¹





Vivo SES | Charging solutions partnership with Kempower, with others in progress

Vivo SES delivers sustainable energy solutions encompassing battery storage, microgrids, EV charging, battery recycling and change management

Business overview	 Focused on delivering full-suite, holistic SES to industrial customers and other large energy users comprised of three key elements: 	SES VALUE PROPOSITION
	 Critical power "electric-retrofit" of customers' sites to enable optimised EV battery charging, encompassing charging stations, renewables, battery storage, and microgrids EV battery charging solutions EV battery reuse and recycling 	Proprietary Capabilities Partner Network
	 EV and battery financing & leasing 	VIVOPOWER SES
	Change management servicesDigital twin solutions	EV Charging
FY23 review	• SES business unit has generated immaterial revenues but also not incurred any significant costs to date	Microgrids Battery Recycling
	 Focus remains on expanding capabilities through partnerships and joint ventures 	Renewable Generation Storage
	• Definitive distribution agreement with VivoPower as distributor for Vital EV (Kempower) charging stations	Generation
	 Focus mainly on industrial customers (in response to inquiries) with EV transition / Change management playbook being actively developed to provide holistic solution around EV fleet transition 	Range of sectors for applications, including:
FY24 outlook	 Focus to remain on expanding capabilities through partnerships and joint ventures 	
	• Post balance date JV executed with Geminum, a specialist digital twin and change management company focussed on the mining sector	Mining Public Transport Agriculture Infrastructure
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Caret | Focus on Power-to-X partnerships to vertically integrate renewable power integration

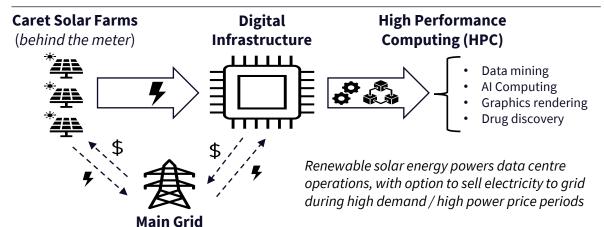
Caret's advanced-stage solar projects are of strategic value in helping to meet data centres' growing energy needs for power-to-x application

 Business overview Diversified portfolio totalling 38 solar projects in 9 states across the US with combined potential electrical generating capacity of 1.8 GW-DC 7 priority projects located throughout Texas (ERCOT) totalling 365 MW- DC being actively developed 1.4 GW-DC of de-prioritised projects provide pipeline for future off-grid and/or Power-to-X opportunities
Emphasizing value maximization by giving priority to the development of projects that are in the most advanced stages and hold strategic importance for data infrastructure developers
 FY23 review Advanced project development and interconnection processes: Renegotiated and/or extended lease options for 3 of our sites Interconnection processes advanced with utilities and ISOs Executed on a Power-to-X strategy to unlock maximum value including behind-the-meter renewable power for energy-demanding applications, encompassing both digital asset mining and high-performance computing (HPC) Originated renewed interest from digital asset miners and data centre developers seeking to vertically integrate and own their own renewable power generation
 FY24 outlook Generative AI's emergence as the next HPC application signals a significant surge in renewable energy demands, which means Caret's solar assets are strategic Post balance date, executed partnership term sheet with Backbone Digitation with contribution of 2 TX solar projects (365MW- DC) at \$7.5m valuation

US SOLAR PORTFOLIO SUMMARY

	Total Portfolio MW-DC	VVPR % Holding	Net VVPR MW-DC
Original JV	1,844	50%	922
Current Active Projects	365	100%	365

POWER-TO-X APPLICATION (DATA CENTRE)







FY2024 Key Objectives | Scaleup Sustainably



Deliver Tembo EV kits commitments on schedule + budget

Deliver EUV kits for Tembo partners

Commence development of e-Jeepneys

Roll out Tembo Academy training and safety solutions



Continue R&D programme for Tembo and secure funding

Progress R&D strategy and execution plan (including utility vehicle platform)

Qualify for and secure R&D grant funding globally

Complete microfactory modules for assembly scale-up



Expand Tembo addressable market & partnership base

Further expand into complementary addressable markets

Grow complementary applications beyond offroad

Expand geographic and industry reach through JVs & partnerships



Grow Critical Power, expand capabilities & diversify customer base

Increase focus on contractual works and maintenance service agreements

Recruit and retain to meet increased demand

Grow AS3800-related revenue line



Grow SES business with new capabilities and partnerships

Grow partner network with subject matter experts

Enhance capabilities through joint ventures

Build SES customer and revenue pipeline



Execute on corporate initiatives to enable sustainable growth

Secure additional strategic funding partners

Deliver on B Corp triple bottom line objectives

Implement sustainability & impact reporting tools





Events Post Financial Year-End | Positive Momentum into FY2024

Tembo: execution of definitive E-Jeepney JV agreement (Philippines)	 Landmark JV with E-Francisco Motors (Francisco Motors) to electrify the iconic jeepney public utility vehicles in the Philippines Francisco Motors is the original creator of the jeepneys in 1947 and is the acknowledged leader in the industry Francisco Motors has an initial pipeline of 37,000 jeepneys (out of a total addressable market of 200,000+ in the country)
Vivo SES: Execution of definitive JV with Geminum (Australia)	 Geminum is a digital twin and change management solutions company in Australia with extensive experience in the mining sector JV with Geminum is part of Vivo SES strategy to partner with subject matter experts to deliver holistic solutions to customers and partners focussed on decarbonisation Tembo and Geminum will work closely to deliver solutions to mining customers and partners in Australia and internationally
HR: Onboarded additional senior engineering and finance recruits as part of HR upscaling strategy	 Philip Wray recruited as new group Finance Director Choon Lim recruited as Senior Engineering Director (Asia Pacific and IMEA) with additional engineers recruited to report to him Cumulative direct EV experience of engineering team (including advisors) has now doubled
Caret: execution of term sheet with Backbone Digital	 Backbone Digital is a vertically integrated HPC and renewable energy platform company Caret has signed a JV with Backbone Digital where it will contribute 2 of its solar projects (totalling 96.5MW-DC) at a valuation of \$7.7m
Finance: secured additional financing post balance date	 Investment cash funding received from private investment office backed by a member of the ruling Al Maktoum family of Dubai JA Martin ex-Solar divestment earnout received Funding from major shareholder consolidated with renegotiated key terms to extend repayment timeline





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