

PE Aristotle Holding II Limited

Company number 14756087 (England and Wales)

Annual Report - 31 December 2024

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PE Aristotle Holding II Limited
Corporate directory
31 December 2024

Directors	I M S Downie E M Kalawski M A Sigler
Company secretary	J Holland
Company number	14756087 (England and Wales)
Registered office	280 Bishopsgate London, EC2M 4AG
Auditor	Ernst & Young LLP 1 More London Place London SE1 2AF

PE Aristotle Holding II Limited
Strategic report
31 December 2024

The directors present their strategic report for PE Aristotle Holding II Limited (referred to hereafter as the 'Company') and its subsidiaries for the year ended 31 December 2024 (collectively, the 'Group')

Principal activities

During the financial year the principal activities of the Group consisted in the manufacture and distribution of windows, doors, shower screens and wardrobes

Review of operations

The Company was incorporated on 24 March 2023. The Group's current financial statements are from 1 January 2024 to 31 December 2024. The previous corresponding reporting period is for 9 months period since incorporation, therefore the results are not directly comparable.

The Group is a leading Australasian manufacturer and supplier of windows, doors, shower screens and wardrobes. Across its businesses, the Group directly employs approximately 4,200 people and maintains over 40 manufacturing or retail outlets in the region.

The Group operates in a highly competitive market that is constantly innovating. The business strategy relies upon the following key elements:

- Efficient manufacturing and distribution processes so that time between order and delivery is minimal
- Customer contact points. Retail outlets have served as the primary customer contact point
- Innovative product. The Group's research and development teams continue to strive to produce better products through listening and analysing the needs of its growing customer base, building regulators, and identifying trends in international markets
- Key relationships with local and overseas suppliers, employees and diverse customer base

The continued implementation of strategies to ensure that the business is capable of supporting growth objectives, whilst maintaining a focus on both innovation and profitability across its divisions, will benefit its investment partners through continued equity growth.

The loss for the Group after providing for income tax amounted to 10,140,000 Australian Dollars ('A\$')(2023 loss after income tax of A\$4,306,000)

The Group has undertaken a significant restructuring to streamline business structures and processes, aiming to enhance efficiency. Over the year, total spending on these restructuring initiatives amounted to A\$30,676,000. Additionally, acquisition expenses totalling A\$3,322,000 were incurred this year, stemming from the Jeld-Wen business combination completed last year. Before accounting for these one-time costs, the Group achieved a profit of A\$23,858,000, with a net profit margin of 2.87% for the year. Restructuring initiatives are expected to significantly enhance the Group's profitability and cash flow in the coming years. Management remains optimistic about the Group's future outlook.

Financial key performance Indicators

The key financial and other performance indicators during the period were as follows:

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Revenue	831,247	450,683
Loss after income tax benefit for the year	(10,140)	(4,306)
Net cash from operating activities	<u>47,347</u>	<u>49,689</u>

Principal risks and uncertainties

The following is a summary of material business risks that could adversely affect the Group's financial performance and growth potential in future years and how it is proposed that these risks be mitigated:

Competitive risks

The Group operates in a highly competitive market. Innovation is constant. Aesthetic product is demanded or, at a minimum, extremely well regarded. The Group manages this risk through maintaining product development teams who are highly experienced and remain abreast of latest regulatory direction, latest technological advances and implications for the Group's

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current and future products. The Group also continues to invest in its brands which are well regarded within the Australasia region.

The Group's strategy to expand its business customer base includes the expansion of online strategy.

Environmental risks

The Group is subject to significant environmental regulation in respect of its manufacturing activities. The relevant authorities are kept updated and, to the best of the directors' knowledge and belief, all responsibilities under the regulations have been discharged and there have been no breaches of any environmental regulation.

Operational risks

Being a manufacturer, the main risk for the Group, and therefore the focus of management, is stock management. Stock and stock turn is continually monitored to identify the risk of slow moving stock before it becomes completely obsolete.

Cyber security and data privacy

A successful cyber-attack could compromise the technology platforms used by the Group and could result in the ex-filtration and loss of information or breach of data privacy laws and/or customer agreements. A security operations team is in place that actively monitors the Group's logical environment for malicious activity. Information security and data privacy policies and processes are in place in line with international cyber-security standards. Regular penetration testing, vulnerability management controls and patching of all critical IT assets are in place. Training in data privacy and security is conducted on a recurring basis.

Financial risks

The Group's activities expose it to a variety of financial risks. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Exposure to price, credit, liquidity and cash flow risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Company and the wider Group has an experienced credit team that operates within a robust credit policy and delegated lending authority framework.

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable. The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Likely future developments

As the economic environment continues to improve and the new higher margin products being sold, management is confident that the prospects of the Group will continue to improve in the foreseeable future.

Section 172(1) statement

The directors act in good faith to continually balance the success of the Group and the rewards to its shareholders against many other factors, including ensuring that

- Business is conducted morally and ethically, in line with the Group's code of conduct,
- Short-term gains do not have an adverse consequence on the Group's long-term strategy, success and benefits,
- Employee welfare, training and interests are taken care of,
- Customer and supplier relationships are strong, mutually beneficial and comply with the Group's policies (such as anti-bribery and corruption, anti-slavery and human trafficking and corporate social responsibility), and
- Any community and environmental impacts as a result of the Group's operations are considered.

PE Aristotle Holding II Limited
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31 December 2024

During the financial year, the Group

- Acted on feedback from its customers,
- Continued its employee safety training programs, and
- Continued its research and development on energy efficient products

The directors have discharged their duties under section 172(1) in a way that they considered, in good faith, is most likely to promote the success of the Group for the benefit of its shareholders as a whole, having regard to the likely consequences of any decision in the long term and the broader interests of other stakeholders, as required by the Act. In doing so, the directors have considered, amongst other matters

- The likely long-term consequences of their decisions,
- The interests of the Group's employees,
- The need to foster the Group's business relationships with suppliers, customers and others,
- The impact of the Group's operations on the community and the environment,
- The desire to maintain the Group's reputation for high standards of business conduct, and
- The need to act fairly between members of the Group

Stakeholder engagement

This section of the Strategic Report describes how the directors have had regard to the matters set out in section 172(1). The below table sets out the key stakeholders of the Group and how the Group (referred to below as 'we' or 'our') engage with them.

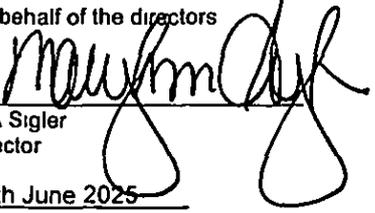
Who are our stakeholders and why we focus on them	How do we engage with them	What do they tell us	How do we respond to them
<i>Customers</i> Our customers are central to our business -without them, we would not exist	We engage with our customers in a number of ways, from face to face and virtual interactions to our online order enquiry system	They tell us what products and associated services they want, what we are doing well and whether we are meeting their needs	We adjust our product and service offerings based on customer feedback
<i>Suppliers</i> Our suppliers are key in ensuring we meet the needs of our customers and are able to provide them with quality products at competitive prices	We engage with our suppliers in a number of ways, from face to face and virtual interactions to emails and phone calls. We work closely with our strategic suppliers to ensure reliable supply of product and services to our customers	How we work well together and where improvements can be made. They keep us up to date with new products and any changes in the supply chains	The information we get from our suppliers assists us in making informed decisions regarding our supply chain
<i>Employees</i> Our people are critical to the business achieving its full potential	We interact with our colleagues in a safe, welcoming and diverse workplace. We provide a fast and dynamic way to keep everyone included and up to date. We conduct employee surveys and have town halls at various levels to inform and seek feedback	What they are happy with in the workplace, both physical and virtual. What can be improved and how. They let us know what their concerns are and exchange ideas on how things can be done differently	Initiatives are made to the workplace to improve safety, productivity, customer satisfaction, product availability and ensure the success of the business as well as creating positive economic, environmental and social change in the broader community

PE Aristotle Holding II Limited
Strategic report
31 December 2024

Who are our stakeholders and why we focus on them	How do we engage with them	What do they tell us	How do we respond to them
<i>Investors</i> Delivering to our investors ensures that the business continues to be successful in the long term	Our investors interact with us on various levels, from decision making at a strategic level to regular communication on an operational level	Discussions with our investors included, •Drivers of sustainable improvement in Group returns, •The macro-economic environment and headwinds to the delivery of our strategy and targets, and •Opportunities to drive efficiencies in the Group's operations	Adjustments to our strategic goals are made as a result of our discussions with our investors

This report is made in accordance with a resolution of directors

On behalf of the directors

WSS 

M A Sigler
Director

25th June 2025
Date

PE Aristotle Holding II Limited
Directors' report
31 December 2024

The directors present their report, together with the financial statements, for PE Aristotle Holding II Limited (referred to hereafter as the 'Company') and its subsidiaries for the year ended 31 December 2024 (collectively, the 'Group')

The Company was incorporated on 24 March 2023 and commenced operations in July 2023. The Group's current financial statements are from 1 January 2024 to 31 December 2024. The previous corresponding reporting period is for 9 months period since incorporation, therefore the results are not directly comparable.

Directors

The following persons were directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

I M S Downie
E M Kalawski
M A Sigler

Dividends

There were no dividends paid or declared during the current or previous financial year.

Significant changes in the state of affairs

PE Aristotle Holding Limited and Platinum Equity Capital QIQ Partners International VI (Cayman) L P subscribed for 230 0 million Australian dollars ('A\$') of ordinary shares in the Company. The promissory note of A\$230 0 million used for the subscription of these shares was used to satisfy the shareholder loan from the related party that was included in current liabilities as at 31 December 2023. Refer to note 16 and note 20 of the notes to the consolidated financial statements for further details.

