

PERPETUAL PURE MICROCAP FUND

ANNUAL FINANCIAL REPORT
30 JUNE 2019

ARSN 164 986 047

Perpetual Investment Management Limited
ABN 18 000 866 535 AFSL 234426

Perpetual 

Perpetual Pure Microcap Fund

ARSN 164 986 047

Annual Financial Report - 30 June 2019

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Directors' report

The directors of Perpetual Investment Management Limited (a wholly owned subsidiary of Perpetual Limited), the Responsible Entity of Perpetual Pure Microcap Fund, present their report together with the annual financial report of Perpetual Pure Microcap Fund (the Scheme) for the year ended 30 June 2019 and the auditor's report thereon.

Responsible Entity

The Responsible Entity of Perpetual Pure Microcap Fund is Perpetual Investment Management Limited (ABN 18 000 866 535). The Responsible Entity's registered office and principal place of business is Level 18, 123 Pitt Street, Sydney, NSW 2000.

Directors

The following persons held office as directors of Perpetual Investment Management Limited during the year or since the end of the year and up to the date of this report:

D Lane (appointed 20 April 2017)
 C Green (appointed 17 October 2018)
 R Adams (appointed 17 October 2018)
 G Larkins (appointed 7 January 2013, resigned 12 October 2018)
 M Smith (appointed 3 November 2016, resigned 17 October 2018)
 G Foster (appointed 25 January 2013, resigned 12 October 2018, Alternate for G Larkins)

Principal activities

The principal activity of the Scheme is to provide unitholders with long term capital growth via an investment in a portfolio of quality Australian microcap companies. Microcap companies are defined as companies with a market capitalisation of less than \$250m on acquisition.

The Scheme did not have any employees during the year.

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

Review and results of operations

During the year, the Scheme continued to invest in accordance with target asset allocations as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

The performance of the Scheme, as represented by the results of its operations, was as follows:

	2019	2018
Operating profit/(loss) (\$'000)	<u>(6,789)</u>	<u>14,531</u>
Class X		
Distributions paid and payable (\$'000)	<u>1,250</u>	<u>3,376</u>
Distributions (cents per unit)	<u>6.34</u>	<u>19.35</u>
	2019	2018
Class A		
Distributions paid and payable (\$'000)	<u>4,411</u>	<u>14,261</u>
Distributions (cents per unit)	<u>4.09</u>	<u>12.52</u>

Directors' report (continued)

Interests in the Scheme

The movement in units on issue in the Scheme during the year is disclosed in note 6 to the financial statements.

The value of the Scheme's assets and liabilities is disclosed on the balance sheet and derived using the basis set out in note 2 to the financial statements.

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Scheme that occurred during the financial year under review.

Likely developments and expected results of operations

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

Matters subsequent to the end of the financial year

Subsequent to the reporting date, market volatility has impacted the valuation of the Scheme. The percentage change in valuation since reporting date and up to the signing of the financial report at 11 September 2019 was 17.14%. Any impact on the Scheme has not been recognised in the 30 June 2019 financial report.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect:

- (i) the operations of the Scheme in future financial years; or
- (ii) the results of those operations in future financial years; or
- (iii) the state of affairs of the Scheme in future financial years.

Environmental regulation

The operations of the Scheme are not subject to any particular or significant environmental regulations under a law of the Commonwealth, or of a State or Territory.

Fees paid to and interests held in the Scheme by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its related parties out of Scheme property during the year are disclosed in note 12 to the financial statements.

No fees were paid out of Scheme property to the directors of the Responsible Entity during the year.

The number of interests in the Scheme held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 12 to the financial statements.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Scheme in regards to insurance cover provided to either the officers of Perpetual Investment Management Limited or the auditor of the Scheme. So long as the officers of Perpetual Investment Management Limited act in accordance with the Scheme's Constitution and the law, the officers remain indemnified out of the assets of the Scheme against losses incurred while acting on behalf of the Scheme. The auditor of the Scheme is in no way indemnified out of the assets of the Scheme.

Directors' report (continued)

Rounding of amounts to the nearest thousand dollars

The Scheme is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*. Amounts in the directors' report and financial report have been rounded to the nearest thousand dollars in accordance with the legislative instrument, unless otherwise indicated.

