

ATLAS Infrastructure Australian Feeder Fund

ARSN 621 075 465

Annual Report

For the year ended 30 June 2024

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These financial statements cover ATLAS Infrastructure Australian Feeder Fund as an individual entity.

The Responsible Entity of ATLAS Infrastructure Australian Feeder Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235 150). 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 235 150) is the responsible entity (the "Responsible Entity") of ATLAS Infrastructure Australian Feeder 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 invests its assets in listed equities and the ATLAS Global Infrastructure UCITS ICAV (the Underlying Fund), an open-ended collective asset management vehicle authorised in Ireland as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations.

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 year except where stated otherwise:

Name

Glenn Foster	
Vicki Riggio	
Phillip Blackmore	Alternate Director for Vicki Riggio
Alexis Dodwell	Appointed as Director 1 November 2023
Christopher Green	Resigned as Director 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 \$'000	30 June 2023 \$'000
Operating profit/(loss) before financing costs attributable to unitholders (\$'000)	(54,320)	101,421
Distributions - AUD Hedged Class		
Distributions paid and payable (\$'000)	27,917	19,880
Distributions (cents per unit)	5.04	5.36
Distributions - AUD Unhedged Class		
Distributions paid and payable (\$'000)	34,044	43,435
Distributions (cents per unit)	21.71	9.91
Distributions - Class D AUD Hedged Class		
Distributions paid and payable (\$'000)	4,001	306
Distributions (cents per unit)	3.63	1.75
Distributions - Class D AUD Unhedged Class		
Distributions paid and payable (\$'000)	453	421
Distributions (cents per unit)	1.82	3.09

Directors' Report (continued)

Significant changes in state of affairs

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

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 TTCRESL 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 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 or its associates

Fees paid to the Responsible Entity and its associates out of Fund's assets during the year are disclosed in Note 17 of the financial statements.

No fees were paid out of the Fund's assets 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 17 of the financial statements.

Units in the Fund

The movement in units on issue in the Fund during the year is disclosed in Note 12 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 of 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.

Directors' Report (continued)

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' Reports) Instrument 2016 /191* issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the Directors' report. Amounts in the Directors' report have been rounded 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



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of The Trust Company (RE Services) Limited, the Responsible Entity for ATLAS Infrastructure Australian Feeder Fund

I declare that, to the best of my knowledge and belief, in relation to the audit of ATLAS Infrastructure Australian Feeder Fund for the financial year ended 30 June 2024 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Andrew Reeves

Partner

Sydney

20 September 2024

Statement of comprehensive income

		Year ended	
		30 June 2024	30 June 2023
	Notes	\$'000	\$'000
Investment income			
Distribution and dividend income		55,396	44,972
Interest income from financial assets at amortised cost		897	100
Net gains/(losses) on financial instruments held at fair value through profit and loss	5	(94,798)	63,548
Net foreign currency gains/(losses)		(1,668)	2,076
Total investment income/(loss)		(40,173)	110,696
Expenses			
Management fees	17	11,883	8,020
Custody and administration fees		799	688
Transaction costs		1,396	531
Other operating expenses		69	36
Total expenses		14,147	9,275
Operating profit/(loss)		(54,320)	101,421
Finance costs attributable to unitholders			
Distributions to unitholders	13	(66,415)	(64,042)
(Increase)/decrease in net assets attributable to unitholders	12	120,735	(37,379)
Profit/(loss) for the year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

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

Statement of financial position

		As at	
		30 June 2024	30 June 2023
	Notes	\$'000	\$'000
Assets			
Cash and cash equivalents	14	32,233	15,423
Unsettled sales		1,669	5,538
Unsettled applications		3,590	2,788
Receivables	8	27,242	28,796
Financial assets at fair value through profit or loss	6	1,573,463	1,296,397
Total assets		1,638,197	1,348,942
Liabilities			
Distributions payable	13	56,471	54,664
Unsettled purchases		5,850	2,838
Unsettled redemptions		3,567	5,623
Other payables	9	3,140	1,970
Financial liabilities at fair value through profit or loss	7	-	1,179
Total liabilities (excluding net assets attributable to unitholders)		69,028	66,274
Net assets attributable to unitholders - liability	12	1,569,169	1,282,668

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

Statement of changes in equity

Under Australian Accounting Standards, Net assets attributable to unitholders are classified as a liability rather than equity. As a result, there was no equity at the start or end of the financial year.

