



MLC Pooled Superannuation Trust

ABN 89 787 168 280

Wind-up Report

For the period ended 30 March 2024

MLC Pooled Superannuation Trust Wind-up Report

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Directors' report

The Directors of NULIS Nominees (Australia) Limited (NULIS) ABN 80 008 515 633 (the 'Trustee'), as Trustee for the MLC Pooled Superannuation Trust (the 'Trust'), submit here with the annual financial report of the Trust for the financial period 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 MLC Pooled Superannuation Trust is a pooled superannuation trust. The Trust was constituted by the Trust Deed dated 24 September 1990, as amended. It is domiciled in Australia and the address of the registered office is 30 The Bond, Level 3, 30 Hickson Road, Millers Point, NSW, 2000.

In accordance with the 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) (registration number R1004052).

The Directors during the period were:

Directors	Date Appointed / Retired	Position
Lindsay Smartt	08 September 2021	Independent Non-Executive Director, Chair
Beth McConnell	04 December 2019	Independent Non-Executive Director
Steven Schubert	04 December 2019	Independent Non-Executive Director
Karen Gibson	17 March 2022	Independent Non-Executive Director
Mario Pirone	03 October 2023	Independent Non-Executive Director
Marianne Perkovic	03 October 2023	Independent Non-Executive Director
Jane Harvey	Appointed 17 March 2022 Retired 15 December 2023	Independent Non-Executive Director

Review of operations

The Trustee approved the merger of the MLC Superannuation Fund (MLCSF) with the IOOF Portfolio Service Superannuation Fund (ABN 70 815 369 818) (IPS) via SFT with a transfer date of 29 March 2024. MLCSF is the only beneficiary of the Trust therefore the entire Trust interest was transferred to IPS. I.O.O.F. Investment Management Limited (ABN 53 006 695 021, RSE L0000406, AFSL 230524) (IIML) is the Trustee of IPS.

As a consequence of the Trustee's approval of the SFT, all assets and liabilities of the Trust, were transferred to IPS on 29 March 2024 and no members or assets remained in the MLCSF and as a result, no unit holders or assets remained in the Trust. The Board approved the wind-up of the Trust on 30 March 2024 at a Board meeting.

The Trust recorded total revenue of \$2,383m (2023: \$2,085m) and total expenses of \$47m (2023: \$63m).

Directors' report (continued)

Significant events

- Licence conditions

In November 2022, APRA imposed additional licence conditions on NULIS. These conditions included:

- Enhancement of the Trustee's governance in relation to member outcomes, oversight of service providers, risk, compliance and managing conflicts of interest;
- Appointment of an independent expert to examine the operational effectiveness of the Trustee's governance, accountability and risk management frameworks and practices; and
- Rectification of areas of concern with input from the independent expert.

The Trustee is working with Insignia Financial Ltd and its subsidiaries (collectively referred to as the IFL Group) to satisfactorily address all the Licence Conditions and to rectify any and all areas of concern identified by the independent expert. A Rectification Action Plan to address these additional licence conditions was formally approved by APRA on 22 November 2023.

Aside from the above there are no other matters to note.

Significant changes in state of affairs

During the year, the Trustee approved the merger of the MLCSF via Successor Fund Transfer (SFT) to IPS. MLCSF is the only beneficiary of the Trust therefore the entire Trust interest was transferred to IPS (\$25,179) on 29 March 2024. No members or assets remained in the MLCSF and as a result, no unit holders or assets remained in the Trust. The Trust was approved to be wound up by a Board Resolution and the wind-up was declared on 30 March 2024. As a result, the financial statements of the Trust have been prepared on the basis other than going concern, which is an orderly realisation basis.

Aside from the above there are no other matters to note.

Events subsequent to balance date

The Trust was wound-up on 30 March 2024. In April 2024, the Trustee approved the release of \$25,284,870 in the Operational Risk Financial Requirement (ORFR) held by the Trustee.

In August 2024, Chair Lindsay Smartt announced that he will be stepping down from the RSEL Board. Danielle Press will be appointed as a Non-Executive Director on 19 September 2024 and will officially take on the position of Chair in November 2024.

Aside from the above there are no other matters to note.

Likely developments

There are no likely developments to report except as may be stated elsewhere in this report or in the financial statements. Further information has not been included in this report to avoid the disclosure of information that may result in unreasonable prejudice to the Trust.

Environmental regulations

The operations of the Trust are not subject to any significant environmental regulation under Commonwealth, State or Territory law.

Environmental, social and governance ("ESG") risks can have a material impact on the Trust's ability to deliver sustainable long-term outcomes for the members and the community. To ensure the Trust fulfils its purpose the IFL Group considers a broad range of ESG considerations. To help guide its responsible investment practice, the IFL Group has become a member of the Investor Group on Climate Change (IGCC). The IFL Group's ESG activities are discussed in the ESG section of its annual report.

Directors' report (continued)

Rounding

The MLC 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 million dollars, unless otherwise indicated.

Indemnification and insurance of officers and auditors

The Trust has not indemnified or made a relevant agreement for indemnifying against a liability for any person who is or has been an officer of the Trustee or an auditor of the Trust during the year. Subject to the relevant Trust Deed and relevant law, the Trustee is entitled to be indemnified out of the assets of the Trust for any liability incurred by it in properly performing or exercising any of its powers or duties in relation to the Trust. The auditor of the Trust is in no way indemnified out of the assets of the Trust.

The ultimate parent company of the Trustee, Insignia Financial Ltd, has paid or agreed to pay insurance premiums in respect of the Trustee's officers for liability, legal expenses, insurance contracts, and premiums in respect of such insurance contracts, for the financial year ended 30 June 2024. Such insurance contracts insure against certain liability (subject to specified exclusions) for persons who are or have been the officers of the Trustee. Details of the nature of the liabilities covered or the amount of the premium paid has not been included as such disclosure is prohibited under the terms of the contracts.

Non-audit services

The Directors are satisfied that there were no non-audit services provided by the auditor. This complies with the general standard of independence for auditors imposed by the *Corporations Act 2001*. Any non-audit services are managed as follows:

- Fees earned from non-audit work undertaken by KPMG are capped at 0.1 times the total audit fee;
- Services are reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- Services are provided in accordance with the general principles relating to auditor independence as set out in the Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board.

Further information regarding remuneration of auditors is included in Note 11 Auditor's remuneration.

Lead auditor's independence declaration

The lead auditor's independence declaration, as required under section 307C of the *Corporations Act 2001* is set out on page 28 and forms part of the Directors' Report for the financial year ended 30 June 2024.

Signed in accordance with a resolution of the Directors of NULIS Nominees (Australia) Limited, pursuant to Section 298(2) of the *Corporations Act 2001*.



SIGNATURE

Mr Lindsay Smartt

Chair

18 September 2024

Remuneration report

Remuneration report

Letter from the Group People & Remuneration Committee Chair

Dear Members,

On behalf of NULIS Nominees (Australia) Limited (NULIS), I am pleased to present our 2024 Remuneration report to members. NULIS is the Registrable Superannuation Entity Licensee (RSEL) of the MLC Pooled Superannuation Trust and is one of the RSEL Boards under Insignia Financial. As a Group, Insignia Financial Limited (IFL) is made up of a number of businesses and products, that provide a number of services to NULIS including administrative services, through outsourced arrangements, which supports NULIS to operate this Trust.

I present this report to you as the Chair of the IFL Group People and Remuneration Committee, which is also the Remuneration Committee for this Trust. In this capacity, the Committee is responsible for overseeing remuneration for employees who provide services to NULIS. This report aims to provide clarity and transparency on our remuneration practices and governance as well as insight on remuneration arrangements for the most critical employees providing services to NULIS, referred to as Key Management Personnel (KMP) in this report.

This is the first Remuneration report published for this Trust, which is in response to new financial reporting obligations. I hope it is well received by our members.

Changes to Key Management Personnel

This year saw the departure of Renato Mota as Chief Executive Officer (CEO) of IFL at the end of February and the commencement of Scott Hartley into the role on 1 March 2024. In addition, Chris Weldon (Chief Client Officer) was appointed as a KMP in November 2023. With the announcement of a new Executive structure in July and changes to the Executive Team, there will be changes to our KMP in next year's Remuneration report.

Board renewal

In 2024, we welcomed two new directors to the NULIS Board. Mario Pirone and Marianne Perkovic both joined the RSEL Boards on 3 October 2023. It was announced in September 2024 that Danielle Press has been appointed as Chair elect and Non-Executive Director of the RSEL Board. Danielle will begin her role as Non-Executive Director on 19 September 2024 and will officially take on the position of Chair in November 2024 from Lindsay Smartt who recently announced he would be stepping down from the RSEL Board.

Financial Year 2024

Over the past few years, IFL has been on a pathway of simplifying and uplifting the company. IFL (then IOOF Holdings Ltd) acquired MLC Wealth from National Australia Bank in 2021, and the Australian & New Zealand Pensions and Investments business (P&I from ANZ) in 2020, making it one of the largest super Fund providers in Australia. The greater scale, capability and efficiency of these combined businesses will flow through to members in the form of value, choice and accessibility. I am pleased to say that through the 2024 financial year, we have continued taking steps forward to better integrate and simplify these legacy businesses, to support this Trust in a more efficient way.

In addition, focus has continued around uplifting governance standards to reflect the larger organisation we have become. In particular, good progress continues to be made in relation to the licence conditions APRA imposed in November 2022, aimed at enhancing NULIS' governance in relation to member outcomes, oversight of service providers, risk, compliance and managing conflicts of interest. NULIS is working with IFL to satisfactorily address these licence conditions.

With regard to investment performance, all three of IFL's default Funds were placed in the top 10 for FY24 in the SuperRatings SR50 MySuper Survey – a great achievement and outcome for members.

Equally, we also recognise that there have been challenges in 2024, largely related to remediation for legacy product compliance issues. In response, the relevant RSEL has paid a fine, increased its remediation provision to address legacy issues and agreed to additional commitments with APRA on this matter.

Remuneration report

Performance & remuneration outcomes for Financial Year 2024

The average short-term variable reward (STVR) outcome for KMP as a percentage of target is 70% as compared with the maximum of 125%.

In the 2024 financial year, a 2.1% average Total Fixed Remuneration (TFR) increase was applied across the KMP, effective 1 July 2024.

Non-Executive Director Fees

For financial year 2024, the Non-Executive Directors fees received a 2.5% increase across their fee structure to ensure alignment to market benchmarks. In addition to the 2.5% increase, an additional fee was introduced for the financial year 2024 to compensate the directors for additional workload.

On behalf of the People and Remuneration Committee, I would like to thank you for your support as a member and invite you to read this Remuneration report.

Yours sincerely



John Selak

Group People & Remuneration Committee Chair

18 September 2024

Remuneration report

Contents

The Remuneration report for the MLC Pooled Superannuation Trust outlines our remuneration approach and outcomes for the KMP. This report has been prepared, and audited, as required by the *Corporations Act 2001*. It forms part of the Directors' Report.

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Remuneration report

1. Remuneration objectives, principles & governance

IFL believes remuneration plays an important role in supporting a strong culture and delivering business outcomes. We have a comprehensive remuneration framework which ensures the design and oversight of our practices support the delivery of strategic objectives, whilst meeting regulatory standards and stakeholder expectations. This is achieved by rewarding collective and individual performance, in addition to constructive behaviours that drive strong risk outcomes.

Promoting member best financial interests

Our remuneration framework practices support behaviours that protect the best financial interests of members. This is achieved by encouraging prudent risk management behaviours that underpin a foundation of member and employee trust and ensure clear accountability and appropriate consequences for management where there are adverse outcomes for members.

Role of RSEs in governing remuneration

The RSEL Boards within IFL are responsible for the relevant RSEL's Remuneration Framework and its effective application. The RSEL Boards consider, approve and adopt IFL's Remuneration Policy and oversee the remuneration practices of IFL to support behaviours that protect the best financial interests of members for RSEs. The RSEL Boards are responsible for providing feedback, input and decision making on the performance and remuneration outcomes for employees who provide services that have been outsourced to IFL by the RSEL Boards. This is facilitated by the People and Culture function who ensure appropriate and timely information is provided to the Boards regarding goals, performance and remuneration. The RSEL Boards receive relevant reporting and information from their respective Risk & Compliance Committees, the Risk and Conduct Forum (on serious risk matters) and the Chief Risk Officer to ensure that the risk outcomes are appropriately reflected in remuneration outcomes.

RSEL Board representatives also took part in a joint meeting with the IFL Group People & Remuneration, Group Risk and Compliance and Group Audit Committees, as part of IFL's end of year performance and remuneration review process. The joint Committee meeting was extended to include the Chairs of the RSEL Boards, Risk and Compliance and Audit Committees to provide the perspective of the RSEs to the discussion. The joint meeting reviewed the material risk matters and considered potential consequences on performance and remuneration outcomes for senior leaders. For the financial year 2024, two Executive KMP incurred a reduction to their Short Term Variable Reward (STVR) via the Risk & Conduct modifier due to significant risk matters.

In addition, the IFL Group People and Remuneration Committee, were recommended by the IFL Board to exercise discretion for 2024 by applying a 20% reduction to STVR outcomes for all current executives in relation to the fines, increased provisions and additional commitments with APRA on remediation matters. This reduction was approved by the RSEL Boards.

