



GLENNON  
SMALL COMPANIES LTD

Friday, 7 August 2020

Company Announcements  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
Sydney NSW 2000

**Financial Results – Year Ended 30 June 2020**

In accordance with the Listing Rules, Glennon Small Companies Limited (ASX: GC1) encloses the following information authorised for release by GC1's Board of Directors:

1. Appendix 4E
2. Annual Report for Year Ended 30 June 2020

For more information, please contact:

Anushuka Ray  
Joint Company Secretary  
Glennon Small Companies Limited

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Website: [www.glennon.com.au](http://www.glennon.com.au)

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**Glennon Small Companies Limited**

ABN 52 605 542 229

**Appendix 4E  
for the year ended 30 June 2020**

## Preliminary Final Report

This preliminary final report is for the financial year ended 30 June 2020. The previous corresponding period was 1 July 2018 to 30 June 2019.

### Results for announcement to the market

					\$'000
Revenue from ordinary activities	Up	6.64%	to	(7,213)	
Profit before tax for the year	Up	6.20%	to	(8,239)	
Profit from ordinary activities after tax attributable to members	Up	5.75%	to	(5,638)	

### Dividends

Interim and final dividends paid are fully franked at 30% tax rate (2019: 27.5%).

	Dividend Rate \$	Total Amount \$'000	Date of Payment	Percentage Franked
<b>2020</b>				
Ordinary shares - interim 2020	0.01	440	12/03/2020	100%
Ordinary shares - final 2019	0.02	936	03/09/2019	100%
<b>2019</b>				
Ordinary shares - interim 2019	0.01	480	09/04/2019	100%
Ordinary shares - final 2018	0.03	1,428	18/09/2018	100%

In addition to the above dividends, since the end of the financial year the Directors have declared the payment of a final ordinary dividend of 2 cents per fully paid share, unfranked, with an ex date of 24 September 2020 and a record date of 25 September 2020, to be paid on 16 October 2020, out of the profits reserve at 30 June 2020.

### Final dividend dates

Ex Dividend date	24/09/2020
Record Date	25/09/2020
Last election date for the DRP	28/09/2020
Payment date	16/10/2020

### Net tangible assets (NTA)

	30 June 2020 \$	30 June 2019 \$
Net tangible asset backing (per share) after tax	0.8249	0.9743
Net tangible asset backing (per share) before tax*	0.8209	0.9763

\*The before-tax NTA includes a (\$0.071) (2019: (\$0.015)) per share deferred tax asset. Deferred Tax Asset (DTA) is comprised of prior years' and current year tax losses.

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### **Distribution Reinvestment Plan (DRP)**

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan at a discount to the market price as specified by the Company from time to time in accordance with the Corporations Act and the Listing Rules.

The final date for receipt of an election notice for participation in the Dividend Reinvestment Plan is 28 September 2020. Shares issued under DRP will rank equally with existing ordinary shares. The Company reserves the right to issue DRP shortfall shares at Director's discretion.

### **Audit**

This report is based on the financial report which has been audited. All the documents comprise the information required by Listing Rule 4.3A.

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**Glennon Small Companies Limited**

ABN 52 605 542 229

**Annual Report  
for the year ended 30 June 2020**

**Glennon Small Companies Limited  
Corporate directory**

<b>Directors</b>	<p>Michael Glennon <i>Executive Chairman</i></p> <p>John Larsen <i>Independent Non-Executive Director</i></p> <p>Garry Crole <i>Independent Non-Executive Director (resigned 9 June 2020)</i></p> <p>Suliaman Ravell <i>Independent Non-Executive Director (appointed 9 June 2020)</i></p>
<b>Secretary</b>	<p>Michael Glennon Anushuka Ray (appointed 4 July 2019)</p>
<b>Investment Manager</b>	<p>Glennon Capital Pty Ltd Level 17, 25 Bligh Street Sydney NSW 2000 Phone: (02) 8027 1000</p>
<b>Registered office</b>	<p>c/o Glennon Capital Pty Ltd Level 17, 25 Bligh Street Sydney NSW 2000 Phone: (02) 8027 1000 Email: <a href="mailto:info@glennon.com.au">info@glennon.com.au</a></p> <p>For enquiries regarding net asset backing (as advised each month to the Australian Securities Exchange) refer to <a href="http://www.asx.com.au">www.asx.com.au</a> or call (02) 8027 1000.</p>
<b>Custodian and Administrator</b>	<p>Link Fund Solutions Pty Limited Level 12, 680 George Street Sydney NSW 2000 Phone: (02) 8280 7100</p>
<b>Share registrar</b>	<p>Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 Phone: (02) 9290 9600 Fax: (02) 9279 0664 Email: <a href="mailto:enquiries@boardroomlimited.com.au">enquiries@boardroomlimited.com.au</a></p> <p>For enquiries relating to shareholdings, dividends (including participation in the Dividend Reinvestment Plan) and related matters, please contact the share registrar.</p>
<b>Auditors</b>	<p>Pitcher Partners Level 16, Tower 2, Darling Park 201 Sussex Street Sydney NSW 2000</p>
<b>Stock exchange</b>	<p>Australian Securities Exchange (ASX) The home exchange is Sydney. ASX code: GC1 Ordinary shares</p>
<b>Website</b>	<p><a href="http://www.glennonsmallcompanies.com.au">www.glennonsmallcompanies.com.au</a></p>

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**Glennon Small Companies Limited** ABN 52 605 542 229  
**Annual Report - 30 June 2020**

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## Chairman's Letter

The past two years have been tough for shareholders in GC1, our investing style has been out of favour and the segment we invest in has lacked broader market support. As the largest individual shareholder, I feel as much pain as everyone else. I appreciate the support you have all shown us and it's been great to have the support of a loyal long-term shareholder base. It's this support that has resulted in GC1 trading at a smaller average discount than most of our listed peers. I would also like to thank those shareholders who reached out to me to discuss the portfolio or the market, I am always happy to talk to shareholders and explain our thoughts on the market, which we do articulate in our newsletters and webinars and I would encourage you if you haven't engaged with either of these to do so.

The 2020 financial year was an extraordinary one that will be remembered for the global spread of the COVID-19 virus that caused changes to the way we live our lives and the way business is done. While at the time of writing, we are having another outbreak of the virus in Victoria, never in my lifetime have I seen domestic borders close, international travel cease and people encouraged to work from home. This will have long lasting changes to the way we do business and live our times. This flows through into some permanent changes to industries. There are companies that will go broke and there are companies who are facing very real changes to their medium-term outlooks, travel stocks being one such industry.

The policy responses from Governments globally was on a level that we have never before seen, and dwarfed every other response that has occurred historically. This creates a somewhat artificial situation in that money has been diverted from long term projects and initiatives that deliver medium term economic growth to a short term "sugar-fix" that avoids a deep recession but doesn't deliver long term economic growth. It puts money in the hands of people now but does nothing for long term economic growth. What it has done however is create a speculative bubble in equity markets.

An unexpected outcome both here and internationally of stimulus was the rise of the Robinhood traders, the army of retail traders who pay a small monthly fee in the vicinity of US\$6 to get unlimited trades. The impact of these traders many of whom have an incredibly naive knowledge of markets was to further exacerbate momentum in growth stocks, stretched valuations and who appear to have no concept of the value of a company or the understanding of cash flow, but feeling like trading guru's after a few months picking up tips from Facebook and stock forums. It's a recipe for disaster.

### **Value has been forgotten**

For the past 2 years the market has fallen in love with growth and momentum, this has been at the cost of value companies. It has been further exacerbated with size so that anything that is small and reasonable value has just become cheaper. It's very akin to 1999 when value companies were in the doldrums and everything was about tech and the new paradigm of market cap to revenue as the new metric of how to value a company. We saw the years following the tech boom that many of these companies disappeared permanently.

This is no different, much of what is listed and has had stunning share price appreciation has no earnings and while some will survive and do well, unfortunately many will not.

I don't subscribe to the multiple of revenue valuation metric. You need to be able to either grow profitably or pay a suitably low price so as to be able to have a realistic payback period on your investment. That doesn't mean we only buy low PE companies, it just means buying something that looks cheap now for its further cash flows.

The discount to fair value of value, micro and nano cap companies has widened as they have underperformed their growthy counterparts. During the March sell-off in global financial markets, many of the smaller companies we own did not return to their pre March levels. This impacted us as investors went to cash and small volumes drove down the share prices of some of these companies by up to 80% in some cases. It wasn't just nanocaps, Afterpay fell from roughly \$40 to \$8 (-80%). Coming out of the sell-off money fled to bigger, liquid growth companies that were perceived to be immune to the possibility of a depressed general economy, so there just has not been sufficient interest in these companies to re-rate their shares or even return them to where they were prior to the March sell-off, even though most of them didn't even have to raise capital and had sufficiently strong balance sheets to be able to continue operating.



## Outlook

In terms of outlook, we expect the market will be more volatile in the coming financial year, we have geopolitical tensions between the US and China, which will impact our exports of resources, oil prices are depressed and we will have a swathe of small businesses under financial distress, causing longer term increases in unemployment. Although it is almost certain that the economy requires more than one year to recover from the pandemic, we are still unclear about the magnitude and duration of impact from the pandemic. We are confident there will over time be treatments which the market will react positively too, the disease is unlikely to disappear in a short period of time given the scale of infections and the percentage of the global population exposed. We are likely to see continued outbreaks, like Beijing, Hong Kong and Victoria. As a result, disruptions in economic activities are to be expected in the medium term. Apart from the pandemic, the government stimulus package is also a crucial factor. However, the spending will gradually be reduced and the economy will face very real challenges after these cease.

