



MIRRABOOKA
Investments Limited

29 August 2019

The Manager
ASX Market Announcements
Australian Securities Exchange
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Electronic Lodgement

**Mirrabooka Investments Limited
2019 Annual Reports and Annual General Meeting Materials**

Dear Sir / Madam

Please find attached the 2019 Statutory Annual Report, Annual Shareholder Review, Notice of Meeting and Proxy Form and Question Form being sent to shareholders.

Yours faithfully

Matthew Rowe
Company Secretary



MIRRABOOKA
Investments Limited

Finding opportunities in small
and medium-sized companies

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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 S&P/ASX 50 Leaders Index.

Year in Summary

Profit for the Year

\$8.9m

Down 14.0% from 2018

Total Shareholder Return

1.5% Including franking*

Share price plus dividend

Fully Franked Dividend

3.5¢ Interim

10¢ Special Interim

6.5¢ Final

12 cents total in 2018

20¢ Total

Management Expense Ratio

0.61%

0.60% in 2018

Total Portfolio Return

5.9% Including franking*

Combined S&P/ASX Mid 50 and Small Ordinaries Accumulation Index including franking* +3.8%

Total Portfolio

\$393.9m

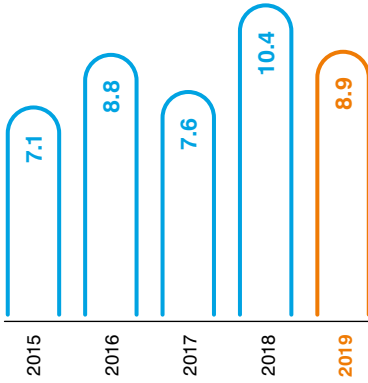
Including cash at 30 June \$410.0 million in 2018

* Assumes a shareholder can take full advantage of the franking credits.

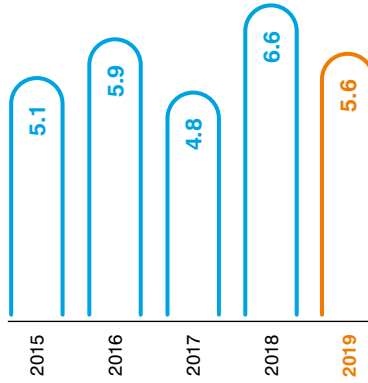
DIRECTORS' REPORT

5 Year Summary

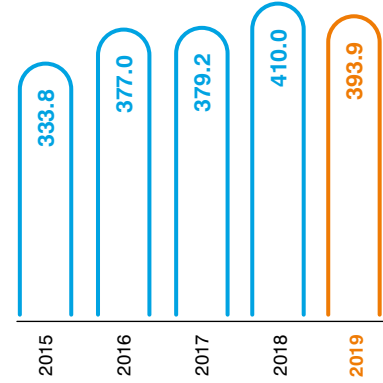
Profit After Tax (\$ Million)



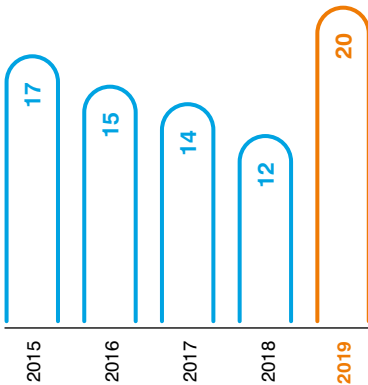
Net Profit Per Share (Cents)



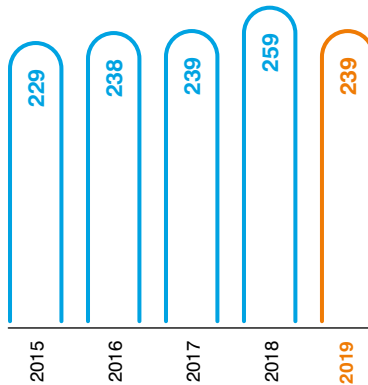
Investments at Market Value (\$ Million)^(a)



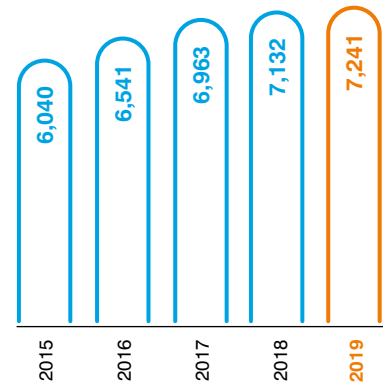
Total Dividends Per Share (Cents)^(b)



Net Asset Backing Per Share (Cents)^(c)



Number of Shareholders (30 June)



Notes

(a) Includes cash.

(b) All dividends, including special dividends, were fully franked.

(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 S&P/ASX 50 Leaders Index.

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

Mirrabooka invests in companies that have the following characteristics outlined on this page.

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. In managing the higher risk that is inherent in the small and mid-cap sector of the market, Mirrabooka approaches management of the portfolio in the following way.

What We Look For in Companies



Approach to Managing the Portfolio



Review of Operations and Activities

Profit and Dividend

Mirrabooka's reported profit was \$8.9 million for the 12 months to 30 June 2019, compared with \$10.4 million last year. The decline was due to a fall in income from the trading portfolio. In the corresponding period last year, the trading portfolio contributed \$2.3 million to income, whereas in the year to 30 June 2019, the contribution to income was \$0.6 million. Investment income of \$10.3 million was broadly in line with the corresponding period last year of \$10.5 million.

The Company maintained the final dividend at 6.5 cents per share fully franked. A special dividend of 10 cents per share fully franked was paid along with the interim dividend of 3.5 cents per share fully franked in February 2019. Total fully franked dividends for the year, including specials, are 20 cents per share compared with 12 cents per share last year (Figure 1).

For the final dividend, 4.5 cents were sourced from taxable capital gains, on which the Company has paid or will pay tax. The amount of the pre-tax attributable gain on this portion of the dividend, known as an 'LIC capital gain', is therefore 6.43 cents. The special dividend paid in February 2019 also carried a LIC capital gain of 14.29 cents. These LIC capital gains enables some shareholders to claim a tax deduction in their tax return.

The small and mid-cap sectors, in which Mirrabooka invests, underperformed large companies for the first time in many years as investors gravitated to larger income generating stocks in this low interest rate environment. Over the year to 30 June 2019, the Small Ordinaries Accumulation Index was up 1.9 per cent and Mid-Cap 50 Accumulation Index was up 3.7 per cent. The Fifty Leaders Accumulation Index increased 14.2 per cent over the corresponding period (Figure 2).

The three largest contributors to the Small Industrials Accumulation Index, which was up 6.4 per cent over the 12 months to 30 June 2019, were Afterpay Touch (which Mirrabooka has some exposure to), Appen and WiseTech Global (Figure 3). It highlights that within the small-cap sector there was significant disparity between returns across different sectors and stocks within the market, as investors looked for 'growth stories' in an otherwise subdued

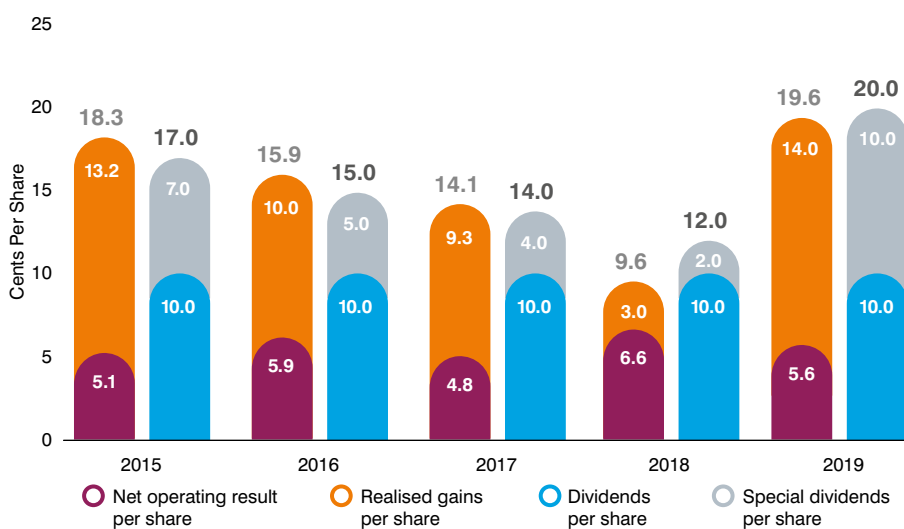
market sector. Figure 3 also shows the very high valuations these companies are trading on.

The Mirrabooka portfolio, including the benefit of franking, delivered a return of 5.9 per cent for the 12 months to 30 June 2019, as companies such as Mainfreight, Rhipe, Equity Trustees, Qube Logistics, Breville Group and Audinate Group contributed strongly to performance. The combined Small and Mid-Cap benchmark, including franking, over this period was up 3.8 per cent.

Over the 10 years to 30 June 2019, Mirrabooka has returned 15.1 per cent per annum including the benefit of franking, whereas the benchmark has returned 9.7 per cent per annum on an equivalent basis (Figure 4).

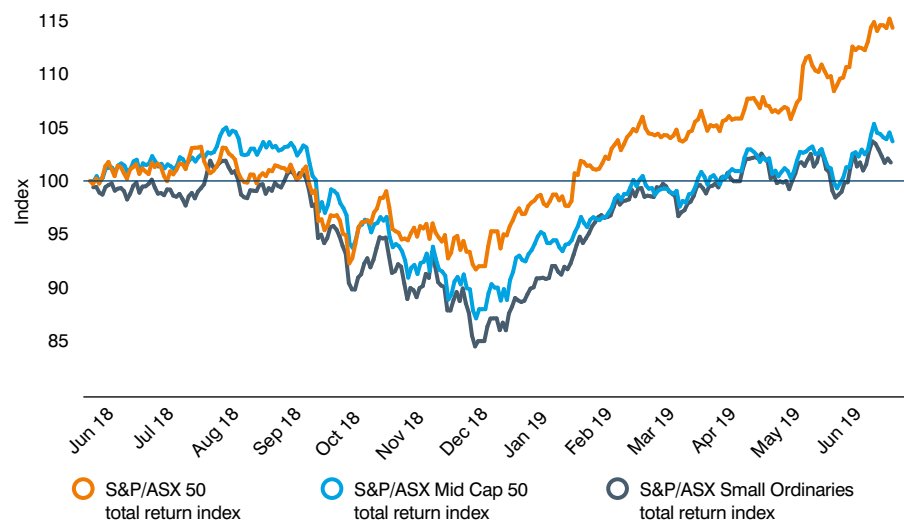
The tax paid on realised gains can impact relative performance figures against the Index which does not have this impost. The inclusion of the benefit of franking credits attached to the dividend distributed to shareholders is one way of redressing this.

Figure 1: Earnings Per Share and Dividends Per Share



Note: For 2019, dividends carried an LIC capital gain attributable part of 20.72 cents. For 2018 it was 9.66 cents. For 2017 it was 12.9 cents, for 2016 it was 13.6 cents and for 2015 it was 17.1 cents.

Figure 2: Performance Small and Mid Cap Sectors Versus 50 Leaders – Year to 30 June 2019



Source: FactSet

Figure 5 (on page 6) outlines the cumulative return of Mirrabooka's portfolio relative to its benchmark over a 10-year period (includes the reinvestment of dividends and benefit of franking).

Portfolio Changes

During the period, a number of adjustments were made to the portfolio with purchases focused on high-quality businesses with proven business models trading at reasonable prices. Sales were in response to risk concerns with high valuations

for some holdings and because of a diminished return outlook for others.

In considering the investment opportunities over the period, Mirrabooka did not chase the most exciting perceived growth opportunities in the current market. This was not considered as the best use of available cash, as this may see exposure to a significant loss of capital in the future if these growth prospects decline. Mirrabooka instead furthered its focus on quality companies with proven business models and strong market positions.

In this context, the largest purchases in the portfolio were in companies such as James Hardie Industries and Reliance Worldwide, both of which saw reduced share prices through the period because of near term cyclical concerns, but in our view still provide good long term prospects for above average growth.

Atlas Arteria and two New Zealand listed companies, Freightways and NZX, were also added to the portfolio, as these holdings provide exposure to businesses with strong market positions and growing dividend streams in a low interest rate environment. The other major new purchase for the period was OZ Minerals, which is attractive because of changes under new management and the number of quality projects it has for growth.

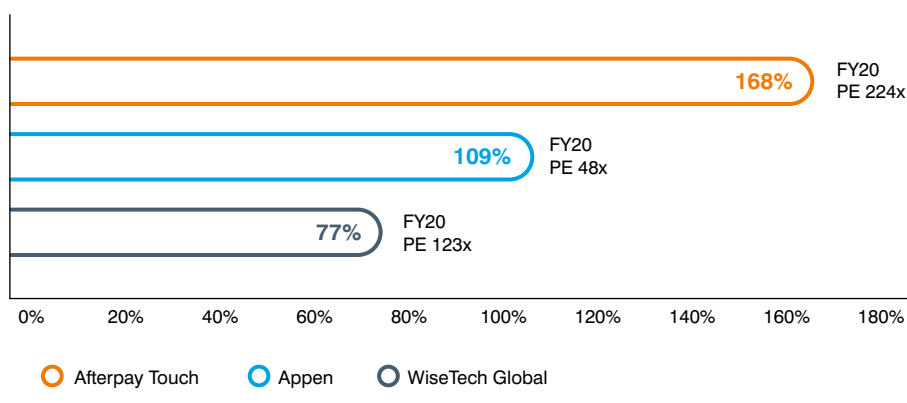
A brief description of these companies activities are outlined below:

- Freightways is a New Zealand based business provider of express package and business mail services, as well as information management and destruction services to customers in New Zealand and Australia.
- NZX operates the New Zealand Securities Exchange, as well as providing software solutions and passive investment fund products to New Zealand based wealth management clients.
- Atlas Arteria owns a stake in a large toll road network that provides critical connectivity between major French cities including Paris and Lyon.
- OZ Minerals is a copper and gold miner with a portfolio of assets that includes the Prominent Hill and Carrapateena mines in Australia and interests in the Carajas mining region in Brazil.

In total, the number of holdings in the investment portfolio was reduced from 71 to 63 over the year, reflecting a greater focus on holding quality companies in a more uncertain environment.