Remuneration report

2. Meeting Regulatory Requirements

The Financial Accountability Regime (FAR) will apply to superannuation RSEs and insurance entities commencing 15 March 2025. We welcome this legislation which is aimed at strengthening our responsibility and accountability frameworks and improving the risk and governance cultures of Australia's financial institutions. IFL has made solid progress over FY2024 in readiness for this legislation. We have established our Office of the FAR and defined the operationalisation of the uplifted Risk Governance Frameworks and systems to ensure adherence with the regime. We are also in the final stages of defining our Accountable Persons, who will have additional obligations to ensure compliance with the regime.

An amended CPS 511 commenced in FY2024 for superannuation and insurance Significant Financial Institutions. This standard aims to ensure remuneration practices manage risk and conflicts, that appropriate consequences exist for risk and conduct and that RSEL Boards have oversight and accountability for remuneration outcomes for key employees. This represented an opportunity to strengthen the existing practices within the industry and in the twelve months since this standard commenced, we have continued to embed and uplift practices.

This includes:

- Further enhancing the application of our consequence management framework, including launching a new policy and practices to support more consistent and rigorous application of consequences where there are adverse risk matters;
- Updating our performance and goal setting framework to ensure the right balance of financial and non-financial goals;
- Putting appropriate deferrals in place for at risk incentive payments for key senior managers, to manage any risk matters that may emerge over time;
- Completing another rigorous review of the remuneration framework and policy and continued to develop robust processes around conflicted remuneration scenarios;
- Defining a materiality threshold and definition for the engagement of Third-Party Service Providers (TPSP), approved by the Boards, which is used to identify the scale and nature of services that could present a material conflict to the remuneration framework; and
- Our Boards continuing to demonstrate active governance and oversight to these significant matters and ongoing regulatory change.

Remuneration report

3. Key components of remuneration for Key Management Personnel

The Key Management Personnel are employed by IOOF Service Co Pty Ltd or MLC Wealth Ltd. Whilst this cohort are employed by IOOF Service Co Pty Ltd and MLC Wealth Ltd, the amounts paid to KMP are in relation to services provided to the Trust. No amounts are paid by the Trust directly to the KMP as they are not employed or remunerated by the Trust. They are all remunerated in accordance with IFL's Group Remuneration policy and practices by the employing entities.

Each KMP is aligned to one of the three incentive plans outlined in the table. However, this excludes NEDs who are not eligible to participate in IFL incentive plans:

KMP Incentive Plans	Executive Incentive Plan (EIP)	Asset Management Incentive Plan (AMIP)	Insignia Financial Incentive Plan (IFIP)															
TFR	Total fixed remuneration (TFR) comprises base remuneration (i.e. cash salary) and superannuation. TFR is delivered in accordance with contractual terms and conditions of employment and is reviewed annually against relevant comparator Group remuneration benchmarks.																	
STVR	<p>The EIP is the incentive plan covering the CEO and Executive KMP. It is divided into short-term variable reward (STVR) which is delivered in cash, and long-term variable reward (LTVR) which is delivered in equity. The total EIP opportunity is 170% of fixed remuneration for the CEO and 60% -90% for Executive KMP.</p> <p>The Table below represents the total STVR opportunity of each role's total variable reward:</p> <table border="1"> <thead> <tr> <th></th> <th>% STVR of EIP Target</th> <th>Maximum STVR (125%)</th> </tr> </thead> <tbody> <tr> <td>CEO</td> <td>35%</td> <td>43.75%</td> </tr> <tr> <td>Executive KMP</td> <td>50%</td> <td>62.5%</td> </tr> </tbody> </table> <p>Individual STVR outcomes are determined with reference to IFL performance and individual performance, through a balanced scorecard. The performance measures comprise a mix of financial and non-financial metrics linked to IFL and business unit targets, aligned to IFL's strategy, with the weightings varied by role. For the CEO and Executive KMP, the financial weighting was 30% for financial year 2024. STVR outcomes are subject to Board Discretion.</p>		% STVR of EIP Target	Maximum STVR (125%)	CEO	35%	43.75%	Executive KMP	50%	62.5%	<p>The AMIP is a specialist incentive plan which is designed to reward participants for delivery of annual goals that drive long-term sustainable performance.</p> <p>The plan provides an appropriate level of remuneration that varies based on the RSEL Board's determination of the KMP performance for the year which is measured against agreed targets for financial and non-financial measures that deliver strategic objectives.</p> <p>All participants for consideration for an AMIP award, will be subject to minimum performance requirements.</p> <p>The AMIP Pool is allocated to participants on a discretionary basis, taking into account individual performance, contribution to Asset Management outcomes, risk outcomes and the values and behaviours demonstrated by participants.</p>	<p>The IFIP is the general plan for the IFL. The plan is designed to deliver remuneration outcomes in line with annual performance achievement, with material weighting to financial and non-financial outcomes across customer, leadership, strategy execution and member and shareholder measures, incorporating both risk and behavioural assessments. The plan recognises both the "what" and the "how" of performance. STVR amounts are paid in cash.</p> <p>The Table below represents the total STVR opportunity of each role's total variable reward:</p> <table border="1"> <thead> <tr> <th></th> <th>% STVR of IFIP Target</th> <th>Maximum STVR (125%)</th> </tr> </thead> <tbody> <tr> <td>KMP, CMO, Senior Manager and Material Risk Takers</td> <td>0% - 100%</td> <td>0% - 125%</td> </tr> </tbody> </table> <p>Individual STVR outcomes are determined with reference to IFL performance and individual performance through a balanced scorecard. The performance measures comprise a mix of financial and</p>		% STVR of IFIP Target	Maximum STVR (125%)	KMP, CMO, Senior Manager and Material Risk Takers	0% - 100%	0% - 125%
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Remuneration report

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<p>LTVR</p>	<p>Under the LTVR, performance rights are performance tested after four years and are vested subject to the relevant restriction period.</p> <p>TSR (70% of LTVR target) Based on the percentile ranking against the peer group of the ASX 200 (excluding resources).</p> <p>Reputational (30% of LTVR target) IFL is using RepTrak to track its reputation from a 2024 baseline score of 73.4%. The outcome is derived at the end of the four-year performance period, using the average of the quarterly scores of the last 12 months of the performance period.</p>	<p>n/a</p>	<p>n/a</p>															

Remuneration report

<p>Risk and Conduct and Principles</p>	<p>Performance outcomes are subject to the following gateways and modifiers:</p> <ul style="list-style-type: none"> • Compliance gateways: all KMP must meet core compliance expectations to be eligible for a STVR, including adherence to the Code of Conduct and completion of mandatory training requirements. • Principles: the Boards have the discretion to adjust the CEO, Executive KMP and APRA Specified Roles STVR outcomes on the basis of an assessment of behaviours aligned with IFL principles, where appropriate. • Risk and Conduct: the Boards have discretion, where appropriate, to adjust the CEO, Executive KMP and/or other APRA Specified Roles STVR outcomes, including where informed by recommendations from the Risk & Conduct Forum in relation to risk and conduct matters. The Risk and Conduct modifier also includes consideration of the risk matter outcomes that may warrant an adjustment to the Risk and Conduct assessment. 												
<p>Deferral</p>	<p>The EIP, AMIP & IFIP are designed to meet CPS 511 and Financial Accountability Regime (FAR) deferral requirements with at least 40% of the total reward deferred for 5 years for KMP and APRA Specified Roles & at least 60% of the total reward deferred for 6 years for the Chief Executive Officer.</p> <p>STVR is delivered as a combination of cash and deferred cash/or performance rights*</p> <table border="1" data-bbox="300 748 1444 943"> <thead> <tr> <th></th> <th>Cash</th> <th>Deferred Cash /or Performance Rights</th> <th>Minimum deferral period</th> </tr> </thead> <tbody> <tr> <td>KMP and APRA Specified Roles</td> <td>60%</td> <td>40%</td> <td>5 years</td> </tr> <tr> <td>CEO</td> <td>40%</td> <td>60%</td> <td>6 years</td> </tr> </tbody> </table> <p><i>*Deferral only applies if the total VR outcome is \$125,000 or more.</i></p> <p>These deferrals enable the Board to have effective forfeiture powers for a period of time if malus or other equivalent events subsequently come to light post grant/vesting.</p>		Cash	Deferred Cash /or Performance Rights	Minimum deferral period	KMP and APRA Specified Roles	60%	40%	5 years	CEO	40%	60%	6 years
	Cash	Deferred Cash /or Performance Rights	Minimum deferral period										
KMP and APRA Specified Roles	60%	40%	5 years										
CEO	40%	60%	6 years										
<p>Board discretion and adjustments</p>	<p>The Boards may apply its absolute discretion to adjust remuneration, subject to clawback and malus provisions in the relevant variable reward plans.</p>												

Remuneration report

4. Key Management Personnel remuneration outcomes for the 2024 financial year

Snapshot of FY24 remuneration outcomes

KMP (excluding NEDs)

Gateway Compliance	<ul style="list-style-type: none"> - KMP have all met the behavioural and compliance gateway requirements.
Total Fixed Remuneration (TFR)	<ul style="list-style-type: none"> - Average fixed remuneration increases for KMP were 2.1%, effective 1 July 2024.
Short-term variable reward (STVR)	<ul style="list-style-type: none"> - The key financial and non-financial goals that determine STVR outcomes are outlined on page 18. - Against a possible STVR range of 0% - 125%, the average Executive KMP STVR target outcome was 70%. - Discretion was exercised by the Board in relation to the 2024 STVR outcome for the current CEO and Executive KMP, with a 20% reduction applied in relation to an increase in provisions related to remediation. - A reduction of 30% under the risk and conduct modifier was also applied to two executive KMP, totalling a 50% reduction overall for those individuals. - 50% of Executive KMP STVR is deferred for 12 months.
Long-term variable reward (LTVR)	<p><u>CEO & Executive KMP only</u></p> <ul style="list-style-type: none"> - The first tranche of the prior equity-based Executive incentive scheme (the Executive Equity Plan) reached the end of its four-year performance period on 30 June 2024. - The 40% of rights tested against a relative Total Shareholder Return hurdle, failed and will lapse. - The 60% that was tested against annualised business performance vested at the maximum opportunity of 100%. <p>LTVR is now issued under the EIP with a 4-year vesting period, released after 5 or 6 years in line with relevant regulatory requirements.</p>

Non-Executive Director (NED)

NED fees	<ul style="list-style-type: none"> - NED fees were increased by 2.5% effective 1 July 2023. - An additional RSEL workload fee was also introduced in FY2024 to compensate the NEDs for increase in additional workload and time commitment to RSEL activities.
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Remuneration report

4. Key Management Personnel remuneration outcomes for the 2024 financial year (continued)

2024 performance outcomes

The following table provides the 2024 financial year STVR outcomes for the current KMP (excluding NEDs). The 50% weighting of shared goals for the CEO is due to his tenure of 4 months and balance with other priorities for this time.

	IFL Performance Measures	Rationale	CEO weighting	Exec KMP weighting	CMO Weighting	Scorecard result	CEO outcome	Exec KMP outcome ⁽²⁾	CMO ⁽²⁾
Financial	Net Funds flow	Aggregate Funds flow from platforms and asset management. Assessed against financial ranges set at the commencement of the financial year	7.5%	10.0%	10.0%	Not Achieved	0.0%	0.0%	0.0%
	OPEX	Operating expenditure across the enterprise assessed against financial ranges set at the commencement of the financial year	7.5%	10.0%	0%	Achieved	7.5%	10.0%	0.0%
	UNPAT	Underlying net profit after tax. Assessed against financial ranges set at the commencement of the financial year	7.5%	10.0%	0%	Exceeds	9.4%	12.5%	0.0%
Non-Financial	Rectification Action Plan	Embedding sustainable enterprise governance to meet APRA Licence conditions. Assessed against delivery of program milestones	10.0%	15.0%	25.0%	Achieved	10.0%	15.0%	25%
	MasterTrust Separation Critical Pathways	Separation of legacy MasterTrust products - Plum and MasterKey from NAB and P&I from ANZ. Assessed against delivery of program milestones	7.5%	10.0%	10.0%	Exceeds	9.4%	12.5%	12.5%
	MLC Wrap transition to Expand	Transition of MLC Wrap members to Expand platform. Assessed against delivery of program milestones	7.5%	10.0%	10.0%	Exceeds	9.4%	12.5%	12.5%
	Cultural alignment	Assessment of engagement factors measured through CultureAmp, externally benchmarked across organisations. Assessed against targets set at the commencement of the financial year	2.5%	5.0%	5.0%	Not Achieved	0.0%	0.0%	0.0%
Total outcome	Total shared goals outcome		50.0%	70.0%	60.0%	Partially Achieved	45.6%	62.5%	50%
	Total individual goals outcome		50.0%	30.0%	40.0%	Varied	50.0%	27.5% - 35.0%	40%
	Total scorecard outcome ⁽¹⁾		100.0%	100.0%	100.0%	Varied	95.6%	90.0%-121.9%	90%

⁽¹⁾ The total scorecard outcome includes any individuals who may have role modelled behavioural principles where the total scorecard outcome is multiplied by 125%.

⁽²⁾ The CMO and Chief Investment Officer are part of discretionary plans where STVR outcomes are not driven from a performance scorecard. The Chief Investment Officer has the same shared goals and weightings as the Exec KMP.

Remuneration report

5. Key Management Personnel

All KMP (including NEDs) are employed by IOOF Service Co Pty Ltd or MLC Wealth Ltd. KMP are defined as persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including any Director (whether Executive or otherwise) of that entity.

