

Spheria Australian Smaller Companies Fund

ARSN 117 083 762

Annual report - 30 June 2020

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These financial statements cover 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 of the Spheria Australian Smaller Companies Fund ("the Fund"), present their report together with the financial statements of the Fund, for the year ended 30 June 2020.

Principal activities

The Fund is a registered managed investment scheme 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 primarily 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 year.

Directors

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

Mr I Macoun
 Mr A Ihlenfeldt
 Mr C Kwok
 Mr A Whittingham (appointed 5 August 2019)
 Mr T O'Callaghan (resigned 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 four times during the financial 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:

	Year ended	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Total comprehensive income for the year	<u>(21,991)</u>	<u>5,153</u>
Distributions		
Distributions paid and payable	2,890	20,337
Distribution (cents per unit)	3.7608	30.7429

Significant changes in state of affairs

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

Directors' report (continued)

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2020 that has significantly affected, or may significantly affect:

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

Likely developments and expected results of operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund 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.

The outbreak of COVID-19 worldwide has led to extreme volatility in equities markets, which impacts the value of the Fund's assets. Governments have introduced significant fiscal stimulus, but it is still too soon to predict the longer-term economic impacts. The Directors of the Responsible Entity are monitoring the evolution of the situation closely. The Fund has procedures in place to actively monitor its service providers to ensure its continued operational effectiveness. In addition, the Fund is closely monitoring its investment policies, strategies, investment flows, performance and liquidity during this period. As at the date of this report, the fund has not experienced liquidity issues and has been able to facilitate all redemptions when due.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Fund in regards to insurance cover provided to either the officers of Pinnacle Fund Services Limited or the auditors of the Fund. So long as the officers of Pinnacle Fund Services Limited act in accordance with the Fund's Constitution and the Law, the officers remain indemnified out of the assets of the Fund against losses incurred while acting on behalf of the Fund.

The auditors of the Fund are not indemnified out of the assets of the Fund.

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

Fees paid to the Responsible Entity and its associates out of the Fund's property during the year are disclosed in note 14 to the financial statements.

No fees were paid out of the Fund's property to the directors of the Responsible Entity during the year.

The number of interests in the Fund held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 14 to the financial statements.

Interests in the Fund

The movement in units on issue in the Fund during the year is disclosed in note 13 to the financial statements.

The value of the Fund's assets and liabilities is disclosed in the statement of financial position and derived using the basis set out in note 2 to the financial statements.

Directors' report (continued)

Environmental regulation

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

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 5.

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



Mr A Ihlenfeldt
Director

Brisbane
22 September 2020



Auditor's Independence Declaration

As lead auditor for the audit of Spheria Australian Smaller Companies Fund for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'Ben Woodbridge', written in a cursive style.

Ben Woodbridge
Partner
PricewaterhouseCoopers

Brisbane
22 September 2020

Spheria Australian Smaller Companies Fund
Statement of comprehensive income
For the year ended 30 June 2020

Statement of comprehensive income

		Year ended	
		30 June 2020	30 June 2019
	Notes	\$'000	\$'000
Investment income			
Interest income from financial assets at amortised cost		77	195
Dividend Income	5	4,731	5,925
Net gains/(losses) on financial instruments at fair value through profit or loss	6	(24,877)	1,347
Other operating income		-	12
Total net investment income		<u>(20,069)</u>	<u>7,479</u>
Expenses			
Performance fees	14	-	461
Management fees	14	1,774	1,588
Transaction costs		148	277
Total operating expenses		<u>1,922</u>	<u>2,326</u>
Profit/(loss) for the financial year		<u>(21,991)</u>	<u>5,153</u>
Other comprehensive income		-	-
Total comprehensive income for the financial year		<u>(21,991)</u>	<u>5,153</u>

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 30 June 2020

Statement of financial position

		As at	
	Notes	30 June 2020 \$'000	30 June 2019 \$'000
Assets			
Cash and cash equivalents	9	4,449	25,022
Receivables	11	476	275
Financial assets at fair value through profit or loss	10	148,814	142,002
Total assets		153,739	167,299
Liabilities			
Distributions payable	8	803	17,293
Payables	12	2,284	1,200
Total liabilities		3,087	18,493
Net assets attributable to unitholders - equity	13	150,652	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 year ended 30 June 2020

