

Diversa Trustees Limited

ABN 49 006 421 638

AFS Licence No. 235153

RSE Licence No. L0000635

ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2024

Directors' report

For the year ended 30 June 2024

The Directors present their report together with the financial report of Diversa Trustees Limited (the 'Company'), for the financial year ended 30 June 2024.

Directors

The Directors of the Company at any time during or since the end of the financial year are:

Vincent Plant
Andrew Peterson
Fiona McNabb
Ronald Beard, resigned on 27 July 2024
Susan Thomas
Mark Walter

Directors have been in office since the start of the financial year to the date of this report, unless it is stated otherwise.

Principal activities

The Company is acting as independent specialist provider of services to superannuation funds, including master trusts, corporate stand-alone funds and stand-alone insurance funds.

Its purpose is to support and facilitate:

- Strategic objectives of our client funds;
- Governance services; and
- Members Best Financial Interests.

Significant changes in the state of affairs

On 14 July 2023, Certane Holdings Pty Ltd agreed to transfer all of its ordinary shares, amounting to 100% of the total issued capital, to Raritan River Holdings Pty Ltd. This transfer resulted in a change in control and ownership of the company. The company became part of a tax-consolidated group, where all members within this group are being taxed as a single entity. The head entity of this tax-consolidated group is Raritan River Holdings Pty Ltd.

There were no other significant changes in the state of affairs of the Company that occurred during the financial year under review.

Results of operations

The result from ordinary activities after income tax was a profit of \$2,492,710 (2023: \$1,488,405).

The ending financial position of the Company was \$11,198,053 (2023: \$8,705,343).

Likely developments

In the upcoming year, the Company will continue to provide trustee services to superannuation funds, as outlined in this Directors' Report. FY24 has introduced significant regulatory reforms alongside increased scrutiny from regulatory bodies. While the Directors support these measures to enhance governance and improve member outcomes, it is recognised that the complexity and scope of these changes may lead to increased costs across the industry. The Directors remain focused on managing risks across all key areas, including strategy, operations, finance, human resources, outsourcing, investment, and governance.

The Company will continuously assess the evolving regulatory and market landscape and adjust its strategies accordingly, maintaining its commitment to earning the trust and confidence of members, clients, and partners.

Operating within a dynamic and risk-sensitive environment, the Company is focused on managing both existing and emerging risks that could impact its financial performance. Key risks include:

Regulatory and Legislative Changes:

Frequent adjustments to the superannuation regulatory landscape pose challenges for compliance and operational efficiency. The Company remains proactive in monitoring and adapting to these changes while maintaining strong governance practices to ensure ongoing compliance.

Operational Risk:

Operational risks stem from potential weaknesses in the oversight of the Trustee's activities, including investment management, compliance processes, and third-party service provider relationships. The Company actively mitigates these risks through robust governance frameworks, internal controls, and continuous oversight of service providers.

Climate Change:

Climate change introduces both physical and transitional risks to investments, potentially impacting asset valuations and long-term fund sustainability. The Company closely monitors environmental, social, and governance (ESG) factors to ensure they are integrated into investment decisions to protect member outcomes.

The Company remains committed to adapting to these challenges while safeguarding the interests of members and stakeholders.

Further information about likely developments in the operations of the Company and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Company.

Environmental Regulations

The activities of the entity are not subject to any particular environmental regulation by authorities in Australia or in other jurisdictions within which the Company operates.

Dividends

No dividend was paid or declared during or since the end of the financial year (2023: Nil).

Rounding

The financial report has been prepared by rounding to the nearest \$1.

Events subsequent to reporting date

No significant events have arisen since the end of the reporting period that have significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in the subsequent financial year.

Indemnification and insurance of officers

During the financial year, the Company paid a premium for an insurance policy insuring all Directors against certain liabilities.

In accordance with common commercial practice, the insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

Lead auditor's independence declaration

The lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 4 and forms part of the Directors' Report for financial year ended 30 June 2024.

This report is made with a resolution of the directors, pursuant to section 295 (5)(a) of the corporations Act 2001.



Fiona McNabb
Director

Dated 31 October 2024



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DECLARATION OF INDEPENDENCE BY JAMES DIXON TO THE DIRECTORS OF DIVERSA TRUSTEES LIMITED.

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

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

James Dixon
Director

A handwritten signature in black ink, appearing to read 'James Dixon', written in a cursive style.