There were no other significant changes in the state of affairs of the Group during the financial period.

Review of operations

The loss for the Group after providing for income tax amounted to A\$10,140,000 (31 December 2023: A\$4,306,000).

Information on the review of operations is disclosed in the strategic report.

Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business. As at 31 December 2024, the Group incurred a net loss after tax of A\$10,140,000 (2023: Net loss after tax of A\$4,306,000) and generated net cash flow from operating activities of A\$47,347,000 (2023: A\$49,689,000).

As at 31 December 2024, the Group had net current assets of A\$133,071,000 (2023: Net current liabilities of A\$102,341,000) and had unused financing facilities of A\$88,066,000 (2023: A\$87,326,000). The bank loan facility matures on 30 June 2028, as detailed in note 16 of the notes to the consolidated financial statements.

The directors have prepared cashflow forecasts for the Group which reflect an assessment of current and future market conditions and their impact on the Group's future trading performance. The directors have conducted a sensitivity analysis on its forecasted trading performance and cash flows to assess the likelihood of liquidity constraints or covenant breaches under various downside scenarios. Several downside scenarios have been modelled, including decline in revenue, increase in operating costs, unfavourable exchange rate movements and a higher interest rate environment.

On the basis of the exercise described above, the directors believe that it would require an unreasonable downside scenario for the Group to experience liquidity issues or covenant breaches. Furthermore, they are confident that the Group has adequate resources to continue in operational existence and will be able to meet its commitments as and when they fall due for the going concern period which extends to 30 June 2026 from the date of signing of these accounts. Accordingly, the directors have prepared the financial statements on a going concern basis.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely future developments

Information on likely future developments of the Group is disclosed in the strategic report.

PE Aristotle Holding II Limited
Directors' report
31 December 2024

Streamlined Energy and Carbon Reporting (SECR)

The Group is exempt from reporting under the SECR requirements on the basis being a low-energy user and having less than 40,000 kWh of energy consumption in the United Kingdom for the reporting period

Charitable and political donations

No charitable or political donations were made during the year

Employees

The Group gives full consideration to employment applications from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion

Where existing employees become disabled, it is the Group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim. Refer to 'Section 172(1) statement' within the strategic report for further information

Business relationships

The Group fosters business relationships with its customers by acting on feedback from its customer focus groups, reducing the delivery timeframes and offering advanced technology that customers desire

The Group fosters business relationships with its suppliers by working together to develop new products, ensuring the relationship is mutually beneficial and paying invoices in accordance with the terms of supply (generally within 65 days of recognition). Refer to 'Section 172(1) statement' within the strategic report for further information impacting suppliers, customers and other stakeholders

Indemnity of directors

The Company has indemnified the directors of the Company for costs incurred, in their capacity as a director, for which they may be held personally liable, except where there is a lack of good faith

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Group's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

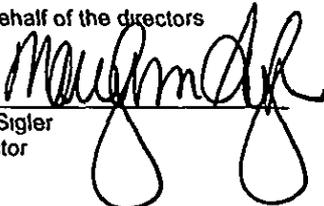
Auditor

The auditor Ernst & Young LLP continues in office

This report is made in accordance with a resolution of directors

On behalf of the directors

WZB


M A Sigler
Director

25th June 2025

Date

PE Aristotle Holding II Limited
Directors' responsibilities statement
31 December 2024

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of PE Aristotle Holding II Limited (the 'Company') and its subsidiaries (collectively, the 'Group') and the profit or loss of the Group for that year.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PE Aristotle Holding II Limited
Independent auditor's report to the members of PE Aristotle Holding II Limited
31 December 2024

Opinion

We have audited the financial statements of PE Aristotle Holding II Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the consolidated and parent company statement of profit or loss and other comprehensive income, the consolidated and parent company statement of financial position, the consolidated and parent company statement of cash flows, the consolidated and parent company statement of changes in equity and the related notes 1 to 34, including material accounting policy information for the consolidated accounts and note 1 to 13, including material accounting policy information for the parent company accounts. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 December 2024 and of the group's and parent company's loss for the year then ended,
- the financial statements have been properly prepared in accordance with UK adopted international accounting standards,
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 30 June 2026.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company'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 group or the parent company or to cease operations, or have no realistic alternative but to do so

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 ISAs (UK) 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 these financial statements

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management

Our approach was as follows

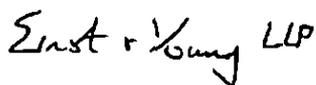
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (International Accounting Standards and the Companies Act 2006) and the relevant tax compliance regulations and data protection legislation in the United Kingdom
- We understood how PE Aristotle Holding II Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance. We corroborated our enquiries through our

- review of board minutes and papers provided to those charged with governance, as well as consideration of the results of our audit procedures over the Company's financial statements
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by obtaining an understanding through discussions with management of fraud risk areas. We considered the programmes and controls that the Company has established to address risk identified, or that otherwise prevent, deter and detect fraud, and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk which were designed to provide reasonable assurance that the financial statements were free from material misstatement, whether due to fraud or error. We tested specific transactions back to source documentation or independence confirmation as appropriate.
 - Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved journal entry testing, with a focus on manual non-standard journals and journals indicating large or unusual transaction identified by specific risk criteria based on our understanding of the business, enquiries of those responsible for legal and compliance of the Company and management, and focused testing. In addition, we completed procedures to conclude on the compliance of the disclosures in the annual report and accounts with all applicable requirements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Philip Young (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
26 June 2025

PE Aristotle Holding II Limited
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PE Aristotle Holding II Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 31 December 2024

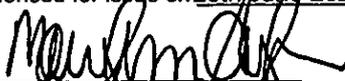
		Consolidated	
	Note	Year ended 31 Dec 2024 A\$'000	Period ended 31 Dec 2023 A\$'000
Revenue from contracts with customers	4	831,247	450,683
Other income	5	4,529	503
Interest revenue		2,865	777
Expenses			
Raw materials and consumables used		(286,272)	(160,454)
Freight out expenses		(28,704)	(15,353)
Employee benefits expense	7	(285,761)	(145,884)
Contractor cost		(38,970)	(21,038)
Depreciation and amortisation expense	6	(55,499)	(29,741)
Repairs and maintenance		(18,002)	(9,317)
IT expenses		(15,504)	(3,778)
Utilities and insurance		(17,700)	(9,071)
Rental expense	6	(2,623)	(851)
Advertising expense		(6,735)	(4,316)
Other sales and marketing expenses		(1,898)	(974)
Acquisition expense on business combinations		(3,322)	(20,552)
Restructuring expenses		(30,676)	(19,937)
Other expenses		(25,924)	(6,445)
Finance costs	6	(30,595)	(15,817)
Loss before income tax (expense)/benefit		(9,544)	(11,565)
Income tax (expense)/benefit	9	(596)	7,259
Loss after income tax (expense)/benefit for the year attributable to the owners of PE Aristotle Holding II Limited	22	(10,140)	(4,306)
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Actuarial gain/(loss) on defined benefit plans, net of tax		84	(215)
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		4,440	(656)
Other comprehensive income for the year, net of tax		4,524	(871)
Total comprehensive loss for the year attributable to the owners of PE Aristotle Holding II Limited		<u>(5,616)</u>	<u>(5,177)</u>

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

PE Aristotle Holding II Limited
Consolidated statement of financial position
As at 31 December 2024

	Note	Consolidated	
		31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
Assets			
Current assets			
Cash and cash equivalents		93,178	93,920
Trade and other receivables	10	88,341	101,787
Inventories	11	98,326	94,362
Income tax refund due	9	5,960	6,133
Prepayments		12,678	12,064
Total current assets		298,483	308,266
Non-current assets			
Property, plant and equipment	12	117,001	126,643
Right-of-use assets	13	182,187	195,816
Intangible assets	14	91,460	95,487
Deferred tax assets	9	16,687	13,137
Total non-current assets		407,335	431,083
Total assets		705,818	739,349
Liabilities			
Current liabilities			
Trade and other payables	15	89,008	98,211
Contract liabilities		10,499	12,510
Borrowings	16	10,539	242,600
Lease liabilities	17	18,174	21,720
Provisions	18	37,192	35,566
Total current liabilities		165,412	410,607
Non-current liabilities			
Borrowings	16	144,378	152,856
Lease liabilities	17	169,778	175,481
Provisions	18	3,416	2,729
Retirement benefit obligations	19	3,627	2,853
Total non-current liabilities		321,199	333,919
Total liabilities		486,611	744,526
Net assets/(liabilities)		219,207	(5,177)
Equity			
Contributed equity	20	230,000	-
Reserves	21	3,653	(871)
Accumulated losses	22	(14,446)	(4,306)
Total equity/(deficiency)		219,207	(5,177)

The financial statements of PE Aristotle Holding II Limited (company number 14756087) were approved by the directors and authorised for issue on 25th June 2025

WRB

M A Sigler
Director
25th June 2025
Date

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

PE Aristotle Holding II Limited
Consolidated statement of changes in equity
For the year ended 31 December 2024

Consolidated	Contributed equity A\$'000	Reserves A\$'000	Accumulated losses A\$'000	Total deficiency in equity A\$'000
Balance at 24 March 2023	-	-	-	-
Loss after income tax benefit for the year	-	-	(4,306)	(4,306)
Other comprehensive loss for the year, net of tax	-	(871)	-	(871)
Total comprehensive loss for the year	-	(871)	(4,306)	(5,177)
Balance at 31 December 2023	-	(871)	(4,306)	(5,177)

