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# Perpetual Pure Microcap Fund

Annual Report  
for the year ended 30 June 2023  
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 Report for the year ended 30 June 2023

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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 financial statements of Perpetual Pure Microcap Fund (the Scheme) for the year ended 30 June 2023 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:

A Apted (appointed 9 April 2020)  
A Lo Proto (appointed 8 March 2022)  
A Rozenauers (appointed 9 November 2022)  
A Gazal (appointed 9 April 2020, resigned 9 November 2022)

### 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's assets were invested in accordance with the investment objective and guidelines 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:

	30 June 2023	30 June 2022
Operating profit/(loss) (\$'000)	<u>11,309</u>	<u>1,289</u>
<b>Class X</b>		
Distributions paid and payable (\$'000)	<u>1</u>	<u>2</u>
Distributions (cents per unit)	<u>16.45</u>	<u>31.20</u>
<b>Class A</b>		
Distributions paid and payable (\$'000)	<u>8,867</u>	<u>11,921</u>
Distributions (cents per unit)	<u>11.83</u>	<u>17.43</u>

In June 2023 an IT security incident impacted a unit registry system provided by the Responsible Entity's third-party unit registry provider that resulted in an extended outage of the administration services provided to the Scheme. Subsequent to the incident, the unit registry system was restored in a secure environment and processing of unitholders' applications and redemptions has re-commenced from 21 June 2023.

## 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.

### Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2023 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.

### Likely developments and expected results of operations

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

The results of the Scheme's operations will be affected by a number of factors, including the performance of investment market in which the Scheme invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

### 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 related parties

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 related parties as at the end of the financial year are disclosed in note 12 to the financial statements.

### Indemnity 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 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  
20 September 2023



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

To the Directors of Perpetual Investment Management Limited as 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 2023 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

Andrew Reeves

*Partner*

Sydney

20 September 2023

## Statement of comprehensive income

	Notes	30 June 2023 \$'000	30 June 2022 \$'000
<b>Investment income</b>			
Dividend/distribution income		4,616	5,156
Interest income		373	8
Net gains/(losses) on financial instruments at fair value through profit or loss	3	8,488	2,068
Other income		23	-
<b>Total investment income/(loss)</b>		<u>13,500</u>	<u>7,232</u>
<b>Expenses</b>			
Responsible Entity's fees	12	1,528	1,592
Other expenses	4	663	4,351
<b>Total expenses</b>		<u>2,191</u>	<u>5,943</u>
<b>Operating profit/(loss)</b>		<u>11,309</u>	<u>1,289</u>
<b>Finance costs</b>			
Distributions to unitholders	5	8,868	11,923
Changes in net assets attributable to unitholders	6	2,441	(10,634)
<b>Profit/(loss)</b>		-	-
Other comprehensive income		-	-
<b>Total comprehensive income</b>		<u>-</u>	<u>-</u>

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

## Balance sheet

	Notes	30 June 2023 \$'000	30 June 2022 \$'000
<b>Assets</b>			
Cash and cash equivalents	10(b)	15,659	8,941
Financial assets at fair value through profit or loss	7	102,875	99,957
Receivables	8	<u>645</u>	<u>574</u>
<b>Total assets</b>		<u>119,179</u>	<u>109,472</u>
<b>Liabilities</b>			
Distributions payable	5	7,615	10,553
Payables	9	<u>2,754</u>	<u>1,919</u>
<b>Total liabilities (excluding net assets attributable to unitholders)</b>		<u>10,369</u>	<u>12,472</u>
<b>Net assets attributable to unitholders - liability</b>	6	<u>108,810</u>	<u>97,000</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.

