

**APN AREIT Fund
Annual Report
30 June 2022**

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APN AREIT Fund (the Fund) is a registered managed investment scheme domiciled in Australia that invests in a portfolio of listed Australian Real Estate Investment Trusts (AREITs). Dexus Asset Management Limited (DXAM, previously known as APN Funds Management Limited) is the Responsible Entity of the Fund. DXAM oversees the management and strategic direction of the Fund in its role as Responsible Entity.

The registered office of the Responsible Entity of the Fund is Level 25, Australia Square, 264-278 George Street, Sydney, NSW 2000 and its principal place of business is Level 5, 80 Collins Street (South Tower), Melbourne, VIC 3000.

Operating and Financial Review



After AREITs hit pandemic induced lows in March 2020, they along with the broader Australian equities market staged a strong recovery through FY21 (The Fund 30.1%, AREIT 300 Index 33.2%, equities 27.8%) that continued for the majority of 2021 (The Fund 24.9%, AREIT 300 Index 27.0% versus equities 17.5%). Outperformance over 2021 was driven by the investment themes of funds management, logistics and alternative real estate along with the COVID recovery trade.

FY22 proved to be a tale of two halves for AREIT and fund investors. A strong first half performance saw AREITs return 15.3% (The Fund 13.4%) versus equities 4.0% in the six months to 31 December 2021.

2022 has seen a significant global equity sell-off as investors assess the implications of rising bonds rates, central bank rate hikes and the prospect that the United States and other countries could experience a recession in late 2022 or 2023. The low interest rate environment that markets had become accustomed to for many years has been turned on its head. Australian 10 year bonds which had been in decline since the Global Financial Crisis and aided by the pandemic, reached their highest closing level since 2013 in mid-June 2022 before finishing FY22 at 3.66%, a 199 basis point increase over the financial year.

Investors became wary of the new risks being faced as markets moved into this somewhat unfamiliar environment. While the impact has become broad based across equities markets, investor confidence in valuing commercial real estate and REITs has been impaired resulting in AREITs declining 23.0% (The Fund -21.8%) over the six months to June 2022, significantly behind Australian equities which fell 10.4%.

Several factors applied additional pressure to AREIT share prices contributing to the weak second half performance. The 9.5% higher return than equities in 2021 was a start, with real estate globally basking in the glow of record low interest rates and the emergence from the pandemic. This outperformance quickly reversed as the reversal of interest rates changed the investor playing field.

Debt headwinds have also been front of mind even with the relatively predictable nature of AREIT earnings. Currently the market appears to have little regard for the AREIT sector's low average gearing (25%) which is well below long term averages (30%) and what was in place pre-GFC (over 10% higher than current levels). This does not make the sector immune from higher rates but AREIT management teams place significant emphasis on debt management which is reflected by its tenure (average maturity 5.5 years), hedging (average >75% across the sector) and diversity of sources (banks, capital markets), all of which helps reduce risk and provides a level of earnings shelter through shorter term periods of interest rate volatility.

Funds management and logistics landlords, key drivers of the AREIT sector's returns leading up to and post the pandemic shock have seen a significant reduction in their earnings multiples as investors reassess their ability to maintain growth. Investors that lifted the sector and individual stock returns to unsustainable levels based on thematic views in FY20 and FY21 were quick to exit when the clouds of economic uncertainty began to appear. These investors have little regard for real estate fundamentals and while there are challenging times ahead many have taken their profits off the table which has had a detrimental return impact for specialist AREIT investors.

Another sentiment drag has been AREIT analysts revising earnings down and forecasting the capital value impacts of higher interest and risk-free rates for FY23. This has occurred ahead of much of the broader market which has added to the pressure on share prices.

After a year that started with so much promise the Fund returned -11.3%, against the AREIT 300 Index return of -11.2% over FY22, 4.4% lower than equities which returned -6.8%. A negative return of this magnitude is disappointing as it occurred so soon after the pandemic induced panicked sell-off that caused negative returns from AREITs in FY20. While FY22 has not been good news for investors across most asset classes they should recognise that these returns are not isolated to AREITs who have in fact outperformed equities in 8 of the last 12 years. A global pandemic soon followed by the highest level of global inflation in 30 years created a treacherous environment for investors. While uncertainty remains across equity markets, AREIT landlords continue to collect annually increasing rent from their diversified pool of quality tenants, illustrating the inflation-hedging characteristics of real estate. This provides a high level of confidence in earnings in a less stable economic environment.

Sources: DXAM, Bloomberg, UBS.

Directors' Report

The Directors of Dexus Asset Management Limited (DXAM, previously known as APN Funds Management Limited) as the Responsible Entity of APN AREIT Fund present their Directors' Report together with the Financial Statements for the year ended 30 June 2022.

