

NAOS EMERGING  
OPPORTUNITIES  
COMPANY LIMITED

(ASX: NCC)

ABN 58 161 106 510



Level 34, MLC Centre  
19 Martin Place  
Sydney NSW 2000

T (02) 9002 1576

F (02) 8215 0037

E [enquiries@naos.com.au](mailto:enquiries@naos.com.au)

[www.naos.com.au](http://www.naos.com.au)

## NAOS Emerging Opportunities Company Limited

ASX Code: NCC ACN: 161 106 510

### Appendix 4E | Results for Announcement to the Market

Results Announcement for the year ended 30 June 2021

All comparisons are to the year ended 30 June 2020

	\$	up/down	% change
Revenue from ordinary activities	29,653,030	up	128,335%
Profit from ordinary activities before tax attributable to shareholders	27,786,352	up	2,201%
Profit from ordinary activities after tax attributable to shareholders	20,664,304	up	3,556%
<b>Dividend Information</b>	<b>Cents per share</b>	<b>Franked amount per share</b>	<b>Tax rate for franking</b>
2021 Final dividend	3.75	3.75	25%
2021 Interim dividend	3.75	3.75	26%
<b>Final Dividend Dates</b>			
Ex-dividend date			5 October 2021
Record date			6 October 2021
Last date for DRP election			7 October 2021
Payment date			25 October 2021
<b>Dividend Reinvestment Plan</b>			
The Dividend Reinvestment Plan is in operation and the recommended fully franked final dividend of 3.75 cents per share qualifies. The plan will be in effect per the latest dividend reinvestment rules.			
	<b>30 June 2021</b>	<b>30 June 2020</b>	
	\$	\$	
<b>(Post Tax) Net tangible asset backing per share</b>	1.18	0.96	
This report is based on the annual report which has been subject to independent audit by the auditors, Deloitte Touche Tohmatsu Australia. The audit report is included with the Company's Annual Report, which accompanies this Appendix 4E. All the documents comprise the information required by the Listing Rule 4.3A.			

# NCC

ASX: NCC  
NAOS EMERGING OPPORTUNITIES COMPANY LIMITED

## ANNUAL REPORT 2021

ACN 161 106 510

NAOS

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## KEY DATES

### 2021 ANNUAL GENERAL MEETING

#### Thursday 11 November 2021

NAOS Emerging Opportunities Company Limited advises that its Annual General Meeting (AGM) will be held at 10.00 am (AEDT) on Thursday 11 November 2021 at the State Library of New South Wales, 1 Shakespeare Place, Sydney NSW 2000.

Further details relating to the AGM will be advised in the Notice of Meeting to be sent to all shareholders and released to the ASX immediately after dispatch.

In accordance with the ASX Listing Rules, valid nominations for the position of Director are required to be lodged at the registered office of the Company no later than 5.00 pm (AEST) 16 September 2021.

### Q1 FY22 INVESTOR UPDATE WEBINAR

#### Tuesday 26 October 2021

Please add the NAOS Q1 FY22 quarterly webinar to your calendar, when the investment team will provide an update on our Listed Investment Companies (LICs). The discussion will include an insight into our investment philosophy and process, notable market events, and an analysis of some of the core investments and potential catalysts.

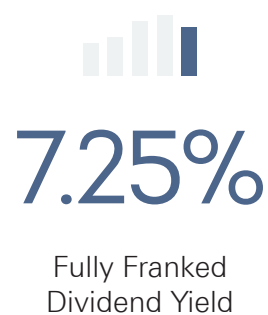
Please look out for more information and your invitation to register via email closer to the date. We hope you will be able to join us.

### FY21 FINAL DIVIDEND DATES

Ex-Date:	Tuesday 5 October 2021
Record Date:	Wednesday 6 October 2021
Last Date for DRP Election:	Thursday 7 October 2021
Payment Date:	Monday 25 October 2021

## NAOS EMERGING OPPORTUNITIES COMPANY LIMITED

NAOS Emerging Opportunities Company Limited (ASX: NCC) seeks to protect investor capital whilst providing a sustainable, growing stream of dividends franked to the maximum extent possible, and long-term investment performance above the benchmark index, being the S&P/ASX Small Ordinaries Accumulation Index (XSOAI).



## INVESTMENT PORTFOLIO PERFORMANCE AS AT 30 JUNE 2021

	1 Month	1 Year	2 Years (P.A.)	5 Years (P.A.)	7 Years (P.A.)	Inception (P.A.)	Inception (P.A.) (Total Return)
NCC Investment Portfolio Performance*	+1.82%	+48.34%	+21.45%	+9.22%	+10.15%	+13.44%	+186.33%
S&P/ASX Small Ordinaries Accumulation Index	+3.08%	+33.23%	+12.10%	+11.24%	+10.07%	+7.58%	+83.92%
<b>Performance Relative to Benchmark</b>	<b>-1.26%</b>	<b>+15.11%</b>	<b>+9.35%</b>	<b>-2.02%</b>	<b>+0.08%</b>	<b>+5.86%</b>	<b>+102.41%</b>

\* Investment Portfolio Performance is post all operating expenses, before fees, interest, taxes, initial IPO commissions and all subsequent capital raising costs. Performance has not been grossed up for franking credits received by shareholders. Since inception (P.A. and Total Return) includes part performance for the month of February 2013. Returns compounded for periods greater than 12 months.

## KEY METRICS AS AT 30 JUNE 2021

Pre-tax Net Tangible Assets per Share	\$1.23
Post-tax Net Tangible Assets per Share	\$1.18
Fully Franked FY21 Dividend	7.50 cents
Fully Franked Dividend Yield	7.25%
Share Price	\$1.035
Shares on Issue	72,952,814
Convertible Note Price	\$101.50
Convertible Notes on Issue (ASX: NCCGA)	230,000
Directors' Shareholding	5,057,323
Pre-tax Gross Assets	\$112.39 million





## BOARD OF DIRECTORS



**DAVID RICKARDS**  
*Independent Chairman*

David Rickards has been a Director and Chairman of the Company since its inception. David is also a Director of NAOS Small Cap Opportunities Company Limited (ASX: NSC) and Chairman of NAOS Ex-50 Opportunities Company Limited (ASX: NAC). He is also Co-founder of Social Enterprise Finance Australia Limited (Sefa) and until recently, he was a director and treasurer of Bush Heritage Australia.

David has over 25 years of equity market experience, most recently as an executive director at Macquarie Group where David was head of equities research globally, as well as equity strategy since 1989 until he retired in mid-2013. David was also a consultant for the financial analysis firm Barra International.

David holds a Master of Business Administration from the University of Queensland majoring in accounting and finance. He also has a Bachelor of Engineering (Civil Engineering) and a Bachelor of Engineering (Structural Engineering) from the University of Sydney, and a Bachelor of Science (Pure Mathematics and Geology).



**WARWICK EVANS**  
*Director*

Warwick Evans has been a Director of the Company since its inception. Warwick is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC), NAOS Small Cap Opportunities Company Limited (ASX: NSC) and NAOS Asset Management Limited, the Investment Manager.

Warwick has over 35 years of equity market experience, most notably as Managing Director for Macquarie Equities (globally) from 1991 to 2001, and as an executive director for Macquarie Group. He was founding Chairman and CEO of the Newcastle Stock Exchange (NSX) and was also Chairman of the Australian Stockbrokers Association. Prior to these positions, Warwick was an executive director at County NatWest.

Warwick holds a Bachelor of Commerce from the University of New South Wales majoring in economics.



**SARAH WILLIAMS**  
*Independent Director*

Sarah Williams was appointed an Independent Director during January 2019. Sarah is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC).

Sarah has over 25 years' experience in executive management, leadership, IT and risk management in the financial services and IT industries. Most recently, Sarah was an executive director at Macquarie Group and Head of IT for the group's asset management, investment banking and leasing businesses. During her 18-year tenure at Macquarie Group, she also led the Risk and Regulatory Change team and the Equities IT team and developed the IT M&A capability. Sarah has also held senior roles with JP Morgan and PricewaterhouseCoopers in London.

Sarah has been a director of charitable organisations, including Cure Cancer Australia Foundation and Make a Mark Australia. Sarah holds an honours degree in engineering physics from Loughborough University and has also studied at the Harvard Business School.



**SEBASTIAN EVANS**  
*Director*

Sebastian Evans has been a Director of the Company since its inception. Sebastian is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC), NAOS Small Cap Opportunities Company Limited (ASX: NSC) and has held the positions of Chief Investment Officer (CIO) and Managing Director of NAOS Asset Management Limited, the Investment Manager since 2010.

Sebastian is the CIO across all investment strategies. He holds a Master of Applied Finance (MAppFin) majoring in investment management as well as a Bachelor of Commerce majoring in finance and international business, a Graduate Diploma in Management from the Australian Graduate School of Management (AGSM) and a Diploma in Financial Services.



## CHAIRMAN'S LETTER

Dear fellow shareholders,

**On behalf of the Board, it is with pleasure I present the NAOS Emerging Opportunities Company Limited Annual Report for the financial year ended 30 June 2021. I would like to thank all shareholders for your continued support and welcome all new shareholders. It is very pleasing to see our shareholder numbers continue to grow year on year, and I welcome the additional 300 shareholders who joined the register during the financial year.**

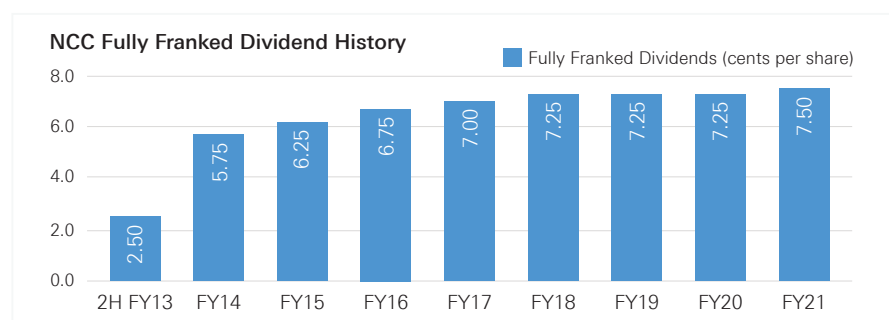
For the financial year ended 30 June 2021, the Company achieved a record after-tax profit of \$20.66 million. One of the objectives of the Company is to deliver a sustainable, growing stream of dividends to shareholders franked to the maximum extent possible. I am pleased to announce the Board has declared a fully franked final dividend of 3.75 cents per share. Together with the fully franked interim dividend of 3.75 cents per share, this brings the fully franked full-year dividend to 7.50 cents per share, which represents a 3.4% increase on the prior year. This represents a 7.25% net yield based on the 30 June 2021 share price and brings total fully franked dividends declared since inception to 57.50 cents per share.

Australia's economy has rebounded from the retreat last year and has now achieved net growth from January 2020. FY21 was one of the strongest years on record for domestic equities, although towards the end of the financial year, US inflation concerns and rising bond yields did cause some volatility in financial markets. We expect the volatility to continue over the short term. As we move into FY22, the Board believes that the companies held in the NCC portfolio offer appealing long-term, risk-adjusted value and are confident that through the NAOS investment team maintaining a disciplined approach, in line with the NAOS investment philosophy, shareholders can look forward to further outperformance over the longer term.

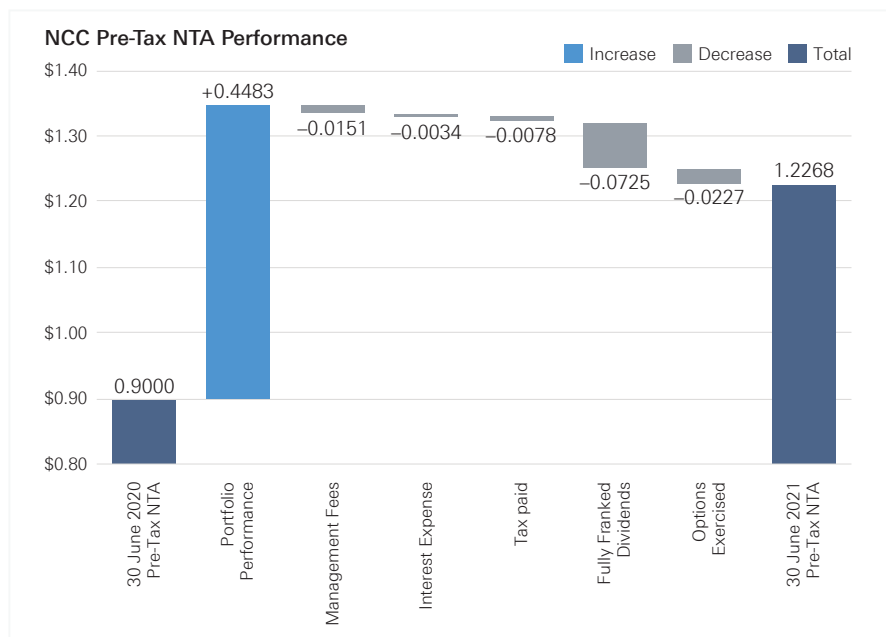
The NCC Investment Portfolio returned a record financial year return of +48.34%, significantly outperforming the benchmark S&P/ASX Small Ordinaries Accumulation Index, which returned +33.23%.



**DAVID RICKARDS**  
*Independent Chairman*



The pre-tax Net Tangible Asset (NTA) backing per share of the Company increased from \$0.90 to \$1.23 over the financial year, with positive performance of the investment portfolio increasing NTA per share by 44.83 cents over the year. During the year, 7.25 cents per share was paid to shareholders in fully franked dividends, and management fees and interest expense on the convertible notes decreased the NTA by 1.51 cents per share and 0.34 cents per share respectively. Corporate tax of 0.78 cents per share was also paid during the year. The franking credits attached to these corporate tax payments are available to be distributed to shareholders through fully franked dividends. The dilutionary impact of the exercise of bonus options by shareholders decreased the NTA by 2.27 cents per share.



Total Shareholder Return (TSR) measures the change in the share price together with dividends paid over the financial year, assuming dividends are reinvested. The TSR for NCC for FY21 was +39.26%, which was reflective of the strong performance of the investment portfolio. This measure does not include the benefit of franking credits received by shareholders through franked dividends.

While the NCC share price increased from \$0.795 to \$1.035 over the course of the financial year, the Board acknowledges the current discount to NTA, and remains committed to addressing and closing the discount to NTA through a range of initiatives including:

- **Dividends** – The Company will continue to focus on delivering a growing stream of dividends, franked to the maximum extent possible, while maintaining an adequate profit reserve balance. The Company has now declared a total of 57.50 cents per share in fully franked dividends since listing in 2013.
- **Dividend Reinvestment Plan (DRP)** – For those shareholders who participate in the DRP, it is important to note the Company did not issue shares at a discount to NTA but acquired shares on market to ensure this capital management activity was completed without any potential dilution for existing shareholders.
- **Alignment** – The Board has a strong alignment with the shareholders and continued to increase their holdings over the course of the year through both the exercise of their bonus options and participation in the DRP, and now hold a cumulative 5.06 million shares.
- **Shareholder communications** – The Company maintained a focus on a high standard of marketing and communications, so that all current and prospective shareholders have a clear understanding of the NAOS offering. Quarterly investor webinars are delivered to all shareholders along with regular email shareholder updates, which are sent to all current and prospective shareholders on the database, which totals over 11,000 subscribers.

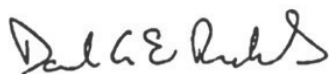
In March 2021, the Company issued \$23.0 million of listed, convertible notes (NCC Notes). The NCC Notes provide investors with a listed exposure to a fixed interest rate yield of 4.50% per annum, and the possibility to benefit from appreciation in the price of the Company's shares above a conversion price of \$1.15 through an optional conversion into ordinary shares at any time until 30 September 2026. The issue of the convertible notes facilitated an increase in the overall size of the investment portfolio without diluting existing NCC shareholders. The proceeds of the issue were invested by the Investment Manager in a number of opportunities that arose during the year.