Lead auditor's independence declaration

A copy of the lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

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



Director

Sydney
11 September 2019



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Perpetual Investment Management Limited (the Responsible Entity) of Perpetual Pure Microcap Fund

I declare that, to the best of my knowledge and belief, in relation to the audit of Perpetual Pure Microcap Fund for the financial year ended 30 June 2019 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Jessica Davis

Partner

Sydney

11 September 2019

Perpetual Pure Microcap Fund
Statement of comprehensive income
For the year ended 30 June 2019

Statement of comprehensive income

	Notes	30 June 2019 \$'000	30 June 2018 \$'000
Investment income			
Dividend/distribution income		7,092	6,108
Interest income		429	318
Net gains/(losses) on financial instruments at fair value through profit or loss	3	(12,126)	10,864
Other income		10	27
Total net investment income/(loss)		<u>(4,595)</u>	<u>17,317</u>
Expenses			
Responsible Entity's fees	12	1,972	2,270
Other operating expenses	4	222	516
Total expenses		<u>2,194</u>	<u>2,786</u>
Operating profit/(loss)		<u>(6,789)</u>	<u>14,531</u>
Finance costs attributable to unitholders			
Distributions to unitholders	5	5,661	17,637
Changes in net assets attributable to unitholders	6	(12,450)	(3,106)
Profit/(loss)		<u>-</u>	<u>-</u>
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income		<u>-</u>	<u>-</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Perpetual Pure Microcap Fund
Balance sheet
As at 30 June 2019

Balance sheet

	Notes	30 June 2019 \$'000	30 June 2018 \$'000
Assets			
Cash and cash equivalents	10(b)	24,010	21,512
Financial assets at fair value through profit or loss	7	142,843	187,373
Receivables for securities sold		-	13
Receivables	8	650	745
Total assets		<u>167,503</u>	<u>209,643</u>
Liabilities			
Distributions payable to unitholders of the Scheme	5	2,816	17,283
Payables for securities purchased		259	6,200
Payables	9	244	312
Total liabilities (excluding net assets attributable to unitholders)		<u>3,319</u>	<u>23,795</u>
Net assets attributable to unitholders - liability	6	<u>164,184</u>	<u>185,848</u>

The above balance sheet should be read in conjunction with the accompanying notes.

Statement of changes in equity

The Scheme's net assets attributable to unitholders are classified as a liability under AASB 132 *Financial Instruments: Presentation*. As such the Scheme has no equity and no items of changes in equity have been presented for the current or comparative period.

Perpetual Pure Microcap Fund
Statement of cash flows
For the year ended 30 June 2019

Statement of cash flows

	30 June	30 June
	2019	2018
Notes	\$'000	\$'000
Cash flows from operating activities		
Dividends/distributions received	7,176	5,809
Interest received	401	318
Other income received	192	383
Responsible Entity's fees paid	(2,154)	(2,440)
Other operating expenses paid	(249)	(2,784)
Net cash inflow/(outflow) from operating activities	5,366	1,286
	10(a)	
Cash flows from investing activities		
Proceeds from sale of investments	93,583	83,766
Payments for purchase of investments	(67,107)	(77,819)
Net cash inflow/(outflow) from investing activities	26,476	5,947
Cash flows from financing activities		
Proceeds from applications by unitholders	25,196	39,384
Payments for redemptions by unitholders	(43,225)	(42,633)
Distributions paid	(11,315)	(14,560)
Net cash inflow/(outflow) from financing activities	(29,344)	(17,809)
Net increase/(decrease) in cash and cash equivalents	2,498	(10,576)
Cash and cash equivalents at the beginning of the year	21,512	32,088
Cash and cash equivalents at the end of the year	24,010	21,512
	10(b)	

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

1 General Information

This annual financial report covers Perpetual Pure Microcap Fund (the Scheme) as an individual entity. The Scheme is a registered managed investment scheme under the *Corporations Act 2001*. The Scheme was constituted on 24 July 2013. The Scheme will terminate on 27 August 2093 unless terminated earlier in accordance with the provisions of the Scheme's Constitution (as amended). The Scheme is domiciled in Australia and is a for-profit entity.

The Responsible Entity of the Scheme is Perpetual Investment Management Limited. The Responsible Entity's registered office is Level 18, 123 Pitt Street, Sydney, NSW 2000.

The annual financial report was authorised for issue by the directors of the Responsible Entity on 11 September 2019. The directors of the Responsible Entity have the power to amend and reissue the annual financial report.

2 Summary of significant accounting policies

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

(a) Basis of preparation

The annual financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001* in Australia.

The annual financial report is prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

Compliance with International Financial Reporting Standards

The annual financial report of the Scheme also complies with International Financial Reporting Standards and Interpretations issued by the International Accounting Standards Board.

Functional and presentation currency

The annual financial report is presented in Australian dollars, which is the Scheme's functional currency.

Use of estimates

Management makes estimates and assumptions that affect the reported amounts in the financial statements. These estimates and associated assumptions are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

For the majority of the Scheme's financial instruments, quoted market prices are readily available. However, when certain financial instruments are fairly valued using valuation techniques (for example, pricing models) observable data is used to the extent practicable. Management may be required to make estimates which may be based on assumptions and any changes in assumptions would affect the reported fair value of financial instruments.