Statement of cash flows

		Year ended	
		30 June 2024 \$'000	30 June 2023 \$'000
Notes			
Cash flows from operating activities			
		440,274	230,257
		(806,436)	(559,740)
		57,085	32,416
		782	100
		(1,679)	2,073
		(10,173)	(6,400)
		(690)	(678)
		(1,396)	(531)
		(85)	(135)
15	Net cash inflow/(outflow) from operating activities	(322,318)	(302,638)
Cash flows from financing activities			
		589,144	562,430
		(192,841)	(223,147)
		(57,186)	(26,115)
	Net cash inflow/(outflow) from financing activities	339,117	313,168
Net increase/(decrease) in cash and cash equivalents			
		16,799	10,530
		15,423	4,890
		11	3
14	Cash and cash equivalents at the end of the year	32,233	15,423

Non-cash operating and financing activities are disclosed in Note 15.

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 ATLAS Infrastructure Australian Feeder Fund (the "Fund") as an individual entity. The Fund was constituted on 24 August 2017. The Fund will terminate in accordance with the provisions of the Fund's Constitution.

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235 150) 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 ATLAS Infrastructure (Australia) Pty Ltd (the "Investment Manager").

The Fund invests its assets in listed equities and the ATLAS Global Infrastructure UCITS ICAV (the Underlying Fund), an open-ended collective asset management vehicle authorised in Ireland as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations.

A related party of the Investment Manager, ATLAS Infrastructure Partners (UK) Ltd (ATLAS UK), is the Investment Manager of the Underlying Fund.

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 material 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 and financial liabilities at fair value through profit or loss and net assets attributable to unitholders.

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.

In the case of net assets attributable to unitholders, the units are redeemable on demand at the unitholder's option. However, unitholders typically retain units for the medium to long-term. As such, the amount expected to be settled within twelve months cannot be reliably determined.

(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.

(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].

Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

2 Summary of material accounting policies (continued)

(a) Basis of preparation (continued)

(iii) *New standards, amendments and interpretations effective after 1 July 2024 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. None of these are expected to have a material effect on the financial statements of the Fund.

(b) Financial instruments

(i) *Classification*

- 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 investments in Underlying Funds and listed equities, 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.

For cash and cash equivalents and receivables, these assets are held in order to collect the contractual cash flows. The contractual terms of these assets give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Consequently, these are measured at amortised cost.

- Liabilities:

Derivative contracts that have a negative fair value are presented as liabilities at fair value through profit or loss.

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 (distributions payable, Responsible Entity fees payable, management fees payable, audit and tax fees payable, administration fees payables and custodian fees payable).

(ii) *Recognition/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 right to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership.

(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 are determined are disclosed in Note 4.

(iv) *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount 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.

2 Summary of material accounting policies (continued)

(b) Financial instruments (continued)

(v) Impairment

At each reporting date, the Fund shall measure the loss allowance on financial assets at amortised cost (cash and receivables) at an amount equal to the lifetime expected credit loss "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 a loss allowance may be required. 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 balance sheet date if the holder exercises the right to put the units back to the Fund. This amount represents the expected cash flows on redemption of these units.

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;
- 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 it 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 classifies the net assets attributable to unit holders as liabilities as they do not satisfy all the above criteria.

(d) Cash and cash equivalents

Cash comprises deposits held at custodian bank(s). 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 a time-proportionate basis using the effective interest method and includes interest from cash and cash equivalents.

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

Distribution and dividend income is recognised on the ex-dividend date. 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. Realised and unrealised gains/(losses) are shown in Note 5 of the financial statements.

(f) Expenses

All expenses, including management fees, Responsible Entity's fees, custody fees and administration fees are recognised in the Statement of comprehensive income on an accrual basis.

2 Summary of material accounting policies (continued)

(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.

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.

(i) Increase/decrease in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. As the Fund's units are classified as financial liabilities, movements in net assets attributable to unitholders are recognised in the Statement of comprehensive income as finance costs.

(j) Foreign currency translation

(i) Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Fund competes for funds and is regulated. The Australian dollar is also the Fund's presentation currency.

(ii) Transactions and balances

Assets and liabilities in foreign currencies are translated into the functional currency at the prevailing exchange rate at the valuation date. Transactions denominated in foreign currencies are translated into the functional currency at the prevailing exchange rate on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income. The Fund's income earned and expense incurred on foreign denominated balances are translated into the functional currency at the prevailing exchange rate on the date of such activity.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair value are reported in the Statement of comprehensive income on a net basis within net gains/(losses) on financial instruments at fair value through profit or loss.

