

WAM CAPITAL LIMITED

ABN 34 086 587 395

Appendix 4E Preliminary Final Report

for the year ended 30 June 2022

Results for Announcement to the Market

All comparisons to the year ended 30 June 2021

	\$	up/down	% mvmt
Revenue from ordinary activities	(400,858,858)	down	205.6%
Loss from ordinary activities before income tax expense	(425,937,221)	down	224.1%
Net loss from ordinary activities after income tax expense	(293,696,431)	down	210.2%

Dividend information	Cents per share	Franked amount per share	Tax rate for franking
2022 Final dividend cents per share	7.75c	7.75c	30%
2022 Interim dividend cents per share	7.75c	7.75c	30%

Final dividend dates

Ex dividend date	17 October 2022
Record date	18 October 2022
Last election date for the DRP	20 October 2022
Payment date	28 October 2022

Dividend Reinvestment Plan

The Dividend Reinvestment Plan ("DRP") is in operation and the recommended fully franked final dividend of 7.75 cents per share qualifies. Participating shareholders will be entitled to be allotted the number of shares (rounded to the nearest whole number) which the cash dividend would purchase at the relevant issue price. The relevant issue price will be at a 2.5% discount to the price, calculated as the VWAP (volume weighted average market price) of shares sold on the ASX on the ex date for the relevant dividend and the three trading days following that date.

	30 Jun 22	30 Jun 21
Net tangible asset backing (after tax) per share	\$1.57	\$1.93

This report is based on the Annual Report which has been audited by Pitcher Partners. The audit report is included with the Company's Annual Report which accompanies this Appendix 4E. All the documents comprise the information required by Listing Rule 4.3A.

W | A | M *Capital*

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A N N U A L
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Asset Management

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difference

WAM Capital Limited

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

WAM Capital

Directors

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

Joint Company Secretaries

Jesse Hamilton
Linda Kiriczenko

Investment Manager

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

Country of Incorporation

Australia

Registered Office

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Sydney NSW 2000

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Share Registry

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For enquiries relating to
shareholdings, dividends (including
participation in the dividend
reinvestment plan) and related
matters, please contact the share
registry.

Australian Securities Exchange

WAM Capital Limited
Ordinary Shares (WAM)

Auditor

Pitcher Partners

 **W | A | M Vault**
November 2022



Watch WAM Vault in November 2022 for insights from the investment team.

Visit wilsonassetmanagement.com.au/vault.

Join our hybrid AGM on Tuesday 29 November 2022. Further details will be provided closer to the date.

Deadline for Director nominations, including the deadline for signed consent, is 5:00pm (AEST) on Tuesday 4 October 2022.

FY2022 highlights

15.5c

fully franked full year dividend

9.0%

fully franked dividend yield*

+14.7%

investment portfolio performance per annum since inception (Aug-99)

30 June 2022 snapshot

Listing date	August 1999
Gross assets	\$1,536.7m
Market capitalisation	\$1,871.0m
Share price	\$1.72
Shares on issue	1,087,795,156
Net tangible assets (pre-tax)	\$1.41
Net tangible assets (post-tax)	\$1.57
FY2022 fully franked dividends	15.5 cents
FY2022 fully franked dividend yield*	9.0%
FY2022 fully franked grossed-up dividend yield^	12.9%

*Based on the 30 June 2022 share price of \$1.72 per share.

^Grossed-up dividend yield includes the benefits of franking credits and is based on a tax rate of 30.0%.

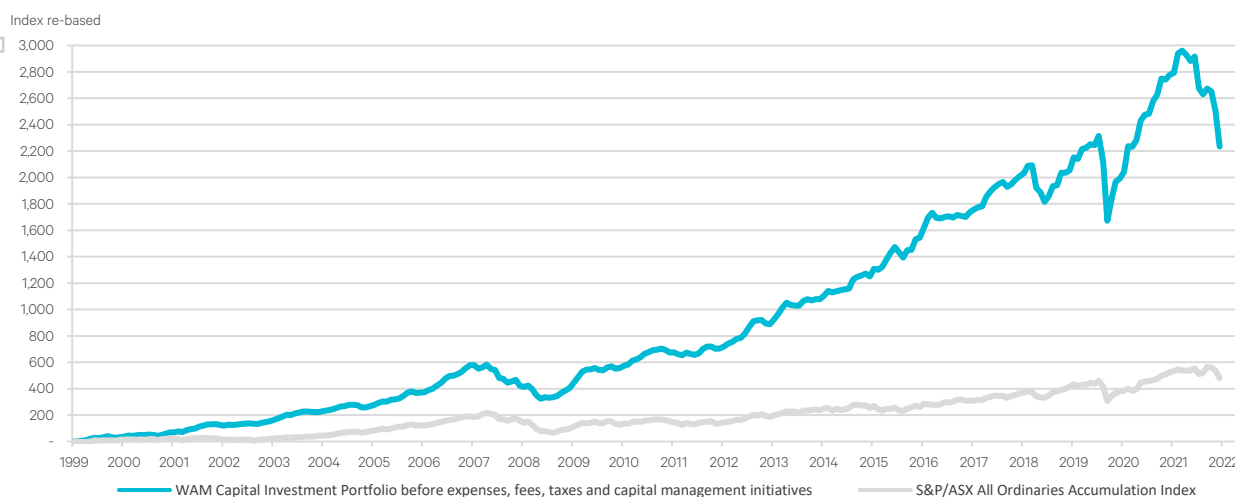
FY2022 results

WAM Capital reported an operating loss before tax of \$425.9 million for the year (FY2021: operating profit before tax of \$343.3 million) and an operating loss after tax of \$293.7 million (FY2021: operating profit after tax of \$266.6 million). The after tax figure was boosted by a \$132.2 million income tax benefit, delivered through the tax benefit on the operating loss for the period and franking credits received on franked dividend income from investee companies.

The 2022 financial year was a turbulent period for equity markets. The operating loss for FY2022 is a result of the performance of the investment portfolio over the year. The investment portfolio decreased 18.8% during the 12-month period to 30 June 2022, while the S&P/ASX Small Ordinaries Accumulation Index and the S&P/ASX All Ordinaries Accumulation Index fell 19.5% and 7.4% respectively. The average cash weighting of the investment portfolio during this period was 13.7%.

The Board declared a fully franked full year dividend of 15.5 cents per share, with the fully franked final dividend being 7.75 cents per share. The Company is able to continue paying a dividend in FY2022 as a result of the profits reserve available and the performance of the investment portfolio in previous years. Since inception, the Company has paid 277.25 cents per share in fully franked dividends to shareholders.

WAM Capital's investment portfolio has returned 14.7% p.a. over 23 years outperforming the market by 6.7% p.a.



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Letter from the Chairman

Geoff Wilson AO



Dear Fellow Shareholders,

The 2022 financial year was a turbulent period for equity markets. The S&P/ASX Small Ordinaries Accumulation Index fell 19.5% and the S&P/ASX All Ordinaries Accumulation Index decreased 7.4% during the 12-month period to 30 June 2022. The WAM Capital investment portfolio decreased 18.8%, with an average cash weighting of 13.7% over the year.

Since inception, WAM Capital has achieved an investment portfolio return of 14.7% per annum, outperforming the S&P/ASX All Ordinaries Accumulation Index by 6.7% per annum. This long term investment portfolio outperformance has been achieved with WAM Capital's diligent and proven investment approach, which focuses on identifying undervalued growth companies with a catalyst. In these uncertain times, we remain focused on our commitment to our proven investment process that has provided solid returns for over 20 years.

The listed investment company (LIC) structure provides a permanent and stable closed-end pool of capital. An investment team that manages capital on behalf of a LIC can therefore make rational investment decisions based on sound investment strategies, undisturbed by fund inflows and outflows (investors' capital allocations and redemptions). Investors in LICs may also benefit from fully franked dividends paid over time.

Since inception, WAM Capital has returned almost \$1.4 billion in dividends and franking credits to shareholders. The long-term investment portfolio performance has enabled WAM Capital to pay shareholders an average annualised fully franked dividend yield on the initial public offering price of 12.4% per year over the last 23 years. Over the last four financial years, the historical profits reserve has enabled WAM Capital to maintain its fully franked full year dividend at 15.5 cents per share, representing a yield of 9.0% on the 30 June 2022 share price. During this volatile four year period, with the coronavirus pandemic, re-opening trades and geopolitical tensions impacting equity markets, the investment portfolio increased 2.6% per annum, the S&P/ASX Small Ordinaries Accumulation Index rose 0.8% per

**15.5 cents
per share**

FY2022 fully franked
full year dividend

**9.0%
fully franked
dividend yield**

on the 30 June 2022
share price

**14.7%
investment
portfolio
performance**

per annum since
inception (Aug-99)

annum and the S&P/ASX All Ordinaries Accumulation Index rose 5.6% per annum.

The Board declared a fully franked final dividend of 7.75 cents per share, bringing the FY2022 fully franked full year dividend to 15.5 cents per share, representing a 9.0% yield on the 30 June 2022 share price. The Company is able to continue paying a dividend in FY2022 as a result of the profits reserve available and the performance of the investment portfolio in previous years.

In FY2023, the Company's ability to continue paying fully franked dividends is dependent on generating additional profits reserves, through positive investment portfolio performance, and franking credits. The ability to generate franking credits is reliant on the receipt of franked dividends from investee companies and the payment of tax on profit. As at 30 June 2022, the Company had 8.7 cents per share available in its profits reserve before the payment of the fully franked final dividend of 7.75 cents per share, and 1.0 cents per share after the payment of the fully franked final dividend. Pleasingly, the investment portfolio outperformed the S&P/ASX All Ordinaries Accumulation Index in July 2022, bringing the profits reserve to 16.0 cents per share, representing 0.5 years of dividend coverage after the payment of the fully franked final dividend of 7.75 cents per share, payable on 28 October 2022.

WAM Capital reported an operating loss before tax of \$425.9 million (FY2021: operating profit before tax of \$343.3 million) and an operating loss after tax of \$293.7 million (FY2021: operating profit after tax of \$266.6 million), predominantly due to the movement in the investment portfolio over the year. The after tax figure was boosted by a \$132.2 million income tax benefit, delivered through the tax benefit on the operating loss for the period and the franking credits received on franked dividend income from investee companies.

As a fellow WAM Capital shareholder, I thank Lead Portfolio Manager Oscar Oberg, Portfolio Manager Tobias Yao, Senior Equity Analysts Shaun Weick and Sam Koch, Senior Equities Dealer Cooper Rogers, Equities Dealer William Thompson and the broader Wilson Asset Management investment team for their diligence, rigour and commitment during what has been an extremely challenging period for equity markets.

Company performance

Over four decades of investing, I have found three key measures crucial to the evaluation of a listed investment company's (LIC) performance: investment portfolio performance, net tangible asset growth and total shareholder return.

1) Investment portfolio performance

Investment portfolio performance measures the growth of the underlying portfolio of equities and cash before expenses, fees, taxes and capital management initiatives. A key objective of WAM Capital is long-term outperformance against the S&P/ASX All Ordinaries Accumulation Index, which is achieved by growing the investment portfolio at a greater rate. The S&P/ASX All Ordinaries Accumulation Index is measured before expenses, fees and taxes and is a like-for-like measure and reflects the portfolio manager's ability to manage the portfolio, regardless of capital management decisions made by the Board.

Performance at 30 June 2022	1 yr	3 yrs %pa	5 yrs %pa	7 yrs %pa	10 yrs %pa	Since inception %pa (Aug-99)
WAM Capital Investment Portfolio	-18.8%	2.8%	4.9%	8.1%	11.2%	14.7%
S&P/ASX All Ordinaries Accumulation Index	-7.4%	3.8%	7.2%	7.2%	9.4%	8.0%
Outperformance	-11.4%	-1.0%	-2.3%	+0.9%	+1.8%	+6.7%
S&P/ASX Small Ordinaries Accumulation Index	-19.5%	0.4%	5.1%	6.6%	5.4%	4.9%
Outperformance	+0.7%	+2.4%	-0.2%	+1.5%	+5.8%	+9.8%

Investment portfolio performance is before expenses, fees, taxes and capital management initiatives to compare to the relevant index which is before expenses, fees and taxes.

WAM Capital's investment portfolio decreased 18.8% in the year to 30 June 2022, while holding on average 13.7% of the investment portfolio in cash. Since inception, WAM Capital has achieved an investment portfolio return of 14.7% per annum, outperforming the S&P/ASX All Ordinaries Accumulation Index by 6.7% per annum.

Set out below is the performance of WAM Capital since listing, on a financial year basis. The performance data excludes all expenses, fees, taxes and capital management initiatives, and is used as a guide to show how the Company's investment portfolio has performed against the S&P/ASX All Ordinaries Accumulation Index over the same period.