Statement of changes in equity

	Notes	Year ended	
		30 June 2020 \$'000	30 June 2019 \$'000
Total equity at the beginning of the financial year		148,806	111,552
Comprehensive income for the financial year			
Profit/(loss) for the year		<u>(21,991)</u>	5,153
Total comprehensive income for the financial year		(21,991)	5,153
Transactions with unitholders			
Applications	13	59,979	79,582
Redemptions	13	(39,666)	(34,158)
Units issued upon reinvestment of distributions	13	6,414	7,014
Distributions paid and payable	13	<u>(2,890)</u>	<u>(20,337)</u>
Total transactions with unitholders		23,837	32,101
Total equity at the end of the financial year		150,652	148,806

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 year ended 30 June 2020

Statement of cash flows

		Year ended	
		30 June	30 June
		2020	2019
	Notes	\$'000	\$'000
Cash flows from operating activities			
Proceeds from sale of financial instruments at fair value through profit or loss		37,053	67,136
Purchase of financial instruments at fair value through profit or loss		(67,877)	(100,502)
Transaction costs on financial instruments at fair value through profit or loss		(148)	(277)
Dividend/Trust distributions received		4,418	5,884
Interest received		78	195
Other income received		-	12
Management fees paid		(1,763)	(1,555)
Performance fees paid		-	(461)
RITC received/(paid)		5	(6)
Net cash inflow/(outflow) from operating activities	15(a)	<u>(28,234)</u>	<u>(29,574)</u>
Cash flows from financing activities			
Proceeds from applications by unitholders		60,079	79,663
Payments for redemptions by unitholders		(39,452)	(33,925)
Distributions paid		(12,966)	(10,285)
Net cash inflow/(outflow) from financing activities		<u>7,661</u>	<u>35,453</u>
Net increase/(decrease) in cash and cash equivalents		(20,573)	5,879
Cash and cash equivalents at the beginning of the year		<u>25,022</u>	<u>19,143</u>
Cash and cash equivalents at the end of the year	15(b), 9	<u>4,449</u>	<u>25,022</u>

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

Notes to the financial statements

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1 General information

These financial statements cover the Spheria Australian Smaller Companies Fund ("the Fund") as an individual entity. The Fund was constituted on 24 June 2005. The Fund will terminate on 24 June 2085 unless terminated earlier in accordance with the provisions of the Fund's Constitution.

The Responsible Entity of the Fund is Pinnacle Fund Services Limited (the "Responsible Entity"). The Responsible Entity's registered office is Level 19, 307 Queen Street, Brisbane, QLD 4000. The financial statements are presented in the Australian currency.

The Responsible Entity is incorporated and domiciled in Australia.

The Custodian of the Fund is RBC Investor Services Trust.

The financial statements were authorised for issue by the directors on 22 September 2020. The directors of the Responsible Entity have the power to amend and reissue the financial statements after they have been issued.

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 in the following text.

(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 and the *Corporations Act 2001* in Australia. The Spheria Australian Smaller Companies Fund is a for-profit unit fund 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.

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and liabilities at fair value through profit or loss and net assets attributable to unitholders.

The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within twelve months, however, an estimate of that amount cannot be determined as at balance date.

In the case of net assets attributable to unitholders, the units are redeemed on demand at the unitholder's option. However, holders of these instruments typically retain them for the medium to long term. As such, the amount expected to be settled within twelve months cannot be reliably determined.

(i) Compliance with International Financial Reporting Standards

The financial statements of the Fund also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(ii) New and amended standards adopted by the Fund

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2019 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods.

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(iii) New standards, amendments and interpretations effective after 1 July 2020 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2020, and have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Fund.

(b) Financial instruments

(i) Classification

The Fund classifies its financial instruments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and its performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund uses fair value information to assess performance of the portfolio and to make decisions to rebalance the portfolio or to realise fair value gains or minimise losses through sales or other trading strategies. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

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

(ii) Recognition/derecognition

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

Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Fund has transferred substantially all risks and rewards of ownership.

Any gains or losses arising on derecognition of the asset (calculated as the difference between the disposal proceeds and the carrying amount of the asset) are included in the statement of comprehensive income in the year the asset is derecognised as realised gains or losses on financial instruments.

(iii) Measurement

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

Financial assets and liabilities at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately in the statement of comprehensive income. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value.

