



MIRRABOOKA
Investments Limited

28 August 2023

The Manager
ASX Market Announcements
Australian Securities Exchange
Exchange Centre
Level 4
20 Bridge Street
Sydney NSW 2000

Mirrabooka Investments Limited
ABN 31 085 290 928
Level 21, 101 Collins St
Melbourne VIC 3000
T 03 9650 9911
F 03 9650 9100
invest@mirra.com.au
mirra.com.au

Electronic Lodgement

**Mirrabooka Investments Limited
Statutory Annual Report, Annual Shareholder Review and
Annual General Meeting Documentation**

Dear Sir / Madam

Please find attached the 2023 Statutory Annual Report, Annual Shareholder Review, and Annual General meeting Documentation being sent to shareholders.

Yours faithfully

Matthew Rowe
Company Secretary

Authorised by the Company Secretary

Finding Opportunities in
Small and Medium-Sized
Companies



Annual Report
2023



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.

Contents

3	DIRECTORS' REPORT	23	FINANCIAL STATEMENTS	43	DIRECTORS' DECLARATION
3	5 Year Summary	24	Income Statement	44	INDEPENDENT AUDIT REPORT
4	About the Company	25	Statement of Comprehensive Income		
6	Review of Operations and Activities	26	Balance Sheet	49	OTHER INFORMATION
13	Top 20 Investments	27	Statement of Changes in Equity		
14	Board Members	28	Cash Flow Statement	49	Information About Shareholders
17	Senior Executives			49	Major Shareholders
18	Remuneration Report	29	NOTES TO THE FINANCIAL STATEMENTS	50	Sub-underwriting
21	Non-audit Services			50	Substantial Shareholders
22	Auditor's Independence Declaration	29	A. Understanding Mirrabooka's Financial Performance	50	Transactions in Securities
		32	B. Costs, Tax and Risk	51	Major Transactions in the Investment Portfolio
		36	C. Unrecognised Items	52	Holdings of Securities
		37	D. Balance Sheet Reconciliations	56	Company Particulars
		39	E. Income Statement Reconciliations	57	Shareholder Information
		40	F. Further Information		

Year in Summary

2023

Profit for the Year

\$11.3m

\$6.7 million in 2022

Total Fully Franked Dividend

6.5¢ Final
4.5¢ Special
14.5¢
Total[#]

12 cents total in 2022, includes a 2 cent special dividend

Total Portfolio Return

17.9%
Including franking*

Combined S&P/ASX Small Ordinaries and Mid Cap 50 Accumulation Index including franking* 14.2%

Total Shareholder Return

-1.3%

Share price plus dividend including franking*

Management Expense Ratio

0.59%

0.46% in 2022

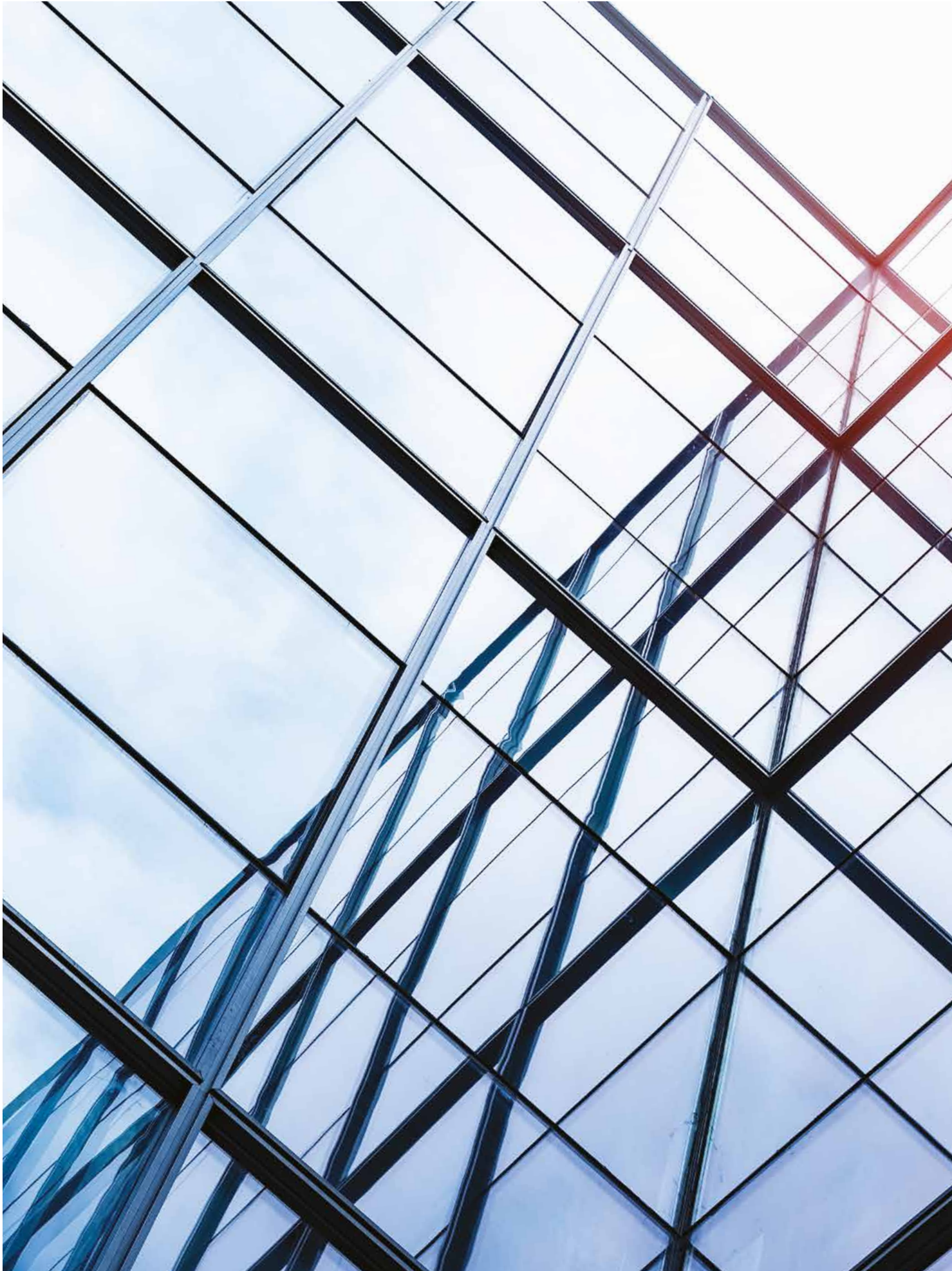
Total Portfolio

\$566.4m

Including cash at 30 June. \$510.4 million in 2022

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

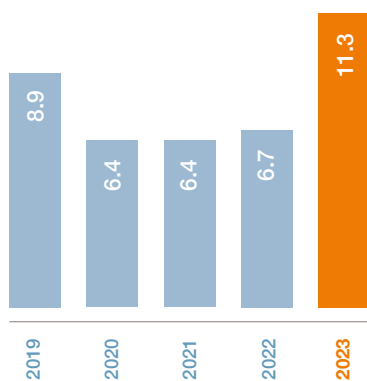
[#] Includes 3.5 cent interim dividend.



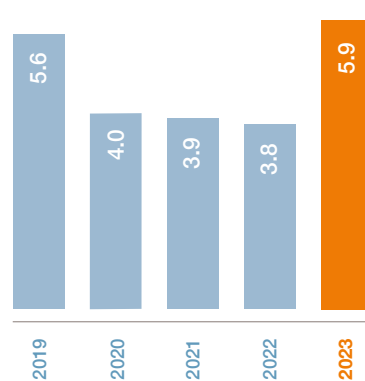
DIRECTORS' REPORT

5 Year Summary

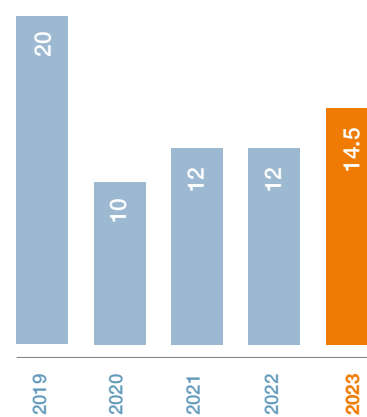
Net Profit After Tax
(\$ Million)



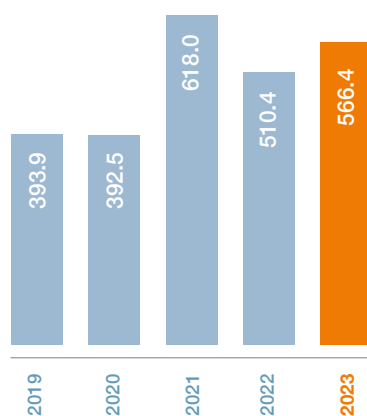
Net Profit Per Share
(Cents)



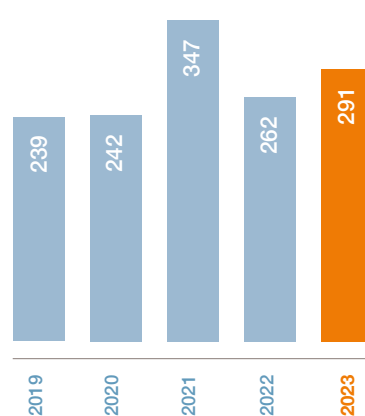
Dividends Per Share
(Cents)^(a)



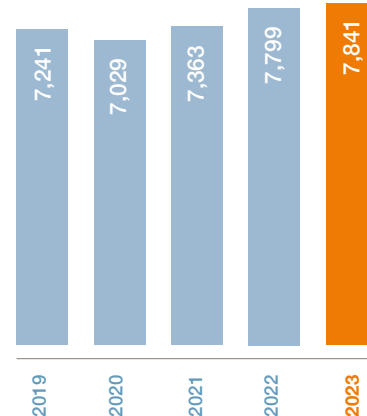
Investments at Market Value
(\$ Million)^(b)



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



Number of Shareholders
(30 June)



Notes

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

(b) Includes cash.

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

About the Company

Mirrabooka is a listed investment company specialising in investing in small and medium-sized companies located within Australia and New Zealand. Our general definition of small and medium-sized companies is those companies which fall outside the S&P/ASX 50 Leaders Index.

Investment Objectives

The Company aims to provide medium to long term investment gains through holding core investments in selected small and mid-sized companies.

To provide attractive fully franked dividend returns.

What We Look For When Investing

Business Quality

Attractive, sustainable return on capital prospects

No impediments to continued growth

Financial Strength

Balance sheet providing resilience and reinvestment potential

Returns supported by cash flow

Management

Act like a substantial shareholder, and often are

Experienced, effective, passionate



Approach to Managing the Portfolio

Investment Philosophy

Our investment philosophy is built on taking a medium to long term view on companies in a diversified portfolio with an emphasis on identifying and investing in quality companies that are likely to sustainably grow their earnings and dividends over this timeframe.

Quality in this context is an outcome of our assessment of the following factors:

1. We prefer companies that have a leadership position or are developing one within the industry in which they operate. This will often mean we are investing in a unique set of assets with competitive advantages that produces attractive returns on invested capital.
2. As a long term, tax aware investor we seek to be in companies that have a long term sustainable business model, with low risk of disruption. This helps to ensure portfolio turnover remains low. The analysis may consider technological disruption, environmental issues, including the impact of climate change, and social risks as all of these factors can have a material impact on the assessment of a company's long term sustainability.
3. We consider how a company's business can be potentially impacted by influences outside the control of management, such as change in government regulation and/or policy.
4. We are attracted to companies with outstanding management teams and boards with strong governance processes, whose interests are closely aligned with shareholders, and act in the best interest of all their stakeholders, including their employees, customers, suppliers and wider communities. We consider matters including safety, diversity, social impacts, environmental impact, and modern slavery where material or appropriate in the context of that company. We regularly review and meet with companies to ensure ongoing alignment with our investment frameworks. Our process may include an assessment of the board in terms of their past performance,

history of capital allocation, level of accountability, mix of skills, relevant experience and succession planning. We also consider a company's degree of transparency and disclosure.

Voting on resolutions is one of the key functions that a shareholder has in ensuring better long term returns and management of investment risk. We take input from proxy advisers but conduct our own evaluation of the merits of any resolution. We vote on all company resolutions as part of our regular engagement with the companies in the portfolio and our voting record is on the Company's website. We actively engage with companies when we are concerned about resolutions that are not aligned with shareholders' interests. We seek to stay engaged with the companies and satisfy ourselves that any issues are taken seriously and worked through constructively. Ideally we seek to remain invested to influence a satisfactory outcome for stakeholders.

5. We prefer companies with more stable income flows. We are wary of companies that have large, inconsistent profit streams.
6. We like our companies to be financially strong and the assessment of the balance sheet and the degree to which the company is self-funding is critical in our analysis. Cash generation is also an important consideration.

Analysis of the above factors helps to inform us of the structure of the industry and a company's sustainable competitive position as well as the quality of the people running the business, strength of the balance sheet and consistency of earnings. Within this analysis some key financial metrics are considered. These include return on capital employed, return on equity, the level of gearing in the balance sheet, margins and free cash flow generation.

Alongside the assessment of quality is an analysis of the ability of companies to grow earnings over time, which ultimately should drive dividend growth.

Recognising value is also an important aspect of sound long term investing. Short term measures such as the price earnings ratio, price to book or price to sales may be of some value but aren't necessarily strong predictors of future performance. Our assessment of value, tries to capture the opportunity a business has to prosper and thrive over the medium to long term.

Reporting of social and environmental issues will be influenced by the development of standards by the International Sustainability Standards Board (ISSB). Their potential introduction in Australia should enable investors over time to better make informed decisions on these issues based on company disclosures arising from these standards. Assessment of commitments and plans by companies to reach net zero by 2050 may also be considered having regard to several factors. These include the industry in which they operate, progress against their plans, their broader contribution to social good in addressing the challenge of reducing global carbon emissions, and the impact on their value if they fail to achieve their stated goals. In applying external data for benchmarking*, the current carbon intensity of Mirrabooka's portfolio is considerably less than its benchmark Index.

In building the investment portfolio with the principles outlined, we believe we can offer investors a well-diversified portfolio of quality small to medium-sized companies structured to deliver total returns ahead of its benchmark Index.

* Data provided by ISS ESG. Portfolio at 30 June 2023.

Review of Operations and Activities

Profit and Dividend

Full year profit was \$11.3 million, up from \$6.7 million in the corresponding period last year. The increase in profit was due to an increased contribution from investment income, which included a large special dividend from Oz Minerals. There was also a significant contribution from the trading portfolio primarily from a newly initiated holding in Medibank Private, and income from call option activity.

Adjustments made to the portfolio through the period produced realised gains after tax of \$16.6 million. In the corresponding period last year realised gains after tax were \$36.4 million.

The Company maintained the final dividend at 6.5 cents per share fully franked. A special fully franked dividend of 4.5 cents per share has also been declared following the strong realised capital gains for this and previous years. This brings total dividends for the year to 14.5 cents per share, fully franked. Last year total dividends were 12.0 cents per share fully franked, which included a 2.0 cent special dividend. Over the past 10 years Mirrabooka has paid in total 46.5 cents per share in fully franked special dividends.

The entire 6.5 cents of the final dividend and the 4.5 cents special dividend are sourced from capital gains, on which the Company has paid or will pay tax. The amount of the pre-tax attributable gain, known as an 'LIC capital gain', attached to this dividend is 15.7 cents. This enables some shareholders to claim a tax deduction in their tax return.

Further details are on the dividend statement.

Management Expense Ratio

The Management Expense Ratio of the Company has increased from 0.46 per cent to 0.59 per cent. This is a measure of the costs of running the Company and is equivalent to 59 cents for every \$100 that a shareholder has invested.

The MER is calculated as the administration costs of the Company as a proportion of the average portfolio value over the year. Approximately half of the increase

in the MER during the year came from the decrease in the average portfolio value over this period.

The remainder of the increase was primarily due to a reallocation of costs to better reflect the work involved in managing the Mirrabooka portfolio. Mirrabooka's portfolio is managed internally and does not charge any additional fees which leads to lower costs for shareholders when compared to similar funds.

The current MER is in line with historical norms i.e. 0.63 per cent in 2020 and 0.61 per cent in 2019.

Market and Portfolio Returns

The 12-month portfolio return for Mirrabooka including franking to 30 June 2023 was 17.9 per cent. The combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation benchmark return over the corresponding period, including franking, was 14.2 per cent. This outperformance was driven by the strong performance across a number of holdings in the portfolio, with the strongest contributors being IPD Group and Gentrack, which were up over 100 per cent for the period and are now in our top 20 holdings. Performance was also achieved with little exposure to the

more cyclical Mid Cap 50 Resources Accumulation Index which was up 33.3 per cent over the financial year (Figure 2).

