

W | A | M *Microcap*

Financial Report

For the half year ended 31 December 2022

W Wilson
Asset Management

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YEARS difference

ABN 34 617 838 418

WAM Microcap Limited

WAM Microcap Limited (WAM Microcap or the Company) is a listed investment company and is a reporting entity. It is primarily an investor in equities listed on the Australian Securities Exchange.

Directors

Geoff Wilson AO (Chairman)
Kate Thorley
Jacqueline Sullivan
Adrian Siew

Joint Company Secretaries

Jesse Hamilton
Linda Kiriczenko

Investment Manager

MAM Pty Limited
Level 26, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
(part of the Wilson Asset
Management Group)

Auditor

Pitcher Partners

Country of Incorporation

Australia

Registered Office

Level 26, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Contact Details

Postal Address: GPO Box 4658
Sydney NSW 2001
T: (02) 9247 6755
F: (02) 9247 6855
E: info@wilsonassetmanagement.com.au
W: wilsonassetmanagement.com.au

Share Registry

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000
T: 1300 420 372 (in Australia)
+61 2 8023 5472 (International)
F: (02) 9279 0664

For enquiries relating to shareholdings, dividends (including participation in the dividend reinvestment plan) and related matters, please contact the share registry.

Australian Securities Exchange

WAM Microcap Limited
Ordinary Shares (WMI)

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Directors' Report to shareholders for the half year ended 31 December 2022

The Directors present their report together with the financial report of WAM Microcap Limited for the half year ended 31 December 2022.

Directors

The following persons were Directors of the Company during the financial period and up to the date of this report:

Geoff Wilson AO (Chairman – Non-independent)

Kate Thorley (Director – Non-independent)

Jacqueline Sullivan (Director – Independent)

Adrian Siew (Director – Non-independent)

Principal activity

The principal activity of the Company is making investments in listed companies. The Company's investment objectives are to deliver a stream of fully franked dividends, provide capital growth in the medium-to-long term and preserve capital. No change in this activity took place during the period or is likely to in the future.

Operating and financial review

Investment operations during the half year resulted in an operating profit before tax of \$24,813,851 (2021: \$39,779,162) and an operating profit after tax of \$18,372,166 (2021: \$28,790,405). The profit for the period is reflective of the strong performance of the investment portfolio over the six months to 31 December 2022. The investment portfolio increased 11.1% in the six months to 31 December 2022, outperforming the S&P/ASX Small Ordinaries Accumulation Index by 4.1% while holding on average 8.3% in cash.

The operating profit for the period includes unrealised gains or losses arising from changes in the fair value of the investments held in the investment portfolio during the period. This movement in the fair value of investments can add to or reduce the realised gains and losses on the investment portfolio and other revenue from operating activities (such as dividend and interest income) in each period. This treatment under the Accounting Standards can cause large variations in reported operating profits between periods.

The operating profit or loss for each financial period is reflective of the underlying investment portfolio performance and it is important to understand with context to the overall performance of equity markets in any given period. As a result, we believe the more appropriate measures of the financial results for the period are the investment portfolio performance, the change in net tangible assets (NTA) and fully franked dividends, together with total shareholder return.

WAM Microcap's NTA before tax increased 8.8% for the six months to 31 December 2022, including the 5.0 cents per share fully franked final dividend paid to shareholders during the period. This increase is after corporate tax paid of 1.1 cents per share or 0.9% of the Company's pre-tax NTA during the period. Corporate tax payments made throughout the period and the performance fee accrued of 0.9% were the major items of difference between the investment portfolio performance of 11.1% and the NTA

performance of 8.8%. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends. Other items contributing to the change in value of the assets during the period were management fees of 0.5% and other company related expenses of 0.1%, being partially offset by capital raising accretion of 0.1%.

The NTA before tax as at 31 December 2022 amounted to \$1.30 per share (June 2022: \$1.24). The NTA after tax was \$1.32 per share (June 2022: \$1.28). These figures are after the 5.0 cents per share in fully franked dividends paid to shareholders during the period.

