

Celeste Australian Small Companies Fund

ARSN 093 539 416

Annual report

For the year ended 30 June 2024

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These financial statements cover Celeste Australian Small Companies Fund as an individual entity.

The Responsible Entity of Celeste Australian Small Companies Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150). The Responsible Entity's registered office is Level 18, Angel Place, 123 Pitt Street Sydney, NSW 2000.

Directors' Report

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150) is the responsible entity (the "Responsible Entity") of Celeste Australian Small Companies Fund (the "Fund"). The directors of the Responsible Entity (the "Directors") present their report together with the financial statements of the Fund for the year ended 30 June 2024.

Principal activities

The Fund is a registered managed investment scheme domiciled in Australia.

The Fund principally invests in a portfolio of smaller companies, trusts and other entities listed on the Australian Securities Exchange (ASX) that fall outside the S&P/ASX 100 Index in accordance with the Product Disclosure Statement and the provisions of the Fund's Constitution. The Fund aims to provide exposure to listed Australian companies outside the S&P/ASX 100 Index and produce investment returns which aim to exceed the benchmark over rolling five-year periods.

The Fund was constituted on 29 May 1998 and commenced operations on 31 May 1998.

The Fund did not have any employees during the year.

There were no significant changes in the nature of the Fund's activities during the year.

Directors

The Directors of The Trust Company (RE Services) Limited during the year and up to the date of this report are shown below. The Directors were in office for this entire period except where stated otherwise:

Glenn Foster
Vicki Riggio
Phillip Blackmore (Alternate Director for Vicki Riggio)
Alexis Dodwell (Appointed as Director on 1 November 2023))
Christopher Green (Resigned as Director on 1 November 2023)

Review and results of operations

During the year, the Fund invested in accordance with the investment objective and guidelines as set out in the governing documents of the Fund and in accordance with the provision of the Fund's Constitution.

Results

The performance of the Fund, as represented by the results of its operations, was as follows:

	Year ended	
	30 June 2024	30 June 2023
Operating profit/(loss) (\$'000)	4,995	5,520
Distributions paid and/or payable (\$'000)	2,041	1,708
Distributions (cents per unit)	11.9770	8.9330

Significant changes in the state of affairs

On 1 November 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, the The Trust Company (RE Services) Limited entity will be acquired by KKR.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Fund that occurred during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

Likely developments and expected results of operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and in accordance with the provisions of the Fund's Constitution.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Fund in regard to the insurance cover provided to either the officers of the Responsible Entity or the auditors of the Fund. So long as the officers of the Responsible Entity act in accordance with the Fund's Constitution and the *Corporations Act 2001*, the officers remain indemnified out of the assets of the Fund against losses incurred while acting on behalf of the Fund.

The auditors of the Fund are in no way indemnified out of the assets of the Fund.

Fees paid to and interests held in the Fund by the Responsible Entity and its associates

Fees paid to the Responsible Entity and its associates out of Fund property during the year are disclosed in Note 12 to the financial statements.

No fees were paid out of Fund property to the Directors of the Responsible Entity during the year.

The number of units in the Fund held by the Responsible Entity or its associates as at the end of the financial year are disclosed in Note 12 to the financial statements.

**Celeste Australian Small Companies Fund
Directors' Report
For the year ended 30 June 2024
(continued)**

Units in the Fund

The movement in units on issue in the Fund during the year is disclosed in Note 7 of the financial statements.

The value of the Fund's assets and liabilities is disclosed in the Statement of financial position and derived using the basis set out in Note 2 to the financial statements.

Environmental regulation

The operations of the Fund are not subject to any particular or significant environmental regulations under Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

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

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 5.

This report is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
20 September 2024



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**Building a better
working world**

Auditor's independence declaration to the directors of The Trust Company (RE Services) Limited as the Responsible Entity of Celeste Australian Small Companies Fund

As lead auditor for the audit of the financial report of Celeste Australian Small Companies Fund for the financial year ended 30 June 2024, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'Ernst & Young'.

Ernst & Young

A handwritten signature in black ink, appearing to read 'Elliott Shadforth'.

Elliott Shadforth
Partner
20 September 2024

Celeste Australian Small Companies Fund
Statement of comprehensive income
For the year ended 30 June 2024

Statement of comprehensive income

		Year ended	
		30 June	30 June
		2024	2023
	Notes	\$'000	\$'000
Investment income			
Interest income from financial assets at amortised cost		90	49
Dividend income		1,571	2,446
Net gains/(losses) on financial instruments at fair value through profit or loss	5	4,103	3,871
Total investment income/(loss)		5,764	6,366
Expenses			
Management fees	12	681	792
Transaction costs		87	53
Other operating expenses		1	1
Total operating expenses		769	846
Operating profit/(loss)		4,995	5,520
Other comprehensive income		-	-
Total comprehensive income/(loss) for the year		4,995	5,520

The above Statement of comprehensive income should be read in conjunction with the accompanying notes.

