

Booster Innovation Scheme

Annual Report 2024

Booster Innovation Fund



This Annual Report 2024 has been prepared for the year to 31 March 2024.

 **booster**[®]

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1. Details of the Scheme

Name of the scheme:	Booster Innovation Scheme (Scheme)
Manager:	Booster Investment Management Limited (BIML or Manager)
Supervisor:	Public Trust
Product Disclosure Statement:	The date and status of the latest Product Disclosure Statement for the Scheme is: Booster Innovation Scheme – Booster Innovation Fund, dated 21 December 2023 (and which was subsequently updated by way of a Supplementary Document dated 26 June 2024) – open for applications.
Financial Statements and Auditor’s Report:	The latest financial statements for the Scheme and its auditor report, covering the financial year ended 31 March 2024 were lodged on the scheme register and are available at www.disclose-register.companiesoffice.govt.nz or at www.booster.co.nz .

2. Description of the Scheme

Description of the Scheme: The Booster Innovation Fund (the ‘Fund’) was established to invest in a portfolio of early-stage companies founded on intellectual property originated or developed in New Zealand that are selected on the basis that they have the potential to become commercially successful globally. The Fund was also listed on the NZX Main Board, code BIF, on 2 March 2022.

Date on which the Scheme started: The Scheme was established on 22 October 2020. The Scheme was offered as a wholesale scheme with its first transaction being on 24 August 2021. The Scheme was registered as a managed investment scheme on 10 November 2021 and became available to investors on 18 November 2021.

This Annual Report has been prepared for the year ended 31 March 2024, which covers the period 1 April 2023 to 31 March 2024 (the ‘Year’).

3. Information on composition of the Scheme

Units on issue

The number of units on issue in the Fund at the start and at the end of the accounting period was:

Fund	Units on issue at 1 April 2023 ¹	Units on issue at 31 March 2024
Booster Innovation Fund	10,120,588	12,630,107

¹The opening units as at 1 April 2023 are the closing units as at 31 March 2023.

Substantial product holders

The Fund is listed on the NZX Main Board under NZX code BIF. Any unitholder that holds more than 5% of the units in the Fund are considered substantial product holders.

A list of the substantial product holders and their respective unit holding in the Fund, as at the end of the year is as follows:

Substantial product holder	Unit holding	Percentage of holding
Asset Custodian Nominees Limited ²	4,144,979	32.82%
<i>Including ACNL as custodian for relevant interests of the Managing Director of the Manager, Allan Yeo</i>	3,012,085	23.85%
<i>Of which the following units (being relevant interests of Allan Yeo) are held for Booster Financial Services Limited</i>	2,849,981	22.56%
Booster KiwiSaver Scheme (through PT (Booster KiwiSaver) Nominees Limited)	6,154,305	48.73%
Booster SuperScheme (through PT (Booster Superannuation) Nominees Limited)	1,193,320	9.45%

²ACNL holds units as a Custodian for underlying investors.

4. Changes relating to the Scheme

Statement of Investment Policy and Objectives (SIPO)

No material changes were made to the SIPO of the Scheme's Fund during the accounting period. A copy of the Scheme's most recent SIPO is available at www.booster.co.nz

Governing document

No changes were made to the Scheme's Trust Deed during the accounting period.

A copy of the Scheme's Trust Deed is available at www.booster.co.nz.

Related party transactions

There were no material changes to the nature or scale of any related party transactions during the Year and all related party transactions that provided for a related party benefit were on arms' length terms.

The types of related party transactions that featured during the Year also featured in prior years, and included:

Related parties acquiring units in the Scheme

Related parties of the Scheme and other funds managed by the Manager may (and do) acquire, hold or dispose of units of the Fund and such transactions have continued during the year.

NZ Innovation Booster Limited Partnership

The Scheme's Fund owns units in the NZ Innovation Booster Limited Partnership (NZIB). NZIB is a partnership between Booster Financial Services Limited ('BFSL' the parent company of the Manager), Victoria Link Limited (Wellington UniVentures) and Otago Innovation Limited. Due in part to Booster Financial Services Limited being a shareholder of the general partner of NZIB, we consider NZIB to be a related party. The Scheme acquired further units in NZIB during the Year.

