



SCA Unlisted Retail Fund 2

ARSN: 614 180 237

Financial Report
For the year ended 30 June 2020

SCA Unlisted Retail Fund 2 (SURF 2) is a Managed Investment Scheme. SCA Unlisted Retail Fund RE Limited (SURF RE) (ABN 42 604 416 284, AFSL 473459) is the Responsible Entity of SURF 2 and is incorporated and domiciled in Australia. The registered office of SURF RE is Level 5, 50 Pitt Street, Sydney, New South Wales.

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Directors' Report

For the year ended 30 June 2020

Directors' Report

The Directors of SCA Unlisted Retail Fund RE Limited (SURF RE or the Company), the Responsible Entity for SCA Unlisted Retail Fund 2 (SURF 2 or Trust or Fund), present their report for the year ended 30 June 2020.

1. Directors

The Directors of SURF RE at any time during the year and up to the date of this report are:

| | |
|---------------------|--|
| Mr Andrew Stevenson | Non-Executive Director (Chair) |
| Mr David Freiman | Non-Executive Director |
| Mr Anthony Mellowes | Executive Director |
| Mr Mark Fleming | Alternate Director for Mr Anthony Mellowes |

2. Company Secretary

The Company Secretaries of SURF RE during the whole of the year and up to the date of this report are:

Mr Mark Lamb
Ms Erica Rees

3. Principal activities

SURF 2 was formed and registered as a Managed Investment Scheme on 22 August 2016 and commenced business on 2 June 2017 with the acquisition of two retail properties. During the year, Mittagong Shopping Village (Mittagong) was sold at \$9,700,000 (before selling costs) which was \$100,000 above the 31 December 2019 book value. The net proceeds from the sale of Mittagong were used to repay a portion of the secured debt facility of the Fund.

4. Financial and operational review

A summary of SURF 2's results for the year are set out below:

| | 1 July 2019 to 30 June 2020 \$'000 | 1 July 2018 to 30 June 2019 \$'000 |
|-----------------------------|--|--|
| Net profit after income tax | 1,383 | 3,555 |

Net profit after income tax measures profit/loss under Australian Accounting Standards (AASBs) and also complies with the International Financial Reporting Standards (IFRS).

Financial Position

| | 30 June 2020 | 30 June 2019 |
|-----------------------------------|--------------|--------------|
| Total assets (\$'000) | 47,577 | 57,584 |
| Net assets (\$'000) | 29,188 | 29,870 |
| Net assets per unit (\$ per unit) | 0.99 | 1.01 |

The net assets per unit have decreased mainly due to the selling costs associated with the sale of Mittagong Shopping Village.

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Distributable Earnings

The Responsible Entity considers Distributable Earnings to be an important indicator of the underlying earnings of SURF 2. Distributable Earnings are detailed below.

| | 1 July 2019 to 30 June 2020 \$'000 | 1 July 2019 to 30 June 2019 \$'000 |
|--|--|--|
| Net profit after tax (statutory) | 1,383 | 3,555 |
| Adjustments to net profit after tax (statutory) to determine Distributable Earnings | | |
| Reverse movement in non cash items and those that are one off in nature: | | |
| - Amortisation of borrowing costs | 26 | 27 |
| - Amortisation of capitalised expenses | 12 | 7 |
| - Straight-lining of rental income | (250) | (578) |
| - Fair value adjustments on investment properties | 465 | (1,198) |
| - Fair value adjustments on derivatives | 63 | 296 |
| - Disposal expenses | 407 | - |
| Capital payments | (20) | (24) |
| Distributable earnings available from prior periods | 60 | 40 |
| Distributable Earnings | 2,146 | 2,125 |

5. Distributions

Distributions to unitholders recognised in the period by SURF 2 are:

| 30 June 2020 Period ended | Payment date | Cents per unit | \$ |
|---------------------------------------|---------------------------|----------------|------------------|
| 30 September 2019 | 16 October 2019 | 1.75 | 516,250 |
| 31 December 2019 | 28 January 2020 | 1.75 | 516,250 |
| 31 March 2020 | - | - | - |
| 30 June 2020 | 31 July 2020 ¹ | 3.50 | 1,032,500 |
| Total distributions (Ordinary) | | 7.00 | 2,065,000 |

¹ This distribution was declared on 25 June 2020 and the proposed payment date is 31 July 2020. Distributions for the quarter ending 31 March 2020 were suspended due to the market disruption caused by COVID-19. Following the sale of Mittagong the net proceeds were used to repay a portion of the secured debt facility, reducing the Fund's gearing. As a result of the sale of Mittagong and the consequent reduction in debt the March 2020 distribution was reinstated for payment in July 2020. The June 2020 quarter distribution amount is 3.50 cents per unit which includes the payment of the suspended distribution for the quarter ended 31 March 2020.

| 30 June 2019 Period ended | Payment date | Cents per unit | \$ |
|---------------------------------------|-----------------|----------------|------------------|
| 30 September 2018 | 16 October 2018 | 1.75 | 516,250 |
| 31 December 2018 | 21 January 2019 | 1.75 | 516,250 |
| 31 March 2019 | 23 April 2019 | 1.75 | 516,250 |
| 30 June 2019 | 31 July 2019 | 1.75 | 516,250 |
| Total distributions (Ordinary) | | 7.00 | 2,065,000 |

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Directors' Report

For the year ended 30 June 2020

6. Significant changes in the state of affairs

SURF 2 was formed and registered as a Managed Investment Scheme on 22 August 2016 and commenced business on 2 June 2017 with the acquisition of two retail properties. During the year, Mittagong was sold at a disposal value of \$9,700,000 (before selling costs) \$100,000 above book value as at December 2019. The net proceeds from the sale of Mittagong were used to repay a portion of the secured debt facility.

During the year, events relating to the COVID-19 pandemic have impacted the activity of the property market which would ordinarily be a strong source of evidence for valuations of investment properties. The valuation assessment undertaken for financial reporting purposes has therefore faced an unprecedented set of circumstances on which to base a judgement. In the event that impacts are more material or prolonged than anticipated, this may have an impact on the fair value of the Fund's Katoomba Marketplace property. As the remaining asset held in the Fund is a single tenant, Woolworths Limited, there is possibly reduced exposure due to their strong performance throughout the pandemic period being a non-discretionary retailer. Additionally as the Fund has only one remaining tenant there is a risk that if the tenant ceased to be a tenant the Fund may not be able to find a suitable replacement for a period of time or on appropriate terms. This may also affect the future financial performance of the Fund.

7. Likely developments, key strategies and expected results of operations

At the date of this report, and to the best of the Directors knowledge and belief, there are no anticipated changes in the operations of SURF 2 which would have a material impact on the future results of SURF 2. Further information on likely developments in the operations and the expected results of operations has not been included in this report because the Directors believe it would result in unreasonable prejudice to SURF 2.

8. Units in the Trust

The units on issue in the Trust are disclosed in note 9 of the financial statements. The number of ordinary units as at 30 June 2020 is 29,500,000 (30 June 2019: 29,500,000).

9. Environmental regulations

The Directors are satisfied that adequate systems are in place for the management of SURF 2's environmental responsibility and compliance with various license requirements and regulations.

Further, the Directors are not aware of any material breaches to these requirements and, to the best of their knowledge all activities have been undertaken in compliance with environmental requirements.

10. Indemnification and Insurance of Directors, Officers and Auditor

The constitution of SURF 2 requires it to indemnify all current and former officers of the Trustee out of the property of the Trust against any liability incurred by the officer in or arising out of the conduct of the business of the Trust or arising out of the discharge of the duties of the officer. SURF 2's constitution also provides that in addition to any indemnity under any law, but subject to the Corporations Act 2001, the Responsible Entity has a right of indemnity out of the assets of the Fund on a full indemnity basis, in respect of any liability incurred by the Responsible Entity in properly performing any of its powers or duties in relation to the Fund.