## Statement of cash flows

	Notes	30 June 2023 \$'000	30 June 2022 \$'000
<b>Cash flows from operating activities</b>			
Dividends/distributions received		4,715	5,340
Interest received		325	4
Other income received		142	-
Responsible Entity's fees paid		(1,630)	(1,714)
Other expenses paid		<u>(1,669)</u>	<u>(3,220)</u>
<b>Net cash inflow/(outflow) from operating activities</b>	10(a)	<u>1,883</u>	<u>410</u>
<b>Cash flows from investing activities</b>			
Proceeds from sale of investments		52,641	62,584
Payments for purchase of investments		<u>(47,172)</u>	<u>(56,890)</u>
<b>Net cash inflow/(outflow) from investing activities</b>		<u>5,469</u>	<u>5,694</u>
<b>Cash flows from financing activities</b>			
Proceeds from applications by unitholders		16,380	12,118
Payments for redemptions by unitholders		(8,904)	(13,966)
Distributions paid		<u>(8,110)</u>	<u>(6,898)</u>
<b>Net cash inflow/(outflow) from financing activities</b>		<u>(634)</u>	<u>(8,746)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>6,718</b>	<b>(2,642)</b>
Cash and cash equivalents at the beginning of the year		<u>8,941</u>	<u>11,583</u>
<b>Cash and cash equivalents at the end of the year</b>	10(b)	<u>15,659</u>	<u>8,941</u>

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

## 1 General information

These financial statements cover 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.

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 financial statements were authorised for issue by the directors of the Responsible Entity on 20 September 2023. The directors of the Responsible Entity have the power to amend and reissue the financial statements.

## 2 Summary of significant accounting policies

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

### (a) Basis of preparation

These general purpose financial statements have 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 Scheme is a for-profit entity for the purpose of preparing the financial statements.

The financial statements are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

#### *Compliance with International Financial Reporting Standards*

The financial statements also comply with International Financial Reporting Standards and Interpretations issued by the International Accounting Standards Board.

#### *Functional and presentation currency*

The financial statements are 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. Estimates and associated assumptions are reviewed regularly and are based on historical experience and various other factors, including expectations of future events that are believed to be reasonable under the circumstances. Where applicable to the fair value measurement, the current changing market conditions are assessed and estimated. Actual results may differ from these estimates.

The use of estimates and critical judgements in fair value measurement that can have significant effect on the amounts recognised in the financial statements is described in note 13(d).

#### *New standards, amendments and interpretations adopted by the Scheme*

There are no new accounting standards, amendments and interpretations that are effective for the first time for the financial year beginning 1 July 2022 that have a material impact on the financial statements of the Scheme.

#### *New standards, amendments and interpretations effective after 1 July 2023 and have not been early adopted*

A number of new accounting standards, amendments and interpretations have been published that are not mandatory for the 30 June 2023 reporting period and have not been early adopted in preparing these financial statements. None of these are expected to have a material impact on the financial statements of the Scheme.

## 2 Summary of significant accounting policies (continued)

### (b) Financial instruments

#### (i) Classification

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

Equity securities are classified as financial assets at 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).

#### (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 costs. Gains and losses arising from changes in the fair value measurement are recognised 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.

### (c) 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 represents a proportionate share of the Scheme's net asset value. The carrying amount of these units at the redemption price represents the redemption amount payable at the reporting 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 Scheme does not meet the criteria as the Scheme issues more than one class of units that have different contractual features. Consequently the Scheme classifies the net assets attributable to unitholders as financial liability.

### (d) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash at bank and 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.

## 2 Summary of significant accounting policies (continued)

### (e) Receivables

Receivables include accrued income and application monies receivable.

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 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 expenses in profit or loss.

The carrying amount of receivables is a reasonable approximation of fair value due to their short term nature.

### (f) Payables

Payables include accrued expenses, redemption monies owing by the Scheme and payables for securities purchased which are unpaid at the end of the reporting period.

The carrying amount of payables is a reasonable approximation of fair value due to their short term nature.

### (g) 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.

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.

Other changes in fair value for such instruments are recorded in accordance with the accounting policies described in note 2(b).