The adoption of AASB 9 introduced a new expected credit loss (ECL) impairment model, which has not materially impacted the Scheme (refer to note 2(f)).

2 Summary of significant accounting policies (continued)

(b) New accounting standards and interpretations

New and amended accounting standards adopted by the Scheme

The following Australian Accounting Standards have been adopted by the Scheme for the reporting period beginning 1 July 2018:

(i) AASB 9 Financial Instruments

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities. It replaces the multiple classification and measurement models in AASB 139 with a new model that classifies financial instruments based on the business model within which the financial instruments are managed, and whether the contractual cash flows under the instrument solely represent the payment of principal and interest. It also introduces revised rules around hedge accounting and impairment.

Under AASB 9, financial instruments are classified as:

- Amortised cost if the objective of the business model is to hold the financial instruments to collect contractual cash flows only and the contractual cash flows under the instrument represent solely payments of principal and interest (SPPI);
- Fair value through other comprehensive income if the objective of the business model is to hold the financial instruments both to collect contractual cash flows from SPPI and for the purpose of sale; or
- All other financial instruments must be recognised at fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial instrument as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Derivative and equity instruments are measured at fair value through profit or loss unless, for equity instruments not held for trading, an irrevocable option is taken to measure at fair value through other comprehensive income.

A debt instrument is measured at amortised cost if the objective of the business model is to hold the financial asset for the collection of the contractual cash flows and the contractual cash flows under the instrument represent solely payments of principal and interest (SPPI). A debt instrument is measured at fair value through other comprehensive income if the objective of the business model is to hold the financial asset both to collect contractual cash flows from SPPI and to sell.

All other debt instruments must be recognised at fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial asset as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

AASB 9 has been applied retrospectively (without restating comparatives) by the Scheme from 1 July 2018 and it did not result in a change to the measurement of financial instruments. The Scheme's investment portfolio continues to be measured at fair value through profit or loss and other financial assets which are held for collection continue to be measured at amortised cost. The derecognition rules have not been changed from previous requirements and the Scheme does not apply hedge accounting. As the Scheme's investments are all at fair value through profit or loss, the change in impairment rules will not have a material impact on the Scheme. The Scheme's cash and cash equivalents and receivables which had previously been classified as loans and receivables and measured at amortised cost under AASB 139 are now classified as amortised cost and continue to be measured at amortised cost under AASB 9 and the impact of any expected credit losses (ECL) is not material.

2 Summary of significant accounting policies (continued)

(b) New accounting standards and interpretations (continued)

New and amended accounting standards adopted by the Scheme (continued)

(ii) AASB 15 Revenue from Contracts with Customers

AASB 15 establishes a single revenue recognition framework using a five-step model based on the transfer of goods and services and the consideration expected to be received in return for that transfer.

The Scheme's main source of income is investment income, in the form of gains on financial instruments at fair value as well as interest, dividend and distribution income. All these income types are outside the scope of the standard. Accordingly, the adoption of new revenue recognition rules did not have a material impact on the Scheme's accounting policies or the amounts recognised in the financial statements.

AASB 15 has been applied retrospectively (without restating comparatives) by the Scheme from 1 July 2018 and it did not result in a material change in revenue recognition for the Scheme.

New accounting standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual reporting periods beginning after 1 January 2019. Management has made an assessment and concluded that none of these are expected to have a material impact on the financial statements.

(c) Financial instruments

(i) Classification

The Scheme classifies its investments based on its business model for managing those financial assets and their contractual cash flow characteristics. The Scheme's portfolio of financial assets is managed and its performance is evaluated on a fair value basis in accordance with the Scheme's documented investment strategy. The Scheme evaluates the information about its investments on a fair value basis together with other related financial information.

Equity securities are measured at fair value through profit or loss.

For debt securities, the contractual cash flows are solely payments of principal and interest, however, they are neither held for collecting contractual cash flows nor held for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the Scheme's business model's objective. Consequently, the debt securities are measured at fair value through profit or loss.

The Scheme holds financial assets and financial liabilities comprising equity securities which had previously been designated at fair value through profit or loss under AASB 139 prior to 1 July 2018. On adoption of AASB 9 from 1 July 2018, these securities continued to be measured at fair value but are now mandatorily classified as fair value through profit or loss.

(ii) Recognition/derecognition

The Scheme recognises financial assets and liabilities on the date it becomes party to the purchase contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised on the date the Scheme becomes party to the sale contractual agreement (trade date).