They are all remunerated in accordance with IFL's Remuneration policy and practices by the employing entities. KMP (excluding NEDs) remuneration arrangements are reflective of the role they perform for IFL and are reviewed at least annually. In setting an individual's remuneration IFL considers:

- o role complexity and responsibilities;
- o individual capabilities, experience and knowledge;
- o business and individual performance;
- o internal and external market role relativities;
- o management on the target remuneration for individuals; and
- o general remuneration market environment and trends.

More information on the remuneration arrangements for NEDs, can be found in Section 6 of this report.

Remuneration Methodology

NEDs perform work for the RSEL and other RSEs within IFL. Therefore, the proportion of remuneration is based on Funds Under Management (FUM) for the relevant RSE as a percentage of the total FUM across all the RSEs within IFL.

For all other KMP, they perform work for the RSEL and other IFL entities. The amounts disclosed for remuneration in this document reflect an apportionment methodology considering the following:

- o time committed to the RSEs, and
- o the FUM of the relevant RSE, as a percentage of the total FUM of all the RSEs within IFL.

The amounts paid to all KMP (including NEDs) in relation to services provided to the Trust amounted to \$387,337. No amounts are paid by the Trust directly to the KMP as they are not employed or remunerated by the Trust. The exception to this is the Chief Member Officer and NEDs, who only perform work for the RSEs within IFL, therefore 100% of their remuneration is dedicated to this work. The remuneration paid to perform the role of the Chief Member Officer as well as the NED Fees are fully funded by the RSEL.

Remuneration report

5. Key Management Personnel (continued)

Key Management Personnel

The table below outlines the KMP for the year ended 30 June 2024.

Name	Role	Term as KMP
Chair⁽¹⁾		
L Smartt	Independent Non-Executive Director & Chair	Full year
Non-Executive Directors⁽¹⁾		
K Gibson	Independent Non-Executive Director	Full year
B McConnell	Independent Non-Executive Director	Full year
M Perkovic	Independent Non-Executive Director	Appointed 3 October 2023
M Pirone	Independent Non-Executive Director	Appointed 3 October 2023
S Schubert	Independent Non-Executive Director	Full year
Chief Executive Officer and Executive Director		
S Hartley	Chief Executive Officer (CEO) and Executive Director	Appointed 1 March 2024
Current KMP		
D Chalmers	Chief Financial Officer	Full year
F Lombardo	Chief Operating and Technology Officer	Full year Ceased KMP duties effective 26 July 2024
D Farmer	Chief Investment Officer	Full year
S Hopwood	Acting Chief Member Officer	Appointed 26 February 2024 Ceased KMP duties effective 26 July 2024
M Oliver	Chief Distribution Officer	Full year. Ceased KMP duties effective 26 July 2024
A Saxena	Chief Risk Officer	Full year
M Walls	Chief People Officer	Full year
C Weldon	Chief Client Officer	Appointed 13 November 2023 Ceased KMP duties effective 26 July 2024
Former Non-Executive Directors		
J Harvey	Independent Non-Executive Director	Ceased KMP duties effective 15 December 2023
Former KMP		
A Coyne	Chief Member Officer	Ceased KMP duties effective 23 February 2024
R Mota	Chief Executive Officer (CEO) and Managing Director	Ceased KMP duties effective 29 February 2024

⁽¹⁾ NEDs serve an initial term of 4 years from the date of appointment, a decision to reappoint of RSEL Board NEDs can serve as a Board member for maximum 9 years and Board Chair for a maximum of 12 years.

NULIS Nominees (Australia) Limited is the RSEL for the following RSE's:

- MLC Super Fund
- PremiumChoice Retirement Service
- MLC Superannuation Fund
- MLC Pooled Superannuation Trust
- DPM Retirement Service

Remuneration report

5. Key Management Personnel (continued)

KMP STVR performance outcomes

The following table provides the 2024 financial year STVR outcomes for KMP (excluding NEDs), for the period. The minimum potential outcome is zero:

Name	STVR Target	STVR Maximum	STVR Outcome (2,3,4)	STVR Cash ⁽⁵⁾	STVR Deferred ⁽⁶⁾	STVR actual as a % of STVR target	STVR actual as a % of STVR maximum
	2024 \$	2024 \$	2024 \$	2024 \$	2024 \$	2024 %	2024 %
Chief Executive Officer and Executive Director							
S Hartley ⁽¹⁾	3,068	3,835	2,347	939	1,408	76	61
Current KMP							
D Chalmers	3,518	4,398	2,709	1,354	1,354	77	62
D Farmer ^(8,10)	-	-	24,643	14,786	9,857	-	-
S Hopwood ⁽⁸⁾	-	-	1,218	1,218	-	-	-
F Lombardo	7,350	9,187	3,704	1,852	1,852	50	40
M Oliver	10,589	13,236	5,337	2,668	2,668	50	40
A Saxena	4,892	6,115	4,770	2,385	2,385	98	78
M Walls	2,770	3,463	2,562	1,281	1,281	92	74
C Weldon	3,958	4,948	3,008	1,504	1,504	76	61
Former KMP							
A Coyne ^(8,9)	-	-	-	-	-	-	-
R Mota ⁽⁷⁾	6,620	8,275	8,275	4,137	4,137	125	100

⁽¹⁾S Hartley commenced KMP duties 1 March 2024. STVR amounts are prorated for the period they were KMP.

⁽²⁾Includes 20% discretionary Board reduction.

⁽³⁾Includes 30% risk and conduct modifier reduction for F Lombardo and M Oliver.

⁽⁴⁾Approval date of STVR for S Hartley is 21 August 2024 and 20 August 2024 for other Executive KMP.

⁽⁵⁾STVR Cash will be paid on 20 September 2024.

⁽⁶⁾STVR Deferred will be paid September 2025 (excluding S Hartley), subject to malus and clawback provisions. S Hartley will have 60% of their STVR outcome deferred as follows: 50% payment due September 2025, 10% payment in November 2024, subject to shareholder approval of LTVR offer at 2024 AGM.

⁽⁷⁾R Mota ceased KMP duties 29 February 2024 and STVR amounts are prorated for the period they were KMP, 50% of STVR outcome is paid upfront and remaining 50% STVR deferred will be paid September 2025.

⁽⁸⁾D Farmer, S Hopwood and A Coyne are not participants of the EIP STVR plan. Their plans are discretionary plans and do not have target and maximum amounts.

⁽⁹⁾A Coyne ceased KMP duties 23 February 2024.

⁽¹⁰⁾D Farmer STVR deferral equates to 40%, deferred for 5 years.

Remuneration report

5. Key Management Personnel (continued)

Remuneration received by KMP

The remuneration outcomes table below provides a summary of the remuneration that was received by KMP (excluding NEDs). We believe that presenting this information provides members with greater clarity and transparency of remuneration. This voluntary non-statutory disclosure differs from the statutory remuneration table in section 7.

	Total fixed remuneration ⁽¹⁾	STVR ⁽²⁾	EEP/EIP ^(4,5)	Total value of remuneration
Name	2024 \$	2024 \$	2024 \$	2024 \$
Chief Executive Officer and Executive Director				
S Hartley ⁽⁸⁾	5,170	2,347	5,697	13,214
Current KMP				
D Chalmers	7,845	2,709	2,096	12,650
D Farmer	24,725	24,643	-	49,368
S Hopwood	6,614	1,218	-	7,832
F Lombardo ⁽⁶⁾	16,397	3,704	1,888	21,989
M Oliver ⁽⁵⁾	23,742	5,337	8,809	37,888
A Saxena ⁽³⁾	16,380	10,191	4,892	31,463
M Walls	6,189	2,562	1,707	10,458
C Weldon	8,424	3,008	2,516	13,948
Former KMP				
A Coyne	13,118	-	-	13,118
R Mota ⁽⁷⁾	11,245	8,275	(2,682)	16,838
Total	139,849	63,994	24,923	228,766

⁽¹⁾Includes base salary, non-monetary and superannuation.

⁽²⁾Refer to table on prior page 'KMP STVR performance outcomes' for specific STVR arrangements.

⁽³⁾A Saxena total STVR represents a commencement incentive and performance based STVR for the FY24 period.

⁽⁴⁾On review of the 2023 EEP annual assessment of the Financial and Non-Financial hurdles, a portion of the Performance Rights granted were forfeited/cancelled. The impact of this cancellation has been reflected in 2024. Those with negative figures are due to not being part of the 2024 EIP offer, however did have cancellation of rights that were in relation to 2023 EEP.

⁽⁵⁾EIP/EEP value for M Oliver includes an additional grant of performance rights for the 2023 EEP plan granted in October 2023 due to a remuneration increase associated with a role expansion.

⁽⁶⁾F Lombardo 2024 EEP/EIP amount includes an additional 40% reduction to his 2023 EEP annualised outcome via a Risk & Conduct modifier which was determined in 2024.

⁽⁷⁾R Mota ceased KMP duties 29 February 2024 and STVR amounts are prorated for the period they were KMP for FY24, as per prior table 'KMP STVR performance outcomes'.

⁽⁸⁾S Hartley has been offered an LTVR (EIP) for 2024. Approval of this grant will be sought at the 2024 IFL AGM.

Remuneration report

5. Key Management Personnel (continued)

Deferred performance rights for CEO and Executive KMP

Performance rights for the CEO and Executive KMP currently operate under the Executive Incentive Plan (EIP). The vesting of performance rights is subject to two hurdles over a four-year vesting period. The IFL performance rights are equity-settled share-based payment plans as per below:

- 70% of the grant is subject to a Total Shareholder Return (TSR) progressive vesting scale over four years which is known as the financial measure. TSR represents the change in the value of a share plus the value of dividends paid.
- The remaining 30% of the grant is subject to reputation which will be determined based on the Company's reputation score as at 1 July 2023, relative to a subset of peer organisations positions similar to the company over the same four year performance period. 2024 is the first year that IFL will use reputation as a performance measure, and it has been included in recognition of its critical importance in enhancing long-term financial performance.

Year	Performance period	Grant date	IFL TSR for the period %	Ranking relative to ASX200	Vesting status at 30 June 2024	Performance period end date
2024 EIP	2024-2027	13-Dec-23	(12.98%)	125th	0% vested	30 Jun 27

For performance rights plans pre-dating the EIP, the vesting of 60% of performance rights under the EEP is subject to annualised assessment for the grant date performance period and subject to a four-year vesting period. 40% of the grant is subject to a TSR progressive vesting scale over four years.

Year	Performance period	Grant date	IFL TSR for the period %	Ranking relative to ASX200	Vesting status at	Performance period end date
2023 EEP	2023-2026	14-Dec-22	(8.44%)	116th	0% vested	30 Jun 26
2022 EEP	2022-2025	04-Mar-22	(34.02%)	128th	0% vested	30 Jun 25
2021 EEP	2021-2024	18-Dec-20	(37.08%)	122nd	0% vested	30 Jun 24

Accordingly, the following IFL performance rights were vested and forfeited for KMP as issued under the 2021 Executive Equity Plan. This plan refers to the previous executive incentive scheme which was in place for financial years 2021 – 2023.

Name	Performance period end	Type of instrument	TSR (40%) ⁽²⁾	Financial (10%) ⁽¹⁾	Non-Financial (50%) ⁽¹⁾	% vested	% forfeited
Current KMP			Number of rights vested				
D Chalmers	30-Jun-24	2021 Executive Equity Plan	-	109	545	60%	40%
D Farmer	30-Jun-24	2021 Executive Equity Plan	-	161	804	60%	40%
F Lombardo	30-Jun-24	2021 Executive Equity Plan	-	170	852	60%	40%
M Oliver	30-Jun-24	2021 Executive Equity Plan	-	164	820	60%	40%
M Walls	30-Jun-24	2021 Executive Equity Plan	-	47	236	60%	40%
C Weldon	30-Jun-24	2021 Executive Equity Plan	-	51	256	60%	40%
Former KMP			Number of rights vested				
R Mota	30-Jun-24	2021 Executive Equity Plan	-	291	1,453	60%	40%

⁽¹⁾ The financial and non-financial hurdles were annualised hurdles that were assessed on a one-year performance period between 1 July 2020 and 30 June 2021.

⁽²⁾ The TSR performance condition had a four-year performance period (1 July 2020 - 30 June 2024) and was performance tested on 30 June 2024. The TSR hurdle did not pass its performance conditions and performance rights were forfeited.

Remuneration report

5. Key Management Personnel (continued)

CEO, Executive KMP and other KMP employment arrangements

Contract Term	CEO	Executive KMP	Other KMP ⁽²⁾
Contract Type ⁽¹⁾	Permanent	Permanent	Permanent
Notice Period	6 months	6 months	3 months
Severance	n/a	n/a	n/a
STVR treatment on termination	<p>In general, unless otherwise determined by the IFL Board and subject to law:</p> <ul style="list-style-type: none"> In the case of a KMP resignation or termination for cause before the end of the performance period, the KMP will not be eligible to be considered for an STVR award for that year. Where a KMP's exit is related to any other reason (i.e. retrenchment, retirement, ill health separation, mutual agreement or death), the KMP remains eligible (unless the IFL Board determines otherwise) to be considered for an STVR award with regard to actual performance against performance measures (as determined by the IFL Board in the ordinary course following the end of the performance period). 		
LTVR treatment on termination	<p>In general, unless otherwise determined by the IFL Board:</p> <ul style="list-style-type: none"> Any performance rights will lapse if a KMP resigns or is terminated for cause before the vesting date of the 2024 LTVR (EIP), and the end of the performance period for awards granted of the 2021 LTVR (EEP). Where a KMP's exit is related to any other reason (i.e. retrenchment, retirement, ill health separation, mutual agreement or death), any unvested LTVR awards continue on-foot with performance measured at the end of the performance period related to each award (and with the award otherwise remaining subject to all terms and conditions other than those relating to continuity of employment). For LTVR awards granted from the 2024 financial year, KMPs who are dismissed during the restricted period will forfeit all performance rights subject to the restricted period. Where a KMP exits for any other reason during the restricted period, outstanding performance rights will continue to remain on foot for the original restricted period(s). 		