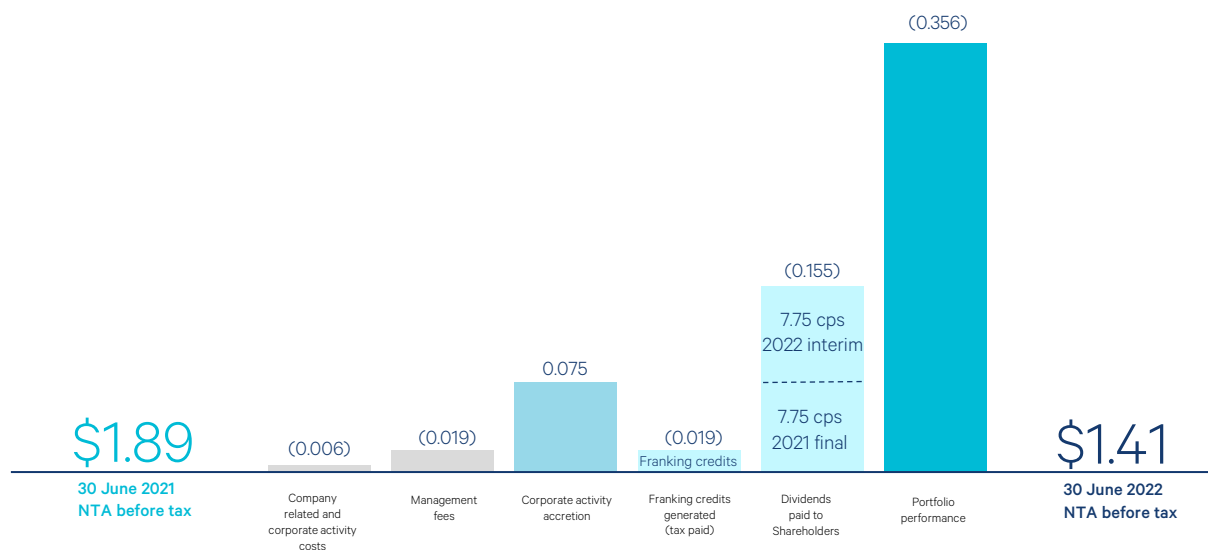
Financial year	WAM Capital Investment Portfolio	S&P/ASX All Ordinaries Accumulation Index	Outperformance
1999/2000	33.3%	11.3%	+22.0%
2000/2001	30.2%	8.9%	+21.3%
2001/2002	32.7%	-4.5%	+37.2%
2002/2003	12.3%	-1.1%	+13.4%
2003/2004	27.3%	22.4%	+4.9%
2004/2005	13.9%	24.8%	-10.9%
2005/2006	27.4%	24.2%	+3.2%
2006/2007	44.1%	30.3%	+13.8%
2007/2008	-23.0%	-12.1%	-10.9%
2008/2009	-3.2%	-22.1%	+18.9%
2009/2010	29.8%	13.8%	+16.0%
2010/2011	17.9%	12.2%	+5.7%
2011/2012	4.2%	-7.0%	+11.2%
2012/2013	22.7%	20.7%	+2.0%
2013/2014	19.2%	17.6%	+1.6%
2014/2015	14.7%	5.7%	+9.0%
2015/2016	21.6%	2.0%	+19.6%
2016/2017	11.7%	13.1%	-1.4%
2017/2018	15.0%	13.7%	+1.3%
2018/2019	2.0%	11.0%	-9.0%
2019/2020	-2.8%	-7.2%	+4.4%
2020/2021	37.5%	30.2%	+7.3%
2021/2022	-18.8%	-7.4%	-11.4%

2) Net tangible asset (NTA) growth

NTA growth is the change in value of the Company's assets, less liabilities and costs (including tax, management and performance fees). The NTA represents the realisable value of the Company and is provided to shareholders and announced on the ASX each month.

WAM Capital's pre-tax NTA decreased 18.3% in the 12 months to 30 June 2022, including the 15.5 cents per share of fully franked dividends paid to shareholders during the year. Adjusted for capital management initiatives, including acquisitions during the year, the relative pre-tax NTA of the Company decreased 17.1%. This decrease is after 1.9 cents per share or 1.0% of corporate tax paid during the year. The corporate tax payments made throughout the year and management fees of 1.0% were the major items of difference between the investment portfolio performance decrease of 18.8% and the adjusted NTA performance decrease of 17.1%. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends. Other items contributing to the change in the value of the assets during the year were other company related and corporate activity costs of 0.3%, being offset by corporate activity accretion of 4.0% resulting from the Company's successful takeover offers during the year.

WAM Capital pre-tax NTA performance

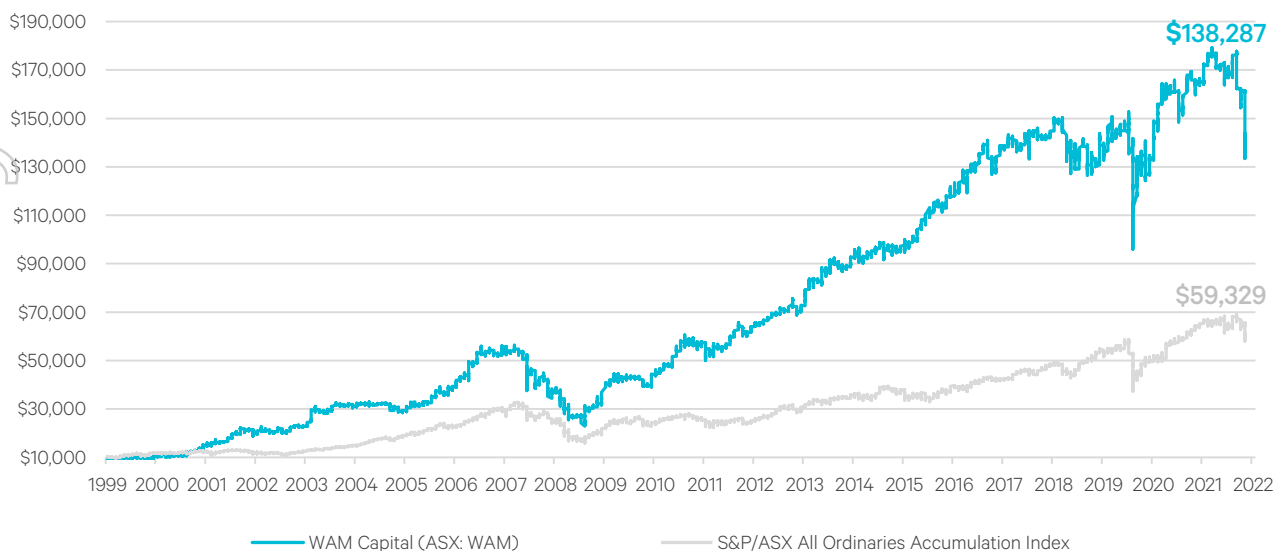


3) Total shareholder return (TSR)

TSR measures the tangible value shareholders gain from share price growth and dividends paid over the period, before the value of any franking credits distributed to shareholders through fully franked dividends.

This measure shows the tangible return to shareholders, being the change in the share price together with dividends paid, assuming their reinvestment. The TSR for WAM Capital for the year to 30 June 2022 was impacted by the movement in the investment portfolio performance during a highly volatile period for equity markets, being partly offset by the increase in the share price premium to NTA. As at 30 June 2022, the share price premium to NTA was 22.1% (FY2021: 15.7%), with TSR decreasing 15.1% for the year. The S&P/ASX Small Ordinaries Accumulation Index and the S&P/ASX All Ordinaries Accumulation Index fell 19.5% and 7.4% respectively for the year. This measure does not value the potential benefit of franking credits distributed to shareholders through fully franked dividends.

Growth of a \$10,000 investment since inception



Notes:

1. The above graph reflects the period from inception in August 1999 to 30 June 2022.
2. WAM Capital's performance is calculated using the closing daily share price in Australian dollars and assumes all dividends are reinvested.
3. The S&P/ASX All Ordinaries Accumulation Index has been chosen for comparison purposes only. The graph is not intended to be an indication of future performance of any asset class, index or the WAM Capital portfolio.

Dividends

The Board declared a fully franked final dividend of 7.75 cents per share, bringing the fully franked full year dividend to 15.5 cents per share. Since inception, the Company has paid 277.25 cents per share in fully franked dividends to shareholders.

The LIC structure provides a permanent and stable closed-end pool of capital. An investment team that manages capital on behalf of a LIC can therefore make rational investment decisions based on sound investment strategies, undisturbed by fund inflows and outflows (investors' capital allocations and redemptions). Investors in LICs may also benefit from fully franked dividends paid over time.

Since inception, WAM Capital has returned almost \$1.4 billion in dividends and franking credits to shareholders. The long-term investment portfolio performance has enabled WAM Capital to pay shareholders an average annualised fully franked dividend yield on the initial public offering price of 12.4% per year over the last 23 years. Over the last four financial years, the historical profits reserve has enabled WAM Capital to maintain its fully franked full year dividend at 15.5 cents per share, representing a yield of 9.0% on the 30 June 2022 share price. During this volatile four year period, with the coronavirus pandemic, re-opening trades and geopolitical tensions impacting equity markets, the investment portfolio performance increased 2.6% per annum, the S&P/ASX Small Ordinaries Accumulation Index rose 0.8% per annum and the S&P/ASX All Ordinaries Accumulation Index rose 5.6% per annum.

The Board is committed to paying a stream of fully franked dividends to shareholders, provided the Company has sufficient profits reserves and franking credits and it is within prudent business practices. The Board declared a fully franked final dividend of 7.75 cents per share, bringing the FY2022 fully franked full year dividend to 15.5 cents per share, representing a 9.0% yield on the 30 June 2022 share price.

In FY2023, the Company's ability to continue paying fully franked dividends is dependent on generating additional profits reserves, through positive investment portfolio performance, and franking credits. The ability to generate franking credits is reliant on the receipt of franked dividends from investee companies and the payment of tax on profit. As at 30 June 2022, the Company had 8.7 cents per share available in its profits reserve before the payment of the fully franked final dividend of 7.75 cents per share, and 1.0 cents per share after the payment of the fully franked final dividend. Pleasingly, the investment portfolio outperformed the S&P/ASX All Ordinaries Accumulation Index in July 2022, bringing the profits reserve to 16.0 cents per share, representing 0.5 years of dividend coverage after the payment of the fully franked final dividend of 7.75 cents per share, payable on 28 October 2022.

Dividends are usually paid on a six-monthly basis and the dividend reinvestment plan is available to shareholders at a 2.5% discount for the final dividend.

WAM Capital dividends since inception



Capital management/corporate activity

The company grew exponentially during the year, increasing total shareholder numbers from 43,118 to 47,233 and exceeding 1 billion shares on issue. This growth was achieved through capital management initiatives undertaken throughout the year.

Mergers and acquisitions

PM Capital Asian Opportunities Fund Limited (ASX: PAF)	Westoz Investment Company Limited (ASX: WIC)	Ozgrowth Limited (ASX: OZG)
% OF SHARES ACQUIRED	% OF SHARES ACQUIRED	% OF SHARES ACQUIRED
100.0%	100.0%	100.0%
RETURN ON INVESTMENT*	RETURN ON INVESTMENT*	RETURN ON INVESTMENT*
16.0%	21.0%	22.0%

*Return on investment is calculated by reference to the underlying assets acquired and the value of WAM Capital's pre-tax NTA prior to the mergers and acquisitions.

During the year, the Company successfully completed the acquisitions of PM Capital Asian Opportunities Fund Limited (ASX: PAF), Westoz Investment Company Limited (ASX: WIC), Ozgrowth Limited (ASX: OZG) and an unlisted investment company. WAM Capital shareholders benefited from the issue of new shares at a premium to the underlying NTA of the Company, which is accretive to WAM's pre-tax NTA and enabled WAM Capital to acquire the shares at a discount to its underlying asset backing in a cost-effective manner.

On 18 October 2021, WAM Capital announced that it has acquired all of the issued capital of an unlisted investment company with net assets of approximately \$36.3 million. Consideration for the acquisition was 16,678,217 new WAM Capital shares. On a pre-tax NTA basis, the consideration paid by WAM Capital for the acquisition was approximately \$33.0 million, representing a return on investment of approximately 9.9% on the transaction.

WAM Capital's takeover offer for PAF opened on 28 October 2021. On 22 December 2021, the PAF Board Committee recommended that PAF shareholders accept the WAM Capital offer. The offer closed on 18 February 2022 with WAM Capital receiving acceptances for 93.1% of the shares on issue in PAF. The Company subsequently proceeded with the compulsory acquisition of the remaining PAF shares that it did not own. As a result, WAM Capital successfully acquired 100.0% of the shares in PAF, which was delisted from the ASX on 28 March 2022. On a pre-tax NTA basis, the consideration paid by WAM Capital for the acquisition was approximately \$50.3 million to acquire \$58.3 million of underlying assets, representing a return on investment of approximately 16.0% on the transaction.

On 23 December 2021, WAM Capital announced the proposed acquisition of 100% of the shares in WIC and OZG through separate Schemes of Arrangement (Schemes). Under the Schemes, WIC and OZG shareholders received new WAM Capital shares as consideration for their respective shares. Following approval from WIC and OZG shareholders on 6 April 2022, and from the Supreme Court of Western Australia on 8 April 2022, the Schemes were implemented on 21 April 2022. As a result, WAM Capital successfully acquired 100.0% of the shares in WIC and OZG, which were delisted from the ASX on 22 April 2022. On a pre-tax NTA basis, the consideration paid by WAM Capital for the Schemes was

Chairman's letter

approximately \$266.0 million to acquire \$322.9 million of underlying assets, representing a return on investment of approximately 21.4% on the transactions.

As a result of the PAF takeover offer, the WIC and OZG Schemes and the acquisition of the unlisted investment company, 199.8 million new WAM Capital shares were issued during the year. The shares were issued at a premium to the Company's pre-tax NTA to the benefit of all shareholders. The issue of new shares was accretive to the Company's pre-tax NTA by approximately 4.0% and generated over \$66.1 million in value for WAM Capital shareholders as a result. We welcomed over 2,000 shareholders to the Wilson Asset Management family as a result of the acquisitions. A secondary outcome of the transactions was the contribution of franking credits to the Company, which equates to a fully franked dividend of approximately 5.2 cents per share for WAM Capital shareholders.

We encourage you to visit our website, subscribe to receive our updates and to call or email us with any questions or suggestions you have regarding WAM Capital or Wilson Asset Management. Please contact myself or the team on (02) 9247 6755 or email us at info@wilsonassetmanagement.com.au.

Thank you for your continued support and keep safe.



Geoff Wilson AO
Chairman

Lead Portfolio Manager update

Oscar Oberg



Dear Fellow Shareholders,

The 2022 financial year was a volatile and challenging period for equity markets, impacted by coronavirus lockdowns and restrictions, geopolitical tensions in Eastern Europe and concerns surrounding rising inflation and interest rates.

These factors proved to be a difficult investing environment for undervalued growth companies, with a sell-off in small-to-mid cap industrial companies unfolding as investors favoured larger companies in sectors such as financials and resources. For the 12 months to 30 June 2022, the WAM Capital investment portfolio decreased 18.8% with an average cash weighting of 13.7% over the year.

The recent sell-off of the smaller, more cyclical end of the market, impacting the S&P/ASX Small Ordinaries Accumulation Index and the S&P/ASX All Ordinaries Accumulation Index – a representation of the companies that WAM Capital's investment portfolio invests in – has created compelling long term opportunities. Small cap companies in Australia are now trading on the cheapest valuation multiples, relative to the large cap peer group, in over 20 years. We believe that share prices are in some cases factoring in an overly negative outcome that may not eventuate.

Despite this challenging period, we remain committed to our proven investment process that has served WAM Capital well since inception. We continue to favour businesses that we believe can offset cost inflation, such as input costs and labour with price increases. In addition to pricing power, we remain focused on balance sheet strength, in particular, companies that have cash or property on the balance sheet greater than the debt that they owe. Contributors to the investment portfolio performance over the year included Australian Clinical Labs (ASX: ACL), Johns Lyng Group (ASX: JLG), Tuas (ASX: TUA), IDP Education (ASX: IEL) and Ardent Leisure Group (ASX: ALG). Detractors included Codan (ASX: CDA), Champion Iron (ASX: CIA) and Kelsian Group (ASX: KLS).