BDO Audit Pty Ltd

Melbourne, 31 October 2024

Statement of profit or loss and other comprehensive income

For the year ended 30 June 2024

	Note	2024 \$	2023 \$
Services revenue		24,449,929	17,781,364
Finance income		225,520	118,699
Other income		825,226	251,196
Total revenue		25,500,675	18,151,259
Administration expenses		(10,741,067)	(7,733,630)
Finance expense		(35,639)	-
Employee benefits expense		(10,335,872)	(7,873,340)
Occupancy costs		(357,270)	(472,447)
Depreciation and amortisation expense		(395,314)	(44,105)
Other Expenses		(303,168)	(251,196)
Total expenses		(22,168,330)	(16,374,718)
Profit before income tax		3,332,345	1,776,541
Income tax expense	2	(839,635)	(288,136)
Profit after income tax		2,492,710	1,488,405
Other comprehensive income		-	-
Total comprehensive income for the year		2,492,710	1,488,405

The statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 9 to 17.

Statement of financial position

As at 30 June 2024

	Note	2024 \$	2023 \$
Assets			
Current assets			
Cash and cash equivalents	3	7,175,172	6,097,955
Cash and cash equivalents - regulatory	3	3,320,576	3,224,744
Financial Assets held at fair market value- restricted	4	1,460,756	1,332,538
Trade and other receivables	5	4,388,066	3,811,473
Total current assets		16,344,570	14,466,710
Non-current assets			
Deferred tax asset		551,671	477,204
Trade and other receivables	5	386,381	-
Furniture, equipment and leasehold	6	158,634	42,118
Intangible Assets	6	439,719	57,294
Right of Use Asset	7	888,478	-
Total non-current assets		2,424,883	576,616
Total assets		18,769,453	15,043,326
Liabilities			
Current liabilities			
Trade and other payables	8	4,493,991	4,334,996
Current tax liabilities		887,530	571,522
Employee benefits	9	991,262	814,075
Total current liabilities		6,372,783	5,720,593
Non-current liabilities			
Trade and other payables	8	803,283	314,695
Deferred tax liabilities		66,533	39,961
Employee benefits	9	328,801	262,734
Total non-current liabilities		1,198,617	617,390
Total liabilities		7,571,400	6,337,983
Net assets		11,198,053	8,705,343
Equity			
Contributed equity	10	5,771,177	5,771,177
Accumulated profits		5,426,876	2,934,166
Total equity		11,198,053	8,705,343

The Statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 9 to 17.

Statement of changes in equity

For the year ended 30 June 2024

	Note	Contributed equity	Accumulated profits	Total equity
		\$	\$	\$
Balance at 1 July 2022		5,771,177	1,445,761	7,216,938
Total comprehensive income for the year				
Profit for the year		-	1,488,405	1,488,405
Total comprehensive income for the year		-	1,488,405	1,488,405
Transactions with owners, in their capacity as owners				
Total transactions with owners		-	-	-
Balance at 30 June 2023		5,771,177	2,934,166	8,705,343
Balance at 1 July 2023		5,771,177	2,934,166	8,705,343
Total comprehensive income for the year				
Profit for the year		-	2,492,710	2,492,710
Total comprehensive income for the year		-	2,492,710	2,492,710
Transactions with owners, in their capacity as owners				
Dividends paid		-	-	-
Total transactions with owners		-	-	-
Balance at 30 June 2024		5,771,177	5,426,876	11,198,053

The statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on pages 9 to 17.

Statement of cash flows

For the year ended 30 June 2024

	Note	2024 \$	2023 \$
Cash flows from operating activities			
Receipts from customers		26,728,019	23,952,159
Payments to suppliers and employees		(19,734,040)	(18,920,387)
Interest paid		(1,350)	(183)
Interest received		229,125	118,699
Taxes paid		(4,601,838)	(3,475,907)
Net cash provided by operating activities		2,619,916	1,674,381
Cash flows from investing activities			
Purchase of assets		(736,724)	(67,399)
Security deposit paid		(466,681)	(85,305)
Net cash provided by (used in) investing activities		(1,203,405)	(152,704)
Cash flows from financing activities			
Lease Repayments		(243,462)	-
Dividends paid		-	-
Net cash used in by financing activities		(243,462)	-
Net increase/(decrease) in cash and cash equivalents		1,173,049	1,521,677
Cash and cash equivalents at beginning of financial period		9,322,699	7,801,022
Cash and cash equivalents at 30 June 2024	3	10,495,748	9,322,699

The statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 9 to 17.

Notes to the financial statements

1. Material accounting policies

Diversa Trustees Limited (the 'Company') is an unlisted public company limited by shares. The Company is incorporated and domiciled in Australia. The address of the Company's registered office is Level 17, IBM Tower, 60 City Rd, Southbank, VIC 3006.

