

Arrow Primary Infrastructure Fund

ARSN 110 813 851

Annual report for the year ended 30 June 2024



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Annual report - 30 June 2024

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These financial statements cover Arrow Primary Infrastructure Fund and are presented in Australian currency.

The Responsible Entity of Arrow Primary Infrastructure Fund as at 30 June 2024 was Arrow Funds Management Limited (ACN 146 671 276) and its registered office is at:

Arrow Funds Management Limited
Level 47 (North Tower), 80 Collins Street
Melbourne VIC 3000

Directors' report

The directors of Arrow Funds Management Limited (ACN 146 671 276), the Responsible Entity of the Arrow Primary Infrastructure Fund (the "Fund" or "APIF"), present their report together with the financial statements of the Fund for the year ended 30 June 2024.

DIRECTORS

The following persons held office as directors of Arrow Funds Management Limited during the year and up to the date of this report:

Andrew Ashbolt
Murray Jones
Matthew Reid
Gerald O'Byrne (Alternative director for Matthew Reid)

PRINCIPAL ACTIVITIES

The Fund is an open ended, unlisted property trust with investments in geographically diverse property and infrastructure assets used in the primary production industry.

The Fund owns 22 properties which are located in New South Wales, Victoria, Northern Territory and South Australia. The Fund leases its properties to leading Australian primary production companies involved in the poultry, pork, almond, dried fruit, mango, citrus and glasshouse industries. The average weighted lease expiry of leases held at 30 June 2024 was 14.7 years.

On 1 July 2023 the company, Boombera Park Macadamias Pty Ltd (BPM), which was previously owned by APIF, was transferred into Arrow Operations Trust (AOT) via a non-cash distribution. Investors in APIF were issued with an equivalent number of units in AOT, which are stapled to each investor's APIF units. A property lease was established between APIF and BPM so that BPM could complete the remaining development works as well as undertake all operational activities. It remains Arrow's intention to continue to look for a suitable, third-party tenant or a buyer for the property. Following several enquiries, Arrow appointed an agent in May 2024 to coordinate an Expressions of Interest campaign to see if an appropriate buyer or lessee can be found at this stage of the property's development.

There were no significant changes in the nature of the Fund's activities during the year.

REVIEW OF OPERATIONS

(a) Results

	30 June 2024	30 June 2023
The performance of the Fund was as follows:	\$	\$
Net profit for the year	14,232,467	10,372,054
Normalised earnings ⁽¹⁾	11,879,033	12,292,627
Normalised earnings per unit (cents per a unit) ⁽¹⁾	6.32	6.99
Distributions paid and payable	15,027,104	14,669,409
Distributions (cents per unit)	8.00	8.00

(1) Normalised earnings is the net profit for the year excluding statutory non-operating accounting adjustments such as accounting for fair value movements in property valuations, marked-to-market interest rate derivatives, straight line lease accounting and other non-cash items such as depreciation, amortisation and provision for doubtful debts.

The main factors contributing to the net profit for the year were:

- An increase in the valuation of Investment Properties of \$1.751 million, comprising an increase in formal valuations for the year of \$2.991 million and a decreasing adjustment for straight-lining of rent of \$1.240 million. Last year there was a net decrease in the valuation of properties of \$1.811 million. The Fund's Boombera Park property is still being carried at cost.
- An unrealised loss on the Fund's interest rate derivatives of \$1.129 million compared to an unrealised gain of \$0.382 million in the previous year, reflecting the market's expectation for long-term interest rates reducing back to more normal levels.
- Total property rental income was \$31.496 million up by \$5.929 million compared with the previous financial year.

REVIEW OF OPERATIONS / Results (continued)

(a) Results

Rental income comprised:

- base property rent of \$30.325 million (up by \$8.099 million, including \$4.300 million from Boombera Park Macadamias Pty Ltd);
 - straight-line adjustments of \$1.240 million, as required under accounting standards (down by \$0.099 million);
 - property expenses recoverable from tenants of \$0.573 million (up from by \$0.025 million).
 - amortisation of Boombera Park Macadamias lease incentive decreased rent by \$0.641 million
- Finance costs increased in FY2024 with interest paid being \$2.082 million higher than the previous year, due to increased borrowings and increases in interest rates throughout the year. The average interest rate for FY2024 was 5.2% per annum, compared to 4.4% in FY2023; and
 - An increase of \$0.231 million in management fees paid to the Responsible Entity, due to increased assets under management.

(b) Value of Fund's Assets

The directors review the fair value of all investment properties at the end of each reporting period (every six months) taking into account market valuations and updates from independent expert valuers.

Arrow has adopted a valuation policy that provides for each property to be independently valued by a suitably qualified valuer at least once every three years. As at 30 June 2024, a formal independent valuation was conducted for the Boronia, Rhyndale, Bowlers Lane, Glenara Park and Kelso Park, with independent desktop valuations conducted for all other properties.

For accounting purposes, the Fund's property assets are required to be split into investment property, intangible assets (water), agricultural assets and plant and equipment. The total value of these assets was \$417.6 million at 30 June 2024, compared to \$389.7 million in the previous year. Australian agricultural assets have continued to receive strong support from both domestic and overseas buyers.

At year-end the net assets of the Fund were as follows:

	30 June 2024	30 June 2023
Net assets attributable to unitholders (\$) ⁽ⁱ⁾	232,455,171	226,934,173
Net asset value ("NAV" \$/unit) ⁽ⁱⁱ⁾	1.2290	1.2223

- (i) The value of the Fund's assets and liabilities is derived using the basis disclosed in note 2 of the financial statements.
- (ii) Financial Statements recognise water entitlements at cost as per ASIC guidance and accounting standards. Water licences of \$9.378 million (2023: \$9.378 million) have been included in the calculation of NTA as they are considered an integral part of the Fund's property assets which are leased to tenants, and they are also included in the overall property valuations provided by independent valuers. If water licences are excluded the NTA would be \$1.1794 (2023: \$1.1718).

(c) Investors

At the end of the financial year there were a total of 513 unitholders in the Fund compared with 524 at 30 June 2023.

(d) Asset Acquisitions & Disposals

There were no new properties acquired and no disposals during the year.

(e) Withdrawal Facility

A withdrawal facility was offered from 6th to 28th March 2024. There were 9 unitholders that participated in the withdrawal facility and 0.551 million units were redeemed.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In the opinion of the directors, other than the matters identified in this report, there were no other significant changes in the state of affairs of the Fund that occurred during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

On 18 July 2024, the Fund's tenant of its Cobbitty Glasshouse, Green Camel Pty Ltd, went into Voluntary Administration. The Cobbitty Glasshouse was the only business activity carried on by Green Camel. Arrow is now working closely with the Administrators to ensure that the Cobbitty Glasshouse remains open for business, so that a new tenant can commence operations as soon as possible. Arrow will be funding the Administrators and receiving rent as from 25 July 2024. A provision for doubtful debts has been created in the Financial Statements as at 30 June 2024, which fully provides for all monies owed by Green Camel to the Fund at that date. The carrying value of the Cobbitty Glasshouse investment in the Fund's Financial Statements has also been written down to an independent valuer's estimate of market value as at 30 June 2024 assuming the current lease is not in place.

