

# PERPETUAL PURE MICROCAP FUND

ANNUAL FINANCIAL REPORT

30 JUNE 2017

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 2017

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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 2017 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:

G Foster (appointed 25 January 2013, Alternate for G Larkins)  
 J Hawkins (appointed 6 July 2012, resigned 24 February 2017)  
 D Kiddie (appointed 24 February 2016, resigned 3 November 2016)  
 D Lane (appointed 20 April 2017)  
 G Larkins (appointed 7 January 2013)  
 P Lynch (appointed 6 July 2012, resigned 24 February 2017, Alternate for J Hawkins)  
 A Shelley (appointed 24 February 2017, resigned 20 April 2017)  
 M Smith (appointed 3 November 2016)  
 P Statham (appointed 24 February 2016, resigned 3 November 2016, Alternate for D Kiddie)  
 D Winterton (appointed 24 February 2016, resigned 14 October 2016, Alternate for D Kiddie)

### 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:

	<b>2017</b>	2016
Operating profit/(loss) before finance costs attributable to unitholders (\$'000)	<u><b>25,546</b></u>	<u>52,325</u>
<b>Class X</b>		
Distributions paid and payable (\$'000)	<u><b>4,072</b></u>	<u>10,163</u>
Distributions (cents per unit)	<u><b>27.58</b></u>	<u>55.72</u>

## Directors' report (continued)

### Review and results of operations (continued)

	2017	2016
<b>Class A</b>		
Distributions paid and payable (\$'000)	<u>22,815</u>	<u>28,885</u>
Distributions (cents per unit)	<u>20.68</u>	<u>41.35</u>

### 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

On 21 June 2017 the Responsible Entity approved changes to the Scheme's Constitution to allow it to operate as an Attribution Managed Investment Trust ("AMIT"). These changes will be applicable from the time an election is made by the Responsible Entity to adopt the AMIT regime for the Scheme. This election has not yet been made at the date of this report.

In the opinion of the directors, there were no other 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

No matter or circumstance has arisen since 30 June 2017 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 Commonwealth, State or Territory law.

### 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.

## Directors' report (continued)

### 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.

### 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  
14 September 2017



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

To the Directors of Perpetual Investment Management Limited

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 2017 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.

J. Davis

KPMG

Jessica Davis

*Partner*

Sydney

14 September 2017

**Perpetual Pure Microcap Fund**  
**Statement of comprehensive income**  
**For the year ended 30 June 2017**

**Statement of comprehensive income**

	Notes	30 June 2017 \$'000	30 June 2016 \$'000
<b>Investment income</b>			
Dividend/distribution income		5,212	3,306
Interest income		333	152
Net gains/(losses) on financial instruments held at fair value through profit or loss	3	25,256	55,834
Other income		26	7
<b>Total net investment income/(loss)</b>		<b>30,827</b>	<b>59,299</b>
<b>Expenses</b>			
Responsible Entity's fees	12	2,056	1,151
Other operating expenses	4	3,225	5,823
<b>Total expenses</b>		<b>5,281</b>	<b>6,974</b>
<b>Operating profit/(loss)</b>		<b>25,546</b>	<b>52,325</b>
<b>Finance costs attributable to unitholders</b>			
Distributions to unitholders	5	26,887	39,048
Changes in net assets attributable to unitholders	6	(1,341)	13,277
<b>Profit/(loss)</b>		<b>-</b>	<b>-</b>
Other comprehensive income		-	-
<b>Total comprehensive income</b>		<b>-</b>	<b>-</b>