Celeste Australian Small Companies Fund
Statement of financial position
As at 30 June 2024

Statement of financial position

	Notes	As at	
		30 June 2024 \$'000	30 June 2023 \$'000
Assets			
Cash and cash equivalents	9	3,142	5,458
Due from brokers - receivable for securities sold		34	63
Dividends receivable		29	-
GST receivable		19	22
Financial assets at fair value through profit or loss	6	61,377	56,812
Total assets		64,601	62,355
Liabilities			
Distributions payable	8	1,479	788
Management fees payable	12	61	61
Redemptions payable		104	77
Due to brokers - payable for securities purchased		115	1,339
Total liabilities		1,759	2,265
 Net assets attributable to unitholders - equity	 7	 62,842	 60,090

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

Celeste Australian Small Companies Fund
Statement of changes in equity
For the year ended 30 June 2024

Statement of changes in equity

	Year ended	
Notes	30 June 2024 \$'000	30 June 2023 \$'000
Total equity at the beginning of the year	60,090	69,086
Comprehensive income/(loss) for the year		
Profit/(loss) for the year	4,995	5,520
Total comprehensive income/(loss) for the year	4,995	5,520
Transactions with unitholders		
Applications	7 10,267	10,536
Redemptions	7 (10,582)	(24,550)
Units issued upon reinvestment of distributions	7 113	1,206
Distributions paid and payable	7 (2,041)	(1,708)
Total transactions with unitholders	(2,243)	(14,516)
Total equity at the end of the year	62,842	60,090

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

Celeste Australian Small Companies Fund
Statement of cash flows
For the year ended 30 June 2024

Statement of cash flows

	Year ended	
	30 June	30 June
	2024	2023
Notes	\$'000	\$'000
Cash flows from operating activities		
Proceeds from sale of financial instruments at fair value through profit or loss	31,290	36,246
Payments for purchase of financial instruments at fair value through profit or loss	(32,947)	(18,738)
Interest income received from financial assets at amortised cost	90	49
Dividends received	1,542	2,418
Management fees paid	(681)	(804)
Transaction costs paid	(87)	(53)
GST movement	3	3
Other operating expenses paid	(1)	(3)
Receivable from Investment Manager	-	7
Net cash inflow/(outflow) from operating activities	(791)	19,125
	10(a)	
Cash flows from financing activities		
Proceeds from applications by unitholders	10,267	10,536
Payments for redemptions by unitholders	(10,555)	(24,546)
Distributions paid	(1,237)	(4,293)
Net cash inflow/(outflow) from financing activities	(1,525)	(18,303)
Net increase/(decrease) in cash and cash equivalents	(2,316)	822
Cash and cash equivalents at the beginning of the year	5,458	4,636
Cash and cash equivalents at the end of the year	3,142	5,458
	9	
Non-cash financing activities	113	1,206
	10(b)	

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

Notes to the Financial Statements

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1 General information

These financial statements cover Celeste Australian Small Companies Fund (the "Fund") as an individual entity. The Fund is an Australian registered managed investment scheme, which was constituted on 29 May 1998 and commenced operations on 31 May 1998. The Fund will terminate on 28 May 2078 unless terminated earlier in accordance with the provisions of the Fund's Constitution.

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150) is the responsible entity of the Fund (the "Responsible Entity"). The Responsible Entity's registered office is Level 18, Angel Place, 123 Pitt Street, Sydney, NSW 2000.

The Investment manager of the Fund is Celeste Funds Management Limited (the "Investment Manager").

The investment objective of the Fund is to produce returns which exceed the benchmark over rolling five-year periods. The Fund principally invests in a portfolio of smaller companies, trusts and other entities listed on the Australian Securities Exchange ("ASX") that fall outside the S&P/ASX 100 Index in accordance with the Product Disclosure Statement and the provisions of the Fund's Constitution.

The financial statements of the Fund are for the year ended 30 June 2024. The financial statements are presented in Australian currency.

The financial statements were authorised for issue by the directors of the Responsible Entity (the "Directors of the Responsible Entity") on 20 September 2024. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of significant accounting policies

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

(a) Basis of preparation

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

The financial statements are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The Statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets at fair value through profit or loss.

The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within twelve months, however, an estimate of that amount cannot be determined as at year end.

(i) Compliance with International Financial Reporting Standards

The financial statements of the Fund also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(ii) New and amended standards adopted by the Fund

The Fund has applied the following standards and amendments for the first time for its annual reporting period commencing 1 July 2023:

- AASB 2021-2 Amendments to Australian Accounting Standards - Disclosure of Accounting Policies Definition of Accounting Estimates [AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2]

The amendment listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(iii) New standards, amendments and interpretations effective after 1 July 2023 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2024, and have not been early adopted in preparing these financial statements. These amendments are being assessed for any material impact on the Fund in the current or future reporting periods and on foreseeable future transactions.

