

motio

# HALF YEAR REPORT

FY  
20

## Contents

<b>3</b>	Letter from the CEO
<b>5</b>	Corporate Directory
<b>7</b>	Directors' Report
<b>10</b>	Auditor's Independence Declaration
<b>11</b>	Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
<b>12</b>	Condensed Consolidated Statement of Financial Position
<b>13</b>	Condensed Consolidated Statement of Changes in Equity
<b>14</b>	Condensed Consolidated Statement of Cash Flows
<b>16</b>	Notes to the Condensed Consolidated Financial Statements
<b>36</b>	Directors' Declaration
<b>38</b>	Auditor's Review Report

## Letter from the CEO

Fellow shareholders,

The first half of the 2026 financial year has been an important period for Motio during which we have sustained our focus on both strengthening the profitability and enhancing the scalability of the Motio platform. That focus has shaped many of the decisions we've made during the half.

Motio's Cash EBITDA for the half increased 39 per cent to \$1,210,899, up from \$870,000<sup>(1)</sup> in the prior corresponding period. We are particularly pleased with this outcome. It reflects the operating leverage in the business and the discipline applied across cost management, pricing and execution.

Following an exceptional first half last year, our focus in H1 FY26 was on continuing to improve the quality and sustainability of earnings, while also investing in the team and capabilities that will allow us to grow well into the future. Strategic decisions were made in prior periods to focus on profit margins, cash flow generation and selling owned media. Against those benchmarks, we delivered significantly improved profitability and a solid revenue result.

Reported revenue for H1 FY26 was below the prior corresponding period due to the removal of sales representation for the Petro Convenience network (formerly Motio Go) at the end of FY25 (30 June 2025). Although the contribution from this network was modest, its removal affects year-on-year comparisons and when accounted for Motio delivered +2.9% revenue growth excluding Motio Go.

Importantly, the strong uplift in cash EBITDA for the period reflects the deliberate focus by management on margin discipline, profitability and cash generation, and this discipline translated through to the bottom line. Profit from operations after tax increased materially during the half, with the consolidated entity delivering our maiden NPAT of \$793,231, compared with a loss of (\$160,834) in the prior corresponding period. Our focus remains on delivering profitable growth over the medium term in a manner conducive to shareholder returns.

A key milestone during the period was the capital raise completed in November, which enabled the full repayment of the oOh! Media vendor finance debt. This strengthened the balance sheet (net cash: \$4.0M at 31 December 2025), simplified the company's capital structure and provided greater financial flexibility. As a result, and thanks to our continued cash generation, the business is now better positioned to accelerate targeted network expansion, including in the Health sector, where we expect to have an additional 175 locations rolled out by 30 June 2026. The Board is also considering expansion into new networks that we believe may complement Motio's existing business.

The team has approached the first half with focus and discipline. We have big ambitions for Motio and as such we have continued to invest in our senior leadership capability to support this next phase of growth. During the period, Justin Kingston (previously oOh! Media) was appointed Chief Operating Officer and Christian Tyson (previously JC Decaux Australia) as National Sales Director. These appointments are designed to support scalability, execution and organisational depth as Motio continues to build momentum into the second half of FY26 and beyond.

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025

## Letter from the CEO

The outlook for the remainder of the year remains positive. While market conditions remain mixed, Motio enters the second half with improved profitability, a strengthened balance sheet and a clear focus on disciplined, sustainable growth.

On behalf of the Board, I thank you for your continued support. It is genuinely appreciated by the team, who continue to work hard to deliver consistent outcomes for shareholders.

We will continue our regular updates throughout the year and remain committed to sharing the Motio story with existing and new investors. As always, I welcome your questions and am happy to discuss the business where appropriate.

Kind regards,



**Adam Cadwallader** | Managing Director

adam@motio.com.au  
0419 999 867  
Level 8, 140 Arthur Street  
North Sydney NSW 2060

## Corporate Directory

### Directors & Officers

Jason Byrne  
Adam Cadwallader  
Harley Grosser

Non-Executive Chairman  
CEO & Managing Director  
Non-Executive Director

### Company Secretary

Matthew Foy

### Solicitors

JDK Legal  
Level 5, 1 Castlereagh Street  
Sydney NSW 2000

### Registered Office

Level 8, 140 Arthur Street  
North Sydney NSW 2060  
T +61 2 7227 2277

### Securities Exchange

Australian Securities Exchange Limited  
(ASX) Home Exchange - Perth  
ASX Code - MXO, MXOOA

### Bankers

Westpac Banking Corporation  
425 Victoria Avenue  
Chatswood NSW 2067

### Share Registry

Automic Pty Ltd  
Level 5, 191 St Georges Terrace  
Perth WA 6000  
T +61 2 9698 5414  
W [www.automicgroup.com.au](http://www.automicgroup.com.au)

### Auditors

Nexia Sydney Audit Pty Ltd  
Level 22, 2 Market Street  
Sydney NSW 2000

### Australian Company Number

ACN 147 799 951

### Australian Business Number

ABN 43 147 799 951

### Website

[www.motio.com.au](http://www.motio.com.au)

### Domicile and Country of Incorporation

Australia

The Directors submit their report on the consolidated entity (referred to hereafter as the Group) consisting of Motio Limited (the Company, Motio) and the entities it controlled for the half year ended 31 December 2025. The financial statements were authorised for issue by the directors on 19 February 2026. The directors have the power to amend and reissue the financial statement.



