

Sandhurst Trustees Limited

ABN 16 004 030 737

AFSL 237906

**ANNUAL FINANCIAL REPORT
FOR THE YEAR ENDED 30 June 2024**

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
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SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT

The Directors present the financial report of Sandhurst Trustees Limited (the Company) and its controlled entities for the year ended 30 June 2024.

Directors

The names of Directors of the Company in office during the financial year and until the date of this report are:

| | |
|--|-------------------------------|
| Vicki Carter (resigned 15 August 2024) | Chair, Non-executive Director |
| Margaret Payn (appointed 15 August 2024) | Chair, Non-executive Director |
| Richard Baker | Non-executive Director |
| Alexandra Tullio | Non-executive Director |
| Luke Davidson | Executive Director |

The name of the Company Secretary at the end of the financial year and at the date of this report is:

Susan Kamler

Corporate structure

Sandhurst Trustees Limited (STL) is a for-profit public company limited by shares that is incorporated and domiciled in Australia. Its ultimate parent entity is Bendigo and Adelaide Bank Limited (BEN).

Principal activities

The principal activities of the economic entity during the year were:

- Responsible entity for managed investment schemes;
- Corporate trustee and custodial services provider.

At 30 June 2024, there were 40 (2023: 41) full time equivalent employees employed by Bendigo and Adelaide Bank Limited to undertake the above activities.

Operating results

Economic entity results in brief:

| | 2024 | 2023 |
|--------------------------|------------|------------|
| | \$ | \$ |
| Profit before income tax | 32,876,133 | 35,442,969 |
| Profit after income tax | 23,019,479 | 24,846,232 |

Dividends

A total of \$52.5 million in dividends was declared and paid in 2024, (\$7.5 million paid September, \$35 million paid October and \$10 million paid June) (2023: \$7.5 million).

Share options

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

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the economic entity that occurred during the financial year.

Funds management

Total funds under management has increased for the year to \$5.6 billion at 30 June 2024 (2023: \$5.2 billion).

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
DIRECTORS' REPORT

Funds management (cont.)

| Funds under management summary: | 2024 | 2023 |
|--|-------|-------|
| | \$m | \$m |
| Income and Mortgage Funds | 3,529 | 2,889 |
| Diversified Funds | 1,715 | 1,823 |
| Adelaide CMT | 184 | 201 |
| Sandhurst Industrial Share Fund | 128 | 137 |
| Bendigo Income Generation Fund | - | 86 |
| Bendigo Socially Responsible Growth Fund | 40 | 38 |
| Sandhurst Strategic Income Fund | 32 | 37 |

Corporate trustee and custodial services

Revenue from corporate trustee and custodial services increased by approximately 6.23% during the financial year to \$3.7 million (2023: \$3.5 million).

Significant events after the balance date

On a Board resolution dated 12 August 2024, Sandhurst Trustees Limited, as responsible entity of the Funds made the decision to terminate the following six funds; Bendigo Growth Wholesale Fund, Bendigo High Growth Wholesale Fund, Bendigo Socially Responsible Growth Fund, Sandhurst Conservative Fund, Sandhurst Balanced Fund and Sandhurst Growth Fund. Sandhurst determines 28 November 2024 as the termination date. The Funds will be wound up in accordance with the Fund's constitutions with the net proceeds of the sale of assets distributed to unitholders. The Board has also resolved on the 27 August 2024, to seek member approval to change the responsible entity for an additional eight of the managed funds, this vote will also occur on the 28th November.

Likely developments and expected results

In the opinion of the Directors, disclosure of information on the likely developments in the operations of the economic entity in future years and the expected results of those operations, is likely to result in unreasonable prejudice to the Company. Accordingly, this information has not been disclosed in this report.

Indemnification of auditor

To the extent permitted by law and professional regulations, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against all claims by third parties and resulting liabilities, losses, damages, costs and expenses (including reasonable external legal costs) arising from the audit engagement including any negligent, wrongful or wilful act or omission by the Company. The indemnity does not apply to any loss resulting from Ernst & Young's negligent, wrongful or wilful acts or omissions. No payment has been made under this indemnity to Ernst & Young during or since the financial year end.

Insurance and indemnification of directors and officers

The Directors and officers of the Company have been indemnified through an insurance policy, against all liabilities to persons (other than the Company or a related entity) which arise out of the performance of their normal duties. The agreement stipulates that the policy will meet the full amount of any such liabilities, including costs and expenses. The insurance premium has been paid for by the ultimate parent entity, Bendigo and Adelaide Bank Limited. The terms of the policy prohibit disclosure of the nature of the liability and the amount of the premium.

Statutory trustee

The Company is an authorised trustee corporation. Assets and liabilities of trusts and funds for which the Company acts as trustee, responsible entity, or custodian are not included in the Company's financial statements.

Environmental regulation and performance

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

The Directors received an independence declaration from the auditors of Sandhurst Trustees Limited, a copy of which is attached to the Directors' Report.

Signed in accordance with a resolution of the Board of Directors.

Director



Margaret Payn
Chair
Adelaide
Date: 23 October 2024



**Building a better
working world**

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Auditor's independence declaration to the Directors of Sandhurst Trustees Limited

As lead auditor for the audit of the financial report of Sandhurst Trustees Limited for the financial year ended 30 June 2024, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Sandhurst Trustees Limited and the entities it controlled during the financial year.

A handwritten signature in black ink that reads "Ernst & Young".

Ernst & Young

A handwritten signature in black ink, appearing to be "Hayley Watson".

