



Milton

CORPORATION LIMITED

Annual Report 2021

Company Profile

Milton Corporation Limited

Milton was established as a private investment company for four shareholders in 1938. It became a public company in 1950 and listed on the Sydney Stock Exchange in 1958. Milton is now an investment company for 30,000 shareholders and is listed on the Australian Securities Exchange (ASX) under the code MLT.

Investment philosophy

Milton is predominantly a long term investor in companies and trusts listed on the ASX that are well managed, with a profitable history and an expectation of increasing dividends and distributions. Turnover of investments is low and capital gains arising from disposals are reinvested.

Milton also holds liquid assets such as cash and term deposits as well as real property development through joint ventures.

Milton aims to pay increasing fully franked dividends to shareholders over time.

Benefits of investing

Shareholders receive fully franked dividends semi-annually.

Ordinary fully franked dividends are paid out of profit after tax excluding special investment revenue and costs associated with the acquisition of subsidiaries. Dividends have been paid every year since listing and they have been fully franked since the introduction of franking. Special fully franked dividends may be paid out of special investment revenue.

The investment portfolio provides shareholders with exposure to diversified assets.

Milton's \$3.6 billion equity investment portfolio comprises interests in companies and trusts which are listed on the ASX and are expected to deliver increased investment revenue over the long term. Consistent application of this investment philosophy over many years has created a portfolio that is not aligned with any securities exchange index.

Shareholders have an investment in a low cost, efficiently managed company with total administration costs that represent 0.14% per annum of total assets.

Milton's board oversees the performance of its executives who are employed by the company to manage its investments for the benefit of shareholders.

Important Dates

Final Dividend

Ex date: 31 August 2021

Payment date: 14 September 2021

DRP has been suspended

Proposed Scheme of Arrangement with WHSP

Scheme Booklet lodged with ASX: 6 August 2021

Announcement of Scheme consideration: 3 September 2021

Proxy cut-off date: 11 September 2021 at 10.00am

Scheme Meeting: 13 September 2021 at 10.00am

Key Highlights

Net Profit
after tax

A\$

92.4m

Underlying
Operating
Profit⁽¹⁾

A\$

90.0m

Basic
Earnings
Per Share

cents per share

13.73

Underlying
Earnings
Per Share

cents per share

13.38

Fully Franked
Ordinary
Dividends

cents per share

13.75

Total
Portfolio
Return⁽²⁾

33.2%

Total
Assets

A\$

3.7Bn

Management
Expense
Ratio

0.14%

(1) Underlying operating profit excludes special investment revenue and merger & acquisition costs net of tax.

(2) One year Total Portfolio Return (TPR) is unadjusted for franking credits which may be of benefit to certain shareholders

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Corporate Governance Statement

Our Corporate Governance Statement is available on the company website at milton.com.au/corporate-governance.html and is lodged with ASX with this Report.

Directors Report

for the year ended 30 June 2021

The directors present their report together with the financial statements of the consolidated entity ("Milton") consisting of Milton Corporation Limited and its subsidiaries for the financial year ended 30 June 2021 and the independent auditor's report thereon.

Principal activities

The principal activity of Milton is investment. Milton invests in companies and trusts, real property development, fixed interest securities, and liquid assets such as cash and term deposits. There has been no significant change in the nature of this activity during the financial year.

Operating and Financial Review

Financial Highlights

Milton Corporation reported net profit after tax of \$92.4 million for the year ended 30 June 2021, a decrease of 21.0% on the prior year. This represents earnings of 13.73 cents per share.

Underlying profit after tax for 2021, which excludes special dividend income, was \$90.0 million, a decrease of 19.1% on the prior year.

Milton's Board primarily uses underlying profit when determining ordinary dividends to enhance their reliability. Underlying earnings per share decreased by 19.4% to 13.38 cents per share.

Ordinary dividend income of \$95.7 million, generated by Milton's diversified \$3.6 billion portfolio of Australian listed companies, declined by 18.3% in 2020.

Whilst dividends from Milton's diversified portfolio were sharply lower in the first half of FY21 due to COVID related reductions, dividends in the second half of FY21 increased by 17.8% from the second half of 2020 as economies reopened and company earnings recovered.

Milton's total portfolio return for the 12-month period to 30 June 2021 was 33.2%, outperforming the All Ordinaries Accumulation index return of 30.2%. Milton reported a total shareholder return for the 12-month period to 30 June 2021 of 59.1%. The above measures exclude the benefits of franking credits.

Special dividend income was \$2.8 million in 2021, a reduction of 51.4% from the elevated \$5.8 million of special dividend income in the 2020 financial year.

Milton's property joint ventures performed well with profits up 246.0% from 2020 as sales volumes increased materially.

Reduced interest was received due to lower term deposit rates and lower cash balances.

Dividends

Milton's Board of Directors have declared a final dividend of 8.0 cents per share, payable on 14 September 2021 to shareholders of record on 1 September 2021.

Full year ordinary dividends of 13.75 cents per share were declared in relation to 2021 earnings. This represents a payout ratio of 102.9% of Milton's 2021 underlying profit after tax.

All 2021 dividends are fully franked.

It is the Board's expectation that 2022 dividend income from Milton's investment portfolio of 75 companies will be higher than 2021.

We expect stronger dividend production particularly from Milton's financial services and resource sector investments.

Dividends paid or declared by Milton to members since the end of the previous financial year are shown in the table opposite.

Dividend Reinvestment Plan (DRP)

Milton's DRP has been suspended due to the proposed merger with WHSP and all shareholders will be paid their dividend in cash.

Dividends

	Cents per share ¢	Total amount \$'000	Date of payment
Declared and paid during the year			
Final 2020 ordinary fully franked	8.5	57,063	2 September 2020
Interim 2021 ordinary fully franked	5.75	38,670	4 March 2021
Declared after end of year and not provided for at 30 June 2021			
Final 2021 ordinary fully franked	8.0	53,938	14 September 2021

No LIC capital gain was included in the above dividends.



Five Year Financial Summary

	2021	2020	2019	2018	2017
Underlying operating profit after tax ¹ (\$m)	90.0	111.3	133.6	128.8	122.0
Underlying earnings per share (cents)	13.4	16.6	20.1	19.6	18.7
Profit after tax (\$m)	92.4	116.9	147.7	130.0	122.4
Earnings per share (cents)	13.7	17.4	22.2	19.8	18.8
Management Expense Ratio (%)	0.14	0.14	0.14	0.14	0.12
Interim dividend (cps)	5.75	9.0	9.0	8.8	8.7
Final dividend (cps)	8.0	8.5	10.4	10.2	10.0
Full year ordinary dividend (cps)	13.75	17.5	19.4	19.0	18.7
Special dividend (cps)	–	–	2.5	–	–
Net assets ² at 30 June (\$m)	3,708	2,863	3,292	3,114	2,939
NTA per share pre-tax ² at 30 June (\$)	5.50	4.26	4.92	4.73	4.51
NTA per share post-tax ³ at 30 June (\$)	4.69	3.83	4.30	4.16	3.99
Last sale price at 30 June (\$)	6.30	4.09	4.71	4.61	4.51
All Ordinaries Index at 30 June	7,585	6,001	6,699	6,290	5,764
Ten year TSR (% per annum)	12.0	7.2	9.7	6.5	4.7
Five year TSR (% per annum)	12.6	2.5	5.2	9.1	12.9
Shares on issue (million)	674.2	671.3	669.0	658.2	651.9
Number of shareholders	30,304	29,514	26,995	25,864	24,726

Notes

- 1 Underlying operating profit after tax excludes special investment revenue and costs associated with the merger & acquisition of subsidiaries.
- 2 Before provision for tax on unrealised capital gains and before providing for the ordinary final dividend.
- 3 After provision for tax on unrealised capital gains and before providing for the ordinary final dividend.

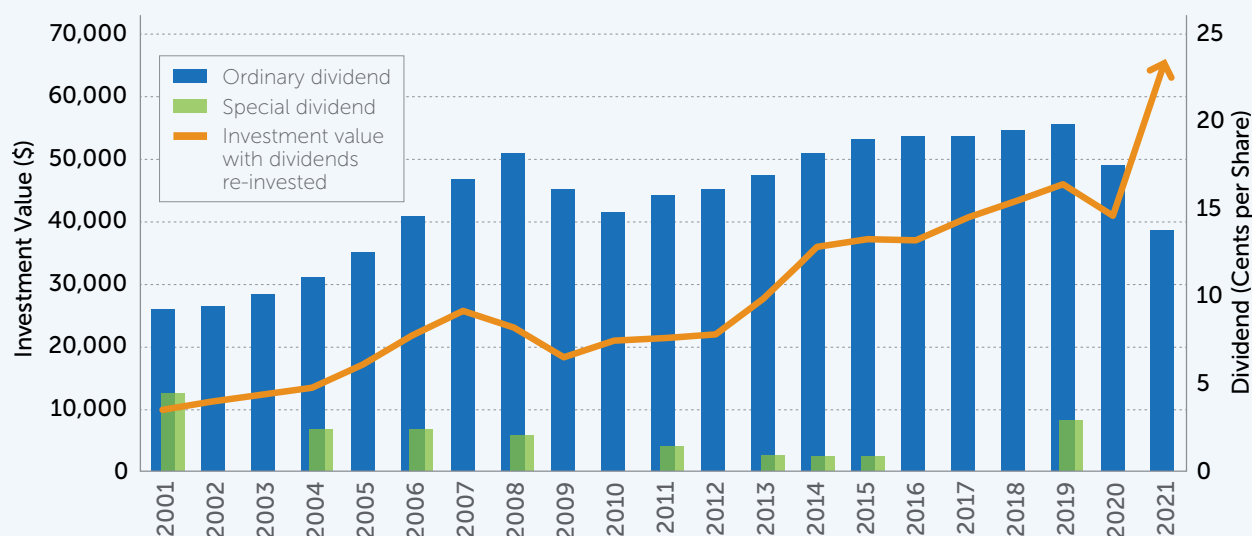
Directors Report

continued

Portfolio Performance

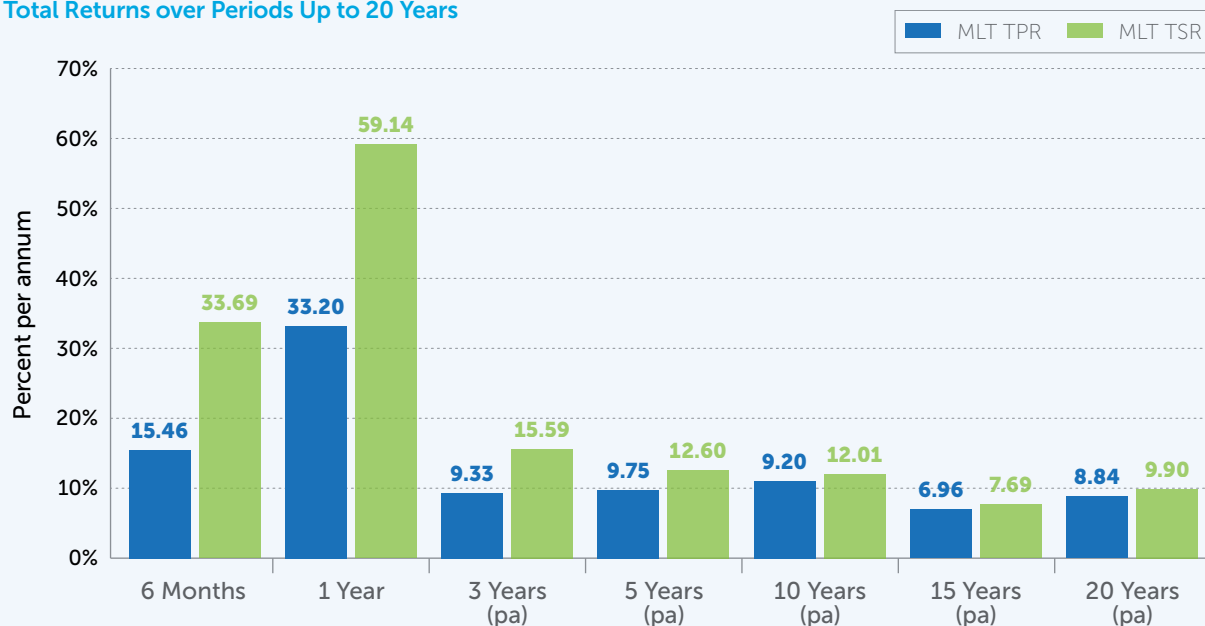
Milton's portfolio reflects the emphasis placed on investing in companies that pay increasing dividends over the long term from quality earnings streams. Milton's portfolio is not aligned to any index so it may underperform broad market indices over the short term. Milton's long term returns are shown below. The returns do not take into account the benefit of franking credits which may be utilised by some shareholders.

