

Annual Report

Metrics Master Income Trust

FOR THE YEAR ENDED 30 JUNE 2024
ARSN 620 465 090

Contents

Metrics Master Income Trust Appendix 4E	1
Directors' Report	3
Investment Manager's Report	7
Corporate Governance Statement	9
Auditor's Independence Declaration	17
Statement of Profit or Loss and Other Comprehensive Income	18
Statement of Financial Position	19
Statement of Changes in Equity	20
Statement of Cash Flows	21
Notes to the Financial Statements	22
Directors' Declaration	42
Audit Report	43
ASX Additional Information	47

This report covers the Metrics Master Income Trust as an individual entity. The Responsible Entity of the Metrics Master Income Trust is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235 150). Level 18, Angel Place, 123, Pitt Street, Sydney NSW 2000

Metrics Master Income Trust Appendix 4E

For the year ended 30 June 2024

Details of Reporting Period

Current: Year ended 30 June 2024

Previous corresponding: Year ended 30 June 2023

The Directors of The Trust Company (RE Services) Limited, the Responsible Entity of the Metrics Master Income Trust (the “Fund” or “MXT”) announce the audited results of the Fund for the year ended 30 June 2024 as follows:

Results for Announcement to the Market

Extracted from Financial Statements for the year ended 30 June 2024.

	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000	% INCREASE/ (DECREASE) OVER CORRESPONDING PERIOD
Revenue from ordinary activities	181,112	142,582	27.0%
Profit/(loss) for the year	174,088	136,134	27.9%
Total comprehensive income/(loss) for the year	174,088	136,134	27.9%

Details of Distributions

	YEAR ENDED 30 JUNE 2024		YEAR ENDED 30 JUNE 2023	
	\$'000	CPU*	\$'000	CPU*
The distributions for the year were as follows	174,159	18.02	136,391	15.48

* Distribution is expressed as the cents per unit amount in Australian Dollars.

Subsequent to year end, on 25 July 2024, the Directors declared a distribution of 1.32 cents per ordinary unit which amounted to \$14,003,804 and was paid on 8 August 2024 and on 26 August 2024, the Directors declared a distribution of 1.35 cents per ordinary unit which amounts to \$14,325,946 and is payable on 9 September 2024.

Details of Distribution Reinvestment Plan

The Responsible Entity has established a Distribution Reinvestment Plan ("**DRP**") on 13 February 2018 in relation to all future distributions.

The Responsible Entity expects to make distributions on a monthly basis. For such distributions, it is expected the record date will be the first ASX trading day of each month and the last day for electing into the DRP will be 5.00pm (Sydney time) on the first business day after the record date.

Units under the DRP are currently issued at the net asset value of a unit as determined in accordance with the MXT constitution on the record date.

Net Tangible Assets

	AS AT 30 JUNE 2024	AS AT 30 JUNE 2023
Total Net Tangible Assets attributable to unitholders (\$'000)	2,121,211	1,764,166
Units on issue ('000)	1,060,622	882,066
Net Tangible Assets attributable to unit holders per unit (\$)	2.00	2.00

Details of Associates and Joint Venture Entities

The Fund did not have any interest in associates and joint venture entities during the current year.

Independent Audit Report

Additional disclosure requirements can be found in the notes to the Metrics Master Income Trust financial statements for the year ended 30 June 2024.

This report is based on the financial report which has been audited by the Fund's auditor, KPMG. All the documents comprise the information required by Listing Rule 4.3A.

Directors' Report

The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL 235150) is the responsible entity (the “**Responsible Entity**”) of the Metrics Master Income Trust (“**MXT**” or the “**Fund**”). The directors of the Responsible Entity (the “**Directors**”) present their report together with the financial statements of the Fund for the year ended 30 June 2024.

Principal Activities

The Fund is a registered managed investment scheme domiciled in Australia.

The Fund invests in diversified loan portfolios that aims to outperform the RBA Cash Rate plus 3.25% p.a. (net of fees).

The Fund's investment strategy is to create a diversified exposure to Australian corporate loans generally reflecting activity in the corporate loan market and diversified by borrower, industry and credit quality. Amounts raised by the Fund are invested in MCP Wholesale Investments Trust. MCP Wholesale Investments Trust invests directly in wholesale funds, which currently comprise of MCP Real Estate Debt Fund, MCP Secured Private Debt Fund II and Metrics Credit Partners Diversified Australian Senior Loan Fund, or directly in investment assets.

Metrics Credit Partners Pty Ltd is the Investment Manager of these funds.

Through active portfolio risk management, the Investment Manager (Metrics Credit Partners Pty Ltd) will seek to balance the delivery of unitholder returns and preserving investor capital.

The Fund was constituted on 25 July 2017, commenced operations on 5 October 2017 and its units commenced trading on the Australian Securities Exchange (ASX: MXT) on 9 October 2017.

The Fund did not have any employees during the year.

There were no significant changes in the nature of the Fund's activities during the year.

Directors

The Directors of The Trust Company (RE Services) Limited during the year and up to the date of this report are shown below. The Directors were in office for this entire year except where stated otherwise:

NAME	POSITION
Christopher Green	Resigned as Director on 1 November 2023
Glenn Foster	Director
Vicki Riggio	Director
Phillip Blackmore	Alternate Director for Vicki Riggio
Alexis Dodwell	Appointed as Director on 1 November 2023

Units on Issue

Units on issue in the Fund at the end of the year are set out below:

	AS AT 30 JUNE 2024 UNITS (’000)	AS AT 30 JUNE 2023 UNITS (’000)
Units on issue	1,060,622	882,066

Review and Results of Operations

During the year, the Fund invested in accordance with the investment objective and guidelines as set out in the governing documents of the Fund and in accordance with the provision of the Fund's Constitution ("**Fund's Constitution**").

Results

The performance of the Fund, as represented by the results of its operations, was as follows:

	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Profit/(loss) for the year (\$'000)	174,088	136,134
Distributions paid/payable (\$'000)	174,159	136,391
Distributions (cents per unit)	18.02	15.48

Financial Position

As at 30 June 2024, the Fund's total assets amounted to \$2,136,266,000 (30 June 2023: \$1,777,678,000)*.

Net Tangible Assets ("**NTA**") per unit as disclosed to the ASX were as follows:

	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
At reporting period	2.0000	2.0000
High during period*	2.0171	2.0152
Low during period	2.0000	2.0000

* The above NTA per unit was the cum-price which includes 1.69 cents per unit distribution (2023: 1.5 cents per unit).

Significant Changes in State of Affairs

On 1 November 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

In December 2023, the Investment Manager completed a Wholesale Placement for the Fund and raised \$196 million. The new units were issued on 6 December 2023 and commenced trading on the ASX on 7 December 2023.

On 11 December 2023, a Unit Purchase Plan ("**UPP**") opened to existing unitholders in the Fund and was well supported raising in excess of \$76.1 million. The first close on 3 January 2024 raised \$34,627,250, with new units being issued on 5 January 2024 and commenced trading on the ASX on 8 January 2024. The final on 30 January 2024 raised \$41,550,000, with new units being issued on 2 February 2024 and commenced trading on the ASX on 5 February 2024.

In January 2024, the Investment Manager completed a Wholesale Placement for the Fund, which raised \$31.5 million. The new units were issued on 6 February 2024 and commenced trading on the ASX on 7 February 2024.

In March 2024, the Investment Manager completed a Wholesale Placement for the Fund, which was well supported and raised \$47.5 million. The new units were issued on 4 April 2024, and commenced trading on the ASX on 5 April 2024.

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "**KKR**") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("**Scheme**"). If the Scheme is implemented, The Trust Company (RE Services) Limited will be acquired by KKR.

* Amounts have been rounded.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Fund that occurred during the year.

Matters Subsequent to the end of the Financial Year

On 25 July 2024, the Directors declared a distribution of 1.32 cents per ordinary unit which amounted to \$14,003,804 and was paid on 8 August 2024.

On 26 August 2024, the Directors declared a distribution of 1.35 cents per ordinary unit which amounts to \$14,325,946 and will be paid on 9 September 2024.

There is no other matter or circumstance which has arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

Likely Developments and Expected Results of Operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and in accordance with the provisions of the Fund's Constitution.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund invests. Investment performance is not guaranteed, and future returns may differ from past returns.

As investment conditions change over time, past returns should not be used to predict future returns.

Indemnification and Insurance of Officers and Auditors

No insurance premiums are paid for out of the assets of the Fund in regard to the insurance cover provided to either the officers of the Responsible Entity or the auditors of the Fund. So long as the officers of the Responsible Entity act in accordance with the Fund's Constitution and the *Corporations Act 2001*, the officers remain indemnified out of the assets of the Fund against losses incurred while acting on behalf of the Fund.

The auditor of the Fund is in no way indemnified out of the assets of the Fund.

Fees Paid to and Interests Held in the Fund by the Responsible Entity or its Associates

Fees paid to the Responsible Entity and its associates out of the Fund's property during the year are disclosed in Note 12 of the financial statements.

No fees were paid out of the Fund's property to the Directors of the Responsible Entity during the year.

The number of interests in the Fund held by the Responsible Entity or its associates as at the end of the financial year are disclosed in Note 12 of the financial statements.

Units in the Fund

The movement in units on issue in the Fund during the year is disclosed in Note 7 of the financial statements.

The value of the Fund's assets and liabilities is disclosed in the statement of financial position and derived using the basis set out in Note 2 of the financial statements.

Environmental Regulation

The operations of the Fund are not subject to any particular or significant environmental regulations under Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission ("**ASIC**") relating to the "rounding off" of amounts in the Directors' report and Financial Statements. Amounts in the Directors' report and Financial Statements have been rounded to the nearest thousand dollars in accordance with that *ASIC Corporations Instrument*, unless otherwise indicated.

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 17.

This report is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
29 August 2024

Investment Manager's Report

Fund Performance & Outlook

The Metrics Master Income Trust ("**MXT**" or "**Fund**") seeks to provide investors with access to a well-diversified portfolio of direct private side loans to Australian and New Zealand companies via investment in the underlying wholesale funds managed by Metrics. MXT offers investors monthly cash income, low risk of capital loss and portfolio diversification, by actively managing loan portfolios across a range of industries with diversification by borrower, industry and credit quality.

At the end of the June 2024 financial year, MXT had a Net Asset Value ("NAV") of \$2.12 billion, up from the June 2023 NAV of \$1.76 billion, as a result of inflows from capital raisings over the financial year. In November 2023, a Wholesale Placement raised \$196 million. In January 2024 a Unit Purchase Plan was offered to all existing investors in MXT, which raised \$76.1 million, and a Wholesale Placement raised \$31.5 million. In March 2024, another Wholesale Placement raised \$47.5 million. The proceeds of these raisings were successfully deployed to the underlying wholesale funds, resulting in increased participation in the Australian corporate lending market, greater portfolio diversification and additional market liquidity through an expanded investor base.

