

**Perennial Private to Public Opportunities Fund No.2**  
**Annual report**  
**For the year ended 30 June 2023**

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This annual report covers Perennial Private to Public Opportunities Fund No.2 as an individual entity.

The Trustee of Perennial Private to Public Opportunities Fund No.2 is Perennial Investment Management Limited (ABN 13 108 747 637) (AFSL 275101).

The Trustee's registered office is:  
Level 27, 88 Phillip Street  
Sydney, NSW 2000

## Directors' report

The Directors of Perennial Investment Management Limited, the Trustee of Perennial Private to Public Opportunities Fund No.2 (the Scheme), present their report together with the financial statements of the Scheme for the year ended 30 June 2023.

### Trustee

The Trustee of Perennial Private to Public Opportunities Fund No.2 is Perennial Investment Management Limited (ABN 13 108 747 637) (the Trustee). The Trustee's registered office is Level 27, 88 Phillip Street, Sydney, NSW 2000.

### Principal activities

The Scheme was constituted on 12 May 2020 and commenced operations on 2 October 2020.

The Scheme has been established to focus on investments in unlisted growth markets including pre-IPO and IPO stage businesses and listed placement opportunities. The Scheme will predominantly invest in Australia but may also invest in assets likely to list in OECD member countries and other developed markets.

The Scheme did not have any employees during the year.

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

### Directors

The following persons held office as Directors of Perennial Investment Management Limited during the year or since the end of the year and up to the date of this report:

A Patterson  
C Love  
M Bennett

### Review and results of operations

During the year, the Scheme continued investing in accordance with the Information Memorandum and the provisions of the Scheme's Constitution.

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

	For the year ended	
	30 June 2023	30 June 2022
Operating profit for the year (\$'000)	3,617	30,214
Distributions paid and payable (\$'000)	-	-
Distributions (cents per unit (CPU))	-	-

### Significant changes in the state of affairs

Effective 28 October 2023, HSBC Bank Australia Limited will replace Apex Fund Services as Scheme custodian and administrator.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Scheme that occurred during the financial

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

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may have a significant effect on:

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

### Likely developments and expected results of operations

The Scheme will continue to be managed in accordance with the investment objectives and guidelines as set out in the Information Memorandum and the provisions of the Scheme's Constitution.

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

**Directors' report (continued)**

**Indemnification and insurance of officers and auditors**

There is a Directors' and Officers' insurance policy which indemnifies the Directors and Officers of Perennial Investment Management Limited against liabilities to persons outside Perennial Investment Management Limited that arise out of the performance of their normal duties. The auditor of the Scheme is in no way indemnified out of the assets of the Scheme.

**Fees paid to and interests held in the Scheme by the Trustee and its associates**

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

No fees were paid out of Scheme property to the Directors of the Trustee during the year.

The number of interests in the Scheme held by the Trustee or its associates as at the end of the financial year are disclosed in Note 14 to the financial statements.

**Interests in the Scheme**

The movement in units on issue in the Scheme during the year is disclosed in Note 7 to the financial statements.

The value of the Scheme'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 Scheme are not subject to any particular or significant environmental regulations under Commonwealth, State or Territory law.

Environmental, social and governance (ESG) risks, including climate change, are identified in accordance with the Trustee's risk management framework.

**Rounding of amounts to the nearest thousand dollars**

The Scheme is an entity of the 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 Trustees' report. Amounts in the Trustees' report have been rounded to the nearest thousand dollars in accordance with that ASIC Instrument, unless otherwise indicated.

This report is made in accordance with a resolution of the Directors of Perennial Investment Management Limited.



Anthony Patterson  
Director  
Perennial Investment Management Limited

Sydney  
26 September 2023

**Perennial Private to Public Opportunities Fund No.2**  
**Statement of comprehensive income**  
**For the year ended 30 June 2023**

**Statement of comprehensive income**

		<b>For the year ended</b>	
		<b>30 June 2023</b>	<b>30 June 2022</b>
		<b>\$'000</b>	<b>\$'000</b>
	Note		
<b>Investment income</b>			
Interest income from financial assets at fair value through profit or loss		579	2,778
Net foreign exchange gain/(loss)		372	(3)
Dividend income		10	-
Net gains/(losses) on financial instruments at fair value through profit or loss	5	5,033	35,461
Other income		1,019	7
<b>Total investment income</b>		<b>7,013</b>	<b>38,243</b>
<b>Expenses</b>			
Trustee fees	14	3,164	2,817
Performance fees	14	-	4,887
Transaction costs		3	69
Other expenses		229	256
<b>Total expenses</b>		<b>3,396</b>	<b>8,029</b>
<b>Operating profit/(loss) for the year</b>		<b>3,617</b>	<b>30,214</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<b>3,617</b>	<b>30,214</b>

