# APN Regional Property Fund and its Controlled Funds

ARSN 110 488 821

Interim Financial Report for the half-year ended 31 December 2020

## Contents

Directors' report	1
Auditor's independence declaration	3
Independent auditor's report	4
Directors' declaration	6
Condensed consolidated statement of profit or loss and other comprehensive income	7
Condensed consolidated statement of financial position	8
Condensed consolidated statement of changes in equity	9
Condensed consolidated statement of cash flows	10
Notes to the condensed consolidated financial statements	11

### Directors' report

The directors of APN Funds Management Limited ("APN FM") (ACN 080 674 479), the Responsible Entity of APN Regional Property Fund (the "Fund"), present the interim financial report of the Fund and its controlled funds (the "Group") for the half-year ended 31 December 2020.

In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

#### Information about the directors

The following persons were directors of the Responsible Entity during the half-year and up to the date of this report:

Geoff Brunsdon AM
Howard Brenchley
Jennifer Horrigan
Michael Johnstone

Independent Chairman
Independent Director
Independent Director
Independent Director

Joseph De Rango Alternate Director for Howard Brenchley

#### **Principal activities**

The Fund is a registered managed investment fund domiciled in Australia. The principal activity of the Group is to own and manage commercial properties that offer sustainable distributions with the potential for income and capital growth. The parent entity of the Group is APN Regional Property Fund (the "Fund").

There has been no significant change in the activities of the Group during the half-year.

The Group did not have any employees during the period.

#### **Review of operations**

The principal investment objective of the Group is to maximise unitholder value through investment in properties located in major regional centres with strong lease covenants, secure income streams and the potential for capital growth.

The Group had been performing ahead of expectations leading into the COVID-19 pandemic, largely on the back of leasing outperformance in FY20. The impact of the COVID-19 pandemic continues to be minimal since the issue of the Group's most recent annual report. The directors of the Responsible Entity remain confident that the Group will be able to continue trading and realise assets and discharge liabilities in its ordinary course of business.

The Group remains well placed for the following reasons:

- The building is occupied by quality lease covenants across a broad range of services and industries including both NSW and Federal government tenants, resource sector tenants, legal services and other service industries with government related contracts.
- The Fund continues to have positive discussions with a number of tenants regarding their lease expiries in FY21.
- The Fund's gearing is currently 28.12%, below the debt covenant of 55%.
- The interest coverage ratio (ICR), which is the multiple of income received above the interest expense, is 7.3 times compared to the debt covenant of 2.0 times.
- In order to protect the Fund against fluctuations in interest rates, 95% of the Fund's debt interest expense is hedged at a fixed rate.
- Both the bank debt facility and interest rate hedge are due to expire in February 2022, ensuring there is no near-term refinancing risk.

#### **Operating results**

The results of the operations of the Group are disclosed in the condensed consolidated statement of profit or loss and other comprehensive income. The total comprehensive income for the half-year ended 31 December 2020 was \$13,267,000 of which \$11,518,000 was relating to fair value increase in properties (31 December 2019 total comprehensive income: \$1,509,000). The uplift in value of the properties is largely attributable to a 10.2% increase in market rent and a compression on the adopted capitalisation rates by 125 basis points, assessed and adopted with reference to post COVID-19 transactions of comparable properties.

#### **Distributions**

Distributions of \$1,279,000 were declared by the Group during the half-year ended 31 December 2020 (31 December 2019: \$1,278,000).

For full details of distributions paid and payable during the half-year, refer to note 4 to the condensed consolidated financial statements.

#### Auditor's independence declaration

A copy of the external auditor's independence declaration, as required under section 307C of the *Corporations Act 2001* is set out on page 3.

#### Rounding of amounts

The Group is an entity of the kind referred to in ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument, amounts in the directors' report and the interim financial report have been rounded to the nearest thousand dollars, unless otherwise stated.

Signed in accordance with a resolution of the directors of the Responsible Entity made pursuant to section 306(3) of the *Corporations Act 2001*.

On behalf of the directors of the Responsible Entity, APN Funds Management Limited.

