



ANNUAL REPORT

2024

Our Purpose

OUR MISSION STATEMENT

"Providing a safe and innovative environment that supports competitive trade, effective distribution and growth."

OUR VISION IS...

"To be the World's leading produce, flower and retail market, by applying commercial and innovative leadership."

OUR VALUES



TEAMWORK

To encourage and reward teamwork



RECOGNITION

To recognise achievement



SAFETY

To place the safety of all, above all



EXCELLENCE

To embrace accountability and strive for excellence



OPENNESS

To be open in our communication with all stakeholders



RESPECT

To treat everyone with respect, fairness, integrity and honesty

Key Statistics



108

Produce Wholesalers



125

Flower Growers / Sellers



50+

Providores



1,500

Retail Markets Traders
(approximately)



318

Fresh Produce Growers



OVER 140K

Average weekly visitors to
Paddy's Markets



6

Exporters



24hrs / 7days

Markets Site Operation



68,378m²

Total Warehouse Space



UP TO 500+ daily

Trucks & Semi-Trailers
unloaded on-site



950

Number of Forklifts operating
on-site (approximately)



5,000+

Estimated workers employed
in on-site businesses

Financial Highlights

REVENUE

\$65.5M

EBIT

\$8.064M

GROSS MARGIN

50.0%

CDB

75.5%

NPAT

\$4.18M

Letter from the Chairman



Peter McBride

Chairman

It has been a year of change for Sydney Markets Limited (SML), and as I reflect on my first year as Chair, I am pleased with what we have achieved to date, and look forward to continuing to deliver moving into 2025.

The trust we continue to build, and the transparent communication shared with our stakeholders have laid the foundation for sustainable growth and innovation as we move forward. This year marked a new chapter in governance and strategy for the long-term success of SML.

A key highlight of FY24 has been the refresh of our Board, which has brought us four new Directors who bring significant expertise in retail markets, commercial property management, finance, risk and governance. This refresh aligns with our commitment to strong, accountable, and transparent governance.

Other notable achievements include:

- We revised our Corporate Governance frameworks and charters, updated our Delegations of Authority to empower decision making and launched new policies, for example, our Procurement Policy, to foster a stronger culture of efficient, fair processes and ethical conduct.
- We saw a significant development in the expansion of our Haymarket site. This historic market is undergoing a major makeover into a high-end food and beverage precinct. The involvement of Doltone Hospitality Group will ensure that Paddy's will thrive as a cultural and culinary hub.
- Commencing a refresh of our Retail strategy for Paddy's Flemington which will focus on growth through higher occupancy, new revenue streams, and an enhanced experience for our shoppers.
- We made the decision to put our involvement with the Western Sydney Aerotropolis project on hold to refocus our efforts on maximising the potential of our Flemington site, and we continue to make advancements in identifying the opportunities in redeveloping our Parramatta Road frontage.
- The Automated Vehicle Entry, Parking, and Access Control system successfully went live in July 2024. Projects like this are critical to enhancing the efficiency and innovation of our operations.

- Sustainability is not only a corporate responsibility but also a strategic priority for SML. We are dedicated to reducing our environmental footprint and have commenced work to better understand our sustainability obligations and prepare for upcoming regulatory requirements.
- We commenced and made strong progress in the development and implementation of our risk management and resilience programs to strengthen SML's ability to withstand and adapt to disruptions, securing our long-term operational strength while also allowing us to realise opportunities when they present themselves.

In August, the Board together with the Senior Management team reset our strategy for FY25 - FY27 to focus on priorities to strengthen confidence and trust, generate long term value and realise opportunities for growth.

Sustaining SML's financial viability is critical for our ability to invest in future growth. Our strategic approach emphasises disciplined financial management, value-driven investments, and efficient capital allocation. By aligning capital with strategic initiatives that deliver long-term value, we will strengthen governance, financial discipline, and accountability in investment decisions.

Thank you for your continued support as we navigate this period of change and growth.

Letter from the CEO



Bradley Latham

CEO

This year has been pivotal for Sydney Markets, with achievements which underscore our commitment to governance, growth, and excellence. In a rapidly changing environment, we have continued to build on our strong reputation as one of the world's leading wholesale fruit, vegetable, flower, and retail markets.

STRATEGIC EXECUTION

This year, our transformation of Paddy's Markets has gained momentum. The \$10 million redevelopment of the Haymarket precinct will not only breathe new life into this iconic market but also set the standard for what SML can achieve in the future. We are excited to partner with Doltone Hospitality Group to create a world-class food and beverage destination that honours our rich history while embracing contemporary culinary trends.

While the Aerotropolis project has been put on hold, this decision allows us to channel our resources and focus on unlocking the potential of our Flemington site, so that it continues to meet the needs of our stakeholders and the broader community. We are making headway on the plan for the Parramatta Road Frontage redevelopment and will evaluate further opportunities to realise value from these assets.

We have commenced developing our Sustainability plan to drive activities in an environmentally and economically sustainable way, and prepare for the forthcoming regulatory and reporting requirements.

OPERATIONAL EXCELLENCE

The Automated Vehicle Entry, Parking, and Access Control system went live in July 2024. This system is streamlining our logistics and enhancing the customer experience.

SML's new Procurement Policy and supporting processes will ensure efficient and ethical procurement practices. The key outcomes of this policy include enhanced transparency and accountability ensuring all procurement activities are conducted fairly and transparently, and driving value for money by balancing cost efficiency with the quality and suitability of goods, services, and works.

Risk management is an integral part of SML's commitment to provide a safe and innovative environment that supports competitive trade, effective distribution and sustainable growth. We have developed our Enterprise Risk Management Framework to ensure that risks will be consistently managed across SML, making it easier to identify and respond to potential threats and opportunities when they arise.

As part of our commitment to fostering an open, safe, and respectful work environment we will be shortly introducing our Grievance Policy to ensure any concerns on unethical behaviour or issues such as harassment, bullying and discrimination can be raised confidently, and resolved promptly and fairly. SML provides multiple channels to raise concerns, including anonymous reporting through our whistleblower hotline, while maintaining the confidentiality of all parties involved.

I want to take this opportunity to thank Michael Golden, our CFO for his dedication over the last 15 years and who has been a pivotal part of SML. Throughout his tenure, he has played a key role in the financial management and growth of SML. Beyond the numbers, Michael has been a trusted colleague and friend to many, fostering a culture of collaboration and integrity.

As he embarks on the next chapter, we extend our thanks for his service, wish him every success and the very best for his future endeavours.

FUTURE DIRECTION

We must continue to adapt and evolve to meet the needs of our shareholders and stakeholders. We are resetting our strategic plan to align with emerging market dynamics, explore new revenue streams and generate sustainable value for the long-term viability of Sydney Markets.

Trust is the foundation of everything we do. It's earned through consistent performance, transparency, and delivering on our commitments. Our 2024-27 strategy seeks to ensure SML remains a trusted leader in the fresh produce and retail sectors.

Trust is built through action. The strategic pillars are now our commitments to better engage our people and stakeholders, drive long-term value, unlock growth, champion sustainability and make SML more resilient.

With the dedication of our team and support from stakeholders, I am confident we will achieve these goals, creating value for all and confidence in the future for SML. We will act transparently to strengthen trust that binds us together.

Thank you for your continued support and I look forward to working with our Board, stakeholders, and people to build on this year's successes.

Our Strategy

Strategic Plan Review

SML’s Board and Senior Management Team held a full-day Strategic Plan Review in August 2024 to review SML’s 2022-2027 Strategic Plan, understand the progress to date, and refresh SML’s strategic imperatives and associated priorities.

To help inform the review, key stakeholders including SML shareholders, were consulted for their feedback and perspectives on SML’s current vision, mission, values and strategy, as well as their views on the future direction of SML.

Emerging themes included:

- Shareholder value creation
- A stronger focus on financial performance, and securing the future of SML
- Unlocking the value of our Flemington site
- A stronger retail / Paddy’s strategy
- A greater emphasis on digitisation and innovation
- Strong governance, risk and WHS focus
- Improved communication and stakeholder engagement
- Creation of metrics to measure ongoing and future success

The key outcomes of the Review informed the refresh of our strategy for FY25-27, and our revised strategic pillars.

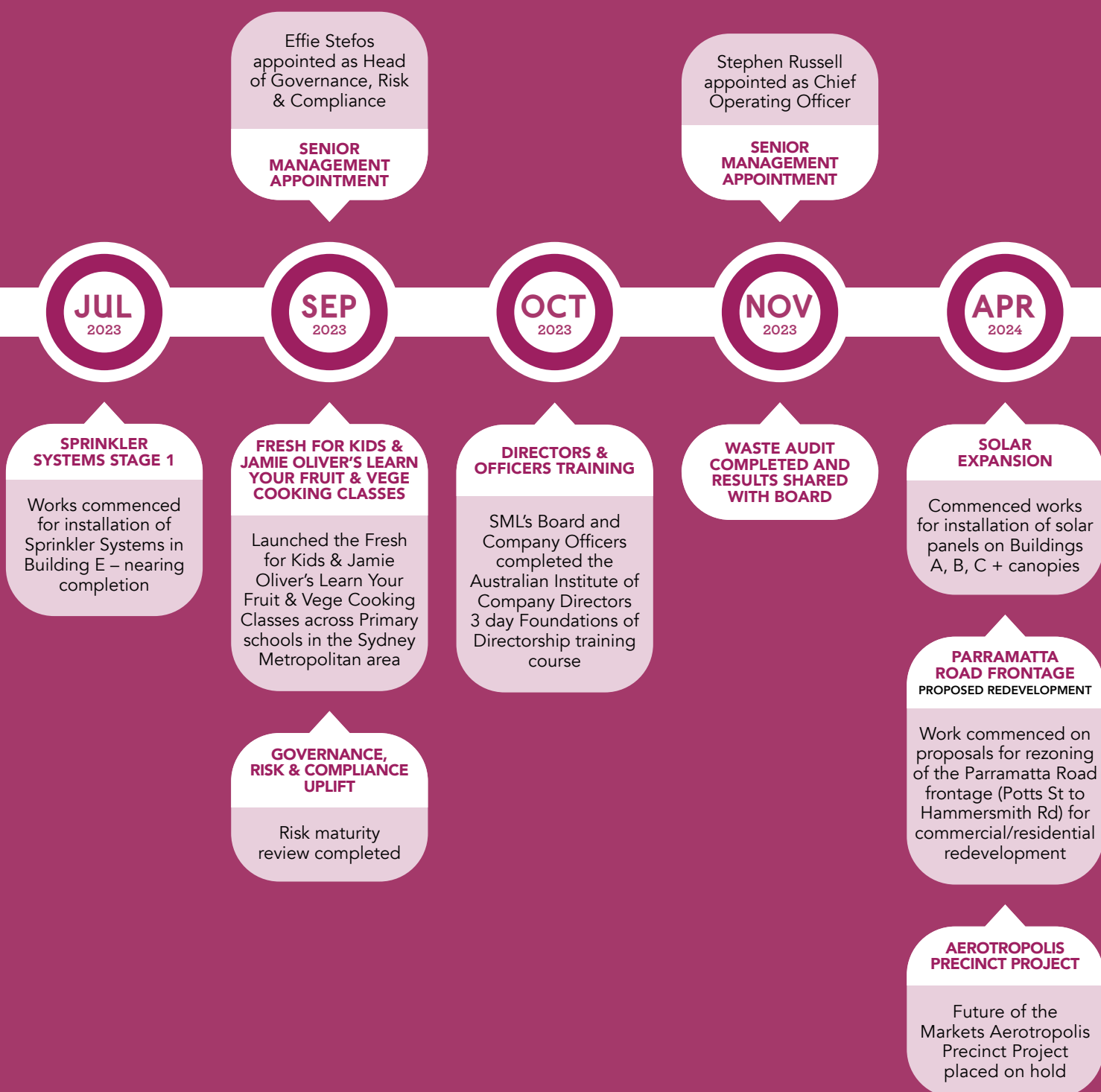
These set out where we will focus to drive our success, aligned with refreshed strategic imperatives and initiatives which build out the key programs of work and what we will achieve in the next three years to continue to drive the growth of SML.