Net gains/(losses) on financial assets and financial liabilities at fair value through profit or loss arising on a change in fair value are calculated as the difference between the fair value at year end and the fair value at the previous valuation point. Net gains/(losses) do not include interest or dividend income.

Further details on how the fair values of financial instruments are determined are disclosed in note 4 to the financial statements.

2 Summary of significant accounting policies (continued)

(b) Financial instruments (continued)

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position 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 the unitholders' option, however, applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders in accordance with the Fund's Constitution.

The units can be put back to the Fund at any time for cash based on the redemption price, which is equal to a proportionate share of the Fund's net asset value attributable to the unitholders, less any applicable transaction costs.

The units are carried at the redemption amount that is payable at balance sheet date if the unitholder exercises the right to put the unit back to the Fund. This amount represents the expected cash flows on redemption of these units.

Units are classified as equity when they satisfy the following criteria under AASB 132 *Financial instruments: Presentation*:

- the puttable financial instrument entitles the holder to a pro-rata share of net assets in the event of the Fund's liquidation;
- the puttable financial instrument is in the class of instruments that is subordinate to all other classes of instruments and class features are identical;
- the puttable financial instrument does not include any contractual obligations to deliver cash or another financial asset, or to exchange financial instruments with another entity under potentially unfavourable conditions to the Fund, and it is not a contract settled in the Fund's own equity instruments; and
- the total expected cash flows attributable to the puttable financial instrument over the life are based substantially on the profit or loss.

(d) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes deposits held at call with financial institutions.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Fund's main income generating activity.

(e) Investment income

Interest income is recognised in the statement of comprehensive income for all financial instruments that are not at fair value through profit or loss using the effective interest method. Other changes in fair value for such instruments are recorded in accordance with the policies described in note 2(b).

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. The Fund currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded gross of withholding tax in profit or loss.

(f) Expenses

All expenses, including manager's fees, are recognised in the statement of comprehensive income on an accruals basis.

2 Summary of significant accounting policies (continued)

(g) Income tax

Under current legislation, the Fund is not subject to income tax provided it attributes the entirety of its taxable income to unitholders.

The Fund currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income or gains are recorded gross of withholding taxes in the statement of comprehensive income.

The benefits of imputation credits and foreign tax paid are passed on to unitholders.

(h) Distributions

Distributions are payable as set out in the Fund's Product Disclosure Statement and/or Fund's Constitution. Such distributions are recognised as payable when they are determined by the Responsible Entity of the Fund.

(i) Increase/(decrease) in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. The Fund's distributions are classified as distributions paid and payable in the statement of changes in equity.

(j) Foreign currency translation

Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Fund competes for funds and is regulated. The Australian dollar is also the Fund's presentation currency.

(k) Due from/to brokers

The due from brokers balance is held for collection and consequently measured at amortised cost. These amounts are recognised initially at fair value and subsequently measured at amortised cost.

(l) Receivables

Receivables may include amounts for dividends, interest and amounts due from brokers. Dividends are accrued when the right to receive payment is established. Interest is accrued at the end of each reporting period from the time of last payment in accordance with the policy set out in note 2(e). Amounts are generally received within 30 days of being recorded as receivables.

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Fund 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 Fund 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. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

2 Summary of significant accounting policies (continued)

(l) Receivables (continued)

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

(m) Payables

Payables include liabilities, amounts due to brokers and accrued expenses owing by the Fund which are unpaid as at the end of the reporting period.

(n) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees, if any, as a payable prior to the issue of units in the Fund. Redemptions from the Fund are recorded gross of any exit fees payable after the cancellation of units redeemed.

Unit redemption prices are determined by reference to the net assets of the Fund divided by the number of units on issue, less applicable transaction costs.

(o) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as audit fees, custodial services and investment management fees have been passed onto the Fund. The Fund qualifies for Reduced Input Tax Credits (RITC) at a rate of 55%; hence investment management fees, custodial fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows relating to GST are included in the statement of cash flows on a gross basis.

(p) Use of estimates

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the Fund's financial instruments, quoted market prices are readily available. However, certain financial instruments, for example over-the-counter derivatives or unquoted securities, are fair valued using valuation techniques. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Responsible Entity, independent of the area that created them.

Valuation techniques include using 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 assumptions about these factors could affect the reported fair value of financial instruments. For more information on how fair value is calculated please see note 4 to the financial statements.

(q) Rounding of amounts

The Fund is an entity of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, relating to the 'rounding off' amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest thousand dollars, unless otherwise indicated.