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

Perennial Private to Public Opportunities Fund No.2  
Statement of financial position  
As at 30 June 2023

Statement of financial position

		As at	
		30 June 2023	30 June 2022
	Note	\$'000	\$'000
<b>Assets</b>			
Cash and cash equivalents	9	300	2,903
Receivables	11	57	270
Due from brokers - receivable for securities sold		3,141	2,778
Financial assets at fair value through profit or loss	6	<u>196,116</u>	193,508
<b>Total assets</b>		<u>199,614</u>	199,459
<b>Liabilities</b>			
Payables	12	<u>1,933</u>	5,395
<b>Total liabilities</b>		<u>1,933</u>	5,395
<b>Net assets attributable to unitholders – equity</b>	7	<u>197,681</u>	194,064

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

**Perennial Private to Public Opportunities Fund No.2**  
**Statement of changes in equity**  
**For the year ended 30 June 2023**

**Statement of changes in equity**

	Note	For the year ended	
		30 June 2023 \$'000	30 June 2022 \$'000
<b>Total equity at the beginning of the financial year</b>		<b>194,064</b>	163,850
<b>Comprehensive income for the year</b>			
Profit for the year		3,617	30,214
Other comprehensive income		-	-
<b>Total comprehensive income</b>		<b>3,617</b>	30,214
<b>Total equity at the end of the financial year</b>		<b>197,681</b>	194,064

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

**Perennial Private to Public Opportunities Fund No.2**  
**Statement of cash flows**  
**For the year ended 30 June 2023**

**Statement of cash flows**

	Note	For the year ended	
		30 June 2023	30 June 2022
		\$'000	\$'000
<b>Cash flows from operating activities</b>			
Proceeds from sale of financial instruments at fair value through profit or loss		16,701	32,595
Payments for the purchase of financial instruments at fair value through profit or loss		(14,267)	(31,459)
Interest income received from financial assets at fair value through profit or loss		579	2,778
Dividend income received		10	-
Other income received		1,019	7
Trustee fees paid		(3,164)	(2,773)
Performance fees paid		(3,462)	(231)
Transaction costs		(3)	(69)
Other expenses paid		(16)	(425)
<b>Net cash inflow/(outflow) from operating activities</b>	10	<b>(2,603)</b>	<b>423</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(2,603)</b>	<b>423</b>
Cash and cash equivalents at the beginning of the year		<b>2,903</b>	<b>2,480</b>
<b>Cash and cash equivalents at the end of the year</b>	9	<b>300</b>	<b>2,903</b>

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



## **1 General information**

These financial statements cover Perennial Private to Public Opportunities Fund No.2 (the "Scheme") as an individual entity. The Scheme was constituted on 12 May 2020 and commenced operations on 2 October 2020 and will terminate on 12 May 2025 unless terminated earlier or extended in accordance with the Scheme's Constitution.

### **Trustee**

The Trustee of the Scheme is Perennial Investment Management Limited (ABN 13 108 747 637) (AFSL 275101). The Trustee's registered office is Level 27, 88 Phillip Street, Sydney NSW 2000.

The Trustee is incorporated and domiciled in Australia.

The Scheme has been established to focus on investments in unlisted growth markets including pre-IPO and IPO stage businesses and listed placement opportunities. The Scheme will predominantly invest in Australia but may also invest in assets likely to list in OECD member countries and other developed markets.

The financial statements are presented in Australian dollars unless otherwise noted.

The financial statements are for the period 1 July 2022 to 30 June 2023 (the reporting period).

The financial statements were authorised for issue by the Directors on the date the Directors' declaration was signed. The Directors of the Trustee 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 the 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 and other authoritative pronouncements of the Australian Accounting Standards Board. The Scheme is a for-profit entity for the purpose of preparing the financial statements.

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

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 investments in financial assets. The amount expected to be recovered or settled within twelve months after the end of the reporting period cannot be reliably determined.

Compliance with Australian Accounting Standards and International Financial Reporting Standards. The financial statements of the Scheme comply with Australian Accounting Standards as issued by the Australian Accounting Standard Board and also comply with International Financial Reporting Standards as issued by the International Accounting Standard Board.

#### *(i) New and amended standards and interpretations adopted by the Scheme*

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2022 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods.

#### *(ii) 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 2023 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 Scheme.