FY25-27 strategic pillars and imperatives

Strategic Pillars	Strategic Imperatives
 OUR PEOPLE & TALENT	1 Greater transparency, stakeholder and customer engagement to build trust and confidence. 2 Embed a culture of excellence in customer service, governance, safety and risk management.
 LONG TERM VALUE & SHAREHOLDER RETURNS	3 Ensure the enduring financial viability of Sydney Markets. 4 Generate commercial returns on assets and investments in line with external market conditions.
 OPTIMISE OPERATIONS	5 Create a program for innovation to drive growth and operational efficiency. 6 Achieve the successful reinvention of Paddy’s Market. 7 Enhance the Sydney Markets brand to improve market positioning
 SUSTAINABILITY & RESILIENCE	8 Manage the environmental impact of market operations and promote sustainable practices 9 Enhance SML’s risk management and resilience for potential disruptions, to safeguard long-term stability.

Our Business Activities

The 2024 Sydney Markets Limited Annual Report highlights a year marked by significant achievements and forward momentum. Major infrastructure upgrades took place, including the near-completion of fire sprinkler system installations in key buildings, alongside the introduction of a new entry and parking fee at Paddy's Flemington. Additionally, construction commenced on the Doltone Hospitality Precinct at Paddy's Haymarket, a strategic enhancement to the market's facilities.

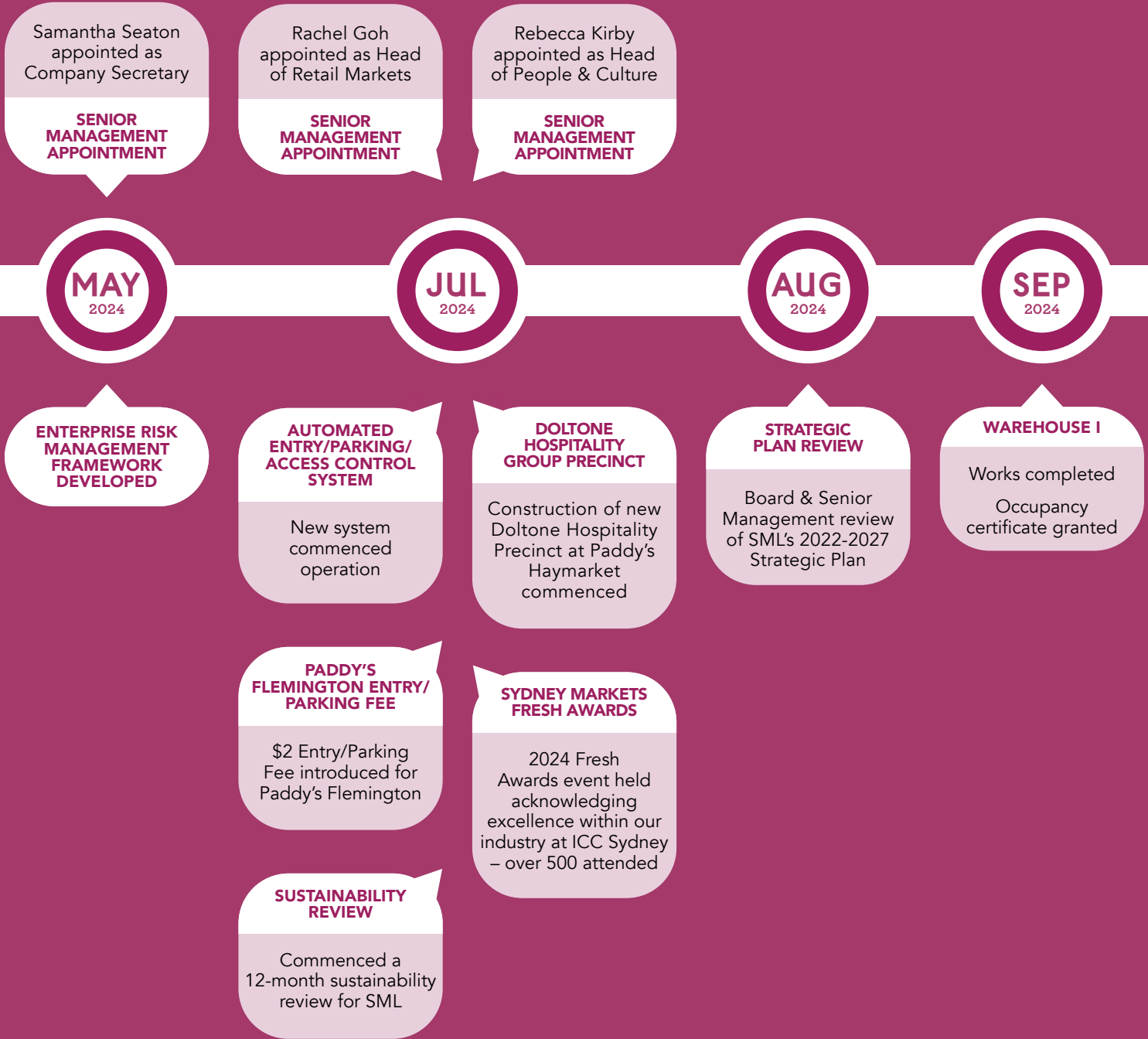


Governance and risk management are continuing to be strengthened, following a comprehensive risk maturity review to ensure the organisation is well-prepared for future challenges.

Sydney Markets also launched the “Fresh for Kids” program initiative, partnering with Jamie Oliver’s cooking classes to promote healthy eating among primary school students throughout Sydney.

Sustainability remained a core focus, with solar panels installed across several buildings, further supporting SML’s commitment to environmental responsibility. The company also initiated a 12-month sustainability review, and proposals were put forward for the rezoning and redevelopment of key frontage areas to support future commercial and residential growth.

The year culminated with the prestigious Fresh Awards, celebrating excellence within the industry, while a strategic plan review ensured the organisation remains aligned with its long-term goals. Through these projects and initiatives, SML continues to lead with innovation, sustainability, and growth at the heart of its operations.



Sustainability

Sustainability is a key strategic focus area for Sydney Markets Limited and we have commenced work to understand our obligations both from a legislative and corporate social responsibility perspective.

Over the past 12 months, SML has made significant strides in enhancing our commitment to sustainability by commencing a dedicated project focussed on aligning operations with sustainability obligations and expectations.

Comprehensive engagement and research have commenced with shareholders and internal teams to better understand sustainability priorities

and concerns, ensuring that initiatives are both relevant and impactful.

A significant outcome of these efforts is the development of a comprehensive plan and roadmap aimed at meeting sustainability reporting obligations by July 1, 2027. This roadmap outlines clear steps and milestones to guide the journey toward a more sustainable future. Additionally, SML successfully refreshed strategy and business plans to integrate a commitment to sustainability, ensuring this remains a fundamental part of the operational framework.

On the energy front, SML is excited to commence a solar expansion project that involves the installation of solar

panels on Wholesale Buildings A, B, and C, including canopies. Completion of this phase is expected by late 2025 to early 2026. This installation will increase solar generation to a new total of 7MW, providing approximately 90% of average daytime electricity use for the Markets site and reducing the total site load for the embedded network by 19% per annum.

Solar Installations



6 locations

Current solar panel installations



4,000

Equivalent average yearly household usage



8,950

Total number of solar panels



\$8.8M

Total investment to date



41%

% of average daytime site power usage



4,147mWh

Solar Energy Generation July 2023 to June 2024

WASTE MANAGEMENT

We are pleased to report significant progress in our waste management initiatives.

Over the last financial year, we achieved a 10% reduction in total waste volumes compared to the previous year, amounting to a substantial decrease of 2,066 tonnes.

This milestone highlights the collaborative efforts of our stakeholders and highlights our dedication to building a more sustainable future.

Over the past 12 months, we have significantly minimised our waste

footprint. General waste has been reduced by 1,224 tonnes, while organic waste sent to EarthPower has decreased by 1,267 tonnes. These accomplishments demonstrate our continuous focus on improving waste separation, better stakeholder education and enhancing recycling practices throughout the Markets.

To further advance our recycling initiatives, we have introduced additional Green Point stations across the Markets. Designed to encourage better waste separation and reduce general waste, these stations foster a culture of responsible sustainability among all our stakeholders.

In September 2024, SML hosted the Foodbank Global Summit, welcoming 40 international delegates to engage in important discussions on climate change and the growing need for food relief. This event emphasised our commitment to addressing pressing environmental issues and reinforced our ongoing efforts in Corporate Social Responsibility.

We remain dedicated to being a leader in sustainability, focusing on both environmental initiatives and community well-being. Together with our stakeholders, we are making a meaningful impact on the environment and look forward to continuing these important efforts in the years ahead.



TOTAL WASTE VOLUMES
18,067T

July 2023 to June 2024 a 13% reduction compared to same period previous year



GENERAL WASTE VOLUMES
5,803T

July 2023 to June 2024 a 20% reduction compared to same period previous year



TOTAL WASTE RECYCLING
70%

Average July 2023 to June 2024



FOOD RESCUE CHARITIES
784T

• Foodbank • Second Bite
• St Merkorious • Oz Harvest
July 2023 to June 2024



ORGANIC WASTE TO FARMERS
7,304T

July 2023 to June 2024

Marketing Highlights



Paddy's Markets Activations

Paddy's Markets has continued to thrive with a variety of exciting activations throughout the year. Our partnerships with the NRL, including collaborations with the Canterbury Bulldogs and Wests Tigers, have brought added energy to our market spaces.

Weekly cooking demonstrations have engaged visitors with interactive culinary experiences, while ongoing support for the FoodLab initiative has underscored our commitment to local food innovation.

Additionally, the Vivid festival saw a unique and playful touch with glow-in-the-dark face painting at Paddy's Haymarket, enhancing the market's vibrant atmosphere and drawing in crowds.

These activations have collectively enriched the Paddy's Markets experience, making it a dynamic and engaging destination for both locals and visitors alike.



2024 Sydney Royal Easter Show

Sydney Markets proudly sponsored the 2024 Sydney Royal Easter Show, making a significant impact through three major activations. Our support spanned the Royal Flower and Garden Competition, the District Exhibits People's Choice Award, and the Little Hands on the Land (LHOTL) experience.

The LHOTL activation, which ran daily from March 22nd to April 2nd, was a particular highlight, seamlessly aligning with our Fresh for Kids initiative. This engaging stand provided children with hands-on experiences and educational activities, offering insights into the journey from farm to plate. With 151,000 attendees engaging with the LHOTL experience, the initiative garnered widespread praise for highlighting the significance of the central market system and promoting the value of healthy eating.



Sydney Markets Fresh Awards

The Sydney Markets Fresh Awards reached new heights this year, celebrating excellence across the fresh produce, floral, retailing, and content creation industries. With over 500 guests in attendance, the event was a resounding success, showcasing the outstanding achievements within these sectors.

This year, we proudly introduced a new Greengrocer category: the Best Extra-Large Business Award. The ceremony recognised 22 remarkable winners from a competitive field of 89 finalists, underscoring the dedication and innovation prevalent within Sydney Markets. The winners include:

Wholesaler of the Year: Lemdell, **Produce Grower of the Year:** D Fresh Produce, **Flower Grower of the Year:** East Coast Wildflowers, **Providore of the Year:** Parisi, **Greengrocer of the Year:** Fruitezy Marketplace, Maroubra, **Florist of the Year:** The Little Garden, Belmont, **Paddy's People's Choice Retail, Haymarket:** Sydney Uggs, **Paddy's People's Choice Fresh, Haymarket:** Mustafa Allazze Fruit & Vegetables, **Paddy's People's Choice Retail, Flemington:** Vanilla Grove, **Paddy's People's Choice Fresh, Flemington:** Yep Lum & Co, **Fresh Content Award:** Vincent Lim, Dimsimlim.