As we enter the 2023 financial year we are in the early stages of equity markets lowering embedded earnings expectations, with central banks continuing to use their limited tools to target rising inflation by aggressively increasing interest rates. Despite the continued uncertain macroeconomic environment, we remain confident in our catalyst-driven holdings. We believe the inflationary outlook will moderate, rather than deteriorate, as a combination of supply chain issues, weather and coronavirus outbreaks all normalise. We maintain a flexible cash position to ensure we can continue to benefit from share price volatility and take advantage of valuation anomalies.

Thank you for your continued support.

Oscar Oberg CFA
Lead Portfolio Manager

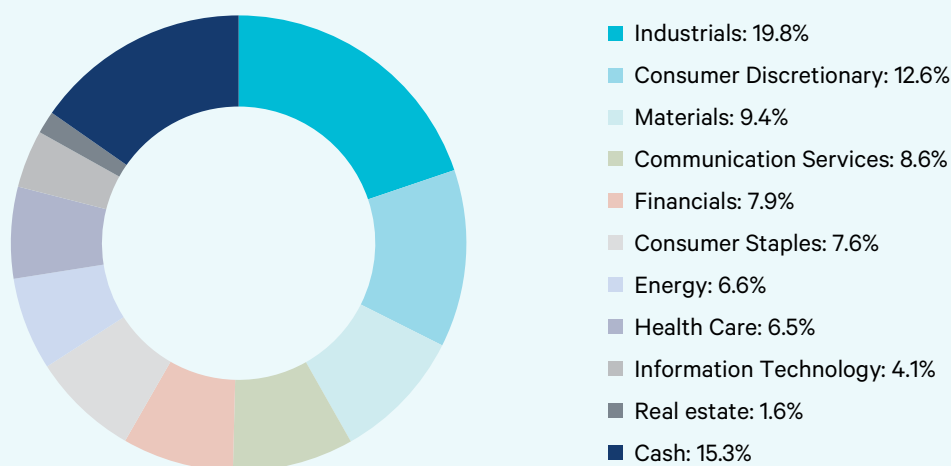
WAM Capital top holdings

as at 30 June 2022

Code	Company	Portfolio weightings
Research driven holdings		
WOR	Worley Limited	2.7%
MGH	Maas Group Holdings Limited	2.5%
WEB	Webjet Limited	2.2%
JLG	Johns Lyng Group Limited	2.1%
EVT	EVENT Hospitality & Entertainment Limited	1.8%
VEA	Viva Energy Group Limited	1.7%
KLS	Kelsian Group Limited	1.7%
EHE	Estia Health Limited	1.6%
IPH	IPH Limited	1.5%
NWH	NRW Holdings Limited	1.5%
Market driven holdings		
AMP	AMP Limited	2.7%
OML	oOh!media Limited	2.3%
SDF	Steadfast Group Limited	2.1%
CGC	Costa Group Holdings Limited	2.0%
ALQ	ALS Limited	1.7%
SVW	Seven Group Holdings Limited	1.6%
SHV	Select Harvests Limited	1.5%
CDA	Codan Limited	1.5%
HSN	Hansen Technologies Limited	1.4%
DOW	Downer EDI Limited	1.3%

The fair value of individual investments held at the end of the reporting period are disclosed on pages 66 to 67.

Portfolio by sector



Investment Manager update

Wilson Asset Management Chief Executive Officer
and WAM Capital Director Kate Thorley



Dear Fellow Shareholders,

As the Chief Executive Officer of Wilson Asset Management, I want to thank our fellow shareholders for their support and loyalty throughout the financial year. WAM Capital (ASX: WAM) is your company and I am pleased to share some exciting updates and insights from the year with you.

The Wilson Asset Management team and I were excited to travel across Australia in May and meet with shareholders again in-person for WAM Vault Live. It was fantastic to have a cup of tea with you after more than two and a half years. Thank you to all who attended, we look forward to meeting you again soon.

I extend my sincere thanks to Lead Portfolio Manager Oscar Oberg, Portfolio Manager Tobias Yao, Senior Equity Analysts Shaun Weick and Sam Koch, Senior Equities Dealer Cooper Rogers, Equities Dealer William Thompson and the broader Wilson Asset Management investment team, who contribute immensely to our team.

Wilson Asset Management prides itself on being a high-performing team, committed to making a difference for our shareholders. During the year, we promoted several team members in recognition of the exceptional quality of their work, including: Sam Koch to Senior Equity Analyst, Martyn McCathie to Investment Specialist and Camilla Cox and Olivia Harris to Senior Corporate Affairs Advisors.

Our team continues to grow and we were pleased to welcome several new additions to the Wilson Asset Management Family, including in our Investment, Corporate Affairs, Finance, People and Culture, Distribution and Operations teams.

About Wilson Asset Management

Wilson Asset Management has a track record of making a difference for shareholders and the community for more than 20 years. As an investment manager, Wilson Asset Management invests almost \$5 billion on behalf of more than 130,000 retail investors.

Wilson Asset Management is proud to be the Investment Manager for WAM Capital, together with seven other LICs: WAM Leaders (ASX: WLE), WAM Global (ASX: WGB), WAM Microcap (ASX: WMI), WAM Alternative Assets (ASX: WMA), WAM Strategic Value (ASX: WAR), WAM Research (ASX: WAX) and WAM Active (ASX: WAA).

Philanthropy

Wilson Asset Management created and is the lead supporter of Australia's first LICs to deliver both investment and social returns: Future Generation Australia (ASX: FGX) and Future Generation Global (ASX: FGG). Since listing in 2014 and 2015, the companies have supported young Australians who are at-risk or experiencing mental ill-health.

Wilson Asset Management is a member of the global philanthropic Pledge 1% movement, is a significant funder of many Australian charities and provides all team members with \$10,000 each year to donate to charities of their choice. During the year, Wilson Asset Management and Future Generation team members were proud to support over 50 charities across several cause areas such as cancer research, homelessness and mental health. All philanthropic investments are made by the Investment Manager.

In February 2022, many Australians were affected by the devastating floods in New South Wales and Queensland. Wilson Asset Management donated again to the Foundation for Rural and Regional Renewal (FRRR) to support communities impacted by the floods, with hundreds of shareholders and supporters also generously giving funds to support those affected.

In 2019, we were able to raise over \$1 million for Australians affected by the bushfires and drought for the FRRR Disaster Resilience and Recovery Fund. This is an invested fund that grows with donations over time to generate earnings each year to be used to support communities' long term recovery. Wilson Asset Management's early contribution encouraged others to contribute and the fund now holds over \$5 million.

Our thoughts were also with all those in Ukraine facing the brutality of the fighting and the displacement that has caused a humanitarian disaster. In 2022, along with many of our shareholders, Wilson Asset Management donated to two organisations that we believe are having a significant impact on improving the conditions for those suffering; The Ukraine Crisis Appeal and Voices of Children.

We are honoured to provide continued support to Olympic athletes, through managing over \$7 million for the Australian Olympic Committee (AOC) on a pro bono basis. The AOC provides crucial financial and institutional support to Australian athletes to compete at an Olympic level. All fees are foregone by the Investment Manager.

We were excited to announce a five-year renewal of our partnership with Bondi2Berry. We are a key supporter of the event, which raises awareness of dementia, a disease that is the leading cause of death among Australian women, and the third leading cause of death for Australian men. We are also proud to continue our support of the Sydney Uni Velo Club (SUVelo).

Wilson Asset Management is the main partner of the Wollongong 2022 UCI World Championship Cycling competition, which will take place in September this year. The event runs for a week from 18 September 2022, putting the city of Wollongong on the map for a global television audience of over 300 million viewers. More than 1,000 cyclists from 70 countries will meet to compete in 11 races over eight days. The relationship between Wollongong 2022 and Wilson Asset Management was founded on a mutual objective of supporting people and creating a legacy for the community, demonstrating the long-term value of investing in financial, physical and mental wellbeing through cycling and community engagement.

Advocacy and Education

Our advocacy work on behalf of retail investors in the Australian equity market continues to be a priority. We firmly believe all shareholders, both retail and wholesale, should be treated equitably when investing in the Australian equity market.

We also remain committed to education initiatives which advocate for change and progress in corporate Australia. We support the University of New South Wales' School of Mathematics and Statistics' *Girls Do The Maths* program, which aims to inspire girls in high school to consider tertiary studies and careers in mathematics and statistics. We believe in the importance of gender diversity in the financial services industry, in particular funds management, which provide rewarding career paths.

Shareholder engagement and communication

Shareholders are the owners of WAM Capital; Wilson Asset Management's responsibility is to manage the Company on your behalf and be available to report to you on a regular basis. After almost two and a half years, in May we were pleased to meet with shareholders across the country for WAM Vault Live. We hope to see you again soon, but in the meantime we encourage all shareholders to engage with us in a way that best suits them, with a variety of options available to keep informed on our investment insights and updates. Our approach includes:

- ✓ Email updates from our Lead Portfolio Managers
- ✓ WAM Vault Live
- ✓ Investment team insights at WAM Vault: wilsonassetmanagement.com.au/vault
- ✓ Roundtables with planners, advisers and their clients
- ✓ NTA reports and investment updates
- ✓ Shareholder Q&A calls and webinars
- ✓ Social media engagement
- ✓ Investor education material
- ✓ Presentations and lunches across Australia
- ✓ Annual and interim results announcements

As always, please contact us by phone on (02) 9247 6755 or by email at info@wilsonassetmanagement.com.au if you ever have any questions or feedback.

Thank you for your continued support.



Kate Thorley
Chief Executive Officer

Objectives and investment process

Investment objectives

The investment objectives of WAM Capital are to:

- deliver investors a stream of fully franked dividends;
- provide capital growth; and
- preserve capital of the Company.

Investment process – the most compelling undervalued growth companies in the Australian market

WAM Capital provides investors with access to Wilson Asset Management's two distinctive processes:

- a research-driven process focused on identifying undervalued growth companies; and
- a market-driven process that takes advantage of mispricing opportunities.

Research-driven investing

The research-driven investment process identifies undervalued growth companies through diligent and deep research that focuses on free cash flow, return on equity and the quality of a company. Each company is carefully rated with respect to management, earnings growth potential, valuation and industry position. Under this proprietary process, the investment team will only ever invest in a security once it can identify a catalyst or event that it expects will change the market's valuation of the company.



Market-driven investing

This investment process takes advantage of short-term mispricing opportunities in the Australian equity market. Opportunities are derived from initial public offerings, placements, block trades, rights issues, corporate transactions (such as takeovers, mergers, schemes of arrangement, corporate spinoffs and restructures), arbitrage opportunities, LIC discount arbitrages, short selling and trading market themes and trends.

Directors' Report to shareholders for the year ended 30 June 2022

The Directors present their report together with the financial report of WAM Capital for the financial year ended 30 June 2022.

Principal activity

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

Operating and financial review

Investment operations over the year resulted in an operating loss before tax of \$425,937,221 (FY2021: operating profit before tax of \$343,342,800) and an operating loss after tax of \$293,696,431 (FY2021: operating profit after tax of \$266,615,114). The after tax figure was boosted by a \$132.2 million income tax benefit, delivered through the tax benefit on the operating loss for the period and the franking credits received on franked dividend income from investee companies.

The 2022 financial year was a turbulent period for equity markets. The operating loss for FY2022 is a result of the performance of the investment portfolio over the year. The investment portfolio decreased 18.8% during the 12-month period to 30 June 2022, while the S&P/ASX Small Ordinaries Accumulation Index and the S&P/ASX All Ordinaries Accumulation Index fell 19.5% and 7.4% respectively. The average cash weighting of the investment portfolio during the period was 13.7%.

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

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

Further information on the three key listed investment company performance measures and the operating and financial review of the Company is contained in the Chairman's Letter.

During the year, the Company successfully completed the acquisitions of PM Capital Asian Opportunities Fund Limited (ASX: PAF), Westoz Investment Company Limited (ASX: WIC), Ozgrowth Limited (ASX: OZG) and an unlisted investment company. Refer to the Chairman's letter for further information.

Financial position

The net asset value of the Company as at 30 June 2022 was \$1,706,710,575 (2021: \$1,697,218,031). Further information on the financial position of the Company is contained in the Chairman's Letter.

Significant changes in state of affairs

There was no significant change in the state of affairs of the Company during the year ended 30 June 2022.

Dividends paid or recommended

Dividends paid or declared during the year are as follows:

	\$
Fully franked FY2021 final dividend of 7.75 cents per share paid on 29 October 2021	69,362,337
Fully franked FY2022 interim dividend of 7.75 cents per share paid on 17 June 2022	83,875,248

Since the end of the year, the Directors declared a fully franked final dividend of 7.75 cents per share to be paid on 28 October 2022.

Since inception, WAM Capital has returned almost \$1.4 billion in dividends and franking credits to shareholders. The long-term investment portfolio performance has enabled WAM Capital to pay shareholders an average annualised fully franked dividend yield on the initial public offering price of 12.4% per year over the last 23 years.

The Board is committed to paying a stream of fully franked dividends to shareholders, provided the Company has sufficient profits reserves and franking credits, and it is within prudent business practices. In FY2023, the Company's ability to continue paying fully franked dividends is dependent on generating additional profits reserves and franking credits. The ability to generate franking credits is reliant on the receipt of franked dividends from investee companies and the payment of tax on profits. As at 31 July 2022, the Company had 16.0 cents per share available in its profits reserve, representing 0.5 years of dividend coverage after the payment of the fully franked final dividend of 7.75 cents per share payable on 28 October 2022.

Directors

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

- Geoff Wilson AO
- Kate Thorley
- Dr. Philippa Ryan
- James Chirnside
- Lindsay Mann
- Matthew Pancino

Information on Directors

Geoff Wilson AO (Chairman – non-independent)

Experience and expertise

Geoff Wilson has over 42 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997 and created Australia's first listed philanthropic wealth creation vehicles, Future Generation Investment Company Limited and Future Generation Global Investment Company Limited. Geoff holds a Bachelor of Science, a Graduate Management Qualification and is a Fellow of the Financial Services Institute of Australia and the Australian Institute of Company Directors (AICD).

Geoff Wilson has been Chairman of the Company since March 1999.