3 Financial risk management

(a) Objectives, strategies, policies and processes

Spheria is a fundamental based investment manager with a bottom-up focus, specialising in smaller companies. Its investment philosophy is to purchase securities where the present value of future free cash flows can be reasonably ascertained, and the security is trading at a discount to the calculated intrinsic value, subject to certain risk criteria.

The Fund has exposure to different markets and may be materially affected by market, economic and political conditions domestically and globally. The fund invests in a portfolio of securities across several industry sectors, with no individual security holding being greater than 10%, and no individual industry exposure being greater than 20%.

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

The Fund's overall risk management program focuses on ensuring compliance with the Fund's Product Disclosure Statement and seeks to maximise the returns derived for the level of risk to which the Fund is exposed. Financial risk management is carried out by an Investment Manager under policies approved by the Board of Directors of the Responsible Entity ("the Board").

The Fund uses different methods to measure different types of risk to which it is exposed. These methods are explained below:

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: price risk, foreign currency risk and interest rate risk. Market risk is managed and monitored using sensitivity analysis, and minimised through ensuring that all investment activities are undertaken in accordance with established mandates and investment strategies.

The market risk disclosures are prepared on the basis of the Fund's direct investments and not on a look-through basis for investments held in the Fund.

(i) Price risk

Equity price risk is the risk that the fair value of equities will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

Equity price risk exposure arises from the Fund's investment portfolio. The investments are classified on the statement of financial position as at fair value through profit or loss. All securities investments present a risk of loss of capital. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments.

The Investment Manager manages this price risk through diversification and a careful selection of securities and other financial instruments within specified limits set by the Board.

The Fund has exposure to different markets and may be materially affected by market, economic and political conditions domestically and globally. The fund invests in a portfolio of securities across several industry sectors, with no individual security holding being greater than 10%, and no individual industry exposure being greater than 20%.

The Fund's overall market positions are monitored on a daily basis by the Fund's Investment Manager and are reviewed at least quarterly by the Board.

3 Financial risk management (continued)

(b) Market risk (continued)

(i) Price risk (continued)

Compliance with the Fund's Information Memorandum is reported to the Board on a quarterly basis.

Net assets attributable to unitholders include investments in equity securities. At 30 June 2020 and 30 June 2019, the overall market exposures to price risk were as follows:

	As at	
	30 June 2020 \$'000	30 June 2019 \$'000
Listed equities	147,107	142,002
Listed unit trusts	1,677	-
Unlisted equities	30	-
	148,814	142,002

The table below indicates the effect of price movement on net assets attributable to unitholders (and net operating profit/(loss)), with all other variables held constant.

	30 June 2020 \$'000	30 June 2019 \$'000
Equity price increased by 10%	14,881	14,200
Equity price decreased by 10%	(14,881)	(14,200)

(ii) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Fund holds assets denominated in currencies other than the Australian dollar, the functional currency. It is therefore exposed to foreign exchange risk, as the value of the securities denominated in other currencies will fluctuate due to changes in exchange rates.

The Fund is not exposed to significant risks from movements in foreign exchange rates as there are no significant financial assets and liabilities denominated in foreign currencies.

(iii) Cash flow and fair value interest rate risk

The majority of the Fund's financial assets and liabilities are non interest bearing. Interest-bearing financial assets and interest-bearing financial liabilities mature or reprice in the short-term, no longer than twelve months. As a result, the Fund is subject to limited exposure to fair value interest rate risk due to fluctuations in the prevailing levels of market interest rates.

(c) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

3 Financial risk management (continued)

(c) Credit risk (continued)

(i) Settlement of securities transactions

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. Payment is made once purchase on the securities have been received by the broker. The trade will fail if either party fails to meet its obligations.

(ii) Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of AA- (as determined by the Standard & Poor's (S&P)).

(iii) Other

The Fund is not materially exposed to credit risk on other financial assets.

The clearing and depository operations for the Fund's security transactions are mainly concentrated with one counterparty, namely RBC Investor Services Trust. RBC Investor Services Trust, at 30 June 2020 had a credit rating of AA- (S&P) and Aa2 (Moody's). At 30 June 2020, substantially all cash and cash equivalents, balances due from brokers and investments are held in custody by RBC Investor Services Trust.