Directors

The following persons were Directors of DXAM at all times during the year and to the date of this Directors' Report, unless otherwise stated:

Directors	Appointed
Geoff Brunsdon AM, B.Com, CA, F Fin, FAICD ¹	19 October 2009
Howard Brenchley, BEc	16 March 1998
Deborah Coakley, BBus, GAICD ²	19 August 2021
Jennifer Horrigan, BBus, GradDipMgt, GradDipAppFin, MAICD ³	30 April 2012
Michael Johnstone, BTRP, LS, AMP (Harvard)	25 November 2009
Emily Smith, BCom, GAICD ⁴	19 April 2022
Joseph De Rango, BCom, BBIS (IBL), MAIC – Alternate Director for Howard Brenchley ⁵	2 September 2019
Brett D Cameron, LLB/BA, GAICD, FGIA - Alternate Director for Deborah Coakley ⁶	1 March 2022

1. Mr Brunsdon resigned from the DXAM Board effective 28 February 2022.
2. Ms Coakley was appointed as Executive Director on 19 August 2021.
3. Ms Horrigan was appointed as the Chair of the DXAM Board effective 1 March 2022.
4. Ms Smith was appointed as a Non-executive Director on 19 April 2022.
5. Mr De Rango resigned as Alternate Director for Mr Brenchley effective 1 March 2022.
6. Mr Cameron was appointed as Alternate Director for Ms Coakley effective 1 March 2022.

Operating and financial review

Information on the operations and financial position of the Fund and its business strategies and prospects is set out in the operating and financial review on page 2 of this Annual Report and forms part of this Directors' Report.

Principal activities

The Fund is a registered managed investment scheme domiciled in Australia. The principal activity of the Fund is to invest in Australian Securities Exchange ("ASX") listed AREITs and cash/fixed interest instruments. There has been no significant change in the activities of the Fund during the financial year. The Fund did not have any employees during the financial year.

Total value of assets

The total value of the assets of the Fund as at 30 June 2022 was \$782,940,000 (2021: \$1,022,352,000). Details of the basis of this valuation are outlined in the Notes to the Financial Statements and form part of this Directors' Report.

Significant changes in the state of affairs

During the financial year, the Fund had the following significant changes in its state of affairs:

1. On 13 August 2021, Dexus PG Limited (DXPG, previously APN Property Group Limited or APN), the ultimate and immediate parent entity of DXAM was acquired by Dexus Nominee Pty Limited (an entity controlled by Dexus, listed on the ASX under code "DXS"). Accordingly, DXPG and its controlled entities are now wholly owned subsidiaries of Dexus.

Matters subsequent to the end of the financial year

Since the end of the year, the Directors are not aware of any matter or circumstance not otherwise dealt with in their Directors' Report or the Financial Statements that has significantly or may significantly affect the operation of the Fund, the results of those operations, or state of the Fund's affairs in future financial periods.

Distributions

Distributions paid or payable by the Fund for the year ended 30 June 2022 were 8.3460 cents per unit which amounted to \$52,358,000 (2021: 8.3460 cents per unit, \$56,460,000) as outlined in note 2 of the Notes to the Financial Statements.



Interests in the Fund

The movement in units on issue in the Fund during the year and the number of units on issue as at 30 June 2022 are detailed in note 5 of the Notes to the Financial Statements and form part of this Directors' Report.

The number of units in the Fund held by DXAM or its associates as at the end of the financial year is 100,109 (2021: 2,099,689 units).

The Fund did not have any options on issue as at 30 June 2022 (2021: nil).

Environmental regulation

The Audit, Risk and Compliance Committee oversees the policies, procedures and systems that have been implemented to ensure the adequacy of its environmental risk management practices. It is the opinion of this Committee that adequate systems are in place for the management of its environmental responsibilities and compliance with its various licence requirements and regulations. Further, the Committee is not aware of any material breaches of these requirements.

Indemnification and insurance

The insurance premium for a policy of insurance indemnifying Directors, Officers and others (as defined in the relevant policy of insurance) is paid by DXAM's immediate parent entity, Dexus Holdings Pty Limited (DXH).

Subject to specified exclusions, the liabilities insured are for costs that may be incurred in defending civil or criminal proceedings that may be brought against Directors and Officers in their capacity as Directors and Officers of the Fund, and other payments arising from liabilities incurred by the Directors and Officers in connection with such proceedings.

PricewaterhouseCoopers (PwC or the Auditor), is indemnified out of the assets of the Fund pursuant to the Dexus Specific Terms of Business agreed for all engagements with PwC, to the extent that the Fund inappropriately uses or discloses a report prepared by PwC. The Auditor is not indemnified for the provision of services where such an indemnification is prohibited by the *Corporations Act 2001*.

Audit

Auditor

Effective from 23 November 2021, PricewaterhouseCoopers have been appointed as the Auditor of the Fund in accordance with section 327 of the *Corporations Act 2001*. This appointment follows the resignation of Deloitte Touche Tohmatsu and ASIC's consent to the same.

The Board of DXAM, the Responsible Entity of the Fund, has decided to change the auditor to align with the wider Dexus platform.

Directors' Report (continued)

Audit (Continued)

Non-audit services

The Fund may decide to employ the Auditor on assignments, in addition to its statutory audit duties, where the Auditor's expertise and experience with the Fund are important.

Details of the amounts paid or payable to the Auditor for audit and non-audit services provided during the year are set out in note 7 of the Notes to the Financial Statements.

