

VANTAGE
ASSET MANAGEMENT

2024 ANNUAL REPORT

VPEG3

VANTAGE PRIVATE EQUITY GROWTH 3
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024



CORPORATE DIRECTORY



**DIRECTORS OF THE GENERAL PARTNER
OF VPEG3, LP & TRUSTEE OF VPEG3A**

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 Growth 3, LP &
Vantage Private Equity Growth Trust
3A will be held via video conference

Date: 28 November 2024
Time: 10.00am

**PRINCIPAL REGISTERED
OFFICE IN AUSTRALIA**

VPEG3, LP
Level 27
101 Collins Street
MELBOURNE VIC 3000

VPEG3A
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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GENERAL PARTNER AND TRUSTEE'S REPORT



Vantage Private Equity Growth 3 (the Fund or 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.

VPEG3, LP is unconditionally registered with the Australian Government Department of Industry, Innovation and Science as a complying investment for the Significant Investor Visa (SIV), focused on investing in the lowest risk sector, of the Venture Capital or Private Equity (VCPE) segment, Growth Private Equity.

VPEG3A has been established to undertake Private Equity investments that are not permitted to be made by an AFOF, in accordance with Australian regulations. As such only VPEG3 Investors that are not SIV investors, are unit holders in VPEG3A. VPEG3A also qualifies as a Managed Investment Trust (MIT) for Australian Tax purposes.

Vantage Asset Management Pty Limited (Vantage or the General Partner) is the General Partner of Vantage Private Equity Management Partnership, LP who in turn is the General Partner of VPEG3, LP. Vantage is also the Trustee of VPEG3A. The General Partner for VPEG3, LP and the Directors of the Trustee for VPEG3A hereby presents their report together with the financial statements of VPEG3, LP and VPEG3A for the financial year ended 30 June 2024.

DIRECTORS

The following persons are the Directors of Vantage:

Michael Tobin
Managing Director

Jonathan Kelly
Non-Executive Director

PRINCIPAL ACTIVITY

The principal activity of the Fund is the investment in professionally managed Private Equity funds focused on investing in the growth capital, turnaround and buyout financing stages of Private Equity in Australia and New Zealand.

The principal objective of the Fund is to provide investors with the benefit of a well-diversified Private Equity investment portfolio. This is achieved by focusing on providing the majority of its commitments and investments to underlying 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.

As at 30 June 2024, VPEG3 held investment commitments in seven Private Equity funds and two co-investments.

FUND PERFORMANCE HIGHLIGHTS ACROSS FY24

- \$1.24m in additional capital drawn by underlying Private Equity Funds
- 1 underlying company investment sold during the period and 1 remaining partial investment fully realised
- A total of 50 underlying company investments completed, with 10 exits realised
- \$5.87m in total distributions received from underlying funds during the financial year
- \$6.08m in total distributions paid to all VPEG3, LP investors during the financial year
- \$2.87m in total distributions paid to all VPEG3A investors during the financial year, of which was in relation to financial year ended 30 June 2023
- \$0.43m in total distributions declared and payable to VPEG3A investors during the financial year, of which was paid in September 2024
- 15.06% p.a. after fees Annualised Return delivered by VPEG3 since inception to 30 June 2024

GENERAL PARTNER AND TRUSTEE'S REPORT



Continued

DISTRIBUTIONS TO UNITHOLDERS

In October 2023, a distribution of **\$2,867,200 (\$0.08 per dollar of committed capital)** was paid by the Trustee of VPEG3A, representing the net taxable income of VPEG3A for the period ended 30 June 2023. This distribution was paid to all investors in VPEG3, except for SIV investors who are not unitholders in VPEG3A.

On 30 June 2024, a distribution of **\$430,080 (\$0.012 per dollar of committed capital)** was declared by the Trustee of VPEG3A, representing the net taxable income of VPEG3A for the period ended 30 June 2024. This distribution was paid in September 2024, to all investors in VPEG3, except for SIV investors who are not unitholders in VPEG3A.

Total cash distributions to all VPEG3A unitholders since inception to 30 June 2024 amounts to **\$4,374,083 (\$0.122 per unit)**. **Total distributions including franking credits** distributed to all VPEG3A unitholders is equivalent to **\$0.146 per unit**.

A distribution of **\$4,563,276 (\$0.09 per dollar of committed capital)** was paid to all VPEG3, LP investors in November 2023, following the receipt of the proceeds of the sale of SILK Laser Clinics.

A distribution of **\$1,521,092 (\$0.03 per dollar of committed capital)** was paid to all VPEG3, LP investors in May 2024 as a result of distributions received by VPEG3 from the return of capital payments received from Allegro Fund III portfolio companies Perth Radiological Clinics and Camp Australia, dividends from Advent Partners 2 Fund portfolio company Flintfox, and proceeds from a divestment undertaken by Mercury Fund III portfolio company TEG.

Total cash distributions to all VPEG3, LP investors since inception to 30 June 2024 amounts to **\$12,203,551 (\$0.241 per unit)**. **Total distributions including franking credits** distributed to all VPEG3, LP investors is equivalent to **\$0.266 per unit**.

As a result, **total cash distributions to all VPEG3 investors** since inception to 30 June 2024 amounts to **\$16,577,634 (\$0.363 per unit)**. **Total distributions including franking credits** distributed to all VPEG3 investors is equivalent to **\$0.412 per unit**.

AUSTRALIAN AND NEW ZEALAND PRIVATE EQUITY DEMONSTRATES RESILIENCE ACROSS FY24

The Australian private equity landscape in 2024 has been shaped by a mix of cautious optimism and strategic adaptability. However, M&A activity in the first half of 2024 has shown a modest improvement over 2023, and Vantage expects this to increase over the next financial year.

Despite the risk-averse general exit environment, the lower to mid-market segment of private equity has demonstrated resilience. Over the last financial year, a significant number of acquisitions were completed across a range of sectors, in particular healthcare, education, software and business support services. Across the Vantage portfolio, sixteen unique underlying portfolio companies were added. Additionally, Vantage's underlying private equity managers exited nine portfolio companies through secondary sales or trade sales, highlighting the continued ability for mid-market private equity to secure value in challenging conditions.

The public IPO market remains largely inaccessible for most transactions, with only a handful of deals navigating the choppy waters. The debt markets remain open and relatively supportive; recent transactions executed by underlying fund managers across the Vantage Flagship Funds have incorporated customary debt levels, and feedback from debt advisors indicates a strong appetite for new transactions.

Interest rates have dominated economic discussions throughout the financial year, with inflation proving more persistent than initially forecasted. Despite these challenges, the Australian economy has demonstrated resilience, with growth prospects improving through 2024. Vantage's underlying fund managers are navigating this complex economic landscape by focusing on margin enhancement through productivity initiatives, targeted cost-out programs, and growth strategies aimed at capturing market share.

