

Appendix 4E Preliminary Final Report For the Year Ended 31 March 2021

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- Results for Announcement to the Market
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This report is based on results that have been audited by the Company's auditors.

The documents contained within this report comprise the information required by listing rule 4.3A.

Whitefield Limited

ABN 50 000 012 895



RESULTS FOR ANNOUNCEMENT TO THE MARKET FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021 (Previous corresponding period being the financial year ended 31 March 2020).

A. Revenue and Net Profit

| | FY Mar 2021 \$'000 | Change on prior year |
|--|-----------------------|-------------------------|
| Investment revenue from ordinary activities | 12,749 | Down 39.5% |
| Net Profit after tax attributable to members | 9,818 | Down 44.4% |

Explanation of Results

| | | |
|---|-----------------------|-------------------------|
| Ordinary shareholder entitlement to profit should also be considered after the impact of preference share dividends as follows: | FY Mar 2021 \$'000 | Change On prior year |
| Net Profit after tax attributable to all members | 9,818 | Down 44.4% |
| Less Preference Share Dividends | (1,295) | |
| Net Profit after tax attributable to Ordinary Shares | 8,523 | Down 47.9% |

B. Dividends

Since the end of the half-year, the directors of Whitefield have declared the following dividends:

| Final Dividends | Cents per security |
|--|---|
| Interim Dividend Per Ordinary Share | 10.25 |
| Interim Dividend Per 8% Preference Share | 4.00 |
| Interim Dividend Per Convertible Resettable Preference Share | 201.25 |
| Record date for determining entitlement to the final dividend: | 27 th May 2021 |
| Payment date: | 11 th June 2021 |
| Franking: | Each dividend is fully franked (30% rate) and will have 10% of its value attributed to LIC Discount Capital Gains |

Dividend Reinvestment Plan [DRP] and Bonus Share Plan [BSP]

The DRP and BSP will continue to be available for use with these dividends, a discount of 5% will be applied to the issue price of shares calculated in accordance with the plan rules for shares issued under these plans for the upcoming dividend.

The dividend reinvestment plan and bonus share plans apply to Ordinary Shares only. Shareholder participation in either plan begins with the first dividend payment after receipt of the Application / Nomination form. The form must be received by 5pm on the business day following the record date to be effective for that dividend. Whitefield Limited will confirm the allotment price calculated in accordance with rules of both plans in a separate release to market following the calculation period.

C. Net Asset Backing per Ordinary Share

| | 31 Mar 2021 | 31 Mar 2020 | Change % |
|---|-------------|-------------|-------------|
| Net Tangible Assets per share (post-deferred capital gains tax) | \$4.76 | \$4.08 | Up 16.7% |
| Net Tangible Assets per share (pre-deferred capital gains tax) | \$5.25 | \$4.25 | Up 23.6% |

Operating Results

The 2021 financial year to March was heavily influenced by the COVID pandemic. With listed company dividends and distributions cut or deferred by a large number of entities, Whitefield's net profit after tax fell by 44% to \$9,817,521 which equated to earnings per ordinary share of 8.96 cents.

Pleasingly, Australia has been far less affected than many other countries, with significant benefits for the health and safety of the population and for our economy. As the year progressed, we were encouraged to see business and consumer activity rapidly recovering and business profits growing.

Within Whitefield's investment portfolio stocks maintaining or growing their dividends across the year included JB Hi-Fi, Dominos Pizza, Wesfarmers, Woolworths, Coles, REA, Sonic Healthcare, Magellan Financial and Medibank.

Conversely 64% of companies in which we invest were compelled to cut dividends, the most notable of which were Lend Lease, Scentre Group, Tabcorp, IAG, Cochlear, Treasury Wines, CBA and Ramsay Healthcare.

Investment Outcomes

Whitefield's investment portfolio generated a strong outright return of 29.6% over the year.

Some care must be taken in comparing this return against benchmark given the significant volatility in the share market at the start of the COVID pandemic. Whitefield's portfolio return over the strict 12 months to June is lower than benchmark, however the portfolio outperformed its benchmark over 13 months once the benefits of our investment positioning in March 2020 are included.

The overall outcome for the portfolio is more clearly reflected in the 2 year return with Whitefield's portfolio returning 8.7%pa, as compared to the ASX200 Industrials Index at 8.4%pa.

Whitefield's portfolio return of 8.7%pa (2 year) and 8.4%pa (3 year) are not only ahead of its benchmark index over both periods but are strong in comparison to the current official cash rate of 0.1%.

Dividend

Whitefield declared and paid an interim dividend of 10.25 cents per Ordinary Share (prior year 10.25 cents) and has declared a final dividend of 10.25 cents per Ordinary share (prior year 10.25). Dividends on WHFPB (convertible resettable preference shares) were also declared in accordance with their terms (201.25 cents per share paid/payable in December 2020 and June 2021). All dividends were fully franked at 30% and were 10% attributable to LIC Discount Capital Gains, entitling eligible holders to a further tax deduction for the associated discount.

This represents the 31st consecutive year in which Whitefield has maintained or increased its ordinary share dividend.

Outlook

The emergence of successful COVID vaccines in late 2020 marked a critical point in the battle to control the COVID pandemic. While this development has improved the global ability to reduce and possibly eliminate the viral spread, the course of the pandemic will remain unpredictable for some time.

The potential for the virus to mutate into more or less aggressive forms at any time creates a high degree of background uncertainty. Permanently solving the pandemic is most likely to require high levels of successful vaccination over a succession of years and the ongoing redevelopment and rollout of updated vaccines. A return to normal activity in a vaccinated environment may also require countries to accept a steady but low level of viral transmission for an extended period – a prospect that appears to be distant from the currently accepted stance in Australasia.

The prospect of periodic lockdowns and a slow, staggered return to international travel appear to be the central expectations held by investment markets at this time.

The Australian economy has adapted rapidly to the COVID environment. Domestic travel consumption has filled the void left by international tourists. Audio-visual communications have become a convenient method for business interaction. Consumer spending has surged as unspent travel dollars are reallocated to other consumer purchases. Inbound and outbound international trade has broadly continued, albeit with some delays.

While most countries have been able to similarly adapt their economies, the healthcare implications, lockdown disruption and lack of international tourism spend have had a far more significant impact in almost all other geographies. Nevertheless, most global economic data continues to reveal both a strengthening in economic activity and growing consumer confidence.

Economically, the most material developments in the last year have been the very large lift in government debt, the lowering of interest rates to negative or negligible levels and the significant expansion of the money supply. These actions have helped countries to survive in a difficult environment.

Less favourably, these actions create a material degree of risk for future years. The abnormally high debt levels of governments, corporations and individuals creates an abnormally high potential for sovereign, corporate or consumer bankruptcies.

Not only do high debt levels reduce the ability to absorb adverse events, but more particularly, economies will be susceptible to future interest rate rises. Should rates rise, debt servicing obligations become harder to satisfy and asset prices that have been driven upwards by falling interest rates should be expected to fall.

While there is much ongoing debate as to timing – we consider it inevitable that rates will rise into a recovery. Accordingly the challenge for governments and financial markets over future years is likely to be maintaining economic stability in the face of rising interest costs and softer asset prices. The likely solutions to managing this environment would be to encourage a small level of wage and cost inflation over an extended period.

Whitefield's investment process is structured and systematic. We seek to use a consistent process of assessment to distinguish between stocks and sectors that are most and least likely to succeed in the prevailing conditions – whatever those conditions may be - and to align our portfolio accordingly. While today's environment is both unusual and unpredictable we remain confident that our steady approach will assist us in delivering our shareholders with a cost efficient and risk efficient exposure to Australian shares.

We look forward to reporting on our outcomes as the 2021/22 financial year progresses.

Further Queries:

Should you require any further general information about Whitefield Ltd, please visit the company website www.whitefield.com.au

Should you have any specific queries about the company please contact CEO Angus Gluskie on

+61 2 8215 7735.

For queries relating to your shareholding, please contact the share registry, Computershare Investor Services Pty Ltd on 1300 850 505 (inside Australia) or +61 (0)3 9415 4000 (outside Australia).

WHITEFIELD LIMITED

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Whitefield Limited ABN 50 000 012 895

Directors' Report

Your Directors present their report on the Company for the year ended 31 March 2021.

Directors

The following persons were Directors of Whitefield Limited during the financial year and up to the date of this report:

Angus J. Gluskie
William R. Seddon
Lance W. Jenkins
Mark A. Beardow
Jenelle B. Webster

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

Principal activities

During the year, the principal activity of the Company was investing in companies and trusts listed on the Australian Securities Exchange.

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:

| 2021 | Dividend Rate | Total Amount | Date of Payment | % Franked |
|--|---------------|--------------|-----------------|-----------|
| 8% Preference shares - interim | 4.0 cps | \$951 | 11/12/2020 | 100 |
| Ordinary shares - interim | 10.25 cps | \$9,343,318 | 11/12/2020 | 100 |
| Convertible Resettable Preference Shares - Six-Monthly | 201.25 cps | \$646,789 | 11/12/2020 | 100 |
| 2020 | | | | |
| 8% Preference shares - final | 4.0 cps | \$951 | 12/06/2020 | 100 |
| Ordinary shares - final | 10.25 cps | \$8,944,903 | 12/06/2020 | 100 |
| Convertible Resettable Preference Shares - Six-Monthly | 201.25 cps | \$646,789 | 12/06/2020 | 100 |

In addition to the above dividends, since the end of the financial year the Directors have announced:

(a) A final ordinary dividend of 10.25 cents per fully paid share (2020: 10.25 cents per fully paid share), and a final dividend on 8% preference shares of 4.0 cents per 8% preference share (2020: 4.0 cents per 8% preference share) to be paid on 11 June 2021 out of retained earnings at 31 March 2021;

(b) A six-monthly dividend on Convertible Resettable Preference Shares of 201.25 cents per convertible resettable preference share (2020: 201.25 cents per convertible resettable preference share) to be paid on 11 June 2021.