The Audit, Risk and Compliance Committee is satisfied that the provision of non-audit services provided during the year by the Auditor (or by another person or firm on the Auditor's behalf) is compatible with the standard of independence for auditors imposed by the *Corporations Act 2001*.

The reasons for the Directors being satisfied are:

- All non-audit services have been reviewed by the Audit, Risk and Compliance Committee to ensure that they do not impact the impartiality and objectivity of the Auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

The above Directors' statements are in accordance with the advice received from the Audit, Risk and Compliance Committee.

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 6 and forms part of this Directors' Report.

Corporate governance

DXAM's Corporate Governance Statement is available at: <https://apngroup.com.au/about-us/governance/>

Rounding of amounts and currency

As the Fund is an entity of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the Directors have chosen to round amounts in this Directors' Report and the accompanying Financial Report to the nearest thousand dollars, unless otherwise indicated. All figures in this Directors' Report and the Financial Statements, except where otherwise stated, are expressed in Australian dollars.

Directors' authorisation

The Directors' Report is made in accordance with a resolution of the Directors. The Financial Statements were authorised for issue by the Directors on 30 August 2022.



Jennifer Horrigan

Chair

30 August 2022



Auditor's Independence Declaration

As lead auditor for the audit of APN AREIT Fund for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been:

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

A handwritten signature in black ink that reads 'Samantha Johnson'.

Samantha Johnson
Partner
PricewaterhouseCoopers

Sydney
30 August 2022

Statement of Comprehensive Income

For the year ended 30 June 2022



	2022 \$'000	2021 \$'000
Revenue from ordinary activities		
Distribution income	45,609	46,078
Interest revenue	15	17
Total revenue from ordinary activities	45,624	46,095
Other income		
Net fair value gain on financial assets at fair value through profit or loss	-	197,312
Other income	10	-
Total other income	10	197,312
Total income	45,634	243,407
Expenses		
Management fees expense	(5,900)	(5,682)
Net fair value loss on financial assets at fair value through profit or loss	(132,481)	-
Other expenses	(3,003)	(2,923)
Total expenses	(141,384)	(8,605)
(Loss)/profit for the year	(95,750)	234,802
Other comprehensive income for the year	-	-
Total comprehensive income/(loss) for the year	(95,750)	234,802

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Statement of Financial Position

As at 30 June 2022



	Note	2022 \$'000	2021 \$'000
Current assets			
Cash and cash equivalents		9,173	26,980
Distribution receivable		13,983	16,661
Receivables	6(b)	376	647
Financial assets at fair value through profit or loss		759,408	978,064
Total assets		782,940	1,022,352
Current liabilities			
Payables	6(c)	(870)	(2,719)
Provisions	6(d)	(4,188)	(4,588)
Total liabilities		(5,058)	(7,307)
Net assets		777,882	1,015,045
Equity			
Contributed equity	5	836,021	925,076
Retained (losses)/profits		(58,139)	89,969
Total equity		777,882	1,015,045

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

For the year ended 30 June 2022



	Note	Contributed Equity \$'000	Retained profits/ (losses) \$'000	Total \$'000
Opening balance as at 1 July 2020		985,383	(88,373)	897,010
Net profit for the year		-	234,802	234,802
Total comprehensive income for the year		-	234,802	234,802
Transactions with owners in their capacity as owners:				
Issue of contributed equity net of transaction costs	5	136,417	-	136,417
Unit redemptions including transaction costs	5	(211,569)	-	(211,569)
Units issued under distribution reinvestment plan (DRP)	5	14,845	-	14,845
Distributions paid or payable	2	-	(56,460)	(56,460)
Total transactions with owners in their capacity as unitholders		(60,307)	(56,460)	(116,767)
Closing balance as at 30 June 2021		925,076	89,969	1,015,045
Opening balance as at 1 July 2021		925,076	89,969	1,015,045
Net loss for the year		-	(95,750)	(95,750)
Total comprehensive income for the period		-	(95,750)	(95,750)
Transactions with owners in their capacity as owners:				
Issue of contributed equity net of transaction costs	5	111,028	-	111,028
Unit redemptions including transaction costs	5	(211,473)	-	(211,473)
Units issued under distribution reinvestment plan (DRP)	5	11,390	-	11,390
Distributions paid or payable	2	-	(52,358)	(52,358)
Total transactions with owners in their capacity as unitholders		(89,055)	(52,358)	(141,413)
Closing balance as at 30 June 2022		836,021	(58,139)	777,882

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows

For the year ended 30 June 2022



	Note	2022 \$'000	2021 \$'000
Cash flows from operating activities			
Receipts in the course of operations (inclusive of GST)		48,303	44,318
Payments in the course of operations (inclusive of GST)		(8,885)	(8,732)
Interest received		9	20
Net cash inflow/(outflow) from operating activities	8	39,427	35,606
Cash flows from investing activities			
Payments for financial assets at fair value through profit or loss		(137,941)	(152,741)
Proceeds from sale of financial assets at fair value through profit or loss		223,017	254,217
Net cash inflow/(outflow) from investing activities		85,076	101,476
Cash flows from financing activities			
Proceeds from issue of contributed equity		111,028	136,417
Payments for redemption of units		(211,970)	(211,160)
Distributions paid to unitholders		(41,368)	(41,928)
Net cash inflow/(outflow) from financing activities		(142,310)	(116,671)
Net (decrease)/increase in cash and cash equivalents		(17,807)	20,411
Cash and cash equivalents at the beginning of the period		26,980	6,569
Cash and cash equivalents at the end of the period		9,173	26,980

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

In this section

This section sets out the basis upon which the Fund's Financial Statements are prepared.