MXT has generated consistent monthly income distributions over the last twelve months and delivered an annual net return of 9.36% equivalent to a spread against the RBA Cash Rate benchmark of +5.01%, outperforming the target return (RBA Cash Rate + 3.25% p.a.). MXT has delivered net annualised returns since inception of

6.11% p.a., also outperforming the Fund's target return.

As at 30 June 2024 the Fund had exposure to 316 individual assets (compared to 300 in June 2023) entering 91 new investments and exiting 76 investments in full over the course of the financial year. Metrics believes that access to a diversified portfolio of short dated floating rate loan investments provides enhanced risk adjusted returns for investors and is a central means by which the Metrics seeks to reduce investment risks such as credit, market and liquidity risks while seeking to deliver additional income for investors.

Outperformance can be largely attributed to several key drivers: the Fund remaining fully invested for the majority of the period, its overweight position in higher yielding Commercial Real Estate loans (noting this was somewhat unwound in the June quarter), and positive portfolio credit performance. As a predominantly floating rate fund, it is also worth noting that returns have benefited from the continued increase in base rates.

Currently, over 98% of assets are senior ranking loans and the portfolio has a weighted average credit rating of BBB-. Over 99% of the Fund's loans are to Australia/New Zealand borrowers and the Fund has avoided lending to borrowers with material exposure to emerging or high-risk economies.

During the year both Zenith and Bond Adviser reaffirmed their 'Highly Recommended' rating for MXT. Lonsec upgraded the rating for MXT to 'highly recommended'.

Investment Manager Update

During the 2024 financial year, Metrics' total assets under management has grown to over \$19 billion following inflows from investors. During the year, Metrics launched four new funds for large institutional investors. As part of its continued growth, Metrics has continued to increase staff numbers to a current total of 152, bringing onboard a wealth of experience and direct lending relationships and further building out its operational and governance practices.

Metrics received industry recognition over the past 12 months and was awarded Best Alternative Asset Manager and Best Real Estate Asset Manager (Listed and Unlisted) at the 2024 Australian Wealth Management Awards, Best Listed Alternatives Investment Product at the 2023 Australian Alternative Investment Management Awards and Best Australian Fixed Interest Manager of the Year at the 2023 Zenith Awards.

ESG update

Sustainability remains at the heart of the Metrics business, which has a responsibility to act in the best long-term interests of investors in our funds. Our approach flows from the Board through the whole organisation. The Investment Committee is responsible for ensuring that the investment process reflects our Responsible Investment and ESG Policy and the firm's commitments under our memberships, including the Principles for Responsible Investment, the UN Global Compact Network and the Net Zero Asset Managers initiative.

Over the past 12 months, Metrics further signalled its commitment to sustainability by registering its intention to be an Early Adopter of the recommendations of the Taskforce on Nature-related Financial Disclosures (TNFD). We intend to publish our first disclosures aligned with the TNFD alongside our financial statements for our financial year ending 30 June 2025. We also formally expressed our support for the UN Women's Empowerment Principles.

In the same period, we measured our financed emissions for calendar year 2022 and tracked our performance against our science-based near-term emissions targets.

Through its industry collaborations, Metrics has continued to advocate for policy reform to support sustainability initiatives, contributing to various government consultations and industry publications. Metrics was recognised as one of the Australian Financial Review's Sustainability Leaders for 2023.

We published a revised Responsible Investment and Environmental, Social and Governance Policy on 1 July 2024. This is available on the Metrics website alongside our other public disclosures.

Corporate Governance Statement

as at 30 June 2024

Background

The Trust Company (RE Services) Limited (**Responsible Entity**) is the responsible entity for the Metrics Master Income Trust (**Fund**), a registered managed investment scheme that is listed on the Australian Securities Exchange (**ASX**).

The Responsible Entity is a wholly owned subsidiary of Perpetual Limited (ASX: PPT) (**Perpetual**).

The Responsible Entity is reliant on Perpetual for access to adequate resources including directors, management, staff, functional support (such as company secretarial, responsible managers, legal, compliance, risk and finance) and financial resources. As at the date of this Corporate Governance Statement, Perpetual has at all times made such resources available to the Responsible Entity.

In operating the Fund, the Responsible Entity's overarching principle is to always act in good faith and in the best interests of the Fund's unitholders, in accordance with our fiduciary duty. The Responsible Entity's duties and obligations in relation to the Fund principally arise from: the Constitution of the Fund; the Compliance Plan for the Fund; the *Corporations Act 2001*; the ASX Listing Rules; the Responsible Entity's Australian Financial Services Licence; relevant regulatory guidance; relevant contractual arrangements; and other applicable laws and regulations.

Corporate Governance

At Perpetual, good corporate governance includes a genuine commitment to the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Edition) (**Principles**).

The Responsible Entity operates under the Perpetual Group governance structure which applies to all its subsidiaries and controlled entities within the Perpetual Group. Perpetual's corporate governance arrangements set the foundation for the key role for the Perpetual Group in communicating principles and obligations to guide decision making and to set standards for expected employee behaviour in particular situations.

The directors of the Responsible Entity are committed to implementing high standards of corporate governance in operating the Fund and, to the extent applicable to registered managed investment schemes, are guided by the values and principles set out in Perpetual Limited's Corporate Governance Statement and lodged with the ASX each year. The Responsible Entity is pleased to advise that, to the extent the Principles are applicable to registered managed investment schemes, its practices are largely consistent with the Principles.

As a leading responsible entity, the Responsible Entity operates a number of registered managed investment schemes (**Schemes**). The Schemes include the Fund as well as other schemes that are listed on the ASX. The Responsible Entity's approach in relation to corporate governance in operating the Fund is consistent with its approach in relation to the Schemes generally.

The Responsible Entity addresses each of the Principles that are applicable to externally managed listed entities in relation to the Schemes, including the Fund, as at the date of this Corporate Governance Statement.

Please refer to Perpetual's Corporate Governance Statement for its application to the Responsible Entity and also for any further information. A full copy of is available on Perpetual's website: (<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

Principle 1 – Lay Solid Foundations for Management and Oversight

The role of the Responsible Entity's Board is generally to set objectives and goals for the operation of the Responsible Entity and the Schemes, to oversee the Responsible Entity's management, to regularly review performance and to monitor the Responsible Entity's affairs and act in the best interests of the unitholders of the Fund. The Responsible Entity's Board is accountable to the unitholders of the Fund, and is responsible for approving the Responsible Entity's overall objectives and overseeing their implementation in discharging their duties and obligations and operating the Fund.

Directors, management and staff are guided by Perpetual's Code of Conduct and Perpetual's Risk Appetite Statement which is designed to assist them in making ethical business decisions.

The role of the Responsible Entity's management is to manage the business of the Responsible Entity in operating the Fund. The Responsible Entity Board delegates to management all matters not reserved to the Responsible Entity's Board, including the day-to-day management of the Responsible Entity and the operation of the Fund.

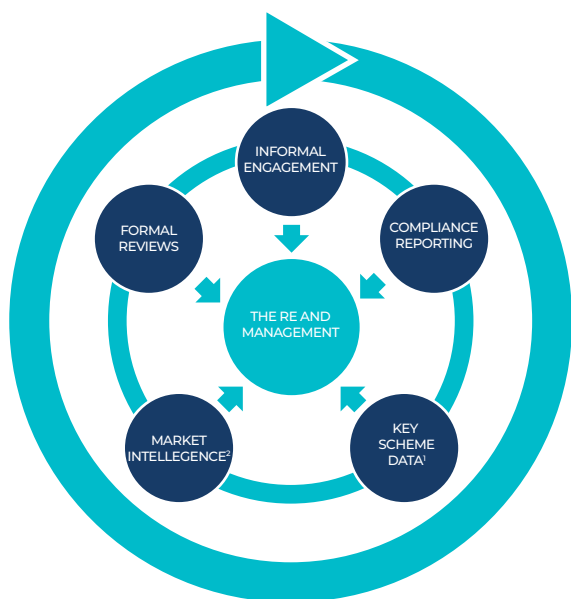
The Responsible Entity appoints agents (Service Providers) to manage the key operations of the Fund which include investment management, administration, custody and other specialist services and functions as required depending on the nature of the Fund. The Responsible Entity obtains relevant services from third party service providers under outsourcing agreements.

Effective processes for monitoring Service Providers are integral to the Responsible Entity's operations, given that substantial operational activities are outsourced to third parties. The Management of the Responsible Entity ensure a systematic and rigorous approach is applied with respect to monitoring the performance of outsourced Service Providers to the Fund.

The Responsible Entity views all interactions with Service Providers as a monitoring opportunity, from the informal discussions that regularly occur with Service Providers, to more formalised monitoring reviews. The outcomes of all interactions with Service Providers inform the Responsible Entity's view as to the extent to which the Service Provider is complying with their operational obligations to the Responsible Entity.

Prior to appointment, all Service Providers are subject to operational due diligence, to verify that the Service Provider can deliver the outsourced services in an efficient, effective and compliant manner. All Service Providers are assigned an initial operational risk rating.

The Responsible Entity's approach to Service Provider monitoring is outlined in the diagram below. In addition to the continuous monitoring that occurs through day to day interactions with Service Providers in the regular course of business, all Service Providers are required to periodically report to the Responsible Entity as to the extent to which they have met their obligations. Periodically, the Service Provider's risk rating is reviewed by the stakeholders within the business, based on the outcomes of all interactions that have occurred with the Service Provider during the review period.



1. Includes information regarding investment performance, actual versus strategic asset allocation, liquidity where applicable and complaints, incidents and issues arising with respect to the operation of the Fund
2. Information from secondary sources, including the media and analysts and rating house reports.

The Responsible Entity maintains policy, procedure and program documents that determine the nature and frequency of formal service provider monitoring reviews. Service providers are typically subject to reviews every 2 years.

The Service Provider risk rating dictates any additional monitoring measures required to be put in place – for example a Service Provider assessed as ‘low to medium risk’ will be subject to the standard monitoring measures the Responsible Entity utilises under the Service Provider Monitoring Framework. Service Providers risk rated ‘high to very high’ may be subject to additional oversight measures to deal with the factors that caused the Service Providers risk rating to be high or very high. In addition, management and stakeholders utilise the risk assessment rating in determining if any action is required when considering information and the outcomes of all interactions that have occurred with the Service Provider during the review period.