2 Summary of significant accounting policies (continued)

(c) Financial instruments (continued)

(iii) Measurement

At initial recognition, a financial asset or liability is measured at fair value. Transaction costs are expensed in profit or loss as incurred. Subsequently all financial assets and liabilities are measured at fair value without any deduction for estimated future selling cost. Gains and losses arising from changes in the fair value measurement are included in profit or loss in the period in which they arise.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Further details of fair value measurement are disclosed in note 13(d).

(iv) Offsetting financial instruments

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

(d) Net assets attributable to unitholders

Units are redeemable at unitholders' option, however applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders.

The units can be put back to the Scheme at any time for cash based on the redemption price, which is equal to a proportionate share of the Scheme's net assets attributable to unitholders. The units are carried at the redemption amount that is payable at the balance sheet date if the unitholders exercise their right to put the units back to the Scheme.

Under AASB 132 *Financial instruments: Presentation*, puttable financial instruments are classified as equity where certain strict criteria are met. The units issued by the Scheme did not meet the criteria as they have different contractual features. Consequently the Scheme classifies the net assets attributable to unitholders as financial liability.

(e) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash at bank, margin accounts, other short term and highly liquid financial assets with a maturity period of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(f) Receivables

Receivables include accrued income, application monies receivables and receivables for securities sold. Amounts are generally received within 30 days of being accrued for.

2 Summary of significant accounting policies (continued)

(f) Receivables (continued)

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Scheme shall measure the loss allowance on receivables at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Scheme shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance.

The amount of the impairment loss is recognised in profit or loss within other operating expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other operating expenses in profit or loss.

(g) Payables

Payables include accrued expenses, payable for securities purchased and redemption monies owing by the Scheme which are unpaid at the end of the reporting date. Amounts are generally paid within 30 days of being accrued for.

(h) Investment income

Interest income from financial assets at amortised cost is recognised using the effective interest method and includes interest from cash and cash equivalents.

Interest from financial assets at fair value through profit or loss is determined based on the contractual coupon interest rate and includes interest from debt securities. Other changes in fair value for such instruments are recorded in accordance with the accounting policies described in note 2(c).

Dividend and distribution income from financial assets at fair value through profit or loss is recognised in profit or loss when the Scheme's right to receive payment is established.

(i) Expenses

All expenses, including Responsible Entity's fees, are recognised in profit or loss on an accruals basis.

(j) Income tax

The Scheme is not subject to income tax provided the taxable income of the Scheme is attributed in full to its unitholders each financial year either by way of cash or reinvestment. Unitholders are subject to income tax at their own marginal tax rates on amounts attributable to them.

The benefits of franking credits and foreign tax paid are passed on to unitholders, providing certain conditions are met.

(k) Distributions

Distributions are payable as set out in the Scheme's Constitution. Such distributions are recognised as payable when they are determined by the Responsible Entity of the Scheme.

2 Summary of significant accounting policies (continued)

(l) Changes in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. Changes in net assets attributable to unitholders are recognised in profit or loss as finance costs attributable to unitholders.

(m) Goods and Services Tax

The Goods and Services Tax (GST) is incurred on the cost of various services provided to the Scheme by third parties. The Scheme qualifies for Reduced Input Tax Credit; hence expenses such as Responsible Entity's fees have been recognised in profit or loss net of the amount of GST recoverable from the Australian Taxation Office. Payables are stated with the amount of GST included. The net amount of GST recoverable is included in receivables in the balance sheet. Cash flows are included in the statement of cash flows on a gross basis.

3 Net gains/(losses) on financial instruments at fair value through profit or loss

Net gains/(losses) arising from changes in the fair value measurement comprise:

	30 June 2019 \$'000	30 June 2018 \$'000
Net unrealised gains/(losses) on financial instruments at fair value through profit or loss	(7,735)	(7,154)
Net realised gains/(losses) on financial instruments at fair value through profit or loss	<u>(4,391)</u>	<u>18,018</u>
Net gains/(losses) on financial instruments at fair value through profit or loss	<u>(12,126)</u>	<u>10,864</u>

4 Other operating expenses

	30 June 2019 \$'000	30 June 2018 \$'000
Transaction costs	222	217
Performance fees	-	296
Sundry expenses	<u>-</u>	<u>3</u>
Total	<u>222</u>	<u>516</u>

5 Distributions to unitholders

The distributions for the year were as follows:

	30 June 2019 \$'000	30 June 2019 CPU	30 June 2018 \$'000	30 June 2018 CPU
Class X				
Distributions paid - December	589	3.02	354	2.05
Distributions payable - June	<u>661</u>	<u>3.32</u>	3,022	17.30
	<u>1,250</u>		<u>3,376</u>	
	30 June 2019 \$'000	30 June 2019 CPU	30 June 2018 \$'000	30 June 2018 CPU
Class A				
Distributions payable - December	2,256	2.02	-	-
Distributions payable - June	<u>2,155</u>	<u>2.07</u>	14,261	12.52
	<u>4,411</u>		<u>14,261</u>	
Total distributions	<u>5,661</u>		<u>17,637</u>	

6 Net assets attributable to unitholders

The Scheme classifies the net assets attributable to unitholders as financial liability as the puttable financial instruments do not satisfy all the criteria set out under AASB 132 (refer to note 2(d)).

