VPEG

INVESTMENT MANAGER

Vantage Asset Management

ANNUAL REPORT 2021

For the year ended 30 June 2021
Vantage Private Equity Growth Limited

DIVERSIFY. GROW. OUTPERFORM.

CORPORATE DIRECTORY

Directors of Vantage Private Equity Growth Limited	**Roderick H McGeoch** AO, LLB. Chairman (Non-Executive) **Patrick Handley** B.COM., MBA. Non-Executive Director **Michael Tobin** B.E., MBA, DFS, FAICD Managing Director
Notice of Annual General Meeting	**The Annual General Meeting of Vantage Private Equity Growth Limited** Will be held via video conference Date: 1 December 2021 Time: 10:00am
Principal Registered Office in Australia	Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000
Auditors	**Ernst & Young** The EY Centre 200 George Street Sydney NSW 2000
Solicitors	**Corrs Chambers Westgarth** Level 17, 8 Chifley 8/12 Chifley Square Sydney NSW 2000

VPEG

Contents

DIRECTORS' REPORT

The directors of Vantage Private Equity Growth Limited ('VPEG' or 'the company') present their report on the company for the year ended 30 June 2021.

DIRECTORS

The following persons were directors of Vantage Private Equity Growth Limited during the whole of the financial year and up to the date of this report, unless otherwise stated below:

Roderick H McGeoch AO
Non-Executive Chairman

Patrick Handley
Non-Executive Director

Paul Scully *(Resigned 26 March 2021)*
Non-Executive Director

Michael Tobin
Managing Director

PRINCIPAL ACTIVITY

The principal activity of the company is the investment in professionally managed Private Equity funds focused on investing in the later expansion and buyout stages of Private Equity in Australia and New Zealand.

The principal objective of the company 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 businesses that are at a more mature stage of development, and in particular the later expansion and buyout stages of Private Equity investment.

VPEG has invested the majority of its Investment Portfolio into Australian based Private Equity funds who in turn are focused on investing into small to mid-market sized companies with enterprise value at initial investment of generally between $25m and $500m.

VPEG's investment portfolio is now being divested over time and with total initial commitments of $43m across seven Private Equity funds, it held interests in three remaining underlying companies plus two residual holdings in previously exited companies, of which one is an ASX listed company, with 46 exits completed from the portfolio as at 30 June 2021.

As at 30 June 2021, VPEG's remaining investment commitments included, $8m to Archer Capital Fund 4 and Catalyst Buyout Fund 2. VPEG's investment commitment of $8m to Quadrant Private Equity No. 2 ended upon the termination of that fund in July 2016 following the final exit of its last underlying company investment in June 2016. VPEG's investment commitment of $4m to Crescent Capital Partners III ended upon the termination of that fund in June 2018 following the final exit of its last portfolio company in March 2018. VPEG's investment commitment of $7m to Next Capital II ended upon termination of that fund in June 2019 with the final distributions received following their final exit of its last portfolio company in November 2018. VPEG's investment commitment of $4m to Equity Partners Fund No. 3 ended upon the sale of their last portfolio company during the September 2019 quarter with the residual proceeds of the fund received by VPEG during the December 2019 quarter. VPEG's investment commitment of $4m to Advent V ended upon termination of that fund in September 2020 with the final distributions received following their final exit of its last portfolio company in July 2020.

COMPANY PERFORMANCE HIGHLIGHTS FOR FY21

- One successful IPO and ASX listing of an underlying portfolio company was completed from the investment portfolio during the period, increasing total exits completed to 46
- In addition, the completion of the further sell-down in shares of the residual holding in two previously exited and now ASX listed companies were successfully executed across the financial year
- Total Distributions received from underlying funds of $1.363m
- Total Income of $1.364m
- Net Profit after Tax of $1.003m
- Total Return of Capital paid to VPEG Shareholders during FY21 of $1.08m.

DISTRIBUTIONS

On 14 December 2020, the Company paid a Return of Capital distribution of **$442,163** which represented **$0.0125** / share paid to all shareholders.

Additionally, following the receipt of a distribution from one underlying investee in March 2021, as a result of the sell down in shares, during February 2021, of a previously exited now ASX listed company, the Company paid a Return of Capital Distribution of **$636,715** representing **$0.018** / share to all shareholders.

As a result, total distributions, including franking credits, paid by the Company to all VPEG shareholders since inception through to 30 June 2021 is **$57,384,842**.

ECONOMIC CONDITIONS ACROSS FINANCIAL YEAR 2021

The global economy gradually recovered through the September 2020 quarter, after a severe contraction due to COVID-19. Financial conditions remained accommodative around the world and supportive of the economic recovery. Financial market volatility was low and the price of many assets had risen substantially despite the high level of uncertainty about the economic outlook.

The Reserve Bank of Australia's (RBA) policy package worked as expected and underpinned very low borrowing costs and the supply of credit to households and businesses. There was a high level of liquidity in the Australian financial system and borrowing costs where at record lows during the first six months of FY21. $81 billion of low-cost funding for authorised deposit-taking institutions (ADIs) had been advanced under the initial allowance of the Term Funding Facility. ADIs had access to a further $120 billion under this facility.

The unprecedented degree of fiscal and monetary policy stimulus since the outbreak of the pandemic played a key role in supporting the economy. Australia's GDP increased by 3.3% in the September quarter, ending its first recession since 1991. This was the largest Quarter on Quarter GDP increase since 1976. Household consumption in the September quarter rebounded 7.9%, driven by a 9.8% increase in services spending.

DIRECTORS' REPORT (CONT.)

ECONOMIC CONDITIONS ACROSS FINANCIAL YEAR 2021 (CONT.)

COVID related restrictions on domestic travel and social gatherings during the December 2020 and March 2021 quarters were predominately lifted, with both New Zealand and Australian governments commencing their vaccine rollout program in February 2021, albeit at a very slow rates. There was a two-way travel agreement formed between Australia and New Zealand whereby travel was permitted without the requirement to quarantine. Beyond this, international boarders were expected to remain closed for the foreseeable future. Slow vaccine rollout in Australia had not impeded economic recovery. In April the IMF forecast the economy will expand 4.5% for the 2021 calendar year, a substantial upgrade to the 3.5% annual growth forecast in January.

Australia's GDP increased by 3.1% quarter-on-quarter in the December quarter. This is the first time in sixty-years quarter-on-quarter GDP has grown by more than 3% in two consecutive quarters. Household consumption increased by 4.3% and the unemployment rate fell from 6.3% to 5.8%. In New Zealand, the December quarter was more subdued. GDP fell 1% in the December quarter, following a record 13.9% rise in the September quarter. While the unemployment rate fell to 4.9%, the New Zealand economy showed its vulnerability to slowing exports and suspended international tourism with slower growth continuing through the March 2021 quarter.

Since the onset of COVID-19, the Australian government has injected an estimated $290 billion into the economy through wage subsidies, mortgage relief and support for small businesses, while the New Zealand government spent $50 billion on similar support measures. Most of these measures were withdrawn during the March 2021 quarter with no immediate negative impact being felt by the government. However, economists remained cautious about the economic outlook perceiving more downside risk than upside risk to the prevailing mood and consensus forecasts.

The Australian government handed down an important budget in May. This represented a major departure from the bipartisan 'fiscally responsible' approach which has characterised the federal budget for close to 30 years, which focused on delivering balanced budgets and minimising government debt. The Budget contained a substantial increase in spending on health care, aged and disability care, support services and national infrastructure projects.

In Australia, the Bank's policy measures had continued to underpin very low interest rates and support the availability of credit. There had been little reaction in financial markets to the recent COVID-19 outbreaks and new restrictions imposed in many parts of the country in late June. Bank funding costs and lending rates had drifted down to historic lows. At the closure of the draw-down window for the Term Funding Facility (TFF) at the end of June, banks had accessed $188 billion, or almost 90 per cent of the total allowances, with the major banks and mid-sized Australian banks having drawn down all of their allowances. TFF funding had accounted for around 4 per cent of all bank funding.