GENERAL PARTNER AND TRUSTEE'S REPORT



Continued

AUSTRALIAN AND NEW ZEALAND PRIVATE EQUITY DEMONSTRATES RESILIENCE ACROSS FY24 (continued)

Deal flow to date has been steady and Vantage expects that fund managers will continue to screen new deals with heightened diligence, especially given the potential for further economic downturns. Investments that offer clear strategic value and operational upside are expected to remain the focus.

Australia continues to stand out as a compelling market for investment within the global economy, particularly when compared to other mature markets. Several key factors contribute to Australia's favourable investment landscape. The nation boasts a stable political and economic environment, underpinned by robust regulatory frameworks that ensure transparency and investor confidence. Additionally, Australia's highly skilled workforce and diversified economy offer a broad range of investment opportunities across critical sectors such as finance, technology, healthcare, industrials, and energy.

Moreover, Australia's strategic position as a gateway to the dynamic Asia-Pacific region significantly amplifies its appeal. This geographic advantage provides unparalleled access to rapidly growing markets, enabling Australian-based businesses to scale and compete on a global stage. As middle-market businesses seek to expand internationally, Australia's combination of local stability and regional connectivity positions it as an ideal hub for sustainable growth and value creation.

Turning an eye to exits in the underlying portfolio of VPEG3, record levels of dry powder held by the larger buyout funds may alleviate concerns regarding current macroeconomic factors and the current exit environment, as it provides an opportunity for VPEG3's mid-market managers to exit businesses with defensive characteristics. VPEG3's underlying managers are in ongoing discussions and negotiations for the exit of a number of portfolio companies, while additional exits of portfolio companies will continue to take place over the remainder of FY25 and beyond. These exits will ultimately deliver further returns to VPEG3 investors.

REVIEW OF VPEG3'S OPERATIONS

VPEG3 is focused on investing in professionally managed Private Equity funds that invest in 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. The Fund's investment objective for its Investment Portfolio is to achieve attractive medium-term returns on its Private Equity investments while keeping the volatility of the overall investment portfolio low.

This is achieved by investing across a highly diversified portfolio of Private Equity assets with diversification obtained by allocating across fund manager, geographic region, financing stage, industry sector and vintage year.

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.

The Fund completed its first close, on 16 January 2017, allowing VPEG3 to commence its investment program and completed its final close on 15 January 2019 with total committed capital of \$50.7m.

As a result of additional capital being called across FY23, the total Paid Capital to VPEG3, LP increased to 75.0% of every investors total Committed Capital to VPEG3. As at 30 June 2024, total Paid Capital to VPEG3A was 25.0% of the total Committed Capital to VPEG3 of all investors, except SIV investors. At 30 June 2024, on a consolidated basis, the total paid capital to VPEG3 by all investors, except for SIV investors, is 100% of their Committed Capital to VPEG3.

As at 30 June 2024, VPEG3 had committed \$67.55m across seven Primary Private Equity Funds and two co-investments. As a result, a total of 50 underlying company investments have been made, with 10 exits completed, at 30 June 2024.

GENERAL PARTNER AND TRUSTEE'S REPORT



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VPEG3'S PRIVATE EQUITY PORTFOLIO AND COMMITMENTS, AS AT 30 JUNE 2024

Private Equity Fund Name	Fund / Deal Size	Vintage Year	Investment Focus	VPEG3 Commitment	Capital Drawn Down	Total No. of Investee Companies	No. of Exits
Adamantem Capital Fund 1	\$591m	2017	Expansion / Buyout	10.0	8.46	6	1
Odyssey Private Equity Fund 8	\$275m	2017	Expansion / Buyout	7.0	6.28	6	1
Advent Partners 2 Fund	\$300m	2017	Expansion / Buyout	10.0	9.11	7	1
Allegro Fund III	\$290m	2017	Buyout	12.0	8.63	7	3
Anchorage Capital Partners Fund III	\$350m	2017	Expansion / Buyout	10.0	9.87	5	2
Mercury Capital Fund III	\$600m	2019	Expansion / Buyout	7.5	6.83	10	1
Next Capital Fund IV	\$275m	2019	Expansion / Buyout	10.0	6.88	7	0
Co-invest No. 1 (Fitzpatrick Financial Group)	\$200m	2017	Expansion	0.25	0.30	1	0
Co-invest No. 2 (Tribe Brewing)	\$30m	2018	Expansion	0.80	0.72	1	1
TOTAL				\$67.55m	\$57.08m	50	10

As a result of the continued investment activity by VPEG3's underlying funds, the total value of funds drawn from VPEG3 into Private Equity investments amounts to \$57.08m at 30 June 2024. The funds were used to cover VPEG3's share of a number of follow-on investments to support expansion in existing companies, as well as management fees and working capital requirements for each of the underlying managers. VPEG3 had completed 50 underlying company investments as at 30 June 2024.

During the financial year, three "bolt on" acquisitions were completed by three existing portfolio companies, further expanding their operations during the period.

GENERAL PARTNER AND TRUSTEE'S REPORT



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SIGNIFICANT BOLT ON ACQUISITIONS COMPLETED DURING THE FINANCIAL YEAR INCLUDED

During the March 2024 quarter, **Mercury Capital Fund 3** portfolio company **Green By Nature** completed the acquisition of **Auckland Toru** (formally UMS NZ), a renowned parks and facility management company. This strategic bolt-on enhances the businesses' ongoing commitment to managing facilities and open spaces across Australia and New Zealand.

Also during the March 2024 quarter, **Anchorage Capital Partners Fund III** portfolio company **SPL** acquired a competitor in the Western Australia Laundry market, which strategically provides a new modern purpose-built plant.

During the June 2024 quarter, **Allegro Fund III** portfolio company **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. Questas has identified additional M&A opportunities, which it will pursue over the remainder of 2024.

SUMMARY OF TOP TEN UNDERLYING COMPANY INVESTMENTS

The table below provides a summary of the top 10 underlying company investments in VPEG3's portfolio, for which funds have been drawn from VPEG3 as at 30 June 2024. As demonstrated in the table, the top 10 investments in VPEG3's underlying portfolio represented 51.2% of VPEG3's total Private Equity Portfolio as at 30 June 2024.