Other current directorships

Geoff Wilson is currently Chairman of WAM Research Limited (appointed June 2003), WAM Active Limited (appointed July 2007), WAM Leaders Limited (appointed March 2016), WAM Microcap Limited

Geoff Wilson AO (Chairman – non-independent) (cont'd)

Other current directorships (cont'd)

(appointed March 2017), WAM Global Limited (appointed February 2018) and WAM Strategic Value Limited (appointed March 2021). He is the founder and a Director of Future Generation Investment Company Limited (appointed July 2014) and Future Generation Global Investment Company Limited (appointed May 2015) and a Director of WAM Alternative Assets Limited (appointed September 2020), Global Value Fund Limited (appointed April 2014), Incubator Capital Limited (appointed February 2000), Hearts and Minds Investments Limited (appointed September 2018), Wollongong 2022 Limited (appointed March 2019), Sporting Chance Cancer Foundation, Australian Fund Managers Foundation, Australian Children's Music Foundation, Australian Stockbrokers Foundation and he is a Member of the Second Bite NSW Advisory Committee. He is the founder and Director of investment management companies Wilson Asset Management (International) Pty Limited and MAM Pty Limited.

Former directorships in the last 3 years

Geoff Wilson resigned as a director of 8IP Emerging Companies Limited in September 2020 and Australian Leaders Fund Limited in March 2021.

Special responsibilities

Chairman of the Board.

Interests in shares of the Company

Details of Geoff Wilson's interests in shares of the Company are included later in this report.

Interests in contracts

Details of Geoff Wilson's interests in contracts of the Company are included later in this report.

Kate Thorley (Director – non-independent)

Experience and expertise

Kate Thorley has over 17 years' experience in the funds management industry and more than 23 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management (International) Pty Limited, Director of WAM Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Microcap Limited, WAM Global Limited, WAM Strategic Value Limited, Future Generation Investment Company Limited and Future Generation Global Investment Company Limited. She holds a Bachelor of Commerce, a Graduate Diploma in Applied Finance and Investment, Graduate Diploma of Applied Corporate Governance and is a fully qualified CA. She is a Graduate member of the AICD (GAICD).

Kate Thorley has been a Director of the Company since August 2016.

Other current directorships

Kate Thorley is a Director of WAM Active Limited (appointed July 2014), WAM Research Limited (appointed August 2014), Future Generation Investment Company Limited (appointed April 2015), WAM Leaders Limited (appointed March 2016), WAM Microcap Limited (appointed March 2017), WAM Global Limited (appointed February 2018), Future Generation Global Investment Company Limited (appointed March 2021) and WAM Strategic Value Limited (appointed March 2021).

Former directorships in the last 3 years

Kate Thorley has not resigned as a Director from any other listed companies within the last three years.

Kate Thorley (Director – non-independent) (cont'd)

Special responsibilities

None.

Interests in shares of the Company

Details of Kate Thorley's interests in shares of the Company are included later in this report.

Interests in contracts

Kate Thorley has no interests in contracts of the Company.

Philippa Ryan (Director – independent)

Experience and expertise

Dr Philippa Ryan is an experienced legal academic with experience in commercial law, corporate governance, finance and technology. Dr Ryan is an honorary associate professor in the Australian National University's (ANU) College of Law and program director of the ANU Master of Laws. She has authored books and articles on blockchain technology, digital economies, and crypto currencies. She is a non-executive director on the Board of Lander and Rogers, a member of the Standards Australia blockchain technical committee, and a member of ASIC's Fintech Advisory Committee. She was lead author of the ISO technical specification for smart contracts. Dr Ryan holds a number of legal and academic qualifications including BA, LLB (Hons), Master of Education, and PhD (Law).

Dr Ryan has been a Director of the Company since April 2018.

Other current directorships

Philippa Ryan is a director of Lander and Rogers.

Former directorships in the last 3 years

Philippa Ryan has not resigned as a Director from any other listed companies within the last three years.

Special responsibilities

Member of the Audit and Risk Committee.

Interests in shares of the Company

Philippa Ryan has no interests in shares of the Company.

Interests in contracts

Philippa Ryan has no interests in contracts of the Company.

James Chirnside (Director – independent)

Experience and expertise

James Chirnside has been involved in financial markets for over 31 years mainly as an equities fund manager across a broad range of sectors. James is currently Chairman and Managing Director of Dart Mining NL. Prior to this, James worked as a fund manager and proprietary metals trader in Sydney, Hong Kong, London, and Melbourne. Between 2002 and 2012, James ran equities fund manager Asia Pacific Asset Management. From 2000-2001, James worked for Challenger Financial Group in Sydney as a product manager responsible for hedge fund investments. During the 1990s, James managed frontier and emerging market hedge funds in Hong Kong and London for Regent Fund Management (now London AIM listed Charlemagne Capital). Between 1988 and 1992, James ran a proprietary trading book for County NatWest Investment Bank, based in London.

James Chirnside has been a Director of the Company since February 2003.

James Chirnside (Director – independent) (cont'd)

Other current directorships

James Chirnside is a Director of Cadence Capital Limited (appointed February 2005), Ask Funding Limited (appointed September 2015), Dart Mining NL (appointed June 2015) and IPE Limited (appointed August 2018).

Former directorships in the last 3 years

James Chirnside resigned as a Director of Mercantile Investment Company Limited in September 2019.

Special responsibilities

Chairman of the Audit and Risk Committee.

Interests in shares of the Company

Details of James Chirnside's interests in shares of the Company are included later in the report.

Interests in contracts

James Chirnside has no interests in contracts of the Company.

Lindsay Mann (Director – independent)

Experience and expertise

Lindsay Mann has more than 46 years' financial services experience. He was formerly Chairman of Premium Investors Pty Limited (formerly Premium Investors Limited). Prior to that Lindsay was CEO (Singapore) and Regional Head Asia for First State Investments, the Asian business of Colonial First State Global Asset Management. Prior to this, Lindsay was CEO of AXA Investment Managers in Hong Kong. He is a Fellow of the Institute of Actuaries of Australia and a Graduate member of the AICD.

Lindsay Mann has been a Director of the Company since December 2012.

Other current directorships

Lindsay Mann is currently an independent non-executive director and Chair of Uniting Ethical Investors Limited and an independent Director of WAM Leaders Limited (appointed March 2016).

Former directorships in the last 3 years

Lindsay Mann has not resigned as a Director from any other listed companies within the last three years.

Special responsibilities

Member of the Audit and Risk Committee.

Interests in shares of the Company

Details of Lindsay Mann's interests in shares of the Company are included later in this report.

Interests in contracts

Lindsay Mann has no interests in contracts of the Company.

Matthew Pancino (Director – independent)

Experience and expertise

Matthew is a noted technology, operations and transformation expert with 31 years' experience gained in leading organisations within the communications, banking and funds management sectors. Matthew is currently a Director, Industry Solutions Practice Lead, Asia Pacific at Google LLC. Matthew has previously served as Chief Technology Officer for the Commonwealth Bank of Australia Group, Chief

Matthew Pancino (Director – independent) (cont'd)

Experience and expertise (cont'd)

Executive Officer for Suncorp Business Services, Group Executive – Operations and Chief Information Officer for Perpetual Limited and Head of Transformation at Telstra Corporation Limited. He holds a Bachelor of Science (Computer Science), is a member of the Australian Institute of Company Directors and has completed executive education at INSEAD and Stanford University School of Business.

Matthew Pancino has been a Director of the Company since September 2020.

Other current directorships

Matthew Pancino has no other directorships.

Former directorships in the last 3 years

Matthew Pancino has not resigned as a Director from any other listed companies within the last three years.

Special responsibilities

Member of the Audit and Risk Committee.

Interests in shares of the Company

Matthew Pancino has no interests in shares of the Company.

Interests in contracts

Matthew Pancino has no interests in contracts of the Company.

Joint Company Secretaries

The following persons held the position of Joint Company Secretary at the end of the financial year:

Jesse Hamilton

Jesse Hamilton is a Chartered Accountant with more than 14 years' experience working in advisory and assurance services, specialising in funds management. As the Chief Financial Officer, Jesse oversees all finance and accounting of Wilson Asset Management (International) Pty Limited. He is Company Secretary for WAM Alternative Assets Limited and WAM Strategic Value Limited and Joint Company Secretary for WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited and WAM Active Limited, in addition to Future Generation Investment Company Limited and Future Generation Global Investment Company Limited. Prior to joining Wilson Asset Management, Jesse worked as Chief Financial Officer of an ASX listed company and also worked as an advisor specialising in assurance services, valuations, mergers and acquisitions, financial due diligence and capital raising activities for listed investment companies.

Jesse Hamilton was appointed Company Secretary of WAM Capital in November 2020.

Linda Kiriczenko

Linda Kiriczenko has over 18 years' experience in financial accounting including more than 14 years in the funds management industry. As the Finance Manager of Wilson Asset Management (International) Pty Limited, Linda oversees finance and accounting and is also Joint Company Secretary for six listed investment companies, WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited and WAM Active Limited. Linda holds a Bachelor of Commerce and is a fully qualified CPA. She is a certified member of the Governance Institute of Australia.

Linda Kiriczenko was appointed Company Secretary of WAM Capital Limited in October 2017.

Remuneration Report (Audited)

This report details the nature and amount of remuneration for each Director of WAM Capital.

a) Remuneration of Directors

All Directors of WAM Capital are non-executive Directors. The Board from time to time determines remuneration of Directors within the maximum amount approved by the shareholders at the Annual General Meeting. Directors are not entitled to any other remuneration.

Fees and payments to Directors reflect the demands that are made on and the responsibilities of the Directors and are reviewed annually by the Board. The Company determines the remuneration levels and ensures they are competitively set to attract and retain appropriately qualified and experienced Directors.

The maximum total remuneration of the Directors of the Company has been set at \$190,000 per annum. Directors do not receive bonuses nor are they issued options on securities as part of their remuneration. Directors' fees cover all main Board activities and membership of committees.

Directors' remuneration received for the year ended 30 June 2022:

Director	Position	Short-term employee benefits	Post-employment benefits	Total
		Directors' fees \$	Superannuation \$	
Geoff Wilson	Chairman	9,091	909	10,000
Kate Thorley	Director	9,091	909	10,000
Dr. Philippa Ryan	Director	36,364	3,636	40,000
James Chirnside	Director	36,364	3,636	40,000
Lindsay Mann	Director	36,364	3,636	40,000
Matthew Pancino	Director	36,364	3,636	40,000
		163,638	16,362	180,000

Directors receive a superannuation guarantee contribution required by the government, which was 10% of individuals benefits for FY2022 (FY2021: 9.5%) and do not receive any other retirement benefits. Directors may also elect to salary sacrifice their fees into superannuation.

Directors' remuneration received for the year ended 30 June 2021:

Director	Position	Short-term employee benefits	Post-employment benefits	Total
		Directors' fees \$	Superannuation \$	
Geoff Wilson	Chairman	9,132	868	10,000
Kate Thorley	Director	9,132	868	10,000
Dr. Philippa Ryan	Director	36,530	3,470	40,000
James Chirnside	Director	36,530	3,470	40,000
Lindsay Mann	Director	36,530	3,470	40,000
Matthew Pancino (appointed 1 September 2020)	Director	30,441	2,892	33,333
		158,295	15,038	173,333

Remuneration Report (Audited) (cont'd)

a) Remuneration of Directors (cont'd)

The following table reflects the Company's performance and Directors' remuneration over five years:

	2022	2021	2020	2019	2018
Operating (loss)/profit after tax (\$)	(\$293,696,431)	\$266,615,114	(\$26,706,967)	\$14,533,222	\$125,397,635
Dividends (cents per share)	15.5	15.5	15.5	15.5	15.5
Share price (\$)	\$1.72	\$2.19	\$1.82	\$2.02	\$2.38
NTA after tax (\$ per share)	\$1.57	\$1.93	\$1.68	\$1.87	\$1.98
Total Directors' remuneration (\$)	\$180,000	\$173,333	\$140,710	\$150,000	\$150,109
Shareholder's equity (\$)	\$1,706,710,575	\$1,697,218,031	\$1,221,680,985	\$1,344,417,111	\$1,323,833,214

As outlined above, Directors' fees are not directly linked to the Company's performance.

b) Director related entities remuneration

All transactions with related entities during the year were made on normal commercial terms and conditions and at market rates.

The Company has an investment management agreement with Wilson Asset Management (International) Pty Limited (the Investment Manager or the Manager). Geoff Wilson is the director of Wilson Asset Management (International) Pty Limited, the entity appointed to manage the investment portfolio of WAM Capital. Entities associated with Geoff Wilson hold 100% of the issued shares of Wilson Asset Management (International) Pty Limited. In its capacity as the Manager and in accordance with the investment management agreement, Wilson Asset Management (International) Pty Limited was paid a management fee of 1% p.a. (plus GST) of the value of the portfolio amounting to \$18,703,002 inclusive of GST (2021: \$15,973,073). As at 30 June 2022, the balance payable to the Manager was \$1,408,190 inclusive of GST (2021: \$1,540,607).

In addition, Wilson Asset Management (International) Pty Limited is to be paid, annually in arrears, a performance fee being 20% (plus GST) of:

- where the level of the S&P/ASX All Ordinaries Accumulation Index has increased over that period, the amount by which the value of the portfolio exceeds this increase; or
- where the S&P/ASX All Ordinaries Accumulation Index has decreased over that period, the amount of the increase in the value of the portfolio.

No performance fee is payable in respect of any performance period where the value of the portfolio has decreased over that period. For the year ended 30 June 2022, no performance fee was payable to Wilson Asset Management (International) Pty Limited (2021: \$15,041,140).

Wilson Asset Management (International) Pty Limited has a service agreement in place with WAM Capital to provide accounting and company secretarial services on commercial terms. For the year ended 30 June 2022, the fee for accounting services amounted to \$46,200 inclusive of GST (2021: \$46,200) and the fee for company secretarial services amounted to \$16,500 inclusive of GST (2021: \$16,500).

