

MARINYA POOLED SUPERANNUATION TRUST
ABN: 15 924 988 092

FINANCIAL REPORT

FOR THE YEAR ENDED 30 JUNE 2024

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Directors' Report

The directors of Diversa Trustees Limited (the "Trustee"), as trustee for the Marinya Pooled Superannuation Trust (the "Trust"), submit herewith the annual report of the Trust for the financial year ended 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the directors of the Trustee report as follows:

Principal activities

The Marinya Pooled Superannuation Trust is operated for the purpose of providing an opportunity for Australian superannuation funds to invest in a diversified portfolio of investments.

No significant changes in the nature of the Trust's activity occurred during the financial year.

Review of operations

During the financial year, the Trust recorded net investment income of \$(2,676k) (2023: \$3,010k) and expenses of \$173k (2023: \$168k). The net assets available for members benefits equal to \$45,640k (2023: \$71,568k).

Volatility in investment markets, alongside high inflation and interest rates, has influenced the outcomes of superannuation activities. Throughout the financial year, the Trust engaged in investments in both listed and unlisted securities, with the carrying value of investments amounting to \$46,350k as at 30 June 2024 (2023: \$71,019k). Details regarding the valuation of the Trust's assets are provided in Note 3 of the financial report.

The Trust operates within a dynamic environment characterised by various risks that may impact its financial prospects. Embracing a risk management approach aligned with industry best practices and regulatory expectations, the Trust aims to strike a balance between risk and reward for the benefit of its members. Key material business risks faced by the Trust include:

Regulatory and Legislative Changes: The dynamic regulatory landscape governing superannuation undergoes frequent adjustments, potentially presenting challenges to compliance and operational effectiveness. The Trustee diligently monitors regulatory developments, proactively adapting to changes, and maintains robust governance frameworks. Furthermore, the Trustee adjusts its strategies and operations to align with evolving legal requirements.

Operational Risk: Operational risks include various factors, including those associated with the operations of the Trustee oversight model and its service providers delivering services to the Trust. These risks may arise from deficiencies or failures in the governance processes, internal controls, or operational procedures related to the oversight of the Trustee's activities. Potential risks include inadequate oversight of investment decisions, compliance failures, conflicts of interest, and ineffective management of third-party service providers. To mitigate operational risks, we maintain rigorous governance frameworks, conduct regular assessments of the Trustee oversight model, implement robust internal controls, and foster a culture of accountability and transparency.

Climate Change: Climate change presents both physical and transitional risks to investments, affecting asset valuations and long-term sustainability. Environmental, social, and governance (ESG) developments, along with emerging risks and opportunities, may impact investment returns for members. This is an emerging risk and the Trustee will monitor any ESG developments to identify issues that may impact investment returns for members.

Changes in state of affairs

During the financial year, there was no significant change in the state of affairs of the Trust during the financial year. However, it was noted that one of the member superannuation funds redeemed their investment.

Subsequent events

No significant events have occurred since the end of the reporting period which would impact on the financial position of the Trust as at 30 June 2024 or on the results and cashflows of the Trust for the year ended on that date.

Future developments

Information about future developments in the operations of the Trust and the expected results of those operations in future financial years have not been included in this report, as disclosure of the information would be likely to result in unreasonable prejudice to the Trust.

In October 2023, the Australian Accounting Standards Board (AASB) released an Exposure Draft for feedback on disclosure of climate related financial information in three Australian Sustainability Reporting Standards (ASRS's). Details around the entities that will be required to report and the date that these standards depends on the size of the entity. The likely date of adoption for the Trust is 1 July 2027.

There are no other future developments that the Trust needs to disclose.

Environmental regulations

The Trust's operations are not subject to any significant environmental regulation under either Commonwealth or State legislation. However, the Trustee believes that the Trust has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they may apply to the Trust.

Climate related and other emerging risk disclosure

On 27 March 2024, Treasury released the Treasury Laws Amendment (Financial Market Infrastructure and Other Measures) Bill 2024 (the Bill). Schedule 4 of the Bill introduces a proposed new mandatory climate-related financial disclosure regime. The Bill outlines the introduction of reporting obligations in three groups over a four-year period, based on criteria such as revenue, assets, number of employees, and whether the entity has existing climate reporting obligations. The first phase for large entities is scheduled to commence on 1 January 2025. Specific reporting content will be established in new accounting standards under the Australia Sustainability Reporting Standards (ASRS) set by the Australian Accounting Standards Board (AASB), with new assurance standards to be developed and maintained by the Australian Auditing and Assurance Standards Board (AUASB). The trust is not expected to have reporting obligations until 1 July 2027.

Non-audit services

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are disclosed in the table below.

