Navigator Global Investments Limited (ASX:NGI)

ASX Appendix 4E

For the year ended 30 June 2024

Results for announcement to the market

Amounts in USD'000

Results in brief (all comparisons to the year ended 30 June 2023)				**30 June 2024**
Revenue from ordinary activities	Up	49%	to	**276,284**
Earnings before interest, tax, depreciation and amortisation	Up	73%	to	**94,805**
Adjusted Earnings before interest, tax, depreciation and amortisation[1]	Up	85%	to	**90,507**
Profit from ordinary activities after tax attributable to members	Up	87%	to	**66,305**
Net profit for the period attributable to members	Up	87%	to	**66,305**

The increase in profit and Adjusted Earnings is primarily driven by incremental earnings associated with the Strategic Portfolio of investments ('the Portfolio'). A transaction to complete the acquisition of the full ownership in the Portfolio settled on 3 January 2024, and this entitled the Group to 100% of the distributions received from the Portfolio during the 2024 financial year.

			30 June 2024	**cents**
Basic earnings per share (cents) – statutory basis (based on the weighted average number of shares on issue over the period)	Up	16%	to	**16.62**

[1] Adjusted earnings before interest, tax, depreciation and amortisation (EBITDA) is a non-IFRS financial information and is not subject to audit procedures, and does not represent profit in accordance with Australian Accounting Standards. This measure is intended to show the Group's performance before the impact of non-operating items such as changes in fair value of financial assets and liabilities and non-recurring items. Refer to table on page 2 for reconciliation of EBITDA to Adjusted EBITDA results.

Dividends	**Amount per ordinary share**	**Franked %**	**Conduit foreign income %**
Final 2023 dividend per share (paid 6 October 2023)	US 3.0 cents	0%	100%

The directors have determined an unfranked interim dividend of US 3 cents per share (with 100% conduit foreign income credits).
The dividend dates are:

Ex-dividend date:	12 September 2024
Record date:	13 September 2024
Payment date:	27 September 2024

NGI dividends are determined in US dollars. However, shareholders will receive their dividend in Australian dollars. Currency conversion will be based on the closing foreign exchange rate on the record date of 13 September 2024.

Dividend Policy

The Company dividend policy is to pay a final dividend of US 3 – 4 cents per share which will be unfranked but may have conduit foreign income credits attached. The payment of dividends will be subject to customary corporate, legal and regulatory considerations. This policy allows the NGI Group to continue directing a significant portion of cash generated from operations toward supporting the continued growth of the business.

The Board will continue to review the dividend policy in respect of the Group's future cash flow commitments and requirements. The payment of dividends will be subject to corporate, legal and regulatory considerations. A dividend reinvestment plan does not operate in respect to dividends of the Company.

Net tangible assets	**30 June 2024**	30 June 2023
Per ordinary share	USD 111.34 cents	USD 121.70 cents

Net tangible assets have been impacted in the current year by a significant issue of the Company's shares during the period. The Group's right-of-use asset recognised under AASB 16 Leases are included in the Net tangible assets calculated.

Navigator Global Investments Limited (ASX:NGI)

ASX Appendix 4E

For the year ended 30 June 2024

Results for announcement to the market (continued)

Details of joint ventures and associates	30 June 2024	30 June 2023
Longreach Alternatives Ltd	34.06%	34.06%
GROW Investment Group	5.40%	5.84%

Reconciliation to Adjusted EBITDA [1]	30 June 2024	30 June 2023
	Amounts in USD'000	
Earnings before interest, tax, depreciation and amortisation	**94,805**	**54,742**
Additional cash payments made for office leases (net)	(4,350)	(3,121)
Changes in fair value of assets and liabilities	(3,450)	(4,380)
Non-recurring revenue, transaction costs and debt restructuring expenses & advice	2,427	863
Equity settled share based payments	1,075	839
Adjusted Earnings before interest, tax, depreciation and amortisation[1]	**90,507**	**48,943**

[1] Adjusted earnings before interest, tax, depreciation and amortisation (EBITDA) is non-IFRS financial information and is not subject to audit procedures, and does not represent profit in accordance with Australian Accounting Standards. This measure is intended to show the Group's performance before the impact of non-operating items such as changes in fair value of financial assets and liabilities and non-recurring items.

Additional Appendix 4E requirements can be found in the Directors' Report and the 30 June 2024 Annual Report and accompanying notes.

This report is based on the 30 June 2024 Annual Report (which includes consolidated financial statements reviewed by Ernst & Young).

Navigator
GLOBAL INVESTMENTS

2024 ANNUAL REPORT

Navigator Global Investments Limited
and its controlled entities
ABN 47 101 585 737

Securities Exchange Listing

Navigator Global Investments Limited
shares are listed on the Australian Securities Exchange
(ASX Code: NGI)

Website

www.navigatorglobal.com.au

Directors

Michael Shepherd
Nicola Meaden Grenham
Suvan de Soysa
Sean McGould
Stephen Darke (appointed 30 October 2023)
Lindsay Wright (appointed 7 November 2023)
Marc Pillemer (appointed 28 February 2024)
Cathy Hales (resigned 30 October 2023)

Company Secretary

Amber Stoney

Registered Office

Level 21, 10 Eagle Street
Brisbane QLD 4000

Principal Office

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Toowong QLD 4066
+61 7 3218 6200

Share Registrar

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
Locked Bag A14
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1300 554 474
+61 2 8280 7111
www.linkmarketservices.com.au

Auditor

Ernst & Young
Level 51, 111 Eagle Street
Brisbane QLD 4000

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Unless otherwise indicated, the numbers in this annual report have been presented in US Dollars (USD)

2024 Snapshot

USD 90.5 million
AUD 138.0 million[2]

Adjusted EBITDA[1]
▲ 85% on pcp

53%

Adjusted EBITDA margin
42% in pcp

USD 74.9 billion
AUD 112.5 billion

Firm Level AUM[3]
▲ 5% on pcp

USD 26.2 billion
AUD 39.4 billion

Ownership-adjusted AUM[4]
▲ 3% on pcp

Notes

1. This is an unaudited non-IFRS measure and is intended to show the Group's core operating performance. Refer to page 11 for further details
2. AUD Adjusted EBITDA is converted at an average AUD:USD exchange rate for the 12 months to 30 June 2024 of 0.6557.
3. Firm level AUM represents the aggregate AUM of all partner firms without adjusting for NGI's level of ownership in each firm
4. Ownership-adjusted AUM represents the sum of Navigator's proportional ownership applied to each partner firm's AUM. AUD ownership-adjusted AUM has been converted at a 30 June 2024 AUD:USD exchange rate of 0.6657.

Letter from the Chairman

Dear Shareholders

Navigator Global Investments Limited ("Navigator" or "NGI") undertook another transformative transaction during this year, completing the acquisition of all remaining interests in the six managers stakes acquired in 2021 from Blue Owl, two and a half years ahead of the original scheduled settlement date.

This was an important transaction which significantly contributed to stronger financial result for the 2024 financial year, and which has allowed Navigator to strengthen its balance sheet and put in place a credit facility which will support our ability to execute our growth strategy through additional investment activity.

Early settlement of the 2026 redemption liability

Under the terms of the transaction, Navigator early settled its existing 2026 obligation with its major strategic shareholder, GP Strategic Capital ("GPSC", a platform of Blue Owl (NYSE: OWL) to acquire these remaining interests in the NGI Strategic Portfolio. The transaction delivers the full earnings of the NGI Strategic Portfolio two years earlier than under the previous deal terms, and for the 2024 financial year this equated to an additional $34.3 million of distribution income earned by Navigator.

The transaction received strong support from shareholders, with 95% of votes cast at the Annual General Meeting held on 27 October 2023 in favour of the transaction. Once all required regulatory approvals were obtained, the Company completed a non-underwritten entitlement offer which had a 93% take up rate. As a result of the transaction, Navigator issued a total of 245 million new shares, 178 million of which were issued to GPSC Affiliates. Following settlement of the transaction, GPSC Affiliates' has a voting interest of 46.3% in the Company and a 52.2% economic interest in the Company.

Financial results

Navigator delivered a record Adjusted EBITDA for 2024 of USD 90.5 million, an 85% increase on the prior year result. Taking into account all the convertible notes and the shares on issue as at the end of financial year (unweighted), this equated to a 2% increase in Adjusted EBITDA per share to US 16.5 cents per share.

The business performed strongly over the last financial year despite the ongoing market volatility. These market conditions have proven the value of our diversified portfolio of partner firms, demonstrating how this largely uncorrelated group of high-quality global businesses can deliver strong financial outcomes for our shareholders across varied global market conditions.

In accordance with our stated dividend policy, the Board has determined that a dividend of US 3.0 cents per share will be paid in relation to Ordinary Shares and the Convertible Notes on 27 September 2024.

Senior leadership team

Following the announcement of the transaction, Navigator implemented some key changes to the leadership team to both augment our senior resources, and allow a greater focus on both the Lighthouse and NGI Strategic businesses. We believe that this strengthening of senior executive team ensures that Navigator is well placed to execute on future growth initiatives.

We welcomed a new NGI CEO, Stephen Darke, in October 2023. Stephen has an extensive background in the alternative asset management sector. Being based in Sydney, he brings an increased presence in Australia to facilitate pro-active local engagement, deepening Navigator's bandwidth for executing our strategy.

With Stephen's appointment, Sean McGould, who previously acted as both Navigator and Lighthouse CEO, has refocussed his role around the continued evolution and expansion of the Lighthouse business. Lighthouse's hedge fund products have the opportunity to continue to build scale, and to develop additional products that will add to our success. We thank Sean for his leadership over the past 15 years, as his vision has been key in evolving Navigator into the diversified platform of alternative managers that it is today. Sean continues in his role as an executive director of the Navigator Group, and remains a significant shareholder.

At the beginning of the financial year Ross Zachary was appointed as NGI Chief Investment Officer and is Head of NGI Strategic Investments. Having commenced with Navigator in 2016, Ross has been instrumental in the Company establishing the NGI Strategic business by identifying and executing what have been transformative transactions over the past several years, and continues to oversee the portfolio and explore opportunities for Navigator to diversify and grow through acquisitions.

Board and governance

The Board has seen some changes over the past year, with a number of new directors appointed over that time.

With his appointment as Navigator CEO, Stephen Darke was also appointed a director in October 2023. Joining the Board at that time is new independent non-executive director, Lindsay Wright. Following the early settlement of the redemption liability, Marc Pillemer joined the board in March 2024 as a nominee director of GPSC Investor in accordance with their rights under the Shareholder Agreement in place with the Company.

Cathy Hales resigned her director position in October 2023 in order for her to undertake a full time executive role at another organisation. Whilst her time at Navigator was relatively short, we are grateful for the knowledge and expertise she bought to the Navigator board during her tenure, and whish her the best in her future endeavours.

The board currently comprises seven directors based around the world, four of whom are independent. Its members represent a broad range of skills and experience which are important for supporting sustained growth of the Navigator business and continuing to diversify our exposure across the alternative asset management sector globally.

Pursuing our strategy for growth

The strong momentum of the Navigator business is made possible through the efforts of our dedicated staff, who continue to demonstrate focus and drive to achieve results for shareholders. The Board extends our appreciation for all the hard work which has led to another successful year in the Navigator growth story. It is exciting to see the continuing evolution and growth of our business. We also thank our new and existing shareholders for supporting us during what has been an eventful year in our growth.

Michael Shepherd, AO
Chairman

27 August 2024

Letter from the CEO

Dear Shareholders

FY24 has been a year where Navigator has continued to progress its goal to build the leading ASX-listed alternative asset management firm, exclusively focused on partnering with leading asset managers globally.

Having joined the business in October 2023, I am excited to have joined such a dynamic team and look forward to helping to shape Navigator's continued growth and success.

Our business model of owning a diversified portfolio of established and high-quality managers (Partner Firms), enabled us to deliver a record profit result in FY24, ahead of our upgraded guidance. We also completed the transformational acquisition of the full interests in the NGI Strategic Portfolio that establishes a strong platform for continued growth for Navigator in FY25 and beyond.

Assets under management

Assets under management (AUM) and sustainable investment performance underpin the profitability of any asset management business.

This year, Navigator's ownership adjusted AUM grew by 3% on FY23 to USD 26.2 billion.

The key driver of growth was investment performance, with our partner firms delivering strong relative and absolute returns, continuing their successful long-term track record.

The capital raising environment was challenging across the industry, particularly in the second half of the year, and despite the strong investment performance achieved by our Partner Firms, net inflows were modest.

NGI Strategic Investments

NGI Strategic Investments Division, established in 2021, comprises minority interest stakes in the management companies of high quality alternative asset managers.

As at 30 June 2024, NGI Strategic Investments had USD 58.3 billion of aggregate AUM, representing USD 10.4 billion of AUM to the NGI Group on an ownership adjusted basis.

The 4% increase in aggregate AUM over the 2024 financial year was driven by strong investment performance, whilst organic growth of the NGI Strategic Portfolio managers was more challenged, with net outflows in the second half. This is reflective of broader fundraising conditions in the alternative asset sector, especially in liquid alternatives.

It is important to consider Partner Firm growth across a long timeframe, with most of the NGI Strategic Investments' strategies having lengthy institutional sales cycles.

Our Partner Firms are well placed to add AUM through new mandates and product launches over the medium term. During the year we saw the establishment of new strategies across the portfolio.

The strong investment performance by our Partner Firms in the first six months of the 2024 calendar year creates a strong foundation to deliver another year of good performance and profit distributions. Market volatility is typically beneficial for quality alternative investment firms to generate returns, particularly hedge funds.

Operating result

NGI Strategic Investments delivered a strong result to the Navigator Group with Adjusted EBITDA of $68.6 million, representing a margin of 94% on its total revenues.

NGI Strategic Investments earned $73.0 million of distribution income for the year, up 130% compared to $31.8 million in the prior year. This increase was driven by the additional $34.3 million received from the six managers in the NGI Strategic Portfolio following the settlement of the transaction on 3 January 2024.

In addition, higher distributions were received from our Private Markets partner firms, which delivered $11.5 million this year (2023: $5.0 million), demonstrating resilient performance in what have been some challenging conditions for the US real estate market.

This was a robust result and represents a third year of strong, consistent profit distributions by our NGI Strategic Partner Firms. With the aggregate amount of distributions received for the 2024 financial year being above our initial expectations, it highlights the value of portfolio diversification, as well as the earnings power that a well constructed portfolio of quality asset alternative asset managers can generate for shareholders.

Lighthouse Investment Partners

Lighthouse Investment Partners, LLC ('Lighthouse') is a USD15.8 billion global diversified alternative asset management firm with more than two decades of delivering competitive risk-adjusted returns and innovative solutions to investors.

While overall AUM growth was relatively flat at 2% for the financial year, the Lighthouse business delivered Adjusted EBITDA of $25.7 million, an increase of 18% on the prior year, and reflecting an operating margin of 26%.

Underpinning this result was $84.2 million of management fees, a 10% increase on the prior year. Lighthouse also saw an improvement in performance fees, earning $11.9 million for the 2024 financial year, an increase of 72%.

Lighthouse continues its business transformation towards hedge fund strategies, which has resulted in growth in management fee yield. As the business continues to evolve, we expect the proportion and quantum of AUM in Hedge Funds to continue to increase, generating higher management fees scaling the potential for performance fees.

Lighthouse is focussed on both developing new products, as well as ensuring client retention and growth in its legacy strategies. Lighthouse has maintained positive relationships with clients associated with that business and continues to focus efforts to deliver even greater value across the firm to those relationships.

The strong 2024 calendar year performance to date across its strategies should support organic AUM growth over the medium term, even in a challenging fundraising environment.

Compensation trends

The alternative asset management sector, particularly for United States based firms, is a highly competitive space for attracting and retaining talent, with increased competition for high performing portfolio managers and Chief Investment Officers of multi strategy platforms. This is particularly the case for those with track records generating risk-adjusted returns.

In light of these competing market dynamics, Lighthouse has been reviewing its remuneration arrangements resulting in increased compensation for the Lighthouse investment team, including for the Lighthouse CEO, to bring them in line with market. This also reflects Lighthouse's improved financial results and strong investment performance.

Outlook

Both our NGI Strategic Investments and Lighthouse businesses are well placed to continue to grow and to deliver sustained operating results.

With our proven track record, strong balance sheet and flexible credit facility in place, we are actively evaluating opportunities for new investments which will further diversify our portfolio of Partner Firms, delivering additional and resilient earnings and cash flow to our business.

This is an exciting time for Navigator. We are providing growth capital structure solutions for alternative asset managers globally, operating in an environment with significant secular tailwinds.

I am excited to be on this journey with our shareholders as we continue to grow and maximise value. I am confident in the trajectory of Navigator and, on behalf of the management team, thank you for your support as shareholders over the past twelve months.

Stephen Darke
Chief Executive Officer

27 August 2024

DIRECTORS' REPORT

The Directors present their report together with the financial statements of the Group comprising Navigator Global Investments Limited ('Navigator' or 'the Company') and its subsidiaries for the year ended 30 June 2024 and the auditor's report thereon.

Board of Directors

The Directors of the Company at any time during the interim period and up to the date of this report are as follows:

Director Name	Position	Date appointed	Date resigned
Michael Shepherd	Independent Chairman & Non-executive Director	16 December 2009	
Stephen Darke	Executive Director & NGI Chief Executive Officer	30 October 2023	
Sean McGould	Executive Director & Lighthouse Chief Executive Officer	3 January 2008	
Nicola Grenham	Independent Non-executive Director	8 October 2020	
Suvan de Soysa	Independent Non-executive Director	22 September 2021	
Lindsay Wright	Independent Non-executive Director	7 November 2023	
Marc Pillemer	Non-executive Director	28 February 2024	
Cathy Hales	Independent Non-executive Director	22 March 2022	30 October 2023

Company secretary

Ms Amber Stoney BCom (Hons) CA holds the position of company secretary. Ms Stoney has held this position for much of her tenure at Navigator, specifically for the periods 15 March 2007 to 20 November 2008, 18 July 2011 to 9 May 2016 and from 27 June 2016 to the present. Ms Stoney is also the Chief Financial Officer of Navigator.

Principal Activities

Navigator is dedicated to partnering with well established alternative investment firms globally

The Group's strategy is to invest in a range of diversified alternative asset management companies, through partnering with leading management teams who operate institutional quality businesses globally. The minority interest investments held complement the provision of investment management products and services to investors globally through wholly owned subsidiary Lighthouse Investment Partners, LLC.

Navigator operates a business which is broader and more diversified than ever before. Our performance is driven by high quality earnings diversified across product, client type, geography and positioned with the financial resources and capabilities to drive strong long-term growth. Our focus is on sectors of the asset management industry experiencing strong growth and high barriers to entry.

We look for opportunities which provide exposure to asset management businesses for our shareholders and look to achieve this with flexible ownership and operating structures. After two very active years of making minority stake investments in alternative asset managers, Navigator provides access to the earnings of a range of high quality managers to complement our inhouse hedge fund business:

Lighthouse	Hedge Fund Solutons	LIGHTHOUSE	**Investment Strategy:** A hedge fund that strategically allocates capital to unaffiliated investment managers and Lighthouse's platform hedge fund strategies. **Investment Services:** Providing managed account services globally to institutional investors with turnkey solutions customised to their needs.
Lighthouse	Hedge Funds	NORTH ROCK	**Investment Strategy:** An equity based absolute return strategy with a low correlation to public equity markets.
Lighthouse	Hedge Funds	MissionCrest	**Investment Strategy:** An absolute return strategy with multi-portfolio managers that focuses on macro discretionary and systemic strategies.
NGI Strategic Investments	NGI Strategic Portfolio	BARDIN HILL INVESTMENT PARTNERS	**Investment Strategy:** Core competencies in public and private credit, collateralized loan obligations, and event-driven equities.
NGI Strategic Investments	NGI Strategic Portfolio	capstone	**Investment Strategy:** A global, alternative investment management firm operating across a broad range of derivatives-based strategies with a deep understanding of volatility.
NGI Strategic Investments	NGI Strategic Portfolio	CFM INSIGHT.DATA.CLARITY.	**Investment Strategy:** Global quantitative and systematic asset management firm applying a scientific approach to finance.
NGI Strategic Investments	NGI Strategic Portfolio	MKP CAPITAL MANAGEMENT	**Investment Strategy**: Discretionary Global macro strategy using top-down fundamental approach.
NGI Strategic Investments	NGI Strategic Portfolio	PINNACLE ASSET MANAGEMENT L.P.	**Investment Strategy:** Global commodities specialist platform with exposure to energy, metals and agricultural sectors.
NGI Strategic Investments	NGI Strategic Portfolio	Waterfall	**Investment Strategy:** Global alternative investment manager focused on specialty finance opportunities within asset-backed credit, whole loans, real assets, and related strategies.
NGI Strategic Investments	Private Markets	MARBLE CAPITAL	**Investment Strategy**: US based asset manager specialising closed-ended private equity style funds which provide capital solutions for high quality multifamily developers and operators in markets experiencing population growth and undersupply of housing.
NGI Strategic Investments	Private Markets	INVICTUS CAPITAL PARTNERS	**Investment Strategy**: US based asset manager specialising in opportunistic credit strategies across the spectrum of real estate debt investments, including high-yielding and distressed bonds and loans.
NGI Strategic Investments	Private Markets	LONGREACH ALTERNATIVES	**Investment Strategy**: Australian based asset manager specialising in a variety of alternative asset classes such as private credit, energy, sustainable seafood and quantitative market neutral equities.
NGI Strategic Investments		GROW Investment Group	**Investment Strategy**: A China based multi strategy multi asset management company whose goal is to capitalise on opportunities in the Chinese asset management industry and the continued evolution of China's markets.

Review of Operations

The 2024 financial year has been marked by growth in both assets under management and revenue across the Navigator business. Of particular note:

- Ownership adjusted Group AUM of $26.2 billion comprising of $15.8 billion from Lighthouse and $10.4 billion from NGI Strategic Investments which is an increase of $0.7 billion over the financial year.
- Navigator delivered Adjusted EBITDA of $90.5 million a 85% increase on the prior year (with statutory EBITDA of $94.8 million, up 73%).
- NGI Strategic Investments delivered another strong year, earning $61.4 million in distributions from the six managers in the NGI Strategic Portfolio, an increase of $34.6 million. In addition, distributions from Private Market partner firms were $11.5 million, a 132% increase on the prior year.
- Lighthouse management fee revenue has increased 10% to $82.4 million (2023: $76.7 million) resulting from higher average assets under management during the year and an improvement in the average management fee rate.
- Lighthouse performance fee revenue for the year was $11.9 million (2023: $6.9 million), an increase of $5.0 million on the previous financial year and showing recovery of most products to end above highwatermarks following a difficult period in markets over the 2023 financial year. Lighthouse funds performed well in the second half of the 2024 financial year.
- Employee expenses, excluding termination costs, increased 13% this year, with the increase driven mainly by higher variable compensation. The addition of the new Group CEO and changes to some senior executive compensation was a large contributor to the increase.
- Operating expenses, net of fund reimbursement expenses and other adjustments increased by $1.3 million or 9% on the prior year. The key driver of the increase was higher occupancy costs from new office premises, as well as higher expenses from third party distribution costs, which is consistent with growth in management fee revenue.
- Non-operating expenses were $7.8 million for the year, reflecting costs incurred on the transaction to settle the redemption liability, debt restructuring expenses, other expenses incurred in diligencing potential investment opportunities, and redundancy costs associated with a repositioning of the managed account services business within Lighthouse.

Navigator Group results 2024

Adjusted EBITDA of **$90.5 million** ▲ 85%

Presentation of the Group's results is an unaudited non-IFRS measure intended to show the Group's core operating performance before the impact of depreciation, amortisation, non-operating items such as net interest income/costs and non-recurring items. Net profit before and after income tax reconciles to the income statement on page 41.

	Consolidated USD (millions)		
	2024	**2023**	Increase / (decrease)
Management fee revenue	84.2	76.7	10%
Performance fee revenue	11.9	6.9	72%
Revenue from reimbursement of fund operating expenses	172.7	96.6	79%
Net distributions from strategic investments	73.0	31.8	130%
Other revenue & income	8.2	5.4	56%
Total revenue & income	**350.0**	**217.4**	**61%**
Employee expense	(62.8)	(55.6)	13%
Reimbursable fund operating expenses	(167.8)	(94.5)	78%
Other operating expenses[1]	(18.4)	(15.6)	19%
Total operating expenses[1]	**(249.0)**	**(165.7)**	**50%**
Result from operating activities[1]	**101.0**	**51.7**	**95%**
Net finance income/(costs) excluding interest	1.6	3.9	(59%)
Non-operating expenses	(7.8)	(0.9)	767%
Earnings before interest, tax, depreciation and amortisation (EBITDA)	**94.8**	**54.7**	**73%**
Basic EBITDA per share	23.8 cents	22.2 cents[2]	7%
Net interest expense	(5.4)	(5.1)	6%
Depreciation and amortisation	(7.5)	(5.6)	34%
Profit before income tax	81.9	44.0	86%
Income tax expense	(15.6)	(8.5)	84%
Net profit after income tax	**66.3**	**35.5**	**87%**
Adjustments (unaudited)			
EBITDA	94.3	54.7	73%
1 Net cash payments made for office leases	(4.4)	(3.1)	40%
2 Unrealised changes in fair value of assets and liabilities	(3.4)	(4.4)	(22%)
3 Non-recurring revenue, transaction costs and debt restructuring expenses & advice	2.4	0.9	196%
Equity settled share based payments	1.1	0.8	38%
Adjusted EBITDA (unaudited, non-IFRS measure)	**90.5**	**48.9**	**85%**
Basic Adjusted EBITDA per share	22.7 cents	19.8 cents	15%

1 Excludes interest, depreciation and amortisation so as to present the Group's core operating activities.

2 Recalculated as a result of the rights issue in the current year using the same concepts as earnings per share in Note 8.

1 Net cash lease payments made during the year are adjusted against EBITDA so that it represents a closer measure of the annual cash operating cost associated with the Group's various office premises leases following adoption of AASB 16 *Leases*.

2 Add back of unrealised gains and losses associated with financial assets and liabilities measured at fair value through profit and loss primarily relate to NGI Strategic Portfolio investments and the associated redemption liability prior to its extinguishment.

3 Transaction costs for the current and prior period are associated with early settlement of the 2026 redemption payment on Strategic Portfolio investments. Additionally non-recurring costs were incurred to expand and extend the Group's debt facility. Non-recurring revenue relates to recovery of certain pass through costs which are uncertain to be incurred in future years.

Revenues

FY2024 saw an increase in all key revenue items, with the NGI Strategic Portfolio Settlement being the main contributor to growth.

Distribution income

The majority of income from NGI Strategic Investments was derived from the NGI Strategic Portfolio, which paid $61.4 million of gross distributions during the 2024 financial year (FY2023: $61.9 million).

With the settlement of the NGI Strategic Portfolio transaction, all distribution income is earnt by Navigator, whereas in the prior year $35.0 million was paid to Blue Owl in accordance with the profit sharing arrangements in place for FY2023.

Since acquisition, the NGI Strategic Portfolio has significantly outperformed expectations based on pre-acquisition historical earnings. Historical distributed earnings of the Portfolio between calendar years 2015 and 2021 ranged between $19.6 million and $52.3 million, and averaged at $34.2 million. In the three years since acquisition, gross distributions have averaged $64.7 million, demonstrating both growth in AUM and underlying management fee revenue, as well as reflecting consistently solid performance across most of the partner firms.

