



**AUSTRALIAN
GOVERNANCE & ETHICAL**
Index Fund

HALF-YEAR FINANCIAL REPORT

**For the half-year ended
31 December 2020**

RESPONSIBLE ENTITY:

E&P

(ACN 152 367 649 | AFSL 410 433)

INVESTMENT MANAGER:

E&P FUNDS MANAGEMENT PTY LIMITED
(ACN 159 902 708 | AFSL 450 257)

Australian Governance & Ethical Index Fund

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Australian Governance & Ethical Index Fund
Directors' report
31 December 2020

The directors of E&P Investments Limited (formerly Walsh & Company Investments Limited), the Responsible Entity of Australian Governance & Ethical Index Fund (the **Fund** or **AGM**), present their report together with the condensed interim financial statements of the Fund for the half-year ended 31 December 2020.

Directors

The directors of the Responsible Entity at any time during or since the end of the financial period are:

Stuart Nisbett
 Warwick Keneally
 Mike Adams
 Peter Shear

Directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

Principal activities

The Fund is a registered managed investment scheme structured as a closed end unit trust that is domiciled in Australia and quoted on the Australian Securities Exchange (**ASX**) (ticker code: **AGM**) during the period. The registered office and principal place of business of the Responsible Entity of the Fund is located at Level 15, 100 Pacific Highway, North Sydney, NSW, 2060.

The principal activity of the Fund was to provide investors with long term capital appreciation, while reducing risk and preserving capital, through investments in securities within the S&P/ASX100 Index that exhibit relatively high levels of governance, social and environmental performance.

As announced on 25 August 2020, the Responsible Entity has determined that it is in the best interests of the unitholders that the Fund is terminated and wound up. This is following the receipt of notice from Walsh & Company Asset Management Pty Limited, the Fund's investment manager (**Investment Manager**) that they will terminate their Investment Management Services under the Investment Management Agreement.

Effective from 23 October 2020, the securities of the Fund were suspended from quotation on ASX at the request of the Fund, pending its termination and wind-up.

The Fund commenced the winding up process on 26 October 2020 (**Termination Date**) in accordance with the provisions of the Fund's constitution. The Fund's equity portfolio has been sold down and an initial distribution of \$1.789 per unit was paid on 16 November 2020. The Fund will proceed to wind up the Fund and the Fund's final distribution will be paid within 180 days of the Termination Date (if it continues to be in the best interest of unitholders to do so).

Review of financial results and operations

a) Financial results for the period

The performance of the Fund, as represented by the results of its operations for the relevant period ended 31 December, was as follows:

	2020	2019
Results		
Total net investment income (\$)	1,282,023	1,570,393
Total expenses (\$)	<u>(98,063)</u>	<u>(45,378)</u>
Net profit (\$)	<u>1,183,960</u>	<u>1,525,015</u>
	2020	2019
Distributions		
Cash distributions - cents per unit	<u>178.90</u>	<u>4.50</u>

Australian Governance & Ethical Index Fund
Directors' report
31 December 2020

	2020	2019
Net asset value		
Net asset value per unit (ex-distribution) - \$ per unit	<u>0.01</u>	<u>1.98</u>

b) Performance returns

The performance returns shown in the table below are for the six and twelve months ended 31 December 2020, and have been calculated using the net asset value per unit for the Fund, which is after fees and expenses, inclusive of distributions.

	6 months to 31 December 2020 %	12 months to 31 December 2020 %
Performance return	<u>4.59</u>	<u>(6.64)</u>

Matters subsequent to the end of the financial period

Effective from 17 February 2021, the Fund was removed from the official list of ASX following the suspension of units from trading at the Fund's request from 23 October 2020, and payment of the initial distribution on 16 November 2020.

No other matters or circumstances have arisen since 31 December 2020 that have significantly affected, or may significantly affect, the Fund's operations, results of those operations, or the Fund's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Stuart Nisbett
Chairman of E&P Investments Limited

24 February 2021



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of E&P Investments Limited (formerly Walsh & Company Investments Limited) as the Responsible Entity of Australian Governance & Ethical Index Fund

I declare that, to the best of my knowledge and belief, in relation to the review of Australian Governance & Ethical Index Fund for the half-year ended 31 December 2020 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- ii. no contraventions of any applicable code of professional conduct in relation to the review.

