



MIRRABOOKA
Investments Limited

3 September 2015

The Manager
ASX Market Announcements
Australian Securities Exchange
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Sydney NSW 2000

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Electronic Lodgement

**Mirrabooka Investments Limited
Statutory Annual Report, Annual Shareholder Review,
Notice of Meeting and Proxy Form**

Dear Sir / Madam

Please find attached the 2015 Statutory Annual Report, Annual Shareholder Review, Notice of Meeting and Proxy form being sent to shareholders.

Yours faithfully

Simon Pordage
Company Secretary



ANNUAL REPORT 2015



Finding opportunities
in small and medium
sized companies



The investment goals of Mirrabooka are:

- ▶ To provide medium to long term investment gains through holding core investments in selected small and medium sized companies.
- ▶ To provide attractive dividend returns to shareholders from these investments.

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DIRECTORS' REPORT

We are pleased to report to the shareholders of Mirrabooka Investments Limited ('Mirrabooka' or 'the Company') in relation to the financial year to 30 June 2015 as follows.

YEAR IN SUMMARY

PROFIT FOR THE YEAR

\$7.1m

▼ Down 9% from 2014

TOTAL PORTFOLIO RETURN

+6.8% Including franking*

Combined Accumulation Index +6.3%*

TOTAL PORTFOLIO

\$333.8m

Including cash at 30 June

\$347.6 million in 2014

FULLY FRANKED DIVIDEND

6.5¢ Final
7¢ Special **17¢**
Total

20¢ total in 2014

TOTAL SHAREHOLDER RETURN

+7.5% Including franking*

Share price plus dividend

MANAGEMENT EXPENSE RATIO

0.67%

0.64% in 2014

* Assumes an investor can take full advantage of the franking credits.

5 YEAR SUMMARY

	2015	2014	2013	2012	2011
Profit after tax (\$ million)	7.1	7.8	10.3	12.8	10.9
Profit after tax per share (cents)	5.1	5.6	7.5	9.4	8.1
Dividends per share (cents) ^(a)	17	20	15	10	10
Investments at market value (\$ million) ^(b)	308.4	317.1	262.8	238.9	239.2
Net asset backing (cents) ^(c)	228.6	241.5	210.8	186.7	190.3
Management expense ratio (%)	0.67	0.64	0.70	0.79	0.79
Number of shareholders (30 June)	6,040	5,821	5,427	5,173	5,122

Notes

(a) All dividends were fully franked. 2015 includes a special dividend of 7 cents. 2014 includes a special dividend of 10 cents. 2013 includes a special dividend of 5 cents. For 2015 the dividend carried a LIC capital gain attributable part of 17.1 cents. For 2014 it was 20.7 cents, for 2013 it was 12.9 cents, for 2012 5.7 cents and 2011 4.6 cents.

(b) Excludes cash.

(c) Net asset backing per share based on year-end data before the provision for the final dividend. The figures do not include a provision for capital gains tax that would apply if all securities held as non-current investments had been sold at balance date as Directors do not intend to dispose of the portfolio.

ABOUT THE COMPANY

Mirrabooka is a listed investment company specialising in investing in small and medium sized companies located within Australia and New Zealand. Our general definition of small and medium sized companies is those companies which fall outside the top 50 listed companies, by market capitalisation, on the Australian Securities Exchange (ASX) or are in the S&P/ASX Mid 50s or Small Ordinaries Index.

There are many small and medium sized companies listed on the ASX and we seek to invest in those companies that we believe offer investors attractive value. Of particular interest are companies with relatively low price earnings ratios and high dividend yields. Often these companies have strong growth prospects and specialise in a range of attractive product, market and industry sectors. Benefits may also arise from takeover and/or merger activity.

The Company has been operating since April 1999 and was listed on the ASX on 28 June 2001.

Investment Aims

The Company aims to provide medium to long term investment gains through holding core investments in selected small and medium sized companies and to provide attractive dividend returns to shareholders from these investments.

Approach to Investing

Investing in this sector can be subject to greater volatility compared with investing in larger capitalised companies because of the reliance these smaller companies have on single markets, products and/or key individuals. From time to time, shares in these smaller companies may also be subject to lower than normal liquidity. Consequently, this section of the market requires a significant amount of research and subsequent close monitoring of the portfolio.

In this context, we are willing to move quickly to realise investments when we form a view for risk management purposes that an investment is well overvalued or there has been a material adverse change in a company's circumstances or prospects. As such, we believe it is important to be nimble and responsive to material changes affecting these investments.

The Company also uses options written against its portfolio to generate additional income, although this activity is naturally limited by the lack of availability of option markets for most of the shares within the portfolio and the need to control our investments for risk management purposes.

Our Structure

The Company has a 'closed end' structure, which means that the number of shares on issue is determined by the Board from time to time. As a result, the Company does not issue new shares or cancel them as investors enter and leave. This allows us to concentrate on the performance of the funds invested over the longer term without having to consider inflows or outflows of monies. The listed investment company structure and our continued focus on the efficiency of our business also ensures administration costs and management fees are maintained at competitive levels for this sector of the market. In the financial year for 2014–15, this was 0.67 per cent of the portfolio's average market value (last year, 0.64 per cent).

By investing in the Company, shareholders have immediate access to a diversified portfolio, including some of Australia's leading small and medium sized companies, and to a Board and Investment Committee with extensive investment skills and practical business experience. The portfolio is continually monitored, with the Investment Committee meeting regularly to approve investment decisions.

Investing in the Company

As a listed investment company, Mirrabooka shares can be bought or sold through the ASX (code: MIR). The Company does not charge entry or exit fees when shareholders acquire or dispose of their holdings although transaction costs will be borne when buying or selling through a stockbroker.

Transparency

We take an active approach to keeping shareholders informed about the Company's activities and performance including yearly and half-yearly profit announcements and access to all Company announcements, such as net tangible asset announcements, through the ASX and our website mirra.com.au

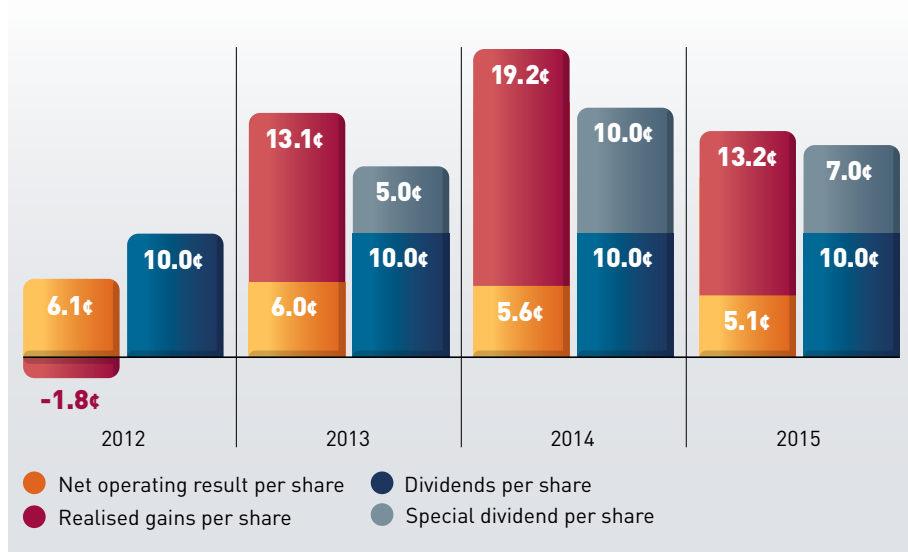
REVIEW OF OPERATIONS AND ACTIVITIES

Profit and Dividend

Mirrabooka's reported profit was \$7.1 million for the 12 months to 30 June 2015 compared with \$7.8 million last year. The fall was as a result of a slight reduction in dividend income due to adjustments in the portfolio, as well as a fall in the contribution from the trading portfolio.

The Company maintained the final dividend at 6.5 cents per share fully franked. It also declared a special dividend of 7 cents per share fully franked, sourced from after tax realised gains of \$18.6 million made during the year (the corresponding figure last year was \$26.7 million). The amount of the pre tax attributable gain, known as an 'LIC capital gain', is 17.1 cents per share. This enables some shareholders to claim a tax deduction in their tax return. Further details are on the dividend statements.

Figure 1: Earnings per share and dividends per share



Market Conditions and Portfolio Returns

Small and mid cap stocks, where Mirrabooka focuses its investment activities, attracted much investor interest through the year and proved to be a very dynamic sector of the market. There was significant outperformance from sectors such as the property trusts, healthcare and telecommunications services. In contrast the resources sector declined as commodity prices continued to come under downward pressure.

Companies delivering reliable earnings growth often traded at very high price earnings ratios and a large number of initial public offerings (IPOs) also came to the market during the period, as investor appetite was strong for most of the year. More recently, with the market correction, valuation levels in the area of the market Mirrabooka focuses its investment activities on, have fallen back closer to medium term averages.

Figure 2: Relative performance of industrial and resource sector in small and mid caps

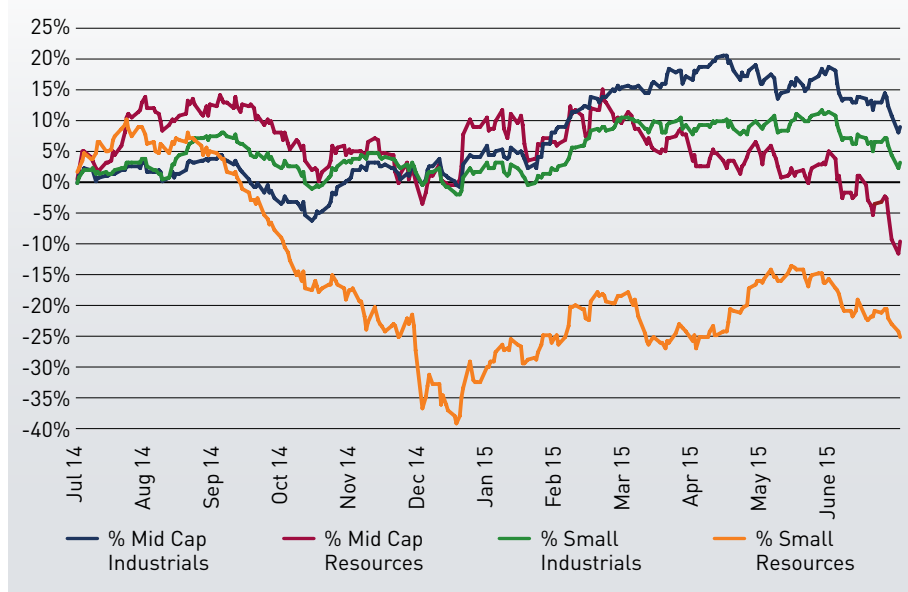


Figure 3: Price earnings ratios – Small Ordinaries



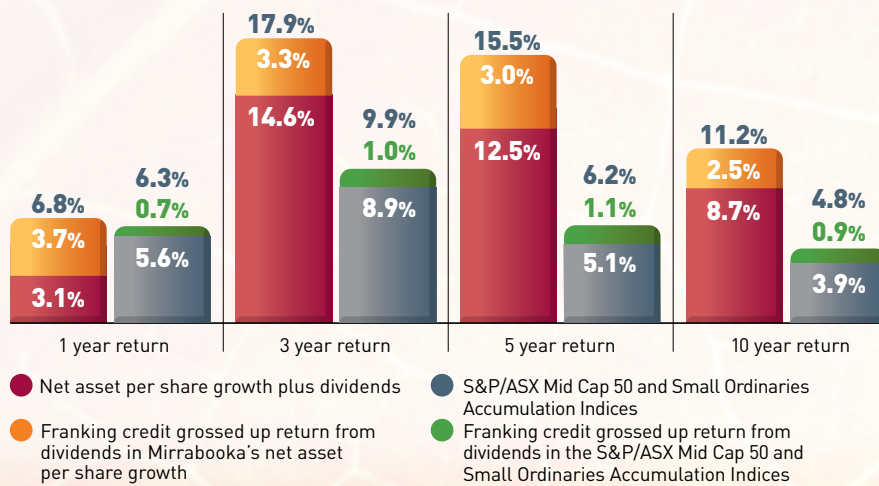
Source: FactSet.

Figure 4: Price earnings ratios – Mid Cap 50 Sector



Source: FactSet.

Figure 5: Portfolio return percentage per year to 30 June 2015



Note: Mirrabooka's net asset per share growth plus dividend series is calculated after management fees, income tax and capital gains tax on realised sales of investments. It should be noted that Index returns for the market do not include management expenses and tax.

REVIEW OF OPERATIONS AND ACTIVITIES continued

Mirrabooka's total portfolio return for the year, including dividends paid and the full benefit of franking credits, was 6.8 per cent. This compares with the combined small and mid cap market index benchmark calculated on the same basis, which was 6.3 per cent. The five year return for the portfolio on a comparable basis was 15.5 per cent per annum against the benchmark return of 6.2 per cent per annum.

The tax paid on realised gains can impact relative performance figures against the index, which does not have this impost. The inclusion of the benefit of franking credits from the tax paid and distributed to shareholders in the dividend is one way of overcoming this distortion.

The most significant positive contributors to portfolio performance over the year were Blackmores Group, Toll Holdings, Lifestyle Communities, Nufarm and Ansell.

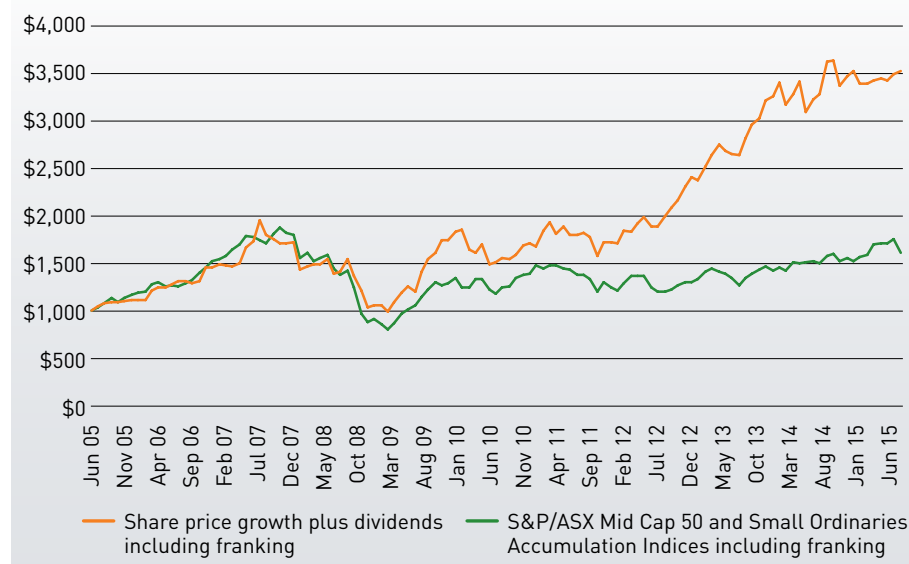
Portfolio

Market conditions provided Mirrabooka with opportunities to rebalance the portfolio. This included adjustments made to manage valuation risks, selling companies that have become top 50 companies (including the sale of Toll Holdings whilst under a takeover bid) and adding to holdings where value was deemed to be on offer. Mirrabooka also participated in a small number of the many IPOs that occurred over the year.

A number of new companies were also added to the portfolio. These included Sims Metal Management, AMA Group, Cover-More Group, iSelect, Veda Group and Citadel Group, through its IPO. The details of new holdings added are described below:

- **Sims Metal Management** is the leading metals and electronics recycling company in the world. The company specialises in ferrous and non-ferrous metals recycling, post-consumer electronic goods recycling, and municipal waste recycling. Its primary operations are located in the United States, Australia and the United Kingdom.
- **AMA Group** provides automotive aftercare services. It engages in the management of the Company's investments in the wholesale vehicle aftercare and accessories market, including smash repairs and repair panel shops, vehicle protection equipment, brakes and transmission service workshops and the wholesale distribution of automotive and electrical accessories.

Figure 6: Ten year performance of an investment of \$1,000 in Mirrabooka shares including dividends and the full benefit of franking



Note: Assumes the reinvestment of dividends. This chart calculates the benefit of franking credits at the time dividends are paid for both Mirrabooka and the Index. In practice there is a timing difference between receipt of the dividend and the realisation of the franking benefit in the following tax year.

- **Cover-More Group** is a specialist and integrated travel insurance and medical assistance provider. The company holds the leading market position in Australia, with over 40 per cent market share through 25,000 active agents. It is also steadily growing its footprint in Asia. Cover-More was established in 1986 and listed on the ASX in December 2013.
- **iSelect** is a multi-channel comparison service for insurance, household utilities and personal finance products.
- **Veda Group** is the largest credit reference agency in Australia and New Zealand. It provides credit reporting, credit scoring and marketing analytics services.
- **Citadel Group** focuses on two main segments, education and technology. The education segment offers education, training and professional development services, which include diploma and advanced diploma qualifications, and a range of study options such as on campus, blended learning and online training solutions. The technology segment provides information technology services to corporations and government agencies.

