



IRONBARK CAPITAL

ABN 89 008 108 227

IRONBARK CAPITAL LIMITED
APPENDIX 4E & ANNUAL REPORT

FOR THE YEAR ENDED
30 JUNE 2023

IRONBARK CAPITAL LIMITED

Results for Announcement to the Market

Year Ended 30 June 2023

This report is based on audited financial statements. The previous corresponding period is the year ended 30 June 2022.

	2023	2022	% Change	
Revenue and Profit	\$'000	\$'000		
Investment revenue from ordinary activities	7,059	1,375	Up	413.4%
Net profit after income tax expense	5,470	1,353	Up	304.3%

	2023	2022	% Change	
Earnings	Cents	Cents		
Earnings per share	4.97	1.18	Up	321.2%

Net Tangible Asset Backing per share (NTA)	30-Jun-23	30-Jun-22	% Change	
NTA before provision for tax on unrealised gains	\$ 0.567	\$ 0.535	Up	6.0%
NTA after provision for tax on unrealised gains	\$ 0.559	\$ 0.533	Up	4.9%
The NTA is after 2.35 cents per share of fully franked dividends paid in the period and after the buy-back of 496,293 shares.				

- The final fully franked dividend for the 2023 financial year is 1.25 cents per share which is to be paid on 27 September 2023 for shareholders registered as at record date of 6 September 2023. This is franked at the corporate tax rate of 25%.
- The final fully franked dividend for the 2022 financial year was 1.25 cents per share which was paid on 28 September 2022.
- The interim dividend paid to shareholders on 30 March 2023 was 1.1 cents per share, fully franked. The interim dividend for the corresponding period was 1 cent per share fully franked.
- The Dividend Reinvestment Plan remains suspended.

Ironbark Capital Limited
ABN 89 008 108 227

Annual Report
For the year ended 30 June 2023

Ironbark Capital Limited
ABN 89 008 108 227

Annual Report
For the year ended 30 June 2023

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Directors	Michael Cole AM BEd, MEd, FFin, Chairman Ian Hunter BA, LLB, MBA Sam Kaplan BEd, MBA, FFin Neal Hornsby MIPA, MBA, DipFS(FP), CertPM
Company Secretary	Jill Brewster MBA, AGIA, ACG (CS), FIPA, FFA
Principal Registered Office	Suite 607 180 Ocean Street Edgecliff NSW 2027 Telephone: (02) 8917 0399
Share Registrar	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Shareholder enquiries telephone: (within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600
Investment Manager	Kaplan Funds Management Pty Limited Suite 607 180 Ocean Street Edgecliff NSW 2027 Telephone: (02) 8917 0300
Accounting & Administration	Kaplan Funds Management Pty Ltd Suite 607, 180 Ocean Street Edgecliff NSW 2027 Telephone: (02) 8917 0399 Fax: (02) 8917 0355
Auditors	MNSA Pty Ltd Level 1 283 George Street Sydney NSW 2000
Website	www.ironbarkcapital.com
Company Secretarial & all other enquiries	Telephone: (02) 8917 0399 Email: enquiries@ironbarkcapital.com
Stock Exchange	Australian Securities Exchange ASX code: IBC

Chairman's Report

The 2023 financial year saw impressive results from Ironbark in a strong equity market despite the inflationary pressures in Australia and globally.

Investment Performance

For the year to 30 June 2023, the Ironbark portfolio returned 13.7% inclusive of franking credits, outperforming the Benchmark (1 year swap + 6%p.a.) by 3.9%. This was a very positive result with performance achieved with a portfolio that has a lower volatility than the market. The performance over 3 years of 11.3%p.a. and over 7 years of 8.5%p.a. inclusive of franking credits, exceeds their benchmark returns by 3.7% and 1.0% respectively, and has been achieved in disruptive and uncertain economic times. The portfolio return over 20 years since inception is a very satisfactory 9.0%p.a.

The Ironbark performance reflects the Investment Manager's absolute return focus and income emphasis including the writing of call options. The Investment Manager's report by Kaplan Funds Management (KFM) which follows the Chairman's Report, sets out in detail the investment experience in this 2023 financial year.

Results for the Financial Year

The profit after tax of \$5.5 million was up 304.3% from the \$1.4 million achieved in the previous corresponding year.

Investment revenue from ordinary activities of \$7.1 million was up 413.4% on the prior year result. A key component of the result is the change in fair value for the year of the underlying investments, which results in the fluctuation in profit results in any year. The unrealised gains of \$2.2m represented the improvement in valuations for the year reflecting the strength in domestic and global equity markets and was a key contributor to the good year end result. Realised gains for the year were \$1.7 million, predominantly from sales in the materials, financial services and property trust sectors, and option income from the writing of call options.

Interest income increased by 275% reflecting the significant rise in interest rates and the addition to the portfolio of unlisted subordinated notes during the financial year. The decrease in dividend income reflects the change from the prior year's record payout by BHP with the associated in-specie dividend of Woodside Energy.

NTA per share after provision for tax on unrealised gains was \$0.559, up 4.9% compared to the previous period. The NTA is after payment of fully franked dividends of 2.35 cents per share.

Since the end of the financial year, the Directors have declared a fully franked dividend of 1.25 cents per share to be paid on 27 September 2023.

Capital Management

In accordance with the Company's announcement at the start of the financial year of an on-market share buy-back for up to 10% of the Company's shares over 12 months, the program was activated, and 496,293 shares were bought back in the period to 30 June 2023.

In accordance with the Company's capital management program, the program has been extended for a further 12 months until 19 July 2024. This provides the mechanism for the Company to buy back its shares during prolonged periods of share price volatility when there is a significant discount to underlying NTA.

Dividend Outlook

The Corporate earnings of the underlying investments and the associated fully franked dividends received allowed the Company to pay fully franked dividends in the 2023 financial year of 2.35 cents per share, and subsequent to year end declare a 1.25 cents per share fully franked dividend payable in September 2023. The Hybrid portfolio will continue to benefit from the high interest rates in the near term.

The Year Ahead

The year ahead will see the economic impact of inflation and the sharp interest rate rises on companies and consumers. Whilst the conditions in the short to medium term may result in uncertain and challenging times, the Ironbark portfolio remains well positioned to deliver fully franked dividends and satisfactory returns within an acceptable risk profile.

Michael J Cole AM
Chairman

Investment Manager Report – financial year to 30 June 2023

The manager's focus is to deliver consistent returns and a high fully franked dividend yield from the portfolio. IBC's performance benchmark is the 1-year swap rate plus 6% per annum.

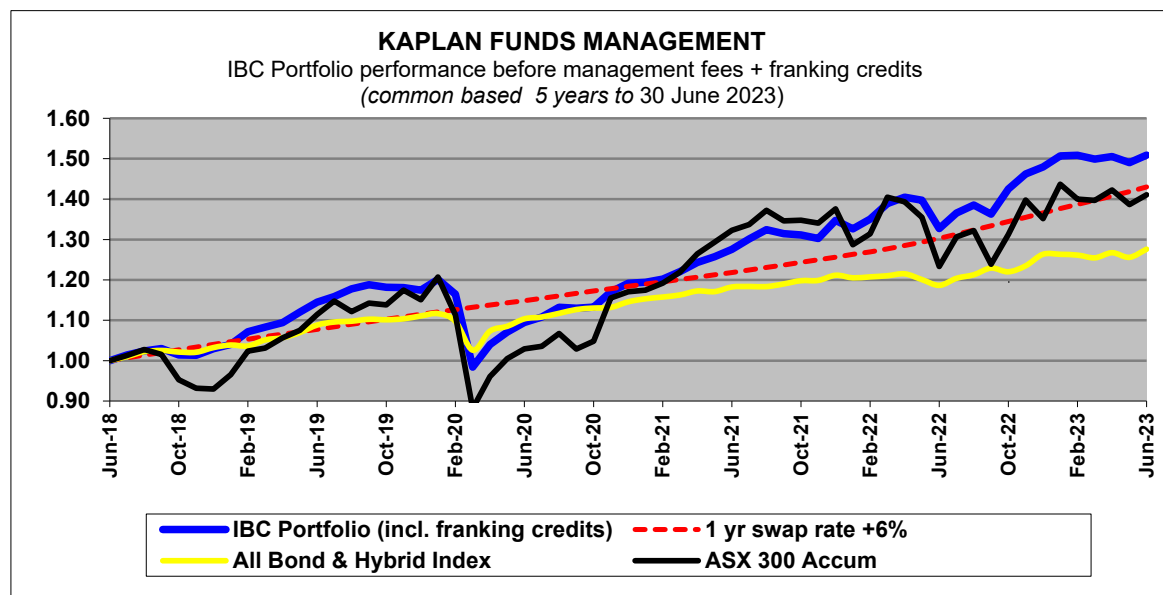
Performance measurement includes franking credits and option premium income. Franking credits are a significant source of return from IBC's hybrid investments and for shareholders. Option premium income is generated from buy & write activity and varies with market conditions. Over the year, realised option premium income was around \$1.23m (2% of the portfolio). The calculation of the portfolio's current running yield of 7.4% excludes option income because realised option premiums are highly variable from year to year.

