

VANTAGE
ASSET MANAGEMENT

2024 ANNUAL REPORT

VPESO

VANTAGE PRIVATE EQUITY SECONDARIES OPPORTUNITIES FUND
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024



CORPORATE DIRECTORY



**DIRECTORS OF THE TRUSTEE AND
THE MANAGER OF VANTAGE PRIVATE
EQUITY SECONDARIES
OPPORTUNITIES FUND**

Michael Tobin B.E., MBA, DFS, FAICD
Managing Director

Jonathan Kelly B.E., MBA (EXEC)
Non-Executive Director

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of
Vantage Private Equity Secondaries Opportunities Fund
Will be held via video conference

Date: 27 November 2024
Time: 10.00am

**PRINCIPAL REGISTERED
OFFICE IN AUSTRALIA**

VPESO
Level 33, Aurora Place
88 Phillip Street
SYDNEY NSW 2000

AUDITOR

EY
The EY Centre
200 George Street
SYDNEY NSW 2000

SOLICITORS

Corrs Chambers Westgarth
Level 37, Quay Quarter Tower
50 Bridge Street
SYDNEY NSW 2000

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TRUSTEE AND MANAGERS' REPORT

Vantage Private Equity Secondaries Opportunities Fund (VPESO or the Fund) is an open-ended wholesale, Australian unit trust, structured as a Managed Investment Trust (MIT). The Fund has been established to provide sophisticated investors with exposure to a highly diversified portfolio of Australian and New Zealand lower to mid-market secondary and co-investment private equity investments.

Vantage Asset Management Pty Limited (Vantage) is the Manager of Vantage Asset Services Pty Ltd who is in turn the Trustee of Vantage Private Equity Secondaries Fund. The Manager for Vantage Asset Services Pty Ltd and the Directors of the Trustee of VPESO hereby present their report together with the financial statements of VPESO for the for the financial year ended 30 June 2024.

DIRECTORS

The following persons are the Directors of Vantage Asset Services Pty Ltd and Vantage Asset Management Pty Limited:

Michael Tobin
Managing Director

Jonathan Kelly
Non-Executive Director

PRINCIPAL ACTIVITY

The principal activity of the Fund is for secondary acquisitions into and co-investments alongside professionally managed Private Equity funds focussed on investing in the growth capital, turnaround and buyout financing stages of Private Equity, predominately in Australia and New Zealand.

The principal objective of the Fund is to provide investors with the benefit of a well-diversified secondary Private Equity and co-investment portfolio. This is achieved by focusing on secondary acquisitions and investments to private equity funds that invest in profitable businesses that are at a more mature stage of development, and in particular the growth capital, turnaround and buyout financing stages of Private Equity investment.

FUND PERFORMANCE HIGHLIGHTS ACROSS FY24

- 12,734,206 new units were issued in VPESO during the financial year ended 30 June 2024.
- \$13.8m in secondary positions from two Private Equity Funds, two Fund of Funds and two co-investments, across the financial year.
- \$1.35m in distributions paid in October 2023 to all VPESO unitholders who were on the register as at 30 June 2023, of which was in relation to financial year ended 30 June 2023.
- \$3.9m in distributions declared and paid in May 2024 to all VPESO unitholders.
- \$1.7m of capital drawn by underlying Private Equity Funds from VPESO during the financial year.
- \$10.6m additional acquisitions in underlying Private Equity Funds.
- Since inception, a total of 106 unique underlying company investments have been completed with 13 exits realised.
- \$7.1m in total distributions received from underlying funds during the financial year.
- \$10.2m net profit for the financial year.
- 16.5% p.a. after fees annualised return delivered by VPESO since inception to 30 June 2024.
- 25.43% p.a. after fees annual return delivered by VPESO for the financial year ending 30 June 2024.

DISTRIBUTIONS TO UNITHOLDERS

In October 2023, a distribution of **\$1,347,408 (\$0.057 per unit)** was declared and paid by the Trustee of VPESO, representing the net taxable income of VPESO for the financial year ended 30 June 2023. This distribution was paid to all unitholders in VPESO who were on the register as at 30 June 2023.

In May 2024, a distribution of **\$3,871,757 (\$0.125 per unit)** was declared and paid by the Trustee of VPESO, as a result of the distribution received by VPESO from the Growth Fund III, following the partial sale of Fitness Passport to private equity firm EQT Partners during April 2024.



TRUSTEE AND MANAGERS' REPORT

Continued

SECONDARY MARKET OVERVIEW FOR FY24

Global secondary transaction volume increased to \$68 billion in 1H 2024, marking a substantial 58% increase from \$43 billion during the same period in 2023. The 57% year-on-year increase came on the back of the strong momentum observed in 2H 2023, which has carried on driven by the need for liquidity from both Limited Partners (LPs) and General Partners (GPs). The supply was met with strong buyer demand keen to deploy record levels of fresh capital raised in this current fundraising cycle.

Global LP volume reached \$40 billion, representing 59% of the total transaction volume. LPs engaged in the secondary market to meet liquidity needs and to rebalance their private asset portfolios. Pension funds have been the natural drivers of secondary volume given their scale and larger commitments. However, recently a diverse range of investors are now utilising the secondary market, as they become more prone to using the secondary market as a portfolio management tool. These investors are facing similar portfolio dynamics, whether it be liquidity constraints, overallocation, or rebalancing efforts.

In addition to pursuing wind-down sales, Fund of Funds are also engaging in more opportunistic sales to generate liquidity for their underlying investors. Family offices and high-net-worth sellers now make up a significant portion of first-time sellers in the market. This trend is advantageous for VPESO, as there are numerous opportunities in the pipeline that align with the characteristics of these seller types, who constitute a larger segment of the LP base in VPESO's target secondary focus.

Over the calendar year to date, \$127 million Net Asset Value (NAV) of potential secondary positions in Australia have been considered by Vantage for VPESO, \$85 million of these positions over the June 2024 quarter. VPESO continues to see this increased deal flow from the secondary market as many LPs are look to generate liquidity. It is anticipated that a number of secondary opportunities will be completed over the coming six months, as a result of this deal flow.

The Australian M&A environment over the June 2024 quarter saw Private Equity fund managers exercise caution in deploying new capital unless new investments demonstrated a clear focus on strategic alignment and a long-term value creation strategy. Australian M&A deal volume dropped 9% in 1H24 from 1H23, but deal value rose 1% in that same period to \$52.9bn. One of the key factors restraining M&A activity is the current macroeconomic climate, characterised by an array of unpredictable factors including interest rates, persistent inflation, and a general lack of business confidence.

There has been a notable shift towards strategic investments as Private Equity fund managers adopt more risk-averse strategies. Today, fund managers are prioritising investments that promise clear strategic benefits, aligning closely with long-term objectives rather than short-term gains. This shift in the market highlights a preference for quality over quantity, with each investment needing to justify its associated risks and costs.