Hayley Watson
Partner
23 October 2024

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2024

| | NOTE | 2024 \$ | 2023 \$ |
|---|------|-------------------|-------------------|
| Revenue | | | |
| Revenues | 4 | 47,354,753 | 48,701,161 |
| Other income | 4 | 14,077 | 20,001 |
| Total revenue | | 47,368,830 | 48,721,162 |
| Expenses | | | |
| Fees and commissions | 5 | 5,958,646 | 5,551,446 |
| Staff and related costs | 5 | 6,858,907 | 6,612,584 |
| Other operating expense | 5 | 1,636,682 | 1,743,009 |
| Total expenses | | 14,454,235 | 13,907,039 |
| Revaluation gain/(loss) on debt instruments at fair value through profit or loss | 4 | (38,462) | 628,846 |
| Profit before income tax | | 32,876,133 | 35,442,969 |
| Income tax expense | 6 | 9,856,654 | 10,596,737 |
| Profit after income tax | | 23,019,479 | 24,846,232 |
| Other comprehensive income/(loss) | | - | - |
| Total comprehensive income for the year | | 23,019,479 | 24,846,232 |

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

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2024

| | NOTE | 2024 \$ | 2023 \$ |
|--|------|-------------------|-------------------|
| Current assets | | | |
| Cash and cash equivalents | 7 | 5,598,931 | 5,547,751 |
| Trade and other receivables | 8 | 5,995,575 | 41,220,942 |
| Total current assets | | 11,594,506 | 46,768,693 |
| Non-current assets | | | |
| Financial assets - fair value through profit or loss (FVTPL) | 9 | 17,525,122 | 16,895,758 |
| Total non-current assets | | 17,525,122 | 16,895,758 |
| Total assets | | 29,119,628 | 63,664,451 |
| Current liabilities | | | |
| Intercompany tax payable | 6 | 5,012,740 | 9,853,865 |
| Trade and other payables | 11 | 494,401 | 779,464 |
| Total current liabilities | | 5,507,141 | 10,633,329 |
| Non-current liabilities | | | |
| Deferred tax liability | 6 | 258,587 | 196,701 |
| Total non-current liabilities | | 258,587 | 196,701 |
| Total liabilities | | 5,765,728 | 10,830,030 |
| Net assets | | 23,353,900 | 52,834,421 |
| Equity | | | |
| Contributed equity | 13 | 5,000,000 | 5,000,000 |
| Retained earnings | 14 | 18,353,900 | 47,834,421 |
| Total equity | | 23,353,900 | 52,834,421 |

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

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2024

| | Issued Capital \$ | Retained Earnings \$ | Total \$ |
|---|----------------------|----------------------------|--------------|
| At 1 July 2023 | 5,000,000 | 47,834,421 | 52,834,421 |
| Profit for the period | - | 23,019,479 | 23,019,479 |
| Total Comprehensive income for the period | - | 23,019,479 | 23,019,479 |
| Dividends paid | - | (52,500,000) | (52,500,000) |
| At 30 June 2024 | 5,000,000 | 18,353,900 | 23,353,900 |
| At 1 July 2022 | 5,000,000 | 30,488,189 | 35,488,189 |
| Profit for the period | - | 24,846,232 | 24,846,232 |
| Total Comprehensive income for the period | - | 24,846,232 | 24,846,232 |
| Dividends paid | - | (7,500,000) | (7,500,000) |
| At 30 June 2023 | 5,000,000 | 47,834,421 | 52,834,421 |

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

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2024

| | NOTE | 2024 \$ | 2023 \$ |
|---|--------|--------------|--------------|
| Operating activities | | | |
| Management fees and commissions received | | 46,584,791 | 49,102,866 |
| Payments to suppliers and employees | | (14,961,351) | (14,467,221) |
| Income tax paid | | (14,635,898) | (4,997,597) |
| Distributions received | | 689,324 | 203,051 |
| Interest received | | 30,819 | 187,225 |
| Net cash flows from operating activities | 15 (b) | 17,707,685 | 30,028,324 |
| Investing activities | | | |
| Other cash flows used in investing activities | | (667,826) | (974,381) |
| Net cash flows (used in) investing activities | | (667,826) | (974,381) |
| Financing activities | | | |
| Provision of funding (to)/from parent entity | | 35,511,321 | (21,510,647) |
| Dividends paid | | (52,500,000) | (7,500,000) |
| Net cash flows (used in) financing activities | | (16,988,679) | (29,010,647) |
| Net increase in cash and cash equivalents | | 51,180 | 43,296 |
| Cash and cash equivalents at the beginning of the year | | 5,547,751 | 5,504,455 |
| Cash and cash equivalents at the end of the year | 15 (a) | 5,598,931 | 5,547,751 |

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

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 1 - Corporate Information

The financial report of Sandhurst Trustees Limited (STL) for the year ended 30 June 2024 was authorised for issue in accordance with a resolution of the Directors on 23 October 2024.

The financial report covers Sandhurst Trustees Limited and controlled entities (the Group). Sandhurst Trustees Limited is a public company limited by shares, incorporated and domiciled in Australia.

The nature of the operations and principal activities of Sandhurst Trustees Limited are described in the Directors' Report.

Note 2 - Summary of material accounting policies

(a) Basis of accounting

This financial report is a general purpose financial report that has been prepared in accordance with the requirements of the *Corporations Act 2001*, along with interpretations issued by the Australian Accounting Standards Board (AASB), including the application of ASIC Instrument 2021/195, and International Financial Reporting Standards (IFRS) and interpretations as issued by the International Accounting Standards Board (IASB).

ASIC Instrument 2021/195 allows entities to include the parent entity financial statements as part of the consolidated financial statements if they wish to do so. Accordingly, the financial statements illustrated in this financial report do not include the separate financial statements of the parent and only include the limited disclosures required by Reg. 2M.3.01 of the Corporations Regulations 2001. Refer to Note 22 for parent entity financial information.

The financial report is presented in Australian dollars and rounded to the nearest dollar, unless otherwise stated.

The financial report is prepared on a historical cost basis, except for land and buildings and available-for-sale assets which have been measured at their fair value.

(b) Changes in accounting policies

A number of new and amended standards and interpretations issued by the AASB and the IASB became effective for the financial year ended 30 June 2024. These did not result in material changes to the Group's accounting policies.

(c) Recently issued or amended standards not yet effective

A number of new standards, amendments to standards and interpretations have been published but are not mandatory for the financial statements for the year ended 30 June 2024. These have not been applied by the Group in preparing these financial statements. Unless otherwise indicated below, these are not expected to have a material impact on the Group's financial statements.