We would also like to take this opportunity to acknowledge our valued sponsors: Markets Club by Holman Barnes Group, Eurocold, and Toyota Material Handling. Thank you for your partnership and commitment to excellence.



Jamie Oliver's Cooking Classes

FRESH FOR KIDS

The Fresh for Kids program initiative with Jamie Oliver's incursion cooking classes has made significant strides since its official launch in September 2023. To date, 181 lessons have been delivered, reaching 4,560 students across primary schools in the Sydney Metropolitan area.

The program initiative, led by two dedicated cooking facilitators, provides young learners with practical cooking skills and knowledge about nutritious eating. This initiative continues to foster a deeper understanding of healthy food choices among children, reinforcing our commitment to supporting the next generation's well-being through engaging and educational culinary experiences.

Our People



63 EMPLOYEES

SYDNEY MARKETS LIMITED



F28% | M72%

DIVERSITY

People and Culture

Sydney Markets Limited employs 63 people across our two sites at Flemington and Haymarket. Our people are dedicated, passionate, hard-working and critical to providing the best environment that supports competitive trade and efficient distribution for our Markets which operates 24 hours a day, 7 days per week.

In recognition of our unique workplace SML requires a people strategy that considers our unique and complex environment whilst continuing to drive our strategic imperatives.

SML recognises that employee engagement, diversity and organisational culture are key drivers of SML's future success. We are committed to investing in a people strategy that will both drive

performance and enhance our culture through living our values.

DIVERSITY & INCLUSION

We work in a diverse ecosystem, which brings significant value to the business and community. We want our people to know that they can bring their whole self to work and that doing this improves our workplace and the way we operate.

We are focusing on ensuring our recruitment policies and processes are supporting diverse hires and introducing meaningful and inclusive programs.

OUR PEOPLE STRATEGY

In the coming months, there will be significant changes to the

people function at SML including the introduction of a system which manages the end-to-end employee lifecycle more seamlessly. We have commenced measuring employee engagement and will develop fit for purpose plans to action the valuable feedback provided by our people. We are building out our suite of people and conduct related policies and procedures to define the guardrails and refresh our operating model.

SML people strategy is being built to include actions to be taken in this area over the next two years as well as measurable KPIs to track progress, delivery and impact.

Employee of the Year: Qin Zhang - Accounts Payable Officer

We are delighted to announce Qin as Sydney Markets Employee of the Year. Qin's remarkable dedication and versatility have made her an invaluable asset to our team, and her contributions throughout the year have been nothing short of exemplary.

Qin's adaptability has shone brightly as she took on multiple roles within her team, seamlessly handling accounts receivable, payroll, and stepping in at the reception desk during Gayatri's absence. Her ability to juggle these diverse responsibilities with efficiency and grace is a testament to her exceptional skill set and work ethic.

In addition to her primary duties, Qin has gone above and beyond by providing training to new staff members. Her willingness to share her knowledge and ensure the smooth onboarding of new team members has been instrumental in maintaining our high standards of service and operational efficiency. Despite her demanding schedule, Qin completes her tasks with minimal fuss, often staying back to ensure everything is finished to perfection.

Qin's dedication extends beyond her assigned roles. She is a pillar of support for her colleagues in the Finance team, who greatly value her assistance and positive attitude. Her approachable nature and willingness to lend a hand have made her a beloved member of the team, fostering a collaborative and supportive work environment.

Moreover, Qin's linguistic skills have been a significant asset to SML. She frequently assists with communication pieces that require translation and helps customers and shareholders who do not speak fluent English. Her ability to bridge language barriers has greatly enhanced our engagement and inclusivity.

We are proud to recognise her exceptional contributions and dedication, which have made a significant impact on our organisation. Congratulations, Qin, on being our Employee of the Year!

Team of the Year: Marketing Team

We are pleased to announce the Marketing team as the Sydney Markets Team of the Year. The Marketing team has been instrumental in supporting various initiatives and projects across the organisation. Their close collaboration with the Operations team has ensured effective communication of critical programs to our Stakeholders, enhancing the clarity and impact of our messages.

Key initiatives that the marketing team have assisted with include the introduction of the \$2 Entry fee and QR Code system, the Pallet Lift Program, and the Waste Policy Review. Their efforts have been crucial in conveying these changes to our Stakeholders, ensuring smooth transitions and widespread understanding.

The Marketing team also played a pivotal role in organising the SafeWork Forklift Media Event, highlighting our commitment to safety and compliance. Their planning and execution of the Pallet & Trading Hours surveys have provided valuable insights, aiding in the continuous improvement of our operations.

The team's involvement in the SML Hub Training and Onboarding program has been vital in registering Stakeholders on the SML Hub.

A standout achievement this year has been the rollout of the new brand, a significant change led by the Marketing team. Their work has revitalized Sydney Markets Limited's identity and reinforced our market position.

Congratulations to the team for their exceptional contributions!

Governance

Board of Directors

The SML Board operates under a formal charter that defines its roles, responsibilities, composition, procedures, delegations, and operational protocols, as well as the division of responsibilities between the Board and SML's management team.

The Board of Directors is entrusted with the governance of SML on behalf of its shareholders, and is committed to representing, serving, protecting and promoting the interests of SML's shareholders and stakeholders. Its roles and responsibilities include:

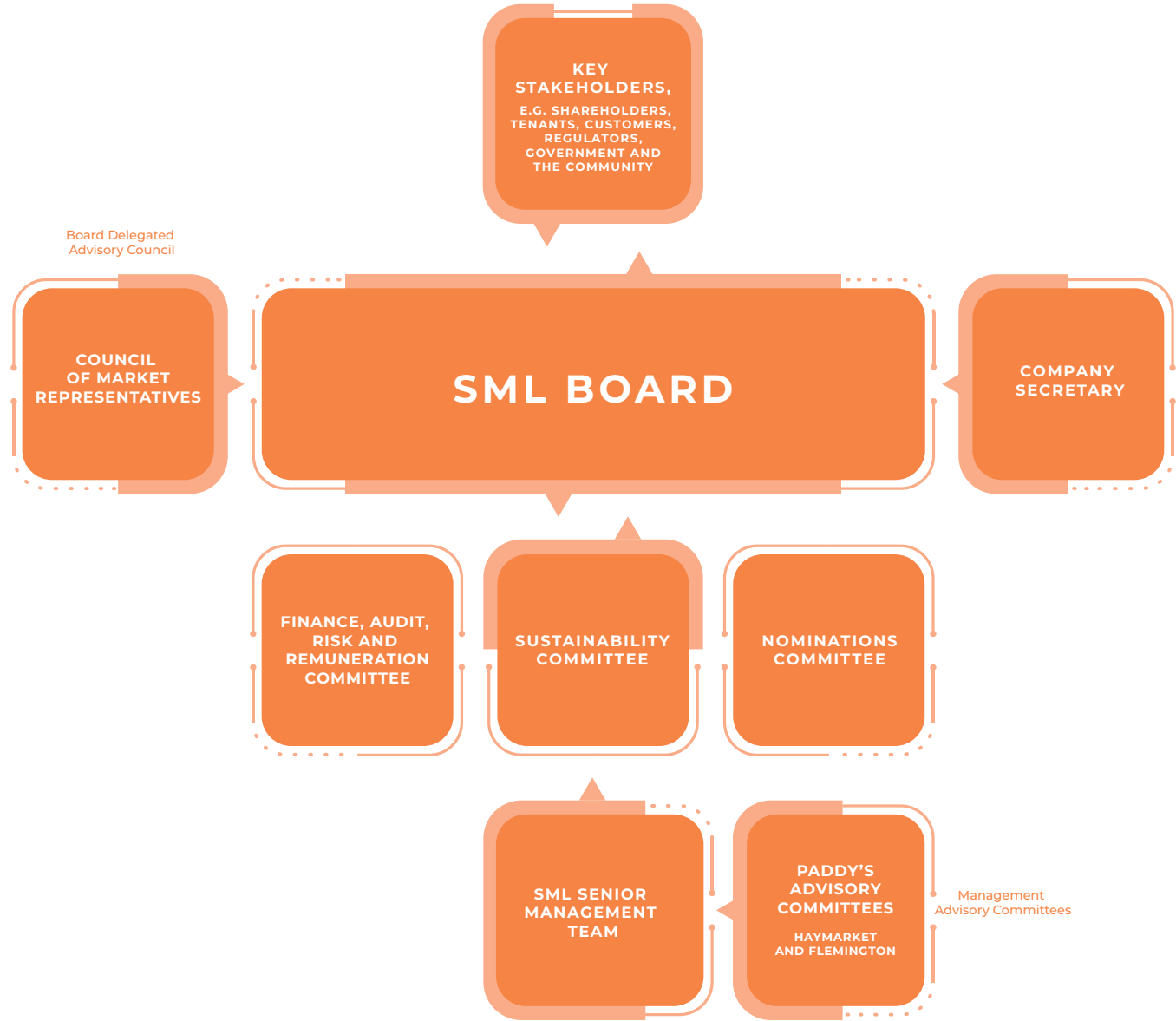
- **Board operations** - establishment of Board sub-committees, re-defining delegated authorities and setting the remuneration of Non-Executive Directors within the aggregate pool approved by the shareholders
- **Strategy, budget and financial oversight** - overseeing of management's execution of SML's strategic objectives, approval and monitoring of major capital expenditure, financial performance, and approving financial statements and the annual report
- **Governance, Risk Management and Compliance** - overseeing and monitoring of the effectiveness of SML's management, performance and corporate governance frameworks, defining SML's risk appetite, approving SML's risk management and compliance frameworks and evaluating the adequacy of SML's business continuity plans
- **Culture, conduct and reputation** - safeguarding and enhancing SML's performance and reputation, while building sustainable value for shareholders
- **Sustainability** - guiding the development of SML's sustainability strategy and monitoring the social, ethical and environmental impact of SML's operations
- **Work Health and Safety** - a continued focus on living our mission of providing a SAFE environment by engaging external professional support to elevate on how SML delivers on its health and safety responsibilities measured against a globally recognised benchmark

The Board has delegated the day-to-day management and implementation of approved strategies and business plans to the CEO, who may further delegate responsibilities to senior management as appropriate.

Governance framework

SML's governance framework is designed to ensure clear lines of delegation from the Board and its sub-committees to the CEO and their management team, ensuring effective oversight and accountability throughout the organisation.

Depicted below is SML's governance framework. Processes are in place to ensure the delegation flows through the Board and its sub-committees to the CEO and their management team.



THE KEY FOCUS AREAS FOR THE BOARD IN THE FINANCIAL YEAR INCLUDED:

- Overseeing SML's position in the Western Sydney Aerotropolis project and the Doltone Hospitality Group development at Paddy's Haymarket
- Reviewing and providing input into SML's strategy and operations of areas likely to impact long term shareholder value
- Monitoring changes in the external environment such as inflationary and supply change pressures, and overseeing SML management's strategies in response to these challenges
- Overseeing management's performance in executing the FY22-27 Strategy
- Evaluating opportunities aligned with Flemington and Haymarket site masterplans
- Monitoring SML's financial performance and financial position, including operating and cashflow metrics, and compliance with financial covenants
- Updating policies, reporting and processes to enhance SML's corporate governance and compliance processes
- Overseeing the program to uplift SML's governance, risk, compliance and resilience, including revising SML's Enterprise Risk Management Framework, and the strategies to improve SML's risk profile
- Monitoring SML's workplace safety performance and implementation of initiatives to improve it, including culture and workplace health and safety awareness
- Reviewing SML's remuneration framework and outcomes for SML senior management
- Evaluating the processes and policies in place to attract, develop and retain key talent

Structure and composition of the Board

Throughout the year, the Board comprised of nine directors. At the date of this report, there are eight directors, including two non-executive independent, five non-executive nominee directors, and one non-executive expertise director.