*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 2017**

**Balance sheet**

	Notes	<b>30 June 2017 \$'000</b>	30 June 2016 \$'000
<b>Assets</b>			
Cash and cash equivalents	10(b)	<b>32,088</b>	17,963
Financial assets held at fair value through profit or loss	7	<b>176,518</b>	155,995
Receivables for securities sold		<b>334</b>	426
Receivables	8	<b>719</b>	757
<b>Total assets</b>		<b><u>209,659</u></b>	<u>175,141</u>
<b>Liabilities</b>			
Distributions payable to unitholders of the Scheme	5	<b>26,668</b>	37,837
Payables for securities purchased		<b>583</b>	8,400
Payables	9	<b>2,473</b>	2,331
<b>Total liabilities (excluding net assets attributable to unitholders)</b>		<b><u>29,724</u></b>	<u>48,568</u>
<b>Net assets attributable to unitholders - liability</b>	6	<b><u>179,935</u></b>	<u>126,573</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 2017**

**Statement of cash flows**

	<b>30 June 2017 \$'000</b>	<b>30 June 2016 \$'000</b>
<b>Cash flows from operating activities</b>		
Dividends/distributions received	5,028	3,250
Interest received	359	135
Other income received	397	439
Responsible Entity's fees paid	(2,147)	(1,178)
Other operating expenses paid	(3,421)	(5,297)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>216</b>	<b>(2,651)</b>
	10(a)	
<b>Cash flows from investing activities</b>		
Proceeds from sale of investments	106,102	133,081
Payments for purchase of investments	(109,094)	(123,765)
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(2,992)</b>	<b>9,316</b>
<b>Cash flows from financing activities</b>		
Proceeds from applications by unitholders	64,536	50,281
Payments for redemptions by unitholders	(38,143)	(39,158)
Distributions paid	(9,492)	(5,098)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>16,901</b>	<b>6,025</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>14,125</b>	<b>12,690</b>
Cash and cash equivalents at the beginning of the year	<b>17,963</b>	<b>5,273</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>32,088</b>	<b>17,963</b>
	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.

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 14 September 2017. 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 of assets and liabilities, income and expenses. These estimates and associated assumptions are continuously evaluated and are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

## **2 Summary of significant accounting policies (continued)**

### **(b) New accounting standards and interpretations**

Certain new accounting standards and interpretations have been published, but are not yet mandatory and have not been early adopted by the Scheme for the reporting period ended 30 June 2017. The assessment of the impact of these new standards (to the extent relevant to the Scheme) and interpretations is set out below:

(i) *AASB 9 Financial Instruments* (and applicable amendments) (effective from 1 January 2018)

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities. It has also introduced revised rules around hedge accounting and impairment. The standard is available for early adoption.

Management does not expect this standard to have a significant impact on the recognition and measurement of the Scheme's financial instruments as they are carried at fair value through profit or loss. The derecognition rules have not been changed from the previous requirements and the Scheme does not apply hedge accounting.

(ii) *AASB 15 Revenue from Contracts with Customers* (effective from 1 January 2018)

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 *Revenue* and AASB 111 *Construction Contracts*.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer - so the notion of control replaces the existing notion of risks and rewards.

The Scheme's main sources of income are interest, dividends/distributions and gains on financial instruments held at fair value. All of these are outside the scope of the new revenue standard. As a consequence, management does not expect the adoption of the new revenue recognition rules to have a significant impact on the Scheme's accounting policies or the amounts recognised in the financial statements.

### **(c) Financial instruments**

(i) *Classification*

The Scheme's investments are classified at fair value through profit or loss. They comprise:

- Financial instruments held for trading

All derivatives are classified as held for trading. The Scheme does not designate any derivatives as hedges in a hedging relationship.

- Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded debt, equity instruments, unlisted unit trusts and commercial papers.

These investments are managed and their performance is evaluated on a fair value basis in accordance with the investment strategy of the Scheme.

(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*

##### *Financial assets and liabilities held at fair value through profit or loss*

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.

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 are classified as financial liabilities as the Scheme is required to distribute its distributable income, in accordance with the Scheme's Constitution.

The units can be put back to the Scheme at any time for cash based on the redemption price. 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.

### **(e) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, 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 and application monies receivables. Receivables are measured at their nominal amounts. Amounts are generally received within 30 days of being accrued for. Given the short term nature of most receivables, the nominal amount approximates fair value.