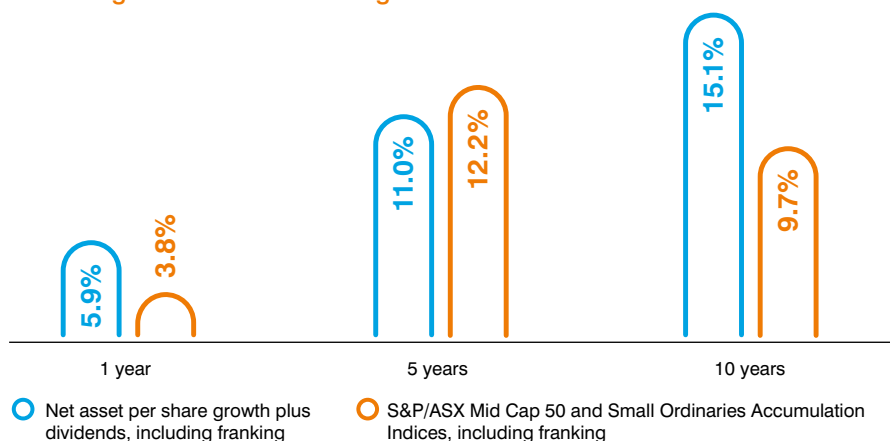
Major sales included the complete disposal of Washington H. Soul Pattinson, Navitas (which was subject to a takeover offer at the time), Challenger and CYBG (Clydesdale Bank), with these last two companies being disappointing performers in the portfolio. There was also a reduction of the position in Lifestyle Communities which continues to be a large holding in the portfolio.

Figure 3: Share Price Performance of Afterpay Touch, Appen and WiseTech Global – Year to 30 June 2019



Source: FactSet

Figure 4: Portfolio Return Percentage Per Year to 30 June 2019 – Including the Benefit of Franking



Figures assume an investor can take full advantage of the franking credits.

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 also be noted that Index returns for the market do not include the impact of management expenses and tax on their performance.

Review of Operations and Activities continued

Share Price Performance

At 30 June 2019, the share price was trading at a premium of 1 per cent to the net asset backing per share, which is down from 4 per cent at the beginning of the financial year. The recent history is shown in Figure 6.

Figure 7 outlines the long-term view of Mirrabooka's share price return (including the reinvestment of dividends and benefit of franking) versus the return from the combined Mid Cap 50 and Small Ordinaries Accumulation Indices.

Opportunities to Invest

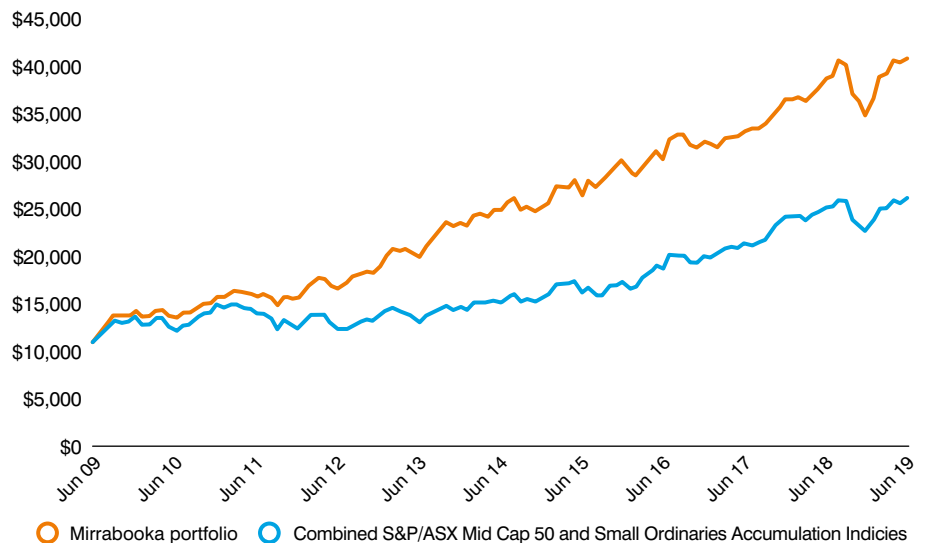
With valuations trading above longer-term averages (Figures 8 and 9 on page 8), we continue to focus our research efforts on the highest quality businesses in our investment universe and have a clear list of stocks that we would like to own, or own more of, as opportunities arise. The cash position at the end of June 2019 was \$30 million, or 8 per cent of the portfolio. Mirrabooka's 20-year history investing in the small and mid-cap sectors gives us confidence that a patient approach will see opportunities arise in periods of inevitable future market volatility.

Capital Changes

As a result of the reinvestment of dividends, 879,278 shares were issued in August 2018 at a price of \$2.58 per share and 1,434,948 shares were issued in February 2019 at a price of \$2.40.

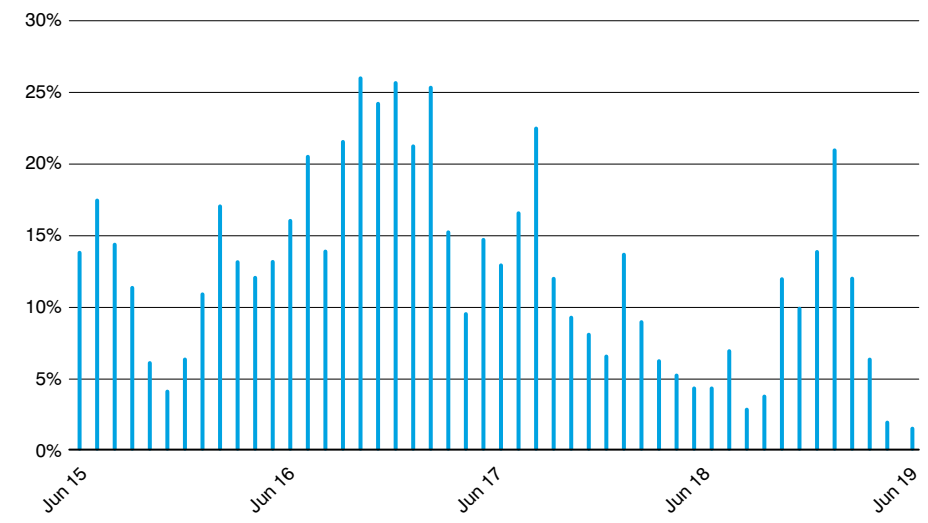
The Company's contributed equity, net of share issue costs, rose \$5.7 million to \$206.6 million from \$200.9 million. At the close of the year the Company had 160.5 million shares on issue.

Figure 5: Growth in the Portfolio (Including Benefit of Franking) – 10 Years to 30 June 2019



Note assumes an investor can take full advantage of the franking credits. 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.

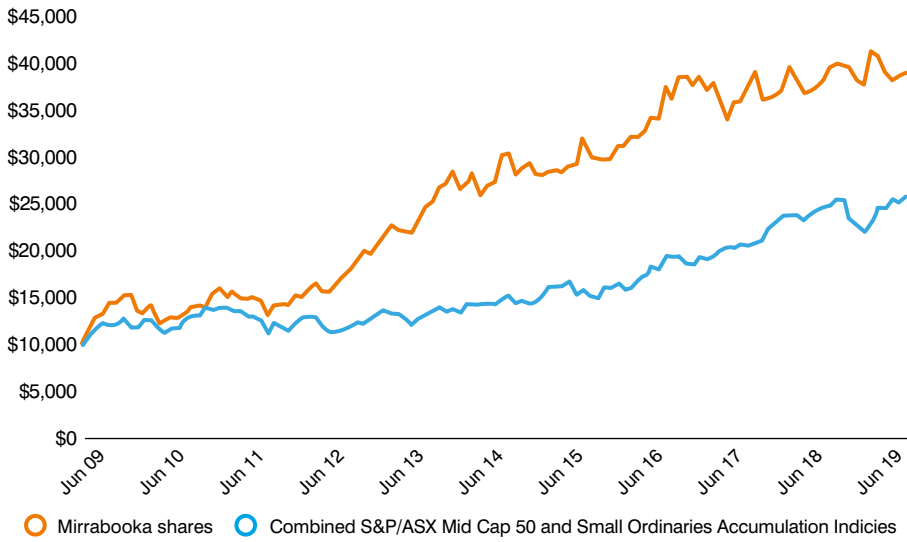
Figure 6: Share Price Relative to Net Asset Backing



With valuations trading above longer-term averages, we continue to focus our research efforts on the highest quality businesses in our investment universe and have a clear list of stocks that we would like to own, or own more of, as opportunities arise.



Figure 7: Growth in Investment in Mirrabooka Shares (Including Benefit of Franking) – 10 Years to 30 June 2019



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



10 Year Portfolio Return Including Franking

15.1%

Review of Operations and Activities continued

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.

The dividends paid during the year ended 30 June 2019 were as follows:

	\$'000
Final dividend for the year ended 30 June 2018 of 6.5 cents fully franked plus special dividend of 2 cents, also fully franked at 30 per cent paid 13 August 2018	13,443
Interim dividend for the year ended 30 June 2019 of 3.5 cents per share fully franked at 30 per cent, paid 15 February 2019 plus a special dividend of 10 cents, also fully franked at 30 per cent paid 15 February 2019	21,469
	34,912

Financial Condition

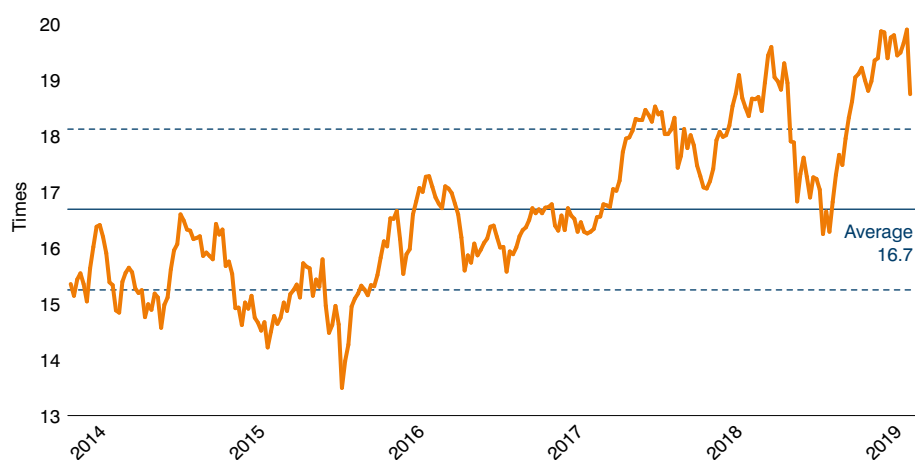
The Company's financing consists primarily of shareholders' funds.

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.

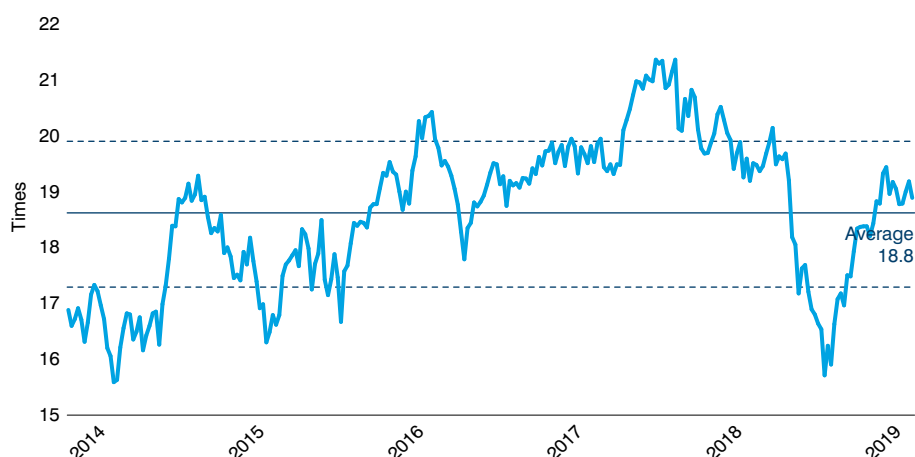
We do not believe it is possible or appropriate to make a prediction on the future course of markets or the performance of our investments. Accordingly, we do not provide a forecast of the likely results of our activities. However, the Company's focus is on providing medium to long-term investment gains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

Figure 8: Price Earnings Ratio – S&P/ASX Small Ordinaries Industrials



Source: FactSet

Figure 9: Price Earnings Ratio – S&P/ASX Mid Cap 50 Industrials



Source: FactSet

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 which 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.



Holdings Reduced
From

71 to 63

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 the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 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 Instrument.

Top 20 Investments

As At 30 June 2019

Includes investments held in both the investment and trading portfolios.

Valued at Closing Prices at 28 June 2019

		Total Value \$ Million	% of Portfolio
1	Mainfreight	19.5	5.4
2	Qube Holdings	13.4	3.7
3	Lifestyle Communities	11.7	3.2
4	Seek*	11.5	3.2
5	EQT Holdings	10.9	3.0
6	Alumina*	10.8	3.0
7	IRESS*	10.7	3.0
8	ARB Corporation	10.4	2.9
9	James Hardie Industries	10.4	2.9
10	Breville Group	9.2	2.5
11	Reece	9.1	2.5
12	Carsales.com*	8.5	2.3
13	Reliance Worldwide Corporation	8.4	2.3
14	Wellcom Group	8.0	2.2
15	AUB Group	7.6	2.1
16	Atlas Arteria*	7.4	2.0
17	Brickworks	7.4	2.0
18	Macquarie Telecom Group	7.0	1.9
19	Invocare	6.6	1.8
20	Cooper Energy	6.6	1.8
Total		195.4	

As a percentage of total portfolio value (excludes cash) 53.8%

* 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 Chairman Emeritus of Goldman Sachs Australia (formerly Goldman Sachs JBWere). Mr Campbell was formerly Chairman and Chief Executive of Goldman Sachs JBWere. He is a former Chairman of Australian Foundation Investment Company Limited (AFIC) and AMCIL Limited and a former Director of Djerrivarrh Investments Limited.

R Mark Freeman BE, MBA, Grad Dip App Fin (Sec Inst), AMP (INSEAD). Managing Director and Member of the Investment Committee.

Mr Freeman was appointed as Managing Director in January 2018 having 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. He is also Managing Director of AFIC, Djerrivarrh Investments Limited and AMCIL Limited.

Ross E Barker BSc (Hons), MBA, F Fin. Non-Executive Director. Member of the Audit and Investment Committees.

Mr Barker has been a Director of the Company since December 1998 and was Managing Director from February 2001 to December 2017. Mr Barker transitioned to a Non-Executive Director in January 2018. He is also a Non-Executive Director of AFIC and AMCIL Limited, Chairman of Melbourne Business School Ltd, and an advisory board member of the Faculty of Business and Economics at the University of Melbourne.

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

Mr Campbell is a company Director who was appointed a Director of the Company in November 2007. He is a Non-Executive Director and Chairman 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.

Jacinth Fairley BSc, BVSc (Hons), MBA, FTSE, GAICD, Independent Non-Executive Director. Member of the Audit Committee.