The managers in the NGI Strategic Portfolio have generally continued to perform well over calendar year 2024 to date. However, we highlight that the performance fees earned by these managers are variable in nature and it is not possible to predict with any certainty what future distributions will be.

The Private Markets firms also delivered higher distributions this year, with Navigator receiving $11.5 million for FY2024 (2023: $5.0 million) with approximately 40% of these distributions representing proceeds from crystallisation of carried interests and General Partner interests in relevant funds.

Management fees

Management fees for the 2024 financial year were $84.2 million, an increase of $7.5 million or 10% on the prior year.

The increase in management fees is the result of both an increase on the average management fee rate to 0.54%pa (2023: 0.52%pa), as well as a 6% increase in average AUM of $15.6 billion for FY2024 (2023: $14.8 billion).

The average management fee rate represents the blended net management fee rate across all AUM. While there are a number of factors which impact the average management fee rate across periods, the main driver is the relative proportion of AUM invested across the various product lines.

Performance fees

The Group earns performance fees on select portfolios. The fees represent an agreed share of investment outperformance of a fund or portfolio over a defined benchmark and/or high-water mark and may be subject to hurdles. Performance fee rates range from 10%-20% depending on the fund.

The financial year delivered performance fees of $11.9 million (2023: $6.9 million). The $5.0 million of additional performance fees reflect strong performance across a number of funds in the second half of the financial year and which have performance fee periods crystallising in that period.

Performance fees are variable in nature, and it is difficult to forecast how much, if any, performance fee revenue will be earned in future periods.

Fund reimbursement revenue and expenses

Since 1 January 2021, Lighthouse has been rolling out the implementation of a pass through expense model across relevant funds. This pass through model fee structure is now common as compared to legacy fee structures which traditionally charged a 1.5-2.0% management fee plus a 15-20% performance fee.

As the relevant products obtain sufficient scale, Lighthouse is able to establish fund share classes which have a low or nil management fee, a performance fee and which can absorb passed through fund operating expenses. These fund operating costs can include the compensation cost of dedicated staff (such as portfolio managers and analysts) as well as external services and consulting expenses. In practice, these costs are paid by Lighthouse and are then reimbursed by the relevant funds.

In FY2024, these reimbursements totalled $172.7 million (2023: $96.6 million), for which there was an off-setting $167.8 million expense (2023: $94.5 million). The increase is due to on-boarding a significant number of portfolio managers and other staff who are dedicated to the relevant funds over the course of the financial year.

Expenses

Employee expenses

Group employee compensation for FY2024 was $62.8 million (2023: $55.6 million), an increase of 13%. This excludes termination costs incurred in the relevant period. The increase is due to a number of factors, including the appointment of our new NGI Group CEO during the financial year, as well as a realignment of compensation for the CEO/CIO of our wholly-owned Lighthouse subsidiary and an increase for the NGI CIO upon his promotion. The majority of the Group's employees are located in the United States, and the alternative asset management sector remains highly competitive in terms of attracting and retaining talent.

Fixed compensation was 3% higher than in the prior year, reflecting new and amended base salaries for key NGI Group executives, as well as salary increases across the Group to meet rising inflationary pressures.

Variable compensation was 23% higher on the prior year, with a large proportion of the increase due additional variable compensation awarded to the Lighthouse CEO/CIO in comparison to prior years. Other drivers are variable compensation awarded to the new NGI Group CEO, as well as specific bonuses awarded to the key executives involved in executing the successful NGI Strategic Portfolio transaction which closed on 3 January 2024.

Overall, employee costs increased from scaling for growth in the NGI business, as wall as having to meet employee expectations in a highly competitive labour market. An increase in discretionary bonuses was approved, in line with market, in order to ensure retention of key staff.

Other operating expenses

Other operating expenses for the Group, net of sundry income and net fund reimbursements, totalled $14.6 million (2023: $13.3 million), an increase of 9% on the previous year. The increase primarily relates to additional occupancy costs from new office premises and an increase in distribution expenses.

Distribution expenses this year were $3.4 million (2023: $2.5 million). These expenses relate to third party distribution arrangements in place at Lighthouse, whereby ongoing payments are made to third parties in relation to clients they have introduced to Lighthouse and who continue to be invested in their products. The increase in the current financial year is due to additional AUM raised under distribution arrangements for Hedge Fund products.

Non-operating expenses

Non-operating expenses were $7.8 million for the 2024 financial year, as compared to $0.9 million in the prior year. The significant increase is due to the transaction costs incurred in relation to the transaction settled on 3 January 2024 to early settle the existing 2026 redemption liability. Other non-operating costs incurred this year include termination costs arising on the restructuring of the Lighthouse managed account services business.

Net changes in fair value

The Group carries its investments at fair value and re-measures this at each balance date. Changes to the fair value of the NGI Strategic Portfolio are recognised in the profit and loss statement, and given their strong distributions and growth in aggregate AUM, a $21.0 million fair value gain has been recognised, which is a 7% increase on the opening fair value of the assets.

The redemption liability associated with the FY2026 obligation was settled on 3 January 2024. Whilst contractual consideration of $200 million was agreed, the combined fair value of the shares issued and cash paid was $179.1 million. This resulted in a negative $19.6 million change in fair value of the extinguished financial liability being recognised in the profit and loss statement.

Changes to the fair value of investments in our Private Markets partner firm investments are recognised in other comprehensive income, and a fair value gain of $3.0 million was recognised in relation to these investments for FY2024 (2023: loss of $18.8 million).

Dividends

The Directors determined an unfranked dividend of 3 US cents per share (with 100% conduit foreign income credits) payable 27 September 2024.

This equates to a payout ratio of 18% of Adjusted EBITDA.

The Board has determined that it remains appropriate for the NGI Group to direct a significant portion of cash generated from operating activities towards supporting the continued growth of the business.

The dividend policy remains unchanged with an annual dividend of US 3 - 4 cents per share, which will be unfranked, however may have conduit foreign income credits attached. The payment of dividends will be subject to corporate, legal and regulatory considerations.

During the 2024 year the final ordinary dividend for the year ended 30 June 2023 of US 3.0 cent was paid to shareholders and convertible note holders amounting to USD 9 million.

Board of Directors

The Directors of the Company at any time during or since the end of the financial year are:

Michael Shepherd, AO

Independent Chairman

Appointed 16 December 2009

Board Committees

Chair of the Remuneration and Nominations & Committee
Member of the Audit and Risk Committee
Chair of the Independent Board Committee

Experience and expertise

Michael has extensive experience in financial markets and the financial services industry having held a range of senior positions including Vice Chairman of ASX Limited, and directorships of several of ASX's subsidiaries including Australian Clearing House Pty Ltd.

Mr Shepherd is a Member of the Australian Institute of Company Directors and a Senior Fellow and Life Member of the Financial Services Institute of Australasia.

Current directorships

For the past 10 years Michael has been an independent director of Investsmart Group Limited and more recently a director of Friends of the Mater Limited and its trustee. Michael is also an independent Compliance Committee Member for UBS Global Asset Management (Australia) Limited and chairs the Shepherd Foundation.

Former listed company directorships (last three years)

Mr Shepherd has not held any other directorships of listed companies over the past three years.

Interests in the Company

272,482 Ordinary Shares held indirectly by Tidala Pty Ltd as Trustee for the Shepherd Provident Fund

Stephen Darke

NGI Chief Executive Officer and executive director

Appointed 30 October 2023

Board Committees

Member of the Independent Board Committee

Experience and expertise

Stephen commenced as NGI Chief Executive Officer and was appointed as a director on 31 October 2023. Prior to joining Navigator he was a Managing Director at Macquarie Group Limited, where he worked for 24 years in its global Asset Management and Investment Banking Groups until July 2022.

He worked in New York from 2006 to 2018 where he specialised in Alternative asset management and corporate strategy, including co-managed the Sass-Macquarie Financial Strategies fund, a private equity fund which established, managed and facilitated capital events for eleven emerging alternative asset managers.

Having worked in New York and London, he returned to Australia in 2018 after twelve years in the U.S.

In July 2022, prior to his appointment as NGI CEO, Stephen established Arch Advisors, an independent investment management consultancy focused on advising boutique asset managers.

Mr Darke began his career as a lawyer at Allens in Sydney. He holds a Bachelor of Law (Honours) and a Bachelor of Commerce (Finance/Accounting) from Bond University.

Current directorships

Mr Darke is a director of Longreach Alternative Ltd and Arch Advisors Pty Ltd.

Former listed company directorships (last three years)

Mr Darke has not held any other directorships of listed companies over the past three years.

Interests in the Company

202,973 Ordinary Shares, 50,000 of which are held through LHA Capital Pty Limited as trustee for the Darke Capital Family Trust (No 2)

Sean McGould

Chief Executive Officer of Lighthouse & Executive Director

Appointed 3 January 2008

Experience and expertise

As a co-founder of Lighthouse Sean holds key leadership positions, including Chief Executive Officer, Co-Chief Investment Officer and Chairman of the Lighthouse Investment Committee. Sean has been overseeing all aspects of the portfolios since August 1996.

With over 25 years of experience in alternative investment strategies, Sean has demonstrated a strong track record in the industry. Prior to establishing Lighthouse, he served as the director of the Outside Trader Investment Program at Trout Trading Management Company. In this role, he was responsible for the allocation of fund's assets to external alternative asset strategies.

Before joining Trout, Sean gained valuable experience at Price Waterhouse while working in their Audit and Corporate Finance department, and Sean passed the Certified Public Accountant exam in November 1989.

Former listed company directorships (last three years)

Mr McGould has not held any other directorships of listed companies over the past three years.

Interests in the Company

27,121,365 Ordinary Shares held through SGM Holdings, LLC

611,620 Performance Rights

Nicola Meaden Grenham

Independent non-executive director

Appointed 8 October 2020

Board Committees

Member of the Remuneration & Nominations Committee
Member of the Independent Board Committee

Experience and expertise

Nicola is a specialist in alternative investments with significant knowledge and experience of strategic business development and investment management in hedge funds and private markets. Nicola's experience includes her time as the CEO of Alpha Strategic Plc (2008-2012), a UK listed company which provided independent, owner-managed investment managers with access to passive minority equity capital. She currently runs Dumas Capital Ltd, a company she founded in 2004 which provides strategic advisory and research services in the alternative investment sector.

Current directorships

Ms Grenham holds positions in relation to a number of Irish and Cayman Island entities:

- Chair of STANLIB Investments ICAV, Titanbay Ireland Ltd and UWC Endowment Fund ICAV
- Director of Apollo Credit Funds ICAVs, a number of BlackRock fund entities, ICAV, Polaris PPU Funds, Spehera Global Helathcare Funds
- Chair of The Capital Holdings Funds Plc

Former listed company directorships (last three years)

Ms Grenham has not held any other directorships of listed companies over the past three years.

Interests in the Company

38,768 Ordinary Shares

Suvan de Soysa

Independent non-executive director

Appointed 22 September 2021

Board Committees

Chairman of the Audit and Risk Committee
Member of the Independent Board Committee

Experience and expertise

Suvan has an accounting and a legal background, holding a Bachelor of Science (Economic) Honours and a Bachelor of Law before he was admitted as a solicitor of the Supreme Court of New South Wales in July 1984. Suvan also holds a Graduate Diploma from the Securities Institute of Australia and a Diploma in Financial Planning from the Financial Planning Association. Suvan was a certified financial planner for 25 years and is also a fellow of both the Financial Services Institute of Australasia and the Australian Institute of Company Directors.

Suvan was a co-founder of ipac Securities Limited and ipac Asset Management and during his 25 years undertook a number of senior executive roles. His experience covers a broad range of business areas within the wealth management arena, having headed various departments including financial planning, business development, strategic alliances and acquisitions.

Current directorships

Suvan is a Non-executive Chairman of Chancellor Portfolio Services and for the past six years has been an independent non-executive director of Monash Absolute Investment Company and was Chair of its Audit and Risk Committee.

Former listed company directorships (last three years)

Other than the directorship of Monash Absolute Investment Company, Mr de Soysa has not held any other directorships of listed companies over the past three years.

Interests in the Company

275,000 Ordinary Shares held indirectly through the De Soysa Super Pension Fund

Lindsay Wright

Independent non-executive director

Appointed 7 November 2023

Board Committees

Member of the Audit and Risk Committee
Member of the Independent Board Committee

Experience and expertise

Lindsay has substantial experience in the alternative asset management sector with over 30 years' experience across financial services and asset management value chains. Lindsay began her career at Bankers Trust/Deutsche Bank in New Zealand after completing a Bachelor of Commerce at the University of Auckland. During her 15 years with the Deutsche Group, Lindsay held senior executive roles in Australia, Tokyo, Singapore and New York in the asset management division with a focus on organic and inorganic strategy, business development, restructuring and realignment of strategy to maximise business opportunities.

More recently Lindsay has been based in Asia in key senior management and leadership roles with Harvest Fund Management in Beijing and regional APAC roles with Invesco, BNY Mellon Investment Management and Matthews Asia based in Hong Kong, and CEO of Sun Hung Kai Capital Partners, the Funds Management division of Sun Hung Kai & Co in Hong Kong.

Current directorships

Lindsay is currently a Board Member and Chair of the Audit & Risk Committee at the New Zealand Stock Exchange, NZX Limited. She is also a director of Milford Asset Management Limited, Milford Funds Limited, Milford Private Wealth Limited and Milford Australia Pty Limited, Milford Private Equity II Limited Partnership and Milford Private Equity III Limited Partnership

Former listed company directorships (last three years)

She was also Deputy Chair of the Guardians of the New Zealand Superannuation Fund and Board Member of Kiwi Bank Limited

Interests in the Company

Nil

Marc Pillemer

Non-executive director and member of the Remuneration and Nominations Committee

Appointed 28 February 2024

Member of the Remuneration & Nominations Committee
Member of the Independent Board Committee

Mr Marc Pillemer is a Director nominated in accordance with the Shareholders Agreement between the Company and Neuberger Berman Australia Limited as trustee for Dyal Trust I.

Marc is a Managing Director of Blue Owl and a member of the GP Strategic Capital Investment Team. Before joining Blue Owl, Mr. Pillemer was a Managing Director at The Blackstone Group in its GP Stakes business. In this role, Mr. Pillemer was a senior member of the Investment Team responsible for sourcing, evaluating and executing investments, and Mr. Pillemer led the Strategic Support Team focused on delivering value to partner firms.

Prior to that, Mr. Pillemer was a Managing Director at Goldman Sachs & Co in the Financial Institutions Group within the Investment Banking Division. In this role, Mr. Pillemer was responsible for the coverage of the alternative asset management sector in the U.S. and was focused extensively on providing strategic advisory services to leading traditional and alternative asset management firms. Mr. Pillemer also held various prior roles in Goldman Sachs' Investment Management and Securities divisions.

Mr. Pillemer earned a BCom in Actuarial Studies and Finance from Macquarie University at Sydney, Australia.

Interests in the Company

Nil

Information on Former Directors:

Cathy Hales

Appointed 22 March 2022, Resigned 30 October 2023

Independent non-executive director

Member of the Remuneration & Nominations Committee
Member of the Audit and Risk Committee

Cathy has extensive expertise spanning over 25 years where she has successfully led and developed investment management businesses. Prior to joining NGI, Cathy held the position of Global Head of Fidante Partners, the multi-boutique asset management arm of the Challenger Group. Her leadership roles also include distinguished positions at Deutsche Asset Management, Colonial First State, and BT Funds Management.

Throughout her career, she has held directorships with investment firms such as WaveStone Capital, Alphinity Investment Management, Greencape Capital, Kudu Investment Management, and Ardea Investment Management, among others, showcasing her breadth of experience in diverse sectors of the investment industry.

Cathy's academic accomplishments include a Bachelor of Business (Economics) Honours degree and she is a member of the Australian Institute of Company Directors and fellow of the Governance Institute of Australia.

Cathy resigned on 30 October 2023 in order to take a full time executive position at Mercer as Chief Executive Officer, Wealth, Pacific.

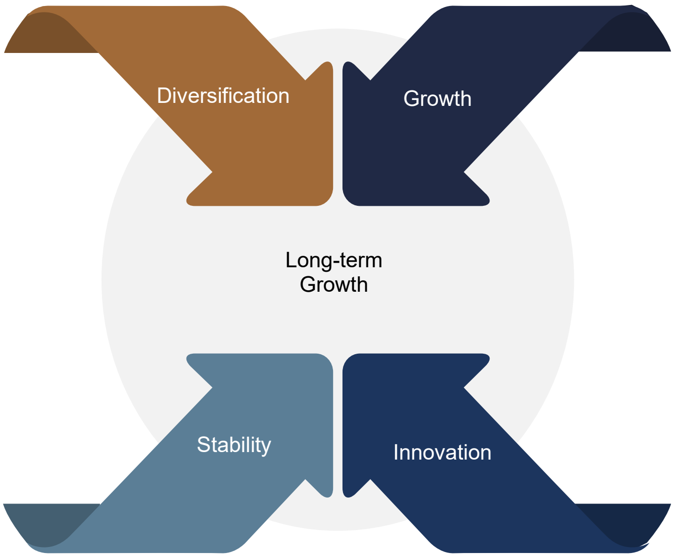
Business strategies and future outlook

FY2024 was a year of strengthening our balance sheet and operating cashflows to support future growth. The Navigator Group is well diversified across alternative asset management sectors, and this diversification creates high quality earnings across a wide range of product, client type and geography.

Navigator's earnings profile is now highly diversified over 11 stakes in alternative asset managers

Multi-year outlook for stable, well-covered preferred earnings stream from the NGI Strategic Portfolio, and the addition of high-quality earnings and visible revenue generated from closed-end funds

Lighthouse generates management fee concentrated earnings from a diverse product set and client base



Our partners are demonstrating solid AUM growth, driven by both performance and inflows

The Lighthouse business is well positioned for growth across multiple products and continues to invest in additional product innovation

NGI Strategic managers continue to innovate by leveraging their core competencies and tactically launching new products and strategies

With strong organic AUM growth from both our Lighthouse business and the majority of our minority stake investments, both from positive investment performance and net inflows to products, we expect to see the benefits through an uplift in management fee earnings. This growth underpins Navigator's financial results whilst we continually explore other opportunities to enhance earnings. Navigator continues to see and explore opportunities for additional investments, and is in a strong position to proactively pursue the most attractive opportunities which meet our criteria.

Material business risk

The material business risks facing the Group are equity market conditions, cyber and regulatory risk.

Global market conditions

The Group's results and outlook are influenced by conditions in global equity markets, both in terms of potential impact on investment performance of funds and prospects for raising and retaining client assets. The Group is exposed to a variety of economic, political, geographical and social risk factors through its global portfolio of stakes in alternative investment managers. These risk factors may impact on the performance of capital markets in unpredictable ways.

The Group's approach to managing this market exposure risk has been through a strategy of diversification of our investments in alternative asset managers across a range of strategies, products and geographies. Through careful curation of our minority investment stakes, we look to add investments with low correlation to existing specialities to build resilience in both our management fee and performance fee earnings through various market cycles.

Global market conditions can impact on investment performance, which impacts the value of the Group's assets under management. Assets under management is a key driver of the Group's financial performance, and is sensitive to the investment performance generated by each asset manager. Investment performance can also impact assets under management by influencing the prospects of an individual manager in raising and/or retaining client capital.

Key person risk

The generation of strong investment returns and raising of new capital from clients requires a high level of skill and experience from key people within the Group and the asset managers we invest in. A loss of these key people could be detrimental to the financial performance of the Group. The Group looks for alignment of interest with key persons through remuneration and ownership interests in order to incentivise both performance and retention.

Regulatory risk

The Group operates in a number of jurisdictions around the world in an industry which is highly regulated. The Group remains focused on compliance with its regulatory requirements, particularly as they continue to evolve through regular review and change in laws, regulations and policy requirements. Our minority stake investments are in established and well resourced asset management firms which have dedicated in-house compliance functions. We ensure that our internal legal, risk and compliance functions continue to be well resourced, both in terms of staff and access to specialist consultants and support.

Cyber risk

Data is a key asset of the Group, and the number of high profile data hacking incidents in the last few years highlights the importance of vigilance in relation to management of the Group's cyber environment. Whilst the Group does not collect and store any significant level of personal financial, payment or identification data in relation to individuals, a core focus is protection of portfolio data as well as ensuring business continuity in the event of any technological disruption. The Group's operating subsidiary has dedicated in-house resources who proactively manage information technology requirements and cyber risks. The Group also engages external specialists to regularly review, test and enhance its technology environment.

Corporate governance

The Group recognises the value of good corporate governance. The board believes that effective governance processes and procedures add to the performance of the Group and engenders the confidence of the investment community.

The Company has adopted Listing Rule 4.10.3 which allows companies to publish their corporate governance statement on their website rather than in their annual report. The directors have reviewed the statement, and a copy of the statement, along with any related disclosures, is available at:

https://www.navigatorglobal.com.au/corporate-governance

Board and Committee meetings

The agenda for meetings is prepared by the Company Secretary in consultation with the Chairman and Chief Executive Officer, and is set to ensure adequate coverage of strategic, operational, financial, risk and governance matters.

Board papers are circulated in advance of the meetings. Senior executives are invited to attend board meetings, however the directors may have closed sessions without executive involvement during meetings at their discretion.

Board meetings

The number of meetings of the Company's board of directors during the year ended 30 June 2024, and the number of meetings attended by each director whilst in office were:

	Held	Attended
Michael Shepherd (Chair)	13	13
Nicola Grenham	13	13
Sean McGould	13	12
Suvan de Soysa	13	13
Stephen Darke	8	8
Lindsay Wright	8	8
Marc Pillemer	3	3
Cathy Hales	5	4

Audit and Risk Committee meetings

The number of meetings the Audit and Risk Committee held during the year ended 30 June 2024, and the number of meetings attended by each Committee Member whilst in office were:

	Held	Attended
Suvan de Soysa (Chair)	5	5
Michael Shepherd	5	5
Lindsay Wright	4	4
Cathy Hales	1	1

Remuneration and Nominations Committee meetings

The number of meetings the Remuneration and Nominations Committee held during the year ended 30 June 2024, and the number of meetings attended by each Committee Member were:

	Held	Attended
Michael Shepherd (Chair)	7	7
Nicola Grenham	7	7
Marc Pillemer	5	5
Cathy Hales	1	1

Independent Board Committee meetings

The number of meetings the Independent Board Committee held during the year ended 30 June 2024, and the number of meetings attended by each Committee Member were:

	Held	Attended
Michael Shepherd (Chair)	2	2
Nicola Grenham	2	2
Suvan de Soysa	2	2
Stephen Darke	2	2
Lindsay Wright	2	2
Marc Pillemer	2	2

Remuneration report – Audited

This Remuneration Report for the Company and its controlled entities for the year ended 30 June 2024 forms part of the Directors' Report and is audited in accordance with section 300A of the Corporations Act 2001.

Reporting in United States dollars

In this report the remuneration and benefits reported have been presented in US dollars ('USD'). This is consistent with the functional and presentation currency of the Group. Where compensation for Australian-based employees is paid in Australian dollars, it is converted to USD for reporting purposes based on either specific transaction exchange rates, or the average exchange rate for the payment period as appropriate. The Australian dollar based compensation paid during the year ended 30 June 2024 was converted to USD at an average exchange rate of:

- AUD/USD 0.6557 (2023: AUD/USD 0.6630).

Contents

Overview of remuneration policy and approach

The overall objectives of the Group's remuneration policies are to:

- embed a culture that promotes the Group's core values
- support the business strategy of the Group by attracting, retaining and rewarding quality staff
- encourage appropriate performance and results to uphold client and shareholder interests
- properly reflect each individual's duties and responsibilities

When setting the Group's approach to remuneration, the Board keeps the following factors front-of-mind:

1

Operations and employees are predominantly based in the United States

Navigator is an Australian company listed on the Australian Securities Exchange, however the Group's operations are predominantly based in the United States. To be effective in attracting and retaining high quality staff, remuneration arrangements must therefore be aligned to the expectations of people who are employed in the United States alternative asset management industry.

These remuneration arrangements may diverge from arrangements which would be considered industry practice within Australia. The quantum and proportion of variable remuneration to total remuneration packages is one such area.

2

Variable remuneration is a key component of total compensation

The remuneration arrangements in place for the Group are generally structured around setting a lower fixed remuneration amount and having the opportunity to earn variable remuneration as a major component of overall remuneration. This is particularly true for our US based employees. The Board believes this provides a dynamic basis to be able to adjust the Group's total remuneration expense and is also consistent with US industry practice.

Performance conditions in relation to variable remuneration apply to senior management and investment staff in the US. These have been implemented to incentivise senior employees to achieve results which grow revenues for the Lighthouse business as it continues to transition away from its Legacy fund-of-fund business model and into a multi-portfolio manager hedge fund business.

The Board has maintained a level of discretion in setting the total amount of variable compensation, and senior executives exercise discretion in allocating bonuses to individuals based on their performance and contribution.

The Board is satisfied that the current arrangements are consistent with alternative asset management industry practice in the United States and allows employees to focus on achieving results for clients, which is ultimately in the long-term interests of shareholders.

Remuneration report – Audited (continued)

Overview of remuneration policy and approach (continued)

The Group rewards its executives and senior managers with a level and mix of remuneration which is relevant to their position, responsibilities and performance during the year. Remuneration comprises both fixed and variable remuneration, and may include long-term incentive positions. The correct mix and outcome of remuneration is considered by the Remuneration and Nominations Committee and the Board when setting and approving remuneration arrangements.

Fixed remuneration

Fixed remuneration may include:

- base salary;
- a minimum annual bonus amount; and
- employer contributions to superannuation and retirement plans and health care benefits.

Fixed base remuneration is generally determined by having regard to responsibilities, performance, qualifications and experience of the relevant staff member.

Since the 2022 financial year, the Group has introduced a bonus structure which establishes specific performance conditions in relation to annual variable bonus remuneration for select senior management and investment roles. The specific performance conditions are set to incentivise those employees to achieve outcomes directly relevant to their roles and responsibilities, such as achievement of a defined level of net performance return for a particular fund or portfolio for which they are responsible.

As part of implementing these new performance conditions, a minimum and/or maximum bonus component may be incorporated into the revised bonus remuneration arrangements for these staff members.

The implementation of these arrangements has been limited to a small number of employees, hence most employees do not have a fixed bonus component in their compensation structure.

Fixed remuneration is reviewed at least annually, or on promotion, to ensure that it is competitive and reasonable. There are no guaranteed increases to the minimum remuneration amount.

The amount of fixed remuneration is not dependent on the satisfaction of a performance condition, or the performance of the Group or business unit, the Company's share price, or dividends paid by the Company.

Other benefits

Employees are entitled to additional benefits that may include educational assistance, adoption assistance and health care benefits.

Employees are also able to make investments into Lighthouse managed funds without incurring any fees. There is no incremental cost incurred by the Group in providing fee-free investment management services via the Lighthouse funds to employees. Having employees invest their own assets into Lighthouse managed funds is viewed positively by clients and potential clients as it demonstrates an alignment of interest between the Lighthouse employee and future investment results for clients. Nil fee arrangements for employees is common practice in the US asset management industry.