In total, purchases in the investment portfolio were \$75.4 million for the year, whereas sales amounted to \$96.0 million over the year.

Share Price Performance

Figure 6 above outlines the benefit of compound returns and the value of Mirrabooka's investment approach given the relative total share price return (including dividends and the full benefit of franking credits) from an investment of \$1,000 in Mirrabooka since listing versus the return from the combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation Indices.

REVIEW OF OPERATIONS AND ACTIVITIES continued

The attractive nature of Mirrabooka's dividend in the current low interest rate environment has seen strong demand for the Company's shares. At 30 June 2015 the share price was trading at a premium of 14 per cent to the net asset backing per share. The recent history is displayed in Figure 7.

Cash Position

Given our general caution about market levels through the year, Mirrabooka has maintained a relatively healthy cash position. At 30 June 2015 it was \$25.4 million or 7.6 per cent of the total portfolio. This leaves Mirrabooka well placed to continue to take advantage of selective opportunities that invariably arise in the small and mid cap sector of the market, especially in any periods of market weakness.

Capital Changes

As a result of the reinvestment of dividends, 1,680,571 shares were issued in August 2014 at a price of \$2.46 per share and 423,019 shares were issued in February 2015 at a price of \$2.23.

The Company's contributed equity, net of share issue costs, rose \$5.0 million to \$162.5 million from \$157.5 million. At the close of the year the Company had 141.5 million shares on issue.

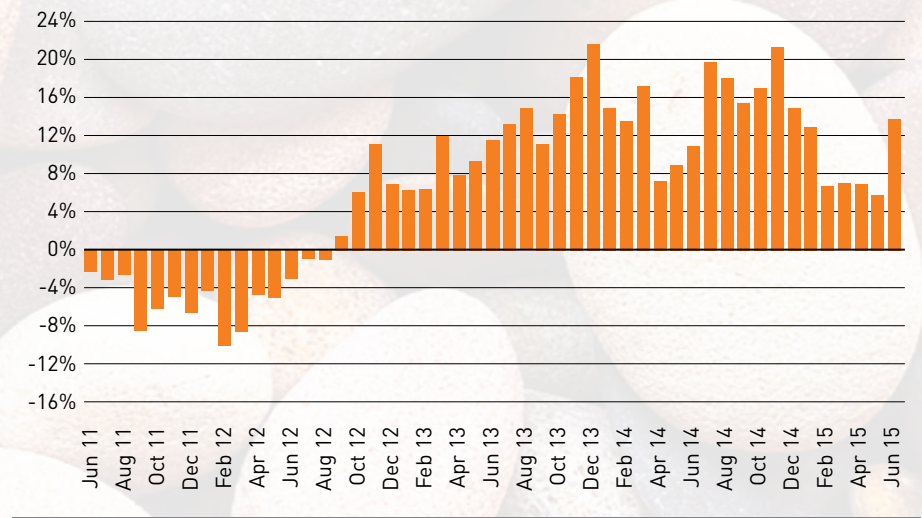
Dividends

A final fully franked dividend of 6.5 cents per share has been declared. This is in line with last year's final dividend. In addition, a fully franked special dividend of 7 cents per share has also been declared (last year 10 cents per share).

The dividends paid during the year ended 30 June 2015 were as follows:

	<u>\$'000</u>
Final dividend for the year ended 30 June 2014 of 6.5 cents fully franked plus special dividend of 10 cents, also fully franked at 30 per cent, paid 8 August 2014	22,996
Interim dividend for the year ended 30 June 2015 of 3.5 cents per share fully franked at 30 per cent, paid 10 February 2015	4,937
	<u>27,933</u>

Figure 7: Share price relative to net asset backing



REVIEW OF OPERATIONS AND ACTIVITIES continued

Financial Condition

The Company's financing consists primarily of shareholders' funds.

Likely Developments

The Company intends to continue its investment activities in future years as it has done since inception. The results of these investment activities depend upon the performance of the companies and securities in which we invest. Their performance in turn depends on many economic factors. These include economic growth rates, inflation, interest rates, exchange rates and taxation levels. There are also industry and company specific issues such as management competence, capital strength, industry economics and competitive behaviour.

We do not believe it is possible or appropriate to make a prediction on the future course of markets or the performance of our investments. Accordingly, we do not provide a forecast of the likely results of our activities. However, the Company's focus is on providing medium to long term investment gains through holding core investments in selected small and medium sized companies and providing attractive dividend returns to shareholders from these investments.

Significant Changes in the State of Affairs

Directors are not aware of any other significant changes in the operations of the Company or the environment in which it operates that will adversely affect the results in subsequent years.

Events Since Balance Date

The Directors are not aware of any other matter or circumstance not otherwise disclosed in the financial statements or the Directors' Report that has arisen since the end of the financial year that has affected or may affect the operations, or the results of those operations, or the state of affairs of the Company in subsequent financial years.

Environmental Regulations

The Company's operations are such that they are not materially affected by environmental regulations.

Rounding of Amounts

The Company is of the kind referred to in ASIC Class Order 98/100 relating to the 'rounding off' of amounts in the Directors' Report and Financial Report. Unless specifically stated otherwise, amounts in the Directors' Report and Financial Report have been rounded off to the nearest thousand dollars in accordance with that Class Order.

Corporate Governance Statement

The Company's Corporate Governance Statement for the financial year ended 30 June 2015 can be found on the Company's website at:

mirra.com.au/corporate-governance.aspx

TOP 20 INVESTMENTS

As at 30 June 2015

Includes investments held in both the investment and trading portfolios.

Valued at closing prices at 30 June 2015

	Total Value \$'000	% of Portfolio
1 Qube Holdings	10,452	3.4
2 Ansell*	9,989	3.2
3 Tassal Group	8,577	2.8
4 IRESS	8,501	2.8
5 Lifestyle Communities	8,418	2.7
6 Alumina	8,142	2.6
7 ALS	7,898	2.6
8 Incitec Pivot	7,754	2.5
9 ResMed*	7,270	2.4
10 Perpetual*	6,963	2.3
11 Amalgamated Holdings	6,709	2.2
12 Equity Trustees	6,688	2.2
13 Nufarm	6,574	2.1
14 Treasury Wine Estates	6,302	2.0
15 Vocus Communications	6,059	2.0
16 SEEK	5,835	1.9
17 ARB Corporation	5,647	1.8
18 TPG Telecom	5,606	1.8
19 Freedom Foods Group	5,414	1.8
20 iProperty Group	5,199	1.7
Total	143,996	

As a percentage of total portfolio value (excludes cash)

46.7%

* Indicates that options were outstanding against part of the holding.

BOARD AND MANAGEMENT

Directors

Terrence A Campbell AO BCom (Melb). Chairman and Independent Non-Executive Director. Chairman of the Investment Committee.

Mr Campbell has been a Director of the Company since December 1998. He is Senior Chairman of Goldman Sachs Australia & New Zealand (formerly Goldman Sachs JBWere) and Advisory Director of Goldman Sachs. Mr Campbell was formerly Chairman and Chief Executive of Goldman Sachs JBWere. He is Chairman of Australian Foundation Investment Company Limited (AFIC), and a former Director of Djerriwarrh Investments Limited and AMCIL Limited.

Ross E Barker BSc (Hons), MBA, F Fin. Managing Director. Member of the Investment Committee.

Mr Barker has been a Director of the Company since December 1998 and was appointed Managing Director in February 2001. He is also Managing Director of AFIC, Djerriwarrh Investments Limited and AMCIL Limited. He is also Chairman of Melbourne Business School Ltd and a member of the Financial Reporting Council.

Ian A Campbell FAICD. Independent Non-Executive Director. Member of the Audit Committee and Investment Committee.

Mr Campbell is a Company Director who was appointed a Director of the Company in November 2007. He is a Non-Executive Director of BWX Limited. He was formerly Managing Director of GUD Holdings Limited and Deputy President of Australian Industry Group (Vic). He was also formerly Managing Director of Pacific Dunlop Cables Group.

David E Meiklejohn AM BCom, Dip Ed, FCPA, FAIM, FAICD. Independent Non-Executive Director. Chairman of the Audit Committee. Member of the Investment Committee.

Mr Meiklejohn was appointed a Director of the Company in March 2006. He is a Director of Coca-Cola Amatil Limited. He is a former Chairman of PaperlinX Limited, SPC Ardmona Limited, a former Deputy Chairman of GasNet Australia Limited, a former President of the Melbourne Cricket Club and a former Director of WMC Resources Limited, One Steel Limited and ANZ Banking Group Limited. He was formerly Chief Financial Officer and a Director of Amcor Limited.

Graeme W Sinclair BCom, ACA, ACIS, FAICD. Independent Non-Executive Director. Member of the Audit Committee and Investment Committee.

Mr Sinclair was appointed a Director of the Company in August 2009. A Chartered Accountant by training, he is a Director of Habitat for Humanity Australia (Victoria) and a Trustee of The William Buckland Foundation. He was formerly Managing Director and Group Chief Executive Officer of The Myer Family Company Pty Ltd group, Chairman of Australian Geographic Retail Pty Ltd and a Director of Peet Ltd.

Senior Executives

Geoffrey N Driver B Ec, Grad Dip Finance, MAICD. General Manager, Business Development and Investor Relations.

Mr Driver joined the Company in January 2003. Previously he was with National Australia Bank Ltd for 18 years in various roles covering business strategy, marketing, distribution, investor relations and business operations. Mr Driver is Deputy Chairman of Trust for Nature (Victoria).

Simon M Pordage LLB (Hons), FGIA, FCIS, MAICD. Company Secretary.

Mr Pordage joined the Company in February 2009. He is a Chartered Secretary and has over 17 years' company secretarial experience and was previously Deputy Company Secretary for Australia and New Zealand Banking Group Limited and prior to that was Head of Board Support for Barclays PLC in the United Kingdom. He is a Vice President and Non-Executive Director of Governance Institute of Australia, Chairman of its National Legislation Review Committee and Deputy Chairman of its Victorian Council.

Andrew JB Porter MA (Hons) (St And), FCA, MAICD. Chief Financial Officer.

Mr Porter joined the Company in January 2005. He is a Chartered Accountant and has had over 20 years' experience in accounting and financial management both in the United Kingdom, with Andersen Consulting and Credit Suisse First Boston, and in Australia where he was Regional Chief Operating Officer for the Corporate and Investment Banking Division of CSFB. He is also a Non-Executive Director of the Royal Victorian Eye & Ear Hospital and a member of the National Executive of the G100, the peak body for CFOs.

R Mark Freeman BE, MBA, Grad Dip App Fin (Sec Inst), AMP (INSEAD). Chief Investment Officer.

Mr Freeman has been Chief Investment Officer since joining the Company in February 2007. Prior to this he was a Partner with Goldman Sachs JBWere, where he spent 12 years advising the investment companies on their investment and dealing activities. He has a deep knowledge and experience of investments markets and the Company's approaches, policies and processes.

Meetings of Directors

The number of meetings of the Company's Board of Directors and of each Board Committee held during the year ended 30 June 2015 and the numbers of meetings attended by each Director were:

	Board		Investment		Audit	
	Eligible to Attend	Attended	Eligible to Attend	Attended	Eligible to Attend	Attended
TA Campbell	12	11	18	14	-	4 [#]
RE Barker	12	12	18	18	-	4 [#]
IA Campbell	12	12	18	18	4	4
DE Meiklejohn	12	11	18	15	4	4
GW Sinclair	12	12	18	17	4	4

Attended meetings by invitation.

Retirement, Election and Continuation in Office of Directors

Messrs DE Meiklejohn AM and GW Sinclair, having been last re-elected by shareholders at the 2012 Annual General Meeting (AGM), will retire and, being eligible, will offer themselves for re-election at the forthcoming 2015 AGM.

Insurance of Directors and Officers

During the financial year the Company paid insurance premiums for Directors' and officers' liability insurance covering Directors named in this report. The terms of the insurance contract restrict disclosure of further details.

REMUNERATION REPORT

Directors of the Company, meeting as a Board, determine the fees of Directors within the aggregate limit established by shareholders in general meeting.

Directors

Persons who were Directors of Mirrabooka Investments Limited for part or all of the financial year ended 30 June 2015 were:

TA Campbell
RE Barker
IA Campbell
DE Meiklejohn
GW Sinclair

(a) Principles Used to Determine Nature and Amount of Remuneration

The constitution of Mirrabooka requires approval by the shareholders in general meeting of a maximum amount of remuneration to be allocated between Non-Executive Directors as they determine. In proposing the maximum amount for consideration in general meeting, and in determining the allocation, the Board takes account of the time demands made on Directors, together with such factors as the general level of fees paid to Australian corporate Directors. The amount of remuneration for each Director excludes amounts owing when the Directors' retirement allowances were frozen at 30 June 2004. The maximum amount of remuneration for Non-Executive Directors approved by shareholders at the AGM in 2013 was \$500,000.

Directors hold office until such time as they retire, resign or are removed from office under the terms set out in the constitution of the Company.

Mirrabooka does not pay any performance-based remuneration. Mr Barker is made available as Managing Director of Mirrabooka by Australian Investment Company Services Ltd (AICS). As part of his remuneration arrangements with AICS, Mr Barker receives an 'at risk' component, which is based on performance, as do other Executives. The performance criteria include quantitative and qualitative assessments that include, amongst other things, the services that they have provided to Mirrabooka and for which AICS is paid.

(b) Remuneration of Directors

Details of the nature and amounts of each Director's remuneration in respect of the year to 30 June 2015 were as follows:

	Primary Fee \$	Post Employment Superannuation \$	Total Remuneration \$
TA Campbell – Chairman (Non-Executive)			
2015	126,027	11,973	138,000
2014	122,654	11,346	134,000
RE Barker – Managing Director (Executive)			
2015	-	-	-
2014	-	-	-
IA Campbell (Non-Executive)			
2015	63,014	5,986	69,000
2014	61,327	5,673	67,000
DE Meiklejohn – Director (Non-Executive)			
2015	63,014	5,986	69,000
2014	61,327	5,673	67,000
GW Sinclair – Director (Non-Executive)			
2015	63,014	5,986	69,000
2014	61,327	5,673	67,000
Total Remuneration: Directors			
2015	315,069	29,931	345,000
2014	306,635	28,365	335,000

(c) Directors' Retirement Allowances

The Board proposed and shareholders approved discontinuing the practice of paying Directors' retirement allowances.

The Directors' retirement allowance provided in past years was equal to the total emoluments that the Director received in the three years immediately preceding retirement where a Director had held office for five or more years and a proportionate part for less than five years' service.

For Directors in office at 30 June 2004, the amounts accrued as at that date will be paid to them upon their ultimate retirement. No further accruals of Directors' retiring allowances will be made after 30 June 2004. New Directors appointed to the Company after that date will not be entitled to any Directors' retirement allowance.

The amounts payable to the respective current Directors who were in office at 30 June 2004, which will be paid when they retire, are set out below. These amounts were expensed in prior years as the retirement allowances accrued.

	Amount Payable on Retirement \$
RE Barker	87,000
TA Campbell	174,000
	261,000

(d) Executives

Executives are officers who are involved in, concerned with or who take part in the management of the affairs of the Company.

The Company has five Executives, RE Barker, Managing Director; GN Driver, General Manager – Business Development and Investor Relations; RM Freeman, Chief Investment Officer; AJB Porter, Chief Financial Officer; and SM Pordage, Company Secretary (2014: five).

No remuneration is paid to the Executives directly by Mirrabooka as their services are provided pursuant to the arrangement with AICS described in the Financial Statements.

Holdings of Securities Issued by the Company

As at the date of this report, Directors and Executives who hold stock units issued by the Company for their own benefit or who have an interest in holdings in the name of another party, and the total number of such securities, are as follows:

	Balance at 1 July 2014	Net Changes	Balance at 30 June 2015
TA Campbell	2,424,760	100,347	2,525,107
RE Barker	440,160	17,953	458,113
IA Campbell	59,173	4,960	64,133
DE Meiklejohn	131,904	11,056	142,960
GW Sinclair	31,660	-	31,660
RM Freeman	160,180	10,743	170,923
GN Driver	27,776	2,328	30,104
SM Pordage	1,887	930	2,817
AJB Porter	3,605	1,826	5,431

In accordance with the Company's policy, no Mirrabooka shares held by Directors or Executives are held subject to margin loans.

NON-AUDIT SERVICES

Details of non-audit services performed by the auditors may be found in Note F2 of the Financial Report.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in the *Corporations Act 2001* including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the Company, acting as advocate for the Company, or jointly sharing economic risk and rewards.

A copy of the Auditors' Independence Declaration is set out on page 15.

This report in relation to the financial year to 30 June 2015 is presented by the Directors of the Company in accordance with a resolution of Directors.



Terrence Campbell AO
Chairman

Melbourne
6 August 2015

AUDITOR'S INDEPENDENCE DECLARATION



Auditor's Independence Declaration

As lead auditor for the audit of Mirrabooka Investments Limited for the year ended 30 June 2015, I declare that 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; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'Charles Christie'.