Dr Jackie Fairley was appointed a Director of the Company in February 2018. She is currently the Chief Executive Officer of Starpharma Holdings Ltd, having held this position since 2006. Dr Fairley has more than 30 years of operational experience in the pharmaceutical and biotechnology industries working in business development and senior management roles in companies which include CSL and Faulding/Hospira (now part of Pfizer). Dr Fairley is also a Board member of the Melbourne Business School and is an adviser to the Carnegie Innovation Fund.

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

Board and Management continued

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 Chairman of Trust for Nature (Victoria).

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 23 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 Chair of The Group of 100 (G100), the peak body for CFOs and a Director of the Anglican Foundation.

Matthew Rowe BA (Hons), MSc Corp Gov, FGIA, FCIS. Company Secretary.

Mr Rowe joined the Company in July 2016. He is a Chartered Secretary with over 12 years of experience in corporate governance with a particular focus in listed investment companies. He was previously a corporate governance advisor at a professional services firm which included acting as Company Secretary for three ASX listed companies. Prior to that Matthew was the Company Secretarial Manager for a funds management company based in the United Kingdom.

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 2019 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	12	19	19	-	4 [#]
RM Freeman	12	12	19	18	-	4 [#]
RE Barker*	12	12	19	19	1	4 [#]
IA Campbell	12	12	19	18	4	4
JK Fairley	12	10	-	14 [#]	4	4
DE Meiklejohn	12	10	19	16	4	4

[#] Attended meetings by invitation.

* RE Barker joined the Audit Committee on 13 June 2019.

Retirement, Election and Continuation in Office of Directors

Mr TA Campbell AO, having been last re-elected by shareholders at the 2016 Annual General Meeting (AGM), will retire and being eligible, will offer himself for re-election at the forthcoming 2019 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.

(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 Annual General Meeting in 2018 was \$600,000.

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 Freeman is made available as Managing Director of Mirrabooka by Australian Investment Company Services Ltd (AICS). As part of his remuneration arrangements with AICS, Mr Freeman receives an 'at risk' component which is based on performance, as do other Executives. The performance criteria include quantitative and qualitative assessments which include, amongst other things, the services that he has 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 2019 were as follows:

	Primary Fee \$	Post-employment Superannuation \$	Total Remuneration \$
TA Campbell – Chairman (Non-Executive)			
2019	136,987	13,013	150,000
2018	131,507	12,493	144,000
RE Barker – Managing Director (Non-Executive from 1 January 2018, Executive until 31 December 2017)			
2019	68,493	6,507	75,000
2018	34,247	3,253	37,500
IA Campbell (Non-Executive)			
2019	68,493	6,507	75,000
2018	65,753	6,247	72,000
JK Fairley (Non-Executive) Appointed 15 February 2018			
2019	68,493	6,507	75,000
2018	25,685	2,505	28,190
RM Freeman (Executive) Appointed 1 January 2018			
2019	-	-	-
2018	-	-	-
DE Meiklejohn – Director (Non-Executive)			
2019	68,493	6,507	75,000
2018	65,753	6,247	72,000
GW Sinclair – Director (Non-Executive) Retired 29 March 2018			
2018	48,630	4,620	53,250
Total remuneration: Directors			
2019	410,959	39,041	450,000
2018	371,575	35,365	406,940

Remuneration Report *continued*

(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 four Executives: RM Freeman, Managing Director; GN Driver, General Manager – Business Development and Investor Relations; AJB Porter, Chief Financial Officer; and MJ Rowe who is Company Secretary (2018: four Executives).

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 30 June 2019, 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 2018	Net Changes	Balance at 30 June 2019
TA Campbell	2,755,210	39,942	2,795,152
RE Barker	493,627	43,798	537,425
IA Campbell	84,011	7,649	91,660
JK Fairley	0	10,000	10,000
RM Freeman	193,235	8,357	201,592
DE Meiklejohn	149,779	-	149,779
GN Driver	43,467	3,957	47,424
AJB Porter	30,024	972	30,996
MJ Rowe	253	423	676

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

No remuneration is paid to the Executives directly by Mirrabooka as their services are provided pursuant to an arrangement with AICS as outlined in the Notes to the Financial Statements. However, all Executives are required to purchase Mirrabooka shares as part of their Annual Incentive Plans.

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 16.

This report in relation to the financial year to 30 June 2019 is presented by the Directors of the Company in accordance with a resolution of Directors.



Terrence Campbell AO
Chairman

Melbourne
1 August 2019

Auditor's Independence Declaration



Auditor's Independence Declaration

As lead auditor for the audit of Mirrabooka Investments Limited for the year ended 30 June 2019, 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 'Nadia Carlin'.

Nadia Carlin
Partner
PricewaterhouseCoopers

Melbourne
1 August 2019

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Income Statement

For the Year Ended 30 June 2019

	Note	2019 \$'000	2018 \$'000
Dividends and distributions	A3	9,855	9,875
Revenue from deposits and bank bills		449	661
Other revenue		40	-
Total revenue		10,344	10,536
Net gains on trading portfolio		609	2,235
Income from options written portfolio		1,057	860
Income from operating activities		12,010	13,631
Borrowing expenses		(85)	-
Administration expenses	B1	(2,370)	(2,315)
Profit for the year before income tax		9,555	11,316
Income tax expense	B2, E2	(642)	(956)
Profit for the year		8,913	10,360
		Cents	Cents
Basic earnings per share	A5	5.59	6.57

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

Statement of Comprehensive Income

For the Year Ended 30 June 2019

	Year to 30 June 2019			Year to 30 June 2018		
	Revenue ¹ \$'000	Capital ¹ \$'000	Total \$'000	Revenue \$'000	Capital \$'000	Total \$'000
Profit for the year	8,914	(1)	8,913	10,356	4	10,360
Other comprehensive income						
Gains for the period on securities	-	5,140	5,140	-	43,433	43,433
Tax on above	-	(1,437)	(1,437)	-	(16,069)	(16,069)
Total other comprehensive income	-	3,703	3,703	-	27,364	27,364
Total comprehensive income	8,914	3,702	12,616	10,356	27,368	37,724

1. 'Capital' includes realised or unrealised gains or losses on securities in the investment portfolio and unrealised gains or losses on the options written portfolio, and the relevant taxation charge/credit. 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 2019

	Note	2019 \$'000	2018 \$'000
Current assets			
Cash	D1	30,453	28,140
Receivables		443	1,370
Trading portfolio		3,000	978
Total current assets		33,896	30,488
Non-current assets			
Deferred tax assets	E2	-	123
Investment portfolio	A2	361,055	381,689
Total non-current assets		361,055	381,812
Total assets		394,951	412,300
Current liabilities			
Payables		270	266
Tax payable		9,647	2,103
Options sold		628	785
Total current liabilities		10,545	3,154
Non-current liabilities			
Deferred tax liabilities	E2	190	-
Deferred tax liabilities – investment portfolio	B2	39,168	47,493
Total non-current liabilities		39,358	47,493
Total liabilities		49,903	50,647
Net assets		345,048	361,653
Shareholders' equity			
Share capital	A1, D5	206,602	200,911
Revaluation reserve	A1, D2	78,332	97,227
Realised capital gains reserve	A1, D3	43,474	47,851
Retained profits	A1, D4	16,640	15,664
Total shareholders' equity		345,048	361,653

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

Statement of Changes in Equity

For the Year Ended 30 June 2019

Year Ended 30 June 2019

	Note	Share Capital \$'000	Revaluation Reserve \$'000	Realised Capital Gains Reserve \$'000	Retained Profits \$'000	Total \$'000
Total equity at the beginning of the year		200,911	97,227	47,851	15,664	361,653
Dividends paid	A4	-	-	(26,974)	(7,938)	(34,912)
Shares issued under Dividend Reinvestment Plan	D5	5,713	-	-	-	5,713
Other share capital adjustments		(22)	-	-	-	(22)
Total transactions with shareholders		5,691	-	(26,974)	(7,938)	(29,221)
Profit for the year		-	(1)	-	8,914	8,913
Other comprehensive income (net of tax)						
Net gains for the period		-	3,703	-	-	3,703
Other comprehensive income for the year		-	3,703	-	-	3,703
Transfer to realised capital gains of cumulative gains on investments sold		-	(22,597)	22,597	-	-
Total equity at the end of the year		206,602	78,332	43,474	16,640	345,048

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

Year Ended 30 June 2018

	Note	Share Capital \$'000	Revaluation Reserve \$'000	Realised Capital Gains Reserve \$'000	Retained Profits \$'000	Total \$'000
Total equity at the beginning of the year		197,062	74,584	57,225	13,180	342,051
Dividends paid	A4	-	-	(14,099)	(7,872)	(21,971)
Shares issued under Dividend Reinvestment Plan	D5	3,865	-	-	-	3,865
Other share capital adjustments		(16)	-	-	-	(16)
Total transactions with shareholders		3,849	-	(14,099)	(7,872)	(18,122)
Profit for the year		-	4	-	10,356	10,360
Other comprehensive income (net of tax)						
Net gains for the period		-	27,364	-	-	27,364
Other comprehensive income for the year		-	27,364	-	-	27,364
Transfer to realised capital gains of cumulative gains on investments sold		-	(4,725)	4,725	-	-
Total equity at the end of the year		200,911	97,227	47,851	15,664	361,653

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

Cash Flow Statement

For the Year Ended 30 June 2019

	Note	2019 \$'000 Inflows/ (Outflows)	2018 \$'000 Inflows/ (Outflows)
Cash flows from operating activities			
Sales from trading portfolio		3,536	11,689
Purchases for trading portfolio		(10,942)	(5,803)
Interest received		463	707
Proceeds from entering into options in options written portfolio		1,937	1,980
Payment to close out options in options written portfolio		(1,037)	(1,326)
Dividends and distributions received		9,544	9,513
		3,501	16,760
Other receipts		40	-
Administration expenses		(2,372)	(2,308)
Borrowing expenses		(85)	-
Income taxes paid		(1,073)	(76)
Net cash inflow/(outflow) from operating activities	E1	11	14,376
Cash flows from investing activities			
Sales from investment portfolio		116,237	95,373
Purchases for investment portfolio		(83,321)	(93,128)
Tax paid on capital gains		(1,393)	(6,030)
Net cash inflow/(outflow) from investing activities		31,523	(3,785)
Cash flows from financing activities			
Dividend Reinvestment Plan costs		(22)	(16)
Dividends paid		(29,199)	(18,106)
Net cash inflow/(outflow) from financing activities		(29,221)	(18,122)
Net increase/(decrease) in cash held		2,313	(7,531)
Cash at the beginning of the year		28,140	35,671
Cash at the end of the year	D1	30,453	28,140

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 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:

	2019 \$'000	2018 \$'000
Share capital	206,602	200,911
Revaluation reserve	78,332	97,227
Realised capital gains reserve	43,474	47,851
Retained profits	16,640	15,664
	345,048	361,653

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. Details of all holdings (except for the specific option holdings) as at the end of the reporting period can be found at the end of the Annual Report.

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:

	2019 \$'000	2018 \$'000
Equity instruments (at market value)	361,055	379,477
Convertible notes that are classified as debt	-	2,212
	361,055	381,689

All options written by the Company and open at year end are call options. If all options were exercised, this would lead to the sale of \$22.3 million worth of securities at an agreed price – the 'exposure' (2018: \$16.6 million).

\$7.9 million of shares are lodged with ASX Clear Pty Ltd as collateral for sold option positions written by the Company (2018: \$6.4 million). These shares are lodged with ASX Clear under the terms of ASX Clear Pty Ltd which require participants in the exchange traded option market to lodge collateral, and are recorded as part of the Company's investment portfolio.

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). 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 Board 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 2019 and 30 June 2018 were as follows:

	30 June 2019	30 June 2018
Net Tangible Asset Backing Per Share	\$	\$
Before tax	2.39	2.59
After tax	2.15	2.29

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 realised capital gains reserve.

Options

Options are classified as financial assets or liabilities at fair value through profit and loss and usually have an expiry date within 12 months from the date that they are sold. Options written are initially brought to account at the amount received upfront for entering into the contract (the premium) and subsequently revalued to current market value.

Securities Sold and How They Are Measured

Where securities are sold, any difference between the sale price and the cost is transferred from the revaluation reserve to the realised capital gains 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.

During the period \$114.2 million (2018: \$95.2 million) of equity securities were sold. The cumulative gain on the sale of securities from the investment portfolio was \$22.6 million for the period after tax (2018: \$4.7 million). This has been transferred from the revaluation reserve to the realised capital gains reserve (see Statement of Changes in Equity). These sales were accounted for at the date of trade.

A3. Operating Income

Dividend Income

The total dividends and distributions received from Mirrabooka's investments in 2019 is set out below.

	2019	2018
	\$'000	\$'000
Dividends and distributions		
Securities held in investment portfolio at 30 June	8,653	7,756
Investment securities sold during the year	1,043	1,964
Securities held in trading portfolio at 30 June	-	15
Trading securities sold during the year	159	140
	9,855	9,875

Dividends and distributions 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 (before tax) on the trading and options portfolios are set out below.

	2019 \$'000	2018 \$'000
Net gains		
Net realised gains/(losses) from trading portfolio	131	2,235
Realised gains on options written portfolio	983	1,120
Unrealised gains/(losses) from trading portfolio	479	(6)
Unrealised gains/(losses) from options written portfolio	74	(260)
Gains/(losses) on convertible notes classified as debt	(1)	6
	1,666	3,095

A4. Dividends Paid

The dividends paid and payable for the year ended 30 June 2019 are shown below:

	2019 \$'000	2018 \$'000
(a) Dividends Paid During the Year		
Final dividend for the year ended 30 June 2018 of 6.5 cents fully franked plus special dividend of 2 cents, also fully franked at 30 per cent paid on 13 August 2018 (2018: 6.5 cents fully franked plus special dividend of 4 cents also fully franked at 30 per cent paid on 10 August 2017).	13,443	16,449
Interim dividend for the year ended 30 June 2019 of 3.5 cents per share fully franked plus special dividend of 10 cents also fully franked at 30 per cent, paid 15 February 2019 (2018: 3.5 cents fully franked at 30 per cent paid 15 February 2018).	21,469	5,522
	34,912	21,971
Dividends paid in cash	29,199	18,106
Dividends reinvested in shares	5,713	3,865
	34,912	21,971
(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	19,536	22,237
Impact on the franking account of dividends declared but not recognised as a liability at the end of the financial year:	(4,470)	(5,761)
Net available	15,066	16,476
These franking account balances would allow Mirrabooka to frank additional dividend payments (at a franking rate of 30 per cent) up to an amount of:	35,154	38,444

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

	2019 \$'000	2018 \$'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. The aggregate amount of the final dividend for the year to 30 June 2019 to be paid on 12 August 2019, but not recognised as a liability at the end of the financial year is:	10,430	
(d) Listed Investment Company Capital Gain Account		
Balance of the listed investment company (LIC) capital gain account	43,731	47,602
This equates to an attributable amount of	62,472	68,002

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. \$10.3 million of the attributable amount will be paid out as part of the final dividend on 12 August 2019.