IBC recorded a pleasing portfolio return of 13.7% over the financial year, outperforming its benchmark return of 9.7% (1 year swap rate +6%pa). The ASX 300 Accumulation Index gained 14.4% over the year. Since inception, over 20 years including two crisis periods (GFC & Covid-19) the portfolio achieved a return of 9.0%pa with 53% of equity market risk measured in terms of volatility.

PERFORMANCE TO 30/6/23 FUM \$61.1m	Inception 20.4 yrs % pa	10 Yr % pa	5 Yr % pa	3 Yr % pa	2 Yr % pa	1 Yr % pa
IBC pre fees plus franking	9.03	7.84	8.58	11.30	8.77	13.70
1 yr swap +6%	9.50	7.77	7.42	7.58	8.34	9.77
Relative performance	-0.48	0.07	1.16	3.72	0.43	3.93

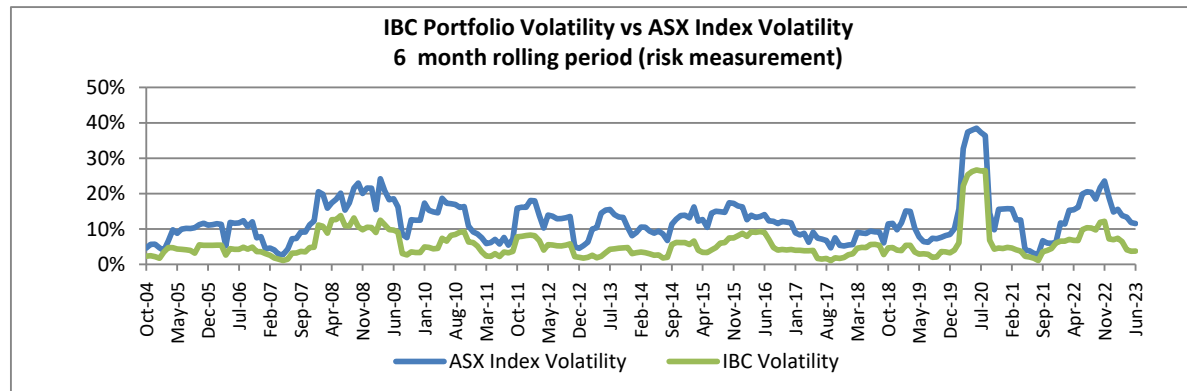
volatility IBC	7.2	7.6	9.5	6.1	7.1	6.1
volatility ASX300	13.7	13.9	16.5	13.8	14.8	15.0

ASX 300 Accum	8.87	8.55	7.12	11.07	3.27	14.40
Vol relative to ASX	53%	55%	58%	44%	48%	41%



IBC's focus on income generation and capital preservation from a balanced portfolio structure has delivered very good risk adjusted returns compared to the equities market. Over the year, elevated

volatility benefited the portfolio's buy & write strategy and aggressive interest rate hikes supported good returns from floating rate hybrids and corporate bonds.



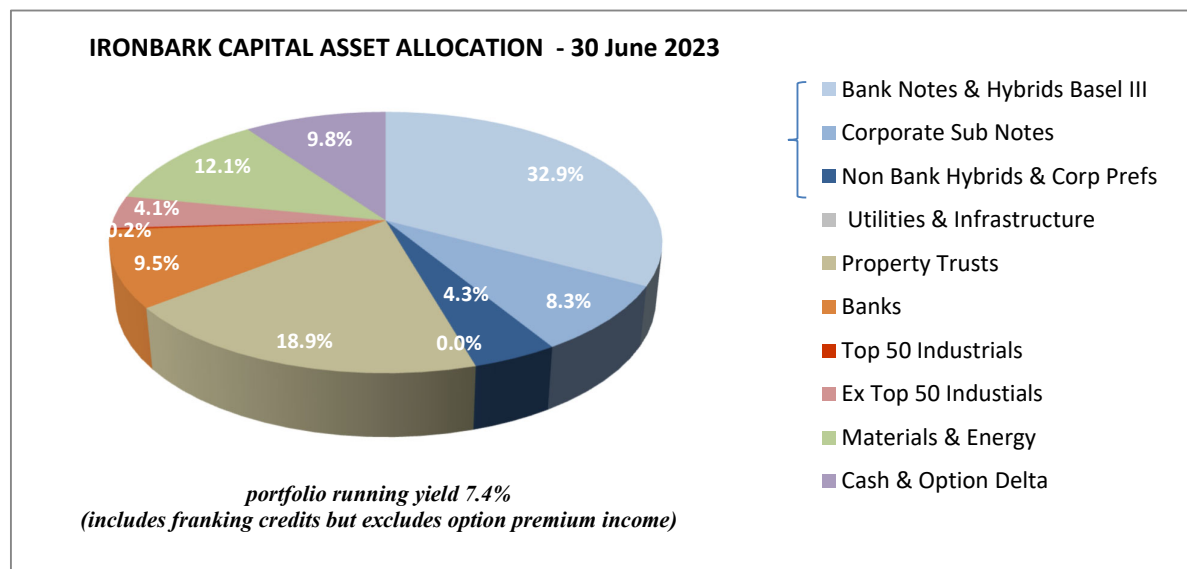
Portfolio

The portfolio is structured with an emphasis on income through yield orientated securities (hybrids and corporate bonds, utilities, property trusts) and buy & write positions in leading companies. The portfolio's running yield was 7.4% inclusive of franking credits but excluding option premium income.

The buy & write strategy involves buying selective shares and selling, subject to appropriate timing, call options over those shares. This strategy gives away some of the upside potential from a shareholding but generates option premium income consistent with the income emphasis of the portfolio.

The portfolio is diversified across 23 different entities. Higher risk exposures in banks, industrials and resources are largely held through buy & write option positions for income enhancement or added protection. The portfolio's hybrid and corporate bond holdings are mostly floating rate securities with little duration risk.

Approximately 45.5% of the portfolio was held in hybrids and corporate bonds and 28% in buy & write physical exposures (19.3% net of delta) in Banks, BHP and Woodside. The balance was represented by 19% in property trusts, 4% in mid-small industrial companies, 2.4% in small resources and 9.8% held in cash & option delta.



