

W | A | M *Capital*

Financial Report

For the half year ended 31 December 2022

W Wilson
Asset Management

OVER **20** Making a
YEARS difference

ABN 34 086 587 395

WAM Capital Limited

WAM Capital Limited (WAM Capital or the Company) is a listed investment company and is a reporting entity. It is primarily an investor in equities listed on the Australian Securities Exchange.

Directors

Geoff Wilson AO (Chairman)
Kate Thorley
Dr. Philippa Ryan
James Chirnside
Lindsay Mann
Matthew Pancino
Angus Barker

Joint Company Secretaries

Jesse Hamilton
Linda Kiriczenko

Investment Manager

Wilson Asset Management
(International) Pty Limited
Level 26, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Auditor

Pitcher Partners

Country of Incorporation

Australia

Registered Office

Level 26, Governor Phillip Tower
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Sydney NSW 2000

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Share Registry

Boardroom Pty Limited
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T: 1300 420 372 (in Australia)
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For enquiries relating to shareholdings, dividends (including participation in the dividend reinvestment plan) and related matters, please contact the share registry.

Australian Securities Exchange

WAM Capital Limited
Ordinary Shares (WAM)

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Directors' Report to shareholders for the half year ended 31 December 2022

The Directors present their report together with the financial report of WAM Capital Limited for the half year ended 31 December 2022.

Directors

The following persons were Directors of the Company during the financial period and up to the date of this report:

Geoff Wilson AO (Chairman – Non-independent)

Kate Thorley (Director – Non-independent)

Dr. Philippa Ryan (Director – Independent)

James Chirnside (Director – Independent)

Lindsay Mann (Director – Independent)

Matthew Pancino (Director – Independent)

Angus Barker (Director – Independent) (appointed 3 January 2023)

Principal activity

The principal activity of the Company is making investments in listed companies. The Company's investment objectives are to deliver a stream of fully franked dividends, provide capital growth and preserve capital. No change in this activity took place during the period or is likely to in the future.

Operating and financial review

Investment operations during the half year resulted in an operating profit before tax of \$109,757,454 (2021: \$65,403,316) and an operating profit after tax of \$80,541,623 (2021: \$48,090,948). The profit for the period is reflective of the solid performance of the investment portfolio over the six months to 31 December 2022. The investment portfolio increased 8.1% in the six months to 31 December 2022, while the S&P/ASX All Ordinaries Accumulation Index and the S&P/ASX Small Ordinaries Accumulation Index increased 9.6% and 7.0% respectively. This performance was achieved with an average cash weighting of 10.6%.

The operating profit for the period includes unrealised gains or losses arising from changes in the fair value of the investments held in the investment portfolio during the period. This movement in the fair value of investments can add to or reduce the realised gains and losses on the investment portfolio and other revenue from operating activities (such as dividend and interest income) in each period. This treatment under the Accounting Standards can cause large variations in reported operating profits between periods.

The operating profit or loss for each financial period is reflective of the underlying investment portfolio performance and it is important to understand with context to the overall performance of equity markets in any given period. As a result, we believe the more appropriate measures of the financial results for the period are the investment portfolio performance, the change in net tangible assets (NTA) and fully franked dividends, together with total shareholder return.

WAM Capital's NTA before tax increased 4.4% for the six months to 31 December 2022, including the 7.75 cents per share fully franked final dividend paid to shareholders during the period. This increase is after corporate tax paid of 4.5 cents per share or 3.2% of the Company's pre-tax NTA during the period. Corporate tax payments made throughout the period was the major item of difference between the investment portfolio performance increase of 8.1% and the NTA performance. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends. Other items contributing to the change in the value of the assets during the period were management fees of 0.5% and other company related expenses of 0.1%, being offset by capital management accretion of 0.1%.

The NTA before tax as at 31 December 2022 amounted to \$1.39 per share (June 2022: \$1.41). The NTA after tax was \$1.56 per share (June 2022: \$1.57). These figures are after the 7.75 cents per share fully franked final dividend paid to shareholders during the period.

The total shareholder return (TSR) for the Company for the period to 31 December 2022 was impacted by the decrease in share price premium to NTA, being partly offset by the investment portfolio performance over the period. As at 31 December 2022, the share price premium to NTA was 16.2% (June 2022: 22.1%), with TSR decreasing 1.5% for the period. This measure does not value the potential benefit of franking credits distributed to shareholders through fully franked dividends.