Basis of preparation

The Financial Statements are general purpose financial reports which have been prepared in accordance with the requirements of the Fund's Constitution dated 24 November 2008, the *Corporations Act 2001*, AASB's issued by the Australian Accounting Standards Board and International Financial Reporting Standards adopted by the International Accounting Standard Board.

Unless otherwise stated the Financial Statements have been prepared using consistent accounting policies in line with those of the previous financial year and corresponding interim reporting period. Where required, comparative information has been restated for consistency with the current year's presentation.

The Financial Statements are presented in Australian dollars, with all values rounded to the nearest thousand dollars in accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, unless otherwise stated.

The Financial Statements have been prepared on a going concern basis using historical cost conventions, except for investments in listed equities which are stated at their fair value.

The Directors of the Responsible Entity of the Fund remain of the opinion that the Fund can continue as a going concern considering its underlying investments are fully liquid, diversified and will be able to meet redemption requests as per the Fund's Product Disclosure Statement ("PDS").

The Financial Statements have therefore been prepared on a going concern basis.

Critical accounting estimates

The preparation of the Financial Statements requires the use of certain critical accounting estimates and management to exercise its judgement in the process of applying the Fund's accounting policies.

COVID-19

The economic impacts resulting from the Government imposed restrictions in a response to the COVID-19 pandemic have the potential to impact various financial statement line items including financial assets at fair value through profit and loss and expenses.

The financial year saw the continuation of COVID-19 lockdowns in Sydney and Melbourne, which impacted the economy and the ability for business to trade normally. Despite this, the vaccine was successfully rolled out across Australia enabling the easing of restrictions before Christmas. Subsequently, the Omicron variant of COVID-19 continues to impact confidence, creating challenges in supply chains which as persisted for the second half of the financial year.

In the process of applying the Fund's accounting policies, management has made a number of judgements and applied estimates in relation to continued COVID-19 related uncertainties. Additionally, management has considered the current economic environment noting recent inflationary impacts and a rising interest rate climate. Other than these and the estimates and assumptions used for the measurement of items held at fair value such as financial instruments, no key assumptions concerning the future or other estimation of uncertainty at the end of each reporting period could have a significant risk of causing material adjustments to the Financial Statements. Whilst the COVID-19 pandemic may have impacted listed equity prices, it does not create any greater degree of judgement or estimate in financial reporting as prices of the Fund's investments are quoted in active markets.

For the majority of the Fund's financial instruments, quoted market prices are readily available. However, from time to time, certain financial instruments may be fair valued using other valuation techniques that are validated and reviewed periodically.

Basis of preparation (continued)

Climate change

The Fund is continuing to develop its assessment of the impact of climate change in line with emerging industry and regulatory guidance as it considers the impact of climate change risks in preparing the Financial Statements.

In March 2022, the International Sustainability Standards Board (ISSB) released their first two exposure drafts. When the exposure drafts are issued as standards, these will be available for voluntary adoption and will not become mandatory until aligned standards are adopted in Australia. The Fund will assess the potential impact of these new standards on the financial statements once they have been issued by the ISSB and will continue to monitor developments in Australia.

Key accounting policies

Financial assets held at fair value through profit or loss

(a) Classification

The Fund's investments comprising of listed equities and investment schemes are classified as at fair value through profit or loss as they are managed, and their performance evaluated, on a fair value basis.

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. In estimating the fair value of an asset or a liability, the Fund takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

(b) Recognition and derecognition

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

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

(c) Measurement

Subsequent to initial recognition, all financial assets held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the Statement of Comprehensive Income.

Fair value of listed equities and investments schemes is based on their quoted closing prices on the relevant stock exchanges at the end of the reporting date.

Fair value of unlisted equities and investment schemes is based on the net asset value determined and advised by the relevant external fund manager.

Distribution and interest income

Income is measured at the fair value of the consideration received or receivable. Distribution income is recognised on a receivable basis at the quoted ex-distribution date.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Fund and the amount of income can be measured reliably. Interest income is accrued on a pro-rata basis taking into account the effective yield on the financial asset.

Distributions to unitholders

In accordance with the Fund's Constitution dated 24 November 2008, the Fund attributes its taxable income to unitholders by way of a cash distribution or distribution reinvestment into the Fund. Distributions are payable monthly.

Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees payable to the issue of units in the Fund. Redemptions from the Fund are recorded net of any exit fees payable.

The application and redemption prices are determined by reference to the Fund's net asset value adjusted for the estimated transaction costs, divided by the number of units on issue on the date of the application or redemption.

Notes to the Financial Statements (continued)

Key accounting policies (continued)

Expenses

All expenses, including management fees, are recognised in the Statement of Comprehensive Income on an accrual basis.

