



# **ANNUAL REPORT** 2014

ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2014



**AUSTRALIAN  
MASTERS  
YIELD**

FUND No 2 LIMITED

ABN 48 144 883 509

# DIRECTORY

The Company's shares are quoted on the official list of the Australian Securities Exchange Limited (**ASX**).  
Home Exchange is Sydney.

ASX code is AYH.

## DIRECTORS

**Mr Maximilian Walsh** (Non-Executive Chairman)

**Mr Daryl Dixon** (Non-Executive Director)

**Mr Alan Dixon** (Non-Executive Director)

**Mr Christopher Brown** (Non-Executive Director)

**Mr Alexander MacLachlan** (Non-Executive Director)

## COMPANY SECRETARIES

Ms Hannah Chan

Ms Karen Luu

## REGISTERED OFFICE

Level 15, 100 Pacific Highway  
North Sydney NSW 2060

**T** 1300 454 801

**F** 1300 883 159

## PRINCIPAL OFFICE

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North Sydney NSW 2060

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## SOLICITOR

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## BANKS

Macquarie Bank

ANZ Bank

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## CHAIRMAN'S LETTER

### FOR THE YEAR ENDED 30 JUNE 2014

Welcome to the Annual Report for the Australian Masters Yield Fund No 2 Limited ('**AMYF2**' or the '**Company**') for the financial year ended 30 June 2014 (**FY14**). The Company is part of the Australian Masters Yield Fund Series ('**AMYF Series**' or '**the Funds**').

#### OVERVIEW

At 30 June 2014, the Company was invested in six different income securities issued by Australian and international companies, with a face value totalling \$39.9 million. At the time of purchase, the income securities had gross yields to maturity (YTM) of between 9.1% and 11.0%.

The profit of the Company after providing for income tax amounted to \$1,674,873 (2013: \$1,924,760). The net asset value per share of the Company at 30 June 2014 was \$100.66 (2013: \$100.52). The earnings per share (EPS) was calculated as \$3.94 (2013: \$4.53).

During the year, the Company paid four fully franked dividends of \$1.00 per share in August 2013, \$0.95 per share in November 2013, \$0.95 per share in February 2014 and \$0.90 per share in May 2014. The Company also announced a fully franked dividend of \$0.94 per share on 31 July 2014 that has been paid in August 2014.

The table below outlines the holdings of the Company at 30 June 2014. All income securities continue to perform in line with expectations.

ISSUER	CALL DATE	MATURITY	FACE VALUE
IMB BUILDING SOCIETY	16-Sep-16	16-Sep-21	\$10,000,000
GENWORTH FINANCIAL	30-Jun-16	30-Jun-21	\$6,000,000
BANK OF QUEENSLAND	10-May-16	10-May-21	\$10,000,000
HBOS PLC (LLOYDS)		1-May-17	\$2,000,000
BANK OF AMERICA		14-Feb-17	\$6,900,000
ROYAL BANK OF SCOTLAND		27-Oct-14	\$5,000,000

The expected maturity of the Company is no later than 30 June 2022, after which it is anticipated the Company will be wound up, with all capital returned to shareholders.

#### COMPANY ACTIVITY

All income securities held within the portfolio of AMYF2 continue to perform as expected, and pay coupons/dividends accordingly.

#### GLOBAL MARKETS SUMMARY

Financial markets globally have seen a year marked by low yields, central banks attempting to bolster their respective economies with accommodative monetary policies, and heightened geopolitical events.

In the US, risk assets continue to perform well with the ongoing low rate environment, an improving economic backdrop and ongoing solid corporate results. The measured tapering of the US Federal Reserve (Fed) bond purchase program is expected to be completed in October 2014. As such markets are focusing now on timing of US rate hikes amid a more stable employment environment, inflationary risks and moderate economic growth.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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## CHAIRMAN'S LETTER

### FOR THE YEAR ENDED 30 JUNE 2014

Europe continues to struggle to gain momentum in its recovery, with price stability being a real threat for the region. European Central Bank (ECB) launched its targeted long-term refinancing operation (TLTRO), with the idea to provide banks with cheap funding to help promote credit growth.

The past 12 months have seen increased volatility and tensions in emerging markets, but despite this emerging market equity bourses have rebounded.

#### DOMESTIC MARKET SUMMARY

The continuation of the low yield environment has continued into FY14, with the RBA maintaining its current approach, electing to leave rates on hold at 2.5%. The central bank remains cautious as a result of mixed domestic and global data. Australian corporate bond yields have continued their downward trend, influenced by high demand globally and domestically for AUD denominated bonds. This has led to a flattening of the interest rate curve and tightening of credit spreads.