*"The Company has now declared a total of 57.50 cents per share in fully franked dividends since listing in 2013."*

The 1-for-4 NCC bonus options that were issued in June 2019 expired on 29 June 2021. During this period, 12.56 million options, or 84% of the total bonus options issued, were converted into ordinary shares at an exercise price of \$1.02, raising \$12.8 million of additional capital. The Board of Directors were delighted with the large number of shareholders who supported the Company by choosing to exercise their bonus options. Along with the NCC Convertible Notes, the bonus options were a considered way to allow the Company to grow without placing undue pressure on the short-term performance and dividend reserves of the Company.

The Board remains committed to managing the capital base of the Company, using the most appropriate structure for maximising potential shareholder return. The Board believes that growing the size of the Company to between \$125 million and \$150 million is optimal. This size not only allows the Investment Manager to maximise performance by accessing meaningful positions in quality companies, but also scales the Company to an appropriate size that lowers the total expenses and costs for all shareholders.

On behalf of the Board of Directors, I would like to congratulate the Investment Manager on their strong investment performance throughout FY21 and thank them for their continued efforts and dedication throughout the year.



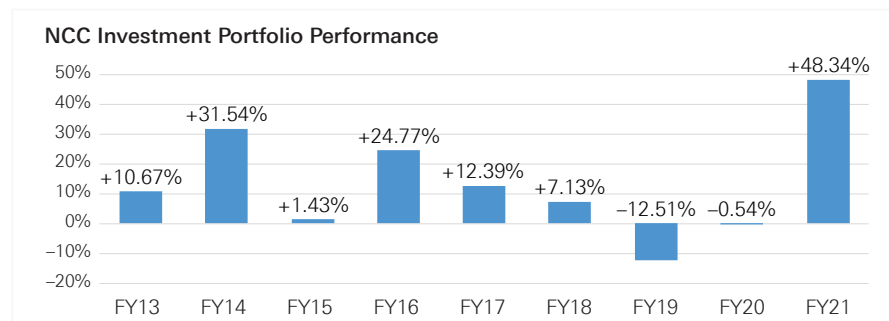
**David Rickards**  
*Independent Chairman*

19 August 2021

## INVESTMENT MANAGER'S REVIEW

Dear fellow shareholders,

The NCC Investment Portfolio recorded its strongest year ever, returning +48.34% for the financial year ended 30 June 2021, outperforming the benchmark S&P/ASX Small Ordinaries Accumulation Index (XSOAI), which returned +33.23% in one of the strongest financial years on record for domestic equities. This brings Investment Portfolio performance since inception to +13.44% p.a., significantly ahead of the XSOAI return of +7.58% p.a. over the past 8 years and 5 months.



### COVID-19, GLOBAL FINANCIAL LIQUIDITY AND GOVERNMENT STIMULUS

I strongly believe that 12 months ago, very few investors would have made even the slightest suggestion that the ASX-200 Index would post 11 months of gains in the financial year, with only September 2020 producing the single negative monthly return. I am a firm believer that no matter what edge any successful investor may believe they possess, at certain stages they will simply be the beneficiary of good fortune. In my opinion, FY21 was one of those years when the wind was at many investors' backs. Even so, I firmly believe that the patience we have shown as an investment team and remaining true to our investment philosophy, has played the most critical part in delivering the strong performance over FY21.

Today, we live in a world where interest rates have never been lower. Across the globe, central banks have flooded markets with liquidity through numerous initiatives, and federal governments have resorted to fiscal stimulus initiatives to drive investment over the short- and medium-term. This has been very apparent in Australia.

This backdrop has created an excellent environment for asset prices, which includes listed companies. The nuance to the above is that the type of company that the market perceives to benefit over the long term has shifted. As such, we have seen a sharp rebound in valuations for businesses that for the prior 3–4 years have generally been overlooked by many investors. Industries in which these businesses operate include financials, building materials, consumer discretionary and construction/engineering services to name a few.

All NAOS portfolios were a beneficiary to some degree of the events mentioned above in FY21. In saying that, I am a firm believer in the NAOS investment philosophy of investing with a long-term focus in industrial-type businesses that:

- operate in growing industries;
- have a clear and increasing moat;
- are run by proven and aligned leaders;
- generate excellent free cash flow; and
- are disciplined and proven allocators of capital.



**SEBASTIAN EVANS**  
*Managing Director and  
 Chief Investment Officer,  
 NAOS Asset Management  
 Limited*

## FY21 NOTABLE INVESTMENT PORTFOLIO CONTRIBUTORS AND DETRACTORS

### Experience Co. (ASX: EXP)

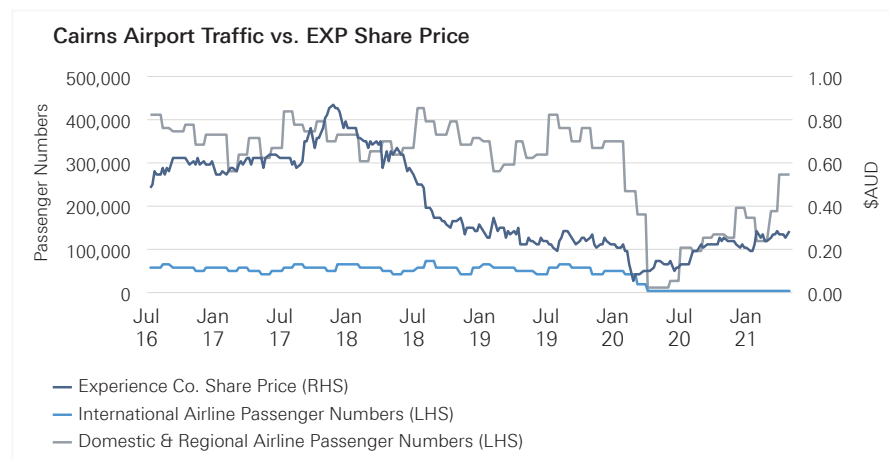
EXP finished this financial year with a total shareholder return of over +140%, in a demand environment that could be described as subdued at best. Historically, EXP is a business that has heavily relied upon international tourists to drive both its Australian and New Zealand skydiving operations and its North Queensland cruise businesses. With international borders closed for the entire year, EXP has been completely shut down from an international tourism point of view.

Despite this backdrop we saw EXP benefit from a number of factors, which we believe assisted in driving the re-rating of EXP's valuation throughout FY21. This has occurred even though the company's earnings profile is yet to return to anywhere near historical levels.

Firstly, to date the business has come through COVID-19 with a close to net cash balance sheet and was one of very few ASX-listed travel companies not to raise capital throughout the pandemic. Secondly, EXP's asset base has been rationalised and arguably better suits the company's strategy going forward.

Furthermore, the business has substantially reduced its reliance on third-party distribution deals, which we believe will lead to significant margin improvement as many third-party booking platforms can charge fees between 10–30% of the ticket price. Finally, EXP made its first bolt-on acquisition under its new board and management team. EXP acquired two luxury walking businesses in Australia that will form the foundation of a third pillar to its operations, serving domestic travellers in the Premium Adventure markets of Australia and New Zealand.

Notwithstanding the valuation re-rating in FY21, we believe the future is extremely bright for EXP. Coming out of COVID-19, the next two years should hopefully provide evidence of the high-quality nature of the underlying business. There are also numerous organic and inorganic growth opportunities in front of EXP. Organic opportunities such as the construction of the Great Barrier Reef Dreamtime Island pontoon, which is due to be operational in CY22, and inorganic opportunities such as the recent acquisitions, to further develop their Premium Adventure operations.



Source: FactSet

*"We believe the current portfolio has a significant amount of unrealised value and the current trajectory for a clear majority of these businesses is where it needs to be."*

### Contango Asset Management (ASX: CGA)

CGA, a business that has spent the past few years transitioning, showed some positive momentum in its third year as a distribution business, which led to its share price increasing by over +240% in FY21. CGA is the sole distributor of the WCM Investment Management (WCM) products to retail investors in Australia. As a group, WCM has >\$100 billion in Funds Under Management (FUM), which is of a similar scale to the hugely successful Magellan Financial Group (ASX: MFG).

Over the past two years, CGA has been laying the foundations to ensure that the WCM investment product suite has the best chance of success and the ability to reach a point of scale within the Australian market. At the start of FY21, CGA had close to \$500 million in FUM associated with WCM products. Over the past 12 months, this has grown to just under \$1 billion. Driving this growth has been unique products, such as the WCMQ Exchange Traded Product (ETP) and the WCM Global Small Cap offering.

As many investors would know, the global equity product landscape within the Australian funds management industry has largely been dominated by two groups: Magellan Financial Group (ASX: MFG) and Platinum Asset Management (ASX: PTM). Over the next few years, we expect to see a continued diversification of retail portfolios away from domestic equities and property, with increased weightings towards international equities. This should be a tailwind for CGA.

The WCM investment philosophy is centred around a company's culture and the trajectory of a company's competitive moat. This strategy has proven successful, with WCM's historical performance across its various strategies comparable (and in some cases superior) to its Australian-based global equity peers.

Along with its investment philosophy and the industry tailwind, in our view, another advantage CGA has is that WCM is a large, globally recognised business that offers very little in the way of business risk compared to boutique competitors. We believe that CGA has a realistic opportunity of growing the level of its WCM-managed FUM to \$2–3 billion in the short term.

#### **Wingara AG (ASX: WNR)**

From time to time, emerging company investments are made with the best of intentions but due to circumstances beyond our control (or belief), the investment thesis does not play out as anticipated.

FY21 was a year to forget for WNR. WNR's share price finished the year down by approximately –50%, which in our view was the result of various factors, including poor management, lack of quality and accuracy with information provided to the market, risk and governance issues, and finally, macro factors that exacerbated all the above.

Looking back at our investment thesis and the mistakes we made, we believe the reliance we had on the alignment of the founder/managing director, who initially owned ~20% of WNR, was too great to offset the other risks surrounding the business.

Throughout FY21, WNR conducted a highly dilutive equity raise where funds were not used on the stated strategic items. In addition, the founder/managing director left the business and sold his entire shareholding. More recently a thorough review of the business was completed, which uncovered further shortcomings and led to events such as a significant writedown of inventory.

In the case of WNR, we believe the commonly used saying “never waste a good crisis” applies in varying degrees. A new board of directors has joined the company, with potentially further changes to come. A new managing director has been appointed who, pleasingly, possesses sound agricultural experience both from a supplier and a buyer standpoint. In addition, the company strategy has been simplified to focus on the hay-processing business, which has also resulted in an upskill of certain key staff.

In the case of WNR, we are pleased FY21 is behind us but are of the opinion that WNR is exiting FY21 in a much-improved state. We do not know what the future holds for WNR but we firmly believe that with the sound, hard asset backing and a niche position in the supply of oaten hay products both domestically and internationally, there is a solid base that can be capitalised upon by the right board and management team.



## NEW CORE INVESTMENTS AND EXITS

### Enero Group (ASX: EGG)

EGG has been one of our most successful investments, not only for NCC but for the NAOS group as a whole. Since the NCC initial public offering in February 2013, EGG has been a position within the portfolio. At that time EGG was a holding company for a number of advertising and public relations businesses based in Australia, the UK, and to a lesser extent, North America. The business had approximately \$100 million in revenue and was just break-even, albeit with a reasonable net cash balance sheet.

Today EGG has grown its revenue base to approximately \$150 million, but most importantly, the EBITDA margins have grown to approximately 30%. From a valuation perspective you could reasonably argue that EGG shares remain undervalued based on today's earnings. We would agree with this assertion but this, of course, is based on the assumption that the current level of earnings will be maintained.

We may well be cautious given our long-term understanding of the company but it is fair to say that historically, the level of variability of earnings in each of the business units has been significant. As with many services businesses, their biggest competitive advantage is based around company culture and people. When successful, this drives the momentum that brings new customer wins, which in turn drives growth.

Over the past 12 months at EGG we have seen the appointment of a new CEO, CFO, Head of Strategy, Head of Hotwire PR and a new chair. Change can be healthy for a business, but such a level of change can also present a significant risk that can often be difficult to mitigate. EGG itself went through this experience many years ago.

When you consider the above alongside potential headwinds, such as moving to a higher tax rate next year as tax losses are exhausted, the end of earnouts for Hotwire PR and Orchard Communications, and a hyper-competitive industry backdrop, we believe the risk could outweigh the potential returns and as such, we have exited the majority of our holding in EGG. We hope that EGG can continue to grow as it has done so successfully over the past five years, but we fear that the margin for error is small.



Source: FactSet

*"We believe the NCC Investment Portfolio has a compelling balance between risk management (protection against permanent capital loss) and long-term returns despite its highly concentrated portfolio."*

### Gentrack Group Limited (ASX: GTK)

Technology-type companies have been some of the best-performing companies since COVID-19 as many of them have been benefactors of the expedited transition to a more digital world. With the recent rotation out of higher growth, technology-type investments into more value-type investments, NCC has invested in a new core investment in what we believe to be a value-type software company called Gentrack Group Ltd (ASX: GTK).

GTK is a technology services provider to utilities and airport operators and was established in the 1980s when New Zealand deregulated its power markets. Today, GTK has approximately 50 core customers across three main geographies: New Zealand, Australia and the UK, who are supported by over 300 internal engineering staff at GTK.

More recently GTK has undergone significant change, with a completely new executive team from the CEO down, as well as a new chair. From an earnings standpoint, the business has also experienced a significant amount of change due to internal execution issues, as well as external issues – such as regulation change in the UK for utilities providers – which has affected some of their customer base.

The reasons we are attracted to the GTK business are relatively simple. It is a business we have followed for over five years as it has a high-quality customer base. Over 75% of its revenue base is recurring in nature and, in theory, is growing. Many of the new executive team have worked together previously and have a good track record in running technology-focused businesses that solve the problems of very large organisations through innovative solutions.

Under the new team, GTK has reintroduced a move to fully expensing all research and development spend, which we view very favourably, the cash-flow generation has largely been sound, and its balance sheet stands in a healthy net cash position.

As is the case with a majority of our long-term investments, this particular investment will likely not be a smooth ride and does carry a degree of risk. Even so, we believe the risk is more than outweighed by the potential return. The returns will come if management can continue to grow the sticky revenue base, consistently grow margins, and reinvest the subsequent increased free cash flows into further improving their software, as well as inorganic opportunities that fit the strategy. If this can be achieved, the valuation multiple uplift applied to GTK could potentially be significant.

## FY22 OUTLOOK

It is impossible to provide an accurate prediction as to how a portfolio of investments will perform over a 12-month period. Even so, I believe it is important to provide a general outlook to our fellow shareholders, detailing our level of comfort with the current NCC investments, their potential, and any catalysts that may occur in FY22.

We believe the current portfolio has a significant amount of unrealised value and the current trajectory for a clear majority of these businesses is where it needs to be. Some are benefiting from strong short- to medium-term industry trends, e.g. Big River Industries (ASX: BRI) and Saunders International (ASX: SND), while others, e.g. BSA Limited (ASX: BSA), need to capitalise on potential opportunities and increase their scale in a realistic timeframe, both organically and via acquisitions.

For NCC, there could be numerous catalysts that may have a material effect on the portfolio return in FY22. The key and most realistic catalysts in our view would be large contract wins for Saunders International (SND), BSA Limited (BSA) executing on plan to significantly increase its businesses' scale, and COG Financial Services (COG) providing greater transparency around the potential of the group to grow its insurance-broking earnings and the current trajectory of this earnings stream, which in our view would command a higher valuation multiple.

FY21 was an excellent year from a pure return point of view, but we are under no illusions and believe that you are only as good as your next year's returns. We believe the NCC Investment Portfolio has a compelling balance between risk management (protection against permanent capital loss) and long-term returns despite its highly concentrated portfolio.