No other matters have arisen since 30 June 2024 that has significantly affected, or may significantly affect, the Fund's operations, the results of those operations or the state of the affairs of the Fund in future financial years, other than those matters stated in this report.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and in accordance with the provisions of the Fund Constitution.

The future results of the Fund's operations will be affected by a number of factors, including future interest rates and the management, performance and investor interest in the Fund's investment properties. The Fund has future interest rate derivatives which partially hedge the Fund's exposure to interest rate movements until 2030. Investment performance of the Fund is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

During the year, the Responsible Entity has paid insurance premiums to insure each of the directors and officers of the Responsible Entity of the Fund against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of the Responsible Entity other than conduct involving a willful breach of duty in relation to the Responsible Entity. The contract of insurance prohibits disclosure of the nature of the liability covered and the amount of the premium.

The Responsible Entity has not otherwise, during or since the end of the financial year indemnified or agreed to indemnify an officer or auditor of the Responsible Entity or of any related body corporate against a liability incurred as such by an officer or auditor.

FEES PAID TO AND INTERESTS HELD IN THE FUND BY THE RESPONSIBLE ENTITY OR ITS ASSOCIATES

Fees paid to the Responsible Entity, its directors or associates out of Fund property during the year are disclosed in note 19 to the financial statements.

The interest in the Fund held by the Responsible Entity, its directors or associates as at the end of the financial year is also disclosed in note 19 to the financial statements.

INTERESTS IN THE FUND

There were 4.0 million new units issued in the Fund during the year - all issued under the Distribution Reinvestment Plan, as disclosed in note 17 to the financial statements. As at 30 June 2024 there were 189.1 million units on issue compared to 185.7 million as at 30 June 2023. At the date of this report, there are 189.8 million units on issue, following the Distribution Reinvestment Plan units issued on 31 July 2024.

ENVIRONMENTAL REGULATION

The Fund is subject to environmental regulations consistent with other primary industry landholders. There were no breaches notified during the year.

ROUNDING OF AMOUNTS

The Fund is a type of entity referred in the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest dollar, or in certain cases, to the nearest \$1,000.

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 4.

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



Andrew Ashbolt
Director

Melbourne
22 August 2024

Grant Thornton Audit Pty Ltd

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Auditor's Independence Declaration

To the Directors of Arrow Funds Management Limited, the Responsible Entity of Arrow Primary Infrastructure Fund

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

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



B A Mackenzie
Partner – Audit & Assurance

Melbourne, 22 August 2024

Arrow Primary Infrastructure Fund
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2024

Statement of profit or loss and other comprehensive income

	Notes	30 June 2024 \$	30 June 2023 \$
Revenue			
Property rental	4	31,496,347	26,112,544
Interest	4	160,317	138,324
Revaluation of investment properties	11	1,750,845	(1,810,861)
Revaluation of agricultural assets	13	73,737	73,737
Profit/(Loss) on fair value of derivative financial instruments	10	(1,128,776)	381,506
Gain on disposal of fixed assets		45,270	21,479
Total net investment income		32,397,740	24,916,729
Expenses			
Direct property expenses		(1,063,608)	(1,037,292)
Responsible Entity's management fees		(4,174,099)	(3,943,460)
Custodian fees		(55,363)	(52,229)
Depreciation of agricultural assets		(1,438,046)	(1,414,346)
Depreciation of Plant and Equipment		(558,928)	(453,287)
Other administration expenses		(361,380)	(391,583)
Provision for doubtful debts	9	(1,179,609)	-
Finance costs	5	(9,334,240)	(7,252,478)
Total expenses		(18,165,273)	(14,544,675)
Net profit for the year		14,232,467	10,372,054
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit and loss</i>			
Revaluation of agricultural assets	13	2,005,570	1,340,608
Total comprehensive income for the year		16,238,037	11,712,662
Total comprehensive income for the year is attributable to:			
Unitholders of Arrow Primary Infrastructure Fund		16,238,037	11,712,662

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

Arrow Primary Infrastructure Fund
Statement of financial position
As at 30 June 2024

Statement of financial position

	Notes	30 June 2024 \$	30 June 2023 \$
ASSETS			
Current assets			
Cash and cash equivalents	8	544,050	1,098,714
Trade and other receivables	9	1,023,948	1,315,942
Finance Lease Receivable	16	70,263	36,398
Total current assets		1,638,261	2,451,054
Non-current assets			
Investment properties	11	350,368,491	330,038,846
Intangible assets	12	9,377,586	9,377,586
Agricultural assets	13	57,856,788	50,295,655
Plant and Equipment		3,027,378	2,592,746
Derivative Financial Instruments	10	6,477,682	7,606,458
Finance Lease Receivable	16	644,715	423,466
Total non-current assets		427,752,640	400,334,757
Total assets		429,390,901	402,785,811
LIABILITIES			
Current liabilities			
Trade and other payables	14	1,065,060	1,617,739
Distributions payable	7	3,777,051	3,705,276
Finance Lease Liability	16	70,263	36,398
Total current liabilities		4,912,374	5,359,413
Non-current liabilities			
Trade and other payables	14	126,572	210,285
Interest bearing liabilities	15	191,252,069	169,858,474
Finance Lease Liability	16	644,715	423,466
Total non-current liabilities		192,023,356	170,492,225
Total liabilities		196,935,730	175,851,638
Net assets		232,455,171	226,934,173
Equity			
Contributed equity	17	148,627,524	144,317,459
Asset Revaluation Reserve		30,611,764	28,606,194
Accumulated Profit	18	53,215,883	54,010,520
Total equity		232,455,171	226,934,173

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

Arrow Primary Infrastructure Fund
Statement of changes in equity
For the year ended 30 June 2024

Statement of changes in equity

	Contributed Equity	Accumulated Profits	Revaluation Reserve	Total Equity
	\$	\$	\$	\$
Balance at 1 July 2022	138,338,798	58,307,875	27,265,586	223,912,259
Profit for the year	-	10,372,054	-	10,372,054
Other comprehensive income for the period	-	-	1,340,608	1,340,608
Total Comprehensive income for the period	-	10,372,054	1,340,608	11,712,662
Transactions with unitholders in their capacity as owners:				
Issue of new units (net of capital raising costs)	5,978,661	-	-	5,978,661
Redemption of units	-	-	-	-
Distributions provided for or paid (Note 7)	-	(14,669,409)	-	(14,669,409)
Balance at 30 June 2023	144,317,459	54,010,520	28,606,194	226,934,173
Balance at 1 July 2023	144,317,459	54,010,520	28,606,194	226,934,173
Profit for the year	-	14,232,467	-	14,232,467
Other comprehensive income for the period	-	-	2,005,570	2,005,570
Total Comprehensive income for the period	-	14,232,467	2,005,570	16,238,037
Transactions with unitholders in their capacity as owners:				
Issue of new units (net of capital raising costs)	4,956,958	-	-	4,956,958
Redemption of units (Note 17)	(646,893)	-	-	(646,893)
Distributions provided for or paid (Note 7)	-	(15,027,104)	-	(15,027,104)
Balance at 30 June 2024	148,627,524	53,215,883	30,611,764	232,455,171