The auditor of the Fund is not indemnified out of the assets of the Fund or the Responsible Entity.

A related party to SURF RE has paid insurance premiums in respect of Directors and Officers. In accordance with usual commercial practice, the insurance contract prohibits disclosure of details of the liabilities covered by the insurance, the limit of the indemnity and the amount of the premium paid under the contract.

11. Fees paid to and interest held in the Trust by the Responsible Entity or its Associates

Fees paid to the Responsible Entity and its associates out of the Trust property during the year are disclosed in note 13 of the financial statements. No fees were paid out of Trust property to the Directors of the Responsible

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Directors' Report

For the year ended 30 June 2020

Entity during the year. These costs are paid by SCA Property Group. The number of interests in the Trust issued to or held by the Responsible Entity or its associates during the year are disclosed in note 13 of the financial statements.

12. Matters subsequent to the end of the financial period

During the year, events relating to the COVID-19 pandemic have impacted the activity of the property market which would ordinarily be a strong source of evidence for valuations of investment properties. The valuation assessment undertaken for financial reporting purposes has therefore faced an unprecedented set of circumstances on which to base a judgement. This can also mean that should the remaining property be sold it may be sold at a value higher or lower or the same as the book value. In the event that impacts are more material or prolonged than anticipated, this may have an impact on the fair value of the Fund's Katoomba Marketplace property. The COVID-19 situation continues to evolve and the full consequences on the value of the Fund's Katoomba Marketplace property and the tenant is therefore inevitably uncertain. Additionally were it necessary or desirable for the Fund to sell its remaining property it may not be able to do so within a short period of time or it may not be able to realise the property for the amount it is being carried as book value in the financial statements. Any protracted sale process or sale of the property at a price that is less than the book value may adversely affect the future financial performance of the Fund.

A distribution for the quarter ended 30 June 2020 of 3.50 cents per unit (which includes the previously suspended distribution for the quarter ended 31 March 2020) was declared on 25 June 2020 and is expected to be paid on 31 July 2020. This distribution has been reflected as a liability in the statement of financial position as at 30 June 2020.

The Directors are not aware of any matters or circumstance that have arisen since 30 June 2020 that have significantly affected or may significantly affect the operations of SURF 2, the result of those operations, or state of affairs in future financial periods.

13. 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.

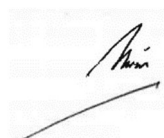
14. Audit and non-audit fees

Details of the amounts paid or payable to the auditor for audit and non-audit services provided are detailed in note 16 of the financial statements.

15. Rounding of amounts to the nearest thousand dollars

The amounts contained in this report and in the financial statements have been rounded to the nearest \$1,000 (where rounding is applicable) under the option available to the Trust under ASIC Corporations (Rounding in the Financial Directors' Reports) Instrument 2016/191. The Trust is an entity to which this Legislative Instrument applies.

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



Director
Sydney
21 July 2020

DECLARATION OF INDEPENDENCE BY IAN HOOPER TO THE DIRECTORS OF SCA UNLISTED RETAIL FUND RE LIMITED, AS RESPONSIBLE ENTITY FOR SCA UNLISTED RETAIL FUND 2

As lead auditor of SCA Unlisted Retail Fund 2 for the year ended 30 June 2020, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.



Ian Hooper
Partner

BDO East Coast Partnership

Sydney, 21 July 2020

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Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2020

| | Notes | 1 July 2019 to 30 June 2020 \$'000 | 1 July 2018 to 30 June 2019 \$'000 |
|--|-------|--|--|
| Revenue | | | |
| Rental income | | 4,317 | 4,667 |
| | | 4,317 | 4,667 |
| Expenses | | | |
| Administration costs | | (91) | (108) |
| Base management fees | 13 | (142) | (140) |
| Investment management fees | 13 | (256) | (251) |
| Property expenses | | (559) | (467) |
| Disposal expenses | 4 | (407) | - |
| | | (1,455) | (966) |
| Unrealised fair value (loss) / gain | | | |
| - Investment properties | 3 | (465) | 1,198 |
| - Derivatives | 7 | (63) | (296) |
| | | (528) | 902 |
| Earnings before interest and tax (EBIT) | | 2,334 | 4,603 |
| Interest income | | 1 | 2 |
| Finance cost | 5 | (952) | (1,050) |
| | | (951) | (1,048) |
| Profit before income tax | | 1,383 | 3,555 |
| Income tax expense | 2(f) | - | - |
| Profit after income tax expense | | 1,383 | 3,555 |
| Other comprehensive income | | - | - |
| Total comprehensive income | | 1,383 | 3,555 |

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

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Statement of Financial Position

As at 30 June 2020

| | Notes | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|--------------------------------------|-------|------------------------|------------------------|
| Current assets | | | |
| Cash and cash equivalents | | 22 | 383 |
| Trade and other receivables | 6 | 555 | 301 |
| Total current assets | | 577 | 684 |
| Non-current assets | | | |
| Investment properties | 3 | 47,000 | 56,900 |
| Total non-current assets | | 47,000 | 56,900 |
| Total assets | | 47,577 | 57,584 |
| Current liabilities | | | |
| Trade and other payables | | 897 | 368 |
| Distribution payable | 14 | 1,033 | 516 |
| Derivative financial instrument | 7 | - | 153 |
| Total current liabilities | | 1,930 | 1,037 |
| Non-current liabilities | | | |
| Borrowing | 8 | 16,459 | 26,533 |
| Derivative financial instrument | 7 | - | 144 |
| Total non-current liabilities | | 16,459 | 26,677 |
| Total liabilities | | 18,389 | 27,714 |
| Net assets | | 29,188 | 29,870 |
| Equity | | | |
| Contributed equity | 9 | 29,369 | 29,369 |
| Accumulated (loss) / profit | | (181) | 501 |
| Total equity | | 29,188 | 29,870 |

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

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Statement of Changes in Equity

For the year ended 30 June 2020

| | Notes | Contributed equity \$'000 | Accumulated profit/(loss) \$'000 | Total equity \$'000 |
|---------------------------------|-------|---------------------------------|--|---------------------------|
| Balance at 1 July 2019 | | 29,369 | 501 | 29,870 |
| Profit after income tax expense | | - | 1,383 | 1,383 |
| Other comprehensive income | | - | - | - |
| Total comprehensive income | | - | 1,383 | 1,383 |
| Distributions declared | 14 | - | (2,065) | (2,065) |
| Balance at 30 June 2020 | | 29,369 | (181) | 29,188 |
| Balance at 1 July 2018 | | 29,369 | (989) | 28,380 |
| Profit after income tax expense | | - | 3,555 | 3,555 |
| Other comprehensive income | | - | - | - |
| Total comprehensive income | | - | 3,555 | 3,555 |
| Distributions declared | 14 | - | (2,065) | (2,065) |
| Balance at 30 June 2019 | | 29,369 | 501 | 29,870 |

