
TAL Superannuation Limited

**General purpose financial report
For the year ended 31 March 2019**

TAL Superannuation Limited

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Directors' Report

The Directors of TAL Superannuation Limited ("the Company") present their report for the year ended 31 March 2019 ("the financial year").

1. Directors

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

Peter Lewinsky
Brett Clark (Resigned 6 May 2019)
Roslyn Ramwell
Anne Clarke (Resigned 6 May 2019)
Steven Helmich (Appointed 6 May 2019)

2. Principal activities

The principal activity of the Company during the financial year was to act as trustee for the TAL Superannuation and Insurance Fund ("the Fund") which is a Registrable Superannuation Entity ("RSE") under Part 2B of the Superannuation Industry (Supervision) Act 1993.

All costs incurred by the Company in providing trustee services to the Fund are met either directly or indirectly by the Fund.

The Company created the 'Office of the Trustee' which is responsible for the operational management of the Company. The Office of the Trustee is governed by a Charter that sets out its activities, responsibilities and delegations of authority. The costs incurred by the Office of the Trustee are met either directly or indirectly by the Fund.

The Company as trustee holds cash at bank to meet potential future liabilities that may emerge if certain operational risks eventuate in the future. These liabilities are uncertain and defined under *Prudential Standard SPS 114 Operational Risk Financial Requirement*, effective 1 July 2013, as an Operational Risk Financial Reserve ("ORFR"). This ORFR may only be used in accordance with legislative requirements and has been determined to be \$5,000,000.

The Company earns investment income on cash held to back the ORFR. This income and associated tax are recognised in the Statement of Comprehensive Income.

The Company holds an Australian Financial Services Licence under the Corporations Act 2001 (licence number 237851) and a RSE Licence under the Superannuation Industry (Supervision) Act 1993 (licence number L0000642).

No significant changes in the nature of the Company's activities have occurred during the financial year.

Directors' Report (continued)

3. Related Party transactions

TAL Life Limited ("TAL Life") and TAL Services Limited ("TAL Services") are related parties of the Company with the ultimate Australian parent of all three companies being TAL Dai-ichi Life Australia Pty Limited ("TDA").

TAL Services provides the Company and TAL Life, resources and corporate services they respectively need to be the trustee and administrator of the Fund. The cost of these services is directly invoiced by TAL Life to the Fund and the Fund pays for these costs monthly in arrears.

The Fund holds a life insurance policy issued by TAL Life. The Fund pays insurance premiums to TAL Life in accordance with the payment terms specified within the life insurance policy.

All material information required to be disclosed under AASB 124: Related Party Disclosures has been included in the financial statements as follows:

Tax sharing agreement	note 3
Remuneration of key management personnel	note 8
Related party transactions with key management personnel	note 8

4. Review of operations

The operating profit of the Company for the year ended 31 March 2019 after provision for income tax was \$65,300 (31 March 2018: \$64,964). Income for the year ended 31 March 2019 is attributable to interest income less consequential tax.

5. Dividends

In respect of the financial period ended 31 March 2019 and 31 March 2018, no dividends have been paid or declared.

6. Changes in state of affairs

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

Directors' Report (continued)

7. Matters subsequent to the end of the financial year

In light of changing market and regulatory environments, the boards of the Company and TDA have agreed that a strategic review will be undertaken in relation to the Company.

8. Likely developments and expected results of operations

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

9. Environmental regulation

The Company is not subject to any particular or significant environmental regulation.

10. Indemnification of the company

Professional indemnity insurance

Agreement to indemnify officers

TDA, the ultimate Australian parent entity, has entered into agreements to indemnify Directors and officers of TDA and related companies.

The indemnity relates to any liability:

- (i) to a third party (other than TDA or a related Company) unless the liability is a criminal liability or arises out of a breach of specific or fiduciary duties, and
- (ii) for legal costs incurred in successfully defending civil or criminal proceedings or in connection with proceedings in which relief is granted under the Corporations Act 2001.