⁽¹⁾ Contracts for permanent employment continue until notice is given by either party.

⁽²⁾ Excludes RSEL Non-Executive Directors.

Remuneration report

6. Non-Executive Director remuneration

Director and Committee fees are set by the IFL Board for each NED across IFL including the RSEs. Whilst this cohort are employed by IOOF Service Co Pty Ltd or MLC Wealth Ltd, the fee paid to perform the role undertaken for the RSEL is funded by the RSEL. Fees include compulsory contributions to superannuation. This fee is based on market data provided by external market remuneration from the Financial Institutions Remuneration Group (FIRG) and IFL's Group People & Remuneration Committee's recommendations to the IFL Board, where the following is considered.

- The ability to attract, retain and motivate directors.
- General industry practise and fees paid to non-executive directors of comparable companies, and principles of corporate governance.
- The responsibilities and risks attached to the role.
- The time commitment expected of NEDs on all matters.

To ensure independence and impartiality, fees are not linked to performance. NEDs are not eligible to participate in any of the IFL incentive arrangements.

NEDs are remunerated for their work, having regard to their specific responsibilities and the nature and objectives of the Trust. The fees are reviewed annually, effective 1 July each year.

Remuneration report

6. Non-Executive Director remuneration

2024 statutory remuneration – Non-Executive Directors

The following table has been prepared in accordance with the Act and Regulations. It shows details of the nature and amount of each element of remuneration paid or awarded for services provided for the year based on a FUM apportionment methodology. The figures below relate to the total remuneration apportionment paid to each NED for services provided to the Trust.

NED		Short-term benefits ⁽¹⁾		Post-employment	Total
		Directors' fees ⁽²⁾	Non-monetary ⁽³⁾	Superannuation	
		\$	\$	\$	\$
Chair					
L Smartt	2024	19,816	-	1,387	21,203
Non-Executive Directors					
K Gibson ⁽⁶⁾	2024	14,839	48	1,316	16,203
B McConnell	2024	14,766	-	1,387	16,153
M Perkovic ⁽⁵⁾	2024	11,034	-	1,033	12,067
M Pirone ⁽⁵⁾	2024	11,063	-	1,004	12,067
S Schubert	2024	14,766	-	1,387	16,153
Former Non-Executive Directors					
J Harvey ^(4,7)	2024	6,804	-	735	7,539
Total	2024	93,088	48	8,249	101,385

⁽¹⁾Short-term benefits include mandated superannuation guarantee contributions in line with the superannuation opt out rules.

⁽²⁾Directors fees include Board and committee fees received in cash.

⁽³⁾Non-monetary benefits include Company funded benefits and fringe benefits tax payable on those benefits.

⁽⁴⁾J Harvey ceased KMP duties on 15 December 2023.

⁽⁵⁾M Perkovic and M Pirone commenced KMP duties on 3 October 2023.

⁽⁶⁾Amounts for K Gibson include delayed payments in relation to financial year 2024 for Fees and Superannuation of \$1,495. Payments have been processed in financial year 2025.

⁽⁷⁾Amounts for J Harvey include delayed payments in relation to financial year 2024 for Fees and Superannuation of \$354. Payments have been processed in financial year 2025.

Terms of appointment

All NEDs and KMP have letters of appointment detailing the terms under which they are engaged. The term of appointment for each is open-ended, subject to the provisions of the Corporations Act and the Company's Constitution.

Remuneration report

7. Key Management Personnel remuneration – additional statutory disclosure

The following table sets out the remuneration received by KMP (excluding NEDs) for the year ended 30 June 2024 reflecting the apportionment methodology that constitutes time committed to the RSEs and the FUM of the relevant RSE as a percentage of the total FUM of all the RSEs within IFL. The share-based payments shown below are not amounts received by the KMP during the year, as they include accounting values for unvested share awards in accordance with accounting standards.

Element of remuneration	Short-term benefits				Post-employment	Long-term benefits	Termination benefits	Total	Component as a % of total remuneration		
	Salary	Bonus - cash		Non-monetary ⁽¹⁾	Superannuation	Share based payments ⁽²⁾			Fixed	Var ⁽⁵⁾	
Component of remuneration	Fixed \$	Fixed ⁽⁴⁾ \$	Variable ⁽³⁾ \$	Fixed \$	Fixed \$	Variable \$	Fixed \$	\$	Fixed ⁽⁵⁾ %	Var ⁽⁵⁾ %	
Chief Executive Officer and Executive Director											
S Hartley	2024	5,007	-	2,347	-	163	198	-	7,715	67	33
Current KMP											
D Chalmers	2024	7,569	-	2,709	27	249	2,555	-	13,109	60	40
D Farmer	2024	23,685	-	24,643	-	1,041	924	-	50,293	49	51
S Hopwood ⁽⁷⁾	2024	6,144	-	1,218	10	460	-	-	7,832	84	16
F Lombardo	2024	15,766	-	3,704	62	569	3,596	-	23,697	69	31
M Oliver	2024	22,677	-	5,337	163	902	6,461	-	35,540	67	33
A Saxena	2024	15,766	5,421	4,770	72	541	425	-	26,995	81	19
M Walls	2024	5,851	-	2,562	33	305	1,775	-	10,526	59	41
C Weldon	2024	8,001	-	3,008	21	402	2,016	-	13,448	63	37
Former KMP											
A Coyne ⁽⁸⁾	2024	12,132	-	-	-	985	89	23,140	36,346	100	0
R Mota ⁽⁶⁾	2024	10,946	-	8,275	83	216	3,890	37,041	60,451	80	20
Total	2024	133,544	5,421	58,573	471	5,833	21,929	60,181	285,952		

⁽¹⁾Non-monetary benefits include Company funded benefits and fringe benefits tax payable on those benefits, typically car parking.

⁽²⁾Share-based payments include accruals in relation to the Executive Performance Share Plans (EEP/EIP) and accruals in relation to other grants of performance rights over shares in the Company. The value of the number of shares and options expected to vest has been apportioned over the term from grant date to vesting date, in accordance with the accounting standards.

⁽³⁾Incentive amounts represent cash accruals in current year. As payment of the variable component is at the discretion of the IFL Board, the minimum value is nil and the maximum is the total amount paid. The variable bonus paid in cash refers to the total STVR outcome and includes an upfront amount paid in September 2024 and the deferred amount due in 2025.

⁽⁴⁾Amounts represent retention and commencement incentives, which are non-performance based. For A Saxena, this is a commencement incentive that was paid 11 October 2023.

⁽⁵⁾Fixed amounts are non-performance based, and variable amounts are performance based.

⁽⁶⁾R Mota ceased KMP duties on 29 February 2024 and STVR amounts are prorated for the period they were a KMP.

⁽⁷⁾S Hopwood commenced KMP duties on 26 February 2024 and STVR amounts are prorated for the period they were a KMP.

⁽⁸⁾A Coyne ceased KMP duties on 23 February 2024.

Remuneration report

8. Other information

Equity holdings

The table below sets out details of deferred Insignia Financial performance rights that were granted to KMP (excluding NEDs) during 2024, or in prior years and that then vested, were exercised/sold or which lapsed/were forfeited during 2024. When each performance right is exercised, it is converted into one IFL ordinary share. Amounts reflect the apportionment methodology aforementioned, comprising time committed to the RSELs and the FUM of the relevant RSE as a percentage of the total FUM of all RSEs within IFL.

Name	Type of instrument	Grant date	Fair value per right at grant date	Number granted ⁽¹⁾	Opening balance	Granted as compensation	Exercised/Vested ⁽²⁾	Forfeited/Lapsed ^(3,4)	Closing balance	Financial year of performance period end
Chief Executive Officer and Executive Director										
S Hartley ⁽⁶⁾	2024 EIP	-	\$0.99	1,997	-	1,997	-	-	1,997	2027
Total S Hartley				1,997	-	1,997	-	-	1,997	
Current KMP										
D Chalmers	2024 EIP	13-Dec-23	\$0.99	1,234	-	1,234	-	-	1,234	2027
	2023 EEP	14-Dec-22	\$2.45	2,261	2,261	-	-	(487)	1,775	2026
	2022 EEP	4-Mar-22	\$2.72	1,506	1,333	-	-	-	1,333	2025
	2021 EEP	18-Dec-20	\$2.29	1,090	1,090	-	(654)	(436)	-	2024
Total D Chalmers				6,091	4,684	1,234	(654)	(923)	4,342	
D Farmer	2021 EEP	18-Dec-20	\$2.29	1,609	1,609	-	(965)	(643)	-	2024
Total D Farmer				1,609	1,609	-	(965)	(643)	-	
F Lombardo	2024 EIP	13-Dec-23	\$0.99	2,578	-	2,578	-	-	2,578	2027
	2023 EEP	14-Dec-22	\$2.45	4,713	4,713	-	-	(1,869)	2,844	2026
	2022 EEP	4-Mar-22	\$2.72	2,720	2,407	-	-	-	2,407	2025
	2021 EEP	18-Dec-20	\$2.29	1,705	1,705	-	(1,023)	(682)	-	2024
Total F Lombardo				11,716	8,825	2,578	(1,023)	(2,551)	7,829	
M Oliver ⁽⁵⁾	2024 EIP	13-Dec-23	\$0.99	3,714	-	3,714	-	-	3,714	2027
	2023 EEP	14-Dec-22	\$2.45	6,788	5,641	1,147	-	(1,756)	5,032	2026
	2022 EEP	4-Mar-22	\$2.72	3,402	3,122	-	-	-	3,122	2025
	2021 EEP	18-Dec-20	\$2.29	1,640	1,640	-	(984)	(656)	-	2024
Total M Oliver				15,544	10,403	4,861	(984)	(2,412)	11,868	
A Saxena	2024 EIP	13-Dec-23	\$0.99	1,716	-	1,716	-	-	1,716	2027
Total A Saxena				1,716	-	1,716	-	-	1,716	

Remuneration report

8. Other information (continued)

Name	Type of instrument	Grant date	Fair value per right at grant date	Number granted ⁽¹⁾	Opening balance	Granted as compensation	Exercised/Vested ⁽²⁾	Forfeited/Lapsed ^(3,4)	Closing balance	Financial year of performance period end
Current KMP (continued)										
M Walls	2024 EIP	13-Dec-23	\$0.99	972	-	972	-	-	972	2027
	2023 EEP	14-Dec-22	\$2.45	1,780	1,780	-	-	(364)	1,416	2026
	2022 EEP	4-Mar-22	\$2.72	1,184	997	-	-	-	997	2025
	2021 EEP	18-Dec-20	\$2.29	472	472	-	(283)	(189)	-	2024
Total M Walls				4,408	3,249	972	(283)	(553)	3,385	
C Weldon	2024 EIP	13-Dec-23	\$0.99	1,388	-	1,388	-	-	1,388	2027
	2023 EEP	14-Dec-22	\$2.45	2,182	2,182	-	-	(493)	1,689	2026
	2022 EEP	4-Mar-22	\$2.72	1,189	1,053	-	-	-	1,053	2025
	2021 EEP	18-Dec-20	\$2.29	512	512	-	(307)	(205)	-	2024
Total C Weldon				5,271	3,747	1,388	(307)	(698)	4,130	
Former KMP										
A Coyne ⁽⁷⁾	2022 EPR	4-Mar-22	\$2.29	173	173	-	-	-	173	2025
Total A Coyne				173	173	-	-	-	173	
R Mota	2023 EEP	14-Dec-22	\$2.45	6,397	6,397	-	-	(1,377)	5,020	2026
	2022 EEP	4-Mar-22	\$2.72	4,264	3,217	-	-	-	3,217	2025
	2021 EEP	18-Dec-20	\$2.29	2,907	2,907	-	(1,744)	(1,163)	-	2024
Total R Mota				13,568	12,521	-	(1,744)	(2,540)	8,237	
Total KMP				62,093	45,211	14,746	(5,960)	(10,320)	43,677	

⁽¹⁾Exercise price at grant date is \$nil.

⁽²⁾Vested rights were approved and vested 30 June 2024 for EEP 2021. These were exercised in financial year 2025.

⁽³⁾Forfeited/lapsed performance rights for EEP 2023 refer to annualised assessment at the end of each financial year.

⁽⁴⁾Forfeited/lapsed performance rights for EEP 2021 refer to the non-achievement of the TSR hurdle assessed at the end of the performance period.

⁽⁵⁾Additional rights were granted to M Oliver in 2024 in respect of the 2023 EEP plan based on a review of his remuneration in December 2022.

⁽⁶⁾S Hartley equity holdings relate to the offer provided for 2024. Official grant is subject to shareholder approval at the 2024 IFL AGM.

⁽⁷⁾A Coyne amounts represent performance rights that were granted through the Employee Performance Rights (EPR).

Remuneration report

8. Other information (continued)

This report is signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the *Corporations Act 2001*.

The *Remuneration Report* is prepared, and audited, in accordance with the requirements of the *Corporations Act 2001*. It forms part of the *Directors' Report*.