As always, the entire team at NAOS would like to thank all our fellow shareholders for continuing to be shareholders in NCC. We also welcome all new shareholders who joined the register in FY21.

If you have any queries, do not hesitate to speak directly with me or any member of the team.

We look forward to continuing to provide you with regular updates throughout FY22.

Kind Regards,



**Sebastian Evans**

*Managing Director and Chief Investment Officer  
NAOS Asset Management Limited*

## INVESTING WITH NAOS ASSET MANAGEMENT

NAOS Asset Management is a specialist fund manager providing genuine long-term, concentrated exposure to Australian undervalued emerging companies with an industrial focus.

With a proven performance track record, NAOS seeks to protect investor capital whilst providing a sustainable, growing stream of dividends franked to the maximum extent possible, and long-term investment performance above the relative benchmark index.

NAOS launched its first LIC in 2013 with 400 shareholders. Today, NAOS manages approximately \$400 million across three Listed Investment Company vehicles for close to 8,000 shareholders.

## OUR VALUES

### ENCOURAGE INDEPENDENT THINKING

Rather than follow the crowd, we prefer to pave the way with innovation and provide a better outcome for our stakeholders. We have a disciplined investment process and do not get caught up in the hype and noise of the market.

### DO ONE THING AND DO IT REALLY, REALLY WELL

At NAOS we focus on providing genuine long-term, concentrated exposure to emerging Australian industrial companies – and we strive to be the best at this.

### TELL IT LIKE IT IS

At NAOS, we are honest and transparent. We continue to exist due to the earned trust of our shareholders.

### HAVE THE RIGHT PEOPLE IN THE RIGHT ENVIRONMENT

Each NAOS employee has been specifically chosen for their unique ability, proven experience and willingness to learn. At NAOS, we have created an inclusive work culture and one that supports all our employees.

### BE INVESTED AND ALIGNED

As NAOS Directors and employees, we have a significant interest in NAOS' investment strategies. This means we are invested alongside our shareholders, creating a strong alignment of interests. In addition, NAOS Asset Management Limited is majority owned by employees and Directors.

### HAVE A LONG-TERM PERSPECTIVE

We believe in investing in businesses where the earnings today are not a fair reflection of what the same business may earn over the longer term. Prior to investing in a business, we ask ourselves: do we want to own this business forever?

### ACT RESPONSIBLY

We are responsible for investing our fellow shareholders' funds and we do not take this responsibility lightly. NAOS seeks to always act responsibly and diligently in all matters – from our investment choices through to our shareholder communications.

### BE AN OWNER

NAOS employees strive to make NAOS a success by taking ownership of their tasks and responsibilities. Most employees are also owners of NAOS.

### GIVE BACK

As a company, we have committed to the Pledge 1% global movement; that is, to pledge 1% of our revenue, time and knowledge to movements and missions that matter. We want to make a difference and aim to contribute to economic, social and environmental change.

## OUR INVESTMENT BELIEFS



### VALUE WITH LONG-TERM GROWTH

We believe in investing in businesses where the earnings today are not a fair reflection of what the same business will earn over the longer term. Ultimately, this earnings growth can be driven by many factors including revenue growth, margin growth, cost cutting, acquisitions and even share buybacks. The end result is earnings growth over a long-term investment horizon, even if the business was perceived to be a value-type business at the time of the initial investment.



### QUALITY OVER QUANTITY

Excessive diversification, or holding too many investments, may be detrimental to overall portfolio performance. We believe it is better to approach each investment decision with conviction. In our view, to balance risk and performance most favourably, the ideal number of quality companies in each portfolio would generally be 0 to 20.



### INVEST FOR THE LONG TERM

As investors who are willing to maintain perspective by taking a patient and disciplined approach, we believe we will be rewarded over the long term. If our investment thesis holds true, we persist. Many of our core investments have been held for three or more years, where management execution has been consistent and the value proposition is still apparent.



### MANAGEMENT ALIGNMENT

We believe in backing people who are proven and aligned with their shareholders. One of the most fundamental factors consistent across the majority of company success stories in our investment universe is a high-quality, proven management team with 'skin in the game'. NAOS Directors and employees are significant holders of shares on issue across our strategies, so the interests of our shareholders are well aligned with our own.



### IGNORE THE INDEX

This means we are not forced holders of stocks with large index weightings that we are not convinced are attractive investment propositions. We actively manage each investment to ensure the best outcome for our shareholders and only invest in companies that we believe will provide excellent, sustainable long-term returns.



### PURE EXPOSURE TO INDUSTRIALS

With the big four banks making up a large proportion of total domestic equity holdings for the SMSF investor group, many Australian investors are at risk of being overexposed to one sector and may be missing out on opportunities to invest in quality companies in industries such as media, advertising, agriculture or building materials. Australian listed industrial companies outside the ASX 50 are our core focus and we believe the LICs we manage provide pure access to these companies, which may be lesser known by the broader investment community.



### PERFORMANCE VS. LIQUIDITY FOCUS

We believe in taking advantage of inefficient markets. The perceived risk associated with low liquidity (or difficulty buying or selling large positions) combined with investor short-termism presents an opportunity to act based purely on the long-term value proposition where the majority may lose patience and move on. Illiquidity is often caused by aligned founders or management having significant holdings in a company. NAOS benefits from a closed-end LIC structure, which means we do not suffer 'redemption risk' and we can focus on finding quality, undervalued businesses regardless of their liquidity profile.



### ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

As an investment manager, NAOS recognises and accepts its duty to act responsibly and in the best interests of shareholders. We believe that a high standard of business conduct and a responsible approach to environmental, social and governance (ESG) factors is associated with a sustainable business model over the longer term that benefits not only shareholders but also the broader economy. NAOS is a signatory to the UN-supported Principles for Responsible Investment (PRI) and is guided by these principles in incorporating ESG into its investment practices.



### CONSTRUCTIVE ENGAGEMENT

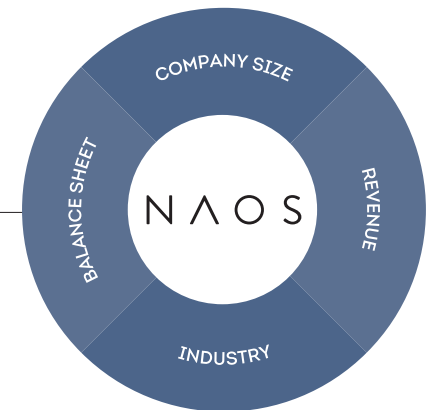
NAOS are not activist investors; due to our investment approach it is common for NAOS to establish a substantial shareholding in a company with a long-term (5 years+) investment horizon.

This approach allows us to supportively engage with the boards and/or management teams of our portfolio holdings.

Examples of constructive engagement where the NAOS investment team look to add value:

- Growth capital if/when required
- Messaging and communications
- Capital management decisions
- Company strategy
- Board composition

# OUR INVESTMENT PROCESS



INVESTMENT UNIVERSE SCREEN CRITERIA			
TOTAL ASX-LISTED COMPANIES*		2,285	
INVESTMENT UNIVERSE FUNNEL	-255	<b>COMPANY SIZE</b>	Remove: ASX Top 50, <\$10m Market Cap
	-321	<b>REVENUE</b>	Remove: No Substantial Revenue
	-779	<b>INDUSTRY</b>	Remove: Industries in structural long-term decline and not conducive to long-term growth ESG Negative Screen: Tobacco, Gambling, Nuclear and Uranium, Controversial Weapons, Coal Mining Operations, Oil and Gas Production
	-606	<b>BALANCE SHEET</b>	Remove: Unsustainable Debt Levels
COMPANIES IN THE NAOS UNIVERSE		324	
INVESTMENT CRITERIA	<b>MANAGEMENT &amp; CULTURE</b>		<b>COMPANY</b>
	What is the management team's industry experience and what is its track record on results, integrity and transparency?		✓
	What ownership levels (shareholder alignment) does the management team have?		✓
	What is the staff turnover level and what does this say about business loyalty among employees?		✓
	What ethical standards do employees have?		✓
	Does the business's culture promote a 'shortcut' mentality?		✓
	Is there a company-wide desire to be an industry leader?		✓
	<b>VALUATION, GROWTH &amp; MARGIN OF SAFETY</b>		
	Does the company have a moat from competition (patents, assets, monopolies, uniqueness, pricing power)?		✓
	Is this company moat increasing over time?		✓
	Is the business scalable without incurring large increases in overheads?		✓
	Is the industry growing (demographic, technological, cyclical and consumer trends)?		✓
	Is there an obvious margin of safety (earnings quality, multiple, cash levels, growth runway)?		✓
	What is its free cash flow generation history and potential (capex levels, operating costs etc.)?		✓
	What is its balance sheet flexibility (cash reserves, undrawn debt, hard assets, liability obligations)?		✓
	Is the business growing organically (does it have avenues for internal growth)?		✓
	What are the trends in the company's return on invested capital (ROIC) and future potential?		✓
	Are there catalysts that can drive an increase in the share price?		✓
	<b>ENVIRONMENTAL, SOCIAL &amp; GOVERNANCE (ESG)</b>		
	Does the company comply with our ESG Framework?		✓
	Adequate answer provided to the NAOS ESG Questionnaire?		✓
NAOS ACTIVE INVESTMENT UNIVERSE WATCHLIST		50-80	
LISTED INVESTMENT COMPANY	0-20	ASX:NCC NAOS EMERGING OPPORTUNITIES COMPANY LIMITED	
		NCC generally invests in 0-20 ASX-listed <b>MICRO-CAP</b> industrial companies with a target market cap of <\$250m	

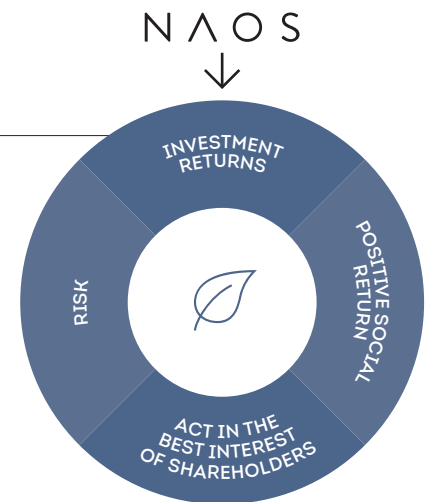
## OUR ESG PROCESS

### 01 OUR COMMITMENT TO RESPONSIBLE INVESTMENT

As an investment manager, NAOS recognises and accepts its duty to act responsibly and in the best interests of shareholders. We believe that a high standard of business conduct and a responsible approach to environmental, social and governance (ESG) factors is associated with a sustainable business model over the longer term that benefits not only shareholders but also the broader economy.

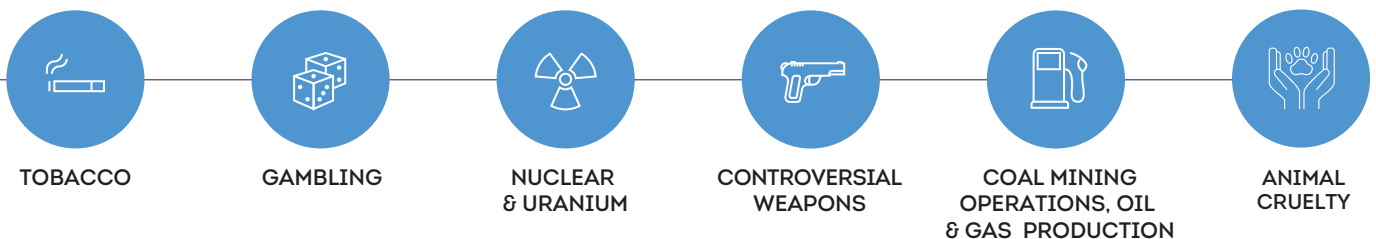
We recognise the material impacts that ESG factors can have on investment returns and risk, and also the wider implications for achieving a positive social return.

NAOS is a signatory to the United Nations-supported Principles for Responsible Investment (PRI) and is guided by these principles in incorporating ESG into its investment practices.



### 02 NEGATIVE SCREENS

NAOS systematically excludes investing in specific industries and companies that do not align with our responsible investment goals.



### 03 ESG FRAMEWORK

The types of ESG factors we consider are represented by the following, although from time to time we will consider factors outside this group.



### 04 THE INCORPORATION OF ESG AND COMPANY QUESTIONNAIRE

The incorporation of ESG considerations into the investment process applies across all NAOS investments and involves regular discussions and engagement with companies over material ESG issues.

ESG considerations rest at the core of the NAOS investment process. While the investment team screens all prospective investments on an ESG basis, NAOS also ensures that all its investee companies abide by the same principles. NAOS seeks to ensure investee companies are acting in a responsible manner, are setting clear targets and are having a positive impact on their respective stakeholders (i.e. employees, clients, community). Their impact on the environment is foremost among these priorities. As part of this process, NAOS has continued to evolve its ESG questionnaire it provides to all investee companies. This questionnaire provides NAOS with transparent, consistent and granular data on how these companies are both performing and improving upon these focus points.



## COMPANIES MAKING A DIFFERENCE

# Objective

OBJECTIVE CORPORATION  
LIMITED (ASX: OCL)

OCL completed the NAOS ESG  
questionnaire during FY21.

**6+ YEARS**

NAOS first invested

**\$1.64B**

OCL's market capitalisation  
as at 30 June 2021

OCL is an Australian developer and  
provider of software and related IT  
services to regulated industries



*"Our values guide how we treat ourselves, each other, and our customers. We respect each other. We do as we say. We do the right thing."*

(Excerpt from Objective Corporation's  
stated company values)

### HOW IS OCL MAKING A DIFFERENCE?

The following examples were provided by Objective Corporation.



#### Environmental:

- Objective Corporation has implemented a Formal Environmental Policy, advising employees, clients and suppliers of their legal obligations regarding energy and water use, emissions and waste reduction.
- All Objective Corporation's primary offices have programs in place that monitor and report on energy use for each premises.
- Objective Corporation has implemented a waste management policy with >50% generated waste being recycled.



#### Social:

- Objective Corporation has achieved Great Place to Work (GPTW) recognition through independent assessment of company policies, practices and programs that contribute to workplace culture. Objective Corporation offers professional development and leadership courses to all staff as well as making free counselling services available through its Objective Cares program to foster staff wellbeing.
- Objective Corporation participates in initiatives to celebrate equality and/or raise awareness of important issues, such as International Women's Day and Men's Health Week.
- Community participation and sponsorship, such as the support for women in sport at the Eastlake Football Club and support for vulnerable children and families at the Manawatu Jets basketball team in New Zealand.



#### Governance:

- Should a Board vacancy or consideration for a new Board member exist, the Board will apply skills-based selection criteria to Board appointments. Diversity and complementarity of skillsets are considered. The Board will seek advice from an external consultant where necessary.
- All new Directors will take part in an induction program to educate new Directors on the Company's business. Directors are given access to opportunities to update and enhance their skills and knowledge.
- The CEO and CFO are significant stockholders in Objective Corporation.
- Objective Corporation has a Balance and Belonging Employee Policy, with the goal to avoid mono-cultural teams. Objective is committed to avoiding discrimination and hiring strictly based on skills.
- Women now represent 28.6% of the workforce and 18.8% of management positions. Objective Corporation is firmly committed to Equal Employment Opportunities (EEO) in all aspects of its people management practices, policies and procedures.



#### Areas for improvement:

- Implement a community engagement or development programs.
- Ensure future inclusion of female participation on the Objective Corporation Board.
- Include ESG factors in the formal business Mission Statement.

## HOW IS EXP MAKING A DIFFERENCE?

The following examples were provided by Experience Co.