### **(b) Financial instruments**

#### *(i) Classification*

- Financial assets

The Scheme 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 Scheme's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Scheme's documented investment strategy. The Trustee evaluates the information about these financial assets on a fair value basis together with other related financial information.

## 2 Summary of significant accounting policies (continued)

### (b) Financial instruments (continued)

#### (i) Classification (continued)

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 debt securities, the contractual cash flows are solely payments of principal and interest, however they are neither held for collecting contractual cash flows nor held both for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the Scheme's investment strategy. Consequently, the debt securities are measured at fair value through profit or loss.

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

#### • Financial liabilities

For financial liabilities that are not classified and measured at fair value through profit or loss, these are classified as financial liabilities at amortised cost (Trustee fees payable and performance fees payable).

#### (ii) Recognition and derecognition

The Scheme 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.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or the Scheme has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognised when the obligation under the liabilities are discharged.

#### (iii) Measurement

#### • Financial instruments at fair value through profit or loss

At initial recognition, the Scheme 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 liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of 'financial assets or liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income in the year 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.

#### (iv) Impairment

AASB 9 requires the Scheme to record an allowance for expected credit losses (ECL) for all financial assets not held at fair value through profit or loss.

At each reporting date, the Scheme shall measure the loss allowance on financial assets at amortised cost (cash, due from brokers and receivables) at an amount equal to the lifetime ECL if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Scheme shall measure the loss allowance at an amount equal to 12-month ECL. 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.

#### (v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when the Scheme has 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.

## 2 Summary of significant accounting policies (continued)

### (c) Net assets attributable to unitholders

Units are redeemable at the sole discretion of the Trustee. The Trustee does not intend to permit investor redemption requests.

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 Scheme'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 Scheme, and it is not a contract settled in the Scheme'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.

As at 30 June 2023 and 30 June 2022, net assets attributable to unitholders were classified as equity.

### (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 and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

### (e) Investment income

#### (i) Interest income

Interest income from financial assets at amortised cost is recognised on a time-proportionate basis using the effective interest method and includes interest from cash and cash equivalents. Interest from financial assets at fair value through profit or loss is determined based on the contractual coupon interest rate and includes interest from debt securities.

The effective interest method calculates the amortised cost of a financial asset or liability and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Scheme estimates cash flows considering all contractual terms of the financial instruments (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts.

Interest income on financial assets at fair value through profit or loss is also recognised in the statement of comprehensive income. Changes in fair value of financial instruments held at fair value through profit or loss are recorded in accordance with the policies described in Note 2(b) to the financial statements.

### (f) Expenses

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

### (g) Income tax

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

### (h) Distributions

The Scheme may distribute its distributable income, in accordance with the Scheme's Constitution, to unitholders by cash. The distributions are recognised in the statement of changes in equity.

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

Income not distributed is included in net assets attributable to unitholders.

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

**(j) Receivables**

Receivables may include amounts for interest. Where applicable, interest is accrued on a daily basis. Amounts are generally received within 30 days of being recorded as receivables.

**(k) Payables**

Payables include liabilities, accrued expenses owed by the Scheme 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.

**(l) Goods and Services Tax (GST)**

The GST incurred on the costs of various services provided to the Scheme by third parties such as Trustee fees, have been passed on to the Scheme. The Scheme qualifies for Reduced Input Tax Credits at a rate of at least 55%. Fees for these services and any other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Amounts 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.

**(m) Foreign currency translation**

*(i) Functional and presentation currency*

Items included in the Scheme'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 Scheme competes for funds and is regulated. The Australian dollar is also the Scheme's presentation currency.

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

The Scheme does not isolate that portion of unrealised gains or losses on securities and derivatives financial instruments that are measured at fair value through profit or loss and which is due to changes in foreign exchange rates from that which is due to changes in the market price of securities. Such fluctuations are included with the net gains or losses on financial instruments at fair value through profit or loss.

**(n) Use of estimates**

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

Certain financial instruments, for example unquoted securities, are fair valued using valuation techniques. Where valuation techniques are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Investment Manager.

Areas such as credit risk (both own and counterparty), volatilities and correlations are considered by trustee in determining estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The ECL model has not materially impacted the Scheme. Please see Note 3 for more information on credit risk.

**(o) Rounding of amounts**

The Scheme is an entity of the 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 financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with that ASIC Instrument, unless otherwise indicated.

### 3 Financial risk management

The Scheme's activities expose it to a variety of financial risks including market risk (which incorporates price risk and interest rate risk), credit risk and liquidity risk.