(b) Financial instruments

(i) Classification

- Financial assets

The Fund classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

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

The financial assets measured at amortised cost are subject to the expected credit loss ("ECL") impairment model under AASB 9.

- Financial liabilities

For financial liabilities that are not classified and measured at fair value through profit or loss, these are classified as financial liabilities at amortised cost (distribution payable, management fees payable, redemptions payable and due to brokers).

(ii) Recognition and derecognition

The Fund recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the rights to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership.

The Fund derecognises a financial liability when the obligation under the liability is discharged, cancelled, expired or when there is substantial modification.

2 Summary of significant accounting policies (continued)

(b) Financial instruments (continued)

(iii) Measurement

At initial recognition, the Fund measures financial assets and financial liabilities at fair value. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in the Statement of comprehensive income.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or financial liabilities at fair value through profit or loss category are presented in the Statement of comprehensive income within 'net gains/(losses) on financial instruments at fair value through profit or loss' in the period in which they arise.

Further details on how the fair value of financial instruments is determined are disclosed in Note 4.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Statement of financial position when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

As at the end of the reporting period, there are no financial assets or liabilities offset or which could be offset in the Statement of financial position.

(v) Impairment

At each reporting date, the Fund shall measure the loss allowance on financial assets at amortised cost (cash and cash equivalents, due from brokers and receivables) at an amount equal to the lifetime ECL if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month ECL. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that the asset is credit impaired. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the net carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

(c) Net assets attributable to unitholders

Units are redeemable at the unitholders' option, however, applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders.

The units can be put back to the Fund at any time for cash based on the redemption price.

The units are carried at the redemption amount that is payable at the reporting date if the holder exercises the right to put the units back to the Fund.

Units are classified as equity when they satisfy the following criteria under AASB 132 *Financial Instruments*:
Presentation:

- the puttable financial instrument entitles the holder to a pro-rata share of net assets in the event of the Fund's liquidation;
- the puttable financial instrument is in the class of instruments that is subordinate to all other classes of instruments and class features are identical;

2 Summary of significant accounting policies (continued)

(c) Net assets attributable to unitholders (continued)

- the puttable financial instrument does not include any contractual obligations to deliver cash or another financial asset, or to exchange financial instruments with another entity under potentially unfavourable conditions to the Fund, and is not a contract settled in the Fund's own equity instruments; and
- the total expected cash flows attributable to the puttable financial instrument over the life are based substantially on the profit or loss.

The Fund's units are classified as equity as they satisfied all the above criteria. This has been consistently applied during the year.

(d) Cash and cash equivalents

Cash comprises deposits held at custodian banks. Cash equivalents are short-term, highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Fund's main income generating activity.

(e) Investment income

Interest income from financial assets at amortised cost is recognised on an accrual basis using the effective interest method and includes interest from cash and cash equivalents.

Dividend income from financial assets at fair value through profit or loss is recognised in the Statement of comprehensive income within dividend income when the Fund's right to receive payments is established.

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. The Fund currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded net of withholding tax in the Statement of comprehensive income.

Other changes in fair value for such instruments are recorded in accordance with the policies described in Note 2(b) to the financial statements. Other income is recognised on an accruals basis.

(f) Expenses

All expenses, including management fees, performance fees, transaction costs and other operating expenses, are recognised in the Statement of comprehensive income on an accruals basis.

(g) Income tax

Under current legislation, the Fund is not subject to income tax provided it attributes the entirety of its taxable income to its unitholders.

(h) Distributions

Distributions are payable as set out in the Fund's offering document. Such distributions are determined by the Responsible Entity of the Fund. Distributable income includes capital gains arising from the disposal of financial instruments. Unrealised gains and losses on financial instruments that are recognised as income are transferred to net assets attributable to unitholders and are not assessable and distributable until realised. Capital losses are not distributed to unitholders but are retained to be offset against any realised capital gains.

Financial instruments at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Fund is not subject to capital gains tax.

2 Summary of significant accounting policies (continued)

(h) Distributions (continued)

Realised capital losses are not distributed to unitholders but are retained in the Fund to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

The benefits of imputation credits and foreign tax paid are passed on to unitholders.

(i) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. The due from brokers balance is held for collection and consequently measured at amortised cost.

(j) Receivables

Receivables may include amounts for dividends and receivable from Investment Manager. Dividends are accrued when the right to receive payment is established. Where applicable interest is accrued at each dealing date in accordance with policy set out in dividends Note 2(e) above. Amounts are generally received within 30 days of being recorded as receivables.

Receivables also include such items as Reduced Input Tax Credits ("RITC").

