

Spheria Emerging Companies Limited

ACN 621 402 588

Interim Financial Report

For the half-year ended 31 December 2024

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This Interim Financial Report does not include all the notes of the type normally included in an Annual Financial Report. Accordingly, this report is to be read in conjunction with the Company's annual report for the year ended 30 June 2024 and with any public announcements made by the entity during the interim reporting period.

Directors' report

The directors present their report together with the interim financial statements of Spheria Emerging Companies Limited (**Company**) for the half-year ended 31 December 2024.

The Company is a company limited by shares and is incorporated in Australia.

Directors

The following persons held office as directors during the half-year and up to the date of this report, unless otherwise stated:

Jonathan Trollip (Chairman)

Lorraine Berends AM

Matthew Booker

Chris Meyer (Alternate Director)

Principal activities

The principal activity of the Company is to provide shareholders the opportunity to invest in an actively managed equities portfolio that provides exposure to Australian Small Cap Securities. There have been no significant changes in the nature of these activities during the half-year.

Review of operations

The Company offers investors access to an actively managed portfolio, predominantly comprised of Australian Small Cap Securities, which aims to outperform its Benchmark S&P/ASX Small Ordinaries Accumulation Index over each full investment cycle (typically 3 to 5 years). The investment strategy aims to provide total returns in excess of the Benchmark, and capital growth.

Activities for the half-year ended 31 December 2024 resulted in an operating profit after tax of \$10,801,000, compared to a profit after tax of \$8,649,000 for the half-year ended 31 December 2023.

During the half-year, the Company paid a fully franked quarterly dividend of 3.4 cents per share for the June 2024 quarter on 13 August 2024, and 3.5 cents per share for the September 2024 quarter on 12 November 2024. This is consistent with the aim to pay dividends on a quarterly basis, at a level of 1.5% of post-tax NTA at the end of each calendar quarter, subject to available profits, cash flow and franking credits.

Since period end the Company has paid a fully franked quarterly dividend for the December 2024 quarter of 3.5 cents per share on 12 February 2025.

Performance

We consider that it is useful to report performance from three different perspectives:

- 1) Firstly, to show how the investment portfolio has performed after deducting management fees and performance fees (if applicable) compared to the Benchmark. We refer to this as the **Manager Performance**. The Benchmark is also used to calculate any Manager performance fees;
- 2) Secondly, to show how the Company has performed which, in addition to the management and performance fees mentioned above, also accounts for all other Company expenses paid excluding taxes. We refer to this as the **Company Performance**. Company performance is adjusted for dividends paid by the Company and does not include the value of franking credits held by the Company; and

- 3) Finally, to show the **Total Shareholder Return or TSR Performance**, which measures the change in the share price adjusted for any dividends paid during the period. The TSR Performance does not include the value of any franking credits when they are paid to shareholders. The TSR Performance can be an important measure as often the share market can trade at a premium or discount to the NTA.

The results of each of these measures for the half-year are outlined below:

Manager Performance	+ 11.6%
Portfolio Benchmark	+ 5.5%
Manager Out-Performance	+ 6.1%

Company Performance	+ 11.3%
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TSR Performance	+ 6.8%
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Conditional Proposal

On 16 January 2024 the Company announced a conditional proposal (2024 conditional proposal) agreed with the manager of the Company's investment portfolio, Spheria Asset Management Pty Limited (Manager), to pursue an exchange of shares in the Company for units in Spheria Australian Smaller Companies Fund, should the average discount of the Company's share price to pre-tax NTA during the period 1 October 2024 to 31 December 2024 (measurement period) exceed 5% (NTA discount test).

The conditional proposal provided a period of time for the market to determine if shareholders' investment in the Company remained in a listed investment company (LIC) or be converted to an interest in a managed fund.

The discount of the Company's share price to pre-tax NTA during the measurement period was 4.75% which was below the 5% threshold, and therefore SEC passed the NTA discount test to remain a LIC and shareholders will continue to enjoy the benefits of this structure such as the payment of regular quarterly fully franked dividends.

The Board has assessed the impact of the 2024 conditional proposal and deemed it to be successful in contributing to the substantial reduction of the Company's NTA discount during 2024, from 15.4%¹ at the start of the 2024 calendar year to 4.5%² at 31 December 2024.

The effectiveness of the conditional proposal as a discount narrowing measure and the ongoing commitment by the Board to maintaining its focus on this issue has resulted in the Board deciding, in conjunction with the Manager, to reinstate a conditional proposal for the forthcoming year.