KPMG

Jessica Davis

Partner

Sydney

24 February 2021

Australian Governance & Ethical Index Fund
Condensed statement of profit or loss and other comprehensive income
For the period ended 31 December 2020

	Note	31 December 2020 \$	31 December 2019 \$
Investment income			
Dividend and distribution income		251,828	794,009
Interest income		3,418	4,195
Net gain on financial assets at fair value through profit or loss		1,026,777	772,189
Total net investment profit		<u>1,282,023</u>	<u>1,570,393</u>
Expenses			
Management and administration fees	11	(17,036)	(37,967)
Investment transaction costs	11	(37,527)	(7,411)
Provision for windup costs		(43,500)	-
Total expenses		<u>(98,063)</u>	<u>(45,378)</u>
Profit before income tax expense		1,183,960	1,525,015
Income tax expense		-	-
Profit after income tax expense for the period		1,183,960	1,525,015
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income for the period		<u>1,183,960</u>	<u>1,525,015</u>
		Cents	Cents
Basic earnings per unit	5	7.72	7.70
Diluted earnings per unit	5	7.72	7.70

The above condensed statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Australian Governance & Ethical Index Fund
Condensed statement of financial position
As at 31 December 2020

	Note	31 December 2020 \$	30 June 2020 \$
Assets			
Cash and cash equivalents		237,452	815,910
Receivables	6	2,560	123,092
Financial assets	7	-	27,321,491
Total assets		<u>240,012</u>	<u>28,260,493</u>
Liabilities			
Trade and other payables	8	117,286	94,239
Distributions payable		-	792,304
Total liabilities		<u>117,286</u>	<u>886,543</u>
Net assets		<u>122,726</u>	<u>27,373,950</u>
Equity			
Issued capital	9	1,471,905	29,907,089
Accumulated losses		<u>(1,349,179)</u>	<u>(2,533,139)</u>
Total equity		<u>122,726</u>	<u>27,373,950</u>

The above condensed statement of financial position should be read in conjunction with the accompanying notes

Australian Governance & Ethical Index Fund
Condensed statement of changes in equity
For the period ended 31 December 2020

	Issued capital \$	Retained earnings \$	Total equity \$
Balance at 1 July 2019	40,639,503	1,623,639	42,263,142
Profit after income tax expense for the period	-	1,525,015	1,525,015
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive income for the period	-	1,525,015	1,525,015
<i>Transactions with unitholders in their capacity as unitholders:</i>			
Issued capital	323,523	-	323,523
Unit buy-backs	(7,321,226)	-	(7,321,226)
Buy-back costs	(36,514)	-	(36,514)
Distributions paid or payable (note 4)	-	(815,712)	(815,712)
Balance at 31 December 2019	33,605,286	2,332,942	35,938,228
	Issued capital \$	(Accumulated Losses) \$	Total equity \$
Balance at 1 July 2020	29,907,089	(2,533,139)	27,373,950
Profit after income tax expense for the period	-	1,183,960	1,183,960
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive income for the period	-	1,183,960	1,183,960
<i>Transactions with unitholders in their capacity as unitholders:</i>			
Issued capital (note 9)	250,346	-	250,346
Unit buy-backs (note 9)	(1,498,596)	-	(1,498,596)
Buy-back costs (note 9)	(3,840)	-	(3,840)
Distributions paid or payable (notes 4 and 9)	(27,183,094)	-	(27,183,094)
Balance at 31 December 2020	1,471,905	(1,349,179)	122,726

The above condensed statement of changes in equity should be read in conjunction with the accompanying notes

Australian Governance & Ethical Index Fund
Condensed statement of cash flows
For the period ended 31 December 2020

	31 December 2020	31 December 2019
	\$	\$
Cash flows from operating activities		
Interest income received	3,569	4,206
Dividends and distributions received	343,044	993,490
Payments to suppliers	<u>(25,922)</u>	<u>(38,163)</u>
Net cash from operating activities	<u>320,691</u>	<u>959,533</u>
Cash flows from investing activities		
Payments for investments	(1,347,531)	(2,361,582)
Receipts from disposal of investments	<u>29,602,089</u>	<u>10,027,286</u>
Net cash from investing activities	<u>28,254,558</u>	<u>7,665,704</u>
Cash flows from financing activities		
Payments for unit buy-backs	(1,498,596)	(7,440,424)
Payment of buy-back costs	(3,840)	(37,170)
Distributions paid	<u>(27,651,271)</u>	<u>(656,218)</u>
Net cash used in financing activities	<u>(29,153,707)</u>	<u>(8,133,812)</u>
Net (decrease)/increase in cash and cash equivalents	(578,458)	491,425
Cash and cash equivalents at the beginning of the financial period	<u>815,910</u>	<u>382,070</u>
Cash and cash equivalents at the end of the financial period	<u><u>237,452</u></u>	<u><u>873,495</u></u>