(k) Receivables

Receivables may include amounts for interest and trust distributions. Interest is accrued at each dealing date in accordance with policy set out in Note 2(e) above. Trust distributions are accrued when the right to receive payment is established. Amounts are generally received within 30 days of being recorded as receivables.

Receivables also include such items as Reduced Input Tax Credits ("RITC") and application monies receivable from unitholders.

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 in the Statement of comprehensive income within other expenses. 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 other expenses in the Statement of comprehensive income.

2 Summary of material accounting policies (continued)

(l) Payables

Payables include liabilities and accrued expenses owed by the Fund which are unpaid as at the end of the reporting year. These amounts are unsecured and are usually paid within 30 days of recognition.

Where the Responsible Entity has determined that the Fund will pay a distribution, and that distribution remains unpaid as at the end of the reporting year, a separate distribution payable is recognised in the Statement of financial position.

(m) Unsettled Sales and purchases

Unsettled Sales and purchases 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.

(n) 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.

Unsettled applications and redemptions represent receivables for units issued and payables for units redeemed that have been contracted for but not yet settled by the end of the year.

(o) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as audit fees, custodian services and management fees have been passed onto the Fund. The Fund qualifies for Reduced Input Tax Credits ("RITC") at a rate of at least 55% or 75%, hence management fees, administration and custody 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.

(p) Use of estimates

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the 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.

Financial instruments are fair valued using valuation techniques determined by the Investment Manager, in accordance with the valuation procedures approved by the Responsible Entity. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Investment Manager, independent of the area that created them.

For certain other balances reported on Statement of financial position, including unsettled purchases and accrued expenses, the carrying amounts approximate fair value due to the immediate or short-term nature of these financial instruments.

(q) 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 the *ASIC Corporations Instrument*, unless otherwise indicated.

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;

3 Financial risk management (continued)

(a) Overview (continued)

- 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, foreign exchange rates, 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.

(i) Price risk

All securities investments present a risk of loss of capital. The Fund's market price risk is managed by the Investment Manager by ensuring the Underlying Fund's portfolio remains diversified across economic sectors, industries, geography and currencies. Also, limits are imposed on the number of holdings, maximum position in a single security, single sector/industry, single country, etc.

The Fund uses derivatives (including but not limited to forward foreign currency exchange contracts) in order to implement the investment strategy of the Fund and to manage the risk associated with the fair value of certain investments. The notional or contractual amount of derivatives provides only a measure of the involvement in these types of transactions and does not represent the amounts subject to market price risk. The Fund manages market price risk by establishing limits as to the types and degrees of risk that may be undertaken. Additionally, the Fund monitors the fluctuation in its value and compares these fluctuations to its risk objective.

Sensitivity analysis

The following table summarises the sensitivity of the Fund's operating profit and net assets attributable to unitholders to market price risk. The sensitivity rate is based on management's best estimate of a reasonably possible movement in the market price, having regard to historical correlation of the Fund's investment with the relevant benchmark and market volatility.

At the end of the reporting year, if the asset prices had increased/(decreased) by the percentage indicated below, with all other variables held constant, the net assets attributable to unitholders (and profit/(loss) before finance costs attributable to unitholders) would have changed by the following amounts, approximately and respectively:

	Sensitivity rates	Impact on operating profit/net assets attributable to unitholders	Impact on operating profit/net assets attributable to unitholders
		30 June 2024 \$'000	30 June 2023 \$'000
Price Risk impact on operating profit/net assets attributable to unitholders	+15%	236,019	194,459
	-15%	236,019	(194,459)

(i) 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.

The Fund's interest-bearing financial assets and liabilities expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

The Fund's exposure to interest rate risk is limited to its cash and cash equivalents and is considered immaterial.

(ii) Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

3 Financial risk management (continued)

Sensitivity analysis (continued)

(ii) Currency risk (continued)

The Fund has monetary and non-monetary assets and liabilities denominated in currencies other than Australian dollars, the Fund's functional and presentation currency. The Fund is therefore exposed to currency risk, as the value of the assets and liabilities denominated in other currencies will fluctuate due to changes in exchange rates. The Investment Manager may enter into forward foreign currency exchange contracts from time to time to hedge against the fluctuation in exchange rates.

The currency risk relating to non-monetary assets and liabilities is a component of price risk and not currency risk.