No liability has arisen under these indemnities as at the date of this report.

Insurance of officers

During the financial year, TAL Services, a related entity, paid a premium of \$1,071,726 (2018: \$858,031) to insure the Directors of the Company (as named above) against certain liabilities incurred as Directors and officers of the Company to the extent permitted by the Corporations Act 2001.

Some of the Directors are appointed to a number of boards within the "TAL Group", which comprises the ultimate Australian parent entity TDA and its controlled entities. It is not possible to allocate the premium on a reasonable basis to any one subsidiary, as it is in connection to the management of the affairs of a number of subsidiaries. Therefore, the premium is disclosed in total.

Directors' Report (continued)

Indemnity out of assets of the Fund

As the trustee of the Fund, the Company has a right to resort to and apply the Fund's assets for the discharge of liabilities it incurs in the authorised conduct of the trust set out in the Fund's trust deed.

At balance date, all liabilities of the Company in its personal capacity will be paid from cash and the Directors are not aware of any liabilities of the Company in its personal capacity that would be met from assets of the Fund.

At balance date, the Directors are not aware of any breaches of fiduciary duty by the Company, as Trustee, and in their opinion the assets of the Fund are sufficient to meet its liabilities.

11. 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 7.

12. Auditor

Ernst & Young ceased as the Company's auditor on 19 September 2018. KPMG was appointed on 19 September 2018 as the auditor of the Company in accordance with section 327D of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors.

On behalf of the Directors



Director
Sydney
18 June 2019

**TAL Superannuation Limited
Auditors' Independence Declaration**

As lead auditor for the audit of TAL Superannuation Limited for the year ended 31 March 2019, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of TAL Superannuation Limited.

David Kells
Partner
KPMG

Sydney
18 June 2019

Statement of Comprehensive Income

	Note	Year ended 31 March 2019 \$	Year ended 31 March 2018 \$
Revenue	2	93,287	92,804
Profit from continuing operations before income tax expense		93,287	92,804
Income tax expense	3	27,987	27,840
Profit from continuing operations after income tax expense		65,300	64,964
Profit attributable to shareholders of TAL Superannuation Limited		65,300	64,964
Total comprehensive income for the year attributable to shareholders of TAL Superannuation Limited		65,300	64,964

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

Statement of Financial Position

	Note	As at 31 March 2019 \$	As at 31 March 2018 \$
Assets			
Cash and cash equivalents	4	5,215,971	5,153,000
Total assets		5,215,971	5,153,000
Liabilities			
Payables		2,159	4,488
Total liabilities		2,159	4,488
Net assets		5,213,812	5,148,512
Equity			
Contributed equity	5	5,000,002	5,000,002
Retained earnings	6	213,810	148,510
Total equity attributable to shareholders of TAL Superannuation Limited		5,213,812	5,148,512

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

Statement of Changes in Equity

	Contributed equity \$	Retained earnings \$	Total \$
Year ended 31 March 2019			
Balance at beginning of year	5,000,002	148,510	5,148,512
Total comprehensive income for the year	-	65,300	65,300
Balance at end of year	5,000,002	213,810	5,213,812
Year ended 31 March 2018			
Balance at beginning of year	5,000,002	83,546	5,083,548
Total comprehensive loss for the year	-	64,964	64,964
Balance at end of year	5,000,002	148,510	5,148,512

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

Statement of Cash Flows

	Note	Year ended 31 March 2019 \$	Year ended 31 March 2018 \$
Cash flows from operating activities			
Interest received		93,287	92,804
Intercompany payable		(30,316)	(25,432)
Net cash inflow from operating activities	4(b)	62,971	67,372
Net increase in cash and cash equivalents		62,971	67,372
Cash and cash equivalents at beginning of the financial year		5,153,000	5,085,628
Cash and cash equivalents at end of the financial year	4	5,215,971	5,153,000

The above cash flow statement should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

1. Summary of significant accounting policies

These financial statements were prepared for the Company for the year ended 31 March 2019. The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The Company is a for-profit entity.