Income tax

The Fund is a “flow-through” entity for Australian income tax purposes and has elected into the Attribution Managed Investment Trusts rules on and from 1 July 2017, such that the determined trust components of the Fund will be taxable in the hands of the beneficiaries (the unitholders) on an attribution basis.

Accordingly, deferred taxes have not been recognised in the financial statements in relation to differences between the carrying amounts of assets and liabilities and their respective tax bases, including taxes on capital gains/losses which could arise in the event of a sale of investments for the amount at which they are stated in the Financial Statements.

Goods and services tax

Revenues, expenses and capital assets are recognised net of any amount of Australian Goods and Services Tax (GST), except where the amount of GST incurred is not recoverable. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Cash flows are included in the Statement of Cash Flows on a gross basis. The GST component of cash flows arising from investing and financing activities that is recoverable from or payable to the Australian Taxation Office is classified as cash flows from operating activities.

Notes to the Financial Statements

The Notes include information which is required to understand the Financial Statements and is material and relevant to the operations, financial position and performance of the Fund.

The Notes are organised into the following sections:

Fund performance	Capital and financial risk management and working capital	Other disclosures
1. Operating segment	3. Capital and financial risk management	7. Audit, taxation and transaction service fees
2. Distributions paid and payable	4. Commitments and contingencies	8. Cash flow information
	5. Contributed equity	9. Related parties
	6. Working capital	10. Subsequent events

Fund performance

In this section

This section explains the results and performance of the Fund.

It provides additional information about those individual line items in the Financial Statements that the Directors consider most relevant in the context of the operations of the Fund, including operating segment and distributions paid and payable.

Note 1 Operating segment

The Fund derives its income in the form of distributions from listed real estate securities and is deemed to have only one operating segment which is consistent with the reporting reviewed by the chief operating decision makers.

Note 2 Distributions paid and payable

Distributions are recognised when declared.

a) Distributions to unitholders

	2022 \$'000	2021 \$'000
31 July 2021 (paid 10 August 2021)	4,587	4,859
31 August 2021 (paid 10 September 2021)	4,518	4,796
30 September 2021 (paid 11 October 2021)	4,480	4,713
31 October 2021 (paid 10 November 2021)	4,419	4,684
30 November 2021 (paid 10 December 2021)	4,388	4,694
31 December 2021 (paid 10 January 2022)	4,369	4,721
31 January 2022 (paid 10 February 2022)	4,356	4,722
28 February 2022 (paid 10 March 2022)	4,326	4,713
31 March 2022 (paid 11 April 2022)	4,274	4,676
30 April 2022 (paid 10 May 2022)	4,245	4,659
31 May 2022 (paid 10 June 2022)	4,208	4,635
30 June 2022 (paid 11 July 2022)	4,188	4,588
Total distributions to unitholders	52,358	56,460

b) Distribution rate

	2022 Cents per unit	2021 Cents per unit
Total distribution rate	8.3460	8.3460

c) Non-cash financing activities

During the year distributions declared totalling \$11,390,000 (2021: \$14,845,000) were reinvested by unitholders for additional units in the Fund.

Capital and financial risk management and working capital



In this section

The Fund's overall risk management program focuses on reducing volatility from impacts of movements in financial markets and seeks to minimise potential adverse effects on the financial performance of the Fund.

Note 3 *Capital and financial risk management* outlines how the Fund manages its exposure to a variety of financial risks (interest rate risk, price risk, liquidity risk and credit risk).

The Fund Manager in consultation with the DXAM Board determines the appropriate capital structure of the Fund and how much is raised from unitholders (equity) in order to finance the Fund's activities both now and in the future. This capital structure is detailed in the following notes:

- Debt: *Commitments and contingencies* in note 4; and
- Equity: *Contributed equity* in note 5.

Note 6 provides a breakdown of the working capital balances held in the Statement of Financial Position.

Note 3 Capital and financial risk management

The Responsible Entity is responsible for ensuring a prudent risk management culture is established for the Fund. This is reflected in the adoption of a Risk Management Framework that clearly defines risk appetite and risk tolerance limits which are consistent the Fund's investment mandate.

The Fund's Manager is responsible for overseeing the establishment and implementation of appropriate systems, controls, and policies to manage the Fund's risk. The focus is on ensuring compliance with the approved Risk Management Framework whilst seeking to maximise the returns derived for the level of risk to which the Fund is exposed.

The effective design and operation of the risk management systems, controls and policies is overseen by the Responsible Entity and its Audit, Risk and Compliance Committee.

Risk management in respect to financial instruments is achieved via written policies that establish risk appetite and tolerance limits in respect to exposure to interest rate risk, credit risk and the investment of excess liquidity. Compliance with these policies and exposure limits is reviewed by the Responsible Entity on a continuous basis.

National Australia Bank Limited acts as the master custodian on behalf of the Responsible Entity and, as such, provides services including physical custody and safekeeping of assets, settlement of trades and collection of income.

Financial instruments

The Fund holds a range of financial instruments including:

- Cash and cash equivalents
- Receivables
- Investment in listed equities and funds
- Payables

Transactions in these instruments expose the Fund to a variety of financial risks including market risk (which includes interest rate risk and other price risks), credit risk, and liquidity risk. The Fund does not enter into or trade financial instruments for speculative purposes.