Consolidated	Contributed equity A\$'000	Reserves A\$'000	Accumulated losses A\$'000	Total equity A\$'000
Balance at 1 January 2024	-	(871)	(4,306)	(5,177)
Loss after income tax expense for the year	-	-	(10,140)	(10,140)
Other comprehensive income for the year, net of tax	-	4,524	-	4,524
Total comprehensive income for the year	-	4,524	(10,140)	(5,616)
<i>Transactions with owners in their capacity as owners</i>				
Contributions of equity, net of transaction costs (note 20)	230,000	-	-	230,000
Balance at 31 December 2024	230,000	3,653	(14,446)	219,207

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

PE Aristotle Holding II Limited
Consolidated statement of cash flows
For the year ended 31 December 2024

Note	Consolidated	
	Year ended 31 Dec 2024 A\$'000	Period ended 31 Dec 2023 A\$'000
Cash flows from operating activities		
	920,257	536,721
	(848,478)	(463,335)
	2,865	777
	4,962	124
	(28,534)	(14,786)
	7,258	-
	(10,983)	(9,812)
	<u>47,347</u>	<u>49,689</u>
Cash flows from investing activities		
31	-	(582,030)
12	(12,010)	(4,458)
14	(3,292)	(2,266)
	913	250,000
	<u>(14,389)</u>	<u>(338,754)</u>
Cash flows from financing activities		
	-	173,700
33	(12,600)	-
16	-	230,000
	-	(9,275)
10	-	(257)
10	257	-
33	(21,357)	(11,183)
	<u>(33,700)</u>	<u>382,985</u>
	(742)	93,920
	<u>93,920</u>	<u>-</u>
	<u>93,178</u>	<u>93,920</u>

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

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

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PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 1 General information

The financial statements cover PE Aristotle Holding II Limited as a group consisting of PE Aristotle Holding II Limited (the 'Company') and the entities it controlled at the end of, or during, the year (collectively referred to as the 'Group') The financial statements are presented in Australian dollars (sometimes referred to as 'A\$'), which is the Company's functional and presentation currency

The Company is a company limited by shares, incorporated and domiciled in England, in the United Kingdom Its registered office and principal place of business is

280 Bishopsgate
London, EC2M 4AG

The Company is indirectly owned by certain investment vehicles advised by Platinum Equity Advisors, LLC The immediate parent undertaking during the year was Platinum Equity Capital QIQ Partners International VI (Cayman), L P

A description of the nature of the Group's operations and its principal activities are included in the strategic report

Note 2 Material accounting policy information

The accounting policies that are material to the Group are set out below The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Financial Reporting Council that are mandatory for the current reporting period The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted

Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business As at 31 December 2024, the Group incurred a net loss after tax of A\$10,140,000 (2023 Net loss after tax of A\$4,306,000) and generated net cash flow from operating activities of A\$47,347,000 (2023 A\$49,689,000)

As at 31 December 2024, the Group had net current assets of A\$133,071,000 (2023 Net current liabilities of A\$102,341,000) and had unused financing facilities of A\$88,066,000 (2023 A\$87,326,000) The bank loan facility matures on 30 June 2028, as detailed in note 16 of the notes to the consolidated financial statements

The directors have prepared cashflow forecasts for the Group which reflect an assessment of current and future market conditions and their impact on the Group's future trading performance The directors have conducted a sensitivity analysis on its forecasted trading performance and cash flows to assess the likelihood of liquidity constraints or covenant breaches under various downside scenarios Several downside scenarios have been modelled, including decline in revenue, increase in operating costs, unfavourable exchange rate movements and a higher interest rate environment

On the basis of the exercise described above, the directors believe that it would require an unreasonable downside scenario for the Group to experience liquidity issues or covenant breaches Furthermore, they are confident that the Group has adequate resources to continue in operational existence and will be able to meet its commitments as and when they fall due for the going concern period which extends to 30 June 2026 from the date of signing of these accounts Accordingly, the directors have prepared the financial statements on a going concern basis

Basis of preparation

These financial statements have been prepared in accordance with the UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006, as appropriate for for-profit oriented entities

Historical cost convention

The financial statements have been prepared under the historical cost convention, unless otherwise stated

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 2 Material accounting policy information (continued)

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities within the Group as at 31 December 2024 and the results of all subsidiaries of the Company for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency

Foreign currency transactions

Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group identifies the contract with a customer, identifies the performance obligations in the contract, determines the transaction price which takes into account estimates of variable consideration and the time value of money, allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered, and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates

Note 2 Material accounting policy information (continued)

are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of goods

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits, or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities, and they relate to the same taxation authority on either the same taxable entity or different taxable entities which intend to settle simultaneously or on a net basis.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 60 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 2 Material accounting policy information (continued)

Other receivables are recognised at amortised cost, less any allowance for expected credit losses

Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit (if any) is stated at the lower of cost and net realisable value. Cost comprises purchase and delivery costs, net of rebates and discounts received or receivable.

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

Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land and construction in progress) over their expected useful lives as follows:

Buildings	25 years
Leasehold improvements	3 - 15 years
Plant and equipment	5 - 15 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Construction in progress is not depreciated until it is ready for use, that is, when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Note 2 Material accounting policy information (continued)

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of 20 years.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of 8 to 15 years.

Customer relationships

Costs associated with customer relationships are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of 10 years.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit. Non-financial assets other than goodwill that suffer an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 65 days of recognition.

Contract liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 2 Material accounting policy information (continued)

occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are re-measured if there is a change in the following: future lease payments arising from a change in an index or a rate used, residual guarantee, lease term, certainty of a purchase option and termination penalties. When a lease liability is re-measured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Finance costs

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

Provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high-quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Retirement benefit obligations

All employees of the Group are entitled to benefits from the Group's superannuation plan on retirement, disability or death. The Group has a defined benefit section and a defined contribution section. The defined benefit section provides defined lump sum benefits based on years of service and final average salary. The defined contribution section receives fixed contributions from entities in the Group and the Group's legal or constructive obligation is limited to these contributions.

A liability or asset in respect of defined benefit superannuation plans is recognised in the consolidated statement of financial position and is measured at the present value of the defined benefit obligation at the reporting date less the fair value of the superannuation fund's assets at that date and any unrecognised past service cost. The present value of the defined benefit obligation is based on expected future payments which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the reporting date on high-quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised, in the period in which they occur, in other comprehensive income.

Note 2. Material accounting policy information (continued)

Past service costs are recognised immediately in profit or loss, unless the changes to the superannuation fund are conditional on the employees remaining in service for a specified period of time ('the vesting period'). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Rounding of amounts

Amounts in this report have been rounded off to the nearest thousand dollars, or in certain cases, the nearest dollar.

Comparatives

Comparatives have been reclassified where necessary to align with the current year presentation. There was no effect on the net profit for the comparative period.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 31 December 2024. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

International Financial Reporting Standard 18 'Presentation and Disclosure in Financial Statements'

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The standard replaces International Accounting Standard ('IAS') 1 'Presentation of Financial Statements', although many of the requirements have been carried forward unchanged and is accompanied by limited amendments to the requirements in IAS 7 'Statement of Cash Flows'. The standard requires income and expenses to be classified into five categories: 'Operating' (residual category if income and expenses are not classified into another category), 'Investing', 'Financing', 'Income taxes' and 'Discontinued operations'. The standard introduces two mandatory sub-totals: 'Operating profit' and 'Profit before finance and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides an enhanced guidance on how to organise and group information (aggregation and disaggregation) in the financial statements and whether to provide it in the primary financial statements or in the notes. The Group will adopt this standard from 1 January 2027 and it is expected that there will be significant change in the layout of the statement of profit or loss.

Note 3 Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Goodwill

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 3 Critical accounting judgements, estimates and assumptions (continued)

Income tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Leasing (refer to accounting policy in note 2) - lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations, comparison of terms and conditions to prevailing market rates, incurrence of significant penalties, existence of significant leasehold improvements, and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Leasing (refer to accounting policy in note 2) - incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Note 4 Revenue from contracts with customers

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Sale of goods	<u>831,247</u>	<u>450,683</u>

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Major product lines</i>		
Windows	467,157	266,395
Doors	271,818	134,244
Wardrobes and shower screens	80,494	43,999
Other product revenue	<u>11,778</u>	<u>6,045</u>
	<u>831,247</u>	<u>450,683</u>
<i>Geographical regions</i>		
Australia	760,124	424,588
Rest of the world	<u>71,123</u>	<u>26,095</u>
	<u>831,247</u>	<u>450,683</u>
<i>Timing of revenue recognition</i>		
Goods transferred at a point in time	<u>831,247</u>	<u>450,683</u>

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 5 Other income

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Net foreign exchange gain	643	258
Net (loss)/gain on disposal of property, plant and equipment	(433)	-
Other income	4,319	245
	<u>4,529</u>	<u>503</u>