These financial statements were authorised for issue by the Directors on 18 June 2019. The Directors have the power to amend and reissue the financial report.

Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The Company is a for-profit private sector entity which is not publicly accountable. Therefore the financial statements for the Company are Tier 2 general purpose financial statements which have been prepared in accordance with Australian Accounting Standards – Reduced Disclosure Requirements (AASB – RDRs).

The Company's financial statements are presented in Australian dollars, which is also the company's functional currency.

Early adoption of standards

The Company has elected not to early adopt any accounting standards during the annual reporting year that commenced on 1 April 2018.

Historical cost convention

These financial statements have been prepared in accordance with the historical cost convention with any exceptions noted in accounting policies below.

Significant judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Assumptions made at each reporting date are based on best estimates at that date.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events.

The accounting policies adopted are consistent with those of the previous financial year.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

a) Revenue

Interest income is recognised as it accrues at the end of each month.

b) Taxation

Current tax liability

Current tax is calculated by reference to the amount of income tax payable or recoverable in respect of the taxable profit or tax loss for the year. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior years is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Current tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Income Tax Expense

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

Tax Consolidation

The Company is part of a tax consolidated group of which TDA is the head entity. Under tax consolidation the head entity assumes the following balances from controlled entities within the tax consolidated group:

- current tax balances arising from external transactions recognised by entities in the tax-consolidated group which occurred after implementation date; and
- deferred tax assets arising from unused tax losses and unused tax credits recognised by entities in the tax-consolidated group which occurred after implementation date.

Assets and liabilities which arise as a result of balances transferred from entities within the tax consolidated group to the head entity are recognised as related party balances receivable and payable in the Statement of Financial Position. The recoverability of balances arising from tax funding agreements is based on the ability of the tax-consolidated group to utilise the amounts recognised by the head entity.

c) Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with financial institutions.

d) Contributed equity

Ordinary shares issued by the Company are classified as equity and are recognised at fair value less direct issue costs.

Notes to the Financial Statements (continued)

2. Revenue

	Year ended 31 March 2019 \$	Year ended 31 March 2018 \$
Interest income	93,287	92,804
Total revenue	93,287	92,804

3. Taxation

	Year ended 31 March 2019 \$	Year ended 31 March 2018 \$
Current income tax	27,987	27,840
Income tax expense	27,987	27,840
Profit before income tax expense	93,287	92,804
Income tax at current rate 30%	27,987	27,840
Income tax expense	27,987	27,840

On TDA's acquisition of TAL Limited and its subsidiaries (of which the Company is a subsidiary), TDA became the head entity in the tax consolidated group. The accounting policy in relation to this legislation is set out in note 1(b).

On adoption of the tax consolidation legislation, the entities in the tax consolidated group entered into a tax sharing agreement which, in the opinion of the Directors, limits the joint and several liability of the wholly-owned entities in the case of default by the head entity, to amounts (liabilities) transferred from the Company to TDA.

The Company has entered into a tax funding agreement under which it compensates TDA for any current income tax payable which is attributable to the Company. Under this agreement, the Company is also entitled to compensation from TDA for any tax losses or credits used by TDA which are attributable to the Company.

Notes to the Financial Statements (continued)

4. Cash and cash equivalents

	As at 31 March 2019 \$	As at 31 March 2018 \$
Cash at bank	5,215,971	5,153,000
Total cash and cash equivalents	5,215,971	5,153,000

Total effective interest rate for cash at bank is 1.80% (2018: 1.80%). All cash and cash equivalents are classified as current of three months or less.