We believe there is a detachment from fundamentals in the market, this creates opportunities. We have increased our gold exposure as an inflation hedge, reduced nanocap and microcap exposure where liquidity was an issue moved some of the deeper value investment back to a watching brief.

One of the pleasing things to look forward to going forward is that the period post GFC was one of the best we have ever had as a manager in our unlisted funds. While it took us a while post GFC to start performing the period from 2011 to 2016 was great for us. Conditions in the market look similar to us now.



Michael Glennon

Chairman

Sydney  
7 August 2020

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**Glennon Small Companies Limited**  
**Investments at Market Value**  
**As at 30 June 2020**

**Investments at Market Value**

The investments in the portfolio holdings of the Company is shown below:

	\$	% of total assets
<b>CONSUMER DISCRETIONARY</b>		
CITY CHIC COLLECTIVE LIMITED	1,731,741	5.29%
SHINE JUSTICE LTD	634,870	1.94%
	<b>2,366,611</b>	<b>7.23%</b>
<b>FINANCIALS</b>		
BENJAMIN HORNIGOLD	79,269	0.24%
CREDIT CORP GROUP LIMITED	1,210,956	3.70%
ECLIPX GROUP LIMITED	497,645	1.52%
FIDUCIAN GROUP LIMITED	436,040	1.33%
FSA GROUP LIMITED	219,977	0.67%
MONEY3 CORPORATION LIMITED	512,855	1.57%
RESIMAC GROUP LTD	926,095	2.83%
SEQUOIA FINANCIAL GROUP	763,427	2.33%
	<b>4,646,264</b>	<b>14.19%</b>
<b>HEALTH CARE</b>		
PROBIOTEC LIMITED	1,052,933	3.22%
	<b>1,052,933</b>	<b>3.22%</b>
<b>INDUSTRIALS</b>		
COUNTPLUS LIMITED	1,162,839	3.56%
HILLS LIMITED	450,978	1.38%
JOHNS LYNG GROUP LIMITED	1,074,263	3.28%
	<b>2,688,080</b>	<b>8.22%</b>
<b>TELECOMMUNICATION SERVICES</b>		
SPIRIT TELECOM LIMITED	476,822	1.46%
UNITI GROUP LIMITED	1,021,855	3.12%
	<b>1,498,677</b>	<b>4.58%</b>
<b>INFORMATION TECHNOLOGY</b>		
DICKER DATA LIMITED	631,739	1.93%
NEARMAP LIMITED	1,029,832	3.15%
NEXTDC LIMITED	983,663	3.01%
	<b>2,645,234</b>	<b>8.09%</b>
<b>MATERIALS</b>		
BORAL LTD	1,077,300	3.29%
PERSEUS MINING LIMITED	631,032	1.93%
RED 5 LIMITED	646,133	1.98%
RAMELIUS RESOURCES LIMITED	985,748	3.01%
RESOLUTE MINING LIMITED	1,186,408	3.63%
SARACEN MINERAL HOLDINGS LIMITED	1,165,820	3.56%
	<b>5,692,441</b>	<b>17.40%</b>
<b>UNLISTED CONVERTIBLE NOTES</b>		
LOCAL AGENT FINDER LTD	250,000	0.76%
	<b>250,000</b>	<b>0.76%</b>
<b>UNLISTED EQUITY</b>		
LOCAL AGENT FINDER LTD	280,000	0.86%
AXESSTODAY LIMITED	-	0.00%
	<b>280,000</b>	<b>0.86%</b>
<b>TOTAL</b>	<b>21,120,240</b>	<b>64.55%</b>

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## **Corporate Governance Statement**

As an ASX-listed company, Glennon Small Companies Limited (the Company) and its Directors are committed to responsible and transparent financial and business practices to protect and advance shareholders' interests. The Company's strong corporate governance practices are based on the ASX Corporate Governance Principles and Recommendations.

The Board has adopted these ASX principles and recommendations which are complemented by the Company's core principles of honesty and integrity. The corporate governance policies and practices adopted by the Board are outlined in the Company's Corporate Governance section (<http://www.glennonsmallcompanies.com.au>).

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## Directors' Report

The Directors present their report together with the financial report of Glennon Small Companies Limited ("the Company") for the year ended 30 June 2020.

### Directors

The following persons held office as Directors during or since the end of the year and up to the date of this report:

Michael Glennon (Executive Chairman)  
John Larsen (Independent Non-Executive Director)  
Garry Crole (Independent Non-Executive Director (resigned 9 June 2020))  
Sulieyman Ravell (Independent Non-Executive Director (appointed 9 June 2020))

### Principal activities

The principal activity of the Company is making investments in listed companies outside the S&P/ASX 100.

There was no significant change in the nature of the activity of the Company during the year.

### Dividends

Dividends paid to members since the end of the previous financial year were as follows:

Interim and final dividends paid are fully franked at 30% tax rate (2019: 27.5%).

	Dividend Rate \$	Total Amount \$'000	Date of Payment	Percentage Franked
<b>2020</b>				
Ordinary shares - interim 2020	0.01	440	12/03/2020	100%
Ordinary shares - final 2019	0.02	936	03/09/2019	100%
<b>2019</b>				
Ordinary shares - interim 2019	0.01	480	09/04/2019	100%
Ordinary shares - final 2018	0.03	1,428	18/09/2018	100%

In addition to the above dividends, since the end of the financial year the Directors have declared the payment of a final ordinary dividend of 2 cents per fully paid share, unfranked, with an ex date of 24 September 2020 and a record date of 25 September 2020, to be paid on 16 October 2020, out of the profits reserve at 30 June 2020.

### Review of operations

The operating loss before tax including realised and unrealised investment movements was \$8,239,000 for the year ended 30 June 2020 (2019: \$8,784,000 loss). The net result after tax was a loss of \$5,638,000 (2019: \$5,982,000 loss).

The net tangible asset (NTA) backing before tax as at 30 June 2020 was \$0.8209 per share (2019: \$0.9763). The before-tax NTA includes a (\$0.071) (2019: (\$0.015)) per share deferred tax asset. Deferred Tax Asset (DTA) is comprised of prior years' and current year tax losses.

Further information on the operating and financial review of the Company is contained in the Chairman's Letter on page 1 of the Annual Report.

### Financial Position

The net asset value of the Company for the current financial year ended was \$36,265,000 (2019: \$46,313,000).

### Significant changes in the state of affairs

On 1 March 2019, the Company announced the implementation of an on-market share buy-back of up to 10% of its issued ordinary shares for a 12-month period commencing on 19 March 2019. During the year ended 30 June 2020, 3,898,076 shares were bought back at an average buy back of \$0.8384 per share (2019: 677,631 shares at an average buy back of \$0.8357). At its completion on 19 March 2020, the Company bought back a total of 4,575,707 shares at an average buy back of \$0.8389 per share.

On 27 April 2020, the Company issued a prospectus and announced the terms for a bonus issue of options for nil consideration, and a potential additional loyalty issue of options for nil consideration.

The 1 for 5 bonus issue of options, totalling 8,765,489 bonus options, to acquire ordinary shares in the Company at an exercise price of \$0.75 have an expiry date of 29 October 2021. During the year, 12,782 bonus options were exercised and there are 8,752,707 outstanding bonus options as at year end.

The 1 for 1 loyalty issue of options to acquire ordinary shares in the Company at an exercise price of \$0.95 have an expiry date of 28 April 2023. There are a 8,765,489 loyalty options outstanding as at year end. No loyalty options have been exercised during the the financial year.

During the year, the Board announced the resignation of Mr. Garry Crole as a Non-Executive Director and appointment of Mr. Sulieman Ravell as a Non-Executive Director effective 9 June 2020.

There were no other significant changes in the state of affairs of the Company during the year ended 30 June 2020.

### Matters subsequent to the end of the financial period

Other than the dividend declared after year end, no other matter or circumstance has occurred subsequent to year end that has 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 subsequent financial years.

### Likely developments and expected results of operations

The Company will continue to pursue its investment objectives for the long term benefit of the members. This will require continual review of the investment strategies that are currently in place and may require changes to these strategies to maximise returns.

Further information is contained in the Chairman's Letter on page 1 of the Annual Report.

### Environmental regulation

The Company is not affected by any significant environmental regulation in respect of its operations.

To the extent that any environmental regulations may have an incidental impact on the Company's operations, the Directors of the Company are not aware of any breach by the Company of those regulations.

### Information on directors

**Michael Glennon** Executive Chairman Age 46 (appointed on 29 April 2015)

#### *Experience and expertise*

Michael Glennon has 22 years' experience in financial markets and over 20 years' experience as a portfolio manager and director of several boutique investment management firms. He has extensive contacts in listed companies and has accumulated a wealth of knowledge of smaller listed companies over the time he has been in the market. He has worked with some of Australia's most respected small company fund managers and has also managed a listed investment company as well as portfolios for public superannuation funds, family offices, financial planner clients, insurance companies, charities and other professional investors. Mr Michael Glennon regularly speaks on ABC radio and appears on CNBC providing expert commentary on investing and financial markets.