Receivables are recognised at amortised cost using the effective interest method, less any allowance for ECL. The Fund has applied a simplified approach to measuring ECL, which uses a lifetime expected loss allowance. To measure the ECL, receivables have been grouped based on days overdue.

The amount of the impairment loss, if any, is recognised as impairment loss in the Statement of comprehensive income. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against impairment loss in other expenses in the Statement of comprehensive income.

(k) Payables

Payables include liabilities and accrued expenses owed by the Fund which are unpaid as at the end of the reporting year.

Payables may include amounts for redemptions of units in the Fund where settlement has not yet occurred. These amounts are unsecured and are usually paid within 30 days of recognition.

The distribution amount payable to unitholders as at the end of each reporting year is recognised separately in the Statement of financial position.

Distributions declared effective 30 June in relation to unitholders who have previously elected to reinvest distributions are recognised as reinvested effective 1 July of the following financial year.

(l) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees payable prior to the issue of units in the Fund. Redemptions from the Fund are recorded gross of any exit fees payable after the cancellation of units redeemed.

(m) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as management fees have been passed onto the Fund. The Fund qualifies for RITC at a rate of 55% or 75%, hence management fees and other expenses have been recognised in the Statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office ("ATO"). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the Statement of financial position. Cash flows relating to GST are included in the Statement of cash flows on a gross basis.

2 Summary of significant accounting policies (continued)

(n) Use of estimates

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the current and next financial year. Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the Fund's financial instruments, quoted market prices are readily available.

For more information on how fair value is calculated please refer to Note 4 to the financial statements.

For certain other balances reported on Statement of financial position, including amounts due from/to brokers, receivables and payables, the carrying amounts approximate fair value due to the immediate or short-term nature of these financial instruments.

(o) Rounding of amounts

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

(p) Comparative revisions

Comparative information has been revised where appropriate to enhance comparability. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

3 Financial risk management

(a) Overview

The Fund's activities expose it to a variety of financial risks. The management of these risks is undertaken by the Fund's Investment Manager who has been appointed by the Responsible Entity under an Investment Management Agreement to manage the Fund's assets in accordance with the investment objective and strategy.

The Responsible Entity has in place a framework which includes:

- The Investment Manager providing the Responsible Entity with regular reports on their compliance with the Investment Management Agreement;
- Completion of regular reviews on the Service Provider which may include a review of the investment managers risk management framework to manage the financial risks of the Fund; and
- Regular reporting on the liquidity of the Fund in accordance with the Fund's Liquidity Risk Management Statement.

The Fund's Investment Manager has in place a framework to identify and manage the financial risks in accordance with the investment objective and strategy. This includes an investment due diligence process and on-going monitoring of the investments in the Fund. Specific controls the Investment Manager applies to manage the financial risks are detailed under each risk specified below.

(b) Market risk

Market risk is the risk that changes in market risk factors, such as equity prices, interest rates and other market prices will affect the Fund's income or the carrying value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

3 Financial risk management (continued)

(b) Market risk (continued)

(i) Price risk

Market price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or factors affecting all instruments in the market.

The Fund is exposed to equity securities price risk. This arises from investments held by the Fund for which prices in the future are uncertain. They are classified on the Statement of financial position as financial assets at fair value through profit or loss. All securities investments present a risk of loss of capital. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments.

The Investment Manager mitigates this price risk and related concentration risk through diversification and a careful selection of securities and other financial instruments within specified limits set by the Product Disclosure Statement. Between 90% and 100% of the net assets attributable to unitholders are invested in Australian shares. The Fund will invest in listed Australian securities outside the S&P/ASX 100 Index and as a guideline, the Fund will usually hold approximately 30 to 50 different securities. The Fund has not invested in any derivatives during the financial year (2023: nil), and has no intention of investing in derivatives.

As at year end, the overall market exposure were as follows:

As at 30 June 2024	Fair value \$'000	% of net assets attributable to unitholders
Financial assets		
Listed equity securities	61,377	97.67%
Total financial assets	61,377	97.67%
As at 30 June 2023		
Financial assets		
Listed equity securities	55,473	92.32%
Unlisted equity securities	1,339	2.22%
Total financial assets	56,812	94.54%

The Fund only invests in securities listed on the Australian Securities Exchange; it does not invest in unlisted securities.

The Fund is exposed, particularly through its equity portfolio, to concentration and market risks influencing investment valuations. These include Australian economic factors, changes in a company's internal operations or management, and also relate to changes in taxation policy, monetary policy, interest rates and statutory requirements.

The table at Note 3(c) summarises the impact of an increase/decrease of underlying investment prices on the Fund's operating profit/(loss) and net asset attributable to unitholders. The analysis is based on the assumption that the underlying investment prices changed by +/- 10% (2023: +/- 10%) from the year end prices with all other variables held constant.