The Trustee's overall risk management program focuses on ensuring compliance with the Scheme's Information Memorandum and the provisions of the Scheme's Constitution. It also seeks to maximise the returns derived for the level of risk to which the Scheme is exposed and seeks to minimise potential adverse effects on the Scheme's financial performance. The Scheme's investment guidelines allow it to use derivative financial instruments in managing its financial risks.

All investments present a risk of loss of capital, where the maximum loss of capital on any position is limited to the fair value of those positions.

The investments of the Scheme, and associated risks, are managed by the Investment Manager under an Investment Management Agreement approved by the Trustee. It contains the investment strategy and guidelines of the Scheme, consistent with those stated in the Information Memorandum.

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

#### (a) Market risk

##### (i) Price risk

Price risk is the risk that the fair value or future cash flows of equities will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instruments traded in the market.

Price risk exposure arises from the Scheme'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.

Unlisted assets can be illiquid and subject to significant price risk. The Investment Manager mitigates this price risk through diversification and a careful selection of securities and other financial instruments within specified limits set by the Trustee.

The Scheme's overall market positions are monitored on a regular basis by the Scheme's Investment Manager. This information and the compliance with the Scheme's Information Memorandum are reported to the relevant parties on a regular basis as deemed appropriate such as the compliance manager, other key management personnel, compliance committees and ultimately the Trustee.

The table at Note 3(b) summarises the sensitivities of the Scheme's assets and liabilities to price risk. The analysis is based on a possible and reasonable movement in the Schemes investment portfolio of +/-5% (2022: +/-5%).

##### (ii) Interest rate risk

The yield and fair value of securities can be affected by interest rate movements. In instances where interest rates rise, the fair value of certain fixed rate securities may decline. Equally in circumstances where interest rates decline the yield of certain floating rate securities will drop to reflect the floating rate nature of the yield. Equally longer-term interest rate expectations have the ability to impact the value of longer dated fixed rate securities.

3 Financial risk management (continued)

(a) Market risk (continued)

(ii) Interest rate risk (continued)

The table below summarises the Scheme's exposure to interest rate risk at the end of the reporting period.

	Floating interest rate \$'000	4 to 12 months \$'000	Fixed interest rate 1 to 5 years \$'000	Over 5 years \$'000	Non-interest bearing \$'000	Total \$'000
<b>As at 30 June 2023</b>						
<b>Assets</b>						
Cash and cash equivalents	300	-	-	-	-	300
Receivables	-	-	-	-	57	57
Due from brokers - receivable for securities sold	-	-	-	-	3,141	3,141
Financial assets at fair value through profit or loss	-	-	23,327	-	172,788	196,115
<b>Total assets</b>	<b>300</b>	<b>-</b>	<b>23,327</b>	<b>-</b>	<b>175,986</b>	<b>199,613</b>
<b>Liabilities</b>						
Payables	-	-	-	-	1,933	1,933
Due to brokers - payable for securities purchased	-	-	-	-	-	-
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,933</b>	<b>1,933</b>
<b>Net exposure</b>	<b>300</b>	<b>-</b>	<b>23,327</b>	<b>-</b>	<b>174,053</b>	<b>197,680</b>
<b>As at 30 June 2022</b>						
<b>Assets</b>						
Cash and cash equivalents	2,903	-	-	-	-	2,903
Receivables	-	-	-	-	270	270
Due from brokers - receivable for securities sold	-	-	-	-	2,778	2,778
Financial assets at fair value through profit or loss	-	-	44,602	-	148,906	193,508
<b>Total assets</b>	<b>2,903</b>	<b>-</b>	<b>44,602</b>	<b>-</b>	<b>151,954</b>	<b>199,459</b>
<b>Liabilities</b>						
Payables	-	-	-	-	5,395	5,395
Due to brokers - payable for securities purchased	-	-	-	-	-	-
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,395</b>	<b>5,395</b>
<b>Net exposure</b>	<b>2,930</b>	<b>-</b>	<b>44,602</b>	<b>-</b>	<b>146,559</b>	<b>194,064</b>

The table at Note 3(b) summarises the impact of an increase/decrease of interest rates on the Scheme's operating profit and net assets attributable to unitholders through changes in fair value of changes in future cash flows. The analysis is based on the assumption that the interest rates changed by +/-100 basis points from the year end rates with all other variables held constant.

### 3 Financial risk management (continued)

#### (b) Summarised sensitivity analysis

The following table summarises the sensitivity of the Scheme's operating profit and net assets attributable to unitholders to market risks. The possible movement in risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in foreign exchange rates, interest rates and the historical correlation of the Scheme's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market movements resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Scheme invests. As a result, historic variations in risk variables should not be used to predict future variances in the risk variables.