The above condensed statement of cash flows should be read in conjunction with the accompanying notes

Australian Governance & Ethical Index Fund
Notes to the condensed financial statements
31 December 2020

1. General information

Australian Governance & Ethical Index Fund (**Fund**) is a registered managed investment scheme domiciled in Australia. The investment objective of the Fund is to provide investors with long term capital appreciation, while reducing risk and preserving capital, through investments in securities within the S&P/ASX100 Index that exhibit relatively high levels of governance, social and environmental performance.

The condensed interim financial statements were authorised for issue by the board of directors of the Responsible Entity of the Fund on 24 February 2021.

2. Significant accounting policies

Statement of Compliance

The half-year financial report is a general purpose financial report prepared in accordance with the Corporations Act 2001 and Australian Accounting Standards Board (**AASB**) 134: 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standards (**IFRS**) IAS 134 'Interim Financial Reporting'. The half-year report does not include all notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual financial report.

Basis of Preparation

The Fund commenced winding up on 26 October 2020 in accordance with the provisions of the Fund's constitution. All assets will be realised and all liabilities will be settled and a final distribution of the remaining monies will be made to unitholders within 180 days of the Termination Date (if it continues to be in the best interest of unitholders to do so). In preparing the financial statements on an alternate basis, the Responsible Entity has continued to apply the requirements of Australian Accounting Standards taking into account that the Fund is not expected to continue as a going concern in the foreseeable future. All assets are measured at their net realisable values and liabilities are measured at their anticipated settlement amounts based on relevant Australian Accounting Standard requirements.

All amounts are presented in Australian dollars, unless otherwise noted.

The same accounting policies and methods of computation have been followed in this half-year financial report as were applied in the most recent annual financial statements.

New Accounting Standards and Interpretations

The Fund has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to their operations and effective for the current half-year. The impact of the adoption is not material to the Fund's financial report in the current or future reporting periods and on foreseeable future transactions.

3. Operating segments

The Fund operates in Australia and is engaged solely in investing activities, generating long term capital appreciation and deriving revenue from dividend and distribution income and interest income.

Australian Governance & Ethical Index Fund
Notes to the condensed financial statements
31 December 2020

4. Distributions

Distributions declared during the financial period were as follows:

	31 December 2020	31 December 2019
	\$	\$
Cash distribution – 4.5 cents per unit paid on 3 February 2020	-	815,712
Cash distribution – 178.9 cents per unit paid on 16 November 2020	27,183,094	-
	<u>27,183,094</u>	<u>815,712</u>

Following the sell down of the portfolio in accordance to the winding down of the Fund, an initial distribution comprising of capital was paid on 16 November 2020 amounting to \$27,183,094.

5. Earnings per unit

	31 December 2020	31 December 2019
	\$	\$
Profit after income tax	<u>1,183,960</u>	<u>1,525,015</u>
	Number	Number
Weighted average number of ordinary units used in calculating basic earnings per unit	<u>15,331,406</u>	<u>19,799,585</u>
Weighted average number of ordinary units used in calculating diluted earnings per unit	<u>15,331,406</u>	<u>19,799,585</u>
	Cents	Cents
Basic earnings per unit	7.72	7.70
Diluted earnings per unit	7.72	7.70

6. Receivables

	31 December 2020	30 June 2020
	\$	\$
Receivable for investments sold	-	30,000
Other receivables	44	1,876
Dividends and distributions receivable	-	91,216
GST receivable	2,516	-
	<u>2,560</u>	<u>123,092</u>

Australian Governance & Ethical Index Fund
Notes to the condensed financial statements
31 December 2020

7. Financial assets

	31 December 2020 \$	30 June 2020 \$
Equity investments - listed	-	27,321,491

Refer to note 10 for further information on fair value measurement.