### (h) Expenses

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

### (i) 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. 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.

### (j) Distributions

In accordance with the Scheme's Constitution, the Scheme distributes its distributable income and any other amounts determined by the Responsible Entity to unitholders by cash or reinvestment.

## 2 Summary of significant accounting policies (continued)

### (j) Distributions (continued)

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.

### (k) 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 the profit or loss as finance costs.

### (l) 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 (RITC); 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 inclusive of GST. 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.

### (m) Rounding of amounts

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

## 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 2023 \$'000	30 June 2022 \$'000
Net unrealised gains/(losses) on financial instruments at fair value through profit or loss	273	(13,017)
Net realised gains/(losses) on financial instruments at fair value through profit or loss	<u>8,215</u>	<u>15,085</u>
<b>Net gains/(losses) on financial instruments at fair value through profit or loss</b>	<b><u>8,488</u></b>	<b><u>2,068</u></b>

## 4 Other expenses

	30 June 2023 \$'000	30 June 2022 \$'000
Transaction costs	107	113
Performance fees	<u>556</u>	<u>4,238</u>
<b>Total</b>	<b><u>663</u></b>	<b><u>4,351</u></b>

## 5 Distributions to unitholders

The distributions for the year were as follows:

	30 June 2023 \$'000	30 June 2023 CPU	30 June 2022 \$'000	30 June 2022 CPU
<b>Class X</b>				
Distributions paid - December*	-	2.44	-	3.06
Distributions payable - June	<u>1</u>	<u>14.01</u>	<u>2</u>	<u>28.14</u>
	<u>1</u>		<u>2</u>	
<b>Class A</b>				
Distributions paid - December	1,253	1.62	1,370	1.95
Distributions payable - June	<u>7,614</u>	<u>10.21</u>	<u>10,551</u>	<u>15.48</u>
	<u>8,867</u>		<u>11,921</u>	
<b>Total distributions</b>	<u>8,868</u>		<u>11,923</u>	

\*Distributions for Class X as at 31 December 2022 were \$142 (2021: \$178). These were presented as nil due to rounding to the nearest thousand dollars.

## 6 Net assets attributable to unitholders

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

	30 June 2023 Units'000	30 June 2022 Units'000	30 June 2023 \$'000	30 June 2022 \$'000
<b>Class X</b>				
Opening balance	6	-	8	-
Applications	-	6	-	10
Changes in net assets attributable to unitholders	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2)</u>
<b>Closing balance</b>	<u>6</u>	<u>6</u>	<u>8</u>	<u>8</u>
<b>Class A</b>				
Opening balance	68,171	67,259	96,992	106,173
Applications	10,683	6,677	16,460	11,963
Redemptions	(6,881)	(8,072)	(10,787)	(14,240)
Units issued upon reinvestment of distributions	2,576	2,307	3,696	3,728
Changes in net assets attributable to unitholders	<u>-</u>	<u>-</u>	<u>2,441</u>	<u>(10,632)</u>
<b>Closing balance</b>	<u>74,549</u>	<u>68,171</u>	<u>108,802</u>	<u>96,992</u>
<b>Total</b>			<u>108,810</u>	<u>97,000</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. The Scheme issues two classes of units: Class X and Class A. All classes of units are exposed to the same underlying pool of assets. The unit classes are generally differentiated by the management fees structure.