At the conclusion of the 2021 financial year the Australian economy grew strongly, with nominal GDP above pre-COVID levels, and the unemployment rate reaching a 10-year low in June of 4.9%. Growth was underpinned by strong consumer spending, aided by high commodity prices, particularly iron ore, and the continued loosening of government monetary policies.

Looking forward, economic activity is expected to pick up in the September 2021 quarter and beyond although somewhat muted in NSW and Victoria due to the recent outbreaks and resulting lockdowns in Sydney and Melbourne.

As a result GDP was expected to grow by around 3½ per cent over 2022. The level of GDP is still expected to remain a little below that forecast before the pandemic, mostly due to lower population growth; in per capita terms, GDP is expected to be on a higher trajectory, supported by higher per capita household income and a strong contribution from public demand. The unemployment rate is expected to continue declining, to around 5 per cent by the end of 2021 and 4½ per cent by the end of the forecast period in mid 2023. The lower forecast unemployment rate results in wages growth and underlying inflation ahead of what was previously anticipated. Inflation is expected to be close to 2 per cent by mid 2023.

CONSISTENT MOMENTUM OF PRIVATE EQUITY ACTIVITY IN VPEG'S MARKET SEGMENT

Despite the ongoing economic uncertainty caused by COVID-19, the Australian and New Zealand private equity industry demonstrated its resilience with the highest number of announced transactions in almost 15 years.

Australia's private equity environment continued to remain buoyant as international investors sought quality investment opportunities in the Australian lower to mid market. Private Equity managers report that these investors are attracted to the robust lower to mid market segment in Australia as these business have predominately demonstrated strong cash flows and resilience throughout the pandemic.

Aided by the considerable amount of consumer spend in retail, technology, Industrials and Healthcare companies across the previous quarters, these businesses have exhibited robust liquidity levels, enabling them to overcome the current short-term operating environment. In addition, a significant proportion of VPEG's portfolio companies have an emphasis on growth focused strategic initiatives, which as the economic recovery has come to fruition, has accelerated the adoption of their businesses offering's, leading to an increase in demand for the products or services of these companies.

DIRECTORS' REPORT (CONT.)

CONSISTENT MOMENTUM OF PRIVATE EQUITY ACTIVITY IN VPEG'S MARKET SEGMENT (CONT.)

The exit environment continued to be strong with a number of successful exits through the IPO market. The buoyant IPO market offered fund managers an alternative to strategic or sponsor-to-sponsor deals as an exit path. However, consistent with previous years momentum, private equity managers turned to trade sales as their preferred exit route.

All remaining companies in VPEG's underlying portfolio are in the process of being exited over the remainder of the 2022 financial year, as Archer and Catalyst work towards creating an exit path for their remaining investee companies, as each of their funds reach the end of their fund term. This will ultimately lead to VPEG distributing the remaining value held within the portfolio to all Shareholders, with the company to be wound up before the conclusion of the 2022 financial year.

REVIEW OF VPEG'S OPERATIONS

VPEG's portfolio continued to mature during the year with the successful IPO and ASX listing of one portfolio company across the period. In addition, the completion of the further sell-down in shares of the residual holding in two previously exited and now ASX listed companies, were successfully executed across the 2021 financial year.

These partial exits, either via IPO and ASX listing or further sell-down in shares of previously exited companies included;

- **Advent V** reached an agreement with a broker to sell their 11.6% shareholding in **Pro-Pac Packaging Group (PPG:ASX)** on 6 July 2020, at $0.14 per share resulting in net proceeds to Advent V of approximately $13 million
- **Catalyst Buyout Fund 2** successfully exited their investment in Dusk Group Limited via an IPO and ASX listing (ASX: DSK) on 6 November 2020 with the Fund selling down 60% of the Funds pre IPO shareholding into the IPO.
- Subsequent to Dusk's ASX listing in November 2020, **Catalyst Buyout Fund 2** transacted a sell-down of a further 1.5 million shares of **Dusk Group Limited** at $3.00 per share, representing $4.5 million in net proceeds on 16 March 2021. On 4 June 2021, the Fund executed a second tranche sell down of 4.5 million shares at $3.60 per share representing a further $16,200,000 sell-down.

Considering the exits completed during 2021, as well as the additional share sales completed of previously exited / ASX listed companies, 60.9% of all investments exited from VPEG's underlying portfolio have achieved a Gross return of greater than 1.9 X the cost of their original investment and 54.3% of investments exited to date have achieved a Gross IRR of more than 20% at exit.

The remaining companies within VPEG's underlying portfolio are planned to be divested over the next three to six months, as all underlying fund managers work towards creating an exit path for their remaining investee companies, as each of their funds reach the end of their fund life.

In summary, the returns received by VPEG from its underlying Private Equity portfolio across FY21 were attractive and management expects this rate of exits and subsequent distributions to investors to continue as all remaining underlying company investments are forecast to be sold across the remainder of the 2022 financial year.

SHARES ON ISSUE REMAIN UNCHANGED

In line with the changes to VPEG's Capital Management Policy reported in the 2009 Annual Report, no new capital was raised and the company issued no new shares during the year. As such the total number of shares on issue by the company remained at 35,373,054 as at 30 June 2021.

UNDERLYING PRIVATE EQUITY INVESTMENTS

During the year VPEG's Private Equity fund commitments reduced from a total of $20 million across three Private Equity funds at 30 June 2021 to $16 million committed across two Private Equity funds as at the 30 June 2021.

VPEG's previous investment commitment of $8m to Quadrant Private Equity No. 2 ended upon the termination of that fund in July 2016 following the final exit of its last underlying company investment in June 2016.

VPEG's investment commitment of $4m to Crescent Capital Partners III ended upon the termination of that fund in June 2018 following the final exit of its last portfolio company in March 2018.

VPEG's investment commitment of $7m to Next Capital Fund II ended upon the termination of that fund in June 2019 following the sale of the remaining assets of previously exited portfolio company in August 2018.

VPEG's investment commitment of $4m to Equity Partners Fund No. 3 ended upon the sale of their last portfolio company during the September 2019 quarter, with the residual proceeds of the fund received by VPEG during the December 2019 quarter.

VPEG's investment commitment of $4m to Advent V ended upon termination of that fund in September 2020 with the final distributions received following their final exit of its last portfolio company in July 2020.

VPEG's remaining investment commitments include, $8m to each of Archer Capital Fund 4 and Catalyst Buyout Fund 2.

DIRECTORS' REPORT (CONT.)

UNDERLYING PRIVATE EQUITY INVESTMENTS (CONT.)

Due to the company being in the final stages of divestment, there was no new capital drawn from VPEG across the 2021 financial year. As a result, the total value of funds drawn from VPEG into Private Equity investments since inception was $38.53m at 30 June 2021.

There were no new underlying Private Equity company investments completed during the year. This is due to VPEG's investment portfolio now at the final phase of being fully divested. As a result, the total number of underlying company investments that have been invested in by VPEG's underlying funds since inception remained at forty-nine.

VPEG'S PRIVATE EQUITY PORTFOLIO, COMMITMENTS AND CAPITAL DRAWN INTO INVESTMENTS, AS AT 30 JUNE 2021, WERE AS FOLLOWS:

PRIVATE EQUITY FUND NAME	FUND/ DEAL SIZE	VINTAGE YEAR	INVESTMENT FOCUS	VPEG COMMITMENT	CAPITAL DRAWN DOWN	TOTAL NO. OF INVESTEE COMPANIES	NO. OF EXITS
Advent V	$300m	2006	Lower to Mid Market Expansion / Buyout	$4.0m	$4.00m	8	8
Archer Capital Fund 4	$1,360m	2007	Mid Market Buyout	$8.0m	$7.27m	10	9
Catalyst Buyout Fund 2	$438m	2008	Mid Market Buyout	$8.0m	$6.38m	7	5
Crescent Capital Partners III	$400m	2006	Lower to Mid Market Expansion / Buyout	$4.0m	$3.95m	6	6
Equity Partners Fund No.3	$76m	2007	Lower Market Expansion / Buyout	$4.0m	$3.69m	6	6
Next Capital II	$285m	2008	Lower to Mid Market Expansion / Buyout	$7.0m	$6.18m	7	7
Quadrant Private Equity No.2	$500m	2007	Lower to Mid Market Expansion / Buyout	$8.0m	$7.06m	5	5
			TOTAL	**$43.0m**	**$38.53m**	**49**	**46**

Turning to exits, one portfolio company exit was completed via an IPO and ASX listing during the period, as well as the sell down of the remaining shares of a previously exited now ASX listed company, resulting in a distribution of capital and income back to VPEG and its shareholders. In total 46 underlying companies have now been exited from the portfolio, representing 93.8% of all underlying companies invested in by VPEG.