8. Trade and other payables

	31 December 2020 \$	30 June 2020 \$
Trade payables	-	89,612
Accrued expenses	6	4,627
Tax withheld on distribution to unitholders	73,780	-
Provision for windup costs	43,500	-
	<u>117,286</u>	<u>94,239</u>

9. Issued capital

	31 December 2020 Units	30 June 2020 Units	31 December 2020 \$	30 June 2020 \$
Ordinary units - fully paid	<u>15,194,574</u>	<u>15,950,638</u>	<u>1,471,905</u>	<u>29,907,089</u>

Movements in ordinary unit capital

Details	Date	Units	\$
Balance	1 July 2020	15,950,638	29,907,089
Issue of ordinary units at \$1.72 (distribution reinvested)	31 July 2020	145,395	250,346
Distributions (capital component)	16 November 2020	-	(27,183,094)
Unit buy-backs		(901,459)	(1,498,596)
Buy-back costs		-	(3,840)
Balance	31 December 2020	<u>15,194,574</u>	<u>1,471,905</u>

10. Fair value measurement

The aggregate net fair values and carrying amounts of financial assets and financial liabilities at balance date are disclosed in the Statement of Financial Position and in the notes to the condensed financial statements.

The fair values of:

- other assets and other liabilities approximate their carrying values;
- listed securities included in "Equity Investments" are readily traded on the Stock Exchanges in a standardised form globally. The net fair value of listed securities is determined by valuing them at the last quoted sale price as at the end of the reporting period.

Australian Governance & Ethical Index Fund
Notes to the condensed financial statements
31 December 2020

10. Fair value measurement (continued)

The Fund measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

There were no financial assets as at 31 December 2020, therefore the fair value hierarchy for the period ended 31 December 2020 is not disclosed.

30 June 2020	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Financial assets at fair value through profit or loss</i>				
Equity investments - listed	27,321,491	-	-	27,321,491
Total assets	27,321,491	-	-	27,321,491

There were no transfers between levels during the financial period.

11. Related party transactions

Related party investments in the Fund

The Responsible Entity or its associates does not hold any investments in the Fund.

Responsible Entity services

a) Responsible Entity fee

The Responsible Entity's duties include establishing the compliance plan and procedures and monitoring against regulatory and legislative requirements, the issuance of disclosure documents, the appointment and monitoring of external service providers to the Fund and overall administration of the Fund. E&P Investments Limited (formerly known as Walsh & Company Investments Limited), as Responsible Entity, receives a Responsible Entity fee of 0.08% per annum (inclusive of the net effect of GST) of the gross asset value of the Fund.

Total Responsible Entity fees paid or payable to the Responsible Entity for the period ended 31 December 2020 was \$6,866 (31 December 2019: \$15,021), exclusive of GST.

b) Fund administration services

Australian Fund Accounting Services Pty Limited, a related party of the Responsible Entity, provides fund administration services to the Fund under an agreement with the Responsible Entity. These services include net asset valuation, management accounting, statutory reporting, capital management and taxation. The Responsible Entity has agreed to bear the cost of the fund administration services and, as such, there were no fund administration fees paid out of the assets of the Fund.

c) Legal and consulting services

The Responsible Entity entered into an agreement with MDA1 Pty Limited, trading as MA Law, to provide legal and consulting services to the Responsible Entity and the investment schemes under its control. Mike Adams, a director of the Responsible Entity, is also a director and shareholder of MDA1 Pty Limited. Mike Adams previously provided similar services as an employee of a non-related entity to the Fund. The Responsible Entity has agreed to bear the cost of the legal and consulting services and, as such, there were no legal and consulting fees paid out of the assets of the Fund.

Investment Management fee

The Investment Manager provides investment management services to the Fund, including overseeing the assessment of market conditions and investment opportunities, the selection and recommendation of investments, monitoring the Fund's investment portfolio, and determining and recommending the retention or sale of investment in the Fund's portfolio.

Australian Governance & Ethical Index Fund
Notes to the condensed financial statements
31 December 2020

11. Related party transactions (continued)

In connection with the provision of services as Investment Manager, E&P Funds Management Pty Limited (formerly known as Walsh & Company Asset Management Pty Limited), receives an Investment Management fee of 0.11% per annum (inclusive of the net effect of GST) of the value of the portfolio.

Effective 30 October 2020, the Investment Manager has agreed to waive its contractually entitled fee for the remaining term of the Investment Management Agreement. Total Investment Management fees paid or payable for the period ended 31 December 2020 was \$9,584 (31 December 2019: \$21,654), exclusive of GST.