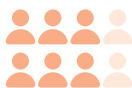
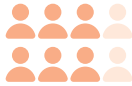
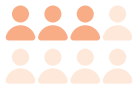
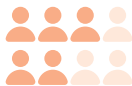
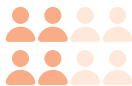
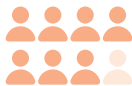
Since 1 July 2023 to the date of this report*, the following changes to directorships occurred:

- Mr Dale Doonan was elected to the Board as a non-executive Expertise Director on 26 September 2023
- Mr Peter McBride was elected to the Board as the Chair and non-executive Independent Director on 21 January 2024
- Mr Mario Messina retired from the Board as the non-executive Nominee Director - Retail Markets on 21 July 2024
- Mr Shaun McInerney retired from the Board as a non-executive Expertise Director on 6 August 2024
- Mr Carlo Trimboli was elected to the Board as the non-executive Nominee Director - Retail Markets on 1 August 2024
- Ms Robyn Scott was elected to the Board as a non-executive Independent Director on 5 August 2024

The Board is committed to maintaining an appropriate mix of skills and diversity in its membership, covering a range of skills, experience, expertise and background in relevant industries including horticulture and agriculture, wholesale markets, exporting, retail and commercial property.

The Board skills matrix set out on the following page describes the composite skills, experience and expertise presently represented on the Board. To the extent that any skills are not directly represented on the Board, they are augmented by external advisors.

**While reported in SML's FY23 Annual Report, Mr David Hynes resigned from the Board as an independent non-executive director, on 4 September 2023, and Mr David Whiteman resigned from the Board as an independent non-executive director, on 26 September 2023.*

Skills and Experience	Board
STRATEGY Experience in strategic thinking and planning for the future of the organisation. Being able to identify strategic opportunities and threats with demonstrated success in setting and achieving strategic priorities to create value.	
CORPORATE LEADERSHIP / EXECUTIVE MANAGEMENT Experience in senior leadership roles, including responsibilities for successful implementation of major change initiatives and business development / expansion.	
FINANCIAL LITERACY / ACUMEN Ability to comprehend and understand financial information, including management accounts, financial statements, and financial reporting requirements, the audit process and function and to contribute to financial decision making.	
GOVERNANCE, RISK MANAGEMENT AND COMPLIANCE Experience in: - Implementing, managing or overseeing risk management and compliance frameworks including legal and regulatory compliance and effective internal controls - Setting risk appetites - Managing governance matters such as conflicts of interest or conduct matters - Identifying and providing oversight of key business risk (strategic, operational & financial) and emerging risks - Oversight of significant legal and regulatory matters. Knowledge of legal concepts applicable to the role of a director	
WHS, PEOPLE AND CULTURE Demonstrable understanding of WHS and wellbeing strategies, proactive identification and prevention of WHS / people risks Experience in helping to foster a strong organisational culture, overseeing operation of people management and succession planning, and setting strategy linked remuneration and reward frameworks.	
COMMERCIAL PROPERTY Experience in developing strategies for maximising the use of, or developing commercial property assets, acquisition and divestment of property assets.	
SUPPLY CHAIN, DISTRIBUTION AND LOGISTICS Experience in end to end supply chain processes, including distribution, logistics and procurement and the optimisation of warehousing and distribution of goods.	
RELEVANT INDUSTRY EXPERIENCE Experience in some or all of the following markets or industries which are directly relevant to SML: - Horticulture & agriculture - Wholesale markets & exporting - Retail & consumer	
INNOVATION, TECHNOLOGY & DIGITISATION Having a curious mindset to explore new value creating opportunities, being open to change, taking calculated risks and staying informed on emerging trends, technologies and best practices in areas relevant to SML. Experience in: - Implementing, managing or overseeing technology programs - Leveraging digital technology to drive competitive strategy, innovation, revenue growth and business performance	
SUSTAINABILITY Understanding of and experience in environmental management and social responsibility (e.g. climate change, human rights and responsible sourcing.) Energy sector / Utilities experience, focus on efficient use of resources.	
STAKEHOLDER ENGAGEMENT Experience in engaging with complex stakeholder & shareholder groups including cooperatives and government to drive the desired outcomes and drive change.	



Number of directors who have at least a solid understanding and competency in this area

Committees of the Board

The Board has established several committees to assist with discharging its responsibilities:

- Finance, Audit, Risk and Remuneration Committee
- Sustainability Committee
- Nominations Committee (as required)

In early 2025, a People and Culture sub-committee will be established, to oversee human resources, workplace culture, employee wellbeing and remuneration.

Board and Sub-Committee Charters are available on our website at corporate.sydneymarkets.com.au/about-us/governance.html.

Details of the membership and composition of each committee as at 30 June 2024 are set out below.

Committee	Peter McBride	Shaun McInerney	Dale Doonan	Meegan George	Caroline Piscuineri	Stephen Pellizzer	William Lee	Mario Messina
Finance, Audit, Risk and Remuneration	X	X	X CHAIR	X				
Sustainability Committee	X				X	X		X CHAIR
Nominations Committee	X		X		X			
Council of Market Representatives	X				X CHAIR	X	X	

External Auditor

The Board of Directors appointed Grant Thornton Australia Ltd as the external auditor of the Company, effective from 21st December 2023. The appointment followed a comprehensive selection process conducted by the Finance, Audit, Risk and Remuneration Committee in accordance with the Company's governance framework.

Grant Thornton replaces PwC, who served as auditor to SML for the past 15 years. This change aligns with SML's commitment to maintaining a high standard of corporate governance and is part of our routine rotation of external auditors to ensure independence and objectivity in our audit process.

The effectiveness, performance and independence of the external auditor is reviewed annually by the Finance, Audit, Risk and Remuneration Committee.

The lead audit partner is required to rotate after a maximum of seven years. Ms Nicole Gonzalez is the lead audit partner. Grant Thornton has provided the required independence declaration to the Board for the financial year ended 30 June 2024. The independence declaration forms part of the directors' report and is provided on page 28 of this annual report.

Risk Management

SML has adopted a structured Enterprise Risk Management Framework (ERMF) to identify, assess, monitor, manage and report risks. This ERMF outlines the governance structures and processes including roles and responsibilities, risk management processes, monitoring and reporting requirements and risk impact and likelihood matrices.

The Board reviews the ERMF annually, with the most recent review conducted in June 2024.

Governance, Risk, Compliance and Resilience uplift

In late 2023, SML launched a comprehensive program to uplift its governance, risk, compliance and resilience maturity.

Key achievements include:

- Improved governance processes and frameworks for more robust Board and sub-committee oversight
- Revised charters for the Board; Finance, Audit, Risk and Remuneration (FARR) Committee; Sustainability Committee; and Council of Market Representatives
- Development of a Board Skills Matrix
- Refreshed Board and sub-committee reporting from management
- Appointment of a new Company Secretary
- Refresh of the Director Nominations process and Director Code of Conduct
- Development and implementation of the Enterprise Risk Management Framework and material risk profile
- Policies including the Delegations of Authority, Procurement Policy and Grievance Policy
- Formalised risk assessments for business cases and projects
- Completed the first phase of SML's operational resilience program. This consisted of an impact assessment of the key vulnerabilities for the sites, infrastructure, systems, processes, people and defining continuity, contingency and recovery procedures for them. The next phase will commence implementing actions for the recommendations to improve resilience.

Director Bios



Peter McBride Chairman

Non-Executive
Independent Director
(appointed 21 January 2024)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Peter became Chair in January 2024. He is currently the Chair of Fonterra Co-operative Group Limited, is a Director of Trinity Lands Limited, Chair of Sequel Holdings Limited and its subsidiaries, and is a member of the New Zealand China Council and the Zespri Global Supply Advisory Board.

Peter was previously the Chief Executive Officer of Trinity Lands Limited, a dairy and kiwifruit operation largely based in Waikato. He was also previously the Chair and a Director of Zespri Group Limited and other related companies, and a Director of the New Zealand International Business Forum.

Peter holds a Bachelor of Horticulture and a Post Graduate Diploma of Commerce, Agribusiness.

BOARD COMMITTEE MEMBERSHIPS

Finance, Audit, Risk & Remuneration Committee, Sustainability Committee

INTEREST IN SHARES

Nil



Dale Doonan

Non-Executive Expertise
Director
(appointed 26 September 2023)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Dale is an experienced business executive with expertise in finance, risk, information technology and business management.

Dale's industry experience includes roles in Banking and Finance, IT and Horticulture industries.

Previously, Dale held the role of Chief Financial Officer of a diversified Horticultural business headquartered at Sydney Markets.

Dale holds a Master of Business Administration (MBA) and Bachelor of Business in Information Systems

BOARD COMMITTEE MEMBERSHIPS

Finance, Audit, Risk and Remuneration Committee – Chair

INTEREST IN SHARES

Nil



Caroline Piscuneri

Non-Executive Nominee
Director - Wholesale
(appointed 15 July 2020)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Caroline has more than 20 years' experience in the fresh produce industry and is the owner of the Seven Springs Apple Orchard in Batlow, and All Seasons Produce, which has been part of the Sydney Markets family for over 30 years.

Caroline has strong expertise across operations and business development and is passionate about the Sydney Markets environmental footprint and the role it plays in the sustainability ecosystem.

BOARD COMMITTEE MEMBERSHIPS

Sustainability Committee – Chair

INTEREST IN SHARES

1 Warehouse Ordinary Share



William Lee

Non-Executive Nominee
Director – Growers Market
(appointed July 2022 and from October 2011 to June 2019)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

William has over 63 years' experience in the fruit and vegetable growers' industry. Throughout his career, William has successfully owned and managed both wholesale and retail businesses within the Sydney Markets.

William is a Director of Lee Bong Bros. Pty Ltd and is a Justice of the Peace in NSW. William has been a member of the Australian Chinese Growers Association of NSW since its establishment in 1975.

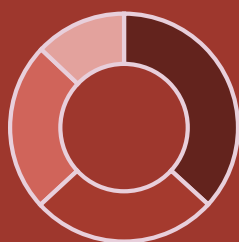
Previously, William has rendered significant service to the Association, holding the positions of Vice President and Secretary.

BOARD COMMITTEE MEMBERSHIPS

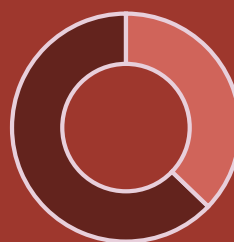
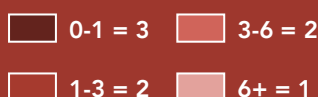
Nil

INTEREST IN SHARES

3 Retail Markets Ordinary Shares and 2 Growers Market Ordinary Shares



DIRECTOR TENURE (YEARS)



BOARD GENDER DIVERSITY



Stephen Pellizzer

Non-Executive Nominee
Director – Flower Markets
(appointed 15 July 2020)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Stephen is passionate about the growth, future and sustainability of Sydney Markets Limited.

Stephen has attained qualifications as a Horticulturalist and has been involved in the flower industry all his life.

Previously, whilst trading at Sydney Markets for over 44 years he has shared his expertise as a member of the Flower Growers Group of NSW Committee for 11 years with 8 of them as Treasurer.

BOARD COMMITTEE MEMBERSHIPS

Sustainability Committee

INTEREST IN SHARES

3 Flower Markets Ordinary Shares



Meegan George

Non-Executive Nominee
Director – Warehouses
(appointed 20 July 2022)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Meegan has more than 25 years' experience in organisational leadership with a strong focus on helping organisations thrive in competitive, ever-changing markets.