Dividend and Investment Growth over 20 years



If \$10,000 invested in MLT in June 2001, and if dividends were re-invested over the 20 years, the value of the investment in June 2021 would be worth \$66,087. Ordinary dividends increased from 8.80cps in FY2001 (adjusted for 5:1 split in Oct 2013) to 13.75cps in FY2021.

Total Returns over Periods Up to 20 Years



Total portfolio return (TPR) is the percentage change in Milton's NTA per share plus dividends received by shareholders.
Total shareholder return (TSR) is the percentage change in Milton's share price plus dividends received by shareholders.
 TPR and TSR above do not take into account franking credits which may be of benefit to certain shareholders.

Directors Report

continued

Review of Investments

Milton's total assets were \$3.7 billion at 30 June 2021 (2020: 2.9 billion). Net Tangible Assets (NTA) per share before deferred tax liability was \$5.50 per share.

Total portfolio return, combining Milton's NTA per share movement and dividends received by shareholders was 33.2%.

Total shareholder return, combining Milton's share price movement and dividends received by shareholders was 59.1%.

Cash balances at 30 June 2021 were \$79.1 million, decreased from \$114.1 million at 30 June 2020.

Milton continues to have no debt.

2021 was a very strong year for equity returns with markets recovering from the COVID lows of mid-2020 supported by successful vaccine programs in most OECD countries, low interest rates and a sharp recovery in corporate earnings.

Milton added to its portfolio over the financial year taking advantage of the opportunities presented by volatility and company capital raises.

Major changes to Milton's portfolio in 2020 allowed for reinvestment in new and existing positions, which contributed strongly to returns in 2021.

After a transformative 2020 financial year, the 2021 financial year was less active in terms of portfolio changes.

\$79.8 million was added to new and existing equity investments. Investments were increased in Johns Lyng Group, Magellan Financial Group, Amcor PLC, Pro Medicus, Carsales.com, EQT Holdings, Coles Group, Pandal Group, IOOF Holdings and Cleanaway Waste Management. A new investment was made in IPH.

\$43.2 million of portfolio sales were made in 2021 and included the complete disposals of Milton's investments in Coca Cola Amatil (due to takeover), QBE Insurance Group and Sims. Milton's Investment in the Charter Hall Long WALE REIT was reduced.

During the year Woolworths Limited demerged its hotel business Endeavour Group Limited. As is its practice, Milton recognized the transaction through its capital account as it is non-cash. We note that certain industry peers will record this as a demerger dividend through profit and loss. The gain on demerger taken to reserves is approximately \$16.1 million.

The Milton management team, with the support of the Investment Committee, continue to review and modify our portfolio on an ongoing basis. Milton's portfolio reflects the emphasis we place on companies that pay increasing dividends over the long term from quality earnings streams.

We believe that the portfolio is well positioned to grow its dividend income over the long term, but recognise that the current situation is one of elevated volatility.

Table B. Top 25 investments at 30 June 2021

	Market Value
	\$m
Commonwealth Bank	313.6
W H Soul Pattinson & Company	309.5
Westpac Banking Corporation	258.0
Macquarie Bank Limited	254.4
BHP Group Limited	235.8
CSL Limited	171.5
Wesfarmers Limited	170.1
National Australia Bank	128.0
Eagers Automotive Limited	112.5
Woolworths Limited	112.0
Rio Tinto Limited	84.7
Transurban Group	82.7
Brickworks Limited	81.1
ALS Limited	79.3
Telstra Corporation Limited	57.3
Coles Group Limited	51.2
Perpetual Limited	49.3
Amcor PLC	48.7
Johns Lyng Group	46.5
ASX Limited	42.7
Charter Hall Group	39.7
ARB Corporation Limited	39.3
Sonic Healthcare Limited	36.1
Goodman Group	35.8
Suncorp Group Limited	35.8
Total market value of Top 25	2,875.6
Total Assets	3,710.2

Classification of Investments by Sector

The following asset classification table shows the composition of Milton's assets by sector.

Classification ¹	Closing position \$m	Additions ³ \$m	Disposals \$m	Change in value \$m	Opening position \$m	2021 Income \$m	Closing position weighting %
Banks	699.9	0.8	–	213.1	486.0	21.1	18.9
Diversified Financials	451.5	30.3	(4.4)	81.0	344.6	14.2	12.2
Materials	450.3	11.9	(3.7)	112.6	329.5	18.8	12.1
Consumer Staples	365.9	2.1	(14.2)	68.3	309.7	10.6	9.9
Energy	356.4	–	–	128.5	227.9	6.8	9.6
Health Care	240.8	3.0	–	13.3	224.5	2.7	6.5
Retailing	168.7	–	–	96.3	72.4	2.8	4.5
Commercial Services	149.0	12.7	–	48.8	87.5	2.9	4.0
Insurance	142.3	20.7	(8.4)	34.9	95.1	2.5	3.8
Transport	139.9	–	–	3.5	136.4	2.7	3.8
Real estate	135.4	0.6	(12.5)	36.2	111.1	4.4	3.6
Telecommunications	78.0	–	–	1.2	76.8	2.7	2.1
Media	55.4	2.9	–	12.8	39.7	0.7	1.5
Utilities	47.8	–	–	(36.2)	84.0	4.3	1.3
Capital Goods	45.8	–	–	14.1	31.7	0.7	1.2
Information Technology	28.9	–	–	2.2	26.7	0.3	0.8
Consumer Services	23.7	–	–	2.2	21.5	0.2	0.7
Other shares	1.6	–	–	0.5	1.1	0.1	–
Total equity investments	3,581.3	85.0	(43.2)	833.3	2,706.2	98.5	96.5
Liquids ²	93.0				125.0		2.1
Property joint ventures	23.8				24.7		0.1
Other assets	12.1				10.2		1.3
Total	3,710.2				2,866.1		100.0

Notes

- Investments are grouped according to their asset classes using the Global Industry Classification ("GICS") codes.
- Liquids include cash, term deposits, hybrid securities and dividends receivable.
- Includes additions from acquisition of subsidiaries of \$5.2 million.

Directors Report

continued

Management Expense Ratio (MER)

Milton is fully internally managed, with no performance or management fees paid. Investment staff are focused on maximising net returns to shareholders with Management and the Board aligned with shareholders.

Milton's MER for the 2021 year was 0.14%, unchanged from previous year.

COVID19 Concerns and Impacts

COVID19 has had broad impact on economies, companies and individuals. The pandemic remains a major global issue, and is likely to have ongoing impact even as vaccines are rapidly rolled out.

Milton have taken steps to ensure that its employees are working in a safe environment, and the company has continued to operate as normal, with employees working remotely as required.

An ongoing risk remains that companies may reduce, delay or cancel dividends due to COVID related factors which will directly impact Milton's own income. These decisions may be driven by further outbreaks, extended lockdowns, the impact of economic recession or regulators.

Proposed Scheme of Arrangement with WHSP

On 22 June 2021, Milton announced a proposed merger with W H Soul Pattinson & Company (WHSP) where WHSP would acquire 100% of the share capital of Milton via Scheme of Arrangement.

The offer consists of a scrip consideration reflecting a 10% premium to Milton's NTA before tax (adjusted for any final and special dividends), capped at \$31 per WHSP share.

In addition to the 8 cents final dividend declared, Directors expect to announce a fully franked special dividend of approximately 37 cents per share payable if the Scheme of Arrangement is approved. Shareholders will also be eligible for the expected WHSP final dividend.

The Independent Milton Directors consider the Scheme to be in the best interests of Milton Shareholders having regard to the attractive premium to net tangible assets offered to Milton Shareholders, the allowance for payment of fully franked dividends, the retention of Milton's existing management team and the diversified investment proposition created by combining Milton and WHSP, two well established investment companies with similar investment approaches.

2022 Financial Year Outlook

Milton forecasts that company earnings and dividend growth will be robust in 2022 and that dividend payments will increase from our portfolio of 75 companies.

As a result, we expect that Milton's earnings will be higher in 2022. We expect that this increase will be tilted towards the first half of the financial year.

We note however that significant uncertainty remains as evidenced by a resumption of lockdowns post financial year end across the country.

Valuations in the equity market are at historically high levels but forward multiples are showing signs of moderation due to robust future earnings expectations.

Elevated valuations appear to be driven primarily by low interest rates. We do not expect cash rates to increase sharply in the short term, but note that long-term interest rates have begun to rise in certain markets due to inflationary concerns.

The successful vaccine programs in most OECD countries have contributed to confidence as economies re-open.

Company earnings have recovered sharply and most key economic measures are strong and growing. This globally synchronised recovery provides a very favourable backdrop for equities.

Notwithstanding Milton's much reduced bank sector investments, we remain alert to pressure on bank earnings and dividends due to compliance costs, credit quality and the impact of technology based disruption.

We remain confident that our mining stocks are well positioned to generate growing income due to high iron ore prices and low debt levels.

Milton's joint venture investments are expected to continue to perform well, supported by first homebuyer activity, a preference for regional living and generous government schemes.

Milton's strong balance sheet with no debt, available profit reserves and franking credits provides confidence in Milton's ability to continue paying fully franked dividends in the ordinary course of business.

Board of Directors and Company Secretary

Directors

The directors of Milton at any time during or since the end of the financial year are:

Robert D. Millner FAICD

Independent non-executive chairman

Director of Milton Corporation Limited since 1998 and appointed chairman in 2002. Chairman of the Investment and Remuneration Committees. Extensive experience in the investment industry.

Other current directorships:

Director of Apex Healthcare Berhad since 2000, Chairman of BKI Investment Company Limited since 2003, Director of Brickworks Limited since 1997 and appointed chairman in 1999, Director of New Hope Corporation Limited since 1995 and appointed chairman in 1998, Director of TPG Telecom Limited since 2000, Director of Tuas Limited since June 2020, Director of Washington H. Soul Pattinson & Company Limited since 1984 and appointed chairman in 1998.

Former directorships in the last three years:

Australian Pharmaceutical Industries Limited from 2000 to June 2020.

Graeme L. Crampton B.Ec, FCA, FAICD

Independent non-executive director

Director of Milton Corporation Limited since 2009. Chairman of the Audit & Risk Committee and a member of the Remuneration Committee. A Chartered Accountant and former partner of a major firm of Chartered Accountants for more than 28 years and has extensive experience in the investment industry.