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

Arrow Primary Infrastructure Fund
Statement of cash flows
For the year ended 30 June 2024

Statement of cash flows

	Notes	30 June 2024 \$	30 June 2023 \$
Cash flows from operating activities			
Property rental receipts		32,746,967	27,411,054
Payments to suppliers		(9,111,478)	(6,969,031)
Interest received		119,450	110,356
Finance costs paid		(9,190,453)	(7,048,187)
Net cash inflow from operating activities	20	14,564,486	13,504,192
Cash flows from investing activities			
Payments for investment properties		(17,338,676)	(11,160,549)
Payments for agricultural assets		(7,561,133)	(2,380,111)
Payments of plant and equipment		(948,290)	(850,808)
Net cash outflow from investing activities		(25,848,099)	(14,391,468)
Cash flows from financing activities			
Proceeds from borrowings		21,374,214	8,971,250
Proceeds from issue of units (net of capital raising costs)		4,310,065	5,978,661
Distributions paid to unitholders		(14,955,330)	(14,572,432)
Net cash (outflow)/ inflow from financing activities		10,728,949	377,479
Net increase/ (decrease) in cash and cash equivalents		(554,664)	(509,797)
Cash and cash equivalents at the beginning of the financial year		1,098,714	1,608,511
Cash and cash equivalents at the end of the year	8	544,050	1,098,714

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

Notes to the financial statements

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1 General information

These financial statements for the full year reporting period ended 30 June 2024, cover Arrow Primary Infrastructure Fund which is an unlisted managed investment scheme registered and domiciled in Australia.

The Responsible Entity of the Fund during the financial year Arrow Funds Management Limited ("Arrow").

The financial statements were authorised for issue by the directors of Arrow on 22 August 2024. The directors of Arrow have the power to amend and reissue the financial statements.

2 Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. While current liabilities exceed current assets, Directors are not aware of any material uncertainties that may cast doubt on the ability of the Fund to continue as a going concern. The Fund has \$9.0 million available under its lender's borrowing facility to meet its commitments. Arrow Primary Infrastructure Fund is a for-profit unit trust for the purpose of preparing the financial statements.

The financial report has been prepared on an accruals and historical cost basis except for non-current assets classified as held for sale, investment property, agricultural assets, financial assets at fair value through profit or loss and derivative financial instruments which are measured at fair value. Cost is based on the fair value of consideration given in exchange for assets. Comparative information is reclassified where appropriate to enhance comparability.

The Fund meets the definition of an investment entity under AASB 10 *Consolidation* and as such, investments are accounted for under AASB 9 *Financial Instruments* or AASB 140 *Investment Property*.

Compliance with International Financial Reporting Standards

The financial statements of the Fund comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(b) New Accounting Standards and Interpretations

New and amended accounting standards adopted by the Fund

There are no standards, interpretations or amendments to existing standards that are effective for the time for the financial year beginning 1 July 2023 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods.

(c) Investment property

Investment property is real estate investments held to earn long-term rental income and for capital appreciation. Investment properties are carried at fair value determined either by the Directors or independent valuers with changes in fair value recorded in the profit or loss. Investment properties are not depreciated.

Land and buildings (including integral plant and equipment) that comprise investment property are not depreciated. The carrying amount of investment properties may include the cost of acquisition, additions, refurbishments, redevelopments, improvements, lease incentives, assets relating to fixed increases in operating lease rental in future periods and borrowing costs incurred during the construction period of qualifying assets.

Although integral components of investment property, water licences and agricultural assets are recognised separately as intangible assets and agricultural assets respectively. Accordingly, investment property includes only land and infrastructure.

2 Summary of material account policies (continued)

(c) Investment Property (continued)

Investment properties are valued at fair value, being the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions.

The Responsible Entity may determine the requirement for a valuation at any time but has adopted a valuation program that provides for each property to be independently valued by suitably qualified valuers at least once every three years. Changes in market conditions may necessitate more frequent independent revaluations of properties.

The present value of net future cash flow projections are based on reliable estimates of future cash flows, derived from existing lease contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

The capitalisation of net rental income projections are based on properties' estimated net market income, which is assumed to be a level annuity in perpetuity, and a capitalisation rate derived from analysis of market evidence. Reversions associated with short-term leasing risks/costs, incentives and capital expenditure may be deducted from the capitalised net income amount.

The principal assumptions underlying independent valuations of fair value include those related to the amount of contractual rentals, maintenance and capital expenditure requirements, and appropriate discount rates. The expected future market rentals are based on current market rentals.

A direct comparison approach involves the advice from an approved external valuer to make an assessment of fair value based on market sales evidence and the current status of the individual property.

(d) Agricultural assets

Agricultural assets are measured at fair value less point of sale costs and subsequent depreciation.

Any revaluation surplus arising upon appraisal of the agricultural assets is recognised in other comprehensive income and credited to the asset revaluation reserve in equity. To the extent that any revaluation decrease or impairment loss has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income.

Downward revaluations of the agricultural assets are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

Any accumulated depreciation at the date of the revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the re-valued amount of the asset.

The valuation of investment properties which include agricultural assets and water licences is assessed on an aggregate basis and the independent valuer may or may not separate the valuation into components which are required to be separately disclosed in the financial statements in order to meet Australian Accounting Standards. The carrying amount of each component of property is determined by independent valuers.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of the asset. The agricultural assets are depreciated over useful lives of 15 to 30 years.

(e) Intangible assets

Water licences are recognised at cost less impairment losses. Water licences have an indefinite useful life and are thus not subject to amortisation but are tested for impairment by comparing their recoverable amount with their carrying amount. Water licences are tested for impairment annually or whenever there is an indication that the intangible asset may be impaired.

2 Summary of material account policies (continued)

(f) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(g) Revenue

Revenue arises mainly from the rendering of fund Management services. To determine whether to recognise revenue, the Fund follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

The Fund recognises revenue as the performance obligations are satisfied. A performance obligation is satisfied when control of the underlying goods or services for that particular performance obligation is transferred to the customer. 'Control' is defined as 'the ability to direct the use of and obtain substantially all of the remaining benefits from the asset' underlying the good or service. Control can transfer, and hence revenue be recognised over time or at a point in time.

Rental income from operating leases is recognised as income on a straight-line basis over the lease term. Where a lease has fixed annual increases, the total rent receivable over the operating lease is recognised as revenue on a straight-line basis over the lease term. This results in more income being recognised early in the lease term and less late in the lease term compared to the lease conditions. The difference between the lease income recognised and the actual lease payments received is shown within the fair value of the investment property on the balance sheet.

Contingent rents based on the future amount of a factor that changes other than with the passage of time, are only recognised when contractually due.

Interest income is recognised in the statement of profit or loss and other comprehensive income using the effective interest rate method.

Other income is recognised when the right to receive the revenue has been established.

All income is stated net of goods and services tax (GST).

(h) Financial instruments

Recognition, initial measurement and recognition

Financial assets and financial liabilities are recognised when the Fund becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- Amortised cost
- Fair value through profit or loss ('FVPL')
- Fair value through other comprehensive income ('FVOCI')

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

2 Summary of material account policies (continued)

(h) Financial instruments (continued)

Financial assets at amortised costs

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Fund's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVPL. The Fund's derivative financial instruments and share investments are classified at FVTPL.