Geoff Brunsdon AM

Director

Melbourne, 11 February 2021



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11 February 2021

The Board of Directors APN Funds Management Limited 101 Collins Street MELBOURNE VIC 3000

**Dear Board Members** 

#### Auditor's Independence Declaration to APN Regional Property Fund and its Controlled Funds

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the board of directors of APN Funds Management Limited, in its capacity as the Responsible Entity of APN Regional Property Fund and its Controlled Funds.

As lead audit partner for the review of the financial statements of APN Regional Property Fund and its Controlled Funds for the half-year ended 31 December 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

Yours faithfully

DELOITTE TOUCHE TOHMATSU

Mark Stretton Partner

**Chartered Accountants** 

Deloite Touche Tohnaton

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## Independent Auditor's Review Report to the Unitholders of APN Regional Property Fund and its Controlled Funds

#### Conclusion

We have reviewed the accompanying half-year financial report of APN Regional Property Fund (the "Fund") and its controlled funds (collectively, the "Group") which comprises the condensed consolidated statement of financial position as at 31 December 2020, and the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration as set out in pages 6 to 16.

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

- (a) giving a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations* 2001.

#### Basis for Conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Half-year Financial Report section of our report. We are independent of the Fund\_in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Responsible Entity of the Fund (the "Directors"), would be in the same terms if given to the Directors as at the time of this auditor's review report.

#### Directors' Responsibility for the Half-Year Financial Report

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

#### Auditor's Responsibilities for the Review of the Half-year Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2020 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

## Deloitte.

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

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Mark Stretton Partner

**Chartered Accountants** 

Melbourne, 11 February 2021

## Directors' declaration

The directors of APN Funds Management Limited, the Responsible Entity of APN Regional Property Fund, declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable; and
- (b) in the directors' opinion, the attached condensed consolidated financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and give a true and fair view of the financial position and performance of the Group.

Signed in accordance with a resolution of the directors of the Responsible Entity made pursuant to section 303(5) of the *Corporations Act 2001*.

On behalf of the directors of the Responsible Entity, APN Funds Management Limited.

Geoff Brunsdon AM

Director

Melbourne, 11 February 2021

## Condensed consolidated statement of profit or loss and other comprehensive income

### for the half-year ended 31 December 2020

		Half-year ended 31 December 2020	Half-year ended 31 December 2019
	Notes	\$'000	\$'000
Income			
Revenue	3	2,857	2,526
Straight line rental income recognition		49	68
Total revenue from continuing operations		2,906	2,594
Interest income		1	3
Net fair value gain on investment properties		11,518	8
Net fair value gain on derivatives		70	1
Total other income		11,589	12
Total income		14,495	2,606
Expenses			
Property costs		(563)	(512)
Management fees	9	(182)	(174)
Finance costs		(316)	(324)
Other expenses		(167)	(87)
Total expenses		(1,228)	(1,097)
Net profit for the period		13,267	1,509
Other comprehensive income		-	-
Total comprehensive income for the period		13,267	1,509

## Condensed consolidated statement of financial position

as at 31 December 2020

		31 December 2020	30 June 2020
	Notes	\$'000	\$'000
Current assets			
Cash and cash equivalents		718	699
Trade and other receivables		223	-
Other assets		19	76
Total current assets		960	775
Non-current assets			
Investment properties	6	66,000	54,247
Total non-current assets		66,000	54,247
Total assets		66,960	55,022
			_
Current liabilities			
Trade and other payables		(475)	(664)
Distribution payable	4	(213)	(213)
Derivative financial instruments	8	(293)	(253)
Total current liabilities		(981)	(1,130)
Non-current liabilities			
Trade and other payables		(149)	(149)
Derivative financial instruments	8	(70)	(180)
Borrowings	5	(18,532)	(18,323)
Total non-current liabilities		(18,751)	(18,652)
Total liabilities		(19,732)	(19,782)
Net assets		47,228	35,240
Equity			
Contributed equity	7	19,563	19,563
Retained earnings		27,665	15,677
Total Equity		47,228	35,240