	Impact on operating profit/net assets attributable to unitholders			
	Price risk		Interest rate risk	
	-5%	+5%	-100bps	+100bps
	\$'000	\$'000	\$'000	\$'000
As at 30 June 2023	(8,639)	8,639	(20,521)	20,521
As at 30 June 2022	(7,445)	7,445	(33,429)	33,429

#### (c) Credit risk

The Scheme is exposed to credit risk, which is the risk that a counterparty will be unable to pay its obligations in full when they fall due, causing a financial loss to the Scheme.

The main concentration of credit risk, to which the Scheme is exposed, arises from the Scheme's investment in debt securities. The Scheme is also exposed to counterparty credit risk on derivative financial instruments, cash and cash equivalents, amounts due from brokers and other receivables. None of these assets are impaired nor past their due date.

The Scheme determines credit risk and measures ECL for financial assets measured at amortised cost using probability of default, exposure at default and loss given default. Management consider both historical analysis and forward looking information in determining any ECL. At 30 June 2023, all receivables, amounts due from brokers, cash and short-term deposits are either callable on demand or due to be settled within 1 week. Management consider the probability of default to be close to zero as these instruments have a low risk of default and the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be wholly insignificant to the Scheme.

There was no significant credit risk in the Scheme as at 30 June 2023 and 30 June 2022.

#### (d) Liquidity risk

Liquidity risk is the risk that a Scheme will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by spreading the expected maturity of each security over the life of the Scheme. Any current cash requirements (e.g. accrued fees, realised gains to be paid out) are matched with cash or liquid listed equity positions.

Liquid assets include cash and cash equivalents and net Level 1 financial instruments (listed equities). As at 30 June 2023, these assets amounted to \$29,876,850.

##### (i) Maturities of non-derivative financial liabilities

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

	Less than 1 month	1 to 6 months	6 to 12 months	Over 12 months	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
As at 30 June 2023					
Payables	1,933	-	-	-	1,933
<b>Total financial liabilities</b>	<b>1,933</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,933</b>
As at 30 June 2022					
Payables	5,395	-	-	-	5,395
<b>Total financial liabilities</b>	<b>5,395</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,395</b>

#### 4 Fair value measurement

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

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value measurement 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).

The Scheme 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 Scheme relies on information provided by independent pricing services for the valuation of its investments.

##### (a) Fair value in an active market (level 1)

The fair value of financial assets and liabilities traded in active markets (listed markets such as ASX or other exchanges/platforms) are based on quoted market prices at the close of trading at the end of the reporting period without any deduction for estimated future selling costs.

The quoted market price used for financial assets held by the Scheme is the last traded market price; the quoted market price for financial liabilities is the last traded market price.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

##### (b) Fair value in an inactive or unquoted market (level 2 and level 3)

In the absence of a quoted price in an active market, they are valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves. Adjustments are made to the valuations when necessary to recognise differences in the instrument's terms. To the extent that the significant inputs are observable, the Scheme categorises these investments as level 2.

Level 3 instruments could include distressed debt instruments, certain private equity and real estate investments that are not based on market inputs or securities that are in an inactive/illiquid market and are valued using models and internal data. Level 3 investments may be adjusted to reflect illiquidity and/or restrictions, however, the adjustments are not based on available market information. Level 3 instruments also include those that have stale price that is, where the pricing for a particular security has remained static for an extended period of time.

Level 3 valuations are regularly reviewed by the relevant management. Management considers the appropriateness of the valuation inputs, methods and techniques used in the valuations. The valuation inputs are generally sourced from independent third party pricing sources without adjustment such as stock exchanges, pricing agencies and/or investment managers. Where the inputs are considered stale, unobservable, proprietary or from an inactive market, they are categorised as level 3.

Investments classified within level 3 have significant unobservable inputs, as they are infrequently traded. Level 3 instruments include certain unlisted unit trusts and corporate debt securities. As observable prices are not available for these securities, valuation techniques are used to derive fair value.



**4 Fair value measurement (continued)**

**(c) Recognised fair value measurements**

The table below presents the Scheme's financial assets and liabilities measured and recognised at fair value as at 30 June 2023 and 30 June 2022.

As at 30 June 2023	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>				
Convertible notes	-	6,709	16,618	23,327
Listed equities	29,577	-	-	29,577
Unlisted equities	-	17,133	126,079	143,212
<b>Total financial assets</b>	<b>29,577</b>	<b>23,842</b>	<b>142,697</b>	<b>196,116</b>

As at 30 June 2022

<b>Financial assets</b>				
Convertible notes	-	6,052	38,550	44,602
Listed equities	2,704	-	-	2,704
Unlisted equities	-	14,887	131,315	146,202
<b>Total financial assets</b>	<b>2,704</b>	<b>20,939</b>	<b>169,865</b>	<b>193,508</b>

The following table presents the movement in level 3 instruments as at the reporting date by class of financial instrument.