## 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 2023 \$'000	30 June 2022 \$'000
Equity securities	<u>102,875</u>	<u>99,957</u>
<b>Total financial assets at fair value through profit or loss</b>	<b><u>102,875</u></b>	<b><u>99,957</u></b>

## 8 Receivables

	30 June 2023 \$'000	30 June 2022 \$'000
Dividends/distributions receivable	136	235
Interest receivable	52	4
Applications receivable	86	6
Other receivables	<u>371</u>	<u>329</u>
<b>Total receivables</b>	<b><u>645</u></b>	<b><u>574</u></b>

## 9 Payables

	30 June 2023 \$'000	30 June 2022 \$'000
Responsible Entity's fees payable	134	124
Performance fees payable	369	1,326
Redemptions payable	2,160	277
Payables for securities purchased	<u>91</u>	<u>192</u>
<b>Total payables</b>	<b><u>2,754</u></b>	<b><u>1,919</u></b>



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

	30 June 2023 \$'000	30 June 2022 \$'000
<b>(a) Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities</b>		
Operating profit/(loss)	11,309	1,289
(Increase)/decrease in dividends/distributions receivable	99	184
(Increase)/decrease in interest receivable	(48)	(4)
(Increase)/decrease in other receivables	(42)	(311)
Increase/(decrease) in payables	(947)	1,320
Net (gains)/losses on financial instruments at fair value through profit or loss	(8,488)	(2,068)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>1,883</b>	<b>410</b>
<b>(b) Components of cash and cash equivalents</b>		
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	15,659	8,941
<b>Total cash and cash equivalents</b>	<b>15,659</b>	<b>8,941</b>
<b>(c) Non-cash financing activities</b>		
Distribution payments satisfied by the issue of units under the distribution reinvestment plan	3,696	3,728

## 11 Remuneration of auditors

	30 June 2023 \$	30 June 2022 \$
Amount received or due and receivable by KPMG:		
Audit of financial statements	22,774	21,898
Other regulatory assurance services	4,154	4,123
<b>Total</b>	<b>26,928</b>	<b>26,021</b>

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.

## 12 Related party transactions (continued)

### Key management personnel

#### (a) Directors

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

A Apted (appointed 9 April 2020)

A Lo Proto (appointed 8 March 2022)

A Rozenauers (appointed 9 November 2022)

A Gazal (appointed 9 April 2020, resigned 9 November 2022)

#### (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 the year or since the end of the 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.

A Rozenauers held 408,776 units in Class A of the Scheme as at 30 June 2023 (2022: 364,857 units).

### 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.

### Responsible Entity's fees and other transactions

Under the terms of the Scheme's Constitution, the Responsible Entity is entitled to receive management fees. The Scheme incurred management fees (inclusive of GST and net of RITC) of nil% per annum for Class X and 1.280% per annum for Class A for the year ended 30 June 2023. The management fees are calculated by reference to the net asset value of the Scheme.

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 2023	30 June 2022
	\$	\$
Responsible Entity's fees	1,527,627	1,592,062
Performance fees	555,720	4,238,391
Responsible Entity's fees payable	133,665	123,983
Performance fees payable	368,765	1,326,416

## 12 Related party transactions (continued)

### 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 2023

Unitholder - 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 Limited	6	100.0	-	-	1

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	-	-	638	1,309	21
Perpetual Super Wrap	60	0.1	-	-	7

#### 30 June 2022

Unitholder - 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 Limited	6	100.0	6	-	2

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	671	1.0	671	-	117
Perpetual Super Wrap	60	0.1	-	21	10

## 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 investment securities present a risk of loss of capital. The maximum loss of capital on investment securities is generally 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 objective. 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.

### 13 Financial risk management (continued)

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.

#### (a) Market risk

##### (i) Currency risk

Currency risk arises as the fair value or future cash flows of monetary assets and liabilities 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 and 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 2023 \$'000	30 June 2022 \$'000
Equities	<u>102,875</u>	<u>99,957</u>
	<b>102,875</b>	<b>99,957</b>

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 estimates, 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 unusual large market movements resulting from changes in the performance of and/or correlation between the performance 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 2023 \$'000	30 June 2022 \$'000
Price risk	+10%	10,288	9,996
	-10%	(10,288)	(9,996)

### (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. 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 both historical analysis and forward looking information in determining any expected credit loss. Management considers 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.

#### Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a high grade credit rating.

### (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 may not be 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.