A fully franked final dividend of 7.75 cents per share was paid during the period and a fully franked interim dividend of 7.75 cents per share has been declared by the Board and will be paid on 26 May 2023. The Company's ability to continue paying fully franked dividends is dependent on generating additional profits reserves, through positive investment portfolio performance, and franking credits. The ability to generate franking credits is reliant on the receipt of franked dividends from investee companies and the payment of tax on profit. As at 31 December 2022, the Company had 11.9 cents per share available in its profits reserve before the payment of the fully franked interim dividend of 7.75 cents per share, and 4.1 cents per share after the payment of the fully franked interim dividend. Pleasingly, the investment portfolio performed in January 2023, bringing the profits reserve to 14.7 cents per share, representing 0.4 years of dividend coverage after the payment of the fully franked interim dividend of 7.75 cents per share, payable on 26 May 2023.

Rounding of amounts to nearest dollar

In accordance with ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' Report have been rounded to the nearest dollar, 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* in relation to the review for the half year is set out on page 6 of this Financial Report.

Signed in accordance with a resolution of the Board of Directors.



Geoff Wilson AO
Chairman

Dated this 15th day of February 2023

Pitcher Partners Sydney Partnership

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**Auditor's Independence Declaration
To the Directors of WAM Capital Limited
ABN 34 086 587 395**

In relation to the independent auditor's review of WAM Capital Limited for the half year ended 31 December 2022, to the best of my knowledge and belief there have been:

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



S M Whiddett
Partner

Pitcher Partners
Sydney

15 February 2023

Statement of comprehensive income for the half year ended 31 December 2022

	Note	December 2022 \$	December 2021 \$
Net realised and unrealised gains on financial investments		99,319,353	65,507,039
Other revenue from operating activities	2	22,247,906	12,720,359
Management fees		(8,152,857)	(8,830,308)
Directors fees		(90,000)	(90,000)
Brokerage expense on share purchases		(2,738,648)	(2,650,143)
Custody fees		(63,220)	(63,446)
ASX listing and chess fees		(150,420)	(131,637)
Share registry fees		(189,881)	(383,514)
Disbursements, mailing and printing		(145,353)	(197,268)
Legal and professional fees		(16,624)	(260,450)
ASIC industry funding levy		(21,442)	(34,264)
Other expenses from ordinary activities		(241,360)	(183,052)
Profit before income tax		109,757,454	65,403,316
Income tax expense		(29,215,831)	(17,312,368)
Profit after income tax attributable to members of the Company	6	80,541,623	48,090,948
Other comprehensive income			
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income for the period		80,541,623	48,090,948
Basic and diluted earnings per share		7.39 cents	5.42 cents

The accompanying notes form part of these financial statements.

Statement of financial position as at 31 December 2022

	Note	December 2022 \$	June 2022 \$
Current assets			
Cash and cash equivalents		139,545,588	230,177,941
Trade and other receivables		1,783,475	40,164,800
Financial assets	7	1,391,779,946	1,309,118,245
Current tax assets		4,539,310	-
Total current assets		1,537,648,319	1,579,460,986
Non-current assets			
Deferred tax assets		186,635,609	186,749,962
Total non-current assets		186,635,609	186,749,962
Total assets		1,724,283,928	1,766,210,948
Current liabilities			
Trade and other payables		8,717,190	44,681,406
Current tax liabilities		-	6,380,163
Total current liabilities		8,717,190	51,061,569
Non-current liabilities			
Deferred tax liabilities		1,990,974	8,438,804
Total non-current liabilities		1,990,974	8,438,804
Total liabilities		10,708,164	59,500,373
Net assets		1,713,575,764	1,706,710,575
Equity			
Issued capital	4	2,155,397,195	2,144,769,461
Profits reserve	5	130,078,561	94,761,650
Accumulated losses	6	(571,899,992)	(532,820,536)
Total equity		1,713,575,764	1,706,710,575

The accompanying notes form part of these financial statements.

Statement of changes in equity for the half year ended 31 December 2022

	Note	Issued capital \$	Accumulated losses \$	Profits reserve \$	Total equity \$
Balance at 1 July 2021		1,688,342,901	(175,883,227)	184,758,357	1,697,218,031
Profit for the half year		-	48,090,948	-	48,090,948
Transfer to profits reserve		-	(63,240,878)	63,240,878	-
Other comprehensive income for the half year		-	-	-	-
Transactions with owners:					
Shares issued via dividend reinvestment plan	4(b)	9,228,187	-	-	9,228,187
Shares issued via scrip consideration for the acquisition of an unlisted investment company	4(b)	39,690,487	-	-	39,690,487
Shares issued via scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	4(b)	16,522,057	-	-	16,522,057
Share issue costs (net of tax)	4(b)	(78,169)	-	-	(78,169)
Dividends paid	3(a)	-	-	(69,362,337)	(69,362,337)
Balance at 31 December 2021		1,753,705,463	(191,033,157)	178,636,898	1,741,309,204
Balance at 1 July 2022		2,144,769,461	(532,820,536)	94,761,650	1,706,710,575
Profit for the half year		-	80,541,623	-	80,541,623
Transfer to profits reserve	5	-	(119,621,079)	119,621,079	-
Other comprehensive income for the half year		-	-	-	-
Transactions with owners:					
Shares issued via dividend reinvestment plan	4(b)	10,627,734	-	-	10,627,734
Dividends paid	3(a)	-	-	(84,304,168)	(84,304,168)
Balance at 31 December 2022		2,155,397,195	(571,899,992)	130,078,561	1,713,575,764

The accompanying notes form part of these financial statements.