Note 6 Expenses

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Loss before income tax includes the following specific expenses		
Raw materials and consumables used	286,272	160,454
<i>Depreciation</i>		
Buildings	695	807
Leasehold improvements	456	479
Plant and equipment	21,146	11,898
Property right-of-use assets	20,958	10,584
Equipment right-of-use assets	811	353
Motor vehicles right-of-use assets	3,968	1,945
Total depreciation	<u>48,034</u>	<u>26,066</u>
<i>Amortisation</i>		
Patents and trademarks	1,449	710
Software	4,636	2,275
Customer relationships	1,380	690
Total amortisation	<u>7,465</u>	<u>3,675</u>
Total depreciation and amortisation	<u>55,499</u>	<u>29,741</u>
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	15,826	8,942
Interest and finance charges paid/payable on lease liabilities	14,679	6,875
Loss on debt extinguishment	90	-
Finance costs expensed	<u>30,595</u>	<u>15,817</u>
<i>Leases</i>		
Short-term lease payments	901	343
Low-value assets lease payments	78	86
Contingent rentals	1,644	422
	<u>2,623</u>	<u>851</u>

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Note 7 Average number of employees and employee benefits expenses

The average number of employees during the year was as follows

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
Manufacturing	3,027	2,934
Retailing	353	344
Distribution	275	272
Administration	549	653
	<u>4,204</u>	<u>4,203</u>

Average number of employees

The employee benefits expense during the year was as follows

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Wages and salaries	261,651	134,203
Social security costs (defined contribution superannuation expense)	23,053	11,537
Other pension costs (defined benefit expense - note 19)	1,057	144
	<u>285,761</u>	<u>145,884</u>

Total employee benefits expense

Note 8 Directors' remuneration

The directors received no remuneration from the Group

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Note 9. Income tax

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Income tax expense/(benefit)</i>		
Current tax	2,060	(134)
Deferred tax - origination and reversal of temporary differences	(4,255)	(7,388)
Current tax adjustments recognised for prior periods	2,080	1,137
Deferred tax - adjustment recognised for prior periods	711	(874)
	<u>596</u>	<u>(7,259)</u>
<i>Numerical reconciliation of income tax benefit and tax at the statutory rate*</i>		
Loss before income tax (expense)/benefit	<u>(9,544)</u>	<u>(11,565)</u>
Tax at the statutory tax rate of 25% (2023 24 85%)	(2,386)	(2,874)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income		
Amortisation of intangibles	-	(3,558)
Entertainment expenses	101	98
Foreign operations losses not recognised as an asset	227	3
Foreign operations (Asia) Controlled Foreign Company income	-	(2)
Research and development tax incentive	(97)	(237)
Capital Gain Tax gain	-	254
Sundry items	1,100	(919)
	<u>(1,055)</u>	<u>(7,235)</u>
Difference in overseas tax rates	(1,140)	(287)
Adjustments recognised for prior periods	<u>2,791</u>	<u>263</u>
Income tax expense/(benefit)	<u>596</u>	<u>(7,259)</u>

* The statutory rate above represents the blended tax rate for the period

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Note 10. Trade and other receivables (continued)

Allowance for expected credit losses

The Group has recognised a loss of A\$1,664,000 (2023 A\$153,000) in profit or loss in respect of impairment of receivables for the year ended 31 December 2024

The ageing of the receivables and allowance for expected credit losses provided for above are as follows

Consolidated	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	%	%	A\$'000	A\$'000	A\$'000	A\$'000
Not overdue	0.2%	-	70,875	63,845	140	-
0 to 3 months overdue	1.8%	-	17,557	34,124	315	-
3 to 6 months overdue	54.8%	50.0%	476	5,504	261	2,752
Over 6 months overdue	90.0%	88.0%	320	6,604	288	5,795
			<u>89,228</u>	<u>110,077</u>	<u>1,004</u>	<u>8,547</u>

Movements in the allowance for expected credit losses are as follows

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Opening balance	8,547	-
Additional provisions recognised	1,664	153
Additions through business combinations	-	8,934
Unused amounts reversed	(9,207)	(540)
Closing balance	<u>1,004</u>	<u>8,547</u>

Note 11 Inventories

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current assets</i>		
Raw materials	73,467	74,516
Less Provision for impairment	(3,644)	(2,349)
	<u>69,823</u>	<u>72,167</u>
Finished goods and work in progress	<u>28,503</u>	<u>22,195</u>
	<u>98,326</u>	<u>94,362</u>

The cost of inventories recognised as an expense includes A\$1,261,000 (2023 A\$481,000) in respect of write-down of inventory to net realisable value

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Note 12 Property, plant and equipment

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Non-current assets</i>		
Land - at cost	4,333	4,012
Buildings - at cost	21,932	20,166
Less Accumulated depreciation	(2,736)	(807)
	<u>19,196</u>	<u>19,359</u>
Leasehold improvements - at cost	3,242	2,952
Less Accumulated depreciation	(749)	(479)
	<u>2,493</u>	<u>2,473</u>
Plant and equipment - at cost	110,712	109,300
Less Accumulated depreciation	(26,411)	(11,898)
	<u>84,301</u>	<u>97,402</u>
Construction in progress - at cost	6,678	3,397
	<u>117,001</u>	<u>126,643</u>

Reconciliations

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

Consolidated	Land	Buildings	Leasehold	Plant and	Construction	Total
	A\$'000	A\$'000	improvements	equipment	in progress	A\$'000
	A\$'000	A\$'000	A\$'000	A\$'000	A\$'000	A\$'000
Balance at 24 March 2023	-	-	-	-	-	-
Additions	-	-	-	-	4,458	4,458
Additions through business combinations (note 31)	108,286	161,881	2,357	110,907	3,816	387,247
Disposals	(104,103)	(140,565)	-	(5,332)	-	(250,000)
Exchange differences	(171)	(1,613)	-	(94)	-	(1,878)
Depreciation expense	-	(807)	(479)	(11,898)	-	(13,184)
Transfers in/(out)	-	463	595	3,819	(4,877)	-
Balance at 31 December 2023	4,012	19,359	2,473	97,402	3,397	126,643
Additions	-	-	-	-	12,010	12,010
Disposals	-	(567)	(10)	(769)	-	(1,346)
Impairment	-	-	-	(680)	-	(680)
Transfers in/(out)	-	69	474	8,217	(8,760)	-
Exchange differences	321	1,030	12	1,277	31	2,671
Depreciation expense	-	(695)	(456)	(21,146)	-	(22,297)
Balance at 31 December 2024	<u>4,333</u>	<u>19,196</u>	<u>2,493</u>	<u>84,301</u>	<u>6,678</u>	<u>117,001</u>

Sale and lease back of land and buildings

On 17 July 2023, the Group sold its Australian land and building to Charter Hall, an Australian property development and funds management entity, for consideration of A\$250 million. Subsequent to the sale, the Group entered into a lease agreement with Charter Hall to lease back the land and buildings for a period of 20 years with options to extend for a further 20 year period. Refer to note 13 for further details.

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Note 13 Right-of-use assets

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Non-current assets</i>		
Right-of-use assets	260,868	208,698
Less Accumulated depreciation	<u>(78,681)</u>	<u>(12,882)</u>
	<u><u>182,187</u></u>	<u><u>195,816</u></u>

The Group has entered into the following lease transactions which are capitalised as right-of-use assets

- Lease of land and buildings for its offices, warehouses and retail outlets with Charter Hall for a period of 20 years with an option to extend for two terms of 10 years each,
- Lease of land and buildings for its offices, warehouses and retail outlets from other providers for a period 2 to 10 years,
- Lease of office equipment for a period of 2 to 6 years, and
- Lease of motor vehicles for a period of 2 to 5 years

The Group leases office equipment under agreements of 3 years or less. These leases are either short-term or low-value, so have been expensed as incurred and not capitalised as right-of-use assets.

Reconciliations

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

Consolidated	Property lease A\$'000	Equipment A\$'000	Motor vehicles A\$'000	Total A\$'000
Balance at 24 March 2023	-	-	-	-
Additions	149,100	681	2,913	152,694
Additions through business combinations (note 31)	45,347	1,554	6,946	53,847
Other adjustments	2,157	-	-	2,157
Depreciation expense	<u>(10,584)</u>	<u>(353)</u>	<u>(1,945)</u>	<u>(12,882)</u>
Balance at 31 December 2023	186,020	1,882	7,914	195,816
Additions	1,825	904	4,505	7,234
Lease modification	5,043	3	560	5,606
Other adjustments	(117)	(2)	(613)	(732)
Depreciation expense	<u>(20,958)</u>	<u>(811)</u>	<u>(3,968)</u>	<u>(25,737)</u>
Balance at 31 December 2024	<u><u>171,813</u></u>	<u><u>1,976</u></u>	<u><u>8,398</u></u>	<u><u>182,187</u></u>

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Note 14 Intangible assets

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Non-current assets</i>		
Goodwill - at cost	13,284	13,284
Patents and trademarks - at cost	24,500	24,500
Less Accumulated amortisation	(2,159)	(710)
	<u>22,341</u>	<u>23,790</u>
Software - at cost	51,026	47,578
Less Accumulated amortisation	(6,921)	(2,275)
	<u>44,105</u>	<u>45,303</u>
Customer relationships - at cost	13,800	13,800
Less Accumulated amortisation	(2,070)	(690)
	<u>11,730</u>	<u>13,110</u>
	<u>91,460</u>	<u>95,487</u>

Reconciliations

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

Consolidated	Goodwill	Patents and	Software	Customer	Total
	A\$'000	trademarks	A\$'000	relationships	A\$'000
	A\$'000	A\$'000	A\$'000	A\$'000	A\$'000
Balance at 24 March 2023	-	-	-	-	-
Additions	-	-	2,266	-	2,266
Additions through business combinations (note 31)	13,284	24,500	45,300	13,800	96,884
Exchange differences	-	-	12	-	12
Amortisation expense	-	(710)	(2,275)	(690)	(3,675)
Balance at 31 December 2023	13,284	23,790	45,303	13,110	95,487
Additions	-	-	3,292	-	3,292
Exchange differences	-	-	146	-	146
Amortisation expense	-	(1,449)	(4,636)	(1,380)	(7,465)
Balance at 31 December 2024	<u>13,284</u>	<u>22,341</u>	<u>44,105</u>	<u>11,730</u>	<u>91,460</u>

Impairment test for goodwill

Goodwill is monitored by the Group at the cash-generating unit ("CGU") level, which is tested at least annually for impairment using approved budgets for sales and EBITDA ('Earnings Before Interest, Taxes, Depreciation, and Amortisation') for the first year of assessment, followed by projections using a long term growth rate determined based on judgement of the years after. The growth rates do not exceed the long-term average growth rates for the industry in which each CGU operates. Projections of capital expenditures in the first year are based on approved expenditures, and then based on historical experience for the years thereafter.