Kevin J. Eley CA, F Fin, FAICD

Independent non-executive director

Director of Milton Corporation Limited since 2011. Member of the Investment and Audit & Risk Committees. A Chartered Accountant and has extensive experience in the investment industry.

Other current directorships:

Director of EQT Holdings Limited since 2011 and HGL Limited since 1985. Director of Pengana Capital Group Limited since 2017 (formerly Hunter Hall International Limited from 2015 to 2017).

Justine E. Jarvinen BE(Chem), F Fin, GAICD

Independent non-executive director

Appointed a non-executive director of Milton since August 2017. Member of the Investment Committee. An Engineer with experience in equity markets and strategy development.

Brendan J. O'Dea B.Ec, M.Bus, CA, MAICD

Managing Director

Managing Director of Milton Corporation Limited with effect from 1 August 2018. Member of the Investment Committee. A Chartered Accountant and has extensive investing and business management experience with over 22 years at a global investment bank as a Managing Director.

Ian A. Pollard BA (Macq), MA (Oxon), D Phil (IMC),

FIAA, FAICD

Independent non-executive director

Director of Milton Corporation Limited since 1998. Member of the Audit & Risk and Remuneration Committees. An Actuary and over 44 years of involvement in the investment industry.

Company Secretary

Nishantha Seneviratne MBA, FCPA, ACMA, CGMA,

AICM, AGIA, ACIS

Joined Milton in March 2010 and appointed the Company Secretary and Chief Financial Officer in December 2012. Prior to joining Milton, he was a Financial Controller for a group of private companies. He is a fellow member of CPA (Australia) and an associate member of the Governance Institute of Australia (GIA) and Institute of Chartered Secretaries and Administrators (ICSA).

Directors Report

continued

Directors' meetings

The number of directors' meetings (including meetings of committees of directors) and the number of meetings attended by each of the directors of Milton during the financial year are shown in Table D below.

Directors' relevant interests

No director has or has had any interest in a contract entered into since the last Directors' Report or any contract or proposed contract with Milton or any subsidiary or any related entity other than as disclosed in note 17 to the financial statements.

The relevant interest of each director in the capital of Milton at the date of this report is as follows:

Director	Number of Shares
R.D. Millner	13,047,096
G.L. Crampton	169,172
K.J. Eley	141,000
B.J. O'Dea	665,510
J.E. Jarvinen	15,000
I.A. Pollard	108,119

Table D. Directors' Meetings

Director	Directors' Meetings		Investment Committee Meetings		Audit & Risk Committee Meetings		Nomination Committee Meetings		Remuneration Committee Meetings	
	A	B	A	B	A	B	A	B	A	B
R.D. Millner	5	7	15	16	*	*	*	*	0	1
G.L. Crampton	7	7	*	*	5	5	*	*	1	1
K.J. Eley	7	7	15	16	5	5	*	*	*	*
B. O'Dea	7	7	16	16	*	*	1	1	*	*
I.A. Pollard	7	7	*	*	5	5	1	1	1	1
J.E. Jarvinen	7	7	16	16	*	*	1	1	*	*

A Number of meetings attended.

B Number of meetings held during the time the director held office or was a member of the committee during the year.

* Not a member of the relevant committee.

Indemnification and insurance of directors, officers and auditors

Neither Milton nor any related entity has indemnified or agreed to indemnify, paid or agreed to pay any insurance premium which would be prohibited under Section 199A or Section 199B of the *Corporations Act 2001* during or since the financial year ended 30 June 2021.

The directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contracts.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of Milton during the past financial year other than as disclosed in the financial statements.

Events subsequent to reporting date

Apart from the information contained in note 24 to the financial statements, no matter or circumstance has arisen since the end of the financial year that has or may significantly affect the operations, results or state of affairs of Milton in subsequent financial years.

Likely developments

Milton will continue its investment activities consistent with its objective of generating increasing revenue for distribution to its shareholders from its diversified portfolio of assets.

The performance of Milton's investments is subject to and influenced by many external factors and therefore it is not appropriate to predict the future results of the investments and Milton's performance.

This Directors Report contains information relating to Milton's past performance, review of operations, outlook and the proposed Scheme of Arrangement.

Environmental regulations

There are no significant environmental regulations that apply directly to Milton.

Environmental, Social and Governance matters are considered by Milton's Investment committee to ensure sustainability of income.

Non-audit services

During the year, Pitcher Partners, Milton's auditor, has performed certain non-audit services in addition to its statutory duties. Details of the amounts paid to the auditors and related practices of the auditor are disclosed in note 19 to the consolidated financial statements.

The board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- All non-audit services were subject to the corporate governance procedures adopted by Milton and have been reviewed and approved by the Audit & Risk Committee to ensure they do not impact on the integrity and objectivity of the auditor, and
- The non-audit services provided do not undermine the general principles relating to auditor independence as set out in Professional Statement *APES110 Code of Ethics for Professional Accountants (including Independence Standards)*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for Milton, acting as an advocate for Milton or jointly sharing risks and rewards.

The auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is set out on page 19.

Rounding off

The company is of a kind referred to in ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191, and in accordance with that legislative instrument, amounts in the Directors' Report and financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Remuneration Report

for the year ended 30 June 2021

This report, which is audited, details the policy for determining the remuneration of directors and executives and provides specific details of their remuneration.

Remuneration of non-executive directors

Non-executive directors are paid base fees, committee fees and superannuation contributions.

Fees are not linked to Milton's performance and no bonuses are paid or options issued.

Each year the base fees and committee fees are determined by the board of directors who take into account the demands made on directors and the remuneration of non executive directors of comparable Australian companies.

Base fees and committee fees (including superannuation contributions)

	2021	2020
	\$	\$
Chairman base fee	147,358	147,358
Director base fee	73,679	73,679
Chairman of the Audit & Risk Committee fee	6,520	6,520
Member of the Audit & Risk Committee fee	3,696	3,696
Member of the Investment Committee fee	6,520	6,520

The total remuneration paid to non-executive directors in 2021 was \$475,546 (2020: \$475,546).

In October 2011 shareholders approved an increase in the maximum non-executive directors' total remuneration to \$700,000.

Non-executive directors, who were appointed before 30 June 2003, are entitled to retirement benefits in accordance with a shareholder approved scheme. In June 2003 the board resolved to cap retirement benefits for all directors at the amounts provided as at 30 June 2003. The total balance provided at 30 June 2021 is \$100,905 (2020: \$100,905).

Remuneration of executives

Executive remuneration is a key element of the staff retention strategy which is designed to attract and retain appropriately qualified and experienced professionals who share Milton's goals and values and will seek to deliver superior long term returns to its shareholders.

The remuneration of the managing director and senior executives is reviewed annually by the Remuneration Committee which then makes recommendations to the board for its consideration and approval.

In formulating its recommendations, the Remuneration Committee considers:

- the short term and long term performance of the Company as measured by dividend growth and total returns;
- the contribution of the managing director and the senior executives to this performance;
- market trends in remuneration in terms of both quantum and structure; and
- the remuneration of key management personnel of other listed investment companies with similar long term investment philosophies and objectives.

Executive remuneration includes a component known as the Total Employment Cost Package (TECP), and it may include a cash bonus component and an equity component.

The TECP includes cash salary, company contributions to superannuation and it may include non monetary benefits such as the provision of a motor vehicle and car parking.

No executive is entitled to a guaranteed bonus however the board may award a cash bonus to reward an executive's outstanding contribution to the achievement of Milton's objectives. The board will consider qualitative measures such as contribution to the investment process, participation in board discussions, timeliness and accuracy of reports and staff development when assessing executive performance.

In determining the amount of any bonus the board has regard to quantitative measures such as underlying operating earnings per share, dividends per share and total returns relative to the market as a whole. Average cash bonus paid was 11.9% of TECP for 2021.

The equity component of the remuneration package encourages executives to have an investment in Milton to align their interests with shareholders.

The equity component is delivered through participation in the Senior Staff Share Plan ("SSSP"), which was approved by shareholders at Milton's Annual General Meeting on 9 October 2001 (refer note 18b to the financial statements).

In accordance with the terms of the SSSP, the directors determine the maximum number of shares for which the executive may apply. All SSSP shares are acquired on the market and held on behalf of the executives by the trustee of the SSSP. The price offered to the executive shall be at a discount of one cent per share to the market value of the shares.

Executives are required to hold the SSSP shares for a minimum period of three years however the benefit to the executive is increased through long term ownership to the extent dividends are paid and the Milton share price appreciates.

Milton provides an interest free loan to the executives to fund the acquisition of each parcel of SSSP shares. Each loan is repaid by the application of the after tax proceeds from the dividends paid on the SSSP shares. The opportunity cost to Milton of providing the loan is the notional interest. The Remuneration Committee includes this cost when it reviews each executive's TECP.

SSSP shares may not be sold, transferred, mortgaged or otherwise dealt with by the executive for a period of three years from the date of issue or until the executive ceases employment with Milton.

If the executive's employment ceases, the executive may within 30 days repay the loan and direct the trustee to transfer the shares to the executive or, provided the value of the shares is greater than the loan outstanding, direct the trustee to sell the shares, repay the loan and distribute the balance to the executive. Otherwise the trustee will sell the shares when so directed by Milton and apply the proceeds to the repayment of the loan.

The board considers that the SSSP is appropriately designed to encourage long term ownership of shares by executives, which then aligns their interests with that of Milton's predominantly long term shareholder base.

Executives, other than the managing director, may participate in the Employee Share Plan ("ESP") which provides for a bonus of up to \$1,000 to be paid in the form of Milton shares (refer note 18a to the financial statements).

Eligible executives are provided with life, total and permanent disablement and salary continuance insurance.

The overall level of executive reward takes into account the performance of Milton over a number of years. Key performance indicators for Milton over five years are tabled on the following page.

At Milton's 2020 Annual General Meeting, shareholders supported the remuneration report for the 2020 financial year with 91.47% of the proxies in favour of the resolution to approve the report. The resolution to approve the remuneration report was passed by a show of hands at the Annual General Meeting held in October 2020.

Remuneration Report

continued

Key performance indicators

	2021	2020	2019	2018	2017
Profitability					
Underlying operating profit (\$ million)	90.0	111.3	133.6	128.8	122.0
(Decline) growth in underlying operating profit (%)	(19.1)	(16.7)	3.7	5.6	(3.5)
Underlying earnings per share (cents)	13.4	16.6	20.1	19.6	18.7
(Decline) growth in underlying earnings per share (%)	(19.4)	(17.3)	2.4	4.7	(4.1)
Dividend					
Full year ordinary dividend (cents per share)	13.75	17.50	19.40	19.00	18.70
(Decline) growth in full year ordinary dividend (%)	(21.4)	(9.8)	2.1	1.6	0.5
Special dividend (cents per share)	–	–	2.5	–	–
Capital					
Net asset backing per share pre-tax ⁽¹⁾ at 30 June (\$)	5.50	4.26	4.92	4.73	4.51
Growth (decline) in net asset backing per share (%)	29.1	(13.4)	4.0	4.9	6.9
Net assets ⁽¹⁾ at 30 June (\$ million)	3,708	2,863	3,292	3,114	2,939
Total Return					
Ten year Total Shareholder Return (TSR)	12.0	7.2	9.7	6.5	4.7
Ten year Total Portfolio Return (TPR)	9.2	7.1	9.6	6.9	4.2
Ten year accumulation return of the All Ordinaries Index (XAOAI)	9.4	7.8	10.0	6.2	3.5

1 Before provision for tax on unrealised capital gains

Details of remuneration

Amounts of remuneration

Details of the remuneration of each non-executive director of Milton Corporation Limited, the managing director and specified executives of Milton for the years ended 30 June 2020 and 2021 are set out in the following tables.