The table below summarises the Fund's net exposure to different major currencies:

	30 June 2024	30 June 2023
	\$'000	\$'000
United States Dollar	73,140	29,492
British Pound Sterling	57,040	17,167
Euro	123,605	51,946
Danish Krone	11,111	4,581

The table below summarises the impact on net assets attributable to unitholders as a result of increases/decreases of key exchange rates on the exposures tabled above, to which the Fund is exposed. The analysis is based on the assumption that the exchange rates had increased/decreased by the respective percentage with all other variables held constant.

	30 June 2024		30 June 2023	
	Impact (\$'000)		Impact (\$'000)	
	Change % +/-	+/-	Change % +/-	+/-
United States Dollar	15%	10,971 / (10,971)	15%	4,424 / (4,424)
British Pound Sterling	15%	8,556 / (8,556)	15%	2,575 / (2,575)
Euro	15%	18,541 / (18,541)	15%	7,792 / (7,792)
Danish Krone	15%	1,667 / (1,667)	15%	687 / (687)

This represents Investment Manager's best estimate of a reasonably possible shift in the foreign exchange rates, having regard to historical volatility of those rates. This increase or decrease in the net assets attributable to unitholders arises mainly from a change in the fair value of financial assets and liabilities at fair value through profit or loss that are denominated in other major currencies.

(c) 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 Fund does not have a significant concentration of credit risk on its listed equity investments.

The Fund is not directly exposed to credit risk as its assets are invested in the Underlying Fund. However the Fund is indirectly exposed to credit risk since the Underlying Fund has direct and indirect investments in assets which have an exposure to credit risk.

The Fund's assets are held by The Northern Trust Company. The Fund monitors credit ratings and capital adequacy of its custodian on an annual basis, and also reviews the findings documented in the custodian's reports on its internal controls.

(d) 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 and can only do so on terms that are materially disadvantageous.

The Fund is exposed to daily cash redemptions of units in the Fund.

The Fund's listed equity investments are traded in active markets and can be readily disposed of.

The Fund's investment in the Underlying Fund exposes the Fund to the risk that the manager of the Underlying Fund may be unwilling or unable to fulfill the redemption requests within the time frame requested by the Fund. However these investments are considered readily realisable unless the Underlying Fund is declared illiquid.

3 Financial risk management (continued)

(d) Liquidity risk (continued)

The following table shows the contractual maturities of financial liabilities:

30 June 2024	Carrying amount	Contractual cash flows less than 6 months
	\$'000	\$'000
Financial liabilities		
Distributions payable	56,471	56,471
Unsettled purchases	5,850	5,850
Unsettled redemptions	3,567	3,567
Other payables	3,140	3,140
Net assets attributable to unitholders - liability	1,569,169	1,569,169
Contractual cash flows	1,638,197	1,638,197

30 June 2023

Financial liabilities		
Distributions payable	54,664	54,664
Unsettled purchases	2,838	2,838
Unsettled redemptions	5,623	5,623
Other payables	1,970	1,970
Financial liabilities at fair value through profit or loss	1,179	1,179
Net assets attributable to unitholders - liability	1,282,668	1,282,668
Contractual cash flows	1,348,942	1,348,942

4 Fair value measurement

The Fund measures and recognises the following assets and liabilities at fair value on a recurring basis.

- Financial assets / liabilities at fair value through profit or loss (FVTPL) (see Note 6 and Note 7)
- Derivative financial instruments (see Note 10)

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

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value 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).

4 Fair value measurement (continued)

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

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting year 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 listed equities, information provided by independent pricing services is relied upon for their valuation. The quoted market prices used to fair value listed equities held by the Fund are their last-traded prices.

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.

(ii) Valuation techniques used to derive level 2 and level 3 fair value

The fair value of financial assets and liabilities that are not exchange-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.

Where discounted cash flow techniques are used, estimated future cash flows are based on Investment Manager's best estimates and the discount rate used is a market rate at the end of the reporting year applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the end of the reporting year. Fair values for unquoted equity investments are estimated, if possible, using applicable price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

Investments in other managed funds are recorded at the redemption value per unit as reported by the investment managers of such funds. The Fund may make adjustments to the redemption value based on considerations such as liquidity of the unit trust or its underlying investments, or any restrictions on redemptions and the basis of accounting.

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Fund holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

The carrying value less impairment provision of other receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Fund for similar financial instruments.

The determination of what constitutes 'observable' requires significant judgment by the Investment Manager. Investment Manager considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary and provided by independent sources that are actively involved in the relevant market.