Portfolio Performance-financial year to 30 June 2023

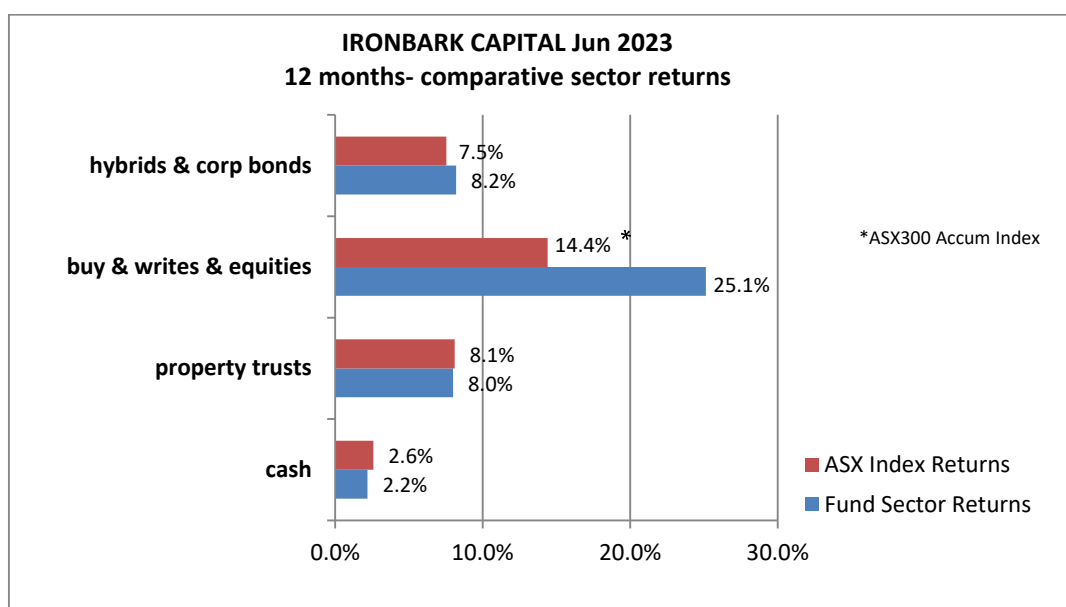
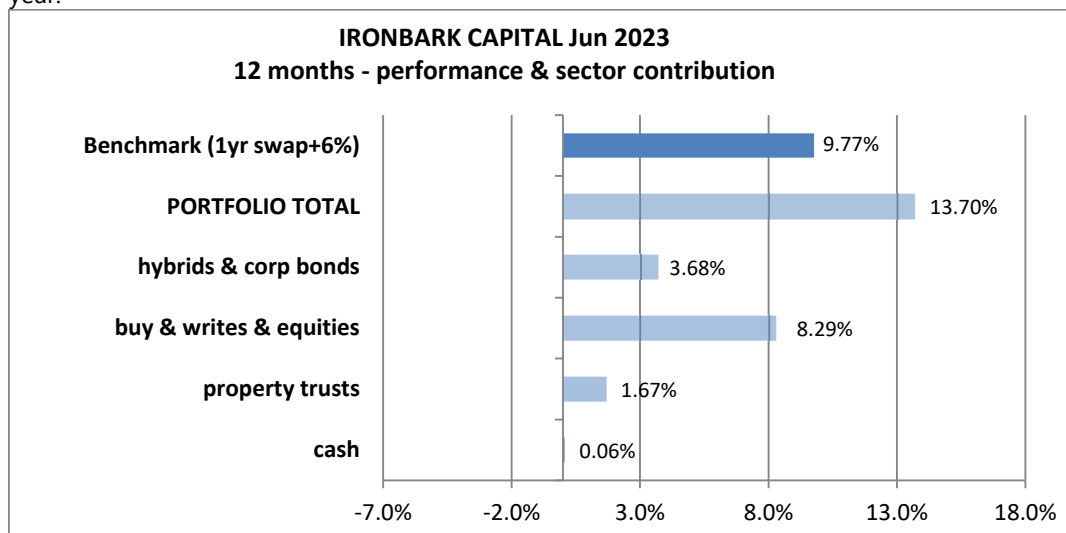
The portfolio recorded a good return of 13.7% for the financial year period.

The main change to the portfolio over the year involved increased exposure to wholesale unlisted fixed interest from 14% to 23% of the portfolio. The narrowing of trading margins between listed hybrid securities and unlisted subordinated debt made the latter more attractive from a risk/return perspective without loss of liquidity. The portfolio participated in primary issuance in CBA, ANZ, and QBE subordinated notes.

Hybrid and corporate bonds returned 8.2% supported by a strong rise in floating rate distribution yields with the 90 day bank bill reference rate increasing from 1.81% to 4.35% over the year.

Buy & writes returns of 25% benefited from a tilt towards resources and high option premiums from elevated volatility. Option writing contributed 1.9% (realised and unrealised profits) to the total portfolio return over the year.

Property trust holdings returned 8% rebounding from the aggressive sell off experienced in June last year.



KAPLAN FUNDS MANAGEMENT

Ironbark Capital Limited
ABN 89 008 108 227
Portfolio Shareholdings as at 30 June 2023

ASX Code	Security	Market Value* \$'000	% of portfolio	% exposure**
Banks				
ANZ	ANZ Banking Group Limited	2,912	4.8	3.0
CBA	Commonwealth Bank of Australia Limited	2,804	4.6	2.3
WBC	Westpac Banking Corporation Limited	2,927	4.8	3.8
		8,643	14.2	9.1
Hybrids & Corporate Bonds				
ALD26/27	Ampol Limited - Subordinated Notes (Unlisted)	2,279	3.7	3.7
ANZPI/PJ/PK	ANZ Banking Group Limited - Capital Notes	862	1.4	1.4
ANZ29	ANZ Banking Group Limited - Subordinated Notes (Unlisted)	1,015	1.7	1.7
AUS1080	AusNet Services Limited - Subordinated Notes (Unlisted)	1,001	1.6	1.6
AYUPA	Australian Unity Limited - Fixed Mutual Capital Instrument	1,007	1.7	1.7
BOQPE/PF	Bank of Queensland Limited - Capital Notes	596	1.0	1.0
CBA03/04/11	Commonwealth Bank of Australia Limited - Subordinated Notes (Unlisted)	6,141	10.1	10.1
CBAPI/PM	Commonwealth Bank of Australia Limited - Capital Notes	1,007	1.7	1.7
IAGPE	Insurance Australia Group Limited - Capital Notes	819	1.3	1.3
MAC05/06	Macquarie Bank Limited - Subordinated Notes (Unlisted)	1,021	1.7	1.7
MBLPC	Macquarie Bank Limited - Capital Notes	633	1.0	1.0
MQGPC/PD/PF	Macquarie Group Limited - Capital Notes	1,724	2.8	2.8
NABPF/PH/PI	National Australia Bank Limited - Capital Notes	1,763	2.9	2.9
NAB25	National Australia Bank Limited - Capital Notes (Unlisted)	511	0.8	0.8
NAB29	National Australia Bank Limited - Fixed Capital Notes (Unlisted)	421	0.7	0.7
NAB27	National Australia Bank Limited - Subordinated Notes (Unlisted)	519	0.9	0.9
QBE39	QBE Insurance Group Limited - Subordinated Notes (Unlisted)	505	0.8	0.8
QUBHA	Qube Holdings Limited - Subordinated Notes	1,308	2.2	2.2
RHCPA	Ramsay Healthcare Limited - Perpetual Preference Securities	795	1.3	1.3
SUNPG/PI	Suncorp Group Limited - Capital Notes	2,140	3.5	3.5
SUN06	Suncorp Group Limited - Subordinated Notes (Unlisted)	502	0.8	0.8
WBCPK	Westpac Banking Corporation Limited - Capital Notes	1,251	2.1	2.1
		27,820	45.7	45.7
Materials & Energy				
BHP	BHP Billiton Limited	6,754	11.1	7.8
SMR	Stanmore Resources Limited	1,483	2.4	2.4
WDS	Woodside Energy Group Limited	1,265	2.1	1.6
		9,502	15.6	11.8
Property				
AUHW	Australian Unity Healthcare Wholesale Fund (Unlisted)	3,504	5.8	5.8
CIP	Centuria Industrial REIT	88	0.1	0.1
CLW	Charter Hall Long WALE REIT	3,812	6.3	6.3
WPR	Waypoint REIT	4,113	6.8	6.8
		11,517	19.0	19.0
Financial Services				
SDF	Steadfast Group Limited	2,340	3.9	3.9
		2,340	3.9	3.9
Communication Services				
TLS	Telstra Group Limited	210	0.3	0.2
		210	0.3	0.2
Utilities & Infrastructure				
D20	Duxton Water Limited	138	0.2	0.2
		138	0.2	0.2
Cash				
		647	1.1	10.1
		60,817	100.0	100.0

*Includes market value of options written against holdings

**Includes option delta written against holdings

Directors' Report

The Directors present their report on the Company for the year ended 30 June 2023.

Directors

The following persons were Directors of Ironbark Capital Limited during the financial year and up to the date of this report:

Michael Cole AM
Neal Hornsby (appointed 1 August 2023)
Ian Hunter
Sam Kaplan

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal activities

The principal activity of the Company is the investment in securities listed on the Australian Securities Exchange. The primary focus emanating from this activity is the payment of fully franked dividends and the preservation of capital.

Review of Operations

The profit from ordinary activities after income tax amounted to \$5.47 million (2022: Profit \$1.35 million). The profit reflects the positive return of the investment portfolio of 13.7% for the year inclusive of franking credits, compared to the Benchmark (1 year swap + 6%p.a.) of 9.8%, a very satisfactory result.

A key component of the result is the change in fair value for the year of the underlying investments, which results in the fluctuation in profit results in any year. The unrealised gains of \$2.2m represented the improvement in valuations for the year reflecting the strength in domestic and global equity markets and was a key contributor to the good year end result. Realised gains for the year were \$1.7 million, predominantly from sales in the materials, financial services and property trust sectors, and gains from the trading of call options.