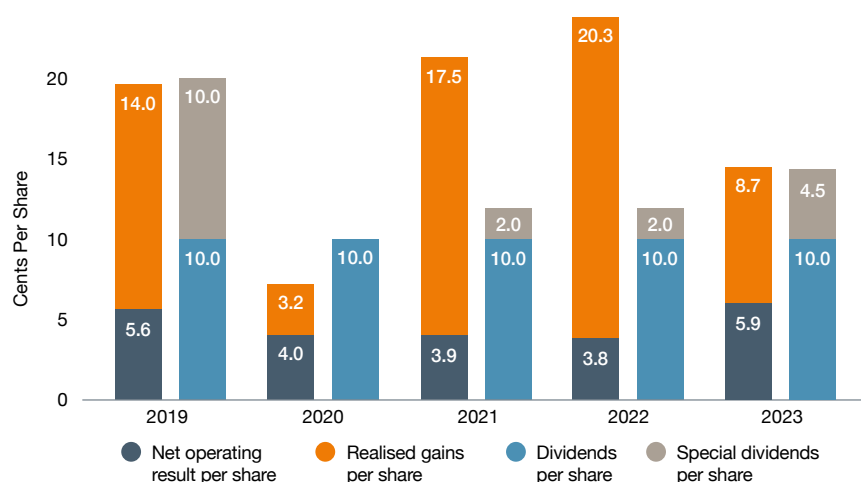
Of note was the significant outperformance of Mirrabooka in the second half of the financial year which was seven percentage points higher than the benchmark when the benefit of franking is included.

We have been surprised by the continued resilience and strength in markets over the financial year. In the face of underlying inflation that remains well above central bank target levels and a significant squeeze in the disposable income of consumers across the developed world, we view current valuations following this market strength with some caution.

We have however been served well this financial year by our investment approach that sees us remain largely fully invested in quality companies, rather than adjusting our settings dramatically with a view that we can accurately pick near-term market direction.

Drivers of portfolio performance came from three key sources.

Figure 1: Earnings Per Share and Dividends Per Share



Note: For 2023 dividends carried an LIC capital gain attributable part of 20.71 cents per share. For 2022 it was 17.14 cents per share, for 2021 it was 17.14 cents per share, for 2020 it was 14.29 cents per share, and for 2019 it was 20.72 cents.

Firstly, recent portfolio additions IPD Group (an electrical components distributor) and Gentrack (software provider to utility customers) were bought at what now looks like exceptional valuations as subsequent earnings growth has surpassed initial expectations.

Secondly, long-standing holdings Carsales.com and AUB Group have continued to deliver consistently attractive earnings growth and been rewarded with a lift in their valuations.

And finally, our patience as long-term investors focused on company fundamentals was rewarded as we remained invested in Temple & Webster Group, Reece and Pinnacle Investment Management Group, all of which experienced strong share price recovery over the financial year.

Another notable feature of the year was the strength in contribution of the trading and options portfolio. Trading opportunities were identified in AMP early in the financial year, which was sold for a profit as expected developments played out, and Medibank Private which was bought in late 2022 as market fears about the risk of its cyber breach saw valuation dislocate from fundamental fair value.

Figure 2: Comparative Performance of Resources and Industrials – Small and Mid Cap Sectors

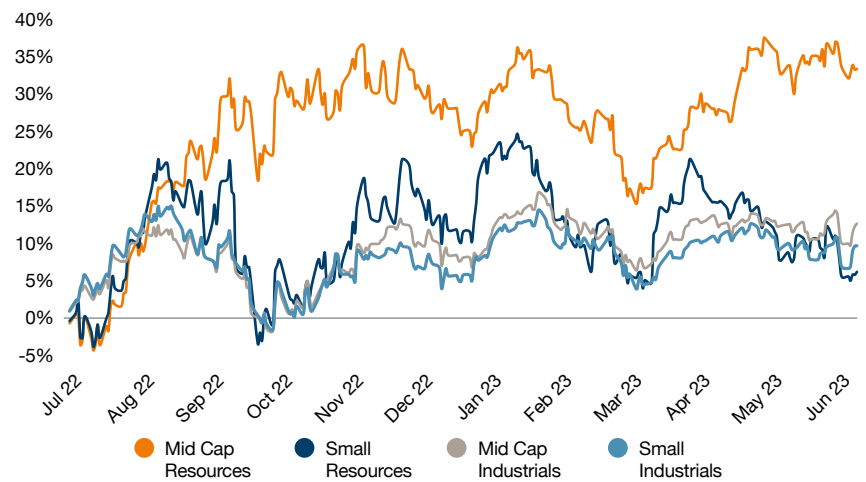
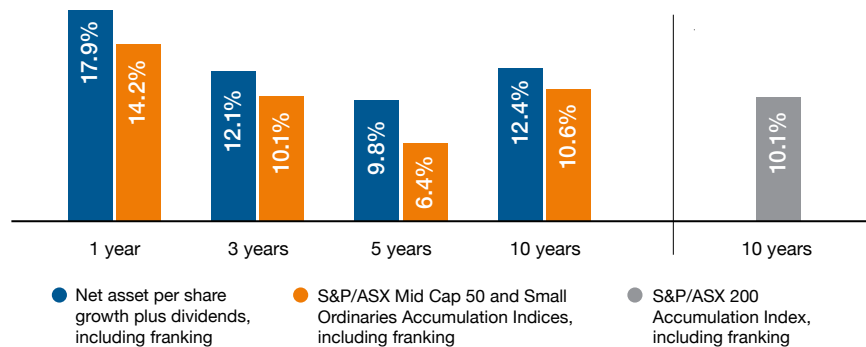


Figure 3: Portfolio Return Percentage Per Year to 30 June 2023 – Including the Benefit of Franking



Figures assume an investor can take full advantage of the franking credits. Past performance is not indicative of future performance.

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.



Review of Operations and Activities

continued

The selling of call options across selected holdings was also a stronger feature than is typical for Mirrabooka. This reflected a view that many significant portfolio positions experienced periods through the year where valuations became quite stretched. This allowed us to successfully capture option premium from counterparties prepared to position for further strength in these share prices.

Following the portfolio outperformance delivered in financial year 2023, Mirrabooka has outperformed its benchmark over all our commonly reported timeframes. We continue to focus most particularly on the 10-year measure as long-term investors, where we have delivered 12.4 per cent per annum including franking versus our benchmark of 10.6 per cent per annum (Figure 3).

Figure 3 outlines the cumulative return of Mirrabooka's portfolio relative to its Small Ordinaries and Mid Cap 50 benchmark over a 10-year period (includes the reinvestment of dividends and full benefit of franking). It is also interesting to note that Mirrabooka has also outperformed the broader S&P/ASX 200 Accumulation Index over this period.

Portfolio Changes

We continued to seek out new opportunities in the market throughout the financial year.

Of our most material purchases OFX (foreign currency provider to business and consumers), Ardent Leisure Group (Dreamworld theme park and significant cash holdings) and Vista Group (cinema software provider) were bought back into the portfolio following prior investment some years ago. This is not uncommon for us, as we actively meet with and follow many companies that we currently don't own or we may have previously

sold, looking for value opportunities in businesses with sufficient quality and run by management that we trust. Other material new additions were in Tourism Holdings (dominant campervan rental and sales business in Australia and New Zealand) and Lynas Rare Earths (largest producer of rare earths outside of China).

Our largest purchase overall was adding to our existing holding in IDP Education. Our assessment is that concern over recent regulatory increases in competition in their English language testing business has provided a buying opportunity for the compelling prospects it has as the global leader in placing international students in universities in Australia, Canada, the United Kingdom and the United States.

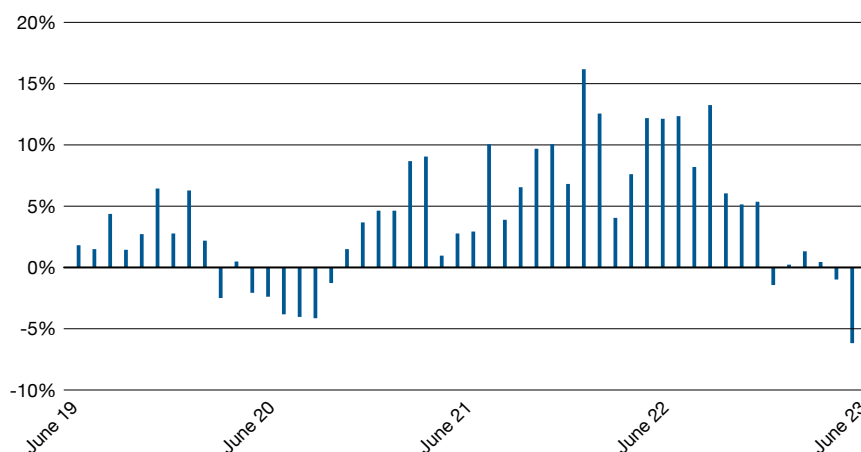
Our most material sales saw the disposal in full of long-standing holdings IRESS, InvoCare (including into a takeover offer), NEXTDC and Ansell. In these instances, we observed a maturing business profile making future growth and return on capital look less compelling.

We also sold our successful investment in Oz Minerals into a takeover offer by BHP.

Share Price Performance

At 30 June 2023, the share price was trading at a discount of 7 per cent to the net asset backing per share, which is well down from the 12 per cent premium at the beginning of the financial year. The recent history is shown in Figure 4. This produced a negative return for the share price over the financial year of 1.3 per cent including franking. Over the 10 years to 30 June 2023 the share price return including franking is 9.4 per cent versus the benchmark return including franking of 10.6 per cent.

Figure 4: Share Price Relative to Net Asset Backing





Review of Operations and Activities

continued

Outlook

Following the strong absolute and relative return we have seen from our portfolio over the 2023 calendar year to date, we are again somewhat cautious on the valuations we are observing. In many cases we don't feel that these valuations are fully reflecting the heightened near-term corporate earnings risk that we observe from the lagged impact of the recent increase in interest rates.

Taking a longer-term perspective, we continue to take very significant comfort from the quality of companies and management teams that we have invested Mirrabooka shareholder funds with. Reflecting on the significant volatility that buffeted these businesses through the pandemic and post-pandemic period, we have increased conviction in the quality of our portfolio and the ability of key holdings to successfully navigate a wide range of economic outcomes.

With our caution on valuation in some parts of our investment universe, we will maintain a close eye on the value on offer from new investment opportunities that we consider as we enter financial year 2024. This will see a patient approach as we await further market volatility, which seems likely considering the many unresolved macroeconomic risks that are likely to test markets in the near term.

Board Matters

Mr Terry Campbell, the Chairman of the Company, retired at the conclusion of the Annual General Meeting held on 13 October 2022. Mr Campbell was instrumental in the establishment of Mirrabooka in December 1998. He has been the Non-Executive Chairman since that date. The Board wishes to record its deepest thanks to Mr Campbell for his invaluable contribution to the Board deliberations over the last 24 years. His very broad industry experience at the highest levels of the Australian corporate world has been of outstanding value to the Board, executives and shareholders of Mirrabooka.

Mr Greg Richards was elected Chairman with effect from the conclusion of the Annual General Meeting on 13 October 2022. Mr Richards joined the Board in January 2021. Mr Richards was a Non-Executive Director of JB Hi-Fi for 12 years including eight years as Non-Executive Chairman, and was also chair of the JB Hi-Fi remuneration committee. Mr Richards has over 25 years' experience in the investment banking

industry, with 19 years at JBWere and Goldman Sachs JBWere, where he was an equity partner for 17 years, working primarily in equity capital markets. Mr Richards was previously Non-Executive Chairman of Vitaco Holdings Limited.

Mr Tony Walls was appointed as an Independent Non-Executive Director of the Company, effective 2 March 2023.

Figure 5: Price Earnings Ratio – Small Ordinaries Industrials



Figure 6: Price Earnings Ratio – Mid Cap 50 Industrials



Mr Walls is currently the Chief Executive Officer of Objective Corporation Limited, a position he has held since founding the business in 1987. He has wide experience as a CEO and a Director. He also brings significant expertise in the IT industry. His educational qualifications include a Bachelor of Mathematics (Computing Science) and a Graduate Diploma in Applied Finance (SIA). He is also a Fellow of the Australian Institute of Company Directors.

Capital Changes

As a result of the reinvestment of dividends, 909,160 shares were issued in August 2022 at a price of \$2.94 per share and 434,918 shares were issued in February 2023 at a price of \$2.72.

Under the Company's Dividend Substitution Share Plan, 59,626 new shares were issued at nil cost in August 2022 and 32,869 new shares were issued at nil cost in February 2023.

The Company's contributed equity, net of share issue costs, rose \$3.8 million to \$300.1 million from \$296.3 million. At the close of the year the Company had 191.6 million shares on issue.

Dividends

A final fully franked dividend of 6.5 cents per share and a special dividend of 4.5 cents, also fully franked, has been declared. Last year, the final dividend was also 6.5 cents with a special dividend of 2.0 cents.



Review of Operations and Activities

continued

The dividends paid during the year ended 30 June 2023 were as follows:

	\$'000
Final dividend for the year ended 30 June 2022 of 6.5 cents fully franked and a special dividend of 2.0 cents fully franked at 30 per cent paid 17 August 2022	15,392
Interim dividend for the year ended 30 June 2023 of 3.5 cents per share fully franked at 30 per cent paid 17 February 2023	6,599
	21,991

Financial Condition

The Company's financing consists primarily of shareholders' funds. It has access to bank facilities of \$10 million, which were not utilised during the year.

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 will 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 and their approach to, and management of, material Environmental, Social and Governance (ESG) risks.

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.

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.

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 2023

Includes investments held in both the investment and trading portfolios.

Value at Closing Prices at 30 June 2023

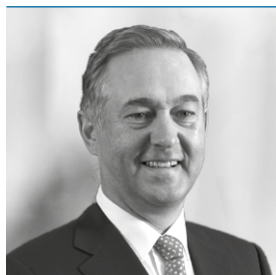
		Total Value \$ Million	% of the Portfolio
1	Macquarie Technology Group	30.1	5.5
2	Mainfreight	26.9	5.0
3	Carsales.com*	19.6	3.6
4	ARB Corporation	19.5	3.6
5	IDP Education	15.2	2.8
6	Reece*	14.6	2.7
7	REA Group*	14.4	2.6
8	Netwealth Group*	14.3	2.6
9	ResMed	14.3	2.6
10	Fisher & Paykel Healthcare Corporation*	13.9	2.6
11	EQT Holdings	13.8	2.5
12	Auckland International Airport	13.6	2.5
13	ALS	13.5	2.5
14	James Hardie Industries*	13.5	2.5
15	AUB Group*	13.4	2.5
16	Breville Group	12.3	2.3
17	IPD Group	12.0	2.2
18	Eagers Automotive*	11.8	2.2
19	Gentrack Group	11.2	2.1
20	Temple & Webster Group*	10.9	2.0
Total		308.7	

As percentage of total portfolio value (excludes cash)

56.8%

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

Board Members



Greg Richards

Chairman and Independent Non-Executive Director

B.EC (Hons)

Chairman of the Investment Committee.

Mr Richards is a Company Director who was appointed to the Board in January 2021 and appointed Chairman in October 2022. He was formerly Chair of JB Hi-Fi Limited after being a Non-Executive Director for 12 years, including eight years as Non-Executive Chairman, and was also Chair of the JB Hi-Fi remuneration committee. Mr Richards has over 25 years' experience in the investment banking industry, with 19 years at JBWere and Goldman Sachs JBWere, where he was an Equity Partner for 17 years, working primarily in equity capital markets. He was previously Non-Executive Chairman of Vitaco Holdings Limited.



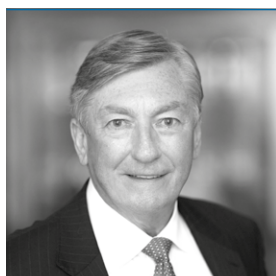
Mark Freeman

Managing Director

BE, MBA, Grad Dip
App Fin (Sec Inst),
AMP (INSEAD)

Member of the Investment Committee. Managing Director of Australian Investment Company Services Limited (AICS).

Mr Freeman became Chief Executive Officer and 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 investment markets and the Company's approaches, policies and processes. He is also Managing Director of Australian Foundation Investment Company Limited, Djerriwarrh Investments Limited and AMCIL Limited.



Ian A Campbell

Independent Non-Executive Director

FAICD

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 formerly a Non-Executive Director and Chairman of BWX Limited, Non-Executive Director of Energy Technologies Ltd and Managing Director of GUD Holdings Limited. He was also formerly Managing Director of Pacific Dunlop Cables Group.



Jacinth Fairley

Independent Non-Executive Director

BSc, BVSc (Hons),
MBA, FTSE, GAICD

Member of the Audit Committee.

Dr Fairley was appointed a Director of the Company in February 2018. She is currently the Chief Executive Officer of ASX-listed 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 senior management roles with companies including CSL and Faulding (now Pfizer). Dr Fairley is also a member of the Invest Victoria Advisory Board and an adviser to the Carnegie Innovation Fund.

Dr Fairley is a past member of the Melbourne Business School Board, Australian Federal Government's Commonwealth Science Council and Pharmaceutical Industry Working Group and the Australian Federal Ministerial Biotechnology Advisory Council.



Annette Kimmitt
AM

**Independent
Non-Executive
Director**

BBus(Acc)

Chair of the Audit Committee and Member of the Investment Committee.

Ms Kimmitt was appointed a Director of the Company in January 2021. Her executive career has included a range of senior roles with MinterEllison, Ernst & Young and the International Accounting Standards Board (IASB). She joined the IASB at its inception in 2001 and is one of the founding developers of International Financial Reporting Standards (IFRS). She is the Chief Executive Officer of the Victorian Gambling and Casino Control Commission and also a Non-Executive Director of Trawalla Group.

Ms Kimmitt was appointed in 2020 to Monash University's Industry Council of Advisors. She was formerly a Non-Executive Director and Chair of the Finance, Audit and Risk Committee of the Melbourne Business School since 2010 and a member of the Business Council of Australia's Economic Policy and Competitiveness Committee between 2018 and 2021.