A5. Earnings Per Share

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

	2019	2018
Basic earnings per share	Number	Number
Weighted average number of ordinary shares used as the denominator	159,455,226	157,790,481
	\$'000	\$'000
Profit for the year	8,913	10,360
	Cents	Cents
Basic earnings per share	5.59	6.57

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:

	2019 \$'000	2018 \$'000
Administration fees paid to AICS	(1,382)	(1,400)
Other administration expenses	(988)	(915)
	(2,370)	(2,315)

Administration Fees Paid to AICS

Australian Investment Company Services Limited (AICS) undertakes the day-to-day administration of Mirrabooka's investments and its operations, including financial reporting.

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 \$
2019			
Directors	410,959	39,041	450,000
2018			
Directors	371,575	35,365	406,940

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. Deferred tax balances are calculated at the rate of 30 per cent (2018: 30 per cent).

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.

Notes to the Financial Statements continued

Tax Expense

The income tax expense for the period is shown below:

	2019 \$'000	2018 \$'000
<i>(a) Reconciliation of Income Tax Expense to Prima Facie Tax Payable</i>		
Net profit before income tax expense	9,555	11,316
Tax at the Australian tax rate of 30 per cent (2018: 30 per cent)	2,867	3,395
Tax offset for franked dividends received	(2,309)	(2,406)
Tax effect of sundry items taxable but not included in income	105	1
	663	990
Over provision in prior years	(21)	(34)
Total tax expense	642	956

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. The rate used at 30 June 2019 is 30 per cent (30 June 2018: 30 per cent).

	2019 \$'000	2018 \$'000
Deferred tax liabilities on unrealised gains in the investment portfolio	39,168	47,493
Opening balance at 1 July	47,493	32,815
(Credited)/charged to Income Statement for non-equity investments	-	2
Tax on realised gains (at 30 per cent)	(9,762)	(1,393)
Charged to OCI for ordinary securities on gains or losses for the period	1,437	16,069
	39,168	47,493

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 listed investment company that invests in tradeable securities, Mirrabooka can never be free of market risk as it invests its capital in securities which 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 have led to a reduction in Mirrabooka's comprehensive income of \$12.6 million and \$25.3 million respectively, at a tax rate of 30 per cent (2018: \$13.3 million and \$26.6 million), and no reduction in profit after tax (2018: \$77,000 and \$155,000 at a tax rate of 30 per cent).

A general fall in market prices of 5 per cent and 10 per cent, if spread equally over all assets in the trading and options portfolio, would lead to a reduction in Mirrabooka's profit after tax of \$83,000 and \$166,000 respectively, at a tax rate of 30 per cent (2018: \$7,000 and \$14,000).

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 total investment exposure by sector is as below:

	2019 %	2018 %
Energy	2.75	3.02
Materials	13.67	11.26
Industrials	22.52	14.67
Consumer discretionary	11.86	16.78
Consumer staples	3.55	6.94
Healthcare	6.17	6.91
Financials	8.34	13.31
Real estate	2.98	4.54
Info technology and telecoms	20.43	15.71
Cash	7.73	6.86

There was one security representing over 5 per cent of the investment portfolio at 30 June 2019 – Mainfreight (5.4 per cent)(2018: 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 material currency risk as most of 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 cash management trusts which invest predominantly in securities with an A1+ rating.

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 two 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. Any loss as a consequence of this risk will be realised in the event of a shortfall on winding-up of the issuing companies.

Notes to the Financial Statements continued

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.

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 2019					
Non-derivatives					
Payables	270	-	-	270	270
	270	-	-	270	270
30 June 2018					
Non-derivatives					
Payables	266	-	-	266	266
	266	-	-	266	266

In the case of call options, there are no contractual cash flows as if the option is exercised the contract will be settled in the securities over which the option is written.

C. Unrecognised Items

Unrecognised items, such as contingencies, do not appear in the financial statements, usually because they do not 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.

Further information that shareholder may find useful is included here. It is grouped into three sections:

- D. Balance Sheet Reconciliations
- E. Income Statement Reconciliations
- F. Further Information

D. Balance Sheet Reconciliations

This section provides information about the basis of calculation of line items in the financial statements.

D1. Current Assets – Cash

	2019 \$'000	2018 \$'000
Cash at bank and in hand (including on-call)	30,453	28,140
	30,453	28,140

Cash holdings yielded an average floating interest rate of 2.08 per cent (2018: 1.83 per cent). All cash investments are held in a transactional account or an over-night 'at call' account invested in cash management trusts which invest predominantly in securities with an A1+ rating.

The Company also has access to a \$20 million liquidity facility with the Commonwealth Bank of Australia. This expires on 31 December 2019 and was undrawn at 30 June 2019.

D2. Revaluation Reserve

	2019 \$'000	2018 \$'000
Opening balance at 1 July	97,227	74,584
Gains/(losses) on investment portfolio		
– Equity instruments	5,140	43,433
– Non-equity instruments (transferred from retained profits)	(1)	6
Provision for tax on above	(1,437)	(16,071)
Cumulative taxable realised (gains)/losses (net of tax)	(22,597)	(4,725)
	78,332	97,227

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

	2019 \$'000	2018 \$'000
Opening balance at 1 July	47,851	57,225
Dividends paid	(26,974)	(14,099)
Cumulative taxable realised gains for period through OCI (net of tax)	22,597	4,725
	43,474	47,851

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

Notes to the Financial Statements continued

D4. Retained Profits

	2019 \$'000	2018 \$'000
Opening balance at 1 July	15,664	13,180
Dividends paid	(7,938)	(7,872)
Profit for the year	8,913	10,360
Transfer to revaluation reserve (non-equity investments)(net of tax)	1	(4)
	16,640	15,664

This reserve relates to past profits.

D5. Share Capital

Date	Details	Notes	Number of Shares '000	Issue Price \$	Paid-up Capital \$'000
1/7/2017	Balance		156,653		197,062
10/8/2017	Dividend Reinvestment Plan	(i)	1,126	2.58	2,905
15/2/2018	Dividend Reinvestment Plan	(i)	372	2.58	960
Various	Costs of issue		-		(16)
30/6/2018	Balance		158,151		200,911
13/8/2018	Dividend Reinvestment Plan	(i)	879	2.58	2,269
15/2/2019	Dividend Reinvestment Plan	(i)	1,435	2.40	3,444
Various	Costs of issue		-		(22)
30/6/2019	Balance		160,465		206,602

(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 Australian Securities Exchange 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

	2019 \$'000	2018 \$'000
Profit for the year	8,913	10,360
Change in fair value of non-equity investments	1	(4)
Net decrease (increase) in trading portfolio	(2,022)	3,656
Sale of stock from trading portfolio to investment portfolio	(5,992)	-
Increase (decrease) in options written portfolio	(157)	(207)
Dividends received as securities under DRP investments	-	(431)
Decrease (increase) in current receivables	927	350
– Less increase (decrease) in receivables for investment portfolio	(1,151)	(158)
Increase (decrease) in deferred tax liabilities	(8,012)	14,499
– Less (increase) decrease in deferred tax liability on investment portfolio	8,325	(14,678)
Increase (decrease) in current payables	4	1
– Less decrease (increase) in payables for investment portfolio	-	2
Increase (decrease) in provision for tax payable	7,544	(3,651)
– Less CGT provision	(9,762)	(1,393)
– Add taxes paid on capital gains	1,393	6,030
Net cash flows from operating activities	11	14,376

E2. Tax Reconciliations

Tax Expense Composition

	2019 \$'000	2018 \$'000
Charge for tax payable relating to the current year	350	1,167
Over provision in prior years	(21)	(34)
Increase (decrease) in deferred tax liabilities	313	(179)
Increase in deferred tax liabilities charged to Income Statement from investment portfolio	-	2
	642	956

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	1,437	16,069
	1,437	16,069

Deferred Tax Assets and Liabilities

The deferred tax balances are attributable to:

	2019 \$'000	2018 \$'000
(a) Tax on unrealised gains or losses in the trading portfolio	(144)	2
(b) Tax on unrealised gains/losses in the options written portfolio	(22)	78
(c) Provisions and expenses charged to the accounting profit which are not yet tax deductible	78	78
(d) Interest and dividend income receivable which is not assessable for tax until receipt	(102)	(35)
	(190)	123
Movements:		
Opening asset balance at 1 July	123	(56)
Credited/(charged) to Income Statement	(313)	179
	(190)	123

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. As noted in B2, deferred tax assets and liabilities have been calculated at a rate of 30 per cent (2018: 30 per cent).

Notes to the Financial Statements continued

F. Further Information

This section covers information that is not directly related to specific line items in the financial statements, including information about related party transactions 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:

	2019 \$	2018 \$
PricewaterhouseCoopers		
Audit or review of Financial Reports	96,424	104,895
Non-audit services		
Taxation compliance services	12,411	15,708
Total remuneration	108,835	120,603

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 most 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 only one investment comprising more than 10 per cent of Mirrabooka's income, including realised income from the trading and options written portfolios – Alumina (13.6 per cent). (2018: 1: Rhipe Limited's gains through the trading portfolio – 10.8 per cent of total income).

F4. Summary of Other Accounting Policies

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 in accordance with a resolution of the Board and is presented in the Australian currency. The Directors of Mirrabooka have 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 2019 ('the inoperative standards'). 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 the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the Financial Report. Amounts in the Financial Report have been rounded off in accordance with that Instrument, 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 18 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 2019 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 2019.

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
1 August 2019



Independent auditor's report

To the members of Mirrabooka Investments Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Mirrabooka Investments Limited (the Company) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Company's financial position as at 30 June 2019 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the balance sheet as at 30 June 2019
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the cash flow statement for the year then ended
- the income statement for the year then ended
- the notes to the financial statements, which include a summary of significant accounting policies
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

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

Independence

We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Company, its accounting processes and controls and the industry in which it operates.



Materiality

- For the purpose of our audit we used overall Company materiality of 1% of the Company's net assets.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing, and extent of our audit procedures to evaluate the effect of misstatements on the financial report as a whole. We chose net assets as the benchmark because, in our view, net assets is:
 - - the metric against which the performance of the company is most commonly measured; and
 - - the key driver of the business and the determinant of the Company's value.
- We utilised a 1% threshold based on our professional judgement, noting it is within the range of commonly acceptable net asset related thresholds.

Audit Scope

- Our audit focused on assessing the financial statements for risks of material misstatement in account balances or disclosures, and designing and performing audit procedures to obtain reasonable assurance that the financial statements as a whole were free of material misstatement due to fraud or error. This included identifying areas of higher risk, based on quantitative and qualitative assessments of the Company's operations and activities.
- The Company operates entirely out of its Melbourne office and we perform our audit procedures predominantly at that office.
- The administration and investment operations for the Company are conducted by Australian Investment Company Services Limited. In addition to our audit procedures, we obtained a report from other auditors that the controls over administration and investment operations operating at Australia Investment Company Services Limited were suitably designed and operated effectively for the year. We assessed the report by considering the other auditor's independence, competency and results of procedures.



Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Board Audit Committee.

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p><i>Existence and valuation of Investment Portfolio</i> <i>Refer to note A2</i></p> <p><i>\$361.1m</i></p> <p>The Investment Portfolio consists mainly of listed Australian equities.</p> <p>Whilst there is no significant judgement in determining the valuation of the Company's investments, investments represent a key measure of the Company's performance and comprise a significant proportion of total assets in the balance sheet. The fluctuations in investment valuation will also impact the realised and unrealised gains/(losses) recognised in the statement of comprehensive income which also affects the deferred tax provisions. Given the pervasive nature investments have on the Company's key financial metrics, we determined the existence and valuation of investments to be a key audit matter.</p>	<ol style="list-style-type: none">1) Performed an investment reconciliation of the investments balance from the opening investment balance, addition/subtraction of purchases, sales and other relevant transactions and agreeing back to the 30 June 2019 balance.2) Obtained the 2019 purchases and sales listing and<ul style="list-style-type: none">• agreed a sample of purchases and sales to original contracts; and• agreed a sample of original contracts to the purchases and sales listing.3) Agreed all the investment quantity holdings at 30 June 2019 to third party sources.4) Agreed all listed equities investment prices to third party market pricing sources.



Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.



Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 13 to 14 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of Mirrabooka Investments Limited for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in dark ink, appearing to read 'Nadia Carlin'.

Nadia Carlin
Partner

Melbourne
1 August 2019

OTHER INFORMATION

Information About Shareholders

At 26 July 2019 there were 7,259 holdings of shares. These holdings were distributed in the following categories:

Size of Holding	Holdings
1 to 1,000	643
1,001 to 5,000	1,620
5,001 to 10,000	1,491
10,001 to 100,000	3,352
100,000 and over	153
Total	7,259

Percentage held by the 20 largest holders	17.49%
Average shareholding	22,106%

There were 193 shareholdings of less than a marketable parcel of \$500 (197 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 26 July 2019 are noted below:

Shareholder	Shares Held	%
Australian Foundation Investment Company Limited	8,727,827	5.44
Djerriwarrh Investments Limited	4,108,002	2.56
HSBC Custody Nominees (Australia) Limited	3,183,750	1.98
Terry Campbell	2,795,152	1.74
Netwealth Investments Limited <Wrap Services A/C>	1,385,909	0.84
Nulis Nominees (Australia) Limited <Navigator Mast Plan Sett A/C>	731,657	0.46
Melbourne Business School Limited	702,532	0.44
Mr Ian Stanley Fraser + Mr John Bruce Hannaford + Mr Andrew Stanley Fraser <Joe White Bequest Cap A/C>	666,240	0.42
Somoke Pty Limited <Pulman Super Fund A/C>	591,508	0.37
Navigator Australia Ltd <MLC Investment Sett A/C>	590,006	0.37
Ross Barker	537,425	0.33
Netwealth Investments Limited <Super Services A/C>	515,088	0.32
Fivewood Nominees Pty Ltd <PJ Woodward Family A/C>	514,636	0.32
Yelgarn Pty Ltd <Montgomery Super Fund A/C>	500,000	0.31
Mutual Trust Pty Ltd	482,414	0.30
Baker Custodian Corporation	450,000	0.28
Dequetteville Nominees Pty Ltd	408,478	0.25
Abtourk (Vic No 11) Pty Ltd	406,519	0.25
Chalcott Nominees Pty Ltd <McGregor Family S/Fund A/C>	388,969	0.24
Riga (Qld) Pty Ltd <Krohn Family S/F A/C>	383,678	0.24

Substantial Shareholders

The Company has been notified of substantial shareholdings as follows:

Holder	Number of Shares	Date Notified
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 42.