He holds a Bachelor of Commerce degree from the University of Western Sydney.

**Information on directors (continued)**

**Other current directorships**

Michael Glennon is a director of Benjamin Homigold Limited (ASX: BHD).

**Former directorships in last 3 years**

Michael Glennon was the Chairman of ASX listed, Excelsior Capital Limited (ECL) (previously CMI Ltd). He was appointed as a director of ECL on 23 December 2016 and resigned on 4 October 2019.

Pursuant to section 300(11)(e) of the *Corporations Act 2001*, and except as disclosed above, there were no other directorships held by the Michael Glennon in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

**Special responsibilities**

Chairman of the Board and member of Remuneration and Nomination Committee and Disclosure Committee.

**Interests in shares and options**

Details of Michael Glennon's interests in shares of the Company are included later in this report.

**Interests in contracts**

Details of Michael Glennon's interests in contracts of the Company are included later in this report.

**John Larsen** Independent Non-Executive Director Age 70 (appointed on 29 April 2015)

**Experience and expertise**

John Larsen has over 32 years' experience in senior management roles in funds management and broking companies. He has managed a number of private portfolios and a number of individually managed accounts. Between 2006 and 2008, he was part of the investment committee responsible for investment for the Huntley Investment Company Limited, a listed investment company. He was also Group Investment Manager at ING (previously Mercantile Mutual Group) retaining responsibility for the entire Australian investments portfolio with over \$500 million of funds under management. During his tenure, ING was one of the largest fund managers in the Australian market. He is also a member of Institute of Chartered Accountants.

John Larsen's institutional dealing experiences include working as the Head of Equities for Deutsche Bank in Australia, and as a Director of County Natwest Securities (now part of Citigroup) in charge of institutional sales.

**Other current directorships**

John Larsen is the director of Sequoia Financial Group Limited.

**Former directorships in last 3 years**

Pursuant to section 300(11)(e) of the *Corporations Act 2001*, there were no other directorships held by the John Larsen in Australian listed companies at any time in the 3 years immediately before the end of this financial year.

**Special responsibilities**

Chairman of the Audit and Risk Committee and Remuneration and Nomination Committee and member of the Disclosure Committee.

**Interests in shares and options**

Details of John Larsen's interests in shares of the Company are included later in this report.

**Interests in contracts**

There are no contracts to which John Larsen is a party or under which John Larsen is entitled to a benefit and that confer a right to call for or deliver shares in the Company or a related body corporate.

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**Information on directors (continued)**

**Garry Crole** Independent Non-Executive Director Age 57 (appointed on 29 April 2015, resigned 9 June 2020)

***Experience and expertise***

Garry Crole is an experienced financial services professional who has held numerous senior executive positions with leading Australian companies such as Colonial Mutual Life. After working for Colonial Mutual Life as an executive in the 1980s, Mr Crole founded the distribution network of Money Planners. He then became the CEO of the ASX-listed Deakin Financial Services Limited (ASX: DKN), a role he held through to 2001. Over the past 10 years, Garry has been the joint Managing Director of InterPrac Limited, an unlisted public company specialising in providing the accounting industry access to financial services product and distribution capability. In this role, he has worked closely with the National Tax Accountants Association (NTAA), an accountant and tax advisor association with a member base of over 8,500 accountancy practices spread across Australia.

Garry Crole holds a Diploma in Financial Planning and is a graduate member of the Australian Institute of Company Directors.

***Other current directorships***

Garry Crole is the joint managing director of InterPrac Financial Planning Pty Ltd. He is also an executive director of ASX listed Sequoia Financial Group Limited, having been appointed as a director on 18 November 2016.

***Former directorships in last 3 years***

During the period from 11 June 2013 until 6 October 2016, Garry Crole was a non-executive director of Diversa Limited.

Pursuant to section 300(11)(e) of the *Corporations Act 2001*, and except as disclosed above, there were no other directorships held by Garry Crole in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

***Special responsibilities***

Member of the Audit and Risk Committee, Remuneration and Nomination Committee and Disclosure Committee.

***Interests in shares and options***

Details of Garry Crole's interests in shares of the Company are included later in this report.

***Interests in contracts***

There are no contracts to which Garry Crole is a party or under which Garry Crole is entitled to a benefit and that confer a right to call for or deliver shares in the Company or a related body corporate.

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**Information on directors (continued)**

**Sulieiman Ravell** Independent Non-Executive Director Age 45 (appointed on 9 June 2020)

**Experience and expertise**

Sulieiman Ravell has over 20 years' experience in the financial services industry.

Sulieiman Ravell holds the Advanced Financial Planning Certificate (UK), a degree in Chemical Engineering and the Advanced Diploma in Financial Planning Australia.

**Other current directorships**

Sulieiman Ravell is a director of Benjamin Hornigold Limited (ASX: BHD).

**Former directorships in last 3 years**

Pursuant to section 300(11)(e) of the *Corporations Act 2001*, there were no other directorships held by Sulieiman Ravell in Australian listed companies at any time in the 3 years immediately before the end of the financial year.

**Special responsibilities**

Member of the Audit and Risk Committee, Remuneration and Nomination Committee and Disclosure Committee.

**Interests in shares and options**

Details of Sulieiman Ravell's interests in shares of the Company are included later in this report.

**Interests in contracts**

There are no contracts to which Sulieiman Ravell is a party or under which Sulieiman Ravell is entitled to a benefit and that confer a right to call for or deliver shares in the Company or a related body corporate.

**Company secretary**

Mr Michael Glennon was appointed as Company Secretary effective 14 December 2018.

Anushuka Ray was appointed as Co Company Secretary alongside Michael Glennon effective 4 July 2019. She is a Certified Public Accountant and has 13 years' experience in the financial services and funds management industry.

Anushuka Ray holds a Bachelor of Business (Accounting) from University of Western Sydney.

**Meetings of directors**

The numbers of meetings of the Company's board of Directors and of each board committee held in the year ended 30 June 2020, and the numbers of meetings attended by each Director were:

	Directors' Meetings		Meetings of committees		Remuneration and Nomination	
			Audit and Risk			
	A	B	A	B	A	B
Michael Glennon	4	4	*	-	2	2
John Larsen	4	4	1	2	2	2
Garry Crole	4	4	2	2	2	2
Sulieiman Ravell	-	-	-	-	-	-

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the committee during the year

\* Not a member of the relevant committee

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**Remuneration report (Audited)**

This report details the nature and amount of remuneration for each Director of Glennon Small Companies Limited in accordance with the *Corporations Act 2001*.

The Directors will be entitled to receive the following benefits:

- (a) John Larsen: \$25,000 p.a.
- (b) Garry Crole: \$25,000 p.a. (resigned 9 June 2020)
- (c) Sulieman Ravell: \$25,000 p.a. (appointed 9 June 2020)

Michael Glennon is remunerated by the Investment Manager and did not receive Directors' fees or any other form of remuneration from the Company.

*Executive remuneration policy and framework*

The Board has established the Remuneration and Nomination Committee. The Board acknowledges that currently this committee comprises all the three members of the Board. The chairman of the committee is an independent director.

The Remuneration and Nomination Committee is responsible for reviewing and making recommendations in relation to the composition of the Board and performance of the Directors and ensuring that adequate succession plans are in place. Independent advice will be sought where appropriate.

The Remuneration and Nomination Committee will meet as often as is required by the Remuneration and Nomination Committee Charter and is governed by the provisions in the Company's Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with the Remuneration and Nomination Committee Charter.

The role of the Remuneration and Nomination Committee is develop, review and make recommendations to the Board regarding the ongoing appropriateness and relevance of the remuneration framework for the chairman and the non-executive directors and the process by which any pool of directors' fees approved by shareholders is allocated to directors.

Non-executive directors are remunerated by way of director fees and superannuation contributions. Non-executive directors do not receive remuneration through the issue of shares or options.

Michael Glennon, the Executive Chairman, is the sole director of the Manager. He is remunerated by the Manager and will not receive Directors' fees from the Company for his services. Further detail is provided in the Remuneration Report.

*Relationship between remuneration and the Company's performance*

The remuneration policy has been specifically designed to ensure that the Company's shareholders can determine whether the aggregate remuneration of Directors should or should not be increased. As such, the Directors' aggregate and individual remuneration levels are not directly dependent upon the Company's performance or a performance condition. However, practically, whether shareholders vote for or against an increase in the aggregate remuneration will depend upon, amongst other things, how the Company has performed over the number of years.

Under the ASX Listing Rules the maximum fees payable to non-executive directors may not be increased without prior approval from the Company at a general meeting. Directors will seek approval from time to time as deemed appropriate.

**Remuneration report (Audited) (continued)**

*Details of remuneration*

The following tables show details of the remuneration received by the Directors of the Company for the current financial year and previous financial period.

<b>2020</b>	Short-term employee benefits	Post-employment benefits	
Name	Salary and fees \$	Superannuation \$	Total \$
<b>Non-executive Directors</b>			
John Larsen	22,831	2,169	25,000
Garry Crole*	21,439	2,037	23,476
Suliman Ravell*	1,376	131	1,507
Sub-total non-executive directors	45,646	4,337	49,983
<b>Executive Director</b>			
Michael Glennon	-	-	-
Total key management personnel compensation	45,646	4,337	49,983

\*Garry Crole resigned on 9 June 2020. Suliman Ravell was appointed on 9 June 2020.