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	30 June 2019 Units '000	30 June 2018 Units '000	30 June 2019 \$'000	30 June 2018 \$'000
Net assets attributable to unitholders				
Opening balance	131,346	125,115	185,848	179,935
Applications	18,210	26,171	25,167	39,264
Redemptions	(31,553)	(28,438)	(43,194)	(42,707)
Units issued upon reinvestment of distributions	6,247	8,498	8,813	12,462
Changes in net assets attributable to unitholders	<u>-</u>	<u>-</u>	<u>(12,450)</u>	<u>(3,106)</u>
Closing balance	<u>124,250</u>	<u>131,346</u>	<u>164,184</u>	<u>185,848</u>

As stipulated within the Scheme's Constitution, each unit in a unit class represents a right to a unit in the relevant class within the Scheme and does not extend to a right to the underlying assets of the Scheme. There are two classes of unitholders in the Scheme - Class X for wholesale investors and Class A for retail investors.

6 Net assets attributable to unitholders (continued)

Capital risk management

The Scheme considers its net assets attributable to unitholders as capital, notwithstanding net assets attributable to unitholders are classified as a liability. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Scheme is subject to daily applications and daily redemptions at the discretion of unitholders.

Applications and redemptions are reviewed relative to the liquidity of the Scheme's underlying assets on a daily basis by the Responsible Entity. Under the terms of the Scheme's Constitution, the Responsible Entity has the discretion to reject an application and to defer or adjust a redemption if the exercise of such discretion is in the best interests of unitholders.

7 Financial assets at fair value through profit or loss

	30 June 2019 \$'000	30 June 2018 \$'000
Mandatorily at fair value through profit or loss (2018: Designated at fair value through profit or loss)		
Equities	<u>142,843</u>	<u>187,373</u>
Total financial assets at fair value through profit or loss	<u>142,843</u>	<u>187,373</u>

8 Receivables

	30 June 2019 \$'000	30 June 2018 \$'000
Dividends/distributions receivable	582	666
Interest receivable	29	1
Applications receivable	5	34
Other receivables	<u>34</u>	<u>44</u>
Total receivables	<u>650</u>	<u>745</u>

9 Payables

	30 June 2019 \$'000	30 June 2018 \$'000
Responsible Entity's fees payable	159	196
Redemptions payable	<u>85</u>	<u>116</u>
Total payables	<u>244</u>	<u>312</u>

10 Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities

	30 June 2019 \$'000	30 June 2018 \$'000
(a) Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities		
Operating profit/(loss)	(6,789)	14,531
(Increase)/decrease in dividends/distributions receivable	84	(299)
(Increase)/decrease in interest receivable	(28)	-
(Increase)/decrease in other receivables	10	153
Increase/(decrease) in payables	(37)	(2,235)
Net (gains)/losses on financial instruments at fair value through profit or loss	<u>12,126</u>	<u>(10,864)</u>
Net cash inflow/(outflow) from operating activities	<u>5,366</u>	<u>1,286</u>
(b) Components of cash and cash equivalents		
Cash at the end of the year as shown in the statement of cash flows is reconciled to the balance sheet as follows:		
Cash at bank	<u>24,010</u>	<u>21,512</u>
Total cash and cash equivalents	<u>24,010</u>	<u>21,512</u>
(c) Non-cash financing activities		
During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan		
	<u>8,813</u>	<u>12,462</u>

11 Remuneration of auditors

	30 June 2019 \$	30 June 2018 \$
Amount received or due and receivable by KPMG:		
Audit and review of financial report and compliance plan	<u>25,313</u>	<u>24,477</u>

Audit fees were paid or payable by the Responsible Entity.

12 Related party transactions

Responsible Entity

The Responsible Entity of Perpetual Pure Microcap Fund is Perpetual Investment Management Limited (ABN 18 000 866 535), a wholly owned subsidiary of Perpetual Limited (ACN 000 431 827).

The Scheme does not employ personnel in its own right. However, it is required to have an incorporated Responsible Entity to manage the activities of the Scheme and this is considered the key management personnel.