Note 3 Capital and financial risk management (continued)

Categories of financial instruments

	2022 \$'000	2021 \$'000
Financial assets		
Cash and cash equivalents	9,173	26,980
Listed equities	759,408	978,064
Distribution receivable	13,983	16,661
Receivables	376	647
Total financial assets	782,940	1,022,352
	2022 \$'000	2021 \$'000
Financial liabilities		
Payables	(870)	(2,719)
Total financial liabilities	(870)	(2,719)

d) Capital risk management

The Responsible Entity's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for unitholders in accordance with the Fund's investment strategy.

The capital structure of the Fund consists of cash and cash equivalents and the proceeds from the issue of the units of the Fund. The Fund Manager aims to ensure that there is sufficient capital for possible redemptions by unitholders.

The Fund has no restrictions or specific capital requirements on the application and redemption of units other than those imposed by *Corporations Act 2001*. The Fund's overall investment strategy remains unchanged from the prior year.

e) Market risk

Market risk is the risk that the fair value or future cash flows of the Fund's financial instruments will fluctuate because of changes in market prices. The Fund Manager manages the financial risks relating to the operations of the Fund in accordance with an investment mandate set out in accordance with the Fund's Constitution dated 24 November 2008 and PDS. The Fund's investment mandate is to provide investors with a consistent, relatively high level of income combined with some capital growth, sourced from an appropriately widespread of property-based revenue streams. There has been no change to the Fund's exposure to market risks or the manner in which it manages and measures the risk. Components of market risk to which the Fund is exposed are interest rate risk and price risk.

Interest rate risk

The Fund's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis.

The Fund's policy is to hold up to a maximum of 10% (2021: 10%) of its total investments in cash and fixed interest securities.

Interest rate sensitivity

The sensitivity analyses below have been determined based on the Fund's exposure to interest rates at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period, in the case of instruments that have floating interest rates.

The table below shows the impact on the Fund's net interest income of a 100 basis point movement in market interest rates on cash and cash equivalents.

	2022 (+/-) \$'000	2021 (+/-) \$'000
+/- 1.00% (100 basis points)	144	151
Total	144	151

Note 3 Capital and financial risk management (continued)

b) Market risk (continued)

Interest rate risk (continued)

The interest rate movements have been determined based on management's best estimate, having regard to historical levels of changes in interest rates and the current environment in which the Fund operates.

Actual movements in the interest rate may be greater or less than anticipated due to a number of factors, including unusually large market shocks both in the global and domestic markets. As a result, historic variations in interest rates are not a definitive indicator of future variations.

Price risk

The Fund has investments in equity instruments, which exposes it to price risk. Price risk is the risk that the total value of investments will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. The Fund Manager manages the Fund's market risk on a daily basis in accordance with the Fund's investment objectives and policies, as detailed in the Fund's Constitution dated 24 November 2008 and PDS.

As the Fund's financial instruments are carried at fair value with changes in the fair value recognised in the Statement of Comprehensive Income, all changes in market conditions will directly affect distribution income.

The COVID-19 pandemic, along with a rising interest rate environment and the potential for sustained inflationary impacts has created unprecedented uncertainty. Actual economic events and conditions in the future may be materially different from those estimated by the Fund at the reporting date.

The following table illustrates the effect on net profit / (loss) from a 10% change in the underlying investments:

	2022 (+/-) \$'000	2021 (+/-) \$'000
+/- 10%	75,941	97,806
Total	75,941	97,806

An overall increase/(decrease) in market price will result in an increase/(decrease) in net profit/(loss) respectively.

f) Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Fund. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail unitholders, including outstanding receivables and committed transactions.

Credit risk controls assess the credit quality of the counterparty, taking into account its financial position, past experience and other factors. The Fund has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from default. The Fund's investment objective is to find high quality counterparties predominately with a stable credit history. The Fund measures credit risk on a fair value basis.

Credit risk arising on loans and receivable balances is monitored on an ongoing basis with the result that the Fund's exposure to bad debts is not significant. There are no significant financial assets that have had renegotiated terms that would otherwise have been past due or impaired.

The maximum exposure to credit risk as at 30 June 2022 and 30 June 2021 is the carrying amounts of financial assets recognised in the Statement of Financial Position of the Fund. The Fund holds no collateral as security and the credit quality of all financial assets that are neither past due or impaired is consistently monitored in order to identify any potential adverse changes in the credit quality.

The Fund does not have a significant credit risk exposure to any single counterparty or counterparties having similar characteristics.

Note 3 Capital and financial risk management (continued)

g) Liquidity risk

Liquidity risk includes the risk that the Fund, as a result of its operations:

- Will not have sufficient funds to settle a transaction or unit redemption on the due date
- Will be forced to sell financial assets at a value which is less than what they are worth
- May be unable to settle or recover a financial asset at all

The Fund is considered liquid in accordance with the *Corporations Act 2001*, with unitholders able to withdraw their units at any time, exposing the Fund to liquidity risk. As such, the Fund's approach to managing liquidity is to ensure that it has sufficient cash and cash equivalents and highly liquid financial assets to meet its liabilities. As the Fund's primary investment objective is to invest in highly liquid listed real estate securities, the Fund's exposure to liquidity risk is considered to be low.