As a result, a total of three underlying companies remained within the portfolio at 30 June 2021.

SUMMARY OF UNDERLYING COMPANY INVESTMENTS

The table below provides a summary of the remaining underlying company investments in VPEG's portfolio, for which funds have been drawn from VPEG, as at 30 June 2021.

The investments table also includes the residual holdings in previously exited portfolio company Dusk Group Limited (ASX: DSK), representing the value of shares held in the now ASX listed Company as at 30 June 2021.

RANK	INVESTMENT	FUND	DESCRIPTION	% OF VPEG'S PRIVATE EQUITY PORTFOLIO	CUMULATIVE %
1	**Vesco**	Catalyst Buyout Fund 2	Manufacturer of Frozen Meals and Meal Components	55.6%	55.6%
2	**Dusk**	Catalyst Buyout Fund 2	Specialty Retailer of Homewares	27.1%	82.7%
3	**Supercars**	Archer Capital Fund 4	Premier Motor Sports Events	10.4%	93.1%
4	**Cirrus Media**	Catalyst Buyout Fund 2	Australian Business to Business Media Company	6.9%	100%

Note: As at 30 June 2021 (unaudited) calculated on VPEG's Pre-Tax Net Asset Value (NAV).

DIRECTORS' REPORT (CONT.)

COMPLETED EXITS DURING FY21

On 2 November 2021, Catalyst Buyout Fund 2 successfully exited underlying investment Dusk Group Limited via an IPO and listing on the ASX (ASX: DSK), with Catalyst selling down 60% of the funds pre IPO shareholding into the IPO. Throughout Catalyst's ownership, management focused on significantly repositioning the business and transforming its operations.

These initiatives resulted in the closure of its manufacturing operations in Perth and the outsourcing of production supplies in China. The warehousing and distribution functions were also outsourced to new third party logistics providers. Across the same period Dusk's online channel was relaunched and product pricing and promotional offers were re-engineered increasing the company's repeat buyers further increasing sales.

The IPO was priced at 10.0x September 2020 Last Twelve Months Net profit after tax, and valued the Company at a $120 million Enterprise Value, with an indicative dividend yield of 7%. The IPO delivered a strong distribution to Catalyst investors on 11 November 2020 with VPEG's share of the net sale proceeds equating to $700,000.

Subject to Escrow agreements through entitlement of an early release mechanism, Catalyst Buyout Fund 2 transacted a sell-down of 1.5 million shares of previously exited (November 2020) now ASX listed Dusk Group Limited at $3.00 per share, representing $4.5 million in net proceeds on 16 March 2021. The net proceeds from this tranch one of the sell down in shares where distributed to VPEG Shareholders after shareholder approval during March 2021.

On 4 June 2021, the Fund executed its second tranche sell down of 4.5 million shares at a $3.60 per share representing a further $16,200,000 sell-down. The net proceeds are proposed to be distributed to VPEG shareholders during December 2021 subject to approval by shareholders at the annual general meeting of VPEG shareholders to be held in November 2021.

Catalyst now have 318,420 shares in Dusk, that can be sold at any time and a further 9,477,629 shares subject to escrow until release of the full year result in September 2021. Catalyst's specific plans with those shares is market sensitive and under continuous review by management. Given the strong performance of Dusk's share price, Vantage anticipates that Catalyst will sell the additional 318,420 shares throughout the period leading to the full year results in September 2021, with the remaining shares sold subsequent to this date.

FINANCIAL PERFORMANCE OF COMPANY

During the year total income received by the company decreased by 13.0% from $1.540m in FY20 to $1,363 in FY21. The breakdown of income for FY21 compared with FY20 is shown in the table below.

SOURCE OF INCOME	FY21 $'000's	FY20 $'000's	% CHANGE OVER FY20
Distributions Received from Underlying Private Equity Funds	1,363	1,540	-13.0%
Interest on Cash & Term Deposits	0.1	0.5	-400%
TOTAL	**1,363**	**1,541**	**-13.0%**

As detailed above, there was a decrease in the level of income & capital gain distributions received across the year from VPEG's underlying Private Equity investments, of 13.0% from the $1,540 received during FY20 to $1,363 received across FY21.

In addition, the contribution to total income from interest on cash and term deposits fell from $474 to $117. The reason for the reduction in interest received on VPEG's cash and term deposits was due to the low effective interest rate applicable to the term deposits compared to the prior year.

VPEG's total funds invested in cash and term deposits increased by 55.9% across the year from $0.27m at 30 June 2020 to $0.42m at 30 June 2021. The increase in these liquid investments was predominately due to the receipt of two capital gain distributions resulting from the partial sell-down in shares, in two tranches, from one underlying portfolio across the period.

During the year there was a 9.2% reduction in the value of investments in underlying Private Equity investments from $2.53m to $2.30m. This was primarily attributed to the value of exits from the underlying Private Equity portfolio, exceeding the increase in value of the remaining investments in the portfolio at 30 June 2021.

Operational expenses incurred by the Company during the year decreased by 29.1% from $0.19m for FY20 to $0.14m for FY21 (excluding impairment expense in FY21 and the recognition of a reduction in fair value through the profit and loss in FY21).

As a result of the AASB 9 accounting standards adopted by the Company in FY19, net losses on investments held at fair value, put through profit or loss, of $0.23m was taken up in the accounts in FY21 resulting from investment revaluations across the period. This expense item was lower than the $1.36m impairment expense booked in FY20.

Last year, management conducted a review as to whether there is a likelihood that the deferred tax asset will be fully realised in the COVID-19 post-pandemic market. For the 2020 financial report, management assessed the uncertainty of the economic conditions to have impacted the capability for underlying investee funds to obtain reasonable returns for remaining investments where the investment cycle will no longer enable sufficient time to implement longer-term remedial strategies.

The uncertainty that existed was compounded by the potential obscuring of the underlying financial performance of the remaining portfolio assets given the impact of the new normal for mid-pandemic markets. COVID-19 continues to affect economies globally as well as in Australia.

Hence, for the year ended 30 June 2021, given the likely continued uncertainty regarding Australia's pandemic affected markets and the course of future developments in the COVID-19 virus, management have decided to recognise a deferred tax asset based upon the potential utilisation of prior year capital losses at $nil. Available tax losses will however be utilised as the certainty of quantum of capital gains are recognised over the next financial period.

Given this decision by management in FY20, VPEG's profit before tax materially improved from a loss of $0.011m in FY20 to a profit of $1.009m in FY21.

DIRECTORS' REPORT (CONT.)

FINANCIAL PERFORMANCE OF COMPANY (CONT.)