Remuneration Report (Audited) (cont'd)

b) Director related entities remuneration (cont'd)

These amounts are in addition to the Directors' remuneration. Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company of the Director or with a firm of which he/she is a member or with a Company in which he/she has substantial financial interest.

c) Remuneration of executives

There are no executives that are paid by the Company. Wilson Asset Management (International) Pty Limited, the Investment Manager of the Company, provides the day-to-day management of the Company and is remunerated for these services as outlined above.

d) Equity instruments disclosures of Directors and related parties

As at the date of this report, the Company's Directors and their related parties held the following interests in the Company:

Ordinary shares held Directors	Balance at 30 June 2021	Acquisitions	Disposal	Balance at 30 June 2022
Geoff Wilson	514,321	342,524	371,613	485,232
Kate Thorley	57,491	-	-	57,491
Dr. Philippa Ryan	-	-	-	-
James Chirnside	38,409	2,951	-	41,360
Lindsay Mann	63,880	-	-	63,880
Matthew Pancino	-	-	-	-
	674,101	345,475	371,613	647,963

There have been no changes in shareholdings disclosed above between 30 June 2022 and the date of the report.

Directors and director related entities disposed of and acquired ordinary shares in the Company on the same terms and conditions available to other shareholders. The Directors have not, during or since the end of the financial year, been granted options over unissued shares or interests in shares of the Company as part of their remuneration.

- End of Remuneration Report -

Directors' meetings

Director	No. eligible to attend	Attended
Geoff Wilson	6	6
Kate Thorley	6	6
Dr. Philippa Ryan	6	6
James Chirnside	6	6
Lindsay Mann	6	6
Matthew Pancino	6	6

Audit and Risk Committee meetings

The main responsibilities of the Audit and Risk Committee are set out in the Company's 2022 Corporate Governance Statement.

Audit and Risk Committee member	No. eligible to attend	Attended
James Chirnside	4	4
Philippa Ryan	4	4
Lindsay Mann	4	4
Matthew Pancino	4	4

After balance date events

Since the end of the year, the Directors declared a fully franked final dividend of 7.75 cents per share to be paid on 28 October 2022.

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

Future developments

The Company will continue to pursue investment activities – primarily investing in equities listed on the Australian Securities Exchange – to achieve the Company's stated objectives.

The Company's future performance is dependent on the performance of the Company's investments. In turn, the performance of these investments is impacted by investee company-specific factors and prevailing industry conditions. In addition, a range of external factors including economic growth rates, interest rates, exchange rates and macro-economic conditions impact the overall equity market and these investments.

As such, we do not believe it is possible or appropriate to accurately predict the future performance of the Company's investments and, therefore, the Company's performance.

Environmental regulation

The Company's operations are not regulated by any environmental regulation under a law of the Commonwealth or of a State or Territory.

Indemnification and insurance of Officers or Auditors

During the financial year the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary 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.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

Proceedings on behalf of the Company

No person has applied for leave of the Court 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 any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Non-audit services

During the year Pitcher Partners, the Company's auditor, performed taxation and other services for the Company. Details of the amounts paid to the auditors and their related parties are disclosed in Note 5 to the financial statements.

The Board of Directors, in accordance with advice from the Audit and Risk Committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the services disclosed in Note 5 did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the Audit and Risk Committee to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with the APES 110: Code of Ethics for Professional Accountants (including Independence Standards) set by the Accounting Professional and Ethical Standards Board.

Rounding of amounts to nearest dollar

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

Corporate Governance Statement

The Company's Corporate Governance Statement for the year ended 30 June 2022 is provided on the Company's website at wilsonassetmanagement.com.au.

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under Section 307C of the *Corporations Act 2001* is set out on page 32 of the Annual Report.

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



Geoff Wilson AO
Chairman

Dated this 15th day of August 2022

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

In relation to the independent audit of WAM Capital Limited for the year ended 30 June 2022, I declare that to the best of my knowledge and belief there have been:

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



Scott Whiddett
Partner

Pitcher Partners
Sydney

15 August 2022

Statement of comprehensive income for the year ended 30 June 2022

	Note	2022 \$	2021 \$
Net realised and unrealised (losses)/gains on financial investments and foreign currency		(427,489,731)	285,626,844
Other revenue from operating activities	2	26,630,873	93,943,426
Management fees		(17,427,798)	(14,883,996)
Performance fees		-	(14,015,604)
Directors fees		(180,000)	(173,333)
Brokerage expense on share purchases		(5,077,813)	(5,121,104)
Expenses paid on borrowed stock		-	(18,770)
Custody fees		(129,305)	(77,342)
ASX listing and chess fees		(271,040)	(250,154)
Share registry fees		(599,339)	(413,073)
Disbursements, mailing and printing		(339,667)	(369,484)
Legal and professional fees		(492,519)	(475,968)
ASIC industry funding levy		(42,239)	(55,861)
Other expenses from ordinary activities		(518,643)	(372,781)
(Loss)/Profit before income tax		(425,937,221)	343,342,800
Income tax benefit/(expense)	3(a)	132,240,790	(76,727,686)
(Loss)/Profit after income tax attributable to members of the Company		(293,696,431)	266,615,114
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive (loss)/income for the year		(293,696,431)	266,615,114
Basic and diluted (loss)/earnings per share	14	(31.35 cents)	33.79 cents

The accompanying notes form part of these financial statements.

Statement of financial position as at 30 June 2022

	Note	2022 \$	2021 \$
Current assets			
Cash and cash equivalents	12	230,177,941	149,614,471
Trade and other receivables	6	40,164,800	29,789,191
Financial assets	7	1,309,118,245	1,566,906,061
Total current assets		1,579,460,986	1,746,309,723
Non-current assets			
Deferred tax assets	3(b)	186,749,962	72,200,056
Total non-current assets		186,749,962	72,200,056
Total assets		1,766,210,948	1,818,509,779
Current liabilities			
Trade and other payables	8	44,681,406	80,983,842
Current tax liabilities	3(c)	6,380,163	13,128,785
Total current liabilities		51,061,569	94,112,627
Non-current liabilities			
Deferred tax liabilities	3(d)	8,438,804	27,179,121
Total non-current liabilities		8,438,804	27,179,121
Total liabilities		59,500,373	121,291,748
Net assets		1,706,710,575	1,697,218,031
Equity			
Issued capital	9	2,144,769,461	1,688,342,901
Profits reserve	10	94,761,650	184,758,357
Accumulated losses	11	(532,820,536)	(175,883,227)
Total equity		1,706,710,575	1,697,218,031

The accompanying notes form part of these financial statements.

Statement of changes in equity for the year ended 30 June 2022

	Note	Issued capital \$	Accumulated losses \$	Profits reserve \$	Total equity \$
Balance at 1 July 2020		1,352,964,191	(175,883,227)	44,600,021	1,221,680,985
Profit for the year		-	266,615,114	-	266,615,114
Transfer to profits reserve		-	(266,615,114)	266,615,114	-
Other comprehensive income for the year		-	-	-	-
Transactions with owners:					
Shares issued via dividend reinvestment plan	9(b)	16,773,876	-	-	16,773,876
Shares issued via scrip consideration for the acquisition of Concentrated Leaders Fund	9(b)	67,218,411	-	-	67,218,411
Shares issued via scrip consideration for the acquisition of Contango Income Generator	9(b)	55,505,386	-	-	55,505,386
Shares issued via scrip consideration for the acquisition of amaysim Australia	9(b)	196,402,497	-	-	196,402,497
Share issue costs (net of tax)	9(b)	(521,460)	-	-	(521,460)
Dividends paid	4(a)	-	-	(126,456,778)	(126,456,778)
Balance at 30 June 2021		1,688,342,901	(175,883,227)	184,758,357	1,697,218,031
Loss for the year		-	(293,696,431)	-	(293,696,431)
Transfer to profits reserve		-	(63,240,878)	63,240,878	-
Other comprehensive income for the year		-	-	-	-
Transactions with owners:					
Shares issued via dividend reinvestment plan	9(b)	19,743,056	-	-	19,743,056
Shares issued via scrip consideration for the acquisition of an unlisted investment company	9(b)	39,690,487	-	-	39,690,487
Shares issued via scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	9(b)	65,335,080	-	-	65,335,080
Shares issued via scheme of arrangement for the acquisition of Westoz Investment Company	9(b)	198,090,629	-	-	198,090,629
Shares issued via scheme of arrangement for the acquisition of Ozgrowth	9(b)	133,988,044	-	-	133,988,044
Share issue costs (net of tax)	9(b)	(420,736)	-	-	(420,736)
Dividends paid	4(a)	-	-	(153,237,585)	(153,237,585)
Balance at 30 June 2022		2,144,769,461	(532,820,536)	94,761,650	1,706,710,575

The accompanying notes form part of these financial statements.

Statement of cash flows for the year ended 30 June 2022

	Note	2022 \$	2021 \$
Cash flows from operating activities			
Proceeds from sale of investments		3,824,746,519	3,688,875,724
Payments for purchase of investments		(3,580,141,633)	(3,657,260,936)
Dividends received		25,433,075	89,575,572
Interest received		979,908	475,969
Other investment income received		89,982	2,743,637
Management fee (GST inclusive)		(18,835,421)	(15,491,367)
Performance fee (GST inclusive)		(15,041,140)	-
Brokerage expense on share purchases (GST inclusive)		(5,442,816)	(5,479,615)
Payments for administration expenses (GST inclusive)		(2,415,161)	(2,222,168)
Income tax paid		(17,462,268)	(45,955,387)
GST on brokerage expense on share sales		(380,426)	(338,163)
Net GST received from ATO		3,128,433	1,712,469
Net cash provided by operating activities	13	214,659,052	56,635,735
Cash flows from financing activities			
Dividends paid – net of reinvestment		(133,494,529)	(109,682,902)
Share issue costs		(601,053)	(739,286)
Net cash used in financing activities		(134,095,582)	(110,422,188)
Net increase/(decrease) in cash and cash equivalents held		80,563,470	(53,786,453)
Cash and cash equivalents at beginning of the year		149,614,471	203,400,924
Cash and cash equivalents at the end of the year	12	230,177,941	149,614,471

Statement of cash flows for the year ended 30 June 2022 (cont'd)

	Note	2022 \$	2021 \$
Non-cash transactions:			
Shares issued via scrip consideration for the acquisition of an unlisted investment company	9(b)	39,690,487	-
Shares issued via scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	9(b)	65,335,080	-
Shares issued via scheme of arrangement for the acquisition of Westoz Investment Company	9(b)	198,090,629	-
Shares issued via scheme of arrangement for the acquisition of Ozgrowth	9(b)	133,988,044	-
Shares issued via scrip consideration for the acquisition of Concentrated Leaders Fund	9(b)	-	67,218,411
Shares issued via scrip consideration for the acquisition of Contango Income Generator	9(b)	-	55,505,386
Shares issued via scrip consideration for the acquisition of amaysim Australia	9(b)	-	196,402,497
Shares issued via dividend reinvestment plan	9(b)	19,743,056	16,773,876

The accompanying notes form part of these financial statements.

Notes to the financial statements for the year ended 30 June 2022

1. Significant accounting policies

Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

WAM Capital is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial report was authorised for issue on 15 August 2022 by the Board of Directors.

WAM Capital is a listed public company, incorporated and domiciled in Australia.

Australian Accounting Standards set out the accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the Company's financial statements and notes also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, with the exception of certain financial assets and liabilities which have been measured at fair value. All amounts are presented in Australian dollars.

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

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. There was no material impact to the financial statements.

a) Financial assets and financial liabilities

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. For financial assets, trade date accounting is adopted, which is equivalent to the date that the Company commits itself to purchase or sell the assets.

Financial instruments are initially measured at fair value. Transaction costs related to financial instruments are expensed to the Statement of comprehensive income immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value. Current market prices for all quoted investments are used to determine fair value. For all listed or unlisted securities that are not traded in an active market, valuation techniques are applied to determine fair value, including recent arm's length transactions and reference to similar instruments.

1. Significant accounting policies (cont'd)

a) Financial assets and financial liabilities (cont'd)

The Company classifies its financial instruments into the following categories:

(i) Financial assets at fair value through profit or loss

Financial assets are classified 'at fair value through profit or loss' when they are held for trading for the purpose of short-term profit taking. Realised and unrealised gains and losses arising from changes in fair value are included in the Statement of comprehensive income in the period in which they arise.

(ii) Financial liabilities at fair value through profit or loss

Financial liabilities such as borrowed stock are classified 'at fair value through profit or loss'. Realised and unrealised gains and losses arising from changes in fair value are included in the Statement of comprehensive income in the period in which they arise.

(iii) Investment entity

WAM Capital owns 100% of the shares on issue in the following Australian entities: Concentrated Leaders Fund, Wealth Defender Equities, PM Capital Asian Opportunities Fund, Westoz Investment Company (now known as A.C.N. 113 332 942), Ozgrowth (now known as A.C.N. 126 450 271) and two unlisted investment entities. The Directors have assessed the requirements of *AASB 10 Consolidated Financial Statements* and have applied the criteria set out in that standard to the operations of the Company. WAM Capital is therefore considered to be an investment entity and as a result, the wholly owned entities of the Company are not consolidated into the financial statements, but rather are accounted for as financial assets at fair value through profit or loss.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the Company no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or have expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in the Statement of comprehensive income.

b) Income tax

The charge of current income tax expense is based on profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted at the reporting date. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

1. Significant accounting policies (cont'd)

b) Income tax (cont'd)

Deferred tax assets relating to temporary differences and unused tax losses are recognised, to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset only where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are only offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

The Company and its wholly owned entities have formed an income tax consolidated group under the Tax Consolidation Regime. Under this arrangement, each entity in the tax consolidated group recognises its own current tax amounts, except for any deferred tax assets arising from unused tax losses and unused tax credits, which are immediately assumed by the Company. The current tax liability of each entity in the tax consolidated group is subsequently assumed by the Company. There is currently no tax funding agreement between the Company and its wholly owned entities.

c) Cash and cash equivalents

Cash and cash equivalents include cash on hand, at call deposits with banks or financial institutions and term deposits maturing within six months or less.

d) Revenue and other income

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established. All revenue is stated net of the amount of goods and services tax (GST).

e) Trade and other receivables

Trade and other receivables are non-derivative financial assets and are initially recognised at fair value. They are subsequently stated at amortised cost, less any provision for impairment. Refer to Note 1 (g) for further detail.

f) Trade and other payables

Trade and other payables are non-derivative financial liabilities and are stated at amortised cost.

g) Impairment of assets

The Company applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables from initial recognition (this has replaced the incurred loss model). All the trade receivables of the Company share the same credit risk characteristics. Indicators that there is no reasonable expectation of recovery include, amongst others, the Standard & Poor's credit risk rating of a debtor, and a failure to make contractual payments for a period of greater than 30 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within the Statement of comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item. As at 30 June 2022, there are no expected credit losses recognised (2021: nil).

