

**Freehold A-REITs & Listed Infrastructure Fund**

ARSN 164 098 855

**Financial Report  
For the year ended 30 June 2019**

Responsible Entity:

Responsible Entity Partners Limited

ABN 11 119 757 596

Level 9

287 Collins Street

Melbourne Victoria 3000

# Freehold A-REITs & Listed Infrastructure Fund

ARSN 164 098 855

## Financial Report

For the year ended 30 June 2019

### Contents

Directors' report	2
Lead Auditor's independence declaration under section 307C of the Corporations Act 2001.	4
Statement of comprehensive income	5
Statement of financial position	6
Statement of changes in equity	7
Statement of cash flows	8
Notes to the financial statements	9
Directors' declaration	20
Independent auditor's report	21

## Directors' report

The directors of Responsible Entity Partners Limited, the Responsible Entity of Freehold A-REITs & Listed Infrastructure Fund, present their report together with the financial statements of Freehold A-REITs & Listed Infrastructure Fund ('the Fund') for the year ended 30 June 2019.

### Principal activities

The Fund is a registered managed investment scheme constituted on 27 May 2013 and is domiciled in Australia.

The Fund is an actively managed ASX-listed equity portfolio constructed of a concentrated mix of property and infrastructure securities that have a high proportion of rental or mature/contracted income designed to outperform the A-REITs and Listed Infrastructure Customised Index over rolling 3 year periods.

The Fund did not have any employees during the year.

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

### Directors

The following persons held office as directors of Responsible Entity Partners Limited during the year or since the end of the year and up to the date of this report:

	<b>Date Appointed</b>	<b>Date Resigned</b>
Mr Michael Terlet AO (Chairperson)	1 October 2017	-
Mr Ronald Beard	23 October 2013	-
Ms Fiona McNabb	28 September 2016	-
Mr Stephen Miller	1 October 2017	-
Mr Andrew Peterson	20 March 2018	-
Mr Andre Morony	21 August 2018	28 August 2018

No units of the Freehold A-REITs & Listed Infrastructure Fund are held by the directors or any director related entities.

### Service Providers

<b>Service</b>	<b>Provider</b>
Investment manager	Freehold Investment Management Limited
Unit registry service provider	Mainstream Fund Services Pty Ltd
Custodian	Mainstream Fund Services Pty Ltd

### Operating results and review of operations

	<b>Year ended</b>	
	<b>30 June 2019</b>	<b>30 June 2018</b>
	<b>\$</b>	<b>\$</b>
Net operating profit/(loss) before financing costs attributable to unit holders	<b>389,524</b>	262,159
Distributions paid and payable	<b>282,285</b>	527,192

The value of the Fund's gross assets was as follows:

	<b>As at</b>	
	<b>30 June 2019</b>	<b>30 June 2018</b>
	<b>\$</b>	<b>\$</b>
Gross assets	<b>2,710,701</b>	3,522,105

### Significant changes in state of affairs

Andre Morony resigned as a Director of Responsible Entity Partners Limited on 28 August 2018.

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.

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

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

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

**Directors' report (continued)**

**Likely developments and expected results of operations**

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.

Further information on likely developments in the operations of the Fund and the expected results of those operations have not been included in this report because the Responsible Entity believes it would be likely to result in unreasonable prejudice to the Fund.

**Indemnity and insurance of officers**

During the financial period, the Responsible Entity paid a premium in respect of a contract insuring all executive officers of the Responsible Entity against a liability incurred as such to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Responsible Entity has not, during or since the end of the financial period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Responsible Entity or of any related body corporate against a liability incurred as such by an officer or auditor. During the year KPMG was appointed as auditor of the Fund.

**Additional disclosures**

The Fund has applied the relief available in Class Order 98/2395 issued by the Australian Securities and Investments Commission in the preparation of this report. Accordingly, the additional information otherwise required to be included in the directors' report has been disclosed in Note 7, 8 and 14 of the financial statements.

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

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

No fees were paid out of Fund 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 7 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.