Non-executive directors of Milton Corporation Limited

Non-executive directors			Short Term	Post Employment	Retirement	Total	Retirement
			Benefits – Fees	Super-annuation	Benefits paid	Paid	Provision ⁽¹⁾
			\$	\$	\$	\$	\$
R.D. Millner	Chairman	2021	140,528	13,350	–	153,878	55,905
		2020	140,528	13,350	–	153,878	55,905
G.L. Crampton	Director	2021	56,199	24,000	–	80,199	–
		2020	56,199	24,000	–	80,199	–
K.J. Eley	Director	2021	76,616	7,279	–	83,895	–
		2020	76,616	7,279	–	83,895	–
I.A. Pollard	Director	2021	70,662	6,713	–	77,375	45,000
		2020	70,662	6,713	–	77,375	45,000
J.E. Jarvinen	Director	2021	73,241	6,958	–	80,199	–
		2020	73,241	6,958	–	80,199	–
Total remuneration		2021	417,246	58,300	–	475,546	100,905
		2020	417,246	58,300	–	475,546	100,905

1 The directors' retirement benefits have been capped at the balance provided at 30 June 2003

Remuneration Report

continued

Managing director and executives of Milton Corporation Limited and its subsidiaries

Managing director and executives		Short Term Benefits					Total
		Salary	Cash Bonus ⁽¹⁾	Post Employment Super-annuation	Other long term benefits ⁽²⁾	Share based payments ⁽³⁾	
		\$	\$	\$	\$	\$	\$
B.J. O'Dea Managing Director	2021	664,500	112,500	24,000	–	71,597	872,597
	2020	651,000	112,500	24,000	–	68,580	856,080
D.N. Seneviratne CFO, secretary	2021	214,872	27,500	20,128	4,577	34,598	301,675
	2020	205,740	27,500	19,260	3,461	38,616	294,577
Total remuneration	2021	879,372	140,000	44,128	4,577	120,357	1,174,272
	2020	856,740	140,000	43,260	3,461	107,196	1,150,657

1 Represents 100% of cash bonus paid or payable which vested in the year.

2 Other long term benefits comprise changes in long service leave provisions and long service leave paid.

3 Represents the notional value of interest on loans provided to acquire Milton shares under the Senior Staff Share Plan.

The relative proportions of total remuneration of above key management personnel that are fixed or related to performance are as follows:

	Fixed remuneration		Performance-related STI		Performance-related LTI	
	2021	2020	2021	2020	2021	2020
B.J. O'Dea	78.9%	78.8%	12.9%	13.1%	8.2%	8.1%
D.N. Seneviratne	79.4%	77.6%	9.1%	9.3%	11.5%	13.1%

There are no fixed term employment contracts between Milton and its employees. Employment may be terminated with four weeks' notice by either Milton or the employee. There are no contractual provisions for any termination payments other than for unpaid annual and long service leave.

Share based compensation, Senior Staff Share Plan equity holdings and loans

The movements during the reporting period are as follows:

Executives' shareholdings in relation to the Senior Staff Share Plan – Number of shares held

		Opening Balance	Received as Remuneration	Closing Balance
		Shares	Shares ⁽¹⁾	Shares
B.J. O'Dea Managing Director	2021	300,000	228,000	528,000
	2020	200,000	100,000	300,000
D.N. Seneviratne CFO, secretary	2021	202,500	60,000	262,500
	2020	177,500	25,000	202,500

¹ Received as remuneration in 2021 comprise staff shares purchased in relation to 2020 (144,000 MLT shares) and 2021 (144,000 MLT shares) financial years. Comparative in 2020 comprise staff shares purchased in relation to 2019.

Loans in relation to the Senior Staff Share Plan

Details regarding loans outstanding at the reporting date to specified directors and specified executives, are as follows:

		Opening Balance	Net change	Closing balance	Highest balance in the year	Notional Interest ⁽¹⁾
		\$	\$	\$	\$	\$
B.J. O'Dea Managing Director	2021	1,352,727	1,097,985	2,450,712	2,450,712	71,597
	2020	915,186	437,541	1,352,727	1,396,793	68,580
D.N. Seneviratne CFO, secretary	2021	742,971	275,613	1,018,584	1,018,584	34,598
	2020	652,313	90,658	742,971	772,715	38,616

¹ The notional interest has been included under "Share Based Payment" in the remuneration of the managing director and the executive disclosed on page 16. Notional interest is based on the applicable FBT benchmark interest rate, which for the year averaged 4.73% (2020: 5.20%).

Apart from the loan balances shown above, there were no loans outstanding to key management personnel. Terms and conditions of the loans are referred to in note 18b to the financial statements.

Remuneration Report

continued

Share holdings of key management personnel and their related parties – Number of shares held

		Opening Balance	Received as Remuneration	Other Acquisitions	Closing Balance
		Shares	Shares	Shares	Shares
B.J. O'Dea Managing Director	2021	388,392	228,000	49,118	665,510
	2020	252,141	100,000	36,251	388,392
D.N. Seneviratne CFO, secretary	2021	203,907	60,000	–	263,907
	2020	178,907	25,000	–	203,907

Share holdings of non-executive directors and their related parties – Number of shares held

	Opening Balance	Changes	Closing Balance
	Shares	Shares	Shares
R.D. Millner	37,366,914	–	37,366,914
G.L. Crampton	169,172	–	169,172
K.J. Eley	131,000	10,000	141,000
I.A. Pollard	160,009	–	160,009
J.E. Jarvinen	15,000	–	15,000
Total Number of Shares	37,842,095	10,000	37,852,095

End of Audited Remuneration Report

Signed in accordance with a resolution of the directors.



G.L. CRAMPTON
Chairman – Audit & Risk Committee



B.J. O'DEA
Managing Director

Sydney, 11 August 2021

Auditor's Independence Declaration



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Auditor's Independence Declaration to the Directors of Milton Corporation Limited ABN 18 000 041 421

I declare that to the best of my knowledge and belief, during the year ended 30 June 2021 there have been no contraventions of:

- i) the auditor's independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii) *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Milton Corporation Limited and the entities it controlled during the year.

A handwritten signature in blue ink that reads 'S.S. Wallace'.

S.S. WALLACE
Partner

11 August 2021

Adelaide Brisbane Melbourne Newcastle Perth Sydney

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Milton Corporation Foundation

ABN 95 051 921 133



The Foundation was established in 1988 to support charitable organisations, particularly those which direct assistance to persons that are disadvantaged in the community.

The objective is to create a vehicle with sufficient capital that can make regular meaningful donations from the earnings derived from its investments. Contributions from Milton, shareholders and others over the years have helped to grow the Foundation's total assets at 30 June 2021 to \$2.3 million.

Milton Foundation's assets can now support annual distributions of over \$100,000. In 2021, a total of \$120,000 was distributed to fifteen organisations, which provide much needed support for the disadvantaged in society in Australia.

The Foundation has provided \$2.6 million of assistance to the community since its establishment.



Shareholders can support the Foundation by either:

Forwarding a cheque to:

The Trustees
Milton Corporation Foundation
PO Box R1836
Royal Exchange NSW 1225

or

Direct deposit into the bank account:

Account Name: Milton Corporation Foundation
BSB: 082-067
Account No: 038263869



The Foundation is a deductible gift recipient registered with the Australian Charities and Not-for-profits Commission (ACNC) and donations of \$2 or more are tax deductible.

J.F. CHURCH
Chairman of Trustees

Sydney, 11 August 2021

Financial Statements

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Consolidated Income Statement

for the year ended 30 June 2021

	Note	2021 \$'000	2020 \$'000
Ordinary dividends and distributions	1a	95,725	117,210
Interest	1c	377	1,478
Net gains on trading portfolio	1d	1,016	789
Other revenue		545	661
Operating Revenue		97,663	120,138
Share of net profits of joint ventures – equity accounted	8a	3,074	888
Special dividends and distributions	1b	2,799	5,761
Income from operating activities		103,536	126,787
Administration expenses		(4,844)	(4,528)
Merger and acquisition related costs		(441)	–
Profit before income tax expense		98,251	122,259
Income tax expense thereon	2a	(5,872)	(5,302)
Profit attributable to shareholders of Milton		92,379	116,957

	Note	2021 Cents	2020 Cents
Basic and diluted earnings per share	3	13.73	17.45

The Consolidated Income Statement is to be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Comprehensive Income

for the year ended 30 June 2021

	2021	2020
	\$'000	\$'000
Profit	92,379	116,957
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Revaluation of investments	833,591	(427,178)
Provision for tax (expense) benefit on revaluation of investments	(255,285)	127,171
Other comprehensive income, net of tax	578,306	(300,007)
Total comprehensive income for the year attributable to the shareholders of Milton	670,685	(183,050)

The Consolidated Statement of Comprehensive Income is to be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Financial Position

as at 30 June 2021

	Note	2021 \$'000	2020 \$'000
Current assets			
Cash	9	79,106	114,069
Receivables	10a	13,875	10,938
Prepayments		55	410
Total current assets		93,036	125,417
Non-current assets			
Investments	7	3,581,349	2,706,159
Joint ventures – equity accounted	8b	23,780	24,709
Receivables	18b	5,871	4,117
Property, plant and equipment		5,916	5,376
Deferred tax assets	2c	243	292
Total non-current assets		3,617,159	2,740,653
Total assets		3,710,195	2,866,070
Current liabilities			
Payables		1,290	1,456
Current tax liabilities		100	782
Provisions		114	66
Total current liabilities		1,504	2,304
Non-current liabilities			
Deferred tax liabilities	2d	545,893	289,725
Provisions		226	274
Total non-current liabilities		546,119	289,999
Total liabilities		547,623	292,303
Net assets		3,162,572	2,573,767
Shareholders' equity			
Issued capital	11	1,658,174	1,644,321
Capital profits reserve	12b	84,507	74,263
Asset revaluation reserve	12a	1,229,096	661,034
Retained profits		190,795	194,149
Total equity attributable to shareholders of Milton		3,162,572	2,573,767

The Consolidated Statement of Financial Position is to be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

for the year ended 30 June 2021

	Issued capital \$'000	Capital profits reserve \$'000	Asset revaluation reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2020	1,644,321	74,263	661,034	194,149	2,573,767
Profit	–	–	–	92,379	92,379
Other comprehensive income	–	–	578,306	–	578,306
Total comprehensive income	–	–	578,306	92,379	670,685
Net realised gains	–	10,244	(10,244)	–	–
Transactions with shareholders:					
Share issues	13,853	–	–	–	13,853
Dividends paid	–	–	–	(95,733)	(95,733)
Balance at 30 June 2021	1,658,174	84,507	1,229,096	190,795	3,162,572

	Issued capital \$'000	Capital profits reserve \$'000	Asset revaluation reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2019	1,633,055	66,148	969,156	207,087	2,875,446
Profit	–	–	–	116,957	116,957
Other comprehensive income	–	–	(300,007)	–	(300,007)
Total comprehensive income	–	–	(300,007)	116,957	(183,050)
Net realised gains	–	8,115	(8,115)	–	–
Transactions with shareholders:					
Share issues	11,266	–	–	–	11,266
Dividends paid	–	–	–	(129,895)	(129,895)
Balance at 30 June 2020	1,644,321	74,263	661,034	194,149	2,573,767