Principle 2 – Structure the Board to be Effective and Add Value

As at the date of this Corporate Governance Statement, the Responsible Entity Board consists of two non-executive directors, one executive director and one alternate executive director. The names of the directors and year of appointment are provided below:

The Trust Company (RE Services) Limited

NAME OF DIRECTOR	YEAR OF APPOINTMENT
Glenn Foster (Non-executive Director)	2021
Vicki Riggio (Executive Director)	2018
Phillip Blackmore (Alternate Executive Director for Vicki Riggio)	2018
Alexis Dodwell (Non-executive Director)	2023 (appointed 1 November 2023)

The non-executive directors of the Responsible Entity are independent and receive remuneration. In respect of any other interests, the Responsible Entity Directors are required to maintain a register of interests, which is disclosed to the Company Secretary on an ongoing basis given this is a standing agenda item at each Board meeting. Holdings are assessed in respect of their potential for conflicts. We have elected not to disclose these interests publicly as this is an externally managed entity.

Principle 3 – Instil a Culture of Acting Lawfully, Ethically and Responsibly

The Responsible Entity relies on a variety of mechanisms to monitor and maintain a culture of acting lawfully, ethically and responsibly:

- ▶ policies and procedures: a Code of Conduct which articulates and discloses Perpetual's values, cyclical mandatory training, a Whistleblowing Policy and an Anti-Bribery and Corruption Policy (further details noted below);
- ▶ Perpetual's Enterprise Behaviours framework, and risk ratings that are intertwined into its annual performance, remuneration and hiring processes; and
- ▶ a regular feedback mechanism in place to assess employee sentiment, with actions implemented in response to results.

These apply to all directors and employees of Perpetual, and the Responsible Entity. The Code of Conduct, Perpetual's Enterprise Behaviours and core values supports all aspects of the way the Responsible Entity conducts its business and is embedded into Perpetual's performance management process.

The Code of Conduct draws from and expands on Perpetual's Core Values of integrity, partnership and excellence. The Code of Conduct underpins Perpetual's culture. The Responsible Entity Board are informed of material breaches of the Code of Conduct which relate to the Schemes and the Responsible Entity.

Additional policies deal with a range of issues such as the obligation to maintain client confidentiality and to protect confidential information, the need to make full and timely disclosure of any price sensitive information and to provide a safe workplace for employees, which is free from discrimination. Compliance with Perpetual's Code of Conduct is mandatory for all employees. A breach is considered to be a serious matter that may impact an employee's performance and reward outcomes and may result in disciplinary action, including dismissal.

A full copy of the Code of Conduct is available on Perpetual's website; (<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

Perpetual also has a Whistleblowing Policy to protect directors, executives, employees (including current and former), contractors and suppliers (and relatives and dependants of any of these people) who report misconduct, including:

- ▶ conduct that breaches any law, regulation, regulatory licence or code that applies to Perpetual;
- ▶ fraud, corrupt practices or unethical behaviour;
- ▶ bribery;
- ▶ unethical behaviour which breaches Perpetual's Code of Conduct or policies;
- ▶ inappropriate accounting, control or audit activity; including the irregular use of Perpetual or client monies;
- ▶ any conduct that amounts to modern slavery, such as debt bondage and human trafficking of employees; and
- ▶ any other conduct which could cause loss to, or be detrimental to the interests or reputation of, Perpetual or its clients.

As part of Perpetual's Whistleblowing Policy, a third party has been engaged to provide an independent and confidential hotline for whistle-blowers who prefer to raise their concern with an external organisation.

A full copy of the Whistleblowing Policy is available on Perpetual's website) (<https://www.perpetual.com.au/about/corporate-governance-and-policies>).

As part of Perpetual's commitment to promoting good corporate conduct and to conducting business in accordance with the highest ethical and legal standards, bribery and corrupt practices will not be tolerated by Perpetual under any circumstances. Perpetual's Anti-Bribery and Corruption Policy supports Perpetual's commitment by:

- ▶ prohibiting the payment of political donations by Perpetual;
- ▶ instituting proper procedures regarding the exchange of gifts with public officials;

- ▶ clearly outlining Perpetual's zero tolerance for bribery and corruption; and
- ▶ including avenues where concerns may be raised.

Material breaches of the Code of Conduct or the Anti-Bribery and Corruption Policy are managed in accordance with Perpetual's usual issues management process which would include reporting to the Responsible Entity Board and where the breach relates to a product or service offered by the Responsible Entity.

A full copy of the Anti-Bribery and Corruption Policy is available on Perpetual's website) (<https://www.perpetual.com.au/about/corporate-governance-and-policies>).

Mechanisms are in place to ensure the Responsible Entity Board are informed of material breaches which impact the Fund and the Responsible Entity which would include material breaches of the Code of Conduct and material incidences reported under the Whistleblowing Policy.

Principle 4 – Safeguard the Integrity of Corporate Reports

As noted in our analysis of principle 2, The Responsible Entity, which is a subsidiary of Perpetual Limited, operates under the Perpetual Group governance structure. This structure applies to all subsidiaries and controlled entities. In addition to the broader arrangements discussed in the Perpetual Corporate Governance Statement, on 1 November 2023 the Board of the Responsible Entity formally constituted and delegated certain responsibilities to the Audit and Finance Committee (AFC). The AFC is chaired by a non-executive director and is responsible for the review of the financial statements and notes, Director's declaration, auditor reports and representation letters. Where appropriate the AFC recommend to the Responsible Entity Board approve the financial statements and accompanying materials.

Supporting the AFC and the Board, the Responsible Entity has policies and procedures designed to ensure that the Trust's financial reports are true and fair

and meet high standards of disclosure and audit integrity and other reports released on ASX are materially accurate and balanced.

This includes policies relating to the preparation, review and sign off process required for the Fund's financial reports, the engagement of the Fund's independent auditors and the review and release of certain reports on the ASX.

The declarations under section 295A of the *Corporations Act 2001* provide formal statements to the Responsible Entity Board in relation to the Fund (refer to Principle 7). The declarations confirm the matters required by the Corporations Act in connection with financial reporting. The Responsible Entity receives confirmations from the service providers involved in financial reporting and management of the Fund, including the Investment Manager. These confirmations together with the Responsible Entity's Risk and Compliance Framework which includes the service provider oversight framework, assist its staff in making the declarations provided under section 295A of the Corporations Act. The Responsible Entity manages the engagement and monitoring of independent 'external' auditors for the Fund. The Responsible Entity Board receives periodic reports from the external auditors in relation to financial reporting and the compliance plans for the Fund.

The AFC is not comprised of a majority of independent members as the nature of our listed entity role is that of an externally managed entity. The experience and independence of the chair and depth of experience of our counterparties respective Directors and senior management provides sufficient breadth of skills and oversight to the integrity of said reports.

Principle 5 – Make Timely and Balanced Disclosure

The Responsible Entity has a continuous disclosure policy to ensure compliance with the continuous disclosure requirements of the *Corporations Act 2001* and the ASX Listing Rules in relation to the Fund. This policy sets out the processes to review and

authorise market announcements and is periodically reviewed to ensure that it is operating effectively. The Responsible Entity requires service providers, including the Investment Manager, to comply with its policy in relation to continuous disclosure for the Fund.

Prior to November 2023, the Responsible Entity Board had a Continuous Disclosure Committee (**CDC**) to assist in meeting its continuous disclosure obligations. However, on and from 1 November 2023 the CDC was dissolved, and the CDC's responsibilities delegated to "Designated Officers". The "Designated Officers" are the Company Secretary of the Responsible Entity and one of either the General Manager, Managed Fund Services and Senior Manager, Client Management Team (Responsible Entity team). The Responsible Entity's and Perpetual's employees are required to notify the Company Secretary of the Responsible Entity of any information a reasonable person would expect to have a material effect on the unit price or would influence an investment decision in relation to the Fund, to determine if immediate disclosure to the ASX is required.

The Responsible Entity Board also considers its continuous disclosure obligations as a standing item at each scheduled board meeting.

Principle 6 – Respect the Rights of Unitholders

The Responsible Entity is committed to ensuring timely and accurate information about the Fund is available to security holders via the Fund's website. All ASX announcements are promptly posted on the Fund's website: www.metrics.com.au. The annual and half year results financial statements and other communication materials are also published on the website.

In addition to the continuous disclosure obligations, the Responsible Entity receives and responds to formal and informal communications from unitholders and convenes formal and informal meetings of unitholders as requested or required. The

meetings are held in accordance with the requirements of the Corporations Act that apply to a registered managed investment scheme. The Responsible Entity has an active program for effective communication with the unitholders and other stakeholders in relation to Fund.

The Responsible Entity is ultimately responsible for ensuring that any complaints received from unitholders are handled in accordance with its policy settings and regulatory requirements. The Responsible Entity has adopted Perpetual's Complaints Handling Policy, which is available at *Making a complaint | Perpetual*.

The Responsible Entity is a member of the Australian Financial Complaints Authority (**AFCA**) external dispute resolution scheme. If unitholders are dissatisfied with the Responsible Entity's handling of their complaint, AFCA may be able to assist unitholders achieve resolution to their complaint.

The Responsible Entity is also committed to communicating with shareholders electronically in relation to communications from the unit registry. Shareholders may elect to receive information from the Company's share registry electronically.

Principle 7 – Recognise and Manage Risk

Prior to 1 November 2023, as the Responsible Entity's Board consisted of a majority of executive directors, a Compliance Committee was established in relation to the Fund in accordance with section 601JA of the *Corporations Act 2001*. However, on and from 1 November 2023, as the Responsible Entity's Board consisted of a majority of non-executive directors, the Compliance Committee was dissolved and a Governance, Risk & Compliance Committee (**GRCC**) established in its place. The GRCC comprises of a non-executive director, two executive directors and a senior employee from Compliance.

The GRCC meets at least quarterly. The GRCC Terms of Reference sets out its role and responsibilities, which is available upon request. The GRCC is responsible for, among

other things, monitoring compliance by the Responsible Entity of the Compliance Plan for the Fund, the Fund's Constitution and the *Corporations Act 2001*. It is also responsible for assessing the adequacy of the Compliance Plan for the Fund and making recommendations to the Responsible Entity Board.

The Responsible Entity values the importance of robust risk and compliance management. The Responsible Entity operates under the Perpetual Risk Management Framework (**RMF**) which applies to all the activities Perpetual undertakes as Responsible Entity. The RMF aligns to International Standard ISO 31000:2018 'Risk Management Guidelines' and consists of supporting frameworks, programs and policies which have been developed, implemented and are regularly assessed for effectiveness to support the management of specific risks considered material to Perpetual defined within the following risk categories: Strategy and Execution, Management of Change, People, Financial, Market & Treasury, Investment, Product & Distribution, Business Resilience, Operational & Fraud, Information Technology, Cyber/Data Security, Outsourcing, Sustainability & Responsible Investing, Compliance & Legal and Conduct Risk.

At Perpetual a current risk register is maintained as part of our formal risk management program. The systems supporting the business have been designed to ensure risks are managed within the boundaries of the Perpetual Risk Appetite Statement (**RAS**) which articulates the expected behaviours, measures and tolerances that management are to take into account when setting and implementing strategy and running their day-day areas of responsibility.