The financial statements were authorised for issue by the Board of Directors on 30 October 2024.

(a) Statement of compliance

The financial report has been prepared in accordance with Australian Accounting Standards – Simplified Disclosures in accordance with Australian Accounting Standards ('AASBs') adopted by the Australian Accounting Standards Board ('AASB') and the *Corporations Act 2001*, as appropriate for for-profit oriented entities.

(b) Basis of preparation

The financial statements are presented in Australian dollars which is the functional and presentation currency of the Company and have been prepared on a historical cost basis except for certain financial assets measured at fair value through profit or loss.

(c) Critical estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

(d) New and amended standards adopted by the company

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period.

The principal accounting policies adopted in the preparation of the financial statements are set out in the relevant notes to the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(e) Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment are measured at cost less accumulated depreciation (see below). Cost includes expenditure that is directly attributable to the acquisition of the asset. Gains or losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" in the statement of profit or loss and other comprehensive income.

(ii) Depreciation

Depreciation is recognised in the statement of profit or loss and other comprehensive income on a diminishing value basis over the estimated useful lives of each item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives in the current and comparative periods are as follows:

Computer equipment	3 to 8 years
Fixtures and fittings	3 to 8 years

Residual values, useful lives and the depreciation methods are reviewed at the reporting date.

(f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. software and website development is amortised over 5 years.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss as the expense category that is consistent with the function of the intangible assets.

(g) Trade and other receivables

Trade receivables are generally paid on 30-day settlement terms and are recognised and carried at original invoice amount less an allowance for impairment. Trade receivables are non-interest bearing. Collectability of trade receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified.

The Company recognises a loss allowance for expected credit losses on trade and other receivables which are measured at amortised cost. Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12 month expected credit loss allowance is estimated. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's expected credit loss.

(e) Current assets – Financial assets at fair value through profit or loss

The company has assessed its investments held at fair value through profit or loss. These investments primarily comprise of holdings in ASX listed equities traded on an active market. Regular purchases and sales of investments are recognised on trade date, the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs. Subsequent movements in the fair value of financial assets based on the quoted price on the active market are recognised in the statement of profit or loss and other comprehensive income.

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, bank accepted commercial bills and call deposits with an original maturity of three months or less.

Restricted cash refers to cash held by the Company for operational risk financial reserve regulatory requirements by funds of which the Company is Trustee.

(g) Contributed equity

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(h) Employee benefits

(i) Superannuation benefits

Contributions in relation to defined contribution plans are recognised as an expense in profit or loss in the periods during which services are rendered by employees.

(ii) Long-term service benefits

The Company's net obligation in respect of long-term service benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates and is discounted to determine its present value at a rate that approximates the maturity of the Company's obligation.

(iii) Wages, salaries and annual leave

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled wholly within 12 months of the reporting date represent present obligations resulting from employees' services provided to reporting date, are calculated at undiscounted amounts based on remuneration wage and salary rates that the Company expects to pay as at reporting date including related on-costs, such as worker's compensation insurance and payroll tax.

(i) Provisions

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(j) Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition these financial liabilities are measured at amortised cost. Trade payables are non-interest bearing and are normally settled on 30-day terms.

(k) Revenue

The Company's main source of revenue arises through the provision of financial services to clients including the provision of superannuation trustee services.

Revenue is typically recognised as the performance obligations are delivered. Primarily performance obligations are rendering of a service. Revenue is invoiced at the end of the month upon completion of rendering of the service for the period. Standard payment terms are 30 days from the date of the invoice.

(l) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity, or in other comprehensive income.

Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and associates to the extent that they will probably not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

The company is part of a tax-consolidated group. As a consequence, all members of the tax-consolidated group are taxed as a single entity. The head entity of the tax-consolidated group is Raritan River Holdings Pty Ltd. A tax sharing agreement is in place and the effect of the agreement is that each of the subsidiary members is liable only for the reasonable allocation of the Group Liability made to it under that tax sharing agreement.

(m) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

Receivables and payables in the Statement of Financial Position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are payable to and recoverable from, the ATO are classified as cash flows from operating activities.

(n) Leases

At the commencement date of the lease, the Company recognises a right-of-use asset, representing its right to use the underlying asset during the lease term, and a lease liability, representing its obligation to make lease payments. Lease liabilities are measured at the present value of future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Right-of-use assets are subsequently measured at cost, less accumulated depreciation and any impairment losses, and adjusted for remeasurements of the lease liability. The right-of-use assets are depreciated on a straight-line basis over the shorter of the asset's useful life or the lease term.