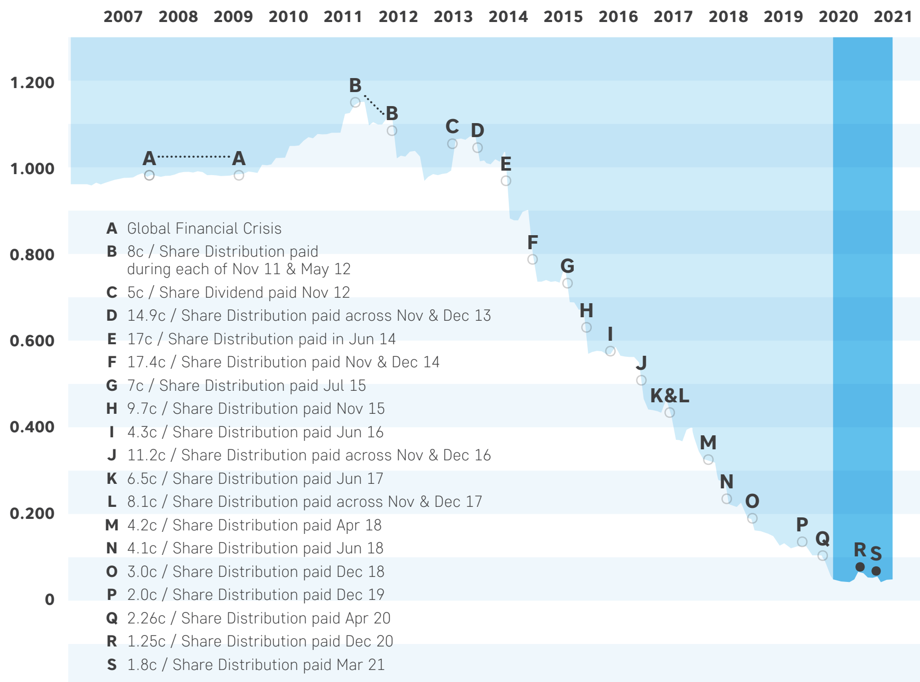
As a result, post tax profit for the company for the year was $1.003m in FY21, compared to the $1.253m loss after tax booked for FY20.

As a result, Retained Earnings increased from -$6.00m as at 30 June 2020 to -$5.00m at 30 June 2021, predominantly due to a combination of the AASB 9 account standards as well as from the positive net profit after tax booked for the FY21.

Finally, as a result of the Return of Capital distributions paid to Shareholders during the year offset by an uplift in the value of the remaining underling portfolio, Total Equity attributable to Shareholders reduced from $2.780m at 30 June 2020 to $2.704m at 30 June 2021.

CHANGE POST TAX NAV / SHARE

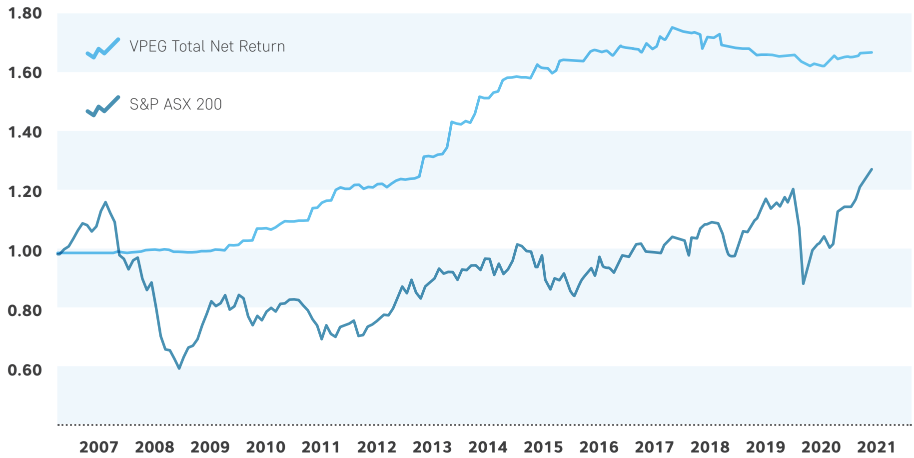
During the period the company's post tax Net Asset Value (NAV) per share decreased from $0.079 at 30 June 2020 to $0.076 at 30 June 2021. The slight reduction in NAV was due to the exit detailed above, as well as the distributions paid to investors (totalling $0.0305 per share) and other revaluations across the remaining underlying portfolio across the year. The graph below details the movement in VPEG's post tax NAV per share since inception through to 30 June 2021.



VPEG'S NET RETURN TO SHAREHOLDERS OUTPERFORMS LISTED MARKETS

VPEG's Total Net Return to shareholders since inception through to 30 June 2021 demonstrates its outperformance and low correlation to public equity market returns.

VPEG TOTAL RETURN VS S&P ASX 200 INDEX 01 NOV 06 TO 30 JUNE 2021

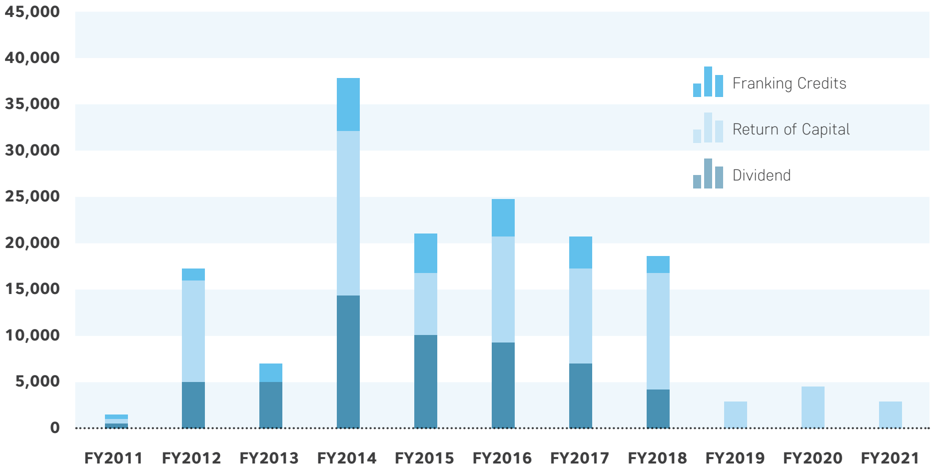


Note; S&P ASX 200 Base = 1 at 01 December 2006, the commencement date of VPEG.

DIRECTORS' REPORT (CONT.)

VPEG DISTRIBUTIONS FY11-FY21 (PER $100K INVESTED)

The chart below details the VPEG distributions paid to unit holders since 2011 per 100,000 shares held. As demonstrated by the chart, since FY2011 VPEG has paid total distributions of $160,798 (including franking credits) per $100,000 invested, with $134,730 of these distributions paid since November 2013.



SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

The Directors Vantage Private Equity Growth Limited inform its shareholders of the resignation of Mr Paul Scully as Non-executive Director of the Company, effective 26 March 2021.

Mr Scully joined the Board in November 2006 as a Non-executive Director and has played an instrumental role in Vantage Private Equity Growth Limited's Corporate Governance derived from his extensive local and international experience in many aspects of institutional investment management, covering business and asset management, M&A and Private Equity.

The remaining Directors of the Company are confident that given the limited remaining term of the underlying assets of the Company and its impending closure, before the end of the 2022 Financial Year, that a replacement Director for the role that Mr Scully held, will not be required. As such the remaining three Directors (including two independent Directors) will continue to oversee the operations of the Company until all remaining assets of the Company are sold and net distributions are paid to shareholders, prior to the winding up of the Company during 2022.

The board would like to thank Mr Scully for his valuable contribution to the Company during his tenure as a Nonexecutive Director and wish him all the best for the future.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Subsequent to 30 June 2021, Archer Capital Fund 4 reached an agreement to sell 100% of that fund's shareholding in Supercars to The Australian Racing Group consortium and the TGI Sport consortium. Supercars (formally Australian Touring Car Championship) is the premier motorsport category in Australasia and one of Australia's most watched sports. Globally, it is recognised as the best touring car category in the world and a leader in motorsport entertainment.

The new owners will look to tap into digital viewer demand for the racing series via a "digital transformation to broaden viewership reach and expand content offering", and also negotiate more lucrative broadcast and streaming services deals while enhancing "Supercars non-racing content via reality programs, documentaries and e-series". The net proceeds of the sale are expected to distributed by Archer Capital Fund 4 to VPEG during the December 2021 quarter, ultimately delivering VPEG shareholders with a final distribution to conclude VPEG's investment in Archer Capital Fund 4.

Further details about this exit and VPEG's remaining underlying portfolio will be provided within the September 2021 investor quarterly report, which will be emailed to all investors during November 2021 and available on the company's website at www.vpeg.info.

In the opinion of the directors, no other matter or circumstance has arisen since 30 June 2021 to the date of this report that otherwise has significantly affected, or may significantly affect:

a) the company's operations in future financial years, or

b) the results of those operations in future financial years, or

c) the company's state of affairs in future financial years.