(iv) Maximum exposure to credit risk

The maximum exposure to credit risk before any credit enhancements at the end of each reporting period is the carrying amount of the financial assets. None of these assets are impaired nor past due but not impaired.

(d) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. This risk is controlled through the Fund's investment in financial instruments, which under normal market conditions are readily convertible to cash, as the majority are listed on the ASX. In addition, the Fund maintains sufficient cash and cash equivalents to meet normal operating requirements.

In accordance with the Fund's policy, the Responsible Entity monitors the Fund's liquidity position on a daily basis. The Fund's policy is reviewed annually. In order to manage the Fund's overall liquidity, the responsible entity has the discretion to reject an application for units and to defer or adjust redemption of units if the exercise of such discretion is in the best interests of unitholders. The Fund did not reject or withhold any redemptions during 2020 and 2019.

The Fund's Constitution provides for daily application and redemption of units and it is therefore exposed to liquidity risk of meeting unitholder redemptions at any time. Units are redeemed on demand at the unitholder's option. At 30 June 2020, net assets attributable to unitholders was \$150,652,009 (2019: \$148,806,343).

3 Financial risk management (continued)

(d) Liquidity risk (continued)

Maturity analysis for non-derivative financial liabilities

The table below analyses the Fund's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

At 30 June 2020	Less than 1 month \$'000	1-3 months \$'000	3-12 months \$'000	12-60 months \$'000
Distributions payable	803	-	-	-
Payables	2,284	-	-	-
Contractual cash flows (excluding derivatives)	3,087	-	-	-

At 30 June 2019	Less than 1 month \$'000	1-3 months \$'000	3-12 months \$'000	12-60 months \$'000
Distributions payable	17,293	-	-	-
Net assets attributable to unitholders	1,200	-	-	-
Contractual cash flows (excluding derivatives)	18,493	-	-	-

4 Fair value measurements

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

The Fund has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period.

(a) 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).

4 Fair value measurements (continued)

(a) 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 last traded 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.

4 Fair value measurements (continued)

(a) Fair value hierarchy (continued)

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

Recognised fair value measurements

The tables below set out the Fund's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at 30 June 2020 and 30 June 2019.

As at 30 June 2020	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss:				
Listed equities	147,107	-	-	147,107
Listed unit trusts	1,677	-	-	1,677
Unlisted equities	-	30	-	30
Total financial assets	148,784	30	-	148,814

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	142,002	-	-	142,002

The carrying amounts of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

There were no transfers between levels during the year ended 30 June 2020 and 30 June 2019.

5 Dividend/Trust distribution income

	Year ended	
	30 June 2020 \$'000	30 June 2019 \$'000
Dividends	4,731	5,925
Total dividend/trust distribution income	4,731	5,925

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

	Year ended	
	30 June 2020 \$'000	30 June 2019 \$'000
Financial assets		
Net unrealised gain/(loss) on financial assets at fair value through profit or loss	(26,379)	(14,650)
Net realised* gain/(loss) on financial assets at fair value through profit or loss	<u>1,502</u>	<u>15,997</u>
Total net gains/(losses) on financial instruments at fair value through profit or loss	<u>(24,877)</u>	<u>1,347</u>

*Realised gains and losses are recoded using the historical cost information.

7 Auditor's remuneration

During the year the following fees were paid or payable for services provided by the auditor of the Fund:

	Year ended	
	30 June 2020 \$	30 June 2019 \$
PricewaterhouseCoopers Australian firm		
Audit and other assurance service		
Audit and review of financial statements	11,960	17,300
Audit of compliance plan	<u>2,936</u>	<u>2,850</u>
Total remuneration of audit services	<u>14,896</u>	<u>20,150</u>
Non-audit services		
Tax compliance services	<u>4,900</u>	<u>4,900</u>
Total remuneration for non-audit services	<u>4,900</u>	<u>4,900</u>
Total remuneration for PricewaterhouseCoopers	<u>19,796</u>	<u>25,050</u>

The fees for audit and non audit services are paid by the Investment Manager out of the management fee that they earn.