Review of operations and financial position

Information on the operations and financial position of the Company and its business strategies and prospects are set out in the Managing Director's review.

The profit from ordinary activities after income tax amounted to \$9,817,521 (2020: \$17,660,984). The Company recorded a total comprehensive income amounting to \$84,406,985 after taking account of a net revaluation after tax on investments (2020: total comprehensive loss of \$25,525,647).

Net asset backing per ordinary share at 31 March 2021 amounted to \$5.25 (2020: \$4.25) before deferred tax and \$4.76 (2020: \$4.08) after deferred tax, while net assets amounted to \$458,204,074 (2020: \$377,274,821).

Significant changes in the state of affairs

The ebb and flow of the global COVID pandemic has had, and may continue to have, a significant influence on the earnings, dividends and value of listed companies in which Whitefield invests.

Within the year to March 2021, the value of the company's investment portfolio rose materially (having fallen in the prior financial year), while dividends and distributions paid on our investment holdings were materially lower.

With the pandemic ongoing, the outlook for the earnings, dividends and value of the listed companies in which Whitefield invests may carry greater uncertainty than normal.

Apart from the fall in income and the large rise in the value of investment noted, there have been no other significant changes in the state of affairs of the Company during the period.

Matters subsequent to the end of the financial year

Apart from the dividends paid after year end, and the ongoing uncertainty of outlook arising from the COVID pandemic, no other matter or circumstance has arisen since 31 March 2021 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

Further comments on the outlook for the Company are included in the Managing Director's Review.

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

Angus J. Gluskie *Managing Director and Interim Chairman*

Experience and expertise

Angus was appointed Chief Executive Officer of Whitefield Limited in 1996 and was appointed as a Director in 2003. Angus has over 30 years experience in the fields of funds management and financial services fields. Angus is a member of the Institute of Chartered Accountants and a Fellow of the Financial Services Institute of Australasia, and holds a Bachelor of Economics and a Graduate Diploma in Applied Finance & Investment.

Other current directorships

Managing Director of White Funds Management Pty Ltd
Director Listed Investment Companies & Trusts Association Ltd

Information on directors (continued)

Former directorships in last 3 years

None

Special responsibilities

Managing Director and Chairman, Member of Nomination Committee, Investment Manager

Interests in shares and options

17,678,345 Ordinary Shares
 200 8% Preference Shares

William R. Seddon *Executive Director (appointed 15 May 2017)*

Experience and expertise

Will has 17 years experience as a wholesale investment manager and analyst, including more than a decade working with Whitefield. He has significant experience in the field of funds management. Will holds a Bachelor of Economics, is a Chartered Financial Analyst, a Senior Associate of the Financial Services Institute of Australasia and a Chartered Alternative Investment Analyst.

Other current directorships

Director of White Funds Management Pty Ltd

Former directorships in last 3 years

None

Special responsibilities

Member of Nomination Committee, Investment Manager

Interests in shares and options

85,382 Ordinary Shares

Lance W. Jenkins *Independent and non-executive Director (appointed 31 May 2017)*

Experience and expertise

Lance has over 20 years of financial markets experience. He has held senior roles with Goldman Sachs JBWere in New York, was CEO and Managing Director of Goldman Sachs JBWere New Zealand, and Head of Cash Equities at the Commonwealth Bank of Australia in Sydney.

Other current directorships

Director of CCA Capital Limited and BePure Health Limited

Former directorships in last 3 years

Past director of Spicers Portfolio Management (NZ) Ltd, Partners Life Ltd, My Food Bag Ltd and Waterman Capital Ltd

Special responsibilities

Member of Audit, Nomination and Remuneration Committees

Information on directors (continued)

Interests in shares and options

143,447 Ordinary Shares

Mark A. Beardow *Independent and non-executive Director (appointed 13 December 2017)*

Experience and expertise

Mark has over 25 years experience in investment management and financial markets. He has worked with JP Morgan, UBS and served as Chief Investment Officer Global Equities and Fixed Income for AMP Capital. He is currently a principal of the Darling Macro Fund.

Other current directorships

Director of 347 Daily Pty Ltd and Fulham Park Gardens Pty Ltd

Former directorships in last 3 years

Past director of Quay 62 Pty Limited, National Mutual Funds Management Limited, AMP CMBS No.1 Pty Limited and AMP CMBS No.2 Pty Limited

Special responsibilities

Member of Audit, Nomination and Remuneration Committees

Interests in shares and options

31,709 Ordinary Shares

Jenelle B. Webster *Independent and non-executive Director (appointed 16 September 2018)*

Experience and expertise

Jenelle has over 20 years financial accounting and reporting experience. She has previously worked with Price Waterhouse Coopers, Moore Stephens Australia and Ernst & Young. She is currently working in finance and operational efficiency at St Vincent's Health.

Other current directorships

Director of Cadence Capital Ltd

Former directorships in last 3 years

None

Special responsibilities

Member of Audit, Nomination and Remuneration Committees

Interests in shares and options

15,000 Ordinary Shares

Company Secretary

The Company Secretary is Stuart Madeley. Stuart has been Company Secretary since 2014. Stuart has over 25 years experience in the financial services industry in both Australia and the United Kingdom. Stuart has been involved in the executive management of the Company since 2005.

Meetings of directors

The numbers of meetings of the Company's board of Directors and of each board committee held during the year ended 31 March 2021, and the numbers of meetings attended by each Director were:

| | Full meeting of directors | | Meetings of Audit Committee | | Meetings of Nomination Committee | | Meetings of Remuneration Committee | |
|--------------------|---------------------------|----------|-----------------------------|----------|----------------------------------|----------|------------------------------------|----------|
| | Held | Attended | Held | Attended | Held | Attended | Held | Attended |
| Angus J. Gluskie | 4 | 4 | - | - | 1 | 1 | - | - |
| William R. Seddon | 4 | 3 | - | - | 1 | 1 | - | - |
| Lance W. Jenkins | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Mark A. Beardow | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Jenelle B. Webster | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |

Remuneration Report

This report details the nature and amount of remuneration for each Director and Key Management Person of Whitefield Limited in accordance with the *Corporations Act 2001*.

Remuneration Policy

The Board and Remuneration Committee determine the remuneration structure of Non-Executive Directors having regard to the scope of the Company's operations and other relevant factors including the frequency of Board meetings. The Board makes a recommendation to shareholders as to the level of Non-Executive Directors remuneration which is then put to shareholders at the Annual General Meeting for approval should the aggregate remuneration be subject to an increase.

The Company pays no direct remuneration to the Executive Directors and Company Secretary. Mr Angus J. Gluskie, Mr William R. Seddon and Mr. Stuart A. Madeley are officers and/or shareholders of White Funds Management Pty Ltd. White Funds Management Pty Ltd is contracted by the Company as the Investment Manager and receives fees for service on normal commercial terms and conditions.

As the Company does not pay performance fees, nor provide share or option schemes to Directors and executives, remuneration of Executives and Non-executives is not explicitly linked to the Company's performance. Notwithstanding this, Board members and Company executives are subject to ongoing performance monitoring and regular performance reviews.

Whitefield Limited
Directors' Report
For the year ended 31 March 2021
(continued)

Remuneration Report (continued)

Details of remuneration

The following tables show details of remuneration for Directors and key management personnel of the Company for the current and previous financial year.

| 2021 | Short-term employee benefits | | Post-employment benefits | Total |
|--|------------------------------|----------|--------------------------|---------------|
| | Cash salary and fees | Other | Super-annuation | |
| Name | \$ | \$ | \$ | \$ |
| Non-executive Directors | | | | |
| Lance W. Jenkins | 15,525 | - | 1,475 | 17,000 |
| Mark A. Beardow | 15,525 | - | 1,475 | 17,000 |
| Jenelle B. Webster | 15,525 | - | 1,475 | 17,000 |
| Sub-total Non-executive Directors | 46,575 | - | 4,425 | 51,000 |
| Executive Directors and Company Secretary | | | | |
| Angus J. Gluskie * | - | - | - | - |
| William R. Seddon * | - | - | - | - |
| Stuart A. Madeley * | - | - | - | - |
| Sub-total Executive Directors and Company Secretary | - | - | - | - |
| Total key management personnel compensation | 46,575 | - | 4,425 | 51,000 |

| 2020 | Short-term employee benefits | | Post-employment benefits | Total |
|--|------------------------------|----------|--------------------------|---------------|
| | Cash salary and fees | Other | Super-annuation | |
| Name | \$ | \$ | \$ | \$ |
| Non-executive Directors | | | | |
| Lance W. Jenkins | 15,525 | - | 1,475 | 17,000 |
| Mark A. Beardow | 15,525 | - | 1,475 | 17,000 |
| Jenelle B. Webster | 15,525 | - | 1,475 | 17,000 |
| Sub-total Non-executive Directors | 46,575 | - | 4,425 | 51,000 |
| Executive Directors and Company Secretary | | | | |
| Angus J. Gluskie * | - | - | - | - |
| William R. Seddon * | - | - | - | - |
| Stuart A. Madeley * | - | - | - | - |
| Sub-total Executive Directors and Company Secretary | - | - | - | - |
| Total key management personnel compensation | 46,575 | - | 4,425 | 51,000 |

* Mr Angus J. Gluskie, Mr William R. Seddon and Mr Stuart A. Madeley received no fees as individuals. All three are officers and/or shareholders of White Funds Management Pty Ltd. During the year, White Funds Management Pty Ltd was entitled to fees of \$1,397,188 (2020: \$1,508,628) inclusive of 10% GST for the management of the Company, out of which costs of corporate and investment management are paid.