1. Significant accounting policies (cont'd)

h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised exclusive of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as an asset or liability in the Statement of financial position.

Cash flows are presented in the Statement of cash flows on a gross basis (inclusive of GST), except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

i) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

j) Profits reserve

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

k) Issued capital

Ordinary shares are classified as equity. 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.

l) Dividends

Dividends are recognised when declared during the financial year.

m) Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and the best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data.

In accordance with AASB 112 Income Taxes, deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be used. The assumptions about future taxable profits require the use of judgment. Future taxable profits are determined based on the historical performance of the Company and the ability of the Company to generate positive performance even when market conditions are uncertain. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

There are no estimates or judgments that have a material impact on the Company's financial results for the year ended 30 June 2022. All material financial assets are valued by reference to quoted prices and therefore no significant estimates or judgments are required in respect to their valuation.

n) New standards and interpretations not yet adopted

There are no new standards or interpretations not yet adopted that would have a material impact for the Company this financial period.

2. Other revenue

	2022 \$	2021 \$
Australian sourced dividends	23,298,103	89,979,799
Foreign sourced dividends	1,797,977	642,997
Interest	1,444,811	682,954
Underwriting fees	71,098	303,497
Other income	18,884	1,593,055
Trust distributions	-	741,124
	26,630,873	93,943,426

3. Income tax

a) Income tax (benefit)/expense

The prima facie tax on (loss)/profit before income tax is reconciled to the income tax (benefit)/expense as follows:

	2022 \$	2021 \$
Prima facie tax on (loss)/profit before income tax at 30% (2021: 30%)	(127,781,166)	103,002,840
Imputation credit gross up	2,434,785	10,967,023
Franking credit offset	(8,115,949)	(36,556,743)
Foreign income tax gross up	-	36,422
Foreign income tax offset	-	(121,407)
Other non-assessable items*	1,221,540	(600,449)
	(132,240,790)	76,727,686
Effective tax rate	(31.0%)	22.3%

The effective tax rate reflects the benefit to the Company of franking credits received on dividend income during the year, in addition to the tax benefit on the Company's operating loss for the period at the corporate tax rate of 30%. The decrease in the effective tax rate from the comparative year is reflective of the loss before income tax in comparison to the profit before income tax in the prior period, in addition to the lower proportion of franked dividends compared to the operating result for the year.

*Other non-assessable items primarily relate to timing differences on franked dividends receivable and investments.

3. Income tax (cont'd)**a) Income tax (benefit)/expense (cont'd)**

	2022 \$	2021 \$
Total income tax (benefit)/expense results in a:		
Current tax liability	(107,020,734)	76,768,445
Deferred tax liability	(18,740,317)	3,401,079
Deferred tax asset	(6,479,739)	(3,441,838)
	(132,240,790)	76,727,686

b) Deferred tax assets

	2022 \$	2021 \$
Tax losses	186,438,544	71,921,287
Accruals	14,652	12,491
Share issue costs	296,766	266,278
	186,749,962	72,200,056
Movement in deferred tax assets		
Balance at the beginning of the year	72,200,056	68,540,392
Tax losses transferred	107,889,850	-
Credited to the statement of comprehensive income	6,479,739	3,441,838
Share issue costs	180,317	217,826
At reporting date	186,749,962	72,200,056

The Directors continue to consider it probable that future taxable profits will be available against which the \$186,438,544 (2021: \$71,921,287) of income tax losses can be recovered and therefore, the deferred tax asset recognised will be able to be utilised against future income tax payable.

3. Income tax (cont'd)**c) Current tax liabilities**

	2022 \$	2021 \$
Balance at the beginning of the year	13,128,785	(22,676,280)
Current year income tax on operating (loss)/profit	(107,020,734)	76,768,445
Net income tax paid	(17,462,268)	(45,955,387)
Tax liability transferred from acquisition of controlled entity	9,844,530	4,992,007
Transfer tax losses to deferred tax asset	107,889,850	-
At reporting date	6,380,163	13,128,785

d) Deferred tax liabilities

	2022 \$	2021 \$
Fair value adjustments and timing differences on receivable	8,438,804	27,179,121
	8,438,804	27,179,121
Movement in deferred tax liabilities		
Balance at the beginning of the year	27,179,121	23,778,042
(Credited)/charged to the statement of comprehensive income	(18,740,317)	3,401,079
At reporting date	8,438,804	27,179,121

4. Dividends**a) Ordinary dividends paid during the year**

	2022 \$	2021 \$
Final dividend FY2021: 7.75 cents per share fully franked at 30% tax rate, paid 29 October 2021 (Final dividend FY2020: 7.75 cents per share fully franked)	69,362,337	58,708,414
Interim dividend FY2022: 7.75 cents per share fully franked at 30% tax rate, paid 17 June 2022 (Interim dividend FY2021: 7.75 cents per share fully franked)	83,875,248	67,748,364
	153,237,585	126,456,778

b) Dividends not recognised at year end

	2022 \$	2021 \$
In addition to the above dividends, since the end of the year, the Directors have declared a 7.75 cents per share fully franked dividend (2021: 7.75 cents per share fully franked) which has not been recognised as a liability at the end of the financial year	84,304,125	68,069,738

4. Dividends (cont'd)

c) Dividend franking account

	2022 \$	2021 \$
Balance of franking account at year end	19,794,161	35,400,628
Adjusted for franking credits arising from:		
- Estimated income tax payable	6,380,163	13,128,785
Subsequent to the reporting period, the franking account would be reduced by the proposed dividend disclosed in Note 4(b):	(36,130,339)	(29,172,745)
	(9,956,015)	19,356,668

The Company's ability to continue paying fully franked dividends is dependent on generating additional profits reserves and franking credits. The ability to generate franking credits is reliant on the receipt of franked dividends from investee companies and the payment of tax on profits.

The balance of the franking account does not include tax to be paid on unrealised investment gains currently recognised as a deferred tax liability of \$8,295,156 (2021: \$26,961,114).

5. Auditor's remuneration

	2022 \$	2021 \$
Remuneration of the auditor for:		
Auditing and reviewing the financial report	61,444	59,754
Other services provided by a related practice of the auditor:		
Taxation services	9,790	10,340
Acquisition of controlled entities	4,400	2,200
	75,634	72,294

The Company's Audit and Risk Committee oversees the relationship with the Company's external auditor. The Audit and Risk Committee reviews the scope of the audit and review and the proposed fee. It also reviews the cost and scope of other services provided by a related entity of the audit firm, to ensure that they do not compromise independence.

6. Trade and other receivables

	2022 \$	2021 \$
Outstanding settlements	38,670,768	26,910,399
Investment income receivable	980,920	1,317,915
GST receivable	513,112	1,560,877
	40,164,800	29,789,191

Outstanding settlements are on the terms operating in the securities industry. These do not incur interest and require settlement within two days from the date of the transaction. Investment income receivable relates to interest, dividends and trust distributions receivable at the end of the reporting period.

7. Financial assets

	2022 \$	2021 \$
Listed investments at fair value	1,289,209,708	1,524,725,472
Unlisted investments at fair value	19,908,537	42,180,589
	1,309,118,245	1,566,906,061

The fair values of individual investments held at the end of the reporting period are disclosed on pages 66 to 67 of the Annual Report.

The balance of unlisted investments held at fair value as at 30 June 2022 includes WAM Capital's investments in unlisted investment companies. The fair value of these unlisted investment companies have been based on their respective net asset backing, being the underlying residual cash and cash equivalents at the end of the reporting period.

8. Trade and other payables

	2022 \$	2021 \$
Outstanding settlements	42,740,109	64,086,611
Management fee payable	1,408,190	1,540,607
Sundry payables	533,107	315,484
Performance fee payable	-	15,041,140
	44,681,406	80,983,842

Outstanding settlements are on the terms operating in the securities industry. These do not incur interest and require settlement within two days from the date of the transaction. Sundry payables are settled within the terms of payment offered. No interest is applicable on these accounts.

9. Issued capital

a) Paid-up capital

	2022 \$	2021 \$
1,087,795,156 ordinary shares fully paid (2021: 878,319,194)	2,144,769,461	1,688,342,901

b) Ordinary shares

	2022 \$	2021 \$
Balance at the beginning of the year	1,688,342,901	1,352,964,191
878,319,194 ordinary shares fully paid (2021: 725,465,456)		
4,123,169 ordinary shares issued on 29 October 2021 under a dividend reinvestment plan	9,228,187	-
16,678,217 ordinary shares issued as scrip consideration for the acquisition of an unlisted investment company	39,690,487	-
29,399,998 ordinary shares issued as scrip consideration for the acquisition of PM Capital Asian Opportunities Fund	65,335,080	-
91,708,624 ordinary shares issued as scrip consideration for the acquisition of Westoz Investment Company	198,090,629	-
62,031,502 ordinary shares issued as scrip consideration for the acquisition of Ozgrowth	133,988,044	-
5,534,452 ordinary shares issued on 17 June 2022 under a dividend reinvestment plan	10,514,869	-
3,556,920 ordinary shares issued on 27 November 2020 under a dividend reinvestment plan	-	7,812,832
29,887,233 ordinary shares issued as scrip consideration for the acquisition of Concentrated Leaders Fund	-	67,218,411
24,008,011 ordinary shares issued as scrip consideration for the acquisition of Contango Income Generator	-	55,505,386
91,254,346 ordinary shares issued as scrip consideration for the acquisition of amaysim Australia	-	196,402,497
4,147,228 ordinary shares issued on 7 June 2021 under a dividend reinvestment plan	-	8,961,044
Share issue costs (net of tax)	(420,736)	(521,460)
At reporting date	2,144,769,461	1,688,342,901

Holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at shareholder meetings, all substantive resolutions will be decided by a poll. In the event of winding up of the Company, ordinary shareholders rank after creditors and share in any proceeds on winding up in proportion to the number of shares held.

9. Issued capital (cont'd)

c) Capital management

The Board manages the Company's capital by regularly reviewing the most efficient manner by which the Company deploys its capital. At the core of this, the Board is of the belief that shareholder value should be preserved through the management of the level of distributions to shareholders, share placements, share purchase plans, option issues and share buy-backs. These capital management initiatives will be used when deemed appropriate by the Board. There have been no changes in the strategy adopted by the Board to manage the capital of the Company during the year. The Company is not subject to any externally imposed capital requirements.

d) Mergers and acquisitions

During the year, the Company successfully completed the acquisitions of PM Capital Asian Opportunities Fund Limited (ASX: PAF), Westoz Investment Company Limited (ASX: WIC), Ozgrowth Limited (ASX: OZG) and an unlisted investment company.

On 18 October 2021, WAM Capital announced that it had acquired all of the issued capital of an unlisted investment company with net assets of approximately \$36.3 million. Consideration for the acquisition was 16,678,217 new WAM Capital shares. On a pre-tax NTA basis, the consideration paid by WAM Capital for the acquisition was approximately \$33.0 million, representing a return on investment of approximately 9.9% on the transaction.

WAM Capital's takeover offer for PAF opened on 28 October 2021. On 22 December 2021, the PAF Board Committee recommended that PAF shareholders accept the WAM Capital offer. The offer closed on 18 February 2022 with WAM Capital receiving acceptances for 93.1% of the shares on issue in PAF. The Company subsequently proceeded with the compulsory acquisition of the remaining PAF shares that it did not own. As a result, WAM Capital successfully acquired 100% of the shares in PAF, which was delisted from the ASX on 28 March 2022, and was subsequently converted from a public company to a proprietary limited company. On a pre-tax NTA basis, the consideration paid by WAM Capital for the acquisition was approximately \$50.3 million to acquire \$58.3 million of underlying assets, representing a return on investment of approximately 16.0% on the transaction. PAF is a wholly owned subsidiary of WAM Capital.

On 23 December 2021, WAM Capital announced the proposed acquisition of 100% of the shares in WIC and OZG through separate Schemes of Arrangement (Schemes). Under the Schemes, WIC and OZG shareholders received new WAM Capital shares as consideration for their respective shares. Following approval from WIC and OZG shareholders on 6 April 2022, and from the Supreme Court of Western Australia on 8 April 2022, the Schemes were implemented on 21 April 2022. As a result, WAM Capital successfully acquired 100% of the shares in WIC and OZG, which were delisted from the ASX on 22 April 2022, and were subsequently converted from public companies to proprietary limited companies. On a pre-tax NTA basis, the consideration paid by WAM Capital for the Schemes was approximately \$266.0 million to acquire \$322.9 million of underlying assets, representing a return on investment of approximately 21.4% on the transactions. WIC and OZG are wholly owned subsidiaries of WAM Capital.

As a result of the PAF takeover offer, the WIC and OZG Schemes and the acquisition of the unlisted investment company, 199.8 million new WAM Capital shares were issued during the year. The shares were issued at a premium to the Company's pre-tax NTA to the benefit of all shareholders. The issue of new shares was accretive to the Company's pre-tax NTA by approximately 4.0% and generated over \$66.1 million in value for WAM Capital shareholders as a result.

These investments are classified as financial assets at fair value through profit and loss. Refer to Note 1(a)(iii) for the accounting policy.

10. Profits reserve

	2022 \$	2021 \$
Profits reserve	94,761,650	184,758,357

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

	2022 \$	2021 \$
Movement in profits reserve		
Balance at the beginning of the year	184,758,357	44,600,021
Transfer of profits during the year	63,240,878	266,615,114
Final dividend paid (refer to Note 4(a))	(69,362,337)	(58,708,414)
Interim dividend paid (refer to Note 4(a))	(83,875,248)	(67,748,364)
At reporting date	94,761,650	184,758,357

11. Accumulated losses

	2022 \$	2021 \$
Balance at the beginning of the year	(175,883,227)	(175,883,227)
(Loss)/profit for the year attributable to members of the Company	(293,696,431)	266,615,114
Transfer to profits reserve	(63,240,878)	(266,615,114)
At reporting date	(532,820,536)	(175,883,227)

12. Cash and cash equivalents

Cash at the end of the financial year as shown in the Statement of cash flows is reconciled to the related items in the Statement of financial position as follows:

	2022 \$	2021 \$
Cash at bank	230,177,941	149,614,471
	230,177,941	149,614,471

The weighted average interest rate for cash as at 30 June 2022 is 1.01% (2021: 0.23%). There were no term deposits held at 30 June 2022 (2021: nil).