In response to continuing economic pressure on consumer demand, persistent inflation, and tight labour conditions, fund managers are focused on assisting portfolio companies with margin enhancement through productivity initiatives, targeted cost-reduction programmes, and growth initiatives aimed at driving market share growth.

Despite the challenging M&A environment, the lower to mid-market segment continues to offer significant value. These businesses are more attractive than their larger counterparts due to attractive entry valuations, various avenues for exit and modest amounts of leverage employed.

Vantage is excited about the outlook for the remainder of 2024, as a stabilised macroeconomic environment and the continued need for liquidity from both LPs and GPs, lead us to expect full-year transaction volume will reach near-record levels. Growth will be driven by strong momentum in LP portfolio sales and sustained levels of GP-led activity which Vantage is well-poised to capture.



TRUSTEE AND MANAGERS' REPORT

Continued

REVIEW OF VPESO'S OPERATIONS

VPESO's investment strategy is focused on secondary private equity and co-investments in the lower to mid-market. This segment of private equity focuses on investments into profitable businesses with proven products and services. These businesses typically have a strong market position and generate strong cash flows, which will allow the Fund to generate strong consistent returns to investors, while significantly reducing the risk of a loss within the portfolio.

This is achieved by VPESO acquiring direct secondary positions in existing Private Equity funds. The Fund will also acquire existing interests in Vantage Private Equity Growth Fund series funds as well as invest in selective co-investment opportunities and other preferred equity opportunities in target Private Equity funds.

Established in 2004, Vantage is a leading independent investment management company with expertise in Private Equity, funds management, manager selection and operational management. Vantage is Australian owned and domiciled with operations in Sydney and Melbourne and holds Australian Financial Services Licence (AFSL) No. 279186.

In general application monies received from Unitholders are initially invested into the Fund to meet the obligations of the Fund, which include the funding of secondary acquisitions and underlying investments as they are made. The remainder of the capital is invested in liquid investments such as cash and term deposits, until they are required to be drawn to meet future investment obligations and other expenses.

As at 30 June 2024, \$37,567,510 of the Fund's capital had been utilised to acquire interests in, as well as to invest further capital into, five secondary positions in Private Equity funds, two secondary positions in Private Equity Fund of Funds, and three co-investments. As a result, VPESO ultimately held interests and commitments in 106 underlying company investments, with 13 exits, at financial year end.

NEW SECONDARY PRIVATE EQUITY FUND ACQUISITIONS

During the financial year 30 June 2024, VPESO acquired a total of \$12.3 million in secondary positions from two private equity funds and two fund of funds, as summarised below;

\$6.0m in Growth Fund III

- During the September 2023 quarter, VPESO completed the secondary acquisition of a \$6.0 million investment commitment and the underlying investments in the Growth Fund III.
- The Growth Fund III is a 2016 vintage year fund with \$450.0 million in commitments with an investment strategy focused on middle-market sized companies that have the potential for growth and value creation, typically investing in companies that have enterprise values of \$20 million to \$150 million.
- At the time of acquisition, the Growth Fund III had completed 12 investments, of which one portfolio company had been sold.

\$2.5m in Vantage Private Equity Growth 4 (VPEG4)

- VPEG4 is a multi-manager Private Equity investment fund consisting of Vantage Private Equity Growth 4, LP (VPEG4, LP) an Australian Fund of Funds (AFOF) Limited Partnership and Vantage Private Equity Growth Trust 4A (VPEG4A) an Australian Unit Trust, established to undertake private equity investments that are not permitted to be made by an AFOF, in accordance with Australian regulations. VPEG4 has made a total of \$172.5 million of investment commitments across seven primary Private Equity funds and six co-investments: \$30.0 million to each of Allegro Fund IV, Advent Partners 3, CPE Capital 9 and Anchorage Capital Partners Fund IV, \$20.0 million to Potentia Capital Fund II and \$10.0 million to each of Riverside Australia Fund III and Adamantem Capital Fund II. In addition to this, VPEG4 has made co-investment commitments of \$2.0m to Gull New Zealand, Imaging Associates Group, EventsAir, Integrated Control Technology and Compare Club, as well as \$2.5m to PAC Trading.

As a result of the additional acquisitions being completed, VPESO's total portfolio exposure increased to \$2.5 million in commitments and investments in VPEG4 at financial year end.



TRUSTEE AND MANAGERS' REPORT

Continued

NEW SECONDARY PRIVATE EQUITY FUND ACQUISITIONS (continued)

Additional \$3.5m in Vantage Private Equity Growth 3 (VPEG3)

- VPEG3 is a multi-manager Private Equity investment fund consisting of Vantage Private Equity Growth 3, LP (VPEG3, LP) an Australian Fund of Funds (AFOF) Limited Partnership and Vantage Private Equity Growth Trust 3A (VPEG3A) an Australian Unit Trust, established to undertake private equity investments that are not permitted to be made by an AFOF, in accordance with Australian regulations.

As at 30 June 2024, VPEG3 had committed \$67.6m across seven Primary Private Equity Funds and two co-investments. As a result, a total of 50 underlying company investments exist within the portfolio at financial year end. VPEG3's investment commitments include; \$12.0m to Allegro Fund III; \$10.0m to each of Adamantem Capital Fund 1, Advent Partners 2 Fund, Anchorage Capital Partners Fund III and Next Capital Fund IV, \$7.5m to Mercury Capital Fund 3 and \$7.0m to Odyssey Private Equity Fund 8. VPEG3 co-investments include; \$0.3m into Fitzpatrick Financial Group and \$0.8m into Tribe Brewing. As a result of the additional acquisition being completed, VPESO's total portfolio exposure increased to \$9.7 million in commitments and investments in VPEG3 at financial year end.

Additional \$0.3m in of Genesis Capital Fund I

- Across the financial year, VPESO completed the secondary acquisitions of \$0.3 million in investment commitments in Genesis Capital Fund I ("GCF I").
- GCF I, managed by Sydney-based firm Genesis Capital Pty Ltd is a 2021 vintage fund with \$195 million in investment commitments targeting opportunities within the healthcare sector that exhibit strong growth potential and headquartered in Australia or New Zealand.
- Genesis Capital Fund I has completed six investments across Australia and New Zealand. These investments added to VPESO's underlying portfolio upon completion include; Sana Health Group, Therapy Pro, Impression Dental, Crux Biolabs, HealthBright, P3 Research.