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

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Statement of Cash Flows

For the year ended 30 June 2020

| | Notes | 1 July 2019 to 30 June 2020 \$'000 | 1 July 2018 to 30 June 2019 \$'000 |
|--|-------|--|--|
| Cash flows from operating activities | | | |
| Rental revenue received (inclusive of GST) | | 4,466 | 4,417 |
| Property expenses paid (inclusive of GST) | | (299) | (664) |
| Interest received | | 1 | 2 |
| Finance and borrowing costs paid | | (936) | (1,033) |
| Base Management fee paid (inclusive of GST) | 13 | (159) | (153) |
| Investment Management fee paid (inclusive of GST) | 13 | (286) | (275) |
| Administration costs paid (inclusive of GST) | | (141) | (107) |
| Taxes paid including GST | | (248) | (322) |
| Net cash flow from operating activities | 11 | 2,398 | 1,865 |
| Cash flows from investing activities | | | |
| Payments for capital improvements | | (27) | (31) |
| Proceeds from disposal of investment property | | 9,700 | - |
| Disposal fees (inclusive of GST) | | (423) | - |
| Net cash flow from / (used in) investing activities | | 9,250 | (31) |
| Cash flow from financing activities | | | |
| Proceeds from borrowings | 8 | - | 1,100 |
| Repayment of borrowings | 8 | (10,100) | (550) |
| Distributions paid to unitholders | 14 | (1,548) | (2,065) |
| Payment For termination of derivative financial instrument | | (361) | - |
| Net cash flow used in financing activities | | (12,009) | (1,515) |
| Net change in cash and cash equivalents held | | (361) | 319 |
| Cash and cash equivalents at the beginning of the year | | 383 | 64 |
| Cash and cash equivalents at the end of the year | | 22 | 383 |

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

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Notes to the Financial Statements

For the year ended 30 June 2020

1. Corporate information

SCA Unlisted Retail Fund 2 (SURF 2 or Trust or Fund) was formed on 22 August 2016 and was registered as a Managed Investment Scheme with the Australian Securities & Investments Commission on 22 August 2016. SURF 2 is an unlisted closed end unit trust constituted in Australia. On 2 June 2017 SURF 2 commenced activities with the acquisition of two retail properties in regional New South Wales.

The nature of its operations and principal activity are described in the Directors' Report.

The financial statements are presented in Australian dollars, which is SURF 2's functional and presentation currency.

SCA Unlisted Retail Fund RE Limited (SURF RE or the Responsible Entity) is the Responsible Entity of SURF 2. SURF RE is a public company incorporated in Australia. The address of its registered office and principal place of business is:

Level 5, 50 Pitt Street
Sydney NSW 2000

SURF RE is a wholly owned subsidiary of Shopping Centres Australasia (SCA Property Group). SCA Property Group is listed on the Australian Stock Exchange (ASX) (ASX Code: SCP).

SURF RE has appointed Shopping Centres Australasia Property Group RE Limited to act as custodian of SURF 2's assets. The custodian must only act on instructions from the Responsible Entity.

The Directors of the Responsible Entity have authorised the Financial Report for issue on 21 July 2020. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

The principal accounting policies which have been adopted in the preparation of these financial statements have been set out below. These policies have been consistently applied during the year and comparative period.

2. Significant accounting policies

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001.

SURF 2 is a for-profit unit trust for the purpose of preparing the financial statements. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB).

Where necessary, the figures for the comparative period have been reclassified to facilitate comparison.

Historical cost convention

The Financial Statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at fair value.

Going concern

The financial statements have been prepared on the going concern basis. In preparing the financial statements the Directors note the Fund is in a net current asset deficiency position due primarily to the provision for distribution and minimal cash and cash equivalents as it is the practice to use surplus cash to reduce debt drawn on the revolving debt facility. As at 30 June 2020 the Trust has the ability to drawdown funds of \$1,600,000 (30 June 2019: \$500,000) on the debt facility which is greater than the current asset deficiency.

The Fund has prepared an assessment of its ability to continue as a going concern, taking into account all available information for a period of 12 months from the date of issuing the financial statements.

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Notes to the Financial Statements

For the year ended 30 June 2020

Whilst the COVID-19 situation is evolving and the Fund is insulated with a strong tenant, the Fund remains confident that it will be able to continue as a going concern which assumes the Fund will be able to continue trading and realise assets and discharge liabilities in the ordinary course of business for at least 12 months from the date of the financial statements. In reaching this position, the following factors have been considered by the Directors of the Responsible Entity:

- The Fund has cash and undrawn facilities totalling over \$1,622,000
- The Fund's single tenant exposure is Woolworths Limited
- The Fund's single tenant lease expiry is in 2035
- The Fund's debt expiry is April 2022
- The Fund's gearing for the purposes of its debt covenant sits at 35.1%, with a covenant level of 55.0%
- The Fund's interest cover ratio at 30 June 2020 was 3.54x, with a covenant level of 1.75x
- Stress testing of the covenants results in adequate levels of headroom from both a gearing and interest cover ratio perspective.

On the basis of these factors, the Directors of the Responsible Entity believe that the going concern basis of preparation is appropriate and the Fund will be able to pay its debts as and when they fall due. In the event that the Fund cannot continue as a going concern, it may not realise its assets and settle its liabilities in the normal course of operations for the amounts stated in its financial statements. No allowance for such circumstances has been made in the financial statements.

Rounding

The Fund is a kind referred to in Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the rounding off of amounts in the financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with that Legislative Instrument, unless otherwise indicated.

Application of new and revised Accounting Standards

The accounting policies adopted by SURF 2 are consistent with those of the previous financial year. New and amended standards and interpretations have been adopted where applicable. The adoption of these accounting standards did not have a material effect on the Financial Report.

New and revised Accounting Standards not yet effective

SURF 2 does not expect that the adoption of any Australian Accounting Standards that are issued but not yet effective or adopted will have a material impact on the financial statements of the Fund in future periods. The significant standards and interpretations which are in issue but are not effective include:

| Standard / amendment | Effective for annual reporting periods beginning on or after |
|--|--|
| AABS 2020-1 Amendments to Australian Standards – Classification of Liabilities as current and non-current | 1 January 2022 |
| AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments | 1 January 2022 |

(b) Significant accounting estimates, judgements and assumptions

The preparation of financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The significant judgements and estimates used in the preparation of these financial statements are outlined below:

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Notes to the Financial Statements

For the year ended 30 June 2020

Estimate - Valuation of investment properties

Critical judgements are made by the Directors in respect of the fair value of investment properties. The fair value of these investments is reviewed regularly by management with reference to independent property valuations, recent open market transactions and market conditions existing at the reporting date, using generally accepted market practices. The major critical assumptions underlying estimates of fair values are those relating to the capitalisation rate and the discount rate adopted for each property.

The COVID-19 pandemic has impacted the activity of the property market which would ordinarily be a strong source of evidence for valuations of investment properties. The valuation assessment undertaken for financial reporting purposes has therefore faced an unprecedented set of circumstances on which to base a judgement. This can also mean that should the remaining property be sold it may be sold at a value higher or lower or the same as the book value. In the event that impacts are more material or prolonged than anticipated, this may have an impact on the fair value of the Fund's Katoomba Marketplace property. The COVID-19 situation continues to evolve and the full consequences on the value of the Fund's Katoomba Marketplace property and the tenant is therefore inevitably uncertain. Additionally, were it necessary or desirable for the Fund to sell its remaining property it may not be able to do so within a short period of time or it may not be able to realise the property for the amount of the property's book value in the financial statements. Any protracted sale process or sale of the property at a price that is less than the valuation may adversely affect the future financial performance of the Fund.

Other assumptions include retail trading environment, gross market rent, net market rent, average market rental growth, operating expenses, capital expenditure and terminal yield. See further disclosure regarding assumptions used in valuation of investment properties in note 3.

If there is any change in the assumptions used or economic conditions, a change in the fair value of the investment properties may occur.

Estimate - Valuation of derivative financial instruments

The fair value of derivative assets and liabilities are based on assumptions of future events and involve significant estimates. The value of derivatives may differ in future reporting periods due to the passing of time and / or changes in market rates including interest rates, foreign exchange rates and market volatility.

(c) Revenue recognition

Rental income from investment properties is accounted for on a straight line basis over the lease term. Contingent rental income is recognised as income in the period in which it is earned. If not received at balance sheet date, revenue is reflected in the statement of financial position as receivable and carried at its recoverable value. Recoveries from tenants are recognised as income in the year the applicable costs are accrued.