	2024	2023
	\$000's	\$000's
Statutory assurance services required by legislation to be provided by the auditor	23	15
Other Services	4	3
Total	27	18

The auditor of the Marinya Pooled Superannuation Trust is Grant Thornton Audit Pty Ltd and during the financial year, the auditor did not provide any non-audit services to the Trust. Further details on the compensation paid to the auditor are provided in Note 9 of the financial statements, including details of audit-related services provided during the year of \$27k (2023: \$18k).

For the reasons set out above, the Directors are satisfied that the provision of non-audit services by the external auditor during the year ended 30 June 2024 is compatible with the general standard of independence for external auditors imposed by the Corporations Act 2001 and did not compromise the audit independence requirements of the Corporation Act 2001.

Indemnities and insurance premiums for officers or auditors

Under the Trust Deed, the Trustee including its officers and employees, is indemnified out of the Trust's assets for any loss, damage, expense or other liability incurred by it in properly performing or exercising any of its powers, duties or rights in relation to the Trust.

The Trust has not indemnified any auditor of the Trust.

During the financial year the Trustee paid premiums in respect of its officers for professional indemnity insurance contracts for the year ended 30 June 2024. The Trustee has paid or agreed to pay in respect of the Trust, premiums in respect of such insurance contracts for the year ending 30 June 2024. The Trust did not reimburse the Trustee for such costs.

Details of the nature of the liabilities covered or the amount of the premium paid have not been included as such disclosure is prohibited under the terms of the contracts.

Rounding of amounts

The Marinya Pooled Superannuation Trust is an entity of the kind referred to in ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the directors' report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

REMUNERATION REPORT

The directors of the Trustee present the Remuneration Report for the Trust for the year ended 30 June 2024. The Remuneration Report forms part of the Directors' Report and has been audited in accordance with section 300C of the Corporations Act 2001. The Remuneration report details the remuneration arrangements for the Directors and the Key Management Personnel (KMP) of the Trust which includes persons who directly, indirectly, have authority and responsibility for planning, directing, and controlling the major activities of the Trust.

Remuneration objectives and principles

Our remuneration objectives and principles are firmly aligned with our commitment to both our members and colleagues. They serve as guiding principles in the development and implementation of our remuneration structures.

To ensure compliance with regulatory standards, the Trustee Board has established the Remuneration and Nomination Committee, as mandated by APRA Prudential Standards SPS 510 Governance (SPS 510) and CPS 511 Remuneration (CPS 511).

Our remuneration strategy undergoes an internal review on, at least, an annual basis, considering factors such as the size, complexity, and responsibilities of roles, individual performance and behaviour, as well as skills and experience consistent with our fiduciary duties and the best financial interests of our members. This review includes the utilisation of key performance indicators aligned with the trustee's strategic objectives and risk tolerance.

The policy may also be reviewed by an independent third party. No external review of the policy has been undertaken during the year.

Key management personnel

The directors of the Trustee and other key management personnel of the trustee during the financial year were:

Directors of the Trustee

Name	Date of appointment	Status
V. Plant (Chairperson)	4 May 2017	Independent
A. Peterson	28 June 2019	Chief Executive Officer
F. McNabb	28 June 2019	Independent
R. Beard	18 February 2021 (Resigned 27 July 2024)	Independent
S. Thomas	15 August 2022	Non-Executive
M. Walter	26 June 2023	Independent

Other key management personnel

The following is the list of executives, who at any time during the period up to the date of this report had an authority and responsibility for planning, directing and controlling activities either directly or indirectly:

Name	Date of appointment	Position
J. Hartnett	14 Feb 2022	General Manager Office of Superannuation Trustees
J. Haymes	15 Feb 2022	General Manager Strategy
R. Griffith	12 Jul 2021	General Manager Investment Oversight & Board Company Secretary

The following section provides remuneration disclosures for the Directors and the Key Management Personnel of the Trustee. As the Trustee manages multiple funds, the disclosed remuneration incorporates awards granted across all funds under its management, and as such, the amounts below are not specific to this Trust alone. Directors of the Trustee and other key management personnel do not receive remuneration directly from the Trust.

The executive remuneration and reward framework has three components:

- base pay;
- short-term discretionary bonuses; and
- other remuneration such as superannuation, annual leave and long service leave.

The combination of these comprises the executive's total remuneration.

FY24 remuneration for Directors and Key Management Personnel

2024	Short-term employee benefits		Post-employment benefits	Long-term employee benefits	Termination Benefits	Total incl accrued leave entitlements
	Cash Salary & Fees	Cash Bonus	Superannuation	Annual and Long Service Leave*		
	\$	\$	\$	\$		
Directors of the Trustee						
V. Plant	\$220,000	-	\$24,200	-	-	\$244,200
A. Peterson	\$750,000	\$630,000	\$27,399	\$117,411	-	\$1,524,810
F. McNabb	\$155,000	-	\$17,050	-	-	\$172,050
R. Beard	\$161,096	-	\$17,721	-	-	\$178,817
S. Thomas	\$145,001	-	\$15,950	-	-	\$160,951
M. Walter	\$142,404	-	\$15,664	-	-	\$158,068
Other key management personnel						
J. Hartnett	\$252,317	\$45,669	\$27,399	\$18,883	-	\$344,268
J. Haymes	\$229,585	\$45,514	\$25,618	(\$5,587)	-	\$295,130
R. Griffith	\$393,068	\$79,511	\$25,125	\$41,458	-	\$539,162

*Annual Leave and Long Service Leave accrued during the year takes into consideration the impact of changes to the Superannuation Guarantee percentage. The amount represents the accrued amount less any time taken during the year and does not represent the amount paid.