New debt issuance at July 2014 remains in line with year to date 2013 numbers. However, a strong theme is the diminishing supply of new bonds below single A rated credits. Furthermore long dated deals have dominated new deal issuance in the kangaroo debt market and with the majority of new issuances being nine years plus in maturities.

As a result of the flattening interest curve and tightening credit spreads, the Bloomberg Australian Corporate Bond BBB five-year composite yield dropped below 5%. Australian corporate debt yields have not been lower since 2000.



**Mr Maximilian Sean Walsh**

**Chairman**

29 August 2014

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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## CORPORATE GOVERNANCE STATEMENT

### FOR THE YEAR ENDED 30 JUNE 2014

Unless disclosed below, all the best practice recommendations as set out in the 2nd Edition of the ASX Corporate Governance Principles and Recommendations have been applied for the entire financial year ended 30 June 2014.

#### Board Roles and Responsibilities

The Board is responsible for the overall operation, strategic direction, leadership and integrity of Australian Masters Yield Fund No 2 Limited (**Company**) and, in particular, is responsible for the Company's growth and profitability. In meeting its responsibilities, the Board shall undertake the following functions:

- providing and implementing the Company's strategic direction
- reviewing and overseeing the operation of systems of risk management ensuring that the significant risks facing the Company are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with
- ensuring the Board is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and the best standards of governance
- reviewing and overseeing internal compliance and legal regulatory compliance
- ensuring compliance with the Company's constitution and with the continuous disclosure requirements of the ASX Listing Rules and the *Corporations Act 2001*
- communicating with, and protecting the rights and interests of, all shareholders.

The responsibility for the operation and administration of the Company is delegated, by the Board, to the Manager as set out in the Board Policy and the Management Agreement. The Board ensures the Manager is appropriately qualified and experienced to discharge its responsibilities.

#### Board Composition

The skills, experience and expertise relevant to the position of each director who is in office at the date of the annual report and their term of office are detailed in the Directors' Report. The names of the directors of the Company are:

Mr Maximilian Sean Walsh (Non-Executive Chairman)

Mr Daryl Albert Dixon (Non-Executive Director)

Mr Alan Cochrane Dixon (Non-Executive Director)

Mr Christopher Matthew Brown (Non-Executive Director)

Mr Alexander Gen MacLachlan (Non-Executive Director)

The Company has no executives or executive directors. All directors are associated with the Manager, Dixon Advisory & Superannuation Services Limited, changed to Walsh & Company Asset Management Pty Limited (**Manager**), effective 30 April 2014, however the Board is of the view that given the relatively static nature of the Company's portfolio to be held and the rigid investment strategy and the size of the Company, it is not necessary for the Company to have any independent directors.

The Company recognises the ASX Recommendations with respect to establishing audit, remuneration and nomination committees as good corporate governance. However, considering the size and nature of the Company, the functions that would be performed by these committees are best undertaken by the Board. This is also in line with ASX Recommendations which recognise that "the ultimate responsibility of the integrity of a Company's financial reporting rests with the full board".

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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### FOR THE YEAR ENDED 30 JUNE 2014

The Board will review its view on committees in line with the ASX Recommendations and in light of any changes to the size or nature of the Company and, if required, may establish committees to assist it in carrying out its functions.

At that time the Board will adopt a charter for such committees in accordance with the ASX Recommendations and industry best practices.

It is the Board's policy to determine the terms and conditions relating to the appointment and retirement of non-executive directors on a case-by-case basis and in conformity with the requirements of the Listing Rules and the *Corporations Act 2001*. In accordance with the corporate governance policy, directors are entitled to seek independent advice at the expense of the Company.

#### **Code of Conduct**

Board members and Company officers are made aware of the requirements to follow corporate policies and procedures, to obey the law and to maintain appropriate standards of honesty and integrity at all times. In this regard the directors have adopted a code of conduct for directors and employees. The code of conduct covers ethical operations, compliance with laws, dealings with customers and public officials, conflicts of interest, confidential and proprietary information and insider trading. A copy of the code of conduct is available on the Company website under the shareholder information section.

#### **Diversity**

The Company recognises the ASX recommendation with respect to gender diversity. Noting that the current composition of the board is all male, the directors will annually assess the progress and commercial viability in seeking to appoint a female director who can add to the skill set of the Board.

#### **Share Trading Policy**

The Company's code of conduct provides that no director or employee shall purchase or sell Company securities while in possession of material information concerning the Company or such a company that has not previously been generally disclosed to the investing public for at least two business days. Nor shall an employee inform any individual or entity of any such material information, except in the necessary course of business.

Directors are required to give prior notice to the chairman of any dealings in Company securities by themselves or their associates and to provide particulars of any transactions immediately following execution. The company secretary is to make the requisite notifications to ASX within two days of each such transaction.