Under the reinstated and modified conditional proposal, for the twelve months from 1 April 2025 to 31 March 2026 (annual measurement period), should the average daily discount of the Company's share price to pre-tax NTA per share exceed 5% (NTA discount test), the Company will arrange for a meeting of shareholders to be convened to vote on whether the Company remains a LIC, or converts to a managed fund. This mechanism again provides a period of time for the market to provide guidance regarding the ongoing structure of the Company, while ultimately providing shareholders with the final determination.

¹ Calculated on 31 December 2023 pre-tax NTA per share of \$2.340 and share price of \$1.98.

² Calculated on 31 December 2024 pre-tax NTA per share of \$2.409 and share price of \$2.30.

Matters subsequent to the end of the financial period

Other than as disclosed in note 6 of the interim financial statements, no matter or circumstance has occurred subsequent to period end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years.

Significant changes in the state of affairs

There were no significant changes to the state of affairs of the Company during the half-year.

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 6.

Rounding of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the directors' report have been rounded to the nearest one thousand dollars, or in certain cases, to the nearest dollar (where indicated).

This report is made in accordance with a resolution of the directors.



Jonathan Trollip

Chairman

Sydney

26 February 2025

**Auditor's Independence Declaration
To the Directors of Spheria Emerging Companies Limited
ABN 84 621 402 588**

In relation to the independent auditor's review of Spheria Emerging Companies Limited for the half year ended 31 December 2024, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.



C I Chandran
Partner

Pitcher Partners
Sydney

26 February 2025

Interim financial statements

Statement of profit or loss and other comprehensive income

For the half-year ended 31 December 2024

	Notes	31 Dec 2024 \$'000	31 Dec 2023 \$'000
Investment income			
Interest income		34	38
Dividends received		2,467	2,419
Gains on financial instruments held at fair value through profit and loss		14,108	11,338
Net investment income		16,609	13,795
Expenses			
Management fees		(725)	(659)
Performance fees		(673)	(1,170)
Brokerage costs		(93)	(105)
ASX and share registry fees		(90)	(80)
Professional fees		(45)	(41)
Director fees		(40)	(40)
Other expenses		(89)	(93)
Total expenses		(1,755)	(2,188)
Profit before income tax		14,854	11,607
Income tax expense		(4,053)	(2,958)
Net profit after income tax for the period		10,801	8,649
Other comprehensive income net of tax		-	-
Total comprehensive income for the period attributable to shareholders		10,801	8,649

Earnings per share for profit attributable to ordinary equity holders of the Company	Notes	Cents	Cents
Basic and diluted earnings per share	5	18.1	14.4

The above statement of profit or loss and other comprehensive income should be read in conjunction with the notes to the interim financial statements.

Statement of financial position

As at 31 December 2024

	Note	31 Dec 2024 \$'000	30 Jun 2024 \$'000
Assets			
Cash and cash equivalents		1,458	2,962
Trade and other receivables		422	828
Financial assets at fair value through profit or loss	2	142,745	130,199
Current tax assets		373	972
Deferred tax assets		454	532
Total assets		145,452	135,493
Liabilities			
Trade and other payables		948	1,571
Deferred tax liabilities		3,924	18
Total liabilities		4,872	1,589
Net assets		140,580	133,904
Shareholders' equity			
Issued capital	3	122,166	122,166
Profits reserve		71,143	64,467
Accumulated losses		(52,729)	(52,729)
Total equity		140,580	133,904

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

Statement of changes in equity

For the half-year ended 31 December 2024

	Note	Issued capital \$'000	Profits reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Half-year ended 31 December 2024					
Balance as at 1 July 2024		122,166	64,467	(52,729)	133,904
Total comprehensive income					
Profit for the period		-	-	10,801	10,801
Other comprehensive income		-	-	-	-
Total comprehensive income		-	-	10,801	10,801
Transfers between reserves					
Transfers to profit reserve		-	10,801	(10,801)	-
Total transfers between reserves		-	10,801	(10,801)	-
Transactions with owners in their capacity as owners					
Dividend paid to shareholders	4(a)	-	(4,125)	-	(4,125)
Total transactions with owners in their capacity as owners		-	(4,125)	-	(4,125)
Balance as at 31 December 2024		122,166	71,143	(52,729)	140,580
Half-year ended 31 December 2023					
Balance as at 1 July 2023		122,464	56,734	(45,768)	133,430
Total comprehensive income					
Profit for the period		-	-	8,649	8,649
Other comprehensive income		-	-	-	-
Total comprehensive income		-	-	8,649	8,649
Transfers between reserves					
Transfers to profit reserve		-	8,649	(8,649)	-
Total transfers between reserves		-	8,649	(8,649)	-
Transactions with owners in their capacity as owners					
Purchase of shares under on-market share buy-back	3(b)	(298)	-	-	(298)
Dividend paid to shareholders	4(a)	-	(3,293)	-	(3,293)
Total transactions with owners in their capacity as owners		(298)	(3,293)	-	(3,591)
Balance as at 31 December 2023		122,166	62,090	(45,768)	138,488

The above statement of changes in equity should be read in conjunction with the notes to the interim financial statements.

