

Third Age Health Services Limited
Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 March 2026

	2026	2025
	\$000	\$000
Revenue	22,488	19,081
Cost of services	(11,400)	(9,181)
Gross profit	11,088	9,900
Other income	50	58
Employees and contractors	(3,172)	(3,302)
Professional and consulting fees	(645)	(523)
Other expenses	(1,574)	(1,455)
Operational expenses	(5,391)	(5,280)
EBITDA	5,747	4,678
Amortisation and depreciation	(1,067)	(841)
Finance costs	(303)	(337)
Profit before income tax	4,377	3,500
Income tax expense	(1,286)	(1,022)
Profit for the period	3,091	2,478
Other comprehensive income	-	-
Total comprehensive income for the period	3,091	2,478
Profit and total comprehensive income attributable to:		
Shareholders of the parent	2,825	2,386
Non-controlling interests	266	92
Profit for the year	3,091	2,478
Earnings per share		
Basic earnings per share (cents)	28.38	23.43
Diluted earnings per share (cents)	28.38	22.74

These Consolidated Financial Statements are to be read in conjunction with the accompanying notes.

Third Age Health Services Limited
Unaudited Consolidated Statement of Changes in Equity
For the year ended 31 March 2026

	Share Capital \$000	Share Based Payments Reserve \$000	Retained earnings \$000	Non- control ing Interest \$000	Total \$000
Balance at 1 April 2024	596	657	1,704	(44)	2,913
Profit for the year	-	-	2,339	139	2,478
Total comprehensive income for the year	-	-	2,339	139	2,478
Dividend	-	-	(1,351)	(116)	(1,467)
Share buyback	(111)	-	-	-	(111)
Transfer	-	(634)	634	-	-
Share based payments	-	8	-	-	8
NCl on acquisition	-	-	-	146	146
Balance at 31 March 2025	485	31	3,326	125	3,967
Balance at 1 April 2025	485	31	3,326	125	3,967
Profit for the year	-	-	2,825	266	3,091
Total comprehensive income for the year	-	-	2,825	266	3,091
Dividend	-	-	(1,586)	(200)	(1,786)
Share based payments	-	(31)	-	-	(31)
NCl on acquisition	-	-	-	266	266
Balance at 31 March 2026	485	-	4,565	457	5,507

These Consolidated Financial Statements are to be read in conjunction with the accompanying notes.

Third Age Health Services Limited
Unaudited Consolidated Statement of Financial Position
For the year ended 31 March 2026

	2026	2025
	\$000	\$000
Current assets		
Cash and cash equivalents	2,901	2,594
Trade and other receivables	1,219	1,059
Other assets	134	104
Accrued revenue	77	40
Total current assets	4,331	3,797
Non-current assets		
Property, plant and equipment	212	189
Right-of-use-assets	1,975	2,181
Intangible assets	6,673	4,773
Financial assets	20	20
Total non-current assets	8,880	7,163
Total assets	13,211	10,960
Current liabilities		
Trade and other payables	2,563	1,882
Employee benefits	516	432
Provisions	22	22
Tax liabilities	588	648
Bank Loan	63	59
Lease liabilities	368	330
Total current liabilities	4,120	3,373
Non-current liabilities		
Bank loan	1,029	1,091
Other payables	-	1
Lease liabilities	1,887	2,094
Deferred tax liability	668	429
Total non-current liabilities	3,584	3,620
Total liabilities	7,704	6,993
Net assets	5,507	3,967
Equity		
Share capital	485	485
Share based payment reserve	-	31
Retained earnings	4,565	3,326
Equity attributable to the Parent	5,050	3,842
Non-Controlling Interests	457	125
Total Equity	5,507	3,967

These Consolidated Financial Statements are to be read in conjunction with the accompanying notes.