<b>2019</b>	Short-term employee benefits	Post-employment benefits	
Name	Salary and fees \$	Superannuation \$	Total \$
<b>Non-executive Directors</b>			
John Larsen	22,831	2,169	25,000
Garry Crole	22,831	2,169	25,000
Sub-total non-executive directors	45,662	4,338	50,000
<b>Executive Director</b>			
Michael Glennon	-	-	-
Total key management personnel compensation	45,662	4,338	50,000

The following table comprises the Company performance and non-executive directors' remuneration:

	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016*</b>
Operating (loss)/profit after tax	(\$5,638,000)	(\$5,982,000)	\$9,446,000	\$322,000	\$1,956,000
Dividends paid (cents per share)	3.0	4.0	4.0	4.0	0.75
Net tangible asset (pre-tax \$ per share)	0.8209	0.9763	1.2138	0.9850	1.0605
Total Directors' remuneration	\$49,983	\$50,000	\$50,000	\$50,000	\$50,000
Total Shareholder's Equity	\$36,265,000	\$46,313,000	\$54,229,000	\$46,204,000	\$26,083,000

\*The profit and loss balances are reflecting the reporting period from 29 April 2015 to 30 June 2016.

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**Remuneration report (Audited) (continued)**

*Director Related Entity Remuneration*

All transactions with related entities were made on normal commercial terms and conditions.

Michael Glennon is the sole Director and beneficial owner of Glennon Capital Pty Ltd, the Company appointed to manage the investment portfolio of Glennon Small Companies Limited. In its capacity as Manager, Glennon Capital Pty Ltd was paid a management fee of 1% p.a. (plus GST) of the net asset value of the portfolio amounting to \$417,590 net of reduced input tax credits (2019: \$496,394). As at 30 June 2020, the balance payable to the Manager was \$32,663 (2019: \$41,933). A summary of the material terms of the management agreement is contained in Section 10.1 of the Company's Prospectus dated 3 July 2015. (<http://www.glennonsmallcompanies.com.au>).

In addition, the Manager is to be paid, quarterly in arrears, a performance fee of 20% (plus GST) of the portfolio's outperformance over the benchmark and subject to high water mark. The Manager may elect up to five business days prior to payment date that all or part of the performance fee is to be applied to the issue of ordinary shares in the Company, without receiving any approvals from the shareholders of the Company. Further information in respect of the Company's performance fee calculation is contained in Section 10.1 of the Company's Prospectus dated 3 July 2015.

For the year ended 30 June 2020, in its capacity as Manager, Glennon Capital Pty Ltd was paid a performance fee net of reduced input tax credits amounting to nil (2019: \$14,313). As at 30 June 2020 and 30 June 2019, the balance payable to the manager was nil.

For the year ended 30 June 2020, in their capacity as Company Secretary, Glennon Capital Pty Ltd was paid company secretarial fees of \$32,800 (2019: nil). As at 30 June 2020 and 30 June 2019, the balance payable to the company secretary was nil.

No other Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company with the Director or with a firm of which he is a member or with a Company in which he has substantial financial interest.

*Remuneration of Executives*

There are no executives that are paid by the Company. Glennon Capital Pty Ltd, the Manager of the Company, is beneficially owned by Michael Glennon who provides day to day management of the Company.

*Equity Instrument Disclosures Relating to Directors*

As at the date of this report, the Company's Directors and their related parties held the following interests in the Company:

*Ordinary Shares Held*

<b>Director</b>	<b>Position</b>	<b>Balance at 1 July 2019</b>	<b>Net movement</b>	<b>Other movements**</b>	<b>Balance at 30 June 2020</b>
Michael Glennon	Executive Chairman Independent	1,956,279	312,995	-	2,269,274
John Larsen	Non-Executive Director Independent	187,535	7,287	-	194,822
Garry Crole*	Non-Executive Director	300,000	-	(300,000)	-
Sulieyman Ravell*	Independent Non-Executive Director	-	-	-	-
		<b>2,443,814</b>	<b>320,282</b>	<b>(300,000)</b>	<b>2,464,096</b>

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**Remuneration report (Audited) (continued)**

*Equity Instrument Disclosures Relating to Directors (continued)*

Director	Position	Balance at 1 July 2018	Net movement	Other movements	Balance at 30 June 2019
Michael Glennon	Executive Chairman Independent	1,629,685	326,594	-	1,956,279
John Larsen	Non-Executive Director Independent	133,952	53,583	-	187,535
Garry Crole	Non-Executive Director	300,000	-	-	300,000
				-	
		<b>2,063,637</b>	<b>380,177</b>	<b>-</b>	<b>2,443,814</b>

*Options Held*

Director	Position	Balance at 1 July 2019	Options acquired	Options exercised	Other movements**	Balance at 30 June 2020
Michael Glennon	Executive Chairman Independent	-	449,720	-	-	449,720
John Larsen	Non-Executive Director Independent	-	38,965	-	-	38,965
Garry Crole*	Non-Executive Director	-	60,000	-	(60,000)	-
Suliman Ravell*	Independent Non-Executive Director	-	40	-	-	40
		<b>-</b>	<b>548,725</b>	<b>-</b>	<b>(60,000)</b>	<b>488,725</b>

No directors held options in the Company as at 30 June 2019.

\*Garry Crole resigned as Non-Executive Director of the Company on 9 June 2020. Suliman Ravell was appointed as Non-Executive Director of the Company on 9 June 2020. Mr Ravell does not hold shares in the Company as at 30 June 2020.

\*\*Other movements represent interests held as at resignation date.

There are no movements in interests between balance date and the date of this report.

*End of remuneration report*

**Insurance and indemnification of officers and auditors**

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

**Proceedings on behalf of the Company**

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

**Non-audit services**

The Company's Audit and Risk Committee oversees the relationship with the Company's auditors. Non-audit services were provided by the auditors of the Company during the period. The directors are satisfied that the provision of the non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

Details of the amounts paid to the auditors and their related parties are disclosed in Note 17 to the financial statements.

**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 on page 15.

**Rounding of amounts**

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission (ASIC) relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

This report is made in accordance with a resolution of Directors.



Michael Glennon  
Executive Chairman

Sydney  
7 August 2020

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**Auditor's Independence Declaration  
To the Directors of Glennon Small Companies Limited  
ABN 52 605 542 229**

In relation to the independent audit of Glennon Small Companies Limited for the year ended 30 June 2020, I declare that to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor's independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.



C I Chandran  
Partner

Pitcher Partners  
Sydney

7 August 2020

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**Glennon Small Companies Limited**  
**Statement of Comprehensive Income**  
**For the year ended 30 June 2020**

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Notes		
<b>Investment income from ordinary activities</b>		
Net realised (losses)/gains on investments	(7,183)	2,783
Net unrealised losses on investments	(628)	(11,639)
Dividends	522	952
Trust distributions	21	74
Interest from financial assets at amortised cost	54	104
Other income	1	-
	<u>(7,213)</u>	<u>(7,726)</u>
<b>Expenses</b>		
Management fees	(418)	(496)
Performance fees	-	(14)
Brokerage expense	(215)	(209)
Accounting fees	(74)	(74)
Share registry fees	(40)	(32)
Custody fees	(28)	(24)
Tax fees	(15)	(13)
Directors' fees	(50)	(50)
ASX fees	(47)	(47)
Audit fees	(51)	(47)
Other expenses	(88)	(52)
	<u>(1,026)</u>	<u>(1,058)</u>
<b>Loss before income tax</b>	(8,239)	(8,784)
Income tax benefit	7 2,601	2,802
<b>Loss for the year</b>	<u>(5,638)</u>	<u>(5,982)</u>
<b>Other comprehensive income for the year, net of tax</b>	-	-
<b>Total comprehensive loss for the year</b>	<u>(5,638)</u>	<u>(5,982)</u>
	<b>Cents</b>	Cents
<b>Loss per share for profit from continuing operations attributable to the ordinary equity holders of the Company:</b>		
Basic loss per share	23 (12.54)	(12.45)
Diluted loss per share	23 (12.54)	(12.45)

*The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.*

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**Glennon Small Companies Limited**  
**Statement of Financial Position**  
**As at 30 June 2020**

		At	
	Notes	30 June 2020 \$'000	30 June 2019 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	10,480	11,885
Trade and other receivables	9	1,725	120
Financial assets at fair value through profit or loss	10	21,120	33,833
Current tax assets		242	-
Other current assets		47	39
<b>Total current assets</b>		<b>33,614</b>	<b>45,877</b>
<b>Non-current assets</b>			
Deferred tax assets	11	3,346	816
<b>Total non-current assets</b>		<b>3,346</b>	<b>816</b>
<b>Total assets</b>		<b>36,960</b>	<b>46,693</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	12	695	255
Current tax liabilities		-	32
<b>Total current liabilities</b>		<b>695</b>	<b>287</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	13	-	93
<b>Total non-current liabilities</b>		<b>-</b>	<b>93</b>
<b>Total liabilities</b>		<b>695</b>	<b>380</b>
<b>Net assets</b>		<b>36,265</b>	<b>46,313</b>
<b>EQUITY</b>			
Issued capital	14	43,362	46,396
Profits reserve		8,932	9,456
Accumulated losses		(16,029)	(9,539)
<b>Total equity</b>		<b>36,265</b>	<b>46,313</b>