The management considers both the internal and external factors for the Group in impairment testing, such as growth projections, plans to restructure and competitor analysis.

The Group performs a sensitivity analysis to assess the impact of changes in key assumptions such as interest rates and exchange rates on the impairment test results.

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Note 14 Intangible assets (continued)

In comparing the current year's sales performance to the sales forecast determined in the purchase price allocation ('PPA'), the results did not indicate a risk of impairment. Also, industry EBITDA multiples have modestly expanded from when the PPA was prepared to now, which aligns with the business earnings profile. Considering these factors, the management is satisfied with the carrying amount for goodwill and as such no impairment is required for the current financial year.

Note 15. Trade and other payables

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current liabilities</i>		
Trade payables	52,679	55,287
Goods and services tax payable	2,417	2,335
Employee related payable	8,625	11,781
Other payables	25,287	28,808
	<u>89,008</u>	<u>98,211</u>

Refer to note 24 for further information on financial instruments

Note 16 Borrowings

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current liabilities</i>		
Bank loan facility	12,600	12,600
Capitalised borrowing costs	(2,061)	-
Shareholder loan	-	230,000
	<u>10,539</u>	<u>242,600</u>
<i>Non-current liabilities</i>		
Bank loan facility	148,500	161,100
Capitalised borrowing costs	(4,122)	(8,244)
	<u>144,378</u>	<u>152,856</u>
	<u>154,917</u>	<u>395,456</u>

Refer to note 24 for further information on financial instruments

Shareholder loan

During the previous period, the Company received a A\$230 million loan from its shareholders, PE Aristotle Holding Limited and Platinum Equity Capital QIQ Partners International VI (Cayman) L P (collectively, the 'Shareholders'). This shareholder loan was unsecured and non-interest bearing. The outstanding principal of the loan is payable to the Shareholders in one sum on the earlier of (i) the date that is 9 years and 11 months from the date of the loan and (ii) the date of receipt of a demand for repayment by the Shareholders.

During the year, the Shareholders subscribed for A\$230.0 million of ordinary shares in the Company. The promissory note used for the subscription of these shares was used to satisfy the Shareholder loan.

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Note 16. Borrowings (continued)

Bank loan facility

The syndicated bank loan facility is agented by Westpac Banking Corporation for a total facility limit of A\$265.0 million maturing on 30 June 2028. The loan consists of

- Tranche A – Amortising term loan facility of A\$63.0 million. Interest is payable at Bank Bill Swap Bid Rate ("BBSY") plus a margin ranging from 3.75-4.75% per annum.
- Tranche B – Bullet term loan facility of A\$117.0 million. Interest is payable at BBSY plus a margin of 4.00-5.00% per annum.
- Tranche C – growth capex revolving loan facility of A\$25.0 million. Interest on drawn amounts is payable at BBSY plus a margin of 4.00-5.00% per annum. As of 31 December 2024, there was no utilisation.
- Tranche D – working capital revolving loan facility of A\$60.0 million. Interest on drawn amounts is payable at BBSY plus a margin of 3.75-4.75% per annum. As of 31 December 2024, there was no utilisation.

Assets pledged as security

The bank loan facility is subject to intercreditor and security trust general security deed which includes all present and subsequently acquired properties of the Group.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Total facilities		
Bank loans	161,100	173,700
Shareholder loan	-	230,000
Bank overdraft	2,000	2,000
Working capital facility	60,000	60,000
Growth capex facility	25,000	25,000
Asset finance	1,450	1,450
Commercial card facility	450	450
	<u>250,000</u>	<u>492,600</u>
Used at the reporting date		
Bank loans	161,100	173,700
Shareholder loan	-	230,000
Bank overdraft	-	-
Working capital facility	-	-
Growth capex facility	-	-
Asset finance	692	1,124
Commercial card facility	142	450
	<u>161,934</u>	<u>405,274</u>
Unused at the reporting date		
Bank loans	-	-
Shareholder loan	-	-
Bank overdraft	2,000	2,000
Working capital facility	60,000	60,000
Growth capex facility	25,000	25,000
Asset finance	758	326
Commercial card facility	308	-
	<u>88,066</u>	<u>87,326</u>

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Note 17. Lease liabilities

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current liabilities</i>		
Lease liabilities	<u>18,174</u>	<u>21,720</u>
<i>Non-current liabilities</i>		
Lease liabilities	<u>169,778</u>	<u>175,481</u>
	<u><u>187,952</u></u>	<u><u>197,201</u></u>

Refer to note 24 for further information on financial instruments

Note 18 Provisions

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current liabilities</i>		
Employee benefits	31,036	31,185
Restructuring	3,078	1,594
Warranties	<u>3,078</u>	<u>2,787</u>
	<u>37,192</u>	<u>35,566</u>
<i>Non-current liabilities</i>		
Employee benefits	3,293	2,605
Warranties	<u>123</u>	<u>124</u>
	<u>3,416</u>	<u>2,729</u>
	<u><u>40,608</u></u>	<u><u>38,295</u></u>

Restructuring

The provision represents the estimated costs to sell or terminate a line of business, close or relocate a business location, change the management structure or other fundamental reorganisations that has a material effect on the Group. The provision is recognised once the detailed restructuring plan has been drawn up by management and communicated to the public and those affected by the plans.

Warranties

The provision represents the estimated warranty claims in respect of products sold which are still under warranty at the reporting date. The provision is estimated based on historical warranty claim information, sales levels and any recent trends that may suggest future claims could differ from historical amounts.

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Note 18 Provisions (continued)

Movements in provisions

Movements in each class of provision during the current financial year, other than employee benefits, are set out below

Consolidated - 31 Dec 2024	Restructuring A\$'000	Warranties A\$'000
Carrying amount at the start of the year	1,594	2,911
Additional provisions recognised	6,768	1,758
Amounts used	-	(1,480)
Payments	(5,284)	-
Exchange differences	-	12
	<u>3,078</u>	<u>3,201</u>
Carrying amount at the end of the year	<u>3,078</u>	<u>3,201</u>

Note 19 Retirement benefit obligations

Superannuation plan

All employees of the Group are entitled to benefits from the Group's superannuation plan on retirement, disability or death. The Group has one plan with a defined benefit section and a defined contribution section. The defined benefit section provides lump sum benefits based on years of service and final average salary. The defined contribution section receives fixed contributions from the Group and the Group's legal or constructive obligation is limited to these contributions.

The following sets out details in respect of the defined benefit section only

Consolidated statement of financial position amounts

The amounts recognised in the consolidated statement of financial position are determined as follows

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Non-current liabilities</i>		
Present value of the defined benefit obligation	15,368	15,140
Fair value of defined benefit plan assets	<u>(11,741)</u>	<u>(12,287)</u>
Net liability in the statement of financial position	<u>3,627</u>	<u>2,853</u>

Categories of plan assets

The major categories of plan assets are as follows

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Cash and cash equivalents	1,937	836
Equity instruments	3,413	3,868
Property	857	915
Other assets	<u>5,534</u>	<u>6,668</u>
	<u>11,741</u>	<u>12,287</u>

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Note 19. Retirement benefit obligations (continued)

Reconciliations

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Reconciliation of the present value of the defined benefit obligation, which is partly funded		
Balance at the beginning of the year	15,140	-
Additions through business combinations (note 31)	-	16,903
Current service cost	828	454
Interest cost	823	589
Actuarial losses/(gains)	425	(1)
Benefits paid	(2,161)	(2,488)
Employee contributions	100	120
Taxes, premiums and expenses paid	(128)	(134)
Foreign exchange	341	(19)
Curtailments/amendments	-	(284)
	<u>15,368</u>	<u>15,140</u>
Reconciliation of the fair value of plan assets		
Balance at the beginning of the year	12,287	-
Additions through business combinations (note 31)	-	13,547
Return on plan assets	498	(204)
Contributions by entities in the Group	200	264
Benefits paid	(1,789)	(1,886)
Interest income	573	580
Employee contributions	100	120
Taxes, premiums and expenses paid	(128)	(134)
	<u>11,741</u>	<u>12,287</u>

Amounts recognised in the statement of profit or loss and other comprehensive income

The amounts recognised in the statement of profit or loss and other comprehensive income are as follows

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Current service cost	828	454
Interest cost	250	9
Actuarial loss recognised in profit or loss	(21)	(35)
Curtailments/amendments	-	(284)
	<u>1,057</u>	<u>144</u>
Total amount recognised in profit or loss		
Actuarial gains/(losses)	(452)	24
Return on plan assets	498	(204)
Other	38	(35)
	<u>84</u>	<u>(215)</u>
Total amount recognised in other comprehensive income		