DIRECTORS' REPORT (CONT.)

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The operations of the company will continue as planned with its existing business operations as well as the likelihood of the exit of all remaining underlying company investments from VPEG's underlying Private Equity funds providing one further distribution to VPEG's shareholders at the conclusion of the Company's investments. The manager expects the remaining investments in VPEG's underlying portfolio will be exited over the remainder FY22, as Catalyst work towards selling the remaining portfolio companies in Catalyst Buyout Fund 2, as that fund reaches the end of its fund term.

ENVIRONMENTAL REGULATION

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

INFORMATION ON INVESTMENT COMMITTEE MEMBERS

The following persons served of VPEG's Investment, Audit and Risk Committee (Investment Committee) during the period and up to the date of this report unless otherwise stated below:

Roderick H McGeoch AO
Chairman of Investment Committee (Independent)

Patrick Handley
Independent Investment Committee Member

Paul Scully *(Resigned 26 March 2021)*
Independent Investment Committee Member

Michael Tobin
Investment Committee Member and Managing Director Vantage

INFORMATION ON CURRENT DIRECTORS

RODERICK H. MCGEOCH

AO, LLB

INVESTMENT COMMITTEE CHAIRMAN (INDEPENDENT)

Experience and expertise

Rod is the immediate past 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, Chairman of BGP Holdings PLC, Director of Ramsay Healthcare Limited, Director of Ramsay Healthcare Limited, Director of Destination NSW and a Director of Corporation Airports America. Rod is also deputy Chairman of the Sydney Cricket and Sports Ground Trust. Rod was also previously a member of the International Advisory board of Morgan Stanley Dean Witter, one of the world's leading financial institutions and also the Honorary Chairman of the Trans-Tasman Business Circle and the Co-Chairman of the Australia New Zealand Leadership Forum.

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.

Special responsibilities

Chairman of the Investment Committee and member of the Audit Committee.

PATRICK HANDLEY

B.COM., MBA.

INVESTMENT COMMITTEE MEMBER (INDEPENDENT)

Experience and expertise

Pat has over 30 years of international financial services experience and is currently the Chairman of Mason Stevens Pty Limited. Pat was previously Chairman of Pacific Brands Ltd where he oversaw the turnaround of the company after it was purchased from Pacific Dunlop in a Management Buyout led by the Private Equity fund managers Catalyst and CVC Asia Pacific in 2001.

Pat was also previously an Executive Director and Chief Financial Officer of Westpac Banking Corporation, where during his tenure he established the first Quadrant Capital fund in 1994. Pat has also been Chairman and Chief Executive Officer of County Savings Bank (USA), Chief Financial Officer of BancOne Corporation (USA), and a Director of Suncorp Metway Limited, AMP Limited and HHG.

Pat holds a Bachelor of Commerce in Economics and Mathematics from Indiana University and an MBA from Ohio State University.

Special responsibilities

Chairman of the Audit Committee.

INFORMATION ON CURRENT DIRECTORS (CONT.)

PAUL SCULLY

BA, FIAA, FAICD

INVESTMENT COMMITTEE MEMBER (INDEPENDENT)

Resigned 26 March 2021

Experience and expertise

Paul has spent 40 years in financial services and has extensive local and international experience in many aspects of institutional investment management, covering business and asset management, M&A and Private Equity. Paul is a director of AMP's Superannuation Trustee and a member of the Investor Review Committees of two of the Australian Prime Property Funds and the REI Super Investment Committee. Past positions include director roles at SAS Trustee Corporation, a NSW Government employee superannuation fund, its financial planning subsidiary State Plus and ING.

Management Pty Ltd, the responsible entity for the listed property funds of the ING Group in Australia, including the ING Office Fund & ING Industrial Fund, both past ASX top 100 entities.

Paul is the former CEO and Managing Director of ING Investment Management (INGIM) Asia Pacific and a member of INGIM's Global Management Board. Paul was responsible for establishing INGIM's Private Equity multi manager investment program in 1997 and was part of the team that subsequently built that business to approximately $300m of funds under management. During his tenure, INGIM invested in many Private Equity funds managed by close to 20 Australian Private Equity fund managers.

Paul is an actuary by profession and has also written extensively on finance related topics.

MICHAEL TOBIN

B.E., MBA, DFS, FAICD

INVESTMENT COMMITTEE MEMBER AND MANAGING DIRECTOR OF VANTAGE

Experience and expertise

Michael is 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 $13.5 billion of Australian Private Equity funds resulting in more than $8.5 billion of equity funding across 140 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 $140m worth of St George branded private equity funds. Michael also established the St George Bank's private equity advisory business, which structured and raised private equity for corporate customers of the bank. Michael has arranged and advised on direct private equity investments into more than 40 separate private companies in Australia across a range of industry sectors. 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.

Special responsibilities

Managing Director of Vantage and Executive Member of the Audit Committee.

MEETINGS OF DIRECTORS

The number of meetings of the company's board of directors and of each board committee held during the year ended 30 June 2021, and the number of meetings attended by each director were:

DIRECTOR	MEETINGS OF INVESTMENT, AUDIT & RISK COMMITTEE	
	A	B
Roderick H McGeoch AO*	6	6
Patrick Handley*	6	6
Paul Scully*	2	3
Michael Tobin	6	6

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.

DIRECTORS' REPORT (CONT.)

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, Vantage Private Equity Growth Limited paid a premium of $1,028 (2020: $24,002) to insure the directors and officers of the company.

The company indemnifies the directors and officers on a full indemnity basis and to the full extent possible permitted by law against all losses, liabilities, costs charges and expenses incurred by the officer as an officer of the company or by a related body corporate.

The company may, to the extent permitted by law, purchase and maintain insurance, and pay or agree to pay a premium of insurance for each officer against any liability incurred by the officer as an officer of the company or a related body corporate including but not limited to a liability for negligence or for reasonable costs and expenses incurred in defending proceedings. In addition, the company and each director have entered into a deed which gives the director a contractual right:

a) to an indemnity from the company for liabilities incurred as an officer of the company, to the extent permitted by the Corporations Act;

b) to directors' and officers' insurance cover, as permitted in the Corporations Act, for the period that each director is a director of the company and for 7 years after that director ceases to hold office; and

c) to access documents and records of the company both while the director is a director of the company and after that director ceases to hold office for the purposes expressly permitted by the deed.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party, for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the Corporations Act 2001.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

ROUNDING OF AMOUNTS

The company is of a kind referred to in ASIC Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the ''rounding off'' of amounts in the directors' report. Previously, amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar. The company no longer meets the threshold for rounding to the nearest thousand dollars and has presented the current year and comparatives rounded to the nearest dollar. As a result, there are will be some rounding variances to that presented last year.

This report has been made in accordance with a resolution of the directors.

Roderick H McGeoch AO	**Michael Tobin**
Chairman	Managing Director

Sydney
29 October 2021

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF VANTAGE PRIVATE EQUITY GROWTH LIMITED

EY
Building a better working world

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

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

Auditor's Independence Declaration to the Directors of Vantage Private Equity Growth Limited

As lead auditor for the audit of the financial report of Vantage Private Equity Growth Limited for the financial year ended 30 June 2021, I declare to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

c) No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

Ernst & Young

Elliott Shadforth
Partner
29 October 2021

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Financial Statements

VANTAGE PRIVATE EQUITY GROWTH LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2021

	NOTE	2021 $	2020 $
INVESTMENT INCOME FROM ORDINARY ACTIVITIES			
Distribution income	6a	**1,363,536**	1,540,847
Net changes in fair value of investments held at fair value through profit or loss	6b	**(234,176)**	(1,357,050)
		1,129,360	183,797
EXPENSES			
Management fees	18b	**(44,387)**	(56,213)
Consulting fees		**(1,650)**	(15,000)
Audit fees		**3,318**	(22,346)
Share registry fees		**(23,546)**	(22,610)
Directors' fees		**(14,055)**	(25,648)
Investment administration fees		**(24,600)**	(24,600)
Other expenses		**(15,056)**	(28,410)
Total expenses before finance cost		**(119,976)**	(194,827)
Profit / (loss) before income tax		**1,009,384**	(11,030)
Income tax expense	7a	**(6,454)**	(1,242,000)
Net profit / (loss) for the year		**1,002,930**	(1,253,030)
OTHER COMPREHENSIVE INCOME			
Total other comprehensive income for the year		**-**	-
Total comprehensive income (loss) for the year		**1,002,930**	(1,253,030)