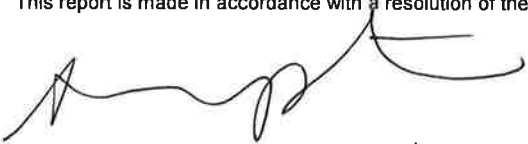
**Environmental regulation**

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

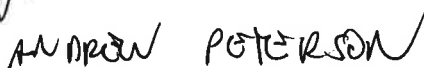
**Lead Auditor's independence declaration under section 307C of the Corporations Act 2001.**

A copy of the Lead 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.



Fiona Margaret McNabb  
Director  
30 September 2019



ANDREW PETERSON



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

To the Directors of Responsible Entity Partners Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Freehold A-REITs & Listed Infrastructure Fund Managed Investment Scheme for the financial year ended 30 June 2019 there have been:

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

KPMG

KPMG

Dean Waters

Partner

Melbourne

30 September 2019

**Freehold A-REITs & Listed Infrastructure Fund**  
**Statement of comprehensive income**  
**For the year ended 30 June 2019**

**Statement of comprehensive income**

	Notes	Year ended	
		30 June 2019 \$	30 June 2018 \$
<b>Investment income</b>			
Interest income		-	-
Dividend/distribution income		143,350	190,051
Net gains/(losses) on financial instruments at fair value through profit or loss	5	290,222	135,186
Other income		368	-
<b>Total net investment income/(loss)</b>		<u>433,940</u>	<u>325,237</u>
<b>Expenses</b>			
Management fees	14	7,464	23,340
Responsible entity fees	14	2,469	(4,424)
Administration fees		12,064	12,198
Audit and accounting fees	13	16,500	17,054
Transaction costs		5,453	10,264
Other expenses		466	4,646
<b>Total operating expenses</b>		<u>44,416</u>	<u>63,078</u>
<b>Operating profit/(loss)</b>		<u>389,524</u>	<u>262,159</u>
<b>Finance costs attributable to unitholders</b>			
Distributions to unitholders	8	(282,285)	(527,192)
(Increase)/decrease in net assets attributable to unitholders	7	(107,239)	265,033
<b>Profit/(loss) for the year</b>		<u>-</u>	<u>-</u>
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<u>-</u>	<u>-</u>

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

**Freehold A-REITs & Listed Infrastructure Fund**  
**Statement of financial position**  
**As at 30 June 2019**

**Statement of financial position**

		As at	
		30 June 2019	30 June 2018
	Notes	\$	\$
<b>Assets</b>			
Cash and cash equivalents	9	79,341	50,399
Receivables	11	43,902	68,714
Due from brokers - receivable for securities sold		125,580	397,004
Financial assets at fair value through profit or loss	6	2,461,878	3,005,988
<b>Total assets</b>		<u>2,710,701</u>	<u>3,522,105</u>
<b>Liabilities</b>			
Payables	12	20,679	6,443
Distribution payable	8	200,683	468,584
Due to brokers - payable for securities purchased		19,191	-
<b>Total liabilities (excluding net assets attributable to unitholders)</b>		<u>240,553</u>	<u>475,027</u>
<b>Net assets attributable to unitholders – liability</b>	7	<u>2,470,148</u>	<u>3,047,078</u>

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

**Freehold A-REITs & Listed Infrastructure Fund**  
**Statement of changes in equity**  
**For the year ended 30 June 2019**

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**Statement of changes in equity**

	Year ended	
	30 June 2019	30 June 2018
	\$	\$
<b>Total equity at the beginning of the financial year</b>		
Profit/(loss) for the year	-	-
Other comprehensive income	-	-
Total comprehensive income	-	-
Transactions with owners in their capacity as owners	-	-
<b>Total equity at the end of the financial year</b>	-	-

Under Australian Accounting Standards, net assets attributable to unit holders are classified as a liability rather than equity. As a result there was no equity at the start or end of the year.