Non Cash Benefits

The Trustee does not pay non-cash benefits to its Directors or Key Management Personnel.

Bonuses granted in the current financial year

Cash bonuses

Key management personnel were granted and paid a cash bonus of \$800,694. The cash bonus was given in recognition of the substantial effort to negotiate and implement trustee's strategy and these are discretionary in nature.

These bonuses are discretionary in nature and are based on the performance of individuals against financial and non-financial criteria as laid out in individual employee contracts. This performance is considered as part of the annual performance review process and the bonuses are subject to Executive approval. The bonus of the CEO is approved by the Remuneration and Nomination Committee.

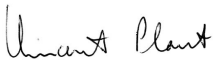
Service agreements

Remuneration arrangements for executives are formalised through employment agreements. These agreements outline the terms and conditions of employment, including the structure of remuneration packages and performance criteria.

Director's resolution

This directors' report is signed in accordance with a resolution of directors of the Trustee made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors of the Trustee



V. Plant
Chairperson
Melbourne, 27 September 2024

Grant Thornton Audit Pty Ltd

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Auditor's Independence Declaration

To the Trustees of Marinya Pooled Superannuation Trust

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Marinya Pooled Superannuation Trust for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



B K Wundersitz
Partner – Audit & Assurance

Adelaide, 27 September 2024

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Statement of Comprehensive Income
For the year ended 30 June 2024

	Notes	30 June 2024 \$000's	30 June 2023 \$000's
Investment Income			
Interest Income		1	1
Net gains/(losses) on financial instruments held at fair value through profit or loss	5	(8,382)	(10,883)
Trust distribution income		5,705	13,892
Total Investment Income / (Loss)		<u>(2,676)</u>	<u>3,010</u>
Expenses			
Administrative and general costs	8	173	168
Total Expenses		<u>173</u>	<u>168</u>
Profit from operating activities before income tax expense		(2,849)	2,842
Income tax expense attributable to benefits accrued as a result of operations	10	(1,297)	(1,066)
Transfer from reserves	14	90	-
Change in net assets attributable to unitholders/total comprehensive income		<u>(4,056)</u>	<u>1,776</u>

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Statement of Financial Position

	Notes	As at	
		30 June 2024 \$000's	30 June 2023 \$000's
Assets			
Cash and cash equivalents	15	73	27
Receivables			
Current tax asset	11	6	-
Deferred tax asset	12	-	562
GST receivable	6	3	4
Investments			
Financial assets held at fair value through profit or loss	4	46,350	71,019
Total Assets		<u>46,432</u>	<u>71,612</u>
Liabilities			
Accounts payable	7	53	44
Deferred tax liability	12	739	-
Total Liabilities		<u>792</u>	<u>44</u>
NET ASSETS		<u>45,640</u>	<u>71,568</u>
Reserves and benefits			
Reserves	14	114	204
Accrued benefits allocated to unitholders' accounts		45,526	71,364
NET RESERVES AND BENEFITS		<u>45,640</u>	<u>71,568</u>

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

Statement of Changes in Reserves

	Unallocated Surplus/ (deficiency) \$'000	Investment reserve \$'000	Operational risk \$'000	Total equity \$'000
Opening balance	71,364	-	204	71,568
Profit/(Loss) for period	(4,146)	-	-	(4,146)
Applications for units	31	-	-	31
Redemption of units	(21,813)	-	-	(21,813)
Net transfers to/(from) reserves	90	-	(90)	-
Closing balance	45,526	-	114	45,640

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

Statement of Cash Flows

	Notes	30 June 2024 \$000's	30 June 2023 \$000's
Cash flows from operating activities			
Distributions received		5,705	-
Interest received		1	1
Trustee and admin fees paid		(158)	(165)
GST refunded		11	8
Income tax		(3)	-
Other payments		(16)	(12)
Total cash flows from operating activities	15	5,540	(168)
Cash flows from investing activities			
Proceeds from redemption of units		16,288	-
Total cash flows from investing activities		16,288	-
Cash flows from financing activities			
Application for units		31	183
Redemption of units by Unit Holder		(21,813)	-
Total cash flows from financing activities		(21,782)	183
Net increase in cash and cash equivalent		46	15
Cash at the beginning of the financial year		27	12
Cash at the end of the financial year	15	73	27

The above Statement of Cashflows should be read in conjunction with the accompanying notes.

