

Australian Unity Diversified Property Fund

ARSN 106 724 038

Annual report for the year ended 30 June 2023

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Directors' report

The directors of Australian Unity Property Limited (ABN 58 079 538 499), the Responsible Entity of Australian Unity Diversified Property Fund ("the Scheme"), present their report together with the consolidated financial statements of the Scheme for the year ended 30 June 2023.

Directors

The following persons were directors of the Responsible Entity during the whole of the year and up to the date of this report (unless otherwise stated):

Rohan Mead, Chairman and Group Managing Director
 Esther Kerr-Smith, Chief Executive Officer, Wealth & Capital Markets
 Darren Mann, Group Executive Finance & Strategy and Chief Financial Officer

Principal activities

The Scheme is an unlisted property trust that aims to provide investors with a stable income stream and medium to long term capital growth. The Scheme will achieve this by investing in a diversified property portfolio of quality Australian commercial properties including offices, shopping centres and industrial properties.

The Scheme primarily invests in direct property assets, unlisted property trusts and listed Australian REITs, with diversity in geographic location, tenants, lease term and sectors.

Australian Unity Property Management Pty Ltd (ABN 76 073 590 600) has been appointed to provide a number of property related services to the Scheme.

Review and results of operations

Property valuations

The current year carrying values were in total below the carrying values of the revalued properties, resulting in a net revaluation fair value decrement of \$9,936,000 (2022: \$17,229,000 increment).

Results

For the year ended 30 June 2023, the Scheme's Ordinary units posted a total return of -0.93% (split between a distribution return of 4.41% and a growth return of -5.34%)*.

Unit price (ex distribution) as at 30 June 2023 was \$1.1131 (2022: \$1.1760)*

*The reported performance numbers and reported unit prices (which are not audited) have been derived based on the declared unit prices calculated in accordance with the Responsible Entity's unit pricing policy, and are not based on the net assets of these IFRS compliant consolidated financial statements. Return calculations assume reinvestment of distributions.

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

| | 2023 | 2022 |
|--------------------------------|----------------|---------------|
| | \$'000 | \$'000 |
| (Loss)/Profit for the year | <u>(5,608)</u> | <u>24,472</u> |
| Distributions paid and payable | <u>14,720</u> | <u>23,405</u> |

Significant changes in the state of affairs

In the opinion of the directors, there were no other significant changes in the state of affairs of the Scheme that occurred during the year, except those mentioned elsewhere in the report.

Events occurring after end of the year

On 7th July 2023, Australian Unity Property Limited ("AUPL"), as the Responsible Entity for the Scheme, announced it had entered into a Merger Implementation Deed ("MID") with Cromwell Funds Management Limited ("CFML"), as the Responsible Entity for Cromwell Direct Property Fund ("CDPF"), to merge the Scheme and CDPF via a trust scheme ("Proposed Merger").

If the Scheme's unitholders approve the Proposed Merger and it is implemented, the Scheme unitholders will receive new CDPF units in exchange for their Scheme units. The number of new CDPF units received for each Scheme unit held will be based on the Scheme's and CDPF's respective audited Net Tangible Assets ("NTA") per unit on 30 June 2023, subject to certain adjustments (including in respect of the proceeds received from the sale of 620 Mersey Street Osborne, SA and 1 & 2 Technology Place Williamstown, NSW, which are currently being marketed for sale). The sale of these properties is not expected to be conditional on the Proposed Merger proceeding.

The indicative key dates in relation to the Proposed Merger are outlined below and are subject to change.

- Dispatch of Unitholder Booklet (including Independent Experts Report) - late October to early November 2023.
- Applications close for the Scheme's withdrawal facility - mid to late November 2023.
- The Scheme unitholder meeting date - mid to late November 2023.
- Implementation date - late November to early December 2023.

On 12 August 2023, the Scheme entered into a contract to sell Woodvale Boulevard Shopping Centre, Woodvale, WA for \$36,500,000, excluding settlement adjustments. Settlement is expected to occur on 11 September 2023 with the net proceeds used to repay the Scheme's borrowings and reduce gearing.

Other than the above matters, and those mentioned elsewhere in the report, no other matters or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the operations of the Scheme, the result of operations, or the state of the Scheme's affairs in the future 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 governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

Further information on likely developments in the operations of the Scheme 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 Scheme.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Scheme in regards to insurance cover provided to either the officers of Australian Unity Property Limited or the auditors of the Scheme. So long as the officers of Australian Unity Property Limited act in accordance with the Scheme's Constitution and the *Corporations Act 2001*, the officers remain indemnified out of the assets of the Scheme against losses incurred while acting on behalf of the Scheme. The auditors of the Scheme are in no way indemnified out of the assets of the Scheme.

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

Fees paid to the Responsible Entity and its associates out of Scheme property during the year are disclosed in note 21 to the consolidated financial statements.

No fees were paid out of Scheme property to the directors of the Responsible Entity during the year.

The number of interests in the Scheme held by the Responsible Entity or its associates as at the end of the year are disclosed in note 21 to the consolidated financial statements.

Units in the Scheme

The movement in units on issue in the Scheme during the year is disclosed in note 10 to the consolidated financial statements.

Units in the Scheme (continued)

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

Environmental regulation

The property operations of the Scheme are subject to environmental regulations under Australian law. There have been no known reportable breaches of these regulations.

Rounding of amounts

The Scheme is an entity of a kind referred to in ASIC Corporations Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the "rounding off" of amounts in the directors' report and financial statements. Amounts in the directors' report and financial statements have been rounded to the nearest thousand dollars.

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

Signed in accordance with a resolution of the directors of Australian Unity Property Limited.



Rohan Mead
Director



Esther Kerr-Smith
Director

11 September 2023



Auditor's Independence Declaration

As lead auditor for the audit of Australian Unity Diversified Property Fund for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Australian Unity Diversified Property Fund and the entities it controlled during the period.

A handwritten signature in blue ink, appearing to read 'G. Sagonas', is written over a light blue horizontal line.

George Sagonas
Partner
PricewaterhouseCoopers

Melbourne
11 September 2023

Australian Unity Diversified Property Fund
Consolidated statement of comprehensive income
For the year ended 30 June 2023

Consolidated statement of comprehensive income

| | Notes | 2023 \$'000 | 2022 \$'000 |
|---|-------|-----------------|-----------------|
| Income | | | |
| Rental income | 3 | 34,131 | 37,022 |
| Property expenses | 4 | <u>(10,375)</u> | <u>(11,028)</u> |
| Net property income | | 23,756 | 25,994 |
| | | | |
| Interest income | | 104 | 4 |
| Distribution income | 5 | 3,154 | 1,475 |
| Net losses on financial instruments held at fair value through profit or loss | 7 | (7,682) | (4,075) |
| Net fair value (decrement)/increment of investment properties | 15(b) | (9,936) | 17,229 |
| Other operating income | | <u>197</u> | <u>222</u> |
| Total income net of property expenses | | 9,593 | 40,849 |
| | | | |
| Expenses | | | |
| Management fees | 21 | 4,653 | 4,818 |
| Borrowing costs | 6 | 9,405 | 7,519 |
| Other expenses | 9 | <u>1,143</u> | <u>4,040</u> |
| Total expenses, excluding property expenses | | 15,201 | 16,377 |
| | | | |
| (Loss)/Profit for the year | | (5,608) | 24,472 |
| | | | |
| Other comprehensive income | | <u>-</u> | <u>-</u> |
| | | | |
| Total comprehensive income attributable to unitholders | | (5,608) | 24,472 |

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

Australian Unity Diversified Property Fund
Consolidated statement of financial position
As at 30 June 2023

Consolidated statement of financial position

| | Notes | 2023 \$'000 | 2022 \$'000 |
|--|-------|----------------|----------------|
| Assets | | | |
| Cash and cash equivalents | 12 | 10,125 | 10,497 |
| Receivables | 13 | 4,818 | 1,793 |
| Prepaid expenses | | 432 | 291 |
| Financial assets held at fair value through profit or loss | 14 | 16,052 | 21,248 |
| Investment properties | 15 | <u>562,935</u> | <u>506,674</u> |
| Total assets | | <u>594,362</u> | <u>540,503</u> |
| Liabilities | | | |
| Distributions payable | 11 | 1,141 | 7,788 |
| Payables | 16 | 19,959 | 9,074 |
| Borrowings | 17 | <u>272,976</u> | <u>186,948</u> |
| Total liabilities | | <u>294,076</u> | <u>203,810</u> |
| Net assets attributable to unitholders - equity | 10 | <u>300,286</u> | <u>336,693</u> |