Variable remuneration

Short term incentives

Variable remuneration is comprised of participation in a short-term cash bonus pool, and for certain senior eligible employees, participation in long-term incentive plans.

The majority of existing variable remuneration arrangements are short-term in nature, and are designed to motivate staff to create value for both:

- our clients, through investment returns and a high level of client service; and
- the Company's shareholders.

Certain senior management and investment employees have had contractual performance conditions applied to their bonus arrangements. These arrangements may include a minimum and maximum applied to any amount calculated in accordance with the performance condition.

The performance of individual staff members, including senior executives, is reviewed at least annually, after which the award of variable remuneration is considered.

The Board approves the overall size of the annual bonus pools and approves an award to the NGI CEO, Lighthouse CEO, NGI Chief Investment Officer and the Chief Financial Officer. The Board delegates authority to these senior executives to exercise discretion to make variable remuneration allocations to other individual staff.

Long term incentives

The Board recognises the importance of establishing remuneration arrangements that promote generation of shareholder wealth over the long term as well as retention of key staff.

At the 2021 Annual General Meeting ("AGM") held on 28 January 2022, shareholders approved the Performance Rights Plan (the "LTI Plan") and the Board has issued of securities under the LTI Plan in three annual tranches. The Board recognises the importance of tailoring the grants to each participant to ensure that they are designed to promote the appropriate behaviour of each participant.

A summary of the LTI Plan is set out on the following page, as well as the key terms of each year's grant:

Remuneration report – Audited (continued)

Overview of remuneration policy and approach (continued)

The key terms of the Performance Rights Plan are as:

Performance Rights Plan	The Board may, from time to time, in its absolute discretion, offer to grant Performance Rights as part of its long-term incentive strategy to an eligible participant under the Performance Rights Plan. Any full-time or part-time employee (including any executive director) of the Company and its related bodies corporate (Group) (Employee) is eligible to participate in the Performance Rights Plan and to be offered Performance Rights if they satisfy the criteria or other performance conditions that the Board determines from time to time.
Objective	The objective of the LTI Plan is to: ▪ support the business strategy of the Group by attracting, retaining and rewarding quality executives and staff; ▪ encourage appropriate performance and results to uphold client and shareholder interests; ▪ properly reflect each individual's duties and responsibilities; and ▪ embed a culture that rewards performance whilst maintaining integrity, reputation and mitigating risk.
How offers made	The Company may from time to time invite any person to participate in the LTI Plan who is an Eligible Person by offering to the person Performance Rights for acquisition on such terms as the Board may determine in accordance with this LTI Plan.
How Securities acquired	Performance Rights may be granted, and shares, upon the exercise of Performance Rights, may be issued transferred to Employees or such other persons (including without limitation, any person's legal personal representative or trustee in bankruptcy) as the Board in its discretion determines to be eligible to participate in the Performance Rights Plan (Participant).
Consideration	Unless otherwise determined by the Board in its discretion, Performance Rights are to be granted for nil consideration to Employees under the Performance Rights Plan. The exercise price for Performance Rights, or the method of calculation of the exercise price, is as determined by the Board at the time of grant and stated in the letter of offer. The exercise price for a Performance Right will be nil (including where no exercise price is stated in the letter of offer) unless the Board determines otherwise and states the price in the letter of offer.
Other terms	The Board will determine whether any performance hurdles or other conditions will be required to be met (vesting conditions) before the Performance Rights which have been granted under the Performance Rights Plan can vest. Performance Rights will only vest once all vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived by the Board, and will vest automatically on the business day after the Board determines the vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived. Once granted, a Performance Right will lapse on the earliest to occur of: ▪ the stated lapsing date; ▪ a date or circumstance specified in the offer for that Performance Right or a provision of the Performance Rights Plan rules as when a Performance Right lapses; ▪ failure to meet an exercise condition or meet any other condition applicable to the Performance Right within the period specified in the offer for that Performance Right; or ▪ the receipt by the Company of a notice in writing from a Participant that the Participant has elected to surrender the Performance Right. Performance Rights are not entitled to receive a dividend. Any shares issued or transferred to a Participant upon vesting of Performance Rights are only entitled to dividends if they were issued on or before the relevant dividend entitlement date. A share issued on exercise of a Performance Right will rank equally in all respects with shares already on issue on the date of exercise of the Performance Right, except for entitlements which had a record date before the date of issue of that share.

Remuneration report – Audited (continued)

Overview of remuneration policy and approach (continued)

Long term incentives (continued)

The Board has made three grants of performance rights under the LTI Plan to Participants, the 2021 Performance Rights Grant (**2021 Grants**), the 2022 Performance Rights Grant (**2022 Grants**) and the 2023 Performance Rights Grant (**2023 Grants**).

The performance conditions relating to the **2021 Grants**, **2022 Grants** and the **2023 Grant to the Chief Financial Officer** are as follows:

Performance conditions

The number of Performance Rights that vest and, therefore, the number of shares that Participants may acquire, are subject to two performance conditions.

Performance Rights will vest depending on the following two performance conditions:

1. total shareholder return (TSR); and
2. earnings before interest, taxes, depreciation and amortisation (EBITDA).

50% of the Performance Rights granted for the performance period will be tested against an absolute TSR performance condition (TSR Rights), and the remaining 50% will be tested against an absolute adjusted EBITDA performance condition (EBITDA Rights). In both cases, any vesting will depend upon the Compound Annual Growth Rate (CAGR) achieved by the Company.

TSR Rights

The performance condition to be used to determine the number of TSR Rights that vest is the TSR performance of NGI over the performance period.

Broadly, TSR measures the return to a shareholder over the relevant performance period in terms of changes in the market value of the shares plus the value of any dividends paid on the shares. Unless the Board determines otherwise, the share prices used to calculate the TSR of the Company for a performance period will be measured as follows:

- the opening share price will be the volume weighted average price on the ASX in respect of the Company for the 20 trading days ending on the first day of the performance period; and
- the closing share price will be the volume weighted average price on the ASX in respect of the Company for the 20 trading days ending on the last day of the performance period.

The percentage of Performance Rights which vest, if any, will be determined by the Board by reference to the absolute TSR CAGR achieved by the Company over the relevant performance period:

TSR - Performance level	TSR over the Performance Period	Vesting level
Below Minimum	< 7%	0%
Minimum	7%	25%
Between Minimum and Target	Between 7% and 9.5%	Straight line vesting between 25% and 50%
Target	9.5%	50%
Between Target and Stretch	Between 9.5% and 14.5%	Straight line vesting between 50% and 100%
Stretch	14.5%	100%

The Board's determination of TSR and TSR CAGR for this purpose is final and is not appealable or reviewable.

EBITDA Rights

The performance condition to be used to determine the number of EBITDA Rights that vest is the CAGR of adjusted EBITDA per share (EBITDA/Share) over the performance period.

Unless the Board determines otherwise, EBITDA is to be calculated as Earnings Before Interest, Tax, Amortisation and Depreciation of the NGI Group adjusted for the following:

- to recognise cash payments associated with office lease payments recognised as a finance cost under AASB 16 Leases;
- to exclude from EBITDA non-cash changes in fair value related to the assets and liabilities associated with the NGI Strategic portfolio; and
- to exclude from EBITDA expensed transaction costs incurred in relation to an acquisition accounted for under AASB 3 Business Combinations.

The Board retains a discretion to adjust the EBITDA performance condition to ensure that participants are not penalised nor provided with a windfall benefit arising from matters outside of management's control that affect EBITDA (for example, excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).

Remuneration report – Audited (continued)

Overview of remuneration policy and approach (continued)

Long term incentives (continued)

Performance conditions (continued)

EBITDA/Share is calculated by dividing EBITDA for the financial year by the weighted average number of ordinary shares outstanding over the relevant period i.e.

$$\frac{\text{USD EBITDA (or loss) for financial year}}{\text{Weighted average number of ordinary shares outstanding}}$$

The vesting schedule for the EBITDA/Share performance hurdle is set out in the table below:

EBITDA - Performance level	EBITDA/Share CAGR over the Performance Period	Vesting level
Below Minimum	< 8%	0%
Minimum	8%	25%
Between Minimum and Target	Between 8% and 11.5%	Straight line vesting between 25% and 50%
Target	11.5%	50%
Between Target and Stretch	Between 11.5% and 15%	Straight line vesting between 50% and 100%
Stretch	15%	100%

Performance period

2021 Performance Rights Grants

The performance conditions will be tested on a date determined by the Board following the end of the 2024 financial year (i.e. 30 June 2024). Any Performance Rights that do not vest prior to the expiry date of the Performance Rights will lapse.

2022 Performance Rights Grants

The performance conditions will be tested on a date determined by the Board following the end of the 2025 financial year (i.e. 30 June 2025). Any Performance Rights that do not vest prior to the expiry date of the Performance Rights will lapse.

2023 Performance Rights Grants

The performance conditions will be tested on a date determined by the Board following the end of the 2026 financial year (i.e. 30 June 2026). Any Performance Rights that do not vest prior to the expiry date of the Performance Rights will lapse.

The Company will issue or procure the transfer of Company ordinary shares on the exercise of Performance Rights in accordance with the Performance Rights Plan rules and the terms of the Performance Rights.

Shares allocated on exercise of Performance Rights will rank equally with shares in the same class.

The performance conditions relating to the **2023 Grant to the NGI Chief Investment Officer** are as follows:

Performance conditions

The number of Performance Rights that vest and, therefore, the number of shares that Participants may acquire, are subject to two performance conditions.

Performance Rights will vest depending on the following two performance conditions:

1. total shareholder return (TSR); and
2. profit before tax excluding Lighthouse per share (PBT).

40% of the Performance Rights granted for the performance period will be tested against an absolute TSR performance condition (TSR Rights), and the remaining 60% will be tested against an absolute adjusted PBT performance condition (PBT Rights). In both cases, any vesting will depend upon the Compound Annual Growth Rate (CAGR) achieved by the Company.

TSR Rights

The performance condition to be used to determine the number of TSR Rights that vest is the TSR performance of NGI over the performance period.

Broadly, TSR measures the return to a shareholder over the relevant performance period in terms of changes in the market value of the shares plus the value of any dividends paid on the shares. Unless the Board determines otherwise, the share prices used to calculate the TSR of the Company for a performance period will be measured as follows:

Remuneration report – Audited (continued)

- the opening share price will be the volume weighted average price on the ASX in respect of the Company for the 20 trading days ending on the first day of the performance period; and
- the closing share price will be the volume weighted average price on the ASX in respect of the Company for the 20 trading days ending on the last day of the performance period.

The percentage of Performance Rights which vest, if any, will be determined by the Board by reference to the absolute TSR CAGR achieved by the Company over the relevant performance period:

TSR - Performance level	TSR over the Performance Period	Vesting level
Below Minimum	< 7%	0%
Minimum	7%	25%
Between Minimum and Target	Between 7% and 9.5%	Straight line vesting between 25% and 50%
Target	9.5%	50%
Between Target and Stretch	Between 9.5% and 14.5%	Straight line vesting between 50% and 100%
Stretch	14.5%	100%

The Board's determination of TSR and TSR CAGR for this purpose is final and is not appealable or reviewable.

PBT Rights

The performance condition to be used to determine the number of PBT Rights that vest is the CAGR of adjusted Profit Before Tax (excluding Lighthouse) per share (PBT/Share) over the performance period.

Unless the Board determines otherwise, PBT is to be calculated as Profit Before Tax of the NGI Group adjusted for the following:

- to exclude earnings from the Lighthouse Business Segment;
- to include cash payments associated with office lease payments recognised as a finance cost under AASB 16 Leases related to non-Lighthouse entities;
- to exclude from PBT unrealised changes in fair value related to the assets and liabilities associated with investments held at fair value through the profit and loss;
- to exclude changes in fair value related to the Redemption Liability and its extinguishment;
- to exclude interest expense from the unwind of discount of (but not limited to) deferred consideration, lease liabilities and convertible notes; and
- to exclude from PBT non-cash items associated with share based payments.

The Board retains a discretion to adjust the PBT performance condition to ensure that participants are not penalised nor provided with a windfall benefit arising from matters outside of management's control that affect PBT (for example, excluding one-off nonrecurrent items or adjusting realised gains/losses on disposal of non-Lighthouse investments to include the unwind of discount of deferred consideration excluded from PBT).

Remuneration report – Audited (continued)

Overview of remuneration policy and approach (continued)

Long term incentives (continued)

Performance conditions (continued)

PBT/Share is calculated by dividing PBT for the financial year by the weighted average number of ordinary shares outstanding over the relevant period i.e.

$$\frac{\text{USD PBT for financial year}}{\text{Weighted average number of ordinary shares outstanding (including ordinary shares which may be issued pursuant to the conversion of Convertible Notes)}}$$

The vesting schedule for the PBT/Share performance hurdle is set out in the table below:

PBT- Performance level	PBT/Share CAGR over the Performance Period	Vesting level
Below Minimum	< 8%	0%
Minimum	8%	25%
Between Minimum and Target	Between 8% and 11.5%	Straight line vesting between 25% and 50%
Target	11.5%	50%
Between Target and Stretch	Between 11.5% and 15%	Straight line vesting between 50% and 100%
Stretch	15%	100%

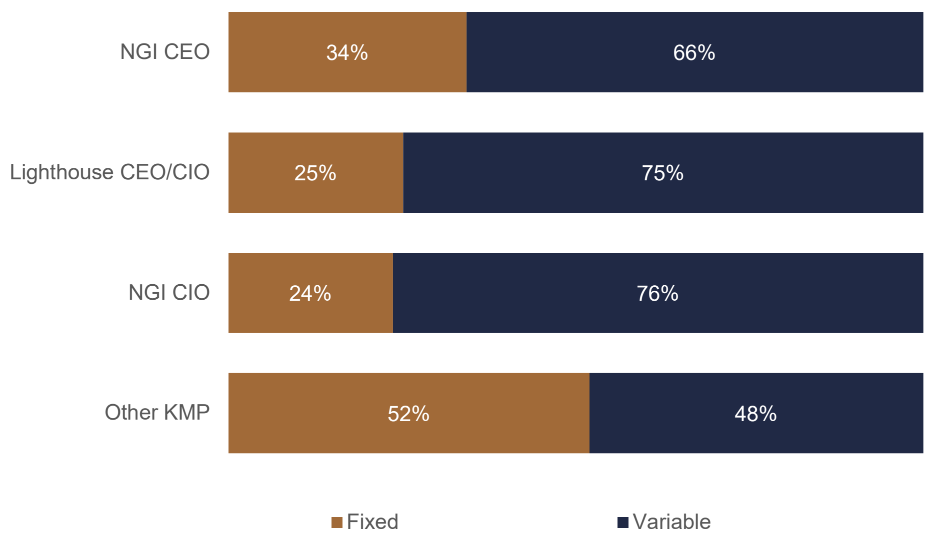
Performance period

The performance conditions will be tested on a date determined by the Board following the end of the 2026 financial year (i.e. 30 June 2026). Any Performance Rights that do not vest prior to the expiry date of the Performance Rights will lapse.

The Company will issue or procure the transfer of Company ordinary shares on the exercise of Performance Rights in accordance with the Performance Rights Plan rules and the terms of the Performance Rights.

Shares allocated on exercise of Performance Rights will rank equally with shares in the same class.

For the 2024 financial year, the proportion of remuneration between fixed and variable components for KMPs is as follows:



Further detail regarding the methodology for determining the 2024 financial year annual bonus pools are contained on page 28.

Remuneration report – Audited (continued)

Relationship between remuneration policy and company performance

The Board considers Adjusted EBITDA to be the most relevant measure of the Company's overall financial performance. Statutory EBITDA is adjusted for certain cash and non-cash items, particularly those due to carrying investments held at fair value through the Income Statement, adding in rent expense and other non-recurring items when relevant.

In implementing the remuneration policy and structure, the Board has had regard to what it considers to be the key measure of the profitability of the Company:

Adjusted EBITDA –

Earnings before interest, tax, depreciation, and amortisation from continuing operations, adjusted for:

- the reduction of occupancy costs recorded below the EBITDA line due to the implementation of AASB 16 Leases
- the unrealised change in fair value on financial assets and liabilities
- non-recurring revenues and transaction costs associated with investment acquisitions and financing activities.

Statutory EBITDA for 2024 increased by 73% on the prior year, primarily as a result of the transaction settled on 3 January 2024 which entitled NGI to all distributions from the NGI Strategic portfolio for the 2024 financial year:

	2020	2021	2022	2023	2024
Statutory EBITDA (USD millions)	30.518	37.803	51.220	54.700	94.842
Adjusted EBITDA (USD millions)	30.518	31.587	46.528	48.814	90.507
Net profit after tax (USD millions)	18.148	26.755	38.701	35.512	66.305
Cash flows from operating activities (USD millions)	32.562	22.199	89.738	37.856	57.992
Dividends per share for the financial year (US cents)	9.0	9.0	11.5	3.0	3.0
Dividends paid during the financial year (USD millions)	28.208	18.421	31.414	9.004	9.019
Dividend payout as a % of Adjusted EBITDA	75%	80%[1]	52%	19%	18%
Closing share price (dollars)	AUD 1.19	AUD 1.78	AUD 1.25	AUD 1.33	AUD 2.03
Change in share price (dollars)	▼ AUD 2.75	▲ AUD 0.59	▼ AUD 0.53	▲ AUD 0.08	▲ AUD 0.70

[1] 2021 payout ratio calculated on Adjusted EBITDA of $31.587 million as calculated in the prior year before comparatives were restated to align with current year methodology.

Remuneration report – Audited (continued)

Variable compensation for the 2024 financial year

Lighthouse variable compensation arrangements

The Lighthouse general bonus pool is determined with reference to Lighthouse EBITDA (ex-bonuses and performance fees). The Board may exercise discretion to increase the bonus pool where it considers the circumstances warrant additional remuneration. The Board has set the following arrangements for determining the size of the Lighthouse short term cash bonus pools:

Lighthouse general pool

Company performance metric	Basis of variable remuneration
Lighthouse EBITDA (excluding performance fees, before bonuses and adjusted for other specified items)	30-35% allocated to Lighthouse general bonus pool

All Lighthouse staff are eligible to participate in the Lighthouse general bonus pool, the amount of which is calculated as 30-35% of Lighthouse's EBITDA (before the bonus pools and excluding performance fee revenue and adjusted for other specified items).

- Allocation of the Lighthouse general bonus pool to staff (other than as noted below) is determined by the CEO in accordance with remuneration structure and guidelines established by the Remuneration and Nominations Committee.
- A bonus for the CEO is determined and approved by the board based on an assessment of his performance. This bonus amount forms part of the overall Lighthouse general bonus pool.

Certain senior executives have specific short term compensation arrangements which are linked to specific metrics such as revenue and EBITDA of the business lines/products for which they are responsible. Details on these arrangements for KMPs are outlined on the following pages.

Lighthouse incentive fee pool

Company performance metric	Basis of variable remuneration
Performance fees	50% allocated to Lighthouse incentive fee bonus pool

Senior members of the Lighthouse investment team are eligible to participate in a bonus pool determined as 50% of performance fee revenue earned by the various funds managed by Lighthouse.

This pool is allocated at the discretion of the CEO based on his assessment of the contribution of each eligible staff member to the creation of the performance fee revenue.

The allocation of the pool occurs after determining the bonus amounts for the small number of senior investment employees who have performance conditions which apply to their annual bonuses. The specific performance conditions are set to incentivise those employees to achieve outcomes directly relevant to their roles and responsibilities, such as achievement of a defined level of net performance return for a particular fund or portfolio for which they are responsible. There is generally a minimum and a maximum applied to these bonuses.

Investment team staff members may still also receive an allocation from the general bonus pool.

The Board retains the discretion to vary the final amounts approved after calculation based on the above pools, to ensure that they can also factor in extenuating circumstances. The Board approved $8.9 million of additional discretionary bonuses for the FY2024 year above the amounts calculated under the Lighthouse general bonus pool and Lighthouse incentive fee pool as outlined above. This approval was on the basis of ensuring retention of key staff in what is currently a very competitive environment in the US asset management sector, and incorporates the realignment of the Lighthouse CEO's compensation from the 2024 financial year.

NGI Strategic and Corporate variable compensation arrangements

Discretionary short-term bonuses totalling $2.4 million (2023: $1.1 million) were awarded for staff who:

- directly contributed to the operation of the listed parent company, namely staff involved in finance and company secretarial functions in Australia; and/or
- were responsible for the successful completion of the NGI Strategic investment transactions completed during the 2024 financial year. These awards were based on the relevant individual's contribution in assessing, negotiating and implementing complex transactions.

The increase on the prior year reflects the new NGI CEO who commenced in October 2023, an acknowledgement of the staff involved in delivering on the significant transaction to early settle the 2026 redemption liability, and is awarded in the context of the NGI Group's exceptionally strong financial performance for the 2024 year.

The Remuneration and Nominations Committee recommended these bonuses which were approved by the Board.

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures

Those appointed to key management personnel positions are outlined below:

Name	Position	Term
Non-Executive Directors		
Michael Shepherd	Chairman and Non-Executive Director	Full year
Nicola Grenham	Non-Executive Director	Full year
Suvan de Soysa	Non-Executive Director	Full year
Lindsay Wright	Non-Executive Director	Appointed 7 November 2023
Marc Pillemer	Non-Executive Director, Blue Owl nominee	Appointed 28 February 2024
Cathy Hales	Non-Executive Director	Resigned 30 October 2023
Executive Director		
Stephen Darke	NGI Chief Executive Officer	Commenced KMP duties 27 October 2023
Sean McGould	Chief Executive Officer and Chief Investment Officer, Lighthouse Investment Partners, LLC	Full year
Executives		
Amber Stoney	Chief Financial Officer and Company Secretary, Navigator Global Investments Limited	Full year
Ross Zachary	NGI Chief Investment Officer & Head of Strategic Investments	Full year
Ben Browning	President, Lighthouse Investment Partners, LLC	Full year
Rob Swan	Chief Operating Officer (COO), Lighthouse Investment Partners, LLC	Ceased KMP duties 27 October 2023

Contractual and remuneration arrangements for Non-Executive Directors

Service Agreement

Navigator enters into agreements with each non-executive director at the time of their appointment as a director. Each agreement sets out the rights and obligations of the director, including:

- Attendance at board meetings
- Prior approval for acceptance of additional roles outside Navigator
- Independence requirements and notification of interests
- Remuneration
- Provision of a Deed of Indemnity, Insurance and Access

Directors are also required to enter a Director's Interest Disclosure Agreement at the time of their appointment.

Non-executive directors may receive director fees. The Company's policy is to remunerate non-executive directors at market rates for comparable companies having regard to the time commitments and responsibilities assumed. The aggregate of non-executive director fees is capped at a maximum of $750,000 per annum (including superannuation), as approved by shareholders at the AGM held on 20 November 2014.

Fees paid to non-executive directors are USD, and for the 2024 financial year were as follows:

Chairman	USD 170,000 per annum (plus superannuation)
Non-executive directors	USD 100,000 per annum (plus superannuation where applicable)

- Australian based non-executive directors are also entitled to superannuation. For the financial year ended 30 June 2024 actual remuneration for non-executive directors was $501,029 (2023: $508,021).
- M Pillemer, who holds the position as director and was nominated by GPSC Associates in accordance with the Shareholder Agreement. Mr Pillemer not entitled to receive remuneration from the Company for his role as a nominee non-executive director.

Termination

A director may resign at any time by providing notice to the Chairman.

Non-executive directors are required to be elected by shareholders at the next annual general meeting following their appointment. Directors do not have a fixed term, however they must be re-elected by shareholders at an annual general meeting at least every three years.

A director may be requested to retire from the Board should they fail to attend three consecutive board meetings without a leave of absence. In addition, a director may cease to hold office if they become a disqualified person under the *Corporations Act 2001*.

Non-executive directors are not entitled to any benefits or payments on retirement from office.

Annual bonus arrangements

Non-executive directors are not entitled to participate in executive remuneration schemes, may not receive performance-linked equity or bonus payments, and are not provided with retirement benefits other than statutory superannuation entitlements.

Participation in incentive plans

Non-executive directors are not entitled to participate in any incentive plans.

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Contractual and remuneration arrangements for Executive Directors and senior executives

The Group has entered into service agreements with each member of key management personnel. These agreements specify the duties and obligations to be fulfilled.

NGI Chief Executive Officer (NGI CEO)

Service Agreement

The Australian based NGI CEO commenced on 9 October 2023 and is engaged pursuant to a full time executive services agreement for an annual base salary of A$775,000 per annum exclusive of superannuation, and a short-term incentive bonus of up to 200% of this amount subject to achievement of agreed key performance indicators.

Termination

The executive services agreement has a 3 year term, with an option for Navigator to extend the agreement for an additional year.

Navigator may terminate the NGI CEO's executive services agreement at any time without notice, for a number of reasons including bankruptcy, gross negligence or wilful and serious misconduct. In these circumstances there is no entitlement to a termination payment. The CFO may terminate the agreement at any time by giving 6 months' notice and Navigator may terminate the agreement at any time by giving 6 months' notice or payment in lieu.

Annual bonus arrangements and 2024 financial year award

The NGI CEO is entitled to a short-term incentive bonus of up to 200% of his base salary. The Board may exercise its discretion to award an additional bonus amount. Mr Darke was awarded a bonus of A$1,162,500 for the 2024 financial year based on the assessment of his performance.

The NGI CEO's key performance indicators (KPIs) and whether they were achieved for the 2024 financial year are outlined below:

KPI category	Met for FY2024
Market engagement and shareholder value	✓
Financial	✓
People	✓
Operations, Risk Management and Regulatory	✓

Participation in incentive plans

The NGI CEO is eligible to participate in the Performance Rights Plan, a long-term incentive plan as outlined on pages 21-24. The board has offered a grant to the NGI CEO of 1,000,000 Performance Rights with a performance period ending 30 June 2026, which will be presented for approval by the shareholders at the 2024 Annual General Meeting.

Lighthouse Chief Executive Officer & Chief Investment Officer (Lighthouse CEO)

Service Agreement

The Lighthouse CEO entered into a service agreement commencing on 7 March 2011. The agreement was for an initial term of four years and thereafter automatically extend for a one-year term unless either the Group or the Lighthouse CEO gives not less than sixty days' notice of their intention not to extend the agreement.

The Lighthouse CEO is entitled to a base salary of $1,000,000, as well as retirement and health benefits.

The Lighthouse CEO also receives the benefit of holding investments in Lighthouse managed funds without incurring any fees. There is no incremental cost incurred by the Group in providing fee-free investment management services. Nil fee arrangements is common practice in the US asset management industry and is viewed positively by clients and potential clients as it demonstrates an alignment of interests to maximises investment results.

Termination

The Lighthouse CEO may give notice not to automatically renew his service agreement each year at any time by giving 30 days notice.

The Group may terminate the agreements of US-based executives at any time for Good Cause as defined under their service agreement. In these circumstances there is no entitlement to a termination payment.

The Group may terminate the agreement for any reason at any time by giving not less than sixty days' notice.

The employees may terminate their agreements at any time on thirty days' notice for Good Reason as defined under their service agreement, which may include circumstances where the Group fails to comply in any material respect with the terms of the agreement, or there is a material and unconsented change to responsibilities.

Annual bonus arrangements and 2024 financial year award

The Lighthouse CEO does not have any agreed key performance indicators, and his annual bonus is determined at the discretion of the Board based on its assessment of his performance during the year.