NEW UNDERLYING CO-INVESTMENT COMMITMENTS

During the financial year ended 30 June 2024, VPESO made a total of \$1.5 million of co-investments, as summarised below;

\$1.0m Co-investment into Pac Trading

- During July 2023, VPESO completed a \$1.0 million co-investment alongside the Adamantem Environmental Opportunities Fund (EOF) into **Pac Trading**, an Australian-based company providing innovative and sustainable packaging solutions to the food services industry.

Pac Trading offers a wide and unique range of quality products for any food-services business. The company specialises in custom print packaging for food and retail industries, providing a high level of professional customer service. Pac Trading has warehouse facilities in Melbourne, Brisbane, Sydney and Perth as well as a head office in Sydney, which is supplemented by a support team in the Philippines.

Additional \$0.5m co-investment into Compare Club

- During February 2024, VPESO completed a \$0.5 million acquisition of a direct, secondary position in **Compare Club**, a portfolio entity of Next Capital Fund IV (a VPEG3 investee), and an existing VPESO co-investment. Compare Club is one of Australia's leading personal finance marketplaces, currently offering comparison and brokerage services across health insurance, life insurance, home loan products and other verticals.

As a result of the additional acquisition being completed, VPESO's total co-investment in Compare Club increased to \$2.5 million at financial year end.



TRUSTEE AND MANAGERS' REPORT

Continued

VPESO'S PRIVATE EQUITY PORTFOLIO AND COMMITMENTS, AS AT 30 JUNE 2024

VPESO, with commitments to and investments in five primary Private Equity funds, two Fund of Funds and three co-investment, ultimately had invested in 107 underlying company investments. As at 30 June 2024, VPESO's Private Equity portfolio and commitments, were as follows;

Portfolio Company Name	Fund/Deal Size (\$M)	Year	Investment Focus	Acquired Commitment (\$M)	Capital Drawn (\$M)	Portfolio Companies	Exits
Advent Partners 2 Fund	\$300	2017	Expansion / Buyout	\$10.00	\$9.11	7	1
Anchorage Capital Partners Fund III	\$360	2017	Turnaround	\$5.00	\$4.94	5	2
Vantage Private Equity Growth 3	\$68	2019	Fund Of Funds - Growth / Buyout / Turnaround	\$9.70	\$7.61	50	10
Genesis Capital Fund I	\$190	2020	Expansion / Buyout	\$1.10	\$0.84	8	0
The Growth Fund III	\$450	2017	Expansion / Buyout	\$6.00	\$5.34	12	2
Vantage Private Equity Growth 4	\$180	2021	Fund Of Funds - Growth / Buyout / Turnaround	\$2.50	\$1.06	36	1
Co-Invest No. 1 (Gull New Zealand)	NZ\$495	2022	Buyout	\$2.00	\$2.00	1	0
Co-Invest No. 2 (Compare Club)	\$62	2022	Growth Capital	\$2.50	\$2.50	1	0
Co-Invest No. 3 (Pac Trading)	\$71	2023	Growth Capital	\$1.02	\$1.02	1	0
TOTAL				\$39.82	\$34.42	106	13

Notes:

Excludes small holdings acquired for less than \$0.05m each of VPEG2B and Catalyst Buyout Fund 2. Also excludes duplicates.

Co-Invest No.2 – Compare Club, was acquired by VPESO in two separate tranches and into two separate entities.

As a result of the completed secondary acquisitions of commitments and investments in underlying private equity funds and additional co-investment, the value of funds drawn from VPESO during the financial year totalled \$12,238,476.

This resulted in the number of underlying company investments in VPESO's portfolio to increase to 106 (FY 2023: 60) during the financial year. In addition, nine 'bolt on' acquisitions were completed by existing portfolio companies, further expanding their operations during the financial year.



TRUSTEE AND MANAGERS' REPORT

Continued

UNDERLYING PRIVATE EQUITY COMPANY INVESTMENTS ANNOUNCED OR COMPLETED DURING THE FINANCIAL YEAR INCLUDED:

By Genesis Capital Fund I

- **Southern Cross Support Services (SCSS)** (October 2023), a leading NDIS and child youth protection service provider. SCSS has grown to 1,000 staff and ten offices across Queensland, with plans to expand across state borders in the future.

By VPEG4 investee Advent Partners Fund III

- **RMS Cloud** (December 2023), a leading provider of cloud-based SaaS Property Management Software (PMS) for the accommodation sector, including serviced apartments, campgrounds and parks, hotels, motels and other lodging forms.
- **MySite** (December 2023), a leading global provider of SaaS solutions for community and stakeholder engagement. Mysite's products are used by governments, consultants, and corporate organisations in Australia, North America and UK/Europe, to effectively engage communities and manage stakeholders.
- **Private Emergency Health Australia (PEHA)** (March 2024), Australia's largest provider of outsourced emergency department services operating seven sites across Queensland, Western Australia and Tasmania. PEHA provides emergency specialist doctors, site directors, practice managers and financial and administrative processes to hospitals to ensure efficient emergency departments.

By VPEG4 investee CPE Capital 9

- **Modus Projects** (February 2024), a leading provider of construction and facilities management across Australia. Modus has 11 branches nationwide offering facilities maintenance services, construction, project management and fit-outs servicing tier one customers.

By VPEG4 investee Anchorage Capital Partners Fund IV

- **ELF Group** (February 2024), a New Zealand based provider of two business critical equipment and finance business units, being Spiers, a high-growth asset finance leases business; and AB Equipment, a diversified equipment distribution, leasing and service platform with nationwide infrastructure.

By VPEG4 investee Allegro Fund IV

- **Nutun Australia** (March 2024), a corporate carve-out deal from the company's South African parent. Nutun Australia provides Business Process Outsourcing (BPO) services for Australia's largest banks, insurers, utilities and telecommunication providers.
- **Scyne Advisory** (July 2023), a carve-out of PwC's Australian Public Sector advisory business, into a purely independent specialist consultancy firm servicing government agencies, both State and Federal, across Australia.

By VPEG4 investee Potentia Capital Fund II

- A 19% stake in ASX listed **Vista Group (ASX:VGL)** (May 2024), a global leader in delivering software and data analytics solutions to the film industry. Based in New Zealand, Vista maintains a global footprint, bringing together a group of brands that provide an innovative range of complementary technology solutions to the industry.



TRUSTEE AND MANAGERS' REPORT

Continued

SIGNIFICANT BOLT ON ACQUISITIONS COMPLETED DURING THE FINANCIAL YEAR INCLUDED:

By Anchorage Capital Partners Fund III (also a VPEG3 investee)

- During the March 2024 quarter, **SPL** acquired a competitor in the Western Australia Laundry market, which strategically provides a new modern purpose-built plant servicing the WA market.