The Consolidated Statement of Changes in Equity is to be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Cash Flows

for the year ended 30 June 2021

	Note	2021 \$'000	2020 \$'000
Cash flows from operating activities			
Dividends and distributions received		95,465	126,106
Interest received		568	1,564
Distributions received from joint venture entities		4,003	967
Other receipts in the course of operations		546	959
Proceeds from sales of trading securities		17,240	7,317
Payments for trading securities		(16,224)	(6,528)
Other payments in the course of operations		(4,185)	(4,740)
Income taxes paid		(5,639)	(4,549)
Net cash provided by operating activities	22a	91,774	121,096
Cash flows from investing activities			
Proceeds from disposal of investments		43,171	276,270
Proceeds from redemption of other financial assets		–	1,465
Payments for investments in equities and trusts		(79,805)	(268,670)
Payments for investments in joint ventures		–	(1,663)
Payments for mergers and acquisitions	16	(441)	–
Cash on acquisition of subsidiaries		358	–
Payments for property, plant and equipment		(1,026)	(5,377)
Loans repaid by other entities		660	324
Loans advanced to other entities		(2,377)	(1,043)
Net cash provided by (used in) investing activities		(39,460)	1,306
Cash flows from financing activities			
Payments for share issue costs		(42)	(32)
Ordinary dividends paid	4a	(87,235)	(118,607)
Net cash used in financing activities		(87,277)	(118,639)
Net (decrease) increase in cash assets held		(34,963)	3,763
Cash assets at the beginning of the year		114,069	110,306
Cash assets at the end of the year	9	79,106	114,069

The Consolidated Statement of Cash Flows is to be read in conjunction with the Notes to the Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2021

Key Numbers

1. Revenue

Milton's revenue is derived from dividends, distributions, interest income, profit from joint ventures and net gains arising from the trading portfolio.

	2021	2020
	\$'000	\$'000
a. Ordinary dividends and distributions		
Milton receives ordinary dividend income and trust distributions from its long term investments in companies and trusts listed on the Australian Securities Exchange.		
Investments held in portfolio at 30 June	94,602	106,797
Investments sold during the year	1,123	10,413
	95,725	117,210
b. Special dividends and distributions		
This special investment revenue is received on an ad hoc basis and cannot be relied upon each year.		
Investments held in portfolio at 30 June	2,799	5,761
Investments sold during the year	–	–
	2,799	5,761
c. Interest		
Milton earns interest on its cash, term deposits and other liquid assets.		
Interest from deposits and cash	377	1,478
	377	1,478
d. Net gains from trading portfolio		
Net gains from trading portfolio	1,016	789

Dividends and distributions are brought to account on the dates that the securities trade ex-dividend.

Demerger dividends arising from company de-consolidations are treated as a return of capital and not as a dividend.

Interest on cash and term deposits is brought to account on an accruals basis. Interest on other liquid securities is recognised on the date these securities trade ex-dividend.

Trading securities are recognised initially at cost and subsequently measured at fair value. Changes in fair value are taken directly through the income statement.

Dividends from trading securities are brought to account on the dates the securities trade ex-dividend.

Notes to the Consolidated Financial Statements

continued

Key Numbers

2. Tax

This note provides analysis of Milton's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. The note also details the deferred tax assets and liability balances and their movements.

	2021	2020
	\$'000	\$'000
a. Reconciliation of Income Tax Expense to prima facie tax payable		
Profit before income tax	98,251	122,259
Prima facie income tax expense calculated at 30% on the profit before income tax expense	29,476	36,678
Increase (decrease) in income tax expense due to:		
Tax offset for franked dividends	(23,930)	(30,823)
(Over) provision in prior year	(557)	(792)
Other differences	883	239
Income tax expense on profit	5,872	5,302
b. Tax expense composition		
Current tax on profits for the year	5,497	5,857
(Over) provision in prior year	(557)	(792)
Decrease (increase) in deferred tax assets (note 2c)	49	(2)
Increase in deferred tax liabilities (note 2d)	883	239
	5,872	5,302
c. Deferred tax assets		
The balance comprises temporary differences attributable to:		
Provisions	127	279
Share issue expenses	4	–
Other	112	13
Total deferred tax assets	243	292
Movements:		
Balance at 1 July	292	294
(Charged) credited to the income statement	(49)	2
(Charged) to equity	–	(4)
Balance at 30 June	243	292
To be recovered within 12 months	91	39
To be recovered after more than 12 months	152	253
	243	292

	2021	2020
	\$'000	\$'000
d. Deferred tax liabilities		
The balance comprises temporary differences attributable to:		
Amounts recognised directly in equity:		
Revaluation of investments	539,441	289,876
Realised capital losses	(15,363)	(16,529)
Amounts recognised in profit:		
Gains on scrip for scrip rollovers	21,399	16,045
Income receivable which is not assessable for tax until receipt	416	333
	545,893	289,725
Movements:		
Balance at 1 July	289,725	416,657
Charged to income statement	883	239
Charged (credited) to other comprehensive income	255,285	(127,171)
Balance at 30 June	545,893	289,725
To be settled beyond 12 months	545,893	289,725

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

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

Milton Corporation Limited (the parent entity) and its wholly-owned subsidiaries have formed an income tax consolidated group. Each entity in the group recognises its own current and deferred tax, except for any deferred tax assets arising from unused tax losses from subsidiaries, which are immediately assumed by the parent entity. The current tax liability of each group entity is subsequently assumed by the parent entity. There is no tax funding agreement between Milton Corporation Limited and its subsidiaries.

Deferred tax balances attributable to revaluation amounts are recognised directly in equity through the asset revaluation reserve.

e. Offsetting deferred tax balances:

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Deferred tax assets from realised capital losses are offset against deferred tax liabilities from unrealised capital gains.

Deferred tax liabilities have been recognised for capital gains tax on the unrealised gains in the investment portfolio at current tax rates. As Milton does not intend to dispose of the investment portfolio this tax may not be payable at the amount disclosed in Note 2d above. Any tax liability that may arise on disposal of investments is subject to tax legislation relating to the treatment of capital gains and the applicable tax rate at the time of disposal.

Notes to the Consolidated Financial Statements

continued

Key Numbers

2. Tax (continued)

Deferred tax assets relating to carried forward capital losses have been recognised based on current tax rates. Utilisation of the tax losses requires the realisation of capital gains in subsequent years and the ability to satisfy certain tests at the time the losses are recouped. The deferred tax assets related to carried forward capital losses have been offset against the related deferred tax liabilities as disclosed in Note 2d.

3. Earnings Per Share

	2021	2020
	Cents	Cents
Basic earnings per share	13.73	17.45
	\$'000	\$'000
Profit attributable to shareholders of the parent entity	92,379	116,957
	No. of Shares	No. of Shares
Weighted average number of ordinary shares used in the calculation of basic earnings per share	672,708,732	670,366,099

Diluted earnings per share and basic earnings per share are the same because there are no potential dilutive ordinary shares.

4. Dividends Paid

	2021	2020
	\$'000	\$'000
a. Recognised in the current year		
An ordinary final dividend of 8.5 cents per share in respect of the 2020 financial year paid on 2 September 2020 (2020: Ordinary final dividend of 10.4 cents per share paid on 3 September 2019)	57,063	69,572
An ordinary interim dividend of 5.75 cents per share paid on 4 March 2021 (2020: 9.0 cents per share paid on 5 March 2020)	38,670	60,323
	95,733	129,895
Dividends paid in cash	87,235	118,607
Dividends reinvested in shares	8,498	11,288
	95,733	129,895

	2021	2020
	\$'000	\$'000
b. Not recognised in the current year		
Since the end of the financial year, the directors declared an ordinary final dividend in respect of the 2021 year of 8.0 cents per share payable on 14 September 2021 (2020: ordinary final dividend of 8.5 cents per share paid on 2 September 2020)	53,938	57,063

5. Dividend Franking Account

	2021	2020
	\$'000	\$'000
The amount of franking credits available to shareholders for the subsequent financial year, adjusted for franking credits that will arise from the payment of the current tax liability and franked dividend receivable	121,416	122,864
Subsequent to year end, the franking account will be reduced by the proposed final dividend to be paid on 14 September 2021 (2020: final dividend paid on 2 September 2020)	(23,116)	(24,455)
	98,300	98,409

The franking account balance would allow Milton to frank additional dividend payments up to an amount of \$229,367,362 (2020: \$229,621,193) which represents 34 cents per share (2020: 34 cents per share).

6. Listed Investment Company capital gains account

	2021	2020
	\$'000	\$'000
Balance of the Listed Investment Company (LIC) capital gains account available to shareholders for the subsequent financial year	1,688	1,655

Distributed LIC capital gains may entitle certain shareholders to a special deduction in their income tax return. LIC capital gains available for distribution are dependent upon the disposal of investment portfolio holdings, which qualify for LIC capital gains and the receipt of LIC capital gain distributions.

Notes to the Consolidated Financial Statements

continued

Assets

7. Investment in equity instruments

Milton is predominantly a long term investor in companies and trusts listed on the Australian Securities Exchange.

	2021	2020
	\$'000	\$'000
Investments – non-current		
Quoted investments – at fair value	3,580,934	2,705,785
Unquoted investments – at fair value	415	374
	3,581,349	2,706,159
a. Included in quoted investments are:		
Shares in other corporations	3,330,385	2,476,375
Stapled securities in other corporations	250,549	229,410
	3,580,934	2,705,785
b. Included in unquoted investments are:		
Units in trusts	415	374

Investments are recognised initially at cost and Milton has made an irrevocable election to present subsequent changes in fair value of equity instruments in other comprehensive income through the asset revaluation reserve after deducting a provision for the potential deferred capital gains tax liability as these investments are long term holdings of equity instruments.

Quoted investments are valued continuously at fair value, which is determined by the unadjusted last-sale price quoted on the Australian Securities Exchange at the measurement date. Use of unadjusted last sale price in an active market such as the Australian Securities Exchange falls within the Level 1 fair value hierarchy of measuring fair value under AASB 13.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

	2021	2020
	\$'000	\$'000
c. Investments disposed of during the year		
The disposals occurred in the normal course of Milton's operations as a listed investment company or as a result of takeovers or mergers.		
Fair value at disposal date		
Equity investments	59,298	276,270
Gains on disposal after tax		
Equity investments	10,244	8,115

When an investment is disposed, the cumulative gain or loss, net of tax thereon is transferred from the asset revaluation reserve to the capital profits reserve as disclosed in Note 12.

8. Investment in joint venture entities

Milton has a long history of investing in property development joint ventures. Wholly owned subsidiaries of Milton have investments in separate joint venture entities that have non-controlling interests in three property development joint venture partnerships.

	2021	2020
	\$'000	\$'000
a. Contribution from joint venture entities		
Milton has interests in the following joint venture entities:		
33.33% interest in the Ellenbrook Syndicate Joint Venture contribution to operating profit before tax (2020: 33.33%)	2,224	1,213
23.33% interest in The Mews Joint Venture contribution to operating profit before tax (2020: 23.33%)	207	85
50% interest in the LWP Huntlee Syndicate No 2 Joint Venture (2020: 50%)	100	(410)
Write back of provision for diminution in value	543	–
Share of net profits of joint ventures	3,074	888
b. Consolidated interest in the assets and liabilities of the joint venture entities		
Current assets	12,506	12,612
Non-current assets	17,217	19,310
Current liabilities	(1,442)	(2,696)
Non-current liabilities	(4,501)	(3,974)
	23,780	25,252
Provision for diminution in value	–	(543)
Net assets	23,780	24,709

Under AASB 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures based on rights and obligations arising from the joint arrangement rather than the legal structure of the joint arrangement.