Brokerage fee

Evans & Partners Pty Ltd, a related party of the Responsible Entity and broker of the Fund, provides brokerage under the Fund's buy-back program.

Total brokerage fees paid or payable to the related parties of the Responsible Entity for the period ended 31 December 2020 was \$3,746 (31 December 2019: \$35,624), exclusive of GST.

Investment transaction costs

Evans & Partners Pty Ltd, a related party of the Responsible Entity, receives brokerage of 0.10% (excluding GST) on all transactions in Australian equities undertaken by the Fund. During the period, the brokerage paid was \$30,997 (31 December 2019: \$7,230), exclusive of GST.

12. Events after the reporting period

Effective from 17 February 2021, the Fund was removed from the official list of ASX following the suspension of units from trading at the Fund's request from 23 October 2020, and payment of the initial distribution on 16 November 2020.

No other matters or circumstances have arisen since 31 December 2020 that have significantly affected, or may significantly affect, the Fund's operations, results of those operations, or the Fund's state of affairs in future financial years.

Australian Governance & Ethical Index Fund

Directors' declaration

31 December 2020

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Fund's financial position as at 31 December 2020 and of its performance for the financial period ended on that date; and
- there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Stuart Nisbett

Chairman of E&P Investments Limited

24 February 2021



Independent Auditor's Review Report

To the unitholders of Australian Governance & Ethical Index Fund

Conclusion

We have reviewed the accompanying **Half-year Financial Report** of Australian Governance & Ethical Index Fund (the Fund).

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Half-year Financial Report of Australian Governance & Ethical Index Fund does not comply with the *Corporations Act 2001*, including:

- giving a true and fair view of the Fund's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- complying with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

The **Half-year Financial Report** comprises:

- Condensed statement of financial position as at 31 December 2020;
- Condensed statement of profit or loss and other comprehensive income, Condensed statement of changes in equity and Condensed statement of cash flows for the half-year ended on that date;
- Notes 1 to 12 comprising a summary of significant accounting policies and other explanatory information; and
- The Directors' Declaration.

The **Half-year** is the 6 months ended on 31 December 2020.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report.

We are independent of the Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual 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 E&P Investments Limited (formerly Walsh & Company Investments Limited), would be in the same terms if given to the Directors as at the time of this Auditor's Review Report.



Emphasis of matter – Basis of Preparation

We draw attention to Note 2 to the Half-Year Financial Report, which describes the basis of preparation. The Half-Year Financial Report has not been prepared on a going concern basis as the Responsible Entity has announced that the Fund has commenced winding up. Our conclusion is not modified in respect of this matter.

Responsibilities of the Directors for the Half-year Financial Report

The Directors of the Responsible Entity are responsible for:

- the preparation of the Half-year Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*; and
- such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the review of the Half-year Financial Report

Our responsibility is to express a conclusion on the Half-year Financial Report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the Half-year Financial Report does not comply with the *Corporations Act 2001* including giving a true and fair view of the Fund's financial position as at 31 December 2020 and its performance for the Half-year ended on that date, and complying with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a Half-year Financial Report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with *Australian Auditing Standards* and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

KPMG

Jessica Davis

Partner

Sydney

24 February 2021

Australian Governance & Ethical Index Fund
Corporate directory
31 December 2020

Responsible Entity

E&P Investments Limited
(ACN 152 367 649)
(AFSL 410 433)
Level 15, 100 Pacific Highway
NORTH SYDNEY NSW 2060
T 1300 454 801
F 1300 883 159
E info.funds@eap.com.au
W eap.com.au

Directors

Stuart Nisbett
Warwick Keneally
Mike Adams
Peter Shear

Secretaries

Hannah Chan
Caroline Purtell

Australian Governance & Ethical Fund

(ARSN 625 826 646)
Level 15, 100 Pacific Highway
NORTH SYDNEY NSW 2060
T 1300 454 801
F 1300 457 349
E info@governanceandethicalfund.com.au
governanceandethicalfund.com.au

Unit Register

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000
T 1300 737 760 (Australia)
T +61 2 9290 9600 (International)
F 1300 653 459
boardroomlimited.com.au

Auditor

KPMG
Level 38, Tower Three
International Towers Sydney
300 Barangaroo Avenue
SYDNEY NSW 2000
T: +61 2 9335 7000
F: +61 2 9335 7001
kpmg.com.au

Banker

ANZ Bank
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