Perpetual's RMF is reviewed at least annually and was last updated and approved by the Perpetual Board on 26 July 2023. Additionally, other programs and policies supporting the RMF regularly reviewed to ensure they remain fit-for purpose and effective.

The Perpetual Board sets a clear tone from the top regarding its commitment to effective risk management by promoting an effective risk culture where all Group Executives are accountable for managing risk,

embedding risk management into business processes within their area of responsibility and creating an environment of risk awareness, ownership and responsiveness by all Perpetual employees. The Perpetual Board's commitment is reflected through the establishment of, and investment in the Perpetual Risk, Compliance and Internal Audit functions, led by the Chief Risk and Sustainability Officer (**CRSO**).

The RMF is underpinned by the "Three Lines of Accountability" model to implement best practice risk management. This model sees the first line, being business unit management, accountable for the day to day identification, ownership and management of risks. Perpetual's Risk, Compliance and Client Advocacy functions represent the second line who provide the risk and compliance governing documents, systems, tools, advice and assistance to enable management to effectively identify, assess, manage and monitor risk and meet their compliance obligations, and are responsible for reviewing and challenging first line activities. Internal Audit provides independent assurance, representing the third line, and reports to the Perpetual Audit, Risk and Compliance Committee (**ARCC**) and GRCC.

Internal Audit is an integral part of Perpetual's governance and risk management culture and aims to protect Perpetual's earnings, reputation and customers. Perpetual's Internal Audit function reports functionality to the Perpetual ARCC, and for administrative purposes, through the Perpetual CRSO and is independent from the External Auditor and from Perpetual Executive Management. Internal Audit provides independent and objective assurance, a disciplined approach to the assessment and improvement of risk management and monitoring and reporting on audit findings and recommendations. The Internal Audit Plan (**Plan**) is approved formally by the Perpetual ARCC each year and re-assessed quarterly to ensure it is dynamic and continues to address the key risks faced by the Group. Progress against the Plan, changes to the Plan and results of audit activity are reported quarterly to the Perpetual ARCC.

The Perpetual ARCC is responsible for oversight and monitoring of Perpetual's RAS, Compliance and Risk Management Frameworks and internal control systems, and risk culture. The Perpetual ARCC is also responsible for monitoring overall legal and regulatory compliance across Perpetual including the Responsible Entity. The Perpetual ARCC is comprised of Ian Hammond (Chair), Nancy Fox, Kathryn Matthews and Gregory Cooper. The Perpetual ARCC Terms of Reference sets out its role and responsibilities. This can be obtained on the Perpetual website.

In respect of social and ethical considerations, the Investment Manager (Metrics) engages in responsible investment and believes that environmental, social, and governance (ESG) issues can affect the financial performance of the entities in which Metrics invest and affect the long-term, risk-adjusted returns ultimately delivered to investors.

Understanding and assessing ESG-related risks are key parts of Metrics investment process. Metrics understands that investors want to be better aligned with the broader objectives of a fair, equitable and sustainable society and engages in responsible investment to align with this investor sentiment. Metrics has, accordingly, expanded its focus to the more modern 'double materiality' approach that also looks at the impact its investments and its business have on the world at large. As such, Metrics may also consider how ESG factors affect a broad range of stakeholders including employees, local communities, regulators, customers, and suppliers and endeavour to utilise its market position to encourage the entities in which it invests to act in a manner consistent with principles of equity, sustainability, and good governance through active engagement.

Metrics has a Responsible Investment and ESG Policy which you can find on its website. Given the limited public disclosure of ESG data by many of the entities in which Metrics invests, Metrics does not rely on any single thirdparty source for ESG and sustainability analysis. Metrics incorporates ESG into their investment process by analysing and assessing each potential investment on material environmental, social, and

governance factors that may impact the relevant industry, which are identified in their ESG and Sustainability Ratings Guidelines. Those key sustainability factors include environmental issues (GHG emissions, water use, land use and biodiversity, and waste and pollution), social issues (workforce and diversity, safety management, customer engagement and community engagement) and governance issues (structure and oversight, code and values, transparency and reporting, and financial and operational risk assessment). After conducting due diligence on any financially material ESG factors, Metrics assesses the degree of overall risk that those factors present to the company's future cash flows and value.

Please refer to Perpetual's Corporate Governance Statement for its application to the Responsible Entity and also for any further information. A full copy of is available on Perpetual's website: (<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

Principle 8 – Remunerate Fairly and Responsibly

The Responsible Entity does not have a Remuneration Committee. The fees and expenses which the Responsible Entity is permitted to pay out of the assets of the Fund are set out in the Fund constitution. The Fund's financial statements provide details of all fees and expenses paid by the Fund during a financial period.

Auditor's Independence Declaration



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

To the Directors of The Trust Company (RE Services) Limited as the
Responsible Entity of Metrics Master Income Trust

I declare that, to the best of my knowledge and belief, in relation to the audit of Metrics Master Income Trust for the financial year ended 30 June 2024 there have been:

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

KPMG

KPMG

Quang Dang
Partner
Sydney
29 August 2024

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

	NOTES	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
Investment income			
Interest income from Financial assets at amortised cost		1,776	1,228
Net gains/(losses) on financial instruments at fair value through profit or loss		(240)	(347)
Distribution income		179,523	141,701
Other income		53	–
Total investment income/(loss)		181,112	142,582
Expenses			
Responsible Entity and Custodian fees	12	382	392
Investor equalisation expense		5,774	5,181
Administration and other expenses		868	875
Total expenses		7,024	6,448
Profit/(loss) for the year		174,088	136,134
Other comprehensive income/(loss) for the year		–	–
Total comprehensive income/(loss) for the year		174,088	136,134
Earnings per unit for profit attributable to unitholders of the Fund			
Basic and diluting earnings/(loss) per unit (cents)	9	18.01	15.45

The above Statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Statement of Financial Position

as at 30 June 2024

	NOTES	AS AT 30 JUNE 2024 \$'000	AS AT 30 JUNE 2023 \$'000
Assets			
Cash and cash equivalents	10b	4,959	1,253
Distribution receivable		14,977	13,740
GST and other receivables		257	146
Financial assets	5	2,116,073	1,762,539
Total assets		2,136,266	1,777,678
Liabilities			
Distribution payable	8	14,745	13,233
Responsible Entity and Custodian fees payable	12	106	96
Investor equalisation expense payable		57	43
Administration and other payables		147	140
Total liabilities		15,055	13,512
Net assets attributable to unitholders – equity	7	2,121,211	1,764,166

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

Statement of Changes in Equity

For the year ended 30 June 2024

	NOTES	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
Total equity at the beginning of the financial year		1,764,166	1,758,975
Profit for the year		174,088	136,134
Other comprehensive income for the year		–	–
Total comprehensive income for the year		174,088	136,134
Transactions with unitholders			
Capital raising/placement	7	351,578	–
Units issued upon reinvestment of distributions	7	5,538	5,448
Distributions paid and payable	7, 8	(174,159)	(136,391)
Total transactions with unitholders		182,957	(130,943)
Total equity at the end of the financial year		2,121,211	1,764,166

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

Statement of Cash Flows

For the year ended 30 June 2024

	NOTES	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
Cash flows from operating activities			
Distribution income received		178,286	136,303
Responsible Entity and Custodian fees paid		(372)	(545)
Interest received on Financial assets at amortised cost		607	77
Net investor equalisation expense paid		(127)	(120)
Administrative and other expenses paid		(898)	(855)
Purchase of financial assets at fair value through profit or loss		(336,760)	(8,000)
Investor manager loan drawdown		(21,495)	–
Net cash inflow/(outflow) from operating activities	10	(180,759)	126,860
Cash flows from financing activities			
Proceeds from capital raising/placement		351,578	–
Distributions paid to unitholders	8	(167,113)	(125,624)
Net cash inflow/(outflow) from financing activities		184,465	(125,624)
Net increase/(decrease) in cash and cash equivalents		3,706	1,236
Cash and cash equivalents at the beginning of the financial year		1,253	17
Cash and cash equivalents at the end of the financial year	10	4,959	1,253

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

Notes to the Financial Statements

For the year ended 30 June 2024

Contents

1 General Information	22
2 Summary of Material Accounting Policies	23
3 Financial Risk Management	28
4 Fair Value Measurements	33
5 Financial Assets	35
6 Structured Entities	35
7 Net Assets Attributable to Unitholders	36
8 Distributions to Unitholders	37
9 Earnings Per Unit	37
10 Reconciliation of Profit/(Loss) to Net Cash Inflow/(Outflow) from Operating Activities	38
11 Auditors' Remuneration	38
12 Related Party Transactions	38
13 Segment Information	40
14 Significant Events During the Year	40
15 Events Occurring After the Reporting Period	41
16 Contingent Assets and Liabilities and Commitments	41

1 General Information

These financial statements cover Metrics Master Income Trust (the “**Fund**”) as an individual entity. The Fund is a registered management investments scheme and is domiciled in Australia. The Fund was constituted on 25 July 2017, registered with the Australian Securities and Investments Commission (“**ASIC**”) on 26 July 2017, commenced operations on 5 October 2017 and its units commenced trading on the Australian Securities Exchange (“**ASX**”) (ASX: MXT) on 9 October 2017. The Fund will terminate in accordance with the provisions of the Fund’s Constitution (“**Constitution**”).

The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL 235 150) is the responsible entity of the Fund (the “**Responsible Entity**”). The Responsible Entity’s registered office is Level 18 Angel Place, 123 Pitt Street, Sydney, NSW 2000.

The Investment Manager of the Fund is Metrics Credit Partners Pty Ltd (AFSL 416 146) (the “**Investment Manager**”).

The Custodian of the Fund is Perpetual Corporate Trust Limited (the “**Custodian**”).

The Fund’s investment strategy is to create a diversified exposure to Australian corporate loans generally reflecting activity in the corporate loan market and diversified by borrower, industry and credit quality. Through active portfolio risk management, the Investment Manager seeks to preserve investor capital. Amounts raised by the Fund are invested in MCP Wholesale Investments Trust. MCP Wholesale Investments Trust invests directly in wholesale funds or directly in investment assets.

The financial statements were authorised for issue by the directors of the Responsible Entity (the “**Directors of the Responsible Entity**”) on 29 August 2024. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of Material Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

(a) Basis of Preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (“**AASB**”) and the *Corporations Act 2001* in Australia. The Fund is a for-profit entity for the purpose of preparing the financial statements.

The financial statements are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are generally expected to be recovered or settled within twelve months, except for investments in financial assets and net assets attributable to unitholders. The amount to be recovered or settled in twelve months in relation to these balances remain subject to the performance of the Fund and its operations in accordance with the Constitution. Investors in the Fund have no rights to redeem and can only sell units on the ASX. The Fund is operated by the Investment Manager to ensure the investment in MCP Wholesale Investment Trust are held at fair value.