## Directors' Report

### 1

Your Directors present their report on the consolidated entity consisting of Motio Ltd (MXO or the Company) and the entities it controlled (the consolidated entity or the Group) at the end of, or during the half-year ended, 31 December 2025 (the Period).

## Directors

The Directors of the Company at any time during or since the end of the half-year period are as follows:

Adam Cadwallader – Managing Director & CEO

Jason Byrne – Non-Executive Director

Harley Grosser – Non-Executive Director

## Principal Activity

Motio is a leading Digital Place-Based Media business focused on audience experience and engagement. The company helps brands connect with audiences through a high-quality, data-informed network delivered into environments with naturally high dwell times, including cafés, medical centres, indoor sports facilities and bar and pub venues.

Motio's platform brings together elements of Out-of-Home, Digital and Video to deliver relevant content at moments when audiences are engaged and receptive. With more than 1,250 digital displays across over 950 locations, the network is underpinned by first-party data and location intelligence, enabling targeted campaigns with clear and measurable outcomes for advertisers.

By combining the storytelling impact of video with the reach and context of place-based media, Motio delivers campaigns designed to be noticed, remembered and acted upon.

## Review Of Operations

During the half-year ended 31 December 2025, Motio generated total revenue of \$4,253,869. Revenue in the prior corresponding period was \$4,622,167<sup>(1)</sup> and included \$486,085 attributable to the Motio Go Network, which the Company ceased to represent effective 30 June 2025 and which contributed no income in the first half of FY26. Excluding Motio Go, prior period revenue was \$4,136,082, with the current period therefore representing a modest improvement on comparative basis. Importantly, this performance was delivered with a greater focus on revenue quality, margin discipline, and cash generation.

The profit from continuing operations of the consolidated entity for the half year ended 31 December 2025, after providing for income tax, increased significantly to \$793,231, compared with a loss of (\$283,707) excluding discontinued operations in the prior corresponding period. This result reflects the benefits of a more focused operating model, improved margin discipline and tighter cost control across the business.

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.

## Directors' Report

Further information on the operations and financial position of the Group, together with its business strategies and prospects, is set out in this Directors' Report and the interim financial report.

Motio's cash balance as at 31 December 2025 was \$3,962,933 (FY25: \$2,651,901), providing a strong liquidity position to support ongoing operations and future growth initiatives.

### Corporate

The Company held an Annual General Meeting on 25 September 2025 and an Extraordinary General Meeting on 17 December 2025. All resolutions put to the meeting were carried on a poll.

During the period 34,611,222 new securities were issued. No securities lapsed.

### Events Occuring After the Reporting Period

There was no matter or circumstance that has arisen since 31 December 2025 that has significantly affected or may significantly affect:

- i. The Group's operations in future financial years, or
- ii. The results of the operations in future financial years, or
- iii. The Group's state of affairs in future financial years.

### Significant Changes in State of Affairs

There were no significant changes in the state of affairs of the Company and its controlled entities during the financial half-year period.

### Auditor's Declaration of Independence

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 10.

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



**Adam Cadwallader**  
Managing Director & CEO  
19 February 2026

motio

AUS<sup>V</sup>  
IND  
LIVE



Kayo  
SPORTS



To the Board of Directors of Motio Limited

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

As lead audit director for the review of the condensed consolidated financial statements of Motio Limited for the half-year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there has been no contravention of:

- a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- b) any applicable code of professional conduct in relation to the review.