Charles Christie
Partner
PricewaterhouseCoopers

Melbourne
6 August 2015

PricewaterhouseCoopers, ABN 52 780 433 757
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FINANCIAL STATEMENTS

INCOME STATEMENT

For the year ended 30 June 2015

	Note	2015 \$'000	2014 \$'000
Dividends and distributions	A3	8,427	8,639
Revenue from deposits and bank bills		778	835
Other revenue		30	25
Total revenue		9,235	9,499
Net gains on trading portfolio		110	841
Income from options written portfolio		538	(1)
Income from operating activities		9,883	10,339
Administration expenses	B1	(2,245)	(2,107)
Profit for the year before income tax		7,638	8,232
Income tax expense	B2, E2	(522)	(408)
Profit for the year		7,116	7,824
		Cents	Cents
Basic earnings per share	A5	5.05	5.63

This Income Statement should be read in conjunction with the accompanying notes.

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2015

	Year to 30 June 2015			Year to 30 June 2014		
	Revenue ¹ \$'000	Capital ¹ \$'000	Total \$'000	Revenue ¹ \$'000	Capital ¹ \$'000	Total \$'000
Profit for the year	7,024	92	7,116	7,794	30	7,824
Other comprehensive income						
Gains for the period on securities	-	11,420	11,420	-	65,627	65,627
Deferred tax expense on above	-	(3,489)	(3,489)	-	(19,300)	(19,300)
Total other comprehensive income	-	7,931	7,931	-	46,327	46,327
Total comprehensive income	7,024	8,023	15,047	7,794	46,357	54,151

1. 'Capital' includes realised or unrealised gains or losses (and the tax on those) on securities in the investment portfolio. Income in the form of distributions and dividends is recorded as 'revenue'. All other items, including expenses, are included in 'profit for the year', which is categorised under 'revenue'.

None of the items included in other comprehensive income will be recycled through the Income Statement.

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

BALANCE SHEET

As at 30 June 2015

	Note	2015 \$'000	2014 \$'000
Current assets			
Cash	D1	25,424	30,593
Receivables		590	1,038
Trading portfolio		547	-
Total current assets		26,561	31,631
Non-current assets			
Investment portfolio	A2	308,009	317,126
Total non-current assets		308,009	317,126
Total assets		334,570	348,757
Current liabilities			
Payables		1,752	289
Tax payable		9,086	11,695
Options sold		198	79
Total current liabilities		11,036	12,063
Non-current liabilities			
Deferred tax liabilities	E2	71	134
Deferred tax liabilities – investment portfolio	B2	29,853	35,125
Total non-current liabilities		29,924	35,259
Total liabilities		40,960	47,322
Net assets		293,610	301,435
Shareholders' equity			
Share capital	A1, D5	162,517	157,456
Revaluation reserve	A1, D2	59,193	69,858
Realised capital gains reserve	A1, D3	59,437	61,014
Retained profits	A1, D4	12,463	13,107
Total shareholders' equity		293,610	301,435

This Balance Sheet should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

2015	Note	Share Capital \$'000	Revaluation Reserve \$'000	Realised Capital Gains \$'000	Retained Profits \$'000	Total \$'000
Total equity at the beginning of the year						
		157,456	69,858	61,014	13,107	301,435
Dividends paid	A4	-	-	(20,209)	(7,724)	(27,933)
Shares issued under Dividend Reinvestment Plan	D5	5,077	-	-	-	5,077
Other share capital adjustments		(16)	-	-	-	(16)
Total transactions with shareholders						
		5,061	-	(20,209)	(7,724)	(22,872)
Profit for the year		-	36	-	7,080	7,116
Other comprehensive income (net of tax)						
Net gains for the period		-	7,931	-	-	7,931
Other comprehensive income for the year		-	7,931	-	-	7,931
Transfer to realised capital gains of cumulative gains on investments sold		-	(18,632)	18,632	-	-
Total equity at the end of the year						
		162,517	59,193	59,437	12,463	293,610

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

STATEMENT OF CHANGES IN EQUITY

2014 comparative

2014	Note	Share Capital \$'000	Revaluation Reserve \$'000	Realised Capital Gains \$'000	Retained Profits \$'000	Total \$'000
Total equity at the beginning of the year		154,045	50,162	46,760	13,625	264,592
Dividends paid	A4	-	-	(12,408)	(8,311)	(20,719)
Shares issued under Dividend Reinvestment Plan	D5	3,424	-	-	-	3,424
Other share capital adjustments		(13)	-	-	-	(13)
Total transactions with shareholders		3,411	-	(12,408)	(8,311)	(17,308)
Profit for the year		-	31	-	7,793	7,824
Other comprehensive income (net of tax)						
Net gains for the period		-	46,327	-	-	46,327
Other comprehensive income for the year		-	46,327	-	-	46,327
Transfer to realised capital gains of cumulative gains on investments sold		-	(26,662)	26,662	-	-
Total equity at the end of the year		157,456	69,858	61,014	13,107	301,435

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

CASH FLOW STATEMENT

For the year ended 30 June 2015

	Note	2015 \$'000 Inflows/ (Outflows)	2014 \$'000 Inflows/ (Outflows)
Cash flows from operating activities			
Sales from trading portfolio		553	6,149
Purchases for trading portfolio		(626)	(3,570)
Interest received		1,013	970
Proceeds from entering into options in options written portfolio		672	78
Payment to close out options in options written portfolio		(14)	-
Dividends and distributions received		7,156	6,927
		8,754	10,554
Other receipts		30	25
Administration expenses		(2,270)	(2,083)
Income taxes paid		(902)	-
Net cash inflow/(outflow) from operating activities	E1	5,612	8,496
Cash flows from investing activities			
Sales from investment portfolio		97,676	94,538
Purchases for investment portfolio		(74,594)	(81,517)
Tax paid on capital gains		(10,992)	(7,808)
Net cash inflow/(outflow) from investing activities		12,090	5,213
Cash flows from financing activities			
Share issue transaction costs		(16)	(13)
Dividends paid		(22,855)	(17,294)
Net cash inflow/(outflow) from financing activities		(22,871)	(17,307)
Net increase/(decrease) in cash held		(5,169)	(3,598)
Cash at the beginning of the year		30,593	34,191
Cash at the end of the year	D1	25,424	30,593

For the purpose of the Cash Flow Statement, 'cash' includes cash and deposits held at call.

This Cash Flow Statement should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

A. Understanding Mirrabooka's Financial Performance

A1. How Mirrabooka Manages its Capital

Mirrabooka's objective is to provide shareholders with attractive investment returns through a steady stream of fully franked dividends and capital growth.

Mirrabooka recognises that its capital will fluctuate with market conditions. In order to manage those fluctuations, the Board may adjust the amount of dividends paid, issue new shares, buy back the Company's shares or sell assets to settle any debt.

Mirrabooka's capital consists of its shareholders' equity plus any net borrowings. A summary of the balances in equity is provided below:

	2015 \$'000	2014 \$'000
Share capital	162,517	157,456
Revaluation reserve	59,193	69,858
Realised capital gains	59,437	61,014
Retained profits	12,463	13,107
	293,610	301,435

Refer to Notes D2–D5 for a reconciliation of movement for each equity account from period to period.

A2. Investments Held and How They Are Measured

Mirrabooka has three portfolios of securities: the investment portfolio, the options written portfolio, and the trading portfolio.

The investment portfolio holds securities, which the Company intends to retain on a long term basis. The options written portfolio and trading portfolio are held for short term trading only and are relatively small in size when utilised. The Board has therefore focused the information below on the investment portfolio.

The balance and composition of the investment portfolio was:

	2015 \$'000	2014 \$'000
Equity instruments (at market value)	306,463	315,632
Puttable instruments and convertible notes that are classified as debt	1,546	1,494
	308,009	317,126

How Investments Are Shown in the Financial Statements

The accounting standards set out the following hierarchy for fair value measurement:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices, which can be observed either directly (as prices) or indirectly (derived from prices).

Level 3: Inputs for the asset or liabilities that are not based on observable market data.

All financial instruments held by Mirrabooka are classified as Level 1 (other than an immaterial amount of call options and the Company's investment in the unlisted Beston Global Foods and Mitula Group, which are Level 2). Their fair values are initially measured at the costs of acquisition and then remeasured based on quoted market prices at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS *continued*

Net Tangible Asset Backing Per Share

The Investment Committee regularly reviews the net asset backing per share both before and after provision for deferred tax on the unrealised gains in Mirrabooka's long term investment portfolio. Deferred tax is calculated as set out in Note B2. The relevant amounts as at 30 June 2015 and 30 June 2014 were as follows:

	30 June 2015	30 June 2014
	\$	\$
Net tangible asset backing per share		
Before tax	2.29	2.41
After tax	2.08	2.16

Equity Investments

The shares in the investment portfolio are designated under the accounting standards as financial assets measured at fair value through 'other comprehensive income' (OCI) because they are equity instruments held for long term capital growth and dividend income, rather than to make a profit from their sale. This means that changes in the value of these shares during the reporting period are included in OCI in the Statement of Comprehensive Income. The cumulative change in value of the shares over time is then recorded in the revaluation reserve. On disposal, the amounts recorded in the revaluation reserve are transferred to the realisation reserve.

Puttable Instruments and Convertible Notes

Puttable instruments and convertible notes are classified as financial assets at fair value through profit and loss under the accounting standards and therefore need to be treated differently in the financial statements, even though they are managed in the same way as the rest of the investment portfolio. Changes in the value of these investments are reflected in the Income Statement and not in the Statement of Comprehensive Income with the other investments. Any gains or losses on these securities are transferred from retained profits to the revaluation reserve. On disposal, the amounts recorded in the revaluation reserve are transferred to the realisation reserve.

Securities Sold and How They Are Measured

During the period \$97.7 million (2014: \$92.6 million) of equity securities were sold. The cumulative gain on the sale of securities was \$18.6 million for the period after tax (2014: \$26.7 million). This has been transferred from the revaluation reserve to the realisation reserve (see Statement of Changes in Equity). These sales were accounted for at the date of trade.

Where securities are sold, any difference between the sale price and the carrying amount is transferred from the revaluation reserve to the realisation reserve and the amounts noted in the Statement of Changes in Equity. This means the Company is able to identify the realised gains out of which it can pay a 'listed investment company' (LIC) gain as part of the dividend, which conveys certain taxation benefits to many of Mirrabooka's shareholders.

A3. Operating Income

The total dividends and distributions received from Mirrabooka's investments in 2015 is set out below:

	2015	2014
	\$'000	\$'000
Dividends and distributions		
Securities held in investment portfolio at 30 June	7,415	6,715
Investment securities sold during the year	1,012	1,920
Securities held in trading portfolio at 30 June	-	-
Trading securities sold during the year	-	4
	8,427	8,639

Dividend Income

Dividends from listed securities are recognised as income when those securities are quoted in the market on an ex-distribution basis. Dividends from unlisted securities are recognised as income when they are received. Capital returns on ordinary shares are treated as an adjustment to the carrying value of the shares.

Trading Income

Net gains on the trading and options portfolio are set out below:

	2015 \$'000	2014 \$'000
Net gains		
Net realised gains from trading portfolio	17	797
Realised gains on options written portfolio	459	-
Unrealised gains from trading portfolio	41	-
Unrealised gains/(losses) from options written portfolio	79	(1)
Gains on convertible notes classified as debt	52	44
	648	840

A4. Dividends Paid

The dividends paid and payable for the year ended 30 June 2015 are shown below:

	2015 \$'000	2014 \$'000
(a) Dividends Paid During the Year		
Final dividend for the year ended 30 June 2014 of 6.5 cents fully franked plus special dividend of 10 cents, also fully franked at 30 per cent paid 8 August 2014 (2014: 6.5 cents fully franked plus special dividend of 5 cents also fully franked at 30 per cent paid on 9 August 2013)	22,996	15,854
Interim dividend for the year ended 30 June 2015 of 3.5 cents per share fully franked at 30 per cent, paid 10 February 2015 (2014: 3.5 cents fully franked at 30 per cent paid 11 February 2014)	4,937	4,865
	27,933	20,719
Dividends paid in cash	22,856	17,295
Dividends reinvested in shares	5,077	3,424
	27,933	20,719

(b) Franking Credits

Balance on the franking account after allowing for tax payable in respect of the current year's profits and the receipt of dividends recognised as receivables	25,961	26,210
Impact on the franking account of dividends declared but not recognised as a liability at the end of the financial year:	(8,185)	(9,855)
Net available	17,776	16,355

These franking account balances would allow Mirrabooka to frank additional dividend payments up to an amount of:

	41,477	38,162
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Mirrabooka's ability to continue to pay franked dividends is dependent upon the receipt of franked dividends from the trading and investment portfolios and on Mirrabooka paying tax

NOTES TO THE FINANCIAL STATEMENTS continued

	2015 \$'000	2014 \$'000
(c) Dividends Declared After Balance Date		
Since the end of the year Directors have declared a final dividend of 6.5 cents per share fully franked at 30 per cent, plus a 7 cent special dividend, also fully franked. The aggregate amount of the final dividend for the year to 30 June 2015 to be paid on 7 August 2015, but not recognised as a liability at the end of the financial year is:	19,099	

(d) Listed Investment Company Capital Gain Account

Balance of the LIC capital gain account	61,906	61,254
This equates to an attributable amount of	88,437	87,505

Distributed LIC capital gains may entitle certain shareholders to a deduction in their tax return, as set out in the dividend statement. LIC capital gains available for distribution are dependent on the disposal of investment portfolio holdings that qualify for LIC capital gains, or the receipt of LIC distributions from LIC securities held in the portfolios. \$17.0 million of the capital gain (\$24.3 million of the attributable amount) will be paid out as part of the final and the special dividend on 7 August 2015.

A5. Earnings Per Share

The table below shows the earnings per share based on the profit for the year:

	2015 Number	2014 Number
Basic earnings per share		
Weighted average number of ordinary shares used as the denominator	141,032,627	139,020,819
	\$'000	\$'000
Profit for the year	7,116	7,824
	Cents	Cents
Basic earnings per share	5.05	5.63

Dilution

As there are no options, convertible notes or other dilutive instruments on issue, diluted earnings per share is the same as basic earnings per share.

B. Costs, Tax and Risk

B1. Management Costs

The total management expenses for the period are as follows:

	2015 \$'000	2014 \$'000
Administration fees paid to AICS	(1,398)	(1,310)
Other administration expenses	(847)	(797)

Administration Fees Paid to AICS

AICS undertakes the day-to-day management of Mirrabooka's investments and its operation, including financial reporting and administration.

Other Administration Expenses

A major component of other administration expenses is Directors' remuneration. This has been summarised below:

	Short Term Benefits \$	Post Employment Benefits \$	Total \$
2015			
Directors	315,069	29,931	345,000
2014			
Directors	306,635	28,365	335,000

Mirrabooka recognises Directors' retirement allowances that have been crystallised as 'amounts payable'. There are no further retirement allowances that will need to be expensed.

B2. Tax

Mirrabooka's tax position, and how it accounts for tax, is explained here. Detailed reconciliations of tax accounting to the financial statements can be found in Note E2.

The income tax expense for the period is the tax payable on this financial year's taxable income, adjusted for any changes in deferred tax assets and liabilities attributable to temporary differences and for any unused tax losses. Deferred tax assets and liabilities (except for those related to the unrealised gains or losses in the investment portfolio) are offset, as all current and deferred taxes relate to the Australian Taxation Office and can legally be settled on a net basis.

A provision has been made for taxes on any unrealised gains or losses on securities valued at fair value through the Income Statement – i.e. the trading portfolio, puttable instruments, convertible notes that are classified as debt and the options written portfolio.

A provision also has to be made for any taxes that could arise on sale of securities in the investment portfolio, even though there is no intention to dispose of them. Where Mirrabooka disposes of such securities, tax is calculated according to the particular parcels allocated to the sale for tax purposes, offset against any capital losses carried forward.

Tax Expense

The income tax expense for the period is shown below:

	2015 \$'000	2014 \$'000
<i>(a) Reconciliation of Income Tax Expense to Prima Facie Tax Payable</i>		
Net profit before income tax expense	7,638	8,232
Tax at the Australian tax rate of 30 per cent (2014 – 30 per cent)	2,291	2,470
Tax offset for franked dividends	(1,730)	(1,679)
Tax effect of sundry items not taxable in calculating taxable income	(4)	8
	557	799
Over provision in prior years	(35)	(391)
Total tax expense	522	408

NOTES TO THE FINANCIAL STATEMENTS continued

Deferred Tax Liabilities – Investment Portfolio

The accounting standards require us to recognise a deferred tax liability for the potential capital gains tax on the unrealised gain in the investment portfolio. This amount is shown in the Balance Sheet. However, the Board does not intend to sell the investment portfolio, so this tax liability is unlikely to arise at this amount. Any sale of securities would also be affected by any changes in capital gains tax legislation or tax rate applicable to such gains when they are sold.