The Lighthouse CEO is based in the US and from the end of October 2023 he has been solely functioning in the role of Chief Executive Officer and Chief Investment Officer of Lighthouse.

- The Board considers that the Lighthouse CEO's remuneration needs to encompass both of these roles, and that it should also be structured so that it is consistent with remuneration principles which operate in the United States alternative asset management industry.
- The Board has awarded the Lighthouse CEO a bonus of $3,125,000 for the year ended 30 June 2024 (2023: $350,000).

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Contractual and remuneration arrangements for Executive Directors and senior executives (continued)

- In awarding this discretionary amount, the Board has taken into account the following factors:
  - investment results achieved for clients;
  - achievement of board-approved budgets and targets, strategic goals, capital and business restructuring and development of new business opportunities;
  - group financial results and dividends paid to shareholders; and
  - market levels of compensation for a CEO/CIO operating a similar business in the United States.

Potential Termination Benefits

Under the terms of his services agreement, the Lighthouse CEO may be entitled to the following termination benefits:

- A severance payment of up to $1 million on cessation of employment, except where their employment has been terminated for Cause as defined by their employment contract. Any severance payment made is in lieu of any unpaid short-term incentive bonus which they would otherwise be entitled to receive for their performance during the relevant year in which they ceased employment. The amount of the severance payment will be pro-rated based on the number of days of service provided by the US Relevant Executive during a year prior to cessation of their employment.
- Restraint payments may be paid to enforce post-employment restraint clauses if considered necessary and/or appropriate to protect matters such as non-compete periods, non-solicit periods and confidential information or intellectual property. In some jurisdictions, restraint clauses may be legally unenforceable, or difficult to successfully enforce, without payment.

  The amount of the restraint payment is determined based on the following circumstances:

  - If employment ceases due to termination for Cause, their providing notice to the Company, or them not renewing their contract then:
    - they will be entitled to restraint payments for 6 months at their monthly base salary; and
    - the Board will have the option, but not the obligation, to extend the restraint period for up to an additional 6 months by paying the Relevant Executive a restraint payment of up to $166,667 per month.
  - If employment ceases due to the Company providing the required contractual notice, the Board has the discretion, but not the obligation, to enforce the restraint clauses in the employment contract for up to 12 months by paying the Relevant Executive a restraint payment of up to $166,667 per month.

These payments are capped at a maximum of $2 million.

Shareholders approved the above potential termination benefit arrangements at the 2021 Annual General Meeting.

Participation in incentive plans

The Lighthouse CEO is eligible to participate in the Performance Rights Plan, a long-term incentive plan as outlined on pages 21-26. Grants made in the current period are outlined on pages 34-35.

NGI Chief Investment Officer & Head of NGI Strategic Investments (NGI CIO)

Service Agreement

Upon his promotion, the NGI CIO entered into a revised service agreement effective from 1 July 2023. There is no defined term period under these service agreements, and their employment continues until terminated by the Company in accordance with the terms of the agreement.

Under the agreement, the NGI CIO is entitled to an annual base salary of $500,000, as well as retirement and health benefits.

Termination

The Group may terminate the agreements with the NGI CIO at any time for Good Cause as defined under their service agreement. In these circumstances there is no entitlement to a termination payment.

The Group may terminate the agreement for any reason at any time by giving not less than sixty days' notice.

The NGI CIO may terminate his agreement at any time on thirty days' notice for Good Reason as defined under their service agreement, which may include where there is a material reduction in the compensation opportunities, there is a material change to the Group's strategy or there is a change of control of the Company.

The NGI CIO may terminate the agreement and their employment at any time for any reason other than those noted above by giving not less than sixty days' notice.

Annual bonus arrangements and 2024 financial year award

The NGI CIO is responsible for the NGI Strategic Investments business segment, and under his services agreement is entitled to an annual bonus of between 100% and 200% of his base salary. The NGI CIO did not have any agreed performance indicators for the 2024 financial year, and the Board determined at their discretion that the NGI CIO receive his maximum bonus of $1,000,000 in recognition of his achievements during the year.

Participation in incentive plans

The NGI CIO is eligible to participate in the Performance Rights Plan, a long-term incentive plan as outlined on pages 21-26. Grants made in the current period are outlined on pages 34-35.

The NGI CIO was paid a one-time amount of $225,000 upon settlement of the 2026 redemption liability transaction in cancellation of his existing Alignment Grant from 2021.

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Contractual and remuneration arrangements for Executive Directors and senior executives

Lighthouse President

Service Agreement

The Lighthouse President's executive services agreement was amended effective 1 January 2024. There is no defined term period under this service agreement, and his employment continues until terminated by either the Lighthouse President or the Group in accordance with the terms of the agreement.

The Lighthouse President is entitled under the agreement to a base salary of $350,000, plus retirement and health benefits. He is also entitled to a minimum bonus amount not less than $650,000.

The Lighthouse President may also receive the benefit of holding investments in Lighthouse managed funds without incurring any fees. There is no incremental cost incurred by the Group in providing fee-free investment management services. Nil fee arrangements is common practice in the US asset management industry and is viewed positively by clients and potential clients as it demonstrates an alignment of interests to maximises investment results.

Termination

The Group may terminate the agreement of the Lighthouse President at any time for Good Cause as defined under their service agreement. In these circumstances there is no entitlement to a termination payment.

The Group may terminate the agreement for any reason at any time by giving not less than sixty days' notice.

The employees may terminate their agreements at any time on thirty days' notice for Good Reason as defined under their service agreement, which may include circumstances where the Group fails to comply in any material respect with the terms of the agreement, or there is a material and unconsented change to responsibilities. For the CEO and Managing Director of Strategic Corporate Development, NGI Strategic Holdings, Good Reason includes where there is a material reduction in the compensation opportunities, there is a material change to the Group's strategy or there is a change of control of the Company.

Annual bonus arrangements and 2024 financial year award

The performance conditions for components of the President's bonus have been set to incentivise revenue growth across the Lighthouse business through the Revenue Target bonus, as well as ensuring a focus on cost management through the EBITDA Target bonus.

KPI category	Met for FY2024
Revenue target:	
▪ 50% of fixed remuneration if Top Line revenue growth target achieved; **OR**	✓
▪ 100% of fixed remuneration if Top Line revenue growth target achieved	X
EBITDA Target	
25% of fixed remuneration if EBITDA margin target is achieved	✓

Potential Termination Benefits

To the extent the Company terminates the Employee without Good Cause or the Employee terminates this Agreement for Good Reason, Employee shall be entitled to a one-time severance payment equal to the greater of:

(i) His annual bonus earned in accordance with the performance targets outlined in his service agreement, pro-rated to the Termination Date; or

(ii) an amount equal to the number of calendar days between the Termination Date and the end of the last financial year multiplied by $2,740.

Participation in long-term incentive plans

The Lighthouse President is eligible to participate in any long-term incentive plan that may be implemented by Lighthouse. No such plans are currently in place.

Chief Financial Officer & Company Secretary (CFO)

Service Agreement

The Australian-based CFO is engaged pursuant to an executive services agreement for 30 hours per week. There is no defined term period under this service agreement, and her employment continues until terminated by either the CFO or the Company in accordance with the terms of the agreement.

The CFO's base salary is A$425,000 per annum exclusive of superannuation.

Termination

The Group may terminate the CFO's executive services agreement at any time, without notice for a number of reasons including bankruptcy, gross negligence or wilful and serious misconduct. In these circumstances there is no entitlement to a termination payment. The CFO may terminate the agreement at any time by giving 6 months' notice and the Group may terminate the agreement at any time by giving 6 months' notice or payment in lieu.

Annual bonus arrangements and 2024 financial year award

The CFO is entitled to a short-term incentive bonus of up to 50% of her base salary. The Board may exercise its discretion to award an additional bonus amount.

The CFO did not have defined key performance indicators for the 2024 year, and the Board approved a discretionary bonus of A$212,500 in acknowledgement of her contributions to the Group's success in the financial year.

The CFO also received a bonus payment of A$150,000 in February 2024 linked to her role in the successful completion of the settlement of the 2026 redemption liability.

Participation in incentive plans

The CFO is eligible to participate in the Performance Rights Plan, a long-term incentive plan as outlined on pages 21-24. Grants made in the current period are outlined on pages 36-37.

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Directors' and executive officers' remuneration

Benefit Category		Short-term			Post-employment	Other long-term		Total
		Salary & fees	Bonus	Other[1]	Pension & Superannuation	Share based payments	Long service leave	
Non-Executive Directors								
Michael Shepherd	2024	170,000	-	-	18,021	-	-	**188,021**
	2023	170,000	-	-	17,021	-	-	**187,021**
Nicola Grenham	2024	100,000	-	-	-	-	-	**100,000**
	2023	100,000	-	-	-	-	-	**100,000**
Suvan de Soysa	2024	100,000	-	-	11,000	-	-	**111,000**
	2023	100,000	-	-	10,500	-	-	**110,500**
Lindsay Wright[2]	2024	65,007	-	-	-	-	-	**65,007**
Marc Pillemer[3]	2024	-	-	-	-	-	-	**-**
Cathy Hales[4]	2024	33,333	-	-	3,667	-	-	**37,000**
	2023	100,000	-	-	10,500	-	-	**110,500**
Executive Director								
Stephen Darke[5]	2024	383,639	773,860	-	13,389	-	6,144	**1,177,032**
Sean McGould	2024	1,000,000	3,125,000	25,474	20,700	(8,986)	-	**4,162,188**
	2023	1,000,000	350,000	24,749	19,800	138,914	-	**1,533,463**
Executives								
Ross Zachary	2024	500,000	1,000,000	25,474	31,950	798,638		**2,356,062**
	2023	300,000	780,000	24,843	8,734	291,010	-	**1,404,587**
Ben Browning	2024	350,000	1,400,000	25,473	20,700	-	-	**1,796,173**
	2023	350,000	650,000	24,749	19,800	-	-	**1,044,549**
Amber Stoney	2024	279,700	239,216	-	17,945	262,275	10,107	**809,243**
	2023	271,120	132,600	-	17,020	134,956	6,877	**562,573**
Rob Swan[6]	2024	100,000	-	8,558	-	-	-	**108,558**
	2023	300,000	800,000	24,749	19,800	-	-	**1,144,549**
Total	**2024**	**3,081,679**	**6,538,076**	**84,979**	**137,372**	**1,051,927**	**16,251**	**10,910,284**
	2023	**2,691,120**	**2,712,600**	**99,090**	**123,175**	**564,880**	**6,877**	**6,197,741**

[1] Other short-term fixed remuneration amounts relate to health care benefits paid on behalf of US based staff.

[2] Appointed as a director 7 November 2023

[3] Appointed as a director 6 March 2024. Mr Pillemer does not receive remuneration from the Company.

[4] Resigned as a director 20 October 2023

[5] Commenced employment on 10 October 2023 and appointed as a director on 30 October 2023

[6] Ceased to be key management personnel on 27 October 2023

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Analysis of bonuses & share based payment awards included in remuneration

Details of the short-term and long-term incentive bonuses awarded as remuneration to key management personnel of the Group in the current reporting period are detailed below:

	Proportion of remuneration paid that is performance based	Short-term incentives[1]		Long-term incentives[2]	
		% awarded	% forfeited	% Vested in year	% Forfeited in year
Stephen Darke	66%	100%	0%	n/a	n/a
Sean McGould	75%	100%	0%	0%	0%
Ross Zachary	76%	100%	0%	0%	0%
Ben Browning	42%	80%	20%	0%	0%
Amber Stoney	62%	100%	0%	0%	0%

1 Short-term bonus is paid annually on a financial year basis. No amounts vest in future financial years in respect of the financial year ended 30 June 2024.

2 Long-term incentive share based payment arrangements are subject to service and performance hurdles measured at various financial year ends and subject to Board approval shortly thereafter. Details included in following sections of this report.

Analysis of equity instruments granted as remuneration

The Group has a Performance Rights Plan in place for eligible executives. Details of all equity instruments granted are summarised in the following tables:

Equity instruments granted

	Tranche	Equity instruments granted[1]	Grant date	Vesting & exercise date	Fair value per award at grant date ($)	Expiry date
			2024			
Ross Zachary	2023 PR - PBT	600,000	22/9/2023	30/06/2026	0.79	22/9/2027
	2023 PR - TSR	400,000			0.52	
Amber Stoney	2023 PR - EBITDA	152,905	22/9/2023	30/06/2026	0.79	22/9/2027
	2023 PR - TSR	152,905			0.52	
			2023			
Sean McGould	2021 PR - EBITDA	152,905	30/9/2022	30/06/2024	0.68	30/9/2026
	2021 PR - TSR	152,905			0.16	
	2022 PR - EBITDA	152,905	17/11/2022	30/06/2025	0.70	17/11/2026
	2022 PR - TSR	152,905			0.36	
Ross Zachary	2021 PR – EBITDA[2]	275,230	30/9/2022	30/06/2024	0.68	30/9/2026
	2021 PR - TSR[2]	275,230			0.16	
	2022 PR - EBITDA[2]	275,230	30/9/2022	30/06/2025	0.64	30/9/2026
	2022 PR - TSR[2]	275,230			0.33	
Amber Stoney	2021 PR - EBITDA[2]	152,905	30/9/2022	30/06/2024	0.68	30/9/2026
	2021 PR - TSR[2]	152,905			0.16	
	2022 PR - EBITDA[2]	152,905	30/9/2022	30/06/2025	0.64	30/9/2026
	2022` PR - TSR[2]	152,905			0.33	

1 Includes instruments held directly, indirectly and beneficially by KMP.

2 Modified during FY24 to remove performance hurdles

Of the total performance rights issued to employees in the current year, a portion are rights measured against earnings and a portion are measured on total shareholder return, each with specific service and performance conditions attached. The fair value at grant date is determined for each right based on a Monte Carlo simulation for the specific terms and conditions of each option. All performance rights have zero exercise price and are subject to continuation of employment conditions.

During the period tranches issued to Ross Zachary and Amber Stoney for 2021 and 2022, both EBITDA and TSR rights, were modified during the period. The modification removed need to achieve performance hurdles whilst the service conditions remained unchanged. The incremental fair value as a result of the modifications to the EBITDA performance rights was $0.7/award for the 2021 tranche and $0.38/award for the 2022 tranche. The incremental fair value was measured using the same option pricing model as the original rights granted.

Remuneration report – Audited (continued)

Key management personnel remuneration disclosures (continued)

Analysis of equity instruments granted as remuneration (continued)

Summary of equity instruments granted, vested or lapsed during the year for KMP

	Grant date	Vesting & exercise date	Beginning balance unvested *Number*	Granted as compensation[1] *Number*	Cancelled *Number*	Toal vested and exercisable *Number*	Ending balance unvested *Number*	Maximum value in future periods ($)
					2024			
Sean McGould	30/9/2022	30/6/2024[2]	305,810	-	-	-	**305,810**	**34,564**
	17/11/2022	30/6/2025	305,810	-	-	-	**305,810**	**124,792**
Ross Zachary	1/7/2021	30/6/2025	120,976	-	(120,976)	-	**-**	**-**
	1/7/2021	30/6/2026	120,976	-	(120,976)	-	**-**	**-**
	30/9/2022	30/6/2024[2]	550,459	-	-	-	**550,459**	**-**
	30/9/2022	30/6/2025	550,459	-	-	-	**550,459**	**149,113**
	22/9/2023	30/6/2026	-	1,000,000	-	-	**1,000,000**	**453,937**
Amber Stoney	30/9/2022	30/6/2024[2]	305,810	-	-	-	**305,810**	**-**
	30/9/2022	30/6/2025	305,810	-	-	-	**305,810**	**82,840**
	22/9/2023	30/6/2026	-	305,810	-	-	**305,810**	**163,453**
					2023			
Sean McGould	30/9/2022	30/6/2024	-	305,810	-	-	**305,810**	**42,867**
	17/11/2022	30/6/2025	-	305,810	-	-	**305,810**	**107,502**
Ross Zachary	1/7/2021	30/6/2025	120,976	-	-	-	**120,976**	**42,867**
	1/7/2021	30/6/2026	120,976	-	-	-	**120,976**	**99,555**
	30/9/2022	30/6/2024	-	550,459	-	-	**550,459**	**77,161**
	30/9/2022	30/6/2025	-	550,459	-	-	**550,459**	**179,199**
Amber Stoney	30/9/2022	30/6/2024	-	305,810	-	-	**305,810**	**55,044**
	30/9/2022	30/6/2025	-	305,810	-	-	**305,810**	**61,698**

1 Includes instruments held directly, indirectly and beneficially by KMP.
2 Vesting subject to Board review and approval which is yet to occur.

There were no share based payment arrangements which vested or were forfeited during the period.

The Alignment Grant made to the NGI CIO was cancelled during the period and a payment made in lieu, as the arrangement related to the Strategic Portfolio transaction which settled early. There have been no alterations to the terms or conditions of the grants since grant date.

Remuneration report – Audited (continued)

Additional information

Movement in shares

The movement during the reporting period in the number of shares in the Company held, directly, indirectly or beneficially, by key management personnel, including their related parties, is as follows:

	Balance 1 July 2023	Purchases	Sales	Balance 30 June 2024
Directors[1]				
Michael Shepherd	195,270	77,212	-	272,482
Sean McGould	19,438,084	7,685,283	-	27,123,367
Nicola Grenham	6,450	32,318	-	38,768
Suvan de Soysa	150,000	125,000	-	275,000
Stephen Darke[2]	74,626	128,347	-	202,973
Lindsay Wright	-	-	-	-
Marc Pillemer[3]	-	-	-	-
Executives				
Ross Zachary	40,000	15,816	-	55,816
Amber Stoney	180,374	8,158	-	188,532

1 Refer to page 14-17 for details on direct and indirect shareholdings for each Director.
2 Stephen Darke was appointed as a director on 31 October 2023, and the opening balance represents his existing holding at the time of his appointment
3 Marc Pillemer does not have any direct holdings. Mr Pillemer is a nominee director for GPSC Associates, who hold 226,366,357 million ordinary shares at the end of the year, and 90,289 Convertible Notes which will convert to 60,222,761 ordinary shares.

Other transactions with key management personnel

Other than is disclosed above, there were no other transactions with key management personnel during the year.

This marks the end of the remuneration report.

Significant changes in state of affairs

In the opinion of the directors there were no significant changes in the state of affairs of the Group that occurred during the financial period not otherwise disclosed in this financial report.

Events subsequent to end of financial period

On 23 August 2024, the Group entered into definitive documentation to acquire additional ownership in Invictus Capital Partners for total consideration of $14.85 million. The transaction will increase the investment on the Group's balance sheet. A portion of the consideration will be deferred until the first anniversary.

There is no expected impact on the profit and loss upon completion of the transaction as any associated transaction costs will be capitalised into the investment.

Other than the above, there has not arisen in the interval between the end of the reporting period and the date of signing this report, any item, transaction or event of a material nature, likely to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

Environmental regulation

The Group is not subject to any particular or significant environmental regulation under any Australian Commonwealth, State or Territory legislation.

Indemnification and insurance

The Company has a Deed of Indemnity, Insurance and Access in place with each of the Directors ('the Deeds'). Pursuant to the Deeds, the Company indemnifies each Director to the extent permitted by law for losses and liabilities incurred by the Director as an officer of the Company or of a subsidiary. This indemnity is in place for a 7 year period from the cessation of directorship.

In addition, the Company will advance reasonable costs incurred or expected to be incurred by the Director in defending relevant proceedings on terms determined by the Board. No such advances were made during the financial period.

During the period, the Group paid insurance premiums to insure the Directors and Officers of the Company. The terms of the contract prohibit the disclosure of the premiums paid.

Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016, amounts in the financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Auditor

Ernst & Young is the auditor of the Group in accordance with section 327 of the *Corporations Act 2001*. Details of remuneration paid to auditors is presented in Note 25 of the financial statements.

Non-audit services

There were no non-audit services provided by the entity's auditors during the financial year.

Indemnification

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount).

No payment has been made to indemnify Ernst & Young Australia during or since the end of the financial year.

Auditor's independence declaration

The lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 38 and forms part of the directors' report for the financial year ended 30 June 2024.

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

Michael Shepherd, AO
Chairman and
Non-Executive Director

Suvan de Soysa
Non-Executive Director

Sydney, 27 August 2024

Ernst & Young
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Brisbane QLD 4000 Australia
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Auditor's Independence Declaration to the Directors of Navigator Global Investments Limited

As lead auditor for the audit of Navigator Global Investments Limited for the financial year ended 30 June 2024, I declare 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*;*

b) no contraventions of any applicable code of professional conduct in relation to the audit; and

c) no non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Navigator Global Investments Limited and the entities it controlled during the financial year.

Ernst & Young

Ernst & Young

N. Young

Nathan Young
Partner
27 August 2024

FINANCIAL REPORT

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INCOME STATEMENT
For the year ended 30 June 2024

	Note	Consolidated USD'000 2024	Consolidated USD'000 2023
Management fee revenue	2(a)	84,233	76,674
Performance fee revenue	2(a)	11,945	6,862
Revenue from reimbursement of fund operating expenses	2(a)	172,675	96,620
Revenue from provision of office space and services	2(a)	7,431	4,741
Total revenue		**276,284**	**184,897**
Other income	2(b)	72,962	31,815
Employee expenses	3(a)	(64,989)	(55,633)
Administration and other general expenses	3(b)	(191,740)	(110,915)
Depreciation and amortisation expense	3(c)	(7,501)	(5,592)
Share of profits / (loss) from joint ventures and associates		811	638
Results from operating activities		**85,827**	**45,210**
Finance income	4(a)	24,365	36,922
Finance costs	4(a)	(28,333)	(38,127)
Profit before income tax		**81,859**	**44,005**
Income tax expense	6(a)	(15,554)	(8,493)
Profit for the period		**66,305**	**35,512**
Attributable to equity holders of the parent		**66,305**	**35,512**

Earnings per share	Note	Consolidated US cents 2024	Consolidated US cents 2023
Basic earnings per share	8	16.62	14.38
Diluted earnings per share	8	14.94	11.22

The accompanying notes form part of these consolidated financial statements

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2024

	Note	Consolidated USD'000 2024	Consolidated USD'000 2023
Profit attributable to equity holders of the parent		**66,305**	**35,512**
Other comprehensive income			
Other comprehensive income that may be reclassified to profit and loss in subsequent periods:			
Exchange differences on translation of foreign operations	4(b)	15	(325)
Other comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Change in fair value of financial assets at fair value through other comprehensive income	4(b)	3,001	(18,761)
Income tax on financial assets at fair value through other comprehensive income	4(b)	4,292	(225)
Other comprehensive income for the year		**7,308**	**(19,311)**
Total comprehensive income for the year, net of tax		**73,613**	**16,201**
Attributable to equity holders of the parent		**73,613**	**16,201**

The accompanying notes form part of these consolidated financial statements

STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Note	Consolidated USD'000 2024	2023
Assets			
Cash	5	61,622	67,818
Trade receivables and other assets	10	32,872	24,382
Current tax assets	6(b)	2,466	93
Total current assets		**96,960**	**92,293**
Investments at fair value	11	523,085	495,918
Investment in joint ventures and associates	12	14,829	13,897
Plant and equipment	13	10,835	10,162
Right-of-use assets	14(a)	17,454	19,766
Deferred tax assets	6(c)	20,704	28,653
Intangible assets	15	98,464	96,308
Other non-current assets	10	5,523	5,928
Total non-current assets		**690,894**	**670,632**
Total assets		**787,854**	**762,925**
Liabilities			
Trade and other payables	16	7,810	40,627
Lease liabilities	14(a)	3,641	3,595
Employee benefits	17	8,412	3,011
Current tax liabilities	6(b)	1,909	1,487
Other financial liabilities	18	79,553	97,938
Total current liabilities		**101,325**	**146,658**
Trade and other payables	16	365	350
Lease liabilities	14(a)	20,700	23,127
Employee benefits	17	18	9
Deferred tax liabilities	6(c)	2,232	-
Other financial liabilities	18	-	171,243
Total non-current liabilities		**23,315**	**194,729**
Total liabilities		**124,640**	**341,387**
Net assets		**663,214**	**421,538**
Equity			
Share capital	20(a)	542,714	368,165
Non-share capital	20(b)	89,507	87,824
Reserves		91,526	45,389
Accumulated losses		(60,533)	(79,840)
Total equity attributable to equity holders of the parent		**663,214**	**421,538**

The accompanying notes form part of these consolidated financial statements

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2024

		Consolidated USD'000							
		Amounts attributable to equity holders of the parent							
	Note	Share Capital	Non-share Capital	Share Based Payments Reserve	Fair Value Reserve	Translation Reserve	Parent Entity Profits Reserve	Accumulated Losses	Total Equity
Balance at 1 July 2023		**368,165**	**87,824**	**14,165**	**(19,885)**	**89**	**51,020**	**(79,840)**	**421,538**
Net profit for the period		-	-	-	-	-	-	66,305	**66,305**
Transfer to parent entity profits reserve[1]		-	-	-	-	-	47,000	(47,000)	**-**
Other comprehensive income									
Foreign Currency translation differences, net of tax		-	-	-	-	15	-	-	**15**
Net change in fair value of financial assets at fair value through other comprehensive income		-	-	-	3,001	-	-	-	**3,001**
Income tax on other comprehensive income		-	-	-	4,290	-	-	2	**4,292**
Total other comprehensive loss, net of tax		-	-	-	7,291	15	-	2	**7,308**
Total comprehensive income for the year, net of tax		**-**	**-**	**-**	**7,291**	**15**	**47,000**	**19,307**	**73,613**
Issue of ordinary shares	20(a)	177,005	-	-	-	-	-	-	**177,005**
Modification of non-share capital	20(b)	-	1,683	-	-	-	-	-	**1,683**
Transaction costs	20(a)	(2,456)	-	-	-	-	-	-	**(2,456)**
Dividends to equity holders	7	-	-	-	-	-	(9,019)	-	**(9,019)**
Share based payments	3(a)	-	-	850	-	-	-	-	**850**
Total transactions with owners		**174,549**	**1,683**	**850**	**-**	**-**	**(9,019)**	**-**	**168,063**
Balance at 30 June 2024		**542,714**	**89,507**	**15,015**	**(12,594)**	**104**	**89,001**	**(60,533)**	**663,214**

[1] Relates to the net profit of the parent entity (Navigator Global Investments Limited).