Interest income increased by 275% reflecting the significant rise in interest rates and the addition to the portfolio of unlisted subordinated notes during the financial year. The decrease in dividend income reflects the change from the prior year's record payout by BHP with the associated in-specie dividend of Woodside Energy.

NTA per share after provision for tax on unrealised gains was \$0.559, up 4.9% compared to the previous period. The NTA is after payment of fully franked dividends of 2.35 cents per share.

In accordance with the Company's announcement at the start of the financial year of an on-market share buy-back for up to 10% of the Company's shares over 12 months, the program was activated, and 496,293 shares were bought back in the period to 30 June 2023.

In accordance with the Company's capital management program, the program has been extended for a further 12 months until 19 July 2024. This provides the mechanism for the Company to buy back its shares during prolonged periods of share price volatility when there is a significant discount to underlying NTA.

Dividends

Subsequent to year end, the Directors declared a final fully franked dividend of 1.25 cents per share with record date of 6 September 2023 and payable on 27 September 2023.

The following dividends paid to members during the financial year were fully franked at the corporate tax rate of 25%:

	Record Date	Dividend Rate	Total Amount \$'000	Date of Payment	% Franked
2023					
Ordinary shares - Interim	07/03/2023	1.1cps	\$1,211	30/03/2023	100
Ordinary shares - 2022 Final	02/09/2022	1.25cps	\$1,377	28/09/2022	100

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Company during the financial year other than as disclosed in the financial statements.

Matters subsequent to the end of the financial year

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

Likely developments and expected results of operations

The Company will continue to be managed in accordance with the investment objectives set out in the governing documents and in accordance with the Constitution. The Company will continue to pursue its investment objectives for the long-term benefit of the members. This will require continual review of the investment strategies that are currently in place and may require changes to these strategies to maximise returns subject to the current economic climate.

Environmental regulation

The Company is not subject to any significant environmental regulation under Commonwealth or State law.

Information on directors

Michael Cole AM B Ec, M Ec, F Fin Chairman - Non-Executive Independent Director

Experience and expertise

Investment manager and investment banker

Former directorships in last 3 years

Chairman of Platinum Asset Management Limited.

Interests in shares

500,000 shares

Information on directors (continued)

Ian Hunter BA, LLB, MBA Chairman, Audit Committee - Non-Executive Independent Director

Experience and expertise

Banking and finance

Other current directorships

Director, Platinum Asia Investments Limited

Director, Platinum Capital Limited

Interests in shares

250,000 shares

Sam Kaplan B Ec, MBA, F Fin Non-Executive Non-Independent Director

Experience and expertise

Funds management and capital management

Other current directorships

Deputy Chairman, Qube Holdings Limited

Interests in shares

Details of Sam Kaplan's interests in shares of the Company included later in this report.

Neal Hornsby MIPA, MBA, DipFS(FP), CertPM, Non-Executive Independent Director
(appointed 1 August 2023)

Experience and expertise

Financial services, risk management & compliance

Other current directorships

Director, AVALONfs Pty Ltd

Director, PacReef Asset Management Pty Ltd

Interests in shares

30,000 shares

Company Secretary

The Company Secretary is Ms Jill Brewster. She has been Company Secretary for a number of companies and has held senior management and advisory roles across corporate, finance and operations in the investment and financial services industry. She is a member of The Governance Institute of Australia and holds an MBA and accounting qualifications.

Meetings of directors

The numbers of meetings of the Company's Board of Directors and Audit Committee held during the year ended 30 June 2023, and the numbers of meetings attended by each Director were:

	Board meetings		Audit Committee	
	A	B	A	B
Michael Cole	4	4	2	2
Ian Hunter	4	4	2	2
Sam Kaplan	4	4	2	2

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the Committee during the year

Audit Committee

The Audit Committee currently consists of Mr Ian Hunter, Mr Michael Cole, Mr Sam Kaplan and Mr Neal Hornsby. The Chairman is Mr Ian Hunter, who is not the Chairman of the Board.

Remuneration report

This report details the nature and amount of remuneration for each Director and Key Management Personnel of Ironbark Capital Limited in accordance with the *Corporations Act 2001*.

Remuneration policy

The Board determines the remuneration structure of Non-Executive Directors, having regards to the scope of the Company's operations and other relevant factors including the frequency of Board meetings as well as directors' length of service, particular experience and qualifications. The Board makes a recommendation to shareholders as to the level of Non-Executive Directors' remuneration which is then put to shareholders at the Annual General Meeting for approval. The Company has no employees as the investment management and administration services are outsourced.

As the Company does not provide share or option schemes to Directors, remuneration of Non-Executives is not explicitly linked to the Company's performance. Notwithstanding this, Board members are subject to ongoing performance monitoring and regular performance reviews.

Directors' benefits

This report details the nature and amount paid to each Director of the Company during the financial year.

(i) Remuneration of Directors

The following table shows details of the remuneration received by the Directors of the Company for the current and previous financial year.

2023

Name	Directors fees \$	Superannuation \$	Total \$
MJ Cole	22,000	-	22,000
IJ Hunter	22,000	-	22,000
S Kaplan	5,000	-	5,000
	49,000	-	49,000

2022

Name	Directors fees \$	Superannuation \$	Total \$
MJ Cole	22,000	-	22,000
RJ Finley (resigned 15/12/2021)	11,000	-	11,000
IJ Hunter	22,000	-	22,000
S Kaplan (appointed 15/12/2021)	2,708	-	2,708
	57,708	-	57,708

The Board may determine the remuneration of Directors within the maximum amount approved by shareholders. The maximum remuneration approved was \$22,000 each per annum.

Accounting and company secretarial duties are outsourced to Kaplan Funds Management Pty Limited. Kaplan Funds Management Pty Limited is remunerated for services rendered pursuant to an Administrative Services Agreement effective 1 April 2014.

(ii) Remuneration of Director Related Entities

The Company has an Investment Management Agreement and an Administrative Agreement with Kaplan Funds Management Pty Ltd, the Investment Manager, such that it will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee. Sam Kaplan is Managing Director of Kaplan Funds Management Pty Limited,

An entity associated with Sam Kaplan, Kaplan Partners Pty Limited, holds 100% of the shares of Kaplan Funds Management Pty Limited.

For the year ended 30 June 2023 the management fee (net of RITC) was \$248,932 (2022: \$257,521). The administrative fee for accounting and secretarial services (net of RITC) was \$54,294 (2022: \$56,047).

Under the terms of the Investment Management Agreement, a performance fee of 15% is payable for outperformance of the investment portfolio above the benchmark of 1 year swap rate plus 6%. The manager's performance is adjusted to include the value of franking credits received or accrued during a measurement period and after deduction of Management Fees and any applicable GST. As at 30 June 2023 the performance fee is negative 0.1% below the high water mark and there was no performance fee payable. (2022: Nil)

(iii) Equity instruments of Directors and related parties

As at the date of this report, the relevant interest in the shares of the Company of each director and as notified to the ASX is as follows:

2023

Name	Balance at the start of the year	Net movement	Balance at the end of the year
Ordinary shares			
Michael Cole	450,000	50,000	500,000
Ian Hunter	250,000	-	250,000
Sam Kaplan*	47,206,340	-	47,206,340
Neal Homsby**	-	30,000	30,000
	47,906,340	80,000	47,986,340

*Includes shares in which Mr Kaplan has only deemed relevant interest under the Corporations Act 2001 from which Mr Kaplan may receive no economic benefit.

**Appointed 1 August 2023

Insurance and indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the company for all or part of those proceedings. The Company was not party to any such proceedings during the year.

Non-audit services

There were no non-audit services provided by the auditors during the year ended 30 June 2023.

Corporate Governance Statement

The Company's Corporate Governance Statement for the year ended 30 June 2023 is found on the Company's website <https://ironbarkcapital.com/about/corporate-governance/>

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 15.

Rounding of amounts

The Company is of a kind referred to in Instrument 2016/191, issued by the Australian Securities and Investments commission, relating to the 'rounding off' of amounts. Amounts in this Report have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

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



Michael J Cole AM
Director

Sydney
24 August 2023



**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF
THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF IRONBARK CAPITAL LIMITED
ABN 89 008 108 227**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Ironbark Capital Limited.