8 Distributions to unitholders

The distributions were paid/payable as follows:

	Year ended		Year ended	
	30 June 2020 \$'000	30 June 2020 CPU	30 June 2019 \$'000	30 June 2019 CPU
Distributions				
Distributions payable - December	2,087	2,7416	3,044	4,9630
Distributions payable - June	803	1,0192	17,293	25,7799
	<u>2,890</u>	<u>3,7608</u>	<u>20,337</u>	<u>30,7429</u>

9 Cash and cash equivalents

	As at	
	30 June 2020 \$'000	30 June 2019 \$'000
Cash at bank	4,449	25,022
Total cash and cash equivalents	<u>4,449</u>	<u>25,022</u>

10 Financial assets at fair value through profit or loss

	As at	
	30 June 2020 \$'000	30 June 2019 \$'000
Financial assets at fair value through profit or loss		
Listed equities	147,107	142,002
Listed unit trusts	1,677	-
Unlisted equities	30	-
Total financial assets at fair value through profit or loss	<u>148,814</u>	<u>142,002</u>

An overview of the risk exposures relating to financial assets at fair value through profit or loss is included in note 3.

11 Receivables

	As at	
	30 June 2020 \$'000	30 June 2019 \$'000
Applications receivable	137	237
Accrued income	167	1
GST receivable	32	37
Due from brokers - receivable for securities sold	140	-
Total receivables	476	275

12 Payables

	As at	
	30 June 2020 \$'000	30 June 2019 \$'000
Redemptions payable	475	260
Due to brokers - payable for securities purchased	1,651	792
Accrued expenses	158	148
Total payables	2,284	1,200

13 Net assets attributable to unitholders

Under AASB 132 *Financial instruments: Presentation*, puttable financial instruments meet the definition of a financial liability to be classified as equity where certain strict criteria are met. The Fund shall classify a financial instrument as an equity instrument from the date when the instrument has all the features and meets the conditions.

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

	As at			
	30 June 2020 Units	30 June 2019 Units	30 June 2020 \$'000	30 June 2019 \$'000
Balance as at 1 July	67,078,378	45,730,366	148,806	111,552
Applications	27,143,031	32,518,659	59,979	79,582
Redemptions	(18,317,079)	(14,095,760)	(39,666)	(34,158)
Units issued upon reinvestment of distributions	2,883,168	2,925,113	6,414	7,014
Distributions paid and payable	-	-	(2,890)	(20,337)
Profit/(loss) for the year	-	-	(21,991)	5,153
Closing balance	78,787,498	67,078,378	150,652	148,806

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.

13 Net assets attributable to unitholders (continued)

Capital risk management

The Fund considers its net assets attributable to unitholders as capital. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Fund is subject to daily applications and redemptions at the discretion of unitholders. Net assets attributable to unitholders are representative of the expected cash outflows on redemption, excluding any applicable transaction costs.

The Fund monitors the level of daily applications and redemptions relative to the liquid assets in the Fund. The Fund's strategy was to hold a certain portion of the net assets attributable to unitholders in liquid investments. Liquid assets include cash and cash equivalents and listed equities. Under the terms of the Fund's Constitution, the Responsible Entity has the discretion to reject an application for units and to defer or adjust a redemption of units, if the exercise of such discretion is in the best interests of unitholders.

14 Related party transactions

Responsible entity

The Responsible Entity of the Spheria Australian Smaller Companies Fund is Pinnacle Fund Services Limited.

Pinnacle Investment Management Limited is the parent company of Pinnacle Fund Services Limited. Pinnacle Investment Management Group Limited is the ultimate holding company of Pinnacle Fund Services Limited.

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

Key management personnel

Directors

Key management personnel includes persons who were directors of Pinnacle Fund Services Limited and Pinnacle Investment Management Limited at any time during the financial year as follows:

Pinnacle Fund Services Limited

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

Pinnacle Investment Management Limited

Mr I Macoun
Mr A Ihlenfeldt
Mr A Whittingham

Other key management personnel

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

Management fees and other transactions

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 Fund and the Responsible Entity and the Investment Manager were as follows:

14 Related party transactions (continued)

	Year ended	
	30 June 2020	30 June 2019
	\$	\$
Management fees for the year paid/payable by the Fund	1,773,733	1,588,480
Performance fees for the year paid/payable by the Fund	-	460,501
Aggregate amount payable to the Investment Manager at the reporting date	158,423	147,841

The management fee of 1.10% p.a. is calculated daily based on the net asset value of the Fund.

Responsible Entity fees are paid by the Investment Manager out of the fees that they earn.