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

VANTAGE PRIVATE EQUITY GROWTH LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2021

	NOTE	2021 $	2020 $
ASSETS			
Current assets			
Cash and cash equivalents	8	**417,802**	268,037
Trade and other receivables	9	**3,560**	1,716
Other current assets		**-**	9,700
Total current assets		**421,362**	279,453
Non-current assets			
Financial assets at fair value through profit or loss	10	**2,298,056**	2,532,232
Deferred tax assets	11	**3,696**	9,975
Total non-current assets		**2,301,752**	2,542,207
Total assets		**2,723,114**	2,821,660
LIABILITIES			
Current liabilities			
Trade and other payables	12	**19,145**	41,918
Current tax liabilities		**-**	(175)
Total liabilities		**19,145**	41,743
Net assets		**2,703,969**	2,779,917
EQUITY			
Issued capital	13	**7,686,564**	8,765,442
Reserves	14	**14,000**	14,000
Retained earnings	14	**(4,996,595)**	(5,999,525)
Total equity		**2,703,969**	2,779,917

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

VANTAGE PRIVATE EQUITY GROWTH LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2021

	NOTE	ISSUED CAPITAL $	RETAINED EARNINGS $	RESERVES $	TOTAL EQUITY $
Balance at 1 July 2019		10,272,334	(4,746,495)	14,000	5,539,839
Net profit / (loss) for the year		-	(1,253,030)	-	(1,253,030)
Other comprehensive income for the year					
Total comprehensive income / (loss) for the year		-	(1,253,030)	-	(1,253,030)
Transactions with owners in their capacity as owners					
Return of Capital	13b	(1,506,892)	-	-	(1,506,892)
Balance at 30 June 2020		**8,765,442**	**(5,999,525)**	**14,000**	**2,779,917**
Net profit / (loss) for the year		-	1,002,930	-	1,002,930
Other comprehensive income for the year					
Total comprehensive income / (loss) for the year		-	1,002,930	-	1,002,930
Transactions with owners in their capacity as owners					
Return of Capital	13b	(1,078,878)	-	-	(1,078,878)
Balance at 30 June 2021		**7,686,564**	**(4,996,595)**	**14,000**	**2,703,969**

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

VANTAGE PRIVATE EQUITY GROWTH LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2021

	NOTE	2021 $	2020 $
Cash flows from operating activities			
Distributions received		**1,363,419**	1,540,373
Interest received		**117**	474
Income taxes paid		**-**	-
Expenses paid		**(134,893)**	(225,792)
Net cash from operating activities	19	**1,228,643**	1,315,055
Cash flows from financing activities			
Return of capital to company's shareholders		**(1,078,878)**	(1,506,892)
Net cash (used in) from financing activities		**(1,078,878)**	(1,506,892)
Net decrease in cash and cash equivalents		**149,765**	(191,837)
Cash and cash equivalents at beginning of the year		**268,037**	459,874
Cash and cash equivalents at end of the year	8	**417,802**	268,037

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1. GENERAL INFORMATION

Vantage Private Equity Growth Limited (the "Company") is a public company domiciled in Australia. The address of Vantage Private Equity Growth Limited's registered office is Level 39, Aurora Place, 88 Phillip Street, Sydney NSW, 2000. The financial statements of Vantage Private Equity Growth Limited are for the year ended 30 June 2021. The principal activity of the Company is the investment in professionally managed private equity funds focused on investing in the later expansion and buyout stages of private equity in Australia and New Zealand.

The financial statements are presented in Australian dollars (AUD).

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the entity Vantage Private Equity Growth Limited.

a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. Vantage Private Equity Growth Limited is a for-profit entity for the purpose of preparing the financial statements.

The financial statements were authorised for issue by the directors on 29 October 2021.

i) *Compliance with Australian Accounting Standards - Reduced Disclosure Requirements*

The financial statements of the Vantage Private Equity Growth Limited Company comply with Australian Accounting Standards - Reduced Disclosure Requirements as issued by the Australian Accounting Standards Board (AASB).

ii) *New and amended standards adopted by the Company*

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2020 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods.

iii) *Historical cost convention*

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.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

iv) *New standards and interpretations not yet adopted*

The Company has not applied any Australian Accounting Standards that have been issued as at balance date but are not yet operative for the period ended 30 June 2021. There are no effects resulting from any changes to accounting standards applicable to the Company for the current year.

The Company has not yet assessed the impact of these new or amended accounting standards. The new or amended Accounting Standards and Interpretations, most relevant to the Company, are set out below.

AASB 2020-2 Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities and AASB 1060 General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities.

These standards are applicable to annual reporting periods on or after 1 July 2021. AASB 2020-2 will prohibit certain for-profit entities from preparing special purpose financial statements and AASB 1060 provides a new Tier 2 Reporting framework with Simplified disclosures that are based on the requirements of IFRS for SME's. None of these are expected to have a material effect on the financial statements of the Company.

b) Investment income

i) *Net changes in fair value of investments held at fair value 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 Comprehensive Income in the year they are incurred in accordance with the policies described in Note 2(f).

ii) *Distribution income*

Trust 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.

iii) *Interest income*

Interest income is recognised using the effective interest method.

c) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

c) Income tax (CONT.)

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

d) Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Statement of Financial Position.

e) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade and other receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly.

An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired.

The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

f) Investments and other financial assets

Classification

Under AASB 9, financial instruments are classified as fair value through profit or loss. The equity instruments are measured at fair value with changes in the fair value being recognised directly to profit or loss. The Company classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Company's portfolio of financial assets is managed and its performance is evaluated on a fair value basis.

i) *Financial assets at fair value through profit or loss*

At initial recognition, the Company measures financial assets at fair value. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or at fair value through profit or loss category are presented in the statement of comprehensive income in the period in which they arise.

Recognition and derecognition

At initial recognition, the Partnership measures financial assets at fair value. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or at fair value through profit or loss category are presented in the statement of comprehensive income in the period in which they arise. All transaction costs for such instruments are recognised directly in the Statement of 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.

Further details on how the fair value of financial instruments are determined are discussed in Note 4.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

g) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

h) Share based payments

Share based compensation benefits have in the past been provided to non-executive directors, share subscribers as well as advisors who refer investors.

i) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where the Company purchases its own equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of Vantage Private Equity Growth Limited as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of Vantage Private Equity Growth Limited.

j) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

k) 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 to the Company by third parties such as audit fees, custodial services and investment management fees have been passed onto the Company. The Company 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.

l) Rounding of amounts

In prior years, the Company was of a kind referred to in ASIC Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the ‘rounding off’ of amounts in the financial statements. Previously, amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

The company no longer meets the threshold for rounding to the nearest thousand dollars and has presented the current year and comparatives rounded to the nearest dollar. As a result, there are will be some rounding variances to that presented last year.

NOTE 3. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

a) Market risk

The standard defines this as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

i) *Price risk*

The Company is exposed to unlisted and illiquid securities' price risk. This arises from the investments held by the Company for which future valuation are uncertain.

ii) *Cash flow and fair value interest rate risk*

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. Hence the impact of interest rate risk on profit is not considered to be material to the Company.

The Company's exposure to the risk of changes in market rates is limited to the potential reduction of interest income on cash and cash equivalents.

b) Credit risk

The standard defines this as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Due to the short-term nature of the Company's receivables, their carrying value is assumed to approximate their fair value. The maximum exposure to credit risk is the fair value of receivables. Collateral is not held as security, nor is it the Company's policy to transfer (on sell) receivables to special purpose entities.

c) Liquidity risk

The standard defines this as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Maturities of financial liabilities

All liabilities of the Company in the current and prior year have maturities of less than one month.