Tony Walls

**Independent
Non-Executive
Director**

B.Math (Computing
Science), Grad.Dip in
Applied Finance (SIA),
FAICD

Mr Walls was appointed a Director of the Company in March 2023. He is currently the Chief Executive Officer of Objective Corporation Limited, a position he has held since founding the business in 1987. He has wide experience as a CEO and a Director. He also brings significant expertise in the IT industry.

Board Members

continued

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 2023 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
G Richards	10	10	17	17	-	4 [#]
RM Freeman	10	9	17	16	-	4 [#]
IA Campbell	10	10	17	17	4	4
TA Campbell*	3	3	4	3	-	2 [#]
JK Fairley	10	9	-	15 [#]	4	4
AA Kimmitt	10	9	15 [^]	14	4	4
TB Walls**	3	3	-	6 [#]	-	-

Attended meetings by invitation.

* TA Campbell retired from the Board on the 5 October 2022.

** T Walls was appointed to the Board on 2 March 2023.

^ AA Kimmitt was granted a leave of absence on two occasions.

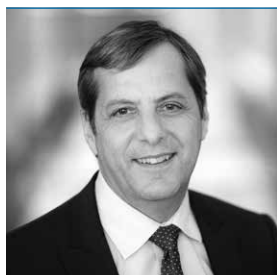
Retirement, Election and Continuation in Office of Directors

Mr TB Walls, having been appointed by the Board in March 2023 will offer himself for election at the forthcoming 2023 Annual General Meeting (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.

Senior Executives



Geoffrey N Driver

General Manager Business Development and Investor Relations

BEd, Grad Dip Finance,
MAICD

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 was formerly Chairman of Trust for Nature (Victoria).



Andrew JB Porter

Chief Financial Officer/Company Secretary

MA (Hons) (St And),
FCA, MAICD

Mr Porter joined the Company in January 2005. He is a Chartered Accountant and has had over 25 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 a Director of the Auditing and Assurance Standards Board (AUASB) and a Director of the Anglican Foundation. Mr Porter is a former Chair of The Group of 100 (G100), the peak body for CFOs.



Matthew J Rowe

Company Secretary

BA (Hons), MSc Corp
Gov, FGIA, FCG

Mr Rowe joined the Company in July 2016. He is a Chartered Secretary with over 18 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 he was the Company Secretarial Manager for a Funds Management Company based in the United Kingdom.

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 2021 was \$750,000.

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.

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 2023 were as follows:

	Primary Fee \$	Post- employment Superannuation \$	Total Remuneration \$
G Richards – Chairman (Non-Executive) appointed Chairman 13 October 2022			
2023	122,782	12,892	135,674
2022	71,802	7,198	79,000
TA Campbell – Chairman (Non-Executive) retired 13 October 2022			
2023	40,798	4,284	45,082
2022	143,604	14,396	158,000
IA Campbell (Non-Executive)			
2023	71,493	7,507	79,000
2022	71,802	7,198	79,000
JK Fairley (Non-Executive)			
2023	71,493	7,507	79,000
2022	71,802	7,198	79,000
RM Freeman (Executive)			
2023	-	-	-
2022	-	-	-
AA Kimmitt (Non-Executive)			
2023	71,493	7,507	79,000
2022	71,802	7,198	79,000
DE Meiklejohn (Non-Executive) retired 5 October 2021			
2022	18,934	1,898	20,832
TB Walls (Non-Executive) appointed 2 March 2023			
2023	23,831	2,502	26,333
Total remuneration: Directors			
2023	401,890	42,199	444,089
2022	449,746	45,086	494,832

(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 amount of \$174,000 was paid to TA Campbell in accordance with this policy during the year.

(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 (2022: 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 2023, 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 (changes include the conversion of MIRNB shares into MIR shares):

MIR Ordinary Shares	Balance at 1 July 2022	Net Changes	Balance at 30 June 2023
TA Campbell	3,022,204	n/a	n/a
IA Campbell	107,135	9,636	116,771
JK Fairley	29,890	11,500	41,390
RM Freeman	230,201	28,478	258,679
AA Kimmitt	26,770	9,966	36,736
G Richards	23,249	11,220	34,469
TB Walls	n/a	-	-
GN Driver	63,146	12,902	76,048
AJB Porter	23,538	4,404	27,942
MJ Rowe	5,342	1,248	6,590

MIRNB Shares	Balance at 1 July 2022	Net Changes	Balance at 30 June 2023
TA Campbell	19,932	n/a	n/a
IA Campbell	4,983	(4,983)	-
JK Fairley	9,966	(9,966)	-
RM Freeman	18,271	(18,271)	-
AA Kimmitt	9,966	(9,966)	-
G Richards	9,966	(9,966)	-
GN Driver	9,966	(9,966)	-
AJB Porter	3,322	(3,322)	-
MJ Rowe	996	(996)	-

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

Remuneration Report

continued

(e) Relationship with AICS

As noted above, the Company has no employees. Day-to-day operations and investment activities are carried out under the Board's direction by employees of Australian Investment Company Services Limited (AICS). Mirrabooka has a Director who represents the Company at AICS Board and Audit, Risk and Remuneration Committee meetings. This representative is usually the Chair of the Audit Committee.

The Remuneration Report of the Parent (Australian Foundation investment Company) includes full details of the basis upon which the executives of AICS are remunerated. Mirrabooka bears a portion of the cost of this remuneration through the fee which AICS charges.

Part of the incentive payments that the executives are eligible for is based on the performance of Mirrabooka. These incentive payments are all 'at risk' and are dependent upon Company and personal performance.

The portion of incentive payments that relate to Mirrabooka are designed to reflect the risks that the Company and its shareholders face and how the Company has responded to those risks. In particular:

- the key performance indicators chosen to determine performance-related pay are those that the Company considers most relevant to its objectives of improving shareholder wealth over the medium to long term; and
- the focus is on performance over the medium to long term with only a small proportion of incentive being dependent on a single year's performance.

Executives are expected to build, over time, a relevant holding of Mirrabooka shares.

As well as personal objectives (20 per cent of potential target incentive), which include advice to the Board, succession planning, management of staff, risk management, service levels of internal support functions and promotion of corporate culture and satisfaction of key internal stakeholders, a portion of any incentive awarded is based on investment and Company performance (80 per cent of target annual incentive, 15 per cent of which is dependent on Mirrabooka's performance).

The portion related to Mirrabooka's performance takes account of the following factors:

- (a) Management expense ratio (MER): at Board discretion but normally measured against prior years' results.
- (b) Relative investment return: measure of the return on the portfolio invested (including cash) over the previous one, three, five and 10 years, relative to the combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation Indices.
- (c) Gross return (GR): measure of the movement in the net asset backing of the Company (per share) plus the dividends assumed to be reinvested, grossed up for franking credits over the previous one, three, five and 10 years. This return is compared to the combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation Indices grossed up for franking credits.

For the Managing Director, the total target amount of incentive that can be paid is 100 per cent of the Fixed Annual Remuneration (FAR) whilst for the other executives it is 50 per cent. As noted above, Mirrabooka only bears a portion of these costs through the payments that it makes to AICS.

The Board monitors these measures to ensure that they remain consistent and aligned with the objectives of the Company.

Details of the incentives paid during the year, and the outcomes of the relevant measures, including Mirrabooka's performance against the targets, are available in the AFIC Annual Report, available on its website afi.com.au.

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 Auditor's Independence Declaration is set out on page 22.

This report in relation to the financial year to 30 June 2023 is presented by the Directors of the Company in accordance with a resolution of Directors.



Greg Richards
Chairman

Melbourne
3 August 2023



Auditor's Independence Declaration

As lead auditor for the audit of Mirrabooka Investments Limited for the year ended 30 June 2023, 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 cursive script that reads 'Kate L Logan'.

Kate L Logan
Partner
PricewaterhouseCoopers

Melbourne
3 August 2023

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999
Liability limited by a scheme approved under Professional Standards Legislation.

FINANCIAL STATEMENTS

23	FINANCIAL STATEMENTS	37	D. Balance Sheet Reconciliations
24	Income Statement	37	D1. Current Assets – Cash
25	Statement of Comprehensive Income	37	D2. Revaluation Reserve
26	Balance Sheet	37	D3. Realised Capital Gains Reserve
27	Statement of Changes in Equity	38	D4. Retained Profits
28	Cash Flow Statement	38	D5. Share Capital
29	NOTES TO THE FINANCIAL STATEMENTS	39	E. Income Statement Reconciliations
29	A. Understanding Mirrabooka’s Financial Performance	39	E1. Reconciliation of Net Cash Flows From Operating Activities to Profit
29	A1. How Mirrabooka Manages its Capital	39	E2. Tax Reconciliations
29	A2. Investments Held and How They Are Measured	40	F. Further Information
30	A3. Operating Income	40	F1. Related Parties
31	A4. Dividends Paid	40	F2. Remuneration of Auditors
32	A5. Earnings Per Share	41	F3. Segment Reporting
32	B. Costs, Tax and Risk	42	F4. Summary of Other Accounting Policies
32	B1. Management Costs		
33	B2. Tax		
34	B3. Risk		
36	C. Unrecognised Items		
36	C1. Contingencies		

Income Statement

For the Year Ended 30 June 2023

	Note	2023 \$'000	2022 \$'000
Dividends and distributions	A3	11,218	10,320
Revenue from deposits and bank bills		527	7
Other revenue		5	9
Total revenue		11,750	10,336
Net gains/(losses) on trading portfolio		3,406	(951)
Income from options written portfolio		1,292	765
Income from operating activities		16,448	10,150
Borrowing expenses		(90)	(95)
Administration expenses	B1	(3,202)	(2,821)
Profit for the year before income tax		13,156	7,234
Income tax expense	B2, E2	(1,846)	(508)
Profit for the year		11,310	6,726
		Cents	Cents
Basic earnings per share	A5	5.92	3.76

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

Statement of Comprehensive Income

For the Year Ended 30 June 2023

	Year to 30 June 2023			Year to 30 June 2022		
	Revenue ¹ \$'000	Capital ¹ \$'000	Total \$'000	Revenue ¹ \$'000	Capital ¹ \$'000	Total \$'000
Profit for the year	11,310	-	11,310	6,726	-	6,726
Other comprehensive income						
Gains/(losses) for the period on securities	-	72,909	72,909	-	(128,026)	(128,026)
Tax on above	-	(21,873)	(21,873)	-	38,747	38,747
Total other comprehensive income	-	51,036	51,036	-	(89,279)	(89,279)
Total comprehensive income	11,310	51,036	62,346	6,726	(89,279)	(82,553)

1. 'Capital' includes realised or unrealised gains or losses on securities in the investment 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 2023

	Note	2023 \$'000	2022 \$'000
Current assets			
Cash	D1	23,330	27,396
Receivables		470	2,839
Trading portfolio		10,442	5,470
Total current assets		34,242	35,705
Non-current assets			
Deferred tax assets	E2	-	94
Investment portfolio	A2	533,707	477,615
Total non-current assets		533,707	477,709
Total assets		567,949	513,414
Current liabilities			
Payables		2,562	2,185
Tax payable		6,469	13,885
Options sold		1,097	33
Total current liabilities		10,128	16,103
Non-current liabilities			
Deferred tax liabilities – investment portfolio	B2	52,870	37,086
Deferred tax liabilities – other	E2	532	-
Total non-current liabilities		53,402	37,086
Total liabilities		63,530	53,189
Net assets		504,419	460,225
Shareholders' equity			
Share capital	A1, D5	300,148	296,309
Revaluation reserve	A1, D2	100,338	65,900
Realised capital gains reserve	A1, D3	59,633	65,026
Retained profits	A1, D4	44,300	32,990
Total shareholders' equity		504,419	460,225

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

Statement of Changes in Equity

For the Year Ended 30 June 2023

Year Ended 30 June 2023	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		296,309	65,900	65,026	32,990	460,225
Dividends paid	A4	-	-	(21,991)	-	(21,991)
Shares issued under Dividend Reinvestment Plan	D5	3,856	-	-	-	3,856
Other share capital adjustments		(17)	-	-	-	(17)
Total transactions with shareholders		3,839	-	(21,991)	-	(18,152)
Profit for the year		-	-	-	11,310	11,310
Other comprehensive income (net of tax)						
Net gains for the period		-	51,036	-	-	51,036
Other comprehensive income for the year		-	51,036	-	-	51,036
Transfer to realised capital gains of cumulative gains on investments sold		-	(16,598)	16,598	-	-
Total equity at the end of the year		300,148	100,338	59,633	44,300	504,419

Year Ended 30 June 2022	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		250,948	191,540	49,018	26,264	517,770
Dividends paid	A4	-	-	(20,353)	-	(20,353)
Shares issued under Dividend Reinvestment Plan	D5	3,347	-	-	-	3,347
Shares issued under Share Purchase Plan	D5	42,101	-	-	-	42,101
Other share capital adjustments		(87)	-	-	-	(87)
Total transactions with shareholders		45,361	-	(20,353)	-	25,008
Profit for the year		-	-	-	6,726	6,726
Other comprehensive income (net of tax)						
Net losses for the period		-	(89,279)	-	-	(89,279)
Other comprehensive income for the year		-	(89,279)	-	-	(89,279)
Transfer to realised capital gains of cumulative gains on investments sold		-	(36,361)	36,361	-	-
Total equity at the end of the year		296,309	65,900	65,026	32,990	460,225

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

Cash Flow Statement

For the Year Ended 30 June 2023

	Note	2023 \$'000 Inflows/ (Outflows)	2022 \$'000 Inflows/ (Outflows)
Cash flows from operating activities			
Sales from trading portfolio		12,541	7,446
Purchases for trading portfolio		(14,106)	(18,351)
Interest received		527	7
Proceeds from entering into options in options written portfolio		3,905	1,111
Payment to close out options in options written portfolio		(1,549)	(355)
Dividends and distributions received		11,029	9,279
		12,347	(863)
Other receipts		5	9
Administration expenses		(3,323)	(2,821)
Borrowing expenses		(90)	(95)
Income taxes paid		(310)	(162)
Net cash inflow/(outflow) from operating activities	E1	8,629	(3,932)
Cash flows from investing activities			
Sales from investment portfolio		104,655	134,866
Purchases for investment portfolio		(85,048)	(145,428)
Tax paid on capital gains		(14,150)	(10,944)
Net cash inflow/(outflow) from investing activities		5,457	(21,506)
Cash flows from financing activities			
Share issue under SPP		-	42,101
Share issue costs		(17)	(87)
Dividends paid		(18,135)	(17,006)
Net cash inflow/(outflow) from financing activities		(18,152)	25,008
Net increase/(decrease) in cash held		(4,066)	(430)
Cash at the beginning of the year		27,396	27,826
Cash at the end of the year	D1	23,330	27,396

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:

	2023 \$'000	2022 \$'000
Share capital	300,148	296,309
Revaluation reserve	100,338	65,900
Realised capital gains reserve	59,633	65,026
Retained profits	44,300	32,990
	504,419	460,225

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:

	2023 \$'000	2022 \$'000
Equity instruments (at market value)	533,707	477,615
	533,707	477,615

All options written by the Company and open at year end are call options. If all options were exercised (excluding options in the trading portfolio), this would lead to the sale of \$39.5 million worth of securities at an agreed price – the 'exposure' (2022: \$2.2 million).

\$8.0 million of shares are lodged with ASX Clear Pty Ltd as collateral for sold option positions written by the Company (2022: \$7.0 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 and the Company's investment in Marketplacer which is Level 3). 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 2023 and 30 June 2022 were as follows:

	30 June 2023	30 June 2022
	\$	\$
Net Tangible Asset Backing Per Share		
Before tax	2.91	2.62
After tax	2.63	2.42

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 from the investment portfolio, 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 \$102.4 million (2022: \$138.5 million) of equity securities were sold. The cumulative gain on the sale of securities from the investment portfolio was \$16.6 million for the period after tax (2022: \$36.4 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 2023 is set out below.

	2023	2022
	\$'000	\$'000
Dividends and distributions		
Securities held in investment portfolio at 30 June	9,105	8,572
Investment securities sold during the year	1,984	1,543
Securities held in trading portfolio at 30 June	122	-
Trading securities sold during the year	7	205
	11,218	10,320

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.

	2023 \$'000	2022 \$'000
Net Gains		
Net realised gains/(losses) from trading portfolio	1,853	(402)
Realised gains/(losses) on options written portfolio	1,379	762
Unrealised gains/(losses) from trading portfolio	1,553	(549)
Unrealised gains/(losses) from options written portfolio	(87)	3
	4,698	(186)

A4. Dividends Paid

The dividends paid and payable for the year ended 30 June 2023 are shown below:

	2023 \$'000	2022 \$'000
(a) Dividends Paid During the Year		
Final dividend for the year ended 30 June 2022 of 6.5 cents fully franked and a special dividend of 2 cents fully franked paid on 17 August 2022 (3.25 cents and 1 cent for the MIRNB shares) (2022: 6.5 cents fully franked and a special dividend of 2 cents full franked paid on 17 August 2021)	15,392	14,251
Interim dividend for the year ended 30 June 2023 of 3.5 cents per share fully franked paid 17 February 2023 (2022: 3.5 cents fully franked paid 17 February 2022)	6,599	6,102
	21,991	20,353
Dividends paid in cash	18,135	17,006
Dividends reinvested in shares	3,856	3,347
	21,991	20,353
(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	32,617	32,131
Impact on the franking account of dividends declared but not recognised as a liability at the end of the financial year:	(9,031)	(6,672)
Net available	23,586	25,459
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:	55,034	59,404
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.		
(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 and a 4.5 cents special dividend, also fully franked. The aggregate amount of the final and special dividends for the year to 30 June 2023 to be paid on 17 August 2023, but not recognised as a liability at the end of the financial year is:	21,073	
(d) Listed Investment Company Capital Gain Account		
Balance of the Listed Investment Company (LIC) capital gain account	44,621	52,403
This equates to an attributable amount of	63,744	74,861

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. \$30.1 million of the attributable amount will be paid out as part of the final and special dividends on 17 August 2023.