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



**Freehold A-REITs & Listed Infrastructure Fund**  
**Statement of cash flows**  
**For the year ended 30 June 2019**

**Statement of cash flows**

		Year ended	
		30 June 2019	30 June 2018
	Notes	\$	\$
<b>Cash flows from operating activities</b>			
Proceeds from sale of investments		2,209,448	2,861,686
Payment for purchase of investments		(1,084,500)	(1,695,117)
Dividends/distributions received		155,285	204,541
Other Income received		13,119	-
Management fees paid		(9,728)	(20,744)
Reponsible entity fees paid		(2,469)	-
Administration fees paid		(12,064)	(12,198)
Audit fee paid		-	(17,054)
Other expenses paid		(5,793)	(27,477)
<b>Net cash inflow/(outflow) from operating activities</b>	10(a)	<u>1,263,298</u>	<u>1,293,637</u>
<b>Cash flows from financing activities</b>			
Proceeds from applications by unitholders		71,626	319,786
Payments for redemptions by unitholders		(779,612)	(1,202,111)
Distributions paid		(526,369)	(452,578)
<b>Net cash inflow/(outflow) from financing activities</b>		<u>(1,234,355)</u>	<u>(1,334,903)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>28,943</b>	<b>(41,266)</b>
Cash and cash equivalents at the beginning of the year		50,399	91,665
<b>Cash and cash equivalents at the end of the year</b>		<u>79,342</u>	<u>50,399</u>
Non cash financing activities	10(b)	23,817	13,855

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

## **1 General information**

These financial statements cover Freehold A-REITs & Listed Infrastructure Fund ('the Fund') as an individual entity. The Fund is a registered managed investment scheme pursuant to the *Corporations Act 2001* and domiciled in Australia. The Fund was constituted on 27 May 2013 and was registered with the Australian Securities and Investments Commission on 18 June 2013.

The Responsible Entity of the Fund is Responsible Entity Partners Limited (the "Responsible Entity"). The Responsible Entity's registered office is Level 9, 287 Collins Street, Melbourne, VIC 3000. The financial statements are presented in Australian currency unless otherwise noted.

The objective of the Fund is to outperform the A-REITs and Listed Infrastructure Customised Index over rolling 3 year periods via an actively managed ASX-listed equity portfolio constructed of a concentrated mix of A-REITs listed and infrastructure securities that have a high proportion of rental for A-REITs or mature/contracted income for listed infrastructure securities.

The Fund is generally suited for those investors seeking long term capital growth and those who can tolerate the risk associated with investments in a concentrated portfolio of A-REITs and listed infrastructure securities.

The financial statements were authorised for issue by the directors of the Responsible Entity on 30 September 2019. The directors of the Responsible Entity have the power to amend and reissue the financial statements.

## **2 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated 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 Accounting Standards Board and the *Corporations Act 2001* in Australia. The Fund is a for-profit unit trust 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 do not distinguish between current and non-current. All balances are expected to be recovered or settled within twelve months, except for financial assets 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 12 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 12 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**

The Fund had to change some of its accounting policies as a result of new and revised accounting standards which became effective for the first time in the current reporting period and have been applied from 1 July 2018. The affected policies are:

- AASB 9 Financial Instruments (and applicable amendments), (effective from 1 January 2018)

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

Under AASB 9, financial instruments are classified as:

- Amortised cost if the objective of the business model is to hold the financial instruments to collect contractual cash flows only and the contractual cash flows under the instrument represent solely payments of principal and interest (SPPI);
- Fair value through other comprehensive income if the objective of the business model is to hold the financial instruments both to collect contractual cashflows from SPPI and for the purpose of sale; or

## 2 Summary of significant accounting policies (continued)

### (a) Basis of preparation (continued)

#### (ii) New and amended standards adopted by the Fund (continued)

- AASB 9 Financial Instruments (and applicable amendments), (effective from 1 January 2018) (continued)

- All other financial instruments must be recognised at Fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial instrument as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Equity instruments are measured at fair value through profit or loss unless, for equity instruments not held for trading, An irrevocable option is taken to measure at fair value through other comprehensive income. AASB9 also introduces a new credit loss (ECL) impairment model.