John Selak

Group People & Remuneration Committee Chair

18 September 2024



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To The directors of NULIS Nominees (Australia) Limited, as trustee for the MLC Pooled Superannuation Trust

I declare that, to the best of my knowledge and belief, in relation to the audit of MLC Pooled Superannuation Trust for the financial period ended 30 March 2024 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Dean Waters
Partner
Melbourne
18 September 2024

KPMG

MLC Pooled Superannuation Trust
Statement of financial position
As at 30 March 2024

		30 March 2024	30 June 2023
	Note	\$m	\$m
Assets			
Cash and cash equivalents	7(a)	-	1,833
Outstanding settlements receivable		-	24
Investments assets:			
Equities	5(a)	-	2,971
Term deposits		-	569
Separately managed accounts	5(a)	-	1,634
Unlisted unit trusts	5(a)	-	17,767
Current tax assets		-	42
Total assets		-	24,840
Liabilities			
Outstanding settlements payable		-	4
Payables and accruals	3	-	22
Deferred tax liabilities	6(c)	-	49
Total liabilities (excluding net assets attributable to unitholders)		-	75
Net assets attributable to unitholders		-	24,765

The above statement of financial position should be read in conjunction with the accompanying notes to the financial statements.

MLC Pooled Superannuation Trust
Statement of comprehensive income
For the period ended 30 March 2024

	1 July 2023 to 30 March 2024	1 July 2022 to 30 June 2023
Note	\$m	\$m
Superannuation Activities		
Interest income	83	76
Dividend income	87	124
Distribution income	571	933
Rebates received	4	6
Net change in fair value of investments	1,638	946
Total revenue/(loss)	2,383	2,085
Expenses		
Administration expenses	46	62
Investment expenses	1	1
Total expenses	47	63
Profit/(loss) before income tax	2,336	2,022
Income tax benefit/(expense)	(95)	(25)
Profit/(loss) after income tax	2,241	1,997

The above statement of financial position should be read in conjunction with the accompanying notes to the financial statements.

MLC Pooled Superannuation Trust
Statement of changes in net assets attributable to unitholders
For the period ended 30 March 2024

	1 July 2023 to 30 March 2024	1 July 2022 to 30 June 2023
	\$m	\$m
Opening balance of member benefits	24,765	23,304
Profit/(loss) for the period	2,241	1,997
Total income/(loss) for the period	2,241	1,997
Transactions with unitholders		
Applications	1,584	2,803
Redemptions	(3,411)	(3,339)
Transfer to IOOF Portfolio Service Superannuation Fund	(25,179)	-
Total transactions with unitholders	(27,006)	(536)
Closing balance of member benefits	-	24,765

The above statement of financial position should be read in conjunction with the accompanying notes to the financial statements.

MLC Pooled Superannuation Trust
Statement of cash flows
For the period ended 30 March 2024

Note	1 July 2023 to 30 March 2024 \$m	1 July 2022 to 30 June 2023 \$m
Cash flows from operating activities		
Interest received	83	76
Dividends received	87	124
Distributions received	571	933
Rebates received	4	6
Administration fees	(46)	(61)
Investment expenses	(1)	(1)
Income tax received/(paid)	47	22
Net cash flows from operating activities	745	1,099
Cash flows from investing activities		
Proceeds from sale of investments	4,723	5,003
Purchases of investments	(3,803)	(5,611)
Net cash flows from investing activities	920	(608)
Cash flows from financing activities		
Proceeds from applications by unitholders	1,584	2,803
Payments for redemptions by unitholders	(3,411)	(3,339)
Net cash flows from financing activities	(1,827)	(536)
Net increase/(decrease) in cash and cash equivalents	(162)	(45)
Cash and cash equivalents at the beginning of the period	1,833	1,833
Transfer to IOOF Portfolio Service Superannuation Fund	(1,671)	-
Cash and cash equivalents at the end of the period	7(a) -	1,833

The above statement of financial position should be read in conjunction with the accompanying notes to the financial statements.

MLC Pooled Superannuation Trust

Notes to the financial statements

For the period ended 30 March 2024

1 Reporting Entity

The MLC Pooled Superannuation Trust (the Trust) was established under the Trust Deed dated 24 September 1990, as amended. It is a regulated pooled superannuation trust registered by the Australian Prudential Regulation Authority (APRA) as a registrable superannuation entity (RSE). The RSE registration number of the Trust is R1004052.

The Trustee of the Trust was NULIS Nominees (Australia) Limited (NULIS) (Trustee) ABN 80 008 515 633. The Trustee is incorporated and domiciled in Australia and holds RSE Licence number L0000741. The Trustee's ultimate parent entity is Insignia Financial Limited (IFL).

The Trust was domiciled in Australia and the address of the registered office was 30 The Bond, Level 3, 30 Hickson Road, Millers Point, NSW, 2000.

The financial report is for the financial period ended 30 March 2024 and are the final set of financial statements upon termination.

Significant events

a) Successor Fund Transfer

The Trustee approved the merger of the MLC Superannuation Fund (MLCSF) with the IOOF Portfolio Service Superannuation Fund (ABN 70 815 369 818) (IPS) via Successor Fund Transfer (SFT) with a transfer date of 29 March 2024.

MLCSF is the only beneficiary of the Trust therefore the entire Trust interest were transferred to IPS. I.O.O.F. Investment Management Limited (ABN 53 006 695 021, RSE L0000406, AFSL 230524) (IIML) is the Trustee of the IPS fund.

As a consequence of the Trustee's approval of the SFT, all assets and liabilities of the Trust, were transferred to IPS on 29 March 2024 and no members or assets remained in the MLCSF and as a result, no unit holders or assets remained in the Trust. The Board approved the wind-up of the Trust on 30 March 2024 at a Board meeting.

b) Licence conditions

In November 2022, APRA imposed additional licence conditions on NULIS. These conditions included:

- (i) Enhancement of the Trustee's governance in relation to member outcomes, oversight of service providers, risk, compliance and managing conflicts of interest;
- (ii) Appointment of an independent expert to examine the operational effectiveness of the Trustee's governance, accountability and risk management frameworks and practices; and
- (iii) Rectification of areas of concern with input from the independent expert.

The Trustee is working with Insignia Financial Ltd and its subsidiaries (collectively referred to as the IFL Group) to satisfactorily address all the Licence Conditions and to rectify any and all areas of concern identified by the independent expert. A Rectification Action Plan to address these additional licence conditions was formally approved by APRA on 22 November 2023.

Aside from the above there are no other matters to note.

2 Summary of material accounting policies

The material accounting policies set out below have been applied consistently to all periods presented in these financial statements, unless otherwise stated.

The Trust has adopted Disclosure of Accounting Policies (Amendments to AASB 101 and IFRS Practice Statement 2) from 1 July 2023. The amendments require the disclosure of 'material', rather than 'significant' accounting policies. The amendments did not result in changes to the accounting policy information disclosed. Refer to Note 2(c) New and amended accounting standards and interpretations adopted by the Trust for further details.

(a) Basis of preparation

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standard AASB 1056 Superannuation Entities (AASB 1056), other applicable Australian Accounting Standards, the Superannuation Industry (Supervision) Act 1993, and its Regulations and the provisions of the Trust Deed, as amended.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

2 Summary of material accounting policies (continued)

(a) Basis of preparation (continued)

The Trustee resolved to wind-up the Trust on 30 March 2024. The financial report has been prepared on a basis other than going concern, which is a liquidity basis and assets have been written down to the lower of their carrying amounts and their net realisable values. Net realisable value is the estimated selling price that the entity expects to obtain under the circumstances less the estimated costs necessary to make the sale. As there were no assets or liabilities at the reporting date, adopting the non-going concern basis did not change the carrying amounts of any assets or liabilities.

The following reconciles the balance in the Successor Fund Transferred out items as at 29 March 2024.

	\$m
Transfer balance	25,179
Cash	1,671
Investments	23,677
Other assets	9
Liabilities	(178)
Net Assets	25,179
Net assets attributable to unitholders	25,179

The financial statements are presented in Australian dollars. Amounts are shown rounded to the nearest million (\$m) under the option available under ASIC Corporations (Rounding in Financial/Directors' Report) Instrument 2016/191 and ASIC Corporations (Amendment) Instrument 2022/519, unless otherwise stated.

The financial statements were approved by the Trustee on 18 September 2024.

(b) Statement of compliance

The financial statements have been prepared in accordance with Australian Accounting Standards as issued by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. Since AASB 1056 is the principal standard that applies to the financial statements, other standards are applied to the extent that AASB 1056 is silent.

(c) New and amended accounting standards and interpretations adopted by the Trust

The Trust has adopted Disclosure of Accounting Policies (Amendments to AASB 101 and IFRS Practice Statement 2) from 1 July 2023. The amendments did not result in changes to the accounting policy information disclosed in the financial statements.

There are no material new standards or amendments to standards other than changes in materiality that are mandatory for the first time in the financial year beginning 1 July 2023 that affect the Trust's financial statements.

(d) Cash and cash equivalents

Cash and cash equivalents include cash at bank, deposits held at call with a bank. These are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. There were no cash and cash equivalents held as at 30 March 2024 due the wind-up of the Trust.

(e) Outstanding settlements

Outstanding settlements include amounts outstanding for redemptions of investments and purchases of investments, which remain unsettled at the reporting date and are normally settled within 30 days. There were no outstanding settlements as at 30 March 2024 due the wind-up of the Trust.

(f) Receivables

Receivables were carried at nominal amounts due and are measured at fair value. Receivables are normally settled within 30 days. There were no receivables held as at 30 March 2024 due the wind-up of the Trust.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

2 Summary of material accounting policies (continued)

(g) Investment assets

Investments of the Trust are initially recognised at cost, being the fair value of the consideration given. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Trust's Investments are included in the statement of financial position at fair value as at reporting date and movements in the fair value of investments are recognised in the statement of comprehensive income in the financial period in which they occur. Further details on how fair value is determined at each reporting date are set out in note 5.

Purchases and sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place are recognised on the trade date, i.e. the date that the Trust commits to purchase the asset.

The Trust's maximum exposure to loss from its investments in unlisted managed investment schemes, which have been assessed to be structured entities, is restricted to their fair value, refer to Note 9. There were no investment assets as at 30 March 2024 due to the wind-up of the Trust.

(i) Equity securities

Equity securities, for which there is a readily available market quotation, are valued at the last quoted sale price as at the close of business on reporting date.

(ii) Term deposits

Term deposits are measured at amortised cost using the effective interest method.

(iii) Separately managed accounts

Separately managed accounts, for which there is a readily available market quotation, are valued at the last quoted sale price as at the close of business on reporting date.

(iv) Units in unlisted unit trusts

Units in unlisted unit trusts are valued at the redemption price at reporting date quoted by the investment managers which equates to the fair value.

For investments in suspended unlisted unit trusts, the prices used to value investments are the last available redemption prices published by the relevant Responsible Entity.

(h) Payables and accruals

Payables are carried at nominal amounts which approximate fair value. They represent liabilities for goods and services provided to the Trust prior to the end of the financial period that are unpaid at reporting date. Payables are normally settled within 30 days. There were no payables held as at 30 March 2024 due to the wind-up of the Trust.

(i) Revenue recognition

(i) Interest income

Interest income on cash and other financial assets carried at fair value is recorded according to the terms of the contract and recognised in the statement of comprehensive income.

(ii) Dividend income

Dividend income is recognised when the Trust has established that it has a right to receive the dividend.

(iii) Distribution income

Distribution income is recognised when it is received.

(iv) Rebates received

Rebate income is recognised when the Trust has established that it has a right to receive the rebate.

(v) Net change in fair value of investments

Changes in investments measured at fair value are calculated as the difference between the fair value at sale, or at reporting date, and the fair value at the previous valuation point. All changes are recognised in the statement of comprehensive income.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

2 Summary of material accounting policies (continued)

(j) Income tax

The Trust is a complying superannuation fund for the purposes of the provisions of the *Income Tax Assessment Act 1997*. Accordingly, the concessional tax rate of 15% has been applied to the Trust's taxable income. The Trust has both accumulation and pension members. Where assets are held to support pension liabilities, the income earned on those assets does not form part of the Trust's assessable income, thus incurring an effective tax rate of 0%.

Income tax in the statement of comprehensive income for the period includes current and deferred tax.

Current tax expense is the expected tax payable on the taxable income for the period using the tax rates enacted or substantively enacted at the reporting date and any adjustments to tax payable in respect of previous periods.

Deferred tax is provided using the balance sheet liability 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.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Section 295-260 of the *Income Tax Assessment Act 1997* enables a complying superannuation fund, which has investments in the form of units in a pooled superannuation trust, to transfer liability for tax on taxable contributions. Consequently, the Trust receives a transfer of tax liability from the MLCSF.

(k) Goods and services tax

Income, expenses and assets are recognised net of the amount of Goods and Services Tax (GST) except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO) as a Reduced Input Tax Credit (RITC). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as part of receivables or payables, in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(l) Operational Risk Financial Reserve (ORFR)

In accordance with Superannuation Prudential Standard 114: Operational Risk Financial Requirement, financial resources to meet the ORFR target amount are held by the Trustee on behalf of the Trust. The standard requires the ORFR to be separately identifiable from member accounts and provide an unrestricted commitment of financial resources to address losses arising from operational risk in a timely manner.