Notes to the Financial Statements

continued

A5. Earnings Per Share

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

Basic Earnings Per Share	2023 Number	2022 Number
Weighted average number of ordinary shares used as the denominator	191,145,170	178,934,861
	\$'000	\$'000
Profit for the year	11,310	6,726
	Cents	Cents
Basic earnings per share	5.92	3.76

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:

	2023 \$'000	2022 \$'000
Administration fees paid to AICS	(2,058)	(1,702)
Other administration expenses	(1,144)	(1,119)
	(3,202)	(2,821)

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 and the provision of key personnel.

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 \$
2023			
Directors	401,890	42,199	444,089
2022			
Directors	449,746	45,086	494,832

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 (2022: 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.

Tax Expense

The income tax expense for the period is shown below:

(a) Reconciliation of Income Tax Expense to Prima Facie Tax Payable

	2023 \$'000	2022 \$'000
Net profit before income tax expense	13,156	7,234
Tax at the Australian tax rate of 30 per cent (2022: 30 per cent)	3,947	2,170
Tax offset for franked dividends received	(2,099)	(2,003)
Trading losses treated as capital	-	340
Tax effect of sundry items taxable but not included in income or not taxable in the current year	(2)	18
	1,846	525
Over provision in prior years	-	(17)
Total tax expense	1,846	508

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 2023 is 30 per cent (30 June 2022: 30 per cent).

	2023 \$'000	2022 \$'000
Deferred tax liabilities on unrealised gains in the investment portfolio	52,870	37,086
Opening balance at 1 July	37,086	89,985
Tax on realised gains (at 30 per cent)	(6,089)	(14,152)
Charged to OCI for ordinary securities on gains or losses for the period	21,873	(38,747)
	52,870	37,086

Notes to the Financial Statements

continued

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 \$18.7 million and \$37.4 million respectively, at a tax rate of 30 per cent (2022: \$16.7 million and \$33.4 million).

A general fall in market prices of 5 per cent and 10 per cent, if spread equally over the liabilities in the options portfolio, would be immaterial (2022: immaterial).

A general fall in market prices of 5 per cent and 10 per cent, if spread equally over the assets in the trading portfolio, would have led to a reduction in net profit of \$365,500 and \$731,000 at a tax rate of 30 per cent (2022: \$191,000 and \$383,000).

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:

	2023 %	2022 %
Energy	1.69	2.66
Materials	3.36	3.40
Industrials	23.10	18.05
Consumer Discretionary	17.93	17.56
Consumer Staples	0.07	0.28
Healthcare	7.23	9.00
Financials	15.72	13.30
Real Estate	2.74	3.47
Information Technology and Telecoms	24.04	26.91
Cash	4.12	5.37

There was one investment representing over 5 per cent of the investment portfolio at 30 June 2023 – Macquarie Technology (formerly Macquarie Telecom) (5.5 per cent) (2022: two: Mainfreight (5.8 per cent) and Macquarie Telecom (5.4 per cent)).

Mirrabooka is not currently materially exposed to interest rate risk as the majority of its cash investments are in an overnight 'at call' account invested in cash management trusts which invest predominantly in securities with an A1+ rating which are for fixed rates for short term duration. 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. Receivables also include dividends from securities that have passed the record date for the distribution but have not been paid as at balance date.

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. As at 30 June 2023, no such investments are held (2022: nil).

Liquidity Risk

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

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

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

Notes to the Financial Statements

continued

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

	Less Than 6 Months \$'000	6-12 Months \$'000	Greater Than 1 Year \$'000	Total Contractual Cash Flows \$'000	Carrying Amount \$'000
30 June 2023					
Non-derivatives					
Payables	2,562	-	-	2,562	2,562
	2,562	-	-	2,562	2,562
30 June 2022					
Non-derivatives					
Payables	2,185	-	-	2,185	2,185
	2,185	-	-	2,185	2,185

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

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 notes to the financial statements are included here. These are 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

	2023 \$'000	2022 \$'000
Cash at bank	503	499
Cash Management Trusts	22,827	26,897
	23,330	27,396

Cash holdings yielded an average floating interest rate of 2.97 per cent (2022: 0.08 per cent). All cash investments are held in a transactional account or an overnight 'at call' account invested in cash management trusts which invest predominantly in securities with an A1+ rating.

The Company also has access to a \$10 million liquidity facility with the Commonwealth Bank of Australia, which expires in May 2025. It remains undrawn at balance date.

D2. Revaluation Reserve

	2023 \$'000	2022 \$'000
Opening balance at 1 July	65,900	191,540
Gains/(losses) on investment portfolio		
– Equity instruments	72,909	(128,026)
Provision for tax on above	(21,873)	38,747
Cumulative taxable realised (gains)/losses (net of tax)	(16,598)	(36,361)
	100,338	65,900

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

	2023 \$'000	2022 \$'000
Opening balance at 1 July	65,026	49,018
Dividends paid	(21,991)	(20,353)
Cumulative taxable realised gains for period through OCI (net of tax)	16,598	36,361
	59,633	65,026

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

Notes to the Financial Statements

continued

D4. Retained Profits

	2023 \$'000	2022 \$'000
Opening balance at 1 July	32,990	26,264
Dividends paid	-	-
Profit for the year	11,310	6,726
	44,300	32,990

This reserve relates to past profits.

D5. Share Capital

Date	Details	Notes	Number of Shares '000	Issue Price \$	Paid-up Capital \$'000
1/7/2021	Balance		175,194		250,948
17/8/2021	Dividend Reinvestment Plan	i	622	3.70	2,304
17/8/2021	Dividend Substitution Share Plan	ii	29	3.70	n/a
17/2/2022	Dividend Reinvestment Plan	i	286	3.64	1,043
17/2/2022	Dividend Substitution Share Plan	ii	15	3.64	n/a
11/4/2022	Share Purchase Plan	iii	13,987	3.01	42,101
Various	Costs of issue				(87)
30/6/2022	Balance		190,133		296,309
17/8/2022	Dividend Reinvestment Plan	i	909	2.94	2,673
17/8/2022	Dividend Substitution Share Plan	ii	60	2.94	n/a
17/2/2023	Dividend Reinvestment Plan	i	435	2.72	1,183
17/2/2023	Dividend Substitution Share Plan	ii	33	2.72	n/a
Various	Costs of issue		-		(17)
30/6/2023	Balance		191,570		300,148

- 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.
- ii. The Company has a Dividend Substitution Share Plan (DSSP) whereby shareholders may elect to forgo a dividend and receive shares instead. Pricing for the DSSP shares is done as per the DRP shares.
- iii. The Company had a Share Purchase Plan (SPP) during the previous period. Shareholders could apply for up to \$30,000 worth of new securities. Shares were issued at a 10 per cent discount to the five-day VWAP calculated up to and including the day on which the SPP closed (4 April 2022). New shares issued under the SPP were given the code MIRNB and were entitled to 50 per cent of the final dividend paid on 17 August 2022, and converted into ordinary shares on the ex-dividend date of 27 July 2022.

All shares have been fully paid, rank pari passu (except as related to dividends as noted above) and have no par value.

E. Income Statement Reconciliations

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

	2023 \$'000	2022 \$'000
Profit for the year	11,310	6,726
Net decrease (increase) in trading portfolio	(4,972)	(1,820)
Sale of stock from trading portfolio to investment portfolio	-	(8,854)
Increase (decrease) in options sold portfolio	1,064	(8)
Dividends received as securities under DRP investments	-	-
Decrease (increase) in current receivables	2,369	(2,477)
– Less (decrease) increase in receivables for investment portfolio	(2,291)	2,373
Increase (decrease) in deferred tax liabilities	16,410	(52,987)
– Less (increase) decrease in deferred tax liability on investment portfolio	(15,784)	52,899
Increase (decrease) in current payables	377	2,004
– Less decrease (increase) in payables for investment portfolio	(501)	(2,000)
Increase (decrease) in provision for tax payable	(7,416)	3,420
– Less CGT provision	(6,089)	(14,152)
– Add taxes paid on capital gains	14,152	10,944
Net cash flows from operating activities	8,629	(3,932)

E2. Tax Reconciliations

Tax Expense Composition

	2023 \$'000	2022 \$'000
Charge for tax payable relating to the current year	1,220	613
Over provision in prior years	-	(17)
(Increase) decrease in deferred tax assets	626	(88)
	1,846	508
Amounts Recognised Directly Through Other Comprehensive Income		
Net increase/(decrease) in deferred tax liabilities relating to capital gains tax on the movement in gains in the investment portfolio	21,873	(38,747)
	21,873	(38,747)

Notes to the Financial Statements

continued

Deferred Tax Assets and Liabilities

The deferred tax balances are attributable to:

	2023 \$'000	2022 \$'000
(a) Tax on unrealised gains or losses in the trading portfolio	(466)	165
(b) Tax on unrealised gains/losses in the options written portfolio	25	(1)
(c) Provisions and expenses charged to the accounting profit which are not yet tax deductible	18	53
(d) Interest and dividend income receivable which is not assessable for tax until receipt	(109)	(123)
	(532)	94
Movements:		
Opening asset balance at 1 July	94	6
Credited/(charged) to Income statement	(626)	88
	(532)	94

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 Note B2, deferred tax assets and liabilities have been calculated at a rate of 30 per cent (2022: 30 per cent).

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. The only such transactions were in connection with the services provided by AICS (see Note B1).

F2. Remuneration of Auditors

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

	2023 \$	2022 \$
PricewaterhouseCoopers		
Audit or review of financial reports	82,647	76,194
Permitted non-audit services		
CGT compliance review	50,051	34,485
Taxation compliance services	14,196	13,564
Total remuneration	146,894	124,243

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 no investments comprising more than 10 per cent of Mirrabooka's income, including realised income from the trading and options written portfolios (2022: nil)

Notes to the Financial Statements

continued

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 2023 ('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 Note 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 24 to 42 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 2023 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 2023.

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.



Greg Richards
Chairman

Melbourne
3 August 2023

INDEPENDENT AUDIT REPORT



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 2023 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 2023
- 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 significant accounting policies and other explanatory information
- 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 & Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999

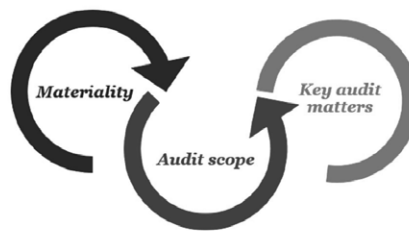
Liability limited by a scheme approved under Professional Standards Legislation.



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 materiality of \$5.1 million, which represents approximately 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 and 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
 - 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 report for risks of material misstatement in account balances, classes of transactions 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.

INDEPENDENT AUDIT REPORT

continued



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 Audit Committee.

Key audit matter	How our audit addressed the key audit matter
<p><i>Existence and valuation of Investment Portfolio</i> <i>Refer to note A2</i></p> <p>\$533.7m</p> <p>The Investment Portfolio consists mainly of listed Australian equities.</p> <p>Whilst there is no significant judgement in determining the existence or 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 impacts 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) Agreed the investment quantity holdings at 30 June 2023 to third party confirmations or registry sources.2) Obtained the purchases and sales listing for the year ended 30 June 2023 and agreed a sample of purchases and sales to contracts.3) Performed a reconciliation of the opening investment balances and the number of units, plus addition/subtraction of purchases, sales and other relevant transactions, and agreed this back to the 30 June 2023 closing investment positions.4) Agreed 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 2023, 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: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our auditor's report.

INDEPENDENT AUDIT REPORT

continued



Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 18 to 20 of the directors' report for the year ended 30 June 2023.

In our opinion, the remuneration report of Mirrabooka Investments Limited for the year ended 30 June 2023 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.

PricewaterhouseCoopers

PricewaterhouseCoopers

Kate L Logan

Kate L Logan
Partner

Melbourne
3 August 2023

OTHER INFORMATION

Information About Shareholders

At 20 July 2023 there were 7,830 holdings of shares. These holdings were distributed in the following categories:

Size of Holding	Holdings	% by Share Capital
1 to 1,000	811	0.17
1,001 to 5,000	1,572	2.46
5,001 to 10,000	1,441	5.66
10,001 to 100,000	3,792	57.81
100,000 and over	214	33.90
Total	7,830	100.00
Percentage held by the 20 largest holders		16.43%
Average shareholding		24,466

There were 284 shareholdings of less than a marketable parcel of \$500 (168 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 20 July 2023 are noted below:

Rank	Name	Units	% Units
1	AFIC Ltd	8,727,827	4.56
2	Djerriwarrh Investments Limited	4,214,810	2.20
3	HSBC Custody Nominees (Australia) Limited	3,330,658	1.74
4	T Campbell	3,152,484	1.65
5	Netwealth Investments Limited <Wrap Services A/C>	1,530,139	0.80
6	The Ian Potter Foundation Ltd <No 1 A/C>	1,409,677	0.74
7	BNP Paribas Nominees Pty Ltd Hub24 Custodial Serv Ltd <DRP A/C>	1,360,749	0.71
8	Citicorp Nominees Pty Limited	781,591	0.41
9	Melbourne Business School Limited	722,175	0.38
10	Mr Ian Stanley Fraser + Mr Andrew Tweedie + Mr Andrew Stanley Fraser <Joe White Bequest Cap A/C>	700,206	0.37
11	Somoke Pty Limited <Pulman Super Fund A/C>	697,584	0.36
12	Mutual Trust Pty Ltd	637,647	0.33
13	Chalcott Nominees Pty Ltd <McGregor Family S/Fund A/C>	624,446	0.33
14	Nulis Nominees (Australia) Limited <Navigator Mast Plan Sett A/C>	575,559	0.30
15	Yelgarn Pty Ltd <Montgomery Super Fund A/C>	546,508	0.29
16	Netwealth Investments Limited <Super Services A/C>	530,688	0.28
17	Navigator Australia Ltd <MLC Investment Sett A/C>	522,423	0.27
18	Fivewood Nominees Pty Ltd <PJ Woodward Family A/C>	514,636	0.27
19	Invia Custodian Pty Limited <Baker Custodian Corp A/C>	469,643	0.25
20	Somoke Pty Limited <Pulman Family A/C>	431,601	0.23

OTHER INFORMATION

continued

Sub-underwriting

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

Company	Underwritten by	Description	Amount Underwritten
EQT Holdings Limited	Barrenjoey Markets Pty Ltd and Ord Minnett Ltd	1-for-6 pro-rata accelerated non-renounceable offer at \$24.00 per share	\$1,000,008

Substantial Shareholders

The Company has not been notified of any substantial shareholdings.

Transactions in Securities

During the year ended 30 June 2023, the Company recorded 755 transactions in securities. \$542,283 in brokerage (including GST) was paid or accrued for the year.

Major Transactions in the Investment Portfolio

Acquisitions	Cost (\$m)
IDP Education	8.6
OFX Group	6.1
Tourism Holdings	6.1
Lynas Rare Earths	5.9
Disposals	Proceeds (\$m)
IRESS*	19.0
InvoCare*	10.6
Oz Minerals* (taken over by BHP)	10.4
NEXTDC*	9.0

* Complete disposal.