The accompanying notes form part of these consolidated financial statements

STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended 30 June 2024

	Note	Share Capital	Non-share Capital	Share Based Payments Reserve	Fair Value Reserve	Translation Reserve	Parent Entity Profits Reserve	Accumulated Losses	Total Equity
		Consolidated USD'000							
		Amounts attributable to equity holders of the parent							
Balance at 1 July 2022		356,186	99,818	13,326	(1,758)	414	29,897	(84,366)	**413,517**
Net profit for the period		-	-	-	-	-	-	35,512	**35,512**
Transfer to parent entity profits reserve[1]		-	-	-	-	-	30,127	(30,127)	**-**
Other comprehensive income									
Foreign Currency translation differences, net of tax		-	-	-	-	(325)	-	-	**(325)**
Net change in fair value of financial assets at fair value through other comprehensive income		-	-	-	(17,905)	-	-	(856)	**(18,761)**
Income tax on other comprehensive income		-	-	-	(222)	-	-	(3)	**(225)**
Total other comprehensive loss, net of tax		-	-	-	(18,127)	(325)	-	(859)	**(19,311)**
Total comprehensive income for the year, net of tax		**-**	**-**	**-**	**18,127**	**(325)**	**30,127**	**4,526**	**16,201**
Convertible note redemption	20(a)	11,994	(11,994)	-	-	-	-	-	**-**
Transaction costs	20(a)	(15)	-	-	-	-	-	-	**(15)**
Dividends to equity holders	7	-	-	-	-	-	(9,004)	-	**(9,004)**
Share based payments	3(a)	-	-	839	-	-	-	-	**839**
Total transactions with owners		**11,979**	**(11,994)**	**839**	**-**	**-**	**(9,004)**	**-**	**(8,180)**
Balance at 30 June 2023		**368,165**	**87,824**	**14,165**	**(19,885)**	**89**	**51,020**	**(79,840)**	**421,538**

[1] Relates to the net profit of the parent entity (Navigator Global Investments Limited).

The accompanying notes form part of these consolidated financial statements

STATEMENT OF CASH FLOWS

For the year ended 30 June 2024

	Note	Consolidated USD'000 2024	Consolidated USD'000 2023
Cash flows from operating activities			
Cash receipts from operating activities		269,086	183,034
Cash paid to suppliers and employees		(244,962)	(165,764)
Cash generated from operations		24,124	17,270
Distributions received from investments		72,962	66,860
Profit share payment to non-controlling interests		(34,923)	(42,483)
Bank interest received		903	463
Interest paid		(1,326)	(1,017)
Lease interest received		201	232
Lease interest paid		(917)	(1,024)
Income taxes paid		(3,034)	(2,445)
Net cash from operating activities	5(b)	**57,990**	**37,856**
Cash flows from investing activities			
Capital expenditure on plant and equipment & internally developed software intangibles		(6,705)	(8,011)
Acquisition of product investments		(1,599)	(49)
Acquisition of equity investments (including deferred consideration paid)		(21,906)	(51,656)
Dividends received from/ (investments in) joint ventures and associates	12	147	127
Transaction cost associated with acquisitions & redemption liability settlement	9	(4,562)	(1,975)
Payment of security deposits		(252)	(722)
Net cash used in investing activities		**(34,877)**	**(62,286)**
Cash flows from financing activities			
Proceeds from borrowings		36,000	30,000
Repayment of borrowings & associated fees		(46,692)	(20,597)
Lease payments received from finance leases		508	503
Payment of principal portion of lease liabilities		(3,917)	(2,782)
Proceeds from issuing shares	20(a)	45,427	-
Transaction costs associated with the issue of shares	20(a)	(2,456)	(15)
Payments in settlement of redemption liability	9	(47,985)	-
Dividends paid to equity holders	7	(9,019)	(9,004)
Net cash used in financing activities		**(28,134)**	**(1,895)**
Net (decrease)/increase in cash		**(5,021)**	**(26,325)**
Cash balance at 1 July		67,818	94,041
Effect of exchange rate fluctuations on cash balances held in foreign currencies		(1,175)	102
Cash balance as at 30 June	5(a)	**61,622**	**67,818**

The accompanying notes form part of these consolidated financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Results for the year

This section of the notes to the financial statements focuses on the results and performance of the Navigator Global Investments Limited Group explaining the results for the year, segment information, taxation and earnings per share. Acquisitions made in recent times are significant to the operating structure of the Group and have also been included in this section of the financial statements.

Where a material accounting policy or key estimate is specific to a single note, the policy or estimate is described in the note to which it relates.

1. Operating segments

The Group has two reportable segments and are unchanged from the prior reporting period:

- Lighthouse Group, which operates as a global absolute return funds manager for investment vehicles; and
- NGI Strategic Group, holds several strategic investments on a minority basis. Including the strategic portfolio, Marble Capital and Invictus Capital investments.

No operating segments have been aggregated to form the above reportable operating segments.

The 'All other segments' category includes the parent entity, investments in joint ventures & associates and adjustments to eliminate on consolidation. Individually these are not considered a reporting segment.

With the Group's substantial growth over the past two years the executive management team was expanded to include a newly appointed group chief executive officer, Stephen Darke, Head of NGI Strategic and chief investment officer, Ross Zachary together Sean McGould (former group chief executive officer), Lighthouse chief executive officer and chief investment officer. All three executives are collectively the chief executive decision makers ("CODMs") of the Group, each responsible for day-to-day operations of their respective areas and the implementation of the group's business strategy reporting to the Board of directors. Internal management reports are provided to the CODMs on a monthly basis including separate analysis for the Lighthouse, NGI Strategic & NGI Corporate divisions to monitor the operating results of its business for the purpose of making decisions about resource allocation and performance assessment.

Divisional performance is evaluated based on the financial information as set out below, as well as other key metrics such as Assets under Management and the average management fee rate.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

1. Operating segments (continued)

USD'000	Reportable Segments				Total reportable segments		All other segments & Eliminations		Consolidated	
	Lighthouse		NGI Strategic							
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Revenue	95,932	83,360	-	-	**95,932**	83,360	246	176	**96,178**	83,536
Other revenue	180,010	101,280	-	-	**180,010**	101,280	96	81	**180,106**	101,361
Total revenue from contracts with customers	**275,942**	**184,640**	**-**	**-**	**275,942**	184,640	**342**	257	**276,284**	**184,897**
Other income	-	-	72,962	31,815	**72,962**	31,815	-	-	**72,962**	31,815
Share of profit from associates & joint ventures	-	-	-	-	**-**	-	811	638	**811**	638
Employee expenses (excludes non-operating)	(55,998)	(51,627)	(3,040)	(2,186)	**(59,038)**	(53,813)	(3,770)	(1,820)	**(62,808)**	(55,633)
Operating expenses (excluding depreciation and amortisation)	(184,615)	(108,314)	(1,777)	(1,687)	**(186,392)**	(110,001)	206	(51)	**(186,186)**	(110,052)
Result from operating activities	**35,329**	**24,699**	**68,145**	**27,942**	**103,474**	**52,641**	**(2,411)**	**(976)**	**101,063**	**51,665**
Net finance income / (costs) (excluding interest)	1,195	266	1,197	1,982	**2,392**	2,248	(915)	1,692	**1,477**	3,940
Other non-operating expenses	(2,598)	-	(4,875)	(863)	**(7,473)**	(863)	(262)	-	**(7,735)**	(863)
Earnings before interest, tax, depreciation and amortisation	**33,926**	**24,965**	**64,467**	**29,061**	**98,393**	**54,026**	**(3,588)**	**716**	**94,805**	**54,742**
Interest revenue	267	257	817	326	**1,084**	583	21	112	**1,105**	695
Interest expense	(1,303)	(1,120)	(5,217)	(4,663)	**(6,520)**	(5,783)	(30)	(57)	**(6,550)**	(5,840)
Depreciation and amortisation	(7,461)	(5,539)	-	-	**(7,461)**	(5,539)	(40)	(53)	**(7,501)**	(5,592)
Reportable segment profit / (loss) before income tax	**25,429**	**18,563**	**60,067**	**24,724**	**85,496**	**43,287**	**(3,637)**	**718**	**81,859**	**44,005**
Income tax (expense) / benefit	(9,647)	(5,466)	(5,907)	(3,027)	**(15,554)**	(8,493)	-	-	**(15,554)**	(8,493)
Reportable segment profit / (loss) after income tax	**15,782**	**13,097**	**54,160**	**21,697**	**69,942**	**34,794**	**(3,637)**	**718**	**66,305**	**35,512**
Segment assets	229,239	214,172	534,461	529,268	**763,700**	743,440	24,154	19,485	**787,854**	762,925
Segment liabilities	(39,731)	(34,434)	(82,673)	(306,086)	**(122,404)**	(340,520)	(2,236)	(867)	**(124,640)**	(341,387)
Net assets	**189,508**	**179,738**	**451,788**	**223,182**	**641,296**	**402,920**	**21,918**	**18,618**	**663,214**	**421,538**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

2. Revenue

a) Revenue from contracts with customers

	Consolidated USD'000	
	2024	2023
Operating revenue		
Management fees from hedge fund clients	34,110	27,380
Management fees from commingled funds	19,698	21,255
Management fees from customised solutions clients	20,871	19,150
Management fees from managed account services clients	9,554	8,889
Performance fees	11,945	6,862
Total operating revenue	**96,178**	**83,536**
Other revenue		
Revenue from reimbursement of fund costs	172,675	96,620
Revenue from provision of office space and services	7,431	4,741
Total other revenue	**180,106**	**101,361**
Total revenue from contracts with customers	**276,284**	**184,897**

Management fees

Management fees are received from customers for providing:

- investment management / advice and related services to commingled funds;
- investment management / advice to customised solutions clients; and
- managed account services to clients.

Management fee revenue is based on a percentage of the customer's portfolio value and is calculated in accordance with the applicable document or agreement which creates the contractual relationship with the customer. The management fee is a single fee which covers all of the individual components which make up the management service. Management fee revenue is variable in nature as it is based on a percentage of the customer's portfolio value.

The Group's obligation to provide management services to customers is satisfied as and when the customer receives and consumes the services on a continuous basis. The Group recognises revenue for the services performed at the end of each month.

Performance fees

Performance fees may be earned on certain fund share classes and client accounts, other than for managed account services clients.

The amount of the performance fee is calculated in accordance with the terms of the applicable contract with the customer. The entitlement to performance fees for any given performance period is dependent on the customer's portfolio achieving a positive performance, and in some cases in outperforming an agreed hurdle. Performance fees are generally also subject to a high-water mark arrangement which ensures that fees are not earned more than once on the same performance.

The Group satisfies its obligations to provide services in exchange for the performance fee revenue on a continuous basis, however the right to receive the revenue is constrained by achieving the required performance hurdles and/or high-water mark. As such, performance fee revenue is only recognised to the extent that it is probable that a significant reversal of the revenue will not occur. Due to the uncertainty associated with the estimate of performance fees prior to the end of the performance period, this revenue is not recognised in the income statement until the entitlement to receive the fee becomes certain, which is at the end of the relevant performance period. At all times prior to this, there is a high probability of any revenue recognised being reversed. Performance periods for performance fee arrangements range from between 1 month to 1 year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

2. Revenue (continued)

Revenue from reimbursement of fund costs

The Group is entitled to reimbursement for fund expenditure that it has paid on behalf of the funds which includes operating expenses, capital expenditure and regulatory charges. While the funds generally pay their own operating expenses directly, there are some expenses, such as financial data services, software development and technology expenses, where it is more practical for the Group to incur and pay the costs and then be reimbursed by the funds.

The Group enters into contracts for the relevant good or service directly with the third-party service providers, and hence the Group controls the good or service until it subsequently directs the good or service to be transferred to the fund.

As the Group controls the good or service before it is transferred, the Group is not acting in a capacity as agent for the fund. The Group is required to recognise both:

- the expense incurred under the contract with the third-party service providers (see note 4) to receive the good or service; and
- the revenue to which it expects to be entitled from the fund in exchange for transferring the good or service.

The revenue and expense in relation to these reimbursed costs off-set to the extent amounts relate to operating expenditure as opposed to capital expenditure. The Group does not add a margin to the original cost of the good or service transferred to the fund.

Revenue from the provision of office space and services

The Group has a number of agreements with external parties to license office space at its New York and London offices. As part of these agreements, licensees are charged license fees and service charges on a monthly basis.

The Group's obligation to provide office space services and its obligation to provide business services to licensees are satisfied as and when the customer receives and consumes the services on a continuous basis. The Group recognises revenue as the amount to which it has a right to invoice for the period.

The Group is entitled to:

- a license fee and an occupancy-related service charge as per the terms of the applicable contract with each licensee as it satisfies its obligations to provide office space and related services; and
- a service charge as per the terms of the applicable contract with each licensee as it satisfies its obligations to provide business services.

Major revenue source

7% (2023: 8%) of the Group's operating revenue relates to management fees and performance fees earned on the Lighthouse Diversified commingled funds.

11% (2023: 12%) of the Group's operating revenue relates to management fees and performance fees earned on the Lighthouse Global Long/Short commingled funds.

39% (2023: 38%) of the Groups operating revenue relates to management fees and performance fees earned on the North Rock funds.

The Group's largest individual client represents 11% of operating revenue (2023: 12%).

The Group's three largest individual clients combined represent 24% of operating revenue (2023: 26%).

Geographic information

The company is domiciled in Australia where $0.2 million (2023: $0.2 million) of operating revenue from contracts with customers is earned with the remaining $95.9 million (2023: $83.5 million) operating revenue derived from contracts with customers in foreign countries. Those countries with significant revenue generation include the United States of America $31.6 million, Cayman Islands $56.3 million and United Kingdom $6.8 million.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

2. Revenue (continued)

b) Other income

	Consolidated USD'000	
	2024	**2023**
Distribution income	72,962	66,860
Share of profits to non-controlling interest holders	-	(35,045)
Net investment income	**72,962**	**31,815**

Distribution income

Distributions are received from investments the Group holds in unquoted securities in externally managed entities. Income is recognised on the date that the Group's right to receive payment is established which is primarily upon receipt.

Share of profits to non-controlling interests

The early settlement of the redemption liability on 3 January 2024, resulted in the extinguishment of non-controlling interests associated with the Strategic Portfolio. As a result the Group is entitled to all profits associated with the Strategic Portfolio from the current financial year onwards. Previously the non-controlling interest holders were entitled to a share of profits above a minimum level of distributions received from the six investments within the portfolio.

3. Expenses

	Consolidated USD'000	
	2024	**2023**
a) Employee expenses		
Employee costs and benefits	(61,733)	(54,028)
Share based payments	(1,075)	(839)
Termination payments (non-operating)	(2,181)	(765)
Total employee expenses	**(64,989)**	**(55,633)**
b) Administration and other general expenses		
Operating expenses		
Professional and consulting expenses	(4,178)	(3,674)
Information and technology expense	(2,770)	(2,830)
Reimbursable fund costs	(167,770)	(94,540)
Occupancy expense	(3,245)	(2,107)
Distribution expense	(3,416)	(2,487)
Insurance	(686)	(654)
Travel expense	(1,335)	(1,118)
Other expenses	(2,786)	(2,642)
Total operating expenses	(186,186)	(110,052)
Non-operating expenses		
Transaction costs associated with acquisitions, restructuring & debt refinancing	(5,554)	(863)
Total administration and general expenses	**(191,740)**	**(110,915)**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

3. Expenses (continued)

	Consolidated USD'000 2024	Consolidated USD'000 2023
c) Depreciation and amortisation expense		
Depreciation of plant and equipment	(3,649)	(2,491)
Lease depreciation	(3,626)	(3,006)
Amortisation of intangible assets	(226)	(95)
Total depreciation and amortisation expense	**(7,501)**	**(5,592)**
Total expenses	**(264,230)**	**(172,140)**

Employee expense

The largest operating expense is employee expense which includes salaries and wages, together with the cost of other benefits provided to employees such as contributions to superannuation and retirement plans, health care benefits, educational assistance and cash bonuses. It also includes associated payroll costs such as payroll tax and payroll processing fees.

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit and loss in the periods during which services are rendered by employees.

Share based payment expense

The Group provides benefits to small select group of senior management in the form of share based payment awards as part of their remuneration. Employees render services in exchange for shares or rights over shares ('equity settled transactions'). During the period 1,305,820 (2023: 3,287,460) performance rights were issued under the Group's Employee Performance Rights Plan and 241,952 rights were cancelled with payment made in lieu (2023: nil cancelled).

For each employee, a portion of the rights are subject to non-market vesting conditions to achieve target earnings hurdles and the remaining portion are subject to market vesting conditions.

The cumulative expense recognised for share based payments transactions at each reporting date until vesting date reflects:

- the grant date fair value of the award;
- the extent to which the vesting period has expired;
- the current best estimate of the number of awards that will vest; and
- incremental value provided to the employee for modifying existing rights or providing replacement entitlements upon cancellation.

Reimbursable fund costs

The Group is entitled to reimbursement for fund expenses that it has paid on behalf of the funds. While the funds generally pay their own operating expenses directly, there are some expenses, such as financial data services, software and technology expenses, where it is more practical for the Group to incur and pay the expense and then be reimbursed by the funds.

Since January 2021 new cost sharing arrangements were negotiated with funds whereby additional operating expenses such as employee costs including salaries, wages and cash bonuses are passed through for reimbursement.

Occupancy expense

Occupancy expense includes rent for leased premises or equipment where the short-term lease exemption and low value exemptions have been applied under AASB 16 *Leases*. Expenditure also includes common area maintenance costs outgoings.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

4. Finance income and costs

a) Recognised directly in profit and loss

	Consolidated USD'000	
	2024	**2023**
Finance income		
Unrealised fair value changes in financial assets	23,006	36,014
Realised gain on financial assets	254	213
Interest income on bank deposits	904	463
Finance income on net investment in finance lease	201	232
Total finance income	**24,365**	**36,922**
Finance costs		
Fair value changes in financial liabilities	(19,556)	(31,634)
Lease interest expense	(1,292)	(1,113)
Net foreign exchange loss	(1,205)	(171)
Bank charges	(1,022)	(482)
Interest on borrowings	(1,694)	(1,137)
Unwinding of discount on financial liabilities & provisions	(3,564)	(3,590)
Total finance costs	**(28,333)**	**(38,127)**
Net finance (loss) / income recognised in profit and loss	**(3,968)**	**(1,205)**

b) Recognised directly in comprehensive income

	Consolidated USD'000	
	2024	**2023**
Foreign currency translation differences	15	(325)
Unrealised fair value changes in financial assets	3,001	(18,761)
Income tax recognised directly in equity	4,292	(225)
Total finance gain/(loss)	**7,308**	**(19,311)**
Recognised in:		
Fair value reserve	7,293	(18,986)
Translation reserve	15	(325)

Fair value movements through profit and loss

Financial assets (Note 11) and financial liabilities (Note 18 (a) at fair value through profit and loss are remeasured at each reporting date. Fair value movements (unrealised) are reported in the profit and loss as either finance income or finance costs depending on whether the fair value increment or decrement for the reporting period.

Fair value changes in financial liabilities reflects the write up of the redemption liability prior to its settlement as part of the transaction completed on 3 January 2024 (Note 9).

Fair value movements through comprehensive income

Financial assets at fair value through other comprehensive income are carried in the statement of financial position at fair value, with changes in fair value reported in other comprehensive income and presented in the fair value reserve in equity (refer Note 11).

Upon sale or derecognition of these investments, any gain or loss will be transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

5. Cash

a) Cash and cash equivalents

	Consolidated USD'000	
	2024	**2023**
Cash at bank	**61,622**	**67,818**

At balance date, AUD cash accounts earn interest between 4.1%-4.83% (2023: 3.9%); USD cash accounts earn between 0%-4.50% (2023: 0-4.39%).

The carrying amount of these assets is a reasonable approximation of fair value. The Group's exposure to interest rate and foreign currency risk on cash is disclosed in Note 21.

b) Reconciliation of cash flows from operating activities

	Consolidated USD'000	
	2024	**2023**
Cash flows from operating activities		
Profit for the period	**66,305**	**35,512**
Adjustments for:		
Income tax expense, less income tax paid	12,519	6,047
Depreciation of plant and equipment	3,649	2,491
Lease depreciation	3,626	3,006
Amortisation of intangible assets	226	95
Fair value changes in financial assets	(23,260)	(36,227)
Fair value changes in financial liabilities	19,556	31,634
Non-cash lease (income)/expense & modification gains, net	179	85
Interest expense & borrowing cost amortisation (non-cash)	3,931	3,847
Share based payments	850	839
Share of (profit)/loss joint ventures and associates	(811)	(638)
Net foreign exchange (gain) / loss	1,205	172
Transaction costs associated with acquisitions & redemption liability settlement	4,562	-
Transaction costs associated with borrowings	290	-
Operating cash flow before changes in working capital and provisions	**92,827**	**46,863**
(Increase) / decrease in receivables	(7,016)	(1,857)
(Increase) / decrease in other current assets	(1,056)	(599)
Increase / (decrease) in payables	(32,162)	(5,836)
Increase / (decrease) in employee benefits	5,397	(715)
Net cash from operating activities	**57,990**	**37,856**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

6. Income tax

The Group operates in various tax jurisdictions around the world including Australia, United States of America, and to a smaller extent United Kingdom, Hong Kong, Singapore, UAE and Ireland. The Group has an Australian tax consolidated group and three separate US tax consolidated groups; one for the Lighthouse segment and two within the NGI Strategic segment. Several entities within the NGI Strategic segment are incorporated in the Cayman Islands including the partnership entities which receive distribution income from portfolio investments acquired in the current year. Further information about the tax residency of subsidiaries within the Group are outlined in the Consolidated entity disclosure statement.

Income tax expense comprises current and deferred tax and is recognised in profit and loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Pillar Two legislation has been enacted or substantially enacted in certain jurisdictions in which the Group operates. However, this legislation does not apply to the Group as its consolidated revenue is lower than €750m.

a) Reconciliation of effective tax rate

	Consolidated USD'000	
	2024	**2023**
Profit before income tax	**81,859**	**44,005**
Income tax using the Company's domestic tax rate of 30% (2023: 30%)	(24,558)	(13,202)
Effect of tax rates in foreign jurisdictions	4,536	(33)
Non-deductible / non-assessable amounts included in accounting profit	8,001	8,561
Amounts not included in accounting profit	(3,346)	(1,038)
Tax losses / (generated) for which no deferred tax asset is initially recognised	(1,871)	(39)
Changes in estimates relating to prior years	1,684	(2,742)
Total income tax expense reported in profit and loss	**(15,554)**	**(8,493)**

b) Current tax assets and liabilities

	Consolidated USD'000	
	2024	**2023**
Current tax assets	2,466	93
Current tax liabilities	(1,909)	(1,487)

Tax receivables & payables

Current tax assets and liabilities represent the amount of income taxes receivable or payable to the relevant tax authority, using rates current at reporting date. Income taxes payable are after the effects of applying any carried forward losses available and instalments paid during the period.

Current tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on a tax consolidated group of entities.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

6. Income tax (continued)

c) Deferred tax

	Consolidated USD'000	
	2024	**2023**
Carried forward tax losses	31,478	37,271
Goodwill and intangible assets	(8,321)	(11,569)
Property, plant and equipment	(81)	376
Employee benefits	(3)	921
Financial assets at fair value through profit and loss	(6,244)	(1,637)
Investment in joint ventures and associates	(657)	(334)
Financial assets at fair value through other comprehensive income	2,519	425
Foreign tax credits	-	856
Other items	(219)	2,344
Net deferred tax assets	**18,472**	**28,653**
Reflected in the statement of financial position as follows:		
Deferred tax assets	**20,704**	**28,653**
Deferred tax liabilities	**(2,232)**	-
Net deferred tax	**18,472**	**28,653**

Deferred tax balances

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences related to investments in wholly-owned subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on a tax consolidated group of entities.

Uncertain tax positions

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve interpretations of tax law and judgements about future events. New information may become available that causes the Group to change its judgement regarding the calculation of tax balances, and such changes will impact the profit and loss in the period that such a determination is made.

Recognition of deferred tax assets

Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. The carrying value of both recognised and unrecognised deferred tax assets are reassessed at each reporting date.

Carried forward losses are available to the Lighthouse tax consolidated group and one of the Strategic tax consolidated groups. At balance date it is considered more likely than not that these losses and deductible temporary differences will be fully recovered. This position is supported by the current profitability of each tax group and/or the ability to apply against capital losses.

Carried forward tax losses relating to the US Group which existed prior to 1 January 2018 have a life of 20 years and will expire during the period from 2029 to 2038. Tax losses incurred after 1 January 2018 have an indefinite life.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

6. Income tax (continued)

c) Deferred tax (continued)

Deferred tax assets - unrecognised

Deferred tax assets have not been recognised in respect of the following items:

	Consolidated USD'000	
	2024	**2023**
Deductible temporary differences	77,840	77,844
Unrealised capital losses	-	4,879
Tax losses	2,488	2,679
Foreign tax credits	2,382	
Total deferred tax assets - unrecognised	**82,710**	**85,402**

Unrecognised deferred tax assets relating to the Australian tax consolidated Group of AUD$120.7 million equivalent (2023: AUD$121.5 million) consist of carried forward operating tax losses and deductible temporary differences primarily relating to financial assets and impairment losses recognised in previous financial years. Tax losses relating to the Australian Group and deductible temporary differences do not expire under current tax legislation.

At balance date it is not probable that the Australian tax Group will produce sufficient taxable profits and/or capital gains against which these deferred tax assets can be utilised and therefore the deferred tax assets are unrecognised.

7. Dividends

The following dividends were paid by the Company during the period:

	Consolidated USD'000	
	2024	**2023**
Final ordinary dividend for the year ended 30 June 2023 of US 3.0 cents	9,019	-
Final ordinary dividend for the year ended 30 June 2022 of US 3.0 cents	-	9,004
	9,019	**9,004**

The Directors have determined a final unfranked dividend of US 3 cents per share (with 100% conduit foreign income credits). The dividend will be paid on 27 September 2024.

The dividends were not determined or provided for as at 30 June 2024, and there are no income tax consequences.

Franking credits

	Consolidated USD'000	
	2024	**2023**
Amount of franking credits available to shareholders of Navigator Global Investments Limited for subsequent financial years	781	727

Dividends paid and declared during the 2024 financial year have been unfranked. Franking credits are attached to dividends received from the Group's investment in Longreach Alternatives Ltd. Franking credits available have been converted from Australian dollars at each balance date.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

8. Earnings per share

	Consolidated USD	
	2024	2023 Restated[1]
Basic earnings per share	16.62	14.38
Diluted earnings per share	14.94	11.22

Reconciliation of earnings used in calculating earnings per share

Basic and diluted earnings per share (EPS)

	Consolidated USD'000	
	2024	2023
Profit attributable to ordinary equity holders of the Company used in calculating basic and diluted EPS	66,305	35,512

Weighted average number of shares used in calculating basic and diluted EPS

	'000 shares	
	2024	2023 Restated[1]
Weighted average number of ordinary shares used in calculating basic EPS **(i)**	398,994	246,947
Adjustment for calculation of diluted EPS relating to Convertible notes & share based payments **(ii)**	44,806	69,581
Weighted average number of ordinary shares used in calculating diluted EPS	443,800	316,528

(i) The weighted average number of shares takes into account the weighted average effect of shares issued from the share placement on 3 January 2024 (refer note 9 & 20). Shares associated with convertible notes became mandatorily convertible when modified on 3 January 2024 and are also included. In the prior year, the weighted average number of shares takes into account the weighted average effect of shares issued upon conversion of notes in June 2023.

(ii) Diluted earnings per share includes contingently issuable shares associated with equity settled share based payments which are expected to vest had the contingent period ended at balance date.