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

Australian Unity Diversified Property Fund
Consolidated statement of changes in equity
For the year ended 30 June 2023

Consolidated statement of changes in equity

| | 2023 | 2022 |
|---|-----------------------|-----------------------|
| | \$'000 | \$'000 |
| Balance at the beginning of the year | 336,693 | 337,050 |
| Comprehensive income for the year | | |
| (Loss)/Profit for the year | <u>(5,608)</u> | 24,473 |
| Total comprehensive income attributable to unitholders | (5,608) | 24,473 |
| Transactions with unitholders | | |
| Applications | 18,846 | 34,932 |
| Redemptions | (38,528) | (41,123) |
| Units issued upon reinvestment of distributions | 3,603 | 4,766 |
| Distributions paid and payable | <u>(14,720)</u> | (23,405) |
| Total transactions with unitholders | (30,799) | (24,830) |
| Balance at the end of the year | <u>300,286</u> | <u>336,693</u> |

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

Australian Unity Diversified Property Fund
Consolidated statement of cash flows
For the year ended 30 June 2023

Consolidated statement of cash flows

| | 2023 | 2022 |
|--|---------------------|-----------------|
| Notes | \$'000 | \$'000 |
| <i>Cash flows from operating activities</i> | | |
| Interest received | 104 | 4 |
| Distributions received | 1,098 | 1,470 |
| Rental income received | 36,094 | 41,463 |
| Payments to suppliers | <u>(15,475)</u> | <u>(23,143)</u> |
| Net cash inflow from operating activities | 22(a) 21,821 | 19,794 |
| <i>Cash flows from investing activities</i> | | |
| Payments for additions to owned investment properties | (58,943) | (32,416) |
| Proceeds from sale of investment properties | - | 115,101 |
| Disposal cost paid from sale of investment properties | - | (496) |
| Merger related costs paid | <u>-</u> | <u>(2,282)</u> |
| Net cash (outflow)/inflow from investing activities | (58,943) | 79,907 |
| <i>Cash flows from financing activities</i> | | |
| Proceeds from borrowings | 85,500 | 89,743 |
| Repayment of borrowings | - | (162,633) |
| Borrowing costs paid | (8,312) | (8,860) |
| Distributions paid | (17,764) | (23,802) |
| Proceeds from applications by unitholders | 18,341 | 34,932 |
| Payments for redemptions by unitholders | (38,528) | (41,123) |
| Interest rate swap acquisition | <u>(2,487)</u> | <u>-</u> |
| Net cash inflow/(outflow) from financing activities | 36,750 | (111,743) |
| Net decrease in cash and cash equivalents | (372) | (12,042) |
| Cash and cash equivalents at the beginning of the year | <u>10,497</u> | 22,539 |
| Cash and cash equivalents at the end of the year | 12 10,125 | 10,497 |
| Non-cash operating and financing activities | 22(b) 3,603 | 4,766 |

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

Notes to the consolidated financial statements

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1 General information

These consolidated financial statements cover Australian Unity Diversified Property Fund ("the Scheme") and its controlled entities. The Scheme was constituted on 13 October 2003. The Scheme will terminate on the 80th anniversary or earlier in accordance with the provisions of the Scheme's Constitution.

The Responsible Entity of the Scheme is Australian Unity Property Limited (ABN 58 079 538 499) (the Responsible Entity), a wholly owned subsidiary of Australian Unity Limited (ABN 23 087 648 888). The Responsible Entity's registered office is Level 15, 271 Spring Street, Melbourne, VIC 3000.

The Responsible Entity is incorporated and domiciled in Australia.

The controlled entities of the Scheme are:

- AUDPF No. 1 Sub-Trust No. 3 (AUDPF-ST3) which was established by Trust Deed dated 21 August 2006. Approval was granted to wind up this trust (dormant trust) on 22 May 2023.
- AUDPF No. 1 Sub-Trust No. 8 (AUDPF-ST8) which was established by Trust Deed dated 3 October 2007;
- Australian Unity Retail Property Trust (AURPT) which was constituted on 27 January 1999*;
- Australian Unity Property Syndicate - Wyong which was constituted on 23 June 1998*;
- Australian Unity Property Syndicate - East West Retail which was constituted on 8 March 2000* and,
- Australian Unity Gillies Street Trust which was constituted on 27 May 2002*. Currently in process of seeking approval to wind up (dormant trust) - expected 21 August 2023*.

**Acquired by the Scheme on 24 October 2019.*

The consolidated financial statements are for the year 1 July 2022 to 30 June 2023.

The consolidated financial statements were authorised for issue by the directors of the Responsible Entity on 11 September 2023. The directors of the Responsible Entity have the power to amend and reissue the consolidated financial statements.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. Where appropriate, comparatives have been reclassified to enhance comparability with current year disclosures.

(a) Basis of preparation

These general purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*.

The Scheme is a for-profit entity for the purposes of preparing the consolidated financial statements.

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

The consolidated statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are generally expected to be recovered or settled within 12 months, except for investment properties, financial assets/(liabilities) held at fair value through profit or loss, borrowings and net assets attributable to unitholders, where the amount expected to be recovered or settled within 12 months after the end of the year cannot be reliably determined.

(i) Compliance with Australian Accounting Standards and International Financial Reporting Standards

The consolidated financial statements of the Scheme comply with Australian Accounting Standards as issued by AASB and also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board. The consolidated financial statements of the Scheme have been prepared on a consolidated basis to provide the end users of the financial information with the most appropriate information in making financial decisions.

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(ii) New accounting standards and amendments 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 prior periods or will affect current or future periods.

(iii) New accounting standards, amendments and interpretations

A number of new accounting standards and amendments to accounting standards and interpretations have been published that are effective for annual periods beginning after 1 July 2022, and have not been early adopted in preparing these financial statements. These standards, amendments or interpretations are not expected to have a material impact on the Fund in the current or future reporting periods and on foreseeable future transactions. Affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

(b) Principles of consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries controlled by the Scheme as at 30 June 2023 and their results for the year then ended. The Scheme and its subsidiaries together are referred to in this financial report as the consolidated entity.

Subsidiaries are all entities over which the Scheme is exposed, or has rights, to variable returns from its involvement with the subsidiary and the ability to affect those returns through its powers over the subsidiaries.

Consolidation of subsidiaries begins from the date the Scheme obtains control of the subsidiary and ceases when the Scheme loses control of the subsidiary.

The acquisition method of accounting is used to account for business combinations by the Scheme.

All transactions (including gains and losses) and balances between entities in the consolidated group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Scheme.

Investments in subsidiaries are accounted for at fair value through profit or loss in the individual financial statements of the parent entity.

(c) Investment properties

Initially, investment properties are measured at the cost of acquisition, being the purchase consideration determined at the date of acquisition plus costs incidental to the acquisition. Costs incidental to acquisition may include legal fees, stamp duty and other government charges, professional fees preceding acquisition and where applicable financing charges incurred during the construction or development of an asset.

Subsequent to initial recognition, investment properties are stated at fair value being the price that would be received to sell the asset in an orderly transaction between market participants at the measurement date.

Redevelopment and refurbishment costs (other than repairs and maintenance) are capitalised to carrying value of the investment property where they result in an enhancement in the future economic benefits of the property. Leasing fees incurred and incentives provided (excluding rental abatements which are expensed) are capitalised and amortised over the lease periods to which they relate.

In accordance with the investment property valuations policy approved by the Board, independent valuations of investment properties are obtained from suitably qualified valuers generally at least once in every 18 months if the property is in a construction phase; otherwise once in any 12 month period from the date of the last valuation; or in exceptional circumstances once in a financial year or calendar year as determined necessary; or as soon as practicable, but not later than within two months after the directors of the Responsible Entity form a view that there is reason to believe that the fair value of the investment property is materially different from its current carrying value. Such valuations are reflected in Note 15. Notwithstanding, the directors of the Responsible Entity determine the carrying value of each investment property at each reporting date to ensure that its carrying value does not materially differ from its fair value. Where the carrying value differs from fair value, that asset is adjusted to its fair value.

2 Summary of significant accounting policies (continued)

(c) Investment properties (continued)

Where assets have been revalued, the potential effect of the capital gains tax on disposal has not been taken into account in the determination of the revalued carrying amount because the Scheme does not expect to be ultimately liable for capital gains tax in respect of the assets.

Gains or losses arising from changes in the fair value of investment properties are included in the consolidated statement of comprehensive income in the year in which they arise.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal. Any gains or losses on the derecognition of an investment property are recognised in the consolidated statement of comprehensive income in the year of derecognition.