By Genesis Capital Fund I

- During the June 2024 quarter, **Sana Health Group** completed a material acquisition of South Pacific Private Hospital. The acquisition allows the group to move into the attractive mental health hospital adjacency and enable further roll-out opportunities of this premium brand.
- Also during the June 2024 quarter, **Southern Cross Support Services (SCSS)** acquired Programmed Health Professionals (PHP) from Persol. The acquisition facilitates a step-change in scale for SCSS, shifting from a niche regional leader in Queensland to a national and well-diversified player.

By PAC Trading (VPEG4 co-investment, alongside the Adamantem EOF Co-Investment)

- **PAC Trading** completed the acquisition of Ecoware during September 2023, a New Zealand-based distributor of compostable food serviceware with a focus on coffee cups. Additionally, another acquisition was completed in June 2024 providing further operational synergies.

By VPEG3 investee Allegro Fund III

- During the March 2024 quarter, **Questas** completed a bolt on investment of Ezy-Fit Hydraulics, an Adelaide-based hydraulics manufacturer. The acquisition further increases Questas' growing customer base spread across the heavy industrial, manufacturing and resources industries.

By VPEG3 investee Mercury Capital Fund 3

- During the March 2024 quarter, **Green By Nature** completed the acquisition of Auckland Toru (formally UMS NZ), a renowned parks and facility management company. This strategic acquisition enhances the businesses' ongoing commitment to managing facilities and open spaces across Australia and New Zealand.

By VPEG4 investee Potentia Capital Fund II

- Soprano acquired ASX-listed **Whispir Ltd** during March 2024, an ANZ-focussed Communications Platform as a Service (CPaaS) provider. The acquisition sees Soprano become a leading CPaaS player in Asia-Pacific.



TRUSTEE AND MANAGERS' REPORT

Continued

SUMMARY OF TOP TEN UNDERLYING COMPANY INVESTMENTS

The table below provides a summary of the top 10 underlying company investments in VPESO's portfolio, for which funds have been drawn from VPESO, as at 30 June 2024. As demonstrated in the table, the top 10 investments in VPESO's underlying portfolio represented 65.7% of VPESO's total Private Equity Portfolio.

Portfolio Company	Fund	Description	% Share	Cumulative
Compare Club	Co-Invest No.2	Personal Finance Marketplace	10.6%	10.6%
Compass Education	Advent Partners 2 Fund	Student Information System Software / Services Provider	10.2%	20.8%
GBST Wealth Management	Anchorage Capital Partners Fund III	Financial Services Technology Provider to the Global Wealth Market	10.1%	30.9%
Medtech	Advent Partners 2 Fund	Provider of Practice Management Software	8.3%	39.2%
South Pacific Laundries	Anchorage Capital Partners Fund III	Leading National Laundry Operator	5.4%	44.6%
Imaging Associates Group	Advent Partners 2 Fund	Diagnostic Imaging Service Provider	5.3%	49.9%
Gull New Zealand	Co-Invest No.1	New Zealand Petroleum Distribution Company and Petrol Station Chain	4.5%	54.4%
Askin Panels	Growth Fund III	Manufacturer and Installer of Insulated Panels	4.2%	58.6%
Flintfox	Advent Partners 2 Fund	Developer of Trade Revenue Management Software	3.8%	62.3%
Zero Latency	Advent Partners 2 Fund	Virtual Reality Gaming Attraction	3.3%	65.7%



TRUSTEE AND MANAGERS' REPORT

Continued

COMPLETED EXITS DURING FY24

By VPEG3 investee Allegro Fund III

- In July 2023, Allegro Fund III announced the sale of Endeavour Learning Group to UP Education, a Pacific Equity Partners (PEP) portfolio company. The sale involves Endeavour being merged into the larger UP business, with Allegro Fund III rolling the proceeds of sale into UP's holding company shares, alongside PEP and its existing investors.

By VPEG3 investee Advent Partners 2

- During November 2023, the Scheme of Arrangement entered between SILK Laser Clinics Limited (SLA:ASX) and Wesfarmers Limited (WES:ASX) was completed, facilitating the final realisation of shares held by Advent Partners 2 in its portfolio company, SILK Laser.

By Riverside Australia Fund III

- In November 2023, Riverside Australia Fund III announced the sale of portfolio company Energy Exemplar, by way of a secondary sale to global private equity firms Blackstone and Vista Equity Partners, for a media-reported \$1.6 billion, marking it as one of Australia's largest M&A transactions in 2023.

By the Growth Fund III

- During the quarter, the Growth Fund III completed the partial sale of Fitness Passport to private equity firm EQT Partners. The exit marked a significant liquidity event as a result of the media reported \$750 million sale. With a large membership base, Fitness Passport provides customers access to over 1,500 gyms, pools, and leisure centres.

FINANCIAL PERFORMANCE OF VPESO

During the financial year, 12,734,206 fully paid units were issued to new and existing VPESO investors. All interests in VPESO are of the same class and carry equal rights. 1,051,175 units in VPESO were also redeemed during the financial year. As a result, units on issue at the end of the financial year totalled 35,321,766 equating to \$38,533,306 in unitholder contributions at the financial year end.

During the financial year VPESO paid a total of \$12,238,476 to underlying funds in relation to capital calls and new acquisitions. Of this, capital calls comprised \$1,678,064 and payments relating to new acquisitions comprised \$10,560,411.

Total distribution income received by the Fund across FY24 was \$7,121,682 up from the \$3,511,839 in FY23. This represented the distributions received from underlying funds during the financial year, in the form of dividends, capital gains, return of capital and other interest income received from underlying company investments. Distributions received by VPESO during the financial year were predominately from the Growth Fund III, following the partial sale of Fitness Passport during April 2024, as well as from Advent Partners 2 Fund (and VPEG3 investee) following the final realisation of shares held by Advent Partners 2 in its portfolio company, SILK Laser Clinics.

VPESO's total cash and cash equivalents as at 30 June 2024 was \$4,547,575, up from \$1,734,638 at 30 June 2023. The management of cash provides interest income on cash held while ensuring an appropriate level of liquidity to meet the Fund's operational expenses and future calls by underlying Private Equity funds.

Operational costs, excluding revaluations, incurred by the Fund for the financial year ended 30 June 2024 totalled \$2,345,694. The majority of these expenses consisted of advisor referral fees, management fees and performance fees, as well as other costs associated with the management of the Fund.

A revaluation increment of \$5,372,576 was booked for VPESO for the financial year ended 30 June 2024. The revaluation increment can be attributed to a number of valuation uplifts across the VPESO portfolio.

As a result of the distribution income received by VPESO and increase in the fair value of the investments, VPESO recorded a total profit for the financial year ended 30 June 2024 of \$10,236,656.

As a result, net assets attributable to Unitholders in VPESO was \$47,033,347, equating to \$1.332 per unit as at 30 June 2024.