The total shareholder return for WAM Microcap was impacted by the significant decrease in the share price premium to NTA, offset by the strong investment portfolio performance during the period. As at 31 December 2022, the share price premium to NTA was 16.3% (June 2022: 30.7%), with TSR decreasing 3.7% for the period. This measure does not value the potential benefit of franking credits distributed to shareholders through fully franked dividends.

The Board declared a fully franked interim dividend of 5.25 cents per share, representing a 5.0% increase on the FY2022 fully franked interim dividend, to be paid on 24 April 2023. A fully franked final dividend of 5.0 cents per share was paid during the period. Since inception in June 2017, WAM Microcap has paid 43.75 cents per share in fully franked dividends to shareholders.

The Board is committed to paying a stream of fully franked dividends to shareholders, provided the Company has sufficient profits reserves and franking credits and it is within prudent business practices.

Rounding of amounts to nearest dollar

In accordance with ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' Report have been rounded to the nearest dollar, unless otherwise indicated.

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under Section 307C of the *Corporations Act 2001* in relation to the review for the half year is set out on page 6 of this Financial Report.

Signed in accordance with a resolution of the Board of Directors.



Geoff Wilson AO
Chairman

Dated this 20th day of February 2023

Pitcher Partners Sydney Partnership

Level 16, Tower 2 Darling Park
201 Sussex Street
Sydney NSW 2000

Postal Address
GPO Box 1615
Sydney NSW 2001

p. +61 2 9221 2099
e. sydneypartners@pitcher.com.au

**Auditor's Independence Declaration
To the Directors of WAM Microcap Limited
ABN 34 617 838 418**

In relation to the independent auditor's review of WAM Microcap Limited for the half year ended 31 December 2022, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.



C I Chandran
Partner

Pitcher Partners
Sydney

20 February 2023

Statement of comprehensive income for the half year ended 31 December 2022

| | Note | December 2022 \$ | December 2021 \$ |
|---|------|---------------------|---------------------|
| Net realised and unrealised gains on financial investments | | 23,259,225 | 43,804,285 |
| Other revenue from operating activities | 2 | 5,505,018 | 4,076,428 |
| Management fees | | (1,455,887) | (1,922,192) |
| Performance fees | | (1,930,108) | (5,524,953) |
| Directors fees | | (35,000) | (35,000) |
| Brokerage expense on share purchases | | (266,467) | (354,915) |
| Custody fees | | (11,200) | (16,305) |
| ASX listing and CHESS fees | | (58,728) | (59,694) |
| Disbursements, mailing and printing | | (28,141) | (27,042) |
| Share registry fees | | (46,992) | (50,308) |
| ASIC industry funding levy | | (5,446) | (8,252) |
| Other expenses from ordinary activities | | (112,423) | (102,890) |
| Profit before income tax | | 24,813,851 | 39,779,162 |
| Income tax expense | | (6,441,685) | (10,988,757) |
| Profit after income tax attributable to members of the Company | 6 | 18,372,166 | 28,790,405 |
| Other comprehensive income | | | |
| Other comprehensive income for the period, net of tax | | - | - |
| Total comprehensive income for the period | | 18,372,166 | 28,790,405 |
| Basic and diluted earnings per share | | 8.77 cents | 13.86 cents |

The accompanying notes form part of these financial statements.

Statement of financial position as at 31 December 2022

| | Note | December 2022 \$ | June 2022 \$ |
|--------------------------------------|------|---------------------|--------------------|
| Current assets | | | |
| Cash and cash equivalents | | 19,688,512 | 36,533,404 |
| Trade and other receivables | | 271,941 | 1,250,768 |
| Financial assets | 7 | 256,934,779 | 225,525,195 |
| Current tax assets | | 5,566,658 | - |
| Total current assets | | 282,461,890 | 263,309,367 |
| Non-current assets | | | |
| Deferred tax assets | | 29,642 | 9,742,195 |
| Total non-current assets | | 29,642 | 9,742,195 |
| Total assets | | 282,491,532 | 273,051,562 |
| Current liabilities | | | |
| Trade and other payables | | 2,744,620 | 2,912,195 |
| Current tax liabilities | | - | 1,930,644 |
| Total current liabilities | | 2,744,620 | 4,842,839 |
| Non-current liabilities | | | |
| Deferred tax liabilities | | 2,276,434 | - |
| Total non-current liabilities | | 2,276,434 | - |
| Total liabilities | | 5,021,054 | 4,842,839 |
| Net assets | | 277,470,478 | 268,208,723 |
| Equity | | | |
| Issued capital | 4 | 250,268,780 | 248,922,165 |
| Profits reserve | 5 | 111,282,653 | 97,958,631 |
| Accumulated losses | 6 | (84,080,955) | (78,672,073) |
| Total equity | | 277,470,478 | 268,208,723 |