AASB 18 Presentation and Disclosure in Financial Statements

AASB 18 *Presentation and Disclosure in Financial Statements* was issued in June 2024 and will be effective for the Group on 1 July 2027. AASB 18 replaces AASB 101 *Presentation of Financial Statements* as the standard describing financial statements and setting out requirements for the presentation and disclosure of information in financial statements. Amongst other changes, it introduces the concept of the "management-defined performance measures" to financial statements and requires the classification of transactions presented within the statement of profit or loss within one of five categories – operating, investing, financing, income taxes, and discontinued operations. Although the new Standard is not expected to have a material impact on the recognition or measurement policies of the Group, it is expected to have an impact on how the Group presents and discloses financial performance in its financial statements.

(d) Principles of consolidation

The consolidated financial statements are the financial statements of Sandhurst Trustees Limited and its controlled entities. A list of controlled entities is contained in Note 19 of the financial statements.

Controlled entities prepare financial reports for consolidation in conformity with the Group accounting policies.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances and transactions between entities in the Group have been eliminated on consolidation.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 2 - Summary of material accounting policies (cont.)

(e) Material accounting judgements, estimates & assumptions

The carrying amount of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Impairment of assets

The Group has to make a judgement as to whether an impairment indicator is evident at each reporting date. If an indicator is evident, the asset must be tested for impairment, which requires the estimation of future cash flows and the use of an appropriate discount rate.

Managed investment funds

Sandhurst Trustees Limited acts as a responsible entity for certain managed investment funds. The decision-making rights of the fund are restricted to the Product Disclosure Statements. The fees received by STL are commensurate with the services provided and are consistent with similar funds in the market. Where STL holds investments in the funds, the Company assessed its power over the relevant activities of the entity and the significance of its exposure to variable returns to determine whether the relevant fund should be consolidated.

(f) Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise of cash at bank and on hand and short-term investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value.

Cash on hand and at bank and short-term investments are stated at nominal value.

For the purposes of the Statement of Cash Flows, cash includes cash on hand and at bank, short-term money market investments readily convertible into cash within 2 business days, net of outstanding bank overdrafts.

(g) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less an allowance for credit losses.

Debts that are known to be uncollectible are written off when identified. An allowance for expected credit loss is recognised when there is quantitative and qualitative evidence that there is doubt over the Group's ability to recover the debt.

(h) Investments and other financial assets

Upon the adoption of AASB 9 *Financial Instruments*, the Group classifies its financial assets into the following measurement categories:

- Amortised cost;

The Group measures financial assets at amortised cost if the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Fair value through profit or loss (FVTPL);

An asset is measured at FVTPL when it does not meet the classification of being measured at amortised cost.

The Group does not hold any assets held at fair value through other comprehensive income.

In order to determine the classification and measurement of a financial asset, with the exception of equity instruments and derivatives, the Group performs an assessment of the business model in which the asset is managed and the cash flow characteristics of the asset.

Business model test

The business model reflects how the Group manages the assets in order to generate cashflows.

The Group's objective will be either to:

- solely collect the contractual cash flows of principal and interest;
- collect both the contractual cash flows of principal and interest and those cash flows arising from the assets disposal; or
- hold for trading purposes.

Various factors are considered by the Group in determining the appropriate business model for a group of assets including past experience on how cash flows are managed and how the performance of the asset group is measured and reported to key management personnel.

Solely payment of principal and interest test

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows by both holding and subsequently selling the asset, the Group is required to determine if the cashflows represent solely payments of principal and interest. This assessment considers whether the cash flows represent consideration for: time value of money, lending risks and other elements which are consistent with a basic lending arrangement (e.g. fees to recover administrative costs).

Note 2 - Summary of material accounting policies (cont.)

(h) Investments and other financial assets (cont.)

Reclassification

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets.

(i) Property, plant and equipment

Plant and equipment are carried at historical cost less accumulated depreciation, and any impairment losses.

Revaluations

Fair value is determined by reference to market-based evidence, which is the amount which the assets could be exchanged between a knowledgeable willing buyer and a knowledgeable willing seller in an arm's length transaction as at the valuation date.

Any revaluation surplus is credited to the asset revaluation reserve included in the equity section of the Statement of Financial Position unless it reverses a revaluation decrease of the same asset previously recognised in the Statement of Comprehensive Income.

Any revaluation deficit is recognised in the Statement of Comprehensive Income unless it directly offsets a previous surplus of the same asset recognised in the asset revaluation reserve.

In addition, any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Depreciation/Amortisation

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

| <i>Asset category</i> | 2024 | 2023 |
|------------------------------|------|------|
| Office furniture & equipment | 5 | 5 |
| Computer hardware | 3 | 3 |
| Motor vehicles | 5 | 5 |

Impairment

The carrying values of property, plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of property, plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment exists when the carrying value of an asset exceeds its estimated recoverable amount. The asset is then written down to its recoverable amount.

For property, plant and equipment, impairment losses are recognised in the Statement of Comprehensive Income.

Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the item) is included in the Statement of Comprehensive Income in the period the item is derecognised.

Note 2 - Summary of material accounting policies (cont.)

(j) Trustee and funds management activities

The Company acts as trustee and/or responsible entity for a number of funds. The assets and liabilities of these funds are not included in the consolidated financial statements. An assessment of each fund has occurred as per AASB 10 *Consolidated Financial Statements*. Note 21 provides the relevant information regarding the unstructured entities. Commissions and fees generated by the fund management activities are brought to account on an accruals basis when earned.

(k) Accrued expenses

Expenses are accrued for, once realised, and are classified as accrued expenses if the following criteria are met:

- the amount can be accurately calculated,
- the period they belong to can be determined, and
- the period they will be paid is known.

(l) Revenue recognition

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

The arrangements are generally contractual and the cost of providing the service is incurred as each service is performed. The price is usually fixed and always determinable.

Distributions

Revenue is recognised when the right to receive consideration for the investment in assets is attained, evidenced by the declaration of distributions by the investee.

(m) Income tax

The income tax for the period is the tax payable on the current period's taxable income based on the notional income tax rate, adjusted for changes in deferred tax assets and liabilities and unused tax losses.

The Group has adopted the Statement of Financial Position Liability of tax effect accounting, which focuses on the tax effect of transactions and other events that affect amounts recognised in either the Statement of Financial Position or a tax-based Statement of Financial Position.