(d) Financial instruments

(i) Classification

The classification depends on the Scheme's business model for managing the financial instruments and the contractual terms of the relevant cash flows. The Scheme classifies its consolidated financial statements into the following measurement categories:

- *Financial assets and liabilities*

The Scheme's investments are classified as held at fair value through profit or loss. These may include investments in listed property trusts, unlisted property trusts and other unlisted trusts.

Financial assets and financial liabilities designated at fair value through profit or loss are those that are managed and their performance evaluated on a fair value basis in accordance with the Scheme's documented investment strategy. The consolidated entity's and the Scheme'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.

The information on the fair value basis is provided internally to the Scheme's key management personnel. In addition, the designation of financial assets and financial liabilities at fair value through profit or loss will reduce any measurement or recognition inconsistencies and any accounting mismatch that would otherwise arise.

- *Amortised cost*

A financial asset is measured at amortised cost only if both of the following conditions are met:

- (a) it is held within a business model which objective is to hold assets in order to collect contractual cash flows, and
- (b) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

(ii) Recognition/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 fair value of the financial assets or financial liabilities from this date.

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Scheme retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' agreement; or
- the Scheme has transferred its rights to receive cash flows from the asset and either:
 - (a) has transferred substantially all the risks and rewards of the asset; or
 - (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

2 Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(ii) Recognition/derecognition (continued)

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

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

(iii) Measurement

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

For further details on how the fair values of financial instruments are determined please see Note 20 to the consolidated financial statements.

Borrowings and receivables/payables are measured initially at fair value plus transaction costs and subsequently are carried at amortised cost using the effective interest method.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when, and only when, there is currently 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.

(e) Derivatives

In order to minimise exposure to fluctuations in interest rates, the Scheme may use a combination of interest rate swaps and options to ensure that the rate of interest on debt is predominantly fixed. Derivative financial instruments are not held for speculative purposes and are carried on the consolidated statement of financial position at fair value. Changes in fair value are recognised in the consolidated statement of comprehensive income.

Interest payments and receipts under interest rate swap contracts are recognised on an accrual basis in the consolidated statement of comprehensive income, as an adjustment to borrowing costs and other related costs when the hedge transaction occurs.

(f) Net assets attributable to unitholders

Units are redeemable at the unitholders' option via withdrawal facility offers by the Responsible Entity. The units can be put back to the Scheme for cash equal to a proportionate share of the Scheme's net asset value. The fair value of redeemable units is measured at the redemption amount that is payable (based on the redemption unit price) at the end of the year if unitholders exercised their right to put the units back to the Scheme. Because the Scheme's redemption unit price is based on different valuation principles to that applied in financial reporting, a valuation difference exists, which has been treated as a separate component of net assets attributable to unitholders.

The Scheme classifies the net assets attributable to unitholders as equity as 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 instruments, 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

2 Summary of significant accounting policies (continued)

(f) Net assets attributable to unitholders (continued)

- the total expected cash flows attributable to the puttable financial instrument over the life are based substantially on the profit or loss.

(g) Cash and cash equivalents

For the purpose of presentation in the consolidated 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 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, if any, are shown within borrowings in the consolidated statement of financial position.

(h) Investment income

Interest income is recognised in the consolidated statement of comprehensive income for all financial instruments using the effective interest method. Other changes in fair value for such instruments are recorded in accordance with the policies described in note 2(d).

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

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

(i) Expenses

All expenses, including property expenses, management fees and custodian fees, are recognised in the consolidated statement of comprehensive income on an accruals basis.

(j) 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.

(k) Distributions

In accordance with the Scheme's Constitution, the Scheme distributes income adjusted for amounts determined by the Responsible Entity, to unitholders by cash or reinvestment. Distributions are recognised in the consolidated statement of changes in equity as transactions with unitholders.

(l) Receivables

Receivables may include amounts for dividends, interest, rental income arrears, trust distributions and securities sold where settlement has not yet occurred. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the end of each year from the time of last payment in accordance with the policy set out in note 2(h) above. Amounts are generally received within 30 days of being recorded as receivables.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for expected credit losses. Trade receivables are required to be settled within 30 days and are assessed on an ongoing basis for impairment. Receivables which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for expected credit losses is recognised for expected credit losses on trade and other receivables. The provision for expected credit losses is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted as the effect of discounting is immaterial.

The calculation of expected credit losses relating to rent and other receivables requires significant judgement to assess the future uncertainty of tenants' ability to pay their debts. Expected credit losses have been estimated with reference to the Scheme's historical credit loss experience, general economic conditions and forecasts, assumptions around rent relief that may be provided to tenants and tenant risk factors such as size, industry exposure and the Scheme's understanding of the ability of tenants to pay their debts. Accordingly, expected credit losses include both the part of the rent receivable that is likely to be waived and any additional amount relating to credit risk associated with the financial condition of the tenant.

2 Summary of significant accounting policies (continued)

(m) Payables

Payables include liabilities and accrued expenses owed by the Scheme which are unpaid as at the end of the reporting period. These payables, which are generally settled on 30-90 day terms and are unsecured, are carried at amortised cost.

Trades are recorded on trade date, and normally settled within three business days. Purchases of financial instruments that are unsettled at the end of each year are included in payables.

The distribution amount payable to unitholders as at the end of each year is recognised separately in the consolidated statement of financial position when unitholders are presently entitled to the distributable income under the Scheme's Constitution.

Liabilities for trade creditors are carried at original invoice amount which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Scheme.

Payables to related parties are recognised and carried at the nominal amount due. They are carried at the nominal amount due to the short term nature of the payable. Interest is taken up as an expense on an accrual basis.

Provisions are recognised when the Scheme has a present obligation as a result of the past event and it is probable that the Scheme will be requested to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(n) Applications and redemptions

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

Unit redemption prices are determined in accordance with the Scheme's Constitution by reference to the net assets of the Scheme divided by the number of units on issue.

(o) Borrowings

All loans are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with borrowings.

After initial recognition, loans are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement. Gains and losses are recognised in the consolidated statement of comprehensive income when liabilities are derecognised or impaired.

(p) Goods and Services Tax (GST)

The consolidated statement of comprehensive income is shown exclusive of GST, unless the GST incurred (or part thereof) on expenses that are not recoverable. Expenses of various services provided to the Scheme by third parties, such as custodial services and investment management fees, may have non-recoverable GST components, as applicable. In these cases, the non-recoverable GST component is recognised as part of the particular expense in the consolidated statement of comprehensive income.

Accounts payable and receivable are stated inclusive of the GST receivable and payable, respectively. The net amount of GST recoverable, or payable, is included in receivables or payables in the consolidated statement of financial position.

Cash flows relating to GST are included in the consolidated statement of cash flows on a gross basis.

(q) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. Revenue brought to account but not received at the end of the year is recognised as a receivable. The following specific recognition criteria must also be met before revenue is recognised:

2 Summary of significant accounting policies (continued)

(q) Revenue (continued)

Rental income

Rental income is recognised on a straight-line basis over the lease term for leases with fixed rent review clauses. The rental adjustments from straight-lining of rental income are disclosed in the consolidated financial statements for financial reporting presentation purposes only.

Contingent rentals, such as turnover rent and market rent adjustments, are recognised as income in the financial reporting period in which they are earned. Some leases contain variable payment terms that are linked to sales generated. Variable lease payments that depend on sales are recognised in the consolidated statement of comprehensive income in the period in which the condition that triggers those payments occurs.

Incidental income (costs) derived from an investment property undergoing construction or development but not directly related to bringing the assets to the working condition, are recognised in profit for the year.

Rent not received at the end of the year is reflected in the consolidated statement of financial position as a receivable or if paid in advance, as a liability.

Outgoings income

Outgoings income is recognised in the consolidated statement of comprehensive income on an accruals basis.

Within its lease arrangements, the Scheme provides certain services to tenants (such as utilities, cleaning, maintenance and certain parking arrangements) which are accounted for within AASB 15 *Revenue from Contracts with Customers*. A portion of the consideration within the lease arrangements is therefore allocated to revenue for the provision of these services

(r) Leases

Leasing costs

Lease costs are costs that are directly associated with negotiating and arranging an operating lease (including commissions, legal fees and costs of preparing and processing documentation for new leases). These costs are capitalised and are amortised on a straight-line basis over the term of the lease as property expenses. The carrying amount of the leasing cost is reflected in the carrying value of investment properties.

Lease incentives

Prospective tenants may be offered incentives as an inducement to enter into operating leases. The costs of incentives are recognised as a reduction of rental revenue on a straight-line basis from the lease commencement date to the end of the lease term. The carrying amount of the lease incentives is reflected in the fair value of investment properties.