Meegan excels in creating compelling vision and inspiring action. As CEO of Freshmark, she has driven transformational initiatives, established a new strategic direction and strong advocacy efforts.

Previously Meegan served as Chief Commercial Officer and Chief Operating Officer of the Governance Institute of Australia and has expertise spanning finance, IT, operations, sales, marketing, and business development.

Meegan holds a Bachelor of Commerce, Banking and Finance and is a Graduate of the Australian Institute of Company Directors.

BOARD COMMITTEE MEMBERSHIPS

Finance, Audit, Risk & Remuneration Committee

INTEREST IN SHARES

Nil



Carlo Trimboli

Non-Executive Nominee
Director – Retail Markets
(appointed 1 August 2024)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Carlo is an experienced fresh produce executive with over 30 years' working with market-leading wholesalers.

As the Managing Director of the Samsons Group, Carlo has a thorough understanding of all aspects of the horticultural supply chain, and excels in leadership, governance and strategy.

Carlo is also Chair of Sydney Markets Foundation and Deputy chair of Freshmark Australia

BOARD COMMITTEE MEMBERSHIPS

Sustainability Committee

INTEREST IN SHARES

5 Grower Ordinary Shares
1 Retail Ordinary Share
7 Wholesale Ordinary Shares



Robyn Scott

Non-Executive
Independent Director
(appointed 5 August 2024)

SKILLS, EXPERIENCE, AND QUALIFICATIONS

Robyn is a property and infrastructure advisor with over 30 years' experience working with ASX listed entities, financial services groups, consulting partnerships and NSW government.

Robyn was recently a Board and Audit Committee member at Rookwood General Cemetery, Independent Finance, Audit and Risk Committee Member at Metropolitan Memorial Parks and a property advisor at Sydney Metro.

Previously Robyn held senior property roles at Dexus, Deutsche Bank and ING and consulting Directorships at PPB Advisory and PwC.

Robyn holds a Bachelor of Applied Science in Land Economics and is a Graduate of the Australian Institute of Company Directors.

BOARD COMMITTEE MEMBERSHIPS

Finance, Audit, Risk & Remuneration Committee

INTEREST IN SHARES

Nil

Executive Bios



Brad Latham

Chief Executive Officer

Brad has held various senior-level managerial positions at Sydney Markets and was appointed Chief Executive Officer in 2006. Through his extensive executive experience, Brad has been instrumental in shaping the strategic direction of Sydney Markets, Australia's largest market, which has consistently maintained its outstanding reputation for operational excellence.

With a strong focus on driving innovation and change, Brad has implemented forward-thinking initiatives that leverage technology to enhance operational processes and improve stakeholder engagement. His commitment to fostering a culture of continuous improvement has ensured that Sydney Markets not only adapts to evolving industry demands but also sets the standard as a world-leading market.

Brad holds a Master of Management from the University of NSW and has completed The Australian Institute of Company Directors 'Foundations of Directorship' course.



Michael Golden

Chief Financial Officer

Reporting to the CEO, Michael is responsible for financial management, budgeting, reporting and analysis, and technology.

Michael has over 24 years' experience in Chief Financial Officer roles across several industries including property, entertainment, retail and manufacturing. Michael has a broad background in strategic investment, mergers, acquisitions, legal and contract negotiations, dispute resolution, change management and driving efficiencies through technological innovation.

Michael holds a Bachelor of Business from the University of Technology Sydney, is a Fellow of the Institute of Public Accountants and a Chartered Tax Adviser of the Taxation Institute of Australia.



Stephen Russell

Chief Operating Officer

As Chief Operating Officer (COO), Steve has responsibility for enhancing the Strategy and Vision of Sydney Markets through business plans and targeted goals. Key areas include the day-to-day operations of the Markets, procurement and asset management.

Stephen has more than 20 years' of experience in Operations Management including the transport and aviation sector (Australia Post/ Qantas Joint Venture), Retail sector (Pepsico) and recently the Not For Profit sector.

Stephen holds a Master of Business Administration (MBA) and Postgraduate Diploma in Financial Management from Macquarie University.



Samantha Seaton

Company Secretary

Samantha is a highly skilled administrator with governance experience across a number of sectors including education, corporate, finance and not-for-profit. She is responsible for managing Corporate Secretariat, working closely with the Board Chair, Committee Chairs, Directors and Executive.

Samantha has been a Company Secretary on a number of Committees in a volunteer capacity. She is currently an Affiliate Member of the Governance Institute of Australia (GIA). Her interest in law has seen her successfully complete the module in Applied Corporate Law at GIA.

Samantha holds a Diploma of Teaching from University of Technology, Sydney and has a Certificate in Governance Practice, GIA as well as a Certificate of Humanitarian Law from the International Institute of Humanitarian Law, San Remo, Italy.



Ned Tesic

Public Relations and
Brand Manager

Ned leads the Marketing and Communication portfolio at Sydney Markets, where he plays a pivotal role in overseeing the company's diverse portfolio of brands and marketing initiatives. With over two decades of experience in strategic marketing, corporate communications, and brand development his experience spans brand positioning, lifecycle marketing, and innovative problem-solving, making him a key figure in the company's ongoing digital transformation.

Ned holds a Bachelor of Commerce from Western Sydney University.



Effie Stefos

Head of Governance, Risk
and Compliance

Effie is responsible for ensuring that the most significant risks that could impact Sydney Markets strategic goals and operations are managed. She collaborates with the Board and senior management team to integrate risk considerations into decision-making processes and promote a risk-aware culture.

Effie has over 15 years' experience in providing advice and delivering risk, compliance and strategic transformation to improve the enterprise resilience of ASX listed, government entities, private companies, and not for profits.

Effie holds a Bachelor of Commerce (Finance and Economics) from the University of Wollongong.



Rachel Goh

Head of Retail Markets

Rachel manages Paddy's Retail Markets and drives commercial growth and profitability for Paddy's. Rachel leads in strategising and building the retail organisation to support its growth plans. With over 20 years' of leadership and commercial experiences in transforming businesses, she engages stakeholders effectively to foster positive change.

Rachel holds a Bachelor of Commerce from Curtin University.



Rebecca Kirby

Head of People & Culture

In her newly created role, Rebecca is responsible for supporting Sydney Markets People and Culture objectives including building a strong culture aligned with our values, developing capability of Sydney Markets people and managing all aspects of an employee lifecycle.

With over 20 years' of both operational and human resources experience, Rebecca works with purpose to develop a strategic people plan and embed a connected culture.

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GENERAL INFORMATION

The financial report consists of the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows, notes to the financial statements, consolidated entity disclosure statement and Directors' declaration.

The financial statements cover Sydney Markets Limited as an individual entity. The financial statements are presented in Australian dollars, which is Sydney Markets Limited's functional and presentation currency.

Sydney Markets Limited is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 3, Market Plaza Building
250-318 Parramatta Rd
Homebush West NSW 2140

A description of the nature of the Company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 17 October 2024. The directors have the power to amend and reissue the financial statements.

Directors' Report

The directors present their report, together with the financial statements, on Sydney Markets Limited (referred to hereafter as the 'Company') for the year ended 30 June 2024 and the auditor's report thereon.

Directors

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

- Mr Peter McBride (Appointed Chairman from 18 January 2024)
- Mr Mario Messina (Acting Chairman from 5 September 2023 to 17 January 2024, resigned 21 July 2024)
- Mr Shaun McInerney (resigned 6 August 2024)
- Mr Stephen Pellizzer
- Mrs Caroline Piscuneri
- Mrs Meegan George
- Mr William Lee
- Mr Dale Doonan (appointed 26 September 2023)
- Mr David Whiteman (resigned 26 September 2023)
- Mr David Hynes (Acting Chairman from 20 April 2023, resigned 4 September 2023)
- Mr Carlo Trimboli (appointed 1 August 2024)
- Ms Robyn Scott (appointed 5 August 2024)

Principal activities

The principal activities of Sydney Markets Limited during the financial year were to manage and administer the Sydney Markets at Flemington and Haymarket.

Dividends

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

Sydney Markets Limited's policy, as disclosed in the Prospectus dated 16 February 1998, is that no dividends will be declared. In exceptional circumstances the Directors may elect to declare a dividend, however, the Directors do not currently envisage any circumstance giving rise to the declaration of a dividend.

The reason for Sydney Markets Limited's dividend policy is that, in the opinion of the directors, all cash and other reserves will need to be maintained, invested and accumulated in order to fund the costs associated with the continuation of the Central Markets.

Review of operations

The profit for the Company after providing for income tax amounted to \$4,180,000 (30 June 2023: \$3,995,000).

Significant changes in the state of affairs

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

Likely developments and expected results of operations

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

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Environmental regulation

Sydney Markets Limited's operations are subject to significant environmental regulation under the laws of the Commonwealth and the State.

Sydney Markets Limited is subject to regulations under the *Environmental Protection Authority Act* and *The Protection of the Environment Operations Act 1997 (NSW)* in regards to the discharge of trade waste water and other liquid waste. Sydney Markets Limited engages independent and registered testing companies to continuously monitor the discharge of trade waste water and other liquid waste from the Flemington site. Sydney Markets Limited has complied with all the required regulations during the year ended 30 June 2024.

Information on directors

Name:	Mr Peter McBride (appointed 18 January 2024)
Title:	Non-Executive Independent Director and Chairman
Qualifications:	B. Horticulture, Post Graduate Diploma of Commerce, Agribusiness
Experience and expertise:	Board Chair since January 2024 Peter is currently the Chair of Fonterra Co-operative Group Limited, is a Director of Trinity Lands Limited, Chair of Sequal Holdings Limited and its subsidiaries, and is a member of the New Zealand China Council and the Zespri Global Supply Advisory Board. Previously, Peter was the Chief Executive Officer of Trinity Lands Limited, a dairy and kiwi fruit operation largely based in the Waikato. He was also previously the Chair and a Director of Zespri Group Limited and other related companies, and a Director of the New Zealand International Business Forum.
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration, Sustainability
Name:	Mr Stephen Pellizzer
Title:	Non-Executive Nominee Director - Flowers
Experience and expertise:	NSW Flower Growers Group Committee for 11 years, Treasurer for 8 years Member of Council of Market Representatives for 9 years Stephen attained qualifications as Horticulturalist and has been involved in the flower industry all his life. Whilst trading at SML for over 44 years, he has shared his expertise as a member of the Flower Growers of NSW Committee for 11 years with 8 of them as Treasurer and is a Director of Dumont Rose Gardens Pty Ltd.
Special responsibilities:	SML Committees - Sustainability
Name:	Mrs Caroline Piscuneri
Title:	Non-Executive Nominee Director - Wholesale
Experience and expertise:	Caroline has over 20 years of experience in the fresh produce industry and is the owner of the Sevens Springs Apple Orchard in Batlow, and All Seasons Produce, which has been part of the SML family for over 30 years.
Special responsibilities:	SML Committees - Sustainability
Name:	Mrs Meegan George
Title:	Non-Executive Nominee Director - Warehouses
Qualifications:	Certificate in Governance and Risk Management - Governance Institute of Australia Effective Director Course - Governance Institute of Australia Graduate, Company Directors Course - Australian Institute of Company Directors Bachelor of Commerce, Banking and Finance - University of Canberra
Experience and expertise:	Meegan has more than 25 years' experience in organisational leadership with a strong focus on helping organisations thrive in competitive, ever-changing markets
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration, Sustainability