4 Fair value measurement (continued)

Recognised fair value measurements

The following table presents the Fund's financial assets and liabilities 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				
Forward foreign currency exchange contracts	-	2,597	-	2,597
Listed equities	806,411	-	-	806,411
Investment in Underlying Fund	-	764,455	-	764,455
Total financial assets	806,411	767,052	-	1,573,463
As at 30 June 2023				
Financial assets				
Listed equities	269,437	-	-	269,437
Investment in Underlying Fund	-	1,026,960	-	1,026,960
Total financial assets	269,437	1,026,960	-	1,296,397
Financial liabilities				
Forward foreign currency exchange contracts	-	1,179	-	1,179
Total financial liabilities	-	1,179	-	1,179

(i) 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 (30 June 2023: Nil).

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

The Fund did not hold any financial instruments with fair value measurements using significant unobservable inputs during the year ended 30 June 2024 or year ended 30 June 2023.

(iii) Valuation processes

Portfolio reviews are undertaken regularly by the Investment Manager to identify securities that potentially may not be actively traded or have stale security pricing. This process identifies securities which possibly could be regarded as being level 3 securities.

Further analysis, should it be required, is undertaken to determine the accounting significance of the identification. For certain security types, in selecting the most appropriate valuation model, Investment Manager performs back testing and considers actual market transactions. Changes in allocation to or from level 3 are analysed at the end of each reporting year.

(iv) 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
Net realised gains/(losses) on financial instruments at fair value through profit or loss	443	(4,609)
Net unrealised gains/(losses) on financial instruments at fair value through profit or loss	(95,241)	68,157
Total net gains/(losses) on financial instruments at fair value through profit or loss	(94,798)	63,548

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		
Forward foreign currency exchange contracts	2,597	-
Listed equities	806,411	269,437
Investment in Underlying Fund	764,455	1,026,960
Total financial assets at fair value through profit or loss	1,573,463	1,296,397

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

7 Financial liabilities at fair value through profit or loss

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial liabilities at fair value through profit or loss		
Forward foreign currency exchange contracts	-	1,179
Total financial liabilities at fair value through profit or loss	-	1,179

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

8 Receivables

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Distribution and dividend receivables	26,930	28,619
Interest receivable	115	-
GST receivable	197	177
Total receivables	27,242	28,796

9 Other payables

	30 June 2024 \$'000	As at 30 June 2023 \$'000
Investment management fees payable	3,003	1,949
Responsible Entity's fees payable	4	1
Custody and administration fees	119	10
Other fees payable	14	10
Total other payables	3,140	1,970

10 Derivative financial instruments

In the normal course of business the Fund enters into transactions in various derivative financial instruments which have certain risks. A derivative is a financial instrument or other contract which is settled at a future date and whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable.

Derivative financial instruments require no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.

Derivative transactions include a wide assortment of instruments, such as futures, forwards and swaps. Derivatives are considered to be part of the investment process and the use of derivatives is an essential part of the Fund's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- hedging to protect an asset or liability of the Fund against a fluctuation in market values or to reduce volatility;
- a substitution for trading of physical securities; and
- adjusting asset exposures within the parameters set in the investment strategy and adjusting the duration of fixed interest portfolios or the weighted average maturity of cash portfolios.

Certain derivative transactions provide the economic effect of financial leverage by creating additional investment exposure, as well as the potential for greater loss. The Investment Manager targets a level of volatility and sets leverage accordingly.

The Fund holds the following derivative instruments:

Forward foreign currency exchange contracts

Forward foreign currency exchange contracts are primarily used by the Fund to hedge against foreign currency exchange rate risks on its non-Australian dollar denominated securities. The Fund agrees to receive or deliver a fixed quantity of foreign currency for an agreed upon price on an agreed future date. Forward foreign currency exchange contracts are valued at the prevailing price at the reporting date. The Fund recognises a gain or loss equal to the change in fair value at the reporting date.

The Fund's derivative financial instruments at year-end are detailed below:

As at 30 June 2024

	Contract/Notional \$'000	Fair values Assets \$'000	Liabilities \$'000
Forward foreign currency exchange contracts	552,087	2,597	-
Total	552,087	2,597	-

As at 30 June 2023

Forward foreign currency exchange contracts	166,226	-	1,179
Total	166,226	-	1,179

10 Derivative financial instruments (continued)

Risk exposures and fair value measurement

Information about the Fund's exposure to credit risk, foreign exchange, interest rate risk and about the methods and assumptions used in determining fair values is provided in Note 3 to the financial statements. The maximum exposure to credit risk at the end of the reporting year is the carrying amount of each class of derivative financial assets disclosed above.