(s) Use of judgements and estimates

The preparation of the Scheme's consolidated financial statements requires it to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future. However, 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.

Critical judgements are made by the Scheme in respect of the fair values of investment properties. These investments are reviewed regularly by reference to external independent property valuations and market conditions, using generally accepted market practices.

The key weighted average assumptions used by the external independent property valuers in the latest valuations have been used by the Scheme for the investment properties and the weighted average total for all properties, including the weighted average lease expiry ("WALE"), have been disclosed in note 20.

2 Summary of significant accounting policies (continued)

(s) Use of judgements and estimates (continued)

The Scheme's financial instruments are valued primarily based on the prices provided by independent pricing services.

When the fair values of the reported financial instruments cannot be derived from active markets, they are determined using prices obtained from inactive or unquoted markets and/or other valuation techniques. The inputs to these valuation techniques (if applicable) are taken from observable markets to the extent practicable. Where observable inputs are not available, the inputs may be estimated based on a degree of judgements and assumptions in establishing fair values.

Where appropriate, the outcomes of the valuation techniques that are used in establishing fair values are validated using prices from observable current market transactions for similar instruments (without modification or repackaging) or based on relevant available observable market data.

The determination of what constitutes 'observable' requires significant judgement by the Scheme. The Scheme considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

In addition, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates and judgements. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For certain other financial instruments, including amounts due from/to brokers, accounts payable and the carrying amounts approximate fair value due to the immediate or short term nature of these financial instruments.

(t) Structured entities

The Scheme has assessed whether the funds in which it invest should be classified as structured entities. The Scheme has considered the voting rights and other similar rights afforded to investors in these funds, including the rights to remove the fund manager or redeem holdings. The Scheme has also considered whether these rights are the dominant factor in controlling the funds, or whether the contractual agreement with the fund manager is the dominant factor in controlling these funds. The Scheme has concluded that the funds in which they invest in are not structured entities.

(u) Rounding of amounts

The Scheme is an entity of a kind referred to in *ASIC Corporations Instrument 2016/191* issued by the Australian Securities and Investments Commission relating to the "rounding off" of amounts in the directors' report and financial statements. Amounts in the directors' report and financial statements have been rounded to the nearest thousand dollars.

(v) Functional and presentation currency

Items included in the financial statements of each of the Scheme's operations are measured using the currency of the primary economic environment in which it operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is the Scheme's functional and presentation currency.

3 Rental income

| | 2023 | 2022 |
|--|----------------|---------|
| | \$'000 | \$'000 |
| Rental income | 29,406 | 32,542 |
| Outgoings revenue | 5,975 | 6,254 |
| Amortisation of lease commissions & lease incentives | (1,250) | (1,774) |
| | 34,131 | 37,022 |

4 Property expenses

| | 2023 | 2022 |
|--------------------------------------|---------------|---------------|
| | \$'000 | \$'000 |
| Recoverable outgoings | 9,514 | 9,548 |
| Non recoverable outgoings | 854 | 1,336 |
| Provision for expected credit losses | 7 | 144 |
| | 10,375 | 11,028 |

5 Distribution income

| | 2023 | 2022 |
|-------------------------------|---------------|---------------|
| | \$'000 | \$'000 |
| Related listed property trust | 3,154 | 1,475 |
| | 3,154 | 1,475 |

FY2023 distribution income includes special distribution from Australian Unity Office Fund.

6 Borrowing costs

| | 2023 | 2022 |
|------------------------------|---------------|---------------|
| | \$'000 | \$'000 |
| Interest expense | 6,534 | 2,838 |
| Loan facility line fee | 2,275 | 3,413 |
| Borrowing costs amortisation | 596 | 1,268 |
| | 9,405 | 7,519 |

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

| | 2023 | 2022 |
|---|----------------|---------------|
| | \$'000 | \$'000 |
| Net gain/(loss) on derivatives | 904 | - |
| Net gain/(loss) on listed property trust | (8,586) | (4,075) |
| Total fair value decrement on financial instruments | (7,682) | (4,075) |

8 Auditor's remuneration

During the year the following fees were paid or payable for services provided by auditors of the consolidated entity and the Scheme:

| | 2023 | 2022 |
|--|---------------|---------|
| | \$ | \$ |
| <i>Audit services - PwC</i> | | |
| Audit and review of financial statements | 67,000 | 62,000 |
| Audit of compliance plan | 4,917 | 4,630 |
| <i>Other services - PwC</i> | | |
| Advisory services | - | 142,500 |
| Total auditor's remuneration | 71,917 | 209,130 |

9 Other operating expenses

| | 2023 | 2022 |
|------------------|--------------|--------|
| | \$'000 | \$'000 |
| Legal costs | 164 | 1,452 |
| Administration | 115 | 306 |
| Sundry expenses* | 864 | 2,282 |
| | 1,143 | 4,040 |

*During 2023, the Scheme incurred \$864,000 of costs in relation to the proposed merger with the Cromwell Direct Property Fund. During 2022, the Scheme incurred \$2,282,000 of costs in relation to the proposed merger with the Australian Unity Office Fund, which did not proceed.

10 Net assets attributable to unitholders

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

| | 2023 | 2022 | 2023 | 2022 |
|---|-----------------|----------|-----------------|----------|
| Contributed equity | No. '000 | No. '000 | \$'000 | \$'000 |
| Opening balance | 286,318 | 287,790 | 297,565 | 298,990 |
| Applications | 16,132 | 29,449 | 18,846 | 34,932 |
| Redemptions | (33,455) | (35,087) | (38,528) | (41,123) |
| Units issued upon reinvestment of distributions | 3,178 | 4,166 | 3,603 | 4,766 |
| | (14,145) | (1,472) | (16,079) | (1,425) |
| Closing balance | 272,173 | 286,318 | 281,486 | 297,565 |

10 Net assets attributable to unitholders (continued)

Undistributed income

| | | |
|---|-----------------|---------|
| Opening balance | 39,128 | 38,060 |
| (Decrease)/increase in net assets attributable to unitholders | (20,328) | 1,068 |
| Closing balance | 18,800 | 39,128 |
| Total net assets attributable to unitholders | 300,286 | 336,693 |

As stipulated within the Scheme's Constitution, each unit represents a right to an individual share in the Scheme and does not extend to a right in the underlying assets of the Scheme.

Capital risk management

Applications and redemptions are reviewed relative to the liquidity of the Scheme's underlying assets by the Responsible Entity. Units are redeemable at the unitholders' option via quarterly capped withdrawal offers by the Responsible Entity. Under the terms of the Scheme'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.

11 Distributions to unitholders

The distributions for the year were as follows:

| | 2023 | 2023 | 2022 | 2022 |
|---------------------------|---------------|---------------|--------|--------|
| | \$'000 | CPU | \$'000 | CPU |
| 31 July | 1,304 | 0.4500 | 1,464 | 0.5000 |
| 31 August | 1,283 | 0.4500 | 1,448 | 0.5000 |
| 30 September | 1,293 | 0.4500 | 1,462 | 0.5000 |
| 30 October | 1,303 | 0.4500 | 1,471 | 0.5000 |
| 30 November | 1,258 | 0.4500 | 1,482 | 0.5000 |
| 31 December | 1,263 | 0.4500 | 1,332 | 0.4600 |
| 31 January | 1,265 | 0.4500 | 1,339 | 0.4600 |
| 28 February | 1,154 | 0.4200 | 1,311 | 0.4600 |
| 31 March | 1,158 | 0.4200 | 1,324 | 0.4600 |
| 30 April | 1,162 | 0.4200 | 1,517 | 0.5200 |
| 31 May | 1,136 | 0.4200 | 1,467 | 0.5200 |
| 30 June (payable) | 1,141 | 0.4200 | 7,788 | 2.7200 |
| Total distribution | 14,720 | | 23,405 | |

12 Cash and cash equivalents

| | 2023 | 2022 |
|--------------|---------------|--------|
| | \$'000 | \$'000 |
| Cash at bank | 10,125 | 10,497 |
| | 10,125 | 10,497 |

13 Receivables

| | 2023 | 2022 |
|--------------------------|---------------|--------|
| | \$'000 | \$'000 |
| Trade receivables | 2,190 | 989 |
| Distributions receivable | 2,426 | 369 |
| Other receivables | 202 | 435 |
| | 4,818 | 1,793 |

14 Financial assets held at fair value through profit or loss

| | 2023 | 2022 |
|--|---------------|--------|
| | \$'000 | \$'000 |
| Related listed property trust | 12,661 | 21,248 |
| Interest rate swaps | 3,391 | - |
| Total financial assets held at fair value through profit or loss | 16,052 | 21,248 |

An overview of the risk exposures and fair value measurements relating to financial assets at fair value through profit or loss is included in note 19 and note 20 to the consolidated financial statements.

