

Retail Employees Superannuation Pty Limited

ABN 39 001 987 739

RSE L0000055

AFSL 240003

Annual Report - 30 June 2023

Retail Employees Superannuation Pty Limited
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30 June 2023

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Retail Employees Superannuation Pty Limited
Directors' report
30 June 2023

The Directors present their report, together with the financial statements, on the Company for the year ended 30 June 2023. In order to comply with the provisions of the Corporations Act 2001 (Cth), the Directors report as follows:

Directors

The following persons were Directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Dr Adam Neil Walk	Mr Michael Bargholz (appointed 1 October 2022)
Ms Helen Elizabeth Cooney	Mr Michael Ward Tehan
Mr James Anthony Merlino (appointed 1 January 2023)	Ms Sally Louise Evans
Ms Joanne Patricia Lester	Mr Steven John Priestley (resigned 30 September 2022)
Ms Julia Clare Fox	Mr Vaughn Nigel Richtor
Mr Kenneth Stuart Marshman (resigned 31 December 2022)	

Principal activities

The Company acts as a trustee to Retail Employees Superannuation Trust.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Company during the financial year.

Review of operations

The profit for the Company after providing for income tax amounted to \$2,495,454 (30 June 2022: \$8,617,372).

The Company incurred expenses related to trustee liability insurance, reimbursement of Directors' travel costs to attend Board and Committee meetings, Directors fees and Director training and development. The Company charges Trustee fees on a cost recovery basis to Retail Employees Superannuation Trust (the Fund).

Dividends

There were no Dividends paid, recommended or declared during the current or previous financial year.

Directors' benefits

During the financial year the Directors of the Company have received the benefits disclosed in the financial statements.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations

Information on likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

Environmental regulation

The Company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

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.

Rounding

The Company is not of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding off' amounts in the Directors' report. All amounts in the Directors' report and the financial statements are rounded off to the nearest dollar.

Insurance of Officers

During the reporting period, the Company paid premiums in respect of a contract to indemnify the Directors and Officers of the Company, of Retail Employees Superannuation Trust and its subsidiaries against claims for which they may be liable. The total amount of insurance premium paid was \$1,441,183 (2022: \$1,413,720).

Retail Employees Superannuation Pty Limited
Directors' report
30 June 2023

Indemnity and insurance of auditor

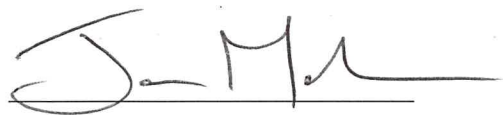
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

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 after this Directors' report.

This report is made in accordance with a resolution of Directors for and behalf of the Board, pursuant to section 298(2)(a) of the Corporations Act 2001.



Director



Director

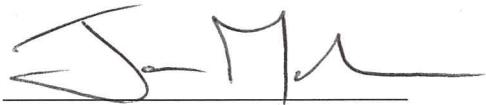
25 September 2023

Retail Employees Superannuation Pty Limited
Directors' declaration
30 June 2023

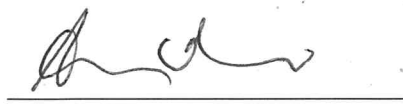
In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Director



Director

25 September 2023

Independent Auditor's Report to the Board of Directors and members of Retail Employees Superannuation Pty Ltd

Opinion

We have audited the financial report of Retail Employees Superannuation Pty Ltd (the "Company") which comprises the statement of financial position as at 30 June 2023, the statement of profit of loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- Giving a true and fair view of the Company's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's Directors' report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

A handwritten signature in black ink, appearing to read 'Frances Borg'.

Frances Borg
Partner
Chartered Accountants
Sydney, 25 September 2023

25 September 2023

Board of Directors
Retail Employees Superannuation Pty Ltd
Level 5
321 Kent Street
Sydney NSW 2000

Auditor's Independence Declaration to Retail Employees Superannuation Pty Ltd

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Board of Directors of Retail Employees Superannuation Pty Ltd.