Fair value through other comprehensive income (FVOCI)

Financial assets measured at FVOCI are accounted for using the effective interest rate method. The interest revenue is generally calculated by applying the effective interest rate to the gross carrying amount of a financial asset. If an entity has no reasonable expectation of recovering the financial asset (partly or entirely), a write-off is recognised and reduces the gross carrying amount. Gains or losses on financial instruments measured at FVOCI are recognised in other comprehensive income, and they are reclassified to profit and loss when the financial asset is de-recognised. Interest income calculated using the effective interest rate method has to be considered directly in profit or loss. The Fund does not have financial assets in the category of FVOCI.

Impairment of Financial assets

AASB 9's impairment requirements use more forward looking information to recognise expected credit losses - the 'expected credit losses (ECL) model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15.

The Fund makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Fund uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Classification and subsequent measurement of financial liabilities

The Fund's financial liabilities include trade and other payables and interest bearing liabilities.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

(i) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(j) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2 Summary of material account policies (continued)

(k) Income tax

Under current legislation, the Fund is not subject to Australian income tax provided its taxable income is fully distributed to unitholders.

(l) Distributions

In accordance with the Fund Constitution, the Fund distributes income adjusted for amounts determined by the Responsible Entity. The distributions are recognised within the balance sheet and statement of changes in equity as a reduction in accumulated profit.

(m) Provisions

A provision is recognised when the Fund has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the Responsible Entity's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

(n) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees payable prior to the issue of units in the Fund. Redemptions from the Fund are recorded gross of any exit fees payable after the cancellation of units redeemed.

(o) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of the GST incurred is not recoverable from the relevant taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables and payables in the balance sheet.

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

(p) Critical accounting estimates and judgements

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Critical judgements in applying the accounting policies - Interest rate swaps

The Fund follows the guidance in AASB 9: Financial Instruments in accounting for interest rate swaps at fair value through profit and loss. All the interest rate swaps are entered into to hedge interest rate risks by converting floating rate debt to fixed interest rates. The Directors of the Responsible Entity have decided not to follow the documentation and other requirements of AASB 9: Financial Instruments that are necessary in order to classify the interest rate swaps as cash flow hedges. This would have the effect of recognising movements of the interest rate swaps in the statement of comprehensive income rather than profit and loss.

(ii) Fair value of investment properties and agricultural assets

Fair value of investment property and agricultural assets are the prices at which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction. A "willing seller" is not a forced seller prepared to sell at any price. Investment property and agricultural assets are revalued at the end of each reporting period to reflect their fair value according to the Fund's accounting policy on valuing assets and applying generally accepted valuation criteria, methodology and assumptions. Assumptions used in determining fair value have been disclosed in Notes 11 and 13.

2 Summary of material account policies (continued)

(p) Critical accounting estimates and judgements (continued)

(iii) Determination of components of agricultural properties

The Fund has a policy of obtaining periodic independent valuations for all properties. Generally, independent valuer advice is sought on the separate valuation components of each property: investment property, agricultural assets and water licences, which are required by Australian Accounting Standards to be separately disclosed in the financial statements. Where an independent valuer does not separate the valuation into the various components, the valuation is split between investment property and agricultural assets with reference to the independent valuation data for similar properties.

Unless specifically detailed in a contract of sale, the proceeds on disposal of a property in the Fund is calculated on a proportional basis according to the carrying value of each component.

(iv) Useful lives of agricultural assets

The Fund reviews its estimate of the useful lives of agricultural assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to tree health and environmental factors that may change the utility of the assets.

(v) Impairment of intangible assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs.

(q) Rounding of amounts

The Fund is a type of entity referred in the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in the financial report and directors' report have been rounded to the nearest dollar, or in certain cases, to the nearest \$1,000.

3 Financial risk management

The Fund's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk to which the Fund is exposed to, are market risk, credit risk and liquidity risk. The exposure to each of these risks, as well as the Fund's policies and processes for managing these risks are described below.

(a) Market risk

Market risk embodies the potential for both loss and gains and includes currency risk, interest rate risk and other price risk. The Fund's strategy on the management of investment risk is driven by the Fund's investment objective. The Fund's market risk is managed as required by the Responsible Entity in accordance with the investment guidelines as outlined in the Fund's Product Disclosure Statement ('PDS').

(i) Price risk

Arrow Funds Management Limited, the Responsible Entity of the Fund, has undertaken not to charge a number of fees that it may become entitled to charge under the Fund's Constitution, being the withdrawal fee, asset acquisition fee, asset disposal fee and the performance fee. Accordingly, the Fund is not exposed to price risk in relation to fees.

(ii) Cash flow and fair value interest rate risk

The Fund's cash and cash equivalents, floating rate borrowings and interest rate swaps expose it to a risk of change in the fair value or future cash flows due to changes in interest rates. The specific interest rate exposures are disclosed in the relevant notes to the financial statements.

3 Financial risk management (continued)

The Fund hedges a portion of its exposure to changes in interest rates on variable rate borrowings by using floating-to-fixed interest rate swaps. By hedging against changes in interest rates, the Fund has limited its exposure to changes in interest rates on its cash flows. The portion that is hedged is set by the Responsible Entity and is influenced by the hedging requirements of the Fund's debt facility, and the market outlook.

The Fund's exposure to interest rate risk at reporting date, including its sensitivity to changes in market interest rates that were reasonably possible, was as follows:

	2024	2023
	\$	\$
Financial assets		
Cash and cash equivalents - floating interest rate	544,050	1,098,714
Financial liabilities		
Derivative financial instruments (notional principal amount) - fixed rate		
- interest rate swaps	(77,200,000)	(77,200,000)
- Interest bearing liabilities - floating interest rate	191,000,000	169,500,000
	113,800,000	92,300,000
Net exposure to interest rate risk	113,255,950	91,201,286
Sensitivity of profit or loss to movements in market interest rates for derivative instruments with fair value risk:		
Market interest rate increased by 100 basis points	3,627,400	4,187,500
Market interest rate decreased by 100 basis points	(3,627,400)	(4,187,500)
Sensitivity of profit or loss to movements in market interest rates for financial instruments with cash flow risk:		
Market interest rate increased by 100 basis points	(1,132,560)	(912,013)
Market interest rate decreased by 100 basis points	1,132,560	912,013
<p>The interest rate range for sensitivity purposes has been determined using the assumption that interest rates changed by +/- 100 basis points (1.0%) from year end rates with all other variables held constant. In determining the impact of an increase/decrease in equity to unitholders arising from market risk the Responsible Entity has considered prior period and expected future movements of the portfolio information in order to determine a reasonable possible shift in assumptions.</p> <p>Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss.</p> <p>The Fund's maximum credit risk exposure at balance date in relation to each class of recognised financial asset, other than equity and derivative financial instruments, is the carrying amount of those assets as indicated in the balance sheet. This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at reporting date.</p>		
Cash at bank	544,050	1,098,714
Other receivables	1,023,948	1,310,942
Maximum exposure to credit risk	1,567,998	2,409,656

3 Financial risk management (continued)

(b) Credit risk

The Responsible Entity manages credit risk and the losses which could arise from default by ensuring that parties to contractual arrangements are of an appropriate credit rating, or do not show a history of defaults. Financial assets such as cash at bank and interest rate swaps are held with high credit quality financial institutions (rated equivalent A or higher by the major rating agencies). Tenants for each of the properties held by the Fund are assessed for creditworthiness before commencing a lease, and if necessary, rental guarantees are sought before tenancy is approved. Loans and receivables from third parties are secured against land and corporate and personal guarantees. This is performed to ensure that they will be able to meet interest and principal repayments. There have been no changes from previous periods.