The details of the derivative financial instruments are shown in note 18.

15 Investment properties

(a) Property details

| | Type | Ownership (%) | Acquisition date | Independent valuation date | Independent valuation amount \$'000 | Independent valuer | Carrying value 2023 \$'000 | Carrying value 2022 \$'000 |
|---|-------------|---------------|------------------|----------------------------|--|--------------------|-------------------------------|-------------------------------|
| Wyong Twin Service Centres, Wyong, NSW | Convenience | 100% | 24/10/2019 | 30/06/2023 | 144,400 | M3 Property | 144,402 | 142,000 |
| North Blackburn Shopping Centre, North Blackburn, VIC | Retail | 100% | 24/10/2019 | 31/05/2023 | 125,000 | M3 Property | 134,424 | 101,278 |
| 1 & 2 Technology Place, Williamstown, NSW | Industrial | 100% | 31/05/2021 | 31/05/2023 | 56,750 | Colliers | 56,815 | 58,000 |
| Dog Swamp Shopping Centre, WA | Retail | 100% | 19/12/2003 | 31/05/2023 | 54,800 | Savills | 54,937 | 53,670 |
| Busselton Central Shopping Centre, WA* | Retail | 100% | 19/12/2003 | 31/05/2023 | 67,075 | JLL | 73,498 | 52,456 |
| 620 Mersey Street, Osborne, SA | Industrial | 100% | 27/11/2020 | 30/06/2023 | 46,000 | Knight Frank | 46,000 | 50,028 |
| Woodvale Boulevard Shopping Centre, Woodvale, WA | Retail | 100% | 07/12/2007 | 21/09/2022 | 39,000 | JLL | 36,500 | 34,792 |
| 6-8 Geddes St Balcatta, WA** | Industrial | 100% | 19/12/2003 | 31/05/2023 | 16,350 | JLL | 16,359 | 14,450 |
| Total | | | | | 549,375 | | 562,935 | 506,674 |

* Includes Busselton Central Shopping Centre, Busselton Target, Busselton Ex Rivers and Vacant Land Kent/Prince St, WA

** Includes 6-8 Geddes Street, Balcatta and 5 Kenhelm Street Balcatta, WA

The carrying value of an investment property may vary from the independent valuation of the property due to acquisition costs, capital expenditure and the accounting treatment of leasing commissions and lease incentives.

The investment properties valuation policy is included in note 20.

(b) Movements in carrying amount

Reconciliations of the carrying amounts of investment properties are set out below:

| | 2023 \$'000 | 2022 \$'000 |
|---|----------------|----------------|
| Opening balance | 506,674 | 569,852 |
| Additions | 66,329 | 32,838 |
| Capitalised borrowing cost | 1,698 | 680 |
| Disposal | - | (112,076) |
| Lease commissions and incentives amortisation | (1,250) | (1,774) |
| Revaluation movements | (9,936) | 17,229 |
| Straight-lining of rental income | (580) | (75) |
| Closing balance | <u>562,935</u> | <u>506,674</u> |

15 Investment properties (continued)

(c) Contractual obligations

Capital expenditure contracted for at the reporting date but not recognised as liabilities:

| | 2023 | 2022 |
|-----------------|---------------|---------------|
| | \$'000 | \$'000 |
| Within one year | <u>21,751</u> | 38,968 |
| | 21,751 | <u>38,968</u> |

The Scheme's share of capital commitments will be funded using the Scheme's cash and cash equivalents and debt facility. Refer to notes 12 and 17, respectively.

(d) Leasing arrangements

The Scheme leases out its investment properties to tenants under operating leases with rentals payable monthly. The future minimum lease payments receivable under non-cancellable leases are as follows:

| | 2023 | 2022 |
|--|----------------|----------------|
| | \$'000 | \$'000 |
| Within one year | 28,642 | 24,780 |
| Later than one year but not later than 5 years | 96,870 | 84,597 |
| Later than 5 years | <u>71,460</u> | 73,914 |
| | 196,972 | <u>183,291</u> |

16 Payables

| | 2023 | 2022 |
|--------------------------|---------------|--------------|
| | \$'000 | \$'000 |
| Trade payables | 747 | 726 |
| Accrued expenses | 3,407 | 5,784 |
| Rent received in advance | 2,645 | 2,235 |
| GST payable | 609 | 329 |
| Capital expenditure | <u>12,551</u> | - |
| | 19,959 | <u>9,074</u> |

17 Borrowings

| | 2023 | 2022 |
|-----------------------------|----------------|---------|
| | \$'000 | \$'000 |
| Bank loan | 274,500 | 189,000 |
| Unamortised borrowing costs | (1,524) | (2,052) |
| | 272,976 | 186,948 |

The debt facility is unsecured and is non-recourse to unitholders. Compliance with debt covenants is reviewed regularly by the investment manager. The Scheme did not breach its debt covenants during the year ended 30 June 2023.

On 30 June 2023, the bank loan facility was comprised of three tranches:

- Tranche A is a \$100,000,000 facility expiring in May 2025;
- Tranche B is a \$100,000,000 facility expiring in May 2026;
- Tranche C is a \$100,000,000 facility expiring in May 2027

The Scheme had access to:

| | 2023 | 2022 |
|--------------------------|------------------|-----------|
| | \$'000 | \$'000 |
| Credit facilities | | |
| Cash advance facilities | 300,000 | 300,000 |
| Drawn balance | (274,500) | (189,000) |
| Undrawn balance | 25,500 | 111,000 |

Reconciliations of the net debt are set out below:

| | 2023 | 2022 |
|---|-----------------|----------|
| | \$'000 | \$'000 |
| Analysis of changes in consolidated net debt | | |
| Opening balance | 178,503 | 239,351 |
| Net proceeds/(repayments) from borrowings | 85,500 | (72,890) |
| Other cash movements | 372 | 12,042 |
| Closing balance | 264,375 | 178,503 |
| Bank loan | 274,500 | 189,000 |
| Cash and cash equivalents | (10,125) | (10,497) |
| Consolidated net debt | 264,375 | 178,503 |

18 Derivative financial instruments

| 2023 | Contract/notional \$'000 | Fair values | |
|--|-----------------------------|------------------|-----------------------|
| | | Assets \$'000 | Liabilities \$'000 |
| Interest rate swaps | | | |
| Maturing on 7 July 2025 at fixed rate of 2.75% effective 6 July 2023 | 50,000 | 1,696 | - |
| Maturing on 6 July 2025 at fixed rate of 2.75% effective 6 July 2023 | 30,000 | 1,017 | - |
| Maturing on 6 July 2025 at fixed rate of 2.75% effective 6 July 2023 | 20,000 | 678 | - |
| Total derivative liabilities | 100,000 | 3,391 | - |

An interest rate swap is an agreement between two parties to exchange their interest obligations (payments) or receipts at set intervals on a notional principal amount over an agreed time period.

The fair value of interest rate swaps is the estimated amount that the Scheme would receive or pay to terminate the swap at the balance sheet date, taking into account current interest rates and the current creditworthiness of the swap counterparties. The valuation policy is included in note 20.

The Scheme has entered into interest rate swap contracts to manage future interest payments on the Scheme's borrowings.

A net unrealised gain of \$904,000 (2022: \$nil) relating to the change in the fair value of the Scheme's interest rate swap contracts has been recognised for the year ended 30 June 2023.

The Scheme paid swap up-front payments of \$2,487,000 during the year ended 30 June 2023.

19 Financial risk management

(a) Objectives, strategies, policies and processes

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

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

The Scheme uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rates, other price risks, and ratings analysis for credit risk.

As part of its risk management strategy, the Scheme uses interest rate swaps to manage exposures resulting from changes in interest rates.

(b) Market risk

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

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

19 Financial risk management (continued)

(b) Market risk (continued)

(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 factors affecting all similar financial instruments traded in the market.

Price risk exposure arises from the Scheme's investment in listed and unlisted property securities. The investments are classified on the consolidated statement of financial position as at fair value through profit or loss. All securities investments present a risk of loss of capital.