As the auditor for the audit of the financial report of Ironbark Capital Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

MNSA PTY LTD

MNSA Pty Ltd

Mark Schiliro
Director

Sydney

Dated this 24th August 2023

MNSA

Ironbark Capital Limited
ABN 89 008 108 227
Statement of Profit or Loss and
Other Comprehensive Income
For the year ended 30 June 2023

	Notes	2023 \$'000	2022 \$'000
Investment income from trading portfolio			
Revenue	6	3,245	3,814
Net gains/(losses) on trading portfolio	6	3,814	(2,439)
Total investment income from trading portfolio		7,059	1,375
Expenses			
Management fees	19 (b)	(249)	(258)
Brokerage expense		(20)	(39)
Accounting fees		(54)	(56)
Share registry fees		(30)	(27)
Custody fees		(29)	(29)
Tax fees		(14)	(12)
Directors' liability insurance		(37)	(34)
Legal fees		(8)	(7)
Directors' fees	19 (a)	(49)	(58)
ASX fees		(45)	(47)
Audit fees	17	(40)	(38)
Options expense		(12)	(13)
Other expenses		(22)	(44)
Total expenses		(609)	(662)
Profit before income tax		6,450	713
Income tax(expense)/benefit	7	(980)	640
Net profit for the year		5,470	1,353
Other comprehensive income/(loss) for the year net of tax		-	-
Total comprehensive income for the year		5,470	1,353
		Cents	Cents
Basic and diluted earnings per share	22	4.97	1.18

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

Ironbark Capital Limited
ABN 89 008 108 227
Statement of Financial Position
As at 30 June 2023

	Notes	2023 \$'000	2022 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	8	647	1,299
Trade and other receivables	9	285	264
Trading portfolio	10	60,170	56,148
Other assets		6	6
Total current assets		61,108	57,717
Non-current assets			
Deferred tax assets	12	1,563	2,064
Total non-current assets		1,563	2,064
Total assets		62,671	59,781
LIABILITIES			
Current liabilities			
Trade and other payables	13	65	310
Current tax liabilities		317	501
Total current liabilities		382	811
Non-current liabilities			
Deferred tax liabilities	14	875	213
Total non-current liabilities		875	213
Total liabilities		1,257	1,024
Net assets		61,414	58,757
Equity			
Issued capital	15	60,250	60,475
Profit reserve		9,751	6,869
Accumulated losses		(8,587)	(8,587)
Total equity		61,414	58,757

The above Statement of Financial Position should be read in conjunction with the accompanying notes

Ironbark Capital Limited
ABN 89 008 108 227
Statement of Changes in Equity
For the year ended 30 June 2023

	Notes	Issued capital \$'000	Profit reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2022		60,475	6,869	(8,587)	58,757
Profit for the year		-	-	5,470	5,470
Transfer to profit reserve		-	5,470	(5,470)	-
Total comprehensive income for the year		-	5,470	-	5,470
Transactions with owners in their capacity as owners:					
Dividends paid	16(a)	-	(2,588)	-	(2,588)
Buy-back of shares	15(c)	(225)	-	-	(225)
Balance at 30 June 2023		60,250	9,751	(8,587)	61,414
Balance at 1 July 2021		67,374	5,805	(6,235)	66,944
Profit for the year		-	-	1,353	1,353
Transfer to profit reserve		-	3,705	(3,705)	-
Total comprehensive income for the year		-	3,705	(2,352)	1,353
Transactions with owners in their capacity as owners:					
Dividends paid	16(a)	-	(2,641)	-	(2,641)
Buy-back of shares	15(c)	(6,899)	-	-	(6,899)
Balance at 30 June 2022		60,475	6,869	(8,587)	58,757

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

Ironbark Capital Limited
ABN 89 008 108 227
Statement of Cash Flows
For the year ended 30 June 2023

	Notes	2023 \$'000	2022 \$'000
Cash flows from operating activities			
Interest received		603	164
Net (payments)/proceeds of trading portfolio		(458)	6,404
Dividends and trust distributions received		2,620	3,691
Other income received		1	3
Management fees paid		(248)	(261)
Other expenses paid		(359)	(405)
Net cash inflow from operating activities	21	2,159	9,596
Cash flows from financing activities			
Dividends paid to shareholders	16(a)	(2,588)	(2,641)
Payments for shares bought back	15(c)	(223)	(6,899)
Net cash (outflow) from financing activities		(2,811)	(9,540)
Net (decrease)/increase in cash and cash equivalents		(652)	56
Cash and cash equivalents at beginning of financial year		1,299	1,243
Cash and cash equivalents at the end of the financial year	8	647	1,299
Non cash: Distribution reinvestment		-	116

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

1. General information

Ironbark Capital Limited (the "Company") is a listed public company domiciled in Australia. The address of Ironbark Capital Limited's registered office is Suite 607, 180 Ocean Street, Edgecliff NSW 2027. The financial statements of Ironbark Capital Limited are for the year ended 30 June 2023. The Company is primarily involved in making investments and deriving revenue and investment income from listed securities, wholesale fixed interest securities and unit trusts in Australia.

2. Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the entity Ironbark Capital Limited.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. The Company is a 'for profit' entity.

The Financial Statements were authorised for issue by the directors on 24 August 2023.

(i) Compliance with IFRS

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). AIFRS ensures that the financial statements and notes comply with International Financial Reporting Standards (IFRS).

(ii) New and amended standards adopted by the Company

Several amendments and interpretations apply for the first time in 2023, but do not have an impact on the Financial Statements of the Company:

AASB 17: Insurance Contracts

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction.

(iii) Historical cost convention

These Financial Statements have been prepared under the accruals basis and are based on historical cost convention, except that financial instruments are stated at their fair value through profit or loss.

2. Significant accounting policies (continued)

(iv) *Critical accounting estimates*

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, refer to Note 4.

(b) **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and trade allowances.

(i) *Trading income*

Profits and losses realised from the sale of investments and unrealised gains and losses on securities held at fair value are included in the Statement of Profit or Loss and Other Comprehensive Income in the year they are earned/incurred.

(ii) *Dividends and trust distributions*

Dividends and trust distributions are recognised as revenue when the right to receive payment is established.

(iii) *Interest income*

Interest income is recognised using the effective interest method.

(iv) *Other income*

The Company recognises other income when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described above.

(c) **Income tax**

The income tax expense (or tax benefit) for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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.

2. Significant accounting policies (continued)

(c) Income Tax (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss in the Statement of Profit or Loss and Other Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(d) Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, 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.

(e) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade and other receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly.

(f) Trading portfolio

Classification

The trading portfolio comprises securities held for short term trading purposes, including exchange traded option contracts that are entered into, as described below. The purchase and the sale of securities are accounted for at the date of trade. Trade date accounting is adopted for financial assets that are delivered within timeframes established by market place convention.

Options are initially brought to account at the amount received upfront for entering the contract (the premium) and subsequently revalued to current market value. Increments and decrements are taken through the Statement of Profit or Loss and Other Comprehensive Income.

Securities in the trading portfolio are classified as "assets measured at fair value through profit or loss".

Recognition and derecognition

Purchases and sales of financial assets are recognised on trade date - the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the right to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset or financial liability at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent to initial recognition, the financial instruments are measured at fair value with changes in their fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

2. Significant accounting policies (continued)

(f) Trading Portfolio (continued)

When disposal of an investment occurs, the cumulative gain or loss is recognised as realised gains and losses on trading portfolio in the Statement of Profit or Loss and Other Comprehensive Income.

The objective of determining fair value for a financial instrument that is traded in an active market is to arrive at the price at which a transaction would occur at the end of the reporting period. The existence of published price quotations in an active market is the best evidence of fair value and is used to measure the financial asset or financial liability.

Financial assets are valued at their fair value without any deduction for transaction costs that may be incurred on sale or other disposal. Certain costs in acquiring investments, such as brokerage and stamp duty are expensed in the Statement of Profit or Loss and Other Comprehensive Income.

(g) Derivatives

The Company may invest in financial derivatives. Derivative financial instruments are accounted for on the same basis as the underlying investment exposure. Gains and losses relating to derivatives are included in investment income as part of realised or unrealised gains and losses on investments.

(h) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year that remain unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(i) Issued capital

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.

(j) Profit reserve

The Profit Reserve is made up of amounts transferred from current and retained earnings that are preserved for future dividend payments.

(k) Dividends

In accordance with the *Corporations Act 2001*, the Company may pay a dividend where the Company's assets exceed its liabilities, the payment of the dividend is fair and reasonable to the Company's shareholders as a whole and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

It is the Directors' policy to only pay fully franked dividends and to distribute the majority of franking credits received each year. Franking credits are generated by receiving fully franked dividends from shares held in the Company's investment portfolio, and from the payment of corporate tax on its other investment income, namely share option premiums, unfranked income and net realised gains.