As lead audit partner for the audit of the financial statements of Retail Employees Superannuation Pty Ltd for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- The auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Frances Borg
Partner
Chartered Accountants

Retail Employees Superannuation Pty Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2023

	Note	2023 \$	2022 \$
Revenue from continuing operations			
Trustee fees		6,853,903	15,638,658
Interest revenue		321,173	13,101
		<u>7,175,076</u>	<u>15,651,759</u>
Expenses			
Trustee indemnity insurance		(1,441,183)	(1,413,720)
Employee benefits expense		(1,286,335)	(1,173,084)
Professional fees		(813,724)	(1,362,934)
Travel costs		(194,182)	(107,608)
Director training and development		(112,438)	(56,266)
Other expenses		<u>(6,720)</u>	<u>(25,724)</u>
Profit before income tax expense		3,320,494	11,512,423
Income tax expense	3	<u>(825,040)</u>	<u>(2,895,051)</u>
Profit after income tax expense for the year		2,495,454	8,617,372
Other comprehensive income for the year, net of tax		<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u><u>2,495,454</u></u>	<u><u>8,617,372</u></u>

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

Retail Employees Superannuation Pty Limited
Statement of financial position
As at 30 June 2023

	Note	2023 \$	2022 \$
Assets			
Current assets			
Cash and cash equivalents	4	11,806,646	11,356,481
Other assets	5	769,782	598,699
Total current assets		<u>12,576,428</u>	<u>11,955,180</u>
Total assets		<u>12,576,428</u>	<u>11,955,180</u>
Liabilities			
Current liabilities			
Trade and other payables	6	617,990	442,749
Provision for income tax		780,124	2,879,571
Total current liabilities		<u>1,398,114</u>	<u>3,322,320</u>
Non-current liabilities			
Deferred tax liability	7	65,480	15,480
Total non-current liabilities		<u>65,480</u>	<u>15,480</u>
Total liabilities		<u>1,463,594</u>	<u>3,337,800</u>
Net assets		<u><u>11,112,834</u></u>	<u><u>8,617,380</u></u>
Equity			
Issued capital	8	8	8
Retained profits	9	<u>11,112,826</u>	<u>8,617,372</u>
Total equity		<u><u>11,112,834</u></u>	<u><u>8,617,380</u></u>

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

Retail Employees Superannuation Pty Limited
Statement of changes in equity
For the year ended 30 June 2023

	Issued capital \$	Retained profits \$	Total equity \$
Balance at 1 July 2021	8	-	8
Profit after income tax expense for the year	-	8,617,372	8,617,372
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	8,617,372	8,617,372
Balance at 30 June 2022	8	8,617,372	8,617,380

	Issued capital \$	Retained profits \$	Total equity \$
Balance at 1 July 2022	8	8,617,372	8,617,380
Profit after income tax expense for the year	-	2,495,454	2,495,454
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	2,495,454	2,495,454
Balance at 30 June 2023	8	11,112,826	11,112,834

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

Retail Employees Superannuation Pty Limited
Statement of cash flows
For the year ended 30 June 2023

	Note	2023 \$	2022 \$
Cash flows from operating activities			
Receipts from customers		4,964,786	13,963,000
Interest received		321,173	13,101
Payments to suppliers and employees		(1,961,307)	(2,681,555)
Income taxes paid		(2,874,487)	-
Net cash from operating activities	10	450,165	11,294,546
Net cash from investing activities		-	-
Net cash from financing activities		-	-
Net increase in cash and cash equivalents		450,165	11,294,546
Cash and cash equivalents at the beginning of the financial year		11,356,481	61,935
Cash and cash equivalents at the end of the financial year	4	<u>11,806,646</u>	<u>11,356,481</u>

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

Retail Employees Superannuation Pty Limited
Notes to the financial statements
30 June 2023

Note 1. General information

Retail Employees Superannuation Pty limited (ABN 39 001 987 739) (the Company) is the trustee of Retail Employees Superannuation Trust (ABN 62 653 671 394) (the Fund). The Trustee holds all assets of the Fund in trust and is liable for all liabilities of the Fund. The Fund is a reporting entity for accounting and taxation purposes.