Statement of cash flows

For the half-year ended 31 December 2024

	Note	31 Dec 2024 \$'000	31 Dec 2023 \$'000
Cash flows from operating activities			
Proceeds from sale of investments		29,543	31,442
Payments for investments		(28,871)	(28,143)
Interest received		43	37
Dividends received		2,435	2,495
Payments to suppliers		(1,059)	(1,833)
Income taxes refunded / (paid)		530	(237)
Net cash provided by operating activities		2,621	3,761
Cash flows from financing activities			
Purchase of shares under on-market share buy-back	3(b)	-	(298)
Dividends paid to shareholders	4(a)	(4,125)	(3,293)
Net cash used in financing activities		(4,125)	(3,591)
Net (decrease) / increase in cash and cash equivalents		(1,504)	170
Cash assets at beginning of the financial period		2,962	1,968
Cash assets at the end of the financial period		1,458	2,138

The above statement of cash flows should be read in conjunction with the notes to the interim financial statements.

Notes to the interim financial statements

For the half-year ended 31 December 2024

Note 1 Summary of material accounting policies

The interim financial statements were authorised for issue on 26 February 2025 by the Board.

Basis of preparation

These interim financial statements for the half-year ended 31 December 2024 have been prepared in accordance with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Act 2001*.

The interim financial statements have been prepared on an accrual basis, and are based on historical costs modified by the revaluation of financial assets for which the fair value basis of accounting has been applied.

These interim financial statements do not include all of the disclosures normally included in annual financial statements. It is recommended that this interim financial report be read in conjunction with the Company's annual report for the year ended 30 June 2024 and with any public announcements made by the entity during the interim reporting period.

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the interim financial report have been rounded to the nearest one thousand dollars, unless otherwise indicated.

Material accounting policies

The accounting policies adopted in these interim financial statements are consistent with those of the previous financial year, as disclosed in the 30 June 2024 annual report.

New accounting standards and interpretations

There are no new accounting standards, amendments and interpretations that are expected to have a material impact on the interim financial statements.

Note 2 Fair value measurements

The Company measures and recognises its financial assets at fair value through profit or loss on a recurring basis.

Fair value hierarchy

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

- (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 (as prices) or indirectly (derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Note 2 Fair value measurements (continued)

Recognised fair value measurements

The following table presents the Company's assets measured and recognised at fair value:

	Level 1	Level 2	Level 3	Total
Financial Assets	\$'000	\$'000	\$'000	\$'000
31 December 2024				
<i>Financial assets at fair value through profit and loss</i>				
Australian listed equity securities	142,745	-	-	142,745
Total financial assets	142,745	-	-	142,745
30 June 2024				
<i>Financial assets at fair value through profit and loss</i>				
Australian listed equity securities	130,199	-	-	130,199
Total financial assets	130,199	-	-	130,199

Included within Level 1 of the hierarchy are listed investments. The fair value of these financial assets has been based on the closing quoted last prices at the end of the reporting year, excluding transaction costs.

There were no transfers between levels for recurring fair value measurements during the period.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The carrying amounts of all financial instruments other than those measured at fair value on a recurring basis are considered to represent a reasonable approximation of their fair values.

Note 3 Issued capital

(a) Share capital

	31 Dec 2024	31 Dec 2024	30 Jun 2024	30 Jun 2024
	Number	\$'000	Number	\$'000
Fully paid ordinary shares	59,796,502	122,166	59,796,502	122,166
Total share capital	59,796,502	122,166	59,796,502	122,166

Note 3 Issued capital (continued)

(b) Movements in ordinary share capital

Date	Details	Number of shares	Total \$'000
Half-year ended 31 December 2024			
1 July 2024	Balance	59,796,502	122,166
July 2024 – Dec 2024	No movement	-	-
31 December 2024	Balance	59,796,502	122,166
Half-year ended 31 December 2023			
1 July 2023	Balance	59,958,288	122,464
July 2023 – Dec 2023	Purchase of ordinary shares under on-market share buy-back (refer (d) below)	(161,786)	(298)
31 December 2023	Balance	59,796,502	122,166

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held.

Every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(d) On-market share buy-back

There was no on-market share buy-back operating during the current reporting period.

During the prior reporting period, the Company purchased 161,786 for total consideration of \$298,000.