Certain tenant allowances that are classified as lease incentives are recorded as part of investment properties and amortised over the term of the lease. The amortisation is recorded against property income.

All other revenues are recognised when control of the underlying goods or services is transferred to the customer over time or at a point in time. Revenue is recognised over time if:

- The customer simultaneously receives and consumes the benefits;
- The customer controls the assets as the entity creates or enhances it; or
- The Fund's performance does not create an asset for which the Fund has an alternative use and there is a right to payment for performance to date.

Where the above criteria are not met, revenue is recognised at a point in time.

(d) Expenses

All expenses are brought to account on an accruals basis.

Under the Constitution of SURF 2, all expenses reasonably and properly incurred by SURF RE as Responsible Entity in connection with the Trust or in performing its obligations under the Trust's Constitution are payable or can be reimbursed out of SURF 2.

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Notes to the Financial Statements

For the year ended 30 June 2020

(e) Finance costs

Finance costs include interest payable on borrowings, payments on derivatives and amortisation of ancillary costs incurred in connection with arrangement of borrowings. Finance costs are expensed as incurred.

(f) Taxation

Under current income tax legislation, SURF 2 is not liable for income tax, provided that the taxable income is fully distributed to unitholders each year. SURF 2 fully distributes its taxable income, calculated in accordance with the Trust Constitution and applicable legislation, to unit holders who are presently entitled to income under the constitution.

(g) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST (or equivalent tax in overseas locations) except where the GST incurred on purchases of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

Receivables and payables are stated with the amounts of GST included. The net amount of GST receivable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short term deposits with an original maturity of 90 days or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) Trade and other receivables

Trade and other receivables are carried at original invoice amount, less provision for expected credit loss, and are usually due within 30 days.

Collectability of trade and other receivables is reviewed on an ongoing basis. Individual debts that are determined to be uncollectable are written off when identified.

The provision for expected credit loss is recognised by applying the expected credit loss (ECL) model whereby the age of outstanding balances is analysed and the provision is determined by applying historical default percentages adjusted for other current observable data.

(j) Investment properties

Investment properties comprise investment interest in land and buildings (including integral plant and equipment) held for the purpose of letting to produce rental income, including properties that are under construction for future use as investment properties.

Initially, investment properties are measured at cost including transaction costs. Subsequent to initial recognition, the investment properties are stated at fair value. Fair value of investment properties 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. Gains and losses arising from changes in the fair values of investment properties are recognised in profit and loss in the period in which they arise.

At each reporting date, the carrying values of the investment properties are assessed by the Directors and where the carrying value differs from the Directors' assessment of fair value, an adjustment to the carrying value is recorded as appropriate.

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Notes to the Financial Statements

For the year ended 30 June 2020

The Directors' assessment of fair value of each investment property takes into account latest independent valuations, with updates taking into account any changes in estimated yield, underlying income and valuations of comparable properties. In determining the fair value, the capitalisation of net income method and / or the discounting of future net cash flows to their present value have been used, which are based upon assumptions and judgements in relation to future rental income, property capitalisation rate or estimated yield and make reference to market evidence of transaction prices for similar properties.

Incentives such as cash, rent-free periods, lessee or lessor owned fit outs may be provided to lessees to enter into an operating lease. Leasing fees may also be paid for the negotiation of leases. These incentives and lease fees are capitalised to the investment property and are amortised on a straight-line basis over the lesser of the term of the lease and the useful life of the fit out, as a reduction of rental income. The carrying amounts of the lease incentives and leasing fees are reflected in the fair value of investment properties.

(k) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance date. Changes in the fair value of any derivative instruments are recognised immediately in the statement of profit or loss and other comprehensive income.

(l) Recoverable amount of assets

At each reporting date, an assessment is made as to whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the recoverable amount is estimated and if the carrying amount of that asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

(m) Trade and other payables

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted.

Distribution

Distributions payable are recognised in the reporting period in which they are declared, determined or recommended by the Directors. Where such distributions have not been paid at reporting date they are recognised as a distribution payable.

The Trust distributes its distributable income, in accordance with the Trust's Constitution, to unitholders by cash or reinvestment. All distributions will be paid out of retained earnings / accumulated losses, whether they are capital or income in nature from a tax perspective.

(n) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are deferred and expensed over the term of the respective agreement.

(o) Performance fee liability

The Investment Manager (Shopping Centres Australasia Property Operations Pty Ltd, a related party to the Responsible Entity) is entitled to a performance fee of 20% of the portion of outperformance of SURF 2 over an IRR of 10%. The performance fee calculation period is from 2 June 2017 (2 June 2017 was the date SURF 2 commenced operation) to the first performance fee calculation date. The performance fee calculation dates include the termination of SURF 2 or the sale of the last property of SURF 2. A performance fee liability is recognised when the amount can be reliably measured.

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

(p) Contributed equity

Applications received for units in the Trust are recognised at the fair value of the consideration received. Any transaction costs arising on the issue of ordinary securities are recognised in equity as a reduction of the proceeds received.

(q) Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in a normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in a normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

(r) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on 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; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

3. Investment properties

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|--|------------------------|------------------------|
| Movement in total investment properties | | |
| Opening balance | 56,900 | 55,100 |
| Straight-lining of rental income net of amortisation | 250 | 578 |
| Net additions to investment properties | 15 | 24 |
| Fair value movement on investment properties | (465) | 1,198 |
| Disposal of investment property | (9,700) | - |
| Closing balance | 47,000 | 56,900 |

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Notes to the Financial Statements

For the year ended 30 June 2020

| | Cost ² \$'000 | Book value cap rate ¹ 30 June 2020 | Book value 30 June 2020 \$'000 | Book value 30 June 2019 \$'000 |
|---|-----------------------------|---|--------------------------------------|--------------------------------------|
| Property details | | | | |
| Katoomba Marketplace | 44,700 | 6.50% | 47,000 | 46,600 |
| Mittagong Shopping Village ³ | 10,400 | - | - | 10,300 |
| Total Investment Properties | 44,700 | | 47,000 | 56,900 |

1 Capitalisation rate (or cap rate) is an approximation of the ratio between the net operating income produced by an investment property and its fair value. This excludes consideration of costs of acquisition or disposal.

2 The cost disclosed is the same as the external valuation of these properties as at March 2017.

3 Mittagong was divested from the SURF 2 portfolio on 1 June 2020.

Valuation process

All properties are required to be internally valued every six months with the exception of those valued externally. All properties are required to be externally valued at least every 3 years.

The internal valuations are performed by utilising the information from a combination of existing leases and forecasting tools. Appropriate capitalisation rate, terminal yield and discount rates based on comparable market evidence and recent external valuation parameters are used to produce a capitalisation based valuation and a discounted cash flow valuation. If there are any changes in these assumptions or economic conditions, the fair value of the investment properties may differ.

The internal valuation is prepared by the Investment Manager. The Investment Manager is Shopping Centres Australasia Property Operations Pty Ltd, a related party to the Responsible Entity. The Investment Manager recommended the property valuation to the Directors in accordance with the Fund's internal valuation policy. The valuation of the investment property is a Director valuation as at 30 June 2020 based on an internal valuation prepared by the Investment Manager.

Fair value measurement, valuation technique and inputs

The investment property fair values presented are based on market values, which are derived using the capitalisation and / or the discounted cash flow methods.

Capitalisation method

Capitalisation rate (or cap rate) is an approximation of the ratio between the net operating income produced by an investment property and its fair value. This excludes consideration of costs of acquisition or disposal. The net operating income is determined considering the estimated gross passing income after adjustment for anticipated operating costs, potential future income from existing vacancies and an on-going vacancy and bad debt allowance.