The registered office of the Company is Level 5, 321 Kent Street, Sydney NSW 2000. The Australian Financial Services License (AFSL) Number is 240003. The Trustee has a Registrable Superannuation Entity License Number L0000055 and the Fund (Retail Employees Superannuation Trust) has a registration number R1000016.

Retail Employees Superannuation Pty Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 25 September 2023. The Directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

There are no standards, interpretations, or amendments to standards that are effective for the first time in the financial year commencing on 1 July 2022 that have a material impact on amounts recognised in the prior or current periods or that will affect future periods.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 30 June 2023.

The adoption of these Accounting Standards and Interpretations will not have any significant impact on the financial performance or position of the Company beginning or after 1 July 2023.

- AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current; AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date; and 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants
- AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates
- AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- AASB 2023-2 Amendments to Australian Accounting Standards – International Tax Reform – Pillar Two Model Rules

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. For the purpose of preparing the financial statements, the Company is a 'for-profit' entity.

Historical cost convention

The financial statements have been prepared under the historical cost convention. Historical cost is based on the fair values of the consideration given in exchange for assets.

All amounts are presented in Australian dollars.

Going concern

The financial statements have been prepared on the basis of going concern. At the time of approving the financial statements, the directors have a reasonable expectation the Company has adequate resources to continue to meet its obligations as they fall due for at least the next twelve months from the date of signing of the financial statements.

Note 2. Significant accounting policies (continued)

Statement of Compliance

The financial statements are prepared on the basis of the Australian Accounting Standards. Compliance with the Australian Accounting Standard ensures compliance with International Financial Reporting Standards.

Comparative information

Where necessary the amounts shown for the previous year have been reclassified to facilitate comparability.

Revenue recognition

The Company recognises revenue as follows:

Revenue from contracts with the Fund

The Company's revenue consists of Trustee Fees in relation to services rendered by the Company in its capacity as the Trustee to the Fund including fees charged to the Fund on a cost-recovery basis in relation to expenses incurred by the Company on behalf of the Fund, as well as Trustee Fees to fund the Trustee Capital Reserve.

Revenue is recognised in the accounting period in which the services are rendered, as the relevant performance obligations are satisfied over time as those services are rendered.

Interest revenue

Interest revenue is recognised as interest accrues using the effective interest method.

Income tax

Tax effect accounting is applied using the liability method whereby income tax is regarded as an expense and is calculated on the accounting profit after allowing for permanent differences. To the extent that timing differences occur between the time items are recognised in the accounts and when items are taken into account in determining taxable income. The net related taxation benefit or liability, calculated at current rates is disclosed as a deferred tax asset or a deferred tax liability. The net future income tax benefit relating to tax losses and timing differences is not carried forward as an asset unless the benefit is probable of being realised.

The current year income tax expense and deferred tax have been calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws that have been enacted or substantively enacted at the reporting date.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority.

Cash and cash equivalents

Cash and cash equivalents include 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.

Prepayments

A prepayment for Trustee liability insurance is recognised as a receivable on the statement of financial position for the proportion that relates to a future accounting period.

Note 2. Significant accounting policies (continued)

Facility and establishment fee

The terms of the guarantee agreement with Rest Holdings No 1 Pty Limited provide for an ongoing facility fee (2% per annum on the daily amount of the undrawn portion of the facility) and one-off establishment fee (0.3% of the facility amount). These fees are considered origination fees which are an integral part of generating an involvement with the resulting financial instruments. Under AASB 9, fees paid on issuing financial liabilities measured at amortised cost are included in the effective interest rate. As such, amounts will be recognised as other assets until the facility is drawn.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Trustee fee received in advance

Trustee fee received in advance represents the Company's obligation to transfer goods or services to the Fund and are recognised when the Fund pays consideration before the Company has transferred goods or services to the Fund.