TRUSTEE AND MANAGERS' REPORT

Continued

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the financial year, David Pullini retired as a Director of Vantage. Jonathan Kelly replaced David Pullini as a Non-Executive Director of Vantage and will also serve as an Investment Committee Member. He has more than 23 years of experience in direct investing in private equity and private capital funds management across six private equity funds totalling \$1.3 billion in capital commitments. Jonathan's biography is provided on the following pages.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

In the opinion of the Trustee and Directors, no other matter or circumstance has arisen since 30 June 2024 to the date of this report that otherwise has significantly affected, or may significantly affect:

- a) the Fund's operations in future financial years, or
- b) the results of those operations in future financial years, or
- c) the Fund's state of affairs in future financial years.

Details of the Fund's activities will be provided in the VPESO September 2024 quarterly investor report to be emailed to all investors during November 2024 and available on the Fund's website at <https://vantageasset.com/vpeso/>.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The operations of the Fund will continue as planned with new direct secondary positions acquired into private equity funds and further underlying investments to be made by (and through) underlying Private Equity funds.

ENVIRONMENTAL REGULATION

The operations of this Fund are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.



TRUSTEE AND MANAGERS' REPORT

Continued

INFORMATION ON INVESTMENT COMMITTEE MEMBERS

The following persons served on VPESO's Investment, Audit and Risk Committee (Investment Committee) during the financial year and up to the date of this report:

Michael Tobin

Investment Committee Member
and Managing Director Vantage

David Pullini (retired 2 June 2024)

Investment Committee Member
and Director of Vantage

Jonathan Kelly (commenced 3 June 2024)

Investment Committee Member
and Non-Executive Director of Vantage

INFORMATION ON INVESTMENT COMMITTEE MEMBERS

The Investment Committee will comprise of no fewer than two members. The two senior executives from Vantage that are members of the Investment Committee are Michael Tobin (the Founder of Vantage) and Jonathan Kelly (Non-Executive Director). The Manager may appoint additional members who are independent of the Manager or a replacement member to the Investment Committee as it determines in its discretion from time to time. Biographies of the Investment Committee members are set out below.

MEETINGS OF DIRECTORS

The number of meetings of VPESO's board of directors and of each board committee held during the year ended 30 June 2024, and the number of meetings attended by each director were:

Portfolio Company	Meetings of Investment, Audit & Risk Committee	
	A	B
Michael Tobin	5	5
David Pullini (retired 2 June 2024)	5	5
Jonathan Kelly (commenced 3 June 2024)	0	0

A = Number of meetings attended.

B = Number of meetings held during the year whilst committee member held office.



TRUSTEE AND MANAGERS' REPORT

Continued

INFORMATION ON INVESTMENT COMMITTEE MEMBERS (continued)



MICHAEL TOBIN
B.E., MBA, DFS, FAICD

Investment Committee Member and Managing Director of Vantage

Michael is the Managing Director of Vantage and responsible for the development and management of all private equity fund investment activity at Vantage and its authorised representatives and has managed Vantage's funds share of investment into over \$14.5 billion of Australian Private Equity funds resulting in more than \$9.4 billion of equity funding across 189 underlying portfolio companies.

Michael is also responsible for the operational and compliance management of all Vantage managed funds and investment vehicles. Michael has over 30 years' experience in private equity management, advisory and investment as well as in management operations.

Michael was formerly Head of Development Capital and Private Equity at St George Bank where he was responsible for the management and ultimate sale of the bank's Commitments and investments in \$140 million worth of St George branded private equity funds. Michael also established the bank's private equity advisory business, which structured and raised private equity for corporate customers of the bank.

Michael holds a BE (UNSW), an MBA (AGSM) and a Diploma of Financial Services (AFMA) and is a Fellow of the Australian Institute of Company Directors.



DAVID PULLINI
B.E., MBA, GDAFI. (RETIRED 2 JUNE 2024)

Investment Committee Member and Director of Vantage

David was a Director of Vantage and has more than 25 years of general management, business development, investment, advisory, acquisitions and divestment experience.

In 2005 David was a founding partner of O'Sullivan Pullini, a firm that became recognised as a leading investment bank in Australia. O'Sullivan Pullini completed M&A transactions worth over \$10 billion in value across multiple industry sectors and to a broad cross-section of clients. The firm was particularly active in advising in the Private Equity space, including successful advisory mandates for Kohlberg Kravis Roberts (KKR) on the acquisition of the Australian businesses of Cleanaway and Brambles Industrial Services from Brambles Industries, the establishment of a \$4 billion joint venture with the Seven Network and the later divestment of Cleanaway.

Prior to co-founding O'Sullivan Pullini, David managed international corporate businesses for fifteen years in Australia and Europe. For the eight years David was based in Europe, he managed a portfolio of Brambles European based businesses. David has deep experience and understanding of the key drivers of profitable business growth and the levers of value creation. David holds a BE Hons. (UTS), an MBA (IMD) and a Graduate Diploma of Applied Finance (SIA).



TRUSTEE AND MANAGERS' REPORT

Continued

INFORMATION ON INVESTMENT COMMITTEE MEMBERS (continued)



JONATHAN KELLY

B.E., MBA (EXEC)(COMMENCED 3 JUNE 2024)

Investment Committee Member and Non-Executive Director

Jonathan is a Non-Executive Director of Vantage and has more than 23 years of experience in direct investing in private equity and private capital funds management across six private equity funds totalling \$1.3 billion in capital commitments.

In 2017, Jonathan co-founded Odyssey Private Equity which raised and invested an \$275 million fund targeting lower mid-market growth and buyout investments. Prior to Odyssey, Jonathan was a Director of CHAMP Ventures, a leading lower mid-market specialist within the CHAMP group (now CPE Capital). Jonathan has a successful track record of realised returns across industry sectors, including SG Fleet, Amdel, Australian Portable Buildings and Dexion.

In addition to his private equity career, Jonathan has advised a number of companies on growth strategies, go-to-market planning, investor readiness and capital raising strategies. He also served as Interim CEO of the Australian Investment Council. Jonathan is currently a Managing Director and Investment Committee member of Pollination, a net zero investment and advisory firm that is building a global investment platform for climate and nature related opportunities.

Jonathan holds a BEng (Hons1) (USYD) and an MBA (Executive) (AGSM).



TRUSTEE AND MANAGERS' REPORT

Continued

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, VPESO paid a premium of \$11,722 in relation to insurance cover for the Manager and Trustee of the Fund and its Directors and Officers and VPESO investment committee members in relation to the operations of VPESO.

In accordance with the Fund's trust deed, the Manager and Trustee will be indemnified out of the Fund in respect of all fees, expenses and liabilities incurred in relation to the Fund unless the Manager or Trustee has acted with fraud, gross negligence or in breach of Fund.