New Companies Added to the Investment Portfolio

OFX Group
 Tourism Holdings
 Lynas Rare Earths
 Ardent Leisure
 Vista Group
 Ampol
 Redox (IPO)
 Port of Tauranga
 Task Group
 Dropsuite
 LGI (IPO)

Holdings of Securities

As at 30 June 2023

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 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
MAQ	Macquarie Technology Group	Provides voice and telecommunication services as well as data hosting and co-location services to businesses and government customers	428	440	30,051
MFT	Mainfreight (NZX listed)	Provider of managed warehousing and international and domestic freight forwarding services	444	406	26,898
CAR*	Carsales.com	The largest online automotive classifieds business in Australia. It also has interests in leading online automotive classified businesses in Brazil, South Korea, Malaysia, Indonesia, Thailand and Mexico	878	826	19,588
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	653	680	19,458
IEL	IDP Education	Provider of international English language testing, student placement and English language teaching services	309	686	15,165
REH*	Reece	Distributor and retailer of plumbing, building and hardware supplies	900	790	14,594
REA*	REA Group	Engages in the provision of property and property-related services on websites and mobile apps across Australia and Asia	101	101	14,358
NWL*	Netwealth Group	Provides independent investment platform services to institutional, corporate and retail clients	1,201	1,045	14,334
RMD	ResMed	Developer, manufacturer and distributor of medical equipment for treating, diagnosing and managing sleep-disordered breathing and other respiratory disorders	436	436	14,293
FPH*	Fisher & Paykel Healthcare Corporation	Designs, manufactures and markets a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	545	620	13,948
EQT	EQT Holdings	Provider of private client, trustee, estate administration and funds management services	427	532	13,792
AIA	Auckland International Airport	Owner and operator of New Zealand's largest airport	1,737	1,737	13,637
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	1,189	1,210	13,498
JHX*	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	341	341	13,467
AUB*	AUB Group	Investor in a network of small to medium Australian insurance brokers	542	457	13,363

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
BRG	Breville Group	Manufacturer and wholesaler of electrical consumer products	600	616	12,287
IPG	IPD Group	Services the electrical industry with a focus on power distribution, power monitoring, industrial control, renewables and services	2,708	2,805	12,032
APE*	Eagers Automotive	Operator of a national footprint of full service motor vehicle dealerships representing a broad range of car and truck brands in Australia	880	880	11,777
GTK	Gentrack Group	Produces software for the electricity, gas and water utilities industries	2,000	2,866	11,208
TPW*	Temple & Webster Group	Operates as an online retailer of furniture, homewares, home décor, arts, gifts and lifestyle products from Australian and international designers	1,702	1,880	10,941
PNI*	Pinnacle Investment Management Group	Develops and operates investment management businesses and provides distribution services and business support to its affiliates	1,364	1,065	10,465
JBH*	JB Hi-Fi	A retailer that sells a range of brands including consumer electronics, whitegoods, home entertainment and appliances	232	232	10,076
CWY	Cleanaway Waste Management	Engages in the provision of total waste management, industrial and environment services	3,317	3,746	9,702
PXA*	PEXA Group	Australia's leading, fully integrated digital property settlements platform, allowing buyers and sellers to more efficiently settle the sale of a home	746	687	9,317
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	542	520	9,303
IFM	Infomedia	Engages in the development and provision of applications and information solutions to the after-sales parts and service sector of the automotive industry	5,333	5,809	9,294
FCL	FINEOS Corporation	A global software company that provides software solutions to the life, accident and health insurance industry	4,169	4,169	9,254
HUB	HUB24	Provider of platform, investment, advisory and stock broking services to institutional, corporate and retail clients	353	353	8,971
EVT	EVT	Entertainment, hospitality and leisure company with interests in cinemas, hotels and resorts	460	757	8,888
PSI	PSC Insurance Group	Engages in business acquisition, establishment and turnaround in the insurance services industry	1,221	1,578	8,680
WOR	Worley	Provides engineering, design and project delivery solutions to the hydrocarbon, minerals, metals, chemicals and infrastructure industries	565	515	8,132

Holdings of Securities

As at 30 June 2023 continued

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
DMP	Domino's Pizza Enterprises	The largest international Master Franchise owner of the Domino's pizza brand with operations in Australia, Europe and Asia	129	172	7,986
OCL	Objective Corporation	Provider of information technology software and services	564	564	7,772
MPL*	Medibank Private	Underwrites and distributes private health insurance policies through Medibank and AHM brands	0	2,255	7,669
SEK	SEEK	Operator of employment classifieds websites in Australia and offshore with interests in education and training	217	325	7,048
OFX	OFX Group	Provides online money transfers for businesses and consumers	0	3,402	6,735
VGL	Vista Group International	The leading supplier of software to the film industry, providing on-premise and cloud solutions to film exhibitors and producers	0	4,047	6,435
THL	Tourism Holdings Rentals	Engages in the manufacture, rental and sale of motorhomes and other tourism-related activities	0	1,813	6,382
NAN	Nanosonics	Engages in the research, development, and commercialisation of infection control and decontamination products and related technologies	2,472	1,335	6,328
PPC	Peet	Property development company focusing on the acquisition and development of residential land in Australia	7,850	5,000	6,175
AD8	Audinate Group	Engages in the development and commercialisation of digital audio network solutions	591	623	5,788
LYC	Lynas Rare Earths	The largest publicly listed producer of rare earths	0	810	5,549
STO*	Santos	Australian energy company that engages in the exploration, development, transportation and marketing of natural gas	748	748	5,530
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	396	218	5,097
FRW	Freightways Group (NZX listed)	Engages in the provision of express packages and business mail services as well information and destruction services both in Australia and New Zealand	662	662	5,070
NZX	NZX (NZX listed)	Operates as a securities exchange, and also provides wealth management services for New Zealand advisers via its wealth technologies business	4,722	4,722	5,053
EGL	The Environmental Group	Improves air, water and soil quality, and reduces waste and carbon emissions through its four business units that are committed to the protection of the environment	8,571	22,208	4,886

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
C79	Chrysos Corporation	Develops and supplies photon assay machines and services to the global mining industry	916	916	4,701
ALG	Ardent Leisure Group	Operates leisure and entertainment businesses, predominantly the Dreamworld theme park	0	10,129	4,558
ALD	Ampol	Australia's largest energy refiner and service station operator	0	135	4,042
BMT	Beamtree Holdings	Healthcare company which provides clinical decision support software known as 'Rippledawn' which automates human decision-making processes in healthcare organisations	14,000	15,680	3,685
MKT	Marketplacer (Unlisted)	Software company that provides the technology and infrastructure needed to establish and maintain online marketplaces for retail and B2B customers	4,955	4,955	2,824
SPL	Starpharma Holdings	Engages in the research and development of dendrimer products for pharmaceutical, life science and other applications	7,006	8,700	2,697
RDX	Redox	Australia's leading supplier and distributor of chemicals and ingredients	0	980	2,500
POT	Port of Tauranga (NZ listed)	Owens and operates the largest port in New Zealand	0	434	2,494
TSK	TASK Group Holdings	Provides software for quick service restaurants, events, stadiums and gaming	0	4,403	1,871
DSE	Dropsuite	Provides software for email and data back-up and business continuity	0	5,660	1,726
LGI	LGI	Designs and installs bio-gas extraction systems, focused on the recovery of bio-gas from landfill, and the subsequent conversion into renewable electricity and saleable environmental products	0	500	1,285
CBO	Cobram Estate Olives	The largest producer of branded olive oil in Australia	0	321	397
					543,052

* Investments marked with an asterisk were the subject of options for part of the holding.

Company Particulars

Mirrabooka Investments Limited

ABN 31 085 290 928

Directors

Greg Richards, Chairman
Mark Freeman, Managing Director
Ian A Campbell
Jacinth K Fairley
Antoinette A Kimmitt AM
Tony B Walls

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)

Shareholder Information

Share Registrar

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

Shareholder

Enquiry Line 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

Annual General Meeting

Time 1.30pm
Date Tuesday 3 October 2023
Venue ZINC at Federation Square
Location Corner of Flinders Street and Swanston Street Melbourne

The AGM will be a hybrid meeting with a physical meeting and access via an online platform.



Finding Opportunities in
Small and Medium-Sized
Companies



Annual Review
2023



Year in Summary

2023

Profit for the Year	\$11.3m	\$6.7 million in 2022
Total Fully Franked Dividend	6.5¢ ^{Final} 4.5¢ ^{Special} 14.5¢^{Total*}	12 cents total in 2022, includes a 2 cent special dividend
Total Portfolio Return	17.9% Including franking*	Combined S&P/ASX Small Ordinaries and Mid Cap 50 Accumulation Index including franking* 14.2%
Total Shareholder Return	-1.3%	Share price plus dividend including franking*
Management Expense Ratio	0.59%	0.46% in 2022
Total Portfolio	\$566.4m	Including cash at 30 June. \$510.4 million in 2022

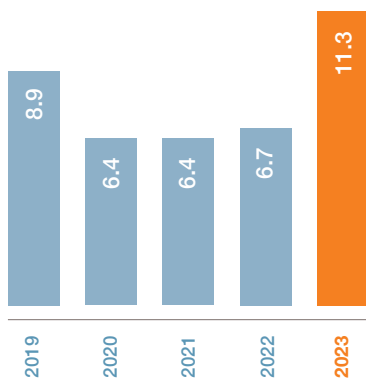
* Assumes a shareholder can take full advantage of the franking credits.

Includes 3.5 cent interim dividend.

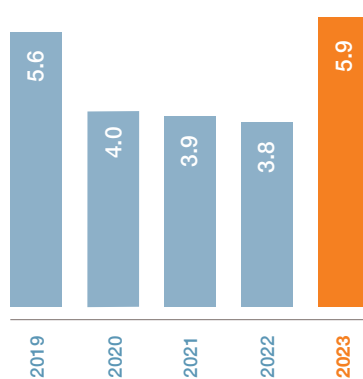
DIRECTORS' REPORT

5 Year Summary

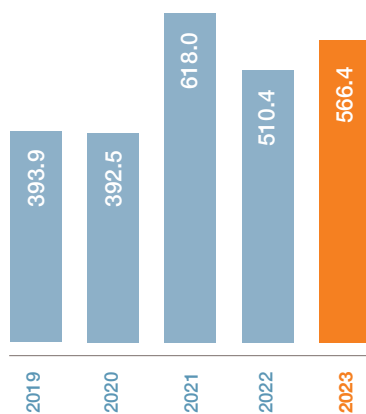
Net Profit After Tax
(\$ Million)



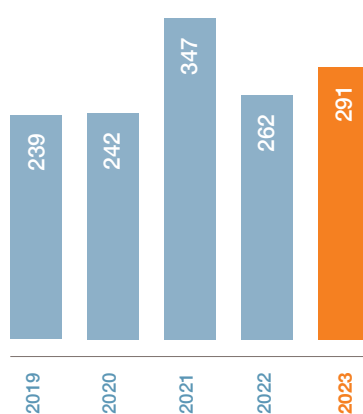
Net Profit Per Share
(Cents)



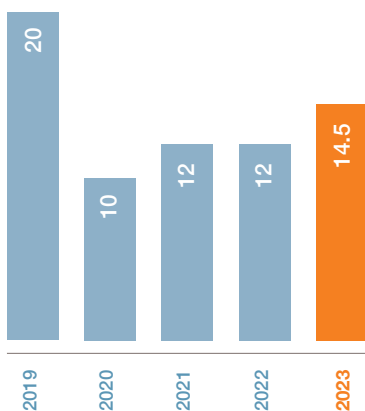
Investments at Market Value
(\$ Million)^(b)



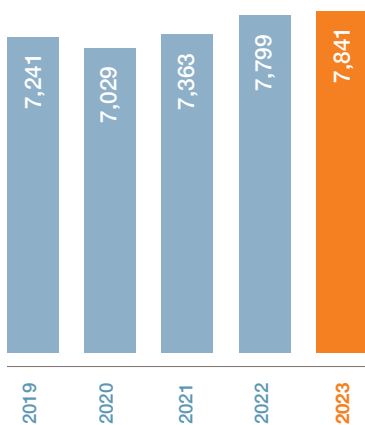
Net Asset Backing Per Share
(Cents)^(c)



Dividends Per Share (Cents)^(a)



Number of Shareholders (30 June)



Notes

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

About the Company

Mirrabooka is a listed investment company specialising in investing in small and medium-sized companies located within Australia and New Zealand.

Our general definition of small and medium-sized companies is those companies which fall outside the S&P/ASX 50 Leaders Index.

Investment Objectives

The Company aims to provide medium to long term investment gains through holding core investments in selected small and mid-sized companies.

To provide attractive fully franked dividend returns.

What We Look For When Investing

Business
Quality

Attractive, sustainable return on capital prospects

No impediments to continued growth

Financial
Strength

Balance sheet providing resilience and reinvestment potential

Returns supported by cash flow

Management

Act like a substantial shareholder, and often are

Experienced, effective, passionate

Approach to Managing the Portfolio

Investment Philosophy

Our investment philosophy is built on taking a medium to long term view on companies in a diversified portfolio with an emphasis on identifying and investing in quality companies that are likely to sustainably grow their earnings and dividends over this timeframe.

Quality in this context is an outcome of our assessment of the following factors:

1. We prefer companies that have a leadership position or are developing one within the industry in which they operate. This will often mean we are investing in a unique set of assets with competitive advantages that produces attractive returns on invested capital.
2. As a long term, tax aware investor we seek to be in companies that have a long term sustainable business model, with low risk of disruption. This helps to ensure portfolio turnover remains low. The analysis may consider technological disruption, environmental issues, including the impact of climate change, and social risks as all of these factors can have a material impact on the assessment of a company's long term sustainability.
3. We consider how a company's business can be potentially impacted by influences outside the control of management, such as change in government regulation and/or policy.
4. We are attracted to companies with outstanding management teams and boards with strong governance processes, whose interests are closely aligned with shareholders, and act in the best interest of all their stakeholders, including their

employees, customers, suppliers and wider communities. We consider matters including safety, diversity, social impacts, environmental impact, and modern slavery where material or appropriate in the context of that company. We regularly review and meet with companies to ensure ongoing alignment with our investment frameworks. Our process may include an assessment of the board in terms of its past performance, history of capital allocation, level of accountability, mix of skills, relevant experience and succession planning. We also consider a company's degree of transparency and disclosure.

Voting on resolutions is one of the key functions that a shareholder has in ensuring better long term returns and management of investment risk. We take input from proxy advisers but conduct our own evaluation of the merits of any resolution.

We vote on all company resolutions as part of our regular engagement with the companies in the portfolio and our voting record is on the Company's website. We actively engage with companies when we are concerned about resolutions that are not aligned with shareholders' interests. We seek to stay engaged with the companies and satisfy ourselves that any issues are taken seriously and worked through constructively. Ideally we seek to remain invested to influence a satisfactory outcome for stakeholders.

About the Company

continued

5. We prefer companies with more stable income flows. We are wary of companies that have large, inconsistent profit streams.
6. We like our companies to be financially strong and the assessment of the balance sheet and the degree to which the company is self-funding is critical in our analysis. Cash generation is also an important consideration.

Analysis of the above factors helps to inform us of the structure of the industry and a company's sustainable competitive position as well as the quality of the people running the business, strength of the balance sheet and consistency of earnings. Within this analysis some key financial metrics are considered. These include return on capital employed, return on equity, the level of gearing in the balance sheet, margins and free cash flow generation.

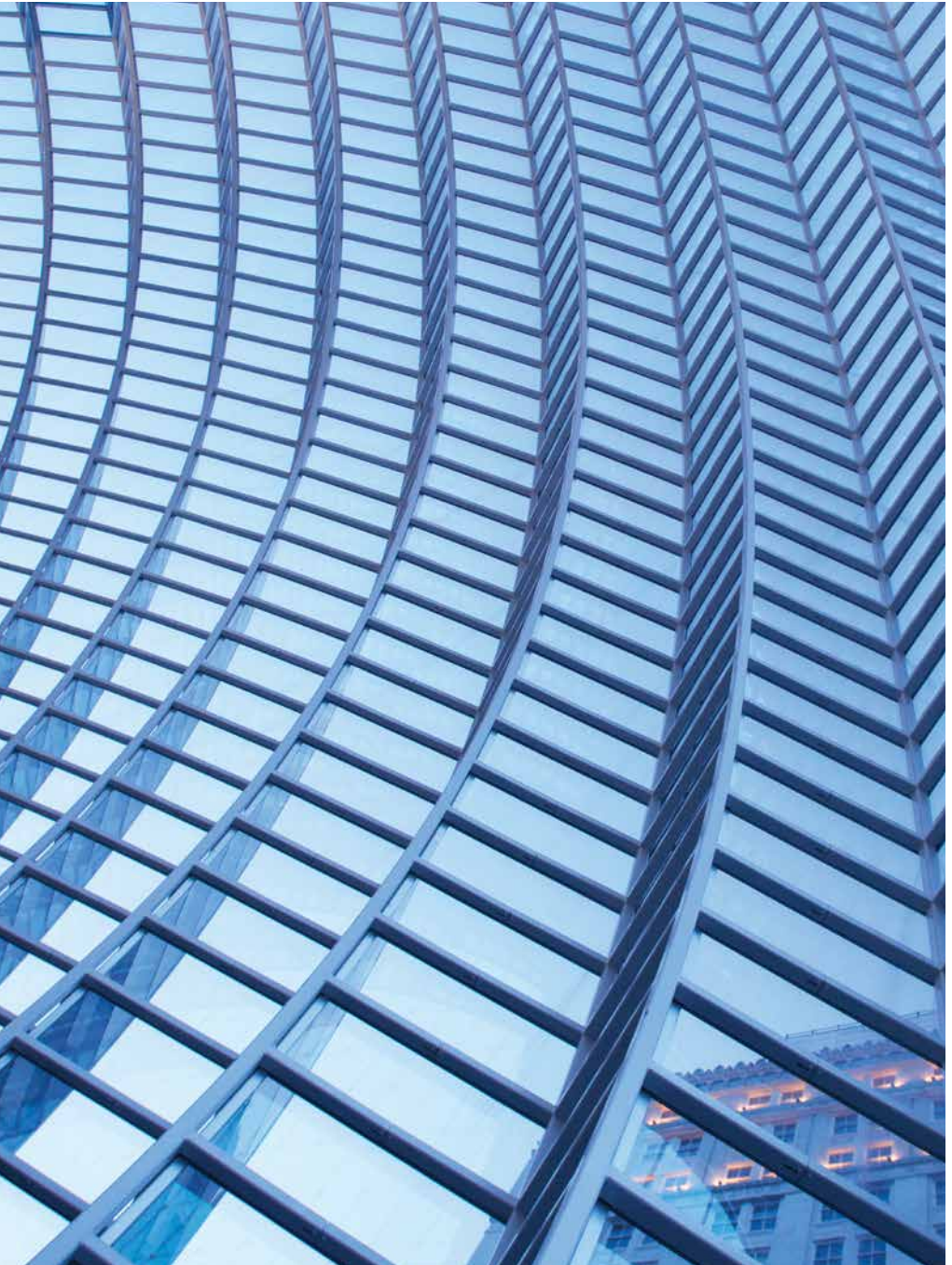
Alongside the assessment of quality is an analysis of the ability of companies to grow earnings over time, which ultimately should drive dividend growth.

