

Spheria Australian Smaller Companies Fund

ARSN 117 083 762

**Interim report - for the half-year ended
31 December 2019**

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The interim financial report does not include all the notes of the type normally included in the annual financial report. Accordingly, this interim financial report should be read in conjunction with the annual financial report for the year ended 30 June 2019 and any public announcements made in respect of the Spheria Australian Smaller Companies Fund during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

This interim financial report covers the Spheria Australian Smaller Companies Fund as an individual entity.

The Responsible Entity of the Spheria Australian Smaller Companies Fund is Pinnacle Fund Services Limited (ABN 29 082 494 362). The Responsible Entity's registered office is Level 19, 307 Queen Street, Brisbane, QLD, 4000.

Directors' report

The directors of Pinnacle Fund Services Limited, the responsible entity ("Responsible Entity") of the Spheria Australian Smaller Companies Fund ("the Fund"), present their report together with the interim financial statements of the Fund for the half-year ended 31 December 2019.

Principal activities

The Fund is a registered managed investment fund domiciled in Australia.

The Fund aims to provide a total investment return after fees that exceeds the return of the S&P/ASX Small Ordinaries Accumulation Index over the medium to long term by investing in listed Australian and New Zealand equities.

Spheria Asset Management Pty Limited is the Investment Manager of the Fund.

The Fund did not have any employees during the half-year.

Directors

The following persons held office as directors of Pinnacle Fund Services Limited during the half-year or since the end of the half-year and up to the date of this report:

Mr I Macoun
 Mr A Ihlenfeldt
 Mr C Kwok
 Mr T O'Callaghan (resigned 5 August 2019)
 A Whittingham (appointed 5 August 2019)

The Responsible Entity also has a Compliance Committee consisting of one non-independent person and three independent persons. The committee's role is to oversee the compliance requirements of the Fund operated by the Responsible Entity. The committee met xx times during the half-year.

Review and results of operations

There have been no significant changes to the operations of the Fund since the previous financial period. The Fund continued to invest funds in accordance with target asset allocations as set out in the governing documents of the Fund.

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

	Half-year ended	
	31 December	31 December
	2019	2018
	\$'000	\$'000
Net operating profit/(loss) before finance costs attributable to unitholders	6,795	(13,887)
<i>Distributions</i>		
Distribution paid and payable	2,087	3.044
Distribution (cents per unit)	2.7416	4.9630

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Fund that occurred during the financial half-year.

Directors' report (continued)

Matters subsequent to the end of the financial half-year

No matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future periods, or
- (ii) the results of those operations in future periods, or
- (iii) the state of affairs of the Fund in future periods.

Rounding of amounts to the nearest thousand dollars

Amounts in the directors' report have been rounded to the nearest thousand dollars in accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, unless otherwise indicated.

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 4.

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



Mr A Ihlenfeldt
Director

Brisbane
11 March 2020



Auditor's Independence Declaration

As lead auditor for the review of Spheria Australian Smaller Companies Fund for the half-year ended 31 December 2019, I declare that to the best of my knowledge and belief, there have been:

1. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. no contraventions of any applicable code of professional conduct in relation to the review.

A handwritten signature in black ink, appearing to read 'Craig Thomason', with a long horizontal flourish extending to the right.

Craig Thomason
Partner
PricewaterhouseCoopers

Sydney
11 March 2020

Spheria Australian Smaller Companies Fund
Statement of comprehensive income
For the half-year ended 31 December 2019

Statement of comprehensive income

	Half-year ended	
	31 December 2019	31 December 2018
	\$'000	\$'000
Investment income		
Interest income from financial assets at amortised cost	57	107
Dividend/Trust distribution income	2,868	4,007
Net gains/(losses) on financial instruments at fair value through profit or loss	4,843	(16,677)
Other operating income	-	12
Total net investment income/(loss)	7,768	(12,551)
Expenses		
Management fees	928	744
Performance fees	-	460
Transaction costs	45	132
Total operating expenses	973	1,336
Operating profit/(loss) for the half-year	6,795	(13,887)
Other comprehensive income	-	-
Total comprehensive income for the half-year	6,795	(13,887)

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

Spheria Australian Smaller Companies Fund
Statement of financial position
As at 31 December 2019

Statement of financial position

		As at	
	Notes	31 December 2019 \$'000	30 June 2019 \$'000
Assets			
Cash and cash equivalents		17,787	25,022
Receivables		99	275
Financial assets at fair value through profit or loss	4	158,895	142,002
Total assets		176,781	167,299
Liabilities			
Distributions payable	3	2,087	17,293
Payables		497	1,200
Total liabilities		2,584	18,493
Net assets attributable to unitholders - equity	2	174,197	148,806

The above statement of financial position should be read in conjunction with the accompanying notes.