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

[1] 2023 basic and diluted earnings per share have been recalculated in accordance with the standard and not due to error. This is as a result of the rights issue in the current period, refer to Note 20 for further details.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

9. Acquisitions

Current year transaction

NGI Strategic Portfolio – accelerated settlement of the redemption liability

On 3 January 2024, the Group completed the final stage of its February 2021 transaction relating to the six minority interest investments within the NGI Strategic Portfolio. The Group accelerated the settlement of the redemption liability with certain affiliates of GP Strategic Capital (formerly known as Dyal Capital)("GP Strategic Affiliates"), a platform of Blue Owl (NYSE: OWL) regarding the accelerated acquisition of incremental profit distributions for total agreed consideration of $200 million, to be satisfied through the issue of shares and a cash payment. The arrangement was otherwise due to settle in 2026 based on an earnings multiple applied to the Strategic Portfolio's average relevant gross earnings for calendar years 2021 to 2025 up to a maximum of $200 million, and a financial liability was carried on the Group's balance sheet at fair value prior to extinguishment. The completion of this transaction entitles the Group to the GP Strategic Affiliates' share of profit distributions from the NGI Strategic Portfolio with effect from 1 July 2023 and hence all distributions received in the current financial year are retained by the Group.

The following table summarises consideration paid & payable for the investment together with the fair value of the modified redemption liability prior to extinguishment:

	Contract value USD'000	Fair Value USD'000
Share placement (129,712,902 shares)	120,000	99,067
Share allotment through Rights Issue and Noteholder Offer (48,099,151 shares at A$1.00/share)	32,015	32,015
Cash consideration[1]	47,985	47,985
Total consideration	**200,000**	**179,067**

[1]Approximately 93% of cash consideration paid was raised through an Entitlement Offer to non-GP Affiliate shareholders.

The fair value of the Share placement is determined with reference to the USD equivalent share price on 5 December 2023, the date on which all conditions of the contract were satisfied and the redemption liability was modified.

The redemption liability recorded as a non-current financial liability (Note 18(a) in the prior year has been extinguished with the change in fair value of $19.6 million for the period recorded as a finance cost (Note 4(a). Transaction costs of $4.6 million were expensed (non-operating) and $2.5 million were capitalised in equity to the extent they related to the issue of share capital in the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

9. Acquisitions (continued)

Prior year transaction

Investment in Invictus Capital Partners

On 4 August 2022, the Group acquired passive investment interests in US based Invictus Capital Partners, LP and four affiliate entities (collectively 'Invictus Capital'). Invictus Capital operates in a real estate credit focused alternative asset manager of private funds and separately managed accounts. They seek attractive risk-adjusted returns by sourcing undervalued high-quality mortgage loans and financing them efficiently through credit facilities and the securitisation market. The acquisition expands the Group's investments in the broad residential real estate sector. The Group acquired equity rights of 18.18% across various Invictus Capital entities and is entitled to 9.09% of carried interest proceeds for total consideration of $100 million. Up front consideration of $15 million has been paid during the period with the remaining $85 million expected to be payable in cash over a three year period. Deferred consideration comprises of primary and secondary elements, with primary expected to be paid on anniversary dates but can be accelerated upon certain terms being met, while the timing of the secondary consideration is dependent upon Invictus Capital's mortgage business to achieve a required earnings target or on the third anniversary date at the latest.

The Group has traditional protective rights over the investment held and has no representation on the board of directors, or ability to significantly influence operations, it has been determined the acquisition is of an investment in a financial asset which will be recorded at fair value through comprehensive income. Refer to Note 13 for further details on fair value measurement. The following table summarises consideration paid & payable for the investment:

	Total Consideration	Final Fair Value
	USD $'000	
At completion (cash):	15,000	15,000
Deferred (cash):	85,000	**76,324**
Total consideration	**100,000**	**91,324**
	Capitalised transaction costs	**1,970**
	Initial carrying amount	**$93,294**

Fair value of the investment in Invictus Capital at acquisition is $91.3 million. The differential to total consideration paid and payable of $8.7 million is a result of discounting deferred components not callable for 12 months, to present value. Deferred consideration is not contingent upon future events or earnings and as such is not treated as contingent consideration and is remeasured at each balance date. The balance is however classified as current as it is not within the Group's control to defer payment beyond twelve months. Transaction costs of $2 million are capitalised to the investment when fair valued through other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Operating assets and liabilities

This section provides information on the operating assets and liabilities of the Group, including explanations of key assets used to generate operating results and the corresponding liabilities. Where a material accounting policy or key estimate is specific to a single note, the policy or estimate is described in the note to which it relates.

10. Trade receivables and other assets

	Note	Consolidated USD'000 2024	2023
Current			
Trade receivables from contracts with customers		24,689	17,728
Prepayments		3,504	2,314
Other receivables		1,052	1,212
Finance lease receivable	14(b)	567	508
Other financial assets		3,060	2,620
		32,872	**24,382**
Non-current			
Guarantees and deposits		3,140	2,978
Finance lease receivable	14(b)	2,383	2,950
		5,523	**5,928**

Trade receivables from contracts with customers

Trade receivables due from contracts with customers comprise management service fees, performance fees, recoverable costs, licence fees, outgoings and other operating expenses on-charged under agreements with external parties to licence office space. Related party receivables at balance date are negligible.

Trade receivables are non-interest bearing and are generally on 30 to 90 day terms. Trade receivables are initially recognised at transaction price, being the amount to which the Group has the right to invoice for the period for the services or recoverable costs provided.

Due to the short-term nature of the Group's trade receivables and the historically low default rate on payment by customers, there is no credit allowance against trade receivables as at 30 June 2024 or 30 June 2023. In determining this credit allowance, the Group has considered forward looking factors specific to the receivables and the economic environment and determined that any allowance would be insignificant.

Other receivables and prepayments

Other receivables and prepayments relate to items such as prepaid expenses (principally in relation to software licences and insurance policies), short-term deposits, interest receivable on cash deposits, pending redemptions from investments in Group managed products, and the current portion of finance leases receivable. Further details are provided for finance lease receivables at Note 14(b).

Other financial asset

The Group is entitled to an additional 2.67% ownership in GROW Investment Group for no further consideration (refer Note 12). The Group became entitled to additional ownership rights upon realisation of a contingent asset, as the investment had not met earnings target by the agreed timeframe. The fair value of this additional investment has been measured based on the most recent market transaction with new shareholders in January 2024. As at balance date, the additional shares have not yet been issued to the Group. Upon issuance the fair value established at that date will be transferred to Investments at fair value, a non-current asset on the Group's balance sheet.

The carrying amount of these assets is a reasonable approximation of fair value. The Group's exposure to credit risk, currency risk and impairment losses related to trade and other receivables is disclosed in Note 21.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

11. Investments at fair value

	Consolidated USD'000	
	2024	2023
Financial assets at fair value through other comprehensive income		
Investments in unquoted securities of externally managed entities	162,000	159,000
Financial assets at fair value through profit and loss		
Investments in unquoted securities of externally managed entities	344,243	323,132
Investments in unquoted securities of Group managed entities	16,842	13,786
	523,085	**495,918**

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise non-controlling equity holdings in unquoted securities of US based entities over which the Group does not have significant influence.

The Group has elected to account for these investments at fair value with changes to fair value recognised through other comprehensive income in the fair value reserve. Upon sale or derecognition of these investments, any gain or loss will be transferred to retained earnings.

Financial assets at fair value through profit and loss

These assets have been classified as fair value through profit and loss upon initial recognition with changes in fair value recognised in profit and loss. These investments comprise of:

- Investments in unquoted securities of Group managed entities; and
- Investments in unquoted securities of externally managed entities which comprise of the six investments in the NGI Strategic Portfolio. The Group elected fair value through profit and loss to better align with the fair value movements expected in the corresponding redemption payment liability to acquire non-controlling interests in the acquired partnerships (see Note 18(a).

Note 21 provides details on the methods used to determine fair value for measurement and disclosure purposes.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

12. Investment in joint ventures and associates

a) Interest in joint venture

	Consolidated USD'000	
	2024	2023
Opening balance	10,405	9,840
Share of profit from joint venture net of intangibles amortisation	1,207	1,017
Dividends received	(147)	(127)
Foreign exchange translation difference	15	(325)
Balance at 30 June	**11,480**	**10,405**

b) Interest in associates

	Consolidated USD'000	
	2024	2023
Opening balance	3,492	3,658
Gain on deemed disposal	252	213
Share of loss from associate	(396)	(379)
Balance at 30 June	**3,348**	**3,492**

Joint arrangements

The Group has a 34.06% (2023: 34.06%) interest in Longreach Alternatives Ltd ('Longreach'), a joint venture in an Australian based diversified asset management firm. Longreach investments are across market segments in Australian and the US including alternative income, private credit, quantitative equity and real assets.

The Group jointly controls Longreach with another major shareholder, both are responsible for the overall direction and supervision of Longreach. The Shareholders Agreement is contractually structured so that both major shareholders are responsible for the overall direction and supervision of Longreach. Decisions over relevant activities require both major shareholders to agree. Investments in joint ventures are accounted for using the equity method.

Embedded within the investment value are separately identifiable intangibles for management rights over investment mandates. These rights have a carrying value of $0.32 million (2023: $0.4 million) and are amortised over their eight year life reducing the share of profits recognised in the Group's profit and loss.

The parent entity receives a small service fee from Longreach for providing financial and accounting support to maintain the books and records of the consolidated group. During the period, Longreach and Lighthouse commenced a joint initiative to distribute products for mutual benefit. Under a services agreement, Longreach can recover certain employee and operating expenses associated with the arrangement totalling $0.3 million for the period. There are no other fees received, purchases made or commitments to the joint venture entity as at balance date.

Longreach is expected to pay dividends in relation to its profits subject to ensuring ongoing compliance with the financial requirements under its Australian Financial Services License.

Associates

Associates are entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Significant influence may exist for shareholdings less than 20% if through voting power, significant influence can be demonstrated. Investments in associates are accounted for using the equity method.

The Group has significant influence over GROW Investment Group ('GROW') who seeks to capitalise on opportunities in the Chinese asset management industry and the continued evolution of China's markets. The Group holds a 5.4% (2023: 5.84%) shareholding in GROW and 20% (2023: 20%) representation on the board of directors. The board is ultimately responsible for the key operating and financial decisions of the company to which the Group has influence over. Prior to balance date the Group became entitled to a further 2.67% shareholding as GROW had not met earnings targets set at the time the initial investment was made. The incremental ownership does not attract additional rights or board representation and share of earnings will be effective from the date additional shares are issued. As such incremental ownership does not change the Group's assessment of having significant influence over GROW and the investment in associate classification will continue.

No embedded intangibles other than goodwill were established at the time of acquisition as GROW were in a start-up phase. The GROW Investment group has a calendar year end and therefore the Group utilises management accounts to equity account for this investment. There are no fees received, purchases made or commitments to the associate entity. There are no restrictions on the ability for GROW to pay dividends from distributable profits.

None of the Group's joint ventures or associates are listed on any public exchange.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

13. Plant and equipment

	Consolidated US$'000			
	Furniture & equipment	Computer equipment & software	Leasehold improvements	Total
Cost				
Balance at 1 July 2022	2,912	9,913	4,958	**17,783**
Additions	1,829	2,538	1,565	**5,931**
Disposals	-	-	-	**-**
Balance at 30 June and 1 July 2023	**4,741**	**12,451**	**6,523**	**23,715**
Additions	387	3,500	435	**4,323**
Transfers	(940)	58	882	**-**
Balance at 30 June 2024	**4,188**	**16,009**	**7,840**	**28,037**
Depreciation				
Balance at 1 July 2022	(1,664)	(7,326)	(2,072)	**(11,062)**
Depreciation for the year	(215)	(1,675)	(601)	**(2,491)**
Disposals	-	-	-	**-**
Balance at 30 June and 1 July 2023	**(1,879)**	**(9,001)**	**(2,673)**	**(13,553)**
Depreciation for the year	(311)	(2,388)	(950)	**(3,649)**
Disposals	-	-	-	**-**
Balance at 30 June 2024	**(2,190)**	**(11,389)**	**(3,623)**	**(17,202)**
Carrying amounts				
At 1 July 2022	**1,248**	**2,587**	**2,886**	**6,721**
At 30 June and 1 July 2023	**2,862**	**3,450**	**3,850**	**10,162**
As at 30 June 2024	**1,998**	**4,620**	**4,217**	**10,835**

Depreciation

Depreciation is recognised in the profit and loss on a straight-line basis over the estimated useful life of the asset as follows:

Leasehold improvements:	Lease term
Computer software and equipment:	2-3 years
Furniture and equipment:	5-20 years

The residual value, the useful life and the depreciation method applied to an asset are reassessed at least annually. The carrying value of plant and equipment is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

14. Leases

a) Group as lessee

Amounts recognised in the balance sheet

Right-of-use assets

	Consolidated US$'000	
	Office premises	Total
Balance at 1 July 2022	**18,101**	**18,101**
Additions	5,188	5,188
Modification adjustment	(518)	(518)
Depreciation for the period	(3,005)	(3,005)
Balance at 30 June 2023	**19,766**	**19,766**
Additions	-	-
Modification adjustment	1,314	1,314
Depreciation for the period	(3,626)	(3,626)
Balance at 30 June 2024	**17,454**	**17,454**

Lease liabilities

	Consolidated US$'000						
	Balance at 30 June 2023	Cash flows	Foreign exchange	Modification adjustment	Other	Transfer to current	Balance at 30 June 2024
Lease liabilities - current	**3,595**	(3,917)	-	-	387	3,576	**3,641**
Lease liabilities – non-current	**23,127**	-	44	1,105	-	(3,576)	**20,700**
	26,722	**(3,917)**	**44**	**1,105**	**387**	**-**	**24,341**

The Group discounts lease payments using each leases incremental borrowing rate and are determined for each lease based on its maturity profile.

Lease payments have been discounted using incremental borrowing rates of 3.00% to 7.59% (2023: 3.00% to 6.8%).

The Group classifies interest paid as cash flows from operating activities.

The lease for Lighthouse's New York office location was modified during the period to occupy additional space for the remainder of the lease term. The right of use asset and lease liability were increased by $1 million as a result.

An option was exercised to extend the lease term for the Group's corporate head office in Brisbane for a further five years. The right of use asset and lease liability were increased by $0.1 million as a result. Other minor modifications were recorded for the Hong Kong office to remeasure lease obligations.

Amounts recognised in the statement of profit and loss

	Consolidated US$'000	
	2024	2023
Lease interest expense (included in finance costs)	1,292	1,113
Expense relating to short-term leases (included in occupancy expense)	737	325
Expense relating to variable lease payments not included in the measurement of lease liabilities	1,100	1,505
Income from subleasing right-of-use assets (included in finance income)	201	232

Total cash outflow for leases in 2024 was $4.3 million (2023: $3.8million).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

14. Leases (continued)

a) Group as lessee (continued)

Contractual cash flows

	Consolidated US$'000						
	2024 Total	2023 Total	6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
30 June 2023 Lease liabilities – undiscounted	-	31,873	2,277	2,554	4,594	14,437	8,011
30 June 2024 Lease liabilities – undiscounted	28,775	-	2,645	2,261	5,222	13,644	5,003
Future finance charges	(4,434)	(5,151)					
Lease liabilities in the statement of financial position	**24,341**	**26,722**					
Current	3,641	3,595					
Non-current	20,700	23,127					

Lessee accounting policies

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of office premises that have a lease term of 12 months or less, and leases of low-value assets comprising certain equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

The lease liability is initially measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate.

Lease liabilities include the net present value of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments (linked to an index or a rate), and any expected residual value guarantee payments.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. Possible future cash outflows amounting to $17.0 million (2023: $16.1 million) were not included in the lease liability because it is not reasonably certain that the leases will be extended. The majority of leases with extension options have original lease terms ending in FY29 or later.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

14. Leases (continued)

b) Group as sublessor

Amounts recognised in the balance sheet

		Consolidated US$'000						
	Note	2024 Total	2023 Total	6 months or less	6-12 months	1-2 years	2-3 years	More than 3 years
30 June 2023 Finance lease receivable – undiscounted		-	4,085	350	359	734	761	1,881
30 June 2024 Finance lease receivable – undiscounted		**3,376**	**-**	**363**	**371**	**760**	**788**	**1,094**
Unearned finance income		(426)	(627)					
Finance lease receivable in the statement of financial position		**2,950**	**3,458**					
Current		567	508					
Non-current		2,383	2,950					

Amounts recognised in the statement of profit and loss

	Consolidated US$'000	
	2024	2023
Finance income on net investment in the lease	201	232

Current period cash inflows for subleases was $709 thousand (2023: $735 thousand).

The Group currently subleases one of its office premises and for the whole of the remaining term of the head lease. These leases are classified as a finance lease both the head lease and the sublease are recorded separately.

At inception of each sublease, the Group determines whether it is a finance lease or an operating lease. It assesses the lease classification with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. Allocation of lease and non-lease components are assessed by the Group applying AASB 15 to allocate the consideration in the contract.

Finance income is recognised over the term of the sublease based on a pattern reflecting a constant rate of return on the lessor's net investment in the lease. For purposes of calculating finance income on the sublease, the Group has used the incremental borrowing rate on the head lease.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

15. Intangible assets

	Consolidated US$'000				
	Goodwill	Trademarks	Software	Client relationships	Total
Cost					
Balance at 1 July 2022	**499,519**	**1,900**	**2,050**	**1,077**	**504,546**
Work in progress – internally developed	-	-	2,080	-	2,080
Balance at 30 June and 1 July 2023	**499,519**	**1,900**	**4,130**	**1,077**	**506,626**
Additions	-	-	2,382	-	**2,382**
Balance at 30 June 2024	**499,519**	**1,900**	**6,512**	**1,077**	**509,008**
Amortisation and impairment losses					
Balance at 1 July 2022	**(405,718)**	**(1,378)**	**(2,050)**	**(1,077)**	**(410,223)**
Amortisation for the year	-	(95)	-	-	(95)
Balance at 30 June and 1 July 2023	**(405,718)**	**(1,473)**	**(2,050)**	**(1,077)**	**(410,318)**
Amortisation for the year	-	(95)	(131)	-	(226)
Balance at 30 June 2024	**(405,718)**	**(1,568)**	**(2,181)**	**(1,077)**	**(410,554)**
Carrying amounts					
At 1 July 2022	**93,801**	**522**	**-**	**-**	**94,323**
At 30 June and 1 July 2023	**93,801**	**427**	**2,080**	**-**	**96,308**
At 30 June 2024	**93,801**	**332**	**4,331**	**-**	**98,464**

Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The Group's recorded goodwill balance relates to the acquisition of the Lighthouses business in 2008.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Other intangible assets

Other intangible assets acquired or internally developed by the Group, which have finite lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Except for goodwill, intangible assets are amortised on a straight-line basis in profit and loss over their estimated useful lives, from the date that they are available for use. The estimated useful lives for the current and comparative periods are as follows:

Trademarks	20 years
Capitalised software costs	5 years

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

15. Intangible assets (continued)

Impairment testing of intangible assets

The carrying amounts of the Group's intangible assets which have an indefinite life are reviewed at least annually, or when an impairment indicator exists. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses are recognised in profit and loss. An impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amount of the other assets in the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

Cash Generating Units

The Group has two CGU's which is unchanged from the prior year; the US Lighthouse Group (US CGU) and NGI Strategic Group (Strategic CGU). Corporate costs, assets and liabilities associated with the Australian corporate business are allocated accordingly between each CGU.

Impairment testing as at 30 June

Intangible assets subject to impairment testing, remain within the US based funds management cash generating unit (US CGU). An impairment assessment is not required for the NGI Strategic CGU as no intangibles are associated and assets are measured at fair value each balance date.

All of the Group's intangibles are associated with the US CGU totalling $98.5 million (2023: $96.3 million). The carrying value of the US CGU tested at 30 June 2024 includes $10.8 million (2023: $10.1 million) of directly attributable plant and equipment.

Impairment testing carried out on the US CGU as at 30 June 2024 and 30 June 2023 did not result in the recognition of any impairment losses.

Recoverable amount

The recoverable amount of the CGU was determined based on a value-in-use calculation where the cashflows of Lighthouse were disaggregated between net fee related earnings and performance fee earnings. Each component has distinctly different risk profiles and accordingly different discount rates applied.

Five year cash flow projections comprise of the first three years based on financial forecasts approved by the Board, which are then extrapolated over an additional two years.

Revenue for the additional two years is extrapolated using an independently sourced industry long term growth rate. Investment management costs and operating expenses are extrapolated based on ratios consistent with the third year of the approved financial forecasts.

Key assumptions used in the calculation are discount rates and terminal value growth rates:

Key assumption	2024	2023
Discount rate – Net fee related earnings	14%	14%
Discount rate – Performance fee earnings	21%	21%
Long term & terminal value growth rate	3%	3%

The discount rate is a post-tax measure calculated based on US risk factors as well as other risk factors specific to the industry and operational nature of the business, including a market interest rate of 5% (2023: 4.6%).

The terminal growth rate is based on the forecast long-term growth rate for Open-End Investment Funds in the United States.

A reasonably possible change in these assumptions would not result in an implied impairment of this CGU.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

16. Trade and other payables

	Consolidated USD'000	
	2024	**2023**
Current		
Trade creditors	443	164
Distribution costs payable	924	723
Accruals	4,542	2,942
Profit share payable to non-controlling interest	-	34,923
Other payables	1,901	1,875
	7,810	**40,627**
Non-current		
Other long-term liabilities	365	350
	365	**350**

Trade creditors, accruals & other payables

Trade creditors are non-interest bearing and normally settle on 30 to 90 day terms. The carrying amount of these liabilities is a reasonable approximation of fair value. Current period accruals includes non-operating accruals of $0.4 million (2023: $0.9 million).

Profit share to non-controlling interests

Following the transaction in January 2024 to extinguish the redemption liability, the profit share arrangements with non-controlling interests and related party Blue Owl (formerly Dyal Capital Partners) is no longer applicable. Prior period amounts relate to the Strategic Portfolio's FY23 earnings which the Group settled in cash within two months from balance date.

17. Employee benefits

	Consolidated US$'000	
	2024	**2023**
Current		
Short-term incentives	8,065	2,724
Liability for annual leave entitlements	229	182
Liability for long service leave entitlements	118	105
	8,412	**3,011**
Non-current		
Liability for long service leave entitlements	**18**	**9**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

18. Other financial liabilities

	Note	Consolidated USD'000 2024	2023
Current			
Deferred consideration payable		79,553	97,938
		79,553	**97,938**
Non-current			
Borrowings		-	9,581
Financial liabilities at amortised cost – Convertible notes		-	1,655
Financial liabilities at fair value – Redemption payment liability	18(a), 9	-	160,007
		-	**171,243**

Deferred consideration

Consideration payable associated with business combinations and investment acquisitions that are not contingent upon future events is considered deferred consideration. This financial liability is recorded at fair value at acquisition date based on discounted cash flows. Interest accretion is recognised as a finance expense.

Both Marble Capital and Invictus Capital acquisitions in prior periods, included contractual terms to defer a portion of consideration for up to two years. Both parties can call on some amounts ahead of scheduled anniversary payment dates subject to certain conditions outside of the Group's control. Consequently, a significant portion of this deferred consideration is considered a current liability. Note 21 outlines a contractual maturity profile to consider when amounts are expected to be due and payable.

Convertible notes

The Company issued 102,283 convertible notes with a face value of $1,000 to one holder, issued as part consideration to acquire the Strategic Portfolio investments in 2021. As part of the transaction in January 2024 the Convertible Note Deed with GP Strategic Affiliates was modified to remove the possibility of redeeming notes for cash.

The carrying value of the convertible notes on 3 January 2024, of $1.68 million was transferred to equity. Refer Note 20(b) for further details.

Borrowings

On 16 February 2024, the Group entered into a new credit agreement with its current lender, BMO Harris Bank N.A. ('BMO'), for a new 5 year senior, secured credit facility of $100 million capacity. This increase in capacity of $30 million available provides the Group with flexible financing to maximise shareholder returns and to fund outstanding deferred consideration in relation to the Marble Capital and Invictus Capital acquisitions. At balance date, the Group has undrawn funds of $100 million (2023: $60 million).

The new facility matures in February 2029, an extension of approximately 3.6 years in comparison to the prior terms of the facility and is secured by a charge over certain Group assets.

The applicable interest rate is benchmarked to the secured overnight financing rate ("SOFR") administered by the Federal Reserve Bank of New York and adjusted for an applicable term and margin rate. Accrued interest (if any) is included in other payables on the balance sheet.

Borrowings are subject to the following financial covenants tested quarterly:

- Total Leverage Ratio;
- Fixed Charge Cover Ratio; and
- Minimum Group AUM levels;

Breaches in meeting the financial covenants would permit the lender to immediate call for amounts drawn and/or restrict further drawdowns. There have been no breaches of financial covenants in the current period.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

18. Other financial liabilities (continued)

a) Redemption payment liability

	Consolidated USD'000	
	2024	2023
Opening fair value / as at acquisition date	160,007	128,373
Unrealised fair value changes recognised in profit and loss	39,993	31,634
Consideration paid to GP Strategic Affiliates	(200,000)	-
Closing fair value	**-**	**160,007**

The Group had a written put arrangement over the non-controlling interest in acquired partnerships which hold minority interests in the Strategic Portfolio investments. The deferred consideration payable represented the fair value of non-controlling interest held by the vendor which the Group had a prior obligation to acquire in FY2026.

The fair value was based on an earnings multiple applied to the Strategic Portfolio's average relevant gross earnings for calendar years 2021 to 2025 up to a maximum of $200 million. The maximum was agreed as consideration payable upon early extinguishment following a transaction with GP Strategic Affiliates on 3 January 2024. Further details of the transaction and the fair value at the time of modification are outlined in Note 9.

As the redemption payment was considered contingent consideration, fair value movements are recorded through profit and loss.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Capital and risk

This section provides information on how Navigator Global Investments Limited manages its capital and financial risk entailing disclosures explaining the Group's:

- capital management, including structure, policies, and related accounts balances; and
- exposure to financial risks, including market risks, credit risk, liquidity risk, and the risk arising from financial instruments.

Where a material accounting policy or key estimate is specific to a single note, the policy or estimate is described in the note to which it relates.

19. Capital management

Capital management of the Group focuses on aiming to ensure:

- that the Group continues as a going concern;
- there is sufficient cash flow to meet operating requirements;
- that it meets financial covenants attached to the interest-bearing borrowings;
- flexibility is maintained for future business expansion; and
- that the payment of dividends is supported in accordance with the Group's dividend policy.

The Company's capital comprises ordinary shares and convertible notes on issue.

Line of Credit

The borrowing capacity of the Group increased during the period following an increase in credit and extension of term with current financiers BMO Harris Bank N.A. ('BMO'). Capacity increased $30 million to $100 million in February 2024 following a prior increase in capacity of $70 million in June 2022. The funding was sourced from an additional lenders, Wintrust Bank, N.A and Byline Bank respectively. An additional 3.6 years was added to the term, extending maturity to February 2029.

The increased borrowing capacity provides the Group with flexible financing to maximise shareholder returns, fund deferred consideration related to the Marble Capital & Invictus Capital transactions and provide opportunities to the Group for further growth. As at balance date the Group has undrawn funds of $100 million (2023: $60 million) and the facility is secured by a charge over certain Group assets.