Yours sincerely,



**Nexia Sydney Audit Pty Limited**



**Stephen Fisher**  
Director

Sydney

Dated: 19 February 2026

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

		31-Dec-25	31-Dec-24 <sup>(1)</sup>
	Notes	\$	\$
Revenue from continuing operations	4	4,253,869	4,622,167
Other income	4	47,897	12,999
Cost of sales		(829,457)	(1,203,959)
<b>Gross profit</b>		<b>3,472,309</b>	<b>3,431,207</b>
Consulting and advisory fees		(28,891)	(19,750)
Corporate compliance		(60,895)	(48,292)
Directors fees and salaries	5	(214,997)	(213,310)
Finance costs	5	(43,661)	(125,271)
Insurance expenses		(26,205)	(32,160)
Personnel expense	5	(1,333,355)	(1,520,238)
Professional fees		(60,676)	(100,731)
Other expenses		(446,576)	(516,733)
Impairment of receivables		(124)	(5,286)
Amortisation		(28,160)	(476,124)
Depreciation	5	(343,389)	(385,477)
Share based payments – rights and options	5	(92,148)	(244,191)
Loss on disposal of property, plant and equipment			(27,351)
<b>Total expenses</b>		<b>(2,679,078)</b>	<b>(3,714,914)</b>
<b>Profit/(Loss) from continuing operations before income tax</b>		<b>793,231</b>	<b>(283,707)</b>
Income tax expense		-	-
<b>Profit/(Loss) from continuing operations after income tax</b>		<b>793,231</b>	<b>(283,707)</b>
Net profit after tax from discontinued operations		-	122,873
<b>Net Profit/(loss) for the period</b>		<b>793,231</b>	<b>(160,834)</b>
Other comprehensive income/(loss) for the year, net of tax			
Other comprehensive income net of tax from discontinued operation		-	15,464
<b>Total comprehensive profit/(loss) for the period</b>		<b>793,231</b>	<b>(145,370)</b>
<b>Profit/(Loss) per share from continuing operations attributable to the ordinary equity holders of the company:</b>		Cents	Cents
Basic profit/(loss) per share - Continuing operations		0.27	(0.10)
Diluted profit/(loss) per share - Continuing operations		0.26	(0.10)
Basic and diluted profit per share - Discontinued operations		-	0.04

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.

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

## Condensed Consolidated Statement of Financial Position

	Notes	31-Dec-25 \$	30-Jun-25 \$
<b>Current Assets</b>			
Cash and cash equivalents	6	3,962,933	2,651,901
Trade and other receivables		1,370,813	1,907,416
Financial assets	7	108,082	108,082
Other assets		185,841	46,811
<b>Total Current Assets</b>		<b>5,627,669</b>	<b>4,714,210</b>
<b>Non-Current Assets</b>			
Plant and equipment	8	1,160,339	853,944
Intangibles	9	2,283,761	2,311,921
Right-of-use assets	10	190,935	254,581
<b>Total Non-Current Assets</b>		<b>3,635,035</b>	<b>3,420,446</b>
<b>Total Assets</b>		<b>9,262,704</b>	<b>8,134,656</b>
<b>Current Liabilities</b>			
Trade and other payables		1,245,674	1,408,510
Financial liabilities	11	-	931,350
Provisions	12	139,781	177,533
Current tax liability		-	9,837
Lease liability	13	150,857	140,910
<b>Total Current Liabilities</b>		<b>1,536,312</b>	<b>2,668,140</b>
<b>Non-Current Liabilities</b>			
Other payables		4,378	7,432
Financial liabilities	11	-	153,715
Provisions	12	52,058	45,826
Lease liability	13	82,034	161,169
<b>Total Non-Current Liabilities</b>		<b>138,470</b>	<b>368,142</b>
<b>Total Liabilities</b>		<b>1,674,782</b>	<b>4,394,111</b>
<b>Net Assets</b>		<b>7,587,922</b>	<b>5,098,374</b>
Contributed equity	14	24,680,494	23,357,066
Reserves		768,315	395,425
Accumulated losses		(17,860,887)	(18,654,117)
<b>Total Equity</b>		<b>7,587,922</b>	<b>5,098,374</b>

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

## Condensed Consolidated Statement of Changes in Equity

	Issued Capital	Share-based Payment Reserve	Options Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
<b>At 1 July 2025</b>	<b>23,357,066</b>	<b>395,425</b>	<b>-</b>	<b>(18,654,117)</b>	<b>5,098,374</b>
Profit for the period	-	-	-	793,231	793,231
<b>Total comprehensive income of the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>793,231</b>	<b>793,231</b>
Transactions with owners in their capacity as owners:					
Share based payments expense	-	92,148	-	-	92,148
Conversion of Class G performance rights to ordinary shares	80,673	(80,673)	-	-	-
Issue of shares and options - capital raise	1,369,146	-	361,415	-	1,730,561
Transaction costs on capital raise	(126,392)	-	-	-	(126,392)
<b>Total Transactions with owners in their capacity as owners</b>	<b>1,323,427</b>	<b>11,475</b>	<b>361,415</b>	<b>-</b>	<b>1,696,317</b>
<b>At 31 December 2025</b>	<b>24,680,493</b>	<b>406,900</b>	<b>361,415</b>	<b>(17,860,887)</b>	<b>7,587,922</b>

	Issued Capital	Share-based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
<b>At 1 July 2024</b>	<b>23,107,803</b>	<b>1,701,738</b>	<b>(35,319)</b>	<b>(20,355,336)</b>	<b>4,418,886</b>
Loss for the period	-	-	-	(160,834)	(160,834)
Exchange differences on translation of foreign operations	-	-	15,464	-	15,464
<b>Total comprehensive loss of the period</b>	<b>-</b>	<b>-</b>	<b>15,464</b>	<b>(160,834)</b>	<b>(145,370)</b>
Transactions with owners in their capacity as owners:					
Share based payments expense	-	224,191	-	-	224,191
Issue of shares - Tranche 3 Liquid Thinking deferred consideration (5,121,124 shares)	87,483	-	-	-	87,483
Issue of shares - Motio Management (853,939 shares)	20,000	-	-	-	20,000
Lapsed performance rights - Classes C/D/E	-	(1,139,894)	-	1,139,894	-
Lapsed performance rights - Class F	-	(9,162)	-	9,162	-
Lapsed performance options - MXOOPT03/MXOOPT04/MXOOPT05	-	(435,981)	-	435,981	-
Conversion of Class F performance rights to ordinary shares	56,700	(56,700)	-	-	-
Conversion of Class G performance rights to ordinary shares	85,100	(85,100)	-	-	-
<b>Total Transactions with owners in their capacity as owners</b>	<b>249,283</b>	<b>(1,502,645)</b>	<b>-</b>	<b>1,585,037</b>	<b>331,674</b>
<b>At 31 December 2024</b>	<b>23,357,086</b>	<b>199,093</b>	<b>(19,855)</b>	<b>(18,931,134)</b>	<b>4,605,190</b>