TOP 10 ACROSS THE PORTFOLIO

Rank	Portfolio Company	Fund	Description	% Share	Cumulative
1	GBST Wealth Management	Anchorage Capital Partners Fund III	Financial Services Technology Provider to the Global Wealth Market	10.2%	10.2%
2	Questas Group	Allegro Fund III	Network of Niche Industrial Businesses Across Australia	6.8%	17.0%
3	Compass Education	Advent Partners 2 Fund	Student Information System Software / Services Provider	6.1%	23.2%
4	Medtech	Advent Partners 2 Fund	Provider of Practice Management Software	4.9%	28.1%
5	Perth Radiological Clinics	Allegro Fund III	Western Australia's Largest Medical Diagnostic Imaging Provider	4.4%	32.6%
6	Team Global Express	Allegro Fund III	Transportation and Logistics Company	4.4%	37.0%
7	Hellers	Adamantem Capital Fund 1	Producer of Processed Meats in New Zealand	3.9%	40.9%
8	Delta Agribusiness	Odyssey Private Equity Fund 8	Provider of Agricultural Products & Independent Rural Services	3.7%	44.6%
9	Silver Chef	Next Capital Fund IV	Rental & Financing of Commercial Equipment	3.3%	48.0%
10	Imaging Associates	Advent Partners 2 Fund	Diagnostic Imaging Service Provider	3.2%	51.2%

GENERAL PARTNER AND TRUSTEE'S REPORT



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COMPLETED EXITS DURING FY24

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. SILK was floated on the ASX by Advent Partners 2 on 15 December 2020; with Advent Partners 2 realising 2.0x its original investment at that time, and retaining 28% of the equity interests in SILK.

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.

Allegro acquired Endeavour in 2018, and over this period Allegro has successfully implemented a number of transformational changes, including separating the business from its UK-based parent, establishing a local team and capability, launching new courses and significantly increasing the quality of the digital learning experience.

SIGNIFICANT DIVESTMENTS COMPLETED DURING FY24

During March 2024, **Adamantem Capital Fund I** completed the sale of **Hygain's** Horse Supplements business, which had a majority of its exposure in the United States equestrian market. With the sale of this vertical from the business now completed, Adamantem and the team at Hygain are now focused on delivering further margin growth in the Asia Pacific arm of Hygain, whilst commencing exit discussions for the remaining business.

Also, during the March quarter, **Allegro Fund III** portfolio company **Questas Group** completed the divestment of its Water Dynamics business, allowing the business to become a pure play industrial hydraulics services company. The sale of Water Dynamics, simplifies Questas' offering and reliance on project-based revenue lines.

GENERAL PARTNER AND TRUSTEE'S REPORT



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FINANCIAL PERFORMANCE OF VPEG3, LP AND VPEG3A

Total Paid Capital in VPEG3, LP as at 30 June 2024 was \$38,027,345, representing \$0.75 per dollar of committed capital to the Fund. Total Paid Capital in VPEG3A as at 30 June 2024 as \$8,960,000, representing \$0.25 per dollar of committed capital to the Fund. Total distribution income received from underlying Private Equity funds was \$5,278,180 for VPEG3, LP and \$592,241 for VPEG3A. The breakdown of distributions and interest received for VPEG3, LP and VPEG3A is shown in the table below.

Source of Income	VPEG3, LP	VPEG3A	VPEG3 Consolidated
Distribution Income received from Underlying Private Equity Funds	\$5,278,180	\$592,241	\$5,870,421
Interest on Cash and Short-term Deposits	\$89,594	\$19,907	\$109,501
TOTAL	\$5,367,774	\$612,148	\$5,979,922

Distributions received from underlying funds during the financial year were in the form of dividends, capital gains, return of capital and other interest income received from underlying company investments. Distributions received by VPEG3, LP were predominately as a result of the completion of the off-market-takeover offer of ASX listed, Allegro Fund III portfolio company, Best & Less Group, and from Advent Partners 2 Fund, as a result of the refinancing of portfolio company Medtech, and from the final sale of shares in previously exited SILK following the successful completion of the Scheme of Agreement acquisition by Wesfarmers Limited. Additionally, VPEG3, LP received return of capital payments and dividends from underlying companies within the portfolio which were the result of strong financial performances throughout the financial year.

Distributions received by VPEG3A during the period were predominately received from Mercury Capital Fund 3 resulting from the dividends received during the period from portfolio company ResourceCo. The remainder of the distributions received were as a result of the dividend payment from Advent Partners 2 Fund portfolio company Flintfox, and proceeds from a divestment undertaken by Mercury Fund III portfolio company TEG during the period.

VPEG3's total cash and cash equivalents as at 30 June 2024 were \$452,932 for VPEG3, LP and \$690,244 for VPEG3A. 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.

GENERAL PARTNER AND TRUSTEE'S REPORT



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FINANCIAL PERFORMANCE OF VPEG3, LP AND VPEG3A (continued)

Operational costs, excluding revaluations, incurred by the Fund for the financial year ended 30 June 2024 totalled \$608,894 for VPEG3, LP, a decrease of 16.4% from the \$728,350 incurred for FY23 and \$126,187 for VPEG3A a decrease of 33.7% compared to the \$190,461 incurred in FY23. The majority of these expenses consisted of management fees and other costs associated with the management of the Fund.

The decrease in operational expenses was primarily due to a reduction in management fees and investment committee fees. In line with the Fund's Deed, management fees are calculated on the Aggregated Adjusted Committed Capital which has continuously reduced through the period due to the Fund's portfolio exits, resulting in a lower management fee charged for the period.

A revaluation increment of \$1,271,040 was booked for VPEG3, LP for the financial year ended 30 June 2024. The valuation increment can be attributed to a number of valuation uplifts across the VPEG3, LP portfolio.

A revaluation decrement of \$466,673 was booked for VPEG3A for the financial year ended 30 June 2024. The revaluation decrement was offset by the distribution income for the financial year, attributable to realisations of, and distributions from, underlying portfolio companies.

As a result of the distribution income received by VPEG3, LP and increase in the fair value of the investments, offset by the operation costs of the Fund, VPEG3, LP recorded a total profit for the financial year ended 30 June 2024 of \$6,029,920.

As a result of the distribution income received by VPEG3A, offset by the operation costs of the Fund and reduction in the fair value of the investments, VPEG3A recorded a total profit for the financial year ended 30 June 2024 of \$19,288.

Net Assets attributable to Partners in VPEG3, LP decreased from \$55,717,516 at 30 June 2023 to \$55,663,068 at 30 June 2024. The NAV decrease can be attributed to realisations in the underlying portfolio that resulted in distributions paid to all VPEG3, LP investors, which totalled \$0.12 per dollar of Committed Capital during FY24, offset by the valuation uplifts across the portfolio.

Net Assets attributable to Unitholders in VPEG3A decreased from \$10,674,295 at 30 June 2023 to \$10,263,503 at 30 June 2024. The decrease over the period can be attributed to distributions declared to VPEG3A investors as at 30 June 2024, which totalled \$0.012 per dollar of Committed Capital, and also offset by the valuation uplifts across the portfolio.