All receivables are monitored by the Responsible Entity. If any amounts owing are overdue these are followed up and if necessary, allowances are made for debts that are doubtful.

A provision for doubtful debts has been established for the full amount due by Green Camel to the Fund as at 30 June 2024. At the end of the reporting period there are no issues with the credit quality of any other financial assets that are either past due or impaired, and all other amounts are expected to be received in full.

(c) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Fund monitors its exposure to liquidity risk by ensuring that as required there is sufficient cash on hand to meet the contractual obligations of financial liabilities as they fall due. The Fund Manager sets budgets to monitor cash flows.

The table below analyses the Fund's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period. The amounts in the table are the contractual undiscounted cash flows and includes bank line fees, margin and interest with the latter assuming the same 30 day BBSY rate used in the June rollover.

	Less than 12 months	1-2 years	Greater than 2 years
	\$	\$	\$
30 June 2024			
Trade and other payables	1,065,060	126,572	-
Distributions payable	3,777,051	-	-
Interest bearing liabilities	11,105,388	198,358,625	-
Contractual cash flows (excluding gross settled derivatives)	15,947,499	198,485,197	-
30 June 2023	\$	\$	\$
Trade and other payables	1,617,739	210,285	-
Distributions payable	3,705,276	-	-
Interest bearing liabilities	8,651,684	8,651,684	173,197,706
Contractual cash flows (excluding gross settled derivatives)	13,974,699	8,861,969	173,197,706

(d) Fair value estimation

The carrying amounts of the Fund's assets and liabilities at the end of each reporting period approximate their fair values.

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in profit or loss.

3 Financial risk management (continued)

(e) Fair value hierarchy

(i) Classification of financial assets and financial liabilities

The Fund classifies fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

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

The table below set out the Fund's financial assets measured at fair value according to the fair value hierarchy at 30 June 2024 and 30 June 2023. There were no financial liabilities measured at fair value at 30 June 2024 and 30 June 2023.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets				
Interest rate swaps – 30 June 2024	-	6,477,682	-	6,477,682
Interest rate swaps – 30 June 2023	-	7,606,458	-	7,606,458

4 Revenue

2024 **2023**
\$ **\$**

Revenue includes:

(a) Property rental recognised over time from:

Base property rent	30,324,691	24,226,063
Rent – expenses recoverable	572,793	547,811
Other rental income (recognised on a straight-line basis) ⁽¹⁾	1,240,124	1,338,670
Amortisation of lease incentive	(641,261)	-
Total rental income	31,496,347	26,112,544

(b) Interest income recognised over time arises from:

Cash and cash deposits	72,038	56,130
Interest on accrued rental income	75,417	73,475
Interest Revenue on Finance Lease	12,862	8,719
Total interest income	160,317	138,324

⁽¹⁾ Rental income from operating leases is recognised as income on a straight-line basis over the lease term. Where a lease has fixed annual increases, the total rent receivable over the operating lease is recognised as revenue on a straight-line basis over the lease term. This results in more income being recognised early in the lease term and less late in the lease term compared to the lease conditions.

5 Finance costs

	2024	2023
	\$	\$
Interest paid or payable to other persons	9,301,791	7,228,950
Bank fees & charges	205	295
Amortisation of debt establishment costs	19,382	14,514
Interest Expense on Finance Lease	12,862	8,719
Total finance costs	<u>9,334,240</u>	<u>7,252,478</u>

6 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Fund:

Audit and other assurance services

Audit and review of financial statements	65,107	57,700
Audit of compliance plan	3,800	3,600
Total remuneration of audit and other assurance services	<u>68,907</u>	<u>61,300</u>

Other services

Taxation advice & lodgement	38,916	23,950
Total remuneration	<u>107,823</u>	<u>85,250</u>

For the years ended 30 June 2024 and 30 June 2023, the auditor of the Fund was Grant Thornton Audit Pty Ltd.

7 Distributions to unitholders

The distributions paid and payable by the Fund for the year were as follows:

Distributions paid	11,250,053	10,964,133
Distributions payable	3,777,051	3,705,276
	<u>15,027,104</u>	<u>14,669,409</u>

The distribution for the year was 8 cents per unit (2023: 8 cents per unit), including a distribution of 2.0 cents per unit that was declared for the quarter ended 30 June 2024 (2023: 2.0 cents per unit).

	2024	2023
	\$	\$

8 Cash and cash equivalents

The following table details the cash and cash equivalents held by the Fund at the end of the reporting period:

Cash at bank	544,050	1,098,714
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9 Trade and other receivables

The following table details the trade and other receivables at the end of the reporting period:

Current:

Accrued rent income ⁽¹⁾	1,214,612	757,112
Other receivables	988,945	558,830
Provision for Doubtful Debts ⁽¹⁾	(1,179,609)	-
Total Trade and other receivables	1,023,948	1,315,942

⁽¹⁾ At 30 June 2024, rent income and interest was owed by the Cobbitty Glasshouse tenant. The amount shown includes GST. A provision for doubtful debts has been raised due to uncertainty around the Fund's ability to collect the amount owed.

No other class of financial asset is past due.

10 Derivative financial instruments

The following derivative financial instruments (interest rate swap agreements) were held by the Fund at their market value at the end of the reporting period:

Non-current asset/(liability) - Interest rate swap marked to market	6,477,682	7,606,458
Total Derivative financial instruments	6,477,682	7,606,458

It is the Fund's policy to protect part of its loans from exposure to increasing interest rates. The Fund is exposed to future BBSY rates (Bank Bill Swap), and accordingly has entered into interest rate swap contracts under which it is obliged to receive interest rate variable rates and to pay interest at fixed rates.

As at the end of the financial year, the Fund had recognised an unrealised loss on the fair value of derivative financial instruments of \$1.13 million.

The unrealised gain from the change in fair value of derivative financial instruments by individual swap is as follows:

Swap FV \$52.2 million, maturity 16/04/2030	(888,219)	129,169
Swap FV \$25.0 million, maturity 17/07/2028	(240,557)	252,337
Total Derivative financial instruments	(1,128,776)	381,506

At the end of the financial year, the Fund had 2 interest rate swap agreements in place (2023: 2). The derivatives that were in place during the 2024 financial year provided forward cover at an average interest rate of 2.40% (2023: 2.40%) against future BBSY rates.

At 30 June 2024 the interest rate swap agreement in place covered 40% of the Fund's interest-bearing liabilities (2023: 46%).