#### **Continuous Disclosure**

All directors have been made aware of the continuous disclosure requirements of the ASX Listing Rules and have been provided with a copy of the relevant rules and guidance notes.

The directors have allocated responsibility to the company secretary to alert the board to any operational or regulatory matters, respectively, which they consider may require disclosure to the market under the continuous disclosure requirements of the ASX Listing Rules. The directors then consider and approve the form of any such announcement.

All Company announcements require the approval of the Board with provision for available directors, including the chairman, to approve urgent announcements. The Company Secretary is responsible for communication with ASX. The chairman is responsible for all media contact and comment.

The annual report contains a review of operations.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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FOR THE YEAR ENDED 30 JUNE 2014

### Shareholder Communication

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- through the release of information to the market via the ASX
- through the distribution of the annual report and notices of annual general meeting
- through shareholder meetings and investor relations presentations
- by posting relevant information on the Company website.

The independent auditor attends the annual general meeting to respond to questions from shareholders on the conduct of the audit and the preparation and content of the audit report.

### Rights of Shareholders

The Board of Directors has developed a strategy within its Continuous Disclosure Policy to ensure that shareholders are informed of all major developments affecting the Company's performance, activities and state of affairs. This includes having a website to facilitate communication with shareholders via electronic methods. In addition, the Company publishes regular shareholder communications, such as half-yearly and annual reports and provides shareholders with an opportunity to access such reports and other releases electronically.

The Board encourages full participation of shareholders at the Company's annual general meeting to ensure a high level of accountability and identification with the Company's strategy. The external auditor will also be invited to attend the annual general meeting of shareholders and will be available to answer any questions concerning the conduct, preparation and content of the auditor's report.

### Risk Management

The Board oversees the risk management process of identification, assessment, monitoring and managing the significant areas of risk applicable to the Company and its operations. It has not established a separate committee to deal with these matters as the directors consider the size and nature of the Company and its operations to not warrant a separate committee at this time. The Board liaises with, and oversees, the Manager in the application of the risk management protocols. The Manager is responsible for monitoring the performance and risk parameters of investments and keeping the Board apprised of any market and/or Company-specific developments that may impact on the Company's investments.

The Board receives a letter half-yearly from the Company's external auditor regarding its procedures, and reporting that the financial records have been properly maintained and the financial statements comply with the Accounting Standards.

The Manager provides half-yearly declarations required by Section 295A of the *Corporations Act 2001* and confirms that in its opinion the financial statements and accompanying notes comply with the Accounting Standards and give a true and fair view, based on its review of the internal control systems, management of risk, the financial statements and the letter from the Company's external auditor.

Details of the Company's financial risk management are set out in the notes to the financial statements.

# **AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

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## **CORPORATE GOVERNANCE STATEMENT**

**FOR THE YEAR ENDED 30 JUNE 2014**

### **Performance Evaluation**

The Board will review its performance annually by discussion and by individual communication with the Chairman, and by reference to generally accepted Board performance standards.

### **Remuneration Policies**

Due to the relatively small size of the Company and its operations, the Board does not consider it appropriate, at this time, to form a separate committee to deal with the remuneration of directors.

In accordance with the Company's constitution, each director may be paid remuneration for ordinary services performed as a director. Under ASX Listing Rules, the maximum fees payable to directors may not be increased without the prior approval from the Company in a general meeting. Directors will seek approval from time to time as deemed appropriate.

Under the Company's constitution, each director may be paid remuneration for ordinary services performed as a director. However, Maximilian Walsh, Daryl Dixon, Alan Dixon, Christopher Brown and Alexander MacLachlan have agreed not to be paid any remuneration for the services they perform as directors.

Remuneration of the directors during the year ended 30 June 2014 is set out in the Directors' Report and in the notes to the financial statements.

### **Recognition of Legitimate Interests of Stakeholders**

As detailed above, the Company has adopted a code of conduct which 'inter alia' deals with compliance with legal and other obligations to legitimate stakeholders. The full code of conduct is available on the Company website under the shareholder information section.

### **Other Information**

Further information relating to the Company's corporate governance practices and policies has been made publicly available on the Company's website at [www.amyf.com.au](http://www.amyf.com.au).

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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## DIRECTORS' REPORT

### FOR THE YEAR ENDED 30 JUNE 2014

The directors present their report, together with the financial statements of, Australian Masters Yield Fund No 2 Limited (**Company**) for the year ended 30 June 2014.

#### Directors

The names of the directors in office at any time during, or since the end of the year are:

Mr Maximilian Sean Walsh – Non-Executive Chairman  
Mr Daryl Albert Dixon – Non-Executive Director  
Mr Alan Cochrane Dixon – Non-Executive Director  
Mr Christopher Matthew Brown – Non-Executive Director  
Mr Alexander Gen MacLachlan – Non-Executive Director

Directors have been in office since the start of the year to the date of this report unless otherwise stated.