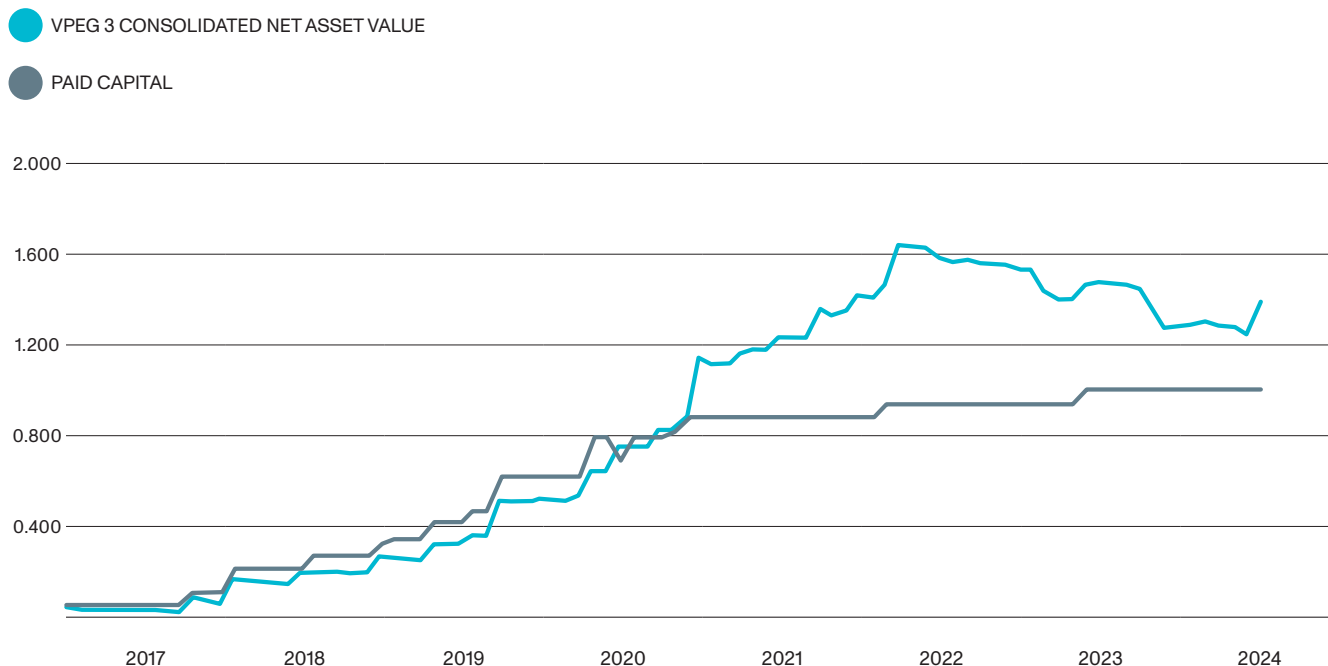
GENERAL PARTNER AND TRUSTEE'S REPORT



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CHANGE IN NET ASSET VALUE PER UNIT

The graph below details the movement in VPEG2A's Net Asset Value (NAV) per unit since inception through to 30 June 2024.



As demonstrated in the graph above, VPEG3's consolidated Net Asset Value (NAV) decreased from \$1.397 per dollar of Committed Capital to VPEG3 at 30 June 2023 to \$1.384 per dollar of Committed Capital to VPEG3 at 30 June 2024. The decrease was due to distributions being provided to Partners in VPEG3, LP (which totalled \$0.12 per dollar of Committed Capital during the financial year) and investors in VPEG3A (which totalled \$0.012 per dollar of Committed Capital during the financial year).

Each of VPEG3's underlying company investments, once acquired, have demonstrated improved financial performance due to the value creation strategies that have been implemented across the portfolio by underlying Private Equity Fund managers. With the majority of VPEG3's portfolio having been held long enough to be revalued above their initial cost of investment, it is expected that net returns to investors will continue to improve as the remainder of the portfolio matures and further exits occur over the term of the Fund.

As at 30 June 2024, ten companies have now been sold from VPEG3's underlying portfolio since inception, the total number of exits from the portfolio is expected to increase moving forward. These ten exits have delivered VPEG3 a gross 3.2x multiple of invested capital across an average hold period of 3.1 years. As the Fund is well within its harvest stage and begins to enter into its divestment stage, managers are diligently positioning each portfolio company for a successful exit. Upon these exits being completed and distributions received by VPEG3, the realised proceeds will ultimately be distributed back to VPEG3 investors, further delivering investors with strong risk adjusted returns.

GENERAL PARTNER AND TRUSTEE'S REPORT



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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 September 2024, VPEG3A paid a distribution of \$430,080 (\$0.012 per \$ of committed capital).

In the opinion of the General Partner 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 VPEG3 September 2024 quarterly investor report to be emailed to all investors during November 2024 and available on the Fund's website at www.vpeg3.info.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The operations of the Fund will continue as planned with new 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.

GENERAL PARTNER AND TRUSTEE'S REPORT



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INFORMATION ON INVESTMENT COMMITTEE MEMBERS

The following persons served on VPEG3's Investment, Audit and Risk Committee (Investment Committee) during the financial year and up to the date of this report:

Roderick H McGeoch AO, LLB.

Chairman of Investment Committee (Independent)

James Dunning

Independent Investment Committee Member

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

MEETINGS OF DIRECTORS

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

Director	Meetings of Investment, Audit & Risk Committee	
	A	B
Roderick H McGeoch AO*	5	5
James Dunning*	5	5
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.

* = Independent members of investment, audit and risk committee.

Vantage will, out of Fund Property, and to the extent permitted by law, purchase and maintain insurance, and pay or agree to pay a premium of insurance for each Member against any liability incurred by the Member as a Member of the Investment Committee including but not limited to a liability for negligence or for reasonable costs and expenses incurred in defending proceedings.

GENERAL PARTNER AND TRUSTEE'S REPORT



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INFORMATION ON INVESTMENT COMMITTEE MEMBERS (continued)



RODERICK H MCGEOCH AO, LLB.

Investment Committee Chairman (Independent).

Rod is a Chairman Emeritus of Corrs Chambers Westgarth, a leading Australian law firm and has significant board and advisory experience. His current board positions include Chairman of Chubb Insurance Australia Limited, a Director of Corporation America Airports Inc, and Australia Media Corp Pty Limited. Rod is currently the Honorary Chairman of the Trans-Tasman Business Circle. On 1 May 2024, Rod was appointed as a Consultant to Big Screen Video Pty Ltd. In January 2024, Rod was appointed a Consultant to CAPTEC and Sydney Investor Professional & Business Networking Group Incorporated (SIPBN). In January 2024, Rod was appointed as a Member of the Heritage Committee of Sydney Cricket Ground.