AASB 9 has been applied retrospectively by the Fund. The adoption has resulted in a change to the classification but not the measurement of financial instruments in the current period. As permitted by AASB 9 the Fund has not elected to restate the comparative period presented. The Fund's investment portfolio continues to be classified as fair value through profit or loss and other financial assets which are held for collection continue to be measured at amortised cost. There was no material impact on the adoption from the application of the new impairment model.

- AASB 15 Revenue from Contracts with Customers, (effective from 1 January 2018)

AASB 15 Revenue from Contracts with Customers establishes a single revenue recognition using a five-step model based on the transfer of goods and services and the consideration expected to be received in return for that transfer. It replaces existing revenue recognition guidance, including AASB 118 Revenue and AASB 111 Construction Contracts. AASB 15 has been applied prospectively by the Fund.

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

There are no other standards that are effective and that are expected to have a material impact on the Fund in the current or future reporting periods and on foreseeable future transactions.

#### (iii) New standards and interpretations not yet adopted

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

### (b) Financial instruments

#### (i) Classification

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

- Financial assets

The Fund classifies its financial assets in the following measurement categories:

- those to be measured at fair value through profit or loss; and
- those to be measured at amortised cost.

The Fund classifies its assets based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

For equity securities and derivatives, the contractual cash flows of these instruments do not represent solely payments of principal and interest. Consequently, these investments are measured at fair value through profit or loss.

For cash and cash equivalents and receivables, these assets are held in order to collect the contractual cash flows. The contractual terms of these assets give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Consequently, these are measured at amortised cost.

- Financial liabilities

Financial liabilities are classified at amortised cost (due to brokers, distributions payable, management fees payable, applications received in advance, audit and tax fees payable, administration fees payables and custodian fees payable).

## 2 Summary of significant accounting policies (continued)

### (b) Financial instruments (continued)

#### (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 the 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 of the risks and rewards of ownership.

#### (iii) Measurement

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

At initial recognition, the Fund measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of comprehensive income.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income within net gains/(losses) on financial instruments at fair value through profit or loss in the period in which they arise.

For financial assets and financial liabilities at amortised cost, they are initially measured at fair value including directly attributable costs and are subsequently measured according to their classification.

For further details on how the fair values of financial instruments are determined please see Note 4 to the financial statements.

#### (iv) Impairment

At each reporting date, the Fund shall measure the loss allowance on financial assets at amortised cost (cash, due from broker and 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 counter party, probability that the counter party 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.

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

#### (v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount 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.

As at the end of the reporting period, there are no financial assets or liabilities offset or with the right to offset in the statement of financial position.

### (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. The units are classified as financial liabilities.

The units can be put back to the Trust 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..

The units are carried at the redemption amount that is payable at reporting date if the holder exercises the right to put the unit back to the Fund.

### (d) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities 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, and bank overdrafts. Bank overdrafts are shown within borrowings in the statement of financial position.

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.

## 2 Summary of significant accounting policies (continued)

### (e) Investment income

Income is measured at the fair value of the consideration received or receivable.

Interest income is recognised on the accrual basis in the statement of comprehensive income. Interest income is measured using the applicable interest rates.

Dividend income from investments is recognised on ex dividend date.

Distribution income is recognised on present entitlements basis.

### (f) Expenses

Expenses are recognised in the statement of comprehensive income on an accruals basis.

### (g) Income tax

Under current legislation, the Fund is not subject to income tax as unit holders are presently entitled to the income of the Fund. The benefits of any imputation credits and foreign tax paid are passed on to unit holders.

### (h) Distributions

The Fund distributes its distributable income, in accordance with the Fund's Constitution, to unitholders by cash or reinvestment. The distributions are recognised in the statement of comprehensive income as Distributions to unitholders.

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

Income not distributed is included in net assets attributable to unitholders. Where the Fund's units are classified as financial liabilities, movements in net assets attributable to unitholders are recognised in the statement of comprehensive income as finance costs.