As at 30 June 2023	Unlisted equities \$'000	Total \$'000
<b>Opening balance</b>	<b>131,315</b>	<b>131,315</b>
Transfers into/(out) from level 3	(28,956)	(28,956)
Purchases	27,090	27,090
Sales	(8,807)	(8,807)
Gains/(losses) recognised in profit or loss	5,437	5,437
<b>Closing balance</b>	<b>126,079</b>	<b>126,079</b>

As at 30 June 2022

	Unlisted equities \$'000	Total \$'000
Opening balance	68,952	68,952
Transfers into/(out) from level 3	(1,071)	(1,071)
Purchases	45,917	45,917
Sales	(144)	(144)
Gains/(losses) recognised in profit or loss	17,661	17,661
<b>Closing balance</b>	<b>131,315</b>	<b>131,315</b>

4 Fair value measurement (continued)

(c) Recognised fair value measurements (continued)

Significant unobservable inputs used in measuring fair value

The following table presents significant unobservable inputs used at 30 June 2023 and 30 June 2022 in measuring financial instruments categorised as level 3 in the fair value hierarchy.

At 30 June 2023	Fair Value \$'000	Valuation techniques	Unobservable input	Sensitivity to change in significant unobservable inputs
Unlisted equities	126,079	Purchase cost	Market value of the companies	The estimated fair value would increase or decrease depending on the movements in the market values of the companies.
Convertible notes	16,618	Purchase cost	Performance of the underlying security issue	The estimated fair value would increase or decrease depending on the credit worthiness of the security issuer.
At 30 June 2022				
Unlisted equities	131,315	Purchase cost	Market value of the companies	The estimated fair value would increase or decrease depending on the movements in the market values of the companies.
Convertible notes	38,550	Purchase cost	Performance of the underlying security issue	The estimated fair value would increase or decrease depending on the credit worthiness of the security issuer.

Effects of the unobservable input on fair value measurement

Although the Trustee believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurement of fair value. For fair value measurements in level 3, changing one or more of the assumptions used to reasonably possible alternative assumptions would have the following effects on the net assets attributable to unitholders.

At 30 June 2023	Change in variable 5% (5%)	Favourable \$'000	(Unfavourable) \$'000
Unlisted equities	Market value of company	6,304	(6,304)
Convertible notes	Performance of the underlying security issue	831	(831)
At 30 June 2022			
Unlisted equities	Market value of company	6,566	(6,566)
Convertible notes	Performance of the underlying security issue	1,928	(1,928)

**4 Fair value measurement (continued)**

**(d) Transfer between levels**

The Trustee recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The following are transfers between levels in the fair value hierarchy as at 30 June 2023 and 30 June 2022.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>As at 30 June 2023</b>			
Transfers between level 3 and level 1			
Unlisted equities	28,956	-	(28,956)
<b>As at 30 June 2022</b>			
Transfers between level 3 and level 1			
Unlisted equities	1,071	-	(1,071)

At the end of the current reporting period, management have transferred the Scheme's investments in ordinary shares from level 3 to 1 on the fair value hierarchy on the basis of investment price availability. There were no other transfers between levels in the fair value hierarchy at the end of the reporting period.

**(e) Financial instruments not carried at fair value**

The carrying value of receivables and payables are assumed to approximate their fair values.

Net assets attributable to unitholders' carrying value differ from its fair value (deemed to be redemption price for individual units) due to differences in valuation inputs. This difference is not material in the current year.

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

Net gains/(losses) recognised in relation to financial assets at fair value through profit or loss:

	For the year ended	
	30 June 2023 \$'000	30 June 2022 \$'000
<b>Financial assets</b>		
Net realised gain/(loss) on financial assets at fair value through profit or loss	191	(10,352)
Net unrealised gain/(loss) on financial assets at fair value through profit or loss	4,842	45,813
<b>Total net gains/(losses) on financial assets at fair value through profit or loss</b>	<u>5,033</u>	<u>35,461</u>

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

	As at	
	30 June 2023 \$'000	30 June 2022 \$'000
Convertible notes	23,327	44,602
Listed equities	29,577	2,703
Unlisted equities	143,212	146,203
<b>Total financial assets at fair value through profit or loss</b>	<u>196,116</u>	<u>193,508</u>

**7 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 Scheme 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:

	For the year ended			
	30 June 2023 Units ( '000)	\$'000	30 June 2022 Units ( '000)	\$'000
Opening balance	154,609	194,064	154,609	163,850
Profit for the year	-	3,617	-	30,214
<b>Closing balance</b>	<u>154,609</u>	<u>197,681</u>	<u>154,609</u>	<u>194,064</u>

**7 Net assets attributable to unitholders (continued)**

Each unit represents a right to a proportionate share in net assets of the Scheme and does not extend to a right in the underlying assets of the Scheme.