Rod was previously Director of Destination NSW, a Director of Ramsay Healthcare Limited, a member of the International Advisory board of Morgan Stanley Dean Witter, one of the world's leading financial institutions and also the Co-Chairman of the Australia New Zealand Leadership Forum. He was previously Chairman of BGP Holdings Plc, Chairman of Surevision Pty Limited, Deputy Chairman of the Venues New South Wales.

Rod was also the Chief Executive Officer of Sydney's successful Olympic bid and a Director of the Sydney Organising Committee for the Olympic Games. Rod was awarded membership of the Order of Australia for services to Law and the Community in 1990. In 2013, Rod was made an Officer of the Order of Australia (AO) for distinguished service to the community through contributions to a range of organisations and to sport, particularly through leadership in securing the Sydney Olympic Games.



JAMES DUNNING JAMES DUNNING FCA, MSc., BSc.

Investment Committee Member (Independent)

James has over 35 years of management, assurance and advisory experience and was a partner for 21 years in PricewaterhouseCoopers financial services practice. He worked principally with ASX200 investment management and real estate clients, as well as consumer, industrial, pharmaceutical and mining businesses.

He has experience in ASX listings, equity and debt raisings, M&A transactions, due diligence and assurance engagements. He was a member of PricewaterhouseCoopers global real estate management team.

He is currently a Director of Pymble Golf Club and a Principal of FinStream P/L, an online education provider to the financial services sector.

GENERAL PARTNER AND TRUSTEE'S REPORT



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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).

GENERAL PARTNER AND TRUSTEE'S 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 of Vantage

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).

GENERAL PARTNER AND TRUSTEE'S REPORT



Continued

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, the VPEG3, LP and VPEG3A paid a combined premium of \$11,519 in relation to insurance cover for the General Partner of VPEG3, LP, the Trustee of VPEG3A and its Directors and officers and the VPEG3 investment committee members in relation to the operations of VPEG3.

In accordance with the Fund's partnership deed and trust deed, the General Partner 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 General Partner 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 General Partner of VPEG3, LP or the Trustee of VPEG3A or intervene in any proceedings to which the General Partner of VPEG3, LP or the Trustee of VPEG3A is a party for the purpose of taking responsibility on behalf of the General Partner of VPEG3, LP or the Trustee of VPEG3A for all or any part of those proceedings.

The General Partner of VPEG3, LP and the Trustee of VPEG3A were not parties to any such proceedings during the financial year. This report has been made in accordance with a resolution of the Directors of Vantage Asset Management Pty Limited.

Michael Tobin
Managing Director

Jonathan Kelly
Non-Executive Director

Sydney
29 October 2024

VPEG3, LP

VANTAGE PRIVATE EQUITY GROWTH 3, LP



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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	5,278,180	4,113,983
Interest income		89,594	18,297
Net changes in fair value of investments through profit or loss	5a	1,271,040	(3,662,319)
Total investment income		6,638,814	469,961
OPERATING EXPENSES			
Audit fees		(20,562)	(37,688)
Advisor referral fees		8,250	(34,253)
Investment administration fees		(12,288)	(12,247)
Investment committee fees		(57,766)	(72,871)
Insurance fees		(14,727)	(15,118)
Management fees		(462,897)	(508,744)
Registry fees		(13,293)	(22,241)
Tax compliance fees		(33,055)	(23,892)
Other expenses		(2,556)	(1,296)
Total operating expenses		(608,894)	(728,350)
Profit/(loss) for the financial year, representing total comprehensive income/(loss) for the financial year		6,029,920	(258,389)

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	3	452,932	3,015,362
Receivables	4	13,032	20,451
Total current assets		465,964	3,035,813
NON-CURRENT ASSETS			
Investments at fair value through profit or loss	5	55,280,819	52,787,516
Total non-current assets		55,280,819	52,787,516
Total assets		55,746,783	55,823,329
CURRENT LIABILITIES			
Trade and other payables	6	(83,715)	(105,813)
Total current liabilities		(83,715)	(105,813)
Total liabilities		(83,715)	(105,813)
Net assets		55,663,068	55,717,516
PARTNERS' FUNDS			
Partners' contributions	7	38,027,345	38,027,345
Retained earnings	8	29,839,275	23,809,355
Partners' distributions	9	(12,203,552)	(6,119,184)
Total Partners' funds		55,663,068	55,717,516

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	PARTNERS' CONTRIBUTIONS \$	RETAINED EARNINGS \$	PARTNERS' CONTRIBUTIONS \$	TOTAL \$
Balance at 1 July 2022		34,478,130	24,067,744	(2,062,939)	56,482,935
Transaction with owners, in their capacity as owners					
Partners' contributions	7	3,549,215	-	-	3,549,215
Distributions paid/payable during the financial year	9	-	-	(4,056,245)	(4,056,245)
Total transactions with owners		38,027,345	24,067,744	(6,119,184)	55,975,905
Loss for the year, representing total comprehensive Loss for the financial year		-	(258,389)	-	(258,389)
Balance at 30 June 2023		38,027,345	23,809,355	(6,119,184)	55,717,516
Transaction with owners, in their capacity as owners					
Distributions paid/payable during the financial year	9	-	-	(6,084,368)	(6,084,368)
Total transactions with owners		-	-	(6,084,368)	(6,084,368)
Profit for the financial year, representing total comprehensive profit for the financial year		-	6,029,920	-	6,029,920
Balance at 30 June 2024		38,027,345	29,839,275	(12,203,552)	55,663,068

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	5,278,180	4,113,983
Interest received	89,594	18,297
Expenses paid	(623,573)	(824,339)
Net cash from operating activities	4,744,201	3,307,941
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for investments at fair value through profit or loss	(1,222,263)	(5,277,542)
Receipts from / (payments to) VPEG 3A	-	2,881,675
Net cash used in investing activities	(1,222,263)	(2,395,867)
CASH FLOWS FROM FINANCING ACTIVITIES		
Partner capital contributions received	-	3,549,215
Distributions paid	(6,084,368)	(4,056,245)
Net cash used in financing activities	(6,084,368)	(507,030)
Net (decrease) / increase in cash and cash equivalents	(2,562,430)	405,044
Cash and cash equivalents at the beginning of the financial year	3,015,362	2,610,318
Cash and cash equivalents at the end of the financial year	452,932	3,015,362

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 Equity Growth 3 (the Fund or VPEG 3) is a multi-manager Private Equity investment fund consisting of Vantage Private Equity Growth 3, LP (the Partnership or VPEG 3, LP) an Australian Fund of Funds Limited Partnership and Vantage Private Equity Growth Trust 3A (VPEG 3A) is an Australian Unit Trust. The Partnership is a registered partnership, established and domiciled in Australia and is not a reporting entity as in the opinion of the limited partners 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. Vantage Asset Management Pty Limited (the General Partner) is the General Partner of Vantage Private Equity Growth Management, LP who in turn is the general partner of VPEG 3, LP. Accordingly, this special purpose financial report has been prepared to satisfy the reporting requirements under the Partnership Deed of VPEG 3, LP.