## Condensed consolidated statement of changes in equity

## for the half-year ended 31 December 2020

	Notes	Contributed equity \$'000	Retained earnings \$'000	Total \$'000
Balance at 1 July 2019		19,571	15,523	35,094
Net profit for the period Other comprehensive income			1,509	1,509 -
Total comprehensive income for the period		-	1,509	1,509
Recapitalisation costs Distributions to unitholders	4	(8)	- (1,278)	(8) (1,278)
Balance at 31 December 2019		19,563	15,754	35,317
Balance at 1 July 2020		19,563	15,677	35,240
Net profit for the period Other comprehensive income		-	13,267	13,267
Total comprehensive income for the period		- 1	13,267	13,267
Distributions to unitholders	4		(1,279)	(1,279)
Balance at 31 December 2020		19,563	27,665	47,228

## for the half-year ended 31 December 2020

		Half-year ended 31 December 2020	Half-year ended 31 December 2019
	Notes	\$'000	\$'000
Cook flows from an eventing potivities			
Cash flows from operating activities  Net rental income received		1,988	2,089
Interest received		1,900	2,009
Other expenses paid		(305)	(239)
Finance costs paid		(322)	(313)
Net cash inflow from operating activities		1,362	1,541
Cash flows from investing activities			
Payments for capital expenditure on investment properties		(270)	(1,055)
Net cash outflow from investing activities		(270)	(1,055)
Cash flows from financing activities			
Net proceeds from borrowings		198	588
Recapitalisation and liquidity offer costs paid		-	(8)
Distributions paid		(1,271)	(1,193)
Net cash outflow from financing activities		(1,073)	(613)
Net increase / (decrease) in cash and cash equivalents		19	(127)
Cash and cash equivalents at the beginning of the period		699	1,063
Cash and cash equivalents at the end of the period		718	936

#### Notes to the condensed consolidated financial statements

#### GENERAL INFORMATION

APN Regional Property Fund is a registered managed investment scheme domiciled in Australia. APN Funds Management Limited is the Responsible Entity of the Fund.

The address of its registered office and principal place of business is as follows:

Level 30 101 Collins Street MELBOURNE VIC 3000 Tel: (03) 8656 1000

#### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1. Statement of compliance

The interim financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. The interim financial report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual report.

The financial statements were authorised for issue by the directors on 11 February 2021.

#### 2.2. Going concern and COVID-19

The Group has assessed its ability to continue as a going concern taking into account all information available for a period of 12 months from the date of issuing the condensed consolidated financial statements. The impact of the COVID-19 pandemic continues to be minimal since the issue of the Group's most recent annual report. The directors of the Responsible Entity remain confident that the Group will be able to continue trading and realise assets and discharge liabilities in its ordinary course of business. In reaching this position, the following factors have been considered:

- The Group has adequate levels of liquidity through its operating cash flows and debt lines to be drawn if required;
- The Group does not have any significant credit risk exposure or recoverability issues to any single tenant counterparty or counterparties;
- the Group has adequate levels of headroom with respect to its debt covenants as disclosed in note 5 and the Group does not expect any covenants to be breached; and
- the Group's debt is hedged against interest rate swaps to a level of 95%.

Given consideration to the above, the directors of the Responsible Entity believe that the Group will be able to meet its debts as and when they fall due for at least a period of 12 months from the date of the condensed consolidated financial statements. Therefore, the condensed consolidated financial statements have been prepared on a going concern basis.

#### 2.3. Basis of preparation

The condensed consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. All amounts are presented in Australian dollars, unless otherwise noted.

The Group is an entity of the kind referred to in ASIC Corporations (Rounding in Financials / Directors' Reports) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the directors' report and the interim financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

The accounting policies and methods of computation adopted in the preparation of the interim financial report are consistent with those adopted and disclosed in the Group's annual financial report for the financial year ended 30 June 2020, except for the impact from adoption of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

#### 2.4. Adoption of new and revised Australian Accounting Standards and interpretations

The Fund has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current half-year. The new and revised Standards did not have any material impact to the Group.

New and revised Standards and amendments thereof and Interpretations effective for the current half-year that are relevant to the Group are:

- AASB 2018-7 Amendments to Australian Accounting Standards Definition of Material
- AASB 2019-1 Amendments to Australian Accounting Standards References to the Conceptual Framework
- AASB 2019-5 Amendments to Australian Accounting Standards Disclosure of the Effect of New IFRS Standards Not Yet Issued in Australia
- AASB 2020-4 Amendments to Australian Accounting Standards COVID-19-Related Rent Concessions

#### REVENUE

Revenue from investment properties comprises of lease components (including base rent, recoveries of property tax and property insurance) and non-lease components that primarily consists of property outgoing recoveries.