The accompanying notes form part of these financial statements.

Statement of changes in equity for the half year ended 31 December 2022

| | Note | Issued capital \$ | Accumulated losses \$ | Profits reserve \$ | Total equity \$ |
|--|------|-------------------------|-----------------------------|--------------------------|-----------------------|
| Balance at 1 July 2021 | | 245,258,258 | (13,786,478) | 96,162,471 | 327,634,251 |
| Profit for the period | | - | 28,790,405 | - | 28,790,405 |
| Transfer to profits reserve | | - | (28,790,405) | 28,790,405 | - |
| Other comprehensive income for the period | | - | - | - | - |
| Transaction with owners: | | | | | |
| Shares issued via dividend reinvestment plan | 4(b) | 2,085,863 | - | - | 2,085,863 |
| Dividends paid | 3(a) | - | - | (16,579,828) | (16,579,828) |
| Balance at 31 December 2021 | | 247,344,121 | (13,786,478) | 108,373,048 | 341,930,691 |
| Balance at 1 July 2022 | | 248,922,165 | (78,672,073) | 97,958,631 | 268,208,723 |
| Profit for the period | | - | 18,372,166 | - | 18,372,166 |
| Transfer to profits reserve | 5 | - | (23,781,048) | 23,781,048 | - |
| Other comprehensive income for the period | | - | - | - | - |
| Transaction with owners: | | | | | |
| Shares issued via dividend reinvestment plan | 4(b) | 1,346,615 | - | - | 1,346,615 |
| Dividends paid | 3(a) | - | - | (10,457,026) | (10,457,026) |
| Balance at 31 December 2022 | | 250,268,780 | (84,080,955) | 111,282,653 | 277,470,478 |

The accompanying notes form part of these financial statements.

Statement of cash flows for the half year ended 31 December 2022

| | December 2022 \$ | December 2021 \$ |
|--|---------------------|---------------------|
| Cash flows from operating activities | | |
| Proceeds from sale of investments | 217,955,206 | 355,312,518 |
| Payments for purchase of investments | (227,843,930) | (315,324,467) |
| Dividends received | 5,422,818 | 3,531,395 |
| Interest and other investment income received | 795,183 | 332,018 |
| Management fee (GST inclusive) | (1,548,124) | (2,050,017) |
| Performance fee (GST inclusive) | - | (8,416,931) |
| Brokerage expense on share purchases (GST inclusive) | (285,734) | (379,922) |
| Payments for administration expenses (GST inclusive) | (412,464) | (327,525) |
| Income tax paid | (1,950,000) | (8,960,000) |
| GST on brokerage expense on share sales | (18,960) | (30,146) |
| Net GST received from the ATO | 151,524 | 767,416 |
| Net cash (used in)/provided by operating activities | (7,734,481) | 24,454,339 |
| Cash flows from financing activities | | |
| Dividends paid – net of reinvestment | (9,110,411) | (14,493,965) |
| Net cash used in financing activities | (9,110,411) | (14,493,965) |
| Net (decrease)/increase in cash and cash equivalents held | (16,844,892) | 9,960,374 |
| Cash and cash equivalents at the beginning of the half year | 36,533,404 | 43,814,085 |
| Cash and cash equivalents at the end of the half year | 19,688,512 | 53,774,459 |
| Non-cash transactions: | | |
| Shares issued via dividend reinvestment plan | 1,346,615 | 2,085,863 |

The accompanying notes form part of these financial statements.