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

As the Partnership has prepared a special purpose financial report to satisfy the reporting requirements under the Partnership 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 General Partner to meet the needs of the limited partners 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) 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 Partnership's portfolio of financial assets is managed and its performance is evaluated on this basis.

At initial recognition, the Partnership 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 Partnership 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 Partnership is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the investors.

The partners of the Partnership are taxed individually on their share of the net partnership income or loss. There is therefore no accounting for income tax in the accounts of the Partnership.

The Partnership Deed provide that retentions from the proceeds of investment realisations are permitted in certain circumstances, including fulfilling obligations in respect of investments and paying for management and administration expenses of the Partnership.

Distributions are payable as soon as practicable after they become available. Any distributable (taxable) income not already paid through the financial year is payable at the end of June each year. Distributions are recognised as a reduction of partners' funds.

The benefits of imputation credits are passed on to partners.

Distributions will be allocated to limited partners and the General Partner in the following order of priority:

- i) 100% to limited partners until cumulative distributions to the limited partners equals to preferred return as defined in the Partnership Deed. Preferred return is defined as the limited partner's paid capital plus a hurdle rate, a return equivalent to 15% per annum internal rate of return to limited partners;
- ii) Distributable amount is split 50:50 between limited partners and General Partner until the cumulative amount of distributions paid to the General Partner is equal to 10% of the aggregate distributions paid to limited partners in Note 1(e)(i) and Note 1(e)(ii);
- iii) Thereafter, 90% to limited partners and 10% to the General Partner.

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 Partnership. The Partnership 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 Partnership'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.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Carried interest

Carried interest is the entitlement of the General Partner of the distribution from the Partnership calculated and distributed in accordance with the Partnership Deed.

In instances where the Fund has met all the criteria for carried interest to be distributed to the General Partner, an allocation will be recognised pursuant to the distribution calculation in Fund's Partnership Deed, which is disclosed in Note 1(e).

In instances where the Partnership has met all the criteria for carried interest to be distributed to the General Partner, an allocation will be recognised.

If the Fund were to be realised in the current financial year, the collective carried interest entitlement to be paid from the Fund would be Nil (2023: Nil).

The carried interest obligation is not accounted for as a liability of the Fund as the obligation is a mechanism for the distribution of equity in accordance with the Fund's Partnership Deed as described above.

k) Critical accounting estimates and judgments

In the application of the Partnership's accounting policies, the General Partner is 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.

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 deem it more appropriate for the Trust to include the carried interest when it crystallises.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

I) Critical accounting estimates and judgments (continued)

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	5,278,180	4,113,983

NOTE 3. CASH AND CASH EQUIVALENTS

	2024 \$	2023 \$
Cash at bank	452,932	3,015,362

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	452,932	3,015,362
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NOTE 4. RECEIVABLES

	2024 \$	2023 \$
CURRENT		
GST receivable	13,032	20,451
Total receivables	13,032	20,451

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 5. 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	5a	55,280,819	52,787,516
a) Movements in fair values			
Investments at fair value at the beginning of the financial year		52,787,516	51,172,293
Calls paid to underlying investee funds during the financial year		1,222,263	5,277,542
Net changes in fair value of investments through profit or loss		1,271,040	(3,662,319)
Investments at fair value at the end of the financial year		55,280,819	52,787,516
b) Net investment revaluations includes the impact of distributions received during the financial year represented by:			
Distributions received during the financial year		(5,278,180)	(4,113,983)
The Partnership's share of movement during the financial year		6,549,220	451,664
Net changes in fair value of investments through profit or loss		1,271,040	(3,662,319)

c) VPEG 3 has committed capital to underlying funds amounting to \$67.55m (2023: \$67.55m). As at 30 June 2024, the amount of uncalled capital owing to underlying funds was \$10.48m (2023: \$11.71m).

NOTE 6. TRADE AND OTHER PAYABLES

	2024 \$	2023 \$
CURRENT		
Trade payables	53,407	62,875
Accruals	30,308	42,938
Total trade and other payables	83,715	105,813

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 7. PARTNERS' CONTRIBUTIONS

	2024 \$	2023 \$
Partner contributions	38,027,345	38,027,345
a) Movement in paid capital		
Opening balance	38,027,345	34,478,130
Partnership contributions - current financial year paid capital	-	3,549,215
Closing balance	38,027,345	38,027,345
b) Paid capital per \$1 of total committed capital to VPEG 3, LP		
Opening balance	0.7500	0.6800
Total calls issued during the financial per \$1 committed capital	-	0.0700
Closing balance	0.7500	0.7500
c) Committed capital		
Capital committed to VPEG 3	50,703,064	50,703,064
COMPRISED OF:		
Capital committed to VPEG 3, LP	41,743,064	41,743,064
Capital committed to VPEG 3A	8,960,000	8,960,000
Closing capital committed at the end of the financial year	50,703,064	50,703,064

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 7. PARTNERS' CONTRIBUTIONS (continued)

d) Paid capital

As at the beginning of the financial year, 50,703,064 (2023: 50,703,064) of capital committed to VPEG 3 was paid up to \$0.75 (2023: \$0.75) per \$1 of committed capital. VPEG 3's final close was during December 2019 hence no new capital has been committed to the Fund.

During the financial year, no call notices were issued (2023: 0.07 of total VPEG 3 committed capital).

The total unpaid capital for partnership interests for all investors as at 30 June 2024 was \$0.25 per \$ of Committed Capital (2023: \$0.25 per \$ of Committed Capital).

e) Reallocation of committed capital

In accordance with clause 4.3(4)(a) of VPEG 3, LP's Partnership Deed, this represents the Trust Subscription Amount that has been applied to VPEG 3A. VPEG 3A was formed to enable the acquisition of investments that are not permitted to be made by an Australian Fund of Funds. This has not impacted the total committed capital to VPEG 3 and only investors who are not significant investor visa applicant investors, have had their committed capital to the Partnership reduced by the Trust Subscription amount. There have been no committed capital that were reallocated to VPEG 3A in the current and previous financial year.

f) Rights of partnership interests

All interests in VPEG 3, LP are of the same class and carry equal rights. Under VPEG 3, LP Partnership Deed, each interest represents a right to an individual share in VPEG 3, LP and does not extend to a right to the underlying assets of VPEG 3, LP. In addition, following the completion of the minimum holding period (subsequent to the fourth anniversary of a partner's initial investment, investors may redeem their investment in the Partnership (subject to the terms and conditions of the Limited Partnership Deed including formal written request and approval by the General Partner).