Third Age Health Services Limited
Unaudited Consolidated Statement of Cash Flows
For the year ended 31 March 2026

	2026 \$000	2025 \$000
Cash flows from operating activities		
Receipts from customers	25,887	22,112
Payments to suppliers and employees	(20,072)	(17,245)
Interest received	21	43
Interest paid	(247)	(331)
Income taxes paid	(1,559)	(878)
Net cash flows provided by operating activities	4,029	3,701
Cash flows from investing activities		
Payments purchase for property, plant and equipment	(83)	(116)
Investment in developing intangible assets	(113)	(36)
Acquisition of businesses, net of cash acquired	(1,343)	(572)
Net cash flows used in investing activities	(1,539)	(724)
Cash flows from financing activities		
Shares acquired	-	(111)
Loan repayments on bank borrowings	(665)	(790)
Payment of lease liabilities	(337)	(308)
Dividend paid	(1,587)	(1,351)
Dividend paid to NCI	(200)	(116)
Proceeds from borrowings	606	598
Net cash flows (used in) / provided by financing activities	(2,183)	(2,078)
Net increase in cash and cash equivalents	307	899
Cash and cash equivalents at the beginning of the period	2,594	1,695
Cash and cash equivalents at the end of the period	2,901	2,594

These Consolidated Financial Statements are to be read in conjunction with the accompanying notes.

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

1. Reporting entity

These Consolidated Financial Statements are for Third Age Health Services Limited and its subsidiaries (the "Group"). The Parent is incorporated and domiciled in New Zealand and registered under the Companies Act 1993. The parent's shares are publicly traded on the New Zealand Stock Exchange (NZX) and are listed on the main board of the NZX. The principal trading activity of the Group is the provision of medical services to the aged care sector. Those companies included in the Group are disclosed in note 11.

2. Statement of accounting policies

Accounting policies remain consistent with the prior year ended 31 March 2025 financial statements.

3. Net tangible assets

The Group has Net Tangible Assets (NTA) as at 31 March 2026 of negative 5.0 cents per share (2025: net tangible assets negative 3.8 cents per share). The movement in net tangible assets is the result of changes in the Statement of Financial Position composition predominately owing to the addition of intangible assets recognised on consolidation of the new acquisitions (refer note 12) partially offset by the repayment of borrowings, payment of leases and increase in cash at bank.

4. Segment information

4.1. Products and services from which reportable segments derive their revenue

The Group's reportable segments are as follows:

- Aged medical residential care services, being the provision of medical care services to the aged care sector.
- General practice medical services, being the provision of primary care services to the community.

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

4.2. Segment revenues and results

The following is an analysis of the Group's revenue and results from operations by reportable segment:

Segment revenue	2026	2025
	\$000	\$000
Aged medical care services	14,921	11,752
General practice medical services	7,567	7,329
Total for continuing operations	22,488	19,081
Segment profit before tax	2026	2025
	\$000	\$000
Aged medical care services	3,643	2,816
General practice medical services	734	684
Total for continuing operations	4,377	3,500

Segment profit includes the following items:

For the year ended 31 March 2026	Aged care medical services	General practice medical services
	\$000	\$000
EBITDA	3,997	1,750
Depreciation	(62)	(394)
Amortisation of intangibles	(283)	(328)
Interest expense on leases	(7)	(164)
Interest on bank Loan	(2)	(130)
Profit before tax	3,643	734
Add back: Loan impairment	-	-
Profit before tax from underlying core operations	3,643	734
Income tax expense	(1,139)	(147)
Profit for the period	2,504	587

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

For the year ended 31 March 2025	Aged care medical services \$000	General practice medical services \$000
EBITDA	2,968	1,710
Depreciation	(21)	(388)
Amortisation of intangibles	(105)	(327)
Interest expense on leases	-	(186)
Interest on bank Loan	(26)	(125)
Profit before tax	2,816	684
Add back: Loan impairment	-	-
Profit before tax from underlying core operations	2,816	684
Income tax expense	(895)	(127)
Profit for the period	1,921	557

EBITDA represents profit before tax excluding amounts for depreciation and amortisation expenses, interest expenses and interest income.