This produces a net income on a fully leased basis which is capitalised in perpetuity from the valuation date at an appropriate investment yield. The adopted percentage rate investment yield reflects the capitalisation rate (cap rate) and includes consideration of a number of other factors including the property type, location and tenancy profile together with market sales.

Discounted cash flows (DCF)

Under the DCF method, a property's fair value is estimated using explicit assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. The DCF method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, an appropriate discount rate is applied to establish the present value of the income stream associated with the real property. The discount rate is the rate of return used to convert a monetary sum, payable or receivable in the future, into present value. The rate is determined with regards to market evidence and the prior independent valuation.

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For the year ended 30 June 2020

Fair value is assessed with reference to reliable estimates of future cash flows, status of the development and the associated risk profile.

The table below summarises the valuation techniques used and the key input including the range of key inputs used to measure fair value.

| Category | Fair value hierarchy | Carrying value 30 June 2020 \$'000 | Valuation technique | Key inputs used to measure fair value | Range of unobservable inputs |
|-----------------------|----------------------|--|--|---------------------------------------|------------------------------|
| Investment Properties | Level 3 | 47,000 | Income capitalisation and discounted cash flow | Cap rate Discount rate | 6.50% 7.00% |

All property investments are categorised as level 3 in the fair value hierarchy (refer note 12 for additional information in relation to the fair value hierarchy). There were no transfers between hierarchy levels

Sensitivity information

The key inputs to measure fair value of investment properties are disclosed below along with sensitivity to a significant increase or decrease. The following sensitivity to significant inputs applies to investment properties (refer note 2(r)).

| Significant inputs | Fair value measurement sensitivity to significant increase in input | Fair value measurement sensitivity to significant decrease in input |
|--------------------|---|---|
| Cap rate | Decrease | Increase |
| Discount rate | Decrease | Increase |

Sensitivity analysis

When calculating 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. The impact on the fair value of an increase in the net market rent could potentially offset the impact of an increase (softening) in the adopted capitalisation rate. 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 would 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 at which the terminal value is discounted to the present value. The impact on the fair value of an increase (softening) in the adopted discount rate could potentially offset the impact of a decrease (tightening) in the adopted terminal yield. 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 would magnify the impact to the fair value.

Other inputs or factors also impact a valuation. These factors are many and include market rental reversion, current rental, property expenses, capital expenditure, and tenant incentives.

The Investment Manager has considered these factors and believes the most significant input to fair value of investment properties at balance date is the capitalisation rate as the capitalisation rate is in line with the Investment Manager's understanding of the market practice at which the price is determined for similar properties. Notwithstanding that capitalisation rate is the most significant input, movements in one or more of other factors above may impact the valuation.

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

Sensitivity analysis – capitalisation rate

A sensitivity analysis of the impact on the investment property valuations of movements in the capitalisation rate is disclosed below as the capitalisation rate method is the primary method for conducting the valuation. While other factors do also impact a valuation, at the current time, the Investment Manager considers that the valuations are most sensitive to movements in the capitalisation rate.

The following sensitivity analysis shows the effect on profit/loss after tax and on equity of a 25 basis points (bps) increase/decrease in capitalisation rates at balance sheet date with all other variables held constant.

| | Profit/(loss) after tax | | Equity | |
|-----------------------|-------------------------|--------------------|--------------------|--------------------|
| | 25 bps increase | 25 bps decrease | 25 bps increase | 25 bps decrease |
| | \$'000 | \$'000 | \$'000 | \$'000 |
| 30 June 2020 | | | | |
| Investment properties | (1,741) | 1,880 | (1,741) | 1,880 |
| 30 June 2019 | | | | |
| Investment properties | (2,168) | 2,342 | (2,168) | 2,342 |

4. Disposal expenses

On 1 June 2020, the Mittagong property was divested from the Portfolio. The associated disposal expenses of \$407,000 (2019: \$nil) have been expensed or accrued through the Statement of Profit or Loss and Other Comprehensive Income. The fees incurred are those through the ordinary course of selling a property including but not limited to a capped rental guarantee, sales commission payable to the agent, disposal fee to the Investment Manager (refer to note 13) and related legal fees.

5. Finance costs

| | 31 July 2019 to 30 June 2020 | 31 July 2018 to 30 June 2019 |
|---|---------------------------------|---------------------------------|
| | \$'000 | \$'000 |
| Interest expense on borrowings including swap costs | 926 | 1,023 |
| Amortisation of establishment fees | 26 | 27 |
| | 952 | 1,050 |

The interest rate swap was terminated early in June 2020, there is no interest rate swap instrument in place at 30 June 2020.

6. Trade and other receivables

Trade and other receivables relate predominantly to rent receivable. As at 30 June 2020 and 30 June 2019 respectively there was no significant rent receivable greater than 30 days past due.

7. Derivative financial instruments

The fair value of interest rate derivatives is determined using a generally accepted pricing model based on discounted cash flow analysis using assumptions supported by observable market rates.

The following table represents financial assets and liabilities that were measured and recognised at fair value at reporting date.

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Notes to the Financial Statements

For the year ended 30 June 2020

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|--------------------------------|------------------------|------------------------|
| Current liabilities | | |
| Interest rate swap | - | 153 |
| Non-current liabilities | | |
| Interest rate swap | - | 144 |

The interest rate swap was terminated early in June 2020, as such there was no interest rate swap instrument in place and there was no applicable market value as at 30 June 2020 (30 June 2019: \$297,000)

The three different fair value measurement levels have been defined as follows:

- 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 (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs from the assets or liabilities that are not based on observable market data (unobservable inputs).

Interest rate derivatives are financial instruments that use valuation techniques with observable market data and are included as Level 2 in the hierarchy above.

SURF 2 does not have any Level 3 financial instruments. There were no transfers between levels during the period.

8. Borrowing

Unrestricted access was available at the reporting date to the secured bank loan. Details of this loan are below:

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|-------------------------------------|------------------------|------------------------|
| Non-current Liabilities | | |
| Bank loan | 16,500 | 26,600 |
| Establishment fees | (41) | (67) |
| Total non-current borrowings | 16,459 | 26,533 |

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|---|------------------------|------------------------|
| Total bank loan facility limit | 18,100 | 27,100 |
| Less: Amounts drawn at the reporting date | (16,500) | (26,600) |
| Net borrowing facility available | 1,600 | 500 |

A major Australian bank has provided SURF 2 with a debt facility for the purpose of partially funding the acquisition of the property portfolio. The secured debt facility is revolving and multi-purpose. The loan is secured by that bank over the property of the Fund. The loan limit was reduced from \$27,100,000 to \$18,100,000 following the divestment of Mittagong of which the proceeds from sale were used to repay the secured debt facility. The loan expires in April 2022.

Debt Covenants

The Fund is required to comply with certain financial covenants and obligations in respect of the secured debt facility. The major financial covenants and obligations can be summarised as follows:

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

- (a) Interest Cover Ratio (ICR): is at least 1.75 times. ICR is defined as being EBITDA (excluding non-recurring amounts and non-cash amounts) to net interest expense.
- (b) Loan to Value Ratio (LvR): is not more than 55%. LvR is defined as being based on the amounts drawn as a percentage of the most recent external property valuations.

The Fund was in compliance with its financial covenants and other obligations for the year ended and as at 30 June 2020.

9. Contributed equity

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|-----------------------------|------------------------|------------------------|
| Units fully paid 29,500,000 | 29,500 | 29,500 |
| Less: equity raising costs | (131) | (131) |
| Closing balance | 29,369 | 29,369 |

The offer to invest in SURF 2 opened on 19 April 2017 and closed on 1 June 2017. 29,500,000 units in SURF 2 were issued and allocated on 2 June 2017 at \$1.00 per unit raising \$29,500,000 in equity.