There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Scheme.

**8 Distributions to unitholders**

There were no distributions declared during the year.

**9 Cash and cash equivalents**

	As at	
	30 June 2023 \$'000	30 June 2022 \$'000
Cash at bank	300	2,903
<b>Total cash and cash equivalents</b>	<b>300</b>	<b>2,903</b>

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

	For the year ended	
	30 June 2023 \$'000	30 June 2022 \$'000
<b>Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities</b>		
Profit for the year	3,617	30,214
Proceeds from sale of financial instruments at fair value through profit or loss	16,329	32,595
Payments for the purchase of financial instruments at fair value through profit or loss	(14,267)	(31,456)
Net (gains)/losses on financial instruments at fair value through profit or loss	(5,033)	(35,461)
Net change in receivables	213	(173)
Net change in payables	(3,462)	4,704
<b>Net cash inflow/(outflow) from operating activities</b>	<b>(2,603)</b>	<b>423</b>

**11 Receivables**

	As at	
	30 June 2023 \$'000	30 June 2022 \$'000
GST receivable	57	270
<b>Total receivables</b>	<b>57</b>	<b>270</b>

**12 Payables**

	As at	
	30 June 2023 \$'000	30 June 2022 \$'000
Management fees payable	252	252
Performance fees payable	1,656	5,118
Expense recovery payable	25	25
<b>Total payables</b>	<b>1,933</b>	<b>5,395</b>

**13 Remuneration of auditor**

During the reporting period the following fees were paid or payable for services provided by the auditor of the Scheme:

	For the year ended	
	30 June 2023	30 June 2022
	\$	\$
<b>KPMG</b>		
<i>Audit and other assurance services</i>		
Audit of financial statements	7,337	6,825
Total remuneration for audit and other assurance services	7,337	6,825
<i>Taxation services</i>		
Taxation compliance services	4,725	4,725
Total remuneration for taxation services	4,725	4,725
<b>Total remuneration of KPMG</b>	<b>12,062</b>	<b>11,550</b>

**14 Related party transactions**

The Trustee of Perennial Private to Public Opportunities Fund No.2 is Perennial Investment Management Limited (ABN 13 108 747 637) (AFSL 275101). Transactions with entities related to Perennial Investment Management Limited are disclosed below.

The Trustee has contracted services to Perennial Value Management Limited, to act as Investment Manager for the Scheme. The contracts are on normal commercial terms and conditions.

**(a) Key management personnel**

(i) Directors

Key management personnel include persons who were Directors of Perennial Investment Management Limited at any time during or since the end of the financial year and up to the date of this report.

A Patterson  
C Love  
M Bennett

(ii) Other key management personnel

There were no other key management personnel with responsibility for planning, directing and controlling activities of the Scheme, directly or indirectly during the financial period.

**(b) Transactions with key management personnel**

The following transactions occurred with key management personnel during the year:

	For the year ended	
	30 June 2023	30 June 2022
	Units	Units
Opening balance	2,500,000	2,500,000
Applications	-	-
Redemptions	-	-
Distributions to unitholders	-	-
<b>Closing balance</b>	<b>2,500,000</b>	<b>2,500,000</b>

**(c) Key management personnel unit holdings**

Key management personnel held 2,500,000 units in the Scheme as at 30 June 2023 (30 June 2022: 2,500,000 units).

**(d) Key management personnel compensation**

Key management personnel are paid by Perennial Value Management Limited. Payments made from the Scheme to Perennial Investment Management Limited do not include any amounts directly attributable to the compensation of key management personnel.

**(e) Key management personnel loans**

The Scheme has not made, guaranteed or secured, directly or indirectly, any loans to key management personnel or their personally related entities at any time during the reporting period.

**14 Related party transactions (continued)**

**(f) Other transactions within the Scheme**

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

**(g) Trustee and Investment Manager's fees and other transactions**

Under the terms of the Scheme's Constitution and Information Memorandum, the Trustee and the Investment Manager are entitled to receive Trustee fees and performance fees.