The Trustee had assessed a Target Amount of 0.10% of funds under management for the Trust. These reserve monies were invested in liquid, defensive assets and cash in line with the NULIS ORFR Strategy. As part of the ORFR governance processes, the Trustee monitored the ORFR on a quarterly basis as set out in the ORFR Policy. The strategy also stated that if the ORFR reserve falls below the lower Tolerance Limit of 90%, the Trustee would approve and implement a plan to replenish financial resources to bring the ORFR reserve back to Target Amount. The ORFR was held by the Trustee on behalf of the Trust. The ORFR balance attributable to the Trust just prior to the SFT as at 29 March 2024 was \$25m and 102% of the Target Amount (2023 : \$25m and 102%). The entire ORFR attributed to the Trust was then approved by the Trustee to be released due to the SFT.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

2 Summary of material accounting policies (continued)

(m) Material accounting judgements, estimates and assumptions

The preparation of the Trust's financial statements requires management to make judgements, estimates and assumptions that affect the amounts recognised in the financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

The material accounting policies have been consistently applied in the current financial period and the comparative period, unless otherwise stated. Where necessary, comparative information has been presented to be consistent with current period disclosures.

The accounting policies sensitive to the use of judgement, estimates and assumptions are outlined below.

(i) Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management applies judgement in selecting valuation techniques where there is no market price available for an instrument. Further details on the determination of fair values of financial instruments are set out in note 5.

(ii) Assessment as an investment entity

The Trust has assessed whether its investments in unlisted related managed investment schemes should be classified as structured entities. A structured entity is an entity in which voting or similar rights are not the dominant factor in deciding control. The Trust has concluded that its investments in unlisted registered managed investment schemes meet the definition of structured entities as the voting rights of these unlisted registered managed investment schemes are not substantive in nature as set out in Note 9 Investment assets of unconsolidated structured entities.

As such, the Trust does not consolidate any entities.

3 Payables and accruals

	30 March 2024	30 June 2023
	\$m	\$m
Accrued expenses	-	5
Other payables	-	17
	<u>-</u>	<u>22</u>

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

4 Financial management framework

(a) Risks and mitigations

The Trust's principal financial instruments comprise: cash and cash equivalents; term deposits; listed equities; investments in Separately Managed Accounts (SMA) and units in unlisted unit trusts. The main purpose of these instruments was to generate a return on investment.

The Trust also had various other financial instruments such as receivables and payables which arose directly from its operations and were current in nature.

In seeking to achieve investment returns, the Trust's activities were exposed to a variety of financial risks, including but not limited to:

- credit risk;
- market risk (including currency risk, interest rate risk and price risk); and
- liquidity risk.

To achieve investment returns, the Trust accepted certain levels of risk. While the risk associated with investments cannot be eliminated, the Trust aimed to manage and mitigate the risk to an acceptable level.

This note presents information about the Trust's exposure, objectives, policies and procedures for measuring and managing the above risks.

Investment activities undertaken in accordance with members' instructions are limited to approved investments included in the investment list.

Risk management structure

The Trust's overall risk management program focused on diversification and members' risk appetites. The Trustee has an Investment Committee, which is delegated certain responsibilities through its Trustee approved Charter. The Investment Committee is responsible for overseeing the Investment Governance Framework. These responsibilities extended to approving, removing and monitoring the investments offered in the Trust (referred to as the investment list) on a regular basis through the provision of extensive investment analysis and reporting. The risk framework was documented in the Trustee's Risk Management Framework which was reviewed regularly by the Trustee.

The Investment Committee together with the provision of the Investment Committee summary reports to the NULIS Board each quarter, facilitates a direct line of sight through to the Trustee.

The Trustee seeks information from the investment managers and/or trustees of each proposed collective investment, and could also seek independent advice from other qualified persons prior to determining its suitability as an investment for the Trust. The information acquired was used to determine the nature and extent of any risks and the expected returns that are associated with each investment.

The asset assessment, monitoring and removal criteria, took into consideration the Trustee's obligations under the *Superannuation Industry (Supervision) Act 1993*, portability rules and *the Corporations Act 2001 (Cth)*. This ensured that the criteria focused on liquidity, diversification, risk return and clear disclosure when offering investment options to members. Credit risk, market risk and liquidity risk were considered using these criteria.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

4 Financial management framework (continued)

(b) Credit risk

Credit risk arises from any transaction that creates an actual or potential obligation for a counterparty to pay the Trust. Credit risk represents the risk that the counterparty to the financial instrument may fail to meet its obligations to the Trust which cause a financial loss to the Trust.

The main concentration of credit risk for the Trust arose from the counterparty credit risk associated with its investments in term deposits and cash and cash equivalents. This was analysed in the credit quality section below. The Trust was also exposed to counterparty credit risks associated with other receivables.

Credit quality

The following tables detail the credit risk for the Trust in relation to cash and cash equivalents and term deposits. The rating table excludes any rating categories applicable to the underlying assets of the unlisted unit trusts. Cash and term deposits were mainly held with the institutions listed below. The source of the ratings are Standards and Poors (S&P). Due to the SFT (refer to note 2(a)) and wind-up of the PST there were no cash and cash equivalents held as at 30 March 2024. The following table has been included for comparative purposes as at 30 June 2023.

<i>Institution</i>	Rating		
	30 June 2023		
National Australia Bank Limited			AA-
Australia and New Zealand Banking Group Limited			AA-
Bendigo and Adelaide Bank Limited			BBB+

30 June 2023	AAA to AA-	BBB+ to B+	Total
	\$m	\$m	\$m
Cash and cash equivalents	1,833	-	1,833
Term deposits	471	98	569
Total	2,304	98	2,402

Excluding cash, there were no significant concentrations of credit risk to counterparties as at 30 March 2024. All directly held assets exposed to credit risk are in Australian dollars.

The underlying assets of the unlisted unit trusts which were held by the Trust may have credit ratings that extend from AAA through to unrated. Any financial losses due to credit risk are reflected in the unit prices of the unlisted unit trusts. Investments are diversified, reducing credit risk concentration.

The Trust's maximum exposure to credit risk as at reporting date in relation to each class of recognised financial assets is the carrying amount of those assets. The Trust held no collateral as security or any other credit enhancements. Other than suspended funds there are no financial assets that are past due or impaired.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

4 Financial management framework (continued)

(c) Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, currencies and prices. These changes might be caused by factors specific to the individual asset or its issuer or factors affecting all assets in the market. Market risk was managed by providing diversified portfolios for members to choose from the investment list. Diversification helps reduce the exposure to market risk. There has been no significant change to the type of market risk to which the Trust was exposed or the manner in which it managed and measured the risk.

(i) Currency risk

Currency risk is the risk that the fair value of future cash flows of a monetary financial instrument will fluctuate due to changes in foreign exchange rates. The Trust was indirectly exposed to foreign exchange risk through its investments in unlisted unit trusts and SMAs.

The Trust invested in SMAs and unlisted unit trusts that are domiciled in Australia. Some of these unlisted unit trusts and SMAs hold international debt and equity securities denominated in currencies other than the Australian dollars. The impact of changes to foreign exchange rates is reflected in the unit prices of the unlisted unit trusts and investments in SMAs held by the Trust.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in interest rates. The Trust was directly exposed to interest rate risk through its cash and cash equivalents and term deposits.

The Trust addressed exposure to interest rate risk through its diverse investment list. Some of the underlying investments held by the Trust in unlisted unit trusts used derivative financial instruments, such as interest rate swaps to provide flexibility to manage the risks arising from interest rate movements.

Interest rate sensitivity analysis

The following table demonstrates the sensitivity of the Trust's statement of financial position to a reasonably possible change in interest rates based on the Trust's direct investments only. Due to the SFT transaction (refer to note 2(a)) and the wind-up of the PST there were no cash and cash equivalents or term deposits held as at 30 March 2024. The following table has been included for comparative purposes as at 30 June 2023.

30 June 2023	Carrying amount \$m	Change in basis points		Sensitivity of interest income and changes on net assets	
		+	-	+	-
Cash and cash equivalents	1,833	50	(25)	9	(5)
Term deposits	569	50	(25)	3	(1)
	<u>2,402</u>			<u>12</u>	<u>(6)</u>

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

4 Financial management framework (continued)

(c) Market risk (continued)

The interest rate sensitivity analysis above has been prepared on the basis of management's best estimate of reasonable possible movements in interest rates, having regard to historical annual movements. Actual movements may be greater or less than anticipated.

(iii) Price risk

Price risk is the risk that the fair value of the Trust's holdings in listed equities, investments in SMAs and unlisted unit trusts decrease or increase as a result of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual investment or factors affecting all instruments in the market. Price risk exposures reflect member investment options.

The Trust managed price risk through a due diligence process and careful selection of investments and investment managers that received a mandate to manage a portfolio of the Trust's assets. The investments and the performance of the investment managers are monitored on an ongoing basis and are reported to the Investment Committee.

The Trustee diversified the investments included in the investment list. All investments were selected and monitored taking into consideration various industry research.

The following table reflects the effect on the statement of comprehensive income and the statement of financial position due to reasonably possible changes on the Trusts listed equities, SMAs and unlisted unit trusts. This represents management's best estimate of a reasonably possible shift in market prices having regard to historical annual movements. Due to the SFT (refer to note 2(a)) and the wind-up of the PST, therefore the change in market price was \$nil for the reporting period. The following table has been included for comparative purposes as at 30 June 2023.

30 June 2023	Carrying amount	Change in investment price		Effect on net assets / investment returns	
	\$m	% +	% -	\$m +	\$m -
Listed equities and SMA	4,605	10	(10)	461	(461)
Unlisted unit trusts	17,767	10	(10)	1,777	(1,777)
Total	22,372			2,238	(2,238)

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

4 Financial management framework (continued)

(d) Liquidity risk

Liquidity risk is the risk that the Trust will not have sufficient liquid assets to meet financial obligations as they fall due. The Trustee managed liquidity by considering liquidity as part of the investment selection process, having regard to the diversification of assets, establishing liquidity tolerance levels and requiring stress testing to be undertaken to consider the liquidity of the investment list.

The Liquidity Management Plan (LMP) forms part of the Trustee's Investment Governance Framework. The LMP includes an overview of the investment structure and how liquidity is measured and managed, and how it is managed in a range of stress scenarios. It also provides an overview of the management of adverse liquidity outcomes and the monitoring and reporting process to the Trustee.

The minimum liquidity requirements of the Trust enabled the Trust to meet day-to-day operational expenses. The unlisted unit trusts of the Trust could have suspended or imposed restrictions on redemptions from time to time.

The following table analyses the Trust's financial liabilities into relevant maturity groupings, based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Due to the SFT (refer to note 2(a)) and wind-up of the PST there were no financial liabilities as at 30 March 2024 and the following table has been included for comparative purposes as at 30 June 2023.

30 June 2023	Contractual cash flows	Maturity 0-3 months
	\$m	\$m
Financial liabilities		
Payables and accruals	26	26
Total financial liabilities	26	26

Financial assets that are available in cash or are readily convertible to cash to meet the above financial liabilities was \$nil for the reporting period due to the SFT (2023: \$1,833m).

5 Fair value of financial instruments

(a) Classification of financial instruments under the fair value hierarchy

AASB 13 *Fair Value Measurement* (AASB 13) requires disclosures relating to fair value measurements to use a three-level fair value hierarchy. The different levels have been defined as:

- Level 1 - Quoted prices (unadjusted) in active markets for financial assets or liabilities;
- Level 2 - Inputs other than quoted prices within Level 1 that are observable for the financial asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 - Inputs for the financial asset or liability that are not based on observable market data (unobservable inputs).

The following table details how the fair values of the Trust's financial instruments have been determined, and the valuation technique applied.

Financial Instruments	Fair Value Hierarchy	Valuation Techniques and Inputs
Listed equities, and investments held in SMAs	1	Quoted redemption prices in an active market.
Unlisted unit trusts	2	Valued using prices as quoted by the investment managers.
Unlisted equities/unlisted unit trusts (delisted/suspended/stale price)	3	Valued based on last available price. The investment is transferred to Level 3 where the stale price/ suspension/ delisting has remained for 1 year or longer.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

5 Fair value of financial instruments

(a) Classification of financial instruments under the fair value hierarchy (continued)

The IFL Group has established a Unit Pricing Forum (UPF) and Valuations Forum (VF) which incorporates the valuation of investments. The purpose of the UPF and VF is to support the management of the Trust through: identifying, assessing, and managing key risks for activities impacting unit pricing and valuation of investments, endorsing valuation related discretions and matters related to unit pricing and valuation, and facilitating senior management oversight of policies, processes, and systems, by establishing a single point of review while considering implications on stakeholders.

The VF has overall responsibility for the valuation of investments. Specific valuation controls may include: analysis and investigation of significant daily valuation movements, benchmarking Scheme performance, reviewing significant unobservable inputs and valuation adjustments, verification of observable pricing inputs, reviewing methodologies to value assets for which market quotes are not readily available, and determining where escalation is warranted for assets which have been stale for an extended period.

When third party information, such as custodian valuations, broker quotes or pricing services, is used to measure fair value, the UPF and VF assess the evidence from these third parties to support the conclusion that these valuations meet the fair value requirements. This may include: information and inputs from the Trust, verifying that the custodian valuation, broker or pricing service, is appropriate to use in pricing the relevant type of financial instruments, understanding how the fair value has been arrived and the extent at which it represents actual market transactions, and whether it represents a quoted price in an active market for an identical asset.

The level in which instruments are classified in the hierarchy is based on the lowest level input that is significant to the fair value measurement in its entirety. Assessment of the significance of an input requires judgement after considering factors specific to the instrument. The fair value of the Trust's investments as at the reporting date was \$nil due to the SFT transfer to IPS Fund (refer to Note 2(a)) and the wind-up of the Trust. The table below sets out the Trust's investments at fair value according to the fair value hierarchy as at 30 June 2023.