11 Investment properties

(a) Market values of investment properties

	2024	2023
	\$	\$
Property		
Boronia Breeder Farms, NSW ⁽¹⁾	12,600,000	12,450,000
Lynwood Breeder Farms, NSW ⁽²⁾	15,500,000	15,200,000
Woodleigh Breeder Farms, NSW ⁽²⁾	28,100,000	25,150,000
Bearii Breeder Farms, VIC ⁽²⁾	7,125,000	6,700,000
Stewarton Breeder Farm, VIC ⁽²⁾	11,125,000	10,900,000
Nagambie Broiler Farm, VIC ⁽²⁾	7,700,000	7,400,000
Rhynie Breeder Farm, SA ⁽¹⁾	11,350,000	11,225,000
Eumaralla Farms, NT ^{(2) (5)}	6,910,176	7,460,176
Katherine Packing Shed, NT ⁽²⁾	2,900,000	3,050,000
Lake Powell Orchards Lot 2, VIC ^{(2) (6)}	4,743,400	4,143,400
Lake Powell Orchards Lots 5&6, VIC ^{(2) (6)}	12,267,075	10,917,075
Lake Powell Hub Land Lot 7, VIC ⁽³⁾	95,000	95,000
Bidgee Complex ⁽²⁾	61,900,000	53,250,000
Avenues Complex ⁽²⁾	34,700,000	27,100,000
Bowlers Lane Farms ⁽¹⁾	15,575,000	15,600,000
Tangaratta Breeder Farm ⁽²⁾	8,500,000	8,300,000
Glenara Park ⁽¹⁾	6,875,000	6,800,000
Kelso Park ^{(1) (7)}	16,969,400	16,994,400
Advinco Farm ^{(2) (5)}	20,544,125	20,269,125
Boombera Park ^{(4) (5)}	33,389,315	32,584,670
Cobbitty Glasshouse ⁽²⁾	8,000,000	11,450,000
Thyra ⁽²⁾	23,500,000	23,000,000
Total market value of investment properties	350,368,491	330,038,846

⁽¹⁾ Valued at independent formal valuation conducted June 2024.

⁽²⁾ Valued at independent desktop valuation conducted June 2024.

⁽³⁾ Valued for the purposes of Lake Powell Community Water Scheme in March 2018.

⁽⁴⁾ Valued at independent desktop valuation conducted June 2020 plus capitalised expenditure from 01/07/20 - 30/06/24.

⁽⁵⁾ Excludes agricultural assets which are disclosed separately in note 13.

⁽⁶⁾ Excludes agricultural assets and water licences which are disclosed separately in notes 12 and 13.

⁽⁷⁾ Excludes water licences which are disclosed separately in note 12.

11 Investment properties (continued)

	2024	2023
	\$	\$
(b) Movements during the financial year		
At fair value		
Opening balance	330,038,846	319,350,488
Capitalised expenditure	17,338,676	11,160,549
Revaluations	1,750,845	(1,810,861)
Changes in fair value for straight-lining of rent adjustment	1,240,124	1,338,670
Closing balance	350,368,491	330,038,846

(c) Amounts recognised in profit or loss for investment properties

Rental income	30,324,691	24,226,063
Direct operating expenses from property that generated rental income	(1,063,608)	(1,037,292)
	29,261,083	23,188,771

Direct property operating expenses includes expenses related to those properties that generated rental income during the period.

(d) Tenancy Risk

Set out below are details of the third party tenants who lease properties from the Fund, (excludes Boombera Park Pty Ltd):

Baiada Poultry Pty Limited ("Baiada") - representing 55% of rental income

Baiada is a privately owned Australian company which provides poultry products throughout Australia. It is one of Australia's largest producers of poultry with business operations including Broiler & Breeder Farms, Hatcheries, Processing Plants, Feed milling and Protein Recovery. Baiada is the tenant of eleven of the Fund's poultry farms.

Select Harvests Limited ("SHV") – representing 14% of rental income

SHV is an ASX listed company and a major almond grower and orchard manager. It is Australia's leading manufacturer, processor and marketer of a range of nuts and associated products to the Australian retail and industrial markets and exports almonds to Asia, Europe and the Middle East. SHV is the tenant of the Fund's two Lake Powell almond properties.

Seven Fields Operations Pty Ltd ("Seven Fields") – representing 4% of rental income

Seven Fields is a private Australian company, which is owned by Nutrano Produce Group Limited. It grows, packs and markets citrus and mangos and also operates several vineyards. Seven Fields leases the Fund's Eumaralla mango farm and packing shed in Katherine, Northern Territory.

Turosi Pty Ltd – representing 3% of rental income

Turosi is a privately owned, leading food manufacturer and supplier of fresh poultry and prepared food solutions. As well as operating a number of food manufacturing facilities located around Australia, Turosi is also one of Australia's largest producers of poultry. Turosi is the tenant of Stewarton Breeder Farm, VIC.

Pace Farms Pty Ltd – representing 5% of rental income.

Pace Farms is a privately owned Australian company that provides fresh shell eggs and egg products to supermarkets, restaurants and food manufacturers. One of Australia's largest producer, marketer and distributor of shell eggs and egg products, Pace Farm is the tenant of Kelso Park in NSW.

SunPork Consolidated Pty Ltd – representing 7% of rental income

Following its acquisition of PigCo Pty Ltd, the lease of Thyra Pig Farm was assigned to SunPork on 4 May 2024. SunPork is Australia's second largest pork producer and its business includes genetics, breeding and grow-out of pigs, with farms across Australia and New Zealand.

11 Investment properties (continued)

(d) Tenancy Risk (continued)

Green Camel Pty Ltd – representing 5% of rental income

Green Camel is a privately owned Australian company that developed an integrated aquaponic-horticulture system for organic produce and are tenant of Fund's Glasshouse located at Cobbitty, NSW. On 18 July 2024 the directors of Green Camel Pty Ltd appointed Stephen Hathway and Philip Hosking as Administrators of their company.

Golden Dried Fruits 1 Pty Ltd – representing 7% of rental income

Golden Dried Fruits 1 Pty Ltd is an Australian private company which is a subsidiary of Australian Premium Dried Fruits, part of the Scalzo Foods Group. Golden Dried Fruits is the tenant of Advinco Farm at Colignan, VIC.

(e) Assets pledged as security

Refer to Note 15 for information on investment properties and other assets pledged as security by the Fund.

(f) Contractual obligations and commitments

As at 30 June 2024 the Fund had capital expenditure commitments totaling \$4.1 million (2023: \$21.3 million). The Fund has cash and undrawn loan facilities to cover potential obligations, and receives a return on all capital expenditure through increased rental payments.

(g) Valuation basis

The Fund obtains independent valuations for its investment properties at least once every three years. At the end of each reporting period, the directors update their assessment of the fair value of each property, using the most recent independent valuations.