Holdings of Securities

As at 30 June 2019

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 and on the website mirra.com.au), 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 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
MFT	Mainfreight	Provider of managed warehousing and international and domestic freight forwarding services	500	500	19,475
QUB	Qube Holdings	Provider of import and export logistics services with national operations	5,229	4,409	13,404
LIC	Lifestyle Communities	Developer, owner and manager of independent living communities for elderly citizens	2,828	1,771	11,742
SEK*	Seek	Operator of employment classifieds websites in Australia and offshore with interests in education and training	500	544	11,479
EQT	EQT Holdings	Provider of private client, trustee, estate administration and funds management services	313	370	10,940
AWC*	Alumina	40 per cent interest in a joint venture with Alcoa involved in bauxite mining, alumina refining and aluminium smelting	4,205	4,680	10,826
IRE*	IRESS	Provider of share market and wealth management information systems	775	775	10,728
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	420	573	10,435
JHX	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	0	558	10,425
BRG	Breville Group	Manufacturer and wholesaler of electrical consumer products	500	565	9,243
REH	Reece	Distributor and retailer of plumbing, building and hardware supplies	840	935	9,126
CAR*	Carsales.com	The largest online automotive classifieds business in Australia. They also have interests in leading online automotive classified businesses in Brazil, South Korea, Malaysia, Indonesia, Thailand and Mexico	445	625	8,451
RWC	Reliance Worldwide Corporation	Designs, manufactures and distributes products for the plumbing industry including fittings, pipes, valves and thermostatic products	1,000	2,400	8,448
WLL	Wellcom Group	Production company providing pre-media, digital asset management and specialty printing services to advertisers, retailers and corporations	1,337	1,474	8,031
AUB	AUB Group	Investor in a network of small to medium Australian insurance brokers	630	725	7,569
ALX*	Atlas Arteria	Owns stakes in a number of toll roads in France and the United States	0	950	7,404
BKW	Brickworks	Australia's largest manufacturer of bricks and pavers, with other investments in property development and listed equities	335	454	7,403

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
MAQ	Macquarie Telecom Group	Provides voice and telecommunication services as well as data hosting and co-location services to businesses and government customers	240	352	6,996
IVC	InvoCare	Provider of services related to funerals, burials and cremations	415	415	6,636
COE	Cooper Energy	An Australian oil and gas company currently developing the Sole gas project in the Gippsland Basin to complement existing production in the Cooper Basin and Otway Basin	8,000	12,252	6,616
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	950	900	6,606
ANN*	Ansell	Designer, manufacturer and distributor of a wide range of industrial, surgical and examination gloves and other protective products	220	240	6,339
FPH*	Fisher & Paykel Healthcare Corporation	Design, manufacture and market a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	475	435	6,323
RMD*	ResMed	Leading developer, manufacturer and distributor of medical equipment for treating, diagnosing, and managing sleep-disordered breathing and other respiratory disorders	650	370	6,211
WEB	Webjet	Provides online travel booking services. It is an online travel agency, which enables customers to search and book the domestic and international travel flight deals, travel insurance, car hire and hotel accommodation worldwide	550	450	6,120
OCL	Objective Corporation	Provider of information technology software and services	2,100	2,100	5,880
EVT	Event Hospitality & Entertainment	Entertainment, hospitality and leisure company with interests in cinemas, hotels and resorts	425	460	5,750
NXT	NEXTDC	Owns and operates large scale data centres across Australia	710	885	5,744
RHP	Rhipe	Provides software licensing and cloud computing services on behalf of a number of large, multinational software vendors	2,500	2,000	5,720
CPU	Computershare	Provides stock registration and transfer services to companies listed on various stock markets globally, as well as providing technology services for stock exchanges, investor services for shareholders and employee share plan management and the provision of bankruptcy, class action and mortgage servicing activities for various corporate clients globally	400	345	5,592
DLX	DuluxGroup	Engages in the manufacture and market of paints, coatings, and home improvement products	535	585	5,450
SPL	Starpharma Holdings	Engages in the research and development of dendrimer products for pharmaceutical, life science and other applications	2,280	3,980	5,412

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
OZL	OZ Minerals	Engages in the mining of copper and gold at developed mines as well as engaging in mining exploration and development projects	0	515	5,163
FNP	Freedom Foods Group	Engaged in the manufacture and sale of food products, specialising in healthy cereal, snacking and beverage products and the export of UHT dairy products	1,695	1,000	5,080
ABC	Adelaide Brighton	Manufactures and supplies products to the building, construction, infrastructure, and mineral processing markets	480	1,245	5,030
TGR	Tassal Group	Producer of Atlantic Salmon from Tasmania	1,211	1,000	4,900
FRE	Freightways	Engages in the provision of express packages and business mail services as well information and destruction services both in Australia and New Zealand	0	585	4,727
NZX	NZX	Operates as a securities exchange, and also provides wealth management services for New Zealand advisers via its wealth technologies business	0	4,000	4,280
AD8	Audinate Group	Engages in the development and commercialisation of digital audio network solutions	0	533	4,260
TPM	TPG Telecom	Provider of a range of telecommunication services to residential users, small and medium enterprises, government and large corporates in Australia	1,150	650	4,186
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	601	414	4,055
SHV	Select Harvests	One of Australia's largest growers, processors and packager of nuts, focusing predominantly on almonds	550	550	3,988
HUB	HUB24	Provider of platform, investment, advisory and stock broking services to institutional, corporate and retail clients	495	325	3,861
XRO	Xero	Develops cloud-based accounting software for small and medium-sized businesses in New Zealand, Australia, the United Kingdom and the United States	50	60	3,596
ILU	Iluka Resources	Miner of zircon and titanium-based mineral sands products and owns an iron ore production royalty	650	325	3,500

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
CTD	Corporate Travel Management	Provides travel management services to the corporate market. It offers business travel advisory services, bookings, ticketing, diagnostics and recommendations, ancillary services and also provides networking tools	80	142	3,199
APT	Afterpay Touch Group	A provider of payment solutions, primarily operating in the 'buy now, pay later' segment of the retail market	0	124	3,117
BLD	Boral	Engages in the provision of building and construction materials	900	600	3,072
PPS	Praemium	Provides investment technology including SMA platforms and administration services for accountants, financial advisors, stockbrokers and fund administrators	0	7,500	3,000
SGM	Sims Metal Management	Is a leading recycler of metals and electronics globally, specialising in ferrous and non-ferrous metals and municipal waste recycling		275	2,987
VGL	Vista Group International	The leading supplier of software to the film industry, providing on-premise and cloud solutions to film exhibitors and producers	494	494	2,838
WOR	WorleyParsons	Provides engineering, design and project delivery solutions to the hydrocarbon, minerals, metals, chemicals and infrastructure industries	0	187	2,745
FWD	Fleetwood Corporation	Manufactures, designs and supplies accommodation for the affordable housing industry, education and justice departments. It also handles the operation of accommodation villages in remote sites in Australia	0	1,505	2,558
WSP	Whispir	Engages in the provision of communications software and micro applications for enterprises	0	1,475	2,153
NWL	Netwealth Group	Is a diversified financial services company providing independent investment platform services to institutional, corporate and retail clients	268	268	2,141
RBL	Redbubble	Operate a global online marketplace for print on demand products (including T-shirts and other clothing, wall art and home décor), based on user submitted artwork	1,115	2,013	1,822
BLX	Beacon Lighting Group	Australia's largest lighting and accessory retailer with integrated operations from design and sourcing, through to merchandising and retailing	2,032	1,608	1,673

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
PPT	Perpetual*	Diversified financial company offering investment management, financial advice and corporate trust services	110	40	1,672
ATS	Australis Oil & Gas	Engages in oil and gas exploration, development and production in the United States	5,732	5,732	1,490
LSX	Lion Selection Group	Mining investment company that invests in, and provides funding to mining companies in the project development phase	4,360	4,360	1,483
GTN	GTN	Supplier of traffic information reports to radio stations across each operating geography (Australia, Canada, United Kingdom and Brazil), providing advertisers in these markets with a unique and broad audience reach	991	1,550	1,410
PKS	PKS Holdings	Is a healthcare company which provides clinical decision support software known as 'Rippledawn' which automates human decision making processes in health care organisations	0	5,500	1,045
EXP	Experience Co	An adventure tourism company offering experiences in tandem skydiving, hot air ballooning, white water rafting, canyoning, sea kayaking and tours to the Great Barrier Reef. It has operations throughout Australia and New Zealand	5,207	4,200	966
AEF	Australian Ethical Investment	Is a leading ethical wealth manager. It invests in portfolio of industries, which includes clean energy, sustainable products, medical solutions, innovative technology, healthcare, recycling, energy efficiency, education, and aged care	18	512	905
Total					363,427

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

Major Transactions in the Investment Portfolio

Acquisitions	Cost \$'000
James Hardie Industries	9,202
Reliance Worldwide Corporation	6,329
Atlas Arteria	6,116
Freightways	4,595
OZ Minerals	4,579

Sales	Proceeds \$'000
Washington H. Soul Pattinson [#]	9,323
Challenger [#]	6,666
Navitas [#]	6,006
Lifestyle Communities	5,829
CYBG (Clydesdale Bank) [#]	5,136

[#] Complete disposals from the portfolio.

New Companies Added to the Investment Portfolio

James Hardie Industries
Atlas Arteria
Freightways
OZ Minerals
NZX
Fleetwood
WorleyParsons
Afterpay Touch Group
Audinate Group
Sims Metal Management
PKS Holdings

Sub-underwriting

During the year the Company participated as a sub-underwriter in the following issues of securities:

Company	Underwritten by	Description	Amount Underwritten
Fleetwood Corporation Ltd	Euroz Securities Ltd	1-for-2.90 Accelerated Non-Renounceable Entitlement Offer	\$1,035,931
WorleyParsons Ltd	Macquarie Capital (Australia) Ltd and UBS AG, Australia Branch	1-for-1.47 Accelerated Non-Renounceable Entitlement Offer	\$3,999,994

Transactions in Securities

During the year ended 30 June 2019, the Company recorded 821 transactions in securities. \$590,081 in brokerage (including GST) was paid or accrued for the year.

Share Issues

Date of Issue	Type	Price Per Share \$
15 February 2019	DRP	2.40
13 August 2018	DRP	2.58
15 February 2018	DRP	2.58
10 August 2017	DRP	2.58
14 February 2017	DRP	2.57
9 August 2016	DRP	2.71
9 February 2016	DRP	2.46
19 November 2015	SPP	2.20
7 August 2015	DRP	2.50
10 February 2015	DRP	2.23
8 August 2014	DRP	2.46
11 February 2014	DRP	2.33
9 August 2013	DRP	2.26
12 February 2013	DRP	2.14
3 August 2012	DRP	1.85
10 February 2012	DRP	1.74
5 August 2011	DRP	1.83
16 August 2010	Share Purchase Plan (SPP)	1.60
12 February 2010	DRP	1.99
7 August 2009	DRP	1.55
13 February 2009	DRP	1.32
29 February 2008	1 for 7 rights issue	1.95
2 August 2007	DRP	2.49
2 March 2007	DRP	2.09
23 August 2006	Dividend Reinvestment Plan (DRP)	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
Robert M Freeman, Managing Director
Ross E Barker
Ian A Campbell
Jacynth K Fairley
David E Meiklejohn AM

Company Secretaries

Matthew J Rowe
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@mirrabooka.com.au
Website mirrabooka.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 +61 3 9473 2500
Website investorcentre.com/contact

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

Securities Exchange Code

MIR Ordinary shares

Shareholder Meeting

Annual General Meeting

Time 10.00am
Date Thursday 10 October 2019
Venue Westin Hotel
Location 205 Collins Street
Melbourne



Design: MDM Investorcom
Printed on environmentally friendly paper





MIRRABOOKA
Investments Limited

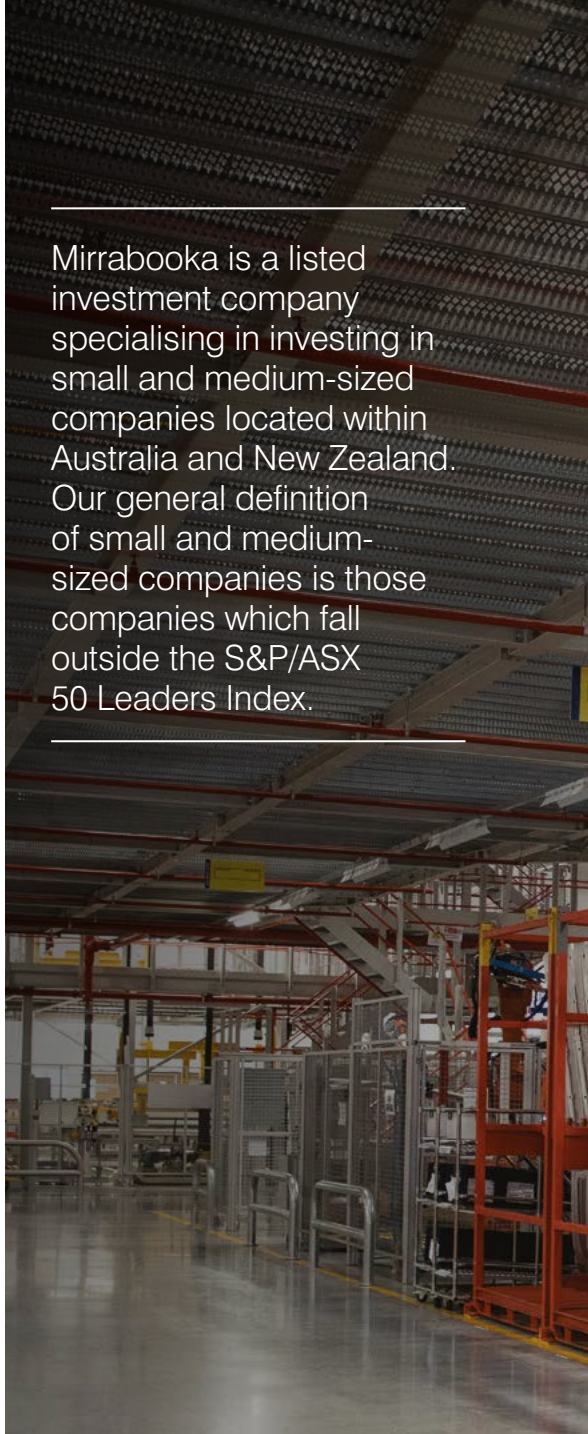
Finding opportunities in small
and medium-sized companies

Annual Review
2019

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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 S&P/ASX 50 Leaders Index.