Regulatory Capital Requirements

The following capital requirements were complied with throughout the year:

- LHP Ireland Fund Management Limited, a wholly owned subsidiary, is required by Central Bank of Ireland to maintain a prescribed capital amount, determined as:
  - a base requirement of 125 thousand Euros
  - plus .02% of excess over 250 million Euros in assets under management,
  - plus an additional .01% of the assets under management for potential liability risk.
- LH NR UK (Management) LLP, a wholly owned partnership is required by Financial Conduct Authority to have capital requirements in four forms:
  - Permanent minimum capital requirement;
  - Fixed overhead requirement of 25% of fixed overheads;
  - Own funds in excess of own funds threshold requirement; and
  - Risk responsive computation for potential liability risk.
- NR Capital Management (HK) Limited, a wholly owned entity is required by the Securities and Futures Commission to maintain a fixed liquid capital balance based on the type of license held.
- NR Capital Management (SG) Pte Ltd and Penglai Peak SG Ltd, a wholly owned entities are required by the Monetary Authority of Singapore to maintain a capital balance, referred to as the operational risk requirement. This is calculated as the higher of the sum of 5% of annual gross earnings up to S$100 million plus 2% of annual gross earnings above S$10 million for the average of the 3 preceding financial years; and S$100,000.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

20. Capital & Reserves

a) Share capital

	Note	Shares '000		US$'000	
Ordinary shares		**2024**	**2023**	**2024**	**2023**
Opening balance 1 July		243,692	235,692	368,165	356,186
Issued 3 January 2024 through a placement of shares	9	129,713	-	99,067	-
Issued 3 January 2024 through a rights issue		115,241	-	77,938	-
Less: Transaction costs arising on share issue		-	-	(2,456)	(15)
Issued upon conversion of notes	20(b)	-	8,000	-	11,994
Total share capital at 30 June		**488,646**	**243,692**	**542,714**	**368,165**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

The Company does not have authorised capital or par value in respect of issued shares. All ordinary shares rank equally with regard to the Company's residual assets. Ordinary shares have the right to receive dividends as declared and are entitled to one vote per share at general meetings of the Company.

Associated with transaction to acquire remaining interests in the Strategic Portfolio investments, the Group successfully raised equity from the following activities:

- A Placement of shares to the vendor issued at a contractual price of A$1.40/share. The fair value of the equity instrument was determined on the unconditional date of the transaction of 5 December 2023 at a share price of A$1.16.
- Rights issue to all shareholders and noteholders issued at A$1.00/share representing a 14.7% discount to the theoretical ex-rights price of A$1.17 and a 19.4% discount to the ASX quoted price of A$1.24 on the day prior to launching the offer.

b) Non-share capital

Non-share capital of $89.5 million (2023: $87.8 million) represents the equity component of 90,289 (2023: 90,289) convertible notes issued as part consideration for the initial acquisition of the Strategic Portfolio in 2021. The increase in the period is the transfer of the previously recorded debt portion of the same notes upon modification of the convertible note deed in January 2024 to remove the ability for notes to be redeemed for cash. Nil notes were redeemed in the current period (2023: 11,994 notes / 7,999,998 ordinary shares).

Each note is convertible into fully paid ordinary shares of the parent of the Group. Total notes on issue at balance date are 90,289 which equate to 60,222,763 ordinary shares (2023: 60,222,763 shares).

The notes are converted at the option of the holder at any time and at the option of the issuer after two years (subject to maximum ownership limits). The notes have a 10 year maturity date.

The convertible notes are non-interest bearing and entitled to participate in discretionary dividends declared by the Company. No voting rights are associated with the convertible notes.

c) Parent entity reserve

The parent entity profits reserve comprises the balance of accumulated profit for the Company not yet distributed as dividends and available as dividends in future years.

d) Fair value reserve

The fair value reserve comprises the movement in fair value of financial assets through other comprehensive income above or below their original purchase value, net of tax. Cumulative fair value adjustments are transferred to retained earnings upon derecognition which for the current period was nil (2023: $0.9 million).

e) Share based payment reserve

The Group provides benefits to selected executive employees in the form of share-based payment arrangements, whereby employees render services in exchange for shares or rights over shares ('equity settled transactions').

The share-based payments reserve is used to recognise:

- the grant date fair value of options and performance rights issued to employees but not exercised;
- the grant date fair value of shares issued to employees; and
- the grant date fair value of deferred shares granted to employees but not yet vested.

All share based payment instruments are unvested as at balance date with the exception of one tranche which were cancelled during the period as they related to the Strategic Portfolio investment which was settled early. Refer to Note 3 for further details on share based payment expenses for the period.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management

Classes of financial instruments

The Group held the following non-derivative financial assets and liabilities:

Classification	Description	Note
Assets		
Financial assets at amortised cost	The carrying amount of these assets is a reasonable approximation of fair value	
	▪ Cash	5
	▪ Trade and other receivables	10
Financial assets at fair value through profit and loss (FVTPL)	▪ Financial assets (previously contingent consideration asset relating to investment in GROW)	10
	▪ Non-controlling investments in unquoted securities of Group managed entities	11
	▪ Non-controlling investments in unquoted securities of externally managed entities include the Strategic Portfolio of investments. Fair value movements in these assets through profit and loss reasonably align with the corresponding movements in financial liability (see below).	11
	The Group does not have significant influence over any of the entities associated with these investments.	
Financial assets at fair value through other comprehensive income (FVOCI)	▪ Non-controlling equity holdings in US based entities over which the Group does not have significant influence. These investments include the Marble Capital & Invictus Capital investments.	11
	Fair value movements in these assets are recognised through a reserve within other comprehensive income.	
Liabilities		
Financial liabilities at amortised cost	The carrying amount of these assets is a reasonable approximation of fair value	
	▪ Trade and other payables	16
	▪ Lease liabilities	14
	▪ Deferred consideration	18

Derecognition of financial instruments

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which control, or substantially all the risks and rewards of ownership are transferred. The Group derecognises a financial liability when its obligations under the liability is discharged or cancelled or expire.

During the period the redemption liability was extinguished prior to its maturity following a transaction with the vendor to settle in cash and equity.

Offset of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position if there is a currently enforceable legal right to offset and there is an intention to either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Fair value of financial instruments

Fair value hierarchy

The Group classifies fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The different levels of fair value hierarchy are:

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Fair value measurements

The following table shows the fair values of financial assets and liabilities and their levels in the fair value hierarchy.

		Consolidated USD'000			
	Note	**Level 1**	**Level 2**	**Level 3**	**Total**
			2023		
Financial assets at fair value through other comprehensive income					
Investments in unquoted securities of externally managed entities	11	-	-	159,000	**159,000**
Financial assets at fair value through profit and loss					
Contingent consideration asset	10	-	-	2,620	**2,620**
Investment in unquoted securities of externally managed entities	11	-	-	323,132	**323,132**
Investments in unquoted securities of Group managed entities	11	-	13,786	-	**13,786**
Financial liabilities					
Redemption payment liability	18	-	-	160,007	**160,007**
			2024		
Financial assets at fair value through other comprehensive income					
Investments in unquoted securities of externally managed entities	11	-	-	162,000	**162,000**
Financial assets at fair value through profit and loss					
Financial asset (previously contingent consideration asset)	10	-	-	3,060	**3,060**
Investment in unquoted securities of externally managed entities	11	-	-	344,243	**344,243**
Investments in unquoted securities of Group managed entities	11	-	16,842	-	**16,842**

There were no transfers between levels during the financial years ended 30 June 2024 or 30 June 2023.

Valuation techniques used to derive level 2 and level 3 fair values

The fair value of financial instruments that are not in an active market are determined using valuation techniques. These valuation techniques maximise the use of observable market data where available, and if so, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3, as is the case for unlisted equity securities. Specific valuation techniques are outlined below in addition to those detailed in Note 18(a).

Unquoted securities of externally managed entities

Equity holdings in other externally managed entities are unquoted and are considered level 3 as the inputs to the fair value are not based on observable market prices.

Alternative asset managers

A portfolio of investments in alternative asset managers, each operating within their own niche market. The Group engaged external, independent and qualified valuers specialising in unquoted securities to determine the fair value of the Group's investment in each alternative asset manager.

A combination of market and income approaches were utilised by the external valuer based on forecasted cashflows prepared by management. The utilisation of external valuers evolved the process into a more robust and balanced approach. Certain assumptions on model inputs including growth rates on net fee related earnings, performance fee income and carried interest are made. The probabilities of various estimates within the range can be reasonably assessed and are used in management's estimate of fair value.

Other externally managed entities:

The Group has small investments in an operator of an online marketplace for alternative investments & a boutique asset manager. Continued uncertainty as to the on-going viability of these investments, carrying value continues to be $nil.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Share in unquoted securities of Group managed entities

The Group holds investments in Group managed entities, each with an external administrator who is responsible for determining the fair value of the underlying investments. This is used to calculate the net asset value per share at which any investor in the entity can redeem their investment holding ('the exit price'). This exit price is used to fair value these investments at each balance date. All significant inputs required to fair value the investments are observable (level 2) and changes in fair value for these investments are recorded in profit and loss.

Other financial assets

This asset relates to the Groups entitlement to an increase in ownership in an investment in associate which did not meet earning targets by an agreed timeframe. Previously recorded as a contingent consideration asset, this financial asset remains recorded at fair value based a recent private capital raising activities which are unobservable inputs and considered level 3.

Movement in Level 3 financial instruments

		Consolidated USD'000			
		Other financial asset	Investments in unquoted securities		
	Note	Through profit and loss	Through profit and loss	Through other comprehensive income	Total
Opening balance 1 July 2022		**1,000**	**289,246**	**84,471**	**373,717**
Acquisitions	9	-	-	93,294	**93,294**
Increase/(Decrease) in fair value		1,620	33,886	(18,765)	**15,121**
Closing balance 30 June 2023		**2,620**	**323,132**	**159,000**	**482,132**
Acquisitions		-	-	-	**-**
Increase/(Decrease) in fair value		440	21,111	3,000	**24,111**
Closing balance 30 June 2024		**3,060**	**344,243**	**162,000**	**506,243**

Refer to Note 18(a) for movement in Level 3 financial liability.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Significant unobservable inputs to valuation

The significant unobservable inputs used in the fair valuation measurements categorised within level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis are shown below:

Description	Valuation technique	USD'000 Fair value at 30 June 2024	USD'000 Fair value at 30 June 2023	Unobservable inputs	Sensitivity of the input to fair value
Alternative asset managers Investments in unlisted equity securities in externally managed entities	Income & Market approach	506,243	482,132	Expected earnings through the measurement period	A 1% change in revenue growth increases/decreases earnings results in a $13.1m increase / $12.6m decrease (2023: 1% change, $13.8m increase/$13.2m decrease)
				WACC applied to net fee related earnings ranged from 9 – 23.5% (June 2023: 13 – 22.5%)	A 0.5% increase/decrease in the WACC would decrease value $4.0m / $4.2m increase value (2023: 0.5% change, $3.9m decrease / $4.1m increase)
				Discount rate ranged from 28 – 40% (2023: of 27-41%) applied to performance fee & carried interest earnings, a higher degree of variability in earnings	A 0.5% increase/decrease in the discount rate would result in a $2.7m decrease in value / $2.8m increase in value (2023: 0.5% change, $2.4m decrease/ $2.5m increase)
				Transaction prices associated with actual market transactions for similar investments ranged from 6.5x – 14x (2023: from 6.5x – 12x)	A 0.5x increase/decrease in market multiples would result in a $10.1m increase/decrease in value (2023: 0.5% change, $9.6m decrease/increase)
Redemption payment liability recorded at fair value	DCF	-	(160,007)	Expected earnings through the measurement period.	n/a (2023: 1% change in earnings, would not result in a change as the $200m cap remains projected)
				Discount rate – n/a (2023: 7.9% was applied)	n/a (2023: 0.5% change in the discount rate would result in, $2.2m decrease/$2.3m increase)
Other financial asset (previously contingent consideration asset)	Market approach	3,060	2,620	A share price from a recent capital raise was utilised as an indicative fair value for potential increment in equity held.	A 10% increase/decrease in the price per share would result in a $0.3m increase/ $0.3m decrease (2023: 10% change, $0.3m increase/decrease)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Risk Management

The Group has direct and indirect exposure to credit risk, liquidity risk and market risk (including currency risk, interest rate risk and equity price risk) arising from its activities.

These risks can impact the Group's net profit and total equity value through:

- fluctuations in the value of the Group's investments and other financial assets and liabilities;
- the effect of market risks on the Group's Assets Under Management (AUM), which can impact management and performance fees; and
- the amount of interest earned on the Group's cash balances and paid on debt drawn.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to the line of credit facility and the interest payable on drawn amounts. To a lesser & offsetting extent, interest rate movements also impact cash and term deposits which mature in less than 90 days which generate interest income. However having drawn on the line of credit facility during the period the exposure to interest rate risk has heightened.

	Consolidated US$'000	
	2024	**2023**
Profit and loss (decrease) / increase		
Interest rate + 1%, net of tax	103	88
Interest rate - 1%, net of tax	(103)	(88)

A change in interest rates at reporting date would have impacted the carrying value of the Group's variable rate deposits, and would therefore not have impacted the Group's equity or profit and loss.

Price risk

The Group is exposed to price risk in relation to the value of its investments, and indirectly through the impacts on management and performance fees earned from the fluctuations in the value of the AUM in the investment products it manages due to market price movements.

Management fees

The Group earns management fees as a percentage of the assets it manages on behalf of its funds and clients. Management fees will be impacted by changes in the value of these assets from movements in the individual prices of the underlying securities held as well as the fluctuations in exchange rates for assets which are not denominated in USD. The following table summarises the sensitivity of management fees to a change in AUM due to movements in market prices:

	Consolidated US$'000	
	2024	**2023**
Profit and loss (decrease) / increase		
Fair value + 5%, net of tax	3,260	2,967
Fair value - 5%, net of tax	(3,260)	(2,967)

The impact of any change to management fees due to changes in AUM from inflows and outflows of assets by clients due to changes in market prices has not been estimated.

Performance fees

The Group earns performance fees from some of its funds and clients. The Group's entitlement to performance fees varies between the relevant funds and clients, and generally is dependent on the relevant fund or client portfolio outperforming a high-water mark and in some cases a benchmark hurdle over a performance period. Given the nature of performance fees, the Group is subject to the risk that in any given financial year it may earn no performance fees.

Investments

The Group's investments comprise of:

- Unquoted securities of US based companies externally managed which have been designated as either fair value through other comprehensive income or through profit and loss. Refer above for level 3 significant unobservable inputs into fair values and sensitivities for each.
- Unquoted securities of investment funds managed by the Group. Fair value movements for these level 2 investments are recorded through profit and loss. The following table summarises the sensitivity of the fair value (after tax) of these assets to movements in market prices:

	Consolidated US$'000	
	2024	**2023**
Financial assets at fair value through profit and loss Level 2 investments		
Profit and loss (decrease) / increase		
Fair value + 5%, net of tax	1,032	534
Fair value - 5%, net of tax	(1,032)	(534)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Currency risk

The Group is exposed to currency risk on revenue, distribution income, expenses, receivables, and payables that are denominated in a currency other than the respective functional currencies of the Group entities. In addition, currency risk on the investment held in an Australian joint venture and the share of profits recognised.
The following significant exchange rates applied during the year:

	2024	2023
AUD/USD: Average rate	0.6557	0.6735
AUD/USD: 30 June spot rate	0.6657	0.6630
GBP/USD: Average rate	1.2579	1.2047
GBP/USD: 30 June spot rate	1.2639	1.2714
EUR/USD: Average rate	1.0820	1.0476
EUR/USD: 30 June spot rate	1.0701	1.0891
HKD/USD: Average rate	0.1279	0.1276
HKD/USD: 30 June spot rate	0.1281	0.1276
SGD/USD: Average rate	0.7423	-
SGD/USD: 30 June spot rate	0.7372	-

At reporting date, the Group's direct exposure to currency risk relates to:

- Transactions associated with Navigator Global Investments Limited (the parent entity of the Australian listed group). This entity retains a number of working capital balances denominated in AUD including cash, receivables, trade and other payables and employee benefits which are translated to the Group's functional currency of USD.
- Translation of an AUD denominated investment associated with the joint venture interests acquired during the period. The Group's carrying value is translated at period end with changes reflected in the foreign currency translation reserve.
- Entities within the Lighthouse Group which has a functional currency of USD record some balances denominated in AUD, GBP, HKD & SGD. These balances comprise of trade receivables due from a third party for management and performance fees on funds for which Lighthouse performs investment services.
- EURO distributions are received from a French investment and is translated to the Group's functional currency of USD as soon as practically possible to minimise currency fluctuations. As the investment held is a non-monetary asset, sensitivity on the currency impact on recorded fair values is not required.

The following table summarises the sensitivity of these balances held at reporting date to movement in these currencies against the USD, with all other variables held constant:

	Consolidated US$'000	
	2024	2023
AUD/USD: appreciation of 10%, net of tax	337	450
AUD/USD: depreciation of 10%, net of tax	(337)	(450)
GBP/USD: appreciation of 10%, net of tax	739	440
GBP/USD: depreciation of 10%, net of tax	(739)	(440)
EURO/USD appreciation of 10%, net of tax	-	3
EURO/USD depreciation of 10%, net of tax	-	(3)
HKD/USD appreciation of 10%, net of tax	39	14
HKD/USD depreciation of 10%, net of tax	(39)	(14)
SGD/USD appreciation of 10%, net of tax	32	-
SGD/USD depreciation of 10%, net of tax	(32)	-

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's cash deposits and receivables. The carrying amount of these financial assets represents the Group's maximum credit risk exposure.

Cash and lease guarantee deposits

Cash and lease guarantee deposits held in Australia are held with bank counterparties which are rated A-1+ (Standard & Poor's).

Cash and lease guarantee deposits held in the United States are held in deposit accounts which are rated between A+ and A / A-1 (Standard & Poor's).

Trade and other receivables

At reporting date, 64% of the Group's trade and other receivables excluding contingent and other financial assets, related to amounts receivable from products managed by the Group (2023: 60%).

As at reporting date, the Group did not have any receivables which were past due. Due to the short-term nature of the Group's trade receivables, the fact that the majority relate to Group managed products, and the historically low default rates, the application of the expected credit loss model has not resulted in the recording of a material credit allowance as at 30 June 2024 or 30 June 2023. In determining this credit allowance, the Group has considered forward looking factors specific to the receivables and the economic environment.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

21. Financial risk management (continued)

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it has sufficient resources available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group maintains 12 month rolling forecasts and 5 year cash projections, which assist it in monitoring cash flow requirements.

The Group ensures that it has sufficient cash on demand to meet operational requirements in the short term and has appropriate strategies in place to satisfy long term obligations.

The Group also has access to a Line of Credit of $100 million which has increased by $30 million since the prior period with funding sourced from an additional lender, Wintrust, administered by BMO. As at 30 June 2024, the fully $100 million facility is available to be drawn upon.

The liquidity approach adopted by the Group excludes the potential impact of extreme circumstances which cannot be predicted.

The following are the contractual maturities of non-derivative financial liabilities as at balance date:

		Consolidated US$'000						
	Note	Carrying value	Cont-ractual cash flows	6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
30 June 2023								
Trade and other payables – current	16	40,627	(40,627)	(40,627)	-	-	-	-
Convertible note	18	1,655	(2,143)	-	-	-	-	(2,143)
Deferred consideration	18	97,938	(103,594)	(96,688)	(6,906)	-	-	-
Borrowings	18	9,581	(10,000)	-	-	(10,000)	-	
Redemption payment liability	18(a)	160,007	(200,000)	-	-	-	(200,000)	-
		309,808	**(356,364)**	**(137,315)**	**(6,906)**	**(10,000)**	**(200,000)**	**(2,143)**
30 June 2024								
Trade and other payables – current	16	7,810	(7,810)	(7,810)	-	-	-	-
Deferred consideration	18	79,553	(81,688)	(81,688)	-	-	-	-
		87,363	**(87,363)**	**(87,363)**	**-**	**-**	**-**	**-**

Refer to Note 14 for contractual maturities of the Group's lease liabilities.

The above maturity analysis is based on contractual terms, as classified in the balance sheet of the Group. Deferred consideration relating to Marble Capital and Invictus Capital acquisitions are not variable in nature however the majority can be called upon by sellers. Subject to certain conditions which are outside the control of the Group, sellers may make capital calls ahead of defined anniversary dates resulting in amounts included in the 6 months or less maturity category.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Group structure

This section outlines how the Navigator Global Investments Limited's group structure affects the financial position and performance of the Group as a whole including disclosures on the Group's composition and key parent entity disclosures. Where a material accounting policy or key estimate is specific to a single note, the policy or estimate is described in the note to which it relates.

22. Group entities

The consolidated financial statements of the Group include the following entities:

Name	Country of incorporation	% Equity interest	
		2024	2023
HFA Lighthouse Holdings Corp	United States	100	100
HFA Lighthouse Corp	United States	100	100
LHP Investments, LLC	United States	100	100
Lighthouse Investment Partners, LLC	United States	100	100
Lighthouse Partners UK, LLC	United States	100	100
North Rock Capital Management LLC	United States	100	100
NR Technology Group, LLC	United States	100	100
Mission Crest Capital Management, LLC	United States	100	100
Pier61 Partners, LLC	United States	100	100
Luminae Partners, LLC	United States	100	100
Lighthouse Quantrarian Capital Management, LLC	United States	100	-
Penglai Peak Capital Management, LLC	United States	100	-
NGI Strategic Holdings I, Inc	United States	100	100
NGI Strategic Holdings II, Inc	United States	100	100
NGI Strategic Investments I, Inc	United States	100	-
NGI Strategic Investments II, Inc	United States	100	-
NGI Strategic Australia Pty Ltd	Australia	100	100
NGI Strategic Holdings Ltd	Cayman Islands	100	100
NGI Strategic Holdings (A) LP	Cayman Islands	100	71
NGI Strategic Holdings (B) LP	Cayman Islands	100	56
Lighthouse Partners Limited (HK)	Hong Kong	100	100
NR Capital Management (HK) Limited	Hong Kong	100	100
LHP Ireland Fund Management Limited	Ireland	100	100
North Rock Capital Management (UK) LLP	United Kingdom	100	100
LH NR UK Limited	United Kingdom	100	100
Lighthouse Partners (DIFC) Limited	UAE	100	100
LH Penglai Peak Pte. Ltd.	Singapore	100	-
North Rock Capital Management (SG) Pte. Ltd	Singapore	100	-

Basis of consolidation

The consolidated financial statements are those of the Group, comprising Navigator Global Investments Limited and all entities that Navigator Global Investments Limited controlled during the period and at reporting date.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement in the investee and has the power to affect those returns through its power over the investee. The Group has concluded there have been no changes in the control of subsidiaries, investments recorded at fair value, investments in joint ventures and associates that have occurred in the current period.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

23. Parent entity disclosures

As at, and throughout the financial year ended 30 June 2024, the parent company of the Group was Navigator Global Investments Limited.

	Company US$'000	
	2024	**2023**
Result of the parent entity		
Profit for the year	47,000	30,127
Total comprehensive income for the year	47,015	29,802
Financial position of the parent at year end		
Current assets	6,035	4,890
Total assets	633,941	419,497
Current liabilities	(2,088)	(1,045)
Total liabilities	(2,236)	(2,871)
Net assets	**631,705**	**416,626**
Total equity of the parent comprising of		
Share capital	542,714	368,165
Non-share capital	89,507	87,824
Accumulated losses	(99,342)	(99,342)
Parent entity profits reserve	89,001	51,021
Translation reserve	4,327	4,309
Share based payments reserve	5,498	4,649
Total equity	**631,705**	**416,626**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Other disclosures

This section includes information that must be disclosed to comply with the Accounting Standards, the Corporations Act 2001 or the Corporations Regulations but the Directors do not consider to be significant in understanding the financial performance and position of the Group.

24. Related parties

Key management personnel remuneration

The key management personnel remuneration included in 'employee expense' (see Note 3(a)) is as follows:

	Consolidated US$	
	2024	2023
Short-term employee benefits	9,704,734	5,502,810
Long-term employee benefits	16,251	6,877
Post-employment benefits	137,372	123,175
Share-based payment transactions	1,051,927	564,880
Total compensation paid to key management personnel	**10,910,284**	**6,197,742**

Detailed remuneration disclosures are provided in the remuneration report on pages 20 to 36.

Transactions with key management personnel

Apart from the details disclosed in this note, no director has entered into a material contract with the Group since the end of the previous financial year and there were no material contracts involving directors' interests existing at year-end.

There were no transactions with key management personnel during the year.

Other related party transactions

Revenue from group managed products

During the financial year Group entities recognised management fees, performance fees and fund reimbursement revenue received or receivable of $257,319,208 (2023: $169,411,131) from investment products for which group entities act as general partner, investment manager or managed account service provider. Amounts receivable from these products at 30 June 2024 were $16,663,891 (2023: $10,882,406).

Investment in products

As at 30 June 2024, Group entities hold $16,842,792 of investments in products for which they act as investment manager or managed account service provider (2023: $13,786,151). Refer Note 11 for additional detail.

During the financial year, the Group recognised distributions from its investments in these products of $nil (2023: nil).

For the years ended 30 June 2024 and 30 June 2023, the Group has not recorded a credit allowance relating to amounts owed by related parties. Additional information regarding the Group's assessment of credit risk in relation to related party receivables and investments is disclosed in Note 21.

Other

There have been no guarantees provided or received for any related party receivables. Transactions with joint venture entities have been included in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

25. Auditors Remuneration

	Consolidated US$	
	2024	**2023**
Fees to Ernst & Young		
EY (Australia):		
Audit and review of financial reports for the Group and controlled entities	430,987	320,126
Other non-audit services (advisory)	-	-
Overseas member firms of EY (Australia):		
Audit and review of financial reports for the Group and controlled entities	449,858	340,713
Total fees to Ernst & Young	**880,845**	**660,839**
Audit fees to other audit firms		
Other audit firms (Australia):		
Other non-audit services (taxation)	31,215	38,204
Other non-audit services (advisory)	823	24,918
Total fees to other audit firms (Australia)	32,038	63,122
Overseas member firms of other auditors:		
Audit and review of financial reports for controlled entities	27,246	14,254
Other non-audit services (taxation)	805,272	854,989
Other non-audit services (advisory)	228,679	104,480
Total fees to overseas member firms of other auditors	1,061,197	973,723
Total fees to other audit firms	**1,093,235**	**1,036,845**
Total auditor's remuneration	**1,974,080**	**1,697,684**

26. Commitments & contingencies

Commitments

At 30 June 2024 the Group had nil commitments (2023: $309 thousand).

Investment fund related obligations

The Company's subsidiary Lighthouse Investment Partners, LLC acts as the Investment Manager for certain private investment funds under Delaware Law, Cayman Islands Law, Irish Law and Illinois law. Due to its role as Investment Manager the subsidiary may be subject to contingent liabilities as a result of its obligations to the funds. The directors of Lighthouse Investment Partners, LLC consider that all obligations have been met to 30 June 2024.

Guarantees

The Group provides a guarantee to one of the externally managed entities for its share in a banking facility. In the event of default this guarantee may be called upon which would be incurred jointly with other investors. During the period, the facility is undrawn and therefore no guarantee is applicable (2023: $3.3 million).

27. Subsequent events

Events occurring after reporting period

On 23 August 2024, the Group entered into definitive documentation to acquire additional ownership in Invictus Capital Partners for total consideration of $14.85 million. The transaction will increase the investment on the Group's balance sheet. A portion of the consideration will be deferred until the first anniversary.

There is no expected impact on the profit and loss upon completion of the transaction as any associated transaction costs will be capitalised into the investment.

