

Superannuation Investment Working Group briefing paper

Meeting 1: 11 September 2025

Background

1. ASIC has established a Superannuation Investment Working Group (Working Group), which consists of representatives from superannuation funds, the investment management sector, consumer advocates, and government and regulatory bodies to provide tangible, actionable recommendations in relation to the following two issues:
 - 1.1 whether ASIC should make class order relief regarding how internally managed private credit arrangements are disclosed in portfolio holdings disclosures (**Portfolio Holdings Disclosure Review**).
 - 1.2 whether stamp duty should be excluded as a disclosable transaction cost in *ASIC Corporations (Disclosure of Fees and Costs) Instrument 2019/1070* and associated guidance in Regulatory Guide 97 Disclosing fees and costs in PDSs and periodic statements (RG 97) (**RG 97 stamp duty review**).

Purpose of this paper

2. This briefing paper provides an overview of these issues and contains consultation questions for Working Group members to consider ahead of the 11 September meeting. It also provides context to the review.

Objective of superannuation and ASIC's regulatory role

3. The *Superannuation (Objective) Act 2024* states that the objective of superannuation is to preserve savings to deliver income for a dignified retirement, alongside government support, in an equitable and sustainable way.
4. This is an overarching objective, which is underpinned by more specific requirements on superannuation trustees in the SIS Act and Corporations Act and associated regulations, prudential standards and guidance. Relevant to this review, trustees are required to assess various investment governance factors under s52 of the SIS Act, including consideration of fees and costs which may affect returns, the returns of the product and investment risk.
5. ASIC has a role in relation to fees and costs disclosure: product disclosure statements and periodic statements are required to make particular disclosures about fees and costs, the details of which are contained in the Corporations Act and Corporations Regulations, as modified by *ASIC Corporations (Disclosure of Fees and Costs) Instrument 2019/1070* (LI 2019/1070), and guidance ([Regulatory Guide 97 Disclosing fees and costs in PDSs and periodic statements](#) (RG 97)).

Portfolio Holdings Disclosure review

6. Under the Corporations Act, superannuation trustees must disclose investment holding information for each investment option offered by their fund. ASIC can grant relief, including exemptions from Corporations Act requirements, in certain situations.
7. Stakeholders have raised concerns about the equality of portfolio holdings disclosure (PHD) obligations that apply to private debt, depending on whether it is internally or externally managed.
8. For fixed income assets (of which private debt is a subset) that are internally managed, the regulations require disclosure of the total values and weighting aggregated by the issuer or counterparty for the asset (rather than on an asset-by-asset basis). Where trustees have only one private debt transaction with a counterparty or issuer, the value of the transaction would be publicly known. Concerns have been raised that this impacts contractual confidentiality and commercial competitiveness. For externally managed fixed income assets, the regulations require disclosure of the total values and weighting aggregated by the fund manager managing the asset. This preserves the confidentiality of the arrangements.
9. This discrepancy between internally and externally managed private debt does not apply to internally vs externally managed private equity – the value and weighting of individual assets is not required.

Consultation questions

10. Please consider the following questions:
 - 10.1 In what ways, and to what extent, do the current disclosure requirements distort funds' investment decisions regarding internally managed private credit?
 - 10.2 What, if any, are the benefits of having an internally managed private credit portfolio, rather than a solely externally managed private credit portfolio?
 - 10.3 What is the cost impact to members of such assets being held through external managers? Can you quantify this?
 - 10.4 Is there an alternative solution to address any detriments that may flow from the current disclosure regime?

RG 97 stamp duty review

11. The fees and cost disclosure rules require the disclosure of transactional and operational costs, including stamp duty on investment transactions. If the investment is in an unlisted property such as a new apartment complex, the stamp duty fee is disclosed as transaction cost. In contrast, for investments in listed property such as a real estate investment trust, stamp duty is paid and is then rolled into the investment fees disclosure.

12. Some stakeholders have raised the view that the obligation to disclose stamp duty as a transaction cost impacts the legislated superannuation performance test results and discourages investment in Australian property assets. For example, feedback to ASIC's [discussion paper](#) on the dynamics between public and private markets included that the current disclosure requirements for stamp duty in RG 97 may act as a disincentive for direct investment by superannuation funds into Australian property.
13. The performance test ensures that superannuation products have their performance assessed against an objective, consistently-applied benchmark, giving greater transparency to beneficiaries. APRA data standards which underpin the performance test align to the disclosure rules set out in *ASIC Corporations (Disclosure of Fees and Costs) Instrument 2019/1070 (LI2019/1070)*. The Performance Test Metric relies on Net Investment Return (NIR), which is compared against the performance of an index using the relevant product's strategic asset allocation. Fee and cost assumptions are applied to the relevant index to account for fees and costs such as stamp duty. NIR incorporates stamp duty and a range of other fees and costs, as defined in LI2019/1070, however:
 - 13.1 returns are annualised over a period of up to ten years, so the effects of stamp duty are smoothed over the period
 - 13.2 stamp duty for listed property investment is also incorporated into this measure.
14. Therefore, it is not obvious that superannuation funds are disadvantaged under the performance test metric by investing in direct Australian property compared with other asset classes, including listed Australian property.
15. Disclosing stamp duty as a transaction cost may have an impact on superannuation funds in terms of comparison tools including the ATO's YourSuper comparison tool, which permits comparison of superannuation products on a 'Total Annual Fee' basis, which includes transaction costs, including stamp duty. While returns are reported on an annualized basis over 7-10 years in the performance test, total annual fees are reported over a rolling year period. In other words, the one-off nature of stamp duty and the granular nature of the reporting may result in fees appearing excessively high in the year that the stamp duty is incurred, and then much lower in subsequent years.

Consultation questions

16. Please consider the following questions:
 - 16.1 In what way does the requirement to disclose stamp duty as a transaction cost distort investment decisions, such as discouraging investment in property?
 - 16.1.1 If so, can you quantify the impact?
 - 16.2 What would be the most effective method to disclose stamp duty and other government taxes without distorting investment decisions?

- 16.3 What would be a reasonable timeframe for funds to implement changes to stamp duty disclosure requirements?
- 16.4 What would be the implementation costs of changes to stamp duty disclosure requirements?