The principal assumptions underlying the fair values determined by independent valuers include those related to the amount of contractual rentals, the discount rate applied to future rentals and the estimated terminal value at the end of the lease, as well as direct comparisons with similar properties in the same location and condition and subject to similar leases. The key assumptions include the following:

	30 June 2024	30 June 2023
Discount rates	7.0% to 12.0%	7.0% to 12.5%
Capitalisation rates	7.0% to 12.0%	6.85% to 12.0%
Rental growth rate	0.0% to 3.0%	0.0% to 3.0%

(h) Leasing arrangements

As at 30 June 2024, all investment properties, other than the Hub Land at Lake Powell, were leased to tenants under long-term operating leases with rentals payable quarterly in advance or monthly in arrears. Minimum lease payments receivable on leases of investment properties (excluding Bombera Park) are as follows:

	\$	\$
Minimum lease payments under non-cancellable operating leases of investment properties not recognised in the financial statements are receivable as follows:		
Within one year	27,245,022	25,080,934
Later than one year but not later than 5 years	108,980,089	100,323,734
Later than 5 years	264,523,386	262,210,787
	400,748,497	387,615,455

12 Intangible assets

	2024	2023
	\$	\$
Water licences:		
Opening net book amount (held at cost)	9,377,586	9,377,586
Water Acquisition	-	-
Reversal of impairment	-	-
Closing net book amount (held at cost)	9,377,586	9,377,586

The Fund owns 5,677 megalitres (June 2023: 5,677 megalitres) of permanent water licences, which form an integral part of the properties under long-term leases.

Water licences have an indefinite useful life as a result of their legal form and are not amortised. The water licences are tested for impairment annually or whenever there is an indication that the intangible asset may be impaired.

13 Agricultural assets

Bearer plants (trees and vines) are an integral part of the agricultural assets that are leased to tenants under long-term leases. During 2024, the Fund did not own any of the tree or vine crops, only the bearer plants (2023: Nil).

The Fund owned the following agricultural assets as at 30 June 2024:

- (a) 138.14 ha of planted mango trees;
- (b) 608.74 ha of planted almond trees;
- (c) 97.55 ha of planted citrus trees;
- (d) 634.5 ha of planted dried fruit vines; and
- (e) 753 ha of planted macadamia trees.

(a) Movement in carrying amounts

Movement in the carrying amounts for agricultural assets between the beginning and end of the current financial year:

	30 June 2024	30 June 2023
	\$	\$
Gross carrying amount		
Opening balance	68,777,585	64,983,128
Acquisition	242,576	2,380,111
Lease Incentive ⁽¹⁾	6,677,296	-
Revaluation of ag assets – recovery of prior impairment written to profit & loss	73,737	73,737
Revaluation recognised in other comprehensive income	2,005,570	1,340,609
Closing balance	77,776,764	68,777,585
Depreciation and impairment		
Opening balance	18,481,930	17,067,584
Depreciation	1,438,046	1,414,346
Closing balance	19,919,976	18,481,930
Carrying amount	57,856,788	50,295,655

13 Agricultural assets (continued)

- (1) In the 12 months to June 2024, the Fund paid Boombera Park Macadamias Pty Ltd a lease incentive of \$7,318,557 for the continued development of the Boombera Park macadamia orchard. This incentive will be amortised over the life of the lease. Amortisation for the 12 months to June 2024 was \$641,261.
- (2) Revaluations increases of agricultural assets are typically recognised in comprehensive income, except where they may be shown in the profit and loss to offset a previously recognised revaluation decrease in the profit and loss. During the 12 months to June 2024, \$73,737 (June 2023: \$73,737) of revaluation increases have been recognised in the profit and loss, while \$2,005,570 (June 2023: \$1,340,609) is recognised in comprehensive income.

(b) Basis of valuations

The Fund holds agricultural investment properties which are carried at independent valuations.

The fair value of vines, mango and citrus trees are estimated according to an average per hectare market value rate by adopting a capitalisation of future cash flow method as explained in Note 2(c).

The fair value of almond trees was estimated by deducting the estimated value of land, irrigation infrastructure and water licences from the estimated fair value of the total property including water licences.

The fair value of planted macadamia trees per hectare is recorded at cost.

The assumed fair value of almond trees was \$68,340 per hectare, mango trees \$26,000/hectare, citrus trees \$24,000 - \$57,900/hectare, dried fruit vines \$23,460 - \$35,460/hectare and macadamia trees \$48,500 - \$68,500/hectare, each inclusive of orchard/vineyard land, trellis and irrigation infrastructure, excluding water.

(c) Financial risk management strategies

The lessee and sub-lessees are responsible for all operating costs relating to the Fund's properties, including those related to agricultural assets, and they are the sole beneficiaries of the produce from those agricultural assets. The Fund's sole income from its investment properties (including agricultural assets) is rental revenue received under its long-term leases.

Several of the leases give the tenant the right to terminate the leases should the underlying property be adversely affected by natural disaster or disease. The Directors assess risks associated with the properties and obtain insurance coverage where appropriate and cost effective.

(d) Assets pledged as security

Refer to Note 15(a) for information on agricultural assets and other assets pledged as security by the Fund.

(e) Contractual obligations

The Fund has committed to purchasing agricultural assets at a cost of \$1.7 million as at 30 June 2024 (2023: \$1.7 million).

14 Trade and other payables

The following table details the trade and other payables by the Fund at the end of the reporting period:

	2024	2023
	\$	\$
Sundry creditors and accruals	1,191,632	1,187,925
Rent received in advance	-	640,099
	1,191,632	1,828,024

15 Interest bearing liabilities

	30 June 2024	30 June 2023
	\$	\$
Non-current		
Secured:		
Tractor Loan	279,472	405,259
Cash Advance Loan Facility ⁽¹⁾	191,000,000	169,500,000
Unamortised borrowing costs	(27,403)	(46,785)
Total non-current interest bearing liabilities	191,252,069	169,858,474

⁽¹⁾ At 30 June 2024 the Facility had a limit of \$200 million and a maturity date of 4 December 2025.

(a) Assets pledged as security

The bank facilities are secured by a registered first mortgage over the properties and water licences owned by the Fund.

The carrying amounts of assets pledged as security are:

Investment properties	350,368,492	330,038,846
Water licences	9,377,586	9,377,586
Agricultural assets	57,856,788	50,295,655
	417,602,866	389,712,087

(b) Financing arrangements

The Fund had the following loan facilities available at year-end:

Facility Limit	200,000,000	180,000,000
Drawn amount	(191,000,000)	(169,500,000)
Undrawn facility	9,000,000	10,500,000

(c) Covenants

The covenants over the Cash Advance Loan Facility require an interest cover ratio of greater than 1.75 times (2023: 2.5 times) and a loan to market value of investment properties ratio of less than 65% (2023: 65%). The Fund was in compliance with its covenants as at 30 June 2024 and 30 June 2023.