Notes to the financial statements

1. Reporting entity

These financial statements cover Marinya Pooled Superannuation Trust (ABN 15 924 988 092) (“the Trust”) as an individual entity. The Trust provides an opportunity for Australian superannuation funds to invest in a diversified portfolio of investments. It was constituted by a Trust Deed dated 16 June 2001 as amended.

In accordance with amendments to the Superannuation Industry (Supervision) Act 1993 the Trust is registered with the Australian Prudential Regulation Authority (“APRA”) as a Registrable Superannuation Entity (“RSE”) (R1056754).

The manager of the Trust is Marinya Capital Pty Limited (ABN 54 161 052 222).

The trustee of the Trust is Diversa Trustees Limited (ABN 49 006 421 638) (RSE No L0000635). The address of the Trust’s registered office is Level 17 IBM Tower, 60 City Road, Southbank Victoria.

2. Basis of preparation

a) Statement of compliance

The Trust is a for-profit entity for the purposes of preparing the financial statements. The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards, other applicable Australian Accounting Standards, the provisions of the Trust Deed and the requirements of the Superannuation Industry (Supervision) Act 1993 and Regulations.

The financial statements were authorised by the Trustee on the 27th day of September 2024.

b) Functional and presentation currency

The financial statements are presented in Australian dollars, which is the functional currency of the Trust. Amounts have been rounded to the nearest thousand dollars except where otherwise noted.

c) Comparatives

Where necessary, comparative figures have been reclassified and re-presented for consistency with current year disclosures.

d) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of asset and liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and any future period affected.

3. Material accounting policies

The accounting policies set out below have been consistently applied to all periods presented in these financial statements.

a) Financial instruments

Classification

The Trust's investments are classified at fair value through profit or loss. They comprise:

Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded debt and equity instruments, unlisted trusts and commercial paper.

Financial assets designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Trust's documented investment strategy. The Trust's policy is for the responsible entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

Recognition/derecognition

The Trust recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in the fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Trust has transferred substantially all of the risks and rewards of ownership.

Measurement

Financial assets and liabilities held at fair value through profit or loss

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

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income within net gains/(losses) on financial instruments held at fair value through profit or loss in the period in which they arise. This also includes dividend expense on short sales of securities, which have been classified at fair value through profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

b) Unitholders' funds

The Trust issues redeemable units, which are redeemable at the holder's option and are classified as a liability in accordance with AASB 1056: Superannuation Entities.

Should the terms or conditions of the redeemable units change such that they no longer comply with the criteria for classification as a liability in AASB 1056, the redeemable units would be reclassified to equity from the date the instrument ceases to meet the criteria. The equity would be measured at the instrument's fair value at the date of reclassification. Any difference between the carrying amount of the financial liability and the fair value of the equity instrument at the date of reclassification would be recognised in equity.

Redeemable units can be sold back to the Trust at any time for cash equal to a proportionate share of the Trust's net asset value.

The consideration received or paid for units is based on the value of the Trust's net assets value per redeemable unit at the date of the transaction. In accordance with the provisions of the Trust Deed, investment positions are valued based on the last traded market price, net of transaction costs, for the purpose of determining the Trust's net asset value for unit pricing purposes. The Trust's net asset value per unit is calculated by dividing the Trust's net assets by the total number of outstanding units.

c) Cash and cash equivalents

Cash comprises cash on hand and cash at bank.

Cash equivalents are short term, highly liquid investments that are readily convertible to known cash amounts which are subject to an insignificant risk of changes in value.

d) Receivables

Receivable amounts are generally received within 60 days of being recorded as receivable.

e) Payables

Other payables are payable on demand or over short time frames of less than 60 days.

f) Revenue recognition

Interest

Interest income is recognised on the statement of comprehensive income as it accrues, taking into account the effective yield on the financial asset. Interest income not received at reporting date is reflected on the balance sheet as a receivable.

Distributions

Distributions from managed investment schemes are recognised on the date the unit value is quoted ex-distribution and if not received at reporting date, are reflected on the balance sheet as a receivable.

Dividends

Income from dividends is recognised on the date the shares are quoted ex-dividend and if not received at reporting date, are reflected on the balance sheet as a receivable.

g) Income tax

Income tax expense or benefit accrued for the year comprises of current and deferred tax.

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted on reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation of the asset or settlement of the liability, using tax rates enacted or substantively enacted at reporting date.

The measure of deferred tax reflects the tax consequences that would follow the manner in which the Trust expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

A deferred tax asset is recognised only to the extent that is probable that future taxable profits will be

available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Further, the Trust applies a deferred tax asset cap in line with its current deferred tax asset capping policy, whereby any deferred tax asset is capped at 3% of the Trust's net assets.