10. Operating leases

All investment properties owned by the Trust (detailed in note 3) are subject to operating leases. The investment properties are leased to anchor tenants under long term leases with rentals payable monthly. Other lease terms can vary for each lease.

The sole tenant of the property is Woolworths Limited trading as either Woolworths Supermarkets, Big W (both of which are trading from the one property). The rent paid (excluding outgoings) by the single largest customer of the Fund (Woolworths Limited) is \$3,855,000.

For the Woolworths Limited lease the key terms are as follows:

| Property | Tenancy | Lease expiry date | Remaining lease options |
|----------------------|---|-------------------|-------------------------|
| Katoomba Marketplace | Woolworths Limited trading as Woolworths Supermarkets and Big W | October 2035 | 4 * 10 year options |

The base rent for the Katoomba Marketplace Woolworths tenancy is subject to fixed periodic increases of 5% every five years.

All leases the Fund has with Woolworths Limited include provision for additional rent in the form of sales turnover rent. Where sales turnover rent applies, it is payable annually in arrears where the sum of the initial rent and the turnover rent percentage amount for a year exceeds the sum of the base rent. No turnover rent has been received or was paid or is payable by Woolworths Limited for the period ended 30 June 2020.

Minimum Lease payments receivable (excluding outgoings) under non-cancellable operating leases of investment properties are shown on the following table.

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|----------------------------|------------------------|------------------------|
| Within one year | 3,255 | 4,099 |
| Between one and five years | 13,201 | 16,170 |
| After five years | 36,516 | 47,738 |
| | 52,969 | 68,007 |

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Notes to the Financial Statements

For the year ended 30 June 2020

11. Notes to the statement of cash flows

Reconciliation of profit to net cash flows from operating activities is as follows:

| | 1 July 2019 to 30 June 2020 \$'000 | 1 July 2018 to 30 June 2019 \$'000 |
|--|--|--|
| Net profit after income tax | 1,383 | 3,555 |
| <i>Non-cash flows</i> | | |
| - Fair value movement on investment properties | 465 | (1,198) |
| - Fair value movement on financial liabilities | 63 | 296 |
| - Straight lining of rental income | (250) | (578) |
| - Amortisation of capitalised expenses | 12 | 7 |
| - Disposal fees presented in investing activities | 423 | - |
| <i>Changes in assets / liabilities</i> | | |
| Movements in borrowings – net amortisation of establishment fees | 26 | 27 |
| Movement in trade and other receivables | (253) | (155) |
| Movement in trade and other payables | 529 | (89) |
| Net cash flows from operating activities | 2,398 | 1,865 |

12. Financial instruments

Financial risk and capital management

(a) Capital risk management

The Fund's objective when managing capital is to safeguard the ability to continue as a going concern, whilst providing returns for unitholders and benefits for other stakeholders and to maintain a capital structure to minimise the cost of capital.

The capital structure of the Fund consists of cash and cash equivalents, interest-bearing loans and borrowings and contributed equity of the Fund (comprising contributed equity and retained earnings).

The Fund assesses the adequacy of its capital requirements, cost of capital, LVR and gearing (i.e. debt/equity mix).

The Fund continuously reviews its capital structure to ensure:

- Sufficient funds and financing facilities, on a cost effective basis, are available to assist the Fund's business; and
- Sufficient liquidity buffer is maintained.

The Fund can alter its capital structure by issuing new units.

(b) Financial risk management

The Fund's activities expose it to a variety of financial risks, including:

- (i) credit risk
- (ii) liquidity risk
- (iii) market risk (including foreign exchange risk and interest rate risk)

The Fund seeks to minimise the effects of these risks by monitoring its exposure to these risks and assessment of market forecasts.

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Notes to the Financial Statements

For the year ended 30 June 2020

(b)(i) Financial risk management - credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will default on their contractual obligations resulting in a financial loss to the Fund. The Fund has exposure to credit risk on all financial assets included in its statement of financial position.

The Fund is exposed to credit risk from cash placed with a financial institution. This financial institution has a credit rating of AA- (Standard & Poor's).

Exposure to customer credit risk is also monitored. Woolworths Limited is a major tenant of the Fund representing 100% of rent received. Woolworths credit rating is BBB (Standard & Poor's).

The Fund's exposure to credit risk is summarised in the following table:

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|---------------------------|------------------------|------------------------|
| Cash and cash equivalents | 22 | 383 |
| Receivables | 555 | 301 |
| | <u>577</u> | <u>684</u> |

The maximum exposure of the Fund to credit risk as at 30 June 2020 is the carrying value of the financial assets in its statement of financial position.

(b)(ii) Financial risk management - liquidity risk

Liquidity risk is the risk that the Fund will not be able to meet its financial obligations as they fall due. The Fund aims at having flexibility in funding by keeping sufficient cash and/or committed credit lines available whilst maintaining a low cost of holding these facilities. Management prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow.

The Fund manages liquidity risk through monitoring its net expected funding needs including the maturity of its debt portfolio. The Fund also manages liquidity risk by maintaining a liquidity buffer of cash and undrawn debt facilities.

The debt facility is a bank secured debt facility. Details of the debt facility, including debt facility available, are at note 8.

Refinancing risk, also part of liquidity risk, is the risk that the maturity profile of the debt makes it difficult to refinance maturing debt, and/or that the cost of refinancing exposes the Fund to potentially unfavourable market conditions at any given time. The Fund is exposed to refinancing risks arising from the availability of finance as well as the interest rates and credit margins at which financing is available. The Fund intends to manage this risk, where appropriate, by refinancing borrowings in advance of the maturity of the borrowing and by securing longer term facilities.

Non-derivative financial instruments

The contractual maturities of the Fund's non-derivative financial liabilities at year end are reflected in the following table. It shows the undiscounted contractual cash flows required to discharge the liabilities including interest, margin, and line fees at the reporting date. Interest rates are based on the interest rates as at the reporting date.

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Notes to the Financial Statements

For the year ended 30 June 2020

| | 1 year or less \$'000 | Between 1 – 3 years \$'000 | Over 3 years \$'000 | Total \$'000 |
|--------------------------|--------------------------|----------------------------------|------------------------|-----------------|
| 30 June 2020 | | | | |
| Trade and other payables | 897 | - | - | 897 |
| Distribution payable | 1,033 | - | - | 1,033 |
| Borrowings | - | 16,500 | - | 16,500 |
| | 1,930 | 16,500 | - | 18,430 |
| 30 June 2019 | | | | |
| Trade and other payables | 368 | - | - | 368 |
| Distribution payable | 516 | - | - | 516 |
| Borrowings | - | 26,600 | - | 26,600 |
| | 884 | 26,600 | - | 27,484 |

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

(b)(iii) Financial risk management - market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Fund's financial performance or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk within acceptable parameters, while optimising the return.

Market risk - foreign exchange risk

The Fund has no foreign currency denominated assets or liabilities at the reporting date and therefore the Fund is not exposed to any significant foreign exchange risk.

Market risk - interest rate risk

Interest rate risk is the risk that the fair value or cash flows of financial instruments will fluctuate due to changes in market interest rates.

The Fund is exposed to interest rate risk as it borrow funds at floating interest rates. This risk is managed through the use of interest rate swap contracts. Hedging activities are evaluated regularly.

The Fund's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. Exposure to cash and cash equivalents is limited to \$22,000 (30 June 2019: \$383,000).

Interest rate swap contracts

The Fund's interest rate risk arises from borrowings and cash holdings. Interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates or from fixed to floating. The Fund had entered into an interest rate swap contract with a notional principal amount of \$25,000,000 which was due to expire in June 2021. This swap was terminated in June 2020.

Under the interest rate swap contracts, the Fund agreed with the other party to exchange, at specified intervals, the difference between fixed contract rates and floating-rate interest amounts calculated by reference to an agreed notional principal amount.