11 Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, and the relevant activities are directed by means of contractual arrangements. An interest in a structured entity is any form of contractual or non-contractual involvement which creates variability in returns arising from the performance of the entity for the Fund.

The Fund considers investments in unit trusts and managed funds to be structured entities. The Fund invests in these unrelated unit trusts and managed funds for the purpose of capital appreciation and/or earning investment income.

Unconsolidated structured entities

The following table provides information in relation to unconsolidated structured entities that are considered to be the Fund's subsidiaries:

	Fair value	Ownership interest	Fair value	Ownership interest
	30 June 2024	30 June 2024	30 June 2023	30 June 2023
	'000	%	'000	%
ATLAS Global Infrastructure UCITS ICAV: AUD Hedged Class	297,978	100	407,608	100
ATLAS Global Infrastructure UCITS ICAV: AUD Unhedged Class	466,477	100	619,352	100
	<u>764,455</u>		<u>1,026,960</u>	

The Fund has exposures to structured entities through its trading activities. The Fund typically has no other involvement with the structured entity other than the securities it holds as part of trading activities and its maximum exposure to loss is restricted to the carrying value of the asset. Exposure to trading assets are managed in accordance with financial risk management practices as set out in Note 3(b), which includes an indication of changes in risk measures compared to prior year.

The Fund does not have current commitments or intentions and contractual obligations to provide financial or other support to the structured entities. There are no loans or advances currently made to these entities.

12 Net assets attributable to unitholders - liability

Under AASB 132 *Financial instruments: Presentation*, puttable financial instruments meeting the definition of a financial liability are to be classified as equity where certain strict criteria are met. The Fund shall classify a financial instrument as an equity instrument from the date when the instrument has all the features and meets the conditions.

The Fund offers four classes of units. Thus, the Fund does not satisfy the criteria under AASB 132 *Financial instruments: Presentation* that would allow them to classify net assets attributable to unitholders as equity.

As at 30 June 2024 and 30 June 2023, net assets attributable to unit holders are classified as a financial liability.

12 Net assets attributable to unitholders - liability (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 units	30 June 2024 \$'000	30 June 2023 No. '000 units	30 June 2023 \$'000
AUD Hedged Class				
Opening balance	384,633	581,934	160,193	243,567
Applications	224,483	312,231	275,867	386,694
Redemptions	(53,999)	(75,632)	(51,873)	(64,921)
Units issued upon reinvestment of distributions	819	1,182	446	626
Increase/(decrease) in net assets attributable to unitholders	-	(57,260)	-	15,968
Closing balance	555,936	762,455	384,633	581,934
AUD Unhedged Class				
Opening balance	440,378	654,855	451,625	649,588
Applications	110,882	168,081	82,525	133,901
Redemptions	(70,583)	(102,286)	(97,826)	(154,710)
Units issued upon reinvestment of distributions	4,026	6,218	4,054	5,941
Increase/(decrease) in net assets attributable to unitholders	-	(53,008)	-	20,135
Closing balance	484,703	673,860	440,378	654,855
Class D AUD Hedged Class				
Opening balance	24,013	26,710	5,279	5,784
Applications	99,107	102,190	19,833	21,356
Redemptions	(10,961)	(11,486)	(1,099)	(1,162)
Increase/(decrease) in net assets attributable to unitholders	-	(8,628)	-	732
Closing balance	112,159	108,786	24,013	26,710
Class D AUD Unhedged Class				
Opening balance	18,536	19,169	1,166	1,251
Applications	8,093	8,097	17,765	17,789
Redemptions	(1,353)	(1,381)	(395)	(415)
Units issued upon reinvestment of distributions	21	22	-	-
Increase/(decrease) in net assets attributable to unitholders	-	(1,839)	-	544
Closing balance	25,297	24,068	18,536	19,169
Net assets attributable to unitholders - Total		1,569,169		1,282,668

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are four separate classes of units. Each unit within the same class has the same rights as with all other units within that class.

Capital risk management

The Fund considers its net assets attributable to unitholders as capital, notwithstanding that net assets attributable to unitholders are classified as a liability. 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 a redemption of units if the exercise of such discretion is in the best interests of unitholders.

13 Distributions to unitholders

Distributions are generally payable at the end of each financial half-year. Such distributions are determined by reference to the net taxable income of the Fund.