Items included in the Fund’s financial statements are measured using the currency of the primary economic environment in

which it operates (the “functional currency”). This is the Australian dollar, which reflects the currency of the economy in which the Fund competes for funds and is regulated. The Australian dollar is also the Fund’s presentation currency.

Investment Entity

Metrics Master Income Trust and the MCP Wholesale Investments Trust were formed due to legal, regulatory, tax or similar requirements. When considered together they display the characteristics of an investment entity:

- ▶ the Fund indirectly holds more than one investment because the wholesale fund holds a portfolio of investments;
- ▶ the MCP Wholesale Investments Trust is largely capitalised by the Fund, the Fund is funded by more than one investor who are related to the Fund; and
- ▶ ownership in the Fund and the MCP Wholesale Investments Trust are represented by the Fund interests to which a proportion of the net assets of the investment entity are attributed.

(i) Compliance with International Financial Reporting Standards (IFRS);

The financial statements of the Fund also comply with International Financial Reporting Standards and Interpretations as issued by the International Accounting Standards Board (“**IASB**”).

(ii) New and amended standards adopted by the Fund;

The Fund has applied the following standards and amendments for the first time for its annual reporting period commencing 1 July 2023:

- ▶ AASB 2021-2 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies Definition of Accounting Estimates* AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2.

The amendment listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(iii) New standards, amendments and interpretations effective after 1 July 2024 and have not been early adopted;

A number of new accounting standards, amendments and interpretations have been published that are not mandatory for the 30 June 2024 reporting period and have not been early adopted in preparing these financial statements.

Most of these are not expected to have a material impact on the financial statements of the fund. However, management is still in the process of assessing the impact of the new standard AASB 18 which was issued in June 2024 and replaces AASB 101 *Presentation of Financial Statements*.

(b) Financial Instruments

(i) Classification

Assets

The Fund classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

The Fund holds financial assets, comprising of unlisted unit trusts, which are measured at fair value through profit or loss.

The Fund holds financial assets including loans which are classified and measured at amortised cost, as the loans are held to maturity and to collect contractual cash flows.

Liabilities

The Fund holds financial liabilities comprising of distribution and fee payables, which are classified and measured at amortised cost.

(ii) Recognition/Derecognition

The Fund recognises financial assets and financial liabilities on the date it becomes

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

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

Any gains or losses arising on derecognition of the asset held at fair value through profit and loss (calculated as the difference between the disposal proceeds and the carrying amount of the asset) are included in the statement of comprehensive income in the year the asset is derecognised as realised gains or losses on financial instruments. The Fund derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

(iii) Measurement

Financial assets held at fair value through profit or loss

At initial recognition, the Fund measures financial assets at 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.

Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is calculated as the present value of expected cash flows arising from the asset having regard to current market prices and returns for assets of comparable credit quality, terms and contracted remaining term to maturity. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the statement of profit or loss and other comprehensive income within 'net gains/ (losses) on financial instruments at fair value through profit or loss' in the period in which they arise.

Further details on how the fair value of financial instruments are determined are disclosed in note 4.

Management considers that the carrying amount of other financial assets (comprised of cash and cash equivalents, loans and receivables) approximate fair value.

Other financial liabilities are initially measured at fair value and subsequently at amortised cost. Management considers the carrying amount of payables approximate fair value.

(iv) Offsetting financial instruments

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

(v) Impairment

At each reporting date, the Fund shall measure the loss allowance on financial assets at amortised cost (cash, loans and receivables) at an amount equal to the lifetime expected credit losses ("ECL") if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month ECL. Significant financial difficulties of the counter party, probability that the counter party will enter insolvency or require financial reorganisation, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the net carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

(c) Net Assets Attributable to Unitholders

Units in the Fund are listed on the ASX and traded by unitholders and are classified as equity. The units can be traded on the ASX at any time for cash based on listed price. While the Fund is a listed investment and liquidity is generally expected to exist in the secondary market (ASX), there are no guarantees that an active trading market with sufficient liquidity will be available.

The units issued by the Fund meet the requirements of AASB 132 for classification as equity.

(d) Cash and Cash Equivalents

Cash comprises cash on hand, deposits held at call with financial institutions. Cash equivalents are short-term, highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

(e) Investment Income

(i) Interest Income

The Fund generates interest income from its investments in financial assets, loans, and cash investments. Interest income from financial assets at amortised cost is recognised using the effective interest method and includes interest from cash and cash equivalents. Interest income is recognised daily as it accrues, taking into account the actual interest rate on the financial asset and is recognised in profit or loss.

(ii) Distribution Income

Distribution income from financial assets at fair value through profit or loss is recognised in the statement of profit or loss and other comprehensive income within distribution income when the Fund's right to receive payments is established.

(f) Expenses

All expenses, including Responsible Entity and Custodian fees, investor equalisation expense (refer to Note 5 for further detail) and administrative expenses, are recognised in the statement of comprehensive income on an accruals basis. Interest expense is recognised in the statement of comprehensive income as it accrues, using the effective interest method.

(g) Income Tax

The Fund is not subject to income tax provided the taxable income of the Fund is attributed in full to its unitholders each financial year either by way of cash or reinvestment. Unitholders are subject to income tax at their own marginal tax rates on amounts attributable to them.

(h) Distributions

In accordance with the Fund's Constitution, the Fund may attribute its distributable (taxable) income, and any other amounts determined by the Responsible Entity, to unitholders by cash or reinvestment. The distributions are recognised in the statement of changes in equity as equity.

Financial instruments at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Fund is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Fund to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

In accordance with the Fund's Constitution, distributions are determined by the Responsible Entity but must be at least \$1 each financial year. Distributions can be settled either by cash or reinvestment. Distributions to unitholders are disclosed in the statement of changes in equity.

(j) Receivables

Loans and receivables are measured initially at fair value plus transaction costs and subsequently at amortised cost; using the effective interest rate method, less impairment losses if any. In order to be measured at amortised cost, the loan or receivable must meet both the following conditions; (i) it is held within a business model whose objective is to hold assets to collect contractual cashflows, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Such assets are reviewed at each reporting date to determine whether there is objective evidence of impairment.

At each reporting date, the Fund shall measure the loss allowance on receivables at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month expected credit losses.

Receivables may include amounts for interest and trust distributions. Interest is accrued at each dealing date in accordance with policy set out in note 2(e) above. Trust distributions are accrued when the right to receive payment is established. Amounts are generally received within 30 days of being recorded as receivables. Receivables are measured at their nominal amounts.

Receivables also include such items as Reduced Input Tax Credits ("RITC").

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Fund will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter insolvency or require financial

reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss, if any, is recognised in the statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Statement of comprehensive income.

(k) Payables

Payables include liabilities and accrued expenses owed by the Fund which are unpaid as at the end of the reporting year. Payables may include amounts for redemptions of units in the Fund where settlement has not yet occurred.

The distribution amount payable to unitholders as at the end of each reporting year is recognised separately in the statement of financial position as a payable when determined by the Responsible Entity in accordance to the Fund's Constitution.

(l) Applications and Redemptions

The Fund is a listed investment trust, which trades on the Australian Securities Exchange ("**ASX**"). Accordingly, the Fund does not process direct applications or redemptions for Unitholders. All transactions with unitholders are conducted on market or via other capital raising activities.

(m) Goods and Services Tax ("GST")

The GST incurred on the costs of various services provided to the Fund by third parties

such as audit fees, custodian services and management fees have been passed onto the Fund. The Fund qualifies for RITC at a rate of at least 55% or 75%, hence Management fees, Administration and custody fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office ("**ATO**"). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows relating to GST are included in the statement of cash flows on a gross basis.

(n) Use of Estimates and Judgement

The Fund make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities within the current and next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Valuation of investments

For investments in unlisted unit trusts, the fair value is determined using the net asset value of the underlying funds.

For more information on how fair value is calculated refer to Note 4 to the financial statements.

(o) Rounding of Amounts

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission ("**ASIC**") relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with the *ASIC Corporations Instrument*, unless otherwise indicated.

3 Financial Risk Management

(a) Overview

The Fund's activities expose it to a variety of financial risks. The management of these risks is undertaken by the Fund's Investment Manager who has been appointed by the Responsible Entity under an Investment Management Agreement to manage the Fund's assets in accordance with the Investment Objective and Strategy.

The Responsible Entity has in place a framework which includes:

- ▶ The Investment Manager providing the Responsible Entity with regular reports on their compliance with the Investment Management Agreement;
- ▶ Completion of regular reviews on the Service Provider which may include a review of the Investment Manager's risk management framework to manage the financial risks of the Fund; and
- ▶ Regular reporting on the liquidity of the Fund in accordance with the Fund's Liquidity Risk Management Statement.

The Fund's Investment Manager has in place a framework to identify and manage the financial risks in accordance with the investment objective and strategy. This includes an investment due diligence process and on-going monitoring of the investments in the Fund. Specific controls the Investment Manager applies to manage the financial risks are detailed under each risk specified below and in the Product Disclosure Statement ("**PDS**") available on the Investment Manager's website and on the ASX.

(b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in market variables such as interest rates, foreign exchange rates and equity prices.

(i) Price Risk

Market price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or factors affecting all instruments in the market.

The Fund invests in corporate loans and debt securities indirectly through its investment in MCP Wholesale Investments Trust. As a result, the Investment Manager manages this risk through the daily review of the carrying value of each of the assets held by the Wholesale Funds having regard to the market prices of similar assets being transacted in both the primary and secondary market for assets of similar credit quality, tenor and loan purpose. Any adjustment to the fair value of the investment is reflected through profit or loss.

As at year end, the overall market exposures were as follows:

FINANCIAL ASSETS	AS AT 30 JUNE 2024 \$'000	AS AT 30 JUNE 2023 \$'000
MCP Wholesale Investments Trust	2,072,467	1,735,947
Investment Manager loan asset	43,606	26,592
	2,116,073	1,762,539

(ii) Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Fund invests (through the MCP Wholesale Investments Trust) primarily in floating rate loans meaning that as the underlying base rate rises and falls, the relative attractiveness to other instruments may change.

The Investment Manager believes there is a strong correlation between the RBA Cash Rate and the base rates upon which loans are priced. Absolute returns on loans therefore rise and fall largely in correlation with the RBA Cash Rate.

Interest rate duration risk is minimised as individual borrowers under loan contracts generally have the flexibility to select interest rate reset periods from 30 to 180 days. In addition to the ongoing short term re-setting of the market benchmark interest rate most loan facilities incorporate a contractual mechanism to re-price based on migration of credit quality over the term of the facility. This is known as a credit margin pricing grid and incorporates changes to the credit margin based on certain key credit metrics.