NOTE 8. RETAINED EARNINGS

	2024 \$	2023 \$
Retained earnings	29,839,275	23,809,355
Movement:		
Opening balance	23,809,355	24,067,744
Net operating income / (loss) for the financial year	6,029,920	(258,389)
Closing balance	29,839,275	23,809,355

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 9. PARTNERS' DISTRIBUTIONS

	2024 \$	2023 \$
Distribution paid/payable	12,203,552	6,119,184

	PER COMMITTED CAPITAL TO VPEG3			
	2024 \$	2023 \$	2024 \$	2023 \$
Movement:				
Opening balance	0.12	0.04	6,119,184	2,062,939
Paid in February 2023	-	0.08	-	4,056,245
Paid in November 2023	0.09	-	4,563,276	-
Paid in May 2024	0.03	-	1,521,092	-
Closing balance	0.24	0.12	12,203,552	6,119,184

NOTE 10. 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.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 11. 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/(loss) for the financial year	6,029,920	(258,389)
Non-cash flows in profit		
Net changes in fair value of investments through profit or loss	5a (1,271,040)	3,662,319
Changes in assets and liabilities		
Changes in receivables	7,419	(10,334)
Changes in trade and other payables	(22,098)	(85,655)
Cash flow from operations	4,744,201	3,307,941

NOTE 12. 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 Partnership in future financial years.

NOTE 13. TRUSTEE AND MANAGER DETAILS

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

Level 33 Aurora Place
88 Phillip Street
SYDNEY NSW 2000
Australia

DIRECTORS' DECLARATION



As detailed in Note 1 to the financial statements, the Partnership is not a reporting entity because in the opinion of the Directors of the General Partner (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 Partnership Deed of VPEG 3, LP.

The Directors also declare that:

- a) in the Directors' opinion, the attached financial statements and notes, as set out on pages 20 to 34, present fairly the Partnership's financial position as at 30 June 2024 and of its performance for the financial 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 Directors' opinion, there are reasonable grounds to believe that the Partnership 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

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

Jonathan Kelly
Non-Executive Director

Sydney
29 October 2024

Independent auditor's report to the members of Vantage Private Equity Growth Trust 3LP

Opinion

We have audited the financial report, being a special purpose financial report, of Vantage Private Equity Growth Trust 3LP (the "Partnership"), 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 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 Partnership 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 Partnership to meet the requirements of the Partnership Deed. As a result the financial report may not be suitable for another purpose. Our report is intended solely for the Partnership and the directors of Vantage Asset Management Pty Limited as ultimate General Partner (the "General Partner") of the Partnership (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 of the General Partner of the Partnership are responsible for the other information. The other information is the General Partner's 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 General Partner are responsible for the preparation of the financial report in accordance with the financial reporting requirements of the Partnership 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 Partnership'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 Partnership 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 Partnership'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 Partnership'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 Partnership to cease to continue as a going concern.



**Building a better
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.

A handwritten signature in black ink, appearing to read 'Ernst & Young'.

Ernst & Young
Sydney
29 October 2024

VPEG3A

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A



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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	592,241	6,608,610
Interest income		19,907	20,466
Net changes in fair value of investments through profit or loss	5a	(466,673)	(9,471,875)
Total investment income		145,475	(2,842,799)
OPERATING EXPENSES			
Audit fees		(6,937)	(13,013)
Advisor referral fees		-	(5,162)
Investment administration fees		(12,540)	(12,512)
Investment committee fees		(12,971)	(21,185)
Insurance fees		(3,208)	(4,417)
Management fees		(70,387)	(104,863)
Registry fees		(9,866)	(11,060)
Tax compliance fees		(8,504)	(16,871)
Other expenses		(1,774)	(1,378)
Total operating expenses		(126,187)	(190,461)
Profit/(loss) for the financial year, representing total comprehensive income/(loss) for the financial year		19,288	(3,033,260)

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	3	690,244	3,079,674
Receivables	4	2,571	3,545
Total current assets		692,815	3,083,219
NON-CURRENT ASSETS			
Investments at fair value through profit or loss	5	10,035,818	10,487,927
Total non-current assets		10,035,818	10,487,927
Total assets		10,728,633	13,571,146
CURRENT LIABILITIES			
Trade and other payables	6	(35,050)	(29,651)
Distribution payable	9	(430,080)	(2,867,200)
Total current liabilities		(465,130)	(2,896,851)
Total liabilities		(465,130)	(2,896,851)
Net assets		10,263,503	10,674,295
EQUITY ATTRIBUTABLE TO UNITHOLDERS			
Unitholders capital	7	8,960,000	8,960,000
Retained earnings	8	5,677,586	5,658,298
Distributions paid to unitholders	9	(4,374,083)	(3,944,003)
Total equity attributable to unitholders		10,263,503	10,674,295

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 2023		8,960,000	8,691,558	(1,076,803)	16,574,755
Transaction with unitholders, in their capacity as unitholders					
Distributions paid/payable during the financial year	9	-	-	(2,867,200)	(2,867,200)
Total transactions with unitholders		8,960,000	8,691,558	(3,944,003)	13,707,555
Loss for the year, representing total comprehensive Loss for the financial year		-	(3,033,260)	-	(3,033,260)
Balance at 30 June 2023		8,960,000	5,658,298	(3,944,003)	10,674,295
Transaction with unitholders, in their capacity as unitholders					
Distributions paid/payable during the financial year	9	-	-	(430,080)	(430,080)
Total transactions with unitholders		-	-	(430,080)	(430,080)
Profit for the financial year, representing total comprehensive profit for the financial year		-	19,288	-	19,288
Balance at 30 June 2024		8,960,000	5,677,586	(4,374,083)	10,263,503

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	592,241	6,608,610
Interest received	19,907	20,466
Expenses paid	(119,814)	(180,119)
Net cash from operating activities	492,334	6,448,957
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for investments at fair value through profit or loss	(14,564)	(374,825)
Receipts from / (payments to) related party	-	(2,881,675)
Net cash used in investing activities	(14,564)	(3,256,500)
CASH FLOWS FROM FINANCING ACTIVITIES		
Distributions paid	(2,867,200)	(358,400)
Net cash used in financing activities	(2,867,200)	(358,400)
Net (decrease)/increase in cash and cash equivalents	(2,389,430)	2,834,057
Cash and cash equivalents at the beginning of the financial year	3,079,674	245,617
Cash and cash equivalents at the end of the financial year	690,244	3,079,674

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 Equity Growth 3 (the Fund or VPEG 3) is a multi-manager Private Equity investment Trust consisting of Vantage Private Equity Growth 3, LP (VPEG 3, LP) an Australian Trust of Trusts Limited Partnership and Vantage Private Equity Growth Trust 3A (the Trust or VPEG 3A) is an Australian Unit Trust. The Trust is established and domiciled in Australia and is not a reporting entity as in the opinion of the directors of Vantage Asset Management Pty Limited ("the Trustee") 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 VPEG 3A (the Trust Deed).