Capital Commitment

BFSL committed to invest new capital into NZIB of up to \$2 million per year for at least 5 years when NZIB was formed in 2018, subject to the underlying investments meeting NZIB's investment criteria. These commitments can be partly or wholly met by the Fund where it is determined to be in the best interests of the Fund and its investors.

Purchase of interests in companies from Wellington UniVentures via NZIB

As both Wellington UniVentures and BFSL are shareholders of the general partner of NZIB, we consider Wellington UniVentures to be a related party. As with previous years, during the Year the Fund acquired NZIB partnership units either from Wellington UniVentures, or to support purchase by NZIB of an interest in a business Wellington UniVentures held outside of NZIB.

Further information on the Fund and Related Party Benefits can be found in the Scheme's Product Disclosure Statement and Other Material Information document available at www.booster.co.nz.

Terms of the offer

The following material changes were made to the terms of the offer of the Scheme's fund during the Year:

From 21 December 2023

A change to the withdrawal charge was implemented. Prior to the change, for withdrawals made directly from the Fund, a withdrawal charge of 10% of the amount withdrawn was to be applied. The change that was implemented noted that after the fifth anniversary of a unitholder's acquisition of the units being redeemed, the withdrawal charge is capped at 5% of the amount redeemed. Withdrawals before the fifth anniversary of the acquisition of the units being redeemed incur a higher charge, starting at 10% of the amount redeemed, and reducing 1% for each complete year since the units being redeemed were acquired. See the Product Disclosure Statement for further details.

The following changes were made to the Scheme's Product Disclosure Statement:

From 21 December 2023

- The Manager changed the withdrawal charge of the Fund as noted above.

From 26 June 2024

- A Supplementary Document was prepared to update information within the Product Disclosure Statement relating to the Booster Innovation Fund Sub-Committee.

Refer to the Product Disclosure Statement and Supplementary Document for further information on the changes above.

A copy of the Scheme's current Product Disclosure Statement and the Supplementary Document is available at www.booster.co.nz.

Valuation and pricing methodologies

No changes were made to the Scheme's Fund valuation and pricing methodologies during the accounting period that impact the net asset value of the Fund or the value of investor's interests.

5. Financial condition and performance of the Scheme

The below information is a summary of the financial information for the Scheme for the year ended 31 March 2024 which provides a description of the Scheme's financial condition. The full financial statements are available at www.disclose-register.companiesoffice.govt.nz or at www.booster.co.nz.

The financial statements for the Fund are prepared under International Financial Reporting Standards, which differs to the approach applied for unit pricing purposes. There may be occasions where the financial statements are adjusted for information that becomes available post balance date relating to the year-end valuation in accordance with accounting standards. Unit pricing is adjusted as required to reflect the new information is received.

Statement of Financial Performance of the Fund	For the year ended 31 March 2024 \$'000
Investment income	1,628
Fees and expenses	(35)
Net income before tax	1,593

Statement of Financial Performance of the Fund	As at 31 March 2024 \$'000
Cash	350
Investments held at fair value	19,139
Performance fee payable	0
Other payables	(34)
Net Assets	19,455

Statement of Changes in net assets attributable to unitholders	For the year ended 31 March 2024 \$'000
Net assets at the beginning of the period	14,086
Proceeds for units issued	3,835
Withdrawals	(59)
Net profit after tax	1,593
Net Assets attributable to unitholders	19,455

Statement of Cash Flows	For the year ended 31 March 2024 \$'000
Opening cash position	178
Net cash (outflows) from operating activities	(3,604)
Net cash inflows from financing activities	3,776
Cash at end of accounting period	350

The below table shows the breakdown on investments held at fair value. Fair value adjustments refer to unrealised gains/losses for holdings during the period assessed in accordance with valuation methodologies for the Scheme.