The Fund's interest-bearing financial assets and liabilities expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The impact of fluctuations in interest rates on interest bearing financial assets and liabilities is not material.

The tables below summarise the Fund's exposure to interest rate risk.

AT 30 JUNE 2024	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	FLOATING INTEREST RATE \$'000	FIXED INTEREST RATE \$'000	NON-INTEREST BEARING \$'000	TOTAL \$'000
Financial assets					
Cash and cash equivalents	4.35%	4,959	–	–	4,959
Distributions receivable		–	–	14,977	14,977
GST and other receivables		–	–	257	257
Financial assets	4%	–	43,606	2,072,467	2,116,073
Total financial assets		4,959	43,606	2,087,701	2,136,266
Financial liabilities					
Distributions payable		–	–	14,745	14,745
Responsible Entity and Custodian fees payable		–	–	106	106
Investor equalisation expenses payable		–	–	57	57
Administrative and other payables		–	–	147	147
Total financial liabilities		–	–	15,055	15,055
Net exposure		4,959	43,606	2,072,646	2,121,211
AT 30 JUNE 2023					
Financial assets					
Cash and cash equivalents	4.10%	1,253	–	–	1,253
Distributions receivable		–	–	13,740	13,740
GST and other receivables		–	–	146	146
Financial assets	4%	–	26,592	1,735,947	1,762,539
Total financial assets		1,253	26,592	1,749,833	1,777,678
Financial liabilities					
Distributions payable		–	–	13,233	13,233
Responsible Entity and Custodian fees payable		–	–	96	96
Investor equalisation expense payable		–	–	43	43
Administrative and other payables		–	–	140	140
Total financial liabilities		–	–	13,512	13,512
Net exposure		1,253	26,592	1,736,321	1,764,166

(iii) Currency Risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

As at 30 June 2024 the Fund did not hold any assets or liabilities denominated in currencies other than the Australian Dollar and therefore was not exposed to any foreign exchange risk (2023: Nil).

(c) Credit Risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to pay amounts in full when due.

The Investment Manager manages credit risk by undertaking a detailed due diligence process prior to entering into transactions with counterparties and ongoing daily monitoring of the credit exposures.

The initial due diligence process is detailed in the Operational and Investment Policies of the Investment Manager and addresses aspects relevant to an assessment of the credit risk and includes risk assessments of both a qualitative and quantitative nature. Pre-lending due diligence may include independent experts reports provided to the Investment Manager covering matters such as commercial/industry risks, accounting and tax reports, legal due diligence, property valuation, technical risk reports and environmental reports. As part of the initial due diligence risk assessment process key risks are identified and the key determinants of future cash flows and servicing capacity of the counterparty are identified. Scenario planning and sensitivity testing is undertaken to model the impact on counterparty credit risk under a range of adverse events. Financial analysis and peer group benchmarking is undertaken to determine the appropriate credit metrics and a credit rating identified and allocated. The Investment Manager uses a range of proprietary credit rating data and analysis in addition to credit research materials from third party providers including credit rating agencies to analyse and monitor counterparty credit risk.

The Investment Manager further seeks to mitigate credit risk by adhering to the investment parameters of the Fund which have been designed in a manner that seeks to mitigate credit risk by ensuring the portfolio is diversified by industry, counterparty, credit quality, maturity and loan market.

The Investment Manager maintains active engagement with other market participants and meets regularly and receives regular reporting from banks, borrowers and ratings

agencies and uses this reporting to manage and monitor performance of financial assets held by the Fund. Such reporting includes macro-economic risk and analysis reporting.

The Investment Manager is provided with ongoing compliance reporting from borrowers which typically includes the provision of covenant compliance certificates, financial accounts, operational management reporting and forward financial projections and ongoing reporting of performance against budget projections.

The Investment Committee of the Investment Manager aims to meet weekly to monitor reporting and financial obligations of counterparties, reconciles payment of interest and fees and reviews credit, market and liquidity risks of each financial asset held in the portfolio. Any payment arrears is monitored on a daily basis and reported to the Investment Committee.

The Fund's exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of A-1+ (as determined by public ratings agencies such as Standard & Poor's, Moody's or Fitch) or higher. The Fund is also exposed to credit risk on corporate loans and debt securities through its investments in MCP Wholesale Investments Trust.

Corporate loans and debt securities are rated by the Investment Manager in accordance with its ratings methodology, and may also be rated by public ratings agencies such as Standard & Poor's, Moody's or Fitch. Where a corporate loan or debt security is publicly rated, it is the Investment Manager's policy to apply the lower of a public credit rating or the Investment Manager's own credit rating. The Fund's exposure to credit risk is monitored and managed on a daily basis, and credit ratings are reviewed and confirmed as part of the Investment Manager's investment processes. Credit risk is managed through daily investment analysis (reporting, covenant compliance, management and market engagement) as well as through portfolio construction. The Fund has defined targets and limits based on both individual counterparty credit quality as well as total aggregated credit exposure levels. By limiting credit risk

exposure to individual investments based on credit quality and also limiting the total aggregated exposure to investments of a defined credit quality, the Fund's acceptable level of credit risk is defined and controlled. Credit risk management is ongoing and the Investment Manager adopts an active approach to monitoring and managing these risks.

The Investment Manager adheres to the portfolio investment parameters set out in the offer document of the Fund. Credit risk is managed with regard to individual counterparty credit quality and single counterparty exposure limits. The Investment Manager seeks to manage portfolio risks by diversifying risks with portfolio construction adhering to diversification by credit quality, individual counterparty, industry and contracted maturity profile of assets held within the portfolio. The Investment Manager seeks to manage risk by investing in shorter dated credit assets with the expectation that the weighted tenor to contracted maturity is within the target portfolio parameters. The portfolio construction and investment management processes adopted by the Investment Manager are implemented with the expectation of seeking to reduce Fund exposure to both credit and market risks.

The Fund provided a working capital loan to the Investment Manager. The Responsible Entity has a right of recourse against the Investment Manager for the amounts owed under the Manager Loan. The Investment Manager may assign its obligations under the Investment Manager Loan to an entity that is controlled by the Investment Manager or a person that is under the common control of the Investment Manager.

(d) Liquidity Risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due and can only do so on terms that are materially disadvantageous.

As the units are held in a listed investment trust, the Fund is not exposed to liquidity risk from Unitholder redemptions.

The table below analyses the Fund's non-derivative financial liabilities and net settled derivative financial liabilities into relevant maturity groupings based on the remaining period to contractual maturity, as of the reporting period end. The amounts in the table are the contractual un-discounted cash flows. Balances that are due within 12 months equal their carrying balances as the impact of discounting is not significant.

AT 30 JUNE 2024	LESS THAN 1 MONTH \$'000	1-6 MONTHS \$'000	6-12 MONTHS \$'000	OVER 12 MONTHS \$'000	NO STATED MATURITY \$'000
Distributions payable	14,745	–	–	–	–
Responsible Entity and Custodian fees payable	106	–	–	–	–
Investor equalisation expense payable	57	–	–	–	–
Administrative and other payables	147	–	–	–	–
Total financial liabilities	15,055	–	–	–	–
AT 30 JUNE 2023					
Distributions payable	13,233	–	–	–	–
Responsible Entity and Custodian fees payable	96	–	–	–	–
Investor equalisation expense payable	43	–	–	–	–
Administrative and other payables	140	–	–	–	–
Total financial liabilities	13,512	–	–	–	–

4 Fair Value Measurements

The Fund measures and recognises the following assets at fair value on a recurring basis.

- ▶ Financial assets at fair value through profit or loss (“FVTPL”) (see note 5).

The Fund has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting year.

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

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

(i) Fair Value in an Active Market (Level 1)

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting year without any deduction for estimated future selling costs.

The Fund values its investments and derivatives in accordance with the accounting policies set out in note 2 to the financial statements. For the majority of investments, information provided by independent pricing services is relied upon for valuation of investments.

The quoted market price used to fair value financial assets and financial liabilities held by the Fund is the last-traded prices.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

(ii) Fair Value in an Inactive or Unquoted Market (Level 2 and Level 3)

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

The fair value of the Fund's financial assets at fair value through profit or loss was determined using the net tangible asset of the limited partnerships at the reporting dates.

(iii) Recognised Fair Value Measurements

The following table presents the Fund's financial assets and liabilities according to the fair value hierarchy as at 30 June 2024 and 30 June 2023.

AT 30 JUNE 2024	CARRYING AMOUNT FINANCIAL ASSETS AT AMORTISED COST	LEVEL 1 \$'000	LEVEL 2 \$'000	LEVEL 3 \$'000	TOTAL \$'000
Financial assets not measured at fair value					
Investment Manager loan asset	43,606	–	–	–	43,606
Financial assets at fair value through profit or loss					
MCP Wholesale Investments Trust	–	–	2,072,467	–	2,072,467
Total	43,606	–	2,072,467	–	2,116,073

AT 30 JUNE 2023					
Financial assets not measured at fair value					
Investment Manager loan asset	26,592	–	–	–	26,592
Financial assets at fair value through profit or loss					
MCP Wholesale Investments Trust	–	–	1,735,947	–	1,735,947
Total	26,592	–	1,735,947	–	1,762,539

(iv) Transfers Between Levels

The Fund's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting year. There were no transfers between the levels in the fair value hierarchy for the years ended 30 June 2024 and 30 June 2023.

(v) Valuation Processes

Investment Manager loan assets are classified and measured at amortised cost.

(vi) Fair Values of Other Financial Instruments

Due to their short-term nature, the carrying amounts of receivables and payables are assumed to approximate fair value.

5 Financial Assets

	AS AT 30 JUNE 2024 \$'000	AS AT 30 JUNE 2023 \$'000
Financial assets at fair value through profit or loss		
MCP Wholesale Investments Trust	2,072,467	1,735,947
Financial assets at amortised cost		
Investment Manager loan asset	43,606	26,592
Total	2,116,073	1,762,539

Investment Manager Loan Asset

The Fund provided a working capital loan to the Investment Manager. Over a period of ten years the Investment Manager will repay the Investment Manager Loan, including payment of interest on the loan which is interest income to the Fund.

Investor Equalisation Expense (IEE)

In consideration for the Investment Manager providing advisory and management services to the Fund under the Investment Management Agreement, the Investment Manager is paid an IEE. The IEE is a monthly expense to the Fund calculated based on NAV and payable to the Investment Manager for a period of 10 years from 16 April 2019.

The Responsible Entity has continued to follow its established policies and process for managing risk, determining fair values and classifying assets and liabilities in the fair value hierarchy for disclosure purposes as at the reporting date.

An overview of the risk exposure relating to financial assets at fair value through profit or loss is included in Note 3.