Note 3. Income tax expense

	2023 \$	2022 \$
<i>Income tax expense</i>		
Current tax	780,124	2,879,571
Deferred tax - origination and reversal of temporary differences	50,000	15,480
Adjustment recognised for prior periods	(5,084)	-
	<u>825,040</u>	<u>2,895,051</u>
Aggregate income tax expense		
Deferred tax included in income tax expense comprises:		
Increase in deferred tax liabilities (note 7)	<u>50,000</u>	<u>15,480</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense	<u>3,320,494</u>	<u>11,512,423</u>
Tax at the statutory tax rate of 25%	830,124	2,878,106
Tax effect amounts which are not deductible in calculating taxable income:		
Non-deductible expense	<u>-</u>	<u>16,945</u>
	830,124	2,895,051
Adjustment recognised for prior periods	<u>(5,084)</u>	<u>-</u>
Income tax expense	<u>825,040</u>	<u>2,895,051</u>

Note 4. Cash and cash equivalents

	2023 \$	2022 \$
Cash at bank	<u>11,806,646</u>	<u>11,356,481</u>

Retail Employees Superannuation Pty Limited
Notes to the financial statements
30 June 2023

Note 5. Other assets

	2023 \$	2022 \$
Prepaid insurance	477,863	506,780
Prepaid facility and establishment fees	291,919	91,919
	<u>769,782</u>	<u>598,699</u>

Note 6. Trade and other payables

	2023 \$	2022 \$
Trustee fee received in advance	391,786	148,664
GST payables	156,086	112,608
Other payables	70,118	181,477
	<u>617,990</u>	<u>442,749</u>

Note 7. Deferred tax liability

	2023 \$	2022 \$
<i>Deferred tax liability comprises temporary differences attributable to:</i>		
Amounts recognised in profit or loss:		
Prepaid facility and establishment fee	65,480	15,480
Deferred tax liability	<u>65,480</u>	<u>15,480</u>
Amount expected to be settled after more than 12 months	<u>65,480</u>	<u>15,480</u>
<i>Movements:</i>		
Opening balance	15,480	-
Charged to profit or loss (note 3)	50,000	15,480
Closing balance	<u>65,480</u>	<u>15,480</u>

Note 8. Issued capital

	2023 Shares	2022 Shares	2023 \$	2022 \$
Ordinary shares - fully paid	<u>8</u>	<u>8</u>	<u>8</u>	<u>8</u>

Fully paid ordinary shares

There were no movements in the ordinary share capital during the current or previous financial year. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Retail Employees Superannuation Pty Limited
Notes to the financial statements
30 June 2023

Note 9. Retained profits

	2023 \$	2022 \$
Retained profits at the beginning of the financial year	8,617,372	-
Profit after income tax expense for the year	2,495,454	8,617,372
Retained profits at the end of the financial year	<u>11,112,826</u>	<u>8,617,372</u>

The Company Constitution provides that no profit, surplus, or capital may be transferred to the Shareholders of the Company as a dividend or capital distribution, including on winding-up.

If the Board determines that the Trustee Capital Reserve is excess to requirements, the Board may consider rebating management fees back to the Fund. The Board may also determine to apply the Reserve to meet liabilities, costs and expenses that could otherwise be met from the Fund under the Trustee indemnity.

Note 10. Reconciliation of profit after income tax to net cash from operating activities

	2023 \$	2022 \$
Profit after income tax expense for the year	2,495,454	8,617,372
Change in operating assets and liabilities:		
Increase in prepayments	(171,083)	(139,162)
Increase/(decrease) in trade and other payables	175,241	(78,715)
Increase/(decrease) in provision for income tax	(2,099,447)	2,879,571
Increase in deferred tax liabilities	50,000	15,480
Net cash from operating activities	<u>450,165</u>	<u>11,294,546</u>

Note 11. Remuneration of auditors

The auditor received no remuneration from the Company. Fees of \$41,318 (2022: \$40,000) for the audit of the Financial Report and the Australian Financial Service License obligations of the Company are paid by a related entity of the Company being Retail Employees Superannuation Trust. The auditor did not provide any other services to the Company.