Deferred tax assets and liabilities are recognised for temporary differences, except where the deferred tax asset/liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in the Statement of Comprehensive Income.

Sandhurst Trustees Limited and the controlled entities are part of the Bendigo and Adelaide Bank Limited tax consolidated group. The tax consolidated group continue to account for their own current and deferred tax amounts. The Bendigo and Adelaide Bank Limited group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

Note 2 - Summary of material accounting policies (cont.)

(n) Goods and services tax (GST)

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

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(o) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and paid within 30 days of recognition.

Liabilities for trade creditors and other amounts are carried at amortised cost, which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group. Payables to related parties are carried at the principal amount.

(p) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Group. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction, net of tax, of the share proceeds received.

(q) Comparative figures

Where necessary, comparatives have been reclassified for consistency with current year disclosures.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 3 - Financial risk management objectives and policies

The management of risk is an essential element of Sandhurst Trustees Limited's strategy and profitability and the way it operates as a wholly owned subsidiary of Bendigo and Adelaide Bank Limited.

The Board of Sandhurst Trustees Limited is ultimately responsible for risk management associated with its business activities and has established an integrated governance and accountability framework, policies and controls to identify, assess, monitor and manage risk. As a member of the Bendigo and Adelaide Bank Limited group, Sandhurst Trustees Limited is also required to adhere to the Bendigo and Adelaide Bank Limited's risk management framework.

The risk management strategy of Sandhurst Trustees Limited is based upon risk principles approved by the Board and is underpinned by a system of delegations, passing from the Board through Board committees, management committees to the various risk, support and business units of Sandhurst Trustees Limited and to the broader Bendigo and Adelaide Bank Limited group.

Further, the Board of Sandhurst Trustees Limited has established additional governance and compliance frameworks to satisfy its specific obligations as, a responsible entity and a holder of an Australian Financial Services Licence (AFSL).

A structured framework has been established to ensure that risk management is linked to the Company's operations. The risk management framework is also underpinned by an integrated framework of responsibilities and functions driven from the Board level down to operational levels, covering all aspects of risk.

The Group's principal financial instruments comprise of cash, short term deposits and managed funds.

The main purpose of these financial instruments is to underpin the financial stability of the Group's operations and to meet the minimum net tangible asset position as required by regulatory requirements. The Group has other various financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

Details of the material accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and liability are disclosed in Note 2(e) and 2(l) to the financial statements.

The main risks arising from the Group's financial instruments are interest rate risk, market risk, liquidity risk and credit counterparty risk. The management of these risks is disclosed in note 12.

Interest rate risk

The Group's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates.

Market risk

Market risk is the risk that changes in market prices, such as equity prices, will affect the Group's income and the value of its financial instruments. The Group holds investments in various unlisted investments. The value of these investments will fluctuate over time consistent with the financial performance of the underlying investment.

Liquidity risk

Liquidity risk is the inability to access funds, both anticipated and unforeseen, which may lead to the Group being unable to meet its obligations in an orderly manner as they arise or forgoing investment opportunities.

Counterparty credit risk

Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss.

With respect to credit risk arising from the financial assets of the Group, the Group's exposure to credit risk arises from default of the counterparty, with the current exposure equal to the fair value of these instruments as disclosed in the Statement of Financial Position.

This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at the reporting date.

The Group holds no collateral as security or any other credit enhancements. There are no financial assets that are past due or impaired, or would otherwise be past due or impaired except for the terms having been renegotiated.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 3 - Financial risk management objectives and policies (cont.)

The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables.

The table below shows the maximum exposure to credit risk for the components of the Statement of Financial Position.

| | 2024 | 2023 |
|--|------------|------------|
| | \$ | \$ |
| Cash and cash equivalents | 5,598,931 | 5,547,751 |
| Trade and other receivables | 5,995,575 | 41,220,942 |
| Financial assets - fair value through profit or loss (FVTPL) | 17,525,122 | 16,895,758 |
| | 29,119,628 | 63,664,451 |

Note 4 - Revenues

| | 2024 | 2023 |
|--|------------|------------|
| | \$ | \$ |
| Revenues: | | |
| Commission and management fees received | 46,607,936 | 48,243,561 |
| Interest | 57,493 | 47,900 |
| Managed investment schemes distributions | 689,324 | 409,700 |
| | 47,354,753 | 48,701,161 |

Other income:

| | | |
|--------------|--------|--------|
| Other income | 14,077 | 20,001 |
| | 14,077 | 20,001 |

Fair value through profit or loss:

| | | |
|--|----------|---------|
| Revaluation gain/(loss) on financial assets at fair value through profit or loss | (38,462) | 628,846 |
| | (38,462) | 628,846 |

Note 5 - Expenses

| | 2024 | 2023 |
|--------------------------------|-----------|-----------|
| | \$ | \$ |
| Fees and commissions: | | |
| Adviser and agency commissions | 1,398,945 | 1,575,574 |
| Community Bank commissions | 4,559,701 | 3,975,872 |
| | 5,958,646 | 5,551,446 |

Staff and related costs*:

| | | |
|---------------------------------------|-----------|-----------|
| Salaries and wages recharge | 5,798,730 | 5,637,181 |
| Superannuation contributions recharge | 645,504 | 617,972 |
| Payroll costs recharge | 396,775 | 346,353 |
| Other recharge | 17,898 | 11,078 |
| | 6,858,907 | 6,612,584 |

Other operating expenses:

| | | |
|--|-----------|-----------|
| Communications, postage and stationery expense | 52,321 | 37,758 |
| Marketing and sponsorship | 2,708 | 40,860 |
| Legal expense | 127,906 | 87,886 |
| Computer systems and software costs | 465,101 | 381,062 |
| Audit and accounting expenses | 308,506 | 254,116 |
| Travel expenses | 55,438 | 40,891 |
| Research and ratings costs | 270,526 | 331,927 |
| Directors fees | 185,000 | 101,308 |
| Consultancy fees | (195,000) | 97,877 |
| Information services | 229,903 | 192,995 |
| Other | 134,273 | 176,329 |
| | 1,636,682 | 1,743,009 |