	2015 \$'000	2014 \$'000
Deferred tax liabilities on unrealised gains in the investment portfolio	29,853	35,125
Opening balance at 1 July	35,125	26,041
Charged to Income Statement for puttable instruments/non-equity investments	16	13
Tax on realised gains	(8,777)	(10,229)
Charged to OCI for ordinary securities on gains or losses for the period	3,489	19,300
	29,853	35,125

B3. Risk

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

As a LIC that invests in tradeable securities, Mirrabooka can never be free of market risk as it invests its capital in securities that are not risk free – the market price of these securities will fluctuate.

A general fall in market prices of 5 per cent and 10 per cent, if spread equally over all assets in the investment portfolio, would lead to a reduction in Mirrabooka's comprehensive income of \$10.7 million and \$21.5 million respectively, at a tax rate of 30 per cent (2014: \$11.0 million and \$22.1 million), and a reduction in profit after tax of \$54,000 and \$108,000 respectively, at a tax rate of 30 per cent (2014: \$52,000 and \$105,000). The revaluation reserve at 30 June 2015 was \$59.2 million (2014: \$69.9 million). It would require a fall in the value of the investment portfolio of 27 per cent after tax to fully deplete this (2014: 31 per cent).

Mirrabooka seeks to reduce market risk at the investment portfolio level by ensuring that it is not, in the opinion of the Investment Committee, overly exposed to one company or one particular sector of the market. The relative weightings of the individual securities and the relevant market sectors are reviewed by the Investment Committee and risk can be managed by reducing exposure where necessary. Mirrabooka does not have a minimum or maximum amount of the portfolio that can be invested in a single company or sector.

Mirrabooka's investment by sector is as below:

	2015 %	2014 %
Energy	4.95	10.18
Materials	15.04	17.64
Industrials	13.87	16.00
Consumer discretionary	14.39	11.04
Consumer staples	6.45	8.05
Healthcare	11.90	7.66
Financials	9.01	10.32
Real estate	4.94	3.69
Information technology and telecommunications	10.89	6.62
Utilities	0.93	0.00
Cash	7.63	8.80

There were no securities representing over 5 per cent of the investment portfolio at 30 June 2015 (2014: nil).

Mirrabooka is not currently materially exposed to interest rate risk, as all its cash investments are short term for a fixed interest rate. Mirrabooka is also not directly exposed to currency risk as all its investments are quoted in Australian dollars.

The writing of call options provides some protection against a fall in market prices as it generates income to partially compensate for a fall in capital values. Options are only written against securities that are held in the trading or investment portfolio.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Mirrabooka is exposed to credit risk from cash, receivables, securities in the trading portfolio and securities in the investment portfolio respectively. None of these assets are overdue. The risk in relation to each of these items is set out below.

Cash

All cash investments not held in a transactional account are invested in short term deposits with Australia's 'big four' commercial banks or their wholly-owned subsidiaries or in cash management trusts managed by those subsidiaries. In the unlikely event of a bank default or default on the underlying securities in the cash trust, there is a risk of losing the cash deposits and any accrued unpaid interest.

Receivables

Outstanding settlements are on the terms operating in the securities industry, which usually require settlement within three days of the date of a transaction. Receivables are non-interest bearing and unsecured. In the event of a payment default, there is a risk of losing any difference between the price of the securities sold and the price of the recovered securities from the discontinued sale.

Trading and Investment Portfolios

Converting and convertible notes or other interest-bearing securities that are not equity securities carry credit risk to the extent of their carrying value. This risk will be realised in the event of a shortfall on winding up of the issuing companies.

Liquidity Risk

Liquidity risk is the risk that an entity will not be able to meet its financial liabilities.

Mirrabooka monitors its cash flow requirements daily. The Investment Committee also monitors the level of contingent payments on a regular basis by reference to known sales and purchases of securities, dividends and distributions to be paid or received, put options that may require Mirrabooka to purchase securities, and facilities that need to be repaid. Mirrabooka ensures that it has either cash or access to short term borrowing facilities sufficient to meet these contingent payments.

Mirrabooka's inward cash flows depend upon the dividends received. Should these drop by a material amount, Mirrabooka would amend its outward cash flows accordingly. Mirrabooka's major cash outflows are the purchase of securities and dividends paid to shareholders, and both of these can be adjusted by the Board and management. Furthermore, the assets of Mirrabooka are largely in the form of readily tradeable securities, which can be sold on-market if necessary.

NOTES TO THE FINANCIAL STATEMENTS continued

The table below analyses Mirrabooka's financial liabilities into relevant maturity groupings. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less Than 6 Months \$'000	6–12 Months \$'000	Greater Than 1 Year \$'000	Total Contractual Cash Flows \$'000	Carrying Amount \$'000
30 June 2015					
Non-derivatives					
Payables	1,752	-	-	1,752	1,752
	1,752	-	-	1,752	1,752
30 June 2014					
Non-derivatives					
Payables	289	-	-	289	289
	289	-	-	289	289

C. Unrecognised Items

Unrecognised items, such as contingencies, do not appear in the financial statements, usually because they don't meet the requirements for recognition. However, they have the potential to have a significant impact on the Company's financial position and performance.

C1. Contingencies

Directors are not aware of any material contingent liabilities or contingent assets other than those already disclosed elsewhere in the Financial Report.

ADDITIONAL INFORMATION

Additional information that shareholders may find useful is included here. It is grouped into three sections:

- D. Balance Sheet reconciliations
- E. Income Statement reconciliations
- F. Other information

D. Balance Sheet Reconciliations

This section provides information about the basis of calculation of line items in the financial statements that the Directors do not consider significant in the context of the Company's operations.

D1. Current Assets – Cash

	2015 \$'000	2014 \$'000
Cash at bank and in hand (including on-call)	25,424	9,593
Fixed term deposits	0	21,000
	25,424	30,593

Cash holdings yielded an average floating interest rate of 2.8 per cent (2014: 3.4 per cent). All cash investments not held in a transactional account or an overnight 'at call' account are invested in short term deposits with Australia's 'big four' commercial banks or their wholly-owned subsidiaries, all rated 'AA-' by S&P, which have a maturity of three months or less, or in cash management trusts managed by those subsidiaries (currently rated AAAm).

D2. Revaluation Reserve

	2015 \$'000	2014 \$'000
Opening balance at 1 July	69,858	50,162
Gains/(losses) on investment portfolio		
– Equity instruments	11,420	65,627
– Puttable/debt instruments (transferred from retained profits)	52	44
Provision for tax on unrealised gains	(3,505)	(19,313)
Cumulative taxable realised (gains)/losses (net of tax)	(18,632)	(26,662)
	59,193	69,858

This reserve is used to record increments and decrements on the revaluation of the investment portfolio as described in accounting policy Note A2.

D3. Realised Capital Gains Reserve

	2015 \$'000	2014 \$'000
Opening balance at 1 July	61,014	46,760
Dividends paid	(20,209)	(12,408)
Cumulative taxable realised gains for period through OCI (net of tax)	18,632	26,662
	59,437	61,014

This reserve records gains or losses after applicable taxation arising from disposal of securities in the investment portfolio as described in A2.

ADDITIONAL INFORMATION continued

D4. Retained Profits

	2015 \$'000	2014 \$'000
Opening balance at 1 July	13,107	13,625
Dividends paid	(7,724)	(8,311)
Profit for the year	7,116	7,824
Transfer to revaluation reserve (puttable instruments and non-equity investments) (net of tax)	(36)	(31)
	12,463	13,107

This reserve relates to past profits.

D5. Share Capital

Date	Details	Notes	Number of Shares '000	Issue Price \$	Paid-up Capital \$'000
1/7/2013	Balance		137,865		154,045
9/8/2013	Dividend Reinvestment Plan	(i)	1,144	2.26	2,584
11/2/2014	Dividend Reinvestment Plan	(i)	360	2.33	840
Various	Costs of issue		-		(13)
30/6/2014	Balance		139,369		157,456
8/8/2014	Dividend Reinvestment Plan	(i)	1,681	2.46	4,134
10/2/2015	Dividend Reinvestment Plan	(i)	423	2.23	943
Various	Costs of issue		-		(16)
30/6/2015	Balance		141,473		162,517

(i) Shareholders elect to have all or part of their dividend payment reinvested in new ordinary shares under the Dividend Reinvestment Plan (DRP). The price of the new DRP shares is based on the average selling price of shares traded on the ASX and Chi-X in the five days after the shares begin trading on an ex-dividend basis.

All shares have been fully paid, rank *pari passu* and have no par value.

E. Income Statement Reconciliations

E1. Reconciliation of Net Cash Flows From Operating Activities to Profit

	2015 \$'000	2014 \$'000
Profit for the year	7,116	7,824
Change in fair value of puttable instruments	(36)	(30)
Net decrease/(increase) in trading portfolio	(547)	943
Increase/(decrease) in options written portfolio	119	79
Dividends received as securities under DRP investments	(1,009)	(837)
Decrease/(increase) in current receivables	448	2,090
– Less increase/(decrease) in receivables for investment portfolio	-	(1,986)
Increase/(decrease) in deferred tax liabilities	(5,335)	9,045
– Less (increase)/decrease in deferred tax liability on investment portfolio	5,272	(9,084)
Increase/(decrease) in current payables	1,463	(153)
– Less decrease/(increase) in payables for investment portfolio	(1,485)	163
Increase/(decrease) in provision for tax payable	(2,609)	2,863
– Less CGT provision	(8,777)	(10,229)
– Add taxes paid on capital gains	10,992	7,808
Net cash flows from operating activities	5,612	8,496

E2. Tax Reconciliations

Tax Expense Composition

	2015 \$'000	2014 \$'000
Charge for tax payable relating to the current year	604	825
Over provision in prior years	(35)	(391)
Increase/(decrease) in deferred tax liabilities	(63)	(39)
Increase in deferred tax liabilities – investment portfolio	16	13
	522	408

Amounts Recognised Directly Through Other Comprehensive Income

Net increase in deferred tax liabilities relating to capital gains tax on the movement in gains in the investment portfolio	3,489	19,300
	3,489	19,300

Deferred Tax Assets and Liabilities

The deferred tax balances are attributable to:

	2015 \$'000	2014 \$'000
(a) Tax on unrealised gains in the trading portfolio	(12)	-
(b) Tax on unrealised gains in the options written portfolio	(24)	-
(c) Provisions and expenses charged to the accounting profit that are not yet tax deductible	78	85
(d) Interest and dividend income receivable that is not assessable for tax until receipt	(113)	(219)
	(71)	(134)

Movements:

Opening asset balance at 1 July	(134)	(173)
Credited/(charged) to Income statement	63	39
Credited/(charged) to OCI	-	-
	(71)	(134)

Deferred tax assets arise when provisions and expenses have been charged but are not yet tax deductible. These assets are realised when the relevant items become tax deductible, as long as enough taxable income has been generated to claim the assets against, and as long as there are no changes to the tax legislation that affect Mirrabooka's ability to claim the deduction.

The portion of deferred tax liability likely to be reversed within the next 12 months is \$149,000 (2014: \$219,000). This relates primarily to items described in items (a), (b) and (d) above.

ADDITIONAL INFORMATION continued

F. Other Information

This section covers other information that is not directly related to specific line items in the financial statements, including information about related party transactions, share based payments, assets pledged as security and other statutory information.

F1. Related Parties

All transactions with deemed related parties were made on normal commercial terms and conditions and approved by independent Directors.

F2. Remuneration of Auditors

For the year the auditor earned or will earn the following remuneration:

	2015	2014
	\$	\$
PricewaterhouseCoopers		
Audit or review of financial reports	122,274	115,804
Non-audit services		
Taxation compliance services	15,371	14,979
Total remuneration	137,645	130,783

F3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting used by the chief operating decision-maker. The Board, through its sub-committees, has been identified as the chief operating decision-maker, as it is responsible for allocating resources and assessing performance of the operating segments.

Description of Segments

The Board makes the strategic resource allocations for Mirrabooka. Mirrabooka has therefore determined the operating segments based on the reports reviewed by the Board, which are used to make strategic decisions.

The Board is responsible for Mirrabooka's entire portfolio of investments and considers the business to have a single operating segment. The Board's asset allocation decisions are based on a single, integrated investment strategy and Mirrabooka's performance is evaluated on an overall basis.

Segment Information Provided to the Board

The internal reporting provided to the Board for Mirrabooka's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of Australian Accounting Standards, except that net assets are reviewed both before and after the effects of capital gains tax on investments (as reported in Mirrabooka's net tangible asset announcements to the ASX).

Other Segment Information

Revenues from external parties are derived from the receipt of dividend, distribution and interest income, and income arising on the trading portfolio and realised income from the options portfolio.

Mirrabooka is domiciled in Australia and all of Mirrabooka's income is derived from Australian entities or entities that maintain a listing in Australia. Mirrabooka has a diversified portfolio of investments, with no investment comprising more than 10 per cent of Mirrabooka's income, including realised income from the trading and options written portfolios.

F4. Summary of Other Accounting Policies Not Previously Disclosed

This general purpose Financial Report has been prepared in accordance with Australian Accounting Standards, Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. This Financial Report has been authorised for issue and is presented in the Australian currency. Mirrabooka has the power to amend and reissue the Financial Report.

Mirrabooka has attempted to improve the transparency of its reporting by adopting 'plain English' where possible. Key 'plain English' phrases and their equivalent AASB terminology are as follows:

Phrase	AASB Terminology
Market value	Fair value for actively traded securities
Cash	Cash and cash equivalents
Share capital	Contributed equity
Options	Derivatives written over equity instruments that are valued at fair value through profit or loss

Mirrabooka complies with International Financial Reporting Standards (IFRS). Mirrabooka is a 'for profit' entity.

Mirrabooka has not applied any Australian Accounting Standards or AASB Interpretations that have been issued as at balance date but are not yet operative for the year ended 30 June 2015 ('the inoperative standards') except for AASB 9, which was adopted on 7 December 2009. The impact of the inoperative standards has been assessed and the impact has been identified as not being material. Mirrabooka only intends to adopt other inoperative standards at the date at which their adoption becomes mandatory.

Basis of Accounting

The financial statements are prepared using the valuation methods described in A2. All other items have been treated in accordance with the historical cost convention.

Fair Value of Financial Assets and Liabilities

The fair value of cash and cash equivalents and non-interest bearing monetary financial assets and liabilities of Mirrabooka approximates their carrying value.

Rounding of Amounts

Mirrabooka is a company of the kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the Financial Report. Amounts in the Financial Report have been rounded off in accordance with that Class Order, to the nearest thousand dollars or, in certain cases, to the nearest dollar.

DIRECTORS' DECLARATION

In the Directors' opinion:

- (1) the financial statements and notes set out on pages 17 to 35 are in accordance with the *Corporations Act 2001* including:
- (a) complying with Accounting Standards, 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 30 June 2015 and of its performance for the financial year ended on that date; and
- (2) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note F4 to the financial statements confirms that the financial statements also comply with International Reporting Standards as issued by the International Accounting Standards Board.

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

This declaration has been made after receiving the declarations required to be made to the Directors by the Managing Director and the Chief Financial Officer regarding the financial statements in accordance with Section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2015.

The declarations received were that, in the opinion of the Managing Director and the Chief Financial Officer and to the best of their knowledge, the financial records of the Company have been properly maintained, that the financial statements comply with accounting standards and that they give a true and fair view.



Terrence Campbell AO
Chairman

Melbourne
6 August 2015



Independent auditor's report to the members of Mirrabooka Investments Limited

Report on the financial report

We have audited the accompanying financial report of Mirrabooka Investments Limited (the company), which comprises the balance sheet as at 30 June 2015, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note F, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

PricewaterhouseCoopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.



Auditor's opinion

In our opinion:

- (a) the financial report of Mirrabooka Investments Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*.
- (b) the company's financial report also complies with International Financial Reporting Standards as disclosed in Note F.

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Mirrabooka Investments Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers', written in a cursive style.

PricewaterhouseCoopers

A handwritten signature in dark ink, appearing to read 'Charles Christie', written in a cursive style.

Charles Christie
Partner

Melbourne
6 August 2015

OTHER INFORMATION

INFORMATION ABOUT SHAREHOLDERS

At 27 July 2015 there were 6,187 holdings of shares. These holdings were distributed in the following categories:

Size of Holding	Holdings
1 to 1,000	522
1,001 to 5,000	1,243
5,001 to 10,000	1,239
10,001 to 100,000	3,045
100,000 and over	138
Total	6,187

Percentage held by the 20 largest holders	16.85%
Average shareholding	22,866

There were 127 shareholdings of less than a marketable parcel of \$500 (189 shares).

Voting Rights of Ordinary Shares

The Constitution provides for votes to be cast:

- (i) on a show of hands, one vote for each shareholder; and
- (ii) on a poll, one vote for each fully paid ordinary share.