A provision for dividends payable is recognised in the reporting period in which dividends are declared, for the entire undistributed amount, regardless of the extent to which they will be paid in cash.

2. Significant accounting policies (continued)

(l) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

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 additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the Australian Taxation Office (ATO). In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the ATO and are presented as operating cash flows.

(n) Rounding of amounts

The Company is of a kind referred to in Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

(o) Functional and presentation currency

The functional and presentation currency of the Company is Australian dollars.

(p) Operating Segments

The Company operated in Australia only and the principal activity is investment.

2. Significant accounting policies (continued)

(q) New accounting standards for application in future periods

The following new accounting standards and interpretations, have been published that are not mandatory for 30 June 2023 reporting periods and have not yet been adopted in the financial statements:

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current.

IFRS S1 – General requirements for disclosure of sustainability – related financial information

IFRS S2 – Climate related disclosures

The above accounting standards are effective for annual reporting periods on or after 1 January 2024. None of these are expected to have a material impact on the financial statements.

3. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Board of the Company has implemented a risk management framework to mitigate these risks.

(a) Market risk

The standard defines this as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

(i) Price risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified in the Statement of Financial Position as trading portfolio.

The Company seeks to manage and constrain market risk by diversification of the investment portfolio across multiple stocks and industry sectors. The Investment Manager of the trading portfolio has been granted specific risk tolerance boundaries as set out in the Investment Management Agreement.

The Company's investments split by sector as at 30 June are set out below:

Sector	2023 (%)	2022 (%)
Financials	14.2	13.8
Property	18.9	20.6
Materials & Energy	15.6	15.0
Utilities & Infrastructure	0.2	0.2
Corporate floating rate notes	19.9	29.5
Subordinated notes	23.5	12.5
Fixed rate notes	2.4	2.6
Financial Services	3.9	3.1
Communication Services	0.3	-
Healthcare	-	0.4
Cash	1.1	2.3
Total	100.0	100.0

3. Financial risk management (continued)

(a) Market risk (continued)

(i) Price risk (continued)

Securities representing over 5 percent of the trading portfolio at 30 June 2023 were:

	2023 (%)
Australian Unity Healthcare Property Fund	5.8
BHP Billiton Limited	7.8
Charter Hall Long Wale REIT	6.3
Growthpoint Properties Australia	6.8
	<u>26.7</u>

The Company is also not directly exposed to currency risk as all its investments are quoted in Australian dollars.

The following table illustrates the effect on the Company's profit or loss based on an increase or fall in market prices of 5% and 10% on the investment assets in the Company's portfolio at reporting date, assuming a flat tax rate of 25 percent (2022: 25 percent):

Index	Impact on post-tax profit			
	2023		2022	
	\$'000	\$'000	\$'000	\$'000
Change in variable by +5%/-5% (2022: +5%/-5%)	2,256	(2,256)	2,106	(2,106)
Change in variable by +10%/-10% (2022: +10%/-10%)	4,513	(4,513)	4,211	(4,211)

This illustration does not take into account covered call option positions

(ii) Cash flow and fair value interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis.

The table below summarises the Company's exposure to interest rate risk. It includes the Company's assets and liabilities at fair values, categorised by the earlier of contractual repricing or maturity dates.

30 June 2023

	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest bearing \$'000	Total \$'000
Financial Assets				
Cash and cash equivalents	647	-	-	647
Trade and other receivables	-	-	285	285
Trading portfolio	26,392	1,428	32,350	60,170
Other assets	-	-	6	6
	<u>27,039</u>	<u>1,428</u>	<u>32,641</u>	<u>61,108</u>
Financial liabilities				
Trade and other payables	-	-	(65)	(65)
Current tax liability	-	-	(317)	(317)
	<u>-</u>	<u>-</u>	<u>(382)</u>	<u>(382)</u>
Net exposure	<u>27,039</u>	<u>1,428</u>	<u>32,259</u>	<u>60,726</u>

3. Financial risk management (continued)

(a) Market risk (continued)

(ii) Cash flow and fair value interest rate risk (continued)

30 June 2022

	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest bearing \$'000	Total \$'000
Financial Assets				
Cash and cash equivalents	1,299	-	-	1,299
Trade and other receivables	-	-	264	264
Trading portfolio	24,158	1,467	30,523	56,148
Other assets	-	-	6	6
	<u>25,457</u>	<u>1,467</u>	<u>30,793</u>	<u>57,717</u>
Financial liabilities				
Trade and other payables	-	-	(310)	(310)
Current tax liability	-	-	(501)	(501)
	<u>-</u>	<u>-</u>	<u>(811)</u>	<u>(811)</u>
Net exposure	<u>25,457</u>	<u>1,467</u>	<u>29,982</u>	<u>56,906</u>

The weighted average interest rate of the Company's cash and cash equivalents at 30 June 2023 is 1.07% pa (2022: 0.00% pa).

Sensitivity

At 30 June 2023, if interest rates had increased or decreased by 75 basis points from the year end rates with all other variables held constant, post-tax profit for the year would have been \$152,096 higher/\$152,096 lower (2022: changes of 75 bps/75 bps: \$117,092 higher/\$117,092 lower).

(b) Credit risk

The standard defines this as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance 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.

There are no material amounts of collateral held as security at 30 June 2023.

Credit risk is managed as noted in Note 8 with respect to cash and cash equivalents, Note 9 for trade and other receivables and Note 10 for floating rate note trading portfolio. None of these assets are overdue or considered to be impaired.

(c) Liquidity risk

The standard defines this as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Investment Manager monitors cash-flow requirements daily taking into account upcoming dividends, tax payments and investing activity.

The Company's inward cash flows depend upon the level of dividend and distribution revenue received. Should these decrease by a material amount, the Company would amend its outward cash flows accordingly. As the Company's major cash outflows are the purchase of securities and dividends paid to shareholders, the level of both of these is managed by the Board and Investment Manager.

The assets of the Company are largely in the form of readily tradable securities which can be sold on-market if necessary.

3. Financial risk management (continued)

(c) Liquidity risk (continued)

The table below analyses the Company's non-derivative financial liabilities in relevant maturity groupings based on the remaining period to the earliest possible contractual maturity date at the year-end date. The amounts in the table are contractual undiscounted cash flows.

Contractual maturities of financial liabilities

	Less than 1 month \$'000	More than 1 month \$'000
At 30 June 2023		
Non-derivatives		
Trade and other payables	65	-
Current tax liability	-	317
Total non-derivatives	<u>65</u>	<u>317</u>
	Less than 1 month \$'000	More than 1 month \$'000
At 30 June 2022		
Non-derivatives		
Trade and other payables	310	-
Current tax liability	-	501
Total non-derivatives	<u>310</u>	<u>501</u>

(d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 13 Fair Value Measurement requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgment by the Directors. The Directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

3. Financial risk management (continued)

(d) Fair value measurements (continued)

The following table presents the Company's financial assets and liabilities (by class) measured and recognised at fair value according to the fair value hierarchy at 30 June 2023 and 30 June 2022:

30 June 2023

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Trading portfolio	42,750	17,420	-	60,170
Total	42,750	17,420	-	60,170

30 June 2022

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Trading portfolio	44,683	11,465	-	56,148
Total	44,683	11,465	-	56,148

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is included in level 1.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and loans.

4. Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

5. Segment information

The Company has only one reportable segment. The Company operates predominantly in Australia and in one industry being the securities industry, deriving revenue from dividend, distribution and interest income and from the sale of its trading portfolio.

6. Investment income

	2023 \$'000	2022 \$'000
<i>Revenue</i>		
Dividends	1,966	2,866
Interest	623	166
Distributions	655	779
Other income	1	3
	<u>3,245</u>	<u>3,814</u>
<i>Net gains/(losses) on trading portfolio</i>		
Net realised gains on trading portfolio	1,659	2,110
Net unrealised gains/(losses) on trading portfolio	2,155	(4,549)
	<u>3,814</u>	<u>(2,439)</u>
	<u>7,059</u>	<u>1,375</u>

7. Income tax expense

(a) Income tax expense recognised in the Statement of Profit or Loss and Other Comprehensive Income

	2023 \$'000	2022 \$'000
Current tax	317	501
Deferred tax	663	(1,141)
	<u>980</u>	<u>(640)</u>
<i>Income tax expense/ (benefit) is attributable to:</i>		
Profit from continuing operations	<u>980</u>	<u>(640)</u>

(b) Numerical reconciliation of income tax expense/(benefit) to prima facie tax payable

	2023 \$'000	2022 \$'000
Profit from continuing operations before income tax expense/(benefit)	6,450	713
Tax at the Australian rate of 25% (2022: 25%)	1,612	178
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Franking credits on dividends received	(770)	(1,207)
Imputation gross up on dividend income	195	302
Timing differences	117	(69)
Realised taxable investment gain	303	686
Realised accounting investment (gain)	(414)	(527)
Adjustments for current tax of prior year	(63)	(3)
Income tax expense/(benefit)	<u>980</u>	<u>(640)</u>

8. Cash and cash equivalents

	2023 \$'000	2022 \$'000
Cash at bank and in hand	<u>647</u>	<u>1,299</u>

Risk exposure

The Company's exposure to interest rate risk is discussed in Note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

Cash investments are made with National Australia Bank Limited which is rated AA- (2022: AA-) by Standard & Poor's.