*The above Statement of Financial Position should be read in conjunction with the accompanying notes.*

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**Glennon Small Companies Limited**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2020**

	Notes	Issued capital \$'000	Profits reserve \$'000	Accumulated losses \$'000	Total \$'000
<b>Balance at 1 July 2018</b>		46,423	10,572	(2,766)	54,229
Net loss for the period		-	-	(5,982)	(5,982)
<b>Transactions with owners in their capacity as owners:</b>					
Contributions of equity	14	541	-	-	541
On-market buy back	14	(566)	-	-	(566)
Costs of issued capital	14	(2)	-	-	(2)
Dividends provided for or paid	15	-	(1,907)	-	(1,907)
Transfer to profits reserve (net of tax)		-	791	(791)	-
		(27)	(1,116)	(791)	(1,934)
<b>Balance at 30 June 2019</b>		<b>46,396</b>	<b>9,456</b>	<b>(9,539)</b>	<b>46,313</b>
		<b>Issued capital \$'000</b>	<b>Profits reserve \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Total \$'000</b>
<b>Balance at 1 July 2019</b>		46,396	9,456	(9,539)	46,313
Net loss for the period		-	-	(5,638)	(5,638)
<b>Transactions with owners in their capacity as owners:</b>					
Shares issued under dividend reinvestment plan	14	261	-	-	261
Shares issued on options exercised	14	9	-	-	9
On-market buy back	14	(3,275)	-	-	(3,275)
Costs of issued capital	14	(29)	-	-	(29)
Dividends provided for or paid	15	-	(1,376)	-	(1,376)
Transfer to profits reserve (net of tax)		-	852	(852)	-
		(3,034)	(524)	(852)	(4,410)
<b>Balance at 30 June 2020</b>		<b>43,362</b>	<b>8,932</b>	<b>(16,029)</b>	<b>36,265</b>

*The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.*

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**Glennon Small Companies Limited**  
**Statement of Cash Flows**  
**For the year ended 30 June 2020**

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Notes		
<b>Cash flows from operating activities</b>		
Proceeds from sale of financial assets at fair value through profit or loss	79,186	93,705
Payments for purchase of financial assets at fair value through profit or loss	(75,389)	(86,420)
Interest received	73	96
Dividends received	432	672
Distributions received	55	40
Other revenue	1	-
Income taxes paid	(284)	(140)
Management fees paid	(425)	(502)
Performance fees paid	-	(82)
Brokerage expenses	(213)	(218)
Payments for other expenses	(419)	(336)
<b>Net cash inflow from operating activities</b>	21 <b>3,017</b>	6,815
<b>Cash flows from financing activities</b>		
Payments for shares bought back	(3,275)	(566)
Shares issued on options exercised	9	-
Share issue transaction costs	(41)	(2)
Dividends paid to Company's shareholders	(1,115)	(1,366)
<b>Net cash outflow from financing activities</b>	<b>(4,422)</b>	(1,934)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1,405)</b>	4,881
Cash and cash equivalents at the beginning of the year	11,885	7,004
<b>Cash and cash equivalents at end of year</b>	8 <b>10,480</b>	11,885
<b>Non-cash financing activities</b>		
Dividends reinvested	22 <b>261</b>	541

*The above Statement of Cash Flows should be read in conjunction with the accompanying notes.*

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## 1 General information

Glennon Small Companies Limited ("the Company") is a listed public company domiciled in Australia. The address of Glennon Small Companies Limited's registered office is Level 17, 25 Bligh Street, Sydney, NSW 2000. The Company is primarily involved in making investments, and deriving revenue and investment income from listed securities in Australia.

The Company was registered with the Australian Securities and Investments Commission (ASIC) on 29 April 2015 and commenced operations on 21 August 2015. The financial statements of Glennon Small Companies Limited are for the year ended 30 June 2020.

## 2 Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the entity Glennon Small Companies Limited.

### (a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. Glennon Small Companies Limited is a for-profit entity for the purpose of preparing the financial statements.

The financial statements were authorised for issue by the Board of Directors on 7 August 2020.

#### (i) Compliance with International Financial Reporting Standards (IFRS)

The financial statements of the Glennon Small Companies Limited also comply with IFRS as issued by the International Accounting Standards Board (IASB).

#### (ii) New and amended standards adopted by the Company

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning on or after 1 January 2020 that have a material impact on the accounts recognised in the prior periods or will affect the current or future periods.

#### (iii) Historical cost convention

Except for the Statement of Cash Flows, these financial statements have been prepared under the accruals basis and are based on historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss.

#### (iv) Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

#### (v) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2020, and have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

### (b) Revenue recognition

#### (i) Investment income

Profits and losses realised from the sale of investments and unrealised gains and losses on securities held at fair value are included in the Statement of Comprehensive Income in the year they are incurred in accordance with the policies described in Note 2(g).

## 2 Significant accounting policies (continued)

### (b) Revenue recognition (continued)

#### (ii) Dividends

Dividends are recognised as revenue when the right to receive payment is established.

The Fund currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded net of withholding tax in the statement of comprehensive income.

#### (iii) Interest income

Interest income is recognised as it accrues, taking into account the effective yield on the financial asset.

#### (iv) Other income

The Company recognises other income when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities.

### (c) Income tax

The income tax expense/(benefit) for the year comprises current income tax expense/(benefit) and deferred tax expense/(benefit).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year.

Current and deferred income tax expense/(benefit) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

### (d) Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (e) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. Trades are recorded on trade date, and for equities normally settled within two business days.

## 2 Significant accounting policies (continued)

### (f) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss. Trade and other receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

### (g) Financial assets and liabilities

The Company classifies its investments in the following measurement categories

- those to be measured at fair value through profit or loss; and
- those to be measured at amortised cost.

#### **Classification**

##### (i) *Financial assets*

The Company classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets.

The Company's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Company's documented investment strategy. The Company's policy is to evaluate the information about these financial assets on a fair value basis together with other related financial information.

For equity securities and derivatives, the contractual cash flows of these instruments do not represent solely payments of principal and interest. Consequently, these investments are measured at fair value through profit or loss.

#### **Recognition and derecognition**

Purchases and sales of financial assets at fair value through profit or loss are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

#### **Measurement**

At initial recognition, the Company measures a financial asset at fair value excluding transaction costs that are directly attributable to its acquisition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Comprehensive Income.

Subsequent to initial recognition, all instruments at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the Statement of Comprehensive Income.

When an investment is disposed, the gain or loss from disposal is recognised as realised gains and losses from the sale of financial instruments in the Statement of Comprehensive Income.

The Company's accounting policy on fair value measurements is discussed in Note 4.

#### **Determination of Fair Value**

AASB 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

The Company uses the last sale price as a basis of measuring fair value.

## 2 Significant accounting policies (continued)

### (g) Financial assets and liabilities (continued)

#### **Impairment**

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### (h) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### (i) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### (j) Profits reserve

A profits reserve has been created representing an amount allocated from current year earnings that is preserved for future dividend payments.

### (k) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

In accordance with the *Corporations Act 2001*, the Company may pay a dividend where the Company's assets exceed its liabilities, the payment of the dividend is fair and reasonable to the Company's shareholders as a whole and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

Franking credits are generated by receiving fully franked dividends from shares held in the Company's investment portfolio, and from the payment of corporate tax on its other investment income, unfranked income and net realised gains.

### (l) Earnings per share

#### *(i) Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

## 2 Significant accounting policies (continued)

### (l) Earnings per share (continued)

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

### (m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Where applicable, the Company qualifies for Reduced Input Tax Credits (RITC) at a rate of at least 75%; hence fees for these services have been recognised in the Statement of Comprehensive Income net of the amount of GST recoverable from the taxation authority.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

### (n) Functional and presentation currency

The functional and presentation currency of the Company is Australian dollars.

### (o) Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission (ASIC) relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

### (p) Comparatives

Where necessary, comparative information has been reclassified to be consistent with current reporting period.

## 3 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk, foreign exchange risk and price risk), credit risk and liquidity risk. The Board of the Company has implemented a risk management framework to mitigate these risks.

### (a) Market risk

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

#### (i) Foreign exchange risk

In addition to investments in Australian entities, the Manager may invest in entities outside Australia. Hence the Company may assume currency exposure and there is a risk that adverse movements in exchange rates will reduce their value in Australian dollar terms.

### 3 Financial risk management (continued)

#### (a) Market risk (continued)

##### (ii) Price risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified in the Statement of Financial Position as financial assets at fair value through profit or loss.

The Company seeks to manage and constrain market risk by holding a diversified portfolio of typically between 20 and 40 ASX listed companies and holding cash of up to 75%.

The Company's investment sector as at 30 June is as below:

Sector	2020 (%)	2019 (%)
Information technology	13	21
Financial services	22	12
Energy	-	8
Health care	5	10
Consumer staples	-	3
Industrials	13	13
Consumer discretionary	11	27
Materials	27	-
Telecommunications services	7	3
Unlisted	2	3
<b>Total</b>	<b>100</b>	<b>100</b>

As at 30 June 2020, the Company held shares in City Chic Collective Limited (ASX: CCX) which represented over 5% of the portfolio (2019: shares in Afterpay Touch Group Limited (ASX: APT) and Nearmap Limited (ASX: NEA) which represented over 5% of the portfolio).