Note 12. Related party transactions

Key management personnel

The names of the Directors who have held office during the year are:

Dr Adam Neil Walk
Ms Helen Elizabeth Cooney
Mr James Anthony Merlino (appointed 1 January 2023)
Ms Joanne Patricia Lester
Ms Julia Clare Fox
Mr Kenneth Stuart Marshman (resigned 31 December 2022)
Mr Michael Bargholz (appointed 1 October 2022)
Mr Michael Ward Tehan
Ms Sally Louise Evans
Mr Steven John Priestley (resigned 30 September 2022)
Mr Vaughn Nigel Richtor

The Directors have received compensation in relation to their duties as Directors of the Company as follows:

Retail Employees Superannuation Pty Limited
Notes to the financial statements
30 June 2023

Note 12. Related party transactions (continued)

	2023 \$	2022 \$
Short term - salaries	1,122,095	1,025,077
Post employment	117,820	102,508
	<u>1,239,915</u>	<u>1,127,585</u>

Transactions with related parties

The following transactions occurred with related parties:

(i) The Company received Trustee fees from the Fund of \$6,853,903 (2022: \$15,638,658)

(ii) The Company paid \$200,000 (2022: \$91,919) to Rest Holdings No 1 Pty Limited during the year for ongoing facility fees and establishment fees in connection with the capital support guarantee agreement. As at 30 June 2023, \$nil was payable.

Payment to sponsoring organisations

Two Directors (2022: Two) are full time paid employees of the Shop, Distributive and Allied Employees' Association (SDA). The compensation for these Directors is reimbursed to the SDA given these employment arrangements. The total amount is set out below:

	2023 \$	2022 \$
Director fees	<u>230,171</u>	<u>203,892</u>

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Note 13. Liabilities as a trustee and right of indemnity

The Company (Retail Employees Superannuation Pty Limited) acts solely as Trustee of Retail Employees Superannuation Trust (the Fund). These financial statements have been prepared for the Company, and as such do not record the assets and liabilities of the Fund as the Trustee will be indemnified from the Fund against all claims losses or liabilities incurred by it in the execution, attempted execution or in respect of the non-execution of the trusts, authorities, powers and discretions contained in the Trust Deed unless it has failed to act honestly or intentionally or recklessly fails to exercise the degree of care and diligence that the Trustee was required to exercise or the liability is for the amount of a criminal, civil or administrative penalty incurred by the Trustee in relation to a contravention of a law of the Commonwealth or the indemnity is otherwise precluded as a matter of law. The indemnity also covers liabilities which have not been recognised in the financial statements for the period ended 30 June 2023 and which may be called upon at a future date. The indemnity is limited to the assets of the Fund. At balance date, the assets of the Fund are sufficient to meet its liabilities.

	2023 \$'000	2022 \$'000
Total liabilities	<u>1,919,787</u>	<u>1,496,481</u>

Note 14. Contingent liabilities

The Australian Securities and Investments Commission (ASIC) commenced civil penalty proceedings in the Federal Court against the Company in March 2021. ASIC alleges the Trustee made false or misleading representations from 2 March 2015 to 2 May 2018 about the ability of members of the Retail Employees Superannuation Trust (the Fund) to transfer their superannuation out of the Fund. ASIC is seeking declarations, pecuniary penalties, and other orders against Rest. Rest denies that it made false or misleading statements to members and is defending the proceedings. A hearing on liability is scheduled for November and December 2023. It is currently not possible to determine the ultimate impact of these proceedings on the Company.

No provisions have been raised for these matters as there is no present obligation and the likelihood of any financial liability is uncertain or cannot be reliably measured. As at the date of these financial statements, no fines or penalties have been imposed.

Apart from the contingent liabilities referred to above, there are no other material contingent liabilities or assets as at 30 June 2023. No further contingent liabilities of a material amount have since come to the knowledge of the Directors.

Note 15. Subsequent events

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.