The table below shows an analysis of the contractual maturities of liabilities which forms part of the Fund's assessment of liquidity risk:

	Less than 3 months \$'000	3 months to 1 year \$'000	1 to 5 years \$'000	Over 5 years \$'000	Total \$'000
2022					
Liabilities					
Payables	(870)	-	-	-	(870)
Provisions	(4,188)	-	-	-	(4,188)
Total	(5,058)	-	-	-	(5,058)
	Less than 3 months \$'000	3 months to 1 year \$'000	1 to 5 years \$'000	Over 5 years \$'000	Total \$'000
2021					
Liabilities					
Payables	(2,719)	-	-	-	(2,719)
Provisions	(4,588)	-	-	-	(4,588)
Total	(7,307)	-	-	-	(7,307)

The Fund is able to sufficiently meet its liquidity obligations through the receipt of distribution income, additional applications received from investors and also via the sale of listed investments where required.

h) Fair value

The Fund uses the following methods in the determination and disclosure of the fair value of financial instruments:

Level 1: the fair value is calculated using quoted prices in active markets.

Level 2: the fair value is determined using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: the fair value is estimated using inputs for the asset or liability that are not based on observable data.

All listed equities included in Financial assets recognised at fair value through profit or loss within the Statement of Financial Position were measured at Level 1 for the periods presented in this report.

During the year, there were no transfers between Level 1, 2 and 3 fair value measurements.

Note 4 Commitments and contingencies

The Directors of the Responsible Entity are not aware of any commitments or contingent liabilities in relation to the Fund (2021: nil), other than those disclosed in the Financial Statements, which should be brought to the attention of unitholders as at the date of completion of this report.



Note 5 Contributed equity

Each unit ranks equally with all other units for the purposes of distributions and on termination of the Fund. Each unit entitles the holder to vote in accordance with the provisions of the Constitution dated 24 November 2008 and the *Corporations Act 2001*.

Transaction costs arising on the issuance of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued or bought back.

Carrying amount

	2022 \$'000	2021 \$'000
Opening balance at the beginning of the year	925,076	985,383
Issue of contributed equity net of transaction costs	111,028	136,417
Unit redemptions including transaction costs	(211,473)	(211,569)
Units issued under distribution reinvestment plan	11,390	14,845
Closing balance at the end of the year	836,021	925,076

Number of units on issue

	2022 No.	2021 No.
Opening balance at the beginning of the year	659,684,271	704,605,056
Issue of contributed equity	71,872,611	97,465,662
Unit redemptions	(136,614,819)	(153,258,968)
Units issued under distribution reinvestment plan	7,250,000	10,872,521
Closing balance at the end of the year	602,192,063	659,684,271

Note 6 Working capital

a) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

b) Receivables

	2022 \$'000	2021 \$'000
Expense recoveries	242	364
GST receivable	134	134
Application monies receivable	-	149
Total	376	647

Note 6 Working capital (continued)

c) Payables

	2022 \$'000	2021 \$'000
Accounts payable	(20)	(841)
Accrued expenses	(688)	(120)
Redemption payable	(162)	(659)
Unsettled trades	-	(1,099)
Total	(870)	(2,719)

d) Provisions

A provision is recognised when an obligation exists as a result of a past event, and it is probable that a future outflow of cash or other benefit will be required to settle the obligation.

Distributions are provided when they are approved by the Board of Directors and declared.

	2022 \$'000	2021 \$'000
Provision for distribution	(4,188)	(4,588)
Total	(4,188)	(4,588)

A provision for distribution has been raised for the period ended 30 June 2022. This distribution was paid on 11 July 2022.

Other disclosures



In this section

This section includes information that must be disclosed to comply with the Accounting Standards, the *Corporations Act 2001* or the Corporations Regulations, but which are not considered critical in understanding the financial performance or position of the Fund.

Note 7 Audit, taxation and transaction service fees

Effective from 23 November 2021, PwC have been appointed as the Auditor of the Fund in accordance with section 327 of the *Corporations Act 2001*. This appointment follows the resignation of Deloitte Touche Tohmatsu and ASIC's consent to the same.

During the year, the Auditor and its related practices earned the following remuneration:

	2022 \$	2021 \$
Audit and review services		
Auditors of the Fund – PwC (2021: Deloitte Touche Tohmatsu)		
Financial statement audit and review services	14,835	15,098
Audit and review fees paid	14,835	15,098
Assurance services		
Auditors of the Fund – PwC (2021: Deloitte Touche Tohmatsu)		
Compliance assurance services	4,863	4,600
Other assurance services	15,545	17,963
Assurance fees paid	20,408	22,563
Total audit, review and assurance services paid	35,243	37,661

Note 8 Cash flow information

Reconciliation of cash flows from operating activities

For the purposes of the statement of cash flows, cash and cash equivalents includes cash and investments in money market instruments net of outstanding bank overdrafts.