NOTE 4. FAIR VALUE MEASUREMENTS

The Company measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Investments at fair value through profit or loss

The Company has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period.

a) Fair value hierarchy

AASB 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)

b) 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 2), and

c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

Recognised fair value measurements

The following table presents the Company's assets and liabilities measured and recognised at fair value at 30 June 2021.

	LEVEL 1 $	LEVEL 2 $	LEVEL 3 $	TOTAL $
RECURRING FAIR VALUE MEASUREMENTS AT 30 JUNE 2020				
Financial assets				
Financial assets at fair value through profit or loss				
Unlisted private equity funds	-	2,532,232	-	2,532,232
Total financial assets	**-**	**2,532,232**	**-**	**2,532,232**
RECURRING FAIR VALUE MEASUREMENTS AT 30 JUNE 2021				
Financial assets				
Financial assets at fair value through profit or loss				
Unlisted private equity funds	-	2,298,056	-	2,298,056
Total financial assets	**-**	**2,298,056**	**-**	**2,298,056**

NOTE 4. FAIR VALUE MEASUREMENTS (CONT.)

The Company classified investments in unlisted securities as fair value through profit or loss and movements in fair value are recognised in other comprehensive income. The fair values of unlisted private equity investments not traded in an active market are determined from the most recent valuation as obtained from the underlying investment manager.

NOTE 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Company's accounting policies, the Board 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.

a) Critical accounting estimates and assumptions

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:

Share based payments transactions

The Company measures the cost of equity settled transactions with non-executive directors and certain advisors by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by the Company using the Black Scholes model. The accounting estimates and assumptions relating to equity settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

Fair value of financial instruments

The valuation of investments is based upon the net assets attributable to interest holders as noted in the underlying investee funds' audited financial statements. 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 on the following basis:

i) *Fair value information*

The fair values of financial assets 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.

ii) *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 fair value.

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.

iii) *Coronavirus (COVID-19) pandemic*

The COVID-19 pandemic is impacting the current economic climate in which the underlying investee fund's portfolio of investments operate both directly and/or indirectly:

- Valuations at year-end have been prepared based upon underlying audited financial statements of investee funds assimilating all the known factors at that time;
- Any forecasts and budgets used by investee funds in the valuation approach are subject to variations beyond the underlying fund managers control. However continued market uncertainties exist subsequent to year end and Vantage Private Equity Growth Limited's Directors', are in constant contact with the management of its underlying investee funds to assess the impact (if any); and
- Valuations are monitored and adjusted, where required, on a month to month basis, as investee funds provide updated net asset valuations which are based upon their own forecasts and budgets as they become available.

Judgement therefore has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the fund based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the investee operates.

VANTAGE PRIVATE EQUITY GROWTH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 6. INVESTMENT REVENUE AND EXPENSES

	NOTE	2021 $	2020 $
a) Investment Income			
From continuing operations			
Distributions		**1,363,419**	1,540,373
Interest		**117**	474
Total income		**1,363,536**	1,540,847
b) Net losses on financial assets held at fair value through profit or loss			
Investment revaluations	6c	**(234,176)**	(1,357,050)
Deferred tax asset movement	6c	**-**	-
		(234,176)	(1,357,050)

c) Investment Revaluations

During the year ended 30 June 2021, Advent V Fund wound up following the final exit of its last portfolio company in September 2020. During the year ended 30 June 2020, Equity Partners Fund 3 wound up following the final exit of its last portfolio company in November 2019.

The reduced net investment revaluation expenses for the year ended 30 June 2021 in comparison to the distributions received relate to the strong performance of the remaining underlying portfolio companies during the relevant year. During the year ended 30 June 2020, Catalyst Buyout Fund 2 investee, Bhagwan Marine and Equity Partners 2 investee AHM were sold below carrying value.

NOTE 7. INCOME TAX EXPENSE

	2021 $	2020 $
a) Income tax expense through profit or loss		
Current tax expense	**175**	308
Deferred tax benefit	**6,279**	1,241,692
	6,454	1,242,000
DEFERRED INCOME TAX BENEFIT INCLUDED IN INCOME TAX EXPENSE COMPRISES:		
Increase / (decrease) in deferred tax	**6,279**	1,241,692
Increase / (decrease) in under provision	**-**	-
	6,279	1,241,692

	NOTE	2021 $	2020 $
b) Numerical reconciliation of income tax expense to prima facie tax payable			
Profit / (Loss) before income tax		**1,009,384**	(11,030)
Tax at the Australian tax rate of 30% (2020 - 30%)		**302,815**	(3,309)
TAX EFFECT OF AMOUNTS WHICH ARE NOT DEDUCTIBLE (TAXABLE) IN CALCULATING TAXABLE INCOME:			
Impairment revaluations not deductible in current year (investment & deferred tax)		**70,246**	407,115
Partnership losses		**-**	(700)
Under / (Over) provision for prior year tax		**175**	-
Net capital tax losses		**(285,293)**	(15,859)
Net taxable income adjustments to accounting profit		**(81,489)**	(411,733)
Future capital losses unlikely to be fully realised	7c	**-**	1,236,667
Other		**-**	29,819
Income tax expense		**6,454**	1,242,000

c) Tax expense (income) relating to items of other comprehensive income

Last year, management conducted a review as to whether there is a likelihood that the deferred tax asset will be fully realised in the COVID-19 post-pandemic market. For the 2020 financial report, management assessed the uncertainty of the economic conditions to have impacted the capability for underlying investee funds to obtain reasonable returns for remaining investments where the investment cycle will no longer enable sufficient time to implement longer-term remedial strategies. The uncertainty that existed was compounded by the potential obscuring of the underlying financial performance of the remaining portfolio assets given the impact of the new normal for mid-pandemic markets. COVID-19 continues to affect economies globally as well as in Australia. Hence, for the year ended 30 June 2021, given the likely continued uncertainty regarding Australia's pandemic affected markets and the course of future developments in the COVID-19 virus, management have decided to recognise a deferred tax asset based upon the potential utilisation of prior year capital losses at $nil (2020: $nil). Available tax losses will however be utilised as the certainty of quantum of capital gains are recognised over the next financial period.

VANTAGE PRIVATE EQUITY GROWTH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 8. CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	2021 $	2020 $
Current assets		
Bank accounts	**417,802**	268,037

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:

	2021 $	2020 $
Cash and cash equivalents	**417,802**	268,037

NOTE 9. CURRENT ASSETS - TRADE AND OTHER RECEIVABLES

	2021 $	2020 $
Current		
GST receivable	**3,560**	1,716
Total other receivables	**3,560**	1,716

a) Fair value and credit risk

Due to the sort-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

Risk exposure

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above.

NOTE 10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2021 $	2020 $
Unlisted private equity funds	**2,298,056**	2,532,232

Private equity investments are valued according to the most recent valuation obtained from the underlying manager.

Valuation assumptions

The fair value of the unlisted investments has been estimated using valuation techniques based on inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly. Management believes the estimated fair value resulting from the valuation techniques and recorded in the balance sheet and the related changes in fair value recorded in equity are reasonable and the most appropriate at the balance sheet date.

NOTE 11. DEFERRED TAXES

	2021 $	2020 $
The balance comprises temporary differences attributable to:		
Other	**3,696**	9,975
Net unrealised loss on financial assets at fair value through profit or loss	**-**	-
	3,696	9,975
Movements		
Opening balance	**9,975**	1,252,000
CHARGED / CREDITED:		
To statement of comprehensive income (impairment & income tax expense)	**(6,279)**	(1,242,025)
Directly to equity	**-**	-
	3,696	9,975

VANTAGE PRIVATE EQUITY GROWTH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 12. CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	NOTE	2021 $	2020 $
Management fees payable	18b	**3,327**	3,553
Audit and taxation fees payable		**12,320**	33,250
Other payables		**3,498**	5,115
		19,145	41,918

Trade and other payables are unsecured and are usually paid within 30 days of recognition. The increase in creditors represents 2 months of outstanding expenditure.