Recognising value is also an important aspect of sound long term investing. Short term measures such as the price earnings ratio, price to book or price to sales may be of some value, but aren't necessarily strong predictors of future performance. Our assessment of value tries to capture the opportunity a business has to prosper and thrive over the medium to long term.

Reporting of social and environmental issues will be influenced by the development of standards by the International Sustainability Standards Board (ISSB). Their potential introduction in Australia should enable investors over time to better make informed decisions on these issues based on company disclosures arising from these standards. Assessment of commitments and plans by companies to reach net zero by 2050 may also be considered having regard to several factors. These include the industry in which they operate, progress against their plans, their broader contribution to social good in addressing the challenge of reducing global carbon emissions, and the impact on their value if they fail to achieve their stated goals. In applying external data for benchmarking*, the current carbon intensity of Mirrabooka's portfolio is considerably less than its benchmark Index.

In building the investment portfolio with the principles outlined, we believe we can offer investors a well-diversified portfolio of quality small to medium-sized companies structured to deliver total returns ahead of its benchmark Index.

* Data provided by ISS ESG. Portfolio at 30 June 2023.



— Review of Operations and Activities —

Profit and Dividend

Full year profit was \$11.3 million, up from \$6.7 million in the corresponding period last year. The increase in profit was due to an increased contribution from investment income, which included a large special dividend from Oz Minerals. There was also a significant contribution from the trading portfolio primarily from a newly initiated holding in Medibank Private, and income from call option activity.

Adjustments made to the portfolio through the period produced realised gains after tax of \$16.6 million. In the corresponding period last year realised gains after tax were \$36.4 million.

The Company maintained the final dividend at 6.5 cents per share fully franked. A special fully franked dividend of 4.5 cents per share has also been declared following the strong realised capital gains for this and previous years. This brings total dividends for the year to 14.5 cents per share, fully franked. Last year total dividends were 12.0 cents per share fully franked, which included a 2.0 cent special dividend. Over the past 10 years Mirrabooka has paid in total 46.5 cents per share in fully franked special dividends.

The entire 6.5 cents of the final dividend and the 4.5 cents special dividend are sourced from capital gains, on which the Company has paid or will pay tax. The amount of the pre-tax attributable gain, known as an 'LIC capital gain', attached to this dividend is 15.7 cents. This enables some shareholders to claim a tax deduction in their tax return.

Further details are on the dividend statement.

Management Expense Ratio

The Management Expense Ratio of the Company has increased from 0.46 per cent to 0.59 per cent. This is a measure of the costs of running the Company and is equivalent to 59 cents for every \$100 that a shareholder has invested.

The MER is calculated as the administration costs of the Company as a proportion of the average portfolio value over the year. Approximately half of the increase in the MER during the year came from the decrease in the average portfolio value over this period.

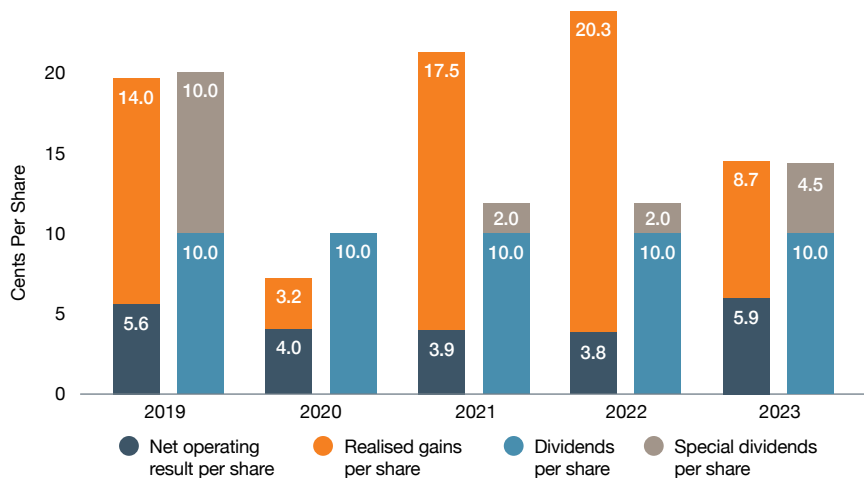
The remainder of the increase was primarily due to a reallocation of costs to better reflect the work involved in managing the Mirrabooka portfolio. Mirrabooka's portfolio is managed internally and does not charge any additional fees which leads to lower costs for shareholders when compared to similar funds.

The current MER is in line with historical norms i.e. 0.63 per cent in 2020 and 0.61 per cent in 2019.

Market and Portfolio Returns

The 12-month portfolio return for Mirrabooka including franking to 30 June 2023 was 17.9 per cent. The combined S&P/ASX Mid Cap 50 and Small Ordinaries Accumulation benchmark return over the corresponding period, including franking, was 14.2 per cent.

Figure 1: Earnings Per Share and Dividends Per Share



Note: For 2023 dividends carried an LIC capital gain attributable part of 20.71 cents per share. For 2022 it was 17.14 cents per share, for 2021 it was 17.14 cents per share, for 2020 it was 14.29 cents per share, and for 2019 it was 20.72 cents.



Review of Operations and Activities

continued

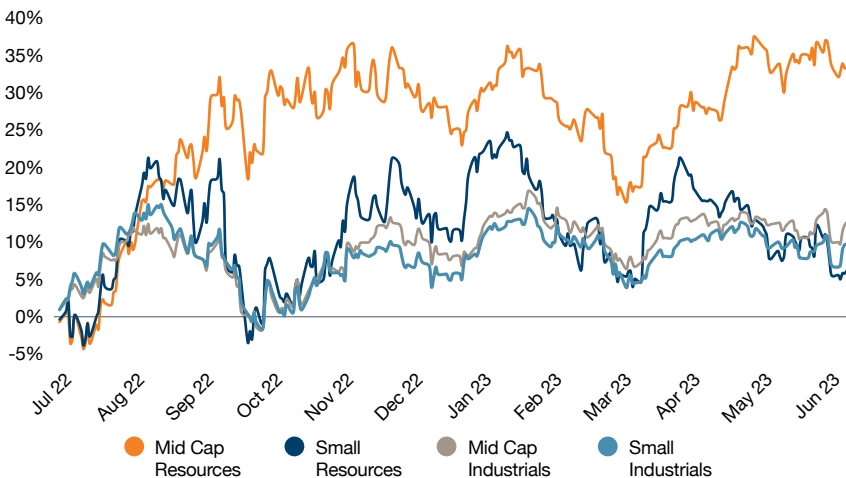
This outperformance was driven by the strong performance across a number of holdings in the portfolio, with the strongest contributors being IPD Group and Gentrack, which were up over 100 per cent for the period and are now in our top 20 holdings. Performance was also achieved with little exposure to the more cyclical Mid Cap 50 Resources Accumulation Index which was up 33.3 per cent over the financial year (Figure 2).

Of note was the significant outperformance of Mirrabooka in the second half of the financial year which was seven percentage points higher than the benchmark when the benefit of franking is included.

We have been surprised by the continued resilience and strength in markets over the financial year. In the face of underlying inflation that remains well above central bank target levels and a significant squeeze in the disposable income of consumers across the developed world, we view current valuations following this market strength with some caution.

We have however been served well this financial year by our investment approach that sees us remain largely fully invested in quality companies, rather than adjusting our settings dramatically with a view that we can accurately pick near-term market direction.

Figure 2: Comparative Performance of Resources and Industrials – Small and Mid Cap Sectors



Drivers of portfolio performance came from three key sources.

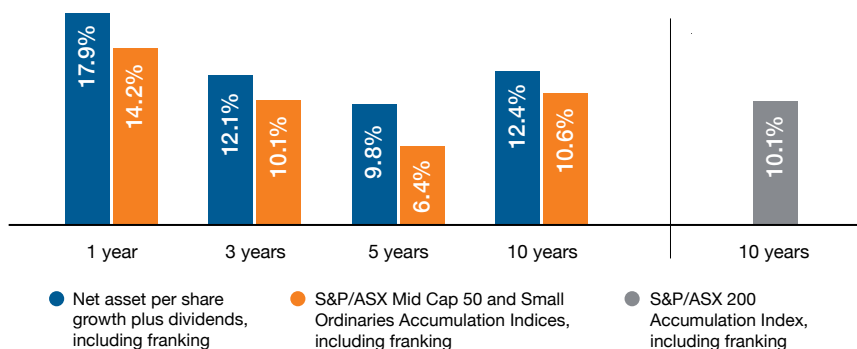
Firstly, recent portfolio additions IPD Group (an electrical components distributor) and Gentrack (software provider to utility customers) were bought at what now looks like exceptional valuations as subsequent earnings growth has surpassed initial expectations.

Secondly, long-standing holdings Carsales.com and AUB Group have continued to deliver consistently attractive earnings growth and been rewarded with a lift in their valuations.

And finally, our patience as long-term investors focused on company fundamentals was rewarded as we remained invested in Temple & Webster Group, Reece and Pinnacle Investment Management Group, all of which experienced strong share price recovery over the financial year.

Another notable feature of the year was the strength in contribution of the trading and options portfolio. Trading opportunities were identified in AMP early in the financial year, which was sold for a profit as expected developments played out, and Medibank Private which was bought in late 2022 as market fears about the risk of its cyber breach saw valuation dislocate from fundamental fair value.

Figure 3: Portfolio Return Percentage Per Year to 30 June 2023 – Including the Benefit of Franking



Figures assume an investor can take full advantage of the franking credits. Past performance is not indicative of future performance.

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.

— Review of Operations and Activities —

continued

The selling of call options across selected holdings was also a stronger feature than is typical for Mirrabooka. This reflected a view that many significant portfolio positions experienced periods through the year where valuations became quite stretched. This allowed us to successfully capture option premium from counterparties prepared to position for further strength in these share prices.

Following the portfolio outperformance delivered in financial year 2023, Mirrabooka has outperformed its benchmark over all our commonly reported timeframes. We continue to focus most particularly on the 10-year measure as long-term investors, where we have delivered 12.4 per cent per annum including franking versus our benchmark of 10.6 per cent per annum (Figure 3).

Figure 3 outlines the cumulative return of Mirrabooka's portfolio relative to its Small Ordinaries and Mid Cap 50 benchmark over a 10-year period (includes the reinvestment of dividends and full benefit of franking). It is also interesting to note that Mirrabooka has also outperformed the broader S&P/ASX 200 Accumulation Index over this period.

Portfolio Changes

We continued to seek out new opportunities in the market throughout the financial year.

Of our most material purchases OFX (foreign currency provider to business and consumers), Ardent Leisure Group (Dreamworld theme park and significant cash holdings) and Vista Group (cinema software provider) were bought back into



the portfolio following prior investment some years ago. This is not uncommon for us, as we actively meet with and follow many companies that we currently don't own or we may have previously sold, looking for value opportunities in businesses with sufficient quality and run by management that we trust.

Other material new additions were in Tourism Holdings (dominant campervan rental and sales business in Australia and New Zealand) and Lynas Rare Earths (largest producer of rare earths outside of China).

Our largest purchase overall was adding to our existing holding in IDP Education. Our assessment is that concern over recent regulatory increases in competition in their English language testing business has provided a buying opportunity for the compelling prospects it has as the global leader in placing international students in universities in Australia, Canada, the United Kingdom and the United States.

Our most material sales saw the disposal in full of long-standing holdings IRESS, InvoCare (including into a takeover offer), NEXTDC and Ansell. In these instances, we observed a maturing business profile making future growth and return on capital look less compelling.

We also sold our successful investment in Oz Minerals into a takeover offer by BHP.

Share Price Performance

At 30 June 2023, the share price was trading at a discount of 7 per cent to the net asset backing per share, which is well down from the 12 per cent premium at the beginning of the financial year. The recent history is shown in Figure 4. This produced a negative return for the share price over the financial year of 1.3 per cent including franking. Over the 10 years to 30 June 2023 the share price return including franking is 9.4 per cent versus the benchmark return including franking of 10.6 per cent.

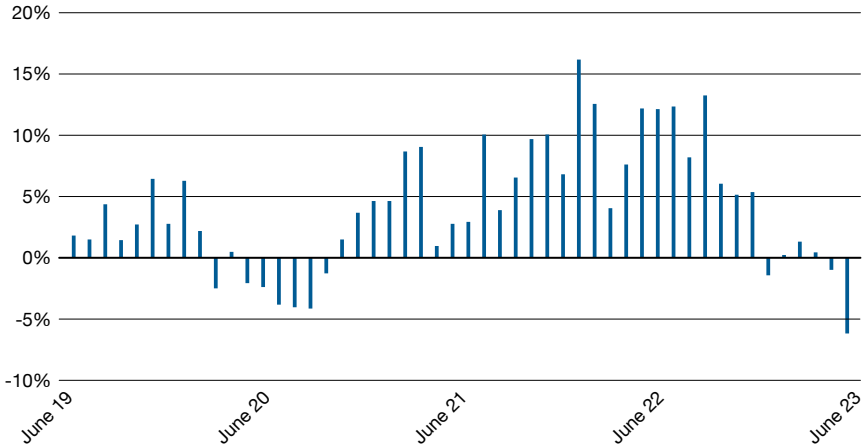
Outlook

Following the strong absolute and relative return we have seen from our portfolio over the 2023 calendar year to date, we are again somewhat cautious on the valuations we are observing. In many cases we don't feel that these valuations are fully reflecting the heightened near-term corporate earnings risk that we observe from the lagged impact of the recent increase in interest rates.

Review of Operations and Activities

continued

Figure 4: Share Price Relative to Net Asset Backing



Taking a longer-term perspective, we continue to take very significant comfort from the quality of companies and management teams that we have invested Mirrabooka shareholder funds with. Reflecting on the significant volatility that buffeted these businesses through the pandemic and post-pandemic period, we have increased conviction in the quality of our portfolio and the ability of key holdings to successfully navigate a wide range of economic outcomes.

With our caution on valuation in some parts of our investment universe, we will maintain a close eye on the value on offer from new investment opportunities that we consider as we enter financial year 2024. This will see a patient approach as we await further market volatility, which seems likely considering the many unresolved macroeconomic risks that are likely to test markets in the near term.

Figure 5: Price Earnings Ratio – Small Ordinaries Industrials

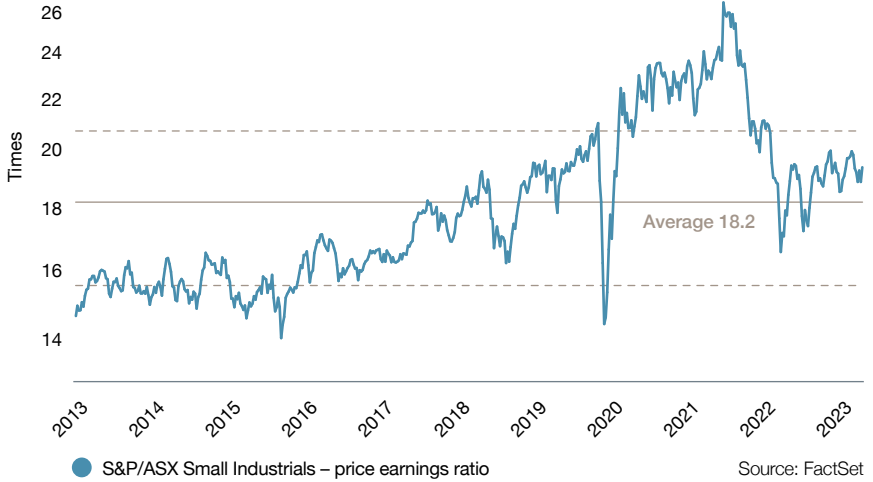
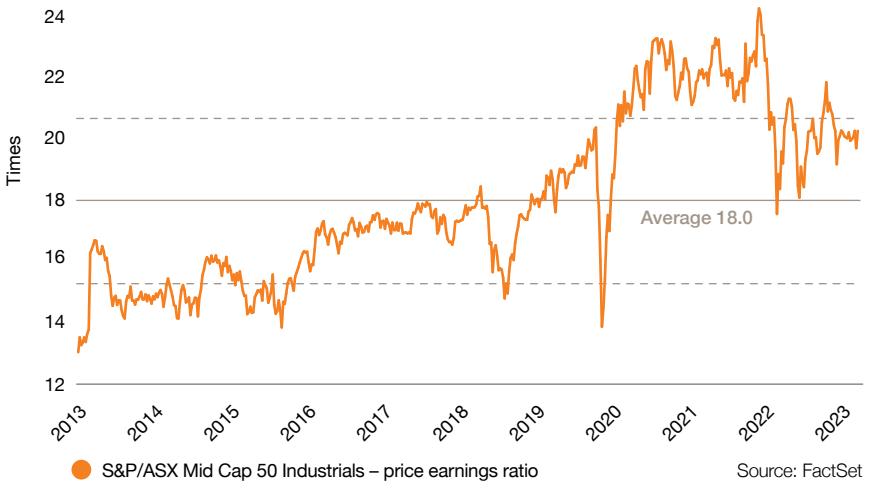


