

TWU Nominees Pty Limited

ACN 002 835 412

Financial Report at 30 June 2023

Together with Directors' and Independent Audit Reports

TWU Nominees Pty Limited

Table of Contents

Directors' Report	2
Statement of Financial Position	4
Statement of Comprehensive Income	5
Statement of Changes in Equity	6
Cash Flow Statement	7
Notes to the Financial Statements	8
Directors' Declaration	12
Independent Audit Report	13
Auditor Independence Declaration	17

TWU Nominees Pty Limited Directors' Report

The Board of Directors of TWU Nominees Pty Limited ("the Company") has pleasure in submitting its report in respect of the financial year ended 30 June 2023 and report as follows.

Directors

The names of the directors in office during or since the end of the financial year are:

Nicholas John Sherry
Peter Scott Anderson
John Gerard Berger (Ceased 30 September 2022)
Lorenzo D'Apice
Timothy John Dawson
Michelle Marie Harwood
Michael Anthony Kaine
Gary Leonard Mahon
Richard Olsen
Campbell John Dumesny (Alternate)
Nicholas Morley McIntosh (Alternate)
Michael Rees McNess (Ceased as Alternate 31 October 2022, Appointed as Director 31 October 2022)
Paul Vincent Ryan (Ceased 2 December 2022, Alternate)
Ian Ross Smith (Alternate)

All directors were in office from the start of the financial year until the date of this report unless otherwise stated.

Company Secretary

Francis Gerard Sandy

Principal Activity

The principal activity of the Company during the period was to act as trustee of the TWU Superannuation Fund ("The Fund"). There was no significant change in the activities of the Company during the financial year.

Results and Review of Operations

TWU Nominee Pty Limited continued to operate as a recognised Trust Scheme. The Trustee Capital Reserve target of \$6.5m is 94% funded on 30 June 2023.

The Nominee Company continued to incur Chairman and Director fees, Indemnity insurance and Company related charges during the financial year.

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs of the Company during the financial year.

Significant Events after Balance Date

TWUSUPER and Mine Super signed a Memorandum Of Understanding (MOU) in December 2022 to explore the possibility of a merger between the two super funds. In April 2023, a Heads of Agreement (HOA) was executed in a continued commitment to the merger process. A Successor Fund Deed was signed on 27 September 2023 and the Successor Fund Transfer (SFT) is likely to be before 30 June 2024. This will affect the operation of The Nominee Company.

**TWU Nominees Pty Limited
Directors' Report (Continued)**

Environmental Regulation

The Company was not subject to any particular and significant environmental regulations under a law of the Commonwealth or of a State or Territory of Australia during the financial year.

Dividend

No dividend has been paid or recommended to be paid during the financial year under review (2022: \$Nil).

Share Issue

No shares or interests in the Company were issued or granted in the financial year ended 30 June 2023.

Share Options

No options for shares in the Company have been granted during the financial year and there were no options outstanding at the end of the financial year.

Non-audit Services

The Board of Directors considered the non-audit services provided by Ernst & Young during the year and was satisfied that the provision of non-audit services during the year did not compromise the independence requirements of the statutory auditor as specified in the *Corporations Act 2001*. The non-audit services were for taxation services necessary for the good governance of the TWU Superannuation Fund.

Indemnification of Officers and Auditors

During the financial year, insurance and indemnity arrangements were entered into concerning directors and officers of the Company. The insurance contract prohibits disclosure of the insured liability and the premium. The Company has not otherwise, during or since the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the entity against a liability incurred as such an officer or auditor.

This report has been made in accordance with a resolution of directors.

Auditor's independence declaration

The auditor's independence declaration is included in this financial report.