### (j) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. Trades are recorded on trade date, and for equities normally settled within two business days. For more information on impairment refer to Note 2(b) to the financial statements.

### (k) Receivables

Receivables may include amounts for interest, dividends and trust distributions. Dividends and trust distributions are accrued when the right to receive payment is established. Where applicable, interest is accrued on a daily basis. Amounts are generally received within 30 days of being recorded as receivables. For more information on impairment refer to Note 2(b) to the financial statements.

### (l) Payables

Payables include liabilities, accrued expenses owed by the Fund and any distributions declared which are unpaid as at the end of the reporting period.

A separate distribution payable is recognised in the statement of financial position.

Distributions declared effective 30 June in relation to unitholders who have previously elected to reinvest distributions are recognised as reinvested effective 1 July of the following financial year.

### (m) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees 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.

### (n) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as 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% or 75%; hence investment management fees, custodial fees and other expenses have been recognised in profit or loss 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.

## 2 Summary of significant accounting policies (continued)

### (o) 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.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in 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.

The adoption of AASB 9 introduced a new expected credit loss (ECL) impairment model, which has not materially impacted the Fund. Please see Note 3 for more information on credit risk.

### (p) Rounding of amounts

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the Directors' report. Amounts in the Directors' report have been rounded to the nearest dollar in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

### (q) Comparative Revisions

Comparative information has been revised where appropriate to enhance comparability. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

## 3 Financial risk management

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 risk management policies are approved by the Responsible Entity and seek to minimise the potential adverse effects of the risks on the Fund's financial performance. The risk management system is an ongoing process of identification, measurement, monitoring and controlling risk.

The Fund outsources the investment management to a specialist investment manager who provides service to the Fund, co-ordinates access to domestic financial markets, and manage the financial risks relating to the operations of the Fund in accordance with an investment mandate set out in accordance with the Fund's constitution and product disclosure statement. The Fund's investment mandate is to invest in a diversified portfolio of stocks listed on the Australian Securities Exchange ("ASX"). The Fund does not trade on international stock exchanges nor does it invest in derivative instruments such as futures and options.

Compliance with policies and exposure limits are reviewed by the Responsible Entity on a continual basis.

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

### (a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange (currency risk), market interest rates (interest rate risk) and market prices (price risk). The Fund manages this risk via outsourcing its investment management; the Investment Manager manages the financial risks relating to the operations of the Fund in accordance with an investment mandate set out in accordance with the Fund's constitution and product disclosure statement. The Fund's investment mandate is to invest in a diversified portfolio of stocks listed on the ASX. There has been no change to the Fund's exposure to market risks or in the manner in which it manages and measures the risk.

#### (i) Foreign exchange risk

The Fund does not undertake transactions denominated in foreign currencies; consequently, no exposure to exchange rate fluctuations arise.

**3 Financial risk management (continued)**

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

(ii) Price Risk

Other market risk is the risk that the total value of investments will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. The Fund has investments in equity instruments which exposes the Fund to price risk. The Investment Manager manages the Fund's market risk on a daily basis in accordance with the Fund's investment objectives and policies, as detailed in the product disclosure statement.

As the Fund's financial instruments are carried at fair value with changes in fair value recognised in the profit or loss, all changes in market conditions will directly affect investment income.

The following table illustrates the effect on profit or loss and net assets attributable to unitholders from possible changes in other market risk that were reasonably possible based on the risk the Fund was exposed to at reporting date:

	As at 30 June 2019		As at 30 June 2018	
	% Change in variable +/-	Impact on operating profit/net assets attributable to unitholders \$	% Change in variable +/-	Impact on operating profit/net assets attributable to unitholders \$
Equity price risk	10	246,188	10	300,599

**(b) Credit risk**

Credit risk refers to the risk that the counterparty will default on its obligations resulting in financial loss to the Fund.

