



Spheria Emerging Companies Limited (Company)
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By Electronic Lodgement

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

OUTCOME OF SEC CONDITIONAL PROPOSAL

The Board of Spheria Emerging Companies Limited (ASX:SEC) (SEC or the Company) hereby notifies shareholders of the result of the Conditional Proposal announced on 16 January 2024 (see the original ASX announcement [here](#)).

The average daily NTA discount of the SEC share price over the period 1 October 2024 to 31 December 2024 (Measurement Period) was **4.75%**.

Under the Conditional Proposal, if the average of the daily NTA premium/discount of SEC (over the Measurement Period) was greater than a 5.00% discount, the Board of SEC intended to pursue avenues to enable shareholders to exchange their shares in SEC for units in the Spheria Australian Smaller Companies Fund.

As a result of the average daily NTA discount of the SEC share price over the Measurement Period being 4.75%, the condition to undertake the Conditional Proposal has not been met and shareholders will continue to own shares in SEC. Shareholders will therefore continue to enjoy the benefits of SEC being a listed investment company (LIC) including the payment of regular quarterly fully franked dividends.

The Board is very pleased with the material improvement in the NTA discount of SEC throughout 2024 as well as the strong investment performance of the portfolio during that period both in absolute terms and relative to the benchmark. For the one year to 30 November 2024, Company¹ performance was 22.6% compared to Benchmark² performance of 19.9%, outperformance of 2.7%.

The Board will continue to assess what additional measures, if any, it may undertake having regard to how the SEC share price trades relative to the NTA including an evaluation of the effectiveness of the Conditional Proposal.

The Board of Spheria Emerging Companies Limited has authorised this announcement to be released to the ASX.

1 Calculated as the Company's investment portfolio performance after fees excluding tax on realised and unrealised gains/losses and other earnings, and after company expenses.

2 Benchmark is the S&P/ASX Small Ordinaries Accumulation Index.