(ii) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

3 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

The Fund's main interest rate risk arises from its holdings of cash and cash equivalents. Interest income from cash holding is earned at variable interest rates.

The majority of the Fund's assets are held in equities which are non-interest bearing securities. Hence, the Fund is not exposed to significant interest rate risk. The impact of interest rate risk on net assets attributable to unitholders and operating profit/(loss) is considered immaterial to the Fund.

(c) Summarised sensitivity analysis

The following table summarises the sensitivity of the Fund's operating profit/(loss) and net assets attributable to unitholders to market risks. The reasonably possible movements in the risk variables have been determined based on management's best estimate having regard to a number of factors, including historical levels of changes in interest rates and the historical correlation of the Fund's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market shocks resulting from changes in the performance of the economies, markets and securities in which the Fund invests. As a result, historic variations in risk variables should not be used to predict future variances in the risk variables.

	Impact on operating profit/(loss)/net assets attributable to unitholders	
	Price risk	
	-10%	+10%
	\$'000	\$'000
As at 30 June 2024	(6,138)	6,138
As at 30 June 2023	(5,681)	5,681

(d) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to pay amounts in full when due.

The maximum exposure to credit risk at the end of the reporting year is the carrying amount of the financial assets.

(i) Bank deposits and assets held with the custodian

The Fund's financial assets which are potentially subject to concentrations of credit risk consist principally of bank deposits and assets held with the custodian.

The table below summarises these assets as at 30 June 2024 and 30 June 2023:

As at 30 June 2024

Bank, Brokers and Custodian	\$'000	Credit rating	Source of credit rating
Australia and New Zealand Banking Group Ltd	34	AA-	Standard and Poor's
JP Morgan Chase Bank N.A. (Sydney Branch)	64,519	A+	Standard and Poor's

The custody balance with JP Morgan Chase N.A. (Sydney Branch) includes cash totalling \$3,142,000 and investments in equities totalling \$61,377,000.

3 Financial risk management (continued)

(d) Credit risk (continued)

As at 30 June 2023

Bank, Brokers and Custodian	\$'000	Credit rating	Source of credit rating
Australia and New Zealand Banking Group Ltd	1	AA-	Standard and Poor's
JP Morgan Chase Bank N.A. (Sydney Branch)	62,332	A+	Standard and Poor's

The custody balance with JP Morgan Chase N.A. (Sydney Branch) includes cash totalling \$5,458,000, due from brokers totalling \$62,000 and investments in equities totalling \$56,812,000.

(e) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Fund is exposed to cash redemption of its redeemable units on a daily basis. Units are redeemable at the holder's option based on the Fund's net asset value per unit at the time of redemption calculated in accordance with the Fund's Constitution.

The liquidity risks associated with the need to satisfy unitholders' requests for redemptions are mitigated by maintaining a constant pool of cash to satisfy usual levels of demand. The Fund's financial instruments are considered to be readily realisable as they are all listed on the Australian Securities Exchange.

The table below analyses the Fund's non-derivative financial liabilities into relevant maturity groupings based on the remaining period to contractual maturity, as of the reporting period end. The amounts in the table are the contractual undiscounted cash flows. Balances that are due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 month \$'000	1-6 months \$'000	6-12 months \$'000	1-2 years \$'000
As at 30 June 2024				
Management fees payable	(61)	-	-	-
Redemptions payable	(104)	-	-	-
Distribution payable	(1,479)	-	-	-
Due to brokers - payable for securities purchased	-	(115)	-	-
Total financial liabilities	(1,644)	(115)	-	-

3 Financial risk management (continued)

(e) Liquidity risk (continued)

	Less than 1 month \$'000	1-6 months \$'000	6-12 months \$'000	1-2 years \$'000
As at 30 June 2023				
Management fees payable	(61)	-	-	-
Redemptions payable	(77)	-	-	-
Distribution payable	(788)	-	-	-
Due to brokers - payable for securities purchased	-	(1,339)	-	-
Total financial liabilities	(926)	(1,339)	-	-

(i) Maturities of non-derivative financial liabilities

All non-derivative liabilities of the Fund in the current and prior year have maturities of less than one month.

4 Fair value measurement

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

- Financial assets at fair value through profit or loss ("FVTPL") (see Note 6)

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

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- 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).

(a) Fair value in an active market (level 1)

The fair value of financial assets and liabilities traded in active markets (such as listed equity securities) is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

The Fund values its investments in accordance with the accounting policies set out in Note 2 to the financial statements. For the majority of investments, information provided by independent pricing services is relied upon for valuation of investments.

The quoted market price used for financial assets held by the Fund is the last-traded price.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

4 Fair value measurement (continued)

(a) *Fair value in an active market (level 1) (continued)*

Included within level 1 of the hierarchy are listed investments. The fair value of these financial assets have been based on the last sale prices at the close of trading at the end of the reporting period, excluding transaction costs.