#### Company Secretaries

The names of the Company Secretaries in office at the date of this report are Ms Hannah Chan and Ms Karen Luu.

#### Principal Activities and Significant Changes in Nature of Activities

The principal activity of the Company during the financial year was investing in Australian dollar denominated securities. There were no significant changes in the nature of these activities of the Company during the year.

#### Results and Review of Operations

The Company has fully invested in a portfolio of Australian dollar denominated income securities with a face value of \$39.9 million.

The profit of the Company for the year ended 30 June 2014, after providing for income tax, declined to \$1,674,873 (2013: \$1,924,760). The decline in the Company's profit was primarily driven by the fall in interest received from floating rate investments following the Reserve Bank of Australia (**RBA**) decision to cut official cash rates during last financial year.

During the year the Company has distributed, or provided for, fully franked dividends of \$3.80 per share, the net asset value per share was \$100.66 at 30 June 2014 (2013: \$100.52).

The weighted average number of ordinary shares for the year was 425,102 (2013: 425,102). The basic and diluted earnings per share after tax was \$3.94 compared to \$4.53 for the previous year.

Further details are included in the Chairman's Letter which forms part of this financial report.

Effective 30 April 2014, the Manager and Issue Manager of the Company changed from Dixon Advisory & Superannuation Services Limited (**DASS**) to Walsh & Company Asset Management Pty Limited (**Walsh AM**). Walsh AM is also a member of the Dixon Advisory Group Limited, the parent company of DASS. Walsh AM utilises the same resources of the Dixon Advisory Group Limited as available to DASS to manage the Company. There was no change in the fee structure for the change in Manager.

# **AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

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## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 30 JUNE 2014**

#### **Dividends Paid or Recommended**

During the year, the Company paid four fully franked dividends of \$1.00 per share on 22 August 2013, \$0.95 per share on 25 November 2013, \$0.95 per share on 19 February 2014 and \$0.90 per share on 14 May 2014. The total amount of the dividends paid during the year was \$1,615,388 (\$3.80 per share).

#### **Significant Changes in State of Affairs**

There were no significant changes in the state of affairs of the Company which occurred during the year ended 30 June 2014.

#### **After Balance Date Events**

On 31 July 2014, the Company announced a fully franked dividend of \$0.94 per share. The dividend was paid to shareholders on 18 August 2014.

Other than the matter discussed above, there has not arisen in the interval between the end of the financial period and the date of this report any other item, transaction or event of material and unusual nature likely, in the opinion of the directors, to significantly affect the operations of the Company, the result of those operations, or the state of affairs of the Company, in future financial years.

#### **Future Developments, Prospects and Business Strategies**

The Company is fully invested and will continue to hold all existing investments until maturity. The Company may seek shareholder approval from time to time to return capital derived from the maturity of its investments to shareholders.

#### **Environmental Issues**

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

#### **Options**

No options over issued shares or interests in the Company were granted during, or since the end of, the financial year, and there were no options outstanding at the date of this report.

#### **Indemnifying Officers or Auditor**

Indemnities have been given during, or since the end of, the year for all of the Directors of the Company.

No indemnities have been given or insurance premiums paid during, or since the end of, the year for the auditor of the Company.

#### **Proceedings on Behalf of Company**

No person has applied for leave of the Court to bring proceedings on behalf of the Company or 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 any part of, those proceedings.

The Company was not a party to any such proceedings during the year.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**Directors' Meetings**

Attendance of individual directors at board meetings held during the year ended 30 June 2014 was as follows:

	<b>Meetings Held</b>	<b>Meetings Attended</b>
Maximilian Walsh	4	4
Daryl Dixon	4	4
Alan Dixon	4	4
Christopher Brown	4	4
Alexander MacLachlan	4	4

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**Information on Directors**

**Maximilian Sean Walsh** AM, BEc (USyd)

Non-Executive Chairman

Max is regarded as one of Australia's leading economists and business journalists. He has specialised experience in the areas of business, economics and politics in a journalistic career spanning nearly 50 years.

He has been editor and managing editor of The Australian Financial Review and Editor-in-Chief of The Bulletin. He also served on the board of Northern Star TV (predecessor to Channel Ten) and is presently the Deputy Chairman of the Responsible Entity of US Masters Residential Property Fund. Further, Max serves as Chairman for the Australian Masters Yield Fund Series and the Australian Masters Corporate Bond Fund Series, and serves as Non-Executive Chairman of Asian Masters Fund Limited and Global Resource Masters Fund Limited. Max also serves as a director of Australian Governance Masters Index Fund Limited.