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 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) 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, 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 unit-holders 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.

Distributions will be allocated to unitholders and Trustee in the following order of priority:

- i) 100% to unitholders until cumulative distributions to unitholders equals to preferred return as defined in the Trust Deed. Preferred return is defined as the unitholders' paid capital plus a hurdle rate, a return equivalent to 15% per annum internal rate of return to unitholders;
- ii) Distributable amount is split 50:50 between unitholders and Trustee until the cumulative amount of distributions paid to Trustee is equal to 10% of the aggregate distributions paid to unitholders in Note 1(e)(i) and Note 1(e)(ii);
- iii) Thereafter, 90% to unitholders and 10% to Trustee.

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.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Carried interest

Carried interest is the entitlement of the Trustee of the distribution from the Fund calculated and distributed in accordance with the Trust Deed.

In instances where the Fund has met all the criteria for carried interest to be distributed to the Trustee, an allocation will be recognised pursuant to the distribution calculation in Fund's Trust Deed, which is disclosed in Note 1(e).

If the Fund were to be realised in the current financial year, the collective carried interest entitlement to be paid from the Fund would be Nil (2023: Nil).

The carried interest obligation is not accounted for as a liability of the Fund as the obligation is a mechanism for the distribution of equity in accordance with the Fund's Trust Deed as described above.

k) Critical accounting estimates and judgments

In the application of the Trust's accounting policies, the trustee is 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.

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 deem it more appropriate for the Trust to include the carried interest when it crystallises.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

I) Critical accounting estimates and judgments (continued)

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	592,241	6,608,610

NOTE 3. CASH AND CASH EQUIVALENTS

	2024 \$	2023 \$
Cash at bank	690,244	3,079,674

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	690,244	3,079,674
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NOTE 4. RECEIVABLES

	2024 \$	2023 \$
CURRENT		
GST receivable	2,571	3,545
Total receivables	2,571	3,545

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 5. 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	5a	10,035,818	10,487,927
a) Movements in values			
Investments at fair value at the beginning of the financial year		10,487,927	19,584,977
Calls paid/payable to underlying investee funds during the financial year		14,564	374,825
Net changes in fair value of investments through profit or loss		(466,673)	(9,471,875)
Investments at fair value at the end of the financial year		10,035,818	10,487,927
b) Net investment revaluations includes the impact of distributions received during the financial year represented by:			
Distributions received/receivable during the financial year		(592,241)	(6,608,610)
The Trust's share of movement during the financial year		125,568	(2,863,265)
Net changes in fair value of investments through profit or loss		(466,673)	(9,471,875)

c) VPEG3 has committed capital to underlying funds amounting to \$67.55m (2023: \$67.55m). As at 30 June 2024, the amount of uncalled capital owing to underlying funds was \$10.48m (2023: \$11.71m).

NOTE 6. TRADE AND OTHER PAYABLES

	2024 \$	2023 \$
CURRENT		
Accounts payables	20,150	12,822
Accruals	14,900	16,829
Total trade and other payables	35,050	29,651

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024

Continued

NOTE 7. UNITHOLDERS CAPITAL

	PAID CAPITAL PER COMMITTED CAPITAL TO VPEG			
	2024	2023	2024	2023
	\$	\$	\$	\$
Units issued	0.25	0.25	8,960,000	8,960,000

There were no new units issued to existing investors in the current and previous financial year. All interests in VPEG 3A are of the same class and carry equal rights. Under VPEG 3A's Trust Deed, each interest represents a right to an individual share in VPEG 3A and does not extend to a right to the underlying assets of VPEG 3A.

In accordance with VPEG 3A's Trust Deed, the units issued represents the Trust Subscription Amount that is a reallocation of VPEG 3 committed capital to enable the acquisition of investments that are not permitted to be made by an Australian Fund of Funds. This has not impacted the total committed capital to VPEG 3.

NOTE 8. RETAINED EARNINGS

	2024	2023
	\$	\$
Retained earnings	5,677,586	5,658,298
Movement:		
Opening balance	5,658,298	8,691,558
Net operating income /(loss) for the financial year	19,288	(3,033,260)
Closing balance	5,677,586	5,658,298

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 9. DISTRIBUTIONS PAID TO UNITHOLDERS

	2024	2023
	\$	\$
Distribution paid/payable	4,374,083	3,944,003

	PER COMMITTED CAPITAL TO VPEG3			
	2024	2023	2024	2023
	\$	\$	\$	\$
Movement:				
Opening balance	0.11	0.03	3,944,003	1,076,803
Payable in October 2023	-	0.08	-	2,867,200
Payable in September 2024	0.01	-	430,080	-
Closing balance	0.12	0.11	4,374,083	3,944,003

NOTE 10. 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.

NOTES TO THE FINANCIAL STATEMENTS



For the Financial Year Ended 30 June 2024
Continued

NOTE 11. 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/(loss) for the financial year	19,288	(3,033,260)
Non-cash flows in profit		
Net changes in fair value of investments through profit or loss	5a 466,673	9,471,875
Changes in assets and liabilities		
Changes in receivables	974	16,620
Changes in trade and other payables	5,399	(6,278)
Cash flow from operations	492,334	6,448,957

NOTE 12. EVENTS AFTER THE BALANCE SHEET DATE

In September 2024, the Trust paid distribution to the investors, refer to Note 9 to the financial statements.

Apart from the above matter, 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 Trust in future financial years.

NOTE 13. TRUSTEE AND MANAGER DETAILS

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

Level 33 Aurora Place
88 Phillip Street
SYDNEY NSW 2000
Australia

DIRECTORS' DECLARATION



As detailed in Note 1 to the financial statements, the Fund is not a reporting entity because in the opinion of the Directors of the Trustee (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 40 to 53, 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

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

Jonathan Kelly
Non-Executive Director

Sydney
29 October 2024

Independent auditor's report to the members of Vantage Private Equity Growth Trust 3A

Opinion

We have audited the financial report, being a special purpose financial report, of Vantage Private Equity Growth Trust 3A (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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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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