Directors' Report

Information on directors

Name:	Mr William Lee
Title:	Non-Executive Nominee Director - Growers
Experience and expertise:	William is a Director of Lee Bong Bros. Pty. Ltd. and is a Justice of the Peace in NSW. He has been a member of the Australian Chinese Growers Association of NSW since its establishment in 1975, previously holding positions as Vice President and Secretary.
Special responsibilities:	None
Name:	Mr Dale Doonan (appointed 26 September 2023)
Title:	Non-Executive Expertise Director
Qualifications:	Bachelor of Business Information Systems Master of Business Administration
Experience and expertise:	Dale is an experienced business executive with expertise in finance, risk, information technology and business management. Dale's industry experience includes roles in Banking and Finance, IT and Horticulture industries. Previously, Dale held the role of Chief Financial Officer of a diversified Horticultural business headquartered at Sydney Markets.
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration
Name:	Mr Carlo Trimboli (appointed 1 August 2024)
Title:	Non-Executive Nominee Director - Retail Markets
Experience and expertise:	Board Member since August 2024 Carlo is currently Managing Director of Samsons Group and holds a Director position with NSW Chamber of Fresh Produce (Freshmark), Chair of Sydney Markets Foundation and Deputy Chair of Fresh Markets Australia.
Special responsibilities:	SML Committees - Sustainability
Name:	Ms Robyn Scott (appointed 5 August 2024)
Title:	Non-Executive Independent Director
Qualifications:	Bachelor of Applied Science Land Economics (Hons), GAICD
Experience and expertise:	Board Member since August 2024 Robyn is a property and infrastructure advisor with over thirty years' experience at various organisations including Dexus and Sydney Metro. Currently a Director of Trumper Property Group Pty Ltd, Robyn has held Board and Committee roles for over ten years, more recently at Rookwood General Cemetery and Metropolitan Memorial Parks.
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration

Name:	Mr Mario Messina (resigned 21 July 2024)
Title:	Non-Executive Nominee Director - Retail Markets Acting Chairman from 5 September 2023 to 17 January 2024
Qualifications:	Diploma - Marketing
Experience and expertise:	Over 36 years' experience at Sydney Markets; Representative, Paddy's Advisory Committee
Special responsibilities:	SML Committees - Sustainability
Name:	Mr Shaun McInerney (resigned 6 August 2024)
Title:	Non-Executive Expertise Director
Experience and expertise:	Over 41 years' experience in the fruit and vegetable industry
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration, Sustainability
Name:	Mr David Whiteman (resigned 26 September 2023)
Title:	Non-Executive Expertise Director
Qualifications:	BA (Macquarie University) majoring in Economics and Financial Studies
Experience and expertise:	Over 53 years' experience in the fruit and vegetable industry
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration
Name:	Mr David Hynes (resigned 4 September 2023)
Title:	Non-Executive Independent Director
Qualifications:	B.Ec / LL.B (Sydney University)
Experience and expertise:	Board Member from 2005 to 4 September 2023 Acting Chairman from 20 April 2023 to 4 September 2023 Deputy Chairman from 17 August 2011 to 15 August 2012, from 20 August 2014 to 19 August 2015 and from 19 August 2022 to 20 April 2023
Special responsibilities:	SML Committees - Finance Audit Risk and Remuneration

Directors' Report

Company Secretary

The following persons held the position of Company Secretary during the financial year:

Mr Michael Golden

Mr Michael Golden has over 24 years' experience in the Chief Financial Officer roles. He is a Fellow of the Institute of Public Accountants and a Chartered Tax Adviser of the Taxation Institute of Australia. Michael was Company Secretary up until 5 May 2024.

Ms Samantha Seaton

Ms Samantha Seaton was appointed Company Secretary on 6 May 2024. She has over 20 years of administrative experience across education, financial and corporate sectors and more recently in corporate secretariat. She is an Affiliate Member of the Governance Institute of Australia.

Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2024, and the number of meetings attended by each director were:

	Full Board		Finance, Audit, Risk and Remuneration Committee		Sustainability Committee (previously Environment Committee)	
	Attended	Held*	Attended	Held*	Attended	Held*
Mr Peter McBride	4	4	2	2	-	-
Mr Mario Messina	23	23	1	1	4	4
Mr Shaun McInerney	21	23	4	4	-	-
Mr Stephen Pellizzer	22	23	-	-	4	5
Mrs Caroline Piscinieri	23	23	-	-	3	4
Mrs Meegan George	23	23	4	4	2	2
Mr William Lee	23	23	-	-	3	4
Mr Dale Doonan	15	16	3	3	-	-
Mr David Whiteman	7	7	-	1	-	-
Mr David Hynes	5	6	1	1	-	-

*Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Shares under option

There were no unissued ordinary shares of the Company under option outstanding at the date of this report.

Shares issued on the exercise of options

There were no ordinary shares of the Company issued on the exercise of options during the year ended 30 June 2024 and up to the date of this report.

Indemnity and insurance of officers

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where it is not permitted by law.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors



Mr Peter J. McBride
Chairman



Ms Robyn Scott
Director

17 October 2024
Sydney

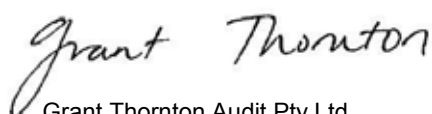
Grant Thornton Audit Pty Ltd
Level 26
Grosvenor Place
225 George Street
Sydney NSW 2000
Locked Bag Q800
Queen Victoria Building NSW
1230
T +61 2 8297 2400

Auditor's Independence Declaration

To the Directors of Sydney Markets Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Sydney Markets Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



Grant Thornton Audit Pty Ltd
Chartered Accountants



N M Gonzalez
Partner – Audit & Assurance

Sydney, 17 October 2024

www.grantthornton.com.au
ACN-130 913 594

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Statement of profit or loss and other comprehensive income

	Note	2024 \$'000	2023 (Restated) \$'000
Revenue			
Revenue from contracts with customers	4	65,506	64,326
Interest revenue calculated using the effective interest method		367	311
Other income		12	25
Expenses			
Property management expenses		(26,978)	(25,109)
Payroll expenses		(8,021)	(7,500)
Repairs and maintenance expenses		(5,769)	(5,665)
Management and administration expenses		(1,926)	(1,972)
Advertising and promotion expenses		(3,941)	(4,017)
Professional fees		(2,827)	(2,664)
Depreciation and amortisation expenses	5	(8,359)	(7,285)
Finance costs	5	(3,623)	(3,180)
Profit before income tax expense		4,441	7,270
Income tax expense	6	(261)	(3,275)
Profit after income tax expense for the year attributable to the owners of Sydney Markets Limited		4,180	3,995
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Sydney Markets Limited		4,180	3,995

Refer to note 3 for detailed information on Restatement of comparatives.

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

Statement of financial position

	Note	2024 \$'000	2023 (Restated) \$'000	1 Jul 2022 (Restated) \$'000
Assets				
Current assets				
Cash and cash equivalents	7	3,070	16,253	13,418
Trade and other receivables	8	10,900	5,685	9,395
Total current assets		13,970	21,938	22,813
Non-current assets				
Property, plant and equipment	9	164,390	153,925	152,212
Right-of-use assets	10	33,766	30,588	32,424
Total non-current assets		198,156	184,513	184,636
Total assets		212,126	206,451	207,449
Liabilities				
Current liabilities				
Trade and other payables	11	8,863	12,514	14,229
Current tax liabilities		1,093	686	1,792
Employee benefits	12	2,448	2,008	1,850
Lease liabilities	13	1,820	1,557	1,235
Contract liabilities	14	5,471	4,039	8,316
Total current liabilities		19,695	20,804	27,422
Non-current liabilities				
Borrowings	15	20,000	20,000	20,000
Deferred tax liabilities	6	7,150	8,036	4,531
Employee benefits	12	40	103	183
Lease liabilities	13	46,719	43,165	44,965
Total non-current liabilities		73,909	71,304	69,679
Total liabilities		93,604	92,108	97,101
Net assets		118,522	114,343	110,348
Equity				
Issued capital	16	6	7	7
Retained earnings		118,516	114,336	110,341
Total equity		118,522	114,343	110,348

The comparative information is restated on account of correction of errors (see note 3).

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

Statement of changes in equity

	Issued capital \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 1 July 2022	7	108,664	108,671
Adjustment for correction of error (note 3)	-	1,677	1,677
Restated balance at 1 July 2022	7	110,341	110,348
Profit after income tax expense for the year	-	3,995	3,995
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	3,995	3,995
Restated balance at 30 June 2023	7	114,336	114,343
	Issued capital \$'000	Retained earnings \$'000	Total equity \$'000
Restated balance at 1 July 2023	7	114,336	114,343
Profit after income tax expense for the year	-	4,180	4,180
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	4,180	4,180
<i>Transactions with owners in their capacity as owners:</i>			
Movement in shares	(1)	-	(1)
Balance at 30 June 2024	6	118,516	118,522

The comparative information is restated on account of correction of errors (see note 3).

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

Statement of cash flows

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		61,480	63,903
Payments to suppliers and employees (inclusive of GST)		(52,493)	(48,748)
Cash generated from operating activities		8,987	15,155
Interest received		367	311
Interest paid		(3,623)	(3,180)
Income taxes paid		(740)	(876)
Net cash from operating activities	24	4,991	11,410
Cash flows from investing activities			
Acquisition of property, plant and equipment	9	(17,095)	(7,225)
Proceeds from disposal of property, plant and equipment		91	128
Net cash used in investing activities		(17,004)	(7,097)
Cash flows from financing activities			
Movement in issued capital		(1)	-
Payment of lease liabilities		(1,169)	(1,478)
Net cash used in financing activities		(1,170)	(1,478)
Net (decrease)/increase in cash and cash equivalents		(13,183)	2,835
Cash and cash equivalents at the beginning of the financial year		16,253	13,418
Cash and cash equivalents at the end of the financial year	7	3,070	16,253

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

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Notes to the financial statements

Note 1. Material accounting policy information

NEW OR AMENDED ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

GOING CONCERN

As at 30 June 2024, the Company had working capital deficiency of \$5.7 million (2023 (Restated): net current assets of \$1.1 million). The Company has net assets of \$118.5 million (2023 (Restated): \$114.3 million) and recorded profit after tax of \$4.2 million (2023 (Restated): \$4.0 million), as well as positive cash flows from operating activities of \$5.0 million (2023: \$11.4 million) for the year ended 30 June 2024. The Company has an unused bank loan facility of \$30 million (2023: \$30 million) as at 30 June 2024.

The directors have reviewed the historical performance, forecast business plan and current financial position of the Company and consider that the Company will remain operating cash flow positive and have sufficient cash resources to make payments to suppliers as and when they fall due in the 12 month period from the date of this financial report. Accordingly, these financial statements have been prepared on a going concern basis.

BASIS OF PREPARATION

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

REVENUE RECOGNITION

Revenue from providing services is recognised in the accounting period in which the services are rendered because the customer receives and uses the benefits simultaneously. Revenue from these services is recognised based on the price specified in the tenancy agreements.

Where the contracts include multiple performance obligations, transaction price will be allocated to each performance obligations based on the stand-alone selling prices. Where they are not directly observable, they are estimated based on the expected cost plus margin. A contract liability is recognised when rental and other income is received in respect of periods subsequent to the reporting period.

Revenue from contracts with customers

Revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits as the company performs;
- the customer controls the asset as the company creates or enhances it; or
- the seller's performance does not create an asset for which the seller has an alternative use and there is a right to payment for performance to date.

Where the above criteria is not met, revenue is recognised at a point in time.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

INCOME TAX

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in Australia. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised 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 offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

CURRENT AND NON-CURRENT CLASSIFICATION

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of

trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

TRADE AND OTHER RECEIVABLES

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 21 days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Receivables for which an impairment provision was recognised are written off against the provision when there is no expectation of recovering additional cash.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Notes to the financial statements

FAIR VALUE MEASUREMENT

The fair value of financial assets and financial liabilities is estimated for recognition and measurement or for disclosure purposes.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to Sydney Markets Limited for similar financial instruments.

PROPERTY, PLANT AND EQUIPMENT

Each class of property, plant and equipment is carried at historical cost less, where applicable, any accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount 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 Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting year in which they are incurred.