Notes to the financial statements for the half year ended 31 December 2022

1. Summary of significant accounting policies

These interim financial statements and notes for the half year represent those of WAM Microcap Limited.

The half year financial report was authorised for issue on 20 February 2023 by the Board of Directors.

Basis of preparation

The half year financial statements are general purpose financial statements that have been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134: *Interim Financial Reporting*, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34: *Interim Financial Reporting*.

The half year report does not include full disclosures of the type normally included in an annual financial report. It is recommended that the half year financial report be read in conjunction with the Annual Financial Report for the year ended 30 June 2022 and any public announcements made by the Company during the half year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs except for financial assets and certain other financial assets and liabilities that have been measured at fair value.

In accordance with ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the financial report have been rounded to the nearest dollar, unless otherwise indicated.

The accounting policies have been consistently applied by the Company throughout the period and are consistent with those applied in the 30 June 2022 Annual Financial Report.

2. Other revenue

| | December 2022 \$ | December 2021 \$ |
|------------------------------|---------------------|---------------------|
| Australian sourced dividends | 5,029,157 | 3,462,763 |
| Foreign sourced dividends | 393,661 | - |
| Interest and other income | 82,200 | 613,665 |
| | 5,505,018 | 4,076,428 |

3. Dividends

a) Dividends paid during the period

| | December 2022 \$ | December 2021 \$ |
|---|---------------------|---------------------|
| Final dividend FY2022: 5.0 cents per share fully franked at 30% tax rate paid 17 October 2022 (Final dividends FY2021: 4.0 cents per share fully franked final dividend and 4.0 cents per share fully franked special dividend) | 10,457,026 | 16,579,828 |

b) Dividends not recognised at period end

| | December 2022 \$ | December 2021 \$ |
|--|---------------------|---------------------|
| Since the end of the period, the Directors have declared a fully franked interim dividend of 5.25 cents per share, payable on 24 April 2023 (Interim dividend FY2022: 5.0 cents per share fully franked) | 11,027,365 | 10,414,417 |

4. Issued capital

a) Paid-up capital

| | December 2022 \$ | June 2022 \$ |
|---|---------------------|--------------------|
| 210,045,039 ordinary shares fully paid (June 2022: 209,140,522) | 250,268,780 | 248,922,165 |

b) Movement in issued capital

| | December 2022 \$ | June 2022 \$ |
|---|---------------------|--------------------|
| Balance at the beginning of the period 209,140,522 ordinary shares fully paid (June 2021: 207,247,850) | 248,922,165 | 245,258,258 |
| 904,517 ordinary shares issued on 17 October 2022 under a dividend reinvestment plan | 1,346,615 | - |
| 1,040,494 ordinary shares issued on 22 October 2021 under a dividend reinvestment plan | - | 2,085,864 |
| 852,178 ordinary shares issued on 14 April 2022 under a dividend reinvestment plan | - | 1,578,043 |
| At reporting date | 250,268,780 | 248,922,165 |

5. Profits reserve

| | December 2022 \$ | June 2022 \$ |
|-----------------|---------------------|-------------------|
| Profits reserve | 111,282,653 | 97,958,631 |

The profits reserve is made up of amounts transferred from current period profits and are preserved for future dividend payments.

| | December 2022 \$ | June 2022 \$ |
|---|---------------------|-------------------|
| Movement in profits reserve | | |
| Balance at the beginning of the reporting period | 97,958,631 | 96,162,471 |
| Transfer of profits during the period | 23,781,048 | 28,790,405 |
| Final and special dividends paid (refer to Note 3(a)) | (10,457,026) | (16,579,828) |
| Interim dividend paid | - | (10,414,417) |
| At reporting date | 111,282,653 | 97,958,631 |

6. Accumulated losses

| | December 2022 \$ | June 2022 \$ |
|---|---------------------|---------------------|
| Balance at the beginning of the reporting period | (78,672,073) | (13,786,478) |
| Profit/(loss) for the period attributable to members of the Company | 18,372,166 | (36,095,190) |
| Transfer to profits reserve | (23,781,048) | (28,790,405) |
| At reporting date | (84,080,955) | (78,672,073) |

7. Financial instruments measured at fair value

AASB 13: Fair Value Measurement requires the disclosure of fair value information using a fair value hierarchy reflecting the significance of the inputs in making the measurements. The fair value hierarchy consists of the following levels:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices).

Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets and liabilities have been based on the closing quoted last prices at the end of the reporting period, excluding transaction costs.

7. Financial instruments measured at fair value (cont'd)

Included in Level 2 of the hierarchy are WAM Microcap's investments in initial public offerings, unlisted investments and convertible notes with various maturity dates after 31 December 2022. The fair value of the investment in the convertible notes and initial public offerings have been recognised by assessing the movement in observable inputs such as the price of the most recent arm's length transaction or at cost. Valuation techniques such as comparisons to similar investments for which market observable prices are available, the net asset backing per share, at cost or the last sale price have been used to determine fair value for the unlisted investments.

During the period, two placements settled and were transferred from Level 2 to Level 1 (June 2022: one investment was transferred from Level 2 to Level 1 as a result of the investment being listed and four initial public offerings were transferred from Level 2 to Level 1 following settlement).

The following table presents the Company's financial assets and liabilities measured and recognised at fair value at 31 December 2022:

| 31 December 2022 | Level 1 \$ | Level 2 \$ | Level 3 \$ | Total \$ |
|------------------|--------------------|-------------------|---------------|--------------------|
| Financial assets | 243,390,342 | 13,544,437 | - | 256,934,779 |
| Total | 243,390,342 | 13,544,437 | - | 256,934,779 |

| 30 June 2022 | Level 1 \$ | Level 2 \$ | Level 3 \$ | Total \$ |
|------------------|--------------------|-------------------|---------------|--------------------|
| Financial assets | 212,461,400 | 13,063,795 | - | 225,525,195 |
| Total | 212,461,400 | 13,063,795 | - | 225,525,195 |

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

8. Segment reporting

The Company currently engages in investing activities, including cash, term deposits and equity investments. It has no reportable operating segments.

9. Capital commitments

There were no capital commitments for the Company as at 31 December 2022 (June 2022: nil).

10. Contingent liabilities

There were no contingent liabilities for the Company as at 31 December 2022 (June 2022: nil).

11. Events subsequent to reporting date

Since the end of the period, the Directors declared a fully franked interim dividend of 5.25 cents per share to be paid on 24 April 2023.

No other matters or circumstances have arisen since the end of the period, other than already disclosed, which significantly affects or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial periods.

Directors' Declaration

The Directors of WAM Microcap Limited declare that:

- 1) The financial statements and notes, as set out on pages 7 to 15, are in accordance with the *Corporations Act 2001*, including:
 - a) complying with Australian Accounting Standard AASB 134: *Interim Financial Reporting*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - b) giving a true and fair view of the financial position of the Company as at 31 December 2022 and of its performance, as represented by the results of the operations and the cash flows, for the half year ended on that date.
- 2) At the date of this declaration, in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Board of Directors.



Geoff Wilson AO
Chairman

Dated this 20th day of February 2023

Pitcher Partners Sydney Partnership

Level 16, Tower 2 Darling Park
201 Sussex Street
Sydney NSW 2000

Postal Address
GPO Box 1615
Sydney NSW 2001

p. +61 2 9221 2099
e. sydneypartners@pitcher.com.au

**Independent Auditor's Review Report
To the Members of WAM Microcap Limited
ABN 34 617 838 418****Report on the Half-Year Financial Report****Conclusion**

We have reviewed the half-year financial report of WAM Microcap Limited ("the Company") which comprises the statement of financial position as at 31 December 2022, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of WAM Microcap Limited does not comply with the *Corporations Act 2001* including:

- a) giving a true and fair view of the Company's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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



C I Chandran
Partner



Pitcher Partners
Sydney

20 February 2023

Wilson

Asset Management

Level 26, Governor Phillip Tower
1 Farrer Place, Sydney NSW 2000
E info@wilsonassetmanagement.com.au
T + 61 2 9247 6755

wilsonassetmanagement.com.au