Shares under option

No options are on issue.

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*.

Corporate governance statement

The Company's Corporate Governance Statement for the year ended 31 March 2021 can be found at the Company's website www.whitefield.com.au.

Non-audit services

No non-audit services were performed by the auditors during the year ended 31 March 2021.

Details of the amounts paid to the auditors and their related parties are disclosed in Note 16 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 11.

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



Angus J. Gluskie
Director

Sydney
19 May 2021



WHITEFIELD LIMITED
ABN 50 000 012 895

**AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C OF THE
CORPORATIONS ACT 2001
TO THE DIRECTORS OF WHITEFIELD LIMITED**

I declare that, to the best of my knowledge and belief, during the year ended 31 March 2021 there have been no contraventions of:

- i. the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.

MNSA PTY LTD

MNSA Pty Ltd

Sam Danieli
Director

Sydney
Dated this 19th of May 2021

MNSA

Whitefield Limited
Statement of Comprehensive Income
For the year ended 31 March 2021

| | Notes | 2021 \$ | 2020 \$ |
|---|-------|-------------------|---------------------|
| Investment income from ordinary activities | 4 | 12,749,053 | 21,085,894 |
| Expenses | | | |
| Management fees | | (1,302,073) | (1,405,767) |
| Directors' fees | | (51,000) | (51,000) |
| Registry fees | | (180,513) | (155,082) |
| Administration fees | | (163,984) | (171,928) |
| ASX fees | | (90,905) | (87,712) |
| Legal fees | | (54,676) | (1,084) |
| Audit fees | | (29,418) | (27,729) |
| Other expenses | | (259,242) | (260,186) |
| Finance costs - Convertible Resettable Preference Shares | | (241,212) | (239,429) |
| Operating result before income tax | | <u>10,376,030</u> | <u>18,685,977</u> |
| Income tax expense | 5 | (558,509) | (1,024,993) |
| Profit for the year | | <u>9,817,521</u> | <u>17,660,984</u> |
| Other comprehensive income/(loss) | | | |
| <i>Items that may not be reclassified to profit or loss</i> | | | |
| Net unrealised gains/(losses) on investments taken to equity | | 101,952,985 | (53,824,595) |
| Income tax relating to net unrealised (losses)/gains on investments taken to equity | | (33,222,201) | 18,107,335 |
| Net realised gains/(losses) on investments taken to equity | | 4,828,908 | (7,492,920) |
| Income tax relating to net realised losses on investments taken to equity | | 1,029,772 | 23,549 |
| Other comprehensive income/(loss) for the year, net of tax | | <u>74,589,464</u> | <u>(43,186,631)</u> |
| Total comprehensive income/(loss) for the year | | <u>84,406,985</u> | <u>(25,525,647)</u> |
| | | Cents | Cents |
| Earnings per share from continuing operations attributable to the ordinary equity holders of the Company (excluding all net realised gains/losses on investments) | | | |
| Basic earnings per share | 22 | 8.96 | 17.76 |
| Diluted earnings per share | 22 | 8.96 | 17.76 |
| Earnings per share from continuing operations attributable to the ordinary equity holders of the Company (excluding all net realised gains/losses on investments and excluding gain on reset/conversion of Convertible Resettable Preference Shares) | | | |
| Basic earnings per share | 22 | 8.96 | 17.76 |
| Diluted earnings per share | 22 | 8.96 | 17.76 |

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

Whitefield Limited
Statement of Financial Position
As at 31 March 2021

| | Notes | 2021 \$ | 2020 \$ |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 6 | 6,042,282 | 52,145,584 |
| Trade and other receivables | 7 | 1,470,079 | 1,231,417 |
| Current tax receivables | | - | 525,472 |
| Other current assets | | 21,148 | 20,576 |
| Total current assets | | 7,533,509 | 53,923,049 |
| Non-current assets | | | |
| Financial assets at fair value through other comprehensive income | 3, 8 | 532,241,494 | 372,379,332 |
| Deferred tax assets | 9 | 7,826,025 | 6,700,573 |
| Total non-current assets | | 540,067,519 | 379,079,905 |
| Total assets | | 547,601,028 | 433,002,954 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade and other payables | | 495,553 | 325,646 |
| Dividends payable | | 431,193 | 431,193 |
| Current tax liabilities | | 202,190 | - |
| Other financial liabilities | 10 | 32,637,157 | - |
| Total current liabilities | | 33,766,093 | 756,839 |
| Non-current liabilities | | | |
| Other financial liabilities | 10 | - | 32,402,573 |
| Deferred tax liabilities | 11 | 55,630,861 | 22,568,721 |
| Total non-current liabilities | | 55,630,861 | 54,971,294 |
| Total liabilities | | 89,396,954 | 55,728,133 |
| Net assets | | 458,204,074 | 377,274,821 |
| EQUITY | | | |
| Issued capital | 12 | 257,440,453 | 241,334,483 |
| Reserves | 13 | 154,541,536 | 81,910,460 |
| Retained earnings | | 46,222,085 | 54,029,878 |
| Total equity | | 458,204,074 | 377,274,821 |

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

Whitefield Limited
Statement of Changes in Equity
For the year ended 31 March 2021

| | Notes | Issued capital \$ | Reserves \$ | Retained earnings \$ | Total equity \$ |
|--|-------|-------------------------|---------------------|----------------------------|-----------------------|
| Balance at 1 April 2019 | | <u>239,244,188</u> | <u>135,654,753</u> | <u>45,040,287</u> | <u>419,939,228</u> |
| Profit for the period | | - | - | 17,660,984 | 17,660,984 |
| Other comprehensive loss for the year | | | | | |
| Net unrealised losses on investments taken to equity | | - | (53,824,595) | - | (53,824,595) |
| Income tax on net unrealised losses on investments taken to equity | | - | 18,107,335 | - | 18,107,335 |
| Net realised losses on investments taken to equity | | - | (7,492,920) | - | (7,492,920) |
| Income tax on net realised losses on investments taken to equity | | - | 23,549 | - | 23,549 |
| Total other comprehensive loss for the year, net of tax | | - | <u>(43,186,631)</u> | - | <u>(43,186,631)</u> |
| Total comprehensive loss for the year | | - | <u>(43,186,631)</u> | <u>17,660,984</u> | <u>(25,525,647)</u> |
| Transactions with owners in their capacity as owners: | | | | | |
| Contributions of equity, net of transaction costs and tax | | 2,090,295 | - | - | 2,090,295 |
| Dividends provided for or paid | 14 | - | (10,557,662) | (8,671,393) | (19,229,055) |
| | | <u>2,090,295</u> | <u>(10,557,662)</u> | <u>(8,671,393)</u> | <u>(17,138,760)</u> |
| Balance at 31 March 2020 | | <u>241,334,483</u> | <u>81,910,460</u> | <u>54,029,878</u> | <u>377,274,821</u> |
| Balance at 1 April 2020 | | <u>241,334,483</u> | <u>81,910,460</u> | <u>54,029,878</u> | <u>377,274,821</u> |
| Profit for the period | | - | - | 9,817,521 | 9,817,521 |
| Other comprehensive income for the year | | | | | |
| Net unrealised gains on investments taken to equity | | - | 101,952,985 | - | 101,952,985 |
| Income tax on net unrealised losses on investments taken to equity | | - | (33,222,201) | - | (33,222,201) |
| Net realised gains on investments taken to equity | | - | 4,828,908 | - | 4,828,908 |
| Income tax on net realised losses on investments taken to equity | | - | 1,029,772 | - | 1,029,772 |
| Total other comprehensive income for the year, net of tax | | - | <u>74,589,464</u> | - | <u>74,589,464</u> |
| Total comprehensive income for the year | | - | <u>74,589,464</u> | <u>9,817,521</u> | <u>84,406,985</u> |
| Transactions with owners in their capacity as owners: | | | | | |
| Contributions of equity, net of transaction costs and tax | | 16,105,970 | - | - | 16,105,970 |
| Dividends provided for or paid | 14 | - | (1,958,388) | (17,625,314) | (19,583,702) |
| | | <u>16,105,970</u> | <u>(1,958,388)</u> | <u>(17,625,314)</u> | <u>(3,477,732)</u> |
| Balance at 31 March 2021 | | <u>257,440,453</u> | <u>154,541,536</u> | <u>46,222,085</u> | <u>458,204,074</u> |