(b) *Fair value in an inactive or unquoted market (level 2 and level 3)*

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This may be the case for certain unlisted shares, certain corporate debt securities and managed funds with suspended applications and withdrawals.

(c) *Recognised fair value measurements*

The following table presents the Fund's assets measured and recognised at fair value as at 30 June 2024 and 30 June 2023.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
As at 30 June 2024				
Financial assets at fair value through profit or loss				
Australian equity securities	61,377	-	-	61,377
Total	61,377	-	-	61,377
As at 30 June 2023				
Financial assets at fair value through profit or loss				
Australian equity securities	55,473	-	1,339	56,812
Total	55,473	-	1,339	56,812

(d) *Transfers between levels*

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

There were no transfers between the levels in the fair value hierarchy for the year ended 30 June 2024.

4 Fair value measurement (continued)

(e) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the movement in level 3 instruments for the year ended 30 June 2024 and 30 June 2023 by class of financial instrument.

At 30 June 2024

	Unlisted unit trust \$'000
Opening balance - 1 July	1,339
Transfers into/(out) from level 3	(1,339)
Purchases	-
Sales	-
Gains and losses recognised in the Statement of comprehensive income	-
Closing balance	-

An investment in relation to an Initial Public Offering in which the Fund had subscribed to during the 2023 financial year had been listed by 30 June 2024.

	Unlisted unit trust \$'000
Opening balance - 1 July	-
Transfers into/(out) from level 3	-
Purchases	1,339
Sales	-
Gains and losses recognised in the Statement of comprehensive income	-
Closing balance	1,339

Level 3 investments comprise:

The Level 3 investment related to an initial public offering in Redox Limited which listed on the Australian Securities Exchange on 3rd July 2023.

An investment in relation to an Initial Public Offering in which the Fund had subscribed to during the 2023 year but which had not yet listed by 30 June 2023.

(i) Valuation inputs and relationships to fair value

The Fund held no level 3 assets at 30 June 2024.

The following table summarises the quantitative information during 30 June 2023 about the significant unobservable inputs used in level 3 fair value measurements.

Fund Investment	Fair value at 30 June 2023 \$'000	Unobservable inputs	Relationship of unobservable inputs to fair value \$'000
Redox Limited	1,339	Recent transaction cost	10% increase in the share price would result in an increase in fair value by \$134 and 10% decrease in the share price would result in a decrease in fair value by \$134.

4 Fair value measurement (continued)

(e) *Fair value measurements using significant unobservable inputs (level 3) (continued)*

(i) *Valuation inputs and relationships to fair value (continued)*

(f) *Fair values of other financial instruments*

The Fund did not hold any financial instruments which were not measured at fair value in the Statement of financial position. Due to their short-term nature, the carrying amounts of receivables and payables are assumed to approximate fair value.

5 Net gains/(losses) on financial instruments at fair value through profit or loss

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial assets		
Net realised gains/(losses) on financial assets at fair value through profit or loss	4,364	(3,314)
Net unrealised gains/(losses) on financial assets at fair value through profit or loss	(261)	7,185
Total net gains/(losses) on financial instruments at fair value through profit or loss	4,103	3,871

6 Financial assets at fair value through profit or loss

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial assets at fair value through profit or loss		
Australian listed equity securities	61,377	55,473
Australian unlisted equity securities	-	1,339
Total financial assets at fair value through profit or loss	61,377	56,812

An overview of the risk exposures relating to financial assets at fair value through profit or loss is included in Note 3.

7 Net assets attributable to unitholders

Under *AASB 132 Financial Instruments: Presentation*, puttable financial instruments meet the definition of a financial liability to be classified as equity where certain strict criteria are met. The Fund has elected into the Attribution Managed Investment Trust tax regime and consequently the Fund's Constitution has been amended. The Fund does not have a contractual obligation to pay distributions to unitholders. Therefore, the net assets attributable to unitholders of the Fund meet the criteria set out under *AASB 132* and are classified as equity.

Celeste Australian Small Companies Fund
Notes to the Financial Statements
For the year ended 30 June 2024
(continued)

7 Net assets attributable to unitholders (continued)

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	Year ended			
	30 June 2024 No. '000	30 June 2023 No. '000	30 June 2024 \$'000	30 June 2023 \$'000
Opening balance	17,202	20,859	60,090	69,086
Applications	2,781	2,969	10,267	10,536
Redemptions	(2,916)	(6,987)	(10,582)	(24,550)
Reinvestment of distributions	32	361	113	1,206
Distributions paid and payable	-	-	(2,041)	(1,708)
Profit for the year	-	-	4,995	5,520
Closing balance	17,099	17,202	62,842	60,090

As stipulated within the Fund's Constitution, each unit represents a right to an individual unit in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

Capital risk management

The Fund classifies its net assets attributable to unitholders as equity. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Fund is subject to daily applications and redemptions at the discretion of unitholders.