The distributions for the year were as follows:

	Year ended		Year ended	
	30 June 2024 \$'000	30 June 2024 CPU*	30 June 2023 \$'000	30 June 2023 CPU*
AUD Hedged Class				
Distributions paid - December	769	0.16	4,001	1.23
Distributions payable - June	<u>27,148</u>	<u>4.88</u>	<u>15,879</u>	<u>4.13</u>
Total Distributions - AUD Hedged Class	<u>27,917</u>	<u>5.04</u>	<u>19,880</u>	<u>5.36</u>
AUD Unhedged Class				
Distributions paid - December	4,426	0.91	5,237	1.24
Single investor distribution April (paid)	4,588	15.64	-	-
Distributions payable - June	<u>25,030</u>	<u>5.16</u>	<u>38,198</u>	<u>8.67</u>
Total Distributions - AUD Unhedged Class	<u>34,044</u>	<u>21.71</u>	<u>43,435</u>	<u>9.91</u>
Class D AUD Hedged Class				
Distributions paid - December	96	0.15	129	1.01
Distributions payable - June	<u>3,905</u>	<u>3.48</u>	<u>177</u>	<u>0.74</u>
Total Distributions - Class D AUD Hedged Class	<u>4,001</u>	<u>3.63</u>	<u>306</u>	<u>1.75</u>
Class D AUD Unhedged Class				
Distributions paid - December	65	0.29	11	0.88
Distributions payable - June	<u>388</u>	<u>1.53</u>	<u>410</u>	<u>2.21</u>
Total Distributions - Class D AUD Unhedged Class	<u>453</u>	<u>1.82</u>	<u>421</u>	<u>3.09</u>
Total distributions	<u>66,415</u>		<u>64,042</u>	

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

14 Cash and cash equivalents

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Cash at bank	<u>32,233</u>	<u>15,423</u>
Total cash and cash equivalents	<u>32,233</u>	<u>15,423</u>

15 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
Operating profit/(loss) for the year	(54,320)	101,421
Proceeds from sale of financial instruments at fair value through profit or loss	440,274	230,257
Purchase of financial instruments held at fair value through profit or loss	(806,436)	(559,740)
Net (gains)/losses on financial assets held at fair value through profit or loss	94,798	(63,548)
Net (gains)/losses on foreign exchange	(11)	(3)
Net change in receivables	1,554	(12,653)
Net change in payables	1,170	358
Management fee payments satisfied by issue of units under the differential management fee rebate plan	653	1,270
Net cash inflow/(outflow) from operating activities	(322,318)	(302,638)

(b) Non-cash financing activities

The following distribution payments to unitholders were satisfied by the issue of units under the distribution reinvestment plan	7,422	6,567
The following management fee payments were satisfied by the issue of units under the differential management fee rebate plan	653	1,270
Total non-cash financing activities	8,075	7,837

As described in Note 2(i), income not distributed is included in net assets attributable to unitholders. The change in this amount each year (as reported in (a) above) represents a non-cash financing cost as it is not settled in cash until such time as it becomes distributable.

16 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 2024 \$	30 June 2023 \$
KPMG		
<i>Audit and other assurance services</i>		
Audit and half year review of financial statements	27,950	26,000
Total remuneration for audit and other assurance services	27,950	26,000
<i>Taxation services</i>		
Taxation compliance services	10,000	10,000
Total remuneration for taxation services	10,000	10,000
Total remuneration of KPMG	37,950	36,000
PricewaterhouseCoopers		
<i>Audit and other assurance services</i>		
Audit of compliance plan	2,833	2,833
Total remuneration for audit and other assurance services	2,833	2,833
Total remuneration of PricewaterhouseCoopers	2,833	2,833
Total auditors remuneration	40,783	38,833

The auditors' remuneration is borne by the Fund. Fees are stated exclusive of GST.

17 Related party transactions

For the purpose 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 and Investment Manager

The Responsible Entity of ATLAS Infrastructure Australian Feeder Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235 150). The Investment Manager of the Fund is ATLAS Infrastructure (Australia) Pty Ltd.

Key management personnel

(a) Directors

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

Name

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

(b) Other key management personnel

There were no other key management personnel responsible 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 party of the Responsible Entity in their capacity as Directors or employees of the Responsible Entity or its related parties. 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.

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 Directors' 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 for managing the Fund and making it available to investors. The Investment Manager is entitled to receive a management fee at the rates stipulated in the Fund's governing documents.