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

Whitefield Limited
Statement of Cash Flows
For the year ended 31 March 2021

| | 2021 | 2020 |
|---|----------------------|---------------------|
| Notes | \$ | \$ |
| Cash flows from operating activities | | |
| Dividends and trust distributions received | 12,433,847 | 22,136,827 |
| Interest received | 43,890 | 127,386 |
| Other income received | 23,520 | 14,100 |
| Payments for other expenses | (2,226,375) | (1,958,779) |
| Income taxes paid | (53,428) | 2,149,518 |
| Net cash inflow from operating activities | 20 <u>10,221,454</u> | <u>22,469,052</u> |
| Cash flows from investing activities | | |
| Proceeds from sale of financial assets at fair value through other comprehensive income | 167,420,093 | 248,140,207 |
| Payments for financial assets at fair value through other comprehensive income | (220,227,329) | (207,805,440) |
| Net cash (outflow)/inflow from investing activities | <u>(52,807,236)</u> | <u>40,334,767</u> |
| Cash flows from financing activities | | |
| Proceeds from issues of shares under share purchase plan | 14,035,000 | - |
| Share issue transaction costs | (132,627) | (15,143) |
| Dividends paid to Company's shareholders | (16,126,315) | (15,834,582) |
| Dividends paid on convertible resettable preference shares | (1,293,578) | (1,293,578) |
| Net cash (outflow) from financing activities | <u>(3,517,520)</u> | <u>(17,143,303)</u> |
| Net (decrease)/increase in cash and cash equivalents | (46,103,302) | 45,660,516 |
| Cash and cash equivalents at the beginning of the year | 52,145,584 | 6,485,068 |
| Cash and cash equivalents at the end of year | 6 <u>6,042,282</u> | <u>52,145,584</u> |

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

1 General information

Whitefield Limited (the "Company") is a listed public company domiciled in Australia. The address of Whitefield Limited's registered office is Suite 16.01 Level 16, 68 Pitt Street, Sydney, NSW, 2000. The financial statements of Whitefield Limited are for the year ended 31 March 2021. The Company is primarily involved in making investments, and deriving revenue and investment income from listed securities and unit trusts in Australia.

2 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of market risks, and ratings agency analysis for credit risk.

(a) Market risk

AASB 7 *Financial Instruments: Disclosures* defines this as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

(i) 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 other comprehensive income.

The Company's investment portfolio is spread across the following sectors:

| Sector | 2021 (%) | 2020 (%) |
|-------------------------|---------------|---------------|
| Information technology | 3.99 | 3.71 |
| Financials | 37.31 | 33.17 |
| Healthcare | 12.89 | 19.27 |
| Consumer staples | 7.50 | 10.60 |
| Industrials | 7.86 | 7.50 |
| Consumer discretionary | 12.06 | 7.32 |
| Utilities | 2.02 | 3.21 |
| Materials | 2.60 | 2.52 |
| Communications services | 6.17 | 5.71 |
| Real estate | 7.60 | 6.99 |
| Total | 100.00 | 100.00 |

Securities representing over 5 per cent of the investment portfolio at 31 March 2021 were:

| | 2021 (%) |
|---|--------------|
| Commonwealth Bank of Australia | 10.39 |
| CSL Ltd | 7.90 |
| Westpac Banking Corporation | 5.78 |
| National Australia Bank Ltd | 5.61 |
| Australia and New Zealand Banking Group Ltd | 5.25 |
| | 34.93 |

2 Financial risk management (continued)

(a) Market risk (continued)

Securities representing over 5 per cent of the investment portfolio at 31 March 2020 were:

| | 2020 (%) |
|--------------------------------|--------------|
| CSL Limited | 12.24 |
| Commonwealth Bank of Australia | 9.92 |
| Westpac Banking Corporation | 5.17 |
| | <u>27.33</u> |

The following table illustrates the effect on the Company's equity from possible changes in the value of equity investments, assuming a flat tax rate of 30 per cent:

| | Impact on other components of equity | |
|-----------------------|--------------------------------------|--------------|
| | 2021 \$ | 2020 \$ |
| Change in value - 10% | (37,256,904) | (26,066,553) |
| Change in value - 30% | (111,770,714) | (78,199,660) |

Other components of equity would increase/decrease as a result of gains/losses on equity securities classified as financial assets at fair value through other comprehensive income.

(ii) Cash flow and fair value interest rate risk

The Company's CRPS are subject to fixed interest rates and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in AASB 7, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(b) Credit risk

The standard defines this 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.

None of these assets are over-due or considered to be impaired.

(c) Liquidity risk

The standard defines this as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Investment Manager monitors its cash-flow requirements daily in relation to the investing account taking into account upcoming dividends, tax payments and investing activity.

The Company's inward cash flows depend upon the level of dividend and distribution revenue received and sales of investments. Because the Company's investments are liquid and readily tradeable, the Company has the ability to manage its total cash inflows. The Company's major cash outflows are the purchase of securities and dividends paid to shareholders. The level of both of these is managed by the Board and Investment Manager.

Maturities of financial liabilities

Except for the CRPS which will reach their next reset date in 2021, the other liabilities of the Company in the current and prior year have maturities of less than one month.

2 Financial risk management (continued)

(c) Liquidity risk (continued)

While the upcoming CRPS reset represents a commitment falling within 12 months, the Company has the ability to manage the maturity by offering a new term, converting the securities to ordinary shares or redeeming some or all of the securities. Should the Company seek to redeem any securities it may do this through the application of available cash, the sale of investments (which are highly liquid) or the raising of replacement capital.

3 Fair value measurements

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

- Financial assets at fair value through other comprehensive income (FVOCI)

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 (consistent with the hierarchy applied to financial assets and financial liabilities):

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

(i) Recognised fair value measurements

The following table presents the Company's assets and liabilities measured and recognised at fair value and the valuation input levels utilised in accordance with AASB 13.

| | Level 1 \$ | Level 2 \$ | Level 3 \$ | Total \$ |
|--|--------------------|---------------|---------------|--------------------|
| At 31 March 2021 | | | | |
| Recurring fair value measurements | | | | |
| Financial assets | | | | |
| Financial assets at FVOCI | | | | |
| Equity securities | 532,241,494 | - | - | 532,241,494 |
| Total financial assets | 532,241,494 | - | - | 532,241,494 |
| | Level 1 \$ | Level 2 \$ | Level 3 \$ | Total \$ |
| At 31 March 2020 | | | | |
| Recurring fair value measurements | | | | |
| Financial assets | | | | |
| Financial assets at FVOCI | | | | |
| Equity securities | 372,379,332 | - | - | 372,379,332 |
| Total financial assets | 372,379,332 | - | - | 372,379,332 |

There were no transfers between levels for recurring fair value measurements during the year.

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.

3 Fair value measurements (continued)

(a) Fair value hierarchy (continued)

(ii) Disclosed fair values

The Company also has Convertible Resettable Preference Shares (CRPS) which are not measured at fair value within the Statement of Financial Position. The fair value is noted in the accounts and would represent the market value at balance sheet date less the dividend separately provided.

Details of the carrying amount and fair value are shown below.

| | 2021 \$ | 2020 \$ |
|-----------------|------------|------------|
| Carrying amount | 32,637,157 | 32,402,573 |
| Fair value | 33,375,936 | 32,620,679 |

For all financial instruments other than those measured at fair value or otherwise disclosed above, 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.

4 Revenue

| | 2021 \$ | 2020 \$ |
|--|-------------------|-------------------|
| From continuing operations | | |
| Dividends on investments held at the end of the year | 9,548,487 | 15,842,868 |
| Dividends on investments sold during the year | 1,080,927 | 1,888,491 |
| Interest | 43,890 | 126,116 |
| Distributions | 2,052,229 | 3,214,319 |
| Other income | 23,520 | 14,100 |
| | <u>12,749,053</u> | <u>21,085,894</u> |

5 Income tax expense

(a) Income tax expense through profit or loss

| | 2021 \$ | 2020 \$ |
|--------------------|------------------|--------------------|
| Income tax expense | <u>(558,509)</u> | <u>(1,024,993)</u> |

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

| | | |
|--|------------------|--------------------|
| Profit from continuing operations before income tax expense | 10,376,030 | 18,685,977 |
| Tax at the Australian tax rate of 30.0% (2020 - 30.0%) | 3,112,809 | 5,605,793 |
| Tax effect of amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Franking credits on dividends received | (3,585,642) | (6,271,916) |
| Finance expense items | 65,736 | 65,295 |
| Imputation gross up on dividends income | 1,081,609 | 1,894,821 |
| Permanent differences from adjustments to prior year income tax expense | (96,282) | (224,844) |
| Foreign tax credits on dividends received | (19,721) | (44,156) |
| Income tax expense | <u>(558,509)</u> | <u>(1,024,993)</u> |

(c) Amounts recognised directly in equity

Aggregate current tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:

| | | |
|----------------------|---------------|--------------|
| Share issue expenses | <u>39,788</u> | <u>4,543</u> |
|----------------------|---------------|--------------|

(d) Tax (benefit)/expense relating to items of other comprehensive income

| | | |
|--|--------------------|---------------------|
| Net unrealised (losses)/gains on investments taken to equity | 33,222,201 | (18,107,335) |
| Net realised losses on investments taken to equity | <u>(1,029,772)</u> | <u>(23,549)</u> |
| | <u>32,192,429</u> | <u>(18,130,884)</u> |

6 Current assets - Cash and cash equivalents

| | 2021 \$ | 2020 \$ |
|--------------------------|------------------|-------------------|
| Current assets | | |
| Cash at bank and in hand | <u>6,042,282</u> | <u>52,145,584</u> |

7 Current assets - Trade and other receivables

| | 2021 \$ | 2020 \$ |
|--|------------------|------------------|
| Dividends and distributions receivable | 1,433,531 | 1,185,735 |
| GST receivable | 36,548 | 45,682 |
| | <u>1,470,079</u> | <u>1,231,417</u> |

8 Non-current assets - Financial assets at fair value through other comprehensive income

| | 2021 \$ | 2020 \$ |
|--|--------------------|--------------------|
| Investment in shares and equities | | |
| Listed securities | <u>532,241,494</u> | <u>372,379,332</u> |

The list showing investments treated as equity instruments and revalued through other comprehensive income can be found on pages 40-42 of this report.