- Max was appointed as director and non-executive chairman on 28 June 2010.
- He directly holds 1 and beneficially holds 3,000 fully paid ordinary shares in the capital of the Company.
- During the past three years, he has acted as either a non-executive director or a director of the responsible entity of the following Australian listed public entities:
  - Asian Masters Fund Limited (since 2007)
  - Australian Governance Masters Index Fund Limited (since 2009)
  - Australian Masters Corporate Bond Fund No 1 Limited (since 2008, delisted 14 July 2011)
  - Australian Masters Corporate Bond Fund No 2 Limited (since 2008, delisted 15 July 2011)
  - Australian Masters Corporate Bond Fund No 3 Limited (since 2008, delisted 20 December 2011)
  - Australian Masters Corporate Bond Fund No 4 Limited (since 2008, delisted 14 January 2013)
  - Australian Masters Corporate Bond Fund No 5 Limited (since 2009)
  - Australian Masters Yield Fund No 1 Limited (since 2010)
  - Australian Masters Yield Fund No 3 Limited (since 2011)
  - Global Resource Masters Fund Limited (since 2008)
  - US Masters Residential Property Fund (since 2008)
  - US Select Private Opportunities Fund (since 2008 until 23 April 2014).

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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## DIRECTORS' REPORT

### FOR THE YEAR ENDED 30 JUNE 2014

**Daryl Albert Dixon** MA (Hons) (Cambridge), BA (Hons) (UQ)

Non-Executive Director

Daryl is a graduate in economics of Cambridge and Queensland Universities and the founder of Dixon Advisory. Daryl has extensive experience in the areas of taxation, retirement incomes and social welfare policy. He is known in Australia as a leading financial expert, particularly in the area of superannuation.

Daryl has special expertise in personal and self managed super fund strategies, as well as extensive experience as a direct share investor in his own right. Daryl is Executive Chairman of the Responsible Entity of US Masters Residential Property Fund and a director of the Australian Masters Yield Fund 1-3 and the Australian Masters Corporate Bond Fund Series.

Daryl has worked previously for the International Monetary Fund, the Federal Treasury, Department of Finance and the Social Welfare Policy Secretariat. Daryl was also a member of the Fraser Government's Occupational Superannuation Task Force.

- Daryl was appointed as non-executive director on 8 February 2011.
- He beneficially holds 500 fully paid ordinary shares in the capital of the Company.
- During the past three years, he has acted as either a non-executive director or a director of the responsible entity of the following Australian listed public entities:
  - Asian Masters Fund Limited (since 2007 until 31 December 2010)
  - Australian Masters Corporate Bond Fund No 1 Limited (since 2008, delisted 14 July 2011)
  - Australian Masters Corporate Bond Fund No 2 Limited (since 2008, delisted 15 July 2011)
  - Australian Masters Corporate Bond Fund No 3 Limited (since 2008, delisted 20 December 2011)
  - Australian Masters Corporate Bond Fund No 4 Limited (since 2008, delisted 14 January 2013)
  - Australian Masters Corporate Bond Fund No 5 Limited (since 2009)
  - Australian Masters Yield Fund No 1 Limited (since 2010)
  - Australian Masters Yield Fund No 3 Limited (since 2011)
  - US Masters Residential Property Fund (since 2011)
  - US Select Private Opportunities Fund (since 2002 until 23 April 2014).

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**Alan Cochrane Dixon** BCom (ANU), CA

Non-Executive Director

Alan has been providing financial advisory services to corporations, institutions and individuals for more than 18 years. Until December 2000, he worked for various investment banks, including ABN AMRO (where he was an Associate Director in Mergers and Acquisitions and Equity Capital Markets) and Ord Minnett Corporate Finance. Since January 2001, he operated as a Group Managing Director of the Dixon Advisory Group. Dixon Advisory provides a complete suite of financial services, employs more than 300 people and has close to \$4 billion of funds under administration across over 4,500 self managed super funds.

During 2012, Alan re-located to New York and is now the Managing Director and CEO, Dixon Advisory USA. His primary executive responsibility is the day-to-day management of US Masters Residential Property Fund. Alan currently serves as a director of the Australian Masters Yield Fund Series 1 to 3, the Australian Corporate Bond Fund Series and a director of the Responsible Entity of US Masters Residential Property Fund.

Alan has a Bachelor of Commerce from the Australian National University and is a Member of the Institute of Chartered Accountants in Australia. He is also a SPAA Accredited SMSF Specialist Advisor™.