Related party unitholdings

Parties related to the Fund (including Pinnacle Fund Services Limited, its related parties and other schemes managed by Pinnacle Fund Services Limited), held units in the Fund as follows:

2020

Unitholder	Number of units held opening (Units)	Number of units held closing (Units)	Fair value of investment (\$)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Fund (\$)
Macoun Family Super Pty Ltd ATF Superannuation Fund	235,476	239,568	456,712	0.30	-	-	-
Pinnacle Charitable Foundation Ltd	153,868	153,868	293,335	0.19	-	-	5,787
Kinauld Pty Ltd	4,787	-	-	-	-	4,787	131
High Pass Holdings Pty Ltd ATF High Pass Holdings Pty Ltd Super Fund	113,339	113,339	216,069	0.14	-	-	4,262

14 Related party transactions (continued)

2019

Unitholder	Number of units held opening (Units)	Number of units held closing (Units)	Fair value of investment (\$)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Fund (\$)
Macoun Family Super Pty Ltd ATF Superannuation Fund	206,235	235,476	520,802	0.35	29,241	-	64,621
Pinnacle Charitable Foundation Ltd	153,868	153,868	340,311	0.23	-	-	47,304
Kinauld Pty Ltd	4,787	4,787	10,587	0.01	-	-	1,472
High Pass Holdings Pty Ltd ATF High Pass Holdings Pty Ltd Super Fund	113,339	113,339	250,671	0.17	-	-	34,844

Investments

The Fund did not hold any investments in Pinnacle Fund Services Limited or its related parties during the year.

Key management personnel compensation

Key management personnel of Pinnacle Fund Services Limited are paid by Pinnacle Services Administration Pty Ltd. Payments made from the Fund to Pinnacle Fund Services Limited do not include any amounts directly attributable to key management personnel remuneration.

Key management personnel loan disclosures

The Fund 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.

Other transactions within the Fund

From time to time directors of Pinnacle Fund Services Limited, or their director related entities, may invest in or withdraw from the Fund. These investments or withdrawals are on the same terms and conditions as those entered into by other Fund investors and are not material in nature.

Apart from those details disclosed in this note, no key management personnel have entered into a material contract with the Fund during the financial year and there were no material contracts involving key management personnel's interests existing at year end.

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

	Year ended	
	30 June 2020 \$'000	30 June 2019 \$'000
(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities		
Net profit/(loss) for the year	(21,991)	5,153
Proceeds from sale of financial instruments at fair value through profit or loss	37,053	67,136
Purchase of financial instruments at fair value through profit or loss	(67,877)	(100,502)
Net (gains)/losses on financial instruments at fair value through profit or loss	24,877	(1,347)
Net change in other receivable	5	(6)
Net change in dividends/distributions receivable	(313)	(41)
Net change in payables and other liabilities	11	33
Net change in interest receivable	1	-
Net cash inflow/(outflow) from operating activities	(28,234)	(29,574)
(b) Cash and cash equivalents		
Cash at bank	4,449	25,022
	<u>4,449</u>	<u>25,022</u>

16 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2020 and 30 June 2019.

17 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 30 June 2020 or on the results and cash flows of the Fund for the year ended on that date.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 28 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, 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 30 June 2020 and of its performance for the financial year ended on that date.
- (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; and
- (c) Note 2(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Mr A Ihlenfeldt
Director

Brisbane
22 September 2020



Independent auditor's report

To the unitholders of Spheria Australian Smaller Companies Fund

Our opinion

In our opinion:

The accompanying financial report of Spheria Australian Smaller Companies Fund (the Registered Scheme) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Registered Scheme's financial position as at 30 June 2020 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the statement of financial position as at 30 June 2020
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the statement of cash flows for the year then ended
- the notes to the financial statements, which include a summary of significant accounting policies
- the directors of the Responsible Entity's declaration.

Basis for opinion

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

Independence

We are independent of the Registered Scheme in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & 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 also fulfilled our other ethical responsibilities in accordance with the Code.

Other information

The directors of the Responsible Entity are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2020, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

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In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, 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.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors of the Responsible Entity for the financial report

The directors of the Responsible Entity are responsible for the preparation of the 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 determines is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors of the Responsible Entity are responsible for assessing the ability of the Registered Scheme to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Responsible Entity either intends to liquidate the Registered 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 objectives are 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

A large, stylized handwritten signature in black ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in black ink that reads 'Ben Woodbridge'.

Ben Woodbridge
Partner

Brisbane
22 September 2020