Lease payments are allocated between finance costs and the reduction of the lease liability. The financial statements reflect the financial impact of any lease incentives, as adjustments to the cost of the right-of-use assets. The Company has applied the practical expedients allowed under AASB 16, such as excluding low-value leases from recognition.

(o) Rounding of amounts

Amounts in the financial statements have been rounded off to the nearest the nearest dollar.

	2024	2023
	\$	\$
2. Income tax expense		
Current tax expense		
- Current year movements	887,530	571,522
- (Over)/under provisions	-	-
	887,530	571,522
Deferred tax expense from temporary differences		
- Current year movements	(47,895)	(123,838)
- DTA/DTL adjustment due to tax rate change	-	-
- (Over)/under provisions	-	(159,548)
	(47,895)	(283,386)
Total income tax expense	839,635	288,136
Numerical reconciliation between tax expense and profit before tax		
Profit / (loss) before tax	3,332,345	1,776,541
Income tax rate of 25% (2023: 25%)	833,086	444,135
- DTA/DTL adjustment due to tax rate change	-	-
Tax effect of non-deductible expenses		
- Entertainment	4,994	2,460
- Fines & Penalties	1,555	1,089
- (Over)/under provisions	-	(159,548)
Income tax expense	839,635	288,136

	2024	2023
	\$	\$
3. Cash and cash equivalents		
Cash	7,175,172	6,097,955
Cash and cash equivalents – regulatory (1)	3,320,576	3,224,744
Cash and cash equivalents	<u>10,495,748</u>	<u>9,322,699</u>
(1) Includes amounts held for regulatory and prudential purposes and is restricted in use.		
4. Financial assets held at fair market value- restricted		
Listed equities	1,410,834	1,286,369
Unlisted unit trusts	49,922	46,169
Total financial assets held at fair market value - restricted	<u>1,460,756</u>	<u>1,332,538</u>
Financial assets held at fair market value – restricted – includes amounts held for regulatory and prudential purposes and is restricted in use.		
5. Trade and other receivables		
Current		
Trade receivables	2,643,229	2,764,045
Accrued income	353,668	591,480
Amounts receivable from related parties	13,200	5,390
Other receivables	1,377,969	450,558
	<u>4,388,066</u>	<u>3,811,473</u>
Non-current assets		
Bank guarantee	386,381	-
	<u>386,381</u>	<u>-</u>
6. Property, plant and equipment		
Cost		
Opening balance	104,234	36,835
Additions	179,795	67,399
Disposals	-	-
Closing Balance	<u>284,029</u>	<u>104,234</u>
Accumulated depreciation		
Opening balance	(62,116)	(36,835)
Disposals	-	-
Depreciation for the year	(63,279)	(25,281)
Closing Balance	<u>(125,395)</u>	<u>(62,116)</u>
Carrying amounts		
Opening balance	<u>42,118</u>	<u>-</u>
Closing Balance	<u>158,634</u>	<u>42,118</u>

	2024	2023
	\$	\$
6. License, Software and Website development		
Cost		
Opening balance	86,755	37,755
Additions	500,000	49,000
Disposals	-	-
Closing Balance	586,755	86,755
Accumulated amortisation		
Opening balance	(29,461)	(10,636)
Amortisation for the year	(117,575)	(18,825)
Closing Balance	(147,036)	(29,461)
Carrying amounts		
Opening balance	57,295	27,119
Closing Balance	439,719	57,294

7. Leases

Right of Use Assets

The carrying amount of assets acquired under lease arrangements is as follows:

Gross carrying amount

Opening balance	-	-
Additions	1,102,938	-
Disposals	-	-
Closing Balance	1,102,938	-

Accumulated depreciation

Opening balance	-	-
Depreciation for the year	(214,460)	-
Closing Balance	(214,460)	-

Carrying amounts

Opening balance	-	-
Closing Balance	888,478	-

Lease related liabilities

Liabilities recognised as a result of the lease arrangements are as follows:

Current lease liability	349,551	-
Non-current lease liability	565,283	-
	914,834	-

Amounts recognised in the profit or loss for leases in the current and prior year are:

Depreciation expense on right-of-use assets	214,460	-
Interest expense on lease liabilities	33,225	-
	247,685	-

	2024	2023
	\$	\$
8. Trade and other payables		
Current		
External trade payables	1,237,578	1,231,899
Amounts payable to related parties	-	73,649
Other payables	2,575,907	2,810,351
GST payables	330,955	219,097
Current lease liability	349,551	-
	4,493,991	4,334,996
Non-current		
Security deposits	238,000	314,695
Non-current lease liability	565,283	-
	803,283	314,695
9. Employee benefits		
Current		
Provision for long service leave	191,033	163,333
Provision for annual leave	800,229	650,742
	991,262	814,075
Non-current		
Provision for long service leave	328,801	262,734
	328,801	262,734
10. Contributed equity		
Reconciliation of movement in capital		