Key management personnel

(a) Directors

The directors of Perpetual Investment Management Limited during the financial year or since the end of the year and up to the date of this report were as follows:

D Lane (appointed 20 April 2017)
C Green (appointed 17 October 2018)
R Adams (appointed 17 October 2018)
G Larkins (appointed 7 January 2013, resigned 12 October 2018)
M Smith (appointed 3 November 2016, resigned 17 October 2018)
G Foster (appointed 25 January 2013, resigned 12 October 2018, Alternate for G Larkins)

(b) Other key management personnel

There were no other persons with responsibility for planning, directing and controlling the activities of the Scheme, directly or indirectly, during or since the end of the financial year.

Key management personnel unitholdings

From time to time directors of the Responsible Entity, or their related entities, may invest in or withdraw from the Scheme. These investments or withdrawals are on the same terms and conditions as those entered into by other unitholders of the Scheme.

No key management personnel of the Responsible Entity held units in the Scheme as at 30 June 2019 (2018:nil).

Transactions with key management personnel

Key management personnel services are provided by Perpetual Investment Management Limited and included in the Responsible Entity's fees. There is no separate charge for these services. There was no compensation paid directly by the Scheme to any of the key management personnel during the year.

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

12 Related party transactions (continued)

Responsible Entity's fees and other transactions

Under the terms of the Scheme's Constitution, the Responsible Entity is entitled to receive management fees calculated by reference to the net asset value of the Scheme. The Responsible Entity's fees charged to the Scheme are nil% per annum for Class X and 1.28% per annum for Class A. Where the Scheme invests into other schemes, the Responsible Entity's fees are calculated after rebating management fees charged by the underlying schemes.

The Responsible Entity is also entitled to receive a performance fee of 20.50% for the Perpetual Microcap Fund (Class A), if the performance of the Scheme exceeds its benchmark as disclosed in the Scheme's Product Disclosure Statement.

The transactions during the year and amounts payable at the reporting date between the Scheme and the Responsible Entity were as follows:

	30 June 2019 \$	30 June 2018 \$
Responsible Entity's fees paid and payable	1,971,846	2,270,058
Performance fees paid and payable	-	295,600
Fees payable to the Responsible Entity	158,603	196,490

Related party unitholdings

Parties related to the Scheme (including the Responsible Entity, its related parties and other schemes managed by the Responsible Entity) held units in the Scheme as follows:

30 June 2019

Unitholders - Wholesale class X	Number of units held '000	Interest held %	Number of units acquired '000	Number of units disposed '000	Distributions paid/payable \$'000
Perpetual Private Australian Share Fund	19,948	16.9	2,477	-	1,249
Unitholders - Retail class A	Number of units held '000	Interest held %	Number of units acquired '000	Number of units disposed '000	Distributions paid/payable \$'000
Perpetual Limited	1,017	1.0	206	1,317	41
Perpetual Super Wrap	169	0.2	9	86	9

12 Related party transactions (continued)

Related party unitholdings (continued)

30 June 2018

Unitholders - Wholesale class X	Number of units held '000	Interest held %	Number of units acquired '000	Number of units disposed '000	Distributions paid/payable \$'000
Perpetual Private Australian Share Fund	17,471	14.3	2,702	-	3,376
Unitholders - Retail class A	Number of units held '000	Interest held %	Number of units acquired '000	Number of units disposed '000	Distributions paid/payable \$'000
Perpetual Limited	2,128	1.9	1,016	1,743	266
Perpetual Super Wrap	246	0.2	45	21	31

13 Financial risk management

The Scheme's investing activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

A risk management framework has been established by the Responsible Entity of the Scheme to monitor the Scheme's compliance with its governing documents and to minimise risks in its investment activities. This framework incorporates a regular assessment process to ensure procedures and controls adequately manage the investment activities. The Scheme is permitted to use derivative products. However, the use of derivatives must be consistent with the investment strategy and restrictions specified in the Scheme's governing documents.

All securities investments present a risk of loss of capital. The maximum loss of capital on long equities is limited to the fair values of those positions.

The Scheme's asset managers aim to manage these risks through the use of consistent and carefully considered investment strategy and guidelines specifically tailored for the Scheme's investment objectives. Risk management techniques are used in the selection of investments. Asset managers will only purchase securities (including derivatives) which meet the prescribed investment criteria. Risk may also be reduced by diversifying investments across several asset managers, markets, regions or different asset classes and counterparties.

The Scheme uses different methods to measure different types of risks to which it is exposed. These methods include sensitivity analysis in the case of currency risk, interest rate risk and price risk; and credit ratings analysis for credit risk.

13 Financial risk management (continued)

(a) Market risk

(i) Currency risk

Currency risk arises as the fair value or future cash flows of monetary securities denominated in foreign currency will fluctuate due to changes in exchange rates. The currency risk relating to non-monetary assets and liabilities is a component of price risk not currency risk. However, management monitors the exposures on all foreign currency denominated assets and liabilities.