Statement of cash flows for the half year ended 31 December 2022

	December 2022 \$	December 2021 \$
Cash flows from operating activities		
Proceeds from sale of investments	1,993,263,641	2,237,252,067
Payments for purchase of investments	(1,974,750,811)	(2,010,261,914)
Dividends received	20,686,109	13,023,482
Interest received	2,876,771	568,099
Other investment income received	31,505	32,572
Management fee (GST inclusive)	(8,759,303)	(9,448,382)
Performance fee (GST inclusive)	-	(15,041,140)
Brokerage expense on share purchases (GST inclusive)	(2,933,913)	(2,838,901)
Payments for administration expenses (GST inclusive)	(1,382,480)	(1,542,155)
Income tax paid	(46,846,014)	(16,600,088)
GST on brokerage expense on share sales	(191,869)	(219,527)
Net GST received from ATO	1,050,445	2,092,484
Net cash (used in)/provided by operating activities	(16,955,919)	197,016,597
Cash flows from financing activities		
Dividends paid – net of reinvestment	(73,676,434)	(60,134,150)
Share issue costs	-	(111,670)
Net cash used in financing activities	(73,676,434)	(60,245,820)
Net (decrease)/increase in cash and cash equivalents held	(90,632,353)	136,770,777
Cash and cash equivalents at the beginning of the half year	230,177,941	149,614,471
Cash and cash equivalents at the end of the half year	139,545,588	286,385,248
Non-cash transactions:		
Shares issued via dividend reinvestment plan	10,627,734	9,228,187
Shares issued via scrip consideration for the acquisition of an unlisted investment company	-	39,690,487
Shares issued via scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	-	16,522,057

The accompanying notes form part of these financial statements.

Notes to the financial statements for the half year ended 31 December 2022

1. Summary of significant accounting policies

These interim financial statements and notes for the half year represent those of WAM Capital Limited.

The half year financial report was authorised for issue on 15 February 2023 by the Board of Directors.

Basis of preparation

The half year financial statements are general purpose financial statements that have been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134: *Interim Financial Reporting*, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34: *Interim Financial Reporting*.

The half year report does not include full disclosures of the type normally included in an annual financial report. It is recommended that the half year financial report be read in conjunction with the Annual Financial Report for the year ended 30 June 2022 and any public announcements made by the Company during the half year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical cost with the exception of certain financial assets and liabilities that have been measured at fair value.

In accordance with ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the financial report have been rounded to the nearest dollar, unless otherwise indicated.

The accounting policies have been consistently applied by the Company throughout the period and are consistent with those applied in the 30 June 2022 Annual Financial Report.

2. Other revenue

	December 2022 \$	December 2021 \$
Australian sourced dividends	18,281,743	11,333,773
Interest	2,398,305	679,816
Foreign sourced dividends	1,536,353	674,198
Underwriting and other income	31,505	32,572
	22,247,906	12,720,359

3. Dividends

a) Ordinary dividends paid during the period

	December 2022 \$	December 2021 \$
Final dividend FY2022: 7.75 cents per share fully franked at 30% tax rate, paid 28 October 2022 (Final dividend FY2021: 7.75 cents per share fully franked)	84,304,168	69,362,337

b) Dividends not recognised at period end

	December 2022 \$	December 2021 \$
Since the end of the period, the Directors have declared a fully franked interim dividend of 7.75 cents per share, payable on 26 May 2023 (Interim dividend FY2022: 7.75 cents per share fully franked)	84,792,299	70,253,954

4. Issued capital

a) Paid-up capital

	December 2022 \$	June 2022 \$
1,094,094,184 ordinary shares fully paid (June 2022: 1,087,795,156)	2,155,397,195	2,144,769,461

b) Ordinary shares

	December 2022 \$	June 2022 \$
Balance at the beginning of the period 1,087,795,156 ordinary shares fully paid (June 2021: 878,319,194)	2,144,769,461	1,688,342,901
6,299,028 ordinary shares issued on 28 October 2022 under a dividend reinvestment plan	10,627,734	-
4,123,169 ordinary shares issued on 29 October 2021 under a dividend reinvestment plan	-	9,228,187
16,678,217 ordinary shares issued as scrip consideration for the acquisition of an unlisted investment company	-	39,690,487
29,399,998 ordinary shares issued as scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	-	65,335,080
91,708,624 ordinary shares issued as scrip consideration for the acquisition of Westoz Investment Company	-	198,090,629
62,031,502 ordinary shares issued as scrip consideration for the acquisition of Ozgrowth	-	133,988,044
5,534,452 ordinary shares issued on 17 June 2022 under a dividend reinvestment plan	-	10,514,869
Share issue costs (net of tax)	-	(420,736)
At reporting date	2,155,397,195	2,144,769,461

5. Profits reserve

	December 2022 \$	June 2022 \$
Profits reserve	130,078,561	94,761,650

The profits reserve is made up of amounts transferred from current period profits and are preserved for future dividend payments.