- Alan was appointed as non-executive director on 8 February 2011.
- He beneficially holds 1,000 fully paid ordinary shares in the capital of the Company.
- During the past three years, he has acted as either a non-executive director or a director of the responsible entity of the following Australian listed public entities:
  - Asian Masters Fund Limited (since 2007 until 31 December 2010)
  - Australian Masters Corporate Bond Fund No 1 Limited (since 2008, delisted 14 July 2011)
  - Australian Masters Corporate Bond Fund No 2 Limited (since 2008, delisted 15 July 2011)
  - Australian Masters Corporate Bond Fund No 3 Limited (since 2008, delisted 20 December 2011)
  - Australian Masters Corporate Bond Fund No 4 Limited (since 2008, delisted 14 January 2013)
  - Australian Masters Corporate Bond Fund No 5 Limited (since 2009)
  - Australian Masters Yield Fund No 1 Limited (since 2010)
  - Australian Masters Yield Fund No 3 Limited (since 2011)
  - US Masters Residential Property Fund (since 2011)
  - US Select Private Opportunities Fund (since 2002 until 23 April 2014)
  - van Eyk Three Pillars Limited (since 2009 until 31 October 2011).

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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**Christopher Matthew Brown** BChem Eng (Hons) (USyd), BCom (USyd)

Non-Executive Director

Chris is a director of the Australian Masters Yield Fund Series, the Australian Masters Corporate Bond Fund Series, the Responsible Entity of US Masters Residential Property Fund and serves as Managing Director and Chief Executive Officer at Dixon Advisory Australia.

Prior to joining Dixon Advisory, Chris was an Executive Director at UBS AG in the Investment Banking Division in Sydney. Over his 8 years at UBS, he provided capital markets and mergers & acquisitions advice to many different public and private companies in Australia and overseas. Chris specialised in providing this advice to industrial, utility, infrastructure, property and financial companies. Chris spent several years in the UBS Mergers & Acquisitions Group in New York working on transactions in chemicals, health care, consumer products, media, telecoms, technology, insurance and utilities.

Before joining UBS, Chris also worked in the investment banking division of ABN AMRO where he focused on mergers and acquisitions along with capital markets advice to companies in the Australian property sector.

Before his career in investment banking, Chris worked for a Sydney-based property funds management company and a chemical engineering and design company. Chris has a Bachelor of Chemical Engineering with first class honours and a Bachelor of Commerce, both from University of Sydney.

- Chris was appointed as non-executive director on 28 June 2010.
- He beneficially holds 50 fully paid ordinary shares in the capital of the Company.
- During the past three years, he has acted as either a non-executive director or a director of the responsible entity of the following Australian listed public entities:
  - Australian Masters Corporate Bond Fund No 1 Limited (since 2009, delisted 14 July 2011)
  - Australian Masters Corporate Bond Fund No 2 Limited (since 2009, delisted 15 July 2011)
  - Australian Masters Corporate Bond Fund No 3 Limited (since 2009, delisted 20 December 2011)
  - Australian Masters Corporate Bond Fund No 4 Limited (since 2008, delisted 14 January 2013)
  - Australian Masters Corporate Bond Fund No 5 Limited (since 2009)
  - Australian Masters Yield Fund No 1 Limited (since 2010)
  - Australian Masters Yield Fund No 3 Limited (since 2011)
  - Australian Masters Yield Fund No 4 Limited (since 2011)
  - US Masters Residential Property Fund (since 2011)
  - US Select Private Opportunities Fund (since 2011 until 23 April 2014)
  - van Eyk Three Pillars Limited (since 2009 until 31 October 2011).

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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## DIRECTORS' REPORT

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**Alexander Gen MacLachlan** BA (Cornell), MBA (Wharton)

Non-Executive Director

Alex MacLachlan is currently Chairman of the Responsible Entity for Emerging Markets Masters Fund, Australian Property Opportunities Fund I, Australian Property Opportunities Fund II, US Select Private Opportunities Fund I and US Select Private Opportunities Fund II and Managing Director of Global Resource Masters Fund and Australian Governance Masters Index Fund Limited. Alex also serves as a director of the Australian Masters Yield Fund Series, the Australian Masters Corporate Bond Fund Series and Asian Masters Fund Limited and of the Responsible Entity for US Masters Residential Property Fund.

Alex joined Dixon Advisory in 2008 to lead the Funds Management division. Following his success in growing the division, Alex moved to New York in mid- 2013. He is currently the CEO of Funds Management Dixon Advisory Australia and the Head of Strategy of Dixon Advisory USA.

Before joining Dixon Advisory, Alex was an investment banker specialising in the natural resources sector, most recently serving as head of energy, Australasia, for UBS AG in Sydney and prior to that as an investment banker at Credit Suisse First Boston. During his career as an investment banker, Alex advised many of Australia's and the world's leading natural resources companies, working with over 30 companies on more than \$100 billion in announced mergers and acquisitions and capital markets transactions.