The carrying amounts of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

NOTE 13. ISSUED SHARES

a) Share capital

	30-JUN 2021 SHARES	30-JUN 2020 SHARES	30-JUN 2021 $	30-JUN 2020 $
Ordinary shares - fully paid	**35,373,054**	35,373,054	**7,686,564**	8,765,442
	35,373,054	35,373,054	**7,686,564**	8,765,442

b) Movements in ordinary share capital

	NUMBER OF SHARES	$
Opening balance 1 July 2019	**35,373,054**	10,272,334
Return of capital	**-**	(1,506,892)
Closing balance 30 June 2020	**35,373,054**	8,765,442
Opening balance 1 July 2020	**35,373,054**	8,765,442
Return of capital	**-**	(1,078,878)
Closing balance 30 June 2021	**35,373,054**	7,686,564

c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

NOTE 14. RESERVES AND RETAINED EARNINGS

	NOTE	2021 $	2020 $
a) Reserves			
Share-based payments reserve		**14,000**	14,000
		14,000	14,000
Movements			
RETURN ON INVESTMENTS			
Distributions (including dividends)	6	**1,363,419**	1,540,373
Net change on investments at fair value through profit or loss		**(234,176)**	(1,357,050)
Total return during the year		**1,129,243**	183,323

Nature and purpose of reserves

i) *Share-based payments reserve*

The share-based payments reserve is used to recognise the grant date fair value of shares issued to non-executive directors and advisors.

VANTAGE PRIVATE EQUITY GROWTH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 14. RESERVES AND RETAINED EARNINGS (CONT.)

b) Retained earnings

MOVEMENTS IN RETAINED EARNINGS WERE AS FOLLOWS:

	2021 $	2020 $
Balance 1 July	**(5,999,525)**	(4,746,495)
Net profit for the year	**1,002,930**	(1,253,030)
Balance 30 June	**(4,996,595)**	(5,999,525)

NOTE 15. KEY MANAGEMENT PERSONNEL DISCLOSURES

The directors of Vantage Private Equity Growth Limited during the financial year were:

Roderick H McGeoch AO	Chairman
Patrick Handley	Director
Paul Scully	Director (Resigned 26 March 2021)
Michael Tobin	Managing Director

a) Key management personnel compensation

	YEAR ENDED 2021 $	YEAR ENDED 2020 $
Non-executive directors fees	**14,055**	25,648

NOTE 16. CONTINGENCIES

The Company had no outstanding contingent assets and liabilities at 30 June 2021 (2020: nil).

NOTE 17. COMMITMENTS

Following commencement of its investment program in late 2006, the Company committed $43 million across 7 private equity funds. Commitments remaining as at 30 June 2021 include $8 million to each of Archer Capital Fund 4 and Catalyst Buyout Fund 2.

During the year ended 30 June 2020, the Company's investment commitment of $4m to Equity Partners 3 ended upon the sale of their last portfolio company during September 2019 quarter with residual proceeds of the fund received by VPEG during the November 2019. In addition, the company's investment commitment to Advent V ended upon the termination of that fund during September 2020 following the final exit its underlying portfolio company.

NOTE 18. RELATED PARTY TRANSACTIONS

a) Key management personnel

Disclosures relating to key management personnel are set out in Note 16.

b) Transactions with other related parties

THE FOLLOWING TRANSACTIONS OCCURRED WITH RELATED PARTIES:

	YEAR ENDED 2021 $	YEAR ENDED 2020 $
Management fees paid or payable	**44,387**	56,213
Management fees payable at the end of the reporting period	**3,327**	3,553

The Company has entered into a Management Agreement with Vantage Asset Management Pty Limited such that it will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee.

The Manager is entitled to receive an investment management fee of 1.5% per annum (plus any applicable GST) of the value of the investment portfolio which includes cash and cash equivalents and investments of the Company, calculated and payable monthly in arrears. The Manager is also entitled to a performance fee of 10% (plus any applicable GST) of any out performance of the Company's net investment portfolio over a 15% per annum hurdle rate or return. The performance fee calculation will also take into account any distributions made to shareholders during the calculation period. No performance fees were paid or payable to Manager for the year ended 30 June 2021 (2020: nil).

As at 30 June 2021, the Manager held 2 shares in the Company (2020: 2 shares).

c) Terms and conditions

Transaction between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

VANTAGE PRIVATE EQUITY GROWTH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 19. RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2021 $	2020 $
Profit / loss for the year	**1,002,930**	(1,253,030)
Adjustments for non-cash items in profit:		
Revaluation of investments held at fair value through profit or loss	**234,176**	1,357,050
CHANGE IN OPERATING ASSETS AND LIABILITIES:		
(Increase)/decrease in trade and other receivables	**(1,844)**	965
(Increase)/decrease in other current assets	**9,700**	(1,176)
Decrease in deferred tax assets	**6,279**	1,242,025
Decrease in trade and other payables	**(22,773)**	(30,754)
Decrease in provision for income taxes payable	**175**	(25)
Net cash inflow from operating activities	**1,228,643**	1,315,055

NOTE 20. EVENTS OCCURRING AFTER THE REPORTING PERIOD

The COVID-19 pandemic is impacting the current economic climate in which the underlying investee fund's portfolio of investments operate both directly and/or indirectly:

a) Valuations at year-end have been prepared based upon underlying audited financial statements of investee funds assimilating all the known factors at that time;

b) Any forecasts and budgets used by investee funds in the valuation approach are subject to variations beyond the underlying fund managers control. However continued market uncertainties exist subsequent to year end and Vantage Private Equity Growth Limited's Directors', are in constant contact with the management of its underlying investee funds to assess the impact (if any); and

c) Valuations are monitored and adjusted, where required, on a month to month basis, as investee funds provide updated net asset valuations which are based upon their own forecasts and budgets as they become available.

There have not been any other 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. No other matter or circumstance has occurred subsequent to year end that has significantly affected, 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 years.

NOTE 21. CAPITAL MANAGEMENT

The Company's objective in managing capital and investments is to maximise after-tax returns for shareholders over the term of the investment by investing in an investment portfolio of top performing Buyout and Later Expansion Private Equity Funds in Australia using the Manager's distinctive focussed Investment Strategy providing a well-diversified independent investment approach. The strategy is to provide access to generally inaccessible Private Equity investments which have superior targeted returns and offer an attractive risk/reward profile. The Company recognises that its capital position and market price will fluctuate in accordance with market conditions and in order to adjust the capital structure, it may vary the amount of dividends and return of capital distributions paid. A breakdown of the Company's equity and changes in equity during the current year is provided in notes 13 and 14.

NOTE 22. AUDITORS' REMUNERATION

	2021 $	2020 $
Remuneration of the auditor of the entity for:		
Auditing or reviewing the financial report	**5,720**	10,462
Preparation of income tax return	**6,600**	8,800

DIRECTORS' DECLARATION

In the directors' opinion:

a) the financial statements and notes set out on pages 26 to 49 are in accordance with the Corporations Act 2001, including:

  i) complying with Accounting Standards - Reduced Disclosure Requirements, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and

  ii) giving a true and fair view of the entity's financial position as at 30 June 2021 and of its performance for the year ended on that date, and

b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 2(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of directors.

Roderick H McGeoch AO
Chairman

Michael Tobin
Managing Director

Sydney
29 October 2021

INDEPENDENT AUDITOR'S REPORT

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Independent auditor's report to the Members of Vantage Private Equity Growth Limited

Opinion

We have audited the accompanying financial report of Vantage Private Equity Growth Limited (the "Company"), which comprises the statement of financial position as at 30 June 2021, 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 of the Company is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and

b) complying with Australian Accounting Standards – Reduced Disclosure Requirements and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the 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 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 Vantage Private Equity Growth Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information is 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.

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INDEPENDENT AUDITOR'S REPORT

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Information Other than the Financial Report and Auditor's Report Thereon (cont.)

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

In preparing the financial report, the directors are responsible for assessing the Company'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 Company 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

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Auditor's Responsibilities for the Audit of the Financial Report (cont.)

- 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 Company'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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

Elliott Shadforth
Partner
Sydney
29 October 2021

NOTES

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