Figure 6: Price Earnings Ratio – Mid Cap 50 Industrials



— Review of Operations and Activities —

continued

Board Matters

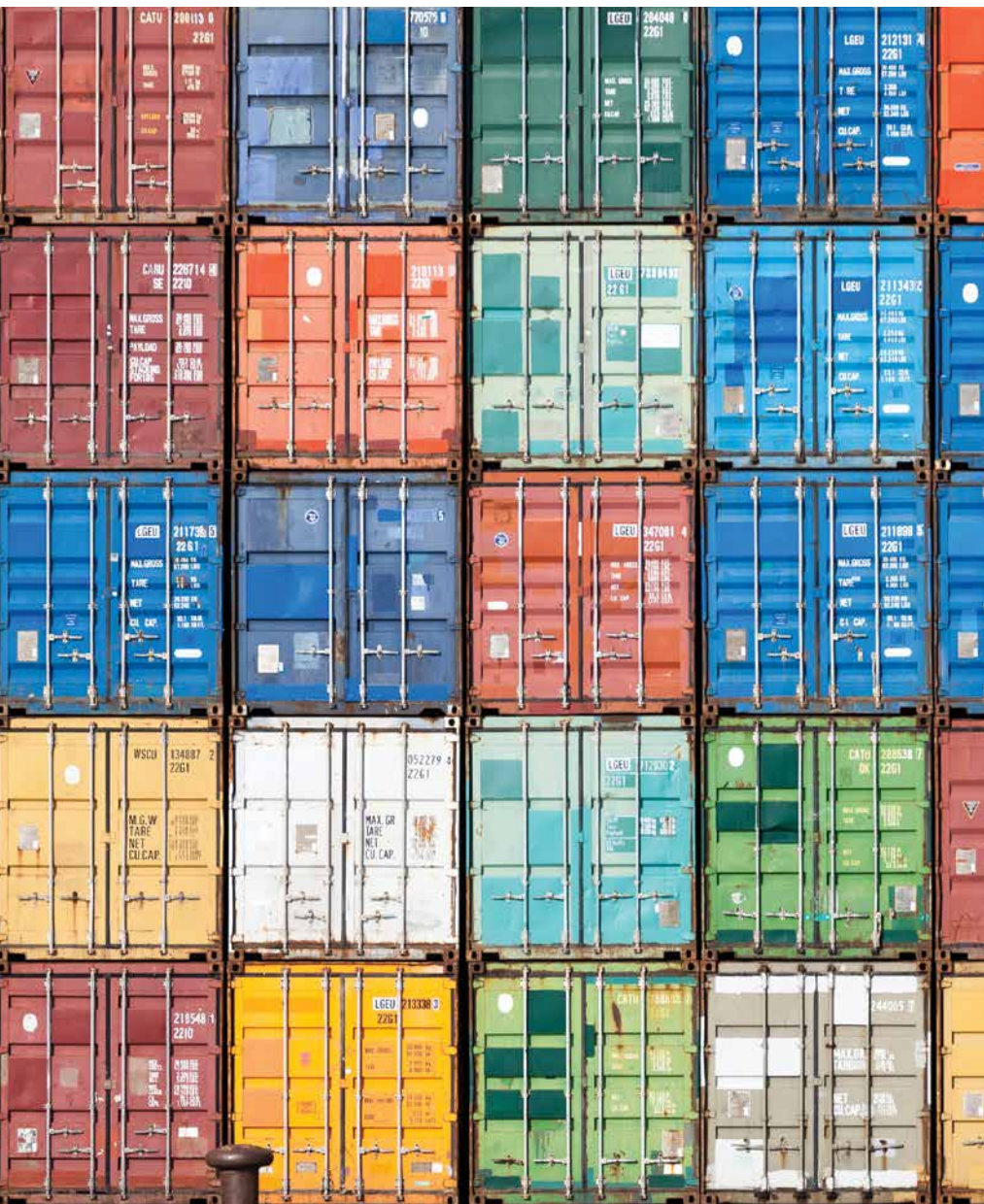
Mr Terry Campbell, the Chairman of the Company, retired at the conclusion of the Annual General Meeting held on 13 October 2022. Mr Campbell was instrumental in the establishment of Mirrabooka in December 1998. He has been the Non-Executive Chairman since that date. The Board wishes to record its deepest thanks to Mr Campbell for his invaluable contribution to the Board deliberations over the last 24 years. His very broad industry experience at the highest levels of the Australian corporate world has been of outstanding value to the Board, executives and shareholders of Mirrabooka.

Mr Greg Richards was elected Chairman with effect from the conclusion of the Annual General Meeting on 13 October 2022. Mr Richards joined the Board in January 2021. Mr Richards was a Non-Executive Director of JB Hi-Fi for 12 years including eight years as Non-Executive Chairman, and was also chair of the JB Hi-Fi remuneration committee.

Mr Richards has over 25 years' experience in the investment banking industry, with 19 years at JBWere and Goldman Sachs JBWere, where he was an equity partner for 17 years, working primarily in equity capital markets. Mr Richards was previously Non-Executive Chairman of Vitaco Holdings Limited.

Mr Tony Walls was appointed as an Independent Non-Executive Director of the Company, effective 2 March 2023.

Mr Walls is currently the Chief Executive Officer of Objective Corporation Limited, a position he has held since founding the business in 1987. He has wide experience as a CEO and a Director. He also brings significant expertise in the IT industry. His educational qualifications include a Bachelor of Mathematics (Computing Science) and a Graduate Diploma in Applied Finance (SIA). He is also a Fellow of the Australian Institute of Company Directors.



Top 20 Investments

As at 30 June 2023

Includes investments held in both the investment and trading portfolios.

Value at Closing Prices at 30 June 2023

		Total Value \$ Million	% of the Portfolio
1	Macquarie Technology Group	30.1	5.5
2	Mainfreight	26.9	5.0
3	Carsales.com*	19.6	3.6
4	ARB Corporation	19.5	3.6
5	IDP Education	15.2	2.8
6	Reece*	14.6	2.7
7	REA Group*	14.4	2.6
8	Netwealth Group*	14.3	2.6
9	ResMed	14.3	2.6
10	Fisher & Paykel Healthcare Corporation*	13.9	2.6
11	EQT Holdings	13.8	2.5
12	Auckland International Airport	13.6	2.5
13	ALS	13.5	2.5
14	James Hardie Industries*	13.5	2.5
15	AUB Group*	13.4	2.5
16	Breville Group	12.3	2.3
17	IPD Group	12.0	2.2
18	Eagers Automotive*	11.8	2.2
19	Gentrack Group	11.2	2.1
20	Temple & Webster Group*	10.9	2.0
Total		308.7	

As percentage of total portfolio value (excludes cash)

56.8%

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

Income Statement

For the Year Ended 30 June 2023

	2023 \$'000	2022 \$'000
Dividends and distributions	11,218	10,320
Revenue from deposits and bank bills	527	7
Net gains/(losses) on trading portfolio	3,406	(951)
Income from options written portfolio	1,292	765
Other income	5	9
Income from operating activities	16,448	10,150
Finance costs	(90)	(95)
Administration expenses	(3,202)	(2,821)
Profit before income tax expense	13,156	7,234
Income tax expense	(1,846)	(508)
Profit for the year	11,310	6,726
	Cents	Cents
Profit per share	5.92	3.76

Balance Sheet

As at 30 June 2023

	2023 \$'000	2022 \$'000
Current assets		
Cash	23,330	27,396
Receivables	470	2,839
Trading portfolio	10,442	5,470
Total current assets	34,242	35,705
Non-current assets		
Deferred tax assets	-	94
Investment portfolio	533,707	477,615
Total non-current assets	533,707	477,709
Total assets	567,949	513,414
Current liabilities		
Payables	2,562	2,185
Tax payable	6,469	13,885
Options written portfolio	1,097	33
Total current liabilities	10,128	16,103
Non-current liabilities		
Deferred tax liabilities – investment portfolio	52,870	37,086
Deferred tax liabilities – other	532	
Total non-current liabilities	53,402	37,086
Total liabilities	63,530	53,189
Net assets	504,419	460,225
Shareholders' equity		
Share capital	300,148	296,309
Revaluation reserve	100,338	65,900
Realised capital gains reserve	59,633	65,026
Retained profits	44,300	32,990
Total shareholders' equity	504,418	460,225

Summarised Statement of Changes in Equity

For the Year Ended 30 June 2023

	2023 \$'000	2022 \$'000
Total equity at the beginning of the year	460,225	517,770
Dividends paid	(21,991)	(20,353)
Dividend Reinvestment Plan	3,856	3,347
Share Purchase Plan	-	42,101
Costs of share issues	(17)	(87)
Total transactions with shareholders	(18,152)	25,008
Profit for the year	11,310	6,726
Revaluation of investment portfolio	72,909	(128,026)
Provision for tax on revaluation	(21,873)	38,747
Revaluation of investment portfolio (after tax)	51,036	(89,279)
Total comprehensive income for the year	62,346	(82,553)
Realised gains on securities sold	22,687	50,513
Tax expense on realised gains on securities sold	(6,089)	(14,152)
Net realised gains on securities sold	16,598	36,361
Transfer from revaluation reserve to realised gains reserve	(16,598)	(36,361)
Total equity at the end of the year	504,419	460,225

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

Holdings of Securities

At 30 June 2023

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 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
MAQ	Macquarie Technology Group	Provides voice and telecommunication services as well as data hosting and co-location services to businesses and government customers	428	440	30,051
MFT	Mainfreight (NZX listed)	Provider of managed warehousing and international and domestic freight forwarding services	444	406	26,898
CAR*	Carsales.com	The largest online automotive classifieds business in Australia. It also has interests in leading online automotive classified businesses in Brazil, South Korea, Malaysia, Indonesia, Thailand and Mexico	878	826	19,588
ARB	ARB Corporation	Manufacturer and distributor of four-wheel drive vehicle accessories in Australia and internationally	653	680	19,458
IEL	IDP Education	Provider of international English language testing, student placement and English language teaching services	309	686	15,165

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
REH*	Reece	Distributor and retailer of plumbing, building and hardware supplies	900	790	14,594
REA*	REA Group	Engages in the provision of property and property-related services on websites and mobile apps across Australia and Asia	101	101	14,358
NWL*	Netwealth Group	Provides independent investment platform services to institutional, corporate and retail clients	1,201	1,045	14,334
RMD	ResMed	Developer, manufacturer and distributor of medical equipment for treating, diagnosing and managing sleep-disordered breathing and other respiratory disorders	436	436	14,293
FPH*	Fisher & Paykel Healthcare Corporation	Designs, manufactures and markets a range of medical devices used in respiratory care and the treatment of obstructive sleep apnoea	545	620	13,948
EQT	EQT Holdings	Provider of private client, trustee, estate administration and funds management services	427	532	13,792
AIA	Auckland International Airport	Owner and operator of New Zealand's largest airport	1,737	1,737	13,637

Holdings of Securities

At 30 June 2023 continued

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
ALQ	ALS	Provider of analytical laboratory services to mining, life sciences, energy and industrial clients	1,189	1,210	13,498
JHX*	James Hardie Industries	Building materials company focused on fibre cement products, predominantly in the United States	341	341	13,467
AUB*	AUB Group	Investor in a network of small to medium Australian insurance brokers	542	457	13,363
BRG	Breville Group	Manufacturer and wholesaler of electrical consumer products	600	616	12,287
IPG	IPD Group	Services the electrical industry with a focus on power distribution, power monitoring, industrial control, renewables and services	2,708	2,805	12,032
APE*	Eagers Automotive	Operator of a national footprint of full service motor vehicle dealerships representing a broad range of car and truck brands in Australia	880	880	11,777
GTK	Gentrack Group	Produces software for the electricity, gas and water utilities industries	2,000	2,866	11,208
TPW*	Temple & Webster Group	Operates as an online retailer of furniture, homewares, home décor, arts, gifts and lifestyle products from Australian and international designers	1,702	1,880	10,941

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
PNI*	Pinnacle Investment Management Group	Develops and operates investment management businesses and provides distribution services and business support to its affiliates	1,364	1,065	10,465
JBH*	JB Hi-Fi	A retailer that sells a range of brands including consumer electronics, whitegoods, home entertainment and appliances	232	232	10,076
CWY	Cleanaway Waste Management	Engages in the provision of total waste management, industrial and environment services	3,317	3,746	9,702
PXA*	PEXA Group	Australia's leading, fully integrated digital property settlements platform, allowing buyers and sellers to more efficiently settle the sale of a home	746	687	9,317
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	542	520	9,303
IFM	Infomedia	Engages in the development and provision of applications and information solutions to the after-sales parts and service sector of the automotive industry	5,333	5,809	9,294

Holdings of Securities

At 30 June 2023 continued

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
FCL	FINEOS Corporation	A global software company that provides software solutions to the life, accident and health insurance industry	4,169	4,169	9,254
HUB	HUB24	Provider of platform, investment, advisory and stock broking services to institutional, corporate and retail clients	353	353	8,971
EVT	EVT	Entertainment, hospitality and leisure company with interests in cinemas, hotels and resorts	460	757	8,888
PSI	PSC Insurance Group	Engages in business acquisition, establishment and turnaround in the insurance services industry	1,221	1,578	8,680
WOR	Worley	Provides engineering, design and project delivery solutions to the hydrocarbon, minerals, metals, chemicals and infrastructure industries	565	515	8,132
DMP	Domino's Pizza Enterprises	The largest international Master Franchise owner of the Domino's pizza brand with operations in Australia, Europe and Asia	129	172	7,986
OCL	Objective Corporation	Provider of information technology software and services	564	564	7,772
MPL*	Medibank Private	Underwrites and distributes private health insurance policies through Medibank and AHM brands	0	2,255	7,669

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
SEK	SEEK	Operator of employment classifieds websites in Australia and offshore with interests in education and training	217	325	7,048
OFX	OFX Group	Provides online money transfers for businesses and consumers	0	3,402	6,735
VGL	Vista Group International	The leading supplier of software to the film industry, providing on-premise and cloud solutions to film exhibitors and producers	0	4,047	6,435
THL	Tourism Holdings Rentals	Engages in the manufacture, rental and sale of motorhomes and other tourism-related activities	0	1,813	6,382
NAN	Nanosonics	Engages in the research, development, and commercialisation of infection control and decontamination products and related technologies	2,472	1,335	6,328
PPC	Peet	Property development company focusing on the acquisition and development of residential land in Australia	7,850	5,000	6,175
AD8	Audinate Group	Engages in the development and commercialisation of digital audio network solutions	591	623	5,788
LYC	Lynas Rare Earths	The largest publicly listed producer of rare earths	0	810	5,549

Holdings of Securities

At 30 June 2023 continued

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
STO*	Santos	Australian energy company that engages in the exploration, development, transportation and marketing of natural gas	748	748	5,530
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	396	218	5,097
FRW	Freightways Group (NZX listed)	Engages in the provision of express packages and business mail services as well information and destruction services both in Australia and New Zealand	662	662	5,070
NZX	NZX (NZX listed)	Operates as a securities exchange, and also provides wealth management services for New Zealand advisers via its wealth technologies business	4,722	4,722	5,053
EGL	The Environmental Group	Improves air, water and soil quality, and reduces waste and carbon emissions through its four business units that are committed to the protection of the environment	8,571	22,208	4,886

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
C79	Chrysos Corporation	Develops and supplies photon assay machines and services to the global mining industry	916	916	4,701
ALG	Ardent Leisure Group	Operates leisure and entertainment businesses, predominantly the Dreamworld theme park	0	10,129	4,558
ALD	Ampol	Australia's largest energy refiner and service station operator	0	135	4,042
BMT	Beamtree Holdings	Healthcare company which provides clinical decision support software known as 'Rippledawn' which automates human decision-making processes in healthcare organisations	14,000	15,680	3,685
MKT	Marketplacer (Unlisted)	Software company that provides the technology and infrastructure needed to establish and maintain online marketplaces for retail and B2B customers	4,955	4,955	2,824
SPL	Starpharma Holdings	Engages in the research and development of dendrimer products for pharmaceutical, life science and other applications	7,006	8,700	2,697
RDX	Redox	Australia's leading supplier and distributor of chemicals and ingredients	0	980	2,500

Holdings of Securities

At 30 June 2023 continued

Code	Name	Principal Activity	Number Held 2022 '000	Number Held 2023 '000	Market Value 2023 \$'000
POT	Port of Tauranga (NZ listed)	Owens and operates the largest port in New Zealand	0	434	2,494
TSK	TASK Group Holdings	Provides software for quick service restaurants, events, stadiums and gaming	0	4,403	1,871
DSE	Dropsuite	Provides software for email and data back-up and business continuity	0	5,660	1,726
LGI	LGI	Designs and installs bio-gas extraction systems, focused on the recovery of bio-gas from landfill, and the subsequent conversion into renewable electricity and saleable environmental products	0	500	1,285
CBO	Cobram Estate Olives	The largest producer of branded olive oil in Australia	0	321	397
				543,052	

* Investments marked with an asterisk were the subject of options for part of the holding.

Major Transactions in the Investment Portfolio

	Cost (\$m)
Acquisitions	
IDP Education	8.6
OFX Group	6.1
Tourism Holdings	6.1
Lynas Rare Earths	5.9
	Proceeds (\$m)
Disposals	
IRESS*	19.0
InvoCare*	10.6
Oz Minerals* (taken over by BHP)	10.4
NEXTDC*	9.0

* Complete Disposal.