The trustee has determined that the conditions listed under AASB 112.74 have been satisfied, and have elected for the deferred tax assets and liabilities to be offset.

h) New standards and interpretations

There are no other standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2023 that have a material impact on the amounts recognised in the prior or current periods or that will affect future periods.

Certain new accounting standards and interpretations have been published that are not mandatory for the 30 June 2024 reporting period and have not been early adopted by the Trust. The Trustee's assessment of the impact of these new standards (to the extent relevant to the Trust) is set out below:

New or revised requirement	Title	Effective Date (annual periods beginning on or after)	30 June 2024 YE Applicability
AASB 2020-1	Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non- Current, AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date and AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants.	1 January 2024	Optional

These Standards apply to annual reporting periods beginning on or after 1 January 2024. These amendments are not expected to have a significant impact on the Trust's financial statement.

There are no other new accounting standards and other authoritative pronouncements that are expected to have a material impact on the Trust.

The trust is a registrable superannuation entity that is subject to amendments made to the Corporations Act 2001 by the Treasury Laws Amendment (2002 Measures No.4) Act 2022. These amendments are effective for financial years beginning on or after 1 July 2023 and bring registrable superannuation entities such as the Trust into the financial provisions of the Corporations Act 2001.

Accordingly, for the Trust's income year ending 30 June 2024, the Trust will be required to prepare an annual report, consisting of a financial report (including financial statements, notes and a directors' declaration), a director's report (including a remuneration report) and an attached auditor's report and auditor's independence declaration. There will be no impacts to the recognition and measurement requirements utilised in the preparation of the financial report of the Trust as a result of these changes.

i) Rounding of amounts

Amounts in the financial statements have been rounded to the nearest thousand dollars, unless otherwise indicated.

4. Financial assets held at fair value through profit or loss

	2024 \$'000	2023 \$'000
Designated at fair value through profit or loss		
Unlisted units in unit trusts	46,350	71,019
Total	46,350	71,019

An overview of the Trust's investment management framework and investment risk exposure is included in Note 17 to the financial statements

5. Net gains on financial instruments held at fair value through profit or loss

	2024 \$'000	2023 \$'000
Financial assets		
Net loss/gain on financial assets designated at fair value through profit or loss	(8,382)	(10,883)
Total	(8,382)	(10,883)

6. Other receivables

	2024 \$'000	2023 \$'000
GST receivable	3	4
	3	4

Due to the short term nature of these receivables, their carrying value is assumed to approximate their net market value. The maximum exposure to credit risk is the net market value of receivables. Information regarding credit risk exposure is set out in Note 17.

7. Other payables

	2024 \$'000	2023 \$'000
Administration fees payable	8	8
Audit fees payable	23	15
Trustee fees payable	22	21
	53	44

Due to the short term nature of these payables, their carrying value is assumed to approximate their net market value. Information regarding interest rate, foreign exchange and liquidity risk exposure is set out in Note 17.

8. General operating expense

	2024	2023
	\$'000	\$'000
Administration fees	33	31
Audit fees	27	18
APRA Superannuation levy	13	11
Trustee fees	81	81
Asset consultant fees	19	13
Non-asset consulting fees	-	13
Other	-	1
	<u>173</u>	<u>168</u>

9. Auditors' remuneration

	2024	2023
	\$'000	\$'000
Auditor of the Trust		
Audit and review of financial statements and regulatory audit services	23	15
Risk Management Framework Review	4	3
Total	<u>27</u>	<u>18</u>

Auditors' remuneration has been reported showing the net cost to the Trust.

10. Income tax

Recognised on the statement of comprehensive income

	2024	2023
	\$'000	\$'000
Recognised on the statement of comprehensive income		
Current tax expense		
Current year	(7)	-
Adjustment for prior years	3	-
	<u>(4)</u>	<u>-</u>
Deferred tax expense		
Movement in temporary differences	1,301	1,066
Total income tax expense/(benefit)	<u>1,297</u>	<u>1,066</u>

10. Income tax (continued)

Numerical reconciliation between tax expense to prima face tax payable

	2024	2023
	\$'000	\$'000
Operating profit for the year before income tax expense/(benefit)	(2,849)	2,842
Tax at the complying superannuation fund tax rate of 15%	(427)	426
Prior year under/(over) provision	(3)	-
Decrease in tax expense due to:		
Tax free/tax deferred income	1,301	1,066
Non assessable capital gains	1,004	1,632
Other	(885)	(2,083)
Capital losses carried forward	253	-
Tax losses carried forward	54	25
Income tax expense/(benefit)	1,297	1,066

11. Current tax assets and liabilities

The current tax asset for the Trust is \$6 (2023: nil) and this represents the amount of income taxes refundable in respect of the current and prior financial periods.