Investments held at fair value	For the year ended 31 March 2024 \$'000
Opening balance	14,143
Acquisitions	3,385
Distributions	-
Fair value adjustments	1,622
Foreign exchange translation	(11)
Investments at end of accounting period	19,139

6. Fees

Fees and expenses charged by the Fund through the unit price, but not including investor specific action fees, in respect of the Scheme for the Year are:

Fee Type and Rate³	Dollar Amount	Percentage of Scheme Property⁴
Fees and Expenses Charged by the Manager or associated persons		
Performance-based management fee	\$0	0.00%
Fees and Expenses Charged by other persons		
Capital raising expenses	nil	n/a
Other fund administration expenses	\$34,271	0.20%
Other fund administration expenses from underlying funds	\$24,641	0.14%

³ The disclosed fees and expenses represent the amounts either disclosed or reflected in the financial statements of the Scheme's Fund over that period.

⁴ The percentage is calculated based off the dollar amount divided by the average net asset value of the Scheme's Fund for the year to 31 March 2024.

Any new fees or changes to existing fees are subject to the Scheme Trust Deed. The Manager will consult and agree any fee change with the Supervisor and provide 1 month's notice of any increase in the fees or charges to all investors in the Fund. Expenses may vary from year to year.

7. Scheme property

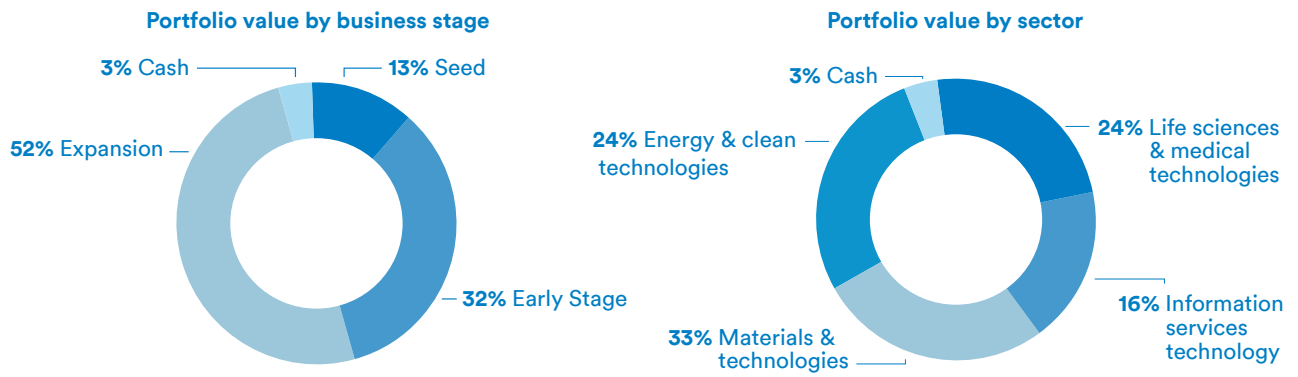
As at 31 March 2024, the Fund held the following investments:⁵

Company	Business Sector	Business Sub-Sector	Business Development Stage	Shareholding range	Investment made in year to 31/03/2024 [^]
Advemto Limited ⁶	Materials and technologies	Scientific instrumentation	Early stage	15 - 20%	No
Alimetry Limited ⁶	Life sciences and medical technologies	Screening and diagnostics – human health	Expansion	0 - 5%	No
Allegro Energy Pty Limited ⁶	Energy and clean technologies	Energy storage	Early stage	0 - 5%	No
Amaroq Therapeutics Limited ^{6,^}	Life sciences and medical technologies	Life sciences – human health	Seed	5 - 10%	Partial – additional 4.8% acquired
Avasa Limited ⁸	Life sciences and medical technologies	Medical devices	Seed	0 - 5%	Yes, in full
BioLumic Inc	Materials and technologies	Agriculture technologies	Expansion	0 - 5%	No
B.Spkl	Energy and clean technologies	Green hydrogen technologies	Seed	0 - 5%	Yes, in full
Calocurb Limited	Life sciences and medical technologies	Health supplements	Early stage	0 - 5%	Yes, in full
Captivate Technology Limited	Energy and clean technologies	Carbon capture	Seed	0 - 5%	No
Chitogel Limited ⁶	Life sciences and medical technologies	Biotechnology – human health	Expansion	0 - 5%	No
Ferronova Pty Limited ⁶	Life sciences and medical technologies	Screening and diagnostics – human health	Expansion	0 - 5%	No
Hot Lime Labs Limited	Energy and clean technologies	Carbon capture - horticulture	Early stage	0 - 5%	No
Inhibit Coatings Limited ^{6,9,^}	Materials and technologies	Material coatings	Early stage	5 - 10%	Partial – additional 1.7% acquired
InsituGen Limited ^{6,^}	Life sciences and medical technologies	Screening and diagnostics – animal and human health	Expansion	10 - 15%	Partial – additional 1.0% acquired
Komodo Holdings Limited	Information technology services	Education technologies	Early stage	0 - 5%	No
Liquium Limited ⁶	Energy and clean technologies	Ammonia production	Seed	5 - 10%	No