Depreciation is calculated on a 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:

Land is not depreciated. Depreciation on other assets, is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in case of leasehold improvements, the shorter lease term. The depreciation rates used for each class of property, plant and equipment are:

Buildings	2.5%
Leasehold improvements	5.0% - 25%
Plant and equipment	2.5% - 50%

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to

the Company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

LEASES

Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Company under residual value guarantees,
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Sydney Markets Limited, which does not have recent third party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

RIGHT-OF-USE ASSETS

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The Company tests right-of-use assets for impairment where there is an indicator that the asset may be impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The Company has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

LEASE LIABILITIES

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease

or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

IMPAIRMENT OF NON-FINANCIAL ASSETS

At each reporting date, Sydney Markets Limited reviews the carrying values of its tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, Sydney Markets Limited estimates the recoverable amount of the cash-generating unit to which the asset belongs.

TRADE AND OTHER PAYABLES

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

BORROWINGS

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year.

Notes to the financial statements

FINANCE COSTS

The Company's finance costs include interest expense. Interest expense is recognised under the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortised cost of the financial liability.

In calculating interest expense, the effective interest rate is applied to the amortised cost of the liability.

PROVISIONS

Provisions are recognised when Sydney Markets Limited has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligations and the amount has been reliably estimated.

EMPLOYEE BENEFITS

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

ISSUED CAPITAL

Ordinary shares are classified as equity as they entitle the holder to a residual interest in the net assets of Sydney Markets Limited, in proportion to their respective tradeable space, so that each share is "stapled" to one unit of tradeable space.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

GOODS AND SERVICES TAX ('GST') AND OTHER SIMILAR TAXES

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

ROUNDING OF AMOUNTS

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

COMPARATIVES

Comparatives have been realigned where necessary, to be consistent with current year presentation. There was no impact on profit for the year or net assets and is not a correction of prior period errors.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 30 June 2024. The Company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Company, are set out below.

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, assuming the AASB releases an equivalent standard, and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The Company will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Note 2. Critical accounting judgements, estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of non-financial assets

The Company assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the Company and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined.

Estimation of useful lives of assets

The Company determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Notes to the financial statements

Note 3. Restatement of comparatives

Correction of error

The Company has identified incorrect current and deferred tax calculations and contract liabilities calculations as at 30 June 2023 and 1 July 2022. The relevant accounts have been restated for the comparative periods.

Statement of financial position at the beginning of the earliest comparative period

Extract	1 Jul 2022 \$'000 Reported	\$'000 Adjustment	1 Jul 2022 \$'000 Restated
Liabilities			
Current liabilities			
Current tax liabilities	277	1,515	1,792
Contract liabilities	10,711	(2,395)	8,316
Total current liabilities	28,302	(880)	27,422
Non-current liabilities			
Deferred tax liabilities	5,328	(797)	4,531
Total non-current liabilities	70,476	(797)	69,679
Total liabilities	98,778	(1,677)	97,101
Net assets	108,671	1,677	110,348
Equity			
Retained earnings	108,664	1,677	110,341
Total equity	108,671	1,677	110,348

Statement of profit or loss and comprehensive income - 30 June 2023

Extract	2023 \$'000 Reported	\$'000 Adjustment	2023 \$'000 Restated
Revenue			
Revenue from contracts with customers	63,509	817	64,326
Profit before income tax expense	6,453	817	7,270
Income tax expense	(1,937)	(1,338)	(3,275)
Profit after income tax expense for the year attributable to the owners of Sydney Markets Limited	4,516	(521)	3,995
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year attributable to the owners of Sydney Markets Limited	4,516	(521)	3,995

Statement of financial position at the end of the earliest comparative period

Extract	2023 \$'000 Reported	\$'000 Adjustment	2023 \$'000 Restated
Liabilities			
Current liabilities			
Current tax liabilities	3,230	(2,544)	686
Contract liabilities	7,251	(3,212)	4,039
Total current liabilities	26,560	(5,756)	20,804
Non-current liabilities			
Deferred tax liabilities	3,436	4,600	8,036
Total non-current liabilities	66,704	4,600	71,304
Total liabilities	93,264	(1,156)	92,108
Net assets	113,187	1,156	114,343
Equity			
Retained earnings	113,180	1,156	114,336
Total equity	113,187	1,156	114,343

Notes to the financial statements

Note 4. Revenue from contracts with customers

	2024 \$'000	2023 (Restated) \$'000
Rents	28,727	27,637
Dues and fees	17,786	18,616
Electricity, parking and entry	15,337	13,862
Advertising and promotions	2,217	2,228
Consideration on transfer of licences and leases	796	1,017
Sundry income	643	966
	<u>65,506</u>	<u>64,326</u>

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	2024 \$'000	2023 (Restated) \$'000
<i>Geographical regions</i>		
Australia	65,506	64,326
<i>Timing of recognition</i>		
At a point in time	3,948	5,006
Over time	61,558	59,320
	<u>65,506</u>	<u>64,326</u>

Note 5. Expenses

	2024 \$'000	2023 \$'000
Profit before income tax includes the following specific expenses:		
<i>Depreciation and amortisation</i>		
Buildings	2,986	2,966
Leasehold improvements	308	319
Plant and equipment	3,257	2,164
Right-of-use assets	1,808	1,836
Total depreciation and amortisation	8,359	7,285
<i>Finance costs</i>		
Interest expenses on borrowings	1,458	1,145
Interest expenses on lease liabilities	2,165	2,035
Finance costs expensed	3,623	3,180
<i>Superannuation expense</i>		
Defined contribution superannuation expense	605	543

Note 6. Income tax

	2024 \$'000	2023 (Restated) \$'000
<i>Income tax expense</i>		
Current tax	1,148	3,829
Deferred tax - origination and reversal of temporary differences	(887)	(554)
Aggregate income tax expense	261	3,275
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense	4,441	7,270
Tax at the statutory rate of 30%	1,332	2,181
<i>Tax effect amounts which are not deductible/(taxable) in calculating taxable income:</i>		
Permanent differences	4	1
Prior year unders/overs	12	1,093
Impact of cost related to future of markets project	(1,087)	-
Income tax expense	261	3,275

Notes to the financial statements

Note 6. Income tax (continued)

	2024 \$'000	2023 (Restated) \$'000	1 Jul 2022 (Restated) \$'000
Movement in deferred tax balances			
Property, plant and equipment	(12,899)	(13,412)	(12,388)
Right-of-use assets	(10,130)	(9,176)	(9,727)
Prepayments	(419)	(478)	(469)
Intangible assets	-	(13)	(13)
Lease liabilities	14,562	13,416	13,860
Trade and other payables	1,736	1,627	4,206
Net deferred tax liabilities	(7,150)	(8,036)	(4,531)

Note 7. Cash and cash equivalents

	2024 \$'000	2023 \$'000
Current assets		
Cash at bank	2,970	16,153
Term deposit	100	100
	3,070	16,253

Note 8. Trade and other receivables

	2024 \$'000	2023 \$'000
<i>Current assets</i>		
Trade receivables	7,592	3,787
Receivables invoiced in advance	-	(130)
Less: Allowance for expected credit losses	(279)	(279)
	7,313	3,378
Accrued income and other receivables	1,189	1,185
Prepayments	2,398	1,122
	3,587	2,307
	10,900	5,685

Allowance for expected credit losses

The Company has recognised a loss of \$nil (2023: \$160,000) in profit or loss in respect of the expected credit losses for the year ended 30 June 2024.

Movements in the allowance for expected credit losses are as follows:

	2024 \$'000	2023 \$'000
Opening balance	279	888
Provisions written off	-	(592)
Receivables written off during the year as uncollectible	-	(17)
Closing balance	279	279

Notes to the financial statements

Note 9. Property, plant and equipment

	2024 \$'000	2023 \$'000
<i>Non-current assets</i>		
Land - at cost	47,205	47,205
Buildings - at cost	119,191	119,186
Less: Accumulated depreciation	(40,879)	(37,893)
	78,312	81,293
Leasehold improvements - at cost	6,738	6,738
Less: Accumulated depreciation	(2,261)	(1,953)
	4,477	4,785
Plant and equipment - at cost	59,307	58,789
Less: Accumulated depreciation	(47,103)	(43,913)
	12,204	14,876
Capital work in progress	22,192	5,766
	164,390	153,925

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	FREEHOLD LAND \$'000	BUILDINGS \$'000	LEASEHOLD IMPROVEMENTS \$'000	PLANT AND EQUIPMENT \$'000	CAPITAL WORK IN PROGRESS \$'000	TOTAL \$'000
Balance at 1 July 2022	47,205	83,639	5,104	12,759	3,505	152,212
Additions	-	-	-	1,091	6,174	7,265
Disposals	-	-	-	(103)	-	(103)
Transfers	-	620	-	3,293	(3,913)	-
Depreciation expense	-	(2,966)	(319)	(2,164)	-	(5,449)
Balance at 30 June 2023	47,205	81,293	4,785	14,876	5,766	153,925
Additions	-	5	-	428	16,662	17,095
Disposals	-	-	-	(79)	-	(79)
Transfers	-	-	-	236	(236)	-
Depreciation expense	-	(2,986)	(308)	(3,257)	-	(6,551)
Balance at 30 June 2024	47,205	78,312	4,477	12,204	22,192	164,390

Note 10. Right-of-use assets

	2024 \$'000	2023 \$'000
<i>Non-current assets</i>		
Buildings - right-of-use	60,445	55,058
Less: Accumulated amortisation	(26,679)	(24,470)
	<u>33,766</u>	<u>30,588</u>

The Company's lease for the Paddy's Market Haymarket site is for a 30-year term expiring in 2040.

The leases have various escalation clauses.

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	BUILDINGS – RIGHT-OF-USE \$'000
Balance at 1 July 2022	32,424
Amortisation expense	(1,836)
Balance at 30 June 2023	30,588
Remeasurements	4,986
Amortisation expense	(1,808)
Balance at 30 June 2024	<u>33,766</u>

For other AASB 16 disclosures, refer to:

- note 5 for interest on lease liabilities and other lease expenses;
- note 13 for lease liabilities at year-end and maturity analysis of future lease payments; and
- statement of cash flows for repayment of lease liabilities.

Notes to the financial statements

Note 11. Trade and other payables

	2024 \$'000	2023 \$'000
<i>Current liabilities</i>		
Trade payables	4,099	2,917
Accrued expenses	4,764	9,597
	<u>8,863</u>	<u>12,514</u>

Refer to note 18 for further information on financial risk management.

Note 12. Employee benefits

	2024 \$'000	2023 \$'000
<i>Current liabilities</i>		
Annual leave	1,200	981
Long service leave	1,248	1,027
	<u>2,448</u>	<u>2,008</u>
<i>Non-current liabilities</i>		
Long service leave	40	103
	<u>2,488</u>	<u>2,111</u>

Note 13. Lease liabilities

	2024 \$'000	2023 \$'000
<i>Current liabilities</i>		
Lease liabilities	1,820	1,557
<i>Non-current liabilities</i>		
Lease liabilities	46,719	43,165
	<u>48,539</u>	<u>44,722</u>

Refer to note 18 for further information on financial risk management.