12. Deferred tax assets and liabilities

In thousands of dollars

	Assets	Liabilities	Net
2024			
Opening Balance	562	-	562
Unrealised gains in investments	-	(923)	(923)
Utilisation of prior year losses	(378)	-	(378)
Net deferred tax asset	184	(923)	(739)
2023			
Opening Balance	1,628	-	1,628
Unrealised gains in investments	-	-	-
Utilisation of prior year losses	(1,066)	-	(1,066)
Net deferred tax asset	562	-	562

The Trust has recognised a net deferred tax liability of \$739k (2023: Tax asset of \$562k) relating to unused tax and capital losses that are considered to be able to be offset against the Trust's taxable profits expected to arise in the next financial year along with a provision for the unrealised gains in investments.

13. Unitholder funds

Movements in the number of units and unitholder funds during the year were as follows:

Movements in unitholder funds

	Change for the year in		Change for the year in	
	dollars held		dollars held	
	2024	2023	2024	2023
	Units	Units	\$'000	\$'000
Opening balance	24,182,555	24,121,618	71,364	69,405
Applications	11,460	60,937	31	183
Reduction in cash	-	-	-	-
Redemptions	(6,455,882)	-	(21,813)	-
Transfers from/(to) reserves	-	-	90	-
Net profit	-	-	(4,146)	1,776
	17,738,133	24,182,555	45,526	71,364

14. Reserves

a) Operational risk reserve

Under APRA Prudential Standard SPS 114: Operational Risk Financial Requirement (“ORFR”), the Trustee is required to establish and maintain an Operational Risk Reserve, typically at an amount of at least 0.25% of funds under management (FUM).

The Trustee has established an Operational Risk Reserve (“ORR”) in response to the operational risk financial requirement introduced into the Superannuation Industry (Supervision) Act 1993 from 1 July 2013. The reserve is operated in accordance with the Operational Risk Financial Requirement Strategy. The purpose is to provide funding for incidents where losses may arise from an operational risk event relating to the Trust. The level of reserve is determined by the Trustee based on an assessment of the risks faced by the Trust.

Changes in operational risk reserve

	2024	2023
	\$'000	\$'000
Reserve balance at the beginning of the reporting period	204	204
Plus: Transfers into reserve	-	-
Plus: Earnings on reserve	-	-
Less: Transfers out of reserve	(90)	-
Less: Losses on reserve	-	-
Reserve balance at the end of the reporting period	<u>114</u>	<u>204</u>

15. Notes to the statement of cashflows

For the purpose of the statement of cash flows, cash includes cash on hand and cash at bank. Cash at the end of financial year as shown on the statement of cash flows is reconciled to the related items on the balance sheet as follows:

Reconciliation of cash and cash equivalents

	2024	2023
	\$'000	\$'000
Cash at bank	73	27
	<u>73</u>	<u>27</u>

Reconciliation of cash flows from operating activities

	2024	2023
	\$'000	\$'000
Profit for the year	(4,056)	1,776
Movement in net market value of investments	8,382	10,883
(Decrease)/increase in sundry creditors	9	(1)
(Decrease)/increase in GST refundable	(1)	-
Increase/(decrease) in current tax liabilities	(6)	-
Increase/(Decrease) in deferred tax liabilities	1,302	1,066
Transfers (from)/to from reserves	(90)	-
Trust distributions	-	(13,892)
Net cash flow from operating activities	<u>5,540</u>	<u>(168)</u>

16. Related parties

a) Trustee and key management personnel

The trustee of the Trust is Diversa Trustees Limited (RSE No L0000635).

Key management personnel include persons who were directors of the Trustee at any time during the reporting period.

The directors of Diversa Trustees Limited are as follows:

V. Plant (Chairperson), appointed 4 May 2017
A. Peterson appointed 28 June 2019
F McNabb appointed 28 June 2019
R. Beard, appointed 16 February 2021 and resigned 27 July 2024
S. Thomas appointed 15 August 2022
M. Walter appointed 26 June 2023

None of the Directors nor the Trustee are or were unitholders of the Trust.

There have been no transactions between the Trustee and the Trust other than trustee fees disclosed in the statement of comprehensive income.

Remuneration of directors of the Trustee

The Directors of the Trustee do not receive remuneration directly from the Trust.

b) Other entities with significant influence over the Trust

Manager

The Manager of the Trust is Marinya Capital Pty Limited (ABN 54 161 052 222).

Under the terms of the Trust Deed the Manager is entitled to receive compensation for services provided to the Trust.

Remuneration of the Manager

The Manager is responsible for administration services to the Trust. The compensation received or due and receivable by the Manager from the Trust in connection with services provided to the Trust was \$33,000 (2023: \$31,350).

There were no other transactions between the Manager and the Trust during the year.

17. Additional financial instruments disclosure

a) Financial instruments management

The investments of the Trust (other than cash held for meeting daily administrative and benefit expenses), are managed on behalf of the Trustee in accordance with the investment strategy to achieve the Trust's investment objectives.