##### Sensitivity

The following table illustrates the effect on the Company's equity from possible changes in other market risk that were reasonably possible based on the risk the Company was exposed to at reporting date, assuming a flat tax rate of 30 per cent:

	Impact on post-tax loss	
	2020 \$'000	2019 \$'000
Decrease 5%	(739)	(1,168)
Increase 5%	739	1,168
Decrease 10%	(1,478)	(2,337)
Increase 10%	1,478	2,337

Post-tax loss for the year would increase/(decrease) as a result of gains/(losses) on equity securities classified as at fair value through profit or loss.

At balance date, the equity securities net portfolio position was \$20,870,000 (2019: \$33,383,000).

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### 3 Financial risk management (continued)

#### (a) Market risk (continued)

##### (iii) Cash flow and fair value interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis.

#### At 30 June 2020

	Floating interest rate \$'000	Fixed interest rate \$'000	Non-interest bearing \$'000	Total \$'000
<b>Financial assets</b>				
Cash and cash equivalents	10,480	-	-	10,480
Trade and other receivables	-	-	1,725	1,725
Financial assets at fair value through profit or loss	-	250	20,870	21,120
Current tax assets	-	-	242	242
	<u>10,480</u>	<u>250</u>	<u>22,837</u>	<u>33,567</u>
<b>Financial liabilities</b>				
Trade and other payables	-	-	(695)	(695)
	<u>-</u>	<u>-</u>	<u>(695)</u>	<u>(695)</u>
Net exposure to interest rate risk	<u>10,480</u>	<u>250</u>	<u>22,142</u>	<u>32,872</u>

#### At 30 June 2019

	Floating interest rate \$'000	Fixed interest rate \$'000	Non- interest bearing \$'000	Total \$'000
<b>Financial assets</b>				
Cash and cash equivalents	11,885	-	-	11,885
Trade and other receivables	-	-	120	120
Financial assets at fair value through profit or loss	-	200	33,633	33,833
	<u>11,885</u>	<u>200</u>	<u>33,753</u>	<u>45,838</u>
<b>Financial liabilities</b>				
Trade and other payables	-	-	(255)	(255)
Current tax liabilities	-	-	(32)	(32)
	<u>-</u>	<u>-</u>	<u>(287)</u>	<u>(287)</u>
Net exposure to interest rate risk	<u>11,885</u>	<u>200</u>	<u>33,466</u>	<u>45,551</u>

#### Sensitivity

At 30 June 2020, if interest rates had increased by 75 or decreased by 75 basis points from the year end rates with all other variables held constant, post-tax loss for the year would have been \$55,000 higher/\$55,000 lower (2019: changes of 75 bps/75 bps: \$63,000 higher/\$63,000 lower), mainly as a result of lower interest income from cash and cash equivalents.

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### 3 Financial risk management (continued)

#### (b) Credit risk

Credit risk is defined as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and Notes to the Financial Statements. The Company is also exposed to counterparty credit risk on cash and cash equivalents, amounts due from brokers and other receivables.

The Company manages credit risk by only entering into agreements with credit worthy parties (see Note 8).

#### (c) Liquidity risk

Liquidity risk is defined as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Manager manages liquidity risk by monitoring the asset size of the Company as a whole on executing transactions.

The assets of the Company are largely in the form of readily tradeable securities which can be sold on-market if necessary.

#### *Maturities of financial liabilities*

All non-derivative financial liabilities of the Company have maturities of less than 1 month.

### 4 Fair value measurements

The Company measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Financial assets at fair value through profit or loss (FVTPL)

The Company has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period.

#### (a) Fair value hierarchy

AASB 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1),
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

## 4 Fair value measurements (continued)

### (a) Fair value hierarchy (continued)

#### (i) Recognised fair value measurements

The following table presents the Company's assets and liabilities measured and recognised at fair value at 30 June.

At 30 June 2020	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>				
Listed equity securities	20,590	-	-	20,590
Unlisted convertible notes	-	-	250	250
Unlisted equity securities	-	280	-	280
<b>Total financial assets</b>	<b>20,590</b>	<b>280</b>	<b>250</b>	<b>21,120</b>

  

At 30 June 2019	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>				
Listed equity securities	32,683	-	-	32,683
Unlisted convertible notes	-	-	450	450
Unlisted equity securities	-	700	-	700
<b>Total financial assets</b>	<b>32,683</b>	<b>700</b>	<b>450</b>	<b>33,833</b>

The unlisted convertible notes included in Level 3 of the hierarchy are investments in convertible notes which are not listed on the Australian Securities Exchange. These have been valued at cost which the Board consider to represent fair value.

The unlisted equity securities included in Level 2 of the hierarchy are investments in equity securities which are unlisted and therefore represent investments in an inactive market without observable inputs for valuation. The unlisted equity securities were purchased as part of a Pre-Initial Public Offering and have been valued at the latest equity raising price which the Board consider to represent fair value in absence of any market price available.

There were no transfers between levels 1 and 2 for recurring fair value measurements during the year. There were no transfers in and out of level 3.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

#### (ii) Disclosed fair values

For all financial instruments other than those measured at fair value their carrying value approximates fair value.

The carrying amounts of trade and other receivables and payables are assumed to approximate their fair values due to their short-term nature.

## 5 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

### (a) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

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## 5 Critical accounting estimates and judgements (continued)

### Income taxes

The Company has recognised deferred tax assets relating to capitalised share issue costs, carry forward losses and other temporary differences of \$3,346,000 at 30 June 2020 (2019: \$816,000). The deferred tax assets of \$93,000 as at 30 June 2019 are expected to be utilised against the taxable temporary differences (deferred tax liabilities on unrealised gains on investments and other temporary differences) relating to the same taxation authority.

## 6 Segment information

The Company has only one reportable segment. The Company is engaged solely in investment activities conducted in Australia, deriving revenue from dividend income, interest income and from sale of its investments.

## 7 Income tax benefit

### (a) Income tax benefit through profit or loss

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Income tax benefit	<u>2,601</u>	2,802
<i>Income tax benefit is attributable to:</i>		
Loss before tax from continuing operations	<u>(8,239)</u>	(8,784)

### (b) Numerical reconciliation of income tax benefit to prima facie tax payable

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Loss from continuing operations before income tax benefit	(8,239)	(8,784)
Tax at the Australian tax rate of 30% (2019 - 30%)	(2,472)	(2,635)
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Franking credits on dividends received	(185)	(312)
Imputation credit gross up	56	94
Foreign tax credits on dividends received	-	(4)
Foreign tax credits gross up	-	1
Adjustments recognised for prior periods	-	54
Income tax benefit	<u>(2,601)</u>	(2,802)
The applicable effective tax rates are as follows:	31.57%	31.90%

## 7 Income tax benefit (continued)

### (c) Amounts recognised directly in equity

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Notes		
Aggregate deferred tax arising in the reporting year and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:		
Deferred tax: Share issue costs	11 <u>36</u>	<u>104</u>

## 8 Current assets - Cash and cash equivalents

	At 30 June 2020 \$'000	At 30 June 2019 \$'000
<b>Current assets</b>		
Cash at bank and in hand	<u>10,480</u>	<u>11,885</u>

### (a) Risk exposure

The Company's exposure to interest rate risk is discussed in Note 3. The maximum exposure to credit risk at the end of the reporting year is the carrying amount of each class of cash and cash equivalents mentioned above.

Cash investments are made with the following financial institutions:

	Standard & Poor's Rating
Australia and New Zealand Banking Group Ltd	AA-
J.P. Morgan Chase Bank N.A. (Sydney Branch)	A+

## 9 Current assets - Trade and other receivables

	At 30 June 2020 \$'000	At 30 June 2019 \$'000
Dividends and distributions receivable	-	34
Interest receivable	-	19
GST receivable	23	27
Unsettled trades	<u>1,702</u>	<u>40</u>
	<u>1,725</u>	<u>120</u>

Receivables are non-interest bearing and unsecured.

### Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the end of the year is the carrying amount of each class of receivables mentioned above. There are no past due or impaired receivables.

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## 10 Current assets - Financial assets at fair value through profit or loss

	At	
	30 June 2020 \$'000	30 June 2019 \$'000
Listed equity securities	20,590	32,683
Unlisted equity securities	280	700
Unlisted convertible notes	250	450
	21,120	33,833

The individual investments comprising these values are disclosed on page 3 of the Annual Report.

Changes in fair values of financial assets at fair value through profit or loss are recorded in investment income in the Statement of Comprehensive Income.

### (a) Investment transactions

The total number of contract notes that were issued for transactions in securities during the financial year was 743 (2019: 723). Each investment transaction may involve multiple contract notes.

The total brokerage paid on these contract notes was \$499,000 (2019: \$495,000).

### (b) Risk exposure and fair value measurements

Information about the Company's exposure to price risk and about the methods and assumptions used in determining fair value is provided in Note 3.