Note 4 Dividends

(a) Dividend paid

During the half-year, the following dividends were paid by the Company:

	31 Dec 2024 \$'000	31 Dec 2023 \$'000
Quarterly dividend for period ended 30 June 2024 of \$0.034 per fully paid ordinary share paid on 13 August 2024 - fully franked at 30% (31 Dec 2023: 2.8 cents paid on 7 August 2023 – fully franked at 30%)	2,032	1,677
Quarterly dividend for period ended 30 September 2024 of \$0.035 per fully paid ordinary share paid on 12 November 2024 - fully franked at 30% (31 Dec 2023: 2.7 cents paid on 6 November 2023 – fully franked at 30%)	2,093	1,616
Total dividends paid	4,125	3,293

(b) Dividends not recognised at the end of the period

Since period end the Board resolved to pay a fully franked quarterly dividend of 3.5 cents per share for the period ended 31 December 2024, which was paid on 12 February 2025 (31 Dec 2023: fully franked quarterly dividend of 2.9 cents per share paid on 6 February 2024).

The aggregate amount of dividend paid but not recognised as a liability at period end was \$2,093,000 (31 Dec 2023: \$1,734,000).

Note 4 Dividends (continued)

(c) Dividend franking account

The balance of the Company's dividend franking account at 31 December 2024 was \$4,839,000 (31 Dec 2023: \$6,383,000). The balance of the franking account available for dividends paid in subsequent financial periods, when adjusted for franking debits that may arise from the value of current tax receivables, is \$4,467,000 (31 Dec 2023: \$5,657,000).

The franking debit that arose from the payment of the dividend not recognised at the end of the reporting period was \$897,000 (31 Dec 2023: \$743,000).

Note 5 Earnings per share

(a) Earnings used in the calculation of basic and diluted earnings per share	31 Dec 2024 \$'000	31 Dec 2023 \$'000
Profit from continuing operations attributable to the owners of the Company	10,801	8,649
(b) Basic and diluted earnings per share	Cents	Cents
Profit from continuing operations attributable to the owners of the Company	18.1	14.4
(c) Weighted average number of ordinary shares used in the calculation of earnings per share	Number	Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	59,796,502	59,870,994
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share	59,796,502	59,870,994

Note 6 Subsequent events

Since period end, the Board has decided in conjunction with the Company's investment manager, Spheria Asset Management Pty Limited, to reinstate a modified conditional proposal in regard to the ongoing structure of the Company. Under the modified conditional proposal, for the twelve months from 1 April 2025 to 31 March 2026 (annual measurement period), should the average daily discount of the Company's share price to pre-tax NTA per share exceed 5% (NTA discount test), the Company will arrange for a meeting of shareholders to be convened to vote on whether the Company remains a listed investment company (LIC), or converts to a managed fund. This mechanism again provides a period of time for the market to provide guidance regarding the ongoing structure of the Company, while ultimately providing shareholders with the final determination.

Except as referred to above and in note 4(b), no other matter or circumstance has occurred subsequent to period end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years.

Note 7 Segment Information

The Company has only one reportable segment. The Company is engaged solely in investment activities in Australia.

Note 8 Contingencies and commitments

The Company has no commitments at period end and no known contingent assets or liabilities.

Directors' declaration

The directors declare that the interim financial statements and notes as set out on pages 7 to 14 are in accordance with the *Corporations Act 2001*, including:

- (a) complying with *Accounting Standard AASB134 Interim Financial Reporting*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (b) giving a true and fair view of the Company's financial position as at 31 December 2024 and of its performance for the half-year ended on that date.

In the directors' opinion there are reasonable grounds to believe that Spheria Emerging Companies Limited will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



Jonathan Trollip

Chairman

Sydney

26 February 2025

**Independent Auditor's Review Report
To the Members of Spheria Emerging Companies Limited
ABN 84 621 402 588**

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Spheria Emerging Companies Limited ("the Company") which comprises the statement of financial position as at 31 December 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a summary of material accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Spheria Emerging Companies Limited does not comply with the *Corporations Act 2001* including:

- a) giving a true and fair view of the Company's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



C I Chandran
Partner

26 February 2025



Pitcher Partners
Sydney

Corporate directory

Board of Directors

Jonathan Trollip (Chairman)
Lorraine Berends AM
Matthew Booker
Chris Meyer (Alternate Director)

Secretary

Calvin Kwok

Manager

Spheria Asset Management Pty Limited
ACN 611 081 326
Level 25, 264 George Street
SYDNEY NSW 2000
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ASX Code

SEC Ordinary Shares

Auditors

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<https://spheria.com.au/funds/spheria-emerging-companies-limited-asx-sec>