16 Finance Leases

Finance Lease Receivable

Opening Balance	459,864	497,568
Commencement of Cobbitty glasshouse head lease	323,450	-
Present value of rent receivable offset against finance lease liability	(55,474)	(28,985)
Interest revenue on finance lease receivable	(12,862)	(8,719)
Closing Balance	714,978	459,864

The following table sets out the maturity analysis of lease receivables:

Less than one year	70,263	36,398
Greater than one year	644,715	423,466
	714,978	459,864

16 Finance Leases (continued)

Finance Lease Liability

Opening Balance	(459,864)	(497,568)
Commencement of Cobbitty glasshouse head lease	(323,450)	-
Present value of rent receivable offset against finance lease liability	55,474	28,985
Interest revenue on finance lease receivable	12,862	8,719
Closing Balance	(714,978)	(459,864)

The following table sets out the maturity analysis of lease payables:

Less than one year	(70,263)	(36,398)
Greater than one year	(644,715)	(423,466)
	(714,978)	(459,864)

17 Contributed equity

Movement Year ended 30 June 2023

	Number of units	\$
Opening Balance	180,800,016	138,338,798
Issue of new Ordinary units – Dividend Reinvestment Plan	4,856,305	5,978,661
Closing Balance	185,656,321	144,317,459

Movement Year ended 30 June 2024

Opening Balance	185,656,321	144,317,459
Issue of new Ordinary units – Dividend Reinvestment Plan	4,038,792	4,956,958
Redeemed Units – Withdrawal Facility	(551,064)	(646,893)
Closing Balance	189,144,049	148,627,524

As stipulated in the Fund's Constitution, each unit represents a right to an individual unit in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

Capital management

The objective of the Fund is to provide unitholders with regular tax advantaged income distributions and moderate capital growth over the longer term. The Fund aims to achieve this objective mainly through investing in property and infrastructure assets used in the primary production industry, with a particular focus on Australian horticulture.

The Fund aims to invest to meet the Fund's investment objectives while maintaining sufficient liquidity to meet its commitments. The Responsible Entity regularly reviews the performance of the Fund, including asset allocation strategies, investment and operational management strategies, investment opportunities, performance review, and risk management.

18 Accumulated profits

	2024	2023
	\$	\$
Movements in accumulated profits were as follows:		
Opening accumulated profits/ (losses)	54,010,520	58,307,875
Net profit for the year	14,232,467	10,372,054
Distribution paid or payable	(15,027,104)	(14,669,409)
Transfer of reserve to retained earnings	-	-
Closing accumulated profits	53,215,883	54,010,520

19 Related party disclosures

	2024	2023
	\$	\$
Responsible entity		
The Responsible Entity or its related parties are entitled to receive fees from the Fund, or in relation to the Fund, in accordance with the Fund's Constitution.		
The following transactions occurred with Arrow Funds Management Limited as the Responsible Entity or its related parties:		
Management fees paid or payable by the Fund to the Responsible Entity	4,174,099	3,943,460
Asset management fees paid or payable by the Fund to:		
Agri Management Pty Ltd ⁽¹⁾	490,815	489,482
Compliance services paid or payable to Compliance Risk Services Pty Ltd ⁽²⁾	25,000	30,000
Aggregate amounts payable at the end of the year to Arrow Funds Management Limited as the Responsible Entity or its related parties:		
Responsible Entity – management fee	3,291	6,420

⁽¹⁾ Agri Management Pty Ltd is a director related party.

⁽²⁾ Compliance Risk Services Pty Ltd is a director related party.

Key management personnel

(a) Directors

Key management personnel include the following two directors of Arrow Funds Management Limited, who each held office throughout the financial year:

Andrew Ashbolt
Matthew Reid

No compensation was paid directly by the Fund to any key management personnel of the Responsible Entity. Payments made by the Fund to the Responsible Entity do not specifically include any amounts attributable to the compensation of key management personnel.

An independent director of Arrow Funds Management Limited, Murray Jones, also acts as Chairman of the Compliance Committee and was paid a total of \$15,798 by the Fund for undertaking that role during the year ended 30 June 2024 (2023: \$15,337).

An alternative director of Arrow Funds Management Limited, Gerald O'Byrne, also acts as an independent member of the Compliance Committee. He was paid a total of \$10,000 by the Fund for undertaking that role during the year ended 30 June 2024 (2023: \$10,000).

(b) Key management personnel loan disclosures

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period.

(c) Other transactions with the Fund

No key management personnel have entered into a material contract with the Fund during the financial year and there were no material contracts involving key management personnel's interests existing with the Fund at year end.

19 Related party disclosures (continued)

(d) Related party unit holdings

The following related parties held units in the Fund during the financial year:

	Distributions paid/payable by the Fund		Unit holding		Interest held	
	2024	2023	2024	2023	2024	2023
	\$	\$	Units	Units	%	%
Agri Investments Pty Ltd / Agri Management Pty Ltd	880,000	880,000	11,000,000	11,000,000	5.8%	5.9%
AH & RH Ashbolt / Superflete Pty Ltd	333,421	314,006	4,231,072	4,051,305	2.2%	2.2%
Reid Advisory Pty Ltd	60,056	63,495	751,765	738,647	0.4%	0.4%
MJJ Nominees Pty Ltd	61,285	55,618	800,956	727,234	0.4%	0.4%

20 Reconciliation of profit to net cash inflow from operating activities

	30 June 2024	30 June 2023
	\$	\$
Profit for the year	14,232,467	10,372,054
Straight lining adjustment on rental income	(1,240,124)	(1,338,670)
Amortisation of borrowing costs	19,382	14,514
Net changes in fair value of investment properties	(1,750,845)	1,810,861
Depreciation of agricultural assets	1,438,046	1,414,346
Depreciation on Plant & Equipment	558,928	453,287
Amortisation of lease incentive	641,261	-
(Gain on Revaluation)/Loss on impairment of assets	(73,737)	(95,216)
Net gain on fixed assets	(45,270)	-
Net (gain)/loss on derivative financial instruments	1,128,776	(381,506)
Changes in operating assets and liabilities:		
(Increase)/ decrease in receivables and prepayments	291,994	1,086,582
(Decrease)/increase in payables	(636,392)	167,940
Net cash inflow from operating activities	14,564,486	13,504,192

21 Contingent assets and liabilities

There were no outstanding contingent assets or liabilities as at 30 June 2024 (2023: Nil).

22 Events occurring after the reporting period

On 18 July 2024, the Fund's tenant of its Cobbitty Glasshouse, Green Camel Pty Ltd, went into Voluntary Administration. The Cobbitty Glasshouse was the only business activity carried on by Green Camel. Arrow is now working closely with the Administrators to ensure that the Cobbitty Glasshouse remains open for business, so that a new tenant can commence operations as soon as possible. Arrow will be funding the Administrators and receiving rent as from 25 July 2024.

The Directors are not aware of any other matter or circumstance that has arisen since 30 June 2024 that has significantly affected, or may significantly affect, the Fund's operations, the results of those operations or the state of the affairs of the Fund in future financial years, other than those matters stated in this report.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 30 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2024 and of its performance for the financial year ended on that date, and
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable, and
- (c) Note 2(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Andrew Ashbolt
Director

Melbourne
22 August 2024

Independent Auditor's Report

To the Members of Arrow Primary Infrastructure Fund

Report on the audit of the financial report

Opinion

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

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

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

Basis for opinion

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

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

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

The Directors are responsible for the other information. The other information comprises the information included in the Fund's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the financial report

The directors of the Fund are responsible for the preparation of:

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

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

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

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

Auditor's responsibilities for the audit of the financial report

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

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



B A Mackenzie
Partner – Audit & Assurance

Melbourne, 22 August 2024