4.3. Segment assets and liabilities

Segment assets	2026 \$000	2025 \$000
Aged care medical services incl support functions	6,797	4,091
General practice medical services	9,633	8,416
Total segment assets	16,430	12,507
Intercompany elimination	(3,219)	(1,547)
Total segment assets	13,211	10,960
Segment liabilities	2026 \$000	2025 \$000
Aged care medical services incl support functions	6,690	3,200
General practice medical services	4,233	5,340
Total segment liabilities	10,923	8,540
Intercompany elimination	(3,219)	(1,547)
Total segment liabilities	7,704	6,993

Third Age Health Services Limited
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5. Employees and contractors

	2026 \$000	2025 \$000
Salaries and wages	2,618	2,664
Short term incentives	130	279
Defined contribution (KiwiSaver)	115	131
Share based payments expense	(36)	13
Employee benefit expense	2,827	3,087
Contractors	345	215
	3,172	3,302

The above excludes clinical employee and contractor costs.

6. Finance costs

	2026 \$000	2025 \$000
Interest expense on leases	171	186
Interest on bank Loan	132	151
	303	337

7. Amortisation and depreciation

	2026 \$000	2025 \$000
Depreciation on right of use assets	372	362
Depreciation on plant, property and equipment	84	47
Amortisation of acquired intangibles	536	408
Amortisation of software	75	24
	1,067	841

8. Share Capital

Ordinary shares

All ordinary shares rank equally with one vote attached to each fully paid share. Total issued share capital is 9,954,491 ordinary shares (2025: 9,954,491).

	Issued Share Capital \$000	Total \$000	Authorised issued and fully paid shares 000's
Balance at 1 April 2025	485	485	9,954
Shares repurchased	-	-	-
Shares issued	-	-	-
Balance at 31 March 2026	485	485	9,954

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

	Issued Share Capital \$000	Total \$000	Authorised issued and fully paid shares 000's
Balance at 1 April 2024	596	596	10,004
Shares repurchased	(111)	(111)	(50)
Shares issued	-	-	-
Balance at 31 March 2025	485	485	9,954

9. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding during the financial year, excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and the weighted average number of ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Reconciliation of earnings used in calculating earnings per share

	2026 \$000	2025 \$000
Net profit attributable to the ordinary shareholders of the parent	2,851	2,339
Earnings used in the calculation of basic earnings per share	2,851	2,339

Weighted average number of shares used as the denominator

	2026 Shares 000's	2025 Shares 000's
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	9,985	9,985
Adjustments for calculation of diluted earnings per share: Employee share options	-	300
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	9,985	10,285

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

10. Dividends

Ordinary Shares	2026 \$000	2025 \$000
Dividends to shareholders	1,587	1,351
Dividends to non-controlling interests of Group subsidiaries	200	116
	1,787	1,467

Dividends declared and paid during the year ended 31 March 2026:	Cents per share	\$000
Interim dividend Q3	4.00	396
Interim dividend Q2	4.00	396
Interim dividend Q1	4.00	396
Final dividend for the year ended 31 March 2025	3.98	398
	15.98	1,586

Dividends declared and paid during the year ended 31 March 2025:	Cents per share	\$000
Interim dividend Q3	3.90	388
Interim dividend Q2	3.55	355
Interim dividend Q1	3.28	328
Final dividend for the year ended 31 March 2024	2.80	280
	13.53	1,351

11. Related party transactions

11.1. Group composition

The parent entity is Third Age Health Services Limited, a company incorporated in New Zealand. The Group had the following subsidiaries as of 31 March 2026. The current reporting period includes results from two new subsidiaries that were not part of the group for the same period last year.

Subsidiary name	Country of incorporation	Ownership 2026	Ownership 2025
Hawkes Bay Wellness Centre Limited	New Zealand	100%	100%
Belmont Medical Centre Limited	New Zealand	100%	100%
Ponsonby Medical (Third Age Health) Limited	New Zealand	100%	100%
Third Age Employee Share Purchase Plan Trust	New Zealand	-	-
Devonport Family Medicine (Third Age Health) Limited	New Zealand	100%	100%
EastMed St Heliers Limited	New Zealand	67%	67%
Hub Aged Care limited	New Zealand	70%	70%
Cicada Health Limited (acquired 1 September 2025)	New Zealand	70%	-
ARC Health Limited (acquired 1 September 2025)	New Zealand	80%	-
ARC Holdings (Third Age Health) Limited (incorporated 25 August 2025)	New Zealand	100%	-

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For the year ended 31 March 2026

On 17th February 2025 the Third Age Employee Share Purchase Plan Trust was wound up, as the share purchase plan was no longer active. The remaining equity balance of the Third Age Employee Share Purchase Plan Trust has been transferred to retained earnings.