The Scheme did not have any significant direct exposure to currency risk at the reporting date.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Scheme is exposed to cash flow interest rate risk on financial instruments with floating interest rates. Financial instruments with fixed interest rates expose the Scheme to fair value interest rate risk.

The Scheme's exposure to interest rate risk is limited to its cash and cash equivalents, which earn/charge a floating rate of interest.

(iii) Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The Scheme is exposed to price risk predominantly through its investments for which prices in the future are uncertain.

The fair value of the Scheme's investments exposed to price risk was as follows:

	30 June 2019 \$'000	30 June 2018 \$'000
Equities	142,843	187,373

The table presented in note 13(a)(iv) summarises sensitivity analysis to price risk. This analysis assumes that all other variables remain constant.

13 Financial risk management (continued)

(a) Market risk (continued)

(iv) Sensitivity analysis

The following table summarises the sensitivity of the operating profit and net assets attributable to unitholders to price risk. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in historical correlation of the Scheme's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market movements resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Scheme invests. As a result, historic variations in risk variables should not be used to predict future variations in the risk variables.

	Sensitivity rates	Impact on operating profit/net assets attributable to unitholders	
		30 June 2019 \$'000	30 June 2018 \$'000
Price risk	+10%	14,284	18,737
	-10%	(14,284)	(18,737)

(b) Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts when they fall due. The Scheme is exposed to counterparty credit risk on cash and cash equivalents and receivables for securities sold. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets. None of these assets are impaired nor past due but not impaired.

The Scheme determines credit risk and measures expected credit losses for financial assets measured at amortised cost using probability of default, exposure at default and loss given default. Management considers relevant, historical analysis and forward looking information in determining any expected credit loss. At the reporting date, all receivables and cash and cash equivalents are held with approved counterparties and are either callable on demand or due within 30 days. Management consider the probability of default to be low, as a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be wholly insignificant to the Scheme.

(i) Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of A or higher (as determined by Standard & Poor's).

(ii) Receivables for securities sold

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered low, as delivery of securities sold is only made once the broker has received payment from the counterparty. Payments on securities acquired are only made after the broker has received the securities. The trade will fail if either party fails to meet its obligations.

13 Financial risk management (continued)

(c) Liquidity risk

Liquidity risk is the risk that the Scheme will not be able to meet its financial obligations as they fall due.

The Scheme is exposed to daily cash redemptions of redeemable units.

The Scheme's investments in equity securities are considered to be readily realisable. The Scheme primarily holds investments in an active market which can be readily disposed. Only a limited proportion of these investments are not actively traded on a stock exchange.

In order to manage the Scheme's overall liquidity, asset managers will only purchase securities (including derivatives) which meet the Scheme's investment criteria, including the assessment of saleability in different market conditions. The Scheme's investment strategy generally defines a minimum liquidity level for the Scheme which is monitored regularly. The Responsible Entity has the discretion to reject an application and to defer or adjust redemption of units if the exercise of such discretion is in the best interests of unitholders. The Scheme did not reject or withhold any redemption during the reporting period.

The following tables summarise the contractual maturities of financial liabilities, including interest payments where applicable:

	Carrying amount \$'000	At call \$'000	Contractual cash flows less than 6 months \$'000
30 June 2019			
Non-derivative financial liabilities			
Distributions payable to unitholders of the Scheme	2,816	-	2,816
Payables for securities purchased	259	-	259
Payables	244	-	244
Net assets attributable to unitholders - liability	<u>164,184</u>	<u>164,184</u>	<u>-</u>
Total	<u>167,503</u>	<u>164,184</u>	<u>3,319</u>
	Carrying amount \$'000	At call \$'000	Contractual cash flows less than 6 months \$'000
30 June 2018			
Non-derivative financial liabilities			
Distributions payable to unitholders of the Scheme	17,283	-	17,283
Payables for securities purchased	6,200	-	6,200
Payables	312	-	312
Net assets attributable to unitholders - liability	<u>185,848</u>	<u>185,848</u>	<u>-</u>
Total	<u>209,643</u>	<u>185,848</u>	<u>23,795</u>

13 Financial risk management (continued)

(d) Fair value measurement

The Scheme classifies fair value measurement of its financial assets and liabilities using a fair value hierarchy model that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

(i) Fair value in an active market (level 1)

The fair value of financial assets and liabilities traded in active markets is based on quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. For the majority of exchange traded financial assets and liabilities, information provided by the independent pricing services is relied upon for valuation.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. An active market is a market in which transactions for the financial asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

Listed securities and exchange traded derivatives are valued at the last traded price. Investments in unlisted unit trusts that are considered actively traded are recorded at the redemption value per unit as reported by the investment managers of such trusts.