(a) Investment transactions

Certain securities within the investment portfolio were disposed during the financial year during the normal course of the Company's business as a listed Investment Company. The fair value of the investments sold during the year was \$167.4m (2020: \$247.9m). The cumulative gain on these disposals was \$4.8m for the year before tax (2020: gain of \$11.7m), which has been transferred from the revaluation reserve to the realisation reserve (refer to Statement of Changes in Equity).

The total brokerage paid on total purchases and sales was \$666,774 (2020: \$767,028).

9 Non-current assets - Deferred tax assets

| | 2021 \$ | 2020 \$ |
|---------------------------------|------------------|------------------|
| Movements: | | |
| Opening balance | 6,700,573 | 7,208,634 |
| Charged/(credited): | | |
| - to profit or loss | (31,853) | (536,153) |
| - to other comprehensive income | 954,248 | 23,549 |
| - directly to equity | 39,788 | 4,543 |
| - to current tax liability | 163,269 | - |
| | <u>7,826,025</u> | <u>6,700,573</u> |

10 Other financial liabilities

| | 2021 \$ | 2020 \$ |
|---|-------------------|-------------------|
| Convertible Resetable Preference Shares - current | 32,637,157 | - |
| Convertible Resetable Preference Shares - non-current | - | 32,402,573 |
| | <u>32,637,157</u> | <u>32,402,573</u> |

Convertible Resetable Preference Shares (CRPS) are non-cumulative, convertible, resettable, preference shares in the capital of Whitefield. The key terms of the CRPS are:

CRPS Face Value: \$100 per CRPS

Dividend Rate: The CRPS are entitled to a non-cumulative fixed dividend of 5.75% x (1-Tax Rate) per annum which is expected to be fully franked. The Dividend Rate may be increased or decreased on the relevant reset dates, the next of which is 30 November 2021.

Dividend payment: Dividends are non-cumulative and only payable where the directors determine that a dividend is payable and only to the extent permitted by law.

Dividend ranking: The CRPS will rank in priority to the Company's fully paid ordinary shares (Ordinary Shares) in respect of the payment of the dividends on the CRPS but will rank behind the Company's 8% Preference Shares.

Resetting: On each reset date, the Company can reset the dividend rate payable on the CRPS, the discount which applies on the conversion of the CRPS into Ordinary Shares and determine when resets are to take place in the future. The next reset date is on 30 November 2021.

Conversion: The Company can convert CRPS into Ordinary Shares on any reset date and on the occurrence of certain events. The CRPS holders can request the Company to convert the CRPS into Ordinary Shares on any reset date and on the occurrence of certain holder trigger events. However, the Company can override conversion requests received from CRPS holders and instead redeem the CRPS. On conversion each CRPS will convert into a number of Ordinary Shares calculated generally by reference to the volume weighted average sale price of Ordinary Shares on ASX for the ten days prior to conversion and applying the conversion discount, subject to certain adjustments.

Redemption: The Company can redeem the CRPS on any reset date and on the occurrence of certain trigger events. CRPS holders cannot seek to have the CRPS redeemed. Redemption is for the face value of the CRPS which will be \$100.

Voting rights: CRPS holders are only entitled to vote on certain limited matters such as a proposal that affects the rights of CRPS holders or for the disposal of the whole of the property, business and undertaking of Whitefield. However, this restriction on voting does not apply when a dividend is not paid in full on the CRPS or during a winding up of the Company.

Return of capital: The face value of the CRPS and due but unpaid dividends on them will rank upon a winding-up of the Company after the 8% Preference Shares and in priority to Ordinary Shares. The CRPS have no right to participate in surplus assets or profits of the Company on a winding-up other than as set out above.

11 Non-current liabilities - Deferred tax liabilities

| | 2021 \$ | 2020 \$ |
|---|-------------------|-------------------|
| Net unrealised gains on investments taken to equity | 55,472,281 | 22,250,080 |
| Other temporary differences | 158,580 | 318,641 |
| | <u>55,630,861</u> | <u>22,568,721</u> |
| Opening balance | 22,568,721 | 40,756,606 |
| Charged/(credited): | | |
| - to profit or loss | (160,061) | (80,550) |
| - to other comprehensive income | 33,222,201 | (18,107,335) |
| | <u>55,630,861</u> | <u>22,568,721</u> |

12 Issued capital

(a) Share capital

| | 2021 Shares | 2020 Shares | 2021 \$ | 2020 \$ |
|--|-------------------|-------------------|--------------------|--------------------|
| Ordinary shares - fully paid | 96,298,506 | 92,411,570 | 257,416,663 | 241,310,693 |
| 8% Non-redeemable preference shares - fully paid | 23,790 | 23,790 | 23,790 | 23,790 |
| | <u>96,322,296</u> | <u>92,435,360</u> | <u>257,440,453</u> | <u>241,334,483</u> |

(b) Movements in ordinary share capital

| Details | Notes | Number of shares | \$ |
|---|-------|---------------------|--------------------|
| Opening balance 1 April 2019 | | 91,841,004 | 239,220,398 |
| Dividend reinvestment plan issue - final dividend | (f) | 208,670 | 1,070,518 |
| Bonus share plan - final dividend | (e) | 88,611 | - |
| Dividend reinvestment plan issue - interim dividend | (f) | 222,064 | 1,030,377 |
| Bonus share plan - interim dividend | (e) | 51,221 | - |
| Less: Transaction costs arising on share issue - DRP and BSP | | - | (10,600) |
| Balance 31 March 2020 | | <u>92,411,570</u> | <u>241,310,693</u> |
| Details | | | |
| Opening balance 1 April 2020 | | 92,411,570 | 241,310,693 |
| Share purchase plan | | 3,226,792 | 14,035,000 |
| Dividend reinvestment plan issue - final dividend | (f) | 235,421 | 1,061,749 |
| Bonus share plan - final dividend | (e) | 116,885 | - |
| Dividend reinvestment plan issue - interim dividend | (f) | 212,343 | 1,102,060 |
| Bonus share plan - interim dividend | (e) | 95,495 | - |
| Less: Transaction costs arising on share issue - DRP, BSP and SPP | | - | (92,839) |
| Balance 31 March 2021 | | <u>96,298,506</u> | <u>257,416,663</u> |

12 Issued capital (continued)

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company after repayment of preference capital 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) Non-redeemable preference shares

The 8% preference shares carry the right to cumulative dividends of 8.0 cents per share per annum, the repayment of face value in a winding up, are not redeemable and carry no further right to participate in profits. Preference shares are entitled to vote at shareholder meetings. There were no arrears of dividend at balance date.

(e) Bonus Share Plan

The Company has established a Bonus Share Plan, under which holders of ordinary shares may elect to relinquish their right to a dividend, and instead receive bonus shares of equivalent market value. Shares may be issued under the plan at a discount to the market price as specified by the Company from time to time.

(f) 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 may be issued under the plan at a discount to the market price as specified by the Company from time to time.

(g) Capital risk management

The Board's policy is to maintain an appropriate level of liquidity in the Company's shares.

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

13 Reserves

| | Notes | 2021 \$ | 2020 \$ |
|---|-------|--------------------|-------------------|
| Movements: | | | |
| <i>Investment portfolio revaluation reserve</i> | | | |
| Opening balance | | (615,817) | 53,613,076 |
| Net unrealised (losses)/gains on investments (excluding transfer) | | 107,811,665 | (61,293,966) |
| Transfer to investment portfolio realised gains/losses reserve | | (5,858,680) | (11,042,262) |
| Income tax on these items | 5, 11 | (33,222,201) | 18,107,335 |
| Balance 31 March | | <u>68,114,967</u> | <u>(615,817)</u> |
| <i>Investment portfolio realised gains/losses reserve</i> | | | |
| Opening balance | | 82,526,277 | 82,041,677 |
| Dividends paid from reserve | | (1,958,388) | (10,557,662) |
| Transfer to investment portfolio revaluation reserve | | 5,858,680 | 11,042,262 |
| Balance 31 March | | <u>86,426,569</u> | <u>82,526,277</u> |
| Total | | <u>154,541,536</u> | <u>81,910,460</u> |

13 Reserves (continued)

Nature and purpose of reserves

For a description of the nature and purpose of the reserves, refer to Note 23(f).