## 11 Non-current assets - Deferred tax assets

	At	
	30 June 2020 \$'000	30 June 2019 \$'000
<b>The balance comprises temporary differences attributable to:</b>		
Capitalised share issue costs	36	104
Carry forward losses	3,123	700
Accrued expenses	12	12
Net unrealised losses on investments	175	-
	3,346	816

	At	
	30 June 2020 \$'000	30 June 2019 \$'000
<b>Movements:</b>		
Opening balance	816	938
Charged/(credited):		
- to equity	(68)	(78)
- to profit or loss	2,598	(44)
Closing balance	3,346	816

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## 12 Current liabilities - Trade and other payables

	At	
30 June 2020 \$'000	30 June 2019 \$'000	
Management fees payable	32	42
Unsettled trades	594	127
Other payables	69	86
	695	255

Trade and other payables are unsecured and are usually paid within 30 days of recognition.

The carrying amounts of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

## 13 Non-current liabilities - Deferred tax liabilities

	At	
30 June 2020 \$'000	30 June 2019 \$'000	
<b>The balance comprises temporary differences attributable to:</b>		
Net unrealised gains on investments	-	78
Other temporary differences	-	15
	-	93

	At	
30 June 2020 \$'000	30 June 2019 \$'000	
<b>Movements:</b>		
Opening balance	93	3,636
Charged/(credited):		
- profit or loss	(93)	(3,543)
Closing balance	-	93

## 14 Issued capital

### (a) Share capital

	30 June 2020 Shares	30 June 2019 Shares	30 June 2020 \$'000	30 June 2019 \$'000
Ordinary shares	43,910,293	47,460,551	43,362	46,396

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**14 Issued capital (continued)**

**(b) Movements in ordinary share capital**

	30 June 2020 Shares	30 June 2020 \$'000
Opening balance	47,460,551	46,396
On-market buy back	14(f) (3,898,076)	(3,275)
Options exercised for \$0.75 per share at nil consideration	14(d) 12,782	9
Dividends reinvestment plan issue	14(e) 335,036	261
Cost of issued capital, net of tax	-	(29)
<b>Balance 30 June 2020</b>	<b>43,910,293</b>	<b>43,362</b>

	30 June 2019 Shares	30 June 2019 \$'000
Opening balance	47,589,549	46,423
On-market buy back	14(f) (677,631)	(566)
Dividends reinvestment plan issue	14(e) 548,633	541
Cost of issued capital, net of tax	-	(2)
<b>Balance 30 June 2019</b>	<b>47,460,551</b>	<b>46,396</b>

**(c) Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

**(d) Options**

On 27 April 2020, the Company issued a prospectus and announced the terms for a bonus issue of options for nil consideration, and a potential additional loyalty issue of options for nil consideration.

The 1 for 5 bonus issue of options, totalling 8,765,489 bonus options, to acquire ordinary shares in the Company at an exercise price of \$0.75 have an expiry date of 29 October 2021. During the year, 12,782 bonus options were exercised and there are 8,752,707 outstanding bonus options as at year end.

The 1 for 1 loyalty issue of options to acquire ordinary shares in the Company at an exercise price of \$0.95 have an expiry date of 28 April 2023. There are a 8,765,489 loyalty options outstanding as at year end. No loyalty options have been exercised during the the financial year.

**(e) Dividend Reinvestment Plan**

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan at a discount to the market price as specified by the Company from time to time in accordance with the *Corporations Act 2001* and the Listing Rules.

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## 14 Issued capital (continued)

### (f) Share buy-back

On 1 March 2019, the company announced the implementation of an on-market share buy-back of up to 10% of its issued shares for a 12-month period commencing on 19 March 2019. During the year ended 30 June 2020, 3,898,076 shares were bought back at an average buy back of \$0.8384 per share (2019: 677,631 shares at an average buy back of \$0.8357). At its completion on 19 March 2020, the Company bought back a total of 4,575,707 shares at an average buy back of \$0.8389 per share.

### (g) Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain investor and market confidence.

To achieve this, the Board of Directors monitor the monthly NTA results, investment performance, the Company's Indirect Cost Ratio and share price movements.

The Company is not subject to any externally imposed capital requirements.

## 15 Dividends

### (a) Ordinary shares

Dividends paid during the year were franked at 30% tax rates (2019: at 27.5%):

	Dividend Rate \$	Total Amount \$'000	Date of Payment	Percentage Franked
<b>2020</b>				
Ordinary shares - interim 2020	0.01	440	12/03/2020	100%
Ordinary shares - final 2019	0.02	936	03/09/2019	100%
<b>2019</b>				
Ordinary shares - interim 2019	0.01	480	09/04/2019	100%
Ordinary shares - final 2018	0.03	1,428	18/09/2018	100%

### (b) Dividends not recognised at the end of the reporting period

In addition to the above dividends, since the end of the financial year the Directors have declared the payment of a final ordinary dividend of 2 cents per fully paid share, unfranked, with an ex date of 24 September 2020 and a record date of 25 September 2020, to be paid on 16 October 2020, out of the profits reserve at 30 June 2020.

### (c) Dividend franking account

The final dividend declared after 30 June 2020 will be unfranked. This has no impact on the dividend franking account.

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## 15 Dividends (continued)

### (c) Dividend franking account (continued)

	30 June 2020 \$'000	30 June 2019 \$'000
Opening balance of franking account	302	574
Franking credits on dividends received	185	317
Tax paid during the year	284	140
Franking credits lost on ordinary dividends paid	(590)	(794)
Franking credits lost under 45 day rule	(1)	(5)
Closing balance of franking account	180	232
Adjustments for tax payable/refundable in respect of the current year's profits and the receipt of dividends	(242)	32
Franking credits available for subsequent reporting periods based on a tax rate of 30% (2019 - 30%)	(62)	264

## 16 Key management personnel disclosures

### (a) Key management personnel compensation

Key management personnel include persons who were directors of the Manager at any time during or since the end of the financial year up to the date of this report. The following persons held office as directors of Glennon Small Companies Limited at any time during or since the end of the financial year and up to the date of this report:

Michael Glennon (Executive Chairman)  
John Larsen (Non-Executive Director)  
Garry Crole (Non-Executive Director) (resigned 9 June 2020)  
Suliaman Ravell (Non-Executive Director) (appointed 9 June 2020)

Detailed remuneration disclosures are provided in the remuneration report on pages 10 to 13.

	Year ended 30 June 2020 \$	Year ended 30 June 2019 \$
Short-term employee benefits	45,646	45,662
Post-employment benefits	4,337	4,338
	49,983	50,000

### (b) Equity instrument disclosures relating to key management personnel

#### (i) Share holdings

The numbers of shares in the Company held during the financial year by each Director of Glennon Small Companies Limited and other key management personnel of the Company, including their personally related parties, are provided in the remuneration report on pages 12 to 13. There were no shares granted during the reporting period as compensation.

#### (ii) Option holdings

The numbers of unlisted bonus options over ordinary shares in the Company that were held during the financial year by each Director of Glennon Small Companies Limited and other key management personnel of the Company, including their personally related parties, are provided in the remuneration report on page 13.

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## 17 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Company, its related practices and non-related audit firms:

(i) *Audit and other assurance services*

	<b>Year ended 30 June 2020 \$</b>	<b>Year ended 30 June 2019 \$</b>
<i>Audit and other assurance services</i>		
<i>Other assurance services</i>		
Audit and review of financial statements - Pitcher Partners Sydney	<b>51,159</b>	46,600
Total remuneration for audit and other assurance services	<b>51,159</b>	46,600
 <i>Taxation services</i>		
Tax compliance services - Pitcher Partners Sydney	<b>15,455</b>	13,200
Total remuneration for taxation services	<b>15,455</b>	13,200
 Total remuneration of Pitcher Partners	 <b>66,614</b>	 59,800

The Company's Audit and Risk Committee oversees the relationship with the Company's auditors. The role of the Audit and Risk Committee is to assist the Board to meet its oversight responsibilities in relation to the Company's financial reporting systems, the systems of internal control and risk management and audit functions.

## 18 Contingencies and commitments

The Company had no contingencies or commitments as at 30 June 2020 (2019: nil).

## 19 Related party transactions

### (a) Key management personnel

Disclosures relating to key management personnel are set out in Note 16.

### (b) Transactions with other related parties

All transactions with related entities were made on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Michael Glennon is a Director and beneficial owner of Glennon Capital Pty Ltd, the Company appointed to manage the investment portfolio of Glennon Small Companies Limited. In its capacity as Manager, Glennon Capital Pty Ltd was paid a management fee of 1% p.a. (plus GST) of the net asset value of the portfolio amounting to \$417,590 net of reduced input tax credits (2019: \$496,394). As at 30 June 2020, the balance payable to the Manager was \$32,663 (2019: \$41,933).

In addition, the Manager is to be paid, quarterly in arrears, a performance fee of 20% (plus GST) of the portfolio's outperformance over the S&P/ASX Small Ordinaries Accumulation Index. For the year ended 30 June 2020 in its capacity as manager, Glennon Capital Pty Ltd earned performance fee net of reduced input tax credit amounting to nil (2019: \$14,313). As at 30 June 2020 and 30 June 2019, the balance payable to the Manager was nil.

For the year ended 30 June 2020, in their capacity as Company Secretary, Glennon Capital Pty Ltd was paid company secretarial fees of \$32,800 (2019: nil). As at 30 June 2020 and 30 June 2019, the balance payable to the company secretary was nil.