Daily applications and redemptions are reviewed relative to the liquidity of the Fund's underlying assets by the Investment Manager. Under the terms of the Fund's Constitution, the Responsible Entity has the discretion to reject an application for units and to defer or adjust any redemption of units if the exercise of such discretion is in the best interests of unitholders.

8 Distributions to unitholders

Distributions are payable at the end of each semi-annual financial period. Such distributions are determined by reference to the net taxable income of the Fund.

The distributions for the year were as follows:

	Year ended			
	30 June 2024 \$'000	30 June 2024 CPU*	30 June 2023 \$'000	30 June 2023 CPU*
Distributions paid				
December	562	3.3263	920	4.3540
June (payable)	1,479	8.6507	788	4.5790
Total distributions	2,041	11.9770	1,708	8.9330

*Distribution is expressed as cents per unit amount in Australian Dollar.

9 Cash and cash equivalents

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Cash at bank and at custodian	3,142	5,458
Total cash and cash equivalents	3,142	5,458

10 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
Profit/(loss) for the year	4,995	5,520
Proceeds from sale of financial instruments at fair value through profit or loss	31,290	36,246
Payments for purchase of financial instruments at fair value through profit or loss	(32,947)	(18,738)
Net (gains)/losses on financial instruments at fair value through profit or loss	(4,103)	(3,871)
Dividend income reinvested	-	(36)
Net change in receivables	(26)	16
Net change in payables	-	(12)
Net cash inflow/(outflow) from operating activities	(791)	19,125

(b) Non-cash financing activities

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
During the year, the following distribution payments to unitholders were satisfied by the issue of units under the distribution reinvestment plan	113	1,206
Total non-cash financing activities	113	1,206

11 Remuneration of auditors

During the year, the following fees were paid or payable for services provided by the auditors of the Fund:

	Year ended	
	30 June	30 June
	2024	2023
	\$	\$
Ernst & Young		
Audit and other assurance services		
Audit and review of financial statements	26,880	25,600
Total remuneration for audit and other assurance services	26,880	25,600
Taxation services		
Taxation services	13,625	13,700
Total remuneration for taxation services	13,625	13,700
Total remuneration of Ernst & Young	40,505	39,300
PricewaterhouseCoopers		
Audit and other assurance services		
Audit of compliance plan	2,691	2,833
Total remuneration for audit and other assurance services	2,691	2,833
Total remuneration of PricewaterhouseCoopers	2,691	2,833
Audit and other assurance services paid by Investment Manager		
Total remuneration of Ernst & Young and PricewaterhouseCoopers	43,196	42,133

The remuneration of auditors is borne by the Investment Manager and not re-charged to the Fund. Fees are stated exclusive of GST.

12 Related party transactions

For the purposes of these financial statements, parties are considered to be related to the Fund if they have the ability, directly or indirectly, to control or exercise significant influence over the Fund in making financial and operating disclosures. Related parties may be individuals or other entities.

Responsible Entity

The Responsible Entity of Celeste Australian Small Companies Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150).

12 Related party transactions (continued)

Key management personnel

(a) Directors

Key management personnel include persons who were Directors of the Responsible Entity at any time during the financial year as follows:

Glenn Foster
Vicki Riggio
Phillip Blackmore (Alternate Director for Vicki Riggio)
Alexis Dodwell (Appointed as Director on 1 November 2023))
Christopher Green (Resigned as Director on 1 November 2023)

(b) Other key management personnel

There were no other key management personnel with responsibility for planning, directing and controlling the activities of the Fund, directly or indirectly during the financial year.

Key management personnel unitholdings

During or since the end of the year, none of the Directors or Director related entities held units in the Fund, either directly, indirectly or beneficially.

Neither the Responsible Entity nor its affiliates held units in the Fund at the end of the year.

Key management personnel compensation

Key management personnel do not receive any remuneration directly from the Fund. They receive remuneration from a related entity of the Responsible Entity in their capacity as Directors or employees of the Responsible Entity. Consequently, the Fund does not pay any compensation to its key management personnel. Payments made from the Fund to the Responsible Entity do not include any amounts attributable to the compensation of key management personnel.

Key management personnel loan disclosures

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting year (2023: nil).