The exposure to investments in related Funds at fair value that the Fund does not consolidate but in which it holds an interest is disclosed in the following table:

	FAIR VALUE OF INVESTMENTS AS AT		INTEREST HELD AS AT	
	30 JUNE 2024 \$'000	30 JUNE 2023 \$'000	30 JUNE 2024 %	30 JUNE 2023 %
MCP Wholesale Investments Trust*	2,072,467	1,735,947	39.4	49.8

* The principal place of business is Level 18 Angel Place, 123 Pitt Street Sydney NSW 2000.

6 Structured Entities

The Fund applies the investment entity exception to consolidation available under *AASB10 Consolidated Financial Statements* and measures its subsidiaries at fair value through profit or loss.

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, and the relevant activities are directed by means of contractual arrangements. An interest in a structured entity is any form of contractual or non-contractual involvement which creates variability in returns arising from the performance of the entity for the Fund. The Fund considers investments in managed investment funds (the “Funds”) to be structured entities. The Fund invests in Funds for the purpose of capital appreciation and/or earning investment income.

The exposure to investments in related Funds at fair value, and any related amounts recognised in the statement of profit or loss and other comprehensive income is disclosed at Note 12 to the financial statements.

The Fund has exposures to structured entities through its investment activities. The Fund typically has no other involvement with structured entities other than the securities it holds as part of trading activities and its maximum exposure to loss is restricted to the carrying value of the asset. The Fund does not have current commitments or intentions and contractual obligations to provide financial or other support to the structured entities. Exposure to trading assets are managed in accordance with financial risk management practices as set out in Note 3(b).

During the year ended 30 June 2024 MXT earned distribution income of \$179,522,939 (2023: \$141,700,768)* as a result of its interests in MCP Wholesale Investment Trust. MXT also incurred revaluation losses on the Fund investments of \$240,176 (2023: \$347,031)*.

7 Net Assets Attributable to Unitholders

Movements in number of units and net assets attributable to unitholders during the year were as follows:

	YEAR ENDED 30 JUNE 2024		YEAR ENDED 30 JUNE 2023	
	NO. '000	\$'000	NO. '000	\$'000
Opening balance	882,066	1,764,166	879,342	1,758,975
Capital raising/placement	175,789	351,578	–	–
Units issued upon reinvestment of distributions	2,767	5,538	2,724	5,448
Distributions paid and payable	–	(174,159)	–	(136,391)
Profit/(loss) for the year	–	174,088	–	136,134
Closing balance	1,060,622	2,121,211	882,066	1,764,166

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

Capital Risk Management

The Fund is a closed-end vehicle and accordingly there are no redemptions by investors. Instead, while the Fund is listed, unitholders who wish to exit their investment will be able to do so via the ASX.

Units in the Fund are listed on the ASX and traded by unitholders. The units can be traded on the ASX at any time for cash based on the listed price. While the Fund is listed and liquidity is generally expected to exist in the secondary market (ASX), there are no guarantees that an active trading market with sufficient liquidity will be available. The Fund is not subject to any externally imposed capital requirements.

* Amounts have not been rounded.

8 Distributions to Unitholders

Distributions are determined by reference to the net taxable income of the Fund, as determined by the Responsible Entity.

The distributions for the year were as follows:

	YEAR ENDED 30 JUNE 2024		YEAR ENDED 30 JUNE 2023	
	\$'000	CPU*	\$'000	CPU*
Distributions				
31 July	13,852	1.57	7,653	0.87
31 August	14,914	1.69	9,767	1.11
30 September	13,152	1.49	9,243	1.05
31 October	14,303	1.62	11,096	1.26
30 November	13,777	1.56	11,274	1.28
31 December	14,919	1.52	11,893	1.35
31 January	15,486	1.55	12,688	1.44
28 February	14,916	1.44	11,369	1.29
31 March	13,987	1.35	12,690	1.44
30 April	15,795	1.49	12,347	1.40
31 May	14,313	1.35	13,138	1.49
30 June (payable)	14,745	1.39	13,233	1.50
Total	174,159	18.02	136,391	15.48

* Distribution in expressed as the cents per unit amount in Australian Dollars.

9 Earnings Per Unit

Earnings per unit amounts are calculated by dividing net profit/(loss) attributable to unitholders before distributions by the weighted average number of units outstanding during the year.

	YEAR ENDED 30 JUNE 2024	YEAR ENDED 30 JUNE 2023
Operating profit/(loss) attributable to unitholders (\$'000)	174,088	136,134
Weighted average number of units on issue ('000)	966,837	880,903
Basic and diluted earnings per unit (cents)	18.01	15.45

10 Reconciliation of Profit/(Loss) to Net Cash Inflow/(Outflow) from Operating Activities

(a) Reconciliation of Operating Profit/(Loss) to Net Cash Inflow/(Outflow) from Operating Activities

	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
Profit/(loss) for the year	174,088	136,134
Net change in financial assets	240	347
Payment for purchase of financial instruments at fair value through profit and loss	(336,760)	(8,000)
Manager loan drawdown	(21,495)	–
Net change in receivables	3,136	(1,515)
Net change in payables	32	(106)
Net cash inflow/(outflow) from operating activities	(180,759)	126,860

(b) Components of Cash and Cash Equivalents

Cash as at the end of the financial year as shown in the statement of cash flows is reconciled to the statement of financial position as follows:

	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
Cash and cash equivalents	4,959	1,253
Total	4,959	1,253

(c) Non-Cash Financing Activities

	YEAR ENDED 30 JUNE 2024 \$'000	YEAR ENDED 30 JUNE 2023 \$'000
During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan	5,538	5,448
Total	5,538	5,448

11 Auditors' Remuneration

During the year, the following fees were paid or payable for services provided by the auditors of the Fund:

	YEAR ENDED 30 JUNE 2024 \$	YEAR ENDED 30 JUNE 2023 \$
KPMG		
Audit and other assurance services		
Audit and review of financial statements	37,795	35,578
Audit of compliance plan		
Total remuneration of KPMG	37,795	35,578
PwC		
Audit and other assurance services		
Audit and review of annual compliance plan	2,556	2,765
Total remuneration of PwC	2,556	2,765
Total auditor remuneration	40,351	38,343

12 Related Party Transactions

For the purpose of these financial statements, parties are considered to be related to the Fund if they have the ability, directly or indirectly, to control or exercise significant influence over the Fund in making financial and operating disclosures. Related parties may be individuals or other entities.

Responsible Entity

The Responsible Entity of Metrics Master Income Trust is The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL 235 150). The Responsible Entity is a wholly owned subsidiary in the Perpetual Limited Group (ASX: PPT).

Custodian

Perpetual Corporate Trust Limited, a related party of the Responsible Entity, provides custody services to the Fund.

Amounts presented under the Responsible Entity fees include fees paid for Responsible Entity services and custody services.

Investment Manager

The Investment Manager of the Fund is Metrics Credit Partners Pty Ltd.

(a) Directors

Key management personnel includes persons who were Directors of the Responsible Entity at any time during the financial year and are shown below. Directors were in office for this entire year except where stated otherwise:

NAME	POSITION
Christopher Green	Resigned as Director on 1 November 2023
Glenn Foster	Director
Vicki Riggio	Director
Phillip Blackmore	Alternate Director for Vicki Riggio
Alexis Dodwell	Appointed as Director on 1 November 2023

(b) Other Key Management Personnel

There were no other persons responsible for planning, directing and controlling the activities of the Fund, directly or indirectly during the financial year.

Key Management Personnel Unit Holdings

During or since the end of the year, none of the Directors or Director related entities held

units in the Fund, either directly, indirectly or beneficially. Neither the Responsible Entity nor its affiliates held units in the Fund at 30 June 2024 (2023: nil).

Key Management Personnel Compensation

Key management personnel do not receive any remuneration directly from the Fund. They receive remuneration from a related party of the Responsible Entity in their capacity as Directors or employees of the Responsible Entity or its related parties. Consequently, the Fund does not pay any compensation to its key management personnel. Payments made from the Fund to the Responsible Entity do not include any amounts attributable to the compensation of key management personnel.

Key Management Personnel Loan Disclosures

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting year.

Other Transactions Within the Fund

Apart from those details disclosed in this note, no key management personnel have entered into a material contract with the Fund since the end of the previous financial year and there were no material contracts involving Directors' interests existing at 30 June 2024 (2023: nil).

Responsible Entity's Fees and Other Transactions

(i) Responsible Entity Fee

This fee is charged by the Responsible Entity for managing the Fund and making it available to investors. Fees payable to the Responsible Entity are calculated on the net asset value of the Fund and accrued daily and paid quarterly in arrears from the assets of the Fund and reflected in the daily unit price.

(ii) Investment Manager IEE

As detailed in Note 5, in consideration for the Investment Manager providing advisory and management services to the Fund under the Investment Management Agreement, the Investment Manager is paid an IEE. The IEE is a monthly expense to the Fund calculated based on NAV and payable to the Investment Manager for a period of 10 years from 16 April 2019.

(iii) Indirect Costs

Indirect costs are any amounts that the Responsible Entity knows or where required, reasonably estimates, will reduce the Fund's returns that are paid from the Fund's assets (other than the Responsible Entity fee, recoverable expenses and transactional and operational costs) or that are paid from the assets of any interposed vehicle (such as the MCP Wholesale Investments Trust or wholesale funds) in which the Fund may invest.

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the Fund and the Responsible Entity were as follows:

	YEAR ENDED 30 JUNE 2024 \$	YEAR ENDED 30 JUNE 2023 \$
Responsible Entity and Custodian fees for the year paid and payable by the Fund	381,749	392,119
Aggregate amounts payable to the Responsible Entity and Custodian at reporting date	105,750	95,706

Investments

The Fund held investments in the following Fund which is managed by The Trust Company (RE Services) Limited or its related parties:

AT 30 JUNE 2024	FAIR VALUE OF INVESTMENT \$	INTEREST HELD (%)	DISTRIBUTIONS RECEIVED/ RECEIVABLE \$	UNITS ACQUIRED DURING YEAR	UNITS DISPOSED DURING THE YEAR
MCP Wholesale Investments Trust	2,072,466,784	39.4	179,522,939	335,675,208	–
AT 30 JUNE 2023					
MCP Wholesale Investments Trust	1,735,946,960	49.8	141,700,768	7,982,738	–

13 Segment Information

The Fund is organised into one main operating segment with only one key function, being the investment of funds predominantly in Australia.

14 Significant Events During the Year

On 1 November 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

In December 2023, the Investment Manager completed a Wholesale Placement for the Fund and raised \$196 million. The new units were issued on 6 December 2023 and commenced trading on the ASX on 7 December 2023.