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

## Condensed Consolidated Statement of Cash Flows

	31-Dec-25	31-Dec-24
	\$	\$
<b>Cash flows from operating activities</b>		
Receipts from customers	5,247,062	5,745,876
Payments to suppliers and employees	(3,773,335)	(4,064,898)
<b>Cash generated from operating activities</b>	<b>1,473,727</b>	<b>1,680,978</b>
Interest received	20,159	171
<b>Net cash inflow from operating activities</b>	<b>1,493,886</b>	<b>1,681,150</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(589,728)	(146,876)
Payments for intangibles	-	(42,831)
Term deposit matured	-	23,000
<b>Net cash outflow from investing activities</b>	<b>(589,728)</b>	<b>(166,707)</b>
<b>Cash flows from financing activities</b>		
Interest paid	(51,258)	(112,417)
Repayment of borrowings	(1,066,979)	(194,326)
Lease payments	(79,059)	(74,517)
Proceeds from issuance of shares and options (net of transaction costs)	1,604,169	-
<b>Net cash inflow/(outflow) from financing activities</b>	<b>406,873</b>	<b>(381,261)</b>
Cash and cash equivalents at the beginning of the period	2,651,901	989,739
Net increase in cash and cash equivalents	1,311,032	1,133,181
<b>Cash and cash equivalents at the end of the period</b>	<b>3,962,933</b>	<b>2,122,920</b>

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



## motio.health

Engaging women, parents and carers in heightened health and wellbeing mindsets.

motio health is a digital audience experience platform that bridges the gap between health care professionals and patients in medical centre waiting rooms, by providing high-quality information, communication and entertainment to those in the environment – across the biggest medical groups in Australia.



## Notes to the Condensed Consolidated Financial Statements

For the half-year ended 31 December 2025

### 1

#### Reporting Entity

Motio Limited (the “Company” or “Motio”) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange (“ASX”). The Company’s registered office and principal place of business is at Level 8, 140 Arthur St, North Sydney, NSW 2060.

The Consolidated Financial Statements of the Company and its subsidiaries (together referred to as the Group) are for the half-year ended 31 December 2025. The financial statements were authorized for issue by the Board of Directors on 19 February 2026.

The nature of the operations and principal activities of the Group, or consolidated entity are described in the Directors’ Report.

### 2

#### Basis of Preparation of the Half-Year Report

These Condensed Consolidated Interim Financial Statements (Interim Financial Statements) for the half-year reporting period ended 31 December 2025 have been prepared in accordance with AASB 134 Interim Financial Reporting and the Corporations Act 2001, as appropriate for for-profit oriented entities. These Condensed Consolidated Interim Financial Statements comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

These Interim Financial Statements do not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by Motio Limited during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The half-year report has been prepared on an accrual basis except for the statement of cash flows and is based on historical costs modified where applicable by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The half-year report does not include full disclosures of the type normally included in an annual financial report. For the purposes of preparing the half-year financial statements, the half-year has been treated as an interim reporting period.

The principal accounting policies adopted are consistent with those of the previous financial year.

## Notes to the Condensed Consolidated Financial Statements

### Going Concern

The Directors consider the Group has sufficient resources to meet all of its obligations as and when they fall due. As such, the condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to realise its assets and discharge its liabilities in the normal course of business.

Management has considered the Group's liquidity position, any risks to the cash flows and funding, and the Group's outlook. The Directors considered financial forecasts, including forecast scenarios for at least 12 months from the date of the approval of these financial statements. The forecasts support the preparation of the financial statements on a going concern basis, based on the consistent revenue growth from the Group's activities throughout the upcoming financial year.

### Adoption of new and revised accounting standards

The consolidated entity has adopted all new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Management assessed that these new or amended standards and interpretations had no material impact to the financial statements.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the reporting period ending 31 December 2025. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

### AASB 18 – Presentation and Disclosure in Financial Statements

Effective from 1 January 2027 (early adoption allowed), AASB 18 replaces IAS 1 with updated presentation rules but no changes to recognition or measurement. It introduces two required subtotals in the profit or loss statement:

- Operating profit
- Profit before financing and income taxes

It also adds new disclosure requirements for management-defined performance measures like EBITDA (earnings before interest, taxes, depreciation and amortisation) and provides clearer guidance on how to group and present information. The consolidated entity will adopt the standard from 1 July 2027, with significant changes expected to the layout of the statement of profit or loss and other comprehensive income.

### Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current fiscal half-year.

## Notes to the Condensed Consolidated Financial Statements

### 3

## Segment Information

### a. Basis for segment

Management has reviewed the Group's operations following the divestment of the Spawtz business on 31 March 2025 and deemed that the Group operations comprise the following sole reportable business segment, based on the Group's reporting systems. Comparative segment disclosures have been restated to reflect the revised segment structure.

Operational segments:

	Revenue \$	Cash EBITDA \$
<b>1H 2026</b>		
Media	4,253,869	1,210,899
<b>Total</b>	<b>4,253,869</b>	<b>1,210,899</b>
<b>1H 2025 <sup>(1)</sup></b>		
Media	4,622,167	870,000
<b>Total</b>	<b>4,622,167</b>	<b>870,000</b>

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.

Segment revenues and cash EBITDA are directly attributable to a segment and the relevant portion that can be allocated to a segment on a reasonable basis. Assets and liabilities are not disclosed as management tracks these as a group and on an annualised basis or as required.

Media revenue is derived through advertising sales to external customers. There were no inter-segment revenue transactions.

With regards to the timing of satisfaction of performance obligations for Media, 88% (1H25: 84%) of the Group's revenue was recognised over time and 12% (1H25: 16%) was recognised at a point in time.

## Notes to the Condensed Consolidated Financial Statements

### b. Reconciliation of Cash EBITDA

The Board and Executive Management review the Cash EBITDA to monitor the business performance as it provides a better representation of financial performance in the ordinary course of business.

	1H 2026	1H 2025 <sup>(1)</sup>
	\$	\$
<b>Cash EBITDA</b>	<b>1,210,899</b>	<b>870,000</b>
Rent obligations	79,059	74,517
Non-cash operating expenditure <sup>(2)</sup>	(81,517)	(241,350)
<b>EBITDA</b>	<b>1,208,441</b>	<b>703,167</b>
Depreciation and amortisation	(371,549)	(861,601)
Finance costs	(43,661)	(125,271)
<b>Profit/(Loss) before tax from continuing operations</b>	<b>793,231</b>	<b>(283,705)</b>

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.

(2) Non-cash operating expenses include impairment expense, foreign exchange gains/losses on translation, non-cash profit/(loss) on PPE disposal and share-based payments.

## 4

### Revenue

The Group derives the following types of revenue from continuing operations:

	31-Dec-25	31-Dec-24 <sup>(1)</sup>
	\$	\$
<b>Revenue from Continuing Operations:</b>		
Media and Other Sales	4,253,869	4,622,167
<b>Other Income:</b>		
Interest Income	20,159	171
Other Revenue	27,738	12,828
Total Other income	47,897	12,999
<b>Total</b>	<b>4,301,766</b>	<b>4,635,166</b>

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.



## motio.café

Reaching Australians  
wherever they work.

motio café is a smarter, more powerful way to engage professionals and the metro workforce – captured in long dwell time, ritual-based environments for extended communication. With national CBD foot traffic nearly back to 100% post lockdown, the workforce has also doubled to over 2.2 million in the past 20 years – a rising audience captured in a uniquely Australian environment.

# PROTEIN YOGURT



## MADE DELICIOUS



## Notes to the Condensed Consolidated Financial Statements

## 5

## Expenses

For the period includes the following specific expenses:

	31-Dec-25	31-Dec-24 <sup>(1)</sup>
	\$	\$
<b>Directors' fees and salaries</b>		
Directors' fees	199,997	198,343
Superannuation	15,000	14,966
<b>Total</b>	<b>214,997</b>	<b>213,310</b>
<b>Share based payments - rights and options</b>		
	\$	\$
Directors	54,416	37,403
Non-directors	37,732	206,789
<b>Total</b>	<b>92,148</b>	<b>244,191</b>
<b>Personnel expenses</b>		
	\$	\$
Wages and salaries (including provisions)	1,155,773	1,314,393
Superannuation	121,910	141,146
Payroll tax expense	55,672	74,830
Others	-	(10,131)
<b>Total</b>	<b>1,333,355</b>	<b>1,520,238</b>
<b>Depreciation expenses</b>		
	\$	\$
Property, plant and equipment	279,744	321,832
Right of use assets - buildings	63,645	63,645
<b>Total</b>	<b>343,389</b>	<b>385,477</b>
<b>Finance costs</b>		
	\$	\$
Interest on borrowings	33,173	110,290
Interest and finance charges on lease liabilities	10,488	14,981
<b>Total</b>	<b>43,661</b>	<b>125,271</b>

(1) Presentation of the comparative information has been restated for discontinued operations in FY2025.

## Notes to the Condensed Consolidated Financial Statements

6

## Cash and Cash Equivalents

## a. Reconciliation to cash at the end of the period:

	31-Dec-25	30-Jun-25
	\$	\$
Cash and cash equivalents	3,962,933	2,651,901

The Group does not have any restrictions on any cash held at bank or on hand.