Before specialising in natural resources investment banking, Alex worked in the Japanese Government Bond derivatives markets in London, New York and Sydney.

Alex has a Bachelor of Arts from Cornell University and a Master of Business Administration from The Wharton School, University of Pennsylvania.

- Alex was appointed as non-executive director on 28 June 2010.
- He beneficially holds 50 fully paid ordinary shares in the capital of the Company.
- During the past three years, he has acted as either a non-executive director or a director of the responsible entity of the following Australian listed public entities:
  - Asian Masters Fund Limited (since 2009)
  - Australian Masters Corporate Bond Fund No 1 Limited (since 2009, delisted 14 July 2011)
  - Australian Masters Corporate Bond Fund No 2 Limited (since 2009, delisted 15 July 2011)
  - Australian Masters Corporate Bond Fund No 3 Limited (since 2009, delisted 20 December 2011)
  - Australian Masters Corporate Bond Fund No 4 Limited (since 2008, delisted 14 January 2013)
  - Australian Masters Corporate Bond Fund No 5 Limited (since 2009)
  - Australian Masters Yield Fund No 1 Limited (since 2010)
  - Australian Masters Yield Fund No 3 Limited (since 2011)
  - Australian Masters Yield Fund No 4 Limited (since 2011)
  - Global Resource Masters Fund Limited (since 2008)
  - Emerging Markets Master Fund (since 2012)
  - US Masters Residential Property Fund (since 2011)
  - US Select Private Opportunities Fund (since 2011)
  - US Select Private Opportunities Fund II (since 2012)
  - van Eyk Three Pillars Limited (since 29 September 2009 until 31 October 2011).

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**Information on Company Secretaries**

**Hannah Chan** BCom (UNSW), MCom (USyd), CA  
Company Secretary

Hannah has a Bachelor of Commerce degree in Finance from the University of NSW and a Master of Commerce degree in Accounting from the University of Sydney. She is also a Chartered Accountant with the Institute of Chartered Accountants in Australia. Prior to joining the Manager, Hannah gained extensive audit experience while working with Deloitte Touche Tohmatsu and Ernst & Young.

Hannah was appointed as Company Secretary on 28 June 2010.

**Karen Luu** BEc (UNSW), CA  
Company Secretary

Karen has a Bachelor of Economics degree, majoring in Accounting and Economics, from the University of NSW. She is a Chartered Accountant with the Institute of Chartered Accountants in Australia. Karen is concurrently the Company Secretary of Australian Masters Corporate Bond Fund No 5 Limited, Australian Masters Yield Fund Series, Australian Governance Masters Index Fund Limited, Asian Masters Fund Limited and Global Resource Masters Fund Limited.

Karen was appointed as Company Secretary on 1 February 2012.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2014

### Remuneration Report

#### (a) Remuneration Policy

Under the Company's constitution, each director may be paid remuneration for ordinary services performed as a director. However, Maximilian Walsh, Daryl Dixon, Alan Dixon, Christopher Brown and Alexander MacLachlan have agreed not to be paid any remuneration for the services they perform as directors. Aside from the directors there are no other key management personnel.

Maximilian Walsh, Daryl Dixon, Alan Dixon, Christopher Brown and Alexander MacLachlan are also directors of the Manager.

#### (b) Key Management Personnel Remuneration

Details of remuneration paid during the year to directors and officers are set out in the table below.

##### 2014

Directors	Salary, fees and commission \$	Superannuation Contributions \$	Cash bonus \$	Non-cash benefits \$	Other \$	Total \$
Maximilian Walsh	-	-	-	-	-	-
Daryl Dixon	-	-	-	-	-	-
Alan Dixon	-	-	-	-	-	-
Christopher Brown	-	-	-	-	-	-
Alexander MacLachlan	-	-	-	-	-	-
Total	-	-	-	-	-	-

##### 2013

Directors	Salary, fees and commission \$	Superannuation Contributions \$	Cash bonus \$	Non-cash benefits \$	Other \$	Total \$
Maximilian Walsh	-	-	-	-	-	-
Daryl Dixon	-	-	-	-	-	-
Alan Dixon	-	-	-	-	-	-
Christopher Brown	-	-	-	-	-	-
Alexander MacLachlan	-	-	-	-	-	-
Total	-	-	-	-	-	-

#### (c) Service Agreements

The Company does not presently have formal service agreements or employment contracts with any of the key management personnel.

#### (d) Directors Protection Deeds

The Company has agreed to provide access to board papers and minutes to current and former directors of the Company while they are directors and for a period of 7 years after they cease to be directors.