9. Trade and other receivables

	2023 \$'000	2022 \$'000
Dividends and distributions receivable	237	235
Interest receivable	41	22
GST receivable	7	7
	<u>285</u>	<u>264</u>

Outstanding settlements are on the terms operating in the securities industry, which usually require settlement within two days of the date of a transaction. None of the receivables is past due or impaired at the end of the reporting period.

Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

Risk exposure

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above.

10. Trading portfolio – held at fair value through profit or loss

	2023 \$'000	2022 \$'000
Listed equities	20,834	18,700
Property trusts - listed	8,012	8,521
Property trusts - unlisted	3,504	3,302
Floating rate capital notes - listed	11,590	16,460
Floating rate capital notes - unlisted	511	512
Fixed rate notes - listed	1,007	1,002
Fixed rate notes - unlisted	421	465
Subordinated notes- listed	1,308	-
Subordinated notes- unlisted	12,983	7,186
	60,170	56,148

The value of the trading portfolio includes the market value of options written against holdings (note 11).

Risk exposure and fair value measurements

Information about the Company's exposure to price risk and about the methods and assumptions used in determining fair value is provided in note 3.

11. Derivative financial instruments

In the normal course of business, the Company enters into transactions in derivative financial instruments with certain risks. A derivative is a financial instrument or other contract whose value depends on, or is derived from, underlying assets, liabilities or indices. Derivative transactions include a wide assortment of instruments, such as forwards, futures, options and swaps.

Derivatives are considered to be part of the investment process. The use of derivatives is an essential part of the Company's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multi-faceted and includes:

- (i) hedging to protect an asset of the Company against a fluctuation in market values or to reduce volatility;
- (ii) as a substitute for physical securities; and
- (iii) adjustment of asset exposures within the parameters set out in the investment strategy.

The Company holds the following derivative instruments:

Options

An option is a contractual arrangement under which the seller (writer) grants the purchaser (holder) the right, but not the obligation, either to buy a call option or buy a put option at or by a set date or during a set period, a specific amount of securities or a financial instrument at a predetermined price. The seller receives a premium from the purchaser in consideration for the assumption of future securities price. Options held are exchange-traded.

11. Derivative financial instruments (continued)

At year end, the notional principal amounts of derivatives held by the Company were as follows:

	Notional principal amounts 2023 \$'000	Notional principal amounts 2022 \$'000
Australian exchange traded options	(471)	(433)

12. Deferred tax assets

	2023 \$'000	2022 \$'000
The balance comprises temporary differences attributable to:		
Tax losses	1,552	2,053
Other temporary differences	11	11
	1,563	2,064
Movements:		
Opening balance:	2,064	2,214
Charged/credited:		
- to profit or loss	(501)	(150)
	1,563	2,064

13. Trade and other payables

	Notes	2023 \$'000	2022 \$'000
Management fees payable	19(c)	22	21
Unsettled purchases		3	250
Other payables		40	39
		65	310

14. Deferred tax liabilities

	2023 \$'000	2022 \$'000
The balance comprises temporary differences attributable to:		
Accrued income	10	6
Unrealised gains on investments	865	207
	<u>875</u>	<u>213</u>
Movements:		
Opening balance	213	1,504
Charged/credited		
- to profit or loss	663	(1,141)
- prior year adjustment	(1)	(150)
	<u>875</u>	<u>213</u>

15. Issued capital

(a) Issued capital

	30 June 2023 Shares	30 June 2022 Shares	2023 \$'000	2022 \$'000
Ordinary shares - fully paid	<u>109,658,101</u>	110,154,394	<u>60,250</u>	60,475

(b) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(c) Movements in ordinary share capital

	Number of shares	\$'000
Balance at 1 July 2022	110,154,394	60,475
Less:		
On-market share buy-back	(496,293)	(225)
Balance at 30 June 2023	<u>109,658,101</u>	<u>60,250</u>
	Number of shares	\$'000
Balance at 1 July 2021	123,166,545	67,374
Less:		
On-market share buy-back	(13,012,151)	(6,899)
Balance at 30 June 2022	<u>110,154,394</u>	<u>60,475</u>

15. Issued capital (continued)

(d) Dividend reinvestment plan

Under the Company's dividend reinvestment plan (DRP), additional shares are allotted at a price calculated at 97.5% of the weighted average share price. The DRP is currently suspended and as such, there were no shares issued under the dividend reinvestment plan during the year.

(e) Capital risk management

To achieve this, the Board of Directors monitor the monthly NTA results, investment performance, the Company's Indirect Cost Ratio (formerly known as 'Management Expense Ratio') and share price movements.

The Company is not subject to any externally imposed capital requirements.

16. Dividends

(a) Dividends paid during the year

	2023 \$'000	2022 \$'000
Final dividend	1,377	1,540
Interim dividends	1,211	1,101
	2,588	2,641

Dividends not recognised at the end of the year

On 24 August 2023, the Directors declared a final dividend of 1.25 cents per share fully franked payable on 27 September 2023, with a record date of 6 September 2023. The aggregate amount of the proposed final dividend to be paid out of the Profit Reserve at the end of the year but not recognised as a liability is:

1,370	1,377
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(b) Dividend franking account

	2023 \$'000	2022 \$'000
Opening balance of franking account	490	163
Franking credits on dividends received	770	1,207
Franking credits on ordinary dividends paid	(863)	(880)
Closing balance of franking account	397	490
Franking credits on dividends received after year end	44	32
	44	32
	441	522

16. Dividends (continued)

(c) Dividend rate

	Record Date	Dividend Rate	Total Amount \$'000	Date of Payment	% Franked
2023					
Ordinary shares - Final	06/09/2023	1.25cps	\$1,370	27/09/2023	100
Ordinary shares - Interim	07/03/2023	1.1cps	\$1,211	30/03/2023	100
2022					
Ordinary shares - Final	02/09/2022	1.25cps	\$1,377	28/09/2022	100
Ordinary shares - Interim	04/03/2022	1.0cps	\$1,101	31/03/2022	100

The dividends are fully franked at the corporate tax rate of 25% (2022:25%).

17. Remuneration of auditors

During the year the following fees were paid or payable (GST inclusive) for services provided by the auditor of the Company, its related practices and non-related audit firms:

	30 June 2023 \$'000	30 June 2022 \$'000
<i>Audit and other assurance services</i>		
MNSA Pty Ltd - Audit and review of financial statements	40	38

18. Contingencies

The Investment Management Agreement entered into by the Company with Kaplan Funds Management Pty Ltd may be terminated by either party giving to the other no less than one-year written notice of its intention to do so.

The Company had no other contingent liabilities at 30 June 2023 (2022: nil).

19. Related party transactions

(a) Key management personnel

	2023 \$'000	2022 \$'000
Short-term benefits	49	58

(b) Transactions with other related parties

The Company has an Investment Management Agreement with Kaplan Funds Management Pty Ltd such that it will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee.