The above figures agree to the cash and cash equivalents at the end of the financial period as shown in the condensed consolidated statement of cash flows.

7

## Financial Assets

	31-Dec-25	30-Jun-25
	\$	\$
Term deposits at amortised cost - current	108,082	108,082
<b>Total</b>	<b>108,082</b>	<b>108,082</b>
<b>Reconciliation:</b>		
Balance at the beginning of the period	108,082	127,453
Derecognition	-	(1)
Term deposit matured	-	(19,370)
<b>Balance at the end of the period</b>	<b>108,082</b>	<b>108,082</b>

## Notes to the Condensed Consolidated Financial Statements

## 8

## Plant and Equipment

	31-Dec-25	30-Jun-25
	\$	\$
Plant and equipment - at cost	3,414,589	2,940,944
Less: Accumulated depreciation	(2,254,250)	(2,087,000)
<b>Carrying amount of plant and equipment</b>	<b>1,160,339</b>	<b>853,944</b>

## Reconciliation

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	31-Dec-25	30-Jun-25
	\$	\$
Balance at the beginning of the period	853,944	1,117,631
Additions	589,728	333,805
Disposals	(3,589)	(29,674)
Depreciation expense - continuing operations	(279,744)	(567,511)
Depreciation expense - discontinued operations	-	(307)
<b>Balance at the end of the period</b>	<b>1,160,339</b>	<b>853,944</b>

## Notes to the Condensed Consolidated Financial Statements

## 9

## Intangibles

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	31-Dec-25	30-Jun-25
	\$	\$
Goodwill	2,253,138	2,253,138
Accumulated impairment	-	-
<b>Net Goodwill</b>	<b>2,253,138</b>	<b>2,253,138</b>
Contract rights	1,950,385	1,950,385
Accumulated amortisation	(1,950,385)	(1,932,717)
<b>Net Contract rights</b>	<b>-</b>	<b>17,668</b>
Software	149,136	149,475
Accumulated amortisation	(118,513)	(108,360)
<b>Net Software</b>	<b>30,623</b>	<b>41,115</b>
<b>Balance at the end of the period</b>	<b>2,283,761</b>	<b>2,311,921</b>

	Goodwill	Contract Rights	Software	Other	Total
	\$	\$	\$	\$	\$
Balance at 30 June 2024	2,731,607	918,085	586,561	43,264	4,279,517
Additions	-	-	45,143	-	45,143
Disposals	(478,469)	(65,134)	(528,188)	(18,294)	(1,090,085)
Amortisation expense - continuing operations	-	(828,307)	(5,333)	-	(833,640)
Amortisation expense - discontinued operations	-	(6,975)	(57,069)	(24,970)	(89,014)
<b>Balance at 30 June 2025</b>	<b>2,253,138</b>	<b>17,668</b>	<b>41,115</b>	<b>-</b>	<b>2,311,921</b>
Amortisation expense	-	(17,668)	(10,492)	-	(28,160)
<b>Balance at 31 December 2025</b>	<b>2,253,138</b>	<b>-</b>	<b>30,623</b>	<b>-</b>	<b>2,283,761</b>

## Notes to the Condensed Consolidated Financial Statements

### 10

#### Right of Use Assets

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	31-Dec-25	30-Jun-25
	\$	\$
Land and buildings - right of use	424,301	424,301
Less: Accumulated depreciation	(233,366)	(169,720)
<b>Balance at end of period</b>	<b>190,935</b>	<b>254,581</b>

The consolidated entity's land and buildings lease for its offices is under an agreement of three years to 30 June 2027.

### 11

#### Financial Liabilities

	31-Dec-25	30-Jun-25
	\$	\$
<b>Current</b>		
Borrowings - Loan acquisition Café and Venue	-	931,350
<b>Total Current</b>	<b>-</b>	<b>931,350</b>
<b>Non-Current</b>		
Borrowings - Loan acquisition Café and Venue	-	153,715
<b>Total Non-Current</b>	<b>-</b>	<b>153,715</b>

On 31 October 2025, Motio settled the outstanding balance in full, discharging its liability to oOh! Media.

## Notes to the Condensed Consolidated Financial Statements

## 12

## Provisions

	31-Dec-25	30-Jun-25
	\$	\$
<b>Current</b>		
Provision for annual leave	139,781	177,533
<b>Total Current</b>	<b>139,781</b>	<b>177,533</b>
<b>Non-Current</b>		
Provision for long service leave	40,046	34,431
Make good provision	12,012	11,395
<b>Total Non-Current</b>	<b>52,058</b>	<b>45,826</b>
<b>Balance at end of period</b>	<b>191,839</b>	<b>223,359</b>

## 13

## Lease Liabilities

	31-Dec-25	30-Jun-25
	\$	\$
Lease liability - current	150,857	140,910
Lease liability - non-current	82,034	161,169
<b>Balance at end of period</b>	<b>232,891</b>	<b>302,079</b>

Presented below is a maturity analysis of undiscounted future lease payments:

	31-Dec-25	30-Jun-25
	\$	\$
<b>Future lease payments due as follows:</b>		
Within one year	162,829	158,118
One to five years	83,770	167,540
<b>Total</b>	<b>246,599</b>	<b>325,658</b>



## motio .venue

Sparking conversations with social audiences in pubs and bars across the country.

motio venue locations but a brand's message right at the heart of the buzz of bustling social environments. With a focus on inner-city and suburban areas to reach consumers where they're socialising throughout the week, and on weekends – Venue helps brand cut through the noise, when audiences are in a positive, vibrant mindset.