Also, in accordance with the Investment, Audit & Risk Committee Charter & Agreement entered into between Vantage and each Investment Committee member, Vantage will indemnify Investment Committee Members out of Fund Property for any liabilities incurred by Investment Committee Members in properly performing their role, except to the extent such liability results from the fraud of or breach of duty by the Investment Committee Member.

PROCEEDINGS ON BEHALF OF THE FUND

No person has applied to the Court to bring proceedings on behalf of the Trustee and the Manager or intervene in any proceedings to which the Trustee and Manager are a party for the purpose of taking responsibility on behalf of the Trustee and Manager for all or any part of those proceedings.

The Trustee and Manager were not a party to any such proceedings during the financial year. This report has been made in accordance with a resolution of the Directors of Vantage Asset Services Pty Ltd and Vanatage Asset Management Pty Limited.

Michael Tobin
Managing Director
Vantage Asset Management Pty Limited
Vantage Asset Services Pty Ltd

Jonathan Kelly
Non-Executive Managing Director
Vantage Asset Management Pty Limited

Sydney
29 October 2024

VPESO

VANTAGE PRIVATE EQUITY SECONDARIES OPPORTUNITIES FUND



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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME



For the Financial Year Ended 30 June 2024

	NOTES	2024 \$	2023 \$
INVESTMENT INCOME			
Distribution income	2	7,121,682	3,511,839
Interest income		81,917	28,593
Other income	3	6,175	-
Net changes in fair value of investments through profit or loss	6a	5,372,576	(1,915,378)
Total investment income		12,582,350	1,625,054
OPERATING EXPENSES			
Audit fees		(12,519)	(8,652)
Advisor referral fees		(407,873)	(243,133)
Investment administration fees		(37,620)	(37,620)
Insurance fees		(11,722)	(6,682)
Management fees		(498,221)	(340,348)
Performance fees		(1,337,908)	-
Registry fees		(23,662)	(17,358)
Tax compliance fees		(8,858)	(8,503)
Other expenses		(7,311)	(10,053)
Total operating expenses		(2,345,694)	(672,349)
Profit for the financial year, representing total comprehensive income for the financial year		10,236,656	952,705

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

As at 30 June 2024



	NOTES	2024 \$	2023 \$
CURRENT ASSETS			
Cash and cash equivalents	4	4,547,575	1,734,638
Receivables	5	21,023	10,970
Total current assets		4,568,598	1,745,608
NON-CURRENT ASSETS			
Investments at fair value through profit or loss	6	44,461,139	26,850,087
Total non-current assets		44,461,139	26,850,087
Total assets		49,029,737	28,595,695
CURRENT LIABILITIES			
Trade and other payables	7	(1,996,390)	(59,696)
Distribution payable	10	-	(1,347,408)
Total current liabilities		(1,996,390)	(1,407,104)
Total liabilities		(1,996,390)	(1,407,104)
Net assets		47,033,347	27,188,591
EQUITY ATTRIBUTABLE TO UNITHOLDERS			
Unitholders capital	8	38,533,306	24,869,781
Retained earnings	9	14,199,704	4,146,716
Distributions paid to unitholders	10	(5,699,663)	(1,827,906)
Total equity attributable to unitholders		47,033,347	27,188,591

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

STATEMENT OF CHANGES IN EQUITY



For the Financial Year Ended 30 June 2024

	NOTES	UNITHOLDERS CAPITAL \$	RETAINED EARNINGS \$	DISTRIBUTION TO UNITHOLDERS \$	TOTAL \$
Balance at 1 July 2022		16,016,600	3,194,011	(480,498)	18,730,113
Transaction with unitholders, in their capacity as unitholders					
Units issued from contributed equity	8	8,744,901	-	-	8,744,901
Units issued in lieu of adviser fees	8	108,280	-	-	108,280
Distributions payable during the financial year	10	-	-	(1,347,408)	(1,347,408)
Total transactions with unitholders		24,869,781	3,194,011	1,827,906	26,235,886
Profit for the period, representing total comprehensive income for the financial year		-	952,705	-	952,705
Balance at 30 June 2023		24,869,781	4,146,716	1,827,906	27,188,591
Transaction with unitholders, in their capacity as unitholders					
Units issued from contributed equity	8	14,178,995	-	-	14,178,995
Units issued in lieu of adviser fees	8	111,745	-	-	111,745
Units issued under distribution reinvestment plan	8	424,054	-	-	424,054
Distributions payable during the financial year	10	-	-	(3,871,757)	(3,871,757)
Redemptions during the financial year	8 & 9	(1,051,269)	(183,668)	-	(1,234,937)
Total transactions with unitholders		13,663,525	(183,668)	(3,871,757)	9,608,100
Profit for the financial year, representing total comprehensive income for the financial year		-	10,236,656	-	10,236,656
Balance at 30 June 2024		38,533,306	14,199,704	(5,699,663)	47,033,347

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

STATEMENT OF CASH FLOWS

For the Financial Year Ended 30 June 2024



	2024 \$	2023 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Distribution incomes received	7,121,682	3,511,839
Interest received	81,917	28,593
Expenses paid	(883,559)	(581,229)
Net cash from operating activities	6,320,040	2,959,203
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for investments at fair value through profit or loss	(11,662,225)	(8,935,832)
Payments to related party	-	(826,388)
Net cash used in investing activities	(11,662,225)	(9,762,220)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of units	14,178,995	8,744,901
Distributions paid	(4,795,111)	(480,498)
Redemptions paid	(1,228,762)	-
Net cash from financing activities	8,155,122	8,264,403
Net increase in cash and cash equivalents	2,812,937	1,461,386
Cash and cash equivalents at the beginning of the financial year	1,734,638	273,252
Cash and cash equivalents at the end of the financial year	4,547,575	1,734,638

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

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Financial reporting framework and statement of compliance

Vantage Private Private Equity Secondaries Opportunities (the Trust or VPESO) is an Australian Unit Trust established and domiciled in Australia. Vantage Asset Management Pty Limited (the Manager) is the Manager of VPESO and Vantage Asset Services Pty Ltd is the Trustee of VPESO (the Trustee). The Trust is not a reporting entity as in the opinion of the directors of the Trustee and the Manager there are unlikely to exist any users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the reporting requirements under the Trust Deed of VPESO.

The financial statements are presented in Australian dollars and were authorised for issue on 29 October 2024.

As the Trust has prepared a special purpose financial report to satisfy the reporting requirements under the Trust Deed, it has not complied with the full recognition, measurement, or disclosure requirements of the Australian Accounting Standards Board. Therefore, this special purpose financial report does not comply to all the requirements of the International Financial Reporting Standards. This financial report contains the disclosures deemed necessary by the Trustee and the Manager to meet the needs of the unitholders and is not intended for any other purpose.