Each joint venture partnership agreement provides that partners have rights to the net assets of the partnership. Accordingly, Milton has assessed the nature of its joint arrangements and determined that all current interests are joint ventures and thus accounted for using the 'Equity Method'.

Under the 'Equity Method', Milton's investments in joint ventures are valued initially at cost and periodically adjusted for changes in value due to Milton's share in the joint ventures' income or losses, distributions and any call payments.

Notes to the Consolidated Financial Statements

continued

Assets

8. Investment in joint venture entities (continued)

c. Contingencies and capital commitments

Guarantee facility by parent company

Milton agreed to provide a guarantee subject to a maximum of \$10 million to Bankwest to support a repayment of a principal amount on a loan payable on 30 June 2022 (or on a later agreed date) by a joint venture in which LWP Huntlee Syndicate No 2 has a 23.75% interest.

This facility, which is on commercial terms, is secured by a second ranking mortgage over the real property of the joint venture as well as guarantees provided by other related entities of the joint venture. As at 30 June 2021 Milton's contingent liability amounted to \$10 million (30 June 2020: \$10 million).

Other than the above, the directors are not aware of any material contingent liabilities, contingent assets or capital commitments as at 30 June 2021.

9. Cash

Cash include cash at bank, deposits with banks or financial institutions and term deposits maturing within three months or less.

	2021	2020
	\$'000	\$'000
Cash at bank	3,142	6,034
Deposits at call	39,964	38,035
Term deposits	36,000	70,000
	79,106	114,069

The weighted average interest rate for cash and deposits at call as at 30 June 2021 is 0.4% p.a. (2020: 0.2% p.a.).

The weighted average interest rate of term deposits as at 30 June 2021 is 0.4% (2020: 1.4%) with an average term of 6.8 months (2020: 4.5 months).

10. Receivables

	2021	2020
	\$'000	\$'000
a. Receivables – current		
Dividends receivable	13,677	10,523
Interest receivable	67	258
Sundry debtors	131	157
	13,875	10,938

b. Terms and conditions

Sundry debtors are due within 30 days and no interest is charged.

Capital Management

11. Share capital

Milton may offer shareholders the opportunity to increase their holdings by participation in the Share Purchase Plan and in the Dividend Reinvestment Plan. Milton may also increase its capital through renounceable rights issues and acquisition of investment companies with the consideration being the issue of Milton shares.

All capital consists of fully paid ordinary shares which are listed on the ASX and carry one vote per share and equal rights to receive dividends.

Movement in share capital	2021	2021	2020	2020
	No. of Shares	\$'000	No. of Shares	\$'000
Opening balance	671,326,397	1,644,321	668,963,092	1,633,055
Acquisition of unlisted investment companies	972,243	5,387	–	–
Dividend Reinvestment Plan ⁽¹⁾	1,931,724	8,498	2,363,305	11,288
Less: Transaction costs (net of tax)	–	(32)	–	(22)
Closing balance	674,230,364	1,658,174	671,326,397	1,644,321

1 Milton's Dividend Reinvestment Plan (DRP) offers shareholders the option to reinvest all or part of their dividend in new ordinary shares. In the 2021 financial year, Milton issued 1,203,381 new shares in September 2020 and 728,343 new shares in March 2021 under the DRP (2020:1,288,011 issued in September 2019 and 1,075,294 issued in March 2020).

12. Reserves

Nature and purpose of reserves

Changes in fair value of investments are presented in other comprehensive income through the asset revaluation reserve as referred to in Note 7. Upon disposal of long-term investments, the realised gain or loss, net of any tax expense or benefit, is transferred from the asset revaluation reserve and recorded in the capital profits reserve.

	2021	2020
	\$'000	\$'000
a. Asset revaluation reserve		
Opening balance	661,034	969,156
Revaluation of investments net of provision for tax	578,306	(300,007)
Net realised (gains)	(10,244)	(8,115)
	1,229,096	661,034
b. Capital profits reserve		
Opening balance	74,263	66,148
Net realised gains	10,244	8,115
	84,507	74,263

Notes to the Consolidated Financial Statements

continued

Risk

This section of the notes discusses Milton's exposure to various risks and shows how these could affect Milton's financial position and performance.

13. Critical accounting estimates, judgements and assumptions

Judgements, estimates and assumptions are required to prepare financial statements.

Apart from the items mentioned below, there are no key assumptions or sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- i) Deferred tax liabilities from unrealised capital gains are offset against deferred tax assets from realised capital losses as disclosed in Note 2e.
- ii) Classification of joint arrangements as joint ventures as disclosed in Note 8.

14. Management of financial risk

The risks associated with the financial instruments, such as investments and cash, include credit, market and liquidity risks which could affect Milton's future financial performance.

The Board has approved policies and procedures to manage these risks. The effectiveness of these policies and procedures is continually reviewed by management and annually by the Audit & Risk Committee.

a. Credit risk exposures

Milton's principal credit risk exposures arise from the investment in liquid assets, such as cash, bank term deposits and income receivable.

The risk that financial loss will occur because a counterparty to a financial instrument fails to discharge an obligation is known as credit risk. The credit risk on Milton's financial assets, excluding investments, is the carrying amount of those assets.

Individual bank limits have been approved by the board for the investment of cash. Cash is invested for the short to medium term with major Australian banks which have a Standards and Poor's short term rating of A2 and above.

Income receivable comprises accrued interest and dividends and distributions which were brought to account on the date the shares or units traded ex-dividend.

There are no financial instruments overdue.

All financial assets and their recoverability are continuously monitored by management and reviewed by the board on a quarterly basis.

b. Market risk

Market risk is the risk that changes in market prices will affect the fair value of the financial instrument. The fair value of the quoted investments is determined by the unadjusted last sale price quoted on the Australian Securities Exchange at the measurement date.

Milton is exposed to market risk through the movement of the security prices of the companies and trusts in which it is invested.

The market value of individual companies fluctuates daily and the fair value of the portfolio changes continuously, with this change in the fair value recognised through the asset revaluation reserve.

Investments represent 97% (2020: 94%) of total assets. A 5% movement in the market value of investments in each of the companies and trusts within the portfolio would result in a 4.8% (2020: 4.7%) movement in the net assets before provision for tax on unrealised capital gains at 30 June 2021. The net asset backing before provision for tax on unrealised capital gains would move by 27 cents per share at 30 June 2021 (2020: 20 cents at 30 June 2020).

Milton's management continuously monitors the performance of the companies within its portfolio and makes portfolio recommendations which are considered by the Investment Committee. The Milton board reviews the portfolio on a quarterly basis.

Milton is not directly exposed to foreign currency risk as all its investments are quoted in Australian dollars.

The fair value of Milton's other financial instruments are unlikely to be materially affected by a movement in interest rates as they generally have short dated maturities and variable interest rates.

c. Liquidity risk

Liquidity risk is the risk that Milton is unable to meet its financial obligations as they fall due.

Milton manages liquidity risk by monitoring forecast and actual cashflows. All accounts payable are due and payable within 1-3 months.

15. Capital risk management

The parent entity invests its equity in a diversified portfolio of assets with the objective of generating a growing income stream for distribution to shareholders in the form of fully franked dividends.

The capital base is managed to ensure there are funds available for investment as opportunities arise. Capital may be increased through the issue of shares under the Share Purchase Plan and the Dividend Reinvestment Plan. Shares may also be issued through renounceable rights issues and as consideration for acquisition of other investment companies.

Notes to the Consolidated Financial Statements

continued

Group Structure

16. Subsidiaries

Investments in subsidiaries are carried at net asset value which approximates fair value of the controlled entities.

Income from dividends is brought to account when they are declared.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies.

a. Basis of Consolidation

The consolidated financial statements include the financial statements of Milton being the parent entity and its subsidiaries. The balances and effects of transactions between subsidiaries included in the consolidated financial statements have been eliminated in full.

Where entities have come under the control of the parent entity during the year, their operating results have been included in the group from the date control was obtained. Entities cease to be consolidated from the date on which control is transferred out of the group and the consolidated financial statements include the result for the part of the reporting period during which the parent entity had control.

b. Milton Corporation Limited's subsidiaries

The following subsidiaries have been included in the consolidated financial statements. The parent entity and all subsidiaries are incorporated in Australia:

Percentage of Interest held	2021 %	2020 %
85 Spring Street Properties Pty Ltd	100	100
Chatham Investment Co. Pty Limited	100	100
Incorporated Nominees Pty Limited	100	100
Milhunt Pty Limited	100	100
ACN007531240 Pty Limited	–	100
Kay Harrison Pty Limited	100	–

c. Acquisition and disposal of subsidiaries

Milton acquired 100% shares on an unlisted investment company for a total consideration of 972,243 new Milton shares with a fair value of \$4,695,934 in April 2021. ACN 007531240 Pty Ltd acquired in 2019 was placed into voluntary liquidation during the year.

(2020: Unlisted investment company Kembar Pty Ltd acquired in February 2019 was placed into voluntary liquidation).

d. Business Combinations

The acquisition method of accounting has been used to account for all business combinations. The business combinations have been accounted from the date Milton attained control of the subsidiaries. The considerations transferred for the acquisitions comprise the fair values of the identifiable assets transferred and the liabilities assumed.

Costs related to the acquisitions, other than those associated with the issue of equity securities, are expensed to the consolidated income statement as incurred.

Other Information

17. Related party transactions

	2021	2020
	\$'000	\$'000
a. Directors and Key Management Personnel compensation		
Short-term benefits	1,437	1,414
Other long-term benefits	5	4
Post-employment benefits	102	101
Share-based payments	106	107
	1,650	1,626

Information regarding individual directors' and executives' compensation and equity instruments disclosures, as permitted by Corporations Regulations 2M.3.03, are provided in the Remuneration Report section of the Directors' Report on pages 12 to 18.

b. Shareholdings of non-executive directors and their related parties – number of shares held

Non-executive directors and their related parties held 5.6% (2020: 5.6%) of the voting power of Milton as at year end. All shares acquired by non-executive directors and their related parties during the year were purchased on an arm's length basis. Movements in the number of shares held are given below. There were no amounts outstanding from or due to any non-executive director or their related parties as at 30 June 2021.

	2021	2020
	No of shares	No of shares
Number of shares at beginning of the year	37,842,095	37,397,579
Acquired during the year	10,000	444,516
Number of shares held at end of year	37,852,095	37,842,095

c. Loans to key management personnel and their related parties

Details regarding loans outstanding at the reporting date to key management are as shown below. No loans were granted to related parties of any key management personnel.

	2021	2020
	\$	\$
Balance at beginning of the year	2,095,698	1,567,499
Loans advanced	1,434,082	602,009
Loans repaid	(60,485)	(73,810)
Balance at end of the year	3,469,295	2,095,698
Notional interest	106,195	107,196

Notional interest is based on the applicable FBT benchmark interest rate for the year which averaged 4.73% (2020: 5.20%).