Spheria Australian Smaller Companies Fund
Statement of changes in equity
For the half-year ended 31 December 2019

Statement of changes in equity

	Notes	Half-year ended	
		31 December 2019 \$'000	31 December 2018 \$'000
Total equity at the beginning of the half-year	2	148,806	111,552
Comprehensive income for the half-year			
Profit/(loss) for the half-year		6,795	(13,887)
Other comprehensive income		-	-
Total comprehensive income for the half-year		6,795	(13,887)
Transactions with unitholders			
Applications	2	38,951	44,071
Redemptions	2	(24,082)	(11,704)
Units issued upon reinvestment of distributions	2	5,814	5,876
Distributions paid and payable	2	(2,087)	(3,044)
Total transactions with unitholders		18,596	35,199
Total equity at the end of the half-year		174,197	132,864

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Spheria Australian Smaller Companies Fund
Statement of cash flows
For the half-year ended 31 December 2019

Statement of cash flows

	Half-year ended	
	31 December	31 December
	2019	2018
	\$'000	\$'000
Cash flows from operating activities		
Proceeds from sale of financial instruments at fair value through profit or loss	12,782	22,385
Purchase of financial instruments at fair value through profit or loss	(25,344)	(57,900)
Transaction costs on financial instruments at fair value through profit or loss	(45)	(132)
Dividend/Trust distributions received	2,722	4,007
Interest received	58	108
Other income received	-	12
Management fees paid	(898)	(724)
RITC received/(paid)	3	(2)
Net cash inflow/(outflow) from operating activities	(10,722)	(32,246)
Cash flows from financing activities		
Proceeds from applications by unitholders	39,123	44,261
Payments for redemptions by unitholders	(24,157)	(11,618)
Distributions paid	(11,479)	(8,379)
Net cash inflow/(outflow) from financing activities	3,487	24,264
Net increase/(decrease) in cash and cash equivalents	(7,235)	(7,982)
Cash and cash equivalents at the beginning of the half-year	25,022	19,143
Cash and cash equivalents at the end of the half-year	17,787	11,161
Non-cash financing activities	5,814	5,876

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

Notes to the interim financial statements

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1 Basis of preparation of interim financial statements

This interim report for the half-year ended 31 December 2019 has been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standard AASB 134 *Interim Financial Reporting*.

This interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2019 and any public announcements made in respect of the Spheria Australian Smaller Companies Fund ("the Fund") during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The interim report was authorised for issue by the directors on 6 March 2020. The directors of Pinnacle Fund Services Limited ("the Responsible Entity") have the power to amend and reissue the interim report.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Fund's annual financial report for the year ended 30 June 2019. These accounting policies are consistent with Australian Accounting Standard and with International Financial Reporting Standards.

There are no standards that are not yet effective and that are expected to have a material impact on the Fund in the prior periods or will affect the current or future reporting periods and on foreseeable future transactions.

2 Net assets attributable to unitholders

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

	As at			
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
	No. '000	No. '000	\$'000	\$'000
Balance as at 1 July	67,078	45,730	148,806	111,552
Applications	16,567	18,117	38,951	44,071
Redemptions	(10,130)	(4,905)	(24,082)	(11,704)
Units issued upon reinvestment of distributions	2,621	2,400	5,814	5,876
Distributions paid and payable	-	-	(2,087)	(3,044)
Profit/(loss) for the half-year	-	-	6,795	(13,887)
Closing balance	76,136	61,342	174,197	132,864

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Fund.

3 Distributions to unitholders

The distributions for the half-year were as follows:

	Half-year ended			
	31 December 2019 \$'000	31 December 2019 CPU	31 December 2018 \$'000	31 December 2018 CPU
Distributions				
Distributions payable - December	2,087	2,7416	3,044	4,9630
	<u>2,087</u>	<u>2,7416</u>	<u>3,044</u>	<u>4,9630</u>

4 Financial assets at fair value through profit or loss

	As at	
	31 December 2019 \$'000	30 June 2019 \$'000
Financial assets of fair value through profit or loss		
Listed equities	158,895	142,002
Total financial assets at fair value through profit or loss	<u>158,895</u>	<u>142,002</u>

5 Fair value measurements

The Fund measures and recognises the financial assets and liabilities at fair value through profit or loss on a recurring basis.