The Scheme pays Management Costs of 1.5% (2022: 1.5%) of the net asset value of the Scheme per annum to the Trustee for managing the assets of the Scheme and overseeing the operations of the Scheme.

Investment manager's fees is paid by the Trustee to the Investment Manager to provide investment and other services for the Scheme. It is paid from the trustee's fee and is not an additional cost to the Scheme.

Under the term of the Scheme's Constitution, the Trustee is entitled to receive performance fees if certain predetermined criteria are met.

The Trustee is entitled to recover expenses which represent the operating expenses incurred in the operation of the Scheme. The Scheme's Constitution allows all properly incurred expenses to be recovered from the Scheme and does not place a limit on the amount or types of expenses that can be recovered.

The transactions during the year and amounts payable as at period end between the Scheme, the Trustee and the Investment Manager were as follows:

	<b>For the reporting period</b>	
	<b>30 June 2023</b>	<b>30 June 2022</b>
	\$	\$
Management fees for the year	3,163,762	2,816,786
Expense recovery for the year	229,442	257,685
Performance fees for the year	-	4,887,291
Total fees payable at year end	<b>1,933,082</b>	<b>5,395,432</b>

For information on how trustee and performance fees are calculated please refer to the Scheme's Information Memorandum.

**(h) Related party unit holdings**

Parties related to the Scheme (including Perennial Investment Management Limited, its related parties and other Schemes managed by Perennial Investment Management Limited and the Investment Manager) held no units in the Scheme as at 30 June 2023 (30 June 2022: nil).

**(i) Investments**

The Scheme did not hold investments in Perennial Investment Management Limited or its related parties during the year.

**15 Events occurring after the reporting period**

Effective 28 October 2023 HSBC Bank Australia Limited will replace Apex Fund Services as Scheme custodian and administrator.

No other significant events have occurred since the end of the year which would impact on the financial position of the Scheme as disclosed in the statement of financial position as at 30 June 2023 or on the results and cash flows of the Scheme 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 2023 and 30 June 2022.

**Directors' declaration**

In the opinion of the Directors of the Trustee:

- (a) the financial statements and notes, set out on pages 4 to 21, are in accordance with the Australian Accounting Standard, including:
  - (i) complying with Australian Accounting Standards (including Australian Accounting Interpretations); and
  - (ii) presents fairly of the Scheme's financial position as at 30 June 2023 and of its performance as represented by the results of its operational and cash flows, for the reporting period ended on that date.
- (b) there are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable.
- (c) the financial statements are in accordance with the Scheme's Constitution.
- (d) note 2(a) confirms that the financial statements also 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.



Anthony Patterson  
Director  
Perennial Investment Management Limited

Sydney  
26 September 2023



# Independent Auditor's Report

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To the unitholders of Perennial Private to Public Opportunities Fund No. 2

## Opinion

We have audited the **Financial Report** of Perennial Private to Public Opportunities Fund No. 2 (the Scheme).

In our opinion, the accompanying Financial Report presents fairly, in all material respects, the financial position of the Scheme as at 30 June 2023, and of its financial performance and its cash flows for the year then ended, in accordance with *Australian Accounting Standards*.

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2023;
- Statement of comprehensive income, Statement of changes in equity, and Statement of cash flows for the year then ended;
- Notes including a summary of significant accounting policies; and
- Directors' Declaration.

## 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 ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code)* that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.





### **Restriction on use and distribution**

The Financial Report has been prepared to assist the Directors of Perennial Investment Management Limited (the Responsible Entity) of Perennial Private to Public Opportunities Fund No. 2 for the purpose of complying with the financial reporting requirements of the Schemes' Constitutions.

As a result, the Financial Report and this Auditor's Report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Our report is intended solely for the Unitholders of Perennial Private to Public Opportunities Fund No. 2 and should not be used by or distributed to parties other than the Unitholders of Perennial Private to Public Opportunities Fund No. 2. We disclaim any assumption of responsibility for any reliance on this report, or on the Financial Report to which it relates, to any person other than the Unitholders of Perennial Private to Public Opportunities Fund No. 2 or for any other purpose than that for which it was prepared.

### **Other Information**

Other Information is financial and non-financial information in Perennial Private to Public Opportunities Fund No. 2's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors of Perennial Investment Management Limited (the Responsible Entity) are responsible for the Other Information.

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

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

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

### **Responsibilities of the Directors for the Financial Report**

The Directors are responsible for:

- the preparation and fair presentation of the Financial Report for the purpose of complying with the financial reporting requirements of the Schemes' Constitutions;
- implementing necessary internal control to enable the preparation of a Financial Report that 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

Joshua Pearse

*Partner*

Melbourne

26 September 2023