	2022 \$'000	2021 \$'000
Net (loss)/profit for the year	(95,750)	234,802
Add/(less) non-cash items:		
Fair value losses / (gains) on revaluation of investments	132,481	(197,312)
<i>Change in operating assets and liabilities:</i>		
Decrease / (Increase) in receivables	2,949	(2,145)
(Decrease) / increase in payables	(253)	261
Net cash inflow/(outflow) from operating activities	39,427	35,606

Note 9 Related parties

Transactions with key management personnel

The Fund does not employ personnel in its own right. However, it is required to have a Responsible Entity to manage the activities of the Fund. As such, there are no staff costs (including fees paid to Directors of the Responsible Entity) included in the Statement of Comprehensive Income.

Transactions with the Responsible Entity and related body corporates

The Responsible Entity and Fund Manager of the Fund is DXAM. On 13 August 2021, DXPG (ACN 109 846 068), the immediate parent entity of DXAM was acquired by Dexus Nominee Pty Limited (an entity controlled by Dexus). Effective from that date, DXPG and its controlled entities are wholly owned subsidiaries of Dexus.

Other disclosures (continued)

Note 9 Related parties (continued)

Transactions with the Responsible Entity and related body corporates (continued)

Accordingly, transactions with entities related to DXPG are disclosed below:

	2022		2021	
	Paid / (Received)	Payable / (Receivable)	Paid / (Received)	Payable / (Receivable)
	\$'000	\$'000	\$'000	\$'000
Management fees ¹	5,959	424	5,599	553
Registry fees ¹	1,251	96	1,205	116
Accounting fees ¹	30	10	30	10
Net expense recoveries and MER rebates ²	(686)	(220)	(569)	(331)
Reimbursement of costs paid on behalf of the Fund	199	18	156	15
Distributions	8	1	2	-
Total	6,761	329	6,423	363

1. Management, registry and accounting fees disclosed above exclude expense recoveries and Management Expense Ratio ("MER") rebates.
2. Net expense recoveries and MER rebates are presented net of the expenses that the Responsible Entity is entitled to recover as and when they are incurred in the Statement of Comprehensive Income.

Unitholdings and associated transactions with related parties

The below table shows the number of units held by related parties and also sets out the distributions received, or receivable.

	2022		2021	
	Number of units	Distributions \$	Number of units	Distributions \$
	Dexus PG Limited	-	-	17,163
Chris Aylward ¹	-	-	1,480,181	67,257
Clive Appleton ¹	-	-	503,002	37,127
Howard Brenchley ¹	100,109	8,331	99,343	8,268
Total	100,109	8,331	2,099,689	114,414

1. Mr Aylward, Mr Appleton and Mr Brenchley resigned as Directors of Dexus PG Limited on 13 August 2021.

Related party investments held by the Fund

The Fund may acquire investments in entities that are also managed by DXPG or its related body corporates (Related Parties), in accordance with its PDS. As at reporting date, the investments held by the Fund are as follows:

	2022		2021	
	Number of units	Distributions \$	Number of units	Distributions \$
	Dexus Property Group ¹	5,524,559	2,939,065	N/A
Dexus Convenience Retail REIT	8,417,135	1,921,458	6,869,334	1,373,034
Dexus Industria REIT	3,657,216	554,909	2,330,956	782,857
Total	17,598,910	5,415,432	9,200,290	2,155,891

1. Dexus Property Group was not a related party for the financial year ended 30 June 2021.

Note 10 Subsequent events

Since the end of the year, the Directors are not aware of any matter or circumstance not otherwise dealt with in their Directors' Report or the Financial Statements that has significantly or may significantly affect the operation of the Fund, the results of those operations, or state of the Fund's affairs in future financial periods.

Directors' Declaration

The Directors of Dexus Asset Management Limited as Responsible Entity of APN AREIT Fund declare that the Financial Statements and Notes set out on pages 7 to 22:

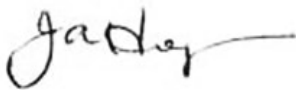
- (i) comply with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (ii) give a true and fair view of the Fund's financial position as at 30 June 2022 and of its performance, as represented by the results of its operations and its cash flows, for the year ended on that date.

In the Directors' opinion:

- (a) the Financial Statements and Notes are in accordance with the *Corporations Act 2001*;
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable;
- (c) The Fund has operated in accordance with the provisions of the Constitution dated 24 November 2008 (as amended) during the year ended 30 June 2022.

The Financial Statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Jennifer Horrigan
Chair
30 August 2022



Independent auditor's report

To the unitholders of APN AREIT Fund

Our opinion

In our opinion:

The accompanying financial report of APN AREIT Fund (the Registered Scheme) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Registered Scheme's financial position as at 30 June 2022 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the Statement of Financial Position as at 30 June 2022
- the Statement of Comprehensive Income for the year then ended
- the Statement of Changes in Equity for the year then ended
- the Statement of Cash Flows for the year then ended
- the Notes to the Financial Statements, which include 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 Registered Scheme in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Other information

The Directors of the Responsible Entity (the Directors) are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2022, 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 for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

A stylized, cursive signature of PricewaterhouseCoopers.

PricewaterhouseCoopers

A handwritten signature of Samantha Johnson in cursive.

Samantha Johnson
Partner

Sydney
30 August 2022