12. Related party transactions

12.1 Acquisition

On 1 September 2025 Third Age Health Services Limited acquired an 80% share of ARC Health Limited (ARC Health), a Canterbury based primary care provider to aged residential care facilities. In addition, on 1 September 2025 Third Age Health Services Limited acquired a 70% share of Cicada Health Limited (Cicada), a Tauranga based primary care provider to aged residential care facilities. The acquisitions support Third Age Health Services Limited's future growth strategy in the Canterbury and Tauranga regions, an essential part of expanding our national coverage and continuing to develop the model of healthcare for older people.

The complete results of the companies since their acquisition have been included in these Consolidated Financial Statements for the period ended 31 March 2026, contributing \$995k (Cicada) and \$902k (ARC Health) to Group revenues and \$287k (Cicada) and \$430k (ARC Health) to Group EBITDA for the seven months. Prior to acquisition, these businesses operated on a cash accounting basis. Therefore, owing to a lack of comparable IFRS-specific data, a pro-forma profit or loss information of the combined entities for FY26 is not provided.

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

Provisional purchase price allocation

Details of the fair value of identifiable assets and liabilities acquired, purchase consideration and goodwill are as follows:

	Cicada Heath Limited	ARC Health Limited
	\$000	\$000
Cash and working capital adjustment	613	868
Contingent consideration at fair value	183	234
Total fair value of consideration transferred	796	1,102
Fair value of NCI on acquisition	99	151
Current assets		
Cash and receivables	122	94
Trade receivables	108	111
Prepayments	-	22
Non-current assets		
Property, plant and equipment	-	23
Intangible assets (excluding goodwill)	422	888
Total assets acquired	652	1,138
	Cicada Heath Limited	ARC Health Limited
	\$000	\$000
Current liabilities		
Trade and other liabilities	(68)	-
Accrued expenses	(78)	(42)
GST and income tax	(59)	(94)
Non-current liabilities		
Deferred tax liability on intangibles	(118)	(249)
Total liabilities acquired	(323)	(385)
Total net assets acquired	329	753
Goodwill	566	500

ARC Health Limited (ARC Health)

For ARC Health total nominal consideration transferred or to be transferred to the vendors is as follows:

- \$820,281 in cash paid on 1 September 2025.
- \$47,530 in cash to be paid as a working capital adjustment.
- \$280,000 in deferred contingent consideration considered payable on 1 September 2026, if certain conditions are met (discussed below).

The \$280,000 in total deferred contingent consideration is payable to the vendors if the following conditions are met:

- The patient numbers after 12 months are the same or greater than the forecast confirmed and agreed by the parties.
- EBIT is greater than the normalised EBIT agreed during due diligence.

Third Age Health Services Limited

Notes to the Unaudited Consolidated Financial Statements

For the year ended 31 March 2026

The fair value of the deferred consideration under IFRS 13 has been calculated using a net present value calculation at an appropriate discount rate. No risk portion calculation is deemed necessary. The fair value of the \$280,000 deferred contingent consideration is \$233,997. The total difference of \$46,003 interest expense is recorded over one year and expensed monthly until 1 September 2026.

The total fair value of all consideration is \$1,101,808.

The \$820,281 cash paid was fully financed through working capital of the Group.

The expenses relating to the acquisition of ARC Health are the following:

- \$24,159 in legal fees have been included in the Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income
- \$46,003 in interest costs over 12 months from discounting the contingent consideration payable 1 September 2025 to fair value at acquisition date. \$3,834 in interest costs have been included in the Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income.

At acquisition date the company held trade receivables with a book and fair value of \$110,798. All contracted cash flows were expected to be collected on all receivables and no bad debts were recorded.

An assessment of goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The goodwill recognised will not be deductible for tax purposes.

Goodwill arises on the acquisition of subsidiaries. Goodwill represents the excess of the purchase consideration over the fair value of the net identifiable tangible and intangible assets at the time of acquisition. Management has used its past established experience of sales growth and synergistic savings to determine their expectations for the future. The goodwill incorporates the expected synergies from local knowledge and contacts with our national know-how and proven best practice. Deferred tax liability of 28% on intangible assets is calculated at the time of acquisition, the minority interest portion is considered immaterial.