	Value of Ordinary shares	
	\$	\$
On issue at beginning of financial year as originally presented	5,771,177	5,771,177
Shares Cancelled/Issued at \$1 each	-	-
On issue at end of financial period – fully paid	5,771,177	5,771,177

Number of securities on issue

	Company No. of securities	
Opening balance	7,042,333	7,042,333
(Cancellation)/Issue of shares	-	-
Closing balance	7,042,333	7,042,333

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets. The Company does not have authorised capital or par value in respect of its shares.

	2024	2023
	\$	\$
11. Auditors' remuneration		
Audit and review services and other regulatory returns		
BDO Audit Pty Ltd (Audit fee)	27,000	25,700
BDO Audit Pty Ltd (Assurance fee)	4,000	3,500
BDO Audit Pty Ltd (Non-assurance fee)	-	-
	31,000	29,200

12. Commitments and contingencies

Contingent liabilities

During the 2020 financial year, the company, was a member of the Sargon Capital Tax Consolidated Group. Being part of this group, the company is deemed to be jointly and severally liable for any tax liabilities that arose while it was a member of the Sargon Capital Tax Consolidated Group. On the basis that the company did not clearly exit the Sargon Capital Tax Consolidated Group at the time of its sale to Certes Infrastructure Holdings Pty Ltd, there is a potential contingent tax obligation that may arise if the Australian Taxation Office raised an income tax assessment to Sargon Capital Pty Ltd (the head entity of the Sargon Capital Tax Consolidated Tax Group) that is not paid in full by Sargon Capital Pty Ltd.

There are no other outstanding contingent liabilities or assets as of 30 June 2024 or 30 June 2023.

13. Related parties

Key management personnel compensation

A summary of the remuneration of Directors for the current and previous financial year is set out below:

	2024	2023
	\$	\$
Total compensation	2,321,485	1,549,807

As at the date of this report, no Director held directly or indirectly any shares in the Company.

Transactions with parent and related entities

(a) Controlling entities

During the reporting period the Company was controlled by Diversa Holdco Pty Ltd (55%) and Raritan River Holdings Pty Ltd (45%).

(b) Transactions within the wholly owned group

The following table provides the total amount of transactions that were entered into with related parties during the relevant financial year.

All transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

<i>Receivables/ (Payables) with related parties</i>	2024		2023	
	\$		\$	
	<i>Receivables</i>	<i>Payables</i>	<i>Receivables</i>	<i>Payables</i>
CCSL Pty Ltd	13,200	-	-	-
Raritan River Holdings Pty Ltd	-	-	-	-
	13,200	-	-	-

<i>(Sales to)/purchases from related parties</i>	2024		2023	
	\$		\$	
	<i>Sales</i>	<i>Purchase</i>	<i>Sales</i>	<i>Purchase</i>
CCSL Pty Ltd	(48,259)	-	(58,201)	-
Raritan River Holdings Pty Ltd	-	550,000	-	-
	(48,259)	550,000	(58,201)	-

14. Subsequent events

No significant events have arisen since the end of the reporting period that have significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in the subsequent financial year.

Consolidated entity disclosure statement

The Company has no controlled entities and, therefore, is not required by the Australian Accounting Standards to prepare consolidated financial statements. As a result, section 295 (3A)(a) of the Corporations Act 2001 does not apply to the Company

Directors' declaration

1. In the opinion of the Directors of Diversa Trustees Limited ('the Company'):
 - (a) the financial statements and notes that are set out on pages 5 to 17 are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards Simplified Disclosure Requirements and the Corporations Regulations 2001; and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (c) the information disclosed in the attached consolidated entity statement is true and correct.

Signed in accordance with a resolution of the directors made pursuant of section 295 (5)(a) of the Corporations Act 2001.



Fiona McNabb
Director

Dated 31 October 2024

INDEPENDENT AUDITOR'S REPORT

To the members of Diversa Trustees Limited

Report on the Audit of the Financial Report

Opinion

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

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

- (i) Giving a true and fair view of the Company's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the Directors' report, 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 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:

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

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

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

In preparing the financial report, the directors are responsible for assessing the Company's ability 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 has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf

This description forms part of our auditor's report.

BDO Audit Pty Ltd

BDO


James Dixon
Director

Melbourne 31 October 2024