(a) Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the Statement of Cash Flows:

	As at 31 March 2019 \$	As at 31 March 2018 \$
Balance as above	5,215,971	5,153,000
Balance per Statement of Cash Flows	5,215,971	5,153,000

(b) Reconciliation of profit for the year to net cash flows from operating activities

	31 March 2019 \$	31 March 2018 \$
Profit attributable to shareholders	65,300	64,964
(Less) / add movements relating to operating activities		
Change in tax payable	(2,329)	2,408
Net cash inflows from operating activities	62,971	67,372

Notes to the Financial Statements (continued)

5. Contributed equity

	As at 31 March 2019 \$	As at 31 March 2018 \$
10,000,005 ordinary shares at \$0.50 each	5,000,002	5,000,002
Total issued capital	5,000,002	5,000,002

Fully paid ordinary shares carry one vote per share and carry the right to dividends. The Company does not have authorized capital or par value in respect of its issued shares. All issued shares are fully paid.

6. Retained earnings

	Year ended 31 March 2019 \$	Year ended 31 March 2018 \$
Opening balance	148,510	83,546
Net profit for the year	65,300	64,964
Closing balance	213,810	148,510

7. Capital management

The Company holds an ORFR of \$5,000,000 (2018: \$5,000,000) to absorb the costs, charges and expenses arising from potential operational risk. The ORFR may not be used for any other purpose, and is held in an interest bearing bank account.

8. Key management personnel disclosures

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

a) Directors

The following persons were Directors of the Company during the financial year:

Peter Lewinsky
Brett Clark (Resigned 6 May 2019)
Roslyn Ramwell
Anne Clarke (Resigned 6 May 2019)

Notes to the Financial Statements (continued)

8. Key management personnel disclosures (continued)

b) Other key management personnel

As the Trustee Advocate, Stephen Graham is a delegate of the Board of the Company and is responsible for delivering, on behalf of the Board, the strategic, governance and operational functions of the Company that have not been outsourced to TAL Life. These functions include: Board support; customer advocacy; developing and implementing strategic initiatives; discretionary decision-making; financial stewardship; governance, risk and compliance; and service provider oversight.

c) Key management personnel compensation

The remuneration of directors and other members of key management during the year were as follows:	Year ended 31 March 2019	Year ended 31 March 2018
	\$	\$
Salaries and other short term benefits	3,504,569	2,933,885
Post employment benefit, including superannuation	72,653	73,419
Other long term benefit	337,605	1,308,216
Total key management personnel compensation	3,914,827	4,315,520

As the non-executive Directors are TAL Services employees and Brett Clark was appointed to a number of boards within the TAL Group as part of the fulfillment of his executive responsibilities, it is not possible to allocate the compensation on a reasonable basis to any one subsidiary as it is in connection to the management of the affairs of a number of subsidiaries. Therefore, compensation is disclosed in total.

d) Loans to key management personnel

There have been no loans made to Directors and other key management personnel of the Company, including their personally related parties.

e) Other transactions with key management personnel

Key management personnel also hold various policies and accounts with TAL Life. These are operated in the normal course of business on normal customer terms.

9. Dividends

No dividends were paid or proposed during the financial year (31 March 2018: \$nil).

Notes to the Financial Statements (continued)

10. Related Parties

The immediate Australian parent entity is TAL Distribution Holdings Limited. The ultimate Australian parent entity is TDA. The Company's ultimate parent entity is Dai-ichi Holdings, Inc., which is domiciled in Japan.

Trade amounts owing between related parties are payable under normal commercial terms. All material information required to be disclosed under AASB 124: Related Party Disclosures has been included in the financial statements.

As at 31 March 2019 the related party payables were \$nil (31 March 2018: \$nil).

11. Additional company information

TAL Superannuation Limited is a public company incorporated and operating in Australia.

Principal Registered Office and Principal Place of Business
Level 16, 363 George Street
Sydney NSW 2000
Tel: (02) 9448 9000

Directors' Declaration

In the Directors' opinion:

- a) the financial statements and notes set out on pages 8 to 18 are in accordance with the Corporations Act 2001, including:
 - i) complying with Accounting Standards and other mandatory professional reporting requirements as detailed above, the Corporations Regulations 2001; and
 - ii) giving a true and fair view of the Company's financial position as at 31 March 2019 and of its performance for the financial year ended on that date; and
- b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

On behalf of the Directors



Director
Sydney
18 June 2019