The value of the NCI is based on the fair value of net identifiable assets acquired based on the portion of net identifiable assets owned by the NCI.

With this method, we have included the intangibles recognised on consolidation which cannot be recognised in the separate financial statements (PHO Contract and Customer Relationships). The total NCI of \$150,711 is made up on the following:

- 20% of the book value of all the net balance sheet assets as at 30 September 2025 (20% of \$113,884)
- 20% of the customer relationships calculated above (20% of \$617,175)
- 20% of the PHO contract calculated above (20% of \$271,255)
- 20% of deferred tax liability on intangibles (20% of (\$248,760))

Cicada Health Limited (Cicada)

For Cicada total nominal consideration transferred or to be transferred to the vendors is as follows:

- \$607,150 in cash paid on 1 September 2025.
- \$6,486 of cash to be paid as a working capital adjustment being 100% of net August receivables collected after acquisition date per the sale and purchase agreement. This was adjusted down because of an existing liability to the minority partners.
- \$218,750 in deferred contingent consideration considered payable on 1 September 2026, if certain conditions are met (discussed below).

Third Age Health Services Limited

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For the year ended 31 March 2026

The \$218,750 in total deferred contingent consideration is payable to the vendors if 12 months EBIT is over the normalised EBIT agreed during due diligence.

The fair value of the deferred consideration under IFRS 13 has been calculated using net present value at an appropriate discount rate. No risk portion calculation is deemed necessary. The fair value of the \$218,750 deferred contingent consideration is \$182,810. The total difference of \$35,940 interest expense is recorded over 1 year expensed monthly until 1 September 2026.

The total fair value of all consideration is \$832,386.

The \$607,150 cash paid was financed via a draw on our line of credit.

The expenses relating to the acquisition of Cicada are the following:

- \$22,904 in legal fees have been included in the Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income.
- \$35,940 in interest costs over 12 months from discounting the contingent consideration payable 1 September 2025 to fair value at acquisition date. \$2,995 in interest costs have been included in the Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income.

At acquisition date the company held trade receivables with a book and fair value of \$107,949. All contracted cash flows were expected to be collected on all receivables and no bad debts were recorded.

An assessment of goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The goodwill recognised will not be deductible for tax purposes.

Goodwill arises on the acquisition of subsidiaries. Goodwill represents the excess of the purchase consideration over the fair value of the net identifiable tangible and intangible assets at the time of acquisition. Management has used its past established experience of sales growth and synergistic savings to determine their expectations for the future. The goodwill incorporates the expected synergies from local knowledge and contacts with our national know-how and proven best practice. Deferred tax liability of 28% on intangible assets is calculated at the time of acquisition, the minority interest portion is considered immaterial.

The value of the NCI is based on the fair value of net identifiable assets acquired based on the portion of net identifiable assets owned by the NCI.

With this method, we have included the intangibles recognised on consolidation which cannot be recognised in the separate financial statements (PHO Contract and Customer Relationships). The total NCI of \$98,709 is made up on the following:

- 30% of the book value of all the net balance sheet assets as at 30 September 2025 (30% of \$24,957)
- 30% of the customer relationships calculated above (30% of \$279,310)
- 30% of the PHO contract calculated above (30% of \$143,002)
- 30% of deferred tax liability on intangibles (30% of (\$118,248))

Both ARC Health and Cicada acquisitions have working capital adjustments and deferred consideration included in their sale and purchase agreements. Whilst initial accounting has been completed for the period ending 31 March 26, these amounts are subject to change up to and including 12 months after acquisition consistent with IFRS 3 business combinations.

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For the year ended 31 March 2026

Hub Aged Care Limited

On 1 April 2024, a 70% share of Hub Aged Care Limited was acquired including deferred consideration payable one year later. In April 2025 it was deemed that the performance metrics required for a full payout in the deferred consideration for the acquisition of Hub Aged Care Limited had been reached as per the sale and purchase agreement. A \$130k payment was made in April 2025 to the vendor consistent with our reporting in our audited consolidated annual financial statements for the year ending 31 March 2025.