13. Cash flow information

	2022 \$	2021 \$
Reconciliation of (loss)/profit after tax to cash flow from operations:		
(Loss)/profit after income tax	(293,696,431)	266,615,114
Fair value gains and movements in financial assets	671,629,714	(254,242,031)
Changes in assets and liabilities:		
Decrease/(increase) in receivables	1,384,760	(2,076,455)
Increase in deferred tax assets	(124,214,118)	(8,433,845)
Decrease in current tax assets	-	22,676,280
(Decrease)/increase in payables	(14,955,934)	15,566,808
(Decrease)/increase in current tax liabilities	(6,748,622)	13,128,785
(Decrease)/increase in deferred tax liabilities	(18,740,317)	3,401,079
Net cash provided by operating activities	214,659,052	56,635,735

14. Earnings per share

	2022 Cents per share	2021 Cents per share
Basic and diluted (loss)/earnings per share	(31.35)	33.79
	2022 \$	2021 \$
(Loss)/profit after income tax used in the calculation of basic and diluted (loss)/earnings per share	(293,696,431)	266,615,114
	2022 No.	2021 No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted (loss)/earnings per share	936,724,505	789,120,720

There are no outstanding securities that are potentially dilutive in nature for the Company at the end of the year.

15. Financial risk management

The Company's financial instruments consist of listed and unlisted investments, trade receivables, trade payables and borrowed stock. The risks exposed to through these financial instruments are discussed below and include credit risk, liquidity risk and market risk, consisting of interest rate risk and other price risk. There have been no substantive changes in the types of risks the Company is exposed to, how these risks arise, or the Board's objective, policies and processes for managing or measuring the risks during the period.

Under delegation from the Board, the Manager has the responsibility for assessing and monitoring the financial market risk of the Company. The Manager monitors these risks daily. On a formal basis, the investment team meet twice weekly to monitor and manage the below risks as appropriate.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge a contracted obligation. The Manager monitors the credit worthiness of counterparties on an ongoing basis and evaluates the credit quality of all new counterparties before engaging with them.

The maximum exposure to credit risk on financial assets, excluding investments of the Company which have been recognised in the Statement of financial position, is the carrying amount net of any expected credit losses of those assets.

The Manager is responsible for ensuring there is appropriate diversification across counterparties and that they are of a sufficient quality rating. The Manager is satisfied that the counterparties are of sufficient quality and diversity to minimise any individual counterparty credit risk. The majority of the Company's receivables arise from unsettled trades at year end which are settled two days after trade date. Engaging with counterparties via the Australian Securities Exchange facilitates the Company in both mitigating and managing its credit risk on an ongoing basis.

Credit risk is not considered to be a major risk to the Company as the majority of cash and term deposits held by the Company or in its portfolios are invested with major Australian banks and their 100% owned banking subsidiaries that have a Standard and Poor's short-term rating of A-1+ and long-term rating of AA-. The Company also holds cash with its custodian that has a Standard and Poor's short-term rating of A-1 and long-term rating of A. The majority of all maturities for cash and term deposits are within three months, there were no term deposits held at 30 June 2022.

None of the assets exposed to a credit risk are overdue or considered to be impaired.

b) Liquidity risk

Liquidity risk represents the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company's major cash payments are the purchase of securities and dividends paid to shareholders, the levels of which are managed respectively by the Manager and the Board.

The Company's cash receipts depend upon the level of sales of securities, dividends and interest received, the exercise of options or other capital management initiatives that may be implemented by the Board from time to time.

15. Financial risk management (cont'd)

b) Liquidity risk (cont'd)

The Manager monitors the Company's cash flow requirements daily by reference to known sales and purchases of securities, dividends and interest to be paid or received. Should these decrease by a material amount, the Company can alter its cash outflows as appropriate. The Company also holds a portion of its portfolio in cash and term deposits sufficient to ensure that it has cash readily available to meet all payments. Furthermore, the assets of the Company are largely in the form of tradable securities which, where liquidity is available, can be sold on market when, and if required.

The table below reflects an undiscounted contractual maturity analysis for the Company's liabilities. The timing of cash flows presented in the table to settle liabilities reflects the earliest possible contractual settlement date to the reporting date.

30 June 2022	>1 month \$	<1 month \$	Total \$
Liabilities			
Trade and other payables	-	44,681,406	44,681,406
Total	-	44,681,406	44,681,406

30 June 2021	>1 month \$	<1 month \$	Total \$
Liabilities			
Trade and other payables	-	80,983,842	80,983,842
Total	-	80,983,842	80,983,842

c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and other market prices will affect the fair value or future cash flows of the Company's financial instruments.

By its nature, as a listed investment company that invests in tradable securities, the Company will always be subject to market risk as it invests its capital in securities which are not risk free as the market price of these securities can fluctuate.

(i) Interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing level of market interest rates on its financial position and cash flows. The Company however is not materially exposed to interest rate risk as the majority of its cash and term deposits mature within three months. As the Company's exposure to interest rate risk is not significant, interest rate sensitivities have not been performed.

At the end of the reporting period, the Company's exposure to interest rate risk and the effective weighted average interest rate was as follows:

15. Financial risk management (cont'd)**c) Market risk (cont'd)****(i) Interest rate risk (cont'd)**

30 June 2022	Weighted average interest rate (% pa)	Interest bearing \$	Non-interest bearing \$	Total \$
Assets				
Cash and cash equivalents	1.01%	230,177,941	-	230,177,941
Trade and other receivables		-	40,164,800	40,164,800
Financial assets		-	1,309,118,245	1,309,118,245
Total		230,177,941	1,349,283,045	1,579,460,986
Liabilities				
Trade and other payables		-	44,681,406	44,681,406
Total		-	44,681,406	44,681,406
30 June 2021	Weighted average interest rate (% pa)	Interest bearing \$	Non-interest bearing \$	Total \$
Assets				
Cash and cash equivalents	0.23%	149,614,471	-	149,614,471
Trade and other receivables		-	29,789,191	29,789,191
Financial assets		-	1,566,906,061	1,566,906,061
Total		149,614,471	1,596,695,252	1,746,309,723
Liabilities				
Trade and other payables		-	80,983,842	80,983,842
Total		-	80,983,842	80,983,842

(ii) Other price risk

Other price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market.

As the majority of the Company's investments are carried at fair value with fair value changes recognised in the Statement of comprehensive income, all changes in market conditions will directly affect net investment income. Due to the short-term nature of receivables and payables, the carrying amounts of these financial assets and financial liabilities approximate their fair values.

15. Financial risk management (cont'd)

c) Market risk (cont'd)

(ii) Other price risk (cont'd)

The Manager seeks to manage and reduce the other price risk of the Company by diversification of the investment portfolio across numerous stocks and multiple industry sectors. The risks and relative weightings of the individual securities and market sectors are reviewed daily in order to manage risk.

The Company does not have set parameters as to a minimum or maximum amount of the portfolio that can be invested in a single company or sector.

The Company's industry sector weighting of gross assets as at 30 June 2022 is as below:

Industry sector	2022 %	2021 %
Industrials	19.8	13.8
Consumer Discretionary	12.6	19.7
Materials	9.4	10.8
Communication Services	8.6	7.8
Financials	7.9	13.9
Consumer Staples	7.6	8.8
Energy	6.6	4.9
Health Care	6.5	5.0
Information Technology	4.1	6.0
Real Estate	1.6	1.9
Total	84.7	92.6

There were no securities representing over 5 per cent of gross assets of the Company as at 30 June 2022 (2021: nil).

Sensitivity analysis

For investments held by the Company at the end of the reporting period, a sensitivity analysis was performed relating to its exposure to other price risk. This analysis demonstrates the effect on current year net assets after tax as a result from a reasonably possible change in the risk variable. The sensitivity assumes all other variables remain constant.

Investments represent 84.7% (2021: 92.6%) of gross assets at year end. At reporting date, if the fair value of each of the investments within the portfolio changed by 5%, the impact on the Company's profit or loss after tax would have been an increase/decrease by \$45,819,139 (2021: \$54,841,712). This would result in the 30 June 2022 net asset backing after tax moving by 4.2 cents per share (2021: 6.2 cents per share).

15. Financial risk management (cont'd)

d) Financial instruments measured at fair value

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

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

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

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

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

Included within Level 2 of the hierarchy are WAM Capital's investments in unlisted investment companies. The fair value of these investments have been based on their respective net asset backing, being the underlying value of their residual cash and cash equivalents and investment portfolio values at the end of the reporting period. WAM Capital's investment in amaysim Australia Limited has also been included within Level 2 of the hierarchy and is valued using the anticipated final distribution expected to be received in FY2023.

WAM Capital's wholly owned investment in PM Capital Asian Opportunities Fund (ASX: PAF), included in Level 2 of the hierarchy, was acquired as a result of the successful takeover bid completed during the year. PAF was delisted from the ASX on 28 March 2022. WAM Capital's wholly owned investments in Westoz Investment Company (ASX: WIC) and Ozgrowth (ASX: OZG), included in Level 2 of the hierarchy, were acquired as a result of the Schemes of Arrangement completed during the year. WIC and OZG were delisted from the ASX on 22 April 2022. The investments have been valued at their underlying net asset backing at the end of the reporting period, in accordance with the above. The balances represent the residual cash and cash equivalents and investment portfolio values at the end of the reporting period.

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

During the year, WAM Capital's investment in Iris Energy Limited's convertible note was converted into ordinary shares following its initial public offering on the NASDAQ stock exchange. As a result, the investment was transferred from Level 2 to Level 1 in the fair value hierarchy. Also during the year, PEXA Group Limited was listed on the ASX and subsequently transferred from Level 2 to Level 1 in the fair value hierarchy.

There were no other transfers between Level 1 and Level 2 during the period (June 2021: investment in Concentrated Leaders Fund Limited and Contango Income Generator Limited were transferred from Level 1 to Level 2 in the fair value hierarchy).

15. Financial risk management (cont'd)

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

The following table presents the Company's financial assets and liabilities measured and recognised at fair value at 30 June 2022:

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

30 June 2021	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	1,524,725,472	42,180,589	-	1,566,906,061
Total	1,524,725,472	42,180,589	-	1,566,906,061

16. Investment transactions

The total number of contract notes that were issued for transactions in securities during the financial year was 8,425 (2021: 8,477). Each contract note could involve multiple transactions. The total brokerage paid on these contract notes was \$11,100,975 (2021: \$10,687,364).

17. Segment reporting

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

18. Capital commitments

There were no capital commitments for the Company as at 30 June 2022 (2021: nil).

19. Contingent liabilities

There were no contingent liabilities for the Company as at 30 June 2022 (2021: nil).

20. Key management personnel compensation

The names and position held of the Company's key management personnel (including Directors) in office at any time during the financial year are:

- Geoff Wilson AO Chairman
- Kate Thorley Director
- Dr. Philippa Ryan Director
- James Chirnside Director
- Lindsay Mann Director
- Matthew Pancino Director

a) Remuneration

There are no executives that are paid by the Company. Wilson Asset Management (International) Pty Limited, the Investment Manager of the Company, provides the day-to-day management of the Company and is remunerated for these services as outlined in Note 21.

Information regarding individual Directors' remuneration is provided in the Remuneration Report of the Directors' Report on page 26, as required by Corporations Regulations 2M.3.03 and 2M.6.04.

	Short-term employee benefits Directors' fees \$	Post-employment benefits Superannuation \$	Total \$
Total Directors remuneration paid by the Company for the year ended 30 June 2022	163,638	16,362	180,000
Total Directors remuneration paid by the Company for the year ended 30 June 2021	158,295	15,038	173,333

b) Shareholdings

The number of ordinary shares held in the Company during the financial year by each key management personnel of the Company and their related parties are set out below:

Ordinary shares held Directors	Balance at 30 June 2021	Acquisitions	Disposal	Balance at 30 June 2022
Geoff Wilson	514,321	342,524	371,613	485,232
Kate Thorley	57,491	-	-	57,491
Philippa Ryan	-	-	-	-
James Chirnside	38,409	2,951	-	41,360
Lindsay Mann	63,880	-	-	63,880
Matthew Pancino	-	-	-	-
	674,101	345,475	371,613	647,963

20. Key management personnel compensation (cont'd)

b) Shareholdings (cont'd)

Ordinary shares held Directors	Balance at 30 June 2020	Acquisitions	Disposals	Balance at 30 June 2021
Geoff Wilson	412,884	101,437	-	514,321
Kate Thorley	57,491	-	-	57,491
Philippa Ryan	-	-	-	-
James Chirnside	35,815	2,594	-	38,409
Lindsay Mann	63,880	-	-	63,880
Matthew Pancino	-	-	-	-
	570,070	104,031	-	674,101

Directors and Director related entities disposed of and acquired ordinary shares in the Company on the same terms and conditions available to other shareholders. The Directors have not, during or since the end financial year, been granted options over unissued shares or interests in shares of the Company as part of their remuneration.

21. Related party transactions

All transactions with related parties during the year were made on normal commercial terms and conditions and at market rates.

The Company has an investment management agreement with Wilson Asset Management (International) Pty Limited. Geoff Wilson is the director of Wilson Asset Management (International) Pty Limited, the entity appointed to manage the investment portfolio of WAM Capital. Entities associated with Geoff Wilson hold 100% of the issued shares of Wilson Asset Management (International) Pty Limited. In its capacity as the Manager and in accordance with the investment management agreement, Wilson Asset Management (International) Pty Limited was paid a management fee of 1% p.a. (plus GST) of the value of the portfolio amounting to \$18,703,002 inclusive of GST (2021: \$15,973,073). At 30 June 2022, the balance payable to the Manager was \$1,408,190 inclusive of GST (2021: \$1,540,607).

In addition, Wilson Asset Management (International) Pty Limited is to be paid, annually in arrears, a performance fee being 20% (plus GST) of:

- where the level of the S&P/ASX All Ordinaries Accumulation Index has increased over that period, the amount by which the value of the portfolio exceeds this increase; or
- where the S&P/ASX All Ordinaries Accumulation Index has decreased over that period, the amount of the increase in value of the portfolio.

No performance fee is payable in respect of any performance period where the value of the portfolio has decreased over that period. For the year ended 30 June 2022, no performance fee was payable to Wilson Asset Management (International) Pty Limited (2021: \$15,041,140).

21. Related party transactions (cont'd)

Wilson Asset Management (International) Pty Limited has a service agreement in place with WAM Capital to provide accounting and company secretarial services on commercial terms. For the year ended 30 June 2022, the fee for accounting services amounted to \$46,200 inclusive of GST (2021: \$46,200) and the fee for company secretarial services amounted to \$16,500 inclusive of GST (2021: \$16,500).

No Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company of the Director or with a firm of which he/she is a member or with a Company in which he/she has substantial financial interest.

22. Events subsequent to reporting date

Since the end of the year, the Directors declared a fully franked final dividend of 7.75 cents per share to be paid on 28 October 2022.

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

Directors' Declaration

The Directors of WAM Capital Limited declare that:

- 1) The financial statements as set out in pages 33 to 59 and the additional disclosures included in the Directors' Report designated as "Remuneration Report", as set out on pages 26 to 28, are in accordance with the *Corporations Act 2001*, including:
 - a) complying with Australian Accounting Standards, which, as stated in Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS), the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - b) giving a true and fair view of the financial position of the Company as at 30 June 2022 and of its performance, as represented by the results of the operations and the cash flows, for the year ended on that date; and
- 2) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer of the Manager, Wilson Asset Management (International) Pty Limited declaring that:
 - a) the financial records of the Company for the financial year have been properly maintained in accordance with the Section 286 of the *Corporations Act 2001*;
 - b) the Company's financial statements and notes for the financial year comply with the Accounting Standards; and
 - c) the Company's financial statements and notes for the financial year give a true and fair view.
- 3) At the date of this declaration, in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



Geoff Wilson AO
Chairman

Dated this 15th day of August 2022

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**Independent Auditor's Report
To the Members of WAM Capital Limited
ABN 34 086 587 395**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of WAM Capital Limited ("the Company"), which comprises the statement of financial position as at 30 June 2022, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- i. giving a true and fair view of the Company's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Key Audit Matters

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

Key audit matter	How our audit addressed the matter
Existence and Valuation of Financial Assets Refer to Note 7: Financial Assets	
We focused our audit effort on the existence and valuation of the Company's financial assets as they represent the most significant driver of the Company's Net Tangible Assets and Profit. The Company's investments are considered to be non-complex in nature with fair value based on readily observable data from the ASX or other observable markets. Consequently, these investments are classified under Australian Accounting Standards as either "Level 1" (i.e. where the valuation is based on quoted prices in active markets) or "Level 2" (i.e. where key inputs to valuation are based on other observable inputs).	Our procedures included, amongst others: ▪ Obtaining an understanding of and evaluating the design of the investment management processes and controls; ▪ Reviewing and evaluating the independent auditor's report on the design and operating effectiveness of internal controls (ASAE 3402 Assurance Reports on Controls at a Service Organisation) for the Custodian; ▪ Making enquiries as to whether there have been any changes to these controls or their effectiveness from the periods to which the auditor's report relate to and obtaining bridging letters; ▪ Obtaining confirmation of the investment holdings directly from the Custodian; ▪ Assessing and recalculating the Company's valuation of individual investment holdings using independent observable pricing sources and inputs; ▪ Evaluating the accounting treatment of revaluations of financial assets for current/deferred tax and unrealised gains or losses; and ▪ Assessing the adequacy of disclosures in the financial statements.

<i>Key audit matter</i>	<i>How our audit addressed the matter</i>
Accuracy of Management and Performance Fees Refer to Note 8: Trade and other payables and Note 21: Related party transactions	
We focused our audit effort on the accuracy of management and performance fees as they are significant expenses of the Company and their calculation requires adjustments and key inputs. Adjustments include company dividends, tax payments, capital raisings, capital reductions and other relevant expenses. Key inputs include the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with the Investment Management Agreement between the Company and the Investment Manager. In addition, to their quantum, as these transactions are made with related parties, there are additional inherent risks associated with these transactions, including the potential for these transactions to be made on terms and conditions more favourable than if they had been with an independent third-party.	Our procedures included, amongst others: ▪ Obtaining an understanding of and evaluating the design of the processes and controls for calculating the management and performance fees; ▪ Making enquiries with the Investment Manager and those charged with governance with respect to any significant events during the period and associated adjustments made as a result, in addition to reviewing ASX announcements and Board meeting minutes; ▪ Testing of adjustments such as company dividends, tax payments, capital raisings, capital reductions as well as any other relevant expenses used in the calculation of management and performance fees; ▪ Testing of key inputs including the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with our understanding of the Investment Management Agreement; and ▪ Assessing the adequacy of disclosures made in the financial statements.

Other Information

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 2022, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the Directors are responsible for assessing the ability of the Company 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.

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

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

Auditor's Responsibilities for the Audit of the Financial Report (Continued)

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

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 26 to 28 of the Directors' Report for the year ended 30 June 2022. In our opinion, the Remuneration Report of WAM Capital Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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



Scott Whiddett
Partner

15 August 2022



Pitcher Partners
Sydney

Investments at fair value as at 30 June 2022

Company Name	Code	Fair Value \$	% of Gross Assets
Industrials			
Maas Group Holdings Limited	MGH	39,067,995	2.5%
Johns Lyng Group Limited	JLG	31,579,804	2.1%
ALS Limited	ALQ	26,191,269	1.7%
Kelsian Group Limited	KLS	25,903,713	1.7%
Seven Group Holdings Limited	SVW	23,930,426	1.6%
IPH Limited	IPH	23,766,155	1.5%
NRW Holdings Limited	NWH	23,710,314	1.5%
Downer EDI Limited	DOW	20,177,593	1.3%
SG Fleet Group Limited	SGF	20,077,285	1.3%
Tourism Holdings Limited	THL NZX	16,251,159	1.1%
Ventia Services Group Limited	VNT	16,203,025	1.1%
Smartgroup Corporation Limited	SIQ	10,301,057	0.7%
Austin Engineering Limited	ANG	9,401,699	0.6%
Mainfreight Limited	MFT NZX	8,525,785	0.6%
APM Human Services International Limited	APM	6,645,129	0.4%
Emeco Holdings Limited	EHL	1,992,855	0.1%
Chrysos Corporation Limited	C79	651,002	0.0%
		304,376,265	19.8%
Consumer Discretionary			
Webjet Limited	WEB	33,169,800	2.2%
Lovisa Holdings Limited	LOV	22,100,792	1.5%
G8 Education Limited	GEM	22,042,467	1.4%
Corporate Travel Management Limited	CTD	15,100,893	1.0%
G.U.D. Holdings Limited	GUD	14,664,862	1.0%
Ardent Leisure Group Limited	ALG	14,176,791	0.9%
Premier Investments Limited	PMV	12,606,627	0.8%
Propel Funeral Partners Limited	PFP	11,099,446	0.7%
IDP Education Limited	IEL	10,811,040	0.7%
City Chic Collective Limited	CCX	10,263,321	0.7%
Myer Holdings Limited	MYR	7,863,678	0.5%
The Reject Shop Limited	TRS	6,387,596	0.4%
SILK Laser Australia Limited	SLA	4,876,426	0.3%
Evolve Education Group Limited	EVO	4,679,833	0.3%
Bapcor Limited	BAP	2,202,437	0.2%
		192,046,009	12.6%
Materials			
OreCorp Limited	ORR	18,054,810	1.2%
DGL Group Limited	DGL	17,908,249	1.2%
Mineral Resources Limited	MIN	16,602,129	1.1%
Vulcan Steel Limited	VSL	14,466,923	0.9%

Company Name	Code	Fair Value \$	% of Gross Assets
Materials (cont'd)			
Emerald Resources NL	EMR	14,374,863	0.9%
IMDEX Limited	IMD	12,615,529	0.8%
Mincor Resources NL	MCR	10,689,590	0.7%
Champion Iron Limited	CIA	10,025,502	0.7%
Centaurus Metals Limited	CTM	8,541,780	0.6%
James Hardie Industries PLC	JHX	7,897,101	0.5%
Capricorn Metals Limited	CMM	5,614,979	0.4%
Sandfire Resources Limited	SFR	3,782,011	0.2%
Widgie Nickel Limited	WIN	2,242,195	0.1%
Rex Minerals Limited	RXM	1,170,903	0.1%
Boab Metals Limited	BML	204,000	0.0%
		144,190,564	9.4%
Communication Services			
oOh!media Limited	OML	36,072,401	2.3%
EVENT Hospitality & Entertainment Limited	EVT	27,669,745	1.8%
carsales.com Limited	CAR	17,640,957	1.1%
Enero Group Limited	EGG	16,207,158	1.1%
Tuas Limited	TUA	15,506,742	1.0%
TPG Telecom Limited	TPG	15,311,629	1.0%
Swoop Holdings Limited	SWP	4,111,265	0.3%
		132,519,897	8.6%
Financials			
AMP Limited	AMP	41,219,193	2.7%
Steadfast Group Limited	SDF	32,140,580	2.1%
PSC Insurance Group Limited	PSI	9,394,985	0.6%
MyState Limited	MYS	7,853,470	0.5%
Virgin Money UK PLC	VUK	7,597,920	0.5%
Xpansiv Limited*	n/a	7,302,122	0.4%
Credit Corp Group Limited	CCP	7,139,473	0.5%
Clime Investment Management Limited	CIW	4,356,438	0.3%
Keybridge Capital Limited	KBC	2,335,452	0.1%
HHY Fund	HHY	1,042,751	0.1%
Clime Private Limited*	n/a	826,800	0.1%
Ask Funding Limited*	n/a	512,246	0.0%
DMX Corporation Proprietary Limited*	n/a	95,200	0.0%
Lanyon Investment Company Limited	LAN	178	0.0%
		121,816,808	7.9%

Investments at fair value as at 30 June 2022

Company Name	Code	Fair Value \$	% of Gross Assets
Consumer Staples			
Costa Group Holdings Limited	CGC	30,500,113	2.0%
Select Harvests Limited	SHV	23,651,288	1.5%
Ridley Corporation Limited	RIC	23,042,026	1.5%
Cobram Estate Olives Limited	CBO	11,682,462	0.8%
Elders Limited	ELD	7,694,593	0.5%
United Malt Group Limited	UMG	7,537,569	0.5%
Bega Cheese Limited	BGA	7,372,734	0.5%
Treasury Wine Estates Limited	TWE	5,416,265	0.3%
		116,897,050	7.6%

Energy			
Worley Limited	WOR	41,097,452	2.7%
Viva Energy Group Limited	VEA	26,882,456	1.7%
Paladin Energy Limited	PDN	11,925,295	0.8%
Stanmore Resources Limited	SMR	7,818,559	0.5%
Karoon Energy Limited	KAR	7,161,605	0.4%
MMA Offshore Limited	MRM	6,301,880	0.4%
Starling Energy Group Pty Limited*	n/a	900,000	0.1%
		102,087,247	6.6%

Health Care			
Estia Health Limited	EHE	23,972,127	1.6%
Pro Medicus Limited	PME	17,528,046	1.1%
Capitol Health Limited	CAJ	16,854,284	1.1%
ResMed Inc.	RMD	16,554,247	1.1%
Sigma Healthcare Limited	SIG	10,172,618	0.7%
Australian Clinical Labs Limited	ACL	7,582,441	0.5%
Healthia Limited	HLA	6,649,702	0.4%
		99,313,465	6.5%

Company Name	Code	Fair Value \$	% of Gross Assets
Information Technology			
Codan Limited	CDA	23,234,658	1.5%
Hansen Technologies Limited	HSN	21,960,640	1.4%
Data#3 Limited	DTL	9,320,391	0.6%
Objective Corporation Limited	OCL	5,955,346	0.4%
Packform Pty Limited*	n/a	2,664,502	0.2%
Audinate Group Limited	AD8	35,167	0.0%
		63,170,704	4.1%

Real Estate			
Finbar Group Limited	FRI	15,609,964	1.0%
PEXA Group Limited	PXA	7,917,300	0.5%
Sunland Group Limited	SDG	1,565,305	0.1%
		25,092,569	1.6%

Total long portfolio **1,301,510,578** **84.7%**

Investment in unlisted investment companies[^] **7,607,667** **0.5%**

Total short portfolio **-** **-**

Total cash and cash equivalents, income receivable and net outstanding settlements **227,602,632** **14.8%**

Gross assets **1,536,720,877**

[^]Unlisted investments.

[^]The investment in eight unlisted investment companies primarily represents their residual cash and cash equivalents at the end of the reporting period.

The total number of stocks held at the end of the financial year was 101.

ASX additional information

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report.

Shareholdings

Substantial shareholders (as at 31 July 2022) - there are currently no substantial shareholders.

On-market buy back (as at 31 July 2022) - there is no current on-market buy back.

Distribution of shareholders (as at 31 July 2022)

Category	Number of shareholders	Percentage of issued capital held
1 – 1,000	5,882	0.3%
1,001 – 5,000	11,969	3.2%
5,001 – 10,000	8,142	5.8%
10,001 – 100,000	19,687	54.3%
100,001 and over	1,549	36.4%
	47,229	100.0%

The number of shareholders holding less than a marketable parcel is 1,428.

Twenty largest shareholders – Ordinary shares (as at 31 July 2022)

Name	Number of ordinary shares held	% of issued capital held
Mr J N Bishop & Mr N C Anderson	16,678,217	1.5%
HSBC Custody Nominees (Australia) Limited	9,840,629	0.9%
Ice Cold Investments Pty Limited	7,707,833	0.7%
Netwealth Investments Limited	7,310,644	0.7%
EHJ Investments Pty Limited	5,823,188	0.5%
BNP Paribas Nominees Pty Limited	5,633,977	0.5%
Gold Tiger Equities Pty Limited	4,294,972	0.4%
Heys Family Holdings Pty Limited	2,512,710	0.2%
Redbrook Nominees Pty Limited	2,120,208	0.2%
R & R Corbett Pty Limited	1,959,862	0.2%
Seweta Pty Limited	1,900,000	0.2%
Mr J C Plummer	1,886,500	0.2%
Gasweld Pty Limited	1,760,158	0.2%
Alamo Holdings Limited	1,500,000	0.1%
Wilmar Enterprises Pty Limited	1,487,209	0.1%
Zero Nominees Pty Limited	1,481,136	0.1%
Citicorp Nominees Pty Limited	1,465,745	0.1%
Marbear Holdings Pty Limited	1,440,300	0.1%
Mr J W Tonkin & Mrs S K Tonkin	1,399,786	0.1%
Eneber Investment Company Limited	1,322,000	0.1%
	79,525,074	7.1%

Stock exchange listing

Quotation has been granted for all of the ordinary shares of the Company on all Member Exchanges of the ASX Limited.

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Wilson

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