Fair value hierarchy

Classification of financial assets and financial liabilities

The Fund classifies fair value measurements using a fair value hierarchy 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)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

5 Fair value measurements (continued)

Fair value hierarchy (continued)

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

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

The Fund values its investments in accordance with the accounting policies set out in note 2. For the majority of its investments, the Fund relies on information provided by independent pricing services for the valuation of its investments.

The quoted market price used for financial assets held by the Fund is the current bid price; the appropriate quoted market price for financial liabilities is the last traded price. When the Fund holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or asking price to the net open position, as appropriate.

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.

(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 using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions.

For other valuation techniques, inputs are based on market data at the end of the reporting period. Fair values for unquoted equity investments are estimated, if possible, using applicable price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

The fair value of derivatives that are not exchange traded is estimated at the amount that the Fund would receive or pay to terminate the contract at the end of reporting period taking into account current market conditions (volatility and appropriate yield curve) and the current creditworthiness of the counterparties. The foreign currency contracts are valued at the forward rate.

Investments in other unlisted unit trusts are recorded at the redemption value per unit as reported by the investment managers of such trusts.

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

Valuation techniques employed may not fully reflect all factors relevant to the positions the Fund holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

The carrying value less impairment provision of other receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Fund for similar financial instruments.

5 Fair value measurements (continued)

Fair value hierarchy (continued)

Recognised fair value measurements

The tables below set out the Fund's financial assets and liabilities measured at fair value according to the fair value hierarchy at 31 December 2019 and 30 June 2019.

As at 31 December 2019

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Listed equities	158,895	-	-	158,895
Total financial assets at fair value through profit or loss	158,895	-	-	158,895

As at 30 June 2019

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Listed equities	142,002	-	-	142,002
Total financial assets at fair value through profit or loss	142,002	-	-	142,002

The fair value of financial instruments traded in active markets (listed equities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Fund is the current last price. These instruments are included in level 1.

(iii) Transfer between levels

There were no transfers between levels for the half-year ended 31 December 2019 or the year ended 30 June 2019.

6 Events occurring after the reporting period

No significant events have occurred since the end of the reporting period which would impact on the financial position of the Fund as at 31 December 2019 or on the results and cash flows of the Fund for the half-year ended on that date.

7 Contingent assets and liabilities and commitments

There were no outstanding contingent assets, liabilities or commitments as at 31 December 2019 and 30 June 2019.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the interim financial statements and notes set out on pages 5 to 13 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards and the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Fund's financial position as at 31 December 2019 and of its performance for the financial half-year ended on that date, and
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

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



Mr A Ihlenfeldt
Director

Brisbane
11 March 2020



Independent auditor's review report to the unitholders of Spheria Australian Smaller Companies Fund

Report on the half-year financial report

We have reviewed the accompanying half-year financial report of Spheria Australian Smaller Companies Fund (the Registered Scheme) which comprises the statement of financial position as at 31 December 2019, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, selected other explanatory notes and the directors of the Responsible Entity's declaration.

Directors of the Responsible Entity's responsibility for the half-year financial report

The directors of the Responsible Entity of the Registered Scheme are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors of the Responsible Entity determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Australian Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Registered Scheme's financial position as at 31 December 2019 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Spheria Australian Smaller Companies Fund, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

PricewaterhouseCoopers, ABN 52 780 433 757

One International Towers Sydney, Watermans Quay, Barangaroo, GPO BOX 2650, SYDNEY NSW 2001

T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au

Level 11, 1PSQ, 169 Macquarie Street, Parramatta NSW 2150, PO Box 1155 Parramatta NSW 2124

T: +61 2 9659 2476, F: +61 2 8266 9999, www.pwc.com.au

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Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Spheria Australian Smaller Companies Fund is not in accordance with the *Corporations Act 2001* including:

1. giving a true and fair view of the Registered Scheme's financial position as at 31 December 2019 and of its performance for the half-year ended on that date;
2. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

A handwritten signature in black ink, appearing to read 'Craig Thomason', with a long horizontal flourish extending to the right.

Craig Thomason
Partner

Sydney
11 March 2020