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

The Scheme has exposures to price risk as shown in the table below. The table also demonstrates the sensitivity to reasonably possible changes in prices, with all other variables held constant. A negative amount in the table reflects a potential net reduction in profit and net assets attributable to unitholders, while a positive amount reflects a net potential increase. There is no impact on distributable earnings as they are net fair value movements only.

| | 2023 | 2022 |
|--|---------------------------------|---------|
| | \$'000 | \$'000 |
| Assets | | |
| Related listed property trust | 12,661 | 21,248 |
| Total exposure | 12,661 | 21,248 |
| | | |
| | Impact on profit and net | |
| | assets attributable to | |
| Sensitivity | unitholders | |
| | 2023 | 2022 |
| | \$'000 | \$'000 |
| Securities prices +10.0% (2022: +10.0%) | 1,266 | 2,125 |
| Securities prices - 10.0% (2022: -10.0%) | (1,266) | (2,125) |

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Scheme is exposed to interest rate risk predominantly through borrowings. The Scheme applies hedging across its differing interest rate exposures and utilises interest rate swaps, to exchange floating interest rates to fixed interest rates, to manage its exposure. Compliance with policy is reviewed regularly by management.

The Scheme did not have any hedging arrangement in place during FY23 but does have \$100.0 million notional amount of interest rate swaps for which interest payments commenced from 6 July 2023.

19 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

| | 2023 | 2022 |
|---|------------------|------------------|
| | \$'000 | \$'000 |
| Floating rate | | |
| Cash and cash equivalents | 10,125 | 10,497 |
| Borrowings* | <u>(274,500)</u> | <u>(189,000)</u> |
| | <u>(264,375)</u> | <u>(178,503)</u> |
| Derivative financial instruments | | |
| Interest rate swaps contracts* | <u>100,000</u> | <u>-</u> |
| | <u>100,000</u> | <u>-</u> |
| Net exposure | <u>(164,375)</u> | <u>(178,503)</u> |

* Represents the notional principal amounts.

The table below demonstrates the sensitivity to reasonably possible changes in year end interest rates, with all other variables held constant. A negative amount in the table reflects a potential net reduction in profit and net assets attributable to unitholders, while a positive amount reflects a potential net increase.

| | Impact on profit and net assets attributable to unitholders 2023 | Impact on profit and net assets attributable to unitholders 2022 |
|------------------------------------|---|---|
| Sensitivity | \$'000 | \$'000 |
| Interest rate + 1.0% (2022: +1.0%) | (2,644) | (1,785) |
| Interest rate - 1.0% (2022: -1.0%) | 2,644 | 1,785 |

The above calculation ignores the impact of any changes to the valuation of interest rate swaps.

(c) Credit risk

Credit risk is the risk that a contracting entity will not complete its obligations under a financial instrument and cause the Scheme to make a financial loss. The Scheme has exposure to credit risk on all of its financial assets included in the Scheme's consolidated statement of financial position.

The Scheme manages this risk by performing credit reviews of prospective tenants, obtaining tenant collateral where appropriate and performing detailed reviews on tenant arrears. The Scheme reviews the aggregate exposures of tenant debtors and tenancies across its portfolio.

The Scheme applies the simplified expected credit loss (ECL) approach to estimate the amount of impairment loss. Under the simplified ECL approach, the Scheme estimates the expected lifetime losses to be recognised from initial recognition of the receivables. In estimating the lifetime ECL, the Scheme conducts an internal credit review that takes into account the historical loss experience, current observable data and reasonable forward-looking information as available, which include the significant changes in the performance and payment status of the debtors and anticipated significant adverse changes in business, financial or economic conditions that may impact the debtors' ability to meet its obligations. The additional provision during the current financial year was immaterial.

The Scheme is exposed to credit risk on financial instruments and derivatives. There is only a credit risk where the contracting entity is liable to pay the Scheme in the event of a close out.

19 Financial risk management (continued)

(d) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. This risk is controlled through the Scheme's investment in financial instruments, which under normal market conditions are readily convertible to cash. In addition, the Scheme maintains sufficient cash and cash equivalents to meet normal operating requirements.

The Scheme is exposed to the applicable withdrawal offer put in place by the Responsible Entity.

The Scheme's investments may include listed securities that are considered readily realisable, as they are listed on recognised stock exchanges.

The Scheme may invest in investments in unlisted unit trusts that expose the Scheme to the risk that the Investment Manager of those trusts may be unwilling or unable to fulfil the redemption requests within the timeframe requested by the Scheme.

Under the terms of its Constitution, the Scheme has the ability to manage liquidity risk by delaying withdrawals to unitholders, if necessary, until the funds are available to pay them.

Units are redeemed on demand at the unitholders option via withdrawal facility offers by the Responsible Entity. However, the Responsible Entity does not envisage that the contractual maturity disclosed in the table below will be representative of the actual cash outflows, as holders of these instruments typically retain them for the medium to long term and withdrawal offers are subject to limits set by the Responsible Entity.

The Scheme's policy is to hold a proportion of their investments in liquid assets.

Maturity analysis of financial liabilities

The table below analyses the Scheme's financial liabilities into relevant maturity groupings based on the remaining period at the end of the year to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Financial liabilities such as trade payables, where there are no specific contractual settlement dates, have been grouped into the 'less than 1 year' maturity grouping as such liabilities are typically settled within 30 days.

| | Less than 1 year \$'000 | 1-2 years \$'000 | 2-3 years \$'000 | 3+ years \$'000 |
|------------------------------------|--|---------------------------------|---------------------------------|--------------------------------|
| 2023 | | | | |
| Distributions payable | 1,141 | - | - | - |
| Payables | 19,959 | - | - | - |
| Borrowings | - | 100,000 | 100,000 | 74,500 |
| Total financial liabilities | 21,100 | 100,000 | 100,000 | 74,500 |
| | Less than 1 year \$'000 | 1-2 years \$'000 | 2-3 years \$'000 | 3+ years \$'000 |
| 2022 | | | | |
| Distributions payable | 7,788 | - | - | - |
| Payables | 9,074 | - | - | - |
| Borrowings | - | - | 100,000 | 89,000 |
| Total financial liabilities | 16,862 | - | 100,000 | 89,000 |

19 Financial risk management (continued)

(d) Liquidity risk (continued)

As disclosed above, the Scheme manages its liquidity risk by investing in liquid assets that it expects to be able to liquidate within seven days or less. Liquid assets include cash and cash equivalents and listed property trusts. As at 30 June 2023, these assets amounted to \$22,786,000 (2022: \$31,099,000).

(e) Estimation of fair values of financial assets and financial liabilities

The carrying amounts of the Scheme's assets and liabilities at the end of each year approximate their fair values.

The Scheme values its investments in accordance with the accounting policies set out in note 20.

(f) Instruments used by the Scheme

The Scheme is party to derivative financial instruments in the normal course of business in order to manage exposure to fluctuations in interest rates in accordance with the Scheme's financial risk management policies.

20 Fair value hierarchy

The Scheme measures and recognises the financial assets/(liabilities) held at fair value through profit or loss and investment properties at fair value on a recurring basis.

(a) Fair value hierarchy

The Scheme is required to classify fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes "observable" requires significant judgement by the Responsible Entity. The Responsible Entity considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

All fair value measurements disclosed are recurring fair value measurements.

The table below sets out the Scheme's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at the reporting date.

20 Fair value hierarchy (continued)

| 2023 | Level 1 \$'000 | Level 2 \$'000 | Level 3 \$'000 | Total \$'000 |
|---|-------------------|-------------------|-------------------|-----------------|
| Financial assets | | | | |
| <i>Financial assets held at fair value through profit or loss</i> | | | | |
| Related listed property trust | 12,661 | - | - | 12,661 |
| Interest rate swaps | - | 3,391 | - | 3,391 |
| Total financial assets | 12,661 | 3,391 | - | 16,052 |
| Non-financial assets | | | | |
| Investment properties | - | - | 562,935 | 562,935 |
| Total non-financial assets | - | - | 562,935 | 562,935 |
| | | | | |
| 2022 | Level 1 \$'000 | Level 2 \$'000 | Level 3 \$'000 | Total \$'000 |
| Financial assets | | | | |
| <i>Financial assets held at fair value through profit or loss</i> | | | | |
| Related listed property trust | 21,248 | - | - | 21,248 |
| Total financial assets | 21,248 | - | - | 21,248 |
| Non-financial assets | | | | |
| Investment properties | - | - | 506,674 | 506,674 |
| Total non-financial assets | - | - | 506,674 | 506,674 |

The Scheme's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of the year. There are no transfers between levels 1, 2 and 3 for fair value measurements during the year (2022: nil).

(b) Valuation techniques

(i) Financial instruments

The pricing for the majority of the Scheme's investments is generally sourced from independent pricing sources, the relevant Investment Managers or reliable brokers' quotes.

Investments whose values are based on quoted market prices in active markets, and therefore classified within level 1, include active listed property trusts and exchange traded derivatives.