Rental income
Outgoing recoveries
Total revenue

31 December 2020 \$'000	31 December 2019 \$'000
2,283	1,922
574	604
2,857	2,526

#### 4. DISTRIBUTIONS

Distributions paid during the period
Distributions payable
Total distributions paid and payable

31 December 2020		31 December 2019	
Cents per		Cents per	
security	\$'000	security	\$'000
4.250	1,066	2.550	639
0.850	213	2.550	639
5.100	1,279	5.100	1,278

#### 5. BORROWINGS

	31 December 2020 \$'000	30 June 2020 \$'000
Cash advance facility <sup>1</sup>	18,532	18,323

<sup>1</sup> Includes deferred borrowing costs of \$27,000 (30 June 2020: \$38,000) that have been allocated against the total amount drawn at reporting date.

#### 5.1 Summary of borrowing arrangements

The cash advance facility is secured over the Group's investment properties (via first registered real property mortgages) and other assets (via a first ranking general "all assets" security agreement). The facility expires in February 2022.

	31 December 2020 \$'000	30 June 2020 \$'000
Cash advance facility limit	20,440	20,440
Cash advance facility utilised at balance date	(18,558)	(18,361)
Cash advance facility undrawn at balance date	1,882	2,079

The facility agreement contains both financial and non-financial covenants and undertakings that are customary for secured debt facilities of this nature. The key financial covenants (with capitalised terms being defined terms in the debt facility agreement) that apply to the Group as follows:

		31 December 2020
Loan to Value Ratio ("LVR")	At all times, LVR does not exceed 55%.	28.12%
Interest Cover Ratio ("ICR")	At all times, ICR is not less than 2.0 times.	7.3 times

#### 6. INVESTMENT PROPERTY

The primary assets of the Group comprise of two A-grade office buildings, being 26 and 28 Honeysuckle Drive in Newcastle, New South Wales.

#### 6.1 Reconciliation of carrying amount

	31 December 2020 \$'000	30 June 2020 \$'000
Carrying amount at beginning of the period	54,247	52,829
Capital expenditure on existing investment properties	243	554
Capitalised leasing incentives and fees	28	940
Amortisation of lease incentives and fees	(85)	(152)
Straight line rental revenue recognition	49	133
Net gain / (loss) on fair value adjustments <sup>1</sup>	11,518	(57)
Carrying amount at end of the period	66,000	54,247

<sup>&</sup>lt;sup>1</sup> The net gain in fair value adjustments is wholly unrealised and has been recognised as "net gain in fair value gain on investment properties" in the condensed consolidated statement of profit or loss and other comprehensive income.

#### CONTRIBUTED EQUITY

At the beginning of the period Recapitalisation costs At the end of the period

31 December 2020		31 December 2019	
No.'000	\$'000	No.'000	\$'000
25,078	19,563	25,078	19,571
-	-	-	(8)
25,078	19,563	25,078	19,563

#### 8. FAIR VALUE HIERARCHY

The following table provides an analysis of investment properties and financial instruments that are measured at fair value at 31 December 2020, grouped into Levels 1 to 3 based on the degree to which the fair value inputs are observable:

Investment properties
Derivative financial instruments
Total

nber 2020	as at 31 Decen	e measurement	Fair value
Total	Level 3	Level 2	Level 1
\$'000	\$'000	\$'000	\$'000
66,000	66,000	-	-
(363)	-	(363)	-
65,637	66,000	(363)	-

Investment properties
Derivative financial instruments
Total

Fair va	lue measureme	ent as at 30 Jun	e 2020
Level 1	Level 2	Level 3	Total
\$'000	\$'000	\$'000	\$'000
-	-	54,247	54,247
-	(433)	-	(433)
-	(433)	54,247	53,814

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from 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 fair value measurements are those derived from valuation techniques that include inputs for the
  asset or liability that are not based on observable market data (unobservable inputs). The adopted valuation
  for investment property is determined using the discounted cash flow (DCF) method and the income
  capitalisation method.