### Environmental:

- The group has established procedures whereby compliance with environmental regulations is managed.
- The group is accredited with several environmental organisations, such as the Australian-based Planet Safe Partnership and Advanced Ecotourism via Ecotourism Australia.
- Company-wide initiatives have been implemented to reduce the Group's environmental impact, e.g. aircraft fleet upgrades focusing on minimisation of noise and carbon emissions.
- The group plans to have more of its boats powered by renewables.
- All USBs and plastic bags have been removed from skydiving drop zones.
- Specialised pilot training is being delivered to ensure flight plans include fuel efficiency and noise reduction measures.
- All official branded merchandise is created by AS Colour, a company that takes pride in its Responsible Sourcing Program.



### Social:

- Initiatives for social value include the CEO Skydive for mental health, which raises funds for Black Dog Institute.
- A skydiving partnership has been established with Stellar Experiences to provide experiences and outings for young people living with disability.
- EXP is working with the Mars Family Foundation with a focus on reef regeneration.
- Dreamtime cruise boats are now supporting indigenous rangers and local Indigenous communities.
- EXP is currently building a new pontoon on the Great Barrier Reef, which will be powered by renewable energy.



### Governance:

A formal governance statement is in place and is adhered to.

- Diversity is encouraged and the group recognises the value of diverse perspectives.
- Female board participation is 20%.
- Alignment of the board is ~ 33%.
- The EXP Board is majority independent.
- The board has a remuneration and nomination committee that identifies suitable candidates with appropriate skills, experience, expertise and diversity to ensure the board is able to discharge its mandate effectively.



### Areas for improvement:

- Implement a waste management policy.
- Offer carbon offset to customers for Skydive Australia to be implemented in the future.
- Provide disability access for all businesses.



EXPERIENCE CO. (ASX: EXP)

Experience Co. completed the NAOS ESG questionnaire during FY21.

## 2 YEARS

NAOS Core Investment

## \$166M

EXP market capitalisation as at 30 June 2021

EXP is an adventure tourism company



*"As an outdoor adventure and tourism company, the Group is committed to protecting and minimising the impact on the environment, promoting environmental best practice operations and to achieving maximum sustainability."*

(Excerpt from Experience Co.'s Corporate Governance Statement)

## OUR TEAM

### SEBASTIAN EVANS

*Chief Investment Officer  
and Managing Director*



Sebastian is a Director of NAOS Emerging Opportunities Company Limited (ASX: NCC), NAOS Small Cap Opportunities Company Limited (ASX: NSC), NAOS Ex-50 Opportunities Company Limited (ASX: NAC) and has held the positions of Chief Investment Officer (CIO) and Managing Director of NAOS Asset Management Limited, the Investment Manager, since 2010. Sebastian is the CIO across all investment strategies.

Sebastian holds a Master of Applied Finance (MAppFin) majoring in investment management as well as a Bachelor of Commerce majoring in finance and international business, a Graduate Diploma in Management from the Australian Graduate School of Management (AGSM) and a Diploma in Financial Services.

### BRENDAN YORK

*Portfolio Manager*



Brendan joined NAOS in July 2021 as a Portfolio Manager. Brendan has over 19 years' finance, accounting and M&A experience. Most recently Brendan had a 15-year career with ASX-listed marketing services business Enero Group Limited in finance roles and ultimately as CFO and Company Secretary for a nine-year period. Prior to that, Brendan spent four years at KPMG.

Brendan is a chartered accountant and holds a Bachelor of Business Administration and a Bachelor of Commerce from Macquarie University.

### NELSON DE MESTRE

*Associate Analyst*



Nelson joined NAOS as an associate analyst in July 2020. He has a Bachelor of Commerce from the University of Sydney and is in the process of completing an honours program.

### ROBERT MILLER

*Portfolio Manager*



Robert joined NAOS in September 2009 as an investment analyst. Robert has been a portfolio manager since November 2014 and is currently Portfolio Manager across all NAOS LICs: NAOS Emerging Opportunities Company Limited (ASX: NCC), NAOS Small Cap Opportunities Company Limited (ASX: NSC) and NAOS Ex-50 Opportunities Company Limited (ASX: NAC).

Robert holds a Bachelor of Business from the University of Technology, Sydney. Robert also holds a Master of Applied Finance (MAppFin) from the Financial Services Institute of Australasia/Kaplan.

### JARED TILLEY

*Senior Investment Analyst*



Jared joined NAOS in April 2021 as a Senior Investment Analyst. Jared has over 14 years' financial services experience. Most recently Jared was an investment analyst at Contact Asset Management and prior to that spent nine years at Colonial First State.

Jared holds a Bachelor of Commerce majoring in accounting and finance, from the University of Notre Dame, Sydney, and is a CFA Charterholder.

### JULIE COVENTRY

*ESG Officer*



Julie joined NAOS in November 2012 as Compliance Officer and in January 2021, commenced the role of ESG Officer.

Prior to joining NAOS, Julie worked within the compliance and performance teams at BZW Investment Management, Commonwealth Bank, Colonial First State and QBE.

Julie holds a Bachelor of Business majoring in finance and economics from the University of Technology, Sydney, and she also holds a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia.



**RICHARD PREEDY**

*Chief Financial and Operating Officer*

Richard joined NAOS in October 2015 as Chief Financial and Operating Officer. Richard has over 14 years' financial services experience in the UK and Australia, beginning his career in London with Deloitte & Touche before relocating to Sydney in 2013.

Richard holds a BA (Hons) in Business Management from the University of Sheffield, is a fully qualified Chartered Accountant and is a member of the Governance Institute of Australia.



**ANGELA ZAMMIT**

*Marketing and Communications Manager*

Angela joined NAOS in May 2020 in the capacity of Marketing and Communications Manager.

Prior to joining NAOS, Angela held marketing roles for companies in both Australia and the UK, including SAI Global, American Express, Citibank, and Arete Marketing.

Angela holds a Bachelor of Communications majoring in advertising and marketing from the University of Canberra.



**JULIA O'BRIEN**

*Business Development Manager*

Julia joined NAOS in September 2015 in the capacity of Business Development Manager.

Prior to joining NAOS, Julia held various client relationship roles within the financial services industry in Australia and the UK, including roles at Macquarie Bank and most recently with Deutsche Bank.

Julia holds a Bachelor of Business majoring in accounting from the University of Technology, Sydney, and she also holds a Graduate Diploma in Applied Finance from Kaplan.



**RAJIV SHARMA**

*Head of Legal and Compliance*

Rajiv is Head of Legal and Compliance at NAOS and holds a Bachelor of Laws (First Class Honours), a Bachelor of Business (accounting major) and a Graduate Diploma in Legal Practice from the University of Technology, Sydney.

Rajiv has over 11 years' experience, having most recently held senior legal roles at Custom Fleet, part of Element Fleet Management Group (TSX: EFN) and Magellan Financial Group (ASX: MFG). He has also previously worked at law firms Johnson Winter & Slattery and Clayton Utz.

Rajiv is a member of the Law Society of New South Wales, an Associate of the Governance Institute of Australia and is admitted to the Supreme Court of New South Wales and the High Court of Australia.



**NINA DUNN**

*Business Development Manager*

Nina Dunn joined NAOS in July 2020 as Business Development Manager.

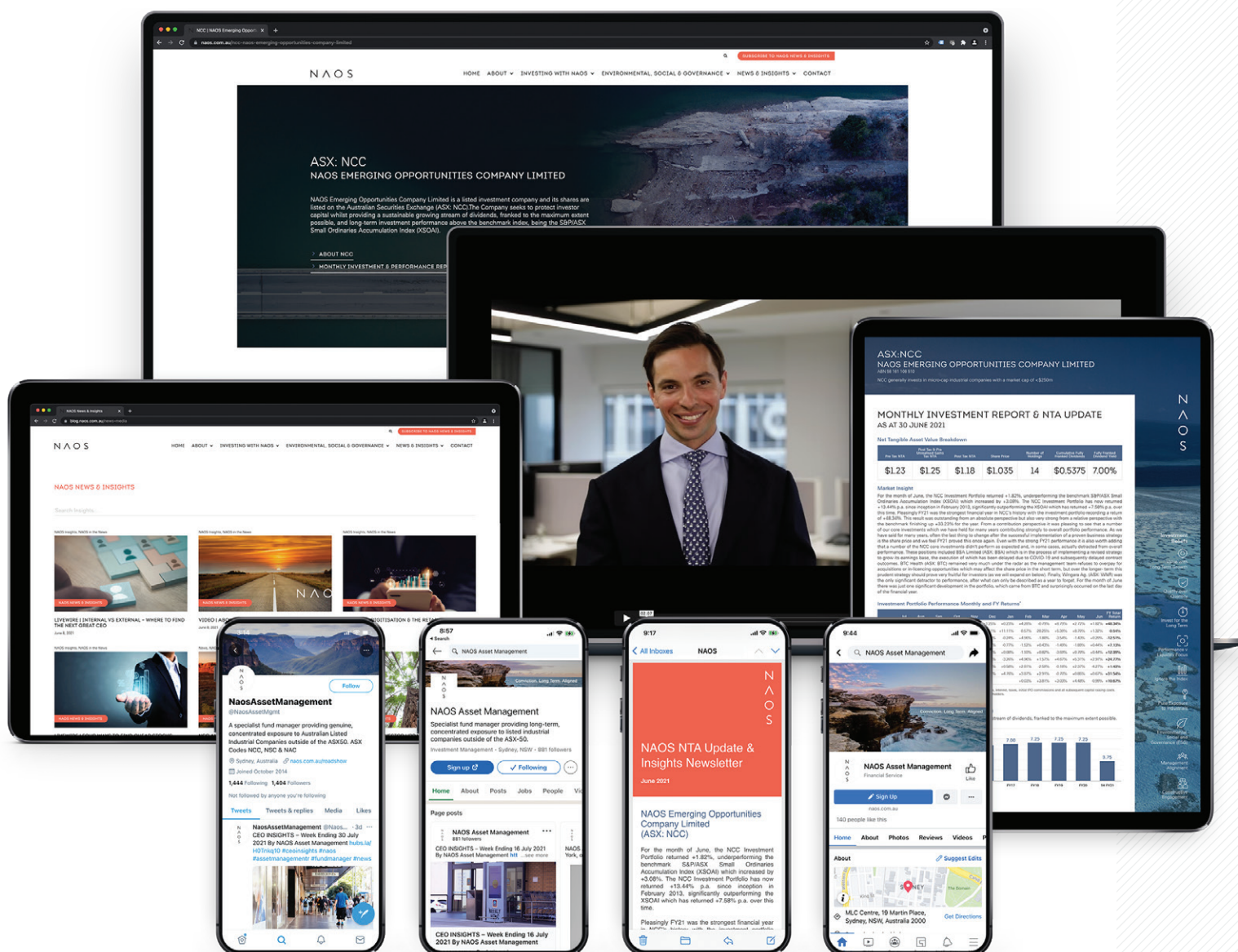
Prior to joining NAOS, Nina worked as the Director of Marketing at Morrow Sodali. Nina has spent much of her career in the funds management industry, working in senior investor relations and marketing roles for Wilson Asset Management, Ellerston Capital and Select Asset Management.

Nina has a Bachelor of Arts (Business) from the University of Sydney and a Graduate Diploma in Financial Markets from the Financial Services Institute of Australia (FINSIA).



# SHAREHOLDER COMMUNICATIONS

NAOS Asset Management is committed to keeping all shareholders up to date. We endeavour to produce timely updates and relevant communications throughout the financial year. We also welcome shareholder feedback, so please email any feedback or suggestions to [enquiries@naos.com.au](mailto:enquiries@naos.com.au)



## NAOS GIVING BACK

To be caretakers of the next generation we must actively support positive change. Supporting our commitment to ESG issues, NAOS Asset Management (the management company) donates 1% of recurring revenue to the community and the environment.

NAOS is proud to be supporting:



Healthy, productive landscapes where people and nature thrive



Together, we're returning the bush to good health



RFDS, dedicated to providing health care to Australians in remote communities



Supporting children aged 8–18 years, living in families impacted by mental illness



## CORPORATE GOVERNANCE STATEMENT

The Board of NAOS Emerging Opportunities Company Limited is committed to achieving and demonstrating the highest standards of corporate governance. As such, the Company has adopted what it believes to be appropriate corporate governance policies and practices having regard to its size and the nature of its activities.

The Board has adopted the ASX Corporate Governance Principles and Recommendations, which are complemented by the Company's core principles of honesty and integrity. The corporate governance policies and practices adopted by the Board are outlined in the Corporate Governance section of the Company's website ([www.naos.com.au/corporate-governance](http://www.naos.com.au/corporate-governance)).

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## DIRECTORS' REPORT

The Directors present their report together with the financial report of NAOS Emerging Opportunities Company Limited (the "Company") for the year ended 30 June 2021.

### COMPANY INFORMATION

The Company is a listed investment company ("LIC") and its shares are listed on the Australian Securities Exchange. The Company has outsourced its investment management function to NAOS Asset Management Limited (ACN 107 624 126) (Australian Financial Services Licence No. 273529) (the Investment Manager).

### PRINCIPAL ACTIVITIES

The Company invests primarily in a concentrated portfolio of Australian listed equities that are not included in the S&P/ASX 100 Accumulation Index with the objective of providing investors with genuine exposure to emerging industrial companies, with a long-term value focus.

### DIRECTORS AND OFFICERS

The following persons held office as Directors of the Company during or since the end of the financial year.

#### Directors

Name	Appointment date	Period of office
David Rickards (Independent Chairman)	20 November 2012	20 November 2012 – present
Warwick Evans	6 November 2012	6 November 2012 – present
Sebastian Evans	6 November 2012	6 November 2012 – present
Sarah Williams	31 January 2019	31 January 2019 – present

The qualifications and experience of each person who has been a Director of the Company at any time since 1 July 2020 are provided below.

### DIRECTORS' INFORMATION

#### David Rickards, Independent Chairman

David Rickards has been a Director and Chairman of the Company since its inception. David is also a Director of NAOS Small Cap Opportunities Company Limited (ASX: NSC) and Chairman of NAOS Ex-50 Opportunities Company Limited (ASX: NAC). He is also Co-founder of Social Enterprise Finance Australia Limited (Sefa) and until recently, he was a director and treasurer of Bush Heritage Australia.

David has over 25 years of equity market experience, most recently as an executive director at Macquarie Group where David was head of equities research globally, as well as equity strategy since 1989 until he retired in mid-2013. David was also a consultant for the financial analysis firm Barra International.

David holds a Master of Business Administration from the University of Queensland majoring in accounting and finance. He also has a Bachelor of Engineering (Civil Engineering) and a Bachelor of Engineering (Structural Engineering) from the University of Sydney, and a Bachelor of Science (Pure Mathematics and Geology).

#### Warwick Evans, Non-independent Director

Warwick Evans has been a Director of the Company since its inception. Warwick is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC), NAOS Small Cap Opportunities Company Limited (ASX: NSC) and NAOS Asset Management Limited, the Investment Manager.

Warwick has over 35 years of equity market experience, most notably as Managing Director for Macquarie Equities (globally) from 1991 to 2001, and as an executive director for Macquarie Group. He was founding Chairman and CEO of the Newcastle Stock Exchange (NSX) and was also Chairman of the Australian Stockbrokers Association. Prior to these positions, Warwick was an executive director at County NatWest.

Warwick holds a Bachelor of Commerce from the University of New South Wales majoring in economics.

## DIRECTORS INFORMATION (CONTINUED)

### Sebastian Evans, Non-independent Director

Sebastian Evans has been a Director of the Company since its inception. Sebastian is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC), NAOS Small Cap Opportunities Company Limited (ASX: NSC) and has held the positions of Chief Investment Officer (CIO) and Managing Director of NAOS Asset Management Limited, the Investment Manager since 2010.

Sebastian is the CIO across all investment strategies. He holds a Master of Applied Finance (MAppFin) majoring in investment management as well as a Bachelor of Commerce majoring in finance and international business, a Graduate Diploma in Management from the Australian Graduate School of Management (AGSM) and a Diploma in Financial Services.