Director

Director

Dated this 21 Day of September 2023

Melbourne

TWU Nominees Pty Limited
Statement of Financial Position
At 30 June 2023

	Note	<u>2023</u>	<u>2022</u>
		\$	\$
Current Assets			
Cash and Cash Equivalents		6,816,362	6,504,167
Receivables	4	72,737	837,203
Total Assets		<u>6,889,099</u>	<u>7,341,370</u>
Current Liabilities			
GST Payable		162,500	-
Income tax payable		425,389	1,626,041
Payables	5	72,737	837,203
Total Liabilities		<u>660,626</u>	<u>2,463,244</u>
Net Assets		<u>6,228,473</u>	<u>4,878,126</u>
Equity			
Contributed equity	6	3	3
Trustee Capital Reserve		6,228,470	4,878,123
Total Equity		<u>6,228,473</u>	<u>4,878,126</u>

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

TWU Nominees Pty Limited
Statement of Comprehensive Income
For the year ended 30 June 2023

	<u>2023</u>	<u>2022</u>
	\$	\$
Revenue from ordinary activities		
Interest revenue	175,646	4,254
Trustee services	2,594,597	7,261,094
Total Income	<u>2,770,243</u>	<u>7,265,348</u>
General Administration Expenses		
Operating expenses	(969,597)	(761,094)
Other expenses	(183)	(90)
Total Expenses	<u>(969,780)</u>	<u>(761,184)</u>
Profit from ordinary activities before income tax	1,800,463	6,504,164
Income tax expense	(450,116)	(1,626,041)
Net Profit or Loss	<u>1,350,347</u>	<u>4,878,123</u>
Other Comprehensive Income	-	-
Total Comprehensive Income	<u>1,350,347</u>	<u>4,878,123</u>

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

TWU Nominees Pty Limited
Statement of Changes in Equity
For the year ended 30 June 2023

	2023			
	Contributed Equity	Trustee Capital Reserve	Income Reserve	Total
	\$	\$	\$	\$
Opening Balance as at 1 July 2022	3	4,878,123	-	4,878,126
Net Profit or Loss	-	-	1,350,347	1,350,347
Transfer between Reserves	-	1,350,347	(1,350,347)	-
Total comprehensive income for the year	-	-	-	-
Closing Balance as at 30 June 2023	<u>3</u>	<u>6,228,470</u>	<u>-</u>	<u>6,228,473</u>

	2022			
	Contributed Equity	Trustee Capital Reserve	Income Reserve	Total
	\$	\$	\$	\$
Opening Balance as at 1 July 2021	3	-	-	3
Net Profit or Loss	-	-	4,878,123	4,878,123
Transfer between Reserves	-	4,878,123	(4,878,123)	-
Total comprehensive income for the year	-	-	-	-
Closing Balance as at 30 June 2022	<u>3</u>	<u>4,878,123</u>	<u>-</u>	<u>4,878,126</u>

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

TWU Nominees Pty Limited
Cash Flow Statement
For the year ended 30 June 2023

	<u>2023</u>	<u>2022</u>
	\$	\$
Cash Flows from Operating Activities		
Interest received	175,646	4,254
Trustee services fees received	2,594,597	7,261,094
Other general administration expenses	(1,571,747)	76,019
Other income	764,467	(837,203)
Income tax paid	(1,650,768)	-
Net Cash Flow from Operating Activities	<u>312,195</u>	<u>6,504,164</u>
Cash Flows from Investing Activities	-	-
Cash Flows from Financing Activities	-	-
Net Movement in Cash and Cash Equivalents	<u>312,195</u>	<u>6,504,164</u>
Opening Cash and Cash Equivalents Brought Forward	6,504,167	3
Closing Cash and Cash Equivalents	<u>6,816,362</u>	<u>6,504,167</u>

The above Cash Flow Statement should be read in conjunction with the accompanying notes.

TWU Nominees Pty Limited
Notes to the Financial Statements
For the year ended 30 June 2023

Note 1: Corporate Information

TWU Nominees Pty Limited is a not-for-profit company limited by shares that was incorporated on 14 September 1984 and domiciled in Australia.

The registered office of TWU Nominees Pty Limited is located at:
Level 25
150 Lonsdale Street
Melbourne Vic 3000

The principal activity during the year of the Company was to act as Trustee of TWU Superannuation Fund (the "Fund"). TWU Nominees Pty Limited has held an Australian Financial Services Licence since 9 February 2004, and a Registrable Superannuation Entity Licence since 23 September 2005.

The RSE licence was granted by the Australian Prudential Regulation Authority (APRA) on 23 September 2005 (licence no L1000246).