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Note 19 Retirement benefit obligations (continued)

Significant actuarial assumptions

The significant actuarial assumptions used (expressed as weighted averages) were as follows

	Consolidated	
	31 Dec 2024	31 Dec 2023
	%	%
Discount rate	6.8%	5.4%
Return on plan assets (net of asset-based administration fees)	4.4%	5.5%
Future salary increases	7.0%	4.3%

Note 20 Contributed equity

	Consolidated			
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	Shares	Shares	A\$'000	A\$'000
Ordinary shares of A\$ 0.001 each - authorised, issued and fully paid	230,000,000,000	100,000	230,000	-
Preference share of A\$1 each - authorised, issued and fully paid	1	1	-	-
	<u>230,000,000,001</u>	<u>100,001</u>	<u>230,000</u>	<u>-</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	A\$'000
Balance	1 January 2024	100,000		-
Issue of shares	13 November 2024	<u>229,999,900,000</u>	A\$0.001	<u>230,000</u>
Balance	31 December 2024	<u>230,000,000,000</u>		<u>230,000</u>

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Preference shares

Preference shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held, with priority over ordinary shareholders. Preference shares have no voting rights except in relation to certain matters specified in article 30.1 of the articles of association. Preference shares are redeemable.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

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Note 20. Contributed equity (continued)

In order to maintain or adjust the capital structure, the directors of the Company authorise one or more of the following corporate actions the amount and frequency of any dividends, return capital to shareholders, issuance of new shares or the sale of assets to reduce debt

The Group is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions There have been no events of default on the financing arrangements during the financial year

The capital risk management policy remains unchanged from the 31 December 2023 Annual Report

Note 21 Reserves

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Foreign currency reserve	3,784	(656)
Retirement benefit obligation reserve	<u>(131)</u>	<u>(215)</u>
	<u><u>3,653</u></u>	<u><u>(871)</u></u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars It is also used to recognise gains and losses on hedges of the net investments in foreign operations

Retirement benefit obligation reserve

The reserve is used to recognise the actuarial gains and losses on the retirement benefit obligation that are recognised outside of profit or loss

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below

Consolidated	Foreign currency reserve A\$'000	Retirement benefit obligation reserve A\$'000	Total A\$'000
Balance at 24 March 2023	-	-	-
Foreign currency translation	(656)	-	(656)
Actuarial loss reported in other comprehensive income	<u>-</u>	<u>(215)</u>	<u>(215)</u>
Balance at 31 December 2023	(656)	(215)	(871)
Foreign currency translation	4,440	-	4,440
Actuarial loss reported in other comprehensive income	<u>-</u>	<u>84</u>	<u>84</u>
Balance at 31 December 2024	<u><u>3,784</u></u>	<u><u>(131)</u></u>	<u><u>3,653</u></u>

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 22 Accumulated losses

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Accumulated losses at the beginning of the financial year	(4,306)	-
Loss after income tax (expense)/benefit for the year	(10,140)	(4,306)
Accumulated losses at the end of the financial year	<u>(14,446)</u>	<u>(4,306)</u>

Note 23 Dividends

There were no dividends paid, recommended or declared during the current or previous financial year

Note 24 Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors of the Company. These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group had net assets denominated in foreign currencies of A\$4,671,000 (assets of A\$43,214,000 less liabilities of A\$38,543,000) as at 31 December 2024 (2023 Net liabilities denominated in foreign currencies of A\$4,332,000 (assets of A\$53,608,000 less liabilities of A\$57,940,000)). Based on this exposure, had the Australian dollar weakened by 10%/strengthened by 10% against these foreign currencies with all other variables held constant, the Group's loss before tax for the year would have been A\$467,000 higher/A\$467,000 lower (2023 A\$433,000 lower/A\$433,000 higher). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuation in the exchange rate. The actual foreign exchange gain for the year ended 31 December 2024 was A\$643,000 (2023 A\$258,000).

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group does not currently have a policy to hedge its borrowings.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 24 Financial instruments (continued)

As at the reporting date, the Group had the following variable rate bank accounts and borrowings outstanding

Consolidated	31 Dec 2024		31 Dec 2023	
	Weighted average interest rate %	Balance A\$'000	Weighted average interest rate %	Balance A\$'000
Bank loans	8.41%	161,100	8.25%	173,700
Cash at bank	3.91%	(93,178)	1.68%	(94,042)
Net exposure to cash flow interest rate risk		<u>67,922</u>		<u>79,658</u>

An analysis by remaining contractual maturities is shown in 'liquidity and interest rate risk management' below

An official increase/decrease in interest rates of 50 (2023: 50) basis points would have an adverse/favourable effect on profit before tax of A\$340,000 (2023: A\$398,000) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysts forecasts. In addition, minimum principal repayments of A\$12,600,000 (2023: A\$12,600,000) are due during the year ending 31 December 2025.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available. Refer to note 10 for further information.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

Refer to note 16 for details of unused borrowing facilities at the reporting date.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 24 Financial instruments (continued)

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 31 Dec 2024	Weighted average interest rate %	1 year or less A\$'000	Between 1 and 2 years A\$'000	Between 2 and 5 years A\$'000	Over 5 years A\$'000	Remaining contractual maturities A\$'000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	52,679	-	-	-	52,679
Other payables	-	25,287	-	-	-	25,287
<i>Interest-bearing - variable</i>						
Bank loans	8.41%	25,880	24,821	152,245	-	202,946
<i>Interest-bearing - fixed rate</i>						
Lease liability	7.44%	31,930	27,942	61,584	202,646	324,102
Total non-derivatives		135,776	52,763	213,829	202,646	605,014

Consolidated - 31 Dec 2023	Weighted average interest rate %	1 year or less A\$'000	Between 1 and 2 years A\$'000	Between 2 and 5 years A\$'000	Over 5 years A\$'000	Remaining contractual maturities A\$'000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	55,287	-	-	-	55,287
Other payables	-	28,808	-	-	-	28,808
Loan from related parties	-	230,000	-	-	-	230,000
<i>Interest-bearing - variable</i>						
Bank loans	8.25%	26,677	25,637	202,180	-	254,494
<i>Interest-bearing - fixed rate</i>						
Lease liability	3.49%	33,985	29,116	66,216	216,638	345,955
Total non-derivatives		374,757	54,753	268,396	216,638	914,544

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 25 Fair value measurement

The carrying amounts of trade and other receivables and trade and other payables approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 26 Contingent liabilities and guarantees

The Group has a number of guarantees as at the reporting date, as detailed below

- the Group has completed contract works during the year which involve the undertaking of performance bonds (performance bonds outstanding),
- the Group leases premises which involve the undertaking of bank guarantees to cover its obligation under the lease agreements (bank guarantees to various landlords), and
- the Group is self-insured for workers compensation in New South Wales ('NSW') For this the Group has a guarantee in favour of Workcover NSW (Workcover NSW guarantee)

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Performance bonds outstanding	582	4,062
Line of credit	1,241	990
Bank guarantees to various landlords	6,971	3,244
Workcover NSW guarantee	4,288	3,765
	<u>13,082</u>	<u>12,061</u>

Note 27 Commitments

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Purchase commitments</i>		
Committed at the reporting date but not recognised as liabilities, payable		
Within one year	305	-
One to five years	300	-
	<u>605</u>	<u>-</u>
<i>Capital commitments - property, plant and equipment</i>		
Committed at the reporting date but not recognised as liabilities, payable		
Within one year	4,722	1,066
One to five years	857	-
	<u>5,579</u>	<u>1,066</u>

Note 28 Auditor remuneration

During the financial year the following fees were paid or payable for services provided by Ernst & Young LLP, the auditor of the Company and the Group

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Audit services</i>		
Audit of the financial statements	1,390	1,346
<i>Other services</i>		
Tax compliance services	645	237
	<u>2,035</u>	<u>1,583</u>

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 29 Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Short-term employee benefits	2,698	1,530
Post-employment benefits	57	51
	<u>2,755</u>	<u>1,581</u>

Note 30 Related party transactions

Parent entity and controlling party

PE Aristotle Holding II Limited is the parent entity of the Group. The parent entity of PE Aristotle Holding II Limited is PE Aristotle Holding Limited (incorporated in the United Kingdom)

Subsidiaries

Interests in subsidiaries are set out in note 32

Key management personnel

Disclosures relating to key management personnel are set out in note 29

Transactions with related parties

The following transactions occurred with related parties

	Consolidated	
	Year ended	Period ended
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Payment for other expenses		
Platinum Equity Advisors, LLC monitoring fees	4,609	2,268
Platinum Equity Advisors, LLC cost recharges	457	950

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Current receivables		
Receivable from shareholder PE Aristotle Holding Limited	117	257

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties

	Consolidated	
	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
Current borrowings		
Shareholder loan from PE Aristotle Holding Limited and Platinum Equity Capital QIQ Partners International VI (Cayman) L P *	-	230,000

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 30 Related party transactions (continued)

* As detailed in note 16 and note 20, the A\$230 0 million shareholder loan was converted to ordinary shares during the current financial year

Note 31. Business combinations (comparative period)

Jeld-Wen Australia Pty Limited and its controlled entities (Jeld-Wen)

On 2 July 2023, Aristotle Holding III Pty Limited, an indirect Australian subsidiary of the Company, acquired 100% of the shares in Jeld-Wen Australia Pty Limited. The total consideration transferred amounted to A\$671,650,000. The goodwill of A\$13,284,000 represents the future potential profits of the acquired business. The values identified in relation to the acquisition are final as at 31 December 2023.