### **(g) Payables**

Payables include accrued expenses 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. Given the short term nature of most payables, the nominal amount approximates fair value.

## **2 Summary of significant accounting policies (continued)**

### **(h) Investment income**

Interest income on cash balances is recognised in profit or loss as it accrues using the nominated interest rates available on the bank accounts held.

Dividend income is recognised on the ex-dividend date.

Trust distributions (including distributions from cash management trusts) are recognised on an entitlements basis.

Other income is brought to account on an accruals basis.

### **(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 as unitholders are presently entitled to the income of the Scheme, provided the taxable income of the Scheme is fully distributed either by way of cash or reinvestment.

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

### **(k) Distributions**

The Scheme distributes its distributable income, in accordance with the Scheme's Constitution, to unitholders by cash or reinvestment. The distributions are recognised in profit or loss as finance costs attributable to unitholders.

### **(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 held at fair value through profit or loss

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

	<b>30 June 2017 \$'000</b>	30 June 2016 \$'000
Net unrealised gains/(losses) on financial instruments designated at fair value through profit or loss	(1,208)	14,092
Net realised gains/(losses) on financial instruments designated at fair value through profit or loss	<u>26,464</u>	<u>41,742</u>
<b>Net gains/(losses) on financial instruments held at fair value through profit or loss</b>	<b><u>25,256</u></b>	<b><u>55,834</u></b>

### 4 Other operating expenses

	<b>30 June 2017 \$'000</b>	30 June 2016 \$'000
Transaction costs	229	296
Performance fees	<u>2,996</u>	<u>5,527</u>
<b>Total</b>	<b><u>3,225</u></b>	<b><u>5,823</u></b>

## 5 Distributions to unitholders

The distributions for the year were as follows:

	<b>30 June 2017 \$'000</b>	<b>30 June 2017 CPU</b>	<b>30 June 2016 \$'000</b>	<b>30 June 2016 CPU</b>
<b>Distributions - Class X</b>				
Distributions paid - December	219	1.49	506	1.94
Distributions payable - June	<u>3,853</u>	<u>26.09</u>	<u>9,657</u>	<u>53.78</u>
	<u>4,072</u>		<u>10,163</u>	
	<b>30 June 2017 \$'000</b>	<b>30 June 2017 CPU</b>	<b>30 June 2016 \$'000</b>	<b>30 June 2016 CPU</b>
<b>Distributions - Class A</b>				
Distributions paid - December	-	-	705	1.16
Distributions payable - June	<u>22,815</u>	<u>20.68</u>	<u>28,180</u>	<u>40.19</u>
	<u>22,815</u>		<u>28,885</u>	
<b>Total distributions</b>	<u>26,887</u>		<u>39,048</u>	

## 6 Net assets attributable to unitholders

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

	<b>30 June 2017 Units '000</b>	<b>30 June 2016 Units '000</b>	<b>30 June 2017 \$'000</b>	<b>30 June 2016 \$'000</b>
<b>Net assets attributable to unitholders</b>				
Opening balance	88,066	70,927	126,573	91,954
Applications	41,584	33,818	64,324	50,491
Redemptions	(23,885)	(24,143)	(38,185)	(39,158)
Units issued upon reinvestment of distributions	19,350	7,464	28,564	10,009
Changes in net assets attributable to unitholders	<u>-</u>	<u>-</u>	<u>(1,341)</u>	<u>13,277</u>
<b>Closing balance</b>	<u>125,115</u>	<u>88,066</u>	<u>179,935</u>	<u>126,573</u>

As stipulated within the Scheme's Constitution, each unit in a unit class represents a right to a unit in the 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 held at fair value through profit or loss

	30 June 2017 \$'000	30 June 2016 \$'000
<b>Designated at fair value through profit or loss</b>		
Equities	<u>176,518</u>	<u>155,995</u>
<b>Total financial assets held at fair value through profit or loss</b>	<u>176,518</u>	<u>155,995</u>