The Fund's exposure to credit risk is limited to receivables for investments sold, dividends, distributions and interest receivable. The credit risk associated with unsettled sales is considered minimal since these trades are settled on a T+2 basis and for which the counterparties are large financial institutions. The credit risk associated with dividend, distribution and interest receivable is considered to be minimal since none of these amounts are impaired nor past due but not impaired.

**(c) Liquidity risk management**

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.

The Fund's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities. Unitholders are able to withdraw their units at any time and the Fund is therefore exposed to the liquidity risk of meeting unitholders' withdrawals at any time.

The Fund's listed securities and listed managed investment schemes are considered to be readily realisable. As a result, the risk to the Fund of not being able to liquidate these investments at their fair value in order to meet its liquidity requirements is considered minimal.

The Fund's liquidity risk is managed in accordance with the Fund's investment strategy. The Fund has a high level of net inward cash flows (through new applications by unitholders) which provides capacity to manage liquidity risk. The Fund also manages liquidity risk through the continuous monitoring of forecast and actual cash flows.

**Liquidity risk**

The following table details the Fund's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the earliest date on which the Fund can be required to pay.

	1-3 months	3 months	1-5 years	5+ years	No stated maturity	Total
	\$	\$	\$	\$	\$	\$
<b>As at 30 June 2019</b>						
Payables	20,679	-	-	-	-	20,679
Distributions payable to unitholders	200,683	-	-	-	-	200,683
Due to brokers - payable for securities purchased	19,191	-	-	-	-	19,191
Net assets attributable to unitholders	-	-	-	-	2,470,148	2,470,148
	<b>240,553</b>	-	-	-	<b>2,470,148</b>	<b>2,710,701</b>

**3 Financial risk management (continued)**

**(c) Liquidity risk management (continued)**

	1-3 months	3 months	1-5 years	5+ years	No stated maturity	Total
	\$	\$	\$	\$	\$	\$
As at 30 June 2018						
Payables	6,443	-	-	-	-	6,443
Distributions payable to unitholders	468,584	-	-	-	-	468,584
Net assets attributable to unitholders	-	-	-	-	3,047,078	3,047,078
	<u>475,027</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,047,078</u>	<u>3,522,105</u>

**4 Fair value measurement**

Financial assets at fair value through profit or loss are measured at fair value 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.

AASB 13 requires disclosure of fair value measurements by level of the following fair value hierarchy:

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

**(a) 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 to the financial statements. For the majority of its investments, the Fund relies on information provided by independent pricing services for the valuation of its investments.

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.

**(b) 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, option pricing models 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 pricing models, 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.

**(c) Recognised fair value measurements**

The table below presents the Fund's financial assets and liabilities measured and recognised at fair value as at 30 June 2019.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
<b>As at 30 June 2019</b>				
<b>Financial assets</b>				
Financial assets at fair value through profit or loss	<u>2,461,878</u>	-	-	<u>2,461,878</u>
<b>Total</b>	<u>2,461,878</u>	<u>-</u>	<u>-</u>	<u>2,461,878</u>
<b>As at 30 June 2018</b>				
<b>Financial assets</b>				
Financial assets at fair value through profit or loss	<u>3,005,988</u>	-	-	<u>3,005,988</u>
<b>Total</b>	<u>3,005,988</u>	<u>-</u>	<u>-</u>	<u>3,005,988</u>



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

	Year ended	
	30 June 2019 \$	30 June 2018 \$
Net realised gain/(loss) on financial assets at fair value through profit or loss	132,992	125,151
Net unrealised gain/(loss) on financial assets at fair value through profit or loss	157,230	10,035
<b>Total net gains/(losses) on financial instruments at fair value through profit or loss</b>	<b>290,222</b>	<b>135,186</b>

**6 Financial assets at fair value through profit or loss**

	As at	
	30 June 2019 \$	30 June 2018 \$
Domestic equities (listed)	2,461,878	3,005,988
<b>Total financial instruments held at fair value through profit or loss*</b>	<b>2,461,878</b>	<b>3,005,988</b>

\*The Fund's equity securities were previously designated at fair value through profit or loss. On adoption of AASB 9 the above equity securities are mandatorily classified as at fair value through profit or loss.