Major Shareholders

The 20 largest registered shareholders of the Company's ordinary shares as at 27 July 2015 are noted below:

Holder	Shares Held	%
Australian Foundation Investment Company Limited	8,727,827	6.17
Djerriwarrh Investments Limited	4,506,233	3.19
Terrence A Campbell	2,525,107	1.78
Navigator Australia Ltd <MLC Investment Sett A/C>	798,645	0.56
Nulis Nominees (Australia) Limited <Navigator Mast Plan Sett A/C>	616,765	0.44
National Nominees Limited	589,949	0.42
Mr Ian Stanley Fraser + Mr John Bruce Hannaford + Mr Andrew Stanley Fraser <Joe White Bequest Cap A/C>	583,240	0.41
Australian Executor Trustees Limited <No 1 Account>	510,589	0.36
Netwealth Investments Limited <Wrap Services A/C>	465,936	0.33
Ross Barker	458,113	0.32
Baker Custodian Corporation	450,000	0.32
Somoke Pty Limited <Pulman Super Fund A/C>	448,651	0.32
Yelgarn Pty Ltd <Montgomery Super Fund A/C>	440,000	0.31
Dequetteville Nominees Pty Ltd	408,478	0.29
Prof Peter Angas Parsons	402,267	0.28
Abtourk (Vic No 11) Pty Ltd	399,700	0.28
Lonceta Pty Ltd <Hancock Super Fund A/C>	389,867	0.28
Netwealth Investments Limited <Super Services A/C>	387,689	0.27
Western Murray Irrigation Limited	374,470	0.26
O R Dolgoshein Pty Ltd	358,691	0.25

SUBSTANTIAL SHAREHOLDERS

The Company has been notified of substantial shareholdings as follows:

<u>Holder</u>	<u>Number of shares</u>	<u>Date notified</u>
Australian Foundation Investment Company Limited	5,200,000	28/06/01

The above notice was lodged prior to the rights issues of September 2003 and February 2008. Current shareholding reflected on page 39.

HOLDINGS OF SECURITIES

As at 30 June 2015

Details of the Company's portfolios are given below. The list should not, however, be used to evaluate portfolio performance or to determine the net asset backing per share (which is recorded each month on the toll free telephone service at 1800 780 784), as individual holdings in the portfolio may change.

Unless otherwise stated, the securities in this list are fully paid ordinary shares, trust units, stapled securities or convertible notes.

Code	Company	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
QUB	Qube Holdings	Provider of import and export logistics services with national operations	4,200	4,448	10,452
ANN*	Ansell	Designer, manufacturer and distributor of a wide range of industrial, surgical and examination gloves and other protective products	490	415	9,989
TGR	Tassal Group	Producer and exporter of Atlantic salmon from Tasmania	2,700	2,576	8,577
IRE	IRESS	Provider of share market and wealth management information systems	840	840	8,501
LIC	Lifestyle Communities	Developer, owner and manager of independent living communities for elderly citizens. The company operates eight villages across Victoria, encompassing a full range of community and lifestyle-orientated facilities on site	3,225	3,450	8,418
AWC	Alumina	40 per cent interest in a joint venture with Alcoa involved in bauxite mining, alumina refining and aluminium smelting	5,322	5,322	8,142
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	1,350	1,350	7,898
IPL	Incitec Pivot	Manufacturer and supplier of nitrogen-based fertiliser and industrial explosives	1,800	2,014	7,754
RMD*	ResMed	Leading developer, manufacturer and distributor of medical equipment for treating, diagnosing and managing sleep-disordered breathing and other respiratory disorders	800	1,000	7,270
PPT*	Perpetual	Diversified financial company offering investment management, financial advice and corporate trust services	160	144	6,963
AHD	Amalgamated Holdings	Entertainment, hospitality and leisure company with interests in cinemas, hotels, resorts and a wildlife park	485	535	6,709
EQT	Equity Trustees	Provider of private client, trustee, estate administration and funds management services	620	328	6,688
NUF	Nufarm	Agricultural chemical company that manufactures and sells crop protection and seed treatment products globally	909	909	6,574
TWE	Treasury Wine Estates	Wine company with over 50 brands produced in Australia, New Zealand, the United States and Italy and sold globally	813	1,263	6,302
VOC	Vocus Communications	Provider of wholesale data centre, voice and international internet connectivity to telecommunications companies and ISPs	1,150	1,050	6,059
SEK	SEEK	Operator of employment classifieds websites in Australia and offshore with interests in education and training	415	415	5,835
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	375	433	5,647
TPM	TPG Telecom	Provider of a diverse range of communication services to residential users, small and medium enterprises, government and large corporate enterprises. The company owns and operates its own domestic network infrastructure and an international submarine cable connecting Australia and Guam	430	625	5,606
FNP	Freedom Foods Group	Producer of specialist allergen-free foods, with related packaging and marketing interests in dairy and seafood	1,810	1,829	5,414
IPP	iProperty Group	Operator of internet-based real estate portals in Asian markets including Malaysia, Singapore, Hong Kong and Indonesia	2,000	2,166	5,199
JHC	Japara Healthcare	Provider of residential aged care services	1,625	1,991	5,117

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Company	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
CTX*	Caltex Australia	Australia's leading transport fuel supplier and convenience retailer, with integrated oil refining, logistics and marketing operations across the country	150	150	4,777
TSE	Transfield Services	Operations, maintenance and construction services business operating globally in the resources, energy, industrial, infrastructure, property and defence sectors	3,200	3,295	4,695
WLL	Wellcom Group	Production company providing pre-media, digital asset management and specialty printing services to advertisers, retailers and corporations	1,104	1,204	4,587
IVC	InvoCare	Provider of services related to funerals, burials and cremations	700	360	4,356
BKL	Blackmores	Natural healthcare company that distributes premium branded vitamins and supplements in Australia and South East Asia	70	58	4,331
SOL	Washington H Soul Pattinson	Listed investment company with a diverse portfolio of investments including coal mining, building materials, telecommunications, pharmaceuticals and other listed equities	321	321	4,320
REH	Reece Australia	Distributor and retailer of plumbing, building and hardware supplies	122	122	4,238
JHX*	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	1,030	250	4,171
CGF	Challenger	Financial services company providing life insurance, annuities and funds management	520	613	4,116
AUB	Austbrokers Holdings	Investor in a network of small to medium Australian insurance brokers	452	452	4,064
CVO	Cover-More Group	Provider of travel insurance and medical assistance services	0	1,680	3,998
CGL	The Citadel Group	Provider of professional training services and technology-related consulting	0	1,028	3,991
APE	AP Eagers	Operator of a national footprint of full service motor vehicle dealerships representing a broad range of car and truck brands in Australia	186	420	3,927
ILU*	Iluka Resources	Miner of zircon and titanium-based mineral sands products with an additional iron ore production royalty	450	500	3,837
ASB	Austral	Specialises in the design, construction and maintenance of high performance aluminium vessels for defence and commercial purposes	2,550	2,000	3,690
TOX	Tox Free Solutions	Integrated waste management and environmental service business	2,600	1,200	3,624
BKW	Brickworks	Australia's largest manufacturer of bricks and pavers, with other investments in property development and listed equities	262	262	3,616
AMA	AMA Group	An automotive aftercare and accessories business focused on the vehicle panel repair market and the manufacture and sale of bull bars	0	5,517	3,310
BLX	Beacon Lighting Group	Australia's largest lighting and accessory retailer with integrated operations from design and sourcing, through to merchandising and retailing	1,064	1,624	3,248
OSH*	Oil Search	Oil and gas explorer, developer and producer with assets predominantly in Papua New Guinea	1,360	450	3,185
SAI	SAI Global	Provider of information services and systems for risk management, compliance and business improvement	1,000	750	3,128
SGM	Sims Metal Management	A global metal recycling business that buys, processes and sells ferrous and non-ferrous recycled metals and recycles redundant electrical equipment	0	300	3,126
ENE	Energy Developments	International provider of renewable energy and low greenhouse gas emission energy	0	426	3,111

Code	Company	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
BGL	BigAir Group	Provider of wireless broadband solutions for corporate customers and university campus environments	7,152	5,000	3,075
FBU	Fletcher Building	Diversified building materials company with activities in manufacturing, construction and distribution predominantly in New Zealand and Australia	743	418	3,014
ISU	iSelect	Provides an online comparison service that compares insurance, household utilities and personal finance products	0	1,773	2,552
VED	Veda Group	A data analytics business that is the leading provider of credit information and analysis in Australia and New Zealand through the provision of credit reports relating to individuals and businesses	0	1,125	2,498
CAJ	Capitol Health	Specialist provider of diagnostic imaging services	0	3,252	2,488
VTG	Vita Group	Retailer of mobile phones and accessories, and provider of telecommunications solutions to corporate customers	0	1,401	2,375
BSL	BlueScope Steel	The leading integrated steel company in Australia and New Zealand, with specialised manufacturing in the United States and Asia	750	750	2,250
FLT	Flight Centre Travel Group	Global travel agency business with retail, corporate and wholesale brands across a range of countries	35	65	2,217
HSO	Healthscope	One of Australia's leading private healthcare operators through the ownership and operation of private hospitals and medical centres	0	800	2,176
CVW	ClearView Wealth	Life insurance company with associated offerings in wealth management and financial advice	2,138	2,288	2,174
FPH	Fisher & Paykel Healthcare	Designs, manufactures and markets a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	200	331	2,014
PHG	Pulse Health	Operator of private hospitals, day surgeries and related healthcare services in regional communities	2,567	3,500	1,995
CSV	CSG	A print and communications solution provider to corporate and government customers	0	1,250	1,994
FDC	Federation Centres	Owner and operator of Australian retail shopping centres	0	670	1,956
SXY	Senex Energy	Oil and gas explorer and developer with assets in South Australia and Queensland	7,000	6,875	1,925
TWD	Tamawood	Designer and builder of residential dwellings	0	530	1,844
GBT	GBST Holdings	A provider of software and services to the global financial services industry	0	320	1,834
ICQ	iCar Asia	Operator of a network of automotive-related classifieds websites across South East Asia	2,750	2,600	1,833
AWE	AWE	Oil and gas company with production development and exploration assets in Australia, New Zealand, the United States and Indonesia	2,264	1,500	1,815
GHC	Generation Healthcare REIT	Real estate investment trust that invests in hospitals, medical centres, laboratories and other purpose-built healthcare facilities	500	1,044	1,708
CDP	Carindale Property	50 per cent interest in the Westfield Carindale Shopping Centre, south east of Brisbane	255	255	1,658
NHC	New Hope Corporation	Integrated energy company, predominantly operating open cut coal mines in Queensland	820	820	1,550
OCL	Objective Corporation	Provider of information technology software and services	0	729	1,517
WIC	Westoz Investment Company	Listed investment company focused on Western Australian-based companies	1,171	1,625	1,503
IIN	iiNet	An internet service provider focused predominantly on the residential market nationally	0	150	1,428

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Company	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
REG	Regis Healthcare	Owns and operates residential aged care facilities	0	274	1,414
VGI	Vista Group International	Provider of specialist software for the cinema exhibition industry	0	300	1,368
ADH	Adairs	A specialty retailer of home furnishings in Australia with a national footprint of stores across a number of store formats	0	500	1,330
#	Beston Global Food Group	An investor in Australian food and beverage businesses identified for its potential to grow export sales to Asian consumers	0	4,092	1,228
SRX	Sirtex Medical	Engaged in research and development of treatment for liver cancer	0	40	1,162
MSV	Mitchell Services	Provider of exploration and mine site drilling services to the mining industry	0	51,367	1,130
NTC	NetComm Wireless	Delivers advanced broadband and wireless devices that empower businesses, people and machines to connect to the internet	0	1,500	1,110
MTU	M2 Group	A provider of telecommunication and utility services to the corporate and residential markets	0	102	1,086
MYX	Mayne Pharma Group	A specialty pharmaceutical company that develops and manufactures branded and generic products, which it distributes globally; either directly or through distribution partners	0	1,000	985
NFNG	Nufarm Step-Up Securities	Agricultural chemical company that manufactures and sells crop protection and seed products globally	10	10	880
CAT	Catapult Group International	Provider of GPS athlete-tracking devices to elite sporting bodies	0.3	760	790
SFC	Schaffer Corporation	Industrial corporation with interests in the manufacture of automotive leather and building materials	127	163	790
ASH	Ashley Services Group	Workforce solutions provider, with operations in vocational training, recruitment and labour hire	0	1,276	759
MUA	Mitula Group	An online classifieds search engine operating in 40 countries	0	1,000	750
PPCG	Peet 9.5% convertible notes	Involved in the acquisition, management, development and marketing of broadacre residential land estates	7	7	666
PPS	Praemium	A provider of investment platforms, administration and customer relationship management solutions to the financial services industry in Australia, the United Kingdom and Asia	0	1,965	648
LSX	Lion Selection Group	Mining investment company that invests in, and provides funding to, mining companies in the project development phase	3,155	3,325	582
COI	Comet Ridge	Oil and gas exploration in Australia and the United States	0	7,407	444
ESV	eServGlobal	Specialist provider of mobile-based payment software, focused on both domestic mobile-to-mobile transfers and cross-border remittance to more than 50 countries	1,300	1,300	429
BUL	Blue Energy	Focused on the development of coal seam gas, natural gas and conventional oil resources within eastern Australia	14,071	14,071	310
MLB	Melbourne IT	Provides services to corporate customers to help them conduct their businesses online	0	175	292
GTY	Gateway Lifestyle Group	Develops and operates residential communities for elderly residents	0	125	255
WICO	Westoz Investment Company Option	Listed investment company focused on Western Australian-based companies	0	117	0
Total					308,358

* Indicates that options were outstanding against part of the holding.

Unlisted stock.

MAJOR CHANGES TO THE INVESTMENT PORTFOLIO

	Cost \$'000
Acquisitions (Above \$2 Million)*	
Sims Metal Management	3,580
Cover-More Group	3,363
AMA Group	3,267
iSelect	2,768
Veda Group	2,567
The Citadel Group	2,566
Ashley Services Group	2,400
Healthscope	2,312
Energy Developments	2,216
Federation Centres	2,066
Capitol Health	2,047

* All are new stocks in the portfolio.

	Proceeds \$'000
Sales (Above \$2 Million)	
James Hardie Industries	10,760
Toll Holdings ^(a)	8,498
Oil Search	7,999
Equity Trustees	6,156
Coca-Cola Amatil [#]	5,346
Ramsay Health Care [#]	4,104
InvoCare	4,025
Ingenia Communities Group [#]	3,857
Tox Free Solutions	3,285
Bega Cheese [#]	3,041
Boral [#]	2,705
Fletcher Building	2,609
Domino's Pizza Enterprises [#]	2,501
RungePincockMinarco [#]	2,009
Westside Corporation ^(b)	2,000

Complete disposal from the portfolio.

(a) Sold while under takeover offer.

(b) Takeover by Landbridge.

SUB-UNDERWRITING

During the year the Company participated as a sub-underwriter of issues of securities. The principal underwriter and securities involved were:

Company	Underwritten by	Description	Amount Underwritten
Mitchell Services Ltd	Morgans Corporate Ltd	One for one non-renounceable entitlement offer	\$250,000
Vita Group Ltd	Canaccord Genuity (Australia) Ltd	Special Dividend Reinvestment Plan	\$925,000
ARB Corporation	Taylor Collison Ltd	ARB Dividend Reinvestment Plan and ARB Bonus Share Plan	\$500,000
Australian Careers Network	Petra Capital Pty Ltd	Initial public offer	\$1,700,000

TRANSACTIONS IN SECURITIES

During the year ended 30 June 2015, the Company recorded 790 transactions in securities. \$421,137 in brokerage (including GST) was paid or accrued for the year.

SHARE ISSUES

Date of Issue	Type	Price Per Share \$
10 February 2015	Dividend Reinvestment Plan	2.23
8 August 2014	Dividend Reinvestment Plan	2.46
11 February 2014	Dividend Reinvestment Plan	2.33
9 August 2013	Dividend Reinvestment Plan	2.26
12 February 2013	Dividend Reinvestment Plan	2.14
3 August 2012	Dividend Reinvestment Plan	1.85
10 February 2012	Dividend Reinvestment Plan	1.74
5 August 2011	Dividend Reinvestment Plan	1.83
16 August 2010	Share Purchase Plan	1.60
12 February 2010	Dividend Reinvestment Plan	1.99
7 August 2009	Dividend Reinvestment Plan	1.55
13 February 2009	Dividend Reinvestment Plan	1.32
29 February 2008	1 for 7 rights issue	1.95
2 August 2007	Dividend Reinvestment Plan	2.49
2 March 2007	Dividend Reinvestment Plan	2.09
23 August 2006	Dividend Reinvestment Plan	1.86
15 March 2004	Share Acquisition Plan	1.15
23 September 2003	1 for 4 rights issue	1.00
13 April 2003	Share Acquisition Plan	1.00
22 April 1999	Initial share issue	1.00

COMPANY PARTICULARS

Mirrabooka Investments Limited (MIR)
ABN 31 085 290 928

Directors

Terrence A Campbell AO, Chairman
Ross E Barker, Managing Director
Ian A Campbell
David E Meiklejohn AM
Graeme W Sinclair

Company Secretaries

Simon M Pordage
Andrew JB Porter

Auditor

PricewaterhouseCoopers
Chartered Accountants

Country of Incorporation

Australia

Registered Office and Mailing Address

Level 21, 101 Collins Street
Melbourne Victoria 3000

Contact Details

Telephone (03) 9650 9911
Facsimile (03) 9650 9100
Email invest@mirra.com.au
Website mirra.com.au

For enquiries regarding net asset backing (as advised each month to the Australian Securities Exchange):

Telephone 1800 780 784 (toll free)

Share Registrar

Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067

Shareholder

Enquiry Lines 1300 653 924
+61 3 9415 4342
(from overseas)
Facsimile (03) 9473 2500
Website investorcentre.com/contact

For all enquiries relating to shareholdings, dividends and related matters, please contact the Share Registrar as above.