*Employees are employed by Bendigo and Adelaide Bank Limited to undertake activities on behalf of Sandhurst Trustees Limited. The employment costs are passed on to Sandhurst Trustees Limited.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 6 - Income tax expense

| | 2024 | 2023 |
|---|------------------|-------------------|
| | \$ | \$ |
| Major components of income tax expense are: | | |
| Income Statement | | |
| <i>Current income tax:</i> | | |
| Current income tax charge | 9,827,340 | 10,346,015 |
| Imputation credits | | |
| Adjustments in respect of current income tax of previous years | 45,391 | (14,184) |
| <i>Deferred income tax:</i> | | |
| Adjustments in respect of deferred income tax of previous years | (38,992) | (22,138) |
| Relating to origination and reversal of temporary differences | 22,915 | 287,044 |
| Income tax expense reported in the income statement | 9,856,654 | 10,596,737 |

A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:

| | 2024 | 2023 |
|--|------------|------------|
| | \$ | \$ |
| Income tax expense attributable to: | | |
| Accounting profit before income tax | 32,876,133 | 35,442,969 |

The income tax expense comprises amounts set aside as:

| | | |
|---|------------------|-------------------|
| Provision attributable to current year at statutory rate, being | | |
| Prima facie tax on accounting profit before tax at a 30% statutory tax rate (2023: 30%) | 9,862,839 | 10,632,891 |
| Over provision in prior years | (6,399) | (36,322) |
| Expenditure not allowable for income tax purposes | 214 | 168 |
| Income tax expense reported in the consolidated income statement | 9,856,654 | 10,596,737 |

Deferred income tax

Deferred income tax at 30 June relates to the following:

| | 2024 | 2023 |
|---|----------------|----------------|
| | \$ | \$ |
| Deferred tax assets | | |
| Plant & equipment | 35,434 | 32,394 |
| Accrued expenses | 28,572 | 37,337 |
| Deferred tax assets | 64,006 | 69,731 |
| Set-off of deferred tax assets and deferred tax liabilities | (64,006) | (69,731) |
| Net deferred tax assets | - | - |
| Deferred tax liabilities | | |
| Financial assets fair value through profit or loss (FVTPL) | 322,593 | 334,136 |
| Plant, furniture, fittings, office equipment & vehicles | - | (17,414) |
| Other | - | (50,290) |
| Deferred tax liabilities | 322,593 | 266,432 |
| Set-off of deferred tax assets and deferred tax liabilities | (64,006) | (69,731) |
| Net deferred tax liabilities | 258,587 | 196,701 |
| Income tax payable | | |
| Tax payable attributable to members of the tax consolidated group | 5,012,740 | 9,853,865 |
| | 5,012,740 | 9,853,865 |

At 30 June 2024, there is no unrecognised deferred income tax liability (2023: Nil) for taxes that would be payable on the unremitted earnings of certain subsidiaries or joint ventures of the Group, as the Group has no liability for additional taxation should such amounts be remitted.

Recognition and measurement

Current taxes

The income tax for the period is the tax payable on the current period's taxable income based on the national income tax rate, adjusted for changes in deferred tax assets and liabilities and unused tax losses.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 6 - Income tax expense (cont.)

Deferred taxes

The Group has adopted the Balance Sheet liability method of tax effect accounting, which focuses on the tax effects of transactions and other events that affect amounts recognised in either the Balance Sheet or a tax-based Balance Sheet.

Deferred tax assets and liabilities are recognised for temporary differences, except where the deferred tax asset/liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

For amounts recognised directly in equity, the associated current and deferred tax balances are also recognised directly in equity.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred tax balances are reviewed annually to determine whether they should be recognised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Tax consolidation

Bendigo and Adelaide Bank Limited and its 100% owned subsidiaries form the tax consolidated Group. Members of the Group entered into a tax sharing agreement to allocate income tax liabilities to the wholly-owned subsidiaries should the head entity default on its tax payment obligations. At the balance date, the possibility of default is remote. The head entity of the tax consolidated Group is Bendigo and Adelaide Bank Limited.

Members of the tax consolidated Group have entered into a tax funding agreement. The tax funding agreement provides for the allocation of current taxes to members of the tax consolidated Group on a group allocation method based on a notional standalone calculation, while deferred taxes are calculated by members of the tax consolidated Group in accordance with AASB 112 *Income Taxes*.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 7 - Cash and cash equivalents

| | 2024 | 2023 |
|--------------|-----------|-----------|
| | \$ | \$ |
| Cash at bank | 5,598,931 | 5,547,751 |
| | 5,598,931 | 5,547,751 |

Deposits at short call are made for varying periods and earn interest at the respective distribution rate.

Note 8 - Trade and other receivables

| | 2024 | 2023 |
|--|-----------|------------|
| | \$ | \$ |
| <i>Current</i> | | |
| Sundry debtors and accrued income | 3,490,958 | 3,205,004 |
| Amounts receivable from ultimate parent entity | 2,504,617 | 38,015,938 |
| | 5,995,575 | 41,220,942 |

All current receivables are non-interest bearing. Sundry debtors and accrued interest generally have payment terms of between 30 and 90 days.

Amount receivables from the parent are non-interest bearing and are available at call.

Note 9 - Financial assets - fair value through profit or loss (FVTPL)

| | 2024 | 2023 |
|--|------------|------------|
| | \$ | \$ |
| <i>Non-current</i> | | |
| Investment in non-unitised managed investment scheme | 8,199,797 | 7,531,971 |
| Units in - managed investment schemes at fair value | 9,325,325 | 9,363,787 |
| | 17,525,122 | 16,895,758 |

All financial assets are currently held at fair value through profit or loss, subsequent changes to the fair value are recognised in the profit or loss, including upon disposal.