## Notes to the Condensed Consolidated Financial Statements

## 14

## Issued Capital

## a. Share capital

	31-Dec-25	31-Dec-25	30-Jun-25	30-Jun-25
	Shares	\$	Shares	\$
Fully Paid	316,622,131	24,680,494	278,503,409	23,357,066

## b. Movements in ordinary share capital

	# Shares	Fair Value	\$
<b>Opening balance at beginning of period 1 July 2025</b>	<b>278,503,409</b>		<b>23,357,066</b>
Issue of shares – Motio Employees	3,507,500	0.023	80,673
Issue of shares - Capital Raise	34,611,222	0.040	1,369,147
Transaction costs on capital raise	-	-	(126,392)
<b>Balance at end of period 31 December 2025</b>	<b>316,622,131</b>		<b>24,680,494</b>

	# Shares	Fair Value	\$
<b>Opening balance at beginning of year 1 July 2024</b>	<b>268,198,346</b>		<b>23,107,803</b>
Issue of shares – Motio Employees	630,000	0.090	56,700
Issue of shares – Motio Employees	412,433	0.024	10,000
Issue of shares – Motio Employees	441,506	0.023	10,000
Issue of shares – Motio Employees	3,700,000	0.023	85,100
Contingent consideration for the acquisition of Liquid Thinking	5,121,124	0.019	87,463
<b>Balance at end of year 30 June 2025</b>	<b>278,503,409</b>		<b>23,357,066</b>

## Ordinary Shares

At shareholders' meetings, each ordinary share is entitled to one vote per share when a poll is called, otherwise each shareholder has one vote on a show of hands.

Ordinary shares participate in dividends and the proceeds on winding up of the entity in proportion to the number of shares held. Shares have no par values.

## Notes to the Condensed Consolidated Financial Statements

### Capital Risk Management

The Group's capital includes share capital, reserves and accumulated losses. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Group manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to achieve this, the Group may issue new shares in order to meet its financial obligations. The group does not have externally imposed capital requirements.

#### i. Options

During the half year, Motio Ltd issued two sets of options: 34,611,222 options as part of the conditions of the capital raise and; 4,000,000 options to Corporate Advisers.

#### ii. Performance rights and options - Employees and management

During the half year Motio Ltd issued no performance rights and options to employees and management as part of their remuneration.

Refer to Note 15 for further detail.

## Notes to the Condensed Consolidated Financial Statements

15

## Share Based Payments and Options

As at 31 December 2025 the Group had the following share-based payment arrangements:

**a. Performance rights granted that existed during the period are as follows:**

	PERFORMANCE RIGHTS	
	Class G	Class H
<b>Tranche #</b>	N/A	N/A
Code	MXOPR7	MXOPR8
Grant date	25/10/2024	4/07/2024
Expiry date	31/10/2026	30/11/2027
Number granted	7,207,500	5,000,000
Number vested	7,207,500	5,000,000
Number exercised	7,207,500	-
Performance Milestone	N/A	N/A
Granted to	Employees	Directors & Employees

In each instance, Motio Ltd has issued performance rights.

Each performance right in class G & class H entitles the holder to convert into one fully paid ordinary share in the Company after the vesting date and prior to the expiry date. Class G vested immediately. Class H vested subject to continued employment till 01 July 2025.

The assessed fair values of the performance rights were determined using a Monte Carlo pricing model, taking into account the exercise price, term of performance rights, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the performance rights. The inputs to the model used were:

	Class G	Class H
Dividend yield	-	-
Expected volatility (%)	-	-
Risk-free interest rate (%)	-	-
Expected life of options (years)	2	3
Option exercise price (\$)	-	-
Share price at grant date (\$)	0.027	0.019
Value of performance rights (\$)	0.023	0.017
<b>Share based payment expense 1H26 (\$)</b>	-	-
<b>Share based payment expense 1H25 (\$)</b>	<b>165,773</b>	<b>42,030</b>

## Notes to the Condensed Consolidated Financial Statements

### b. Performance options granted that existed during the period are as follows:

	OPTIONS	
	MXOPU	MXOOPT9
<b>Tranche #</b>	N/A	N/A
Code	MXOPU	MXOOPT9
Grant date	11/12/2024	19/12/2025
Expiry date	30/11/2029	19/12/2027
Number granted	13,409,917	4,000,000
Number vested	1,512,903	2,000,000
Number exercised	-	-
Performance Milestone	90-day VWAP prior to YE Yr 1: \$0.033 Yr 2: \$0.0363 Yr 3: \$0.040	Continuation of Corporate advisory services
Granted to	Director	External

In each instance, Motio Ltd has issued performance options.