Details of the acquisition are as follows

	Fair value A\$'000
Cash and cash equivalents	89,620
Trade receivables	122,830
Income tax refund due	908
Other receivables	9,261
Inventories	108,702
Prepayments	6,998
Property, plant and equipment	387,247
Right-of-use assets	53,847
Finance lease equipment	1,374
Patents and trademarks	24,500
Software	45,300
Customer contracts	13,800
Deferred tax asset	6,168
Trade payables	(58,257)
Other payables	(41,755)
Provision for income tax	(3,064)
Employee benefits	(45,345)
Warranty provisions	(2,791)
Finance lease liabilities	(1,366)
Lease liability	(53,847)
Defined benefits obligations	(3,356)
Other liabilities	(2,408)
	<hr/>
Net assets acquired	658,366
Goodwill	13,284
	<hr/>
Acquisition-date fair value of the total consideration transferred	<u>671,650</u>
<i>Representing</i>	
Cash paid or payable to vendor	671,650
Less cash and cash equivalents acquired	<u>(89,620)</u>
Net cash used	<u>582,030</u>

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 32 Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2

Name	Principal place of business / Country of incorporation	Ownership interest 31 Dec 2024 %	Ownership interest 31 Dec 2023 %
Directly controlled by PE Aristotle Holding II Limited PE Aristotle Holding III Limited*	280 Bishopsgate, London, EC2M 4AG, United Kingdom	100%	100%
Directly controlled by PE Aristotle Holding III Limited Aristotle Holding Pty Limited	Level 46, 100 Barangaroo Avenue Barangaroo, Sydney, NSW 2000, Australia	100%	100%
Directly controlled by Aristotle Holding Pty Limited Aristotle Holding II Pty Limited	Level 46, 100 Barangaroo Avenue Barangaroo, Sydney, NSW 2000, Australia	100%	100%
Directly controlled by Aristotle Holding II Pty Limited Aristotle Holding III Pty Limited	Level 46, 100 Barangaroo Avenue Barangaroo, Sydney, NSW 2000, Australia	100%	100%
Directly controlled by Aristotle Holding III Pty Limited Ventora Group Pty Limited	Level 46, 100 Barangaroo Avenue Barangaroo, Sydney, NSW 2000, Australia	100%	100%
Directly controlled by Ventora Group Pty Limited Aneeta Window Systems (Vic) Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
ARCPAC Building Products Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Corinthian Industries (Holdings) Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Ventora (S) Pte Ltd	600 North Bridge Road, #05-01 Parkview Square, Singapore 188778	100%	100%
Kolder Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Stegbar Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Trend Windows & Doors Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Wollongong Glass Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
A&L Windows Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by Stegbar Pty Limited Ventora Management Services Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 32 Interests in subsidiaries (continued)

Name	Principal place of business / Country of incorporation	Ownership interest	Ownership interest
		31 Dec 2024	31 Dec 2023
		%	%
Regency (Showerscreens & Wardrobes) Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Airlite Windows Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Ventora Glass Australia Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by Corinthian Industries (Holdings) Pty Limited			
Corinthian Industries (Australia) Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
JELD-WEN New Zealand Limited	c/- Corporate Services New Zealand Limited, Level 5, 79 Queen Street, Auckland 1010	-	100%
Directly controlled by Corinthian Industries (Australia) Pty Limited			
Baltic Doors Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by Ventora (S) Pte Ltd			
Corinthian Bork Singapore Pte Ltd	600 North Bridge Road, #05-01 Parkview Square, Singapore 188778	100%	100%
Corinthian Industries (Asia) Sdn Bhd	c/- K C TEH MANAGEMENT SERVICES SDN BERHAD, No 9, Jalan Bayu Tinggi 2A/KS6, Taipan 2, Batu Unjur, 41200 Klang, Selangor, Malaysia	100%	100%
PT Corinthian Industries Indonesia	Jl Mercedes, Cicadas, Gunung Putri, Kab Bogor, Jawa Barat, Indonesia 16964	80%	80%
Directly controlled by Corinthian Industries (Asia) SDN Bhd			
Corinthian Industries (Malaysia) Sdn Bhd	c/- K C TEH MANAGEMENT SERVICES SDN BERHAD, No 9, Jalan Bayu Tinggi 2A/KS6, Taipan 2, Batu Unjur, 41200 Klang, Selangor, Malaysia	100%	100%
Directly controlled by Corinthian Industries (Malaysia) Sdn Bhd			
Granwood Products Sdn Bhd	c/- K C TEH MANAGEMENT SERVICES SDN BERHAD, No 9, Jalan Bayu Tinggi 2A/KS6, Taipan 2, Batu Unjur, 41200 Klang, Selangor, Malaysia	100%	100%
Directly controlled by Corinthian Bork Singapore Pte Ltd			
PT Corinthian Industries Indonesia	Jl Mercedes, Cicadas, Gunung Putri, Kab Bogor, Jawa Barat, Indonesia 16964	20%	20%
Directly controlled by ARCPAC Building Products Limited			
Breezway Bidco Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 32 Interests in subsidiaries (continued)

Name	Principal place of business / Country of incorporation	Ownership interest 31 Dec 2024 %	Ownership interest 31 Dec 2023 %
Directly controlled by Breezway Bidco Pty Ltd Breezway Australia (Holdings) Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by Breezway Australia (Holdings) Pty Ltd Breezway Australia Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Breezway North America, Inc	8880 Rio San Diego Dr F18 Unit 80012, San Diego CA 92108, United States of America	100%	100%
Directly controlled by Breezway Australia Pty Ltd Breezway (Malaysia) Sdn Bhd	37A, 1 st Floor, Jalan Dendang Satu, Kaw 16, Jalan Batu Tiga, Berkeley New Town Centre, 41300 Klang, Selangor Darul Ehsan, Malaysia	100%	100%
Directly controlled by Trend Windows & Doors Pty Limited Trend Glass Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Fenestra Hardware Specialists Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by Kolder Pty Ltd Kolder Installations Pty Limited	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
Directly controlled by A&L Windows Pty Ltd A&L Windows (Qld) Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%
A&L Windows Services Pty Ltd	Level 3, 78 Waterloo Road, Macquarie Park, Sydney NSW 2113, Australia	100%	100%

* PE Aristotle Holding III Limited is entitled to exemption from audit under section 479a of the Companies Act 2006. No shareholders have required these subsidiaries to obtain an audit of its accounts for the year in accordance with section 476 of the Companies Act 2006.

PE Aristotle Holding II Limited
Notes to the consolidated financial statements
31 December 2024

Note 33 Changes in liabilities arising from financing activities

Consolidated	Bank loan A\$'000	Shareholder loan A\$'000	Lease liability A\$'000	Total A\$'000
Balance at 24 March 2023	-	-	-	-
Net cash from/(used in) financing activities	173,700	230,000	(11,183)	392,517
Acquisition of leases	-	-	152,694	152,694
Changes through business combinations (note 31)	-	-	53,847	53,847
Exchange differences	-	-	1,843	1,843
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2023	173,700	230,000	197,201	600,901
Net cash used in financing activities	(12,600)	-	(21,357)	(33,957)
Conversion to ordinary shares	-	(230,000)	-	(230,000)
Acquisition of leases	-	-	7,234	7,234
Modification of leases	-	-	5,606	5,606
Other changes	-	-	(732)	(732)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2024	<u>161,100</u>	<u>-</u>	<u>187,952</u>	<u>349,052</u>

Note 34 Events after the reporting period

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years

PE Aristotle Holding II Limited
Company statement of profit or loss and other comprehensive income
For the year ended 31 December 2024

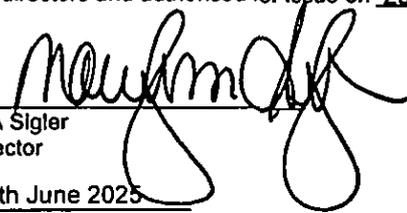
	Note	Year ended 31 Dec 2024 A\$'000	Period ended 31 Dec 2023 A\$'000
Expenses			
Accounting and professional expenses		(217)	(142)
Loss before income tax expense		(217)	(142)
Income tax expense		-	-
Loss after income tax expense for the year attributable to the owners of PE Aristotle Holding II Limited	10	(217)	(142)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year attributable to the owners of PE Aristotle Holding II Limited		<u>(217)</u>	<u>(142)</u>

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

PE Aristotle Holding II Limited
Company statement of financial position
As at 31 December 2024

	Note	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
Assets			
Current assets			
Receivables from related parties	5	-	230,000
Total current assets		-	230,000
Non-current assets			
Investment in subsidiaries	6	230,000	-
Total non-current assets		230,000	-
Total assets		230,000	230,000
Liabilities			
Current liabilities			
Trade and other payables	7	359	142
Borrowings	8	-	230,000
Total current liabilities		359	230,142
Total liabilities		359	230,142
Net assets/(liabilities)		229,641	(142)
Equity			
Contributed equity	9	230,000	-
Accumulated losses	10	(359)	(142)
Total equity/(deficiency)		229,641	(142)

The financial statements on pages 51 to 60 of PE Aristotle Holding II Limited (company number 14756087) were approved by the directors and authorised for issue on 25th June 2025.