**7 Net assets attributable to unitholders**

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

	Year ended		Year ended	
	30 June 2019 Units	30 June 2019 \$	30 June 2018 Units	30 June 2018 \$
Opening balance	3,242,757	3,047,078	4,084,951	4,194,436
Applications	75,846	71,626	292,860	305,931
Redemptions	(806,810)	(779,612)	(1,148,460)	(1,202,111)
Units issued upon reinvestment of distributions	25,486	23,817	13,406	13,855
Increase/(decrease) in net assets attributable to unitholders	-	107,239	-	(265,033)
Closing balance	<b>2,537,279</b>	<b>2,470,148</b>	<b>3,242,757</b>	<b>3,047,078</b>

As stipulated within the Fund 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.

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 after the end of the reporting period cannot be reliably determined.

**Capital risk management**

The Fund 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 Fund is subject to daily applications and redemptions at the discretion of unitholders.

Daily applications and redemptions are reviewed relative to the liquidity of the Fund's underlying assets on a daily basis by the Responsible Entity. 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.

**8 Distributions to unitholders**

The distributions for the year were as follows:

	Year ended		Year ended	
	30 June 2019 \$	30 June 2019 CPU	30 June 2018 \$	30 June 2018 CPU
Distribution paid	81,602	2.7955	58,608	1.5751
Distribution payable	200,683	7.9094	468,584	14.4502
<b>Total Distributions</b>	<b>282,285</b>	<b>10.7048</b>	<b>527,192</b>	<b>16.0253</b>

**9 Cash and cash equivalents**

	As at	
	30 June 2019 \$	30 June 2018 \$
Cash at bank	79,341	50,399
<b>Total cash and cash equivalents</b>	<b>79,341</b>	<b>50,399</b>

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

	Year ended	
	30 June 2019 \$	30 June 2018 \$
<b>(a) Reconciliation of profit to net cash inflow/(outflow) from operating activities</b>		
Profit/(loss) for the year	389,524	262,159
Proceeds from sale of financial instruments at fair value through profit or loss	2,209,448	2,861,686
Purchase of financial instruments at fair value through profit or loss	(1,084,500)	(1,695,117)
Net (gains)/losses on financial instruments at fair value through profit or loss	(290,222)	(135,186)
Net change in receivables and other assets	24,812	1,923
Net change in payables and other liabilities	14,236	(1,828)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>1,263,298</b>	<b>1,293,637</b>
<b>(b) Non cash financing activities</b>		
During the year the following distribution payments to unitholders were satisfied by the issue of units under the distribution reinvestment plan	23,817	13,855
	<b>23,817</b>	<b>13,855</b>

**11 Receivables**

	As at	
	30 June 2019 \$	30 June 2018 \$
Dividends/distribution receivable	41,569	53,504
Goods and services tax recoverable	546	672
Other receivable	1,787	14,538
	<b>43,902</b>	<b>68,714</b>

**12 Payables**

	As at	
	30 June 2019 \$	30 June 2018 \$
Audit fee payable	16,500	-
Management fee payable	-	4,151
Responsible entity fee payable	164	-
Fund accounting & admin fee payable	3,589	2,292
Other payables	426	-
	<b>20,679</b>	<b>6,443</b>

### 13 Remuneration of auditor

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

	Year ended 30 June 2019 \$
<b>KPMG</b>	
Audit and other assurance services	
Audit and review of financial statements	12,400
Audit of compliance plan	4,100
<b>Total remuneration of KPMG</b>	<b>16,500</b>
	Year ended 30 June 2018 \$
<b>PricewaterhouseCoopers</b>	
Audit and other assurance services	
Audit and review of financial statements	12,470
Audit of compliance plan	4,160
<b>Total remuneration of PricewaterhouseCoopers</b>	<b>16,630</b>

### 14 Related party transactions

#### (a) Responsible Entity

The Responsible Entity of the Fund is Responsible Entity Partners Limited (ABN 11 119 757 596).