14 Dividends

| | 2021 \$ | 2020 \$ |
|---|-------------------|-------------------|
| (a) Ordinary shares | | |
| Final dividend - prior year (10.25 cents and 10.25 cents per fully paid ordinary share, fully franked based on tax paid at 30%, paid 12/06/2020 and 12/06/2019, respectively) | 8,944,903 | 8,946,435 |
| Interim dividend - current year (10.25 cents and 10.25 cents per fully paid ordinary share, fully franked based on tax paid at 30%, paid 11/12/2020 and 12/12/2019, respectively) | 9,343,318 | 8,987,140 |
| | <u>18,288,221</u> | <u>17,933,575</u> |
| (b) Non-redeemable participating preference shares | | |
| Final dividend - prior year (4.0 cents per fully paid preference share, fully franked based on tax paid at 30%) | 951 | 951 |
| Interim dividend - current year (4.0 cents per fully paid preference share, fully franked based on tax paid at 30%) | 951 | 951 |
| | <u>1,902</u> | <u>1,902</u> |
| (c) Convertible Resettable Preference Shares | | |
| Dividends on CRPS - six-monthly (201.25 cents per fully paid preference share, fully franked based on tax paid at 30%, paid 12/06/2020 and 11/12/2020 and payable 12/06/2020) | 1,293,578 | 1,293,578 |
| | <u>1,293,578</u> | <u>1,293,578</u> |
| Total dividends provided for or paid | <u>19,583,701</u> | <u>19,229,055</u> |
| (d) Dividends not recognised at the end of the reporting period | | 2021 \$ |
| Since year end the Directors have approved the payment of a final dividend of 10.25 cents per fully paid ordinary share, 4.0 cents per fully paid 8% preference share and 201.25 cents per fully paid Convertible Resettable Preference Share, fully franked based on tax paid at 30%. The aggregate amount of the proposed dividend expected to be paid on 11 June 2021 out of retained earnings at 31 March 2021, but not recognised as a liability at year end, is | | <u>9,871,548</u> |

14 Dividends (continued)

(e) Dividend franking account

| | 2021 \$ | 2020 \$ |
|---|--------------------|--------------------|
| Opening balance of franking account | 18,080,711 | 18,504,802 |
| Franking credits on dividends received | 3,486,090 | 6,809,681 |
| Tax paid during the year | 53,428 | 823,990 |
| Franking credits on dividends paid | (8,831,448) | (8,025,841) |
| Loss of franking credits under 45 day rule | (10,200) | (31,921) |
| Closing balance of franking credits | <u>12,778,581</u> | <u>18,080,711</u> |
| Impact on the franking account of dividends proposed or declared before the financial report was authorised for issue | <u>(4,507,859)</u> | <u>(4,337,112)</u> |
| | <u>8,270,722</u> | <u>13,743,599</u> |

15 Key management personnel disclosures

(a) Key management personnel compensation

Detailed remuneration disclosures are provided in the remuneration report.

(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 Whitefield Limited and other key management personnel of the Company, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

| 2021 Name | Balance at the start of the year | Net movement | Other changes during the year | Balance at the end of the year |
|--|--|-----------------|--|--------------------------------------|
| <i>Directors of Whitefield Limited</i> | | | | |
| Ordinary shares | | | | |
| Angus J. Gluskie | 17,657,654 | 20,691 | - | 17,678,345 |
| William R. Seddon | 85,382 | - | - | 85,382 |
| Lance W. Jenkins | 130,800 | 12,647 | - | 143,447 |
| Mark A Beardow | 24,060 | 7,649 | - | 31,709 |
| Jenelle B. Webster | 5,000 | 10,000 | - | 15,000 |
| | <u>17,902,896</u> | <u>50,987</u> | <u>-</u> | <u>17,953,883</u> |
| 8% Preference shares | | | | |
| Angus J. Gluskie | 200 | - | - | 200 |
| | <u>200</u> | <u>-</u> | <u>-</u> | <u>200</u> |

15 Key management personnel disclosures (continued)

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

| 2020 | Balance at the start of the year | Net movement | Other changes during the year | Balance at the end of the year |
|--|--|-----------------|--|--------------------------------------|
| Name | | | | |
| <i>Directors of Whitefield Limited</i> | | | | |
| Ordinary shares | | | | |
| Angus J. Gluskie | 17,657,654 | - | - | 17,657,654 |
| William R. Seddon | 85,382 | - | - | 85,382 |
| Lance W. Jenkins | 91,538 | 39,262 | - | 130,800 |
| Mark A Beardow | 23,108 | 952 | - | 24,060 |
| Jenelle B. Webster | 2,046 | 2,954 | - | 5,000 |
| | <u>17,859,728</u> | <u>43,168</u> | <u>-</u> | <u>17,902,896</u> |
| 8% Preference shares | | | | |
| Angus J. Gluskie | 200 | - | - | 200 |
| | <u>200</u> | <u>-</u> | <u>-</u> | <u>200</u> |

16 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:

(a) MNSA Pty Limited

| | 31 March 2021 \$ | 31 March 2020 \$ |
|---|------------------------|------------------------|
| <i>Audit and other assurance services</i> | | |
| Audit and review of financial statements | <u>29,418</u> | <u>27,729</u> |
| Total remuneration for audit and other assurance services | <u>29,418</u> | <u>27,729</u> |

17 Contingencies

The Company had no contingent liabilities at 31 March 2021 (2020: nil).

18 Related party transactions

(a) Key management personnel

Disclosures relating to key management personnel are set out in Note 15.

(b) Transactions with other related parties

The following transactions occurred with related parties:

| | 31 March 2021 \$ | 31 March 2020 \$ |
|---------------------------------|------------------------|------------------------|
| Management fees paid or payable | 1,397,188 | 1,508,628 |
| | <u>1,397,188</u> | <u>1,508,628</u> |

Management fees and system reimbursement costs represent fees paid to White Funds Management Pty Ltd out of which the costs of personnel, systems, premises and other operating overheads are paid. White Funds Management employs the Executive Directors, Company Secretary and other investment personnel. The Executive Directors are also shareholders of White Funds Management Pty Ltd.

(c) Outstanding balances

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

| | 2021 \$ | 2020 \$ |
|---|------------|------------|
| Management fees payable (including GST) | 127,488 | 239,537 |

(d) Terms and conditions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties.

White Funds Management Pty Ltd is appointed as the Investment Manager for Whitefield under an Investment Management Agreement. The Investment Manager employs all of the executives involved in managing the investments and business of Whitefield. The Investment Manager is entitled to receive a monthly investment management fee of 0.02083% and an expense reimbursement levy of 0.0012% of the average market value of the Portfolio over the month.

19 Events occurring after the reporting period

Apart from the dividends declared after year end, and the ongoing uncertainty of outlook arising from the COVID pandemic, no other matter or circumstance has arisen since 31 March 2021 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.

20 Reconciliation of profit after income tax to net cash inflow from operating activities

| | 2021 \$ | 2020 \$ |
|---|-------------------|-------------------|
| Profit for the year | 9,817,521 | 17,660,984 |
| Finance cost on Convertible Resetable Preference Shares | 241,212 | 239,429 |
| Change in operating assets and liabilities: | | |
| (Increase)/decrease in trade and other receivables | (238,662) | 1,254,667 |
| (Increase)/decrease in other current assets | (572) | 2,549 |
| (Decrease)/increase in trade and other payables | (103,126) | 136,912 |
| (Decrease)/increase in deferred taxes | 505,081 | 3,174,511 |
| Net cash inflow from operating activities | <u>10,221,454</u> | <u>22,469,052</u> |

21 Non-cash investing and financing activities

| | 2021 \$ | 2020 \$ |
|---|------------------|------------------|
| Shareholder dividends reinvested | 2,163,809 | 2,100,895 |
| Shareholder dividends foregone via Bonus Share Plan | 1,022,971 | 692,240 |
| | <u>3,186,780</u> | <u>2,793,135</u> |

22 Earnings per share

(a) Basic and diluted earnings per share

| | 2021 Cents | 2020 Cents |
|--|---------------|---------------|
| From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments) | <u>8.96</u> | 17.76 |
| From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments and excluding gain on reset/conversion of Convertible Resetable Preference Shares) | <u>8.96</u> | 17.76 |

Diluted earnings per share is the same as basic earnings per share. The Company has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings per share.

(b) Weighted average number of shares used as denominator

| | 2021 Number | 2020 Number |
|--|-------------------|-------------------|
| Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share | <u>95,153,796</u> | <u>92,149,880</u> |

23 Summary of 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 years presented, unless otherwise stated. The financial statements are for the entity Whitefield 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 and the *Corporations Act 2001*. Whitefield Limited is a for-profit entity for the purpose of preparing the financial statements.

The financial statements were authorised for issue by the directors on 19 May 2021.

(i) Compliance with IFRS

The financial statements of the Company also comply with International Financial Reporting Standards (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 1 April 2020 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods.

(iii) Historical cost convention

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 at fair value through other comprehensive income.

(iv) New standards and interpretations not yet adopted

There are no standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

(b) Revenue recognition

(i) Dividends and trust distributions

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

(ii) Interest income

Interest income is recognised using the effective interest method.

(c) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

23 Summary of significant accounting policies (continued)

(c) Income tax (continued)

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(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) 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 impairment. 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.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly.

(f) Investments

Classification

(i) Financial assets at fair value through other comprehensive income

The Company has classified long-term investments as at "fair value through other comprehensive income". All realised and unrealised gains or losses on long-term investments and tax thereon are presented in other comprehensive income as part of the Statement of Comprehensive Income.

Recognition and derecognition

Purchases and sales of financial assets 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 its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent changes in fair value are recognised through the investment portfolio revaluation reserve after deducting a provision for the potential deferred capital gains tax liability as these investments are long-term holding of equity investments.