### Sarah Williams, Independent Director

Sarah Williams was appointed an Independent Director during January 2019. Sarah is also a Director of NAOS Ex-50 Opportunities Company Limited (ASX: NAC).

Sarah has over 25 years' experience in executive management, leadership, IT and risk management in the financial services and IT industries. Most recently, Sarah was an executive director at Macquarie Group and Head of IT for the group's asset management, investment banking and leasing businesses. During her 18-year tenure at Macquarie Group, she also led the Risk and Regulatory Change team and the Equities IT team and developed the IT M&A capability. Sarah has also held senior roles with JP Morgan and PricewaterhouseCoopers in London.

Sarah has been a director of charitable organisations, including Cure Cancer Australia Foundation and Make a Mark Australia. Sarah holds an honours degree in engineering physics from Loughborough University and has also studied at the Harvard Business School.

## COMPANY SECRETARY

The following persons held office as Company Secretary during or since the end of the year.

Name	Appointment date	Period of office
Sebastian Evans	10 July 2019	10 July 2019 – present
Rajiv Sharma	12 March 2021	12 March 2021 – present
Laura Newell	10 July 2019	10 July 2019 – 12 March 2021

## COMPANY SECRETARY INFORMATION

### Rajiv Sharma (Appointed 12 March 2021)

Rajiv is Head of Legal and Compliance at NAOS Asset Management and holds a Bachelor of Laws (First Class Honours), a Bachelor of Business (Accounting major) and a Graduate Diploma in Legal Practice from the University of Technology, Sydney. Rajiv has over 11 years' experience, having most recently held senior legal roles at Custom Fleet, part of Element Fleet Management Group (TSX: EFN), and Magellan Financial Group (ASX: MFG). He has also previously worked at law firms Johnson Winter & Slattery and Clayton Utz.

Rajiv is a member of the Law Society of New South Wales, an Associate of the Governance Institute of Australia and is admitted to the Supreme Court of New South Wales and the High Court of Australia.

## MEETINGS OF DIRECTORS

The following table shows the number of Board meetings held during the financial year ended 30 June 2021.

### Year ended 30 June 2021

	Eligible to attend	Attended
Mr David Rickards (Chairman)	13	13
Mr Warwick Evans (Director)	13	13
Mr Sebastian Evans (Director)	13	13
Ms Sarah Williams (Director)	13	13

## DIRECTORS' REPORT

Continued

### REVIEW OF OPERATIONS

The Company's operating profit before tax for the year ended 30 June 2021 was \$27,786,352 (30 June 2020: operating loss before tax of \$1,322,532), and operating profit for the year after tax was \$20,664,304 (30 June 2020: operating loss after tax of \$597,948). The profit for the year is primarily attributable to the performance of the investment portfolio, which delivered a return of +48.34% for the year, significantly outperforming the benchmark S&P/ASX Small Ordinaries Accumulation Index, which returned +33.23% for the financial year, in an exceptionally strong year for domestic equities.

The post-tax Net Tangible Asset (NTA) value per share of the Company has increased from \$0.96 to \$1.18 over the year, which was mainly driven by the performance of the investment portfolio. After adjusting for the 7.25 cents of fully franked dividends paid to shareholders during the year, the NTA return was +30.47%.

During the year, the Company completed the issue of \$23.0 million of listed, redeemable, unsecured convertible notes (ASX: NCCGA) with a maturity date of 30 September 2028. The convertible notes pay an interest rate of 4.50% per annum until the first step-up date of 30 September 2026 and are convertible into ordinary shares at a conversion price of \$1.15.

The 1-for-4 bonus options, which were listed under the code (ASX: NCCOB) expired on 29 June 2021. During the year, 10.8 million options were exercised and converted into ordinary shares, increasing total shares on issue to 72,952,814 as at 30 June 2021.

Please refer to the Investment Manager's Review on page 11 for further information regarding the performance of the Company.

### FINANCIAL POSITION

The Net Tangible Asset value of the Company as at 30 June 2021 was \$86,292,581 (2020: \$59,018,880). Further information on the financial position of the Company is included in the Chairman's Letter.

### DIVIDENDS PAID OR PAYABLE

Year ended 30 June 2021	Dividend rate (cents per share)	Total \$ amount	% franked	Date of payment
2020 final dividend (declared 20 August 2020)	3.50	2,162,465	100%	21 October 2020
2021 interim dividend (declared 18 February 2021)	3.75	2,630,808	100%	23 April 2021
		<b>4,793,273</b>		
Year ended 30 June 2020	Dividend rate (cents per share)	Total \$ amount	% franked	Date of payment
2019 final dividend (declared 22 August 2019)	3.50	2,126,127	100%	23 October 2019
2020 interim dividend (declared 20 February 2020)	3.75	2,316,917	100%	31 March 2020
		<b>4,443,044</b>		

Since 30 June 2021, the Board has declared a final dividend of 3.75 cents per share, fully franked, to be paid on 25 October 2021.

### SIGNIFICANT CHANGES IN STATE OF AFFAIRS

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

### SUBSEQUENT EVENTS

On 19 August 2021, the Company declared a fully franked dividend of 3.75 cents per share.

Other than the matters described above, there has been no matter or circumstances occurring subsequent to the end of the year that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

### LIKELY DEVELOPMENTS

The Company will be managed in accordance with the Constitution and its investment objectives.

## ENVIRONMENTAL REGULATION AND PERFORMANCE

The operations of the Company are not subject to any particular or significant environmental regulation under a law of the Commonwealth or of a State or Territory. There have been no known significant breaches of any other environmental requirements applicable to the Company.

## INDEMNIFICATION OF DIRECTORS, OFFICERS AND AUDITORS

During the financial year, the Company paid premiums in respect of contracts insuring the Directors against a liability incurred as a director or executive officer to the extent permitted by the Corporations Act 2001 (Cth). The contracts of insurance prohibit disclosure of the nature of the liability and the amount of the premiums.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability as such an officer or auditor.

## NON-AUDIT SERVICES

During the year, Deloitte Touche Tohmatsu, the Company's auditor, performed other services in addition to their statutory duties for the Company as disclosed in Note 12 to the financial statements.

The Board is satisfied that the provision of other services during the year is compatible with the general standard of independence of auditors imposed by the Corporations Act 2001. The Directors are satisfied that the services disclosed in Note 12 did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the Board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- The nature of the services provided do not compromise the general principles relating to the auditor independence in accordance with APES 110 Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

## AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act 2001 is set out on page 34.

## REMUNERATION REPORT – AUDITED

The Directors of the Company present the Remuneration Report to shareholders. The report is a requirement under section 300A (1) of the Corporations Act 2001 and covers the following information:

- the Board's policy for determining the nature and amount of remuneration of Directors and other key management personnel (if any) of the Company;
- a discussion of the relationship between such policy and the Company's performance; and
- the details of the remuneration of the Directors and other management personnel (if any).

### Remuneration of Directors

The Board from time to time determines remuneration of Non-Executive Directors within the maximum amount approved by shareholders. This is the only remuneration that Directors are entitled to.

Payments to Directors reflect the demands and responsibilities of their roles and are reviewed annually by the Board. The Company determines remuneration levels and ensures they are competitively set to attract and retain appropriately qualified and experienced Directors.

Directors' base fees are set at a maximum of \$100,000 per annum and Directors do not receive bonuses. The maximum fees paid to Directors may not be increased without approval from the Company at a general meeting.



**DIRECTORS' REPORT**

Continued

**REMUNERATION REPORT – AUDITED (CONTINUED)****Remuneration of Directors (Continued)**

Directors' remuneration received for the year ended 30 June 2021 and the year ended 30 June 2020 is disclosed below.

	Short-term employee benefits Directors' fees \$	Post- employment benefit superannuation \$	Total \$
<b>30 June 2021</b>			
Mr David Rickards (Chairman)	31,963	3,037	35,000
Mr Warwick Evans (Director)	9,132	868	10,000
Ms Sarah Williams (Director)	13,699	1,301	15,000
Mr Sebastian Evans (Director)	–	–	–
	<b>54,794</b>	<b>5,206</b>	<b>60,000</b>

	Short-term employee benefits Directors' fees \$	Post- employment benefit superannuation \$	Total \$
<b>30 June 2020</b>			
Mr David Rickards (Chairman)	31,963	3,037	35,000
Mr Warwick Evans (Director)	9,132	868	10,000
Ms Sarah Williams (Director)	13,699	1,301	15,000
Mr Sebastian Evans (Director)	–	–	–
	<b>54,794</b>	<b>5,206</b>	<b>60,000</b>

Mr Sebastian Evans is remunerated by the Investment Manager and is currently not entitled to Director's remuneration from the Company.

**Interests in Shares and Options of the Company**

During the financial year ended 30 June 2021 and the year ended 30 June 2020, the relevant interests of the Directors and their related parties in the shares and bonus options of the Company were:

Ordinary shares Year ended 30 June 2021	Opening balance No of shares	Acquired No of shares	Sold No of shares	Closing balance No of shares
Mr David Rickards (Chairman)	789,804	240,779	–	1,030,583
Mr Warwick Evans (Director)	2,230,690	472,846	–	2,703,536
Mr Sebastian Evans (Director)	1,254,496	2,938,198	(2,885,004)	1,307,690
Ms Sarah Williams (Director)	15,000	514	–	15,514

Ordinary shares Year ended 30 June 2020	Opening balance No of shares	Acquired No of shares	Sold No of shares	Closing balance No of shares
Mr David Rickards (Chairman)	738,566	51,238	–	789,804
Mr Warwick Evans (Director)	2,092,635	138,055	–	2,230,690
Mr Sebastian Evans (Director)	1,230,256	540,799	(516,559)	1,254,496
Ms Sarah Williams (Director)	–	15,000	–	15,000

## REMUNERATION REPORT – AUDITED (CONTINUED)

## Interests in Shares and Options of the Company (continued)

Bonus options Year ended 30 June 2021	Opening balance No of bonus options	Acquired No of bonus options	Exercised No of bonus options	Closing balance No of bonus options
Mr David Rickards (Chairman)	184,641	–	(184,641)	–
Mr Warwick Evans (Director)	443,673	–	(443,673)	–
Mr Sebastian Evans (Director)	941,036	1,932,148	(2,873,184)	–
Ms Sarah Williams (Director)	–	–	–	–

Bonus options Year ended 30 June 2020	Opening balance No of bonus options	Acquired No of bonus options	Exercised No of bonus options	Closing balance No of bonus options
Mr David Rickards (Chairman)	184,641	–	–	184,641
Mr Warwick Evans (Director)	523,158	–	(79,485)	443,673
Mr Sebastian Evans (Director)	307,563	1,659,708	(1,026,235)	941,036
Ms Sarah Williams (Director)	–	–	–	–

## Consequences of Company Performance on Shareholder Wealth

The following table summarises Company performance and Directors' remuneration. Directors' fees are not linked to the Company's performance.

	2021	2020	2019	2018	2017
Operating profit/(loss) after tax (\$)	20,664,304	(597,948)	(7,507,390)	4,124,365	4,586,174
Fully franked dividends (cents per share)	7.50	7.25	7.25	7.25	7.00
NTA after tax (\$ per share)	1.18	0.96	1.04	1.23	1.24
Total Directors' remuneration (\$)	60,000	60,000	51,250	45,000	45,000
Number of Directors	4	4	4	3	3
Shareholders' equity (\$)	86,292,581	59,018,880	62,130,841	73,679,945	73,177,104

End of Remuneration Report (Audited).

Signed in accordance with a resolution of Directors of the Company made pursuant to Section 298 (2) of the Corporations Act 2001.



**Sebastian Evans**  
Director

19 August 2021

## AUDITOR'S INDEPENDENCE DECLARATION



Deloitte Touche Tohmatsu  
A.C.N. 74 490 121 060

Level 2, Brindabella Business Park  
8 Brindabella Circuit  
Canberra ACT 2609 Australia

Tel: +61 (0) 2 6263 7000  
Fax: +61 (0) 2 6263 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

The Board of Directors  
NAOS Emerging Opportunities Company Limited  
Level 34, MLC Centre  
19 Martin Place  
Sydney NSW 2000

19 August 2021

Dear Directors,

### NAOS Emerging Opportunities Company Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the Directors of NAOS Emerging Opportunities Company Limited.

As lead audit partner for the audit of the financial statements of NAOS Emerging Opportunities Company Limited for the financial year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely

DELOITTE TOUCHE TOHMATSU

DELOITTE TOUCHE TOHMATSU

David Salmon  
Partner  
Chartered Accountants

## INDEPENDENT AUDITOR'S REPORT



Deloitte Touche Tohmatsu  
A.C.N. 74 490 121 060

Level 2, Brindabella Business Park  
8 Brindabella Circuit  
Canberra ACT 2609 Australia

Tel: +61 (0) 2 6263 7000  
Fax: +61 (0) 2 6263 7001  
www.deloitte.com.au

### Independent Auditor's Report to the Members of NAOS Emerging Opportunities Company Limited

#### Report on the Audit of the Financial Report

##### Opinion

We have audited the financial report of NAOS Emerging Opportunities Company Limited (the "Company"), which comprises the statement of financial position as at 30 June 2021, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of NAOS Emerging Opportunities Company Limited is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

##### Basis for Opinion

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

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

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

##### Key Audit Matters

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

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><b><u>Valuation and existence of financial assets held at fair value through profit or loss</u></b></p> <p>As at 30 June 2021, the Company's listed equity securities held at fair value through profit or loss totalled circa \$111 million as disclosed in Notes 7 and 17.</p> <p>Whilst there is not significant judgement in determining the valuation of Company's financial assets held at fair value through profit or loss, these represent the most significant driver of the Company's revenue and its performance.</p> <p>The fluctuations in financial assets valuation also impacts the realised and unrealised gains/(losses) recognised in the statement of profit or loss and other comprehensive income, which in turn also affects the current and deferred tax provisions.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>evaluating key controls in place at the outsourced service providers (i.e. administrator and custodian) in relation to the valuation and existence of financial assets at fair value through profit or loss, including any exceptions noted;</li> <li>agreeing on a sample basis, the valuation of listed equity securities to an independent pricing source;</li> <li>agreeing on a sample basis, the investment holdings to the external custodian's holdings statement; and</li> <li>reperforming a reconciliation of the financial assets balance for the year, including the 1 July 2020 investment balance, purchases, sales, other relevant transactions and the 30 June 2021 investment balance.</li> </ul> <p>We also assessed the appropriateness of the disclosures in Notes 7 and 17 to the financial statements.</p>

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## INDEPENDENT AUDITOR'S REPORT

Continued

*Other Information*

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of the Directors for the Financial Report*

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

In preparing the financial report, directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

*Auditor's Responsibility for the Audit of the Financial Report*

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

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

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

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

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



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

#### **Report on the Remuneration Report**

##### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 31 to 33 of the Directors' Report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of NAOS Emerging Opportunities Company Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

##### *Responsibilities*

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

DELOITTE TOUCHE TOHMATSU

DELOITTE TOUCHE TOHMATSU

A handwritten signature in cursive script that reads "David Salmon".

David Salmon  
Partner  
Chartered Accountants  
Canberra, 19 August 2021

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2021

	Note	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
<b>Income</b>	3	29,653,030	23,088
<b>Expenses</b>			
Management fees	16	(977,705)	(812,462)
Interest on convertible notes	9	(218,342)	—
Administration fees		(65,818)	(62,067)
Directors' remuneration		(60,000)	(60,000)
ASX fees		(65,469)	(59,644)
Auditor's remuneration	12	(52,400)	(45,000)
Custody fees		(47,407)	(35,119)
Registry fees		(78,522)	(71,075)
Company secretarial fees		(31,900)	(31,900)
Other expenses from ordinary activities		(269,115)	(168,353)
<b>Profit/(Loss) before income tax expense</b>		<b>27,786,352</b>	<b>(1,322,532)</b>
Income tax (expense)/benefit	4(a)	(7,122,048)	724,584
<b>Profit/(Loss) for the year attributable to shareholders of the Company</b>		<b>20,664,304</b>	<b>(597,948)</b>
Other comprehensive income, net of tax		—	—
<b>Total comprehensive income/(loss) for the year attributable to shareholders of the Company</b>		<b>20,664,304</b>	<b>(597,948)</b>
<b>Basic and diluted earnings (cents per share)</b>	18	<b>31.73</b>	<b>(0.98)</b>

The accompanying notes to the financial statements should be read in conjunction with this statement.



## STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2021

	Note	As at 30 June 2021 \$	As at 30 June 2020 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	13	1,280,423	346,794
Trade and other receivables	6	555,082	249,742
Financial assets at fair value through profit or loss	7	111,050,270	55,414,903
<b>Total current assets</b>		<b>112,885,775</b>	<b>56,011,439</b>
<b>Non-current assets</b>			
Deferred tax assets	4 (b)	914,793	3,466,424
<b>Total non-current assets</b>		<b>914,793</b>	<b>3,466,424</b>
<b>Total assets</b>		<b>113,800,568</b>	<b>59,477,863</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	8	572,076	408,298
Provision for income tax		–	50,685
<b>Total current liabilities</b>		<b>572,076</b>	<b>458,983</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	4 (c)	4,570,373	–
Borrowings	9	22,365,538	–
<b>Total non-current liabilities</b>		<b>26,935,911</b>	<b>–</b>
<b>Total liabilities</b>		<b>27,507,987</b>	<b>458,983</b>
<b>Net assets</b>		<b>86,292,581</b>	<b>59,018,880</b>
<b>Equity</b>			
Issued capital	10	77,465,260	66,062,592
Profits reserve	11 (a)	34,991,286	19,120,253
Accumulated losses	11 (b)	(26,163,965)	(26,163,965)
<b>Total equity</b>		<b>86,292,581</b>	<b>59,018,880</b>

The accompanying notes to the financial statements should be read in conjunction with this statement.

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2021

	Issued capital \$	Profits reserve \$	Accumulated losses \$	Total equity \$
<b>Balance at 1 July 2019</b>	<b>64,133,561</b>	<b>9,654,623</b>	<b>(11,657,343)</b>	<b>62,130,841</b>
Loss for the year	–	–	(597,948)	(597,948)
Transfer to profits reserve	–	13,908,674	(13,908,674)	–
Dividends paid	–	(4,443,044)	–	(4,443,044)
Share options exercised	1,790,391	–	–	1,790,391
Shares issued under DRP	138,640	–	–	138,640
Purchase of shares on market for DRP	(427,994)	–	–	(427,994)
DRP shares allotted	427,994	–	–	427,994
<b>Balance at 30 June 2020</b>	<b>66,062,592</b>	<b>19,120,253</b>	<b>(26,163,965)</b>	<b>59,018,880</b>
<b>Balance at 1 July 2020</b>	<b>66,062,592</b>	<b>19,120,253</b>	<b>(26,163,965)</b>	<b>59,018,880</b>
Profit for the year	–	–	20,664,306	20,664,306
Transfer to profits reserve	–	20,664,306	(20,664,306)	–
Dividends paid	–	(4,793,273)	–	(4,793,273)
Share options exercised	11,016,542	–	–	11,016,542
Shares issued under DRP	386,126	–	–	386,126
Purchase of shares on market for DRP	(192,817)	–	–	(192,817)
DRP shares allotted	192,817	–	–	192,817
<b>Balance at 30 June 2021</b>	<b>77,465,260</b>	<b>34,991,286</b>	<b>(26,163,965)</b>	<b>86,292,581</b>

The accompanying notes to the financial statements should be read in conjunction with this statement.

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2021

	Note	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
<b>Cash flows from operating activities</b>			
Payments for purchase of investments		(70,986,902)	(30,060,809)
Proceeds from sale of investments		42,805,700	32,800,927
Dividends received		2,202,696	951,548
Interest received		29,074	7,828
Interest paid		–	(258)
Management fees paid		(914,076)	(819,014)
Directors' remuneration paid		(60,000)	(60,000)
Income tax paid		(502,773)	(1,503,556)
Administration and tax service fees paid		(75,874)	(73,854)
Custody fees paid		(38,549)	(30,642)
Audit fees paid		(50,985)	(52,233)
Registry fees paid		(75,248)	(78,521)
ASX fees paid		(65,469)	(88,582)
Company secretarial fees paid		(31,900)	(31,900)
Other payments		(242,736)	(172,698)
<b>Net cash (used in)/provided by operating activities</b>	13 (b)	<b>(28,007,042)</b>	<b>788,236</b>
<b>Cash flows from financing activities</b>			
Dividends paid net of amounts reinvested		(4,230,150)	(3,851,607)
Purchase of shares on market for DRP		(192,817)	(427,994)
Share options exercised		11,016,542	1,790,391
Net proceeds from issue of convertible notes		22,347,096	–
<b>Net cash provided by/(used in) financing activities</b>		<b>28,940,671</b>	<b>(2,489,210)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>933,629</b>	<b>(1,700,974)</b>
Cash and cash equivalents at the beginning of the year		346,794	2,047,768
<b>Cash and cash equivalents at the end of the year</b>	13 (a)	<b>1,280,423</b>	<b>346,794</b>
<b>Non-cash activities - Dividend reinvestment</b>		<b>386,126</b>	<b>138,640</b>

The accompanying notes to the financial statements should be read in conjunction with this statement.

# NOTES TO THE FINANCIAL STATEMENTS

## GENERAL INFORMATION

NAOS Emerging Opportunities Company Limited (the "Company") is a public company listed on the Australian Securities Exchange (ASX: NCC) registered and domiciled in Australia. The Company was constituted on 6 November 2012 and commenced operations on 22 February 2013.

The registered office and principal place of business of the Company is Level 34 MLC Centre, 19 Martin Place, Sydney NSW 2000.

NAOS Asset Management Limited (the "Investment Manager") is the Investment Manager for the Company. The financial statements were authorised for issue by the Directors on 19 August 2021.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

### a) Basis of Preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements and interpretations of the Australian Accounting Standards Board (the "AASB"), and the Corporations Act 2001 in Australia. For the purposes of preparing financial statements, the Company is a for-profit entity.

This general purpose financial report has been prepared on an accruals basis using historical cost convention, except for the revaluation of investments in financial assets and liabilities, which have been measured at fair value through profit or loss.

During the current year, the Company altered its presentation of Statement of Financial Position from liquidity basis to current and non-current assets, and current and non-current liabilities classifications.

The preparation of financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on the historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources.

### b) Prior Year Comparatives

Comparative information has been disclosed in respect of the previous period for amounts reported in the financial statements. Where the presentation or classification of items in the financial statements is amended, the comparative amounts have been reclassified to conform with current year presentation.

### c) Statement of Compliance

The financial report of the Company, comprising the financial statements and notes thereto, complies with Australian Accounting Standards as issued by the Australian Accounting

Standards Board ("AASB") and International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board (the "IASB").

### d) Reporting Currency

All amounts are presented in Australian dollars as the functional and presentational currency of the Company.

### e) Going Concern Basis

This financial report has been prepared on a going concern basis.

### f) Revenue and Income Recognition

#### Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Net gains/(losses) on financial instruments held at fair value through profit or loss arising on a change in fair value are calculated as the difference between the fair value at the period end and the fair value at the previous valuation point. Net gains/(losses) also include realised gains/(losses) and do not include interest or dividend income.

#### Dividends

Dividend income is recognised on the ex-dividend date with the corresponding foreign withholding tax recorded as an expense.

#### Interest Income

Interest income is recognised on a time proportionate basis taking into account the effective yield on the financial assets.

### g) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

### h) Investments in Financial Instruments

Investments in financial instruments, as defined by AASB 132 'Financial Instruments: Presentation', are categorised in accordance with AASB 9 "Financial Instruments". This classification is determined by the investment strategy of the Company. The classification of each financial instrument is re-evaluated at each financial period end.

#### (i) Initial recognition, measurement and derecognition

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

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit or Loss and Other Comprehensive Income.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### h) Investments in Financial Instruments (continued)

#### (i) Initial recognition, measurement and derecognition (continued)

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

#### (ii) Classification and Subsequent Measurement

##### *Financial Assets and Liabilities held at Fair Value through Profit or Loss*

Subsequent to initial recognition, all financial assets and liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the “financial assets or financial liabilities at fair value through profit or loss” category are presented in the Statement of Profit or Loss or Other Comprehensive Income within net gains/(losses) on financial instruments held at fair value through profit or loss in the period in which they arise.

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the reporting date without any deduction for estimated future selling costs. The quoted market price used for financial assets and liabilities held by the Company is the current close price.

##### *Financial Liabilities*

Financial liabilities include trade and other payables, tax payable and borrowings. Non-derivative financial liabilities are subsequently measured at amortised cost, comprising original debt less principal payments and amortisation.

##### *Compound Financial Instruments*

Compound financial instruments issued by the Company comprise convertible notes which are able to be converted to share capital at the option of the noteholder, and the number of shares to be issued will not vary with the changes in their fair value. The liability component of a compound financial instrument is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised at the difference between fair value of the compound financial instrument as a whole and the fair value of the liability component. All directly attributable transaction costs are allocated to the liability and equity component on a proportional basis.

After initial recognition, the liability component of the compound financial instrument will be measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured after initial recognition.

Interest, dividends, losses and gains relating to the financial liability are recognised in profit or loss. Distributions to the equity holders are recognised against equity, net of any tax benefit.

##### *Impairment of Financial Assets*

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets excluding investments that are measured at fair value through profit and loss. The amount of ECL is updated at each reporting date to reflect changes in credit risk

since initial recognition of the respective financial instruments. The ECL on these financial assets are estimated using a provision matrix based on the Company’s historical credit loss experience, adjusted for factors that are specific to debtors, general economic conditions at the reporting date, including time value of money where appropriate.

The Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instruments has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The amount of the impairment loss will be recognised in the Statement of Profit or Loss and Other Comprehensive Income.

### i) Expenses

All expenses, including the Investment Manager’s fees, are recognised in the Statement of Profit or Loss and Other Comprehensive Income on an accruals basis.

### j) Receivables

Receivables may include amounts for dividends, interest, trust distributions and amounts due from brokers. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the reporting date from the time of last payment in accordance with the policy set out in Note 1(f) above. Receivables also include such items as Reduced Input Tax Credits (RITC).

### k) Payables

Trade and other payables are recognised when the Company becomes obliged to make future payments resulting from the purchase of goods and services. Payables include liabilities, amounts due to brokers and accrued expenses owed by the Company which are unpaid as at the end of the reporting period.

### l) Taxation

The income tax expense comprises current tax and movements in deferred tax.

Current income tax expense/(benefit) is the tax payable/(receivable) on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Current and deferred tax expense/(benefit) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity. Deferred tax assets and liabilities are ascertained based on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS

Continued

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### l) Taxation (continued)

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantially enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profits will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, and where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

#### m) Dividends

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

#### n) Share Capital

Ordinary shares are classified as equity. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effect.

#### o) Profits Reserve

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

#### p) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the amount of GST is not recoverable from the taxation authority, it is recognised as part of acquisition of an asset or part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable, to the tax authority is included as part of receivables or payables. Cash flows are included in the Statement of Cash Flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

#### q) Earnings per Share

Basic earnings per share are calculated by dividing the net profit attributable to shareholders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the period.

Diluted earnings per share are calculated by dividing the net profit attributable to shareholders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares and potential ordinary shares (options) outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the period.

#### r) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the accounting policies, management are required to make judgements, estimates and assumptions about carrying values of some assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Income Tax

The Company has recognised deferred tax assets relating to tax losses of \$857,331 as at 30 June 2021. The utilisation of deferred tax assets depends on the ability of the Company to generate future taxable profits. The Company considers that it is probable that future taxable profits will be available to utilise those deferred tax assets. This assessment is supported by the Investment Manager's long-term performance and profitability. New information may become available that may cause the Company to change its judgement regarding calculation of tax balances, and such changes will impact the profit or loss in the period that such determination is made.

## 2. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

### New or Amended Accounting Standards and Interpretations Adopted in the Current Period

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period. These Standards and Interpretations did not have a material impact on these financial statements.

### New Standards and Interpretations Not yet Adopted

There are no new Accounting Standards or Interpretations applicable that would have a material impact for the Company.

### 3. INCOME

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
Net gains/(losses) on financial instruments held at fair value through profit or loss	27,543,024	(1,076,100)
Interest income	29,074	5,126
Dividend income	2,060,932	1,094,062
Other income	20,000	–
<b>Total income</b>	<b>29,653,030</b>	<b>23,088</b>

### 4. INCOME TAX

#### (a) Income Tax Expense

The prima facie tax on profit before income tax is reconciled to the income tax expense as follows:

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
Prima facie income tax expense/(benefit) calculated at 26%	7,224,452	(363,697)
Less the tax effect of:		
Imputation credit gross up	245,386	94,284
Franking credit offset	(943,792)	(342,849)
Non assessable non-exempt amounts	595,958	(112,322)
Prior year under provision	44	–
	<b>7,122,048</b>	<b>(724,584)</b>
Effective tax rate	26%	55%

The Company assessed that it is a base rate entity for the year ended 30 June 2021 and hence the reduced company tax rate of 26% is applied to all income tax related balances.

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
Current tax liability	–	50,685
Income tax paid	–	527,065
Prior year under provision	44	–
Change in deferred tax liabilities	4,570,373	–
Change in deferred tax assets	2,551,631	(1,302,334)
	<b>7,122,048</b>	<b>(724,584)</b>

#### b) Deferred Tax Assets

	As at 30 June 2021 \$	As at 30 June 2020 \$
Unrealised losses on investments	–	3,431,063
Tax losses	857,331	–
Accruals	18,570	7,479
Capitalised share issue and placement costs	38,892	27,882
	<b>914,793</b>	<b>3,466,424</b>



## NOTES TO THE FINANCIAL STATEMENTS

Continued

## 4. INCOME TAX (CONTINUED)

## b) Deferred Tax Assets (continued)

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
<b>Movement in deferred tax assets</b>		
Balance at the beginning of the period	3,466,424	2,164,090
Credited to the Statement of Profit or Loss and Other Comprehensive Income	(3,419,972)	1,308,993
Tax losses	857,331	–
Capitalised share issue and placement costs	11,010	(6,659)
<b>At reporting date</b>	<b>914,793</b>	<b>3,466,424</b>

## (c) Deferred Tax Liabilities

	As at 30 June 2021 \$	As at 30 June 2020 \$
<b>Temporary differences in relation to:</b>		
Unrealised gains on investments	4,570,373	–
	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
<b>Movement in deferred tax liabilities</b>		
Balance at the beginning of the year	–	–
Charged/(credited) to the Statement of Profit or Loss and Other Comprehensive Income	4,570,373	–
<b>At reporting date</b>	<b>4,570,373</b>	<b>–</b>

## 5. DIVIDEND PAID OR PAYABLE

Year ended 30 June 2021	Dividend rate (cents per share)	Total \$ amount	% franked	Date of payment
2020 final dividend (declared 20 August 2020)	3.50	2,162,465	100%	21 October 2020
2021 interim dividend (declared 18 February 2021)	3.75	2,630,808	100%	23 April 2021
		<b>4,793,273</b>		

Year ended 30 June 2020	Dividend rate (cents per share)	Total \$ amount	% franked	Date of payment
2019 final dividend (declared 22 August 2019)	3.50	2,126,127	100%	23 October 2019
2020 interim dividend (declared 20 February 2020)	3.75	2,316,917	100%	31 March 2020
		<b>4,443,044</b>		

Dividends payable as at 30 June 2021 were \$102,686 (2020: \$118,506).