Significant accounting policies

Significant accounting policies adopted in the preparation of the financial statements are set out below. Accounting policies have been consistently applied to the period presented, unless otherwise stated.

Basis of Preparation

The financial report is prepared on an accruals basis and is based on historical costs, except for the revaluation of certain financial instruments which are carried at their fair values. Cost is based on the fair value of the consideration given in exchange for assets.

Adoption of new and revised Accounting Standards

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2023 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

a) Cash and cash equivalents

Cash comprises cash at banks and on hand. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

b) Investment income

i) Distribution income

Distributions are recognised as revenue when the right to receive payment is established. Distribution income includes return of capital and capital gains arising from the disposal of underlying investments.

ii) Interest income

Interest income is recognised using the effective interest method.

iii) Other income

Other income mainly relates to transaction cost charged on redemption of units and is recognised when the Trust makes the redemption payment to unitholders.

iv) Net changes in fair value of investments through profit or loss

Profits and losses realised from the sale of investments and unrealised gains and losses on securities held at fair value are included in the Statement of Profit or Loss and Other Comprehensive Income in the year they are incurred. Unrealised gains and losses are not assessable or distributable until realised.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Investments in financial instruments

Financial instruments are measured at net assets attributable to interest holders as noted in the underlying investees' audited financial statements adjusted for carried interest, with changes in the value being recognised directly to profit or loss. The Trust's portfolio of financial assets is managed and its performance is evaluated on this basis.

At initial recognition, the Trust measures financial assets at cost. Subsequent to initial recognition, all financial instruments are measured at net assets attributable to interest holders as noted in the underlying investees' audited financial statements adjusted for carried interest. Gains and losses arising from changes in the value of the financial assets are presented in the Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise. All transaction costs for such instruments are recognised directly in the Statement of Profit or Loss and Other Comprehensive Income.

Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Trust has transferred substantially all of the risks and rewards of ownership.

d) Expenses

Expenses are brought to account on an accruals basis.

e) Distributions and taxation

Under current legislation, the Trust is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the investors.

The Trust fully distributes its distributable income, calculated in accordance with the Trust's Deed and applicable taxation legislation and any other amounts determined by the Trustee and the Manager, to unitholders by cash or reinvestment.

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised that portion of the gain that is subject to capital gains tax will be distributed so that the Trust is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Trust to be offset against any future realised capital gain. If realised capital gains exceed realised capital losses the excess is distributed to the Unitholders.

The benefits of imputation credits are passed on to Unitholders.

f) Trade and other receivables

Trade and other receivables are measured at amortised cost less any impairment.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

The GST incurred on the costs of various services provided such as audit fees, custodial services and investment management fees have been passed onto the Trust. The Trust qualifies for Reduced Input Tax Credits.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

h) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

i) Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Trust's financial liabilities include trade and other payables, loans and borrowings.

ii) Subsequent measurement - Financial liabilities at amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in the statement of profit or loss.

iii) Derecognition

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

j) Critical accounting estimates and judgments

In the application of the Trust's accounting policies, the Trustee and the Manager are required to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually bases its judgements, estimates and assumptions on historical experience and other factors that are considered to be relevant. The accounting judgements and estimates will seldom equal the related actual results.

The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

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 if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Critical accounting estimates and judgments (continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

i) Valuation of financial instruments

The valuation of investments is based upon the net assets attributable to interest holders as noted in the underlying investees' audited financial statements adjusted for carried interest. Each investee fund will select an appropriate valuation technique for financial instruments that are not quoted in an active market. This valuation is based upon a fair estimation of values which are subjective in nature and involve uncertainties and matters of significant judgement (e.g. interest rates, market volatility, investment stage, estimated cash flows etc.) as determined by the Manager of the investees.

The carried interest, which may be part of the underlying investees' valuation, will be adjusted from the values adopted by the Trust as the Trustee and the Manager deem it more appropriate for the Trust to include the carried interest when it crystallises.

ii) Fair value information

The fair values of financial assets in the underlying investees are determined by reference to active market transactions where possible, however the majority of managed investee companies are unlisted Australian companies and there are no direct, quoted market prices available.

In this case, fair value estimates are made at a specific point in time, based on market conditions and information about the specific financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgement (e.g. interest rates, market volatility, investment stage, estimated cash flows etc) and therefore cannot be determined with precision.

Valuations are inherently based on forward looking estimates and judgements about the underlying business, its market and the environment in which it operates.

iii) Fair estimation of values

Where new investments are made within the reporting year and no significant changes have occurred in the underlying business since acquisition, the investment may be maintained at cost or the basis above.

Estimated valuations for other entities are primarily based on multiples of EBITDA or EBIT, depending on the industry for each investee. In estimating the valuations, a range of multiples is used to determine a range of outcomes. EBITDA or EBIT are based on forward estimates of the investees' performance based on past, present and future views of performance.



NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2024

Continued

NOTE 2. DISTRIBUTION INCOME

	2024	2023
	\$	\$
Distribution income	7,121,682	3,511,839

NOTE 3. OTHER INCOME

	2024	2023
	\$	\$
Transaction costs	6,175	-

Transaction costs is a 0.5% sell spread charged on the redemption of units. Further details of redemptions are outlined in Note 8(d).

NOTE 4. CASH AND CASH EQUIVALENTS

	2024	2023
	\$	\$
Cash at bank	4,547,575	1,734,638

RECONCILIATION OF CASH

Cash at the end of the financial year as shown in the cash flow statement is reconciled to items in the balance sheet as follows:

Cash and cash equivalents	4,547,575	1,734,638
----------------------------------	------------------	------------------

NOTE 5. RECEIVABLES

	2024	2023
	\$	\$
CURRENT		
GST receivable	21,023	10,970
Total receivables	21,023	10,970

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 6. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	NOTES	2024 \$	2023 \$
NON-CURRENT			
Interests in unlisted private equity funds/limited partnerships at fair value through profit or loss	6a	44,461,139	26,850,087
a) Movements in fair values			
Investments at fair value at the beginning of the financial year		26,850,087	19,829,633
Calls paid to underlying investee funds during the financial year		12,238,476	8,935,832
Net changes in fair value of investments through profit or loss		5,372,576	(1,915,378)
Investments at fair value at the end of the financial year		44,461,139	26,850,087
b) Net investment revaluations includes the impact of distributions received during the financial year represented by:			
Distributions received/receivable during the financial year		(7,121,682)	(3,511,839)
The Trust's share of movement during the financial year		12,494,258	1,596,461
Net changes in fair value of investments through profit or loss		5,372,576	(1,915,378)
c) VPESO has acquired committed capital to the underlying funds amounting to \$39.82 million (2023: \$23.74 million).			
d) Calls paid to underlying funds during the financial year amounting to \$12,238,476 comprise of calls paid to existing underlying funds (\$1,678,064) and acquisitions of new positions in underlying funds (\$10,560,411).			