Year in Summary

Profit for the Year

\$8.9m

Down 14.0% from 2018

Total Shareholder Return

1.5% Including franking*

Share price plus dividend

Fully Franked Dividend

3.5¢ Interim

10¢ Special Interim

6.5¢ Final

12 cents total in 2018

20¢ Total

Management Expense Ratio

0.61%

0.60% in 2018

Total Portfolio Return

5.9% Including franking*

Combined S&P/ASX Mid 50 and Small Ordinaries Accumulation Index including franking* +3.8%

Total Portfolio

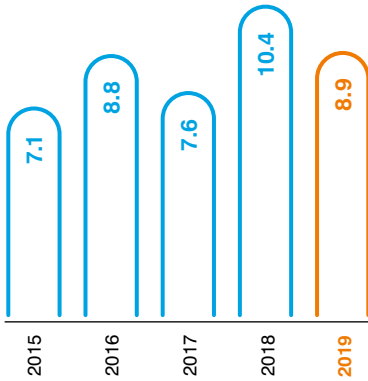
\$393.9m

Including cash at 30 June \$410.0 million in 2018

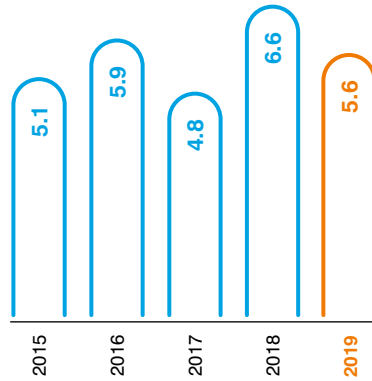
* Assumes a shareholder can take full advantage of the franking credits.

5 Year Summary

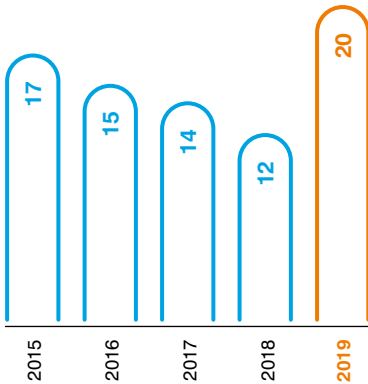
Profit After Tax (\$ Million)



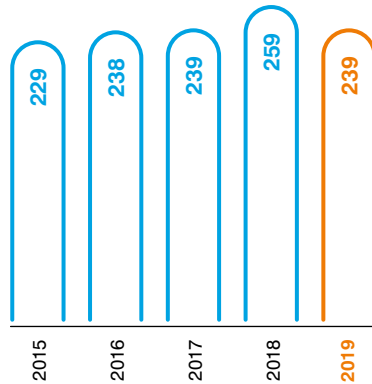
Net Profit Per Share (Cents)



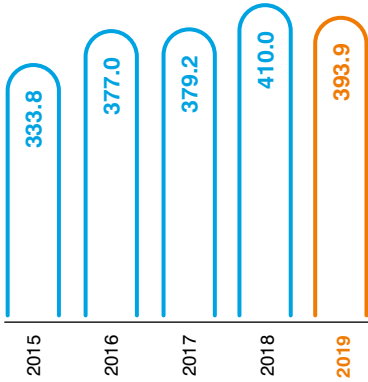
Total Dividends Per Share (Cents)^(b)



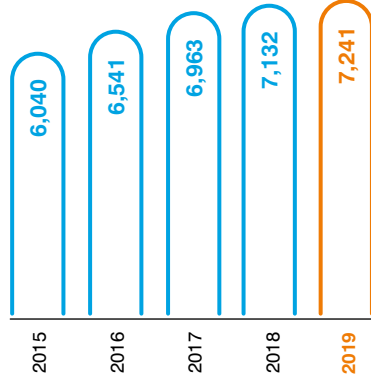
Net Asset Backing Per Share (Cents)^(c)



**Investments at Market Value
(\$ Million)^(a)**



**Number of Shareholders
(30 June)**



Notes

(a) Includes cash.

(b) All dividends, including special dividends, were fully franked.

(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 S&P/ASX 50 Leaders Index.

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

Mirrabooka invests in companies that have the following characteristics outlined on page 5.

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. In managing the higher risk that is inherent in the small and mid-cap sector of the market, Mirrabooka approaches management of the portfolio as described on the following page.



What We Look For in Companies

Strong industry position

Quality balance sheet

Good management

Good cash generation

✓ Invest in quality companies and growing businesses

✗ Avoid speculative plays and overvaluation

Approach to Managing the Portfolio

✓ Ensure top 20 holdings do not dominate the portfolio

✓ Take small starting positions and add when there is increased conviction, particularly through any price weakness

✓ Sell when there is an adverse change from original investment case

✓ Reduce when valuations become overstretched

✓ Better management of capital gains and losses through diversification

Review of Operations and Activities

Profit and Dividend

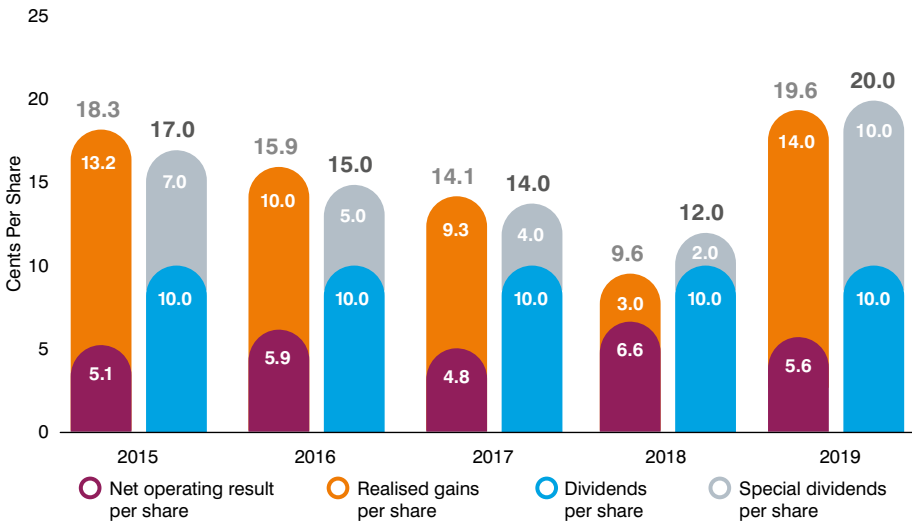
Mirrabooka's reported profit was \$8.9 million for the 12 months to 30 June 2019, compared with \$10.4 million last year. The decline was due to a fall in income from the trading portfolio. In the corresponding period last year, the trading portfolio contributed \$2.3 million to income, whereas in the year to 30 June 2019, the contribution to income was \$0.6 million. Investment income of \$10.3 million was broadly in line with the corresponding period last year of \$10.5 million.

The Company maintained the final dividend at 6.5 cents per share fully franked. A special dividend of 10 cents per share

fully franked was paid along with the interim dividend of 3.5 cents per share fully franked in February 2019. Total fully franked dividends for the year, including specials, are 20 cents per share compared with 12 cents per share last year (Figure 1).

For the final dividend, 4.5 cents were sourced from taxable capital gains, on which the Company has paid or will pay tax. The amount of the pre-tax attributable gain on this portion of the dividend, known as an 'LIC capital gain', is therefore 6.43 cents. The special dividend paid in February 2019 also carried a LIC capital gain of 14.29 cents. These LIC capital gains enables some shareholders to claim a tax deduction in their tax return.

Figure 1: Earnings Per Share and Dividends Per Share



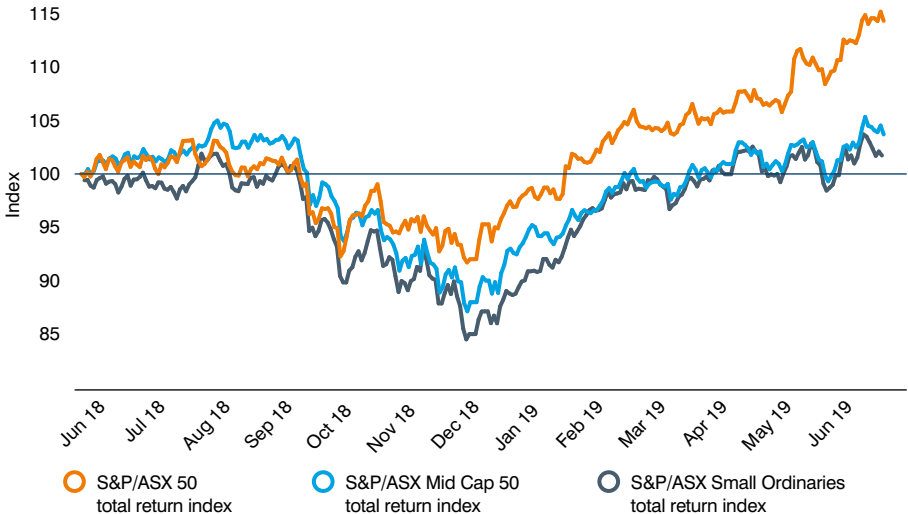
Note: For 2019, dividends carried an LIC capital gain attributable part of 20.72 cents. For 2018 it was 9.66 cents. For 2017 it was 12.9 cents, for 2016 it was 13.6 cents and for 2015 it was 17.1 cents.

The small and mid-cap sectors, in which Mirrabooka invests, underperformed large companies for the first time in many years as investors gravitated to larger income generating stocks in this low interest rate environment. Over the year to 30 June 2019, the Small Ordinaries Accumulation Index was up 1.9 per cent and Mid-Cap 50 Accumulation Index was up 3.7 per cent. The Fifty Leaders Accumulation Index increased 14.2 per cent over the corresponding period (Figure 2).

30 June 2019, were Afterpay Touch (which Mirrabooka has some exposure to), Appen and WiseTech Global (Figure 3 on page 8). It highlights that within the small-cap sector there was significant disparity between returns across different sectors and stocks within the market, as investors looked for 'growth stories' in an otherwise subdued market sector. Figure 3 also shows the very high valuations these companies are trading on.

The three largest contributors to the Small Industrials Accumulation Index, which was up 6.4 per cent over the 12 months to

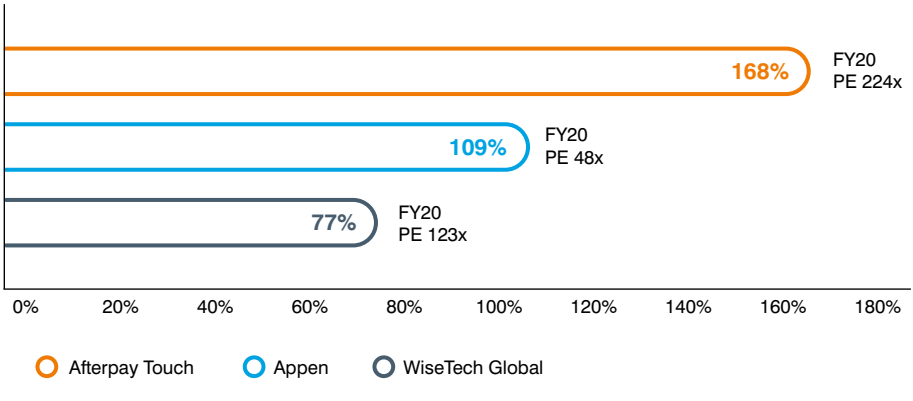
Figure 2: Performance Small and Mid Cap Sectors Versus 50 Leaders – Year to 30 June 2019



Source: FactSet

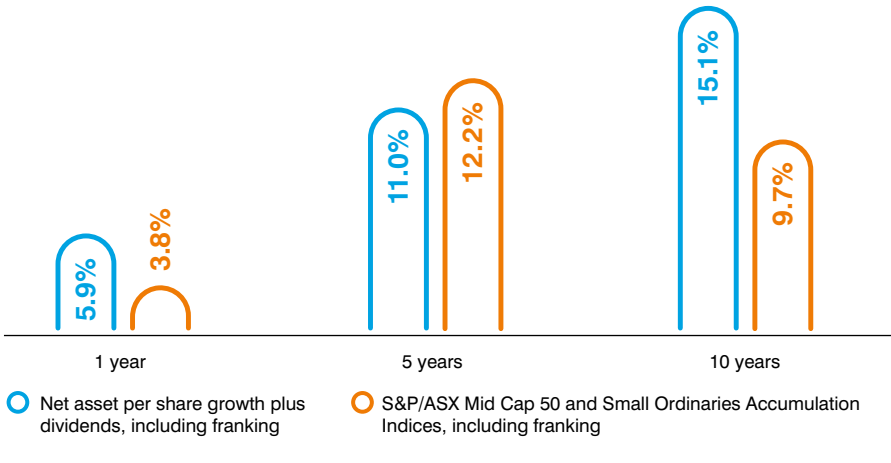
Review of Operations and Activities continued

Figure 3: Share Price Performance of Afterpay Touch, Appen and WiseTech Global – Year to 30 June 2019



Source: FactSet

Figure 4: Portfolio Return Percentage Per Year to 30 June 2019 – Including the Benefit of Franking



Figures assume an investor can take full advantage of the franking credits.

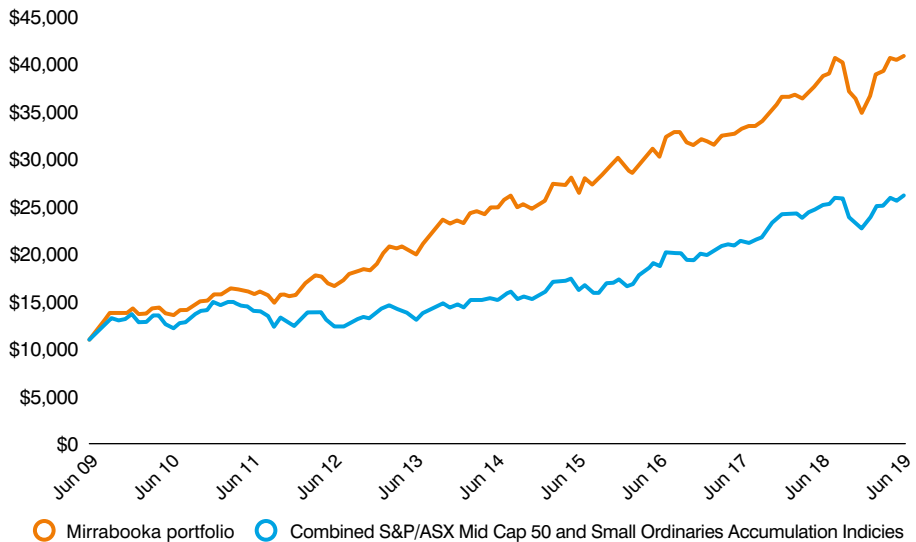
Note: Mirrabooka's net asset per share growth plus dividend series is calculated after management fees, income tax and capital gains tax on realised sales of investments. It should also be noted that Index returns for the market do not include the impact of management expenses and tax on their performance.