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Notes to the Financial Statements

For the year ended 30 June 2020

The Fund's secured debt facility is at floating rates. Borrowings with floating rates expose the Fund to cash flow interest rate risk.

The Fund's exposure to interest rate risk and the effective interest rates on financial assets and liabilities at reporting date are in the table below.

| | Interest | 1 year or less | Between 1 to 3 Years | Over 3 years | Total |
|--|-----------------|----------------|----------------------|--------------|---------------|
| | Rate (floating) | \$'000 | \$'000 | \$'0'000 | \$'000 |
| 30 June 2020 | | | | | |
| Financial Assets | | | | | |
| Cash and cash equivalents | 0.0% | 22 | - | - | 22 |
| Trade and other receivables | - | 555 | - | - | 555 |
| Financial Liabilities | | | | | |
| Trade and other payables | - | 897 | - | - | 897 |
| Borrowings | 2.1% | - | 16,500 | - | 16,500 |
| Distribution payable | - | 1,033 | - | - | 1,033 |
| Total net financial liabilities | | 1,353 | 16,500 | - | 17,853 |

30 June 2019

| | | | | | |
|--|------|------------|---------------|----------|---------------|
| Financial Assets | | | | | |
| Cash and cash equivalents | 1.0% | 383 | - | - | 383 |
| Trade and other receivables | - | 301 | - | - | 301 |
| Financial Liabilities | | | | | |
| Trade and other payables | - | 368 | - | - | 368 |
| Borrowings | 3.2% | - | 26,600 | - | 26,600 |
| Distribution payable | - | 516 | - | - | 516 |
| Total net financial liabilities | | 200 | 26,600 | - | 26,800 |

Sensitivity analysis – interest rate risk

The following sensitivity analysis shows the effect on profit/(loss) after tax and equity if the interest on the net debt at the reporting date (net of the swap and cash) had been 50 basis points higher/lower for a full year with all other variables held constant.

| | Profit/(loss) after tax | | Equity | |
|---|-------------------------|----------------------|-----------------------|----------------------|
| | 50bp higher \$'000 | 50bp lower \$'000 | 50bp higher \$'000 | 50bp lower \$'000 |
| 30 June 2020 – Effect of market rate interest movement | (83) | 83 | (83) | 83 |
| 30 June 2019 – Effect of market rate interest movement | (131) | 131 | (131) | 131 |

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

(c) Accounting classifications and fair values

The fair value of interest rate derivatives is determined using a generally accepted pricing model based on discounted cash flow analysis using assumptions supported by observing market rates.

The Directors consider that the carrying amounts of financial assets and financial liabilities recognised at amortised cost in the financial statements approximate their fair values.

There were no financial assets or liabilities held at 30 June 2020. The following table represents financial liabilities that were measured and recognised at fair value.

| | 30 June 2020 \$'000 | 30 June 2019 \$'000 |
|--------------------------------|------------------------|------------------------|
| Current liabilities | | |
| Interest rate swap | - | 153 |
| Non-current liabilities | | |
| Interest rate swap | - | 144 |

Fair value hierarchy

The Fund is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement.

Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed can be subjective.

The different levels have been defined as follows:

- 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 (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis of the use of observable inputs that require significant adjustments based on unobservable inputs.

There were no transfers between levels during the period.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The interest rate swap is an interest rate derivative and is also a financial instrument not quoted in active markets. For the interest rate swap the Fund uses valuation techniques such as present value, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs.

Interest rate derivatives are financial instruments that use valuation techniques with only observable market inputs and are included in Level 2 above.

The Fund does not have any Level 1 or 3 financial instruments. Details of level 3 assets (investment properties) during the financial period and details of unobservable inputs and sensitivity are set out in note 3.

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Notes to the Financial Statements

For the year ended 30 June 2020

13. Related party transactions

The Responsible Entity of SURF 2 is SCA Unlisted Retail Fund RE Limited (ABN 42 604 416 284) (SURF RE). SURF RE is part of the SCA Property Group. The SCA Property Group comprises Shopping Centres Australasia Property Group RE Limited (ABN 47 158 809 851) as responsible entity of Shopping Centres Australasia Property Management Trust (ARSN 160 612 626) and Shopping Centres Australasia Property Retail Trust (ARSN 160 612 788) (Retail Trust). All fees and charges from the Responsible Entity and its related parties are in accordance with the Product Disclosure Statement (PDS) dated 19 April 2017 and the Trust's constitution. Transactions with entities associated to SCA Property Group are disclosed below. Transactions with related parties have taken place at arm's length and in the ordinary course of business.

(a) Investment Management Fees

Investment management fees are 0.45% per annum of gross asset value payable monthly in arrears. During the period investment management fees of \$259,881 (excluding GST) were paid to Shopping Centres Australasia Property Operations Pty Limited (ACN 160 890 433) as the Investment Manager of SURF 2 (30 June 2019: \$251,100).

Total accrued investment management fees of \$17,779 (excluding GST) are recognised in trade and other payables in the statement of financial position (30 June 2019: \$21,556).

(b) Base management fees

Base management fees are 0.25% per annum of gross asset value payable monthly in arrears. During the period base management fees of \$144,378 (excluding GST) were paid to the Responsible Entity during the financial year (30 June 2019: \$139,500).

Total accrued base management fees of \$9,877 (excluding GST) are recognised in trade and other payables in the statement of financial position (30 June 2019: \$11,975).

(c) Recharge of expenses

SURF RE and the Investment Manager have the right to recover from the Fund the expenses properly incurred by SURF RE or the Manager from the Fund. The Investment Manager is part of SCA Property Group. In practice the Fund has paid all such expenses directly.

(d) Performance fee

The Investment Manager will be entitled to a performance fee of 20% of the portion of the outperformance of SURF 2 over an IRR of 10% per annum. A performance fee liability has not been recognised as at 30 June 2020 (30 June 2019: nil) as any potential performance fee cannot be reliably measured.

(e) Directors fees

No fees were paid or are payable by SURF 2 to the directors of the Responsible Entity during the period. These costs are paid by SCA Property Group. Refer to note 17.

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

(f) Related Party Unit Holdings and Distributions

Holdings of units by related parties:

| | 30 June 2020 Units | 30 June 2019 Units |
|---|-----------------------|-----------------------|
| Shopping Centres Australasia Property Retail Trust | 8,447,000 | 8,447,000 |

The units held by the Shopping Centres Australasia Property Retail Trust rank pari passu with the other units on issue in SURF 2 and have been held by the Retail Trust since allotment (2 June 2017).

The distributions paid or payable to the Retail Trust for the period are in the table below:

| 30 June 2020 Period Ended | 30 Sep 2019 | 31 Dec 2019 | 31 Mar 2020 | 30 Jun 2020 |
|-----------------------------------|-------------|-------------|-------------|--------------------------|
| Number of units held | 8,447,000 | 8,447,000 | 8,447,000 | 8,447,000 |
| Distribution per unit – cents | 1.75 | 1.75 | - | 3.50 |
| Amount paid or payable - \$ | 147,822 | 147,822 | - | 295,645 |
| Date paid or payable ¹ | 16 Oct 2019 | 28 Jan 2020 | - | 31 Jul 2020 ¹ |

¹ This distribution was declared on 25 June 2020 and the proposed payment date is 31 July 2020. Distributions for the quarter ending 31 March 2020 were suspended due to the market disruption caused by COVID-19. Following the sale of Mittagong the net proceeds were used to repay a portion of the secured debt facility, reducing the Fund's gearing. As a result of the sale of Mittagong and the consequent reduction in debt the March 2020 distribution was reinstated for payment in July 2020. The June 2020 Quarter distribution amount is 3.50 cents per unit which includes the payment of the suspended distribution for the quarter ended 31 March 2020.

| 30 June 2019 Period Ended | 30 Sep 2018 | 31 Dec 2018 | 31 Mar 2019 | 30 Jun 2019 |
|-------------------------------|-------------|-------------|-------------|-------------|
| Number of units held | 8,447,000 | 8,447,000 | 8,447,000 | 8,447,000 |
| Distribution per unit – cents | 1.75 | 1.75 | 1.75 | 1.75 |
| Amount paid or payable - \$ | 147,822 | 147,822 | 147,822 | 147,822 |
| Date paid or payable | 16 Oct 2018 | 21 Jan 2019 | 23 Apr 2019 | 31 Jul 2019 |

The Fund did not hold any interests in related parties at the reporting date or throughout the current year.