Under the terms of the Investment Management Agreement, a performance fee of 15% is payable for outperformance of the investment portfolio above the benchmark of 1 year swap rate plus 6%, subject to a highwater mark. The manager's performance is adjusted to include the value of franking credits received or accrued during a measurement period and after deduction of Management Fees and any applicable GST. As at 30 June 2023 the performance fee is negative 0.1% below the high water mark and there was no performance fee payable. (2022: Nil)

The following transactions occurred with related parties (net of RITC):

	2023 \$'000	2022 \$'000
Management fees paid or payable	249	258

(c) Outstanding balances

The following balances (GST inclusive) are outstanding at the end of the reporting period in relation to transactions with related parties:

	30 June 2023 \$'000	30 June 2022 \$'000
Management fees payable	22	21

(d) Terms and conditions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

20. Events occurring after the reporting period

Other than noted elsewhere in this report, the Directors are not aware of any matter or circumstance that has occurred subsequent to year end that has significantly affected, or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

21. Reconciliation of profit after income tax to net cashflow from operating activities

	2023 \$'000	2022 \$'000
Profit for the year	5,470	1,353
Unrealised (gains)/losses on trading portfolio	(2,155)	4,549
Realised (gains) on trading portfolio	(1,659)	(2,110)
Distribution reinvestment	-	(116)
Change in operating assets and liabilities		
(Increase)/decrease in trade and other receivables	(21)	159
Increase in trade and other payables	3	247
- Less increase in trading portfolio payables	-	(250)
Increase/(decrease) in tax	980	(640)
(Increase)/decrease in trading portfolio	(459)	6,404
Net cash inflow from operating activities	<u>2,159</u>	<u>9,596</u>

22. Earnings per share

(a) Basic earnings per share

	2023 Cents	2022 Cents
From continuing operations attributable to the ordinary equity holders of the company	<u>4.97</u>	1.18
Total basic earnings per share attributable to the ordinary equity holders of the company	<u>4.97</u>	1.18

(b) Diluted earnings per share

	2023 Cents	2022 Cents
From continuing operations attributable to the ordinary equity holders of the company	<u>4.97</u>	1.18
Total diluted earnings per share attributable to the ordinary equity holders of the company	<u>4.97</u>	1.18

Diluted earnings per share is the same as basic earnings per share. The Company has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings per share.

(c) Weighted average number of shares used as denominator

	2023 Number	2022 Number
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share	<u>110,079,696</u>	<u>114,997,016</u>

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 16 to 38 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the entity's financial position as at 30 June 2023 and of its performance for the year ended on that date.
- (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (c) Note 2(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given a declaration by Jill Brewster on behalf of Kaplan Funds Management Pty Limited, as a person who performs the Chief Executive functions of the Company, required by section 295A of the *Corporations Act 2001*.

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



Michael J Cole AM
Director

Sydney
24 August 2023

**INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
IRONBARK CAPITAL LIMITED
ABN 89 008 108 227**

Report on the Financial Report

Opinion

We have audited the financial report of Ironbark Capital Limited (the Company), which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Company is in accordance with the Corporations Act 2001, including:

- a. giving a true and fair view of the Company's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
- b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

The financial report also complies with the International Financial Reporting Standards as disclosed in Note 2(a).

Basis for Opinion

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

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2023. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
<i>Valuation and Existence of Trading Portfolio</i> The trading portfolio at 30 June 2023 comprised of listed, unlisted equity investments and exchange traded options of \$60 million which constitutes 96% of the Company's total assets. We focused on the valuation and existence of investments because trading investment represents the principal element of the net asset value disclosed on the Statement of Financial Position in the financial statements.	We tested the valuation of investments by vouching the share prices to independent market pricing information multiplying the investment quantity held as at 30 June 2023, to ensure they are fairly stated. We agreed the existence of a sample of purchases and sales that occurred during the period to the contract notes of investments; agreeing the contract notes to the purchases and sales reports. We assessed the disclosure in the financial statements with reference to the requirements of accounting standards.
<i>Revenue from Trading Portfolio</i> Auditing Standard ASAs presume there are risks of fraud in revenue recognition unless rebutted. We focused on the cut-off, accuracy and completeness of dividend revenue, interest, dividend receivables and interest receivables.	We assessed the accounting policy for revenue recognition for compliance with the accounting standards and performed testing to ensure that revenue had been accounted for in accordance with the accounting policy. We assessed the accounting policies implemented were in accordance with the accounting standards, and that revenue has been accounted for in accordance with the accounting policy. We tested the accuracy and completeness of dividend revenue by agreeing the dividends and distributions of a sample of investments to supporting documentation obtained from share registries. We tested the cut-off of dividend revenue and dividend receivables by checking the dividend details of a sample of investments from external market information and ensured that dividends that were declared before, but payable after, the reporting date were recorded.

There were no restrictions on our reporting of Key Audit Matters.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Company 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on the Remuneration Report

We have audited the remuneration report included within the directors' report for the year ended 30 June 2023.

In our opinion, the remuneration report of Ironbark Capital Limited for the year ended 30 June 2023 complies with s 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

MNSA PTY LTD

MNSA Pty Ltd



Mark Schiliro

Director

Sydney

Dated this 24th August 2023

MNSA

Shareholder Information

As at 3 August 2023 there were 1,524 shareholders of fully paid ordinary shares in Ironbark Capital Limited (ASX:IBC). These holdings were distributed as follows:

Holdings Range	No. of Shareholders	Shares	%
1-1,000	274	93,405	0.1
1,001-5,000	326	950,263	0.9
5,001-10,000	192	1,437,031	1.3
10,001-100,000	625	20,602,646	18.8
100,001 and over	107	86,494,756	78.9
Total	1,524	109,578,101	100.0

There were 279 shareholders holding less than a marketable parcel of \$500 (1,086 shares).

Major Shareholders

The top 20 shareholders as at 3 August 2023 are listed below:

Holder Name	Ordinary Shares Number Held	%
KAPLAN PARTNERS PTY LIMITED	41,838,109	38.18%
NATIONAL NOMINEES LIMITED	9,756,892	8.90%
MRS GLENDA CLAIRE ORGILL	2,634,348	2.40%
AGO PTY LTD <SUPERANNUATION FUND A/C>	2,609,056	2.38%
LIANGROVE MEDIA PTY LIMITED	1,943,456	1.77%
BOND STREET CUSTODIANS LIMITED <MCGOL - I27406 A/C>	1,389,077	1.27%
LIANGROVE GROUP PTY LTD	1,166,081	1.06%
IOOF INVESTMENT SERVICES LIMITED <IPS SUPERFUND A/C>	933,234	0.85%
BOND STREET CUSTODIANS LIMITED <MCGOL - DR0020 A/C>	806,127	0.74%
BOND STREET CUSTODIANS LIMITED <MCGOL - AP0390 A/C>	712,982	0.65%
MISS SAMANTHA ORGILL	668,260	0.61%
MR ANTHONY GEOFFREY HARTNELL	638,982	0.58%
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	636,783	0.58%
BOND STREET CUSTODIANS LIMITED <DAKRET - V47560 A/C>	618,750	0.56%
BOND STREET CUSTODIANS LIMITED <MCGOL - V20404 A/C>	616,331	0.56%
SAVIVE PTY LTD <SAVIVE SUPER FUND A/C>	615,000	0.56%
DANEJON PTY LIMITED <DANEJON SUPER FUND A/C>	600,000	0.55%
WENTRADING PTY LTD <WENTRADING SUPER FUND A/C>	584,293	0.53%
BOND STREET CUSTODIANS LIMITED <MCGOL - CP0570 A/C>	546,885	0.50%
PAMELA JOY KIESSLING & RICHARD ALBERT JOHNSON & SALLY JANE ARMSTRONG <EST ROBIN F ARMSTRONG A/C>	546,725	0.50%
	69,861,371	63.75%
Total Securities as per Register	109,578,101	

Voting rights

The Constitution provides for votes to be cast for fully paid ordinary shares as follows:

- i. on a show of hands, one vote for each shareholder; and
- ii. on a poll, one vote for each share held.

Substantial shareholders

As at 3 August 2023 the name and holding of each substantial holder as disclosed in the notice received by Ironbark Capital in respect of the shareholder and their associates:

Holder Name	Notice Date	Ordinary Shares	
		Shareholding	%
KAPLAN PARTNERS PTY LIMITED	26 Nov 2021	46,864,158	42.77%

On-market buy-back

The Company has extended the on-market buy-back arrangement that was in place for the 12 months to 20 July 2023. It continues for another 12 months for the buy-back of up to 10% of the Company's shares commencing 21 July 2023.

Investment Management Agreement

The Investment Management Agreement with Kaplan Funds Management Pty Limited, the Investment Manager, provides for an annual Management Fee of 0.40% p.a. based on the portfolio value at the end of each month, which is charged monthly.

Under the terms of the Investment Management Agreement, a performance fee of 15% is payable for outperformance of the investment portfolio above the benchmark of 1 year swap rate plus 6%, subject to a highwater mark. The manager's performance is adjusted to include the value of franking credits received or accrued during a measurement period and after deduction of Management Fees and any applicable GST.

Transaction Summary

The Company recorded 489 security transactions (including options) during the financial year. Brokerage paid during the year net of RITC claimable was \$19,538.