When an investment is disposed of, the cumulative gain or loss, net of tax thereon, is transferred from the investment portfolio reserve/asset revaluation reserve to the realised gains/losses reserve.

23 Summary of significant accounting policies (continued)

(f) Investments (continued)

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.

Under AASB 13, if an investment has a bid price and an ask price, the price within the bid-ask spread that is more representative of fair value in the circumstances shall be used to measure fair value. Accordingly, the Company uses the last sale price as a basis of measuring fair value.

(g) Other financial liabilities

Convertible Resetable Preference Shares are classified as a compound financial instrument consisting of a financial liability and an equity for accounting purposes under Australian Accounting Standard AASB132 *Financial Instruments: Presentation*. The liability is initially recognised at fair value less transaction costs. After initial recognition, the liability is carried at amortised cost using the effective interest method.

In accordance with this Standard, a financial expense on the liability is brought to account which includes the amortisation of any difference between the original proceeds net of transaction costs and the settlement value of the obligation. Dividends on Convertible Resetable Preference Shares are recognised as an allocation of retained profit, and a provision for the dividend is brought to account in each period.

With the next reset date falling within 12 months, the Convertible Resetable Preference Share liability has been shown as a current, rather than non-current liability at the financial year end.

(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) Finance costs

Finance costs are recognised as expenses in the year in which they are incurred using the effective interest rate method.

Dividends on Convertible Resetable Preference Shares are recognised as an allocation of retained profit, and a provision for the dividend is brought to account in each period.

(j) Issued capital

Ordinary and 8% Non-Redeemable Preference Shares are classified as equity.

Preference shares which are redeemable or convertible for a specified consideration are classified as liabilities.

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

(k) Dividends

Provision is made for the amount of any ordinary 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. Provision is made for CRPS dividend based on the specified dividend rate at each month end.

23 Summary of significant accounting policies (continued)

(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.

(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.

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) Comparatives

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

(p) Operating segments

The Company operated in Australia only and the principal activity is investment. The Company has only one reportable segment and in one industry being the securities industry, deriving revenue from dividend income, interest income and from the sale of its investment portfolio.


In the Directors' opinion:

- (a) the financial statements and notes set out on pages 12 to 33 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the entity's financial position as at 31 March 2021 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 23(a) 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 by the managing director and chief financial officer required by section 295A of the *Corporations Act 2001*.

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


Angus J. Gluskie
Director

Sydney
19 May 2021

WHITEFIELD LIMITED
ABN 50 000 012 895

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
WHITEFIELD LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Whitefield Limited (the Company), which comprises the statement of financial position as at 31 March 2021, 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

- (a) the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the Company's financial position as at 31 March 2021 and of its performance for the year then ended; and
 - ii. complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.
- (b) the financial report also complies with the *International Financial Reporting Standards* as disclosed in Note 23.

Basis for Opinion

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

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

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

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 period. 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.

| Key Audit Matter | How Our Audit Addressed the Key Audit Matter |
|--|--|
| Valuation and Existence of Investments The investment portfolio at 31 March 2021 comprised of listed equity investments of \$532 million (2020 \$372 million). We focused on the valuation and existence of investments as investments represent the principal element of the net asset value disclosed in the statement of financial position. | We tested the valuation of listed investments by vouching the share prices to external market information to ensure they are fairly stated. We agreed the existence of listed investments by confirming shareholdings with external sources and recalculation of dividends received. |
| Revenue from Investments ASAs presume there are risks of fraud in revenue recognition unless rebutted. We focused on the cut-off, accuracy and completeness of dividend revenue and dividend receivables. | We assessed the accounting policy for revenue recognition for compliance with the accounting standards and performed testing to ensure that revenue had been accounted for in accordance with the accounting policy. We found that the accounting policies implemented were in accordance with the accounting standards, and that revenue has been accounted for in accordance with the accounting policy. We tested the accuracy and completeness of dividend revenue by agreeing the dividends and distributions of investments to supporting documentation obtained from share registries and other external sources. We tested the cut-off of dividend revenue and dividend receivables by agreeing the dividend details of investments from external market information and ensured that dividends that were declared before, but payable after, the reporting date were recorded. |

There were no restrictions on our reporting of Key Audit Matters.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 31 March 2021, but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed, 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.

Responsibility of the Directors for the Financial Report

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

In Note 23, the directors also state, in accordance with *Accounting Standard AASB 101: Presentation of Financial Statements*, the financial statements comply with *International Financial Reporting Standards*.

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 relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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 8 to 9 of the Directors' report for the year ended 31 March 2021.

In our opinion the Remuneration Report of Whitefield Limited for the year ended 31 March 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

MNSA PTY LTD

MNSA Pty Ltd



Sam Danieli
Director

Sydney

Dated this 19th of May 2021

Whitefield Limited
Table of Investment Holdings
31 March 2021

| Code | Name | Shares | Market Value | Whitefield % |
|-------------------------------|---|-----------|--------------------|---------------|
| Banks | | | | |
| ANZ | Australia and New Zealand Banking Group Ltd | 991,296 | 27,934,721 | 5.25% |
| BEN | Bendigo and Adelaide Bank Ltd | 185,053 | 1,861,633 | 0.35% |
| BOQ | Bank of Queensland Ltd | 206,344 | 1,784,876 | 0.34% |
| CBA | Commonwealth Bank of Australia | 642,258 | 55,298,414 | 10.39% |
| NAB | National Australia Bank Ltd | 1,148,340 | 29,856,840 | 5.61% |
| WBC | Westpac Banking Corp | 1,260,299 | 30,763,899 | 5.78% |
| VUK | Virgin Money UK PLC | 301,464 | 1,034,022 | 0.19% |
| | | | 148,534,404 | 27.91% |
| Communication Services | | | | |
| CAR | Carsales.Com Ltd | 170,919 | 3,044,067 | 0.57% |
| CNU | Chorus Ltd | 156,124 | 989,826 | 0.19% |
| DHG | Domain Holdings Australia Ltd | 84,518 | 354,976 | 0.07% |
| NEC | Nine Entertainment Co Holdings Ltd | 511,483 | 1,416,808 | 0.27% |
| NWS | News Corp | 20,801 | 652,943 | 0.12% |
| REA | REA Group Ltd | 30,362 | 4,303,510 | 0.81% |
| SEK | Seek Ltd | 123,091 | 3,509,324 | 0.66% |
| SPK | Spark New Zealand Ltd | 589,505 | 2,422,866 | 0.46% |
| TLS | Telstra Corporation Ltd | 4,151,349 | 14,114,587 | 2.65% |
| TPG | TPG Telecom Ltd | 130,180 | 824,039 | 0.15% |
| VOC | Vocus Group Ltd | 216,863 | 1,181,903 | 0.22% |
| | | | 32,814,850 | 6.17% |
| Consumer Discretionary | | | | |
| ALL | Aristocrat Leisure Ltd | 153,942 | 5,287,908 | 0.99% |
| APE | Eagers Automotive Ltd | 60,160 | 841,037 | 0.16% |
| ARB | ARB Corp Ltd | 26,340 | 907,413 | 0.17% |
| BAP | Bapcor Ltd | 118,804 | 889,842 | 0.17% |
| BRG | Breville Group Ltd | 32,921 | 888,867 | 0.17% |
| CKF | Collins Foods Ltd | 321,591 | 3,347,762 | 0.63% |
| CTD | Corporate Travel Management Ltd | 38,181 | 748,729 | 0.14% |
| CWN | Crown Resorts Ltd | 124,933 | 1,469,212 | 0.28% |
| DMP | Domino's Pizza Enterprises Ltd | 22,019 | 2,119,329 | 0.40% |
| FLT | Flight Centre Travel Group Ltd | 152 | 2,734 | 0.00% |
| GEM | G8 Education Ltd | 294,390 | 304,694 | 0.06% |
| GUD | GUD Holdings Ltd | 32,015 | 374,255 | 0.07% |
| HVN | Harvey Norman Holdings Ltd | 673,611 | 3,859,791 | 0.73% |
| IEL | IDP Education Ltd | 58,205 | 1,389,935 | 0.26% |
| JBH | JB Hi-Fi Ltd | 102,058 | 5,284,563 | 0.99% |
| KGN | Kogan.com Ltd | 29,185 | 350,220 | 0.07% |
| PMV | Premier Investments Ltd | 176,854 | 4,603,510 | 0.86% |
| SGR | Star Entertainment Group Ltd | 299,728 | 1,135,969 | 0.21% |
| SUL | Super Retail Group Ltd | 269,221 | 3,168,731 | 0.60% |
| TAH | Tabcorp Holdings Ltd | 773,455 | 3,619,769 | 0.68% |
| WES | Wesfarmers Ltd | 448,388 | 23,616,596 | 4.44% |
| | | | 64,210,867 | 12.06% |
| Consumer Staple | | | | |
| A2M | A2 Milk Company Ltd | 259,139 | 2,029,058 | 0.38% |
| BGA | Bega Cheese Ltd | 106,015 | 673,195 | 0.13% |
| CCL | Coca-Cola Amatil Ltd | 174,264 | 2,340,366 | 0.44% |
| COL2 | Coles Group Ltd | 600,048 | 9,606,768 | 1.80% |
| ELD | Elders Ltd | 54,746 | 680,493 | 0.13% |
| GNC | Graincorp Ltd | 79,096 | 415,254 | 0.08% |
| ING | Inghams Group Ltd | 129,351 | 432,032 | 0.08% |
| MTS | Metcash Ltd | 357,399 | 1,315,228 | 0.25% |
| TGR | Tassal Group Ltd | 255 | 852 | 0.00% |
| TWE | Treasury Wine Estates Ltd | 251,813 | 2,606,265 | 0.49% |
| WOW | Woolworths Group Ltd | 485,419 | 19,839,075 | 3.73% |
| | | | 39,938,586 | 7.50% |