(g) Custodian expense

The Responsible Entity has appointed Shopping Centres Australasia Property Group RE Limited (SCAPG RE) to provide custody services for SURF 2. SCAPG RE is a related party of SURF RE. The agreement to provide custody services by SCAPG RE has been made on standard commercial terms and in accordance with the Responsible Entity's Related Party Transactions Policy. The annual fee for the custodian services is the lesser of 0.015% of assets or \$15,000. The fee for the year ending 30 June 2020 is \$15,000 (30 June 2019: \$15,000) (excluding GST).

(h) Disposal fee

The Investment Manager has the right to charge the Fund a Disposal fee which is based on 1% of the gross sale price of any Property of the Fund where it is sold. During the year ended 30 June 2020, Mittagong held by the Fund was sold at a gross sale price of \$9,700,000. The Disposal fee of \$97,000 has been recognised as an expense in the Statement of Profit or Loss and Other Comprehensive Income within the disposal expenses.

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

14. Distribution paid or payable

| 30 June 2020 Period ended | Payment date | Cents per unit | \$ |
|---------------------------------------|---------------------------|----------------|------------------|
| 30 September 2019 | 16 October 2019 | 1.75 | 516,250 |
| 31 December 2019 | 28 January 2020 | 1.75 | 516,250 |
| 31 March 2020 | - | - | - |
| 30 June 2020 | 31 July 2020 ¹ | 3.50 | 1,032,500 |
| Total distributions (Ordinary) | | 7.00 | 2,065,000 |

¹ This distribution was declared on 25 June 2020 and the proposed payment date is 31 July 2020. Distributions for the quarter ending 31 March 2020 were suspended due to the market disruption caused by COVID-19. Following the sale of Mittagong the net proceeds were used to repay a portion of the secured debt facility, reducing the Fund's gearing. As a result of the sale of Mittagong and the consequent reduction in debt, the March 2020 distribution was reinstated for payment in July 2020. The June 2020 Quarter distribution amount is 3.50 cents per unit which includes the payment of the suspended distribution for the quarter ended 31 March 2020.

| 30 June 2019 Period ended | Payment date | Cents per unit | \$ |
|---------------------------------------|-----------------|----------------|------------------|
| 30 September 2018 | 16 October 2018 | 1.75 | 516,250 |
| 31 December 2018 | 21 January 2019 | 1.75 | 516,250 |
| 31 March 2019 | 23 April 2019 | 1.75 | 516,250 |
| 30 June 2019 | 31 July 2019 | 1.75 | 516,250 |
| Total distributions (Ordinary) | | 7.00 | 2,065,000 |

15. Commitments and contingencies

The Trust has a distribution payable of \$1,032,500 as at 30 June 2020 (30 June 2019: \$516,250) which is expected to be paid on 31 July 2020.

As at 30 June 2020 the Trust has no other capital commitments, contingent liabilities or assets (30 June 2019: nil).

16. Auditors remuneration

During the year, all amounts paid or payable to the auditor of the Fund, BDO East Coast Partnership, by SCA Unlisted Retail Fund 2 for the year were:

| | 1 July 2019 to 30 June 2020 | 1 July 2018 to 30 June 2019 |
|--|--------------------------------|--------------------------------|
| Audit and review of financial statements | 29,000 | 28,250 |
| Assurance and compliance services | 3,000 | 3,000 |
| | 32,000 | 31,250 |

SCA Unlisted Retail Fund 2

Notes to the Financial Statements

For the year ended 30 June 2020

17. Key management personnel

Key management personnel of the Responsible Entity are those persons having authority and responsibility for planning directing and controlling the activities of the Fund, directly or indirectly, including any Director.

Key management personnel are employed by a related company to the Fund, Shopping Centres Australasia Property Operations Pty Limited. No compensation is paid by the Fund to any of the key management personnel of the Responsible Entity.

18. Events after the reporting period

During the year, events relating to the COVID-19 pandemic have impacted the activity of the property market which would ordinarily be a strong source of evidence for valuations of investment properties. The valuation assessment undertaken for financial reporting purposes has therefore faced an unprecedented set of circumstances on which to base a judgement. This can also mean that should the remaining property be sold it may be sold at a value higher or lower or the same as the book value. In the event that impacts are more material or prolonged than anticipated, this may have an impact on the fair value of the Fund's Katoomba Marketplace property. The COVID-19 situation continues to evolve and the full consequences on the value of the Fund's Katoomba Marketplace property and the tenant is therefore inevitably uncertain. Additionally were it necessary or desirable for the Fund to sell its remaining property it may not be able to do so within a short period of time or it may not be able to realise the property for the amount it is being carried as book value in the financial statements. Any protracted sale process or sale of the property at a price that is less than the book value may adversely affect the future financial performance of the Fund.

A final distribution for the period to 30 June 2020 of 3.50 cents per unit was declared on 25 June 2020 and is expected to be paid on 31 July 2020. This distribution has been reflected as a payable in the statement of financial position as at 30 June 2020. Refer to notes 14 and 15 for details.

The Directors are not aware of any other matters or circumstances that have arisen since 30 June 2020 that have significantly affected or may significantly affect the operations of SURF 2, the result of those operations, or state of SURF 2's affairs in future financial periods.

* * *

SCA Unlisted Retail Fund 2 Directors' Declaration For the year ended 30 June 2020

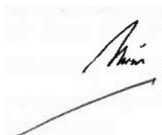
In the opinion of the Directors of SCA Unlisted Retail Fund RE Limited, the Responsible Entity of SCA Unlisted Retail Fund 2 (SURF 2):

- (a) The attached financial statements and notes are in accordance with the Corporations Act 2001, including;
 - (i) giving a true and fair view of SURF 2's financial position as at 30 June 2020 and of its performance for the financial year then ended; and
 - (ii) complying with Australian Accounting Standards (including Australian Accounting Interpretations), the Corporations Regulations 2001, and other mandatory professional reporting requirements;
- (b) There are reasonable grounds to believe that SURF 2 will be able to pay its debts as and when they become due and payable.

The attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements.

Signed in accordance with a resolution of the Directors.

On behalf of the Directors



Director
Sydney
21 July 2020

INDEPENDENT AUDITOR'S REPORT

To the members of SCA Unlisted Retail Fund 2

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of SCA Unlisted Retail Fund 2 (the Fund), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of SCA Unlisted Retail Fund 2, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Fund's financial position as at 30 June 2020 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

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 are independent of the Fund in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (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.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of SCA Unlisted Retail Fund RE Limited, as responsible entity for SCA Unlisted Retail Fund 2, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Other information

The directors of the responsible entity of the Fund are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the directors' report, 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 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 Fund 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 Fund's ability 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 Fund or to cease operations, or has 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 this 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 (<http://www.auasb.gov.au/Home.aspx>) at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf

This description forms part of our auditor's report.

BDO East Coast Partnership

BDO

A handwritten signature in black ink, appearing to read 'Ian Hooper', with a stylized flourish at the end.

Ian Hooper
Director

Sydney, 21 July 2020