WPS 
M A Sigler
Director
25th June 2025
Date

The above company statement of financial position should be read in conjunction with the accompanying notes

PE Aristotle Holding II Limited
Company statement of changes in equity
For the year ended 31 December 2024

	Contributed equity A\$'000	Accumulated losses A\$'000	Total deficiency in equity A\$'000
Balance at 24 March 2023	-	-	-
Loss after income tax expense for the year	-	(142)	(142)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive loss for the year	-	(142)	(142)
Balance at 31 December 2023	-	(142)	(142)
	Contributed equity A\$'000	Accumulated losses A\$'000	Total equity A\$'000
Balance at 1 January 2024	-	(142)	(142)
Loss after income tax expense for the year	-	(217)	(217)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive loss for the year	-	(217)	(217)
<i>Transactions with owners in their capacity as owners</i>			
Contributions of equity, net of transaction costs (note 9)	230,000	-	230,000
Balance at 31 December 2024	230,000	(359)	229,641

The above company statement of changes in equity should be read in conjunction with the accompanying notes

PE Aristotle Holding II Limited
Company statement of cash flows
For the year ended 31 December 2024

	Note	Year ended 31 Dec 2024 A\$'000	Period ended 31 Dec 2023 A\$'000
Cash flows from operating activities			
Net cash from operating activities		-	-
Cash flows from investing activities			
Net cash from investing activities		-	-
Cash flows from financing activities			
Proceeds from shareholder loan	8	-	230,000
Related party loan to subsidiary entity	5	-	(230,000)
Net cash from financing activities		-	-
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at the beginning of the financial year		-	-
Cash and cash equivalents at the end of the financial year		-	-

The above company statement of cash flows should be read in conjunction with the accompanying notes

PE Aristotle Holding II Limited
Notes to the company financial statements
31 December 2024

Note 1 General information

The financial statements cover PE Aristotle Holding II Limited (the 'Company') as an individual entity. The financial statements are presented in Australian dollars ('A\$'), which is the Company's functional and presentation currency.

PE Aristotle Holding II Limited is a company limited by shares, incorporated and domiciled in England in the United Kingdom and is the parent entity of PE Aristotle Holding III Limited.

The Company is indirectly owned by certain investment vehicles advised by Platinum Equity Advisors, LLC. The immediate parent undertaking during the year was Platinum Equity Capital QIQ Partners International VI (Cayman), L.P.

Note 2 Material accounting policy information

The accounting policies that are material to the Company are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Financial Reporting Council that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business. As at 31 December 2024, the Company incurred a net loss after tax of A\$217,000 (2023: Net loss after tax of A\$142,000).

As at 31 December 2024, the Company had a net current liability position of A\$359,000 (2023: Net current liabilities of A\$142,000) and has a surplus in equity of A\$229,641,000 (2023: deficiency in equity of A\$142,000). The Company and its subsidiaries (collectively, the 'Group') had unused financing facilities of A\$88,066,000 (2023: A\$87,326,000). The Group bank loan facility matures on 30 June 2028, as detailed in note 16 of the notes to the consolidated financial statements.

The directors have prepared cashflow forecasts for the Group as a whole, which reflect an assessment of current and future market conditions and their impact on the Group's future trading performance. The directors have conducted a sensitivity analysis on its forecasted trading performance and cash flows to assess the likelihood of liquidity constraints or covenant breaches under various downside scenarios. Several downside scenarios have been modelled, including decline in revenue, increase in operating costs, unfavourable exchange rate movements and a higher interest rate environment.

On the basis of the exercise described above, the directors believe that it would require an unreasonable downside scenario for the Group to experience liquidity issues or covenant breaches. Furthermore, they are confident that the Group has adequate resources to continue in operational existence and will be able to meet its commitments as and when they fall due for the going concern period which extends to 30 June 2026 from the date of signing of these accounts. Accordingly, the directors have prepared the Company's financial statements on a going concern basis.

Basis of preparation

These financial statements have been prepared in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006, as appropriate for for-profit oriented entities.

Historical cost convention

The financial statements have been prepared under the historical cost convention, unless otherwise stated.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Note 1 General information (continued)

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less any accumulated impairment losses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the asset is derecognised or impaired.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

The loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Rounding of amounts

Amounts in this report have been rounded off to the nearest thousand dollars, or in certain cases, the nearest dollar.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 31 December 2024. The Company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Company, are set out below.

International Financial Reporting Standard 18 'Presentation and Disclosure in Financial Statements'

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The standard replaces International Accounting Standard ('IAS') 1 'Presentation of Financial Statements', although many of the requirements have been carried forward unchanged and is accompanied by limited amendments to the requirements in

PE Aristotle Holding II Limited
Notes to the company financial statements
31 December 2024

Note 1 General information (continued)

IAS 7 'Statement of Cash Flows' The standard requires income and expenses to be classified into five categories 'Operating' (residual category if income and expenses are not classified into another category), 'Investing', 'Financing', 'Income taxes' and 'Discontinued operations' The standard introduces two mandatory sub-totals 'Operating profit' and 'Profit before finance and income taxes' There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation or 'adjusted profit' The standard provides an enhanced guidance on how to organise and group information (aggregation and disaggregation) in the financial statements and whether to provide it in the primary financial statements or in the notes The Company will adopt this standard from 1 January 2027 and it is expected that there will be significant change in the layout of the statement of profit or loss

Note 3 Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances The resulting accounting judgements and estimates will seldom equal the related actual results The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below

Investments in subsidiaries

Determining whether the Company's investments in subsidiaries have been impaired requires estimations of the investments' value in use The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates in order to calculate the present value The total carrying amount of investments in subsidiaries is disclosed in note 6 No impairment loss is recognised for the year ended 31 December 2024 and 31 December 2023

Note 4 Directors' remuneration

The directors received no remuneration from the Company

Note 5. Receivables from related parties

	31 Dec 2024	31 Dec 2023
	A\$'000	A\$'000
<i>Current assets</i>		
Receivable from related party	-	230,000

The related party receivable from the Company's subsidiary PE Aristotle Holding III Limited The receivable is unsecured and non-interest bearing The outstanding principal of the loan is payable to the Company in one sum on the earlier of (i) the date that is 9 years and 11 months from the date of the loan and (ii) the date of receipt of a demand for repayment from the Company

The related party receivable above, was settled during the current year via the issuance of ordinary shares in PE Aristotle Holding III Limited Refer to note 6 for further details

PE Aristotle Holding II Limited
Notes to the company financial statements
31 December 2024

Note 1 General information (continued)

Note 6 Investment in subsidiaries

	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
<i>Non-current assets</i>		
Shares in subsidiaries - at cost	<u>230,000</u>	<u>-</u>

Interests in subsidiaries

Details of investments in subsidiaries are provided below

Name	Principal place of business / Country of incorporation	Number and class of shares	Proportion held %
PE Aristotle Holding III Limited	280 Bishopsgate, London, EC2M 4AG	230,000,000 ordinary shares of A\$1 00 each fully paid	100%

A full list of the subsidiaries indirectly controlled by the Company is disclosed in note 32 of the notes to the consolidated financial statements

Note 7 Trade and other payables

	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
<i>Current liabilities</i>		
Intercompany payables	165	-
Accrued expenses	<u>194</u>	<u>142</u>
	<u>359</u>	<u>142</u>

Note 8 Borrowings

	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
<i>Current liabilities</i>		
Shareholder loan	<u>-</u>	<u>230,000</u>

Shareholder loan

During the previous period, the Company received a A\$230 million loan from its shareholders, PE Aristotle Holding Limited and Platinum Equity Capital QIQ Partners International VI (Cayman) L P (collectively, the 'Shareholders') This shareholder loan was unsecured and non-interest bearing. The outstanding principal of the loan is payable to the Shareholders in one sum on the earlier of (i) the date that is 9 years and 11 months from the date of the loan and (ii) the date of receipt of a demand for repayment by the Shareholders

During the year, the Shareholders subscribed for A\$230 0 million of ordinary shares in the Company. The promissory note used for the subscription of these shares was used to satisfy the Shareholder loan.

PE Aristotle Holding II Limited
Notes to the company financial statements
31 December 2024

Note 1 General information (continued)

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit

	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
Total facilities		
Shareholder loan	-	230,000
Used at the reporting date		
Shareholder loan	-	230,000
Unused at the reporting date		
Shareholder loan	-	-

Note 9 Contributed equity

	31 Dec 2024 Shares	31 Dec 2023 Shares	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
Ordinary shares of A\$ 0 001 each - authorised, issued and fully paid	230,000,000,000	100,000	230,000	-
Preference share of A\$1 each - authorised, issued and fully paid	1	1	-	-
	<u>230,000,000,001</u>	<u>100,001</u>	<u>230,000</u>	<u>-</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	A\$'000
Balance	1 January 2024	100,000		-
Issue of shares	13 November 2024	<u>229,999,900,000</u>	A\$0 001	<u>230,000</u>
Balance	31 December 2024	<u>230,000,000,000</u>		<u>230,000</u>

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Preference shares

Preference shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held, with priority over ordinary shareholders. Preference shares have no voting rights except in relation to certain matters specified in article 30.1 of the articles of association. Preference shares are redeemable.

PE Aristotle Holding II Limited
Notes to the company financial statements
31 December 2024

Note 1. General information (continued)

Note 10 Accumulated losses

	31 Dec 2024 A\$'000	31 Dec 2023 A\$'000
Accumulated losses at the beginning of the financial year	(142)	-
Loss after income tax expense for the year	(217)	(142)
Accumulated losses at the end of the financial year	<u>(359)</u>	<u>(142)</u>

Note 11. Dividends

There were no dividends paid or declared during the current or previous financial year

Note 12 Contingent liabilities and guarantees

The Company had no contingent liabilities as at 31 December 2024 and 31 December 2023

Note 13 Events after the reporting period

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years