## 5. DIVIDEND PAID OR PAYABLE (CONTINUED)

### Dividend Franking Information

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
Franking credits available for shareholders from previous financial periods	356,654	195,541
Impact on the franking account of dividends paid during the year	(1,684,123)	(1,685,292)
Impact on the franking account of dividends received during the year	943,790	342,849
Impact on franking account of income tax paid during the year	502,773	1,503,556
<b>Franking account balance at reporting date</b>	<b>119,094</b>	<b>356,654</b>

The Company's ability to continue to pay franked dividends is dependent upon the receipt of franked dividends from investments and the payment of tax.

## 6. TRADE AND OTHER RECEIVABLES

	As at 30 June 2021 \$	As at 30 June 2020 \$
GST receivable	60,211	22,033
Unsettled trades receivable	–	55,770
Prepayments	42,077	29,425
Dividend receivable	750	142,514
Income tax receivable	452,044	–
<b>Total</b>	<b>555,082</b>	<b>249,742</b>

Receivables are non-interest bearing and unsecured. Outstanding trades i.e. 'Unsettled trades receivable' are on the terms operating in the securities industry, which usually require settlement within two days of the date of the transaction. None of the receivables are past due or impaired at the end of the reporting period (2020: Nil).

## 7. INVESTMENTS IN FINANCIAL INSTRUMENTS

### Financial Assets at Fair Value Through Profit or Loss

	As at 30 June 2021 \$	As at 30 June 2020 \$
Investment in listed equity securities	111,050,270	55,414,903
<b>Total financial assets at fair value through profit or loss</b>	<b>111,050,270</b>	<b>55,414,903</b>

### Financial Liabilities at Fair Value Through Profit or Loss

There were no financial liabilities at fair value through profit or loss as at 30 June 2021 (2020: Nil).

### Disclosed Fair Values

For all financial instruments other than those measured at fair value, their carrying value approximates fair value.

## NOTES TO THE FINANCIAL STATEMENTS

Continued

## 8. TRADE AND OTHER PAYABLES

	As at 30 June 2021 \$	As at 30 June 2020 \$
Auditors remuneration payable	30,838	13,545
Management fee payable	127,337	63,708
Unsettled trades payable	40,353	184,984
Dividend payable	102,686	118,506
Other payables	270,862	27,555
<b>Total</b>	<b>572,076</b>	<b>408,298</b>

Payables are non-interest bearing and unsecured. Unsettled trades are on the terms operating in the securities industry, which usually require settlement within two days of the date of the transaction.

## 9. BORROWINGS

During the year, the Company completed the issue of 230,000 listed convertible notes (ASX: NCCGA). The notes have a total face value of \$23 million, carrying a 7-year term and interest entitlement of 4.50% p.a. Interest is paid half-yearly on 31 March and 30 September. The maturity date of the convertible notes is 30 September 2028. Terms of the notes are regulated under a trust deed between the Company and Melbourne Securities Corporation Limited. As of 30 June 2021, a total of \$218,342 in interest is payable.

	As at 30 June 2021 \$	As at 30 June 2020 \$
Opening balance of convertible notes	–	–
Add face value of convertible notes	23,000,000	–
Less issue costs	(652,904)	–
Add amortisation of costs for the period	18,442	–
<b>Total</b>	<b>22,365,538</b>	<b>–</b>

## 10. ISSUED CAPITAL

	30 June 2021		30 June 2020	
	No. of shares	\$	No. of shares	\$
Issued and paid-up capital – ordinary shares	72,952,814	77,465,260	61,784,395	66,062,592

Detailed provisions relating to the rights attaching to the shares are set out in the Company's Constitution and the Corporations Act 2001. The detailed provisions relating to the rights attaching to shares under the Constitution and the Corporations Act 2001 are summarised below.

Each share will confer on its holder:

- the right to receive notice of and to attend general meetings of the Company and to receive all financial statements, notices and documents required to be sent to them under the Constitution and the Corporations Act 2001;
- the right to vote at a general meeting of shareholders (whether present in person or by any representative, proxy or attorney) on a show of hands (one vote per shareholder) and on a poll (one vote per Share) subject to the rights and restrictions on voting which may attach to or be imposed on shares (at present there are none);
- the right to receive dividends;
- the right to receive, in kind, the whole or any part of the Company's property in a winding up, subject to the rights of a liquidator of the Company (with consent of members by special resolution); and
- subject to the Corporations Act 2001 and the ASX Listing Rules, shares are fully transferable.

## 10. ISSUED CAPITAL (CONTINUED)

### Movements in Ordinary Share Capital

Date	Details	No. of shares	\$
1 July 2019	Opening balance	59,905,339	64,133,561
	Shares issued under DRP	123,830	138,640
	DRP shares allotted	443,959	427,994
	Purchase of shares on market for DRP	(443,959)	(427,994)
	Shares issued due to options exercise	1,755,226	1,790,391
30 June 2020	Closing balance	61,784,395	66,062,592

Date	Details	No. of shares	\$
1 July 2020	Opening balance	61,784,395	66,062,592
	Shares issued under DRP	367,935	386,126
	DRP shares allotted	198,106	192,817
	Purchase of shares on market for DRP	(198,106)	(192,817)
	Shares issued due to options exercise	10,800,484	11,016,542
30 June 2021	Closing balance	72,952,814	77,465,260

During the 2019 financial year, the Company made a 1-for-4 Bonus Option Issue to eligible shareholders. These bonus options were listed on the ASX under the code ASX: NCCOB and gave the optionholder the right to acquire new ordinary shares at a price of \$1.02 per share. A total of 12,555,922 bonus options were exercised prior to their expiry on 29 June 2021.

## 11. PROFITS RESERVE AND ACCUMULATED LOSSES

### a) Profits Reserve

	As at 30 June 2021 \$	As at 30 June 2020 \$
Balance at the beginning of the year	19,120,253	9,654,623
Transfer to profits reserve	20,664,306	13,908,674
Dividends paid	(4,793,273)	(4,443,044)
<b>Balance at reporting date</b>	<b>34,991,286</b>	<b>19,120,253</b>

To the extent possible under the Corporations Act 2001 and applicable tax laws, the profits reserve is preserved for future dividend payments.

### b) Accumulated Losses

	As at 30 June 2021 \$	As at 30 June 2020 \$
Balance at the beginning of the year	(26,163,965)	(11,657,343)
Transfer to profits reserve	(20,664,306)	(13,908,674)
Profit/(loss) for the year attributable to members of the Company	20,664,306	(597,948)
<b>Balance at reporting date</b>	<b>(26,163,965)</b>	<b>(26,163,965)</b>

## NOTES TO THE FINANCIAL STATEMENTS

Continued

## 12. AUDITOR'S REMUNERATION

During the year, the following fees were paid or payable for services provided by the auditor, its related parties and non-audit-related services:

	Year ended 30 June 2021 \$	Year ended 30 June 2020 \$
<b>Audit and other assurance services – Deloitte Touche Tohmatsu</b>		
Audit and review of financial reports	46,900	45,000
Agreed upon procedures on issue of convertible notes	5,500	–
<b>Total remuneration for audit and other assurance services</b>	<b>52,400</b>	<b>45,000</b>
<b>Taxation services</b>		
Tax compliance services	4,500	4,500
<b>Total remuneration for non-audit services</b>	<b>4,500</b>	<b>4,500</b>
<b>Total remuneration</b>	<b>57,065</b>	<b>49,500</b>

## 13. CASH AND CASH EQUIVALENTS

## a) Components of Cash and Cash Equivalents

	As at 30 June 2021 \$	As at 30 June 2020 \$
Cash at bank	1,280,423	346,794

## b) Reconciliation of Net Profit for the Year to Net Cash provided by Operating Activities

	As at 30 June 2021 \$	As at 30 June 2020 \$
<b>Profit/(loss) for the year attributable to shareholders after tax</b>	<b>20,664,304</b>	<b>(597,948)</b>
<b>Adjustments for:</b>		
Change in value of financial assets designated at fair value through profit or loss	(55,635,367)	3,546,620
Income tax expense/(benefit) recognised in the Statement of Profit or Loss and Other Comprehensive Income	7,122,048	(724,584)
Income tax paid	(502,773)	(1,503,557)
Amortisation expense on convertible notes	18,442	–
<b>Change in assets and liabilities:</b>		
Decrease in trade and other receivables	146,704	492,144
Increase/(decrease) in trade and other payables	179,600	(424,439)
<b>Net cash (used in)/provided by operating activities</b>	<b>(28,007,042)</b>	<b>788,236</b>

## 14. KEY MANAGEMENT PERSONNEL

## a) Key Management Personnel Compensation

The remuneration of the Company's key management personnel and their related entities for the year ended 30 June 2021 was \$60,000 (2020: \$60,000).

There were no shares or bonus options granted during the reporting period as compensation to the Directors (2020: Nil). Transactions with related parties have taken place at arm's length and in the ordinary course of business.

## 14. KEY MANAGEMENT PERSONNEL (CONTINUED)

## b) Related Party Shareholdings

*NAOS Asset Management Limited*

The Company has outsourced its investment management function to NAOS Asset Management Limited. As at 30 June 2021, NAOS Asset Management Limited holds 855,000 shares (1.17%) (2020: 803,000 shares (1.30%)) in the Company, and no bonus options (2020: 855,842).

Other than the disclosure at Note 16 there were no transactions entered into by the Company with other entities also managed by the key management personnel.

*Holdings of Shares by Key Management Personnel*

During the year, the relevant interests of the Directors and their related parties in the shares of the Company were as follows:

Ordinary shares Year ended 30 June 2021	Opening balance No of shares	Acquired No of shares	Sold No of shares	Closing balance No of shares
Mr David Rickards (Chairman)	789,804	240,779	–	1,030,583
Mr Warwick Evans (Director)	2,230,690	472,846	–	2,703,536
Mr Sebastian Evans (Director)	1,254,496	2,938,198	(2,885,004)	1,307,690
Ms Sarah Williams (Director)	15,000	514	–	15,514

Ordinary shares Year ended 30 June 2020	Opening balance No of shares	Acquired No of shares	Sold No of shares	Closing balance No of shares
Mr David Rickards (Chairman)	738,566	51,238	–	789,804
Mr Warwick Evans (Director)	2,092,635	138,055	–	2,230,690
Mr Sebastian Evans (Director)	1,230,256	540,799	(516,559)	1,254,496
Ms Sarah Williams (Director)	–	15,000	–	15,000

*Holdings of Bonus Options by Key Management Personnel*

During the year, the relevant interests of the Directors and their related parties in the bonus options of the Company were as follows:

Bonus options Year ended 30 June 2021	Opening balance No of bonus options	Acquired No of bonus options	Exercised No of bonus options	Closing balance No of bonus options
Mr David Rickards (Chairman)	184,641	–	(184,641)	–
Mr Warwick Evans (Director)	443,673	–	(443,673)	–
Mr Sebastian Evans (Director)	941,036	1,932,148	(2,873,184)	–
Ms Sarah Williams (Director)	–	–	–	–

Year ended 30 June 2020	Opening balance No of bonus options	Acquired No of bonus options	Exercised No of bonus options	Closing balance No of bonus options
Mr David Rickards (Chairman)	184,641	–	–	184,641
Mr Warwick Evans (Director)	523,158	–	(79,485)	443,673
Mr Sebastian Evans (Director)	307,563	1,659,708	(1,026,235)	941,036
Ms Sarah Williams (Director)	–	–	–	–



## NOTES TO THE FINANCIAL STATEMENTS

Continued

### 14. KEY MANAGEMENT PERSONNEL (CONTINUED)

#### c) Other Transactions Within the Company

Apart from those details disclosed in this note, no other key management personnel have entered into a material contract with the Company during the financial year and there were no material contracts involving key management personnel's interests existing at year end.

### 15. SEGMENT INFORMATION

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

### 16. RELATED PARTY INFORMATION

Transactions with related parties have taken place at arm's length and in the ordinary course of business.

#### Management Fees

In return for the performance of its duties, the Investment Manager of the Company is entitled to be paid a monthly management fee equal to 0.104% (excluding GST) of the gross value of the portfolio calculated on the last business day of each month representing an annualised management fee of 1.25% (excluding GST) per annum of the average gross value of the portfolio. At its discretion and subject to shareholder approval, the Investment Manager may elect to be paid in shares.

The following management fees were paid or payable to the Investment Manager during the year ended 30 June 2021:

- Management fees of \$977,705 (2020: \$812,462) (excluding RITC\*) were incurred during the year.
- Management fees payable at 30 June 2021 were \$127,337 (2020: \$63,708) (including RITC\*).

\*RITC – Reduced Input Tax Credit on GST of 75%.

#### Performance Fees

In the event that the portfolio outperforms the Benchmark Index (being the S&P/ASX Small Ordinaries Accumulation Index), the Company must pay the Investment Manager a performance fee equal to 15% (excluding GST) per annum of the amount the portfolio outperforms the Benchmark Index. No performance fee is payable if the portfolio underperforms the Benchmark Index. Any underperformance to the Benchmark Index is carried forward to future performance calculation periods and must be recouped before the Investment Manager is entitled to a performance fee. At its discretion and subject to shareholder approval, the Investment Manager may elect to receive the performance fee in shares. No performance fees were paid or payable to the Investment Manager during the year ended 30 June 2021 (2020: Nil).

In addition, for the year ended 30 June 2021 the Investment Manager was paid total fees of \$89,000 for the provision of company secretarial, administrative, financial and accounting services under the terms of a services agreement (2020: \$89,000).

### 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risks arising from holding financial instruments are inherent in the Company's activities. These risks are managed through a process of ongoing identification, measurement and monitoring. The Company is exposed to credit risk, liquidity risk and market risk.

Financial instruments of the Company comprise investments in financial assets held for the purpose of generating a return on the investment made by shareholders. In addition, the Company also holds cash and cash equivalents, and other financial instruments such as trade debtors and creditors, which arise directly from the operations of the Company. The responsibility for identifying and controlling the risks that arise from these instruments is that of the Investment Manager of the Company.

The method used to measure the risks reflects the expected impact on the performance of the Company as well as the assets attributable to shareholders of the Company resulting from reasonably possible changes in the relevant risk variables. Information regarding the Company's risk exposure is prepared and monitored by the Investment Manager against established investment mandate limits. These mandate limits reflect the investment strategy and market environment of the Company as well as the level of risk the Company is willing to accept. Information about these risk exposures at reporting date is disclosed below.

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### a) Credit Risk

Credit risk represents the risk that the Company will incur financial loss as a result of a failure by a counterparty to discharge a contractual obligation to a financial instrument. The Investment Manager monitors the credit worthiness of counterparties on an ongoing basis and evaluates the credit quality of all new counterparties before engaging them.

The maximum exposure to credit risk on financial assets, excluding investments of the Company which have been recognised in the Statement of Financial Position, is the carrying amount net of any provision for impairment of those assets.

The Investment Manager is responsible for ensuring that counterparties are of sufficient quality to minimise any individual counterparty credit risk. The majority of the Company's receivables arise from unsettled trades at year end which are settled two days after trade date. Engaging with counterparties via the Australian Securities Exchange facilitates the Company in both mitigating and managing its credit risk. The exposure to credit risk for cash and cash equivalents is considered to be low as all counterparties (National Australia Bank) have a rating of A or higher.

None of the assets exposed to a credit risk are overdue or considered to be impaired.

### b) Market Risk

Market risk is the risk that the fair value of future cash flows will fluctuate due to changes in market variables such as interest rates, foreign exchange rates, equity prices and other price risks and liquidity. Market risk is managed and monitored on an ongoing basis by the Investment Manager.

By its nature, as a listed investment company that invests in tradeable securities, the Company will always be subject to market risk as it invests its capital in securities which are not risk free as the market price of these securities can fluctuate.

#### (i) Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments. The unsecured, redeemable convertible notes that were issued on 15 April 2021 pay a fixed rate of 4.50% per annum, payable half-yearly on 31 March and 30 September each year until 30 September 2026.