New Companies Added to the Investment Portfolio

OFX Group
 Tourism Holdings
 Lynas Rare Earths
 Ardent Leisure
 Vista Group
 Ampol
 Redox (IPO)
 Port of Tauranga
 Task Group
 Dropsuite
 LGI (IPO)

Company Particulars

Mirrabooka Investments Limited

ABN 31 085 290 928

Directors

Greg Richards, Chairman
Mark Freeman, Managing Director
Ian A Campbell
Jacinth K Fairley
Antoinette A Kimmitt AM
Tony B Walls

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)

Shareholder Information

Share Registrar

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

Shareholder

Enquiry Line 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

Annual General Meeting

Time 1.30pm
Date Tuesday 3 October 2023
Venue ZINC at Federation Square
Location Corner of Flinders Street and Swanston Street Melbourne

The AGM will be a hybrid meeting with a physical meeting and access via an online platform.



28 August 2023



Mirrabooka Investments Limited
ABN 31 085 290 928
Level 21, 101 Collins St
Melbourne VIC 3000
T 03 9650 9911
F 03 9650 9100
invest@mirra.com.au
mirra.com.au

Dear Shareholder,

I am pleased to invite you to the 2023 Annual General Meeting (AGM) of Mirrabooka Investments Limited (Mirrabooka or the Company) which has been scheduled as follows:

Date: Tuesday 3 October 2023

Time: 1.30pm Australian Eastern Daylight Time (AEDT)

The AGM will be held as a hybrid meeting providing shareholders with an opportunity to either attend in person or to participate online.

To attend in person and engage with Directors, shareholders are invited to attend **ZINC at Federation Square, Corner of Flinders Street and Swanston Street, Melbourne, Victoria, Australia.**

If shareholders are attending online they must use the Computershare Meeting Platform to participate in the meeting. To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/M2NYCKT> on your computer, tablet or smartphone.

Shareholders who participate in the AGM online using the online platform are able to ask questions via this platform and vote in real time.

Full details on how to lodge a proxy, attend and participate in the AGM are set out in our Notice of Meeting.

Notice of Meeting

In accordance with the amendments to the Corporations Act 2001 (Cth), we will not be posting to you a hard copy of the Notice of Meeting ahead of our AGM unless you have specifically requested one. Please visit www.mirra.com.au to view and download our Notice of Meeting, Our Annual Report and other meeting documents are also available on this webpage.

Proxy Form

If you are unable to join us for the AGM, we encourage you to lodge a vote prior to the meeting or, alternatively, to appoint a proxy to attend either in person or virtually, and vote on your behalf. Enclosed with this letter is a hard copy of your Proxy Form which is personalised to you. Please complete the Proxy Form if you would like to appoint a proxy to attend the meeting and vote on your behalf. The Notice of Meeting sets out the various ways in which you can submit the Proxy Form. Please note that for a proxy appointment to be effective, it must be received by 1.30pm (AEDT) on Sunday 1 October 2023.

Questions from shareholders

Shareholders will have a reasonable opportunity to ask questions at the AGM (including an opportunity to ask questions of the Auditor) verbally or via the meeting platform.

As was the case last year, we also welcome shareholder questions in advance of the meeting. These can be emailed to the Company at agm@mirra.com.au or enclosed with your returned Proxy Form if you elect to return a hard copy.

On behalf of the Board, I thank you for your continuing support as a shareholder. We look forward to welcoming you to our hybrid AGM either virtually or in person on 3 October 2023.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Greg Richards', with a long horizontal flourish extending to the right.

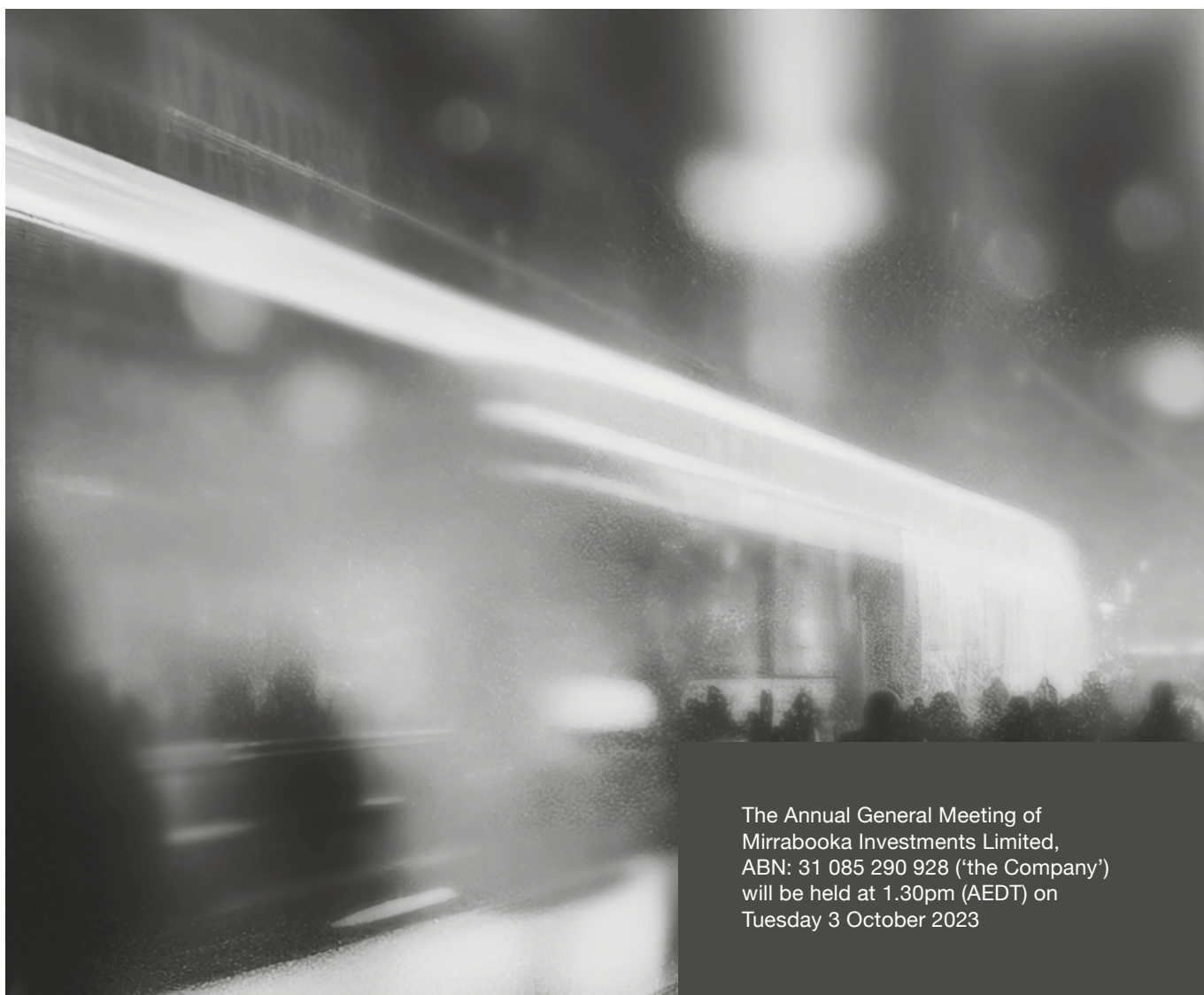
Greg Richards
Chairman

Finding Opportunities in
Small and Medium-Sized
Companies



MIRRABOOKA
Investments Limited

Notice of Annual
General Meeting
2023



The Annual General Meeting of
Mirrabooka Investments Limited,
ABN: 31 085 290 928 ('the Company')
will be held at 1.30pm (AEDT) on
Tuesday 3 October 2023

BUSINESS OF THE MEETING

The Annual General Meeting of **Mirrabooka Investments Limited** (ABN: 31 085 290 928, 'the Company') will be held at **1.30pm (AEDT) on Tuesday 3 October 2023 at ZINC at Federation Square, Corner of Flinders Street and Swanston Street, Melbourne, Victoria, Australia** and via an online platform at **meetnow.global/M2NYCKT**.

Shareholders are requested to participate in the AGM in person, via our online AGM platform or via the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Online Meeting Guide.

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 Sunday 1 October 2023**.

1. Financial Statements and Reports

To consider the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2023.

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

2. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2023 be adopted."

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

3. Election of Director

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

"That Mr Tony Walls, a Director retiring from office in accordance with Rule 45 of the Constitution, being eligible is elected as a Director of the Company.

By Order of the Board



Matthew Rowe
Company Secretary

28 August 2023

EXPLANATORY NOTES

The Explanatory Notes below provide additional information regarding the items of business proposed for the Annual General 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.

Please ensure that your properly completed proxy form reaches the share registry by the deadline of 1.30pm (AEDT) on Sunday 1 October 2023.

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 Statements and Independent Audit Report for the financial year ended 30 June 2023. 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 2023 Annual Report can view or download it from the Company's website at:

mirra.com.au/our-company

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 can be found in the Company's 2023 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 or any of their closely related parties; or
- as a proxy by a person who is a KMP member at the date of the meeting, or any of their closely related parties,

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 as a proxy for a person who is entitled to vote on Resolution 2 in accordance with an express authorisation in the proxy appointment to cast the votes even though 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.

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.

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.

Board recommendation: Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote IN FAVOUR of this resolution.

EXPLANATORY NOTES

continued

3. Election of Director

Mr Tony Walls was appointed to the Board in March 2023 and so is seeking election by shareholders for the first time at this Annual General Meeting.

His biographical details are as follows:

Tony Walls

Independent Non-Executive Director
B.Math (Computing Science), Grad.Dip
in Applied Finance (SIA), FAICD

Tony was appointed a Director of the Company in March 2023. He is currently the Chief Executive Officer of Objective Corporation Limited, a position he has held since founding the business in 1987. He has wide experience as a CEO and a Director. He also brings significant expertise in the IT industry.

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

Board recommendation and undirected proxies: The Board (with Mr T Walls abstaining) recommends that shareholders vote IN FAVOUR of this resolution, and the Chairman of the meeting intends to vote any undirected proxies IN FAVOUR of this resolution.

SHAREHOLDER INFORMATION

Shareholders and Proxyholders have two options for participating at the AGM:

In person

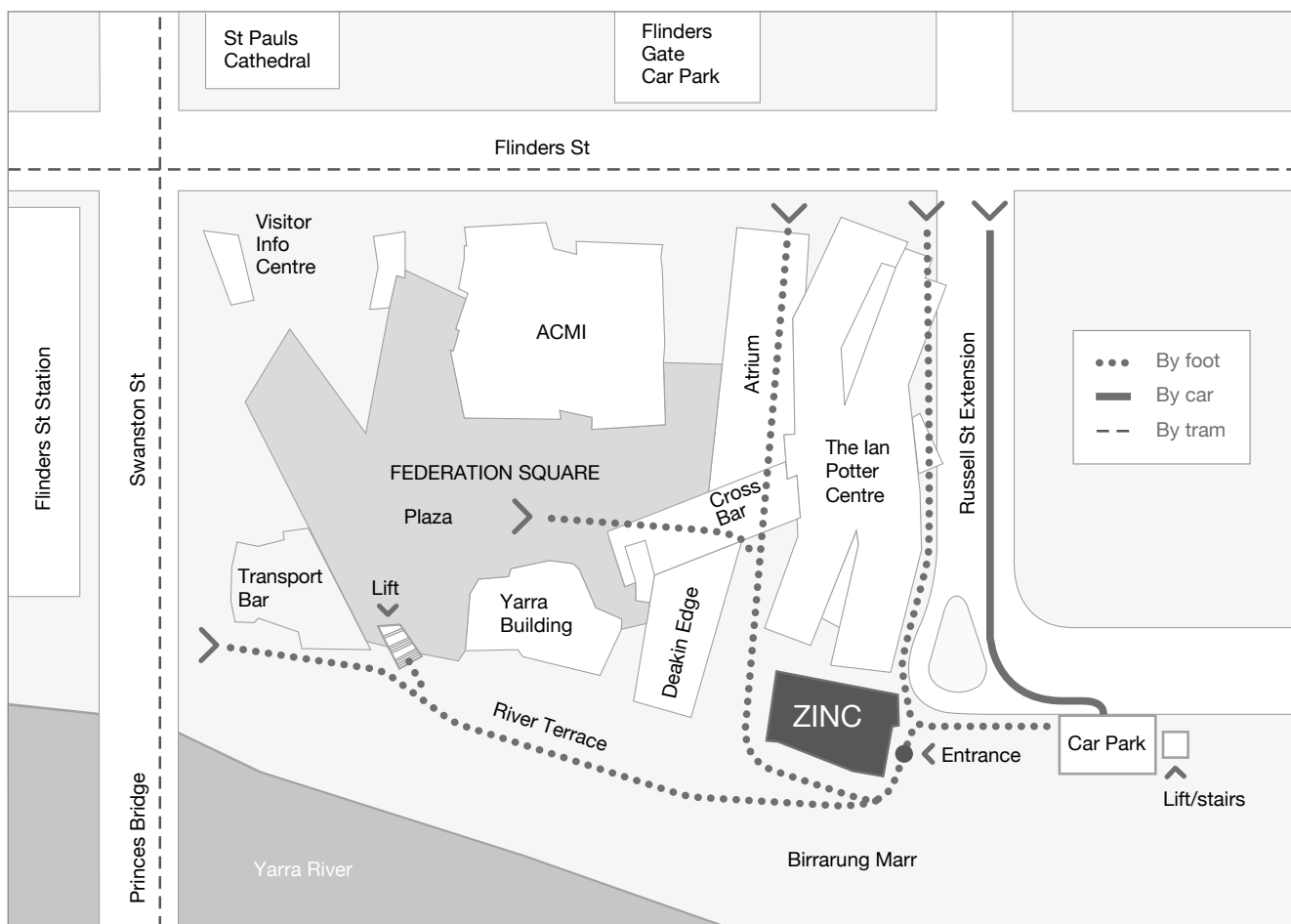
Online Via the Computershare Meeting Platform (access via meetnow.global/M2NYCKT)

In Person

The AGM will be held at the ZINC at Federation Square, Corner of Flinders Street and Swanston Street, Melbourne, Victoria, Australia

ZINC

Directional Map



SHAREHOLDER INFORMATION

continued

Via the Online Platform

If shareholders are attending online, they must use the Computershare Meeting Platform to participate in the meeting.

To participate in the meeting, you can log in by entering the following URL **meetnow.global/M2NYCKT** on your computer, tablet, or smartphone.

Online registration will open 1 hour before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

A detailed guide on how to participate virtually is set out in the Online Meeting Guide (computershare.com.au/virtualmeetingguide) or on our website at mirra.com.au. This Guide explains how you can ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the site.

Voting Options for the AGM

- Voting in person at the meeting
- Direct voting via the online AGM platform during the AGM
- Appointing a proxy

All Resolutions Will be by Poll

As some shareholders may participate virtually in the Meeting each resolution considered at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the Meeting.

Direct Voting Via Online AGM Platform – During the AGM

In accordance with the Company's Constitution ('Constitution'), the Directors have determined that at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution and have approved the use of the online AGM platform as the means by which shareholders can deliver their direct vote in real time during the AGM.

Shareholders can participate in the AGM via the Computershare Meeting Platform and will be able to vote directly through the online platform in real time. Shareholders and proxyholders can vote directly online at any time between the start of the AGM at 1.30pm (AEDT) and the closure of voting as announced by the Chairman during the Meeting.

More information regarding direct voting during the AGM is detailed in the Online Meeting Guide available on our website mirra.com.au.

Proxies

If you cannot attend the meeting in person or online at the scheduled time, you can participate in the AGM by appointing a proxy to attend and vote at the AGM. Shareholders can appoint a proxy on the enclosed Proxy Form.

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. 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).
3. **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.**
4. **Relevant custodians may lodge their proxy forms online by visiting intermediaryonline.com**
5. Proxy forms and any authorities (or certified copies of those authorities) under which they are signed may be also delivered, by mail or by fax to the Company's Share Registry (see details below) no later than 48 hours before the meeting, being **1.30pm (AEDT) on Sunday 1 October 2023**. Further details are on the proxy form.

6. A proxy need not vote in that capacity on a poll (unless the proxy is the Chairman of the meeting). 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).
7. 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 and the proxy is not recorded as attending
 - 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. Evidence of the appointment of a corporate representative must comply with Section 250D of the *Corporations Act 2001* and be lodged with the Company before the AGM.

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.

Questions from Shareholders

We welcome shareholders' questions at the meeting. However, in the interests of all attending the meeting, we request that shareholders confine their questions to matters before the meeting that are relevant to shareholders as a whole.

For shareholders present at the meeting, you will have the opportunity to ask questions from the floor.

For shareholders attending online at **meetnow.global/M2NYCKT** then follow the instructions in the platform on how to ask a question. Please note, only shareholders may ask questions online. 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 by email to be considered at the AGM is **19 September 2023**. During 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.

Share Registry

The Company's Share Registry details are as follows:

Computershare Investor Services Pty Limited

Street Address

Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

Postal Address

GPO Box 242
Melbourne VIC 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



Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1.30pm (AEDT) Sunday 1 October 2023**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions. Each resolution considered at the meeting will be conducted by a poll.

APPOINTMENT OF PROXY

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 securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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. Delete titles as applicable.

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

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

the Chairman of the meeting **OR**

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

or failing the individual or body corporate named in relation to the meeting generally or in relation to a poll on a given resolution, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting or in relation to a poll on the given resolution (as applicable) on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of **Mirrabooka Investments Limited** to be held at **ZINC at Federation Square, Corner of Flinders Street and Swanston Street, Melbourne, Victoria, Australia and via an online platform at 1.30pm (AEDT) on Tuesday 3 October 2023** 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 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	Election of Director - Mr Tony Walls	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

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