#### (b) Directors

Key management personnel includes persons who were directors of Responsible Entity Partners Limited at any time during the financial year as follows:

	Date Appointed	Date Resigned
Mr Michael Terlet AO (Chairperson)	1 October 2017	-
Mr Ronald Beard	23 October 2013	-
Ms Fiona McNabb	28 September 2016	-
Mr Stephen Miller	1 October 2017	-
Mr Andrew Peterson	20 March 2018	-
Mr Andre Morony	21 August 2018	28 August 2018

#### (c) 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.

#### (d) Transactions with key management personnel

There were no transactions with key management personnel during the reporting period.

#### (e) Key management personnel compensation

Key management personnel are paid by Responsible Entity Partners Limited. Payments made from the Fund to Responsible Entity Partners Limited do not include any amounts directly attributable to compensation of key management personnel.

#### (f) Related party unitholdings

Neither the Responsible Entity nor its parent company held units in the Fund at the end of the Financial year.

#### (g) Other transactions within the Fund

No key management personnel have entered into any transactions with the Fund during the financial year and there were no material balances involving key management personnel's interests outstanding at year end.

#### (h) Other entities with significant influence over the Fund

Freehold Investment Management Limited acts as the Manager of the Fund and investment management fees of \$7,464 for the year were paid to the Manager (2018: \$23,340).

**14 Related party transactions (continued)**

**(i) Responsible Entity and Investment Manager's fees and other transactions**

Under the terms of the Fund's Constitution and Product Disclosure Statement for the Fund, the Responsible Entity and the Investment Manager are entitled to receive management fees.

The transactions during the year and amounts payable as at year/period end between the Fund, the Responsible Entity and the Investment Manager were as follows:

	Year ended 30 June 2019 \$	Year ended 30 June 2018 \$
Management fees for the year	7,464	23,340
Responsible Entity fees for the year	2,469	(4,424)
Management fees payable at year end	-	4,151
Responsible Entity fees payable at year end	164	-

For information on how management fees are calculated please refer to the Fund's Product Disclosure Statement.

**15 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 disclosed in the balance sheet as at 30 June 2019 or on the results and cash flows of the Fund for the year ended on that date.

**16 Contingent assets and liabilities and commitments**


There are no outstanding contingent assets, liabilities or commitments as at 30 June 2019 (30 June 2018: nil).

**Directors' declaration**

In the opinion of the Directors of Responsible Entity Partners Limited, the Responsible Entity of Freehold A-REITs & Listed Infrastructure Fund, declares that:

- (a) The financial statements and notes set out on pages 5 to 19 are in accordance with the *Corporations Act 2001*, including:
- (i) complying with Australian 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 2019 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.
- (c) Note 2(a) confirms that the financial statements also comply with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

  
Fiona Margaret McNabb  
Director  
30 September 2019

ANDREW PETERSON



# Independent Auditor's Report

To the unitholders of Freehold A-REITs & Listed Infrastructure Fund

## Opinion

We have audited the **Financial Report** of the Freehold A-REITs & Listed Infrastructure Fund (the Scheme).

In our opinion, the accompanying **Financial Report** of the Freehold A-REITs & Listed Infrastructure Fund is in accordance with the *Corporations Act 2001*, including:

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

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2019
- Statement of profit or loss and other comprehensive income for the year then ended
- Statement of changes in equity, and Statement of cash flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' Declaration.

## Basis for opinion

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

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Scheme in accordance with *the Corporations Act 2001* and the 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 the Freehold A-REITs & Listed Infrastructure Fund's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. This includes the Directors' Report. The Directors of Responsible Entity Partners Limited (the Responsible Entity) are responsible for the Other Information.

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

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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



## Responsibilities of the Directors for the Financial Report

The Directors of Responsible Entity Partners Limited (the Responsible Entity) are responsible for:

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

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

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

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

KPMG

KPMG

Dean Waters

Partner

Melbourne

30 September 2019