(ii) Fair value in an inactive or unquoted market (level 2 and level 3)

The fair value of financial assets and liabilities that are not traded in an active market is determined by using valuation techniques. These include the use of recent arm's length transactions, reference to current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation techniques that provide a reliable estimate of prices obtained in actual market transactions.

Some of the inputs to a valuation model may not be market observable and are therefore estimated based on assumptions. The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions held.

The following tables present the Scheme's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy:

30 June 2019	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets designated at fair value through profit or loss:				
Equities	142,843	-	-	142,843
Total	142,843	-	-	142,843

13 Financial risk management (continued)

(d) Fair value measurement (continued)

30 June 2018	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets designated at fair value through profit or loss:				
Equities	184,259	2,635	479	187,373
Total	<u>184,259</u>	<u>2,635</u>	<u>479</u>	<u>187,373</u>

Transfers between levels

The Scheme's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

The following table presents the transfers between fair value hierarchy levels, by class of financial instruments, for the years ended 30 June 2018:

For the years ended 30 June 2019, there have been no transfers between levels.

30 June 2018	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
Transfers between level 1 and 3:			
Equities	(1,366)	-	1,366

The transfer between levels was as a result of the writedown of a single listed equity that was suspended from trading on the ASX as at the reporting date.

Movement in level 3 instruments

The following table presents the movement in level 3 instruments, by class of financial instruments, for the years ended 30 June 2019 and 30 June 2018:

30 June 2019	Equities \$'000	Total \$'000
Opening balance	479	479
Purchases	-	-
Sales	(479)	(479)
Transfer out from level 3	-	-
Gains/(losses) recognised in profit or loss	-	-
Closing balance	<u>-</u>	<u>-</u>
Total unrealised gains/(losses) for the year included in the statement of comprehensive income for financial assets and liabilities held at the end of the year	<u>-</u>	<u>-</u>

13 Financial risk management (continued)

(d) Fair value measurement (continued)

Movement in level 3 instruments (continued)

30 June 2018	Equities \$'000	Total \$'000
Opening balance	-	-
Purchases	33	33
Sales	(4)	(4)
Transfer out from level 3	1,366	1,366
Gains/(losses) recognised in profit or loss	<u>(916)</u>	<u>(916)</u>
Closing balance	<u>479</u>	<u>479</u>
Total unrealised gains/(losses) for the year included in the statement of comprehensive income for financial assets and liabilities held at the end of the year	<u>(913)</u>	<u>(913)</u>

14 Events occurring after the reporting period

Subsequent to the reporting date, market volatility has impacted the valuation of the Scheme. The percentage change in valuation since reporting date and up to the signing of the financial report at 11 September 2019 was 17.14%. Any impact on the Scheme has not been recognised in the 30 June 2019 financial report.

No other significant events have occurred since the reporting date which would have impact on the financial position of the Scheme disclosed in the balance sheet as at 30 June 2019 or on the results and cash flows of the Scheme for the year ended on that date.

15 Contingent assets, liabilities and commitments

There were no outstanding contingent assets, liabilities or commitments as at 30 June 2019 and 30 June 2018.

Directors' declaration

In the opinion of the directors of Perpetual Investment Management Limited, the Responsible Entity of Perpetual Pure Microcap Fund:

- (a) the annual financial statements and notes, set out on pages 6 to 27, are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Regulations 2001*; and
 - (ii) giving a true and fair view of the Scheme's financial position as at 30 June 2019 and of its performance for the financial year ended on that date;
- (b) there are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable; and
- (c) note 2(a) confirms that the financial statements comply with International Financial Reporting Standards and Interpretations issued by the International Accounting Standards Board.

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



Director

Sydney
11 September 2019



Independent Auditor's Report

To the unitholders of Perpetual Pure Microcap Fund

Opinion

We have audited the **Financial Report** of the Perpetual Pure Microcap Fund (the Scheme).

In our opinion, the accompanying **Financial Report** of the Perpetual Pure Microcap Fund is in accordance with the *Corporations Act 2001*, including

- giving a true and fair view of the Scheme's financial position as at 30 June 2019, and of its financial performance and its cash flows for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises the:

- Balance sheet as at 30 June 2019
- Statement of comprehensive income for the year then ended
- Statement of changes in equity, and Statement of cash flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' declaration.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Scheme in accordance with the *Corporations Act 2001* and the relevant ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code). We have fulfilled our other ethical responsibilities in accordance with the Code.



Other Information

Other Information is financial and non-financial information in the Perpetual Pure Microcap Fund's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. This includes the Directors' report. The Directors of Perpetual Investment Management Limited (the Responsible Entity) are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of Directors for the Financial Report

The Directors of Perpetual Investment Management Limited (the Responsible Entity) are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- assessing the Scheme's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Scheme or to cease operations, or have no realistic alternative but to do so.

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