NOTE 7. TRADE AND OTHER PAYABLES

	NOTES	2024 \$	2023 \$
CURRENT			
Accounts payables		54,683	36,628
Accruals		27,548	23,068
Performance fee payable	7a	1,337,908	-
Capital calls payables		576,251	-
Total trade and other payables		1,996,390	59,696

a) Performance fee is payable to the Manager for return in excess of 10% per annum calculated in accordance with clause 23.5 of the Trust Deed.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 8. UNITHOLDERS CAPITAL

	NOTES	2024 \$	2023 \$
CARRYING AMOUNT			
Opening balance		24,869,781	16,016,600
Units issued from contributed equity	8a	14,178,995	8,744,901
Units issued in lieu of adviser fees	8b	111,745	108,280
Units issued under distribution reinvestment plan	8c	424,054	-
Redemptions during the financial year	8d	(1,051,269)	-
Closing balance		38,533,306	24,869,781

	NOTES	2024 no.	2023 No.
NUMBER OF UNITS ON ISSUE			
Opening balance		23,638,735	16,016,600
Units issued from contributed equity	8a	12,285,107	7,520,581
Units issued in lieu of adviser fees	8b	86,982	101,554
Units issued under distribution reinvestment plan	8c	362,117	-
Redemptions during the financial year	8d	(1,051,175)	-
Closing balance		35,321,766	23,638,735

- a) During the current financial year, the Trust completed an equity raising through issuance of 12.29 million units for approximately \$14.18 million, comprising:
- 8.34 million units for \$9.58 million in September 2023; and
 - 3.95 million units for \$4.6 million in May 2024.
- b) During the current financial year, the Trust issued 86,982 units in lieu of adviser fees amounting to \$111,745.
- c) During the year, 362,117 units were issued for investors who opted in to the distribution investment plan. Distribution details are outlined in Note 10.
- d) During the current financial year, 1.05 million units were redeemed resulting in \$1.23 million paid to investors.

All interests in the Trust are of the same class and carry equal rights. Under VPESO's Trust Deed, each interest represents a right to an individual share in the Trust and does not extend to a right to the underlying assets of the Trust.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 9. RETAINED EARNINGS

	NOTES	2024 \$	2023 \$
Retained earnings		14,199,704	4,146,716
Movement:			
Opening balance		4,146,716	3,194,011
Net operating income for the financial year		10,236,656	952,705
Redemptions during the financial year	8d	(183,668)	-
Closing balance		14,199,704	4,146,716

NOTE 10. DISTRIBUTIONS PAID TO UNITHOLDERS

	2024 \$	2023 \$
Distribution paid/payable	5,699,663	1,827,906

	2024 \$ PER UNIT	2023 \$ PER UNIT	2024 \$	2023 \$
Movement:				
Opening balance	0.087	0.030	1,827,906	480,498
Paid in October 2023	-	0.057	-	1,347,408
Paid in May 2024	0.125	-	3,871,757	-
Closing balance	0.212	0.087	5,699,663	1,827,906

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 11. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

CONTINGENT LIABILITIES

There are no contingent liabilities requiring disclosure in the financial report.

CONTINGENT ASSETS

There are no contingent assets requiring disclosure in the financial report.

NOTE 12. NOTES TO THE STATEMENT OF CASH FLOWS

	2024 \$	2023 \$
RECONCILIATION OF PROFIT OR LOSS FOR THE PERIOD TO NET CASH FLOWS FROM OPERATING ACTIVITIES:		
Net operating profit for the financial year	10,236,656	952,705
Non-cash flows in profit		
Net changes in fair value of investments through profit or loss	(5,372,576)	1,915,378
Other income	(6,175)	-
Units issued in lieu of adviser fees	111,745	108,280
Changes in assets and liabilities		
Changes in receivables	(10,053)	(3,205)
Changes in trade and other payables	1,360,443	(13,955)
Cash flow from operations	6,320,040	2,959,203

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 13. EVENTS AFTER THE BALANCE SHEET DATE

There have not been any matters or circumstances that have arisen since the end of the financial year that has significantly affected, or may significantly affect, the results of those operations of the Fund in future financial years.

NOTE 14. TRUSTEE AND MANAGER DETAILS

As of date of this report, the registered office and principal place of business of Vantage Asset Management Pty Limited and Vantage Asset Services Pty Ltd is:

Level 33 Aurora Place
88 Phillip Street
SYDNEY NSW 2000
Australia

DIRECTORS' DECLARATION



As detailed in Note 1 to the financial statements, the Trust is not a reporting entity because in the opinion of the Directors of the Trustee and the Manager (the Directors), there are unlikely to exist users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the Directors' reporting requirements under the Trust Deed.

The Directors declare that:

- a) in the Directors' opinion, the attached financial statements and notes, as set out on pages 19 to 32, present fairly the Trust's financial position as at 30 June 2024 and of its performance for the year ended on that date and comply with accounting standards to the extent disclosed in Note 1 to the financial statements; and
- b) in the Director's opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors and is signed off for and on behalf by:

A handwritten signature in black ink, appearing to read 'M. Tobin'.

Michael Tobin
Managing Director
Vantage Asset Management Pty Limited
Vantage Asset Services Pty Ltd

A handwritten signature in black ink, appearing to read 'J. Kelly'.

Jonathan Kelly
Non-Executive Director
Vantage Asset Management Pty Limited

Sydney
29 October 2024



**Building a better
working world**

Ernst & Young
200 George Street
Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555
Fax: +61 2 9248 5959
ey.com/au

Independent auditor's report to the members of Vantage Private Equity Secondaries Opportunities

Opinion

We have audited the financial report, being a special purpose financial report, of Vantage Private Equity Secondaries Opportunities (the "Fund"), which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report is prepared, in all material respects, in accordance with the accounting policies determined by the Trustee as described in Note 1 to the financial statements.

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

Emphasis of matter - basis of accounting and restriction on distribution

We draw attention to Note 1 to the financial statements which describes the basis of accounting. The financial report is prepared to assist the Fund to meet the requirements of the Trust Deed. As a result the financial report may not be suitable for another purpose. Our report is intended solely for the Fund and the directors of Vantage Asset Management Pty Limited as Trustee of the Fund (the "Trustee") (collectively the "Recipients") and should not be distributed to parties other than the Recipients. Our opinion is not modified in respect of this matter.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the directors' report accompanying the financial report.

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, 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 of the Trustee are responsible for the preparation of the financial report in accordance with the financial reporting requirements of the Trust Deed and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Fund 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.



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working world**

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ernst & Young
Sydney
29 October 2024

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