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices or alternative pricing sources supported by observable inputs are classified within level 2. These include unlisted property trusts and over-the-counter derivatives.

The fair value of interest rate swaps is calculated using a discounted cash flow model as the present value of the estimated future cash flows based on observable yield curves. The model incorporate various inputs including both credit and debit valuation adjustments for counterparty and own credit risk, and interest rate curves.

Specific valuation techniques used daily to value financial instruments include:

- for listed trust, disclosed in level 1, the use of quoted market prices or dealer for similar instruments;
- for unlisted trust, the use of the relevant Investment Managers' quoted unit prices using the net asset value; and
- for derivatives, the fair value of interest rate swaps is calculated using a discounted cash flow model as the present value of the estimated future cash flows based on observable yield curves.

20 Fair value hierarchy (continued)

The stated fair value of each financial instrument at the end of the year represents the Responsible Entity's best estimate at the end of the year.

(ii) Investment properties

The investment property valuation policy is to have independent valuations conducted regularly, typically annually, to aid with the determination of the assets fair value. In determining the fair value of an investment property, the primary appropriate method of assessment is considered to be via reconciliation between the discounted cash flow and income capitalisation methods. Direct comparison may also be used as a secondary assessment method.

- Discounted cash flow method - this methodology involves formulating a projection of net income over a specified time horizon, normally 10 years, and discounting this cash flow including the projected terminal value at the end of the projection period at an appropriate market-derived discount rate. The present value of this discounted cash flow provides a guide to the fair value of the property;
- Income capitalisation method - this methodology involves the assessment of a net market income for the various components of the subject property. The net market income is capitalised at a rate derived from the analysis of comparable sales evidence to derive a capital value. Appropriate capital adjustments are then made where necessary to reflect the adopted cash flow profile and the general risk characteristic of the property; and
- Direct comparison method - this methodology identifies comparable sales on a dollar per square metre of lettable area and compares the equivalent rates to the subject property to establish the property's market value. This approach is somewhat subjective given the fact that specific items of income and expenditure are difficult to directly reflect and compare when adopting a rate per metre.

At each reporting date the appropriateness of those valuations is assessed by the Responsible Entity.

The stated fair value of each investment property at the end of the year represents the Responsible Entity's best estimate as at the end of the year. However, if an investment property is sold in the future the price achieved may be higher or lower than the most recent valuation, or higher or lower than the fair value recorded in the consolidated financial statements if that differs from the valuation.

The fair value estimates for investment properties are included in level 3 as explained in section (c) below.

20 Fair value hierarchy (continued)

(c) Fair value measurements using significant unobservable input (level 3)

The changes in fair value of investment properties for the year are set out in note 15(b).

(i) Valuation inputs and relationship to fair value

The following are the key valuation assumptions used in the determination of the investment properties fair value using the discounted cash flows and income capitalisation valuation methodologies:

- Current net market rental - the estimated amount for which a property or space within a property should be leased between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and wherein the parties have each acted knowledgeably, prudently and without compulsion. In the calculation of net rent, the owner recovers outgoings from the tenant on a pro-rata basis (where applicable);
- Adopted capitalisation rate - the rate at which net market income is capitalised to determine the value of the property. This rate is determined with regards to market evidence;
- Adopted terminal yield - the capitalisation rate used to convert income into an indication of the anticipated value of the property at the end of a holding period when carrying out a discounted cash flow calculation. This rate is determined with regards to market evidence; and
- Adopted discount rate - the rate of return to convert a monetary sum, payable or receivable in the future, into present value. Theoretically, it should reflect the opportunity cost of capital, that is, the rate of return the capital can earn if put to other uses having similar risk. This rate is determined with regards to market evidence.

The table below illustrates the key valuation assumptions used in the determination of the investment properties fair value:

| Valuation inputs | 2023 | 2022 |
|--|---------------|---------------|
| Current net market rental (\$ per sqm) | 135 - 1272 | 128 - 1634 |
| Adopted capitalisation rate (%) | 5.25% - 6.25% | 5.00% - 6.50% |
| Adopted terminal yield (%) | 5.63% - 6.50% | 5.63% - 6.75% |
| Adopted discount rate (%) | 6.50% - 7.75% | 5.50% - 6.75% |

(ii) Valuation processes

Independent valuations of investment properties are obtained from suitably qualified valuers generally at least once in every 18 months if the property is in a construction phase; otherwise once in any 12 month period from the date of the last valuation; or in exceptional circumstances once in a financial year or calendar year as determined necessary; or as soon as practicable, but not later than within two months after the directors of the Responsible Entity form a view that there is reason to believe that the fair value of the investment property is materially different from its current carrying value. Such valuations are reflected in note 15. Notwithstanding, the directors of the Responsible Entity determine the carrying value of each investment property at each reporting date to ensure that its carrying value does not materially differ from its fair value. Where the carrying value differs from fair value, that asset is adjusted to its fair value.

(iii) Sensitivity information

The table below details the movement in the fair value when each of the significant inputs either increase or decrease, with all other inputs remaining constant:

| Significant inputs | Fair value measurement sensitivity to significant increase in input | Fair value measurement sensitivity to significant decrease in input |
|-----------------------------|---|--|
| Current net market rental | Increase | Decrease |
| Adopted capitalisation rate | Decrease | Increase |
| Adopted terminal yield | Decrease | Increase |
| Adopted discount rate | Decrease | Increase |

20 Fair value hierarchy (continued)

It is often the case that multiple significant inputs change simultaneously, on these occasions the impact of the changes in the individual inputs can be reduced or vice versa can magnify the movement in the fair value.

When assessing the discounted cash flow, the adopted discount rate and adopted terminal yield have a strong interrelationship because the discount rate will determine the rate at which the terminal value is discounted to the present value. In theory, an increase (softening) in the adopted discount rate and a decrease (tightening) in the adopted terminal yield could potentially offset the impact on fair value, and vice versa. The impact on fair value may be magnified if both the discount rate and terminal yield move in the same direction.

When calculating the income capitalisation, the net market rent has a strong interrelationship with the adopted capitalisation rate. This is because the methodology involves assessing the total net market income receivable from the property and capitalising this in perpetuity to derive a capital value. In theory, an increase in the net market rent and an increase (softening) in the adopted capitalisation rate could potentially offset the impact to the fair value. The same can be said for a decrease in the net market rent and a decrease (tightening) in the adopted capitalisation rate. The impact on fair value may be magnified if the net market rent is increasing while the capitalisation rate is decreasing (or vice versa).

A sensitivity analysis was undertaken to assess the impact of capitalisation rates, discount rates and terminal yields on the fair value of the investment properties. The estimated impact of a change in these significant unobservable inputs is illustrated in the table below:

| | 30 June 2023 \$'000 | 30 June 2022 \$'000 |
|---|------------------------------------|---------------------------|
| Adopted capitalisation rate +0.25% (2022: +0.25%) | (23,314) | (21,581) |
| Adopted capitalisation rate -0.25% (2022: -0.25%) | 25,486 | 23,663 |
| Adopted discount rate +0.25% (2022: +0.25%) | (19,174) | (19,288) |
| Adopted discount rate -0.25% (2022: -0.25%) | 20,620 | 20,930 |
| Adopted terminal yield +0.25% (2022: +0.25%) | (22,055) | (19,726) |
| Adopted terminal yield -0.25% (2022: -0.25%) | 23,987 | 21,441 |

21 Related party transactions

Responsible entity

The Responsible Entity of Australian Unity Diversified Property Fund is Australian Unity Property Limited (ABN 58 079 538 499) whose immediate and ultimate parent entity is Australian Unity Limited (ABN 23 087 648 888).

Key management personnel

(a) Directors

Key management personnel includes persons who were directors of Australian Unity Property Limited at any time during the year as follows:

Rohan Mead, Chairman and Group Managing Director
Esther Kerr-Smith, Chief Executive Officer, Wealth & Capital Markets
Darren Mann, Group Executive Finance & Strategy and Chief Financial Officer

(b) Other key management personnel

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

Other transactions within the Scheme

From time to time directors of Australian Unity Property Limited, or their director related entities, may invest in or withdraw from the Scheme. These investments or withdrawals are on the same terms and conditions as those entered into by other Scheme unitholders and are trivial in nature.

21 Related party transactions (continued)

Management fees and other transactions

Under the terms of the Scheme's Constitution, the Responsible Entity is entitled to receive fees monthly calculated by 0.65% (2022: 0.65%) to the gross asset value of the Scheme.