Fair value hierarchy 2023	Level 1 \$m	Level 2 \$m	Level 3 \$m	Total \$m
Listed equities, and investments held in SMAs	4,605	-	-	4,605
Unlisted unit trusts	-	17,767	-	17,767
	<u>4,605</u>	<u>17,767</u>	<u>-</u>	<u>22,372</u>

There were no significant transfers between Level 1, Level 2 and Level 3 of the fair value hierarchy during the reporting period. Where there were transfers between levels of the fair value hierarchy, these were deemed to have occurred at the end of the reporting period. There were no transfers between Level 2 and Level 3 of the fair value hierarchy in the current period.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

5 Fair value of financial instruments (continued)

(b) Investments held in suspended unlisted unit trusts and stale price

As at 30 March 2024, the Trust held approximately \$nil (2023: \$186k) of its investments in suspended unlisted unit trusts (unlisted unit trusts suspended to applications and redemptions) due to the SFT. Below is the unit trust suspended held by the Trust as at 30 June 2023 for comparative purposes:

Suspended - LM Wholesale First Mortgage Inc Fund Flexi Account

(c) Net change in fair value of investments

	1 July 2023	1 July 2022
	to	to
	30 March 2024	30 June 2023
	\$m	\$m
Investments held at the end of the financial period		
Equities	-	325
Unlisted unit trusts	-	578
Total unrealised gains/(losses)	-	903
Investments realised during the financial period (excluding SFT)		
Equities	4	20
Unlisted unit trusts	(1)	23
Total realised gains/(losses)	3	43
Investments realised due to the SFT		
Equities	425	-
Unlisted unit trusts	1,210	-
	1,635	-
Net change in fair value of investments	1,638	946

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

6 Income tax

(a) Major components of the income tax expense for the period ended 30 March 2024:

	1 July 2023 to 30 March 2024	1 July 2022 to 30 June 2023
	\$m	\$m
Current income tax		
Current income tax benefit/(expense)	6	37
Over/(under) provision in the previous period	5	62
Deferred tax benefit/(expense)		
Relating to origination and reversal of temporary differences	(106)	(124)
Total tax benefit/(expense) as reported in the statement of comprehensive income	(95)	(25)

(b) Reconciliation between income tax expenses and the accounting profit before income tax:

	1 July 2023 to 30 March 2024	1 July 2022 to 30 June 2023
	\$m	\$m
Profit/(loss) for the period before income tax	2,336	2,022
Income tax benefit/(expense) at 15% (2023: 15%):	(350)	(303)
Adjustments in respect of current income tax:		
Non-assessable income*	329	255
Imputation and foreign tax credits	49	124
Over/(under) provision in the previous period	5	62
Movement in Deferred tax	(106)	(124)
S295-260 transfer from unitholders	(22)	(39)
Income tax benefit/(expense) reported in the statement of comprehensive income	(95)	(25)

*Non-assessable income consists of accounting gains and losses and non-assessable components from distributions from unit trust investments.

(c) Deferred income tax at 30 March 2024 relates to the following:

	30 March 2024	30 June 2023
	\$m	\$m
Deferred income tax assets/(liabilities)		
Opening Balance at 1 July	(49)	75
Unrealised gains on investments subject to Capital Gains Tax	(106)	(124)
Transfer to IOOF Portfolio Service Superannuation Fund	155	-
Gross deferred tax assets/(liabilities)	-	(49)

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

7 Cash flow statement reconciliation

(a) Reconciliation of cash and cash equivalents

Cash at the end of the financial period in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	30 March 2024	30 June 2023
	\$m	\$m
Cash and cash equivalents	-	1,833

(b) Reconciliation of net cash from operating activities to net profit after income tax:

Profit/(Loss) after income tax	2,241	1,997
Adjustments for non-cash items and movements in the statement of financial position:		
(Increase)/decrease in assets measured at fair value	(1,638)	(946)
(Increase)/decrease in receivables	-	-
Increase/(decrease) in payables	-	1
(Increase)/decrease in current tax assets	36	(77)
Increase/(decrease) in deferred tax liabilities	106	124
Net cash flows from operating activities	745	1,099

8 Related parties

Trustee

The Trustee of the Trust is NULIS Nominees (Australia) Limited (ABN 80 008 515 633) (RSE L0000741) which is a wholly owned subsidiary of MLC Wealth Limited (ABN 97 071 514 264), whose ultimate parent entity is Insignia Financial Limited (ABN 49 100 103 722).

Key Management personnel

The names of the Directors of the Trustee and Key Management Personnel who held office at any time during the period and up to the date of this report are:

Directors	Date Appointed	Date Retired
Lindsay Smartt (Appointed Chair 01/01/2022)	08/09/2021	
Steven Schubert	04/12/2019	
Beth McConnell	04/12/2019	
Jane Harvey	17/03/2022	15/12/2023
Karen Gibson	17/03/2022	
Marianne Perkovic	03/10/2023	
Mario Pirone	03/10/2023	

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

8 Related parties (continued)

The following persons had the authority and responsibility for planning, directing and controlling the major activities of the Trust, directly or indirectly, during the financial year:

Key management personnel	Position Held	Date Appointed	Date Resigned
Scott Hartley	Chief Executive Officer	01/03/2024	
David Chalmers	Chief Financial Officer	31/05/2021	
Daniel Farmer	Chief Investment Officer	19/08/2022	
Frank Lombardo	Chief Operating and Technology Officer	31/05/2021	
Mark Oliver	Chief Distribution Officer	31/05/2021	
Anvij Saxena	Chief Risk Officer	27/03/2023	
Mel Walls	Chief People Officer	1/07/2023	
Chris Weldon	Chief Transformation Officer Chief Client Officer	01/07/2023	
Sally Hopwood	Acting Chief Member Officer	26/02/2024	
Renato Mota	Chief Executive Officer	31/05/2021	29/02/2024
Anne Coyne	Chief Member Officer	09/01/2023	23/02/2024

Changes to other key management personnel post year end

Since the end of the financial year, the following KMPs have been retired from the Trust, Frank Lombardo, Mark Oliver, Chris Weldon and Sally Hopwood.

Key management personnel remuneration, loan disclosures and holdings

The KMPs are employed by IOOF Service Co Pty Limited or MLC Wealth Limited, related parties of the Trust. The remuneration paid by IOOF Service Co Pty Ltd and MLC Wealth Ltd to the KMPs in relation to services to the Trust amounted to \$387,337, refer to Note 6 Non-executive director remuneration and Note 7 Key management personnel in the Remuneration Report.

No amounts are paid by the Service directly to the KMPs as they are not employed or remunerated by the Service.

The Trust has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the financial year. The Directors may become members of and hold investments in the Trust. These transactions are on normal commercial, arm's length basis.

Related parties transactions

The Trustee appointed various related party service providers with all arrangements managed in accordance with Insignia's Conflicts Management Framework.

Transactions between the related entities and the Trust result from normal dealings in the ordinary course of business and all transactions are conducted on normal arm's length commercial terms and conditions.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

8 Related parties (continued)

Related parties transactions (continued)

The below relationships were in place with related parties throughout the reporting period:

Related Party	Service Provided
Insignia Financial Limited	Ultimate parent entity of the Trustee.
NULIS Nominees (Australia) Limited	Trustee of the Trust.
Navigator Australia Limited (NAL)	Responsible Entity for certain unlisted unit trusts and the SMAs held by the Trust.
MLC Wealth Limited	Service provider (management and administration of the Trust).
IOOF Service Co Pty Limited	Subsidiary of the ultimate parent entity.
MLC Superannuation Fund	Sole investor in the Trust.
MLC Investments Limited (MLCI)	Responsible Entity for certain unlisted unit trusts the Trust invests in. The fees associated with these investments are reflected in the unit prices of the unit trusts.
Antares Capital Partners Limited	Responsible Entity for certain unlisted unit trusts the Trust invests in. The fees associated with these investments are reflected in the unit prices of the unit trusts. Antares retired as a Responsible Entity on 3 October 2023.
OnePath Funds Management Limited	Responsible Entity for certain unlisted unit trusts the Trust invests in. The fees associated with these investments are reflected in the unit prices of the unit trusts.

The table below discloses transactions and outstanding balances associated with related parties of the Trust as at reporting date.

	NULIS	MLC Superannuation Fund	Related party investments
	30 March 2024	30 March 2024	30 March 2024
	\$'000	\$'000	\$'000
Transactions during the reporting period			
Income			
Distribution income	-	-	128,033
Investment fee rebates	-	-	3,231
Expenses			
Administration fees	43,927	-	-
Balance outstanding as at end of reporting period			
Accrued expenses	-	-	-
Other payables	-	-	-
Investments	-	-	-

MLC Pooled Superannuation Trust
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For the period ended 30 March 2024

8 Related parties (continued)

Related parties transactions (continued)

	NULIS	MLC Superannuation Fund	Related party investments
	30 June 2023	30 June 2023	30 June 2023
	\$'000	\$'000	\$'000
Transactions during the reporting period			
Income			
Distribution income	-	-	251,309
Investment fee rebates	-	-	4,246
Expenses			
Administration fees	56,407	-	-
Balances outstanding as at end of reporting period			
Accrued expenses	4,947	-	-
Other payables	-	16,810	-
Investments	-	-	5,486,554

Related party investments

The Trust holds investments in unit trusts managed by Antares Capital Partners Limited[^], MLC Investments Limited, Navigator Australia Limited and OnePath Funds Management Limited. The following table sets out balances as at reporting date and transactions with related party unit trusts during the period. The balance held at reporting date was \$nil due to the SFT.

2024	Fair value at 30 June \$'000	Interest held* %	Distribution income \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
MLCI					
MLC MasterKey Unit Trust - Australian Shares	-	0%	-	-	(11)
MLC MasterKey Unit Trust - Global Shares	-	0%	-	-	(7)
MLC MasterKey Unit Trust - IncomeBuilder	-	0%	-	-	(26)
MLC MasterKey Unit Trust - MLC - Platinum Global Fund	-	0%	-	-	(832)
MLC MasterKey Unit Trust - Property Securities	-	0%	-	-	(90)
MLC MasterKey Unit Trust Horizon 4 - Balanced	-	0%	-	300	(1,919)
MLC MasterKey Unit Trust Horizon 5 - Growth	-	0%	-	-	(2)
MLC Wholesale Australian Share Fund	-	0%	2,012	5,026	(32,907)
MLC Wholesale Diversified Debt Fund	-	0%	80	2,066	(31,054)

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

8 Related parties (continued)

Related party investments (continued)

2024	Fair value at 30 June \$'000	Interest held* %	Distribution income \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
MLCI (continued)					
MLC Wholesale Global Property Fund	-	0%	4	1,360	(13,808)
MLC Wholesale Global Share Fund	-	0%	4,005	5,058	(33,022)
MLC Wholesale Horizon 1 Bond Portfolio	-	0%	394	5,425	(20,435)
MLC Wholesale Horizon 2 Income Portfolio	-	0%	2,668	28,403	(176,372)
MLC Wholesale Horizon 3 Conservative Growth Portfolio	-	0%	7,633	106,704	(647,095)
MLC Wholesale Horizon 4 Balanced Portfolio	-	0%	26,122	240,536	(1,503,208)
MLC Wholesale Horizon 5 Growth Portfolio	-	0%	9,559	87,347	(541,062)
MLC MultiActive High Growth^^	-	0%	8,308	44,449	(202,154)
MLC MultiActive Geared^^	-	0%	3,756	25,194	(171,321)
MLC Wholesale IncomeBuilder	-	0%	4,142	11,802	(81,004)
MLC Index Plus Balanced^^	-	0%	13,025	213,207	(752,186)
MLC Index Plus Conservative^^	-	0%	6,933	136,791	(477,270)
MLC Index Plus Growth^^	-	0%	6,917	108,101	(402,145)
MLC Real Return Assertive^^	-	0%	3,746	94,920	(370,664)
MLC Wholesale Inflation Plus - Conservative Portfolio	-	0%	-	21,790	(95,332)
MLC Real Return Moderate^^	-	0%	3,631	62,530	(294,404)
MLC Wholesale Property Securities Fund	-	0%	388	3,083	(31,184)
MLC Global Private Equity Fund	-	0%	-	3,453	(3,843)
Altrinsic Global Equities Trust^	-	0%	5,902	13,672	(70,965)
Antares Dividend Builder^	-	0%	1,597	7,608	(45,616)
Antares Elite Opportunities Fund^	-	0%	2,066	5,989	(36,827)
Antares Ex-20 Australian Equities Fund^	-	0%	73	7,996	(20,042)
Antares High Growth Shares Fund^	-	0%	3,751	8,759	(54,286)
Antares Income Fund^	-	0%	2,322	71,745	(152,398)
Fairview Equity Partners Emerging Companies Fund^	-	0%	3,430	30,241	(160,245)
Intermede Global Equities Fund^	-	0%	2,094	22,444	(96,881)

MLC Pooled Superannuation Trust
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For the period ended 30 March 2024

8 Related parties (continued)

2024	Fair value at 30 June \$'000	Interest held* %	Distribution income \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
Navigator Australia Limited					
Access Pre Select Growth	-	0%	577	-	(21,440)
Pre Select Balanced Fund	-	0%	665	1,161	(31,052)
Pre Select Conservative Fund	-	0%	215	329	(11,268)
Pre Select Growth Fund	-	0%	1,306	5,697	(50,820)
Pre Select High Growth Fund	-	0%	541	1,426	(15,179)
OnePath Funds Management Limited					
OnePath Multi Asset Income Trust	-	0%	81	27	(7,404)
OnePath Wholesale Australian Share Trust	-	0%	49	17	(986)
OnePath Wholesale Balanced Trust	-	0%	26	-	(1,743)
OnePath Wholesale Global Emerging Markets Share Trust	-	0%	2	-	(356)
OnePath Wholesale High Growth Trust	-	0%	1	-	(67)
OnePath Wholesale Managed Growth Trust	-	0%	6	-	(255)
Onepath Wholesale Diversified Fixed Interest Trust	-	0%	6	353	(1,119)

* Holdings less than 1% are reported as zero.