Class MXOPU: Each performance option will convert into ordinary shares of Motio Ltd upon achievement of the performance milestones. The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option.

Class MXOOPT9: Each performance option will convert into ordinary shares of Motio Ltd exercisable at \$0.10. The assessed fair values of the options were determined using a Black-Scholes pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option.

The inputs to the models used were:

	MXOPU	MXOOPT9
Dividend yield	-	-
Expected volatility (%)	130	74
Risk-free interest rate (%)	4.20	4.04
Expected life of options (years)	3	2
Option exercise price (\$)	-	0.0825
Share price at grant date (\$)	0.0280	0.0510
Value of performance rights (\$)	0.0235	0.0113
<b>Share based payment expense 1H26 (\$)</b>	<b>54,416</b>	<b>37,732</b>
<b>Share based payment expense 1H25 (\$)</b>	<b>16,388</b>	<b>-</b>

## Notes to the Condensed Consolidated Financial Statements

### c. Performance rights - Lapsed in 1H FY26

No performance rights lapsed in the period to 31 December 2025.

### d. Performance Options – Lapsed in 1H FY26

No performance options lapsed in the period to 31 December 2025.

### e. Options - Advisory mandate - 26 July 2023

Motio Ltd issued 10,000,000 options to an advisory firm, 4,000,000 with strike price of \$0.0525 and 3-year expiry and 6,000,000 with strike price \$0.07 and 4 year expiry period. These options were valued at the fair value determined by the advisory mandate at \$60,000 and recognised in full at their issue date for services provided relating to the year ended 30 June 2024. Share based payment expense for 1H26 is \$nil (2025: \$nil).

### f. Options as part of capital raise – MXOOPT8 – 4 November 2025

Motio issued 34,611,222 fully paid ordinary shares in the capital of the company. As part of this capital raise, 34,611,222 attaching 1-for-1 options were also issued, exercisable at \$0.10 expiring two years from the date of issue. The fair value of the options issued amounted to \$361,415 and is recognised as part of Reserves in the condensed consolidated statement of financial position.



# motio .play

Where Australia plays,  
and communities thrive.

motio play is a digital audience experience platform that bridges the gap between health care professionals and patients in medical centre waiting rooms, by providing high-quality information, communication and entertainment to those in the environment – across the biggest medical groups in Australia.



## Notes to the Condensed Consolidated Financial Statements

**16**

### Guarantees, Contingent Liabilities and Contingent Assets

Bank guarantee of \$77,452 (2025: \$77,452) is issued to lessor as part of the Group's lease obligation.

There were no other contingent liabilities or contingent assets noted for the Group for the half-year ended 31 December 2025.

**17**

### Events Occurring After the Reporting Period

No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect:

- i. the Group's operations, or
- ii. the results of those operations, or
- iii. the Group's state of affairs in future financial year.

## Directors' Declaration

In the opinion of the Directors of Motio Limited (the "Company"):

a) The attached condensed consolidated financial statements and notes set out on pages 9 to 26, are in accordance with the Corporations Act 2001 including:

i. giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the financial half-year ended on that date; and

ii. complying with the Australian Accounting Standard AASB134 Interim Financial Reporting and the Corporations Regulations 2001; and

iii. the financial statements also comply with International Financial Reporting Standards as disclosed in note 2 to the condensed consolidated financial statements; and

b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

On behalf of the Directors,



**Adam Cadwallader**  
CEO & Managing Director  
Sydney, New South Wales  
19 February 2026

iPhone

# AUSTRALIA'S BIGGEST SPORTS TEAM



**JOIN NOW**

\*Max. \$60 credit per transaction on eligible purchases. Offer ends 21/09/25  
Credit expires in 30 days. T&Cs apply. See website.

PCYC Commitment • R



ICE COLD

ES  
O

## INDEPENDENT AUDITOR'S REVIEW REPORT

nexia.com.au

To the members of Motio Limited

### Report on the Half-Year Financial Report

#### Conclusion

We have reviewed the accompanying half-year financial report of Motio Limited and its controlled entities ("the Group"), which comprises the condensed consolidated Statement of Financial Position as at 31 December 2025, the condensed consolidated Statement of Profit or Loss and Other Comprehensive Income, condensed consolidated Statement of Changes in Equity and condensed consolidated Statement of Cash Flows for the half-year ended on that date, notes comprising material accounting policy information and other explanatory information, and the Directors' Declaration.

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

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

#### Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & 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 annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

#### Responsibility of the Directors for the Financial Report

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

**Auditor's Responsibility for the Review of the Financial Report**

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

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

**Nexia Sydney Audit Pty Ltd****Stephen Fisher**

Director

Dated in Sydney on the 19<sup>th</sup> February 2026

L8, 140 Arthur Street  
North Sydney, 2060

motio