The Mirrabooka portfolio, including the benefit of franking, delivered a return of 5.9 per cent for the 12 months to 30 June 2019, as companies such as Mainfreight, Rhiphe, Equity Trustees, Qube Logistics, Breville Group and Audinate Group contributed strongly to performance. The combined Small and Mid-Cap benchmark, including franking, over this period was up 3.8 per cent. Over the 10 years to 30 June 2019, Mirrabooka has returned 15.1 per cent per annum including the benefit of franking, whereas the benchmark has returned 9.7 per cent per annum on an equivalent basis (Figure 4).

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 attached to the dividend distributed to shareholders is one way of redressing this.

Figure 5 outlines the cumulative return of Mirrabooka's portfolio relative to its benchmark over a 10-year period (includes the reinvestment of dividends and benefit of franking).

Figure 5: Growth in the Portfolio (Including Benefit of Franking) – 10 Years to 30 June 2019



Note assumes an investor can take full advantage of the franking credits. 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.

Review of Operations and Activities continued

Portfolio Changes

During the period, a number of adjustments were made to the portfolio with purchases focused on high-quality businesses with proven business models trading at reasonable prices. Sales were in response to risk concerns with high valuations for some holdings and because of a diminished return outlook for others.

In considering the investment opportunities over the period, Mirrabooka did not chase the most exciting perceived growth opportunities in the current market. This was not considered as the best use of available cash, as this may see exposure to a significant loss of capital in the future if these growth prospects decline. Mirrabooka instead furthered its focus on quality companies with proven business models and strong market positions.

In this context, the largest purchases in the portfolio were in companies such as James Hardie Industries and Reliance Worldwide, both of which saw reduced share prices through the period because of near term cyclical concerns, but in our view still provide good long-term prospects for above average growth.

Atlas Arteria and two New Zealand listed companies, Freightways and NZX, were also added to the portfolio, as these holdings provide exposure to businesses with strong market positions and growing dividend streams in a low interest rate

environment. The other major new purchase for the period was OZ Minerals, which is attractive because of changes under new management and the number of quality projects it has for growth.

A brief description of these companies activities are outlined below:

- Freightways is a New Zealand based business provider of express package and business mail services, as well as information management and destruction services to customers in New Zealand and Australia.
- NZX operates the New Zealand Securities Exchange, as well as providing software solutions and passive investment fund products to New Zealand based wealth management clients.
- Atlas Arteria owns a stake in a large toll road network that provides critical connectivity between major French cities including Paris and Lyon.
- OZ Minerals is a copper and gold miner with a portfolio of assets that includes the Prominent Hill and Carrapateena mines in Australia and interests in the Carajas mining region in Brazil.

In total, the number of holdings in the investment portfolio was reduced from 71 to 63 over the year, reflecting a greater focus on holding quality companies in a more uncertain environment.



10 Year Portfolio Return
Including Franking

15.1%



Review of Operations and Activities continued

Major sales included the complete disposal of Washington H. Soul Pattinson, Navitas (which was subject to a takeover offer at the time), Challenger and CYBG (Clydesdale Bank), with these last two companies being disappointing performers in the portfolio. There was also a reduction of the position in Lifestyle Communities which continues to be a large holding in the portfolio.

Share Price Performance

At 30 June 2019, the share price was trading at a premium of 1 per cent to the net asset backing per share, which is down from 4 per cent at the beginning of the financial year. The recent history is shown in Figure 6.

Figure 7 outlines the long-term view of Mirrabooka's share price return (including

the reinvestment of dividends and benefit of franking) versus the return from the combined Mid Cap 50 and Small Ordinaries Accumulation Indices.

Opportunities to Invest

With valuations trading above longer-term averages (Figures 8 and 9 on page 14), we continue to focus our research efforts on the highest quality businesses in our investment universe and have a clear list of stocks that we would like to own, or own more of, as opportunities arise. The cash position at the end of June 2019 was \$30 million, or 8 per cent of the portfolio. Mirrabooka's 20-year history investing in the small and mid-cap sectors gives us confidence that a patient approach will see opportunities arise in periods of inevitable future market volatility.

Figure 6: Share Price Relative to Net Asset Backing

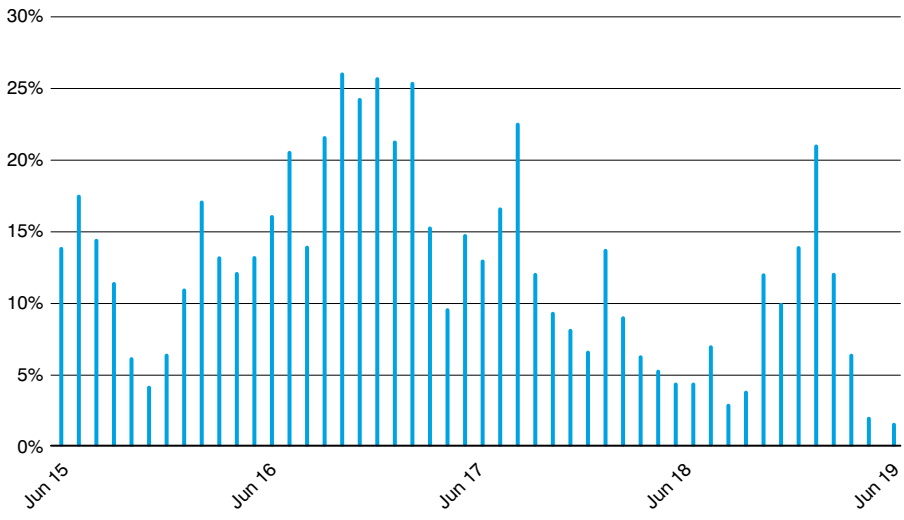
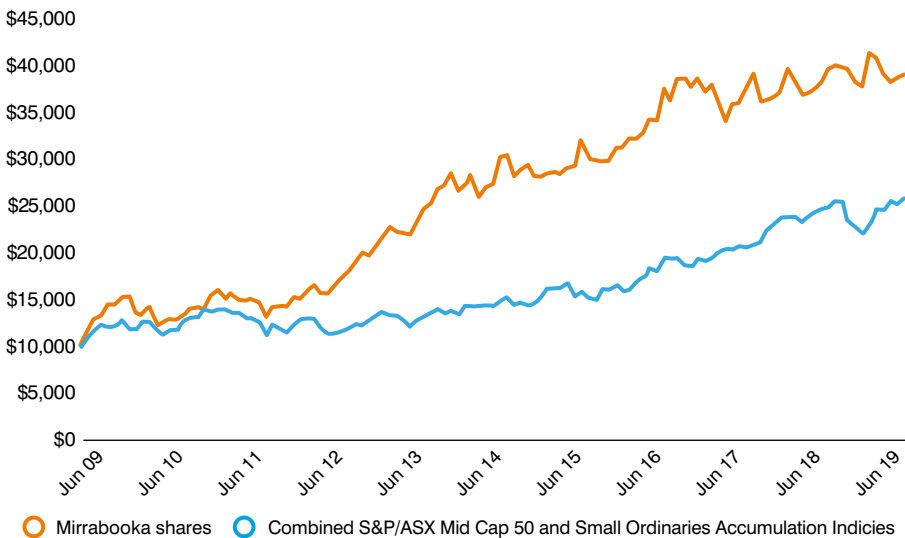




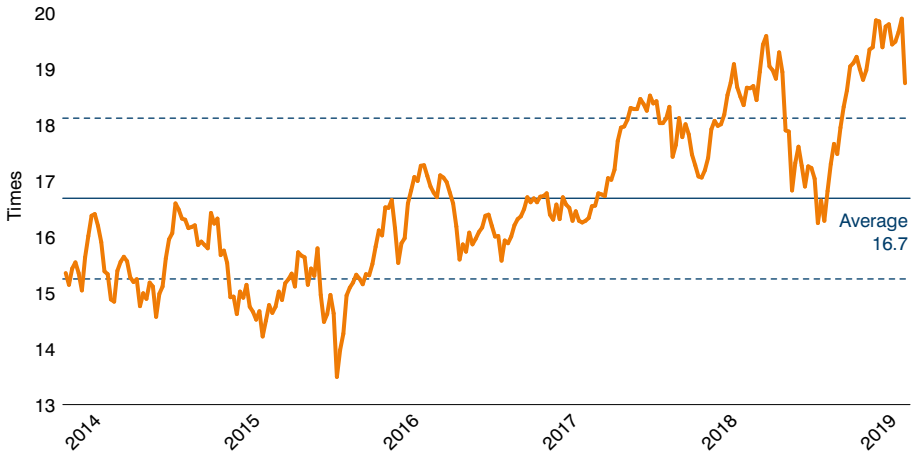
Figure 7: Growth in Investment in Mirrabooka Shares (Including Benefit of Franking) – 10 Years to 30 June 2019



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

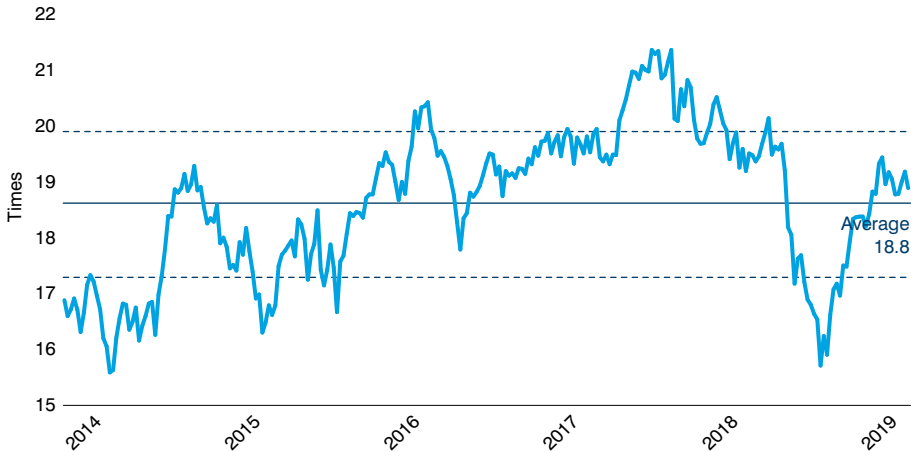
Review of Operations and Activities continued

Figure 8: Price Earnings Ratio – S&P/ASX Small Ordinaries Industrials



Source: FactSet

Figure 9: Price Earnings Ratio – S&P/ASX Mid Cap 50 Industrials



Source: FactSet

Top 20 Investments

As at 30 June 2019

Includes investments held in both the investment and trading portfolios.

Valued at Closing Prices at 28 June 2019

		Total Value \$ Million	% of Portfolio
1	Mainfreight	19.5	5.4
2	Qube Holdings	13.4	3.7
3	Lifestyle Communities	11.7	3.2
4	Seek*	11.5	3.2
5	EQT Holdings	10.9	3.0
6	Alumina*	10.8	3.0
7	IRESS*	10.7	3.0
8	ARB Corporation	10.4	2.9
9	James Hardie Industries	10.4	2.9
10	Breville Group	9.2	2.5
11	Reece	9.1	2.5
12	Carsales.com*	8.5	2.3
13	Reliance Worldwide Corporation	8.4	2.3
14	Wellcom Group	8.0	2.2
15	AUB Group	7.6	2.1
16	Atlas Arteria*	7.4	2.0
17	Brickworks	7.4	2.0
18	Macquarie Telecom Group	7.0	1.9
19	Invocare	6.6	1.8
20	Cooper Energy	6.6	1.8
Total		195.4	

As a percentage of total portfolio value (excludes cash)

53.8%

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

Income Statement

For the Year Ended 30 June 2019

	2019	2018
	\$'000	\$'000
Dividends and distributions	9,855	9,875
Revenue from deposits and bank bills	449	661
Net gains on trading portfolio and non-equity investments	609	2,235
Income from options written portfolio	1,057	860
Other income	40	-
Income from operating activities	12,010	13,631
Finance costs	(85)	-
Administration expenses	(2,370)	(2,315)
Profit before income tax expense	9,555	11,316
Income tax expense	(642)	(956)
Profit for the year	8,913	10,360
	Cents	Cents
Profit per share	5.59	6.57

Balance Sheet

As at 30 June 2019

	2019 \$'000	2018 \$'000
Current assets		
Cash	30,453	28,140
Receivables	443	1,370
Trading portfolio	3,000	978
Total current assets	33,896	30,488
Non-current assets		
Deferred tax assets	-	123
Investment portfolio	361,055	381,689
Total non-current assets	361,055	381,812
Total assets	394,951	412,300
Current liabilities		
Payables	270	266
Tax payable	9,647	2,103
Options written portfolio	628	785
Total current liabilities	10,545	3,154
Non-current liabilities		
Deferred tax liabilities – other	190	-
Deferred tax liabilities – investment portfolio	39,168	47,493
Total non-current liabilities	39,358	47,493
Total liabilities	49,903	50,647
Net assets	345,048	361,653
Shareholders' equity		
Share capital	206,602	200,911
Revaluation reserve	78,332	97,227
Realised capital gains reserve	43,474	47,851
Retained profits	16,640	15,664
Total shareholders' equity	345,048	361,653

Statement of Changes in Equity

For the Year Ended 30 June 2019

	2019 \$'000	2018 \$'000
Total equity at the beginning of the year	361,653	342,051
Dividends paid	(34,912)	(21,971)
Dividend Reinvestment Plan	5,713	3,865
Costs of share issues	(22)	(16)
Total transactions with shareholders	(29,221)	(18,122)
Profit for the year	8,913	10,360
Revaluation of investment portfolio	5,140	43,433
Provision for tax on revaluation	(1,437)	(16,069)
Revaluation of investment portfolio (after tax)	3,703	27,364
Total comprehensive income for the year	12,616	37,724
Realised gains on securities sold	32,359	6,118
Tax expense on realised gains on securities sold	(9,762)	(1,393)
Net realised gains on securities sold	22,597	4,725
Transfer from revaluation reserve to realised gains reserve	(22,597)	(4,725)
Total equity at the end of the year	345,048	361,653

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

Holdings of Securities

As at 30 June 2019

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 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
MFT	Mainfreight	Provider of managed warehousing and international and domestic freight forwarding services	500	500	19,475
QUB	Qube Holdings	Provider of import and export logistics services with national operations	5,229	4,409	13,404
LIC	Lifestyle Communities	Developer, owner and manager of independent living communities for elderly citizens	2,828	1,771	11,742
SEK*	Seek	Operator of employment classifieds websites in Australia and offshore with interests in education and training	500	544	11,479
EQT	EQT Holdings	Provider of private client, trustee, estate administration and funds management services	313	370	10,940
AWC*	Alumina	40 per cent interest in a joint venture with Alcoa involved in bauxite mining, alumina refining and aluminium smelting	4,205	4,680	10,826