Notes to the Consolidated Financial Statements

continued

Other Information

17. Related party transactions (continued)

The loans are advanced to key management personnel in accordance with the Senior Staff Share Plan (SSSP) as disclosed in Note 18b. Loans to individual key management personnel are disclosed in the remuneration report on page 17.

d. Other related party transactions

All directors have entered into the Deed of Indemnity, Insurance and Access that was approved at the Annual General Meeting held on 10 October 2000. Milton has a Remuneration and Retirement Benefits Deed with Mr R.D. Millner and Dr I.A. Pollard. During the 30 June 2004 year, Milton and the directors varied the Remuneration and Retirement Benefits Deed, whereby the maximum retirement benefit payable to a non-executive director on retirement will be the provision for the director as at 30 June 2003. Apart from the details disclosed in this note no director has entered into a material contract with the parent entity or Milton since the end of the previous financial year and there were no material contracts involving directors' interests subsisting at the end of the year.

e. Loans to and from subsidiaries

Loans have been made between the parent entity and wholly owned subsidiaries for capital transactions. The loans between the parent and its subsidiaries have no fixed date of repayment and are non-interest bearing.

	2021	2020
	\$	\$
Amounts owed by (to) subsidiaries at beginning of the year	1,739,060	(12,959,503)
Loans advanced from subsidiaries	(9,412,135)	(967,649)
Loans advanced to subsidiaries	27,057,886	15,666,212
Amounts owed by (to) subsidiaries at end of the year	19,384,811	1,739,060

18. Share based payments

Under the Employee Share Plan, shares are acquired for employees as part of their remuneration and the cost of the shares is recorded under employment costs.

Under the Senior Staff Share Plan, shares are acquired for eligible employees as part of their remuneration and held on their behalf by the trustee of the Plan. The purchase of the Plan Shares is financed by a loan from Milton.

a. Employee Share Plan

The Employee Share Plan ("ESP") is available to all eligible employees to acquire ordinary shares in Milton in lieu of a cash bonus of up to \$1,000 per year as part of the employee's remuneration. The transaction and administration costs of acquiring the shares and administering the plan are paid by Milton.

During the year 470 shares (2020:414 shares) were acquired by Milton on behalf of eligible employees under the ESP at a cost of \$2,080 (2020: \$2,088) with a total market value at 30 June 2021 of \$2,961. Any shares acquired cannot be disposed of or transferred until the earlier of 3 years from the date of issue or acquisition or on the date that the employee's employment ceases with Milton.

b. Senior Staff Share Plan

The Senior Staff Share Plan ("SSSP") was approved by shareholders at Milton's Annual General Meeting on 9 October 2001. Eligible employees are given the opportunity to apply for Plan Shares in Milton which are subscribed for or acquired and held on their behalf by the trustee of the plan. The purchase of these Plan Shares is financed by an interest-free limited recourse loan from Milton with recourse only to Plan Shares. The loan will be repaid partially from any dividends received. Milton administers the SSSP and meets the transactional and administration costs.

The trustee of the plan on behalf of eligible employees acquired 254,000 shares (2020: 210,000 shares) at a cost of \$1,056,419 (2020: \$1,011,375) in relation to 2020 financial year and 234,000 shares in relation to 2021 financial year at a cost of \$1,357,153. The shares acquired by the trustee during the year had a market value of \$3,074,400 at \$6.30 per share as at 30 June 2021. The SSSP loan receivable balance from eligible employees as at 30 June 2021 was \$5,870,932 (2020: \$4,117,515).

Any shares acquired are held in the name of the trustee and classified as Restricted Shares, which cannot become Unrestricted Shares until the earlier of 3 years from the date of issue to the trustee or acquisition by the trustee or on the date that the employee's employment ceases with Milton. The trustee may transfer Unrestricted Shares to the participant provided that any outstanding loan has been repaid in full.

19. Auditors Remuneration

	2021	2020
	\$'000	\$'000
Auditors of the company		
Audit and review services	123	119
Related practice of the auditor		
Agreed upon procedures	17	–
Other services	–	7
	140	126

Notes to the Consolidated Financial Statements

continued

Other Information

20. Parent entity disclosures

In accordance with the *Corporations Amendment (Corporate Reporting Reform) Act 2010* and the *Corporations Act 2001* the following summarised parent entity information is set out below.

As at 30 June 2021, and throughout, the financial year ended 30 June 2021 the parent entity was Milton Corporation Limited.

	2021	2020
	\$'000	\$'000
Profit of the parent entity		
Profit for the year	90,681	116,252
Total comprehensive income for the year	670,685	(183,050)
Financial position of the parent entity as at 30 June		
Current assets	93,606	125,394
Non-current assets	3,618,850	2,743,474
Total assets	3,712,456	2,868,868
Current liabilities	(1,324)	(2,580)
Non-current liabilities	(548,560)	(292,521)
Total liabilities	(549,884)	(295,101)
Net assets	3,162,572	2,573,767
Total equity of the parent entity comprising		
Issued capital	1,658,174	1,644,321
Capital profits reserves	93,092	82,848
Asset revaluation reserve	1,286,473	716,713
Retained profits	124,833	129,885
Total equity attributable to shareholders of the parent entity	3,162,572	2,573,767

21. Summary of other accounting policies

a. Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, Australian accounting interpretations, other authoritative pronouncements of the Australian Accounting Standards Board, the *Corporations Act 2001* and complies with International Financial Reporting Standards (IFRS).

Accounting policies adopted in the preparation of these financial statements have been consistently applied to all the years presented, unless otherwise stated. The financial statements include the consolidated entity ("Milton") consisting of Milton Corporation Limited and its subsidiaries. Milton is a 'for-profit' entity.

These financial statements have been prepared on an accruals basis and are based on the historical cost basis except as modified by the revaluation of certain financial assets and liabilities measured at fair value.

New and amended standards adopted:

There are no other new standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2020 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods.

New and amended standards not adopted:

New standards, amendments to standards and interpretations that are effective for annual periods beginning on or after 1 Jan 2021 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 Milton.

b. Rounding of amounts

Unless otherwise stated under the option available in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the financial statements are presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$'000).

c. Operating segments

The consolidated entity operates in Australia and engages in investment as its principal activity. As such Milton considers the business to have a single operating segment.

d. Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Milton consolidated group, and that the cost of the item can be measured reliably.

All other repairs and maintenance costs are charged to the income statement during the reporting period in which they are incurred.

The depreciable amount of all fixed assets including building, but excluding freehold land, is depreciated commencing from the time the asset is held ready for use. Depreciating is calculated on straight line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Building	40 years
Plant and equipment	2–15 years

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each financial year-end.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its recoverable amount.

Gains and losses on disposals determined by comparing proceeds with carrying amounts are included in the income statement.

Notes to the Consolidated Financial Statements

continued

Other Information

22. Cash flow information

	2021	2020
	\$'000	\$'000
a. Reconciliation of net profit to net cash provided by operating activities		
Net profit	92,379	116,957
Share of net profits of joint ventures – equity accounted	(3,074)	(888)
Distributions received from joint venture entities	4,003	967
Merger and acquisition related costs	441	–
Depreciation of non-current assets	171	37
Decrease (Increase) in receivables	(2,869)	3,522
(Decrease) increase in payables and provisions	495	(274)
Increase in income taxes payable	233	753
Increase (decrease) in provisions	(5)	22
Net cash provided by operating activities	91,774	121,096

b. Non-cash financing and investing activities

Milton acquired an unlisted investment company through an issue of 972,243 new Milton shares with a total fair value of \$4,695,934 during the year ended 30 June 2021 (2020: Nil).

23. Contingent liabilities

Contingent liability relating to the interest servicing guarantee facility of \$10 million provided on behalf of LWP Huntlee Syndicate No.2 joint venture as disclosed in Note 8c.

Milton has engaged Greenhill and Co. Australia Pty Limited (Greenhill) to provide financial advisory services in relation to the proposed merger with WHSP via a scheme of arrangement. In the event the merger is completed, a fee capped at \$3,250,000 is payable to Greenhill (any retainer fees paid in the 12 months prior to the merger completion date will be rebated against this fee). The scheme of arrangement becomes complete when the scheme of arrangement becomes effective (estimated late September 2021).

Apart from the above, the directors are not aware of any other material contingent liabilities.

24. Events subsequent to reporting date

Since the end of the financial year, the directors declared a fully franked ordinary final dividend of 8.0 cents per share payable on 14 September 2021.

Milton has entered into a Scheme Implementation Agreement with WHSP, under which it is proposed WHSP will acquire 100% of share capital in Milton it does not already own. The proposed Scheme implementation date is estimated to be in early October 2021. The Scheme Booklet including Notice of Scheme meeting and Independent Expert Report will be sent out to Milton shareholders in early August 2021.

This financial report was authorised for issue in accordance with a resolution of directors on 11 August 2021. The directors have the power to amend and reissue the financial statements.

Holdings

25. Holdings at Fair Value through Other Comprehensive Income at 30 June 2021

The following holdings are valued at fair value through Other Comprehensive Income.

Investments in equity instruments	2021		2020	
	Holding Shares	Market value \$'000	Holding Shares	Market value \$'000
AGL Energy Ltd.	3,570,141	29,275	3,570,141	60,871
ALS Ltd.	6,079,431	79,276	6,079,431	39,881
Altium Ltd.	318,500	11,686	318,500	10,345
Amcil Ltd.	280,927	343	–	–
Amtcor PLC	3,218,512	48,696	2,433,512	35,237
Ampol Ltd.	394,000	11,115	394,000	11,552
APA Group	2,077,766	18,492	2,077,766	23,126
ARB Corporation Ltd.	911,065	39,349	911,065	16,354
Argo Investments Ltd.	2,010,741	17,956	1,880,841	13,523
ASX Ltd.	548,965	42,660	548,965	46,871
AUB Group Ltd.	1,292,991	28,950	1,292,991	19,007
Australia & New Zealand Banking Group Ltd.	11,110	313	–	–
Australian Foundation Investment Company Ltd.	198,059	1,549	470,513	2,865
BHP Group Ltd.	4,854,921	235,804	4,854,921	173,903
BKI Investment Company Ltd.	1,223,866	1,983	1,223,866	1,695
Brambles Ltd.	1,431,966	16,381	1,431,966	15,565
Brickworks Ltd.	3,234,567	81,091	3,234,567	51,203
Carlton Investments Ltd.	356,778	10,707	356,778	8,195
Carsales.com Ltd.	1,368,245	27,037	1,197,000	21,235
Charter Hall Group	2,556,000	39,669	2,556,000	24,768
Charter Hall Long WALE REIT	2,609,797	12,397	5,082,095	21,751
CIMIC Group Ltd.	845,739	16,729	845,739	20,399
Cleanaway Waste Management Ltd	11,710,000	30,914	11,250,000	24,750
Coca-Cola Amatil Ltd.	–	–	1,061,584	9,193
Cochlear Ltd.	33,800	8,506	33,800	6,386
Coles Group Ltd.	2,997,375	51,225	2,877,375	49,405
Commonwealth Bank of Australia	3,140,470	313,639	3,140,470	218,011
CSL Ltd.	601,198	171,456	601,198	172,544
Diversified United Investment Ltd.	130,607	678	130,607	552
Djerriwarrh Investments Ltd.	217,500	667	–	–
Eagers Automotive Ltd.	6,795,986	112,542	6,795,986	45,873