Note 10 - Intangible assets

| | 2024 | 2023 |
|--------------------------|----------|----------|
| | \$ | \$ |
| Intangible software | 90,690 | 90,690 |
| Accumulated amortisation | (33,049) | (33,049) |
| Impairment | (57,641) | (57,641) |
| | - | - |

Reconciliation

| | | |
|--------------------------------------|---|----------|
| Carrying amount at beginning | - | 57,700 |
| Written down value due to impairment | - | (57,641) |
| Amortisation expense | - | (59) |
| | - | - |

Note 11 - Trade and other payables

| | 2024 | 2023 |
|--------------------------------------|---------|---------|
| | \$ | \$ |
| Trade creditors and accrued expenses | 494,401 | 779,464 |
| | 494,401 | 779,464 |

Trade creditors and accrued expenses are non-interest bearing and are normally settled on commercial 30 day terms.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 12 - Financial risk management

The Group has exposure to credit risk, liquidity risk and market risk (including interest rate and equity price risk) from their use of financial instruments.

This note presents information about the Group's exposure to each of the above risks, their objectives, policies and procedures for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework.

a. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Group's exposure to credit risk is limited to Australia by geographic area.

The carrying amount of financial assets recorded in the Statement of Financial Position, net of any provisions for credit losses, represents the Group's maximum exposure to credit risk.

None of the assets of the Group are past due (2023: Nil past due) and based on historic default rates, the Group believes that no impairment allowance is necessary in respect of assets not past due.

b. Liquidity risk

Liquidity risk is the inability to access funds, both anticipated and unforeseen, which may lead to the Group being unable to meet its obligations in an orderly manner as they arise or forgoing investment opportunities.

Management monitors liquid funds on a monthly basis, and ensures funds are sufficient to meet upcoming commitments. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the estimated contractual maturities of financial liabilities, including estimated interest payments:

| | Carrying Amount \$ | 1 year or less \$ | 1 to 5 years \$ | Total \$ |
|------------------------------------|--------------------------|-------------------------|-----------------------|-------------------|
| 30 June 2024 | | | | |
| Trade and other payables | 494,401 | 494,401 | - | 494,401 |
| Income tax payable | 5,012,740 | 5,012,740 | - | 5,012,740 |
| Deferred tax liability | 258,587 | - | 258,587 | 258,587 |
| Total financial liabilities | 5,765,728 | 5,507,141 | 258,587 | 5,765,728 |
| 30 June 2023 | | | | |
| Trade and other payables | 779,464 | 779,464 | - | 779,464 |
| Income tax payable | 9,853,865 | 9,853,865 | - | 9,853,865 |
| Deferred tax liability | 196,701 | - | 196,701 | 196,701 |
| Total financial liabilities | 10,830,030 | 10,633,329 | 196,701 | 10,830,030 |

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 12 - Financial risk management (cont.)

c. Market risk

(i) Interest rate risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates.

Management monitors the exposure to interest rate risk on a monthly basis. Management monitors the exposure to interest rate risk on a monthly basis.

Financial assets and trade and other receivables are non-interest earning. Trade and other receivables are generally settled within 12 months.

Trade and other payables are non-interest bearing and generally mature within 30 days.

Sensitivity analysis for fixed and variable rate instruments

The following table demonstrates the sensitivity to a reasonable possible change in interest rates, with all other variables held constant, of the Group's Statement of Comprehensive Income and Statement of Changes In Equity.

| | 2024 | 2023 |
|---------------------------|----------|----------|
| | \$ | \$ |
| Post tax profit | | |
| + 0.25% (25 basis points) | 13,997 | 13,869 |
| - 0.25% (25 basis points) | (13,997) | (13,869) |
| Equity | | |
| + 0.25% (25 basis points) | 13,997 | 13,869 |
| - 0.25% (25 basis points) | (13,997) | (13,869) |

(ii) Equity price risk

Equity price risk is the risk that the fair value of available-for-sale financial assets will fluctuate because of changes in market prices.

The Group reviews the exposure to equity price risk on a regular basis.

d. Net fair values

All assets and liabilities recognised in the Statement of Financial Position, whether they are carried at cost or at fair value, are recognised at amounts that represent a reasonable approximation of fair value, unless otherwise stated in the applicable notes. There have been no transfers between levels during the financial year.

The Group uses various methods in estimating the fair value of a financial instrument. The methods comprise:

Level 1 - The fair value is calculated using quoted prices in active markets.

Level 2 - The fair value is estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

Level 3 - The fair value is estimated using inputs for the asset or liability that are not based on observable market data.

The fair value of the financial instruments as well as the methods used to estimate the fair value are summarised in the table below.

| | Year ended 30 June 2024 | | | Total |
|---|-------------------------|------------|---------|------------|
| | Level 1 | Level 2 | Level 3 | |
| Financial assets | | | | |
| Financial assets fair value through profit and loss (FVTPL) | - | 17,525,122 | - | 17,525,122 |
| | - | 17,525,122 | - | 17,525,122 |

| | Year ended 30 June 2023 | | | Total |
|---|-------------------------|------------|---------|------------|
| | Level 1 | Level 2 | Level 3 | |
| Financial assets | | | | |
| Financial assets fair value through profit and loss (FVTPL) | - | 16,895,758 | - | 16,895,758 |
| | - | 16,895,758 | - | 16,895,758 |

The managed investment scheme value is determined by Net Asset Value provided by the fund manager as published through the respective fund manager's website.

e. Capital management

Sandhurst Trustees Limited is a wholly owned subsidiary of the Bendigo and Adelaide Bank Limited. Sandhurst Trustees Limited manages and maintains capital to meet regulatory requirements.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 13 - Contributed equity

| | 2024 | 2023 |
|---|-----------|-----------|
| | \$ | \$ |
| Issued capital: 10,000,000 ordinary shares fully paid | 5,000,000 | 5,000,000 |
| | 5,000,000 | 5,000,000 |

Amount per share \$0.50

All shares are fully owned by Bendigo and Adelaide Bank Limited.

Ordinary shares have the right to receive dividends as declared and, in the event of winding up of the Company, proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Note 14 - Retained earnings

| | 2024 | 2023 |
|---|--------------|-------------|
| | \$ | \$ |
| <i>Movements in retained earnings were as follows:</i> | | |
| Retained profits at the beginning of the financial year | 47,834,421 | 30,488,189 |
| Net profit attributable to members of the Company | 23,019,479 | 24,846,232 |
| Dividends paid out of retained earnings | (52,500,000) | (7,500,000) |
| | 18,353,900 | 47,834,421 |

Total dividends paid 2024: \$5.25 per share (2023: \$0.75).