	December 2022 \$	June 2022 \$
Movement in profits reserve		
Balance at the beginning of the period	94,761,650	184,758,357
Transfer of profits during the period	119,621,079	63,240,878
Final dividend paid (refer to note 3(a))	(84,304,168)	(69,362,337)
Interim dividend paid	-	(83,875,248)
At reporting date	130,078,561	94,761,650

6. Accumulated losses

	December 2022 \$	June 2022 \$
Balance at the beginning of the period	(532,820,536)	(175,883,227)
Profit/(loss) for the period attributable to members of the Company	80,541,623	(293,696,431)
Transfer to profits reserve	(119,621,079)	(63,240,878)
At reporting date	(571,899,992)	(532,820,536)

7. Financial instruments measured at fair value

AASB 13: Fair Value Measurement requires the disclosure of fair value information using a fair value hierarchy reflecting the significance of the inputs in making the measurements. The fair value hierarchy consists of the following levels:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices).

Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets and liabilities have been based on the closing quoted last prices at the end of the reporting period, excluding transaction costs.

7. Financial instruments measured at fair value (cont'd)

Included within Level 2 of the hierarchy are WAM Capital's investments in wholly owned unlisted investment companies. The fair value of these investments have been based on their respective net asset backing, being the underlying value of their residual cash and cash equivalents and investment portfolio values at the end of the reporting period.

Also included within Level 2 of the hierarchy is WAM Capital's investment in convertible notes and unlisted investments. The fair value of the investment in the convertible notes have been recognised using the effective interest rate method inherent in the instrument or by assessing the movement in observable inputs, such as the price of the most recent arm's length transaction. The unlisted investments have been valued using valuation techniques such as comparisons to similar investments for which market observable prices are available, the net asset backing per share or the last price to determine fair value.

During the period, HHY Fund and Lanyon Investment Company Limited were transferred from Level 1 to Level 2 in the fair value hierarchy following the securities' removal from the ASX stock exchange. There were no other transfers between Level 1 and Level 2 during the period (June 2022: investments in Iris Energy Limited's convertible note and PEXA Group Limited were transferred from Level 2 to Level 1 in the fair value hierarchy).

The following table presents the Company's financial assets measured and recognised at fair value at 31 December 2022:

31 December 2022	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	1,365,599,816	26,180,130	-	1,391,779,946
Total	1,365,599,816	26,180,130	-	1,391,779,946

30 June 2022	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	1,289,209,708	19,908,537	-	1,309,118,245
Total	1,289,209,708	19,908,537	-	1,309,118,245

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

8. Segment reporting

The Company currently engages in investing activities, including cash, term deposits and equity investments. It has no reportable operating segments.

9. Capital commitments

There were no capital commitments for the Company as at 31 December 2022 (June 2022: nil).

10. Contingent liabilities

There were no contingent liabilities for the Company as at 31 December 2022 (June 2022: nil).

11. Events subsequent to reporting date

Since the end of the period, the Directors declared a fully franked interim dividend of 7.75 cents per share to be paid on 26 May 2023.

No other matters or circumstances have arisen since the end of the period, other than already disclosed, which significantly affects or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial periods.

Directors' Declaration

The Directors of WAM Capital Limited declare that:

- 1) The financial statements and notes, as set out on pages 7 to 15, are in accordance with the *Corporations Act 2001*, including:
 - a) complying with Australian Accounting Standard AASB 134: *Interim Financial Reporting*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - b) giving a true and fair view of the financial position of the Company as at 31 December 2022 and of its performance for the half year ended on that date.
- 2) in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Board of Directors.



Geoff Wilson AO
Chairman

Dated this 15th day of February 2023

Pitcher Partners Sydney Partnership

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**Independent Auditor's Review Report
To the Members of WAM Capital Limited
ABN 34 086 587 395****Report on the Half-Year Financial Report****Conclusion**

We have reviewed the half-year financial report of WAM Capital Limited ("the Company") which comprises the statement of financial position as at 31 December 2022, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of WAM Capital Limited does not comply with the *Corporations Act 2001* including:

- a) giving a true and fair view of the Company's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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



S M Whiddett
Partner



Pitcher Partners
Sydney

15 February 2023

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