Other transactions within the Fund

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

Responsible Entity's/Investment Manager's fees and other transactions

Under the terms of the Fund's Constitution, the Responsible Entity is entitled to receive a fee per annum calculated as a percentage of the gross asset value of the Fund. The Investment manager of the Fund is Celeste Funds Management Limited. Under the terms of the Fund's Constitution and Product Disclosure Statement of the Fund, the Investment Manager is entitled to receive management fees. The management fee is capped at 1.10% per annum of the net asset value of the Fund, accruing daily and payable monthly in arrears. Where actual expenses result in the management costs exceeding 1.10% of the net asset value of the Fund for the year, such expenses will be paid out of the assets of the Fund and the difference reimbursed back to the Fund by the Investment Manager. The costs are inclusive of GST and net of any applicable input tax credits and reduced input tax credit.

The Investment Manager is also entitled to a performance fee in certain circumstances. The performance fee is set at 20% (inclusive of GST and net of RITC) of the return of the Fund (net of management fees) that exceeds the return on the Fund's benchmark, S&P/ASX Small Ordinaries Accumulation Index.

12 Related party transactions (continued)

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable and receivable at year end between the Fund and the Responsible Entity and the Investment Manager were as follows:

	Year ended	
	30 June 2024	30 June 2023
	\$	\$
Management fees for the year paid and payable by the Fund to the Investment Manager	681,365	792,101
Aggregate amounts payable to the Investment Manager at reporting date	61,405	61,287

There were no performance fees accrued in the fund for the year ended 30 June 2024 and 30 June 2023 as the fund has not exceeded the performance benchmarks.

Related party unitholdings

Parties related to the Fund (including The Trust Company (RE Services) Limited, its related parties and other schemes managed by The Trust Company (RE Services) Limited), held no units in the Fund as at 30 June 2024 (2023: nil).

Parties related to the Fund (including Celeste Funds Management Limited, its related parties and other schemes managed by Celeste Funds Management Limited) held units in the Fund as follows:

As at 30 June 2024

Unitholder	No. of units held opening	No. of units held closing	Fair value of investment (\$)	Interest held (%)	No. of units acquired	No. of units disposed/Other movements*	Distributions paid/payable by the Fund (\$)
Scotia Brae Pty Ltd ATF Scotia Superannuation Fund*	7,120	25,583	93,739	0.15	18,463	-	3,247
Scotia Clann Pty Ltd ATF Scotia Investment Trust*	-	14,737	53,998	0.09	14,737	-	2,706
Martin John Byers*	5,526	5,649	20,699	0.03	123	-	1,538

As at 30 June 2023

Unitholder	No. of units held opening	No. of units held closing	Fair value of investment (\$)	Interest held (%)	No. of units acquired	No. of units disposed	Distributions paid/payable by the Fund (\$)
Scotia Brae Pty Ltd ATF Scotia Superannuation Fund*	7,120	7,120	24,798	0.04	-	-	636
Martin John Byers*	5,118	5,526	19,246	0.03	408	-	491

*The parties mentioned are related parties of directors of Celeste.

12 Related party transactions (continued)

Investments

The Fund did not hold any investments in The Trust Company (RE Services) Limited or of its affiliates or funds managed by Celeste Funds Management Limited during the year (2023: nil).

13 Significant events during the year

On 1 November 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, the The Trust Company (RE Services) Limited entity will be acquired by KKR.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

There were no other significant events during the year.

14 Events occurring after year end

The Directors are not aware of any event or circumstance since the end of the financial year not otherwise addressed within this report that has affected or may significantly affect the operations of the Fund, the results of those operations or the state of affairs of the Fund in subsequent years. The Fund continues to operate as a going concern.

15 Contingent assets and liabilities and commitments

There are no contingent assets, liabilities or commitments as at 30 June 2024 and 30 June 2023.

Directors' declaration

In the opinion of the Directors of the Responsible Entity:

- (a) the financial statements and Notes set out on pages 6 to 29 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 Fund's financial position as at 30 June 2024 and of its performance for the financial year ended on that date,
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable; and
- (c) Note 2(a)(i) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
20 September 2024



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working world**

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Independent auditor's report to the unitholders of Celeste Australian Small Companies Fund

Opinion

We have audited the financial report of Celeste Australian Small Companies Fund (the "Fund"), which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, and the directors' declaration.

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

- a. Giving a true and fair view of the Fund's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- b. 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 Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Information other than the financial report and auditor's report thereon

The directors of the Responsible Entity are responsible for the other information. The other information is the directors' report accompanying the financial report.

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.

Responsibilities of the directors of the Responsible Entity for the financial report

The directors of the Responsible Entity 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 of the Responsible Entity 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 of the Responsible Entity are responsible for assessing the Fund's ability 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 of the Responsible Entity either intend to liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment 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 Fund's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Responsible Entity.
- ▶ 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 Fund'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 Fund 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.



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working world**

We communicate with the directors of the Responsible Entity 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.

A handwritten signature in black ink, appearing to read 'Ernst & Young'.

Ernst & Young

A handwritten signature in black ink, appearing to read 'E. Shadforth'.

Elliott Shadforth
Partner
Sydney
20 September 2024