The Trustee has engaged an asset consultant to monitor and provide regular reports on the Trust's investments to the Trustee. The Trustee may seek information from the trustee and/or manager of each collective investment (and also may seek independent advice from other qualified persons) so as to determine the nature and extent of any risks, and the expected returns, associated with each investment prior to determining its suitability as an investment for the Trust.

National Nominees Limited acts as a custodian on behalf of the Trustee and as such provides services including physical custody and safekeeping of assets, settlement of trades, collection of dividends and accounting for investment transactions.

The Trust's financial assets and liabilities adopted on the balance sheet are carried at their net market value, which directors believe approximate their fair value.

b) Material accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 3 to the financial statements.

c) Financial risk management objectives

The Trust is exposed to a variety of financial risks as a result of its activities. These risks include market risk (including currency risk, cash flow interest rate risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Trust's risk management and investment policies, approved by the Trustee, seek to minimise the potential adverse effects of these risks on the Trust's financial performance. These policies may include the use of certain financial derivative instruments.

It is ultimately the responsibility of the Trustee to ensure that there is an effective risk management control framework in place. Consistent with regulatory requirements the Trustee has the function of overseeing the establishment and maintenance of risk-based systems and controls for the Trust. The Trustee has developed, implemented and maintains a Risk Management Framework ("RMF").

The RMF identifies the Trustee's policies and procedures, processes and controls that comprise its risk management and control systems. These systems address all material risks, financial and non-financial, likely to be faced by the Trust. Annually, the Trustee is required to certify to APRA whether adequate strategies have been put in place to monitor those risks, that the Trustee has systems in place to ensure compliance with legislative and prudential requirements and that the Trustee has satisfied itself as to the compliance with the RMF.

d) Investment risk

The Trust's assets principally consist of financial instruments which comprise of cash, fixed income assets, listed shares, exchange traded funds, pooled superannuation trusts, unlisted shares and managed investment schemes. The Trustee has determined that this type of investment is appropriate for the Trust and is in accordance with the Trust's investment strategy.

The Trust's investment activities expose it to the following risks from its use of financial instruments:

- Market risk
- Currency risk
- Interest rate Risk
- Liquidity risk

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

To mitigate market risk, the Trust undertakes due diligence prior to the approval of fund managers to ensure they have appropriate expertise and skill for monitoring of the market conditions and benchmark analysis. Further the Trust's asset consultant provides additional expert advice as required.

Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Trust is open to currency risk through its exposure to international investments. To mitigate currency risk fund managers may use derivatives to manage currency exposure. Derivatives are not used for speculative purposes.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The majority of the Trust's financial instruments are non-interest bearing with only cash and fixed interest securities being subjected to interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Trust will not be able to meet its obligations when they fall due. The risk is controlled through the Trust's investment in financial instruments which under normal market conditions are readily convertible to cash. In addition, the Trust maintains sufficient cash and cash equivalents to meet normal operating conditions. The Trust's overall liquidity risks are monitored by the Trustee at least annually.

The following table summarises the maturity profile of the Trust's financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Trust can be required to pay.

Sensitivity analysis – liquidity risk

In thousands of dollars

	Carrying amount	Less than 1 month	1 to 3 months	Greater than 3 months
2024				
Unsettled investment purchases	-	-	-	-
Sundry creditors	(50)	(50)	-	-
Net assets attributable to unitholders	46,423	6,511	243	39,669
	46,373	6,461	243	39,669
2023				
Unsettled investment purchases	-	-	-	-
Sundry creditors	(40)	(40)	-	-
Net assets attributable to unitholders	71,046	14,506	769	55,771
	71,006	14,466	769	55,771

Net assets attributable to unitholders has been included in the less than one month column, as this is the amount that unitholders could call upon at year-end. This is the earliest date on which the Trust can be required to pay net assets attributable to unitholders; however the Trustee does not anticipate that unitholders will call upon amounts vested to them during this time.

e) Fair value measure

Fair value hierarchy

The Trust classifies fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities. These inputs are readily available in the market and are normally obtainable from multiple sources.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly. The Trustee values fixed interest securities held by the Trust using broker quotes, units in unit trusts using the unit price provided by the underlying fund manager and OTC derivatives using valuation models.
- Level 3: one or more of the significant inputs are not based on observable market data, examples include discount rates and other material unobservable inputs. The Trustee values units in unit trusts classified as level 3 using the unit price provided by the underlying fund manager. These unit trusts hold illiquid investments such as unlisted property and private equity.

Recognised fair value measurements

The table below sets out the Trust's financial instruments at fair value according to the fair value hierarchy.