Note 14. Contract liabilities

	2024 \$'000	2023 (Restated) \$'000	1 Jul 2022 (Restated) \$'000
<i>Current liabilities</i>			
Contract liabilities - rent received in advance	2,926	2,683	3,744
Rents and other income billed in advance	2,545	1,356	4,572
	5,471	4,039	8,316

Reconciliation of the contract liabilities at the beginning and end of the current and previous financial year are set out below:

	2024 \$'000	2023 (Restated) \$'000	1 Jul 2022 (Restated) \$'000
Opening balance	2,683	3,744	5,174
Rent received in advance	1,143	-	-
Transfer to revenue	(900)	(1,061)	(1,430)
Closing balance	2,926	2,683	3,744

Reconciliation of the rents and other income billed in advance at the beginning and end of the current and previous financial year are set out below:

	2024 \$'000	2023 (Restated) \$'000	1 Jul 2022 (Restated) \$'000
Opening balance	1,356	4,572	4,261
Rent received in advance	1,856	666	3,830
Transfer to revenue	(666)	(3,830)	(3,532)
Bond (payments)/receipts	(1)	(52)	13
Closing balance	2,545	1,356	4,572

Notes to the financial statements

Note 15. Borrowings

	2024 \$'000	2023 \$'000
<i>Non-current liabilities</i>		
Commercial bill facility	20,000	20,000

Refer to note 18 for further information on financial risk management.

Sydney Markets Limited has a 3-year \$50 million loan facility (overdraft and commercial bill facility) secured by a mortgage over the land and buildings with a charge over the assets of Sydney Markets Limited, with quarterly interest payments with an interest rate ranging between 5% - 6% and expiring in June 2026. The Company's borrowing agreements include covenants that require the Company to maintain certain financial ratios, including minimum Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA) of \$9,000,000. As of 30 June 2024, the Company is in compliance with all applicable covenants under the terms of its borrowing agreements.

Assets pledged as security

The commercial bill facility is secured by first mortgages over the Company's land and buildings.

The commercial bill facility is also secured by a floating charge over the remaining assets of the Company.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

	2024 \$'000	2023 \$'000
Total facilities		
Commercial bill facility	50,000	50,000
Used at the reporting date		
Commercial bill facility	20,000	20,000
Unused at the reporting date		
Commercial bill facility	30,000	30,000

Note 16. Issued capital

	2024 SHARES	2023 SHARES	2024 \$'000	2023 \$'000
Ordinary shares - fully paid	6,249	6,578	6	7

The issued capital is composed of the following Ordinary Shares:

	2024 SHARES	2023 SHARES	2024 \$'000	2023 \$'000
Flowers Ordinary Shares	263	262	263	262
Growers Ordinary Shares	774	738	774	738
Retail Markets Ordinary Shares	4,676	5,060	4,676	5,060
Warehouse Ordinary Shares	286	268	286	268
Wholesale Ordinary Shares	250	250	250	250
	6,249	6,578	6,249	6,578

Ordinary shares

Each ordinary share of Sydney Markets Limited carries a right to vote, receive a dividend and participate in any surplus profit on a winding up in accordance with and determined by reference to the equity entitlement as set out in the Shareholders' Register.

Each share is irrevocably linked to the specific space within the Markets to which it relates and neither the share nor the space can be dealt with in any way without the other. The Retail Markets Ordinary Shares comprise two separate classes identified as "Flemington" and "Haymarket".

Shares not taken up by tenants are transferred to the Trustee, Perpetual Trustee Company Limited. The Trustee has no voting rights. Sydney Markets Limited has authorised share capital amounting to 200,000,000 ordinary shares of \$1.00 each.

Capital risk management

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

Sydney Markets Limited controls its capital in order to maintain an appropriate debt to equity ratio and ensure that it can fund its operations and continue as a going concern.

The directors have established a policy that all operating profits and reserves earned by Sydney Markets Limited will be maintained, invested and accumulated in order to fund the costs associated with the continuation of the Central Markets.

The Company's loan facility (commercial bill facility) with a major Australian bank provides ongoing funding, as long as Sydney Markets Limited continues to comply with financial covenants relating to a minimum EBITDA of \$9 million and net worth to total tangible assets ratio of 45% in the facility agreement. There have been no changes in the strategy adopted by Sydney Markets Limited to manage its capital since the prior year.

Notes to the financial statements

Note 16. Issued capital (continued)

	2024 \$'000	2023 \$'000
Total borrowings	20,000	20,000
Less: cash and cash equivalents	(3,070)	(16,253)
Net debt	16,930	3,747
Total equity	118,522	114,343
Total capital	135,452	118,090

Note 17. Dividends

Dividends

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

Sydney Markets Limited's policy, as disclosed in the Prospectus dated 16 February 1998, is that no dividends will be declared. In exceptional circumstances the Directors may elect to declare a dividend, however, the Directors do not currently envisage any circumstance giving rise to the declaration of a dividend.

The reason for Sydney Markets Limited's dividend policy is that, in the opinion of the directors, all cash and other reserves will need to be maintained, invested and accumulated in order to fund the costs associated with the continuation of the Central Markets.

Franking credits

	2024 \$'000	2023 \$'000
Franking credits available for subsequent financial years based on a tax rate of 30% (2023: 30%)	60,317	59,576

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Note 18. Financial risk management

Sydney Markets Limited financial instruments consist of cash balances and short-term deposits with banks, commercial bills, trade receivables and trade payables. The main risks Sydney Markets Limited is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

The Company manages its exposure to key financial risks in accordance with its financial risk management policy. The objective of the policy is to support the delivery of the Company's financial targets whilst protecting future financial security.

Primary responsibility for identification and control of financial risks rests with the Finance Audit Risk and Remuneration Committee under the authority of the Board. The Board reviews and agrees policies for managing each of the risks identified below.

MARKET RISK

Foreign currency risk and price risk

The Company has no exposure to foreign currency nor equity securities price risk.

Interest rate risk

The Company's main interest rate risk arises from its borrowings and cash at bank. Cash at bank issued at variable rates expose the company to interest rate risk.

As at the reporting date, the Company had the following variable rate bank accounts and borrowings:

	2024 Balance \$'000	2023 Balance \$'000
Commercial bill facility	20,000	20,000
Cash at bank	3,070	16,253
Net exposure to cash flow interest rate risk	23,070	36,253

At 30 June 2024, if interest rates had moved, as illustrated in the table below, with all other variables held constant, pre-tax profit and equity would have been affected as follows:

	Effect on profit/(loss) before tax +1% (100 basis points)		Effect on profit/(loss) before tax -1% (100 basis points)	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Net exposure to cash flow interest rate risk	(229)	(362)	229	362

Notes to the financial statements

Note 18. Financial risk management (continued)

	Effect on equity before tax +1% (100 basis points)		Effect on equity before tax -1% (100 basis points)	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Net exposure to cash flow interest rate risk	(160)	(253)	160	253

CREDIT RISK

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted. The credit risk on financial assets (including trade receivables) of the Company that has been recognised on the balance sheet is the carrying value amount, net of any uncollectable receivables (measured on a collective basis).

The Company applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

LIQUIDITY RISK

The Company manages liquidity risk by monitoring forecast cash flows, taking into account forecast capital expenditure and repairs and maintenance, and ensuring that adequate borrowing facilities are maintained.

Financing arrangements

Unused borrowing facilities at the reporting date:

	2024 \$'000	2023 \$'000
Commercial bill facility	30,000	30,000

The bank commercial bill may be drawn at any time. The bank loan facilities may be drawn at any time and have an average maturity of 2 years (2023: 3 years).

Remaining contractual maturities

The table below reflects undiscounted cash flows arising from all contractually fixed settlement terms for recognised financial liabilities as of 30 June 2024 and 30 June 2023.

	Less than 1 year \$'000	Between 1 and 5 years \$'000	Over 5 years \$'000	Total \$'000
2024				
Non-derivatives				
<i>Non-interest-bearing</i>				
Trade and other payables	(4,099)	-	-	(4,099)
<i>Interest-bearing</i>				
Loans	-	(20,000)	-	(20,000)
Lease liabilities	(3,953)	(16,213)	(48,252)	(68,418)
Total non-derivatives	(8,052)	(36,213)	(48,252)	(92,517)
2023				
Non-derivatives				
<i>Non-interest-bearing</i>				
Trade and other payables	(2,917)	-	-	(2,917)
<i>Interest-bearing</i>				
Loans	-	(20,000)	-	(20,000)
Lease liabilities	(3,524)	(14,453)	(47,152)	(65,129)
Total non-derivatives	(6,441)	(34,453)	(47,152)	(88,046)

*These maturities are in line with the Company's strategy. The facilities were extended until June 2026.

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Notes to the financial statements

Note 19. Key management personnel disclosures

Compensation

The compensation made to directors and other members of key management personnel of the Company is set out below:

	Directors \$	2024 Other key management personnel \$	Total \$	Directors \$	2023 Other key management personnel \$	Total \$
Short-term benefits	477,518	985,380	1,462,898	477,921	944,249	1,422,170
Long-term benefits	-	45,130	45,130	-	26,773	26,773
Post-employment benefits	52,527	62,186	114,713	50,688	84,047	134,735
	530,045	1,092,696	1,622,741	528,609	1,055,069	1,583,678

Note 20. Related party transactions

Key management personnel

Disclosures relating to key management personnel are set out in note 19.

Transactions with related parties

The following transactions occurred with related parties:

	2024 \$'000	2023 \$'000
Sale of goods and services:		
Total income received or receivable by Sydney Markets Limited from director-related entities for rents, dues and fees (recognised in revenue)	532,618	468,121

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2024 \$'000	2023 \$'000
Current receivables:		
Receivable from a former director	-	142,952
Receivables from director-related entities	130,487	63,893

Loans to/from related parties

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

Terms and conditions

The receivables from former director related to financial year 2023 has been settled in full. Outstanding balances other than loans to key management personnel are unsecured and are repayable in cash.

Note 21. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Grant Thornton (2023: PricewaterhouseCoopers), the auditor of the Company:

	2024 \$'000	2023 \$'000
<i>Audit and other assurance services</i>		
Audit and review of financial statements	326,265	239,000
Other assurance services	-	32,500
Total remuneration for audit and other assurance services	326,265	271,500
<i>Taxation services</i>		
Tax compliance services	25,000	24,750
<i>Other services</i>		
Advisory services for the future of the market and other strategic projects	-	1,344,201
Total remuneration	351,265	1,640,451

Note 22. Contingent liabilities

The Company had no contingent liabilities or assets at 30 June 2024 (2023: nil).

Note 23. Commitments

	2024 \$'000	2023 \$'000
<i>Capital commitments</i>		
Committed at the reporting date but not recognised as liabilities, payable: Less than one year	3,392	15,058

Notes to the financial statements

Note 24. Reconciliation of profit after income tax to net cash from operating activities

	2024 \$'000	2023 \$'000
Profit after income tax expense for the year	4,180	3,995
Adjustments for:		
Depreciation	8,359	7,245
Net gain on disposal of non-current assets	(12)	(25)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(5,215)	3,710
Decrease in trade and other payables	(3,408)	(1,959)
Increase/(decrease) in provision for income tax	407	(1,106)
(Decrease)/increase in deferred tax liabilities	(886)	3,505
Increase in employee benefits	377	78
Increase/(decrease) in other operating liabilities	1,189	(4,033)
Net cash from operating activities	4,991	11,410

Note 25. Events after the reporting period

No matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Consolidated entity disclosure statement

Sydney Markets Limited does not have any controlled entities and is not required by the Accounting Standards to prepare consolidated financial statements. Therefore, section 295(3A)(a) of the *Corporations Act 2001* does not apply to the Company.

Directors' declaration

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the statement that a consolidated entity disclosure statement is not required is true and correct.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the directors



Mr Peter J. McBride
Chairman



Ms Robyn Scott
Director

17 October 2024
Sydney

Independent Auditor's Report

To the Members of Sydney Markets Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Sydney Markets Limited (the Company), which comprises the statement of financial position as at 30 June 2024, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the Directors' declaration.

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

- a giving a true and fair view of the Company's financial position as at 30 June 2024 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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

The Directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2024, 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:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 (other than the consolidated entity disclosure statement); and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.



Grant Thornton Audit Pty Ltd
Chartered Accountants



N M Gonzalez
Partner – Audit & Assurance

Sydney, 17 October 2024



SYDNEY MARKETS

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