On 11 December 2023, a Unit Purchase Plan (“**UPP**”) opened to existing unitholders in the Fund and was well supported raising in excess of \$76.1 million. The first close on 3 January 2024 raised \$34,627,250, with new units being issued on 5 January 2024 and commenced trading on the ASX on 8 January 2024. The final on 30 January 2024 raised \$41,550,000, with new units being issued on 2 February 2024 and commenced trading on the ASX on 5 February 2024.

In January 2024, the Investment Manager completed a Wholesale Placement for the Fund, which raised \$31.5 million. The new units were issued on 6 February 2024 and commenced trading on the ASX on 7 February 2024.

In March 2024, the Investment Manager completed a Wholesale Placement for the Fund, which was well supported and raised \$47.5 million. The new units were issued on 4 April 2024, and commenced trading on the ASX on 5 April 2024.

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, “**KKR**”) who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion (“**Scheme**”). If the Scheme is implemented, The Trust Company (RE Services) Limited will be acquired by KKR.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Fund that occurred during the year.

15 Events Occurring After the Reporting Period

On 25 July 2024, the Directors declared a distribution of 1.32 cents per ordinary unit which amounted to \$14,003,804 and was paid on 8 August 2024.

On 26 August 2024, the Directors declared a distribution of 1.35 cents per ordinary unit which amounts to \$14,325,946 and will be paid on 9 September 2024.

There are no other matters or circumstances which have arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

16 Contingent Assets and Liabilities and Commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2024 and 30 June 2023.

Directors' Declaration

In the opinion of the Directors of The Trust Company (RE Services) Limited, the Responsible Entity of the Metrics Master Income Trust ("**Fund**"):

- (a) the financial statements and notes set out on pages 18 to 41 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2024 and of its performance, for the financial year ended on that date,
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable;
- (c) note 2(a(i)) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board; and
- (d) The Directors of The Trust Company (RE Services) Limited have been given the declarations required by s295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors of The Trust Company



Director The Trust Company (RE Services) Limited

Sydney

29 August 2024

Audit Report



Independent Auditor's Report

To the unitholders of Metrics Master Income Trust

Opinion

We have audited the **Financial Report** of Metrics Master Income Trust (the Fund).

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

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2024
- Statement of profit or loss and other comprehensive income, Statement of changes in equity, and Statement of cash flows for the year then ended
- Notes including a summary of material accounting policies
- Directors' Declaration.

Basis for opinion

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

Our responsibilities under those standards are further described in the *Auditor's responsibilities* for the audit of the *Financial Report* section of our report.

We are independent of the Fund in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (including *Independence Standards*) (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

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 of the current period.

This matter was 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 this matter.



Valuation and existence of financial assets at fair value through profit or loss (\$2,072.5m)	
Refer to Note 2(b), 4, and 5 to the Financial Report	
The key audit matter	How the matter was addressed in our audit
<p>Financial assets at fair value through profit or loss represent investments in an unlisted unit trust (MCP Wholesale Investment Trust).</p> <p>The Fund outsources certain processes and controls relevant to:</p> <ul style="list-style-type: none"> Recording and valuing investments to the fund administrator; Maintaining custody and underlying records of investments to the custodian. <p>Valuation and existence of financial assets at fair value through profit or loss is a key audit matter due to the:</p> <ul style="list-style-type: none"> Size of the Fund's investments, which is significant to its financial position. The Fund's investments in MCP Wholesale Investment Trust represent 97.0% of the Fund's total assets at year-end; Importance of the performance of these investments in driving the Fund's investment income and capital performance, as reported in the Financial Report; and Nature of the investments in the unlisted unit trust and the level of judgement associated with valuing them using the Net Asset Value of MCP Wholesale Investment Trust. 	<p>Our procedures included:</p> <ul style="list-style-type: none"> Assessing the accounting policies applied by the Fund, including those relevant to the fair value of investments, against the requirements of the accounting standards. Obtaining and reading the Fund's service providers' GS007 (Guidance Statement 007 Audit Implications of the Use of Service Organisations for Investment Management Services) assurance reports for the period from 1 July 2023 to 30 June 2024 to understand the processes and assess the controls relevant to the: <ul style="list-style-type: none"> Fund administrator – to record and value the Fund's investments; and Custodian – to maintain custody and underlying records of the Fund's investments. Checking the ownership and quantity of the Fund's unit holding in the unlisted unit trust to MCP Wholesale Investment Trust's unit registry report. We obtained and read the GS 007 assurance report relevant to the unit registry of MCP Wholesale Investment Trust, for the period from 1 July 2023 to 30 June 2024, to understand the processes and assess controls to record changes in ownership of units in the MCP Wholesale Investment Trust. Assessing the scope, objectivity, and competence of the auditors of the GS007 assurance reports. Assessing Net Asset Value of MCP Wholesale Investment Trust through the following procedures: <ul style="list-style-type: none"> We obtained an understanding of the loan origination and monitoring processes in the underlying funds and tested key internal controls; Checking the existence of MCP Wholesale Investment Trust ownership in underlying funds by comparing ownership and quantity held to the external custody report as at 30 June 2024; For loans measured at fair value through OCI, with the involvement of our valuation specialists, checking the valuation of a sample of loans. We did this by using independently sourced market data for observable inputs, such as published credit spreads and margins;


Valuation and existence of financial assets at fair value through profit or loss (\$2,072.5m) (continued)

Refer to Note 2(b), 4, and 5 to the Financial Report

The key audit matter	How the matter was addressed in our audit
<p>We involved specialists to supplement our senior audit team members in assessing this key audit matter.</p> <p>As a result, this was the area with greatest effect on our overall audit strategy and allocation of resources in planning and performing our audit.</p>	<ul style="list-style-type: none"> We, along with credit risk modelling specialists, performed the following key procedures to assess the Fund's Expected Credit Loss (ECL) model over the underlying loan portfolios as at 30 June 2024: <ul style="list-style-type: none"> Assessed the ECL model and methodology applied by the underlying funds against criteria in the accounting standards; Tested, on a sample basis, the inputs to the ECL models to relevant source documentation; Reperformed credit assessments of a sample of loans assessed as higher risk of impairment. To do this, we used the information on the underlying funds' loan files, understood the facts and circumstances, and performed our own assessment of recoverability; and Working with our credit risk modelling specialists, we compared the ECL allowances provided by the underlying funds' ECL models to those derived by our independent calculation tools; Evaluating the Fund's disclosures of investments, using our understanding obtained from our testing, against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in Metrics Master Income Trust's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors of The Trust Company (RE Services) Limited (the Responsible Entity) are responsible for the Other Information.

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

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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



Responsibilities of the Directors for the Financial Report

The Directors of The Trust Company (RE Services) Limited (the Responsible Entity) are responsible for:

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

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our Auditor's Report.

KPMG

KPMG

Quang Dang

Partner

Sydney

29 August 2024

ASX Additional Information

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report is as follows. The information is current as at 31 July 2024 unless otherwise indicated.

A. Distribution of Units

Analysis of numbers of unitholders by size of holding:

HOLDING RANGES	NO. OF HOLDERS	TOTAL UNITS	% ISSUED SHARE CAPITAL
above 0 up to and including 1,000	765	317,922	0.03%
above 1,000 up to and including 5,000	2,609	8,931,169	0.84%
above 5,000 up to and including 10,000	3,746	30,138,630	2.84%
above 10,000 up to and including 100,000	16,312	509,533,779	48.03%
above 100,000	1,089	511,972,765	48.26%
Totals	24,521	1,060,894,265	100.00%

The number of unitholders holding less than a marketable parcel of \$500 worth of units is 264 and they hold a total of 13,943 units.

B. Largest Unitholders

The names of the twenty largest holders of quoted units are listed below:

POSITION	HOLDER NAME	HOLDING	% IC
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	88,530,603	8.34%
2	BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	74,130,205	6.99%
3	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	32,068,105	3.02%
4	NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	21,215,611	2.00%
5	CITICORP NOMINEES PTY LIMITED	17,721,988	1.67%
6	IOOF INVESTMENT SERVICES LIMITED <IPS SUPERFUND A/C>	13,303,355	1.25%
7	IOOF INVESTMENT SERVICES LIMITED <IOOF IDPS A/C>	10,895,833	1.03%
8	EQUITY TRUSTEES LIMITED <MDIF A/C>	10,233,508	0.96%
9	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	6,862,489	0.65%
10	PERPETUAL CORPORATE TRUST LTD <MCP WIT AC>	5,000,000	0.47%
11	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	4,496,729	0.42%
12	AURISCH INVESTMENTS PTY LTD	3,000,000	0.28%
13	FIRST SAMUEL LTD ACN 086243567 <ANF ITS MDA CLIENTS A/C>	2,711,389	0.26%
14	BASIL SELLERS FOUNDATION PTY LIMITED <BASIL SELLERS FNDN A/C>	2,400,000	0.23%
15	GEAT INCORPORATED <GEAT-PRESERVATION FUND A/C>	2,250,000	0.21%
16	BNP PARIBAS NOMINEES PTY LTD <PITCHER PARTNERS>	2,113,865	0.20%
17	MR MURRAY JOHN DWYER	2,000,000	0.19%
17	WILMAR ENTERPRISES PTY LTD	2,000,000	0.19%
18	TJDH INVESTMENTS PTY LTD	1,610,000	0.15%
19	BALMORAL FINANCIAL INVESTMENTS PTY LTD <NO 2 A/C>	1,600,000	0.15%
20	MAGNET INVESTMENTS PTY LTD	1,574,000	0.15%
Total		305,717,680	28.82%
Total issued capital – selected security class(es)		1,060,894,265	100.00%

C. Substantial Shareholders

HOLDER NAME	HOLDING BALANCE	% IC
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	88,530,603	8.34%
BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	74,130,205	6.99%

D. Voting Rights

Voting rights which may attach to or be imposed on any unit or class of units is as follows:

- (a) on a show of hands each unitholder has one vote; and
- (b) on a poll, each unitholder has one vote for each dollar of the value of the total interests they have in the Fund.

E. Securities Exchange Listing

The Fund's units are listed on the Australian Securities Exchange and are traded under the code "MXT".

F. Unquoted Units

There are no unquoted units on issue.

G. Voluntary Escrow

There are no restricted units in the Fund or units subject to voluntary escrow.

H. On-Market Buy-Back

There is no current on-market buy-back.

I. Registered Office of the Responsible Entity

The Trust Company (RE Services) Limited
Level 18, Angel Place, 123 Pitt Street
Sydney NSW 2000

Telephone: +61 2 9229 9000

J. Unit Registry

Automatic Pty Ltd trading as Automatic Group
Level 15, 126 Phillip Street
Sydney NSW 2000

Telephone: 1300 816 157

metrics@automaticgroup.com.au

www.automicgroup.com.au

K. Responsible Entity Company Secretaries

Sylvie Dimarco
Claudia Rososinski

2 Ridge Street, North Sydney NSW 2060
GPO Box 3491, Sydney NSW 2001

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