Australian Securities Exchange Code

MIR Ordinary shares

SHAREHOLDER MEETING

Annual General Meeting

Time 1.30pm
Date Monday 5 October 2015
Venue RACV City Club
Location 501 Bourke Street
Melbourne



MIRRABOOKA
Investments Limited



ANNUAL REVIEW 2015



MIRRABOOKA
Investments Limited

Finding opportunities
in small and medium
sized companies



The investment goals of Mirrabooka are:

- ▶ To provide medium to long term investment gains through holding core investments in selected small and medium sized companies.
- ▶ To provide attractive dividend returns to shareholders from these investments.

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Mirrabooka is a listed investment company specialising in investing in small and medium sized companies located within Australia and New Zealand. Our general definition of small and medium sized companies is those companies which fall outside the top 50 listed companies, by market capitalisation, on the Australian Securities Exchange (ASX) or are in the S&P/ASX Mid Cap 50s or Small Ordinaries Index.

YEAR IN SUMMARY

PROFIT FOR THE YEAR

\$7.1m

▼ Down 9% from 2014

TOTAL SHAREHOLDER RETURN

+7.5% Including franking*

Share price plus dividend

FULLY FRANKED DIVIDEND

6.5¢ Final

7¢ Special

20¢ total in 2014

17¢
Total

MANAGEMENT EXPENSE RATIO

0.67%

0.64% in 2014

TOTAL PORTFOLIO RETURN

+6.8% Including franking*

Combined Accumulation Index +6.3%*

TOTAL PORTFOLIO

\$333.8m

Including cash at 30 June

\$347.6 million in 2014

* Assumes an investor can take full advantage of the franking credits.

REVIEW OF OPERATIONS AND ACTIVITIES

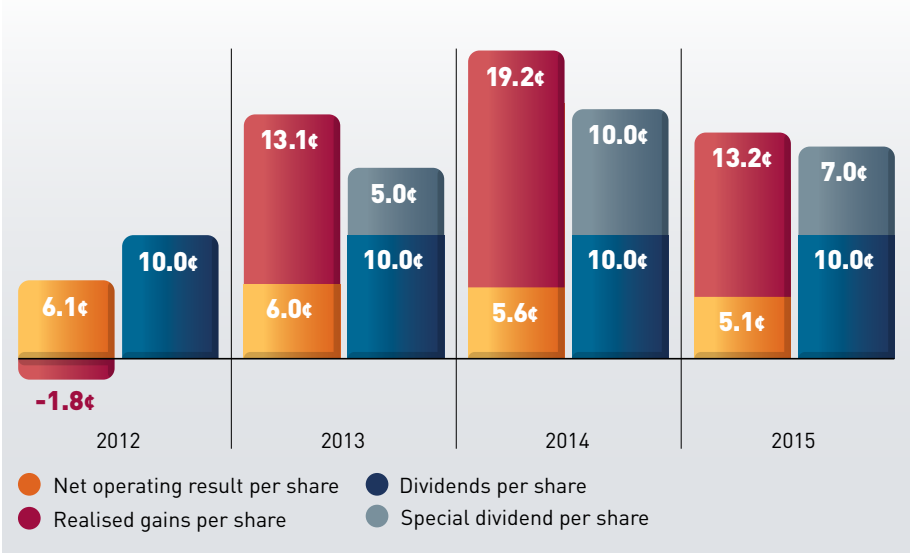
Profit and Dividend

Mirrabooka's reported profit was \$7.1 million for the 12 months to 30 June 2015 compared with \$7.8 million last year. The fall was as a result of a slight reduction in dividend income due to adjustments in the portfolio, as well as a fall in the contribution from the trading portfolio.

The Company maintained the final dividend at 6.5 cents per share fully franked. It also declared a special dividend of 7 cents per share fully franked, sourced from after tax

realised gains of \$18.6 million made during the year (the corresponding figure last year was \$26.7 million). The amount of the pre tax attributable gain, known as a 'LIC capital gain', is 17.1 cents per share. This enables some shareholders to claim a tax deduction in their tax return. Further details are on the dividend statements.

Figure 1: Earnings per share and dividends per share

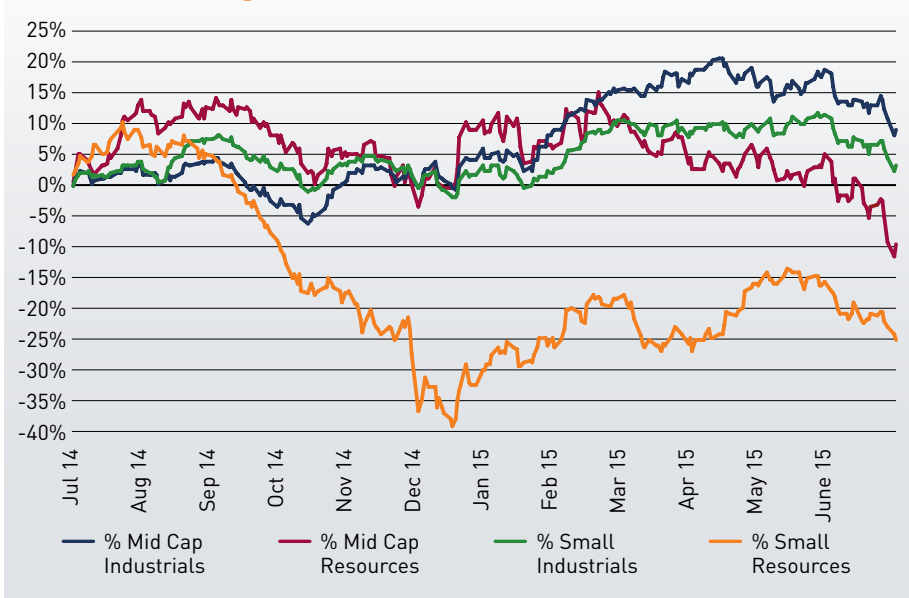


Market Conditions and Portfolio Returns

Small and mid cap stocks, where Mirrabooka focuses its investment activities, attracted much investor interest through the year and proved to be a very dynamic sector of the market. There was significant outperformance from sectors such as the property trusts, healthcare and telecommunications services. In contrast the resources sector declined as commodity prices continued to come under downward pressure.

Companies delivering reliable earnings growth often traded at very high price earnings ratios and a large number of initial public offerings (IPOs) also came to the market during the period, as investor appetite was strong for most of the year. More recently, with the market correction, valuation levels in the area of the market Mirrabooka focuses its investment activities on, have fallen back closer to medium term averages as shown in Figures 3 and 4.

Figure 2: Relative performance of industrial and resource sector in small and mid caps

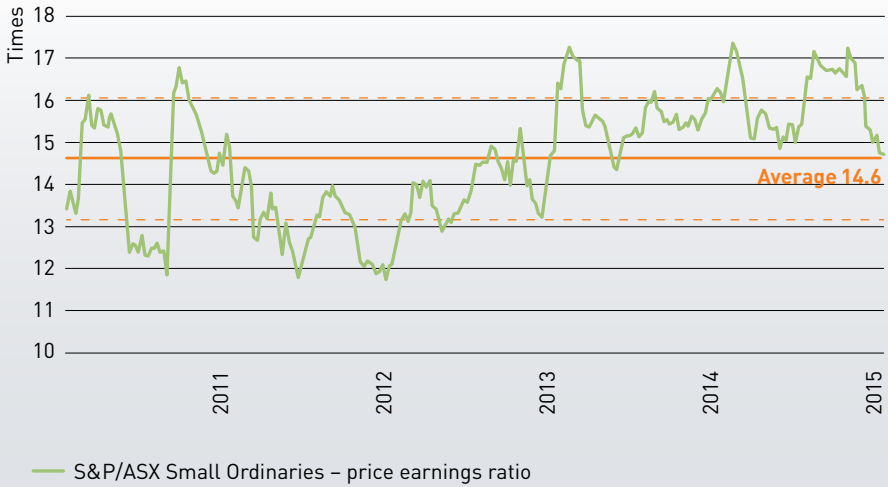




REVIEW OF OPERATIONS AND ACTIVITIES

continued

Figure 3: Price earnings ratios – Small Ordinaries



Source: FactSet.

Figure 4: Price earnings ratios – Mid Cap 50 Sector



Source: FactSet.

REVIEW OF OPERATIONS AND ACTIVITIES

continued

Mirrabooka's total portfolio return for the year, including dividends paid and the full benefit of franking credits, was 6.8 per cent. This compares with the combined small and mid cap market index benchmark calculated on the same basis, which was 6.3 per cent. The five year return for the portfolio on a comparable basis was 15.5 per cent per annum against the benchmark return of 6.2 per cent per annum.

The tax paid on realised gains can impact relative performance figures against the index, which does not have this impost. The inclusion of the benefit of franking credits from the tax paid and distributed to shareholders in the dividend is one way of overcoming this distortion.

The most significant positive contributors to portfolio performance over the year were Blackmores Group, Toll Holdings, Lifestyle Communities, Nufarm and Ansell.

Portfolio

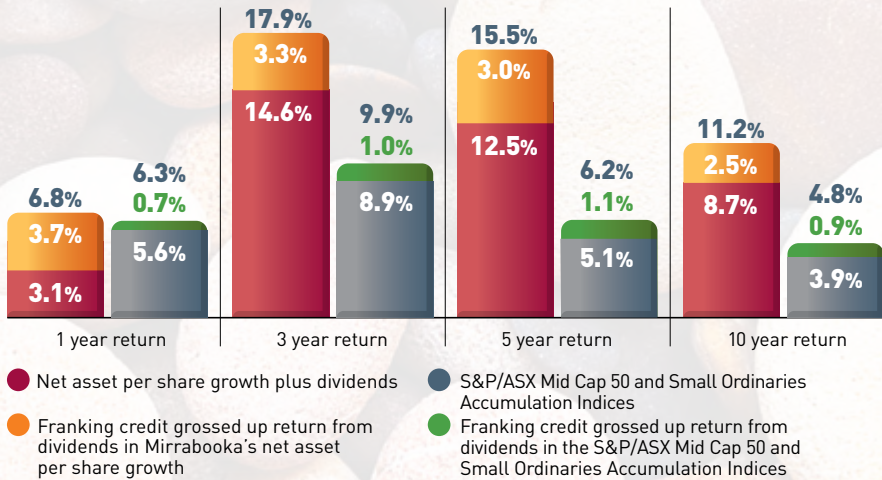
Market conditions provided Mirrabooka with opportunities to rebalance the portfolio. This included adjustments made to manage valuation risks, selling companies that have become top 50 companies (including the sale of Toll Holdings whilst under a takeover bid) and adding to holdings where value was deemed to be on offer. Mirrabooka also participated in a small number of the many IPOs that occurred over the year.

A number of new companies were also added to the portfolio. These included Sims Metal Management, AMA Group, Cover-More Group, iSelect, Veda Group and Citadel Group, through its IPO.

The details of new holdings added are described below:

- **Sims Metal Management** is the leading metals and electronics recycling company in the world. The company specialises in ferrous and non-ferrous metals recycling, post-consumer electronic goods recycling, and municipal waste recycling. Its primary operations are located in the United States, Australia and the United Kingdom.
- **AMA Group** provides automotive aftercare services. It engages in the management of the Company's investments in the wholesale vehicle aftercare and accessories market, including smash repairs and repair panel shops, vehicle protection equipment, brakes and transmission service workshops and the wholesale distribution of automotive and electrical accessories.
- **Cover-More Group** is a specialist and integrated travel insurance and medical assistance provider. The company holds the leading market position in Australia, with over 40 per cent market share through 25,000 active agents. It is also steadily growing its footprint in Asia. Cover-More was established in 1986 and listed on the ASX in December 2013.

Figure 5: Portfolio return percentage per year to 30 June 2015



Note: Mirrabooka's net asset per share growth plus dividend series is calculated after management fees, income tax and capital gains tax on realised sales of investments. It should be noted that Index returns for the market do not include management expenses and tax.

REVIEW OF OPERATIONS AND ACTIVITIES

continued

- **iSelect** is a multi-channel comparison service for insurance, household utilities and personal finance products.
- **Veda Group** is the largest credit reference agency in Australia and New Zealand. It provides credit reporting, credit scoring and marketing analytics services.
- **Citadel Group** focuses on two main segments, education and technology. The education segment offers education, training and professional development services, which include diploma and advanced diploma qualifications, and a range of study options such as on campus, blended learning and online training solutions. The technology segment provides information technology services to corporations and government agencies.

In total, purchases in the investment portfolio were \$75.4 million for the year, whereas sales amounted to \$96.0 million over the year.

Share Price Performance

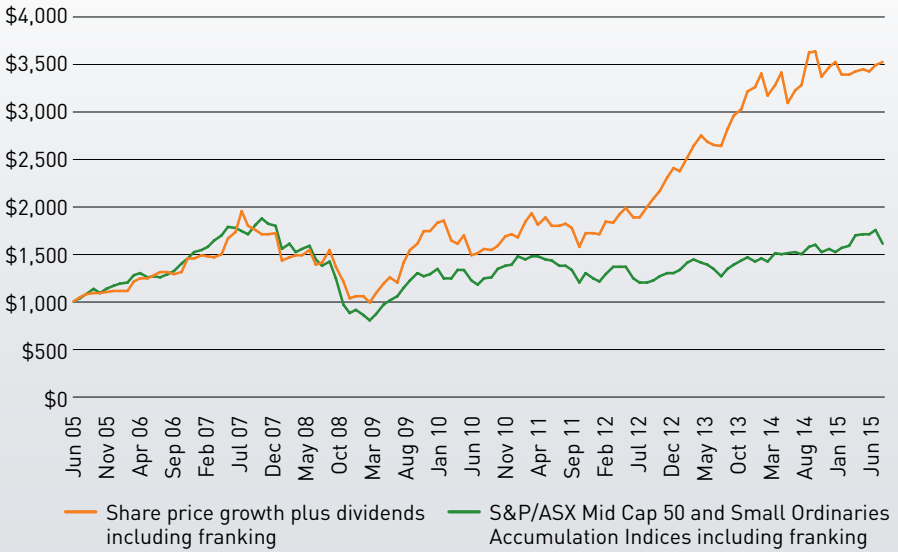
Figure 6, on the following page outlines the benefit of compound returns and the value of Mirrabooka's investment approach given the relative total share price return (including dividends and the full benefit of franking credits) from an investment of \$1,000 in Mirrabooka since listing versus the return from the combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation Indices.

The attractive nature of Mirrabooka's dividend in the current low interest rate environment has seen strong demand for the Company's shares. At 30 June 2015 the share price was trading at a premium of 14 per cent to the net asset backing per share. The recent history is displayed in Figure 7.

Cash Position

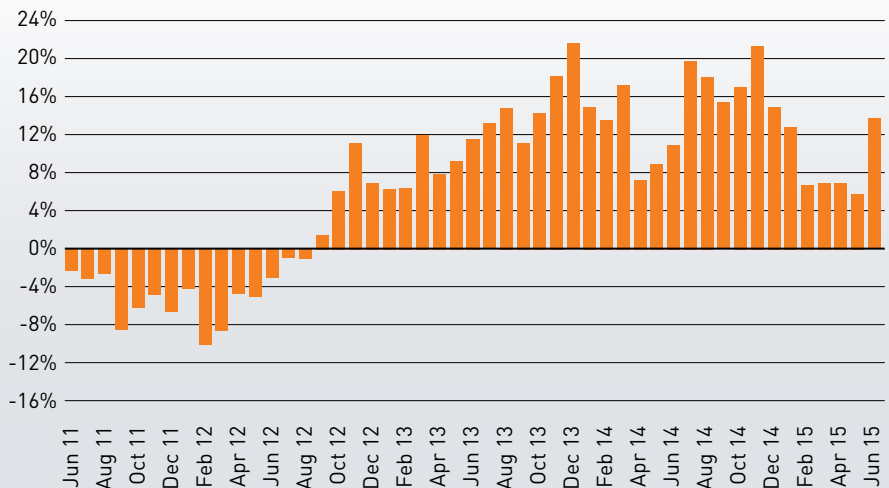
Given our general caution about market levels through the year, Mirrabooka has maintained a relatively healthy cash position. At 30 June 2015 it was \$25.4 million or 7.6 per cent of the total portfolio. This leaves Mirrabooka well placed to continue to take advantage of selective opportunities that invariably arise in the small and mid cap sector of the market, especially in any periods of market weakness.

Figure 6: Ten year performance of an investment of \$1,000 in Mirrabooka shares including dividends and the full benefit of franking



Note: Assumes the reinvestment of dividends. This chart calculates the benefit of franking credits at the time dividends are paid for both Mirrabooka and the Index. In practice there is a timing difference between receipt of the dividend and the realisation of the franking benefit in the following tax year.