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
IRE*	IRESS	Provider of share market and wealth management information systems	775	775	10,728
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	420	573	10,435
JHX	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	0	558	10,425
BRG	Breville Group	Manufacturer and wholesaler of electrical consumer products	500	565	9,243
REH	Reece	Distributor and retailer of plumbing, building and hardware supplies	840	935	9,126
CAR*	Carsales.com	The largest online automotive classifieds business in Australia. They also have interests in leading online automotive classified businesses in Brazil, South Korea, Malaysia, Indonesia, Thailand and Mexico	445	625	8,451

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
RWC	Reliance Worldwide Corporation	Designer, manufacturer and distributor of products for the plumbing industry including fittings, pipes, valves and thermostatic products	1,000	2,400	8,448
WLL	Wellcom Group	Production company providing pre-media, digital asset management and specialty printing services to advertisers, retailers and corporations	1,337	1,474	8,031
AUB	AUB Group	Investor in a network of small to medium Australian insurance brokers	630	725	7,569
ALX*	Atlas Arteria	Owens equity in a number of toll roads in France and the United States	0	950	7,404
BKW	Brickworks	Australia's largest manufacturer of bricks and pavers, with other investments in property development and listed equities	335	454	7,403

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
MAQ	Macquarie Telecom Group	Provider of voice and telecommunication services as well as data hosting and co-location services to businesses and government customers	240	352	6,996
IVC	InvoCare	Provider of services related to funerals, burials and cremations	415	415	6,636
COE	Cooper Energy	An Australian oil and gas company currently developing the Sole gas project in the Gippsland Basin to complement existing production in the Cooper Basin and Otway Basin	8,000	12,252	6,616
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	950	900	6,606
ANN*	Ansell	Designer, manufacturer and distributor of a wide range of industrial, surgical and examination gloves and other protective products	220	240	6,339
FPH*	Fisher & Paykel Healthcare Corporation	Designer, manufacturer and marketer of a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	475	435	6,323

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
RMD*	ResMed	Leading developer, manufacturer and distributor of medical equipment for treating, diagnosing, and managing sleep-disordered breathing and other respiratory disorders	650	370	6,211
WEB	Webjet	Provider of online travel booking services. It is an online travel agency, which enables customers to search and book the domestic and international travel flight deals, travel insurance, car hire and hotel accommodation worldwide	550	450	6,120
OCL	Objective Corporation	Provider of information technology software and services	2,100	2,100	5,880
EVT	Event Hospitality & Entertainment	Entertainment, hospitality and leisure company with interests in cinemas, hotels and resorts	425	460	5,750
NXT	NEXTDC	Owns and operates large scale data centres across Australia	710	885	5,744
RHP	Rhipe	Provider of software licensing and cloud computing services on behalf of a number of large, multinational software vendors	2,500	2,000	5,720

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
CPU	Computershare	Provider of stock registration and transfer services to companies listed on various stock markets globally, as well as providing technology services for stock exchanges, investor services for shareholders and employee share plan management and the provision of bankruptcy, class action and mortgage servicing activities for various corporate clients globally	400	345	5,592
DLX	DuluxGroup	Engages in the manufacture and market of paints, coatings, and home improvement products	535	585	5,450
SPL	Starpharma Holdings	Engages in the research and development of dendrimer products for pharmaceutical, life science and other applications	2,280	3,980	5,412
OZL	OZ Minerals	Engages in the mining of copper and gold at developed mines as well as engaging in mining exploration and development projects	0	515	5,163
FNP	Freedom Foods Group	Engages in the manufacture and sale of food products, specialising in healthy cereal, snacking and beverage products and the export of UHT dairy products	1,695	1,000	5,080

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
ABC	Adelaide Brighton	Manufacturer and supplier of products to the building, construction, infrastructure, and mineral processing markets	480	1,245	5,030
TGR	Tassal Group	Producer of Atlantic Salmon from Tasmania	1,211	1,000	4,900
FRE	Freightways	Engages in the provision of express packages and business mail services as well information and destruction services both in Australia and New Zealand	0	585	4,727
NZX	NZX	Operates as a securities exchange, and also provides wealth management services for New Zealand advisers via its wealth technologies business	0	4,000	4,280
AD8	Audinate Group	Engages in the development and commercialisation of digital audio network solutions	0	533	4,260
TPM	TPG Telecom	Provider of a range of telecommunication services to residential users, small and medium enterprises, government and large corporates in Australia	1,150	650	4,186
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	601	414	4,055

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
SHV	Select Harvests	One of Australia's largest growers, processors and packager of nuts, focusing predominantly on almonds	550	550	3,988
HUB	HUB24	Provider of platform, investment, advisory and stock broking services to institutional, corporate and retail clients	495	325	3,861
XRO	Xero	Develops cloud-based accounting software for small and medium-sized businesses in New Zealand, Australia, the United Kingdom and the United States	50	60	3,596
ILU	Iluka Resources	Miner of zircon and titanium-based mineral sands products and owns an iron ore production royalty	650	325	3,500
CTD	Corporate Travel Management	Provider of travel management services to the corporate market. It offers business travel advisory services, bookings, ticketing, diagnostics and recommendations, ancillary services and also provides networking tools	80	142	3,199

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
APT	Afterpay Touch Group	Provider of payment solutions, primarily operating in the 'buy now, pay later' segment of the retail market	0	124	3,117
BLD	Boral	Engages in the provision of building and construction materials	900	600	3,072
PPS	Praemium	Provider of investment technology including SMA platforms and administration services for accountants, financial advisors, stockbrokers and fund administrators	0	7,500	3,000
SGM	Sims Metal Management	Is a leading recycler of metals and electronics globally, specialising in ferrous and non-ferrous metals and municipal waste recycling	0	275	2,987
VGL	Vista Group International	The leading supplier of software to the film industry, providing on-premise and cloud solutions to film exhibitors and producers	494	494	2,838

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
WOR	WorleyParsons	Provider of engineering, design and project delivery solutions to the hydrocarbon, minerals, metals, chemicals and infrastructure industries	0	187	2,745
FWD	Fleetwood Corporation	Manufactures, designs and supplies accommodation for the affordable housing industry, education and justice departments. It also handles the operation of accommodation villages in remote sites in Australia	0	1,505	2,558
WSP	Whispir	Engages in the provision of communications software and micro applications for enterprises	0	1,475	2,153
NWL	Netwealth Group	Is a diversified financial services company providing independent investment platform services to institutional, corporate and retail clients	268	268	2,141
RBL	Redbubble	Operator of a global online marketplace for print on demand products (including T-shirts and other clothing, wall art and home décor), based on user submitted artwork	1,115	2,013	1,822

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
BLX	Beacon Lighting Group	Australia's largest lighting and accessory retailer with integrated operations from design and sourcing, through to merchandising and retailing	2,032	1,608	1,673
PPT*	Perpetual	Diversified financial company offering investment management, financial advice and corporate trust services	110	40	1,672
ATS	Australis Oil & Gas	Engages in oil and gas exploration, development and production in the United States	5,732	5,732	1,490
LSX	Lion Selection Group	Mining investment company that invests in, and provides funding to mining companies in the project development phase	4,360	4,360	1,483
GTN	GTN	Supplier of traffic information reports to radio stations across each operating geography (Australia, Canada, United Kingdom and Brazil), providing advertisers in these markets with a unique and broad audience reach	991	1,550	1,410

Holdings of Securities continued

As at 30 June 2019

Code	Name	Principal Activity	Number Held 2018 '000	Number Held 2019 '000	Market Value 2019 \$'000
PKS	PKS Holdings	Is a healthcare company which provides clinical decision support software known as 'Rippledawn' which automates human decision making processes in health care organisations	0	5,500	1,045
EXP	Experience Co	An adventure tourism company offering experiences in tandem skydiving, hot air ballooning, white water rafting, canyoning, sea kayaking and tours to the Great Barrier Reef. It has operations throughout Australia and New Zealand	5,207	4,200	966
AEF	Australian Ethical Investment	Is a leading ethical wealth manager. It invests in portfolio of industries, which includes clean energy, sustainable products, medical solutions, innovative technology, healthcare, recycling, energy efficiency, education, and aged care	18	512	905
Total				363,427	

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

Major Transactions in the Investment Portfolio

Acquisitions	Cost \$'000
James Hardie Industries	9,202
Reliance Worldwide Corporation	6,329
Atlas Arteria	6,116
Freightways	4,595
OZ Minerals	4,579

Sales	Proceeds \$'000
Washington H. Soul Pattinson [#]	9,323
Challenger [#]	6,666
Navitas [#]	6,006
Lifestyle Communities	5,829
CYBG (Clydesdale Bank) [#]	5,136

[#] Complete disposals from the portfolio.

New Companies Added to the Investment Portfolio

James Hardie Industries
Atlas Arteria
Freightways
OZ Minerals
NZX
Fleetwood
WorleyParsons
Afterpay Touch Group
Audinate Group
Sims Metal Management
PKS Holdings

Company Particulars

Mirrabooka Investments Limited (MIR)
ABN 31 085 290 928

Directors

Terrence A Campbell AO, Chairman
Robert M Freeman, Managing Director
Ross E Barker
Ian A Campbell
Jacinth K Fairley
David E Meiklejohn AM

Company Secretaries

Matthew J Rowe
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/au/contact

For all enquiries about shareholdings
and related matters, please contact
the share registrar as above.

Australian Securities Exchange Code

MIR Ordinary shares

Shareholder Meeting

Annual General Meeting

Time 10.00am
Date Thursday 10 October 2019
Venue Westin Hotel
Location 205 Collins Street
Melbourne

The Annual Report for 2019 is available on Mirrabooka's website mirra.com.au or by contacting the Company on (03) 9650 9911.



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MIRRABOOKA
Investments Limited



MIRRABOOKA
Investments Limited

Finding opportunities in small
and medium-sized companies

The Annual General Meeting of Mirrabooka Investments Limited (ABN: 31 085 290 928, 'the Company') will be held at:

The Westin Melbourne, 205 Collins Street, Melbourne, Victoria at 10.00am (AEDT) on Thursday 10 October 2019.

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 (AEDT) on Tuesday 8 October 2019.

**Notice of Annual
General Meeting
2019**

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 2019.

(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 2019.

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

3. Re-election of Director

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

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

By Order of the Board



Matthew Rowe
Company Secretary
29 August 2019

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 2019. 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 2019 Annual Report can view or download it from the Company's website at:

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 2019 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 sections 250BD and 250R of the *Corporations Act 2001* (Cth), votes may not be cast, and the Company will disregard any votes cast, on the resolution proposed in Item 2 ('Resolution 2'):

- by or on behalf of any member of the key management personnel of the Company (a 'KMP member') whose remuneration details are included in the Remuneration Report and includes Directors, or any of their closely related parties, regardless of the capacity in which the votes are cast; or

- by any person who is a KMP member as at the time Resolution 2 is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 2:

- in accordance with a direction in the proxy appointment; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolution 2 is connected directly or indirectly with the remuneration of a KMP member.

If the Chairman of the Annual General Meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman to vote for or against, or to abstain from voting on, Resolution 2 by marking the appropriate box opposite Item 2 on the proxy form.

Pursuant to sections 250BD(2) and 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.

For the purposes of these voting exclusions:

A 'closely related party' of a KMP member means (1) a spouse or child of the KMP member, (2) a child of the KMP member's spouse, (3) a dependant of the KMP member or of the KMP member's spouse, (4) anyone else who is one of the KMP member's family and may be expected to influence the KMP member, or be influenced by the KMP member, in the KMP member's dealings with the Company, or (5) a company the KMP member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

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. Re-election of Director

Mr Terrence Campbell was last re-elected by shareholders at the 2016 Annual General Meeting and so is required to stand for re-election at this Annual General Meeting.

His biographical details are as follows:

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 Chairman Emeritus of Goldman Sachs Australia (formerly Goldman Sachs JBWere). Mr Campbell was formerly Chairman and Chief Executive of Goldman Sachs JBWere. He is a former Chairman of Australian Foundation Investment Company Limited (AFIC) and AMCIL Limited, and a former Director of Djerriwarrh Investments Limited.

The Board (with the exception of Mr T Campbell) recommends that shareholders vote in favour of the re-election of Mr T Campbell.

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

mirra.com.au/Corporate-Governance.aspx

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 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 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 **10.00am (AEDT) on Tuesday 8 October 2019**. 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. In certain circumstances 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 even if the shareholder has not expressly appointed the Chairman of the meeting as their proxy. This will occur where:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chairman of the meeting; and
- at the meeting, a poll is called on the resolution; and
- either of the following apply:
 - if a record of attendance is made for the AGM – the proxy is not recorded as attending; or
 - the proxy does not vote on the resolution.

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

Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067

Postal Address

GPO Box 242
Melbourne Victoria 3001

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

investorcentre.com/contact

Questions from Shareholders

Shareholders who are unable to attend the meeting or who prefer to register questions in advance are invited to use the question form included with their proxy form or via email agm@mirra.com.au. The deadline for receipt of questions to be considered at the AGM is 26 September 2019. During the course of the meeting, the Chairman will endeavour to address the themes most frequently raised in the submitted question forms. Please note that individual responses will not be sent to shareholders.





MIRRABOOKA
Investments Limited



MIR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

XX



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: 999999

SRN/HIN: I999999999

PIN: 99999

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 10.00am (AEDT) on Tuesday 8 October 2019**

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 10.00am (AEDT) on Tuesday 8 October 2019, 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 →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

XX

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 **The Westin Melbourne, 205 Collins Street, Melbourne, Victoria, at 10.00am (AEDT) on Thursday 10 October 2019** 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 Terrence A Campbell AO	<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

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date / /

253168_01_V3

All correspondence to:
MIR Share Registrar
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia

MIR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 9999999999

I ND

Questions from Shareholders

The Annual General Meeting (AGM) of Mirrabooka Investments Limited will be held at The Westin Melbourne, 205 Collins Street, Melbourne, Victoria, at 10.00am (AEDT) on Thursday 10 October 2019. Shareholders who are unable to attend the meeting, or who prefer to register questions in advance, are invited to submit any questions they have by completing and returning this form.

Please return your completed question form to our Share Registrar, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, or by facsimile to 1800 783 447 (outside Australia +61 3 9473 2555) by Thursday 26 September 2019. The envelope provided for the return of your proxy form may also be used for this purpose.

You may also submit written questions to the auditor if the questions are relevant to the content of the auditor's report or the conduct of the audit of the financial statements to be considered at the AGM.

We will endeavour, during the course of the AGM, to address the themes most frequently raised in the submitted question forms. Please note that individual responses will not be sent to shareholders.

Question(s):

Please mark if it is a question directed to the auditor

1

2

3

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