MACSO Technologies Limited ⁸	Information technology services	Animal health	Seed	0 - 5%	No
Marama Labs Limited ^{6,10}	Information technology services	Software and measurement hardware	Early stage	5 - 10%	No
Mekonos Inc ⁶	Life sciences and medical technologies	Life sciences – human health	Expansion	0 - 5%	No
Montoux Limited	Information technology services	Life and health insurances	Expansion	0 - 5%	No
My Better Breathing Limited (trading as Good Air)	Life sciences and medical technologies	Medical devices	Expansion	0 - 5%	Yes, in full
Opo Bio Limited [^]	Materials and technologies	Cellular agriculture	Seed	5 - 10%	Partial – additional 1.2% acquired
Orbis Diagnostics Limited	Life sciences and medical technologies	Screening and diagnostics - human health	Early stage	0 - 5%	No
Scentian Bio Limited	Information technology services	Smart sensors	Early stage	0 - 5%	Yes, in full
Sensor Holdings Limited (trading as StretchSense) [^]	Information technology services	Augmented and virtual reality	Expansion	0 - 5%	Partial – additional 0.2% acquired
The Sustainable Care Company Limited (trading as Cleanery)	Life sciences and medical technologies	Consumer products	Expansion	0 - 5%	Yes, in full
Tasmanlon Limited ⁶	Energy and clean technologies	Energy storage	Seed	10 - 15%	No
Upstream Medical Technologies Limited ⁷	Life sciences and medical technologies	Screening and diagnostics - human health	Early stage	0 - 5%	Yes, in full
Wellumio Limited ⁶	Life sciences and medical technologies	MRI scanners	Seed	5 - 10%	Yes, in full
Whole Fish Limited (trading as Nutrition from Water)	Materials and technology	Food nutrition	Seed	0 - 5%	Yes, in full
Woolchemy NZ Limited [^]	Materials and technology	Natural materials	Early Stage	0 - 5%	Partial – additional 1.2% acquired
Xframe Pty Limited ⁶	Materials and technologies	Construction materials	Expansion	5 - 10%	No
ZeroJet Limited [^]	Energy and clean technologies	Electric systems	Expansion	0 - 5%	Partial – additional 2.5% acquired

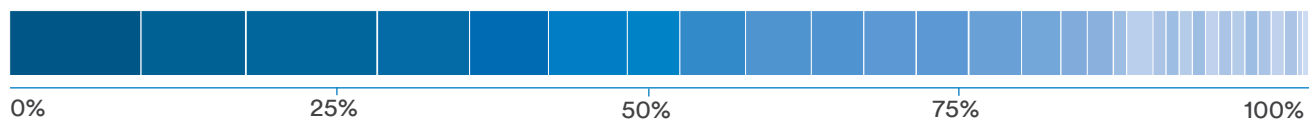
- [^] Follow on (additional) investment made in year to 31 March 2024. Percentage is additional investment acquired.
- ⁵ Investments with a \$nil value are not included.
- ⁶ Investments are held indirectly via an interest in NZ Innovation Booster LP.
- ⁷ A portion of the investment is held via a convertible note, percentage indicates estimated equity position on conversion.
- ⁸ Investment is held via a security convertible to equity, percentage indicates estimated equity position on conversion.
- ⁹ Investment via a convertible loan note was converted into preference shares during the Year.
- ¹⁰ The company underwent a share consolidation during the reporting period.

The following charts provide an analysis of the composition of the investment portfolio as at 31 March 2024.



Fund value by individual holding

This chart shows the relative size of each of the 33 investments (excluding investments valued at nil) in which the Fund held an interest in as at 31 March 2024 (as a proportion of NAV). Commercial confidentiality obligations restrict the identification of each investment.