Figure 7: Share price relative to net asset backing



TOP 20 INVESTMENTS

As at 30 June 2015

Includes investments held in both the investment and trading portfolios.

Valued at closing prices at 30 June 2015

		Total Value \$'000	% of Portfolio
1	Qube Holdings	10,452	3.4
2	Ansell*	9,989	3.2
3	Tassal Group	8,577	2.8
4	IRESS	8,501	2.8
5	Lifestyle Communities	8,418	2.7
6	Alumina	8,142	2.6
7	ALS	7,898	2.6
8	Incitec Pivot	7,754	2.5
9	ResMed*	7,270	2.4
10	Perpetual*	6,963	2.3
11	Amalgamated Holdings	6,709	2.2
12	Equity Trustees	6,688	2.2
13	Nufarm	6,574	2.1
14	Treasury Wine Estates	6,302	2.0
15	Vocus Communications	6,059	2.0
16	SEEK	5,835	1.9
17	ARB Corporation	5,647	1.8
18	TPG Telecom	5,606	1.8
19	Freedom Foods Group	5,414	1.8
20	iProperty Group	5,199	1.7
Total		143,996	

As a percentage of total portfolio value (excludes cash)

46.7%

* Indicates that options were outstanding against part of the holding.

INCOME STATEMENT

For the year ended 30 June 2015

	2015 \$'000	2014 \$'000
Dividends and distributions	8,427	8,639
Revenue from deposits and bank bills	778	835
Net gains on trading portfolio and non-equity investments	110	841
Income from options written portfolio	538	(1)
Other income	30	25
Income from operating activities	9,883	10,339
Administration expenses	(2,245)	(2,107)
Profit before income tax expense	7,638	8,232
Income tax expense	(522)	(408)
Profit for the year	7,116	7,824
	Cents	Cents
Profit per share	5.05	5.63

BALANCE SHEET

As at 30 June 2015

	2015 \$'000	2014 \$'000
Current assets		
Cash	25,424	30,593
Receivables	590	1,038
Trading portfolio	547	-
Total current assets	26,561	31,631
Non-current assets		
Investment portfolio	308,009	317,126
Total non-current assets	308,009	317,126
Total assets	334,570	348,757
Current liabilities		
Payables	1,752	289
Tax payable	9,086	11,695
Options written portfolio	198	79
Total current liabilities	11,036	12,063
Non-current liabilities		
Deferred tax liabilities – other	71	134
Deferred tax liabilities – investment portfolio	29,853	35,125
Total non-current liabilities	29,924	35,259
Total liabilities	40,960	47,322
Net assets	293,610	301,435
Shareholders' equity		
Share capital	162,517	157,456
Revaluation reserve	59,193	69,858
Realised capital gains reserve	59,437	61,014
Retained profits	12,463	13,107
Total shareholders' equity	293,610	301,435

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

	2015 \$'000	2014 \$'000
Total equity at the beginning of the year	301,435	264,592
Dividends paid	(27,933)	(20,719)
Dividend Reinvestment Plan	5,077	3,424
Costs of share issues	(16)	(13)
Total transactions with shareholders	(22,872)	(17,308)
Profit for the year	7,116	7,824
Revaluation of investment portfolio	11,420	65,627
Provision for tax on revaluation	(3,489)	(19,300)
Revaluation of investment portfolio (after tax)	7,931	46,327
Total comprehensive income for the year	15,047	54,151
Realised gains on securities sold	27,409	36,891
Tax expense on realised gains on securities sold	(8,777)	(10,229)
Net realised gains on securities sold	18,632	26,662
Transfer from revaluation reserve to realised gains reserve	(18,632)	(26,662)
Total equity at the end of the year	293,610	301,435

A full set of Mirrabooka's accounts are available on the Company's website.

HOLDINGS OF SECURITIES

As at 30 June 2015

Details of the Company's portfolios are given below. The list should not, however, be used to evaluate portfolio performance or to determine the net asset backing per share (which is recorded each month on the toll free telephone service at 1800 780 784), as individual holdings in the portfolio may change.

Unless otherwise stated, the securities in this list are fully paid ordinary shares, trust units, stapled securities or convertible notes.

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
QUB	Qube Holdings	Provider of import and export logistics services with national operations	4,200	4,448	10,452
ANN*	Ansell	Designer, manufacturer and distributor of a wide range of industrial, surgical and examination gloves and other protective products	490	415	9,989
TGR	Tassal Group	Producer and exporter of Atlantic salmon from Tasmania	2,700	2,576	8,577
IRE	IRESS	Provider of share market and wealth management information systems	840	840	8,501
LIC	Lifestyle Communities	Developer, owner and manager of independent living communities for elderly citizens. The company operates eight villages across Victoria, encompassing a full range of community and lifestyle-orientated facilities on site	3,225	3,450	8,418
AWC	Alumina	40 per cent interest in a joint venture with Alcoa involved in bauxite mining, alumina refining and aluminium smelting	5,322	5,322	8,142
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	1,350	1,350	7,898

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
IPL	Incitec Pivot	Manufacturer and supplier of nitrogen-based fertiliser and industrial explosives	1,800	2,014	7,754
RMD*	ResMed	Leading developer, manufacturer and distributor of medical equipment for treating, diagnosing and managing sleep-disordered breathing and other respiratory disorders	800	1,000	7,270
PPT*	Perpetual	Diversified financial company offering investment management, financial advice and corporate trust services	160	144	6,963
AHD	Amalgamated Holdings	Entertainment, hospitality and leisure company with interests in cinemas, hotels, resorts and a wildlife park	485	535	6,709
EQT	Equity Trustees	Provider of private client, trustee, estate administration and funds management services	620	328	6,688
NUF	Nufarm	Agricultural chemical company that manufactures and sells crop protection and seed treatment products globally	909	909	6,574
TWE	Treasury Wine Estates	Wine company with over 50 brands produced in Australia, New Zealand, the United States and Italy and sold globally	813	1,263	6,302
VOC	Vocus Communications	Provider of wholesale data centre, voice and international internet connectivity to telecommunications companies and ISPs	1,150	1,050	6,059
SEK	SEEK	Operator of employment classifieds websites in Australia and offshore with interests in education and training	415	415	5,835

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	375	433	5,647
TPM	TPG Telecom	Provider of a diverse range of communication services to residential users, small and medium enterprises, government and large corporate enterprises. The company owns and operates its own domestic network infrastructure and an international submarine cable connecting Australia and Guam	430	625	5,606
FPN	Freedom Foods Group	Producer of specialist allergen-free foods, with related packaging and marketing interests in dairy and seafood	1,810	1,829	5,414
IPP	iProperty Group	Operator of internet-based real estate portals in Asian markets including Malaysia, Singapore, Hong Kong and Indonesia	2,000	2,166	5,199
JHC	Japara Healthcare	Provider of residential aged care services	1,625	1,991	5,117
CTX*	Caltex Australia	Australia's leading transport fuel supplier and convenience retailer, with integrated oil refining, logistics and marketing operations across the country	150	150	4,777
TSE	Transfield Services	Operations, maintenance and construction services business operating globally in the resources, energy, industrial, infrastructure, property and defence sectors	3,200	3,295	4,695

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
WLL	Wellcom Group	Production company providing pre-media, digital asset management and specialty printing services to advertisers, retailers and corporations	1,104	1,204	4,587
IVC	InvoCare	Provider of services related to funerals, burials and cremations	700	360	4,356
BKL	Blackmores	Natural healthcare company that distributes premium branded vitamins and supplements in Australia and South East Asia	70	58	4,331
SOL	Washington H Soul Pattinson	Listed investment company with a diverse portfolio of investments including coal mining, building materials, telecommunications, pharmaceuticals and other listed equities	321	321	4,320
REH	Reece Australia	Distributor and retailer of plumbing, building and hardware supplies	122	122	4,238
JHX*	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	1,030	250	4,171
CGF	Challenger	Financial services company providing life insurance, annuities and funds management	520	613	4,116
AUB	Austbrokers Holdings	Investor in a network of small to medium Australian insurance brokers	452	452	4,064
CVO	Cover-More Group	Provider of travel insurance and medical assistance services	0	1,680	3,998
CGL	The Citadel Group	Provider of professional training services and technology-related consulting	0	1,028	3,991

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
APE	AP Eagers	Operator of a national footprint of full service motor vehicle dealerships representing a broad range of car and truck brands in Australia	186	420	3,927
ILU*	Iluka Resources	Miner of zircon and titanium-based mineral sands products with an additional iron ore production royalty	450	500	3,837
ASB	Austal	Specialises in the design, construction and maintenance of high performance aluminium vessels for defence and commercial purposes	2,550	2,000	3,690
TOX	Tox Free Solutions	Integrated waste management and environmental service business	2,600	1,200	3,624
BKW	Brickworks	Australia's largest manufacturer of bricks and pavers, with other investments in property development and listed equities	262	262	3,616
AMA	AMA Group	An automotive aftercare and accessories business focused on the vehicle panel repair market and the manufacture and sale of bull bars	0	5,517	3,310
BLX	Beacon Lighting Group	Australia's largest lighting and accessory retailer with integrated operations from design and sourcing, through to merchandising and retailing	1,064	1,624	3,248
OSH*	Oil Search	Oil and gas explorer, developer and producer with assets predominantly in Papua New Guinea	1,360	450	3,185
SAI	SAI Global	Provider of information services and systems for risk management, compliance and business improvement	1,000	750	3,128

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
SGM	Sims Metal Management	A global metal recycling business that buys, processes and sells ferrous and non-ferrous recycled metals and recycles redundant electrical equipment	0	300	3,126
ENE	Energy Developments	International provider of renewable energy and low greenhouse gas emission energy	0	426	3,111
BGL	BigAir Group	Provider of wireless broadband solutions for corporate customers and university campus environments	7,152	5,000	3,075
FBU	Fletcher Building	Diversified building materials company with activities in manufacturing, construction and distribution predominantly in New Zealand and Australia	743	418	3,014
ISU	iSelect	Provides an online comparison service that compares insurance, household utilities and personal finance products	0	1,773	2,552
VED	Veda Group	A data analytics business that is the leading provider of credit information and analysis in Australia and New Zealand through the provision of credit reports relating to individuals and businesses	0	1,125	2,498
CAJ	Capitol Health	Specialist provider of diagnostic imaging services	0	3,252	2,488
VTG	Vita Group	Retailer of mobile phones and accessories, and provider of telecommunications solutions to corporate customers	0	1,401	2,375

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
BSL	BlueScope Steel	The leading integrated steel company in Australia and New Zealand, with specialised manufacturing in the United States and Asia	750	750	2,250
FLT	Flight Centre Travel Group	Global travel agency business with retail, corporate and wholesale brands across a range of countries	35	65	2,217
HSO	Healthscope	One of Australia's leading private healthcare operators through the ownership and operation of private hospitals and medical centres	0	800	2,176
CWW	ClearView Wealth	Life insurance company with associated offerings in wealth management and financial advice	2,138	2,288	2,174
FPH	Fisher & Paykel Healthcare	Designs, manufactures and markets a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	200	331	2,014
PHG	Pulse Health	Operator of private hospitals, day surgeries and related healthcare services in regional communities	2,567	3,500	1,995
CSV	CSG	A print and communications solution provider to corporate and government customers	0	1,250	1,994
FDC	Federation Centres	Owner and operator of Australian retail shopping centres	0	670	1,956
SXY	Senex Energy	Oil and gas explorer and developer with assets in South Australia and Queensland	7,000	6,875	1,925
TWD	Tamawood	Designer and builder of residential dwellings	0	530	1,844

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
GBT	GBST Holdings	A provider of software and services to the global financial services industry	0	320	1,834
ICQ	iCar Asia	Operator of a network of automotive-related classifieds websites across South East Asia	2,750	2,600	1,833
AWE	AWE	Oil and gas company with production development and exploration assets in Australia, New Zealand, the United States and Indonesia	2,264	1,500	1,815
GHC	Generation Healthcare REIT	Real estate investment trust that invests in hospitals, medical centres, laboratories and other purpose-built healthcare facilities	500	1,044	1,708
CDP	Carindale Property	50 per cent interest in the Westfield Carindale Shopping Centre, south east of Brisbane	255	255	1,658
NHC	New Hope Corporation	Integrated energy company, predominantly operating open cut coal mines in Queensland	820	820	1,550
OCL	Objective Corporation	Provider of information technology software and services	0	729	1,517
WIC	Westoz Investment Company	Listed investment company focused on Western Australian-based companies	1,171	1,625	1,503
IIN	iiNet	An internet service provider focused predominantly on the residential market nationally	0	150	1,428
REG	Regis Healthcare	Owns and operates residential aged care facilities	0	274	1,414
VGI	Vista Group International	Provider of specialist software for the cinema exhibition industry	0	300	1,368

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
ADH	Adairs	A specialty retailer of home furnishings in Australia with a national footprint of stores across a number of store formats	0	500	1,330
#	Beston Global Food Group	An investor in Australian food and beverage businesses identified for its potential to grow export sales to Asian consumers	0	4,092	1,228
SRX	Sirtex Medical	Engaged in research and development of treatment for liver cancer	0	40	1,162
MSV	Mitchell Services	Provider of exploration and mine site drilling services to the mining industry	0	51,367	1,130
NTC	NetComm Wireless	Delivers advanced broadband and wireless devices that empower businesses, people and machines to connect to the internet	0	1,500	1,110
MTU	M2 Group	A provider of telecommunication and utility services to the corporate and residential markets	0	102	1,086
MYX	Mayne Pharma Group	A specialty pharmaceutical company that develops and manufactures branded and generic products, which it distributes globally; either directly or through distribution partners	0	1,000	985
NFNG	Nufarm Step-Up Securities	Agricultural chemical company that manufactures and sells crop protection and seed products globally	10	10	880
CAT	Catapult Group International	Provider of GPS athlete-tracking devices to elite sporting bodies	0.3	760	790

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
SFC	Schaffer Corporation	Industrial corporation with interests in the manufacture of automotive leather and building materials	127	163	790
ASH	Ashley Services Group	Workforce solutions provider, with operations in vocational training, recruitment and labour hire	0	1,276	759
MUA	Mitula Group	An online classifieds search engine operating in 40 countries	0	1,000	750
PPCG	Peet 9.5% convertible notes	Involved in the acquisition, management, development and marketing of broadacre residential land estates	7	7	666
PPS	Praemium	A provider of investment platforms, administration and customer relationship management solutions to the financial services industry in Australia, the United Kingdom and Asia	0	1,965	648
LSX	Lion Selection Group	Mining investment company that invests in, and provides funding to, mining companies in the project development phase	3,155	3,325	582
COI	Comet Ridge	Oil and gas exploration in Australia and the United States	0	7,407	444
ESV	eServGlobal	Specialist provider of mobile-based payment software, focused on both domestic mobile-to-mobile transfers and cross-border remittance to more than 50 countries	1,300	1,300	429

HOLDINGS OF SECURITIES *continued*

As at 30 June 2015

Code	Name	Principal Activity	Number Held 2014 '000	Number Held 2015 '000	Market Value 2015 \$'000
BUL	Blue Energy	Focused on the development of coal seam gas, natural gas and conventional oil resources within eastern Australia	14,071	14,071	310
MLB	Melbourne IT	Provides services to corporate customers to help them conduct their businesses online	0	175	292
GTY	Gateway Lifestyle Group	Develops and operates residential communities for elderly residents	0	125	255
WICO	Westoz Investment Company Option	Listed investment company focused on Western Australian-based companies	0	117	0
Total					308,358

* Indicates that options were outstanding against part of the holding.

Unlisted stock.

MAJOR CHANGES TO THE INVESTMENT PORTFOLIO

Acquisitions (Above \$2 Million)*	Cost \$'000
Sims Metal Management	3,580
Cover-More Group	3,363
AMA Group	3,267
iSelect	2,768
Veda Group	2,567
The Citadel Group	2,566
Ashley Services Group	2,400
Healthscope	2,312
Energy Developments	2,216
Federation Centres	2,066
Capitol Health	2,047

* All are new stocks in the portfolio.

MAJOR CHANGES TO THE INVESTMENT PORTFOLIO continued

Sales (Above \$2 Million)	Proceeds \$'000
James Hardie Industries	10,760
Toll Holdings ^(a)	8,498
Oil Search	7,999
Equity Trustees	6,156
Coca-Cola Amatil [#]	5,346
Ramsay Health Care [#]	4,104
InvoCare	4,025
Ingenia Communities Group [#]	3,857
Tox Free Solutions	3,285
Bega Cheese [#]	3,041
Boral [#]	2,705
Fletcher Building	2,609
Domino's Pizza Enterprises [#]	2,501
RungePincockMinarco [#]	2,009
Westside Corporation ^(b)	2,000

Complete disposal from the portfolio.

(a) Sold while under takeover offer.

(b) Takeover by Landbridge.