## 8 Receivables

	30 June 2017 \$'000	30 June 2016 \$'000
Dividends/distributions receivable	367	183
Interest receivable	1	27
Applications receivable	154	366
Other receivables	<u>197</u>	<u>181</u>
<b>Total receivables</b>	<u>719</u>	<u>757</u>

## 9 Payables

	30 June 2017 \$'000	30 June 2016 \$'000
Responsible Entity's fees payable	200	141
Performance fees payable	2,231	2,190
Redemptions payable	<u>42</u>	<u>-</u>
<b>Total payables</b>	<u>2,473</u>	<u>2,331</u>

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

	30 June 2017 \$'000	30 June 2016 \$'000
<b>(a) Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities</b>		
Operating profit/(loss)	25,546	52,325
(Increase)/decrease in dividends/distributions receivable	(184)	(56)
(Increase)/decrease in interest receivable	26	(17)
(Increase)/decrease in other receivables	(16)	(79)
Increase/(decrease) in payables	100	1,010
Net (gains)/losses on financial instruments held at fair value through profit or loss	<u>(25,256)</u>	<u>(55,834)</u>
<b>Net cash inflow/(outflow) from operating activities</b>	<u>216</u>	<u>(2,651)</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 on hand	<u>32,088</u>	17,963
<b>Total cash and cash equivalents</b>	<u>32,088</u>	<u>17,963</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>28,564</u>	<u>10,009</u>
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## 11 Remuneration of auditors

	30 June 2017 \$	30 June 2016 \$
Amount received or due and receivable by KPMG:		
Audit and review of financial report and compliance plan	<u>26,011</u>	<u>24,859</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:

G Foster (appointed 25 January 2013, Alternate for G Larkins)  
J Hawkins (appointed 6 July 2012, resigned 24 February 2017)  
D Kiddie (appointed 24 February 2016, resigned 3 November 2016)  
D Lane (appointed 20 April 2017)  
G Larkins (appointed 7 January 2013)  
P Lynch (appointed 6 July 2012, resigned 24 February 2017, Alternate for J Hawkins)  
A Shelley (appointed 24 February 2017, resigned 20 April 2017)  
M Smith (appointed 3 November 2016)  
P Statham (appointed 24 February 2016, resigned 3 November 2016, Alternate for D Kiddie)  
D Winterton (appointed 24 February 2016, resigned 14 October 2016, Alternate for D Kiddie)

#### **(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 material interests in the Scheme at the reporting date.

### **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 related entities at any time during the reporting period.

## 12 Related party transactions (continued)

### Responsible Entity's fees and other transactions

The Responsible Entity's fees are calculated in accordance with the Scheme's Constitution (as amended). The Responsible Entity's fee is nil% p.a. for Class X and 1.280% p.a. for Class A of 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.

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the Scheme and the Responsible Entity were as follows:

	<b>30 June 2017</b>	30 June 2016
	\$	\$
Responsible Entity's fees paid and payable directly by the Scheme	<b>2,055,874</b>	1,150,659
Performance fees paid and payable to the Responsible Entity	<b>2,995,967</b>	5,527,086
Fees payable to the Responsible Entity at the reporting date	<b>199,602</b>	140,673
Performance fees payable to the Responsible Entity	<b>2,231,178</b>	2,189,841

### 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 2017

<b>Unitholders - Wholesale class X</b>	<b>Number of units held '000</b>	<b>Interest held %</b>	<b>Number of units acquired '000</b>	<b>Number of units disposed '000</b>	<b>Distributions paid/payable \$'000</b>
Perpetual Private Australian Share Fund	14,769	12.8	6,427	9,616	4,072
<b>Unitholders - Retail class A</b>	<b>Number of units held '000</b>	<b>Interest held %</b>	<b>Number of units acquired '000</b>	<b>Number of units disposed '000</b>	<b>Distributions paid/payable \$'000</b>
Perpetual Limited	2,855	2.6	1,854	2,028	590
Perpetual Super Wrap	222	0.2	54	27	46

## 12 Related party transactions (continued)

### Related party unitholdings (continued)

30 June 2016

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	17,958	22.3	4,278	8,476	10,163
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	3,029	4.3	1,461	574	1,252
Perpetual Super Wrap	195	0.3	22	21	81

## 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 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 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 guidelines. 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 in equities.