The Trustee received an authorisation from APRA on 5 April 2013 to offer a MySuper product. The offer date of the MySuper product was 1 July 2013.

The financial statements were approved by the Board of Directors on 27 September 2023.

The Directors have the power to amend and reissue the financial report.

Note 2: Summary of Significant Accounting Policies

(a) Basis of Accounting

This financial report is a general purpose financial report and has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards and interpretations adopted by the Australian Accounting Standards Board (AASB) as required by the Company's RSE Licence conditions.

The financial report has also been prepared on a historical cost basis including the historical cost convention and the going concern assumption.

All amounts are expressed in Australian dollars.

(b) Statement of Compliance

This financial report complies with Australian Accounting Standards and Interpretations adopted by the Australian Accounting Board (AASB) and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

(c) New accounting standards and interpretations

The Company has adopted all the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board ("the AASB") that are relevant to its operations and effective for the current annual reporting period. None of the new and revised standards and amendments to standards Interpretations that are mandatory for the first time in this current reporting period have affected any of the amounts recognised in the current or past reporting periods and is not likely to affect future periods.

TWU Nominees Pty Limited
Notes to the Financial Statements
For the year ended 30 June 2023

Note 2: Summary of Significant Accounting Policies (cont)

Accounting Standards and Interpretations issued but not yet effective

At the date of authorisation of the financial statements, there were no Standards and Interpretations issued but not yet effective applicable to the entity.

(d) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(e) Cash and Cash Equivalents

Cash and cash equivalents in the Statement of Financial Position comprise of cash at bank and cash on hand.

For the purpose of Cash Flows Statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

(f) Contributed Equity

Ordinary shares are classified as equity. There are 100,000 \$1 authorised shares that are all ordinary shares. 3 ordinary shares have been issued. There are no rights, preference and restrictions attached to the ordinary shares.

(g) Significant Accounting Judgements

There have been no significant accounting estimates or judgements for the year ended 30 June 2023.

(h) Financial Risk Management Objectives and Policies

The Company has no material financial risk.

Note 3: Contingent Liabilities

A contingent liability exists relative to any future claims, which may be made against the Company arising from trusteeship dealings. However for the years ended 30 June 2023 and 2022, the Directors do not believe that there are any contingent liabilities.

Note 4: Receivables

	<u>2023</u>	<u>2022</u>
	\$	\$
Recoverable within 12 months		
Due from related parties	72,737	837,203
	<u>72,737</u>	<u>837,203</u>

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

TWU Nominees Pty Limited
Notes to the Financial Statements
For the year ended 30 June 2023

Note 5: Payables

	<u>2023</u>	<u>2022</u>
	\$	\$
Due within 12 months		
Due to related parties	72,737	837,203
	<u>72,737</u>	<u>837,203</u>

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

Note 6: Contributed Equity

	<u>2023</u>	<u>2022</u>
	\$	\$
Issued and paid capital:		
3 ordinary shares of \$1.00 each	<u>3</u>	<u>3</u>
	3	3
Cash at bank	6,816,359	6,504,164
Cash on hand	<u>3</u>	<u>3</u>
	<u>6,816,362</u>	<u>6,504,167</u>

Note 7: Trustee Obligations

The Company acts solely as Trustee of the TWU Superannuation Fund. These financial statements have been prepared for the trustee company TWU Nominees Pty Limited and as such do not record the assets and liabilities of the Fund as the trustee will only be liable for the obligations of the Fund if it committed a breach of its fiduciary duties, or to the extent that the Fund has insufficient assets to settle its obligations. At balance date, the assets of the Fund are sufficient to meet its liabilities and there has been no breach of fiduciary duties of the Company in its capacity as trustee.