Notes to the Consolidated Financial Statements

continued

Holdings

	2021		2020	
	Holding Shares	Market value \$'000	Holding Shares	Market value \$'000
Investments in equity instruments				
Endeavour Group Ltd.	2,936,973	18,474	–	–
EQT Holdings Ltd.	759,524	20,811	593,954	14,700
Event Hospitality & Entertainment Ltd.	1,010,921	12,778	1,010,921	8,502
Finbar Group Ltd.	3,642,464	3,096	3,642,464	2,550
Goodman Group	1,690,376	35,785	1,690,376	25,102
Insurance Australia Group Ltd.	6,026,948	31,098	6,026,948	34,775
InvoCare Ltd.	2,050,914	23,729	2,050,914	21,494
IOOF Holdings Ltd.	3,303,924	14,108	2,575,014	12,669
IPH Ltd.	1,535,922	11,980	–	–
Johns Lyng Group Ltd.	9,110,796	46,465	1,950,000	4,583
Lendlease Group	972,539	11,145	972,539	12,030
Lindsay Australia Ltd.	13,341,599	5,003	13,341,599	4,670
Macquarie Group Ltd.	1,625,990	254,354	1,625,990	192,842
McMillan Shakespeare Ltd.	803,532	10,406	803,532	7,296
Magellan Financial Group Ltd.	280,800	15,124	25,000	1,450
Mirrabooka Investments Ltd.	43,600	156	–	–
National Australia Bank Ltd.	4,880,441	127,965	4,868,831	88,710
Origin Energy Ltd.	1,580,301	7,127	1,580,301	9,229
Pendal Group Ltd.	2,602,949	20,980	2,116,643	12,636
Perpetual Ltd.	1,231,982	49,341	1,231,982	36,553
Premier Investments Ltd.	590,321	16,853	590,321	10,183
Pro Medicus Limited	180,000	10,570	75,000	1,985
QBE Insurance Group Ltd.	–	–	789,375	6,994
Qube Holdings Ltd.	7,538,951	23,898	7,538,951	21,938
Ramsay Health Care Ltd.	225,283	14,182	225,283	14,986
REA Group Ltd.	92,309	15,603	92,309	9,958
Reece Ltd.	1,231,657	29,079	1,231,657	11,319
Rio Tinto Ltd.	669,120	84,737	669,120	65,547
Scentre Group	5,589,474	15,315	5,589,474	12,129
Schaffer Corporation Ltd.	68,999	1,466	68,999	911
Sims Ltd.	–	–	452,368	3,587
Sonic Healthcare Ltd.	940,707	36,123	940,707	28,626
Stockland Corporation Ltd	3,844,940	17,917	3,844,940	12,727

	2021		2020	
	Holding	Market value	Holding	Market value
Investments in equity instruments	Shares	\$'000	Shares	\$'000
Suncorp Group Ltd.	3,218,120	35,753	3,218,120	29,703
Sydney Airport	4,874,629	28,224	4,874,629	27,639
Tank Stream Ventures	50,341	415	50,341	375
Technology One Ltd.	1,855,000	17,270	1,855,000	16,305
Telstra Corporation Ltd.	15,236,961	57,291	15,236,961	47,692
TPG Telecom Ltd.	3,148,725	19,711	3,148,725	28,024
Transurban Group Ltd.	5,815,153	82,750	5,815,153	82,168
Treasury Wine Estates Ltd.	1,206,363	14,090	1,206,363	12,643
Tuas Limited	1,574,363	1,015	1,574,363	1,063
Washington H. Soul Pattinson & Company Ltd.	9,174,640	309,461	9,174,640	179,181
Wesfarmers Ltd.	2,877,375	170,053	2,877,375	128,993
Westpac Banking Corporation	9,994,212	257,951	9,985,458	179,239
Woodside Petroleum Ltd.	1,288,838	28,625	1,288,838	27,903
Woolworths Group Ltd.	2,936,973	111,987	2,936,973	109,490
		3,581,349		2,706,159

Directors' Declaration

for the year ended 30 June 2021

1. In the opinion of the directors of Milton Corporation Limited:
 - (a) the consolidated financial statements and notes that are set out on pages 21 to 47 and the Remuneration report, that is set out on pages 12 to 18 in the Directors' report are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true view of the consolidated entity's financial position as at 30 June 2021 and of its performance for the financial year ended on that date;
 - (ii) complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*;
 - (iii) complying with International Accounting Standards as issued by the International Accounting Standards Board as described in Note 21a to the financial statements; and
 - (b) there are reasonable grounds to believe that Milton Corporation Limited will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 30 June 2021.

Signed in accordance with a resolution of the directors.



G.L. CRAMPTON
Chairman – Audit & Risk Committee

Sydney, 11 August 2021



B.J. O'DEA
Managing Director

Independent Auditor's Report



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Sydney NSW 2000

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Independent Auditor's Report to the Members of Milton Corporation Limited ABN 18 000 041 421

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Milton Corporation Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

- i. giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Adelaide Brisbane Melbourne Newcastle Perth Sydney

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Independent Auditor's Report

continued

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the matter
<p><i>Existence and Valuation of investments in equity instruments and related movement in reserves</i> <i>Refer to Note 2(d): Deferred tax liabilities, Note 7: Investments in equity instruments and Note 12: Reserves</i></p>	
<p>At 30 June 2021, the Group's statement of financial position includes investments in equity instruments of \$3,581,349,000, an asset revaluation reserve of \$1,229,096,000 and a deferred tax liability recognised in relation thereto of \$545,893,000.</p> <p>Listed investments are valued continuously at fair value, which is determined by the unadjusted last-sale price quoted on the Australian Securities Exchange. Changes in fair value of equity instruments are recognised in other comprehensive income through the asset revaluation reserve after deducting a provision for the potential deferred capital gains tax liability, as investments are long term holdings of equity instruments.</p> <p>Given the significance of the balances, the key audit matters for us were whether the Group has accurately recorded the above balances and the movement in the past 12 months and has ownership of the investments at year end.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ■ Documenting our understanding of management's processes and relevant controls; ■ Testing relevant controls relating to the portfolio revaluation are performed monthly by management; ■ Confirming the recording and ownership of a sample of investments and transactions during the year by agreeing the SRN/HIN numbers to share registry holding statements online and to the books and records of the Group; ■ Analysing and testing the movement in investments by performing tests of controls and test details on purchases and disposals during the period; ■ Testing management's calculation of the revaluation of investments and the corresponding deferred income tax effect; and ■ Assessing the adequacy of disclosures in the financial report.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2021 but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Independent Auditor's Report

continued

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 18 of the Directors' report for the year ended 30 June 2021. In our opinion, the Remuneration Report of Milton Corporation Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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



S.S. Wallace

Partner

11 August 2021



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Corporate Directory

Milton Corporation Limited

Directors

R. D. MILLNER

Chairman

G. L. CRAMPTON

K. J. ELEY

J. E. JARVINEN

I. A. POLLARD

Management

B. J. O'DEA

CEO and Managing Director

D.N. SENEVIRATNE

CFO and Secretary

Registered Office & Principal Place of Business

Level 5, 261 George Street
Sydney NSW 2000

Phone: (02) 8006 5357

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Email: general@milton.com.au

Website: www.milton.com.au

Auditors

Pitcher Partners

Level 16, Tower 2
201 Sussex Street
Sydney NSW 2000

Website: www.pitcher.com.au

Share Registry

Link Market Services Limited

Locked Bag A14
Sydney South NSW 1235

Phone: (02) 8280 7111

Fax: (02) 9261 8489

Toll free: 1800 641 024

Email: milton@linkmarketservices.com.au

Website: www.linkmarketservices.com.au

ASX Information

ASX Code: MLT

Top 20 shareholders as at 30 June 2021

Name	Shares Held	%
Washington H Soul Pattinson & Company Limited	22,216,178	3.30
Higlett Pty Ltd	17,000,000	2.52
Argo Investments Limited	13,469,198	2.00
HSBC Custody Nominees (Australia) Limited	11,954,121	1.77
Australian Foundation Investment Company Limited	8,092,421	1.20
Bortre Pty Limited	6,079,504	0.90
Danwer Investments Pty Ltd	6,079,504	0.90
Griffinna Pty Ltd	5,190,000	0.77
Citicorp Nominees Pty Limited	4,461,112	0.66
J S Millner Holdings Pty Ltd	3,843,514	0.57
Macdawley Proprietary Limited	3,479,615	0.52
JBF Holdings Pty Ltd	3,440,466	0.51
Hexham Holdings Pty Limited	3,280,079	0.49
Millane Pty Limited	3,165,269	0.47
T N Phillips Investments Pty Ltd	3,119,817	0.46
Jamama Nominees Pty Limited	3,031,214	0.45
Brispot Nominees Pty Ltd	2,990,487	0.44
A V L Investments Proprietary Limited	2,979,080	0.44
John E Gill Trading Pty Ltd	2,814,074	0.42
Chickenfeed Pty Ltd	2,809,614	0.42
David Burns Pty Limited	2,724,955	0.40

On 30 June 2021, there were 30,304 holders of ordinary shares in the capital of Milton. Holders of ordinary shares are entitled to one vote per share.

Number of shares held	Number of shareholders
1 – 1,000	5,353
1,001 – 5,000	8,675
5,001 – 10,000	5,781
10,001 – 100,000	9,800
100,001 and over	695
The number of holders of less than a marketable parcel of \$500 (79 shares)	664

Other Information

Milton is taxed as a public company. There is no current on-market buy-back.

The total number of transactions in securities undertaken by Milton was 84 and the total brokerage paid or accrued was \$152,879.

Share Issues History

Share Purchase Plan history

Date	Issue price per share
	\$
10.11.1999	8.75
13.11.2000	8.86
13.11.2001	10.79
08.11.2002	11.70
31.10.2003	13.21
29.10.2004	14.10
21.10.2005	17.11
16.10.2006	19.60
19.10.2007	22.48
03.10.2008	17.85
09.10.2009	16.08
30.09.2013	19.12
22.10.2013	5 for 1 share split
01.10.2014	4.45
02.10.2015	4.18

Dividend Reinvestment Plans

Date	Shares issued	Price
		\$
04.03.2014	187,207	4.27
03.09.2014	698,365	4.55
03.03.2015	712,273	4.56
03.09.2015	998,879	4.39
03.03.2016	921,511	4.19
02.09.2016	1,086,782	4.28
02.03.2017	953,908	4.34
05.09.2017	1,113,757	4.44
01.03.2018	978,655	4.59
04.09.2018	1,188,729	4.66
05.03.2019	1,158,994	4.39
03.09.2019	1,288,011	4.64
05.03.2020	1,075,294	4.94
02.09.2020	1,203,381	4.16
04.03.2021	728,343	4.79

Acquisition of listed investment companies

Date	Company	Shares issued
31.12.2001	Cambooya Investments Limited	8,273,505
16.12.2010	Choiseul Investments Limited	23,803,854

Acquisition of unlisted companies

Date	Shares issued
21.06.2002	2,287,200
31.12.2002	1,739,112
11.03.2004	2,742,777
01.04.2004	496,809
17.08.2006	1,000,322
23.08.2006	1,476,254
28.08.2006	382,404
21.09.2006	278,103
10.11.2006	1,888,353
23.03.2007	1,895,976
14.05.2007	2,424,582
20.06.2007	252,477
24.09.2007	1,223,252
19.02.2009	3,555,958
26.02.2010	1,016,370
26.02.2010	3,116,341
20.08.2010	2,446,521
21.02.2013	521,464
24.02.2014	3,280,382
22.08.2017	4,114,776
17.08.2018	5,575,148
28.02.2019	2,869,406
03.05.2021	972,243

Share Split

Date	Ratio	Notes
22.10.2013	Five shares for one	The number of shares issued prior to this date have not been adjusted for the share split.

A full list of issues to shareholders since commencement of Capital Gains Tax in September 1985 can be found on the company's website at www.milton.com.au



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Milton

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