The Responsible Entity is also entitled to charge an annual performance fee in the form of cash or by issue of the Scheme's units. The Scheme's benchmark is an internal rate of return (IRR) of 10% on the Scheme's net asset value. Performance fee is calculated at 20% of the portion of the outperformance of the Scheme over the benchmark.

Administration expenses incurred in the day to day running of the Scheme are reimbursed in accordance with the Scheme's Constitution.

The transactions during the year and amount payable at 30 June 2023 between the Scheme and the Responsible Entity were as follows:

| | 2023 | 2022 |
|---|------------------|-------------|
| | \$ | \$ |
| Management fees for the year paid and payable by the Scheme to the Responsible Entity | 3,599,060 | 3,990,343 |
| Administration expenses incurred by the Responsible Entity which are reimbursed in accordance with the Scheme's Constitution | 1,053,914 | 827,521 |
| Fees rebated by the Responsible Entity for the Scheme's investment in other schemes managed by the Responsible Entity's related parties | 196,940 | 222,058 |
| Aggregate amounts payable to the Responsible Entity at the end of the year | 818,495 | 329,260 |

(a) *Other related party transactions*

Australian Unity Property Management Pty Ltd (a related party of the Responsible Entity) has been appointed to provide a number of property related services to the Scheme. These services include:

- Leasing and agency services;
- Market rent reviews;
- Property management services;
- Project management services;
- Development management services; and
- Debt arrangement services

The total fees paid/payable to Australian Unity Property Management Pty Ltd for the year ended 30 June 2023 was \$1,186,000 (2022: \$3,220,227). Total accrued fees payable to Australian Unity Property Management Pty Ltd as at 30 June 2023 was \$nil (2022: \$1,824,000).

All related party transactions are under normal commercial terms and conditions and at market rates.

Related party unitholdings

Parties related to the Scheme (including Australian Unity Property Limited, its related parties and other schemes managed by Australian Unity Property Limited), held units in the Scheme as follows:

21 Related party transactions (continued)

Related party unitholdings (continued)

2023

| Unitholder | No. of units held opening '000 | No. of units held closing '000 | Fair value of investment* \$'000 | Interest held (%) | No. of units acquired '000 | No. of units disposed '000 | Distributions paid/payable by the Scheme \$'000 |
|--|---|---|---|-------------------------|----------------------------------|----------------------------------|---|
| Australian Unity Property Income Fund | 6,893 | 4,040 | 4,535 | 1.49 | 420 | (3,273) | 306 |
| Lifepan Australia Friendly Society Limited | 5,410 | 1,733 | 1,946 | 0.64 | - | (3,677) | 166 |
| Total | 12,303 | 5,773 | 6,481 | 2.13 | 420 | (6,950) | 472 |

*Fair value of investment includes accrued distribution at the end of the year.

2022

| Unitholder | No. of units held opening '000 | No. of units held closing '000 | Fair value of investment* \$'000 | Interest held (%) | No. of units acquired '000 | No. of units disposed '000 | Distributions paid/payable by the Scheme \$'000 |
|--|---|---|---|-------------------------|-------------------------------------|-------------------------------------|---|
| Australian Unity Property Income Fund | 6,739 | 6,893 | 8,252 | 2.41 | 590 | (437) | 560 |
| Lifepan Australia Friendly Society Limited | 6,489 | 5,410 | 6,476 | 1.08 | - | (1,079) | 475 |
| Total | 13,228 | 12,303 | 14,728 | 3.49 | 590 | (1,516) | 1,035 |

*Fair value of investment includes accrued distribution at the end of the year.

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

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

| | 2023 | 2022 |
|---|---------------|---------------|
| | \$'000 | \$'000 |
| (Loss)/Profit for the year | (5,608) | 24,473 |
| Add back | | |
| Interest expenses and debt establishment costs | 9,405 | 7,519 |
| Unrealised gains/(losses) on financial instruments | 7,682 | 4,075 |
| Net change in fair value of the investment properties - revaluation increment | 9,936 | (17,229) |
| Net change in receivables | (2,521) | (2,483) |
| Net change in payables | 1,239 | 1,745 |
| Net change in other assets/prepayments | (142) | (155) |
| Adjustments to net lease incentives and straight line rental | 1,830 | 1,849 |
| Net cash inflow from operating activities | 21,821 | 19,794 |

(b) Non-cash operating and financing activities

| | | |
|--|-------|-------|
| During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan | | |
| | 3,603 | 4,766 |

23 Parent entity financial information

| | 2023 | 2022 |
|---|----------------|---------|
| | \$'000 | \$'000 |
| Statement of financial position | | |
| Cash and cash equivalents | 10,286 | 9,814 |
| Receivables | 118,170 | 95,690 |
| Prepaid expenses | 61 | 178 |
| Investment in subsidiaries | 195,134 | 181,465 |
| Financial assets held at fair value through profit or loss | 16,242 | 21,248 |
| Investment properties | 244,797 | 228,604 |
| Total assets | 584,690 | 536,999 |
| | | |
| Distributions payable | 1,141 | 7,788 |
| Payables | 10,287 | 5,575 |
| Borrowings | 272,976 | 186,948 |
| Total liabilities | 284,404 | 200,311 |
| | | |
| Net assets attributable to unitholders | 300,286 | 336,688 |
| | | |
| | 2023 | 2022 |
| | \$'000 | \$'000 |
| Statement of comprehensive income | | |
| (Loss)/Profit for the year | (5,608) | 24,473 |
| Other comprehensive income | - | - |
| | | |
| Total comprehensive income attributable to unitholders | (5,608) | 24,473 |

24 Events occurring after end of the financial year

On 7th July 2023, Australian Unity Property Limited ("AUPL"), as the Responsible Entity for the Scheme, announced it had entered into a Merger Implementation Deed ("MID") with Cromwell Funds Management Limited ("CFML"), as the Responsible Entity for Cromwell Direct Property Fund ("CDPF"), to merge the Scheme and CDPF via a trust scheme ("Proposed Merger").

If the Scheme's unitholders approve the Proposed Merger and it is implemented, the Scheme unitholders will receive new CDPF units in exchange for their Scheme units. The number of new CDPF units received for each Scheme unit held will be based on the Scheme's and CDPF's respective audited Net Tangible Assets ("NTA") per unit on 30 June 2023, subject to certain adjustments (including in respect of the proceeds received from the sale of 620 Mersey Street Osborne, SA and 1 & 2 Technology Place Williamstown, NSW, which are currently being marketed for sale). The sale of these properties is not expected to be conditional on the Proposed Merger proceeding.

The indicative key dates in relation to the Proposed Merger are outlined below and are subject to change.

- Dispatch of Unitholder Booklet (including Independent Experts Report) - late October to early November 2023.
- Applications close for the Scheme's withdrawal facility - mid to late November 2023.
- The Scheme unitholder meeting date - mid to late November 2023.
- Implementation date - late November to early December 2023.

24 Events occurring after end of the financial year (continued)

On 12 August 2023, the Scheme entered into a contract to sell Woodvale Boulevard Shopping Centre, Woodvale, WA for \$36,500,000, excluding settlement adjustments. Settlement is expected to occur on 11 September 2023 with the net proceeds used to repay the Scheme's borrowings and reduce gearing.

Other than the above matters, and those mentioned elsewhere in the report, no other matters or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the operations of the Scheme, the result of operations, or the state of the Scheme's affairs in the future years.

25 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2023 and 30 June 2022.

Commitments arising from contracts principally relating to capital expenditure on investment properties which are contracted for at reporting date but not recognised on the consolidated statement of financial position are \$21,751,000 (30 June 2022: \$38,968,000).

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) The consolidated financial statements and notes set out on pages 6 to 39 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 Scheme's financial position as at 30 June 2023 and of its performance, as represented by the results of its operations and cash flows for the year ended on that date.
- (b) There are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable,
- (c) The consolidated financial statements are in accordance with the Scheme's Constitution, and
- (d) Note 2(a) confirms that the consolidated financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Rohan Mead
Director



Esther Kerr-Smith
Director

11 September 2023



Independent auditor's report

To the unitholders of Australian Unity Diversified Property Fund

Our opinion

In our opinion:

The accompanying financial report of Australian Unity Diversified Property Fund (the Scheme) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The Group financial report comprises:

- the consolidated statement of financial position as at 30 June 2023
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Other information

The directors of Australian Unity Property Limited (the Responsible Entity) are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.



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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the financial report, the directors of the Responsible Entity are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Responsible Entity either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf. This description forms part of our auditor's report.

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

PricewaterhouseCoopers

A stylized, handwritten signature in blue ink that reads 'George Sagonas'.

George Sagonas
Partner

Melbourne
11 September 2023