Other than the above, there has not arisen in the interval between the end of the reporting period and the date of signing this report, any item, transaction or event of a material nature, likely to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

Basis of preparation

This section sets out the basis upon which the Group's financial statements are prepared as a whole including information on new accounting standards, amendments and interpretations, and whether they are effective for the current or later years. How these changes are expected to impact the financial position and performance of the Group are outlined where relevant.

28. Corporate information

The financial report of Navigator Global Investments Limited (the 'Company') for the year ended 30 June 2024 was approved by the board of directors on the 27th day of August 2024.

The consolidated financial statements of the Company as at and for the year ended 30 June 2024 comprise the Company and its subsidiaries (the 'Group'). Entities within the consolidated group are outlined in Note 22.

The Company is a for profit company limited by shares incorporated in Australia and is listed on the Australian Securities Exchange. The registered office of the Company is Level 21, 10 Eagle Street, Brisbane QLD 4000.

29. Statement of compliance

The consolidated financial statements are general purpose financial statements prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards (AASB) and other authoritative pronouncements of the Australian Accounting Standards Board. The consolidated financial statements also comply with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

During the period, disclosures reflect changes to the comparative period to conform to the current period's presentation. Details of the Group's accounting policies, including changes during the year, are included in Note 32 as well as within the individual notes to the financial statements if material.

30. Basis of measurement

The consolidated financial statements have been prepared on a going concern basis. The consolidated financial statements have been prepared on a historical cost basis except for the following items:

Items	**Measurement basis**	**Note disclosure**
Financial assets at fair value through profit and loss & other comprehensive income	Fair value	11 & 21
Other financial assets (formerly consideration asset)	Fair value	10 & 21
Financial liabilities at fair value through profit and loss	Fair value	18 & 21

Where the Group's accounting policies and disclosures require the determination of fair value, the methods used to measure fair value are outlined in Note 21.

31. Functional and presentation currency

The consolidated financial statements are presented in US dollars ('USD') unless otherwise stated, which is the Company's functional currency.

The amounts contained in this financial report have been rounded to the nearest thousand dollars in accordance with the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016, unless otherwise stated.

Translation of foreign currency

Transactions in foreign currencies are translated to the respective functional currency of Group entities at rates of exchange ruling on the date of those transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at the year-end exchange rate of monetary assets and liabilities denominated in foreign currencies, are recognised in profit and loss.

32. Other accounting policies

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 6 - recognition of deferred tax assets: availability of future taxable profit against which carried forward tax losses can be used;
- Note 10 – financial assets (formerly contingent consideration asset); fair value measurement of incremental ownership the Group is entitled to receive;
- Note 11 - fair value measurement of investments;
- Note 12 – classification of joint arrangements and assessment of significant influence in associates; and
- Note 15 - impairment test: key assumptions underlying recoverable amounts of intangible assets.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

32. Other accounting policies (continued)

Business combinations

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. Consideration transferred for the acquisition of an entity comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interest issued by the group
- fair value of asset or liabilities resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions measured at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

If the consideration transferred, amount of non-controlling interest (if any) and the fair value of any previously held equity interests in the acquired entity, exceeds the fair value of assets acquired, goodwill is recorded on the balance sheet. If consideration amounts are less than the fair value of the net identifiable assets of the business acquired, the bargain difference is recorded in profit and loss.

Where deferred consideration is agreed, the amounts payable in the future are discounted to their present value as at the date of exchange. Contingent consideration is classified as either equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the profit and loss.

For business combinations achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from a remeasurement is recognised in the profit and loss.

Transaction costs associated with the acquisition are expensed as incurred.

Non-controlling interests

When a business combination involves an agreement to purchase the non-controlling interest at a later date (referred to as a put arrangement), such as the redemption liability associated with the Strategic Portfolio, the Group will consider it as a discrete transaction. The Group did not have a present ownership interest in the non-controlling interest shares until 2026, hence the Group elected not to account for the non-controlling interest on initial acquisition.

As a result, the redemption payment was recorded as a financial liability upon initial acquisition and subsequent changes in the put liability fair value recognised in profit and loss. In the current period the shares subject to the put were accounted for when the arrangement was settled on 3 January 2024.

Changes in accounting policies

New and amended standards

The Group has adopted all new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB). Those that are relevant to its operations and effective for the current reporting period include:

- AASB 2021-2 Amendments to Disclosure of Accounting Policies and definition of Accounting Estimates; and
- AASB 2022-7 Editorial corrections to AAS and repeal of superseded and redundant standards.

As a result the Group reviewed accounting policy disclosures and amended or removed those which are not considered material.

Accounting standards and interpretations issued but not yet effective

The following Australian accounting standards and interpretations that are relevant to the Group's operations have been issued but are not yet effective and have not been adopted by the Group for the current period:

- AASB 2020-1, 2020-6. 2022-6 & 2023-3 Amendments regarding the classification of Liabilities as Current or Non-current. Amendments will be effective for the Group in the next financial year.
- AASB 2023-5 Amendments to Australian Accounting Standards – Lack of exchangeability. Amendments will be effective for the Group in the 2026 financial year.
- AASB 2014-10 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28). Amendments will be effective for the Group in the 2026 financial year.
- AASB 18 Presentation and disclosure in financial statements. This standard will result in a significant change in the way the Group's income and expense items are shown on the profit and loss, with more disaggregated information, consistency with cash flow statements and inclusion of management performance measures. Effective from the 2028 financial year, the Group will assess the impact and consider whether early adoption will be made.

Other than AASB 18, new accounting standards issued but not yet effective are not expected to have a significant impact on the Group's consolidated financial statements.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

For the year ended 30 June 2024

Name	Country of incorporation	Entity type	% of share capital held by the Company	Country of tax residency
Navigator Global Investments Limited	Australia	Body Corporate	100	Australia
HFA Lighthouse Holdings Corp	United States	Body Corporate	100	United States
HFA Lighthouse Corp	United States	Body Corporate	100	United States
LHP Investments, LLC	United States	Body Corporate	100	United States
Lighthouse Investment Partners, LLC	United States	Body Corporate	100	United States
Lighthouse Partners UK, LLC	United States	Body Corporate	100	United States & United Kingdom
North Rock Capital Management LLC	United States	Body Corporate	100	United States
NR Technology Group, LLC	United States	Body Corporate	100	United States
Mission Crest Capital Management, LLC	United States	Body Corporate	100	United States
Pier61 Partners, LLC	United States	Body Corporate	100	United States
Lighthouse Quantrarian Capital Management, LLC	United States	Body Corporate	100	United States
Penglai Peak Capital Management LLC	United States	Body Corporate	100	United States
NGI Strategic Holdings I, Inc	United States	Body Corporate	100	United States
NGI Strategic Holdings II, Inc	United States	Body Corporate	100	United States
NGI Strategic Holdings GP LLC	United States	Body Corporate	100	United States
NGI Strategic Investments I, Inc	United States	Body Corporate	100	United States
NGI Strategic Investments II, Inc	United States	Body Corporate	100	United States
NGI Strategic Australia Pty Ltd	Australia	Body Corporate	100	Australia
NGI Strategic Holdings Ltd	Cayman Islands	Body Corporate	100	N/A[1]
NGI Strategic Investments Ltd	Cayman Islands	Body Corporate	100	N/A[1]
NGI Strategic Holdings (A) LP	Cayman Islands	Partnership	100	N/A[1]
NGI Strategic Holdings (B) LP	Cayman Islands	Partnership	100	N/A[1]
MSW Director Services Limited	Cayman Islands	Body Corporate	100	N/A[1]
LDO 906 Limited	Cayman Islands	Body Corporate	100	N/A[1]
Lighthouse Partners Limited (HK)	Hong Kong	Body Corporate	100	Hong Kong
NR Capital Management (HK) Limited	Hong Kong	Body Corporate	100	Hong Kong
LHP Ireland Fund Management Limited	Ireland	Body Corporate	100	Ireland
North Rock Capital Management (UK) LLP	United Kingdom	Partnership	100	United Kingdom
LH NR UK Limited	United Kingdom	Body Corporate	100	United Kingdom
Lighthouse Partners (DIFC) Limited	UAE	Body Corporate	100	UAE
LH Penglai Peak Pte. Ltd.	Singapore	Body Corporate	100	Singapore
North Rock Capital Management (SG) Pte. Ltd	Singapore	Body Corporate	100	Singapore

[1]For the Cayman Island related entities the tax residency status is not applicable.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Navigator Global Investments Limited (the 'Company') we state that:

1. In the opinion of directors:

   (a) the consolidated financial statements and notes that are set out on pages 41 to 87, and the Remuneration report on pages 20 to 36 of the Directors' report, are in accordance with the *Corporations Act 2001*, including:

      (i) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
      (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; 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; and

   (c) the consolidated entity disclosure statement required by section 295(3A) of the *Corporations Act* is true and correct.

2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2024.

3. The directors draw attention to note 29 of the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Michael Shepherd, AO	**Suvan de Soysa**
Chairman and Non-Executive Director	Non-Executive Director

Sydney, 27 August 2024

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Independent auditor's report to the members of Navigator Global Investments Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Navigator Global Investments Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, 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 Group is in accordance with the *Corporations Act 2001*, including:

a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2024 and of its consolidated financial 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 Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

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Investment Valuation

Refer to Notes 11 and Note 21 of the financial report

Why significant	How our audit addressed the key audit matter

The Group has a significant investment portfolio comprising primarily of six minority interests in unlisted investment managers including Bardin Hill Investment Partners, LP, Waterfall Asset Management, LLC, Capital Fund Management S.A., Capstone Investments Advisors, LLC, Pinnacle Asset Management, LP, MKP Capital Management, LLC (Strategic Portfolio) and two minority interests in unquoted securities in Invictus Capital Partners and Marble Capital. As at 30 June 2024, the value of these unlisted investments was US$523 million which equates to 66% of total assets.
 	
As disclosed in the Group's accounting policy in Note 11, the Strategic Portfolio are financial assets recognised at fair value through profit or loss, and Invictus Capital Partners and Marble Capital are financial assets recognised at fair value through other comprehensive income in accordance with the requirements of Australian Accounting Standards.
 	
Key assumptions such as the growth rates and discount rates applied to the management fee and performance fee income streams can have a significant impact on the fair value of these financial assets and amounts recorded in the financial statements.
 	
Note 11 to the financial statements discloses the Group's accounting policy relating to the investments and Note 21 includes the disclosures relating to the significant unobservable inputs to the valuation.
 	
Accordingly, the significant estimation and judgement involved in measuring the fair value of investments, we considered this to be a key audit matter.
	Our audit procedures included the following:
	• Obtained an understanding of the key processes adopted by management to assess the fair value of the investments;
	• Confirmed the ownership interest with the respective investee fund managers at 30 June 2024;
	• Obtained the most recent audited financial statements of the underlying investment managers including review of the content of the audit opinion, considered the nature of the underlying investments held and the recorded fair values of those investments, including the accounting basis adopted for such valuations;
	• Obtained, where available, assurance reports on the internal controls of the investment manager's administrators in relation to fund administration services for the year ended 30 June 2024, and assessed the auditor's independence, qualifications and objectivity, and the results of their procedures;
	• Obtained management's assessment of the most recent unaudited financial information of the asset managers and evaluated the reasonableness of any material fair value movements (or the lack thereof) within the discounted cash flow models supporting the fair value;
	• Evaluated the qualifications, competence, and objectivity of the external valuer engaged by management;
	• On a sample basis, assessing the reasonableness of underlying cash flow assumptions by agreeing to supporting documentation; and
	• Assessed the adequacy of the Group's disclosures included in Notes 11 and 21 to the financial statements.
	• We involved our valuation specialists in:
	    • Evaluating the valuation methodologies and assumptions used by the Group to estimate the fair value of its investments at 30 June 2024; and
	    • On a sample basis, testing the mathematical accuracy of the model used by the external valuer.

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Recoverability of Goodwill relating to Lighthouse CGU (US CGU)

Refer to Note 15 of the financial report

Why significant	How our audit addressed the key audit matter
At 30 June 2024 the Group has goodwill of $93.8m as disclosed in Note 15 which is allocated to the Group's US cash generating unit ("CGU"). The Group performs an annual impairment assessment which involves the comparison of the carrying amount of the CGU with its recoverable amount. The model used by the Group to determine the recoverable amount of the CGU is complex due to assumptions and estimations used in forecasting the future cash flows of the CGU, discount rates and terminal growth rates. Given the carrying amount of goodwill and the judgement and estimation involved in calculating the recoverable amount of the CGU we considered this a key audit matter.	Our audit procedures included the following: • Tested the mathematical accuracy of the model used to calculate the recoverable amount; • Evaluated the Group's key input assumptions used to forecast cash flows used in the recoverable amount calculation, including agreeing cashflows to the most recent Board approved forecasts; • Assessed the accuracy of the Group's cash flow forecasts by comparing historic forecasts to actual performance; • Evaluated the qualifications, competence and objectivity of the external specialists engaged by management; • Involved our valuation specialists in assessing the growth rate and discount rate used in the model which included considering the methodology applied is in accordance with the requirements of Australian Accounting Standards; • Performed sensitivity analysis by varying key input assumptions and assessing the impact on the recoverable amount of the CGU; and • Assessed the adequacy of the disclosures included in Note 15 to the financial statements.

Redemption Payment Transaction

Refer to Note 9 and Note 18 of the financial report

Why significant	How our audit addressed the key audit matter
The Group's redemption liability with GP Strategic Affiliates was settled on 3 January 2024. The overall consideration for this transaction was $179 million. Note 9 of the financial statements discloses a summary of the transaction and 18 discloses the Group's accounting policies relating to the transaction. Given the size of the transaction, we considered this a key audit matter.	Our audit procedures included the following: • Read the transaction agreement, including understanding the required regulatory approvals; • Evaluated the Group's accounting for the transaction with reference to the requirements of Australian Accounting Standards;

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working world

Why significant	How our audit addressed the key audit matter
	• Tested the consideration paid to settle the redemption liability and amounts received from the Group's capital raising to bank statements and share issue documents; • Tested the transactions costs incurred to invoices and other supporting documents and assessed the allocation of transaction between equity raising costs and finance costs; and • Assessed the adequacy of the Group's disclosures included in Note 9 and 18 to the financial statements.

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

The directors are responsible for the other information. The other information comprises the information included in the Company's 2024 annual report, 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, with the exception of the Remuneration Report and our related assurance opinion.

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

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

Responsibilities of the directors for the financial report

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

a. The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; 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 (other than the consolidated entity disclosure statement) 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 Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Navigator Global Investments Limited for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

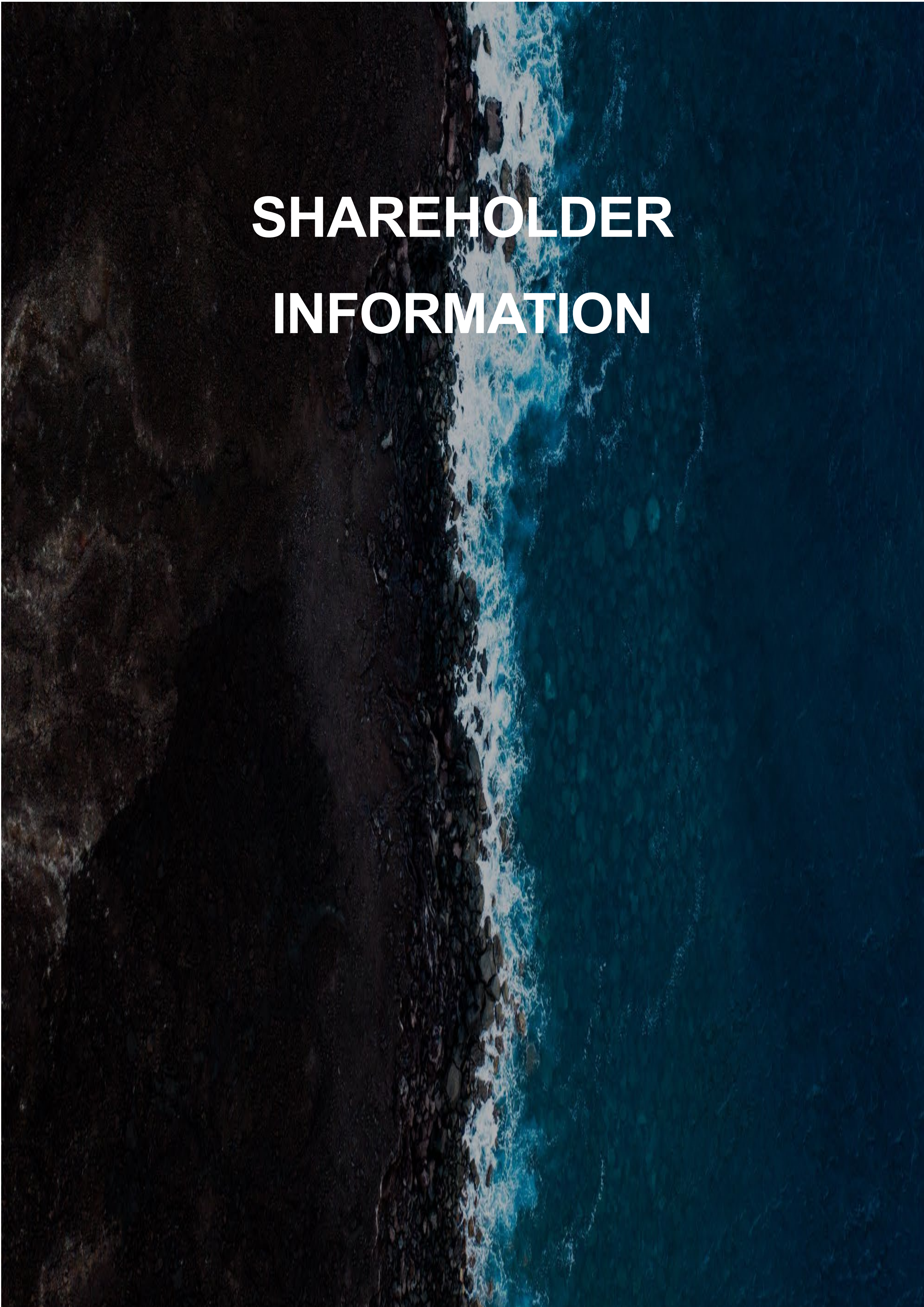
The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian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

Ernst & Young

Ernst & Young

N.young

Nathan Young
Partner
Brisbane
27 August 2024



SHAREHOLDER INFORMATION

ASX additional information
As at 16 August 2024

Additional information required by the Australian Securities Exchange Limited (ASX) Listing Rules and not disclosed elsewhere in this document is set out below.

Number of security holders and securities on issue

Navigator has issued the following securities:

- 488,646,396 Ordinary Shares held by 2,956 shareholders; and
- 90,289 Convertible Notes held by 1 noteholder.

Substantial shareholdings

The following beneficial owners have a substantial relevant interest in ordinary shares of Navigator Global Investments Limited:

Category	Number of ordinary shares	%
Blue Owl Capital Inc. and its controlled entities	226,336,357	46.32%
Sean McGould, his controlled entities and associates	27,123,266	5.55%
Norges Bank	26,625,831	5.45%

Twenty largest holders

Name	Number of ordinary shares held	Percentage of capital held
J P Morgan Nominees Australia Pty Limited	267,699,863	54.78%
Citicorp Nominees Pty Limited	99,984,167	20.46%
HSBC Custody Nominees (Australia) Limited	22,616,513	4.63%
UBS Nominees Pty Ltd	18,888,513	3.87%
HSBC Custody Nominees (Australia) Limited – GSCO ECA	7,245,648	1.48%
HSBC Custody Nominees (Australia) Limited – NT-Comnwlth Super Corp	6,315,831	1.29%
HSBC Custody Nominees (Australia) Limited- A/C 2	4,487,306	0.95%
Priority Investment Management Pty Ltd	7,275,617	0.92%
Neweconomy Com AU Nominees Pty Ltd	3,281,835	0.67%
Warbont Nominees Pty Ltd	3,050,375	0.62%
BNP Paribas Nominees Pty Ltd	2,653,269	0.54%
BNP Paribas Nominees Pty Ltd – IB AU Noms RetailClient DRP	2,485,896	0.51%
ABN Amro Clearing Sydney Nominees Pty Ltd – Custodian A/C	2,168,916	0.44%
Mr Shay Shimon Hazan-Shaked	1,933,807	0.36%
HSBC Custody Nominees (Australia) Limited – GSI EDA	1,743,264	0.36%
BNP Paribas Nominees (NZ) Ltd	1,505,811	0.31%
BNP Paribas Nominees Pty Ltd Hub24 Custodial Serv Ltd	1,305,141	0.27%
Mr Mark Sheffield Hancock & Brig Ian Denis Westwood	1,273,104	0.26%
BNP Paribas Nominees Pty Ltd – Agency Lending A/C	962,447	0.20%
Sheffield Management Pty Ltd	899,500	0.18%

ASX additional information (continued)

Distribution of shareholdings

Range	Number of holders of ordinary shares	% of holders	Number of ordinary shares	% of share
1-1,000	808	27.33%	393,664	0.08%
1,001-5,000	1,021	34.54%	2,757,065	0.56%
5,001-10,000	411	13.90%	3,123,338	0.64%
10,001-50,000	576	19.49%	12,776,479	2.61%
50,001 – 100,000	74	2.50%	5,212,938	1.07%
100,001 and over	66	2.23%	464,382,912	95.03%
Total	**2,956**	**100.00%**	**488,646,396**	**100.00%**

The number of shareholders holding less than a marketable parcel of ordinary shares is 230.

Voting rights

Ordinary Shares

The Company has 488,646,396 fully paid ordinary shares on issue.

The fully paid ordinary shareholders of the Company are entitled to vote at any meeting of the members of the Company and their voting rights are:

- on a show of hands – one vote per shareholder; and
- on a poll – one vote per fully paid ordinary shares.

Convertible Notes

Noteholders do not have any voting rights on the Convertible Notes held by them.

On-market buy-back

There is no current on-market buy-back.

Restricted securities and voluntary escrow

There are 185,812,051 NGI shares and 90,289 Convertible Notes in voluntary escrow.

The Trustee for Dyal Trust and the custodian of the Shars and Notes held on behalf of Dyal Trust have agreed to voluntarily escrow Shares and Convertible Notes held by the custodian on behalf of Dyal Trust, to be released upon the announcement of Navigator's financial results for the financial year ending 30 June 2026 (the Escrow).

The Escrow will cease to apply to the extent necessary to allow the custodian to deal in any of the securities in Escrow if the dealing arises out of (i) the acceptance of a bona fide third party Takeover Bid in respect of the Shares, provided that the holders of at least half of the Shares that are not subject to any escrow arrangements with the Company in relation to Shares, and to which the offers under the bid relate, have accepted the bid; or (ii) the transfer or cancellation of the Shares in the Company as part of a scheme of arrangement under Part 5.1 of the Corporations Act. The custodian agrees that escrow restrictions will be re-applied in each case in (i) and (ii) if any securities are not transferred or cancelled in accordance with that Takeover Bid or scheme of arrangement.

The Escrow will also cease to apply to the extent necessary to allow the trustee or custodian to undertake a reorganisation, subject to there being no change to the underlying interests of the beneficiaries of Dyal Trust and any new holder agreeing to be bound by an escrow on substantially the same terms as the Escrow.

The Escrow will also cease to apply under some more general circumstances to allow a dealing in Shares, (a) if required by any applicable law or pursuant to an order of a court of competent jurisdiction compelling a dealing with the Shares, or (b) if the dealing constitutes a transfer or disposal of, but not the creation of a security interest in Shares to a (i) trustee of an affiliated fund or (ii) member of the GP Strategic Capital Investor Group or its Affiliates, provided that the respective trustees/members in (i) and (ii) (and custodian if applicable) also agree to be bound by an escrow on substantially the same terms as the Escrow for the remainder of the Escrow period, and the terms of deed provide that where the trustee or member in (i) and (ii) ceases to be an affiliated fund or member of the GP Strategic Capital Investor Group or its Affiliates, then the Escrow Shares must be transferred to a trustee (or custodian if applicable) of an affiliated fund or member of the GP Strategic Capital Investor Group or its Affiliates, which enter into an escrow on substantially the same terms as the Escrow.

Stock exchange listings

The Company's securities are not listed on any other stock exchange.

Unquoted securities

Convertible Notes

The Company issued 102,283 Convertible Notes on 1 February 2021. Total notes on issue at balance date are 90,289 notes representing 60,222,763 shares (2023: 60,222,763 shares).

The notes are converted at the option of the holder at any time and at the option of the issuer after two years (subject to maximum ownership limits).

Name	Number of Convertible Notes held	Percentage held
J P Morgan Nominees Australia Pty Limited in its capacity as custodian for Blue Owl Capital Inc in its capacity as trustee for Dyal Trust I	90,289	100%

There is no price payable on conversion of the Convertible Notes.

ASX additional information (continued)

The following sets out the key terms of the Convertible Notes:

Ordinary shares issued on conversion	Each Convertible Note will be convertible into Shares ranking equally with other existing fully paid ordinary shares in the Company. The Company must procure official quotation of the Shares issued on conversion.
Convertible Noteholder conversion rights	A Convertible Noteholder may, at any time, require the conversion of all or some of its outstanding Convertible Notes, subject to the following regulatory restrictions: (a) where such conversion is a notifiable action for the Convertible Noteholder under the FATA and that Convertible Noteholder has not received FIRB approval in respect of such conversion; (b) where such conversion would contravene section 606 of the Corporations Act; (c) if the Convertible Noteholder (or its underlying beneficiaries) is GPSC Investor or any of its Affiliates, such conversion would result in GPSC Investor or any of its Affiliates having a Relevant Interest in the Issuer of more than 46.5%; (d) such conversion is subject to the expiration of a waiting period under the HSR Act, until the expiration of such waiting period; or (e) where such conversion is prohibited by any applicable law or regulation.
Company Conversion Rights	On an annual basis from the seventh anniversary of the issue date, the Company may require conversion of all or some of the Convertible Notes. Where the Company requires the conversion for some of the Convertible Notes: (a) the aggregate face value of all Convertible Notes to be converted on that date must be at least US$1 million; and (b) if there is more than one Convertible Noteholder, the conversion must be pro rata for each Convertible Noteholder based on the number of Convertible Notes held by that Convertible Noteholder as a proportion of all Convertible Notes on issue.
Maturity Date	To the extent that Conditions 5.2(b)(i) to 5.2(b)(v) (inclusive) apply to the conversion of any Convertible Notes held by a Convertible Noteholder that remain outstanding on the Maturity Date, then the Maturity Date will be extended for 3 years until the process for making any relevant filing and obtaining such approval or consent as contemplated by Condition 5.2 is completed and Condition 5.2 is satisfied (and for the avoidance of doubt, multiple extensions of the Maturity Date may occur until the process for making any relevant filing and obtaining such approval or consent as contemplated by Condition 5.2 is completed).
Restrictions on transfer	The Convertible Notes are transferrable: (a) without the prior written consent of the Company, provided that if such transfer is a notifiable action under the FATA, that the Convertible Noteholder has received FIRB approval in respect of such transfer and such transfer is not or would not otherwise be prohibited or restricted pursuant to any applicable law or regulation; or (b) otherwise, subject to the prior written consent of the Company (such consent may be given or withheld at the absolution discretion of the Company). US law transfer restrictions also apply to the transfer of Convertible Notes.