Note 8: Key Management Personnel

Key Management personnel for the Company during the year were:

Employer Representatives Directors

Peter Scott Anderson
Lorenzo D'Apice
Michelle Marie Harwood
Gary Leonard Mahon
Campbell John Dumesny (Alternate)
Paul Vincent Ryan (Ceased 2 December 2022, Alternate)

Member Representatives Directors

John Gerard Berger (Ceased 30 September 2022)
Timothy John Dawson
Michael Anthony Kaine
Richard Olsen
Nicholas Morley McIntosh (Alternate)
Michael Rees McNess (Ceased as Alternate 31 October 2022
Appointed as Director 31 October 2022)
Ian Ross Smith (Alternate)

Independent Director

Nicholas John Sherry

During 2022/23, there were no other key management personnel other than the directors disclosed above and Francis Gerard Sandy, Company Secretary and Chief Executive Officer.

(During 2021/22, there were no other key management personnel other than the directors disclosed above and Francis Gerard Sandy, Company Secretary and Chief Executive Officer).

TWU Nominees Pty Limited
Notes to the Financial Statements
For the year ended 30 June 2023

Note 8: Key Management Personnel (cont.)

	2023	2022
	\$	\$
(a) Compensation of Key Management Personnel		
Short-term employee benefits (salaries, director and chairman fees)	1,059,666	1,093,999
Post employment benefits (superannuation)	44,270	30,414
	1,103,936	1,124,413

Directors meeting fees are generally paid to their respective employers. Chairman fees was paid direct to the independent chairman via payroll.

Transactions between chairman, directors, directors' employers and the superannuation fund were transacted under normal terms and conditions with expenses incurred by the directors on the Fund's behalf fully reimbursed. There are no other transactions with key management personnel.

(b) Related Party Transactions

Trustee

There were transactions between TWU Nominees Pty Ltd and TWU Superannuation Fund during the year. The Fund paid \$1,625,000 (excluding GST) related to the establishment and funding of the Nominee company to establish Trustee Capital Reserve (2022: \$6,500,000, excluding GST) and was charged \$969,597 (2022: \$761,094) in service charges by TWU Nominees Pty Ltd. The Fund recharged expenses of \$969,597 (2022: \$761,094) to TWU Nominees Pty Ltd during the year.

Key Management personnel

Certain directors are members of the Fund. Their membership terms and conditions are the same as those available to other members of the Fund.

Note 9: Auditors' Remuneration

	2023	2022
	\$	\$
(a) Audit of Financial Statement	15,400	15,521
(b) Other Services (Tax)	9,000	-
	24,400	15,521

The above amounts are exclusive of GST.

Note 10: Significant Events after Balance Date

TWUSUPER and Mine Super signed a Memorandum Of Understanding (MOU) in December 2022 to explore the possibility of a merger between the two super funds. In April 2023, a Heads of Agreement (HOA) was executed in a continued commitment to the merger process. A Successor Fund Deed was signed on 27 September 2023 and the Successor Fund Transfer (SFT) is likely to be before 30 June 2024. This will affect the operation of The Nominee Company.

TWU Nominees Pty Limited
Directors' Declaration
For the year ended 30 June 2023

In the opinion of the directors:

- 1 The financial report and notes of the Company are 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 its performance for the year ended on that date; and performance for the financial year ended on that date; and
 - (b) Complying with the Accounting Standards and Corporations Regulations 2001.
- 2 The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(b).
- 3 At the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors and signed for and on behalf of the directors by:

Director

Director

Dated this 27 Day of September 2023

Melbourne



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Independent auditor's report to the members of TWU Nominees Pty Ltd

Opinion

We have audited the financial report of TWU Nominees Pty Ltd (the "Company"), which comprises the statement of financial position as at 30 June 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, 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 ended on that date; and
- b) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

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 (including Independence Standards)* (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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The directors are responsible for the other information. The other information is the directors' report accompanying the financial report.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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 judgment and maintain professional skepticism 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.



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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.

Ernst & Young

Ernst & Young

Maree Pallisco
Partner
Melbourne
27 September 2023



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Auditor's Independence Declaration to the Directors of TWU Nominees Pty Ltd

As lead auditor for the audit of TWU Nominees Pty Ltd for the financial year ended 30 June 2023, I declare 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.
- c) No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

Ernst & Young

Ernst & Young

A handwritten signature in black ink, appearing to read 'Maree Pallisco', written in a cursive style.

Maree Pallisco
Partner
27 September 2023