| Code | Name | Shares | Market Value | Whitefield % |
|----------------------------|--|-----------|-------------------|---------------|
| Non Bank Financials | | | | |
| AMP | AMP Ltd | 1,197,940 | 1,515,394 | 0.28% |
| ASX | ASX Ltd | 67,696 | 4,809,801 | 0.90% |
| AUB | AUB Group Ltd | 26,017 | 501,087 | 0.09% |
| CCP | Credit Corp Group Ltd | 23,483 | 767,424 | 0.14% |
| CGF | Challenger Ltd | 259 | 1,658 | 0.00% |
| IAG | Insurance Australia Group Ltd | 335,478 | 1,570,037 | 0.29% |
| JHG | Janus Henderson Group PLC | 13,324 | 546,817 | 0.10% |
| MFG | Magellan Financial Group Ltd | 59,255 | 2,676,548 | 0.50% |
| MPL | Medibank Private Ltd | 1,866,154 | 5,225,231 | 0.98% |
| MQG | Macquarie Group Ltd | 104,142 | 15,916,022 | 2.99% |
| NHF | NIB Holdings Ltd | 159,657 | 835,006 | 0.16% |
| NWL | Netwealth Group Ltd | 30,635 | 412,960 | 0.08% |
| PDL | Pendal Group Ltd | 100,773 | 655,025 | 0.12% |
| PPT | Perpetual Ltd | 19,639 | 647,891 | 0.12% |
| PTM | Platinum Asset Management Ltd | 686,214 | 3,431,070 | 0.64% |
| QBE | QBE Insurance Group Ltd | 513,221 | 4,937,186 | 0.93% |
| SDF | Steadfast Group Ltd | 303,003 | 1,154,441 | 0.22% |
| SUN | Suncorp Group Ltd | 446,609 | 4,421,429 | 0.83% |
| | | | 50,025,027 | 9.40% |
| Health Care | | | | |
| ANN | Ansell Ltd | 103,861 | 4,075,506 | 0.77% |
| AVH | AVITA Medical Inc | 315 | 1,597 | 0.00% |
| COH | Cochlear Ltd | 10,873 | 2,293,877 | 0.43% |
| CSL | CSL Ltd | 158,784 | 42,022,186 | 7.90% |
| CUV | Clinuvel Pharmaceuticals Ltd | 14,774 | 399,932 | 0.08% |
| FPH | Fisher & Paykel Healthcare Corporation Ltd | 44,028 | 1,293,983 | 0.24% |
| HLS | Healius Ltd | 182,179 | 743,290 | 0.14% |
| NAN | Nanosonics Ltd | 56,030 | 319,371 | 0.06% |
| PME | Pro Medicus Ltd | 16,701 | 690,252 | 0.13% |
| RHC | Ramsay Health Care Ltd | 36,589 | 2,451,463 | 0.46% |
| RMD | Resmed Inc | 201,815 | 5,095,829 | 0.96% |
| SHL | Sonic Healthcare Ltd | 263,419 | 9,243,373 | 1.74% |
| | | | 68,630,658 | 12.89% |
| Industrials | | | | |
| ALQ | ALS Ltd | 168,208 | 1,628,253 | 0.31% |
| ALX | Atlas Arteria Group | 223,703 | 1,331,033 | 0.25% |
| ASB | Austal Ltd | 113,790 | 254,890 | 0.05% |
| AZJ | Aurizon Holdings Ltd | 1,278,580 | 4,986,462 | 0.94% |
| BIN | Bingo Industries Ltd | 154,436 | 466,397 | 0.09% |
| BXB | Brambles Ltd | 764,723 | 8,090,769 | 1.52% |
| CIM | CIMIC Group Ltd | 25,003 | 439,803 | 0.08% |
| CWY | Cleanaway Waste Management Ltd | 718,127 | 1,579,879 | 0.30% |
| DOW | Downer EDI Ltd | 151 | 775 | 0.00% |
| GWA | GWA Group Ltd | 91,860 | 262,720 | 0.05% |
| IPH | IPH Ltd | 75,523 | 499,962 | 0.09% |
| MND | Monadelphous Group Ltd | 32,987 | 343,065 | 0.06% |
| NWH | NRW Holdings Ltd | 155,172 | 304,913 | 0.06% |
| QAN | Qantas Airways Ltd | 657,749 | 3,347,942 | 0.63% |
| RWC | Reliance Worldwide Corporation Ltd | 275,427 | 1,236,667 | 0.23% |
| SIQ | Smartgroup Corporation Ltd | 46,886 | 296,788 | 0.06% |
| SSM | Service Stream Ltd | 132,026 | 140,608 | 0.03% |
| SVW | Seven Group Holdings Ltd | 46,287 | 1,043,772 | 0.20% |
| SYD | Sydney Airport Holdings Pty Ltd | 941,321 | 5,826,777 | 1.09% |
| TCL | Transurban Group | 732,412 | 9,755,728 | 1.83% |
| | | | 41,837,203 | 7.86% |

| Code | Name | Shares | Market Value | Whitefield % |
|-------------------------------|--|-----------|--------------------|----------------|
| Information Technology | | | | |
| ALU | Altium Ltd | 42,494 | 1,124,816 | 0.21% |
| APT | Afterpay Ltd | 68,481 | 6,950,822 | 1.31% |
| APX | Appen Ltd | 81 | 1,282 | 0.00% |
| BVS | Bravura Solutions Ltd | 86,714 | 221,121 | 0.04% |
| CPU | Computershare Ltd | 197,468 | 2,969,919 | 0.56% |
| IRE | Iress Ltd | 67,240 | 617,263 | 0.12% |
| LNK | Link Administration Holdings Ltd | 185,673 | 952,502 | 0.18% |
| NXT | NEXTDC Ltd | 9,446 | 98,427 | 0.02% |
| TNE | TechnologyOne Ltd | 335,635 | 3,134,831 | 0.59% |
| XRO | Xero Ltd | 40,855 | 5,169,383 | 0.97% |
| | | | 21,240,366 | 3.99% |
| Materials | | | | |
| AMC | Amcor PLC | 306,331 | 4,714,434 | 0.89% |
| CSR | CSR Ltd | 169,994 | 982,565 | 0.18% |
| FBU | Fletcher Building Ltd | 119,481 | 770,652 | 0.14% |
| JHX | James Hardie Industries PLC | 154,918 | 6,171,933 | 1.16% |
| NUF | Nufarm Ltd | 212 | 1,126 | 0.00% |
| ORA | Orora Ltd | 330,105 | 1,003,519 | 0.19% |
| ORI | Orica Ltd | 14,578 | 203,363 | 0.04% |
| | | | 13,847,593 | 2.60% |
| Real Estate | | | | |
| BWP | BWP Trust | 171,421 | 677,113 | 0.13% |
| CHC | Charter Hall Group | 162,887 | 2,097,985 | 0.39% |
| CIP | Centuria Industrial Reit | 162,252 | 538,677 | 0.10% |
| CLW | Charter Hall Long WALE REIT | 179,861 | 848,944 | 0.16% |
| CMW | Cromwell Property Group | 652,660 | 538,445 | 0.10% |
| CQR | Charter Hall Retail REIT | 721,110 | 2,769,062 | 0.52% |
| DXS | Dexus | 380,385 | 3,708,754 | 0.70% |
| GMG | Goodman Group | 586,569 | 10,628,630 | 2.00% |
| GOZ | Growthpoint Properties Australia Ltd | 103,608 | 359,520 | 0.07% |
| GPT | GPT Group | 680,549 | 3,130,525 | 0.59% |
| INA | Ingenia Communities Group | 103,040 | 521,382 | 0.10% |
| LLC | LendLease Group | 38,610 | 498,841 | 0.09% |
| MGR | Mirvac Group | 1,372,887 | 3,432,218 | 0.64% |
| NSR | National Storage Reit | 275 | 550 | 0.00% |
| SCG | Scentre Group | 978,197 | 2,758,516 | 0.52% |
| SCP | Shopping Centres Australasia Property Group Re Ltd | 377,558 | 947,671 | 0.18% |
| SGP | Stockland Corporation Ltd | 834,730 | 3,672,812 | 0.69% |
| URW | Unibail-Rodamco-Westfield SE | 73,669 | 394,129 | 0.07% |
| VCX | Vicinity Centres | 1,342,215 | 2,221,366 | 0.42% |
| WPR | Waypoint REIT Ltd | 272,846 | 684,843 | 0.13% |
| | | | 40,429,982 | 7.60% |
| Utilities | | | | |
| AGL | AGL Energy Ltd | 217,631 | 2,100,139 | 0.39% |
| APA | APA Group | 611,723 | 6,129,464 | 1.15% |
| AST | AusNet Services Ltd | 643,857 | 1,181,478 | 0.22% |
| SKI | Spark Infrastructure Group | 608,699 | 1,320,877 | 0.25% |
| | | | 10,731,958 | 2.02% |
| Total | | | 532,241,495 | 100.00% |