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## 19 Related party transactions (continued)

### (b) Transactions with other related parties (continued)

Apart from those details disclosed in this note and in Note 16, no key management personnel have entered into a material contract with the Company during the financial year and there were no material contracts involving key management personnel's interests existing at year end.

## 20 Events occurring after the reporting period

Other than the dividend declared after year end as disclosed in Note 15, no other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

## 21 Reconciliation of profit after income tax to net cash outflow from operating activities

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Loss for the year	(5,638)	(5,982)
Proceeds from sale of financial assets at fair value through profit or loss	79,186	93,705
Payments for purchase of financial assets at fair value through profit or loss	(75,389)	(86,420)
Fair value losses on financial assets at fair value through profit or loss	7,811	8,856
Dividend income reinvested	(90)	(280)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	57	(14)
(Increase)/decrease in current tax assets	(242)	447
Increase in other current assets	(8)	(4)
(Increase)/decrease in deferred tax assets	(2,518)	122
Decrease in trade and other payables	(27)	(104)
(Decrease)/increase in provision for income taxes payable	(32)	32
Decrease in deferred tax liabilities	(93)	(3,543)
Net cash inflow from operating activities	<u>3,017</u>	<u>6,815</u>

## 22 Non-cash financing activities

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Dividends reinvested	<u>261</u>	<u>541</u>

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## 23 Loss per share

### (a) Loss per share

	Year ended 30 June 2020 Cents	Year ended 30 June 2019 Cents
Basic loss per share attributable to the ordinary equity holders of the Company	<u>(12.54)</u>	<u>(12.45)</u>

### (b) Diluted loss per share

	Year ended 30 June 2020 Cents	Year ended 30 June 2019 Cents
Diluted loss per share attributable to the ordinary equity holders of the Company	<u>(12.54)</u>	<u>(12.45)</u>

The bonus options issued by the Company are non-dilutive hence diluted earnings per share is the same as basic earnings per share.

### (c) Weighted average number of shares used as denominator

	Year ended 30 June 2020 Number	Year ended 30 June 2019 Number
Weighted average number of ordinary shares used as the denominator in calculating basic loss per share	<u>44,971,155</u>	<u>48,051,928</u>
Weighted average number of ordinary and potential ordinary shares used as the denominator in calculating diluted loss per share	<u>44,971,155</u>	<u>48,051,928</u>

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**Glennon Small Companies Limited  
Directors' Declaration  
For the year ended 30 June 2020**

In the opinion of the directors of Glennon Small Companies Limited:

- (a) the financial statements and notes set out on pages 16 to 38 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
  - (ii) giving a true and fair view of the Company's financial position as at 30 June 2020 and of its performance for the year ended on that date, 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.

Note 2(a)(i) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* by Michael Glennon on behalf of the Manager, Glennon Capital Pty Ltd.

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



Michael Glennon  
Executive Chairman  
Sydney  
7 August 2020

**Independent Auditor's Report  
to the Members of Glennon Small Companies Limited  
ABN 52 605 542 229**

**Report on the Audit of the Financial Report**

*Opinion*

We have audited the financial report of Glennon Small Companies Limited ("the Company"), which comprises the statement of financial position as at 30 June 2020, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying the financial report of Glennon Small Companies 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 2020 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

*Basis of 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 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 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 on 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.

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*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 of the current year. These 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.

<b>Key audit matter</b>	<b>How our audit addressed the matter</b>
<p><b>Existence and Valuation of Financial Assets</b>  <b>Refer to Note 4: Fair value measurements, Note 10: Current assets - Financial assets at fair value through profit or loss</b></p>	
<p>We focused our audit effort on the valuation and existence of the Company's financial assets as they represent the most significant driver of the Company's Net Tangible Assets and Profit.</p> <p>The majority of the Company's investments are considered to be non-complex in nature with fair value based on readily observable data from the ASX or other observable markets. Consequently, these investments are classified under Australian Accounting Standards as either "Level 1" (i.e. where the valuation is based on quoted prices in active markets) or "Level 2" (i.e. where key inputs to valuation are based on other observable inputs).</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>▪ Obtaining an understanding of and evaluating the investment management processes and controls;</li> <li>▪ Reviewing and evaluating the independent audit reports on the design and operating effectiveness of internal controls (ASAE 3402 Assurance Reports on Controls at a Service Organisation) for the Administrator and Custodians;</li> <li>▪ Making enquiries as to whether there have been any changes to these controls or their effectiveness from the periods to which the audit reports relate to and where necessary obtaining bridging letters;</li> <li>▪ Obtaining confirmations of the investment holdings directly from the Custodians;</li> <li>▪ Assessing and recalculating the Company's valuation of individual investment holdings using independent pricing sources;</li> <li>▪ Evaluating the accounting treatment of revaluations of financial assets for current/deferred tax and unrealised gains or losses; and</li> <li>▪ Assessing the adequacy of disclosures in the financial statements.</li> </ul>

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Key audit matter	How our audit addressed the matter
<p><b>Accuracy and Existence of Management and Performance Fees</b> <b>Refer to Note 12: Current liabilities - Trade and other payables, Note 19: Related party transactions</b></p>	
<p>We focused our audit effort on the accuracy and existence of management and performance fees as they are significant expenses of the Company and their calculation requires adjustments and key inputs. Adjustments include company dividends, tax payments, capital raisings, capital reductions and other relevant expenses. Key inputs include the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with the Investment Management Agreement between the Company and the Investment Manager.</p> <p>In addition, to their quantum, as these transactions are made with related parties, there are additional inherent risks associated with these transactions, including the potential for these transactions to be made on terms and conditions more favorable than if they had been with an independent third-party.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>▪ Obtaining an understanding of and evaluating the processes and controls for calculating the management and performance fees;</li> <li>▪ Making enquiries with the Investment Manager and those charged with governance with respect to any significant events during the period and associated adjustments made as a result, in addition to reviewing ASX announcements and Board meeting minutes;</li> <li>▪ Testing of adjustments such as company dividends, tax payments, capital raisings, capital reductions as well as any other relevant expenses used in the calculation of management and performance fees;</li> <li>▪ Testing of key inputs including the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with our understanding of the Investment Management Agreement; and</li> <li>▪ Assessing the adequacy of disclosures made in the financial statements.</li> </ul>

*Other information*

The Directors are responsible for the other information. The other information comprises the information in the Company's Annual Report for the year ended 30 June 2020, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and 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 consistent 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, 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.

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*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 controls 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on the Remuneration Report**

#### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 10 to 13 of the Directors' Report for the year ended 30 June 2020. In our opinion, the Remuneration Report of Glennon Small Companies Limited for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

#### *Responsibilities*

The Directors of Glennon Small Companies Limited 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.



C I Chandran  
Partner



Pitcher Partners  
Sydney

7 August 2020

**Glennon Small Companies Limited**  
**Shareholder information**

The Shareholder information set out below was applicable as at 31 July 2020.

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report, is listed below.

**A. Distribution of equity securities**

Analysis of numbers of equity security holders by size of holding:

Holding	Class of equity security		
	Ordinary shares		
	No. of Shareholders	Shares	Percentage
1 - 1000	61	20,277	0.05
1,001 - 5,000	152	465,469	1.06
5,001 - 10,000	169	1,398,096	3.18
10,001 - 100,000	587	19,571,978	44.57
100,001 and over	61	22,454,473	51.14
	1,030	43,910,293	100.00

There were 38 holders of less than a marketable parcel of ordinary shares.

**B. Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest holders of quoted equity securities are listed below:

Name	Ordinary shares	
	Number held	Percentage of issued shares
BNP Paribas Nominees Pty Ltd	4,018,550	9.15
National Nominees Limited	2,046,948	4.66
Gromore Investment Holdings Pty Ltd	1,637,581	3.73
Glennon Investments Pty Ltd	1,190,571	2.71
Netwealth Investments Ltd	983,365	2.24
Dynasty Peak Pty Limited	793,318	1.81
Glennon Capital Pty Ltd	708,564	1.61
Constantia Investments Pty Ltd	586,292	1.34
Carmant Pty Ltd Trust	426,845	0.97
Pancheck Pty Ltd	400,000	0.91
Towra Nominees Pty Ltd	370,139	0.84
Wolffiney Investments Pty Ltd	364,538	0.83
Angueline Investments Pty Limited	340,000	0.77
Romeomike Enterprises Pty Ltd	306,982	0.70
Kalart Pty Ltd	303,820	0.69
Angueline Capital Pty Limited	300,000	0.68
Mrs Kellyanne Dyer	300,000	0.68
Netwealth Investments Limited	291,565	0.66
Naveg Pty Ltd	280,249	0.64
HSBC Custody Nominees (Australia) Limited	232,754	0.53
	15,882,081	36.17

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**C. Substantial holders**

There are currently two substantial shareholders. Posse Investment Holdings Pty Limited & Assoc. and Michael Glennon each holds a 3,437,202 and 2,269,274 ordinary shares, respectively.

**D. Voting rights**

The voting rights attaching to each class of equity securities are set out below:

Each share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

**E. Stock Exchange Listing**

Quotation has been granted for all of the ordinary shares and options of the Company on all Member Exchanges of the ASX Limited.

**F. Unquoted Securities**

There are no unquoted shares.

**G. Securities Subject to Voluntary Escrow**

There are no securities subject to voluntary escrow.

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