As at 30 June 2024	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial Assets				
Cash and cash equivalents	2,772	-	-	2,772
Fixed income assets	-	-	-	-
Australian Equities	50	4,734	-	4,784
Australian Equities (Unlisted)	-	4,539	-	4,539
International Equities	3,421	243	-	3,664
International Equities (Unlisted)	268	30,396	-	30,664
Total	6,511	39,912	-	46,423

As at 30 June 2023	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial Assets				
Cash and cash equivalents	5,844	-	-	5,844
Fixed income assets	-	-	-	-
Australian Equities	169	326	-	495
Australian Equities (Unlisted)	-	8,665	-	8,665
International Equities	6,761	769	-	7,530
International Equities (Unlisted)	1,732	46,780	-	48,512
Total	14,506	56,540	-	71,046

18. Events subsequent to reporting date

No significant event has occurred since the end of the reporting period which would impact on the financial position of the Trust as at 30 June 2024 or on the results and cashflows of the Trust for the year ended on that date.

19. Commitments and contingencies

There are no commitments or contingencies the Trustee is aware of as at the date of this report.

Trustee Statement

In the opinion of the directors of the Trustee of Marinya Pooled Superannuation Trust:

1. The accompanying financial statements and notes set out on pages 9 to 26 of Marinya Pooled Superannuation Trust are properly drawn up as to present fairly the financial position of the Trust as at 30 June 2024, the statement of comprehensive income for the year ended 30 June 2024 and its cash flows for the year ended on that date; and
2. The operation of Marinya Pooled Superannuation Trust has been carried out in accordance with its Trust Deed as amended and in compliance with:
 - The requirements of the Superannuation Industry (Supervision) Act 1993 and Regulations;
 - Applicable sections of the Corporations Act 2001 and Regulations;
 - The requirements under Section 13 of the Financial Sector (Collection of Data) Act 2001; and
3. The accompanying financial statements have been drawn up in accordance with Australian Accounting Standards and the Trust Deed, as amended.

Dated at Melbourne this 27th day of September 2024

Signed on behalf of the Board of Directors of Diversa Trustees Limited as Trustee for Marinya Pooled Superannuation Trust.



Director

Independent Auditor's report approved form for an RSE which is a reporting entity

Marinya Pooled Superannuation Trust ABN 15 924 988 092

Report by the RSE Auditor to the Trustee

Opinion

I have audited the financial statements of Marinya Pooled Superannuation Trust for the year ended 30 June 2024 comprising the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Reserves, Statement of Cash Flows, including material accounting policy information and other explanatory notes to the Financial Statements and the Trustee's Declaration.

In my opinion, the financial statements present fairly, in all material respects, in accordance with Australian Accounting Standards the financial position of Marinya Pooled Superannuation Trust as at 30 June 2024 and the results of its operations, cash flows, and changes in equity for the year then ended.

Basis for Opinion

I conducted the audit in accordance with Australian Auditing Standards. My responsibilities under those standards are further described in the *Auditor's responsibilities* section of my report. I am independent of the entity in accordance with the auditor independence requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to my audit of the financial statements in Australia. I have also fulfilled my other ethical responsibilities in accordance with the Code.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of the Trustee for the Financial Statements

The RSE's Trustee is responsible for the preparation and fair presentation of the financial statements in accordance with Australian Accounting Standards and the requirements of the *Superannuation Industry (Supervision) Act 1993* (SIS Act) and the *Superannuation Industry (Supervision) Regulations 1994* (SIS Regulations). The Trustee is also responsible for such internal control as the Trustee determines is necessary to enable the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the ability of the RSE to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustee either intends to liquidate the RSE or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes my 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 these financial statements.

As part of an audit in accordance with the Australian Auditing Standards, I exercised professional judgment and maintained professional scepticism throughout the audit. I also:

- Identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for my 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.
- Obtained 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 RSE's internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Trustee.
- Concluded on the appropriateness of the Trustee's 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 RSE's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my auditor opinion. My auditor conclusions are based on the audit evidence obtained up to the date of my audit report. However, future events or conditions may cause the RSE to cease to continue as a going concern.
- Evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicated with the Trustee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identified during my audit.

Report on the remuneration report

I have audited the Remuneration Report included in page 7 to 9 of the Directors' report for the year ended 30 June 2024.

In my opinion, the Remuneration Report of Marinya Pooled Superannuation Trust, for the year ended 30 June 2024 complies with section 300C of the *Corporations Act 2001*.

The trustee considers the remuneration report true and fair at the fund level and concluded that the nature of the independent trustee model means the responsibilities and accountabilities of Directors and key management personnel extend beyond the oversight of this funds operations. As a trustee, ensuring the development of key frameworks requires an approach that covers oversight of all funds under trusteeship. This activity cannot necessarily be attributed to all funds equally. Accordingly, the fund has disclosed remuneration attributable to all funds the trustees have responsibility over.

Responsibilities in relation to the remuneration report

The RSE's Trustee is responsible for the preparation and presentation of the Remuneration Report in accordance with section 300C of the *Corporations Act 2001*. My responsibility is to express an opinion on the Remuneration Report, based on my audit conducted in accordance with Australian Auditing Standards.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



B K Wundersitz
Partner – Audit & Assurance

Adelaide, 27 September 2024