8. Changes to persons involved in the Scheme

The Manager

BIML is the manager, administration manager and investment manager of the Scheme. This did not change during the accounting period.

Directors of the Manager

There were no changes to the directors of the Manager.

Key personnel of the Manager

Whilst not considered key personnel of the Manager, we note that Brendon Doyle started a sabbatical for around six months from 21 February 2024 from his role at Booster, which included being a member of the Booster Innovation Fund Sub-Committee. There were no other changes to key personnel of the Manager who perform duties in connection with the Scheme.

The Supervisor

Public Trust is the Supervisor of the Scheme and this did not change during the accounting period.

There were no changes to the board members of the Supervisor.

Other Persons Involved

The Custodian PT (Booster Investments) Nominees Limited, Listed Securities Registrar (Link Market Services) and the Auditor (Ernst and Young) did not change during the accounting period.

9. How to find further information

Information relating to the Scheme is available on the scheme register and information relating to the Fund is on the offer register at www.disclose-register.companiesoffice.govt.nz by searching 'Booster Innovation Scheme' for the scheme register and 'Booster Innovation Fund' for the offer register:

- The **offer register** includes the product disclosure statement, other material information and material contracts for the Scheme.
- The **scheme register** includes the trust deed, the SIPO, the financial statements and the annual reports for the Scheme.

To request this annual report and other information about the Scheme and your investment (free of charge):

write to	Booster Investment Management Limited, PO Box 11872, Manners Street, Wellington 6142
email	investments@booster.co.nz
call	0800 336 338 from 8.00am to 8.00pm (Monday to Friday)
visit	www.booster.co.nz

10. Contact details and complaints

If you have any queries or complaints about the Scheme, you can contact the Manager (in the first instance), or the Supervisor, at the contact details below:

Manager

Chief Operating Officer

Booster Investment Management Limited
Level 19, Aon Centre, 1 Willis Street
PO Box 11872, Manners Street
Wellington 6142

Phone: **0800 336 338**

Email: clientservices@booster.co.nz

Supervisor

General Manager, Corporate Trustee Services

Public Trust
Public Trust Building
Level 2, 22-28 Willeston Street
Private Bag 5902
Wellington 6140

Phone: **0800 371 471**

Email: CTS.Enquiry@PublicTrust.co.nz

If you have any queries on your listed securities holdings, you can contact the Securities Registrar on the contact details below:

Securities Registrar

Link Market Services

Level 30, PwC Tower,
15 Customs Street West
PO Box 91976
Auckland 1142

Phone: **09 375 5998**

Email: enquiries@linkmarketservices.co.nz

If your complaint can't be resolved by the Manager, the Supervisor or the Securities Registrar, you can refer it to one of the following approved dispute resolution schemes. They won't charge you a fee to investigate or resolve your complaint.

Manager's Approved Dispute Resolution Scheme

Financial Dispute Resolution Service

Level 4, 142 Lambton Quay
Freepost 231075
PO Box 2272
Wellington 6140

Phone: **0508 337 337**

Email: enquiries@fdrs.org.nz

Website: www.fdrs.org.nz

Supervisor's Approved Dispute Resolution Scheme

Financial Services Complaints Limited

Level 4, 101 Lambton Quay
PO Box 5967
Wellington 6140

Phone: **0800 347 257**

Email: complaints@fscl.org.nz

Website: www.fscl.org.nz

Securities Registrar's Approved Dispute Resolution Scheme

Financial Services Complaints Limited

Level 4, 101 Lambton Quay
PO Box 5967
Wellington 6140

Phone: **0800 347 257**

Email: complaints@fscl.org.nz

Website: www.fscl.org.nz

Booster Investment Management Limited (BIML) is the issuer of the Booster Innovation Scheme. None of BIML, Public Trust, or any director, board member or nominee of any of those entities, or any other person guarantees the Scheme's performance, returns or repayment of capital. A copy of the Scheme's Product Disclosure Statement is available at www.booster.co.nz.



We're here to help.

To find out more about Booster Innovation Scheme, talk to your financial adviser, visit our website or call us on **0800 336 338**.

booster.co.nz

Booster Investment Management Limited
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