Note 15 - Cash flow information

(a) Reconciliation of cash

Cash at end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

| | 2024 | 2023 |
|---------------------------|-----------|-----------|
| | \$ | \$ |
| Cash and cash equivalents | 5,598,931 | 5,547,751 |
| | 5,598,931 | 5,547,751 |

(b) Reconciliation of net profit after tax to net cash flows from operations

| | | |
|---|-------------|------------|
| Net profit after income tax | 23,019,479 | 24,846,232 |
| <i>Adjustments:</i> | | |
| Amortisation | - | 59 |
| Non-cash flows in operating profit | 38,462 | - |
| Impairment on intangible | - | 57,641 |
| <i>Changes in assets and liabilities:</i> | | |
| Decrease/(increase) in receivables | (285,954) | 142,956 |
| Decrease in deferred tax assets | - | 68,206 |
| Increase in deferred tax liability | 61,886 | 196,701 |
| (Decrease) in accrued expenses | (285,063) | (617,703) |
| (Decrease)/increase in tax payable | (4,841,125) | 5,334,232 |
| | 17,707,685 | 30,028,324 |

(c) Non-cash financing and investing activities

During the financial year no non-cash financing and investing activities occurred.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 16 - Related party disclosures

The Directors of Sandhurst Trustees Limited during the financial year are disclosed in the Directors' report.

- (a) The ultimate parent entity of Sandhurst Trustees Limited is Bendigo and Adelaide Bank Limited.
(b) There is an interest free receivable from the ultimate parent of the Company which has no fixed repayment date, and may be recalled at any time.

| | Expenses paid by the ultimate parent on behalf of Sandhurst Trustees Limited ¹ | Net amount due from Bendigo and Adelaide Bank Limited |
|----------------|---|---|
| | \$ | \$ |
| 2024 | 24,311,161 | 2,896,343 |
| 2023 restated* | 24,503,957 | 33,503,867 |

*During the financial year, a review of the disclosure requirements of *AASB 124 Related Party Transactions* was undertaken, resulting in a restatement to the prior period comparative information. The value previously recorded under expenses paid on behalf of the entity by Bendigo and Adelaide Bank Ltd was \$1,164,780. The Group reassessed, among other things, the treatment of receipts and fees received from the underlying funds to the Group. In the prior period, these transactions were included as related party transactions as the funds flow through Bendigo and Adelaide Bank Ltd via an intercompany account. On reassessment, it has been determined that the Bank is an intermediary and not a beneficial party to these transactions requiring disclosure under AASB 124.

¹ Expenses paid on behalf of entity by Bendigo and Adelaide Bank includes a transfer of income tax payables to Bendigo and Adelaide Bank Ltd under the provisions of tax-consolidation applying in Australia of \$9,856,654 (2023: \$10,596,737)

The following additional related party transactions occurred during the current and prior year:

- Dividends paid to Bendigo and Adelaide Bank Limited \$52,500,000 at 30 June 2024 (2023:\$7,500,000).
- The parent entity provides a Guarantee of \$500,000 (2023: \$500,000) under normal commercial terms and conditions.
- The Directors of Sandhurst Trustees Limited may invest in funds managed by Sandhurst Trustees Limited from time to time. All investments are held on commercial terms and are at an arm's length basis.
- The Directors of Sandhurst Trustees Limited may have a loan with a mortgage fund issued by Sandhurst Trustees Limited from time to time. All loans held are on commercial terms and are at an arm's length basis.
- Sandhurst Trustees Limited holds a bank account with the parent, this holding had on deposit \$5,598,931 at 30 June 2024 (2023: \$5,547,751). Interest received on this account was \$52,317 at 30 June 2024 (2023: \$44,742).

Note 17 - Director and executive disclosures

(a) Details of key management personnel

| | |
|--|-------------------------------|
| Vicki Carter (resigned 15 August 2024) | Chair, Non-executive Director |
| Margaret Payn (appointed 15 August 2024) | Chair, Non-executive Director |
| Richard Baker | Non-executive Director |
| Alexandra Tullio | Non-executive Director |
| Luke Davidson | Executive Director |

(b) The compensation of key management personnel

Key management personnel are employed and paid by Bendigo and Adelaide Bank Limited.

Remuneration of Directors is paid directly by Bendigo and Adelaide Bank Limited, the ultimate parent entity of Sandhurst Trustees Limited. The Directors do not receive any remuneration directly from Sandhurst Trustees Limited.

The Non-executive Director fees are summarised in the table below.

| | | 2024 | 2023 |
|------------------|-----------------|--------|--------|
| | | \$ | \$ |
| Vicki Carter | Annual base fee | 85,000 | 85,000 |
| | Superannuation | 9,350 | 8,925 |
| Richard Baker | Annual base fee | 50,000 | 50,000 |
| | Superannuation | 5,500 | 5,250 |
| Alexandra Tullio | Annual base fee | 50,000 | 50,000 |
| | Superannuation | 5,500 | 5,250 |

Note 18 - Economic dependence

Sandhurst Trustees Limited is a controlled entity of Bendigo and Adelaide Bank Limited. Sandhurst Trustees Limited has an arrangement with its parent entity and is dependent upon the parent entity for provision of administration and support.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 19 - Controlled entities

Sandhurst Trustees Limited is the parent entity of Sandhurst Nominees (Victoria) Limited which is a wholly-owned subsidiary incorporated in Australia.

Note 20 - Contingent liabilities and assets

From time to time, the Group may be subject to material litigation, regulatory actions, legal or arbitration proceedings and other contingent liabilities which, if they crystallise, may adversely affect the financial position or the performance of the Group. For litigation exposures where loss is probable and can be reliably estimated an appropriate provision is made.

Note 21 – Involvement in unconsolidated entities

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, such as when voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual arrangements. Involvement with structured entities varies and includes debt financing of these entities as well as other relationships. In accordance with Note 2, it is established whether the involvement with these entities results in significant influence, joint control or control over the structured entity. There are no structured entities over which control can be exercised and therefore are not consolidated. The Group has no contractual arrangements that would require it to provide financial or other support to an unconsolidated structured entity. The Group has not previously provided financial support to an unconsolidated structured entity, and has no current intentions to provide such support.