When calculating fair value of investment properties using the income capitalisation approach, the net market rent has a strong interrelationship with the adopted capitalisation rate given 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. A directionally opposite change in the net market rent and the adopted capitalisation rate could potentially magnify the impact to the fair value.

When assessing a discounted cash flow, the adopted discount rate and adopted terminal yield have a strong interrelationship in deriving a fair value given the discount rate will determine the rate in 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 to the fair value. The same can be said for a decrease (tightening) in the discount rate and an increase (softening) in the adopted terminal yield. A directionally similar change in the adopted discount rate and the adopted terminal yield could potentially magnify the impact to fair value.

Due to the impact that the COVID-19 pandemic could have on valuations of investment properties, sensitivity analysis has been performed on the fair values adopted at 31 December 2020, based on a range of potential capitalisation rate and discount rate movements on the Group's investment properties portfolio as compared to the capitalisation rates and discount rates adopted at 31 December 2020. Capitalisation rates and discount rates are considered to be key unobservable inputs that would have a material impact on the fair values adopted if they moved.

Outcomes of the sensitivity analysis are set out below:

	Net P	rofit	
Capitalisa	tion rate	Discou	nt rate
0.25%	0.25%	0.25%	0.25%
increase	decrease	increase	decrease
\$'000	\$'000	\$'000	\$'000
(2.970)	3.229	(1.299)	1.331

Investment properties

There were no transfers between Levels during the half-year (30 June 2020: nil).

#### RELATED PARTY TRANSACTIONS

#### 9.1 Transactions with key management personnel

The Group does not employ personnel in its own right. However, it is required to have a Responsible Entity to manage the activities of the Group. As such there are no staff costs (including fees paid to directors of the Responsible Entity) included in the condensed consolidated statement of profit or loss and other comprehensive income.

#### 9.2 Transactions with the Responsible Entity and related bodies corporate

The Responsible Entity and Manager of the Group is APN Funds Management Limited. APN FM's immediate and ultimate parent entity is APN Property Group Limited (ACN 109 846 068). Accordingly, transactions with entities related to APN Property Group Limited are disclosed below:

Investment management fees
Registry fees
Accounting fees
Reimbursement of costs paid on behalf of the
Fund

31 Decen	nber 2020	31 Decemb	per 2019
Paid \$'000	Payable \$'000	Paid \$'000	Payable \$'000
91	91	91	83
5	5	5	5
5	5	5	5
9	-	8	3
110	101	109	96

#### 9.3 Unitholdings and associated transactions with related parties

The below table shows the number of APN Regional Property Fund securities held by related parties (including managed investment schemes for which a related party is the Responsible Entity or Investment Manager) and the distributions received or receivable:

APN Property Group Limited Howard Brenchley Chris Aylward Total

31 December 2020		31 December 2019	
No. of units	Distributions \$	No. of units	Distributions \$
971,162	152,274	6,065,243	322,622
91,474	4,665	91,474	4,665
2,439,704	124,425	2,439,704	124,425
3,502,340	281,364	8,596,421	451,712

#### 10. COMMITMENT AND CONTINGENCIES

There have been no changes to the contractual obligations disclosed in the Group's annual financial report for the financial year ended 30 June 2020, and there are no other commitments and contingencies in effect at 31 December 2020.

#### 11. SUBSEQUENT EVENTS

The COVID-19 pandemic had created unprecedented uncertainty. Whilst Australia's strong economic response / recovery along with its successful management of COVID has increased landlord income certainty resulting in distributions being reinstated, albeit some at reduced levels, uncertainty remains due to the roll-out timeline and efficacy of the COVID vaccine. At the date of issuing the condensed consolidated financial statements, an estimate of future impact on the Group's investments cannot be made as this will depend on resurgent infection rates around the world and potential for domestic outbreaks.

Actual economic events and conditions in the future may materially differ from those estimated by the Group at the reporting date.

There has been no matter or circumstance occurring subsequent to the end of the half-year that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

#### 12. NET TANGIBLE ASSETS

Net tangible assets per security

30 June 2020	31 December 2020
\$	\$
1.4037	1.8822