5 YEAR SUMMARY

	2015	2014	2013	2012	2011
Profit after tax (\$ million)	7.1	7.8	10.3	12.8	10.9
Profit after tax per share (cents)	5.1	5.6	7.5	9.4	8.1
Dividends per share (cents) ^(a)	17	20	15	10	10
Investments at market value (\$ million) ^(b)	308.4	317.1	262.8	238.9	239.2
Net asset backing (cents) ^(c)	228.6	241.5	210.8	186.7	190.3
Management expense ratio (%)	0.67	0.64	0.70	0.79	0.79
Number of shareholders (30 June)	6,040	5,821	5,427	5,173	5,122

Notes

- (a) All dividends were fully franked. 2015 includes a special dividend of 7 cents. 2014 includes a special dividend of 10 cents. 2013 includes a special dividend of 5 cents. For 2015 the dividend carried a LIC capital gain attributable part of 17.1 cents. For 2014 it was 20.7 cents, for 2013 it was 12.9 cents, for 2012 5.7 cents and 2011 4.6 cents.
- (b) Excludes cash.
- (c) Net asset backing per share based on year-end data before the provision for the final dividend. The figures do not include a provision for capital gains tax that would apply if all securities held as non-current investments had been sold at balance date as directors do not intend to dispose of the portfolio.

COMPANY PARTICULARS

Mirrabooka Investments Limited (MIR)
ABN 31 085 290 928

Directors

Terrence A Campbell AO, Chairman
Ross E Barker, Managing Director
Ian A Campbell
David E Meiklejohn AM
Graeme W Sinclair

Company Secretaries

Simon M Pordage
Andrew JB Porter

Auditor

PricewaterhouseCoopers
Chartered Accountants

Country of Incorporation

Australia

Registered Office and Mailing Address

Level 21, 101 Collins Street
Melbourne Victoria 3000

Contact Details

Telephone (03) 9650 9911
Facsimile (03) 9650 9100
Email invest@mirra.com.au
Website mirra.com.au

For enquiries regarding net asset backing (as advised each month to the Australian Securities Exchange):

Telephone 1800 780 784 (toll free)

Share Registrar

Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067

Shareholder

Enquiry Lines 1300 653 924
+61 3 9415 4342
(from overseas)

Facsimile (03) 9473 2500

Website investorcentre.com/contact

For all enquiries about shareholdings and related matters, please contact the Share Registrar as above.

Australian Securities Exchange Code

MIR Ordinary shares

The Annual Report for 2015 is available on Mirrabooka's website mirra.com.au or by contacting the Company on (03) 9650 9911.

SHAREHOLDER MEETING

Annual General Meeting

Time 1.30pm

Date Monday 5 October 2015

Venue RACV City Club

Location 501 Bourke Street
Melbourne



MIRRABOOKA
Investments Limited

NOTICE OF ANNUAL GENERAL MEETING 2015

The Annual General Meeting of **Mirrabooka Investments Limited** (ABN: 31 085 290 928, "the Company") will be held at: **RACV City Club, 501 Bourke Street, Melbourne Victoria at 1.30pm (AEDT) on Monday 5 October 2015.**

The Company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register at **7.00pm (AEST) on Saturday 3 October 2015.**

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS AND REPORTS

To consider the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2015.

(Please note that no resolution will be required to be passed on this matter).

2. ADOPTION OF REMUNERATION REPORT

To adopt the Remuneration Report for the financial year ending 30 June 2015.

(Please note that the vote on this item is advisory only)

3. & 4. RE-ELECTION OF DIRECTORS

To consider and, if thought fit, to pass the following resolutions (*as ordinary resolutions*):

"That Mr David Meiklejohn AM, a Director retiring from office in accordance with Rule 46 of the Constitution, being eligible is re-elected as a Director of the Company."

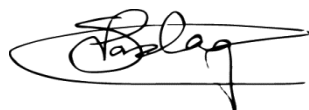
"That Mr Graeme Sinclair, a Director retiring from office in accordance with Rule 46 of the Constitution, being eligible is re-elected as a Director of the Company."

5. RENEWAL OF PARTIAL TAKEOVER APPROVAL RULES

To consider and, if thought fit, pass the following resolution (*as a special resolution*):

"To insert Rules 79 and 80 relating to partial takeover approvals in the form provided in the Explanatory Notes. If renewed, these Rules will come into effect from the close of the 2015 Annual General Meeting and will cease to have effect (unless renewed earlier) on 5 October 2018".

By Order of the Board



Simon Pordage

Company Secretary
28 August 2015

EXPLANATORY NOTES - BUSINESS OF THE MEETING

IMPORTANT: Shareholders are urged to direct their proxy how to vote by clearly marking the relevant box for each item on the proxy form.

Where permitted, the Chairman of the meeting intends to vote undirected proxies in favour of all items of business.

1. FINANCIAL STATEMENTS AND REPORTS

During this item there will be a reasonable opportunity for shareholders to ask questions and comment on the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2015. No resolution will be required to be passed on this matter.

Shareholders who have not elected to receive a hard copy of the Company's 2015 Annual Report can view or download it from the Company's website at:

www.mirra.com.au/Shareholder-Reports.aspx

2. ADOPTION OF REMUNERATION REPORT

During this item there will be a reasonable opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report which is contained within the 2015 Annual Report.

As prescribed by the Corporations Act 2001, the vote on the proposed resolution is an advisory one.

Voting exclusions on item 2

Pursuant to section 250R(4) of the Corporations Act 2001, the Company is required to disregard any votes cast on item 2 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report; or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a prohibited person.

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on, the resolution on item 2 (Adoption of Remuneration Report) by marking the appropriate box opposite item 2 on the proxy form.

Pursuant to section 250R(5) of the Corporations Act 2001, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite item 2, the relevant shareholder will be expressly authorising the Chairman to exercise the proxy in relation to item 2.

The Chairman intends to exercise such proxies by voting them in favour of the adoption of the Remuneration Report.

The Board recommends that shareholders vote in favour of adopting the Remuneration Report.

3. & 4. RE-ELECTION OF DIRECTORS

Mr Meiklejohn and Mr Sinclair were last re-elected by shareholders at the 2012 Annual General Meeting and so are required to stand for re-election at this Annual General Meeting. Their biographical details are as follows:

David E Meiklejohn AM

BCom, Dip Ed, FCPA, FAIM, FAICD. Independent Non-Executive Director. Chairman of the Audit Committee. Member of the Investment Committee.

Mr Meiklejohn was appointed a Director of the Company in March 2006. He is a Director of Coca-Cola Amatil Limited. He is a former Chairman of PaperlinX Limited, SPC Ardmona Limited, a former Deputy Chairman of GasNet Australia Limited, a former President of the Melbourne Cricket Club and a former Director of WMC Resources Limited, One Steel Limited and Australia & New Zealand Banking Group Limited. He was formerly Chief Financial Officer and a Director of Amcor Limited.

Graeme W Sinclair

BCom, ACA, ACIS, FAICD. Independent Non-Executive Director. Member of the Audit Committee and Investment Committee.

Mr Sinclair was appointed a Director of the Company in August 2009. A Chartered Accountant by training, he is a Director of Habitat for Humanity Australia (Victoria) and a Trustee of The William Buckland Foundation. He was formerly Managing Director and Group Chief Executive Officer of The Myer Family Company Pty Ltd group, Chairman of Australian Geographic Retail Pty Ltd and a Director of Peet Ltd.

The Board recommends that shareholders vote in favour of the re-election of Mr Meiklejohn and Mr Sinclair.

Further information regarding the Company's corporate governance arrangements and the Board's role can be found on the Company's website at:

www.mirra.com.au/Corporate-Governance.aspx

5. RENEWAL OF PARTIAL TAKEOVER APPROVAL RULES

This is the Explanatory Statement pursuant to Section 648G of the Corporations Act 2001 (Cth) in relation to altering the Constitution of the Company.

The Corporations Act permits a company to include rules in its Constitution which enable the company to refuse to register a transfer of shares resulting from a partial (or proportional) takeover bid unless a resolution is first passed by members approving the takeover bid.

The proposed adoption of the partial takeover approval provisions

The Directors propose to renew the following partial takeover approval rules in the Company's Constitution. They mirror exactly the existing Rules 79 and 80, previously approved by shareholders at the 2012 AGM and which will expire on 8 October 2015 unless renewed earlier:

79. Restriction on Registration

Subject to the Corporations Act and the Listing Rules, the registration of any transfer of shares giving effect to a takeover contract under a proportional takeover bid in respect of shares in a class of shares in the Company is prohibited unless and until a resolution to approve the takeover bid is passed in accordance with rule 80.

80. Procedures

- (a) Subject to rule 80(b), the only persons entitled to vote on a resolution to approve a proportional takeover bid are those persons who, as at the end of the day on which the first offer under the takeover bid was made, held shares included in the bid class for which the offer was made. Each person entitled to vote has one vote for each share in the relevant class held by the person at that time.
- (b) Neither the bidder under the takeover bid nor any associate of the bidder is entitled to vote on the resolution.
- (c) The resolution is to be considered at a meeting convened and conducted by the Company of the persons entitled to vote on the resolutions. The provisions of this Constitution relating to general meetings apply to the meeting with any modifications the Directors decide are required in the circumstances.
- (d) The resolution is taken to have been passed only if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50 per cent.

If approved by shareholders at the meeting, the proposed Rules 79 and 80 will operate for three years from the date of the meeting (that is, until 5 October 2018) unless renewed earlier.

Partial takeover bids

A partial takeover bid involves the bidder offering to buy a proportion only of each shareholder's shares in the target company.

This means that control of the target company may pass without members having the chance to sell all their shares to the bidder. It also means the bidder may acquire control of the target company without paying an adequate premium for gaining control.

To address this possibility, a company may provide in its Constitution that, in the event of a partial takeover bid being made for shares in the company, the directors must convene a meeting of shareholders to vote on a resolution to approve that bid.

A meeting convened under the partial takeover provisions is treated as a general meeting of the company and the majority decision of the company's members will be binding on all individual members.

The Directors consider that it is in the interests of shareholders for the Company to have the partial takeover approval rules in the Constitution of the Company.

Effect of proposed partial takeover approval rules

Where a partial takeover bid is made, the Directors must convene a meeting of shareholders to vote on a resolution to approve the partial bid before the 14th day prior to the closing of the bid period.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the takeover bid was made, held bid class shares is entitled to vote. Neither the bidder nor its associates are entitled to vote on the resolution.

If a meeting is not held, a resolution approving the partial bid will be deemed by section 648E of the Corporations Act to have been passed thereby allowing the partial bid to proceed. Further, the Directors will contravene the Act if they fail to ensure a resolution to approve the bid is voted on.

If the resolution is rejected, the registration of any transfer of shares resulting from that partial takeover bid will be prohibited and the bid will be deemed to be withdrawn. If the resolution is approved, the relevant transfers of shares will be registered provided they comply with the other provisions of the Constitution.

Rules 79 and 80 will not apply to full takeover bids and will expire three years after the date they were adopted as part of the Company's Constitution unless renewed by a further special resolution of shareholders.

Reason for proposing the resolution

The Directors consider that inclusion of the proposed Rules is in the interests of all shareholders of the Company. In the Directors' view, shareholders should have the opportunity to vote on a proposed partial takeover bid.

A partial takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without shareholders having the opportunity to dispose of all their shares so that shareholders risk being locked into a minority position in the Company or suffering loss if the bid causes a decrease in the market value of shares.

Rules 79 and 80 will prevent this situation occurring by permitting shareholders to decide whether or not a partial takeover bid should be allowed to proceed.

Present acquisition proposals

As at the date of this notice, the Directors are not aware of any proposal by any person to acquire a substantial interest in the Company.

Advantages and disadvantages

The Corporations Act requires this explanatory statement to discuss the potential advantages and disadvantages of the partial takeover approval rules for both Directors and shareholders.

While the partial takeover approval provisions have been in effect, there have been no takeover bids for the Company either proportional or otherwise. So, there are no actual examples against which to review the advantages and disadvantages of the existing partial takeover provisions (contained in Rules 79 and 80) for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid which was discouraged by Rules 79 and 80.

In addition to looking at the provisions retrospectively, the Corporations Act also requires this explanatory statement to discuss the potential future advantages and disadvantages of the proposed rules for both Directors and shareholders.

The Directors consider that there are no advantages or disadvantages for the Directors in renewing the proposed partial takeover approval rules. In particular, there is no restriction on their ability to make a recommendation on whether a partial takeover bid should be accepted.

For shareholders, the potential advantage of renewing the partial takeover approval rules again is that they provide shareholders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a partial takeover bid should be approved. This ensures that shareholders have an opportunity to have a say in the future ownership and control of the Company. The Directors believe that this would encourage any future partial bids to be structured so as to be attractive to a majority of shareholders.

A potential disadvantage for shareholders arising from renewing the partial takeover approval rules again is that they may discourage partial takeover bids being made and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a partial offer being made. As a result, shareholders may not have the opportunity to dispose of their shares at an attractive price where the majority rejects an offer from a party seeking control of the Company. The Directors consider that the potential advantages for shareholders of the proposed partial takeover approval rules outweigh the potential disadvantages.

Shareholder approval

To pass as a special resolution, this item of business requires the support of 75% or more of the votes cast on the resolution.

The Board recommends that shareholders vote in favour of renewing the partial takeover approval rules.

SHAREHOLDER INFORMATION

Proxies

1. A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend, vote and speak in the shareholder's place and to join in any demand for a poll.
2. Where a shareholder appoints more than one representative, proxy or attorney, those appointees are entitled to vote on a poll but not on a show of hands.
3. A shareholder who appoints two proxies may specify a proportion or number of the shareholder's votes each proxy is appointed to exercise. Where no such specification is made, each proxy may exercise half of the votes (any fractions of votes resulting from this are disregarded).
4. **Proxy forms may be lodged online by visiting www.investorvote.com.au or by scanning the QR Code on the proxy form with a mobile device.**
5. **Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com**
6. Proxy forms and any authorities (or certified copies of those authorities) under which they are signed may be delivered in person, by mail or by fax to the Company's Share Registry (see details below) no later than 48 hours before the meeting, being **12.30pm (AEST) on Saturday 3 October 2015**. Further details are on the proxy form.
7. A proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chairman of the meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of this Notice, including the voting exclusions noted above).
8. If a proxy does not attend the meeting or does not vote on a poll on a resolution, then the Chairman of the meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the meeting or the poll on that resolution, as applicable. If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of this Notice, including the voting exclusions noted above).

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act 2001.

Attorneys

A shareholder may appoint an attorney to vote on their behalf. To be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the meeting.

Share Registry

The Company's Share Registry details are as follows:

Computershare Investor Services Pty Limited

Street address:	Postal address:
Yarra Falls	GPO Box 242
452 Johnston Street	Melbourne VIC 3001
Abbotsford VIC 3067	

Telephone:	1300 653 924 (within Australia)
	+61 3 9415 4342 (outside Australia)
Facsimile:	1800 783 447 (within Australia)
	+61 3 9473 2555 (outside Australia)
Internet:	www.investorcentre.com/contact



MIRRABOOKA

Investments Limited

ABN 31 085 290 928



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online users only (Custodians)
www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 653 924
(outside Australia) +61 3 9415 4342

Proxy Form



Appoint your proxy and view the Annual Report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to appoint your proxy.

Your access information that you will need to appoint your proxy online:

Control Number:

SRN/HIN:

PIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential. Please dispose of this form carefully if you appoint your proxy online.

For your vote to be effective it must be received by 12.30pm (AEST) on Saturday 3 October 2015

How to direct your proxy to vote

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

Lodgement of proxy form

This proxy form (and any authority under which it is signed or a certified copy of it) must be received at an address given above by 12.30pm (AEST) on Saturday 3 October 2015, being not later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Signing instructions for postal forms

Individual: Where the holding is in one name, the shareholder or attorney must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders or attorneys should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the meeting

If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form →**

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

I/We being a shareholder/s of **MIRRABOOKA INVESTMENTS LIMITED** hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).

or failing the individual or body corporate named in relation to the meeting generally or in relation to a poll on a given resolution, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting or in relation to a poll on the given resolution (as applicable) on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of **Mirrabooka Investments Limited** to be held at **RACV City Club, 501 Bourke Street, Melbourne, Victoria, at 1.30pm (AEDT) on Monday 5 October 2015** and at any adjournment or postponement of that meeting.

Chairman to vote undirected proxies in favour: I/We acknowledge that the Chairman of the meeting intends to vote undirected proxies in favour of each item of business, to the extent permitted by law.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the meeting (to the extent permitted by law) to exercise my/our proxy in respect of item 2 even though the item is connected directly or indirectly with the remuneration of a member of key management personnel of Mirrabooka Investments Limited, which includes the Chairman of the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr David Meiklejohn AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Mr Graeme Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Renewal of partial takeover approval rules in the Constitution for a further three years (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Board recommendations and undirected proxies: The Board recommends shareholders vote in favour of each item of business. The Chairman of the meeting intends to vote undirected proxies in favour of each item of business, to the extent permitted by law.

SIGN Signature of Shareholder(s) *This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

199955_01/REV/A