The Company's exposure to interest rate is set out in the following table:

	Floating interest rate \$	Non-interest bearing \$	Total \$
<b>30 June 2021</b>			
<b>Assets</b>			
Cash and cash equivalents	1,280,423	–	1,280,423
Trade and other receivables	–	555,082	555,082
Financial assets at fair value through profit or loss	–	111,050,270	111,050,270
<b>Total assets</b>	<b>1,280,423</b>	<b>111,605,352</b>	<b>112,885,775</b>
<b>Liabilities</b>			
Trade and other payables	–	572,076	572,076
<b>Total liabilities</b>	<b>–</b>	<b>572,076</b>	<b>572,076</b>
<b>Net exposure</b>	<b>1,280,423</b>	<b>111,033,276</b>	<b>112,313,699</b>

## NOTES TO THE FINANCIAL STATEMENTS

Continued

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## b) Market Risk (continued)

## (i) Interest Rate Risk (continued)

	Floating interest rate \$	Non-interest bearing \$	Total \$
<b>30 June 2020</b>			
<b>Assets</b>			
Cash and cash equivalents	346,794	–	346,794
Trade and other receivables	–	249,742	249,742
Financial assets at fair value through profit or loss	–	55,414,903	55,414,903
<b>Total assets</b>	<b>346,794</b>	<b>55,664,645</b>	<b>56,011,439</b>
<b>Liabilities</b>			
Trade and other payables	–	408,298	408,298
<b>Total liabilities</b>	<b>–</b>	<b>408,298</b>	<b>408,298</b>
<b>Net exposure</b>	<b>346,794</b>	<b>55,256,347</b>	<b>55,603,141</b>

The sensitivity analyses below have been determined based on the Company's exposure to interest rates at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period, in the case of instruments that have floating interest rates. A 25 basis-point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible changes in interest rates.

	Change in basis points increase/ (decrease)	Impact on operating profit/Net assets attributable to shareholders (\$)
<b>30 June 2021</b>		
AUD interest rate	25bps/(25bps)	3,201/(3,201)
<b>30 June 2020</b>		
AUD interest rate	25bps/(25bps)	867/(867)

## (ii) Price Risk

Price risk is the risk that the fair value of investments decreases 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 stock or factors affecting all instruments in the market. Price risk is managed by monitoring compliance with established investment mandate limits. All securities present a risk of loss of capital. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments. Possible losses from equities sold short can be unlimited.

As at 30 June 2021, a 10% sensitivity would have had an impact in the Company's Statement of Profit or Loss and Other Comprehensive Income and net assets attributable to shareholders as shown in the table below.

	Impact on operating profit/Net assets attributable to shareholders	
	–10% \$	+10% \$
30 June 2021	(11,105,027)	11,105,027
30 June 2020	(5,541,490)	5,541,490

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## b) Market Risk (continued)

## (ii) Price Risk (continued)

The Company's industry sector weighting of the investment portfolio as at the reporting date is set out below.

Industry	% of Portfolio	
	30 June 2021	30 June 2020
Financials	22.14%	13.25%
Industrials	18.55%	19.91%
Travel & Leisure	13.56%	7.71%
Construction Materials	10.87%	9.21%
Commercial & Professional Services	10.59%	16.31%
Information Technology	10.20%	0.00%
Healthcare	4.99%	10.11%
Agriculture	4.68%	14.03%
Real Estate	4.42%	2.06%
Media	0.00%	7.41%
	<b>100%</b>	<b>100%</b>

## c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company's major cash payments are the purchase of securities and dividends paid to shareholders, the levels of which are managed by the Board and the Investment Manager.

The Company's cash receipts depend upon the level of sales of securities, dividends and interest received, the exercise of options or other capital management initiatives that may be implemented by the Board from time to time.

The Investment Manager monitors the Company's cash-flow requirements daily by reference to known sales and purchases of securities, dividends and interest to be paid or received. Should these decrease by a material amount, the Company can alter its cash outflows as appropriate. The assets of the Company are largely in the form of tradeable securities, which (if liquidity is available), can be sold on the market if necessary.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period from 30 June 2021 and 30 June 2020 to the contractual maturity date.

	Less than 1 year \$	1 year to 2 years \$	2 to 5 years \$	More than 5 years \$	Total \$	Carrying amount \$
<b>30 June 2021</b>						
Trade and other payables	572,076	–	–	–	572,076	572,076
Borrowings	–	–	–	23,000,000	23,000,000	22,365,538
<b>Total</b>	<b>572,076</b>	<b>–</b>	<b>–</b>	<b>23,000,000</b>	<b>23,572,076</b>	<b>22,937,614</b>
	Less than 1 year \$	1 year to 2 years \$	2 to 5 years \$	More than 5 years \$	Total \$	Carrying amount \$
<b>30 June 2020</b>						
Trade and other payables	408,298	–	–	–	408,298	408,298
<b>Total</b>	<b>408,298</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>408,298</b>	<b>408,298</b>

The amounts in the table are the contractual undiscounted cash flows. Balances equal their carrying balances, as the impact of discounting is not significant.

## NOTES TO THE FINANCIAL STATEMENTS

Continued

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

**d) Fair Value Hierarchy**

AASB 13: Fair Value Measurement requires the disclosure of fair value information using a fair value hierarchy reflecting the significance of the inputs in making the measurements. The fair value hierarchy consists of the following levels:

*Level 1:*

Financial instruments are valued by reference to quoted prices in an active market(s) for identical assets or liabilities. These quoted prices represent actual and regularly occurring market transactions on an arm's length basis.

*Level 2:*

Financial instruments are valued using inputs other than quoted prices covered in Level 1. These other inputs include quoted prices that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices). The inputs included in this level encompass quoted prices in active markets for similar assets or liabilities, quoted prices in markets in which there are few transactions for identical or similar assets or liabilities. Financial instruments that are valued using other inputs that are not quoted prices but are observable for the assets or liabilities also fall into this categorisation.

*Level 3:*

Financial instruments that have been valued, in whole or in part, by using valuation techniques or models that are based on unobservable inputs that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Unobservable valuation inputs are determined based on the best information available, which might include the entity's own data, reflecting its assumptions as well as best practices carried out or undertaken by other market participants. These valuation techniques are used to the extent that observable inputs are not available.

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets and liabilities have been based on the quoted closing prices at the end of the reporting period.

*Financial Assets and Liabilities at Fair Value Through Profit or Loss*

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>30 June 2021</b>				
Financial assets	111,050,270	–	–	111,050,270
<b>Total</b>	<b>111,050,270</b>	<b>–</b>	<b>–</b>	<b>111,050,270</b>
<b>30 June 2020</b>				
Financial assets	55,414,903	–	–	55,414,903
<b>Total</b>	<b>55,414,903</b>	<b>–</b>	<b>–</b>	<b>55,414,903</b>

**e) Capital Management**

The Company's objectives for managing capital are:

- to achieve consistent returns while safeguarding capital by investing in a concentrated portfolio, and closely monitoring the performance of the underlying investments;
- to maintain sufficient liquidity to meet the ongoing expenses of the Company; and
- to maintain sufficient size to make the operation of the Company cost-efficient.

The Board manages the Company's capital through share placements, share purchase plans, option issues, the dividend reinvestment plan, convertible note issues and the distribution of dividends to shareholders. These capital management initiatives will be used when deemed appropriate by the Board. The Company is not subject to externally imposed capital requirements.

## 18. EARNINGS PER SHARE

	Year ended 30 June 2021 cents	Year ended 30 June 2020 cents
Basic and diluted earnings per share	31.73	(0.98)
	<b>Shares</b>	<b>Shares</b>
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	65,119,013	61,240,327
	<b>\$</b>	<b>\$</b>
Net profit/(loss) used in the calculation of basic and diluted earnings per share	20,664,304	(597,948)

## 19. COMMITMENTS AND CONTINGENCIES

There are no commitments or contingencies at 30 June 2021 (2020: Nil).

## 20. SUBSEQUENT EVENTS

On 19 August 2021, the Company declared a fully franked dividend of 3.75 cents per share.

Other than the matters described above, there has been no matter or circumstance occurring subsequent to the end of the year that has significantly affected, or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.



## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of NAOS Emerging Opportunities Company Limited, we declare that:

In the opinion of the Directors:

- the financial statements and notes are in accordance with the Corporations Act 2001 including compliance with Australian Accounting Standards and give a true and fair view of the financial position and performance of the Company for the financial year ended 30 June 2021;
- the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 1(c) to the financial statements;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the Directors have received the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the Board



**Sebastian Evans**  
Director

19 August 2021

## ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in the report.

### INVESTMENT PORTFOLIO

As at 30 June 2021 the Company had the following investments:

360 Capital REIT	Gentrack Group Limited
Big River Industries Limited	Objective Corporation Limited
BSA Limited	Saunders International Limited
BTC Health Limited	Service Stream Limited
COG Financial Services Limited	Urbanise.com Limited
Contango Asset Management Limited	US Masters Residential Property Fund
Experience Co. Limited	Wingara AG Limited

During the financial year ended 30 June 2021, the Company had 852 (2020: 683) transactions in investment securities. Total brokerage fees incurred during the year ended 30 June 2021 were \$420,745 (2020: \$243,120).

### 20 LARGEST SHAREHOLDERS

Details of the 20 largest ordinary shareholders and their respective holdings as at 31 July 2021.

Shareholders	Ordinary shares held	% of issued shares
Myall Resources Pty Ltd	2,611,029	3.58%
Nivesa Pty Ltd	1,862,438	2.55%
Myall Resources Pty Ltd	1,229,588	1.69%
Patagorang Superannuation Pty Ltd	1,004,027	1.38%
Equitas Nominees Pty Limited	966,797	1.33%
IR and JB Investments Pty Ltd	877,485	1.20%
NAOS Asset Management Limited	874,648	1.20%
W W E Investments Pty Ltd	841,098	1.15%
HSBC Custody Nominees (Australia) Limited	795,441	1.09%
Perpetual Corporate Trust Limited	584,986	0.80%
Bnp Paribas Nominees Pty Ltd	477,576	0.65%
Mrs Ida Rubin & Mr Ian Rubin & Mr Yuly Rubin	460,800	0.63%
Netwealth Investments Limited	451,024	0.62%
Tilt Consulting Pty Ltd	417,637	0.57%
Burtoh Ventures Pty Ltd	411,329	0.56%
Vasnan Pty Ltd	376,019	0.52%
Hidiga Pty Limited	373,522	0.51%
Mr William Blomfield	350,000	0.48%
Raystall Pty Ltd	331,250	0.45%
Woodduck Pty Ltd	330,000	0.45%
<b>Total</b>	<b>15,626,694</b>	<b>21.41%</b>

## ADDITIONAL INFORMATION

Continued

### DISTRIBUTION OF ORDINARY SHARES

Analysis of ordinary shares by size of shareholders as at 31 July 2021.

Category	No of shareholders	Ordinary shares held	% of issued shares
1–1,000	292	177,505	0.24%
1,001–5,000	635	1,892,856	2.59%
5,001–10,000	384	3,093,138	4.24%
10,001–100,000	1,307	41,612,997	57.05%
100,001 and over	87	26,176,318	35.88%
<b>Total</b>	<b>2,705</b>	<b>72,952,814</b>	<b>100%</b>

### 20 LARGEST CONVERTIBLE NOTE HOLDERS

Details of the 20 largest convertible note holders and their respective holdings as at 31 July 2021.

Convertible note holders	Convertible notes held	% of issued convertible notes
Jamplat Pty Ltd	20,000	8.70%
National Nominees Limited	19,100	8.30%
J.P. Morgan Nominees Australia Pty Limited	16,939	7.36%
HSBC Custody Nominees (Australia) Limited	14,428	6.27%
Keiser Shipping & Transport Pty Ltd	9,500	4.13%
Davft Pty Ltd	7,000	3.04%
Mutual Trust Pty Ltd	5,988	2.60%
Riseley Family Investments Pty Ltd	5,000	2.17%
Securities & Estates Pty Ltd	4,800	2.09%
ACN 101162056 Pty Ltd	3,700	1.61%
The Friends School D/F Inc	3,445	1.50%
G Chan Pension Pty Ltd	3,000	1.30%
Abbawood Nominees Pty Ltd	2,850	1.24%
Gerard McCluskey Pty Ltd	2,500	1.09%
Mr William Johnston & Ms Christine Johnston	2,500	1.09%
Natilli SMSF Pty Ltd	2,500	1.09%
Lunoo Pty Ltd	2,500	1.09%
Mr Graeme Peter Dorahy	2,158	0.94%
Netwealth Investments Limited	2,143	0.93%
Gemline Pty Ltd	2,000	0.87%
Crypto Park Pty Ltd	2,000	0.87%
Shower Screen Supplies Pty Ltd	2,000	0.87%
Cellar Stocks Pty Ltd	2,000	0.87%
Mr Steve Marton & Mrs Kathy Marton	2,000	0.87%
<b>Total</b>	<b>140,051</b>	<b>60.89%</b>

## SUBSTANTIAL CONVERTIBLE NOTE HOLDERS

Convertible note holders	Convertible notes held	% of issued convertible notes
Jamplat Pty Ltd	20,000	8.70%
National Nominees Limited	19,100	8.30%
J.P. Morgan Nominees Australia Pty Limited	16,939	7.36%
HSBC Custody Nominees (Australia) Limited	14,428	6.27%

## DISTRIBUTION OF CONVERTIBLE NOTE HOLDERS

Analysis of convertible notes by size of convertible note holders as at 31 July 2021.

Category	Number of convertible note holders	Convertible notes held	% of issued convertible notes
1–1,000	280	67,019	29.14%
1,001–5,000	32	70,026	30.45%
5,001–10,000	3	22,488	9.77%
10,001–100,000	4	70,467	30.64%
100,001 and over	–	–	–
<b>Total</b>	<b>319</b>	<b>230,000</b>	<b>100%</b>

## VOTING RIGHTS

All shareholders registered on the Company's share register have the right to vote at a general meeting of shareholders (whether present in person or by any representative, proxy or attorney) on a show of hands (one vote per shareholder) and on a poll (one vote per Share) subject to the rights and restrictions on voting which may attach to or be imposed on shares (at present there are none). Bonus options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the bonus options are exercised and subsequently registered as ordinary shares.

## ASX LISTING

Quotation has been granted for all ordinary shares and convertible notes (ASX codes: NCC and NCCGA respectively) of the Company on all Member Exchanges of the Australian Securities Exchange Limited.

## BUYBACK

Currently there is no intention to buy back any of the shares of the Company.

## UNMARKETABLE PARCELS

As at 31 July 2021, the number of shareholdings held in less than marketable parcels was 68.

## UNQUOTED SECURITIES

There are currently no unquoted securities on issue by the Company.

## RESTRICTIONS ON SHARES

There are currently no restrictions attached to the shares of the Company.

## CORPORATE INFORMATION

### DIRECTORS

David Rickards (Independent Chairman)  
Sarah Williams (Independent Director)  
Sebastian Evans (Director)  
Warwick Evans (Director)

### COMPANY SECRETARY

Rajiv Sharma  
Sebastian Evans

### REGISTERED OFFICE

Level 34, MLC Centre  
19 Martin Place  
Sydney NSW 2000

### INVESTMENT MANAGER

NAOS Asset Management Limited  
Level 34, MLC Centre  
19 Martin Place  
Sydney NSW 2000  
(Australian Financial Services Licence Number: 273529)

### CONTACT DETAILS

T: (02) 9002 1576  
E: [enquiries@naos.com.au](mailto:enquiries@naos.com.au)  
W: [www.naos.com.au](http://www.naos.com.au)

### SHARE REGISTRY

Boardroom Pty Limited  
Level 12, Grosvenor Place  
225 George Street  
Sydney NSW 2000  
Telephone: 1300 737 760

### AUDITOR

Deloitte Touche Tohmatsu  
Level 1, Grosvenor Place  
225 George Street  
Sydney NSW 2000

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