## 13 Financial risk management (continued)

### (c) Liquidity risk (continued)

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

30 June 2023	Carrying amount \$'000	At call \$'000	Contractual cash flows		
			less than 6 months \$'000	6-12 months \$'000	more than 12 months \$'000
<b>Non-derivative financial liabilities</b>					
Distributions payable	7,615	-	7,615	-	-
Payables	2,754	-	2,754	-	-
Net assets attributable to unitholders - liability	<u>108,810</u>	<u>108,810</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Total</b>	<b><u>119,179</u></b>	<b><u>108,810</u></b>	<b><u>10,369</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

30 June 2022	Carrying amount \$'000	At call \$'000	Contractual cash flows		
			less than 6 months \$'000	6-12 months \$'000	more than 12 months \$'000
<b>Non-derivative financial liabilities</b>					
Distributions payable	10,553	-	10,553	-	-
Payables	1,919	-	1,919	-	-
Net assets attributable to unitholders - liability	<u>97,000</u>	<u>97,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Total</b>	<b><u>109,472</u></b>	<b><u>97,000</u></b>	<b><u>12,472</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

### (d) Fair value measurement

The Scheme classifies fair value measurement of its financial assets and liabilities by level of the following fair value hierarchy:

- 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.

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.

Equity securities are valued at the last traded price. For the majority of these financial instruments, information provided by the independent pricing services is relied upon for valuation.

## 13 Financial risk management (continued)

### (d) Fair value measurement (continued)

#### (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.

Valuation models use observable data to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in the assumptions for these factors could affect the reported fair value of financial instruments. 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 Scheme did not hold any financial instruments with fair value measurements using significant unobservable inputs (level 3) at 30 June 2023 and 30 June 2022.

#### Recognised fair value measurements

The following tables present the Scheme's financial assets and liabilities by fair value hierarchy levels:

30 June 2023	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets at fair value through profit or loss</b>				
Equity securities	100,080	2,795	-	102,875
<b>Total</b>	<b>100,080</b>	<b>2,795</b>	<b>-</b>	<b>102,875</b>
30 June 2022	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets at fair value through profit or loss</b>				
Equity securities	99,957	-	-	99,957
<b>Total</b>	<b>99,957</b>	<b>-</b>	<b>-</b>	<b>99,957</b>

#### 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 levels as at 30 June 2023:

30 June 2023	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
Transfers between levels 1 and 2:			
Equity securities	(2,795)	2,795	-
30 June 2022			

There were no transfers between levels as at 30 June 2022.

The transfers from level 1 to level 2 were related to the listed equity securities with low volume of trading.

#### **14 Events occurring after the reporting period**

No significant events have occurred since the reporting date which would have an impact on the financial position of the Scheme as at 30 June 2023 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 2023 and 30 June 2022.



## Directors' declaration

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

- (a) the financial statements and notes, set out on page 6 to 23, are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
  - (ii) giving a true and fair view of the Scheme's financial position as at 30 June 2023 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 as issued by the International Accounting Standards Board.

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



Director

Sydney  
20 September 2023



# Independent Auditor's Report

To the unitholders of Perpetual Pure Microcap Fund

## Opinion

We have audited the **Financial Report** of 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 2023 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:

- Balance sheet as at 30 June 2023
- 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 to the financial statements 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 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 fulfilled our other ethical responsibilities in accordance with the Code.

## Other Information

Other Information is financial and non-financial information in Perpetual Pure Microcap Fund's annual reporting which is provided in addition to the Financial Report and the Auditor's 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 an audit opinion or 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 the 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
- 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.

### Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: [https://www.auasb.gov.au/auditors\\_responsibilities/ar4.pdf](https://www.auasb.gov.au/auditors_responsibilities/ar4.pdf). This description forms part of our Auditor's Report.

KPMG

Andrew Reeves

Partner

Sydney

20 September 2023

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