The fair value of the Scheme's investments exposed to price risk at 30 June 2017 was \$176,518,210 (2016: \$155,994,620).

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

#### *(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 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.

### 13 Financial risk management (continued)

**(a) Market risk (continued)**

(iv) *Sensitivity analysis (continued)*

	Sensitivity rates	Impact on operating profit/net assets attributable to unitholders	
		30 June 2017 \$'000	30 June 2016 ** \$'000
<b>Price risk *</b>	+15%	<b>26,478</b>	23,399
	-15%	<b>(26,478)</b>	(23,399)

\*The Scheme changed the risk assessment of its holdings in cash management trusts from price risk to interest rate risk, as discussed in note 13(a)(ii) and note 13(a)(iii), for current year.

\*\*The sensitivity analysis for the comparative year ended 30 June 2016 was not restated.

**(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.

(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.

**(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.

### 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 2017	Carrying amount \$'000	Contractual cash flows At call \$'000	Contractual cash flows less than 6 months \$'000
<b>Non-derivative financial liabilities</b>			
Distributions payable to unitholders of the Scheme	26,668	-	26,668
Payables for securities purchased	583	-	583
Payables	2,473	-	2,473
Net assets attributable to unitholders	<u>179,935</u>	<u>179,935</u>	<u>-</u>
<b>Total</b>	<b><u>209,659</u></b>	<b><u>179,935</u></b>	<b><u>29,724</u></b>
30 June 2016	Carrying amount \$'000	Contractual cash flows At call \$'000	Contractual cash flows less than 6 months \$'000
<b>Non-derivative financial liabilities</b>			
Distributions payable to unitholders of the Scheme	37,837	-	37,837
Payables for securities purchased	8,400	-	8,400
Payables	2,331	-	2,331
Net assets attributable to unitholders	<u>126,573</u>	<u>126,573</u>	<u>-</u>
<b>Total</b>	<b><u>175,141</u></b>	<b><u>126,573</u></b>	<b><u>48,568</u></b>



## **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 Scheme did not hold any financial instruments with fair value measurements using significant unobservable inputs (level 3) at 30 June 2017 and 30 June 2016.

### 13 Financial risk management (continued)

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

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 2017	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>				
Financial assets designated at fair value through profit or loss:				
Equities	<u>176,518</u>	-	-	<u>176,518</u>
<b>Total</b>	<u>176,518</u>	-	-	<u>176,518</u>

30 June 2016	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>				
Financial assets designated at fair value through profit or loss:				
Equities	<u>142,306</u>	<u>13,689</u>	-	<u>155,995</u>
<b>Total</b>	<u>142,306</u>	<u>13,689</u>	-	<u>155,995</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.

There were no transfers between levels for the years ended 30 June 2017 and 30 June 2016.

### 14 Events occurring after the reporting period

No 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 2017 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 2017 and 30 June 2016.

## 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 25, 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 2017 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  
14 September 2017



# 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 Scheme 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 2017 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 2017;
- Statement of comprehensive income, Statement of changes in equity, and Statement of cash flows for the year then ended;
- Notes including a summary of significant accounting policies; and
- Directors' declaration made by the Directors of Perpetual Investment Management Limited (the Responsible Entity).

## 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* (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 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 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. 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 this 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: [http://www.auasb.gov.au/auditors\\_files/ar3.pdf](http://www.auasb.gov.au/auditors_files/ar3.pdf). This description forms part of our Auditor's Report.

KPMG

Jessica Davis

*Partner*

Sydney

14 September 2017

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