Interests in unconsolidated structured entities

The table below describes the types of structured entities that the Group does not consolidate but in which it holds an interest.

| Type of structured entity | Nature and purpose | Interest held by the Group |
|---------------------------|--|--|
| Managed investment funds | To generate: > a range of investment opportunities for external investors; and > fees from managing assets on behalf of third party investors for the Group | Investment in units issued by the funds Management fees |

Risks associated with unconsolidated structured entities

The following table summarises the carrying values recognised in the balance sheet in relation to unconsolidated structured entities as of 30 June 2024:

| | |
|--|------------------|
| Financial assets - fair value through profit or loss (FVTPL) | \$ 17,525,122 |
|--|------------------|

Maximum exposure to loss

The maximum exposure to loss is the current carrying value of these interests representing the amortised cost at reporting date. The following table summarises the Group's maximum exposure to loss from its involvement at 30 June 2024 and 30 June 2023 with structured entities.

| | Carrying amount | | Maximum loss exposure | |
|--|-----------------|------------|-----------------------|------------|
| | 2024 | 2023 | 2024 | 2023 |
| | \$ | \$ | \$ | \$ |
| Financial assets - fair value through profit or loss (FVTPL) | 17,525,122 | 16,895,758 | 17,525,122 | 16,895,758 |

Significant restrictions

There are no significant restrictions imposed by any unconsolidated structured entity on the Group's ability to access or use its assets or settle its liabilities.

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Note 22 - Parent entity information

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to Note 2 for a summary of the significant accounting policies relating to the Group.

| | 2024 | 2023 |
|--------------------------------------|-------------------|-------------------|
| | \$ | \$ |
| Financial position | | |
| Assets | | |
| Current assets | 11,594,506 | 46,768,693 |
| Non-current assets | 17,525,122 | 16,895,758 |
| Total assets | 29,119,628 | 63,664,451 |
| Liabilities | | |
| Current liabilities | 5,507,141 | 10,633,329 |
| Non-current liabilities | 258,587 | 196,701 |
| Total liabilities | 5,765,728 | 10,830,030 |
| Equity | | |
| Contributed equity | 5,000,000 | 5,000,000 |
| Retained earnings | 18,353,900 | 47,834,421 |
| Total equity | 23,353,900 | 52,834,421 |
| Financial performance | | |
| Revenue | 47,330,368 | 49,350,008 |
| Expenses | 14,454,235 | 13,907,039 |
| Profit for the year after tax | 23,019,479 | 24,846,232 |
| Other comprehensive income | - | - |
| Total comprehensive income | 23,019,479 | 24,846,232 |

Note 23 - Subsequent events

There has not been any matter or circumstance that has arisen since the end of the financial year that has significantly affected or may significantly affect the operations of the economic entity, the results of those operations or the state of affairs of the economic entity in future financial years.

Note 24 - Auditors remuneration

The auditor of Sandhurst Trustees Limited is Ernst & Young.

All audit fees in relation to this Company are borne by the parent company.

**SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
CONSOLIDATED ENTITY DISCLOSURE STATEMENT
FOR THE YEAR ENDED 30 JUNE 2024**

This consolidated entity disclosure statement is prepared pursuant to s295(3A) of the *Corporations Act 2001*, and includes all entities part of the consolidated group as at 30 June 2024.

| Entity name | Entity type | Place of incorporation | Percentage of share capital held | Tax residency |
|---------------------------------------|--------------------|-------------------------------|---|----------------------|
| Sandhurst Nominees (Victoria) Limited | Body Corporate | Australia | 100% | Australia |

SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2024


In accordance with a resolution of the Directors of Sandhurst Trustees Limited, we state that:

In the opinion of the Directors:

- (a) the financial statements and notes of the Company and of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
- (i) giving a true and fair view of the Company's and consolidated entity's financial position as at 30 June 2024 and of their performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulation 2001*.
- (b) the financial statements and notes also comply with the International Financial Reporting Standards as disclosed in Note 2.
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (d) the consolidated entity disclosure statement required by section 295(3A) of the *Corporations Act 2001* is true and correct.

On behalf of the Board,

Director



Margaret Payn
Chair
Adelaide
Date: 23 October 2024

**SANDHURST TRUSTEES LIMITED AND ITS CONTROLLED ENTITIES
CORPORATE INFORMATION**

Directors

Vicki Carter (resigned 15 August 2024)
Margaret Payn (appointed 15 August 2024)
Richard Baker
Alexandra Tullio
Luke Davidson

Chair, Non-executive Director
Chair, Non-executive Director
Non-executive Director
Non-executive Director
Executive Director

Company secretaries

Susan Kamler

Registered office

The Bendigo Centre
22-44 Bath Lane
BENDIGO Victoria 3550

Principal business address

The Bendigo Centre
22-44 Bath Lane
BENDIGO Victoria 3550

Other locations

120 Harbour Esplanade
DOCKLANDS Victoria 3008
80 Grenfell Street
ADELAIDE South Australia 5000

Internet address

www.sandhursttrustees.com.au

Auditors

Ernst & Young



**Building a better
working world**

Ernst & Young
8 Exhibition Street
Melbourne VIC 3000 Australia
GPO Box 67 Melbourne VIC 3001

Tel: +61 3 9288 8000
Fax: +61 3 8650 7777
ey.com/au

Independent auditor's report to the members of Sandhurst Trustees Limited

Opinion

We have audited the financial report of Sandhurst Trustees Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2024 and of its consolidated financial performance for the year ended on that date; and
- b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

Information other than the financial report and auditor's report thereon

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

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of:

- ▶ The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- ▶ The consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*; and

for such internal control as the directors determine is necessary to enable the preparation of:

- ▶ The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ▶ The consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial report

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

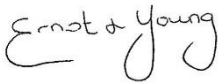
As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to

events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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



Ernst & Young



Hayley Watson
Partner
Melbourne
23 October 2024