17 Related party transactions (continued)

Responsible Entity's/Investment Manager's fees and other transactions (continued)

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

	Year ended	
	30 June 2024	30 June 2023
	\$	\$
Responsible Entity's fees for the year	397,835	429,770
Aggregate amounts payable to the Responsible Entity at reporting date	3,539	1,335
Investment Management fees for the year	11,485,088	7,590,352
Aggregate amounts payable to the Investment Manager at reporting date	3,002,581	1,948,500

Related party unit holdings

Parties related to the Fund (including the The Trust Company (RE Services) Limited, its related parties and other schemes managed by The Trust Company (RE Services) Limited) and the investment manager, held units in the Fund as follows:

As at 30 June 2024	Number of units held	Interest held %	Number of units acquired	Number of units disposed	Distributions paid/payable by the Fund \$
Unitholder - AUD Hedged Class					
Roderick Gregory Chisholm	122,326	0.02%	4,363	-	6,166
Sea Analytics Pty Limited	87,150	0.02%	3,108	-	4,393
David Stuart McGregor	513,504	0.09%	113,300	-	25,887
Invoserv Pty Ltd	260,870	0.05%	50,195	-	13,151
Chajasa Pty Ltd	73,048	0.01%	2,606	-	3,682
Unitholder - AUD Unhedged Class					
Roderick Gregory Chisholm	62,722	0.01%	4,096	-	3,802
Chajasa Pty Ltd	4,500	0.001%	294	-	273
As at 30 June 2023					
Unitholder - AUD Hedged Class					
Roderick Gregory Chisholm	117,963	0.03%	4,495	-	6,307
Sea Analytics Pty Limited	84,042	0.02%	3,202	-	4,493
David Stuart McGregor	400,204	0.10%	148,143	-	21,440
Invoserv Pty Ltd	210,675	0.05%	85,803	-	11,263
Chajasa Pty Ltd	70,442	0.02%	872	-	3,766
Unitholder - AUD Unhedged Class					
Roderick Gregory Chisholm	58,626	0.01%	2,408	-	5,803
Chajasa Pty Ltd	4,206	0.001%	50	-	416

17 Related party transactions (continued)

Investments

During the year, the Fund held investments in funds managed by ATLAS Infrastructure Partners (UK) Ltd, a related entity of ATLAS Infrastructure (Australia) Pty Ltd.

As at 30 June 2024	Number of units held	Fair value of investment	Interest held	Number of units acquired	Number of units disposed	Distribution received/ receivable
	\$	\$	%	\$	\$	\$
Investments						
ATLAS Global Infrastructure UCITS ICAV: AUD Hedged Class	2,135,041	297,978,052	100	218	589,299	12,030,220
ATLAS Global Infrastructure UCITS ICAV: AUD Unhedged Class	3,070,080	466,477,486	100	3,288	716,308	19,064,557

As at 30 June 2023

Investments

ATLAS Global Infrastructure UCITS ICAV: AUD Hedged Class	2,724,122	407,608,273	100	1,478,025	357,439	16,271,344
ATLAS Global Infrastructure UCITS ICAV: AUD Unhedged Class	3,783,100	619,351,550	100	316,149	958,664	23,836,616

18 Significant events during the year

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

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 TTCRESL 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.

19 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.

20 Contingent assets and liabilities and commitments

There are no outstanding 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 also 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



Independent Auditor's Report

To the unitholders of ATLAS Infrastructure Australian Feeder Fund

Opinion

We have audited the **Financial Report** of ATLAS Infrastructure Australian Feeder Fund (the Fund).

In our opinion, the accompanying Financial Report of the Fund gives a true and fair view, including of the Fund's financial position as at 30 June 2024 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2024
- Statement of comprehensive income, Statement of changes in equity, and Statement of cash flows for the year then ended
- Notes, including material accounting policies
- Directors' Declaration made by the Directors of The Trust Company (RE Services) Limited (the Responsible Entity).

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *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 fulfilled our other ethical responsibilities in accordance with these requirements.

Other Information

Other Information is financial and non-financial information in ATLAS Infrastructure Australian Feeder Fund's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors of the Responsible Entity are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.



We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors of the Responsible Entity are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Fund, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Funds, and that is free from material misstatement, whether due to fraud or error
- assessing the Fund's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they 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 objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:

http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our Auditor's Report.

KPMG

Andrew Reeves
Partner
Sydney
20 September 2024