^On 3 October 2023, MLCI replaced Antares as Responsible Entity of the schemes.

^^On 30 November 2023, the MLCI renamed multiple unit trusts as part of its rebranding strategy.

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

8 Related parties (continued)

2023	Fair value at 30 June \$'000	Interest held* %	Distribution income \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
MLCI					
MLC MasterKey Unit Trust - Australian Shares	10	0%	1	-	-
MLC MasterKey Unit Trust - Global Shares	7	0%	-	-	-
MLC MasterKey Unit Trust - IncomeBuilder	24	0%	-	-	(23)
MLC MasterKey Unit Trust - MLC - Platinum Global Fund	788	0%	44	-	(206)
MLC MasterKey Unit Trust - Property Securities	74	0%	1	-	(10)
MLC MasterKey Unit Trust Horizon 4 - Balanced	1,807	1%	-	20	(56)
MLC MasterKey Unit Trust Horizon 5 - Growth	1	0%	-	-	-
MLC Wholesale Australian Share Fund	29,144	19%	3,053	10,339	(2,510)
MLC Wholesale Diversified Debt Fund	30,193	57%	11	8,122	(8,753)
MLC Wholesale Global Property Fund	12,818	52%	-	3,977	(3,163)
MLC Wholesale Global Share Fund	29,654	39%	2,853	5,833	(4,244)
MLC Wholesale Horizon 1 Bond Portfolio	17,373	46%	88	7,085	(8,165)
MLC Wholesale Horizon 2 Income Portfolio	154,022	43%	4,282	64,628	(40,487)
MLC Wholesale Horizon 3 Conservative Growth Portfolio	552,991	48%	21,372	191,025	(96,680)
MLC Wholesale Horizon 4 Balanced Portfolio	1,263,038	50%	70,195	445,356	(190,311)
MLC Wholesale Horizon 5 Growth Portfolio	433,296	60%	25,643	132,881	(61,419)
MLC Wholesale Horizon 6 Share Portfolio^^	161,928	42%	11,585	56,420	(17,337)
MLC Wholesale Horizon 7 Accelerated Growth Portfolio^^	127,849	69%	8,137	34,914	(8,303)

MLC Pooled Superannuation Trust
Notes to the financial statements
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8 Related parties (continued)

2023	Fair value at 30 June	Interest held*	Distribution income	Purchases at cost	Proceeds on sale/transfer
	\$'000	%	\$'000	\$'000	\$'000
MLCI (continued)					
MLC Wholesale IncomeBuilder	70,649	20%	8,417	19,519	(13,395)
MLC Wholesale Index Plus Balanced Portfolio^^	568,994	83%	14,831	291,518	(69,847)
MLC Wholesale Index Plus Conservative Growth Portfolio^^	360,132	78%	-	172,170	(63,148)
MLC Wholesale Index Plus Growth-Portfolio^^	296,578	84%	9,559	108,449	(32,358)
MLC Wholesale Inflation Plus - Assertive Portfolio^^	260,116	46%	9,360	131,305	(26,225)
MLC Wholesale Inflation Plus - Conservative Portfolio	81,685	50%	-	25,995	(19,931)
MLC Wholesale Inflation Plus - Moderate Portfolio^^	233,733	52%	10,622	90,723	(38,903)
MLC Wholesale Property Securities Fund	24,444	34%	666	3,835	(4,862)
PIC Wholesale 0/100 Portfolio	115	2%	1	-	(334)
PIC Wholesale 100/0 Portfolio	2,193	23%	144	438	(6)
PIC Wholesale 130/0 Portfolio	23	21%	1	12	-
PIC Wholesale 30/70 Portfolio	3,328	100%	90	97	(138)
PIC Wholesale 50/50 Portfolio	16,128	31%	728	2,158	(3,159)
PIC Wholesale 70/30 Portfolio	36,481	53%	2,155	10,331	(4,357)
PIC Wholesale 85/15 Portfolio	11,352	20%	681	918	(299)
PIC Wholesale Diversified Debt Fund	3	0%	-	-	(68)
PIC Wholesale Global Property Fund	12	100%	-	3	(18)
PIC Wholesale Global Share Fund	393	21%	59	48	(279)
PIC Wholesale IncomeBuilder	1,448	59%	182	418	(297)
PIC Wholesale Index Plus Balanced Portfolio	896	33%	63	53	(1,166)

MLC Pooled Superannuation Trust
Notes to the financial statements
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8 Related parties (continued)

2023	Fair value at 30 June	Interest held*	Distribution income	Purchases at cost	Proceeds on sale/transfer
	\$'000	%	\$'000	\$'000	\$'000
MLCI (continued)					
PIC Wholesale Index Plus Conservative Growth Portfolio	815	50%	17	1	(18)
PIC Wholesale Index Plus Growth Portfolio	2,996	41%	134	222	(692)
PIC Wholesale Inflation Plus - Assertive Portfolio	32,509	41%	1,630	13,529	(5,820)
PIC Wholesale Inflation Plus - Conservative Portfolio	3,171	31%	236	952	(4,320)
PIC Wholesale Inflation Plus - Moderate Portfolio	27,900	54%	3,142	9,050	(44,948)
PIC Wholesale Property Securities Fund	350	53%	9	144	(103)
Altrinsic Global Equities Trust^	62,121	29%	6,203	18,635	(14,958)
Antares Dividend Builder^	40,207	41%	2,276	9,309	(7,301)
Antares Elite Opportunities Fund^	33,936	17%	2,719	7,421	(7,017)
Antares Ex-20 Australian Equities Fund^	13,988	26%	178	14,730	(10,036)
Antares High Growth Shares Fund^	51,571	17%	9,006	13,557	(20,681)
Antares Income Fund^	100,499	56%	1,883	85,705	(50,828)
Fairview Equity Partners Emerging Companies Fund^	127,666	24%	4,282	45,801	(26,827)
Intermede Global Equities Fund^	76,758	18%	2,166	33,381	(19,338)
Navigator Australia Limited					
Access Pre Select Growth	20,192	98%	2,244	54	(2,485)
Pre Select Balanced Fund	28,698	91%	2,884	3,693	(6,785)
Pre Select Conservative Fund	10,591	89%	149	769	(1,581)
Pre Select Growth Fund	45,141	85%	4,987	6,423	(10,415)
Pre Select High Growth Fund	12,871	90%	2,031	2,358	(3,830)
OnePath Funds Management Limited					
OnePath Tax Effective Income Trust	6,832	19%	89	232	(1,483)
OnePath Wholesale Australian Share Trust	946	9%	156	5	(86)
OnePath Wholesale Balanced Trust	1,675	9%	32	17	(337)

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

8 Related parties (continued)

2023	Fair value at 30 June \$'000	Interest held* %	Distribution income \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
OnePath Funds Management Limited (continued)					
OnePath Wholesale Global Emerging Markets Share Trust	351	7%	6	-	(121)
OnePath Wholesale High Growth Trust	66	8%	9	11	(51)
OnePath Wholesale Managed Growth Trust	240	1%	16	-	(241)
Onepath Wholesale Diversified Fixed Interest Trust	741	1%	1	79	(587)

* Holdings less than 1% are reported as zero.

^On 3 October 2023, MLCI replaced Antares as Responsible Entity of the schemes.

^^On 30 November 2023, the MLCI renamed multiple unit trusts as part of its rebranding strategy.

The Trust's holdings in ASX listed Insignia Financial Limited shares and income received for the financial period are set out in the table below:

2024	Fair value at 30 June \$'000	Interest held %	Income received \$'000	Purchases at cost \$'000	Proceeds on sale/transfer \$'000
Insignia Financial Limited	-	0%	12	20	(1,100)
2023					
Insignia Financial Limited	1,170	0%	90	63	(162)

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

9 Investment assets of unconsolidated structured entities

The Trust adopted the investment entity exception to consolidation as explained in note 2. As such, the Trust's interests in structured entities were measured at fair value through profit and loss.

The maximum exposure to loss from the Trust's interest in its structured entities was equal to the carrying amount of the unlisted unit trusts and SMAs at reporting date.

The fair value of the Trust's investment in unconsolidated structured entities as at the reporting date was \$nil due to the wind-up of the trust. The table below lists the unconsolidated structured entities held by the Trust as at 30 June 2023.

	Ownership interest		Fair value of investment	
	2024	2023	2024	2023
	%	%	\$m	\$m
MLC Wholesale Horizon 4 Balanced Portfolio	0%	50%	-	1,263
MLC Wholesale Index Plus Balanced Portfolio	0%	83%	-	569
MLC Wholesale Horizon 3 Conservative Growth Portfolio	0%	48%	-	553
Vanguard International Shares Index Fund	0%	2%	-	494
Vanguard Australian Shares Index Fund	0%	3%	-	494
Magellan Global Fund	0%	7%	-	473
MLC Wholesale Horizon 5 Growth Portfolio	0%	60%	-	433
Vanguard Balanced Index Fund	0%	6%	-	414
Platinum International Fund	0%	6%	-	380

The country of incorporation is Australia for the structured entities listed in the table above.

Restrictions

There were no significant restrictions on the transfer of funds from the unconsolidated structured entities listed in the table above to the Trust.

Support

The Trust had no contractual commitments or current intentions to provide any financial or other support to its unconsolidated structured entities.

10 Indemnity

For the period ended 30 March 2024, the Trust provided indemnity to the Trustee and its Directors for certain liabilities they might incur in their capacity as Trustees of the Trust.

11 Auditor's remuneration

The principal auditor of the Trust is KPMG.

Auditor's remuneration has not been charged to the Trust as this cost is borne by NULIS. Since the Trust itself was not responsible for these payments the amounts disclosed were not included in either expenses or liabilities in the statement of comprehensive income or statement of financial position respectively. During the period, the following fees were paid or payable by NULIS for services provided by the auditor of the Trust:

	1 July 2023 to 30 March 2024	1 July 2022 to 30 June 2023
	\$	\$
Audit services		
Audit and review of financial statements and APRA returns	88,150	102,500
Audit and review of regulatory compliance	-	36,900
Total remuneration for audit services	<u>88,150</u>	<u>139,400</u>

MLC Pooled Superannuation Trust
Notes to the financial statements
For the period ended 30 March 2024

12 Commitments and contingencies

The Trust had no outstanding commitments or contingencies as at 30 March 2024.

13 Events subsequent to reporting date

The Trust was wound-up on 30 March 2024. In April 2024, the Trustee approved the release of \$25,284,870 ORFR held by the Trustee.

In August 2024, Chair Lindsay Smartt announced that he will be stepping down from the RSEL Board. Danielle Press will be appointed as a Non-Executive Director on Thursday, 19 September 2024 and will officially take on the position of Chair in November 2024.

No other significant events have occurred after the reporting date that affect the interpretation of the financial information contained within this report.

**MLC Pooled Superannuation Trust
Trustee Declaration
For the period ended 30 March 2024**

In the opinion of the Directors of NULIS Nominees (Australia) Limited being the Trustee of MLC Pooled Superannuation Trust (the Trust):

1. The financial statements, notes to the financial statements and the Remuneration Report set out in the Directors' Report, are in accordance with the Corporations Act 2001 including:

- i giving a true and fair value of the financial position of the Trust as at 30 March 2024, the results of its operations and its cash flows for the year then ended;
- ii complying with Australian Accounting Standards, other mandatory professional reporting requirements and the provisions of the Trust Deed dated 24 September 1990, as amended, and the Corporations Regulations 2001; and

2. The operations of Trust have been carried out in accordance with its Trust Deed dated 24 September 1990, 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.*

Signed in accordance with a resolution of the Board of Directors of the Trustee:



.....
Director



.....
Director

Signed 18 September 2024



Independent Auditor's Report

To the members of MLC Pooled Superannuation Trust

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of MLC Pooled Superannuation Trust (the Fund).

In our opinion, the accompanying Financial Report of the Fund gives a true and fair view, including of the Fund's financial position as at 30 March 2024 and of its financial performance for the period then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Statement of financial position as at 30 March 2024
- Income statement, Statement of changes in member benefits, Statement of changes in reserves and Statement of cash flows for the period then ended
- Notes, including material accounting policies
- Trustee Declaration.

The period is defined as 1 July 2023 to 30 March 2024.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Fund in accordance with 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 fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter – basis of preparation

We draw attention to Note 2(a) of the Financial Report, which indicates that the Financial Report has been prepared on a basis other than going concern as the Fund was wound-up on 30 March 2024. The Fund is no longer considered a going concern. Our opinion is not modified in respect of this matter.

Other information



Other Information is financial and non-financial information in the Fund's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Trustee is responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Directors Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors of the Trustee for the Financial Report

The Directors of the Trustee are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Fund, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Fund, and that is free from material misstatement, whether due to fraud or error
- assessing the Fund's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.



A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of MLC Pooled Superannuation Trust for the period ended 30 March 2024, complies with *Section 300C* of the *Corporations Act 2001*.

Directors of the Trustee's responsibilities

The Directors of the Trustee are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300C* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 8 to 27 of the Directors' report for the period ended 30 March 2024.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Dean Waters

Partner

Melbourne

18 September 2024