The Company has agreed to indemnify, to the extent permitted by the *Corporations Act 2001*, each officer in respect of certain liabilities, which the director may incur as a result of, or by reason of (whether solely or in part), being or acting as a director of the Company.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**Remuneration Report (cont.)**

**(e) Beneficial and Relevant Interest of Directors in Shares**

At the date of this report, details of directors who hold shares for their own benefit or who have an interest in holdings through a third party and the total number of such shares held are listed as follows:

<b>Director</b>	<b>No. of shares</b>
Maximilian Walsh	3,001
Daryl Dixon	500
Alan Dixon	1,000
Christopher Brown	50
Alexander MacLachlan	50

**(f) Related-Party Transactions**

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated and are as follows:

*Dixon Advisory & Superannuation Services Limited*

Mr Maximilian Walsh, Mr Daryl Dixon, Mr Alan Dixon, Mr Christopher Brown and Mr Alexander MacLachlan are directors of the Company, the Manager and Issue Manager, Dixon Advisory & Superannuation Services Limited.

*Walsh & Company Asset Management Pty Limited*

Effective 30 April 2014, the Manager and Issue Manager of the Company changed from Dixon Advisory & Superannuation Services Limited (**DASS**) to Walsh & Company Asset Management Pty Limited (**Walsh AM**). Walsh AM is also a member of the Dixon Advisory Group Limited, the parent company of DASS. Walsh AM utilises the same resources of the Dixon Advisory Group Limited as available to DASS to manage the Company. There was no change in the fee structure for the change in Manager.

Mr Maximilian Walsh, Mr Daryl Dixon, Mr Alan Dixon, Mr Christopher Brown and Mr Alexander MacLachlan are directors of the Company and directors of the Manager and Issue Manager, Walsh AM.

*Management Fee*

The Manager is entitled to receive an annualised management fee of 0.59% (exclusive of GST) of the value of the Portfolio. The management fee paid or payable to Dixon Advisory & Superannuation Services Limited for the year was \$308,613 (2013: \$278,774), inclusive of GST. No management fees are outstanding to the Manager at year-end. The management fee paid or payable to Walsh & Company Asset Management Pty Limited for the year ended was \$61,723 (2013: Nil). No management fees are outstanding to the Manager at the year-end.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 30 JUNE 2014

#### Non-Audit Services

During the year, Deloitte Private Pty Ltd, a related party of the Company's auditor, performed tax review services for the Company.

The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the Board of Directors prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to Deloitte Touche Tohmatsu and its related party for non-audit services provided for the year ended 30 June 2014.

	\$
Tax Compliance	2,200
	<b>2,200</b>

#### Auditor's Independence Declaration

A copy of the lead auditor's independence declaration for the year ended 30 June 2014 as required under Section 307C of the *Corporations Act 2001* is set out on page 17.

Made in accordance with a resolution of the board of directors made pursuant to Section 298(2) of the *Corporations Act 2001*.



**Mr Maximilian Sean Walsh**

**Chairman**

29 August 2014

The Board of Directors  
Australian Masters Yield Fund No 2 Limited  
Level 15  
100 Pacific Highway  
NORTH SYDNEY NSW 2060

29 August 2014

Dear Board Members

### **Australian Masters Yield Fund No 2 Limited**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Australian Masters Yield Fund No 2 Limited.

As lead audit partner for the audit of the financial statements of Australian Masters Yield Fund No 2 Limited for the financial year ended 30 June 2014, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely



DELOITTE TOUCHE TOHMATSU



Michael Kaplan  
Partner  
Chartered Accountants

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

**ABN 48 144 883 509**

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2014**

	Notes	2014 \$	2013 \$
Revenue	2	2,837,561	3,117,529
Management and administration fee	14	(345,086)	(259,767)
Accounting and audit fees		(30,356)	(31,525)
Registry fees		(21,379)	(15,848)
Listing fees		(15,989)	(31,819)
Other expenses		(32,075)	(28,913)
<b>Profit before income tax</b>		<b>2,392,676</b>	<b>2,749,657</b>
Income tax expense	3	(717,803)	(824,897)
<b>Profit for the year</b>		<b>1,674,873</b>	<b>1,924,760</b>
<b>Other comprehensive income</b>		-	-
<b>Total other comprehensive income for the year, net of tax</b>		-	-
<b>Total comprehensive income for the year</b>		<b>1,674,873</b>	<b>1,924,760</b>
<b>Earnings per share</b>			
<b>Basic earnings per share</b>	12	<b>3.94</b>	<b>4.53</b>
<b>Diluted earnings per share</b>	12	<b>3.94</b>	<b>4.53</b>

The Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the notes to the financial statements.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**STATEMENT OF FINANCIAL POSITION**  
**AT 30 JUNE 2014**

	Notes	2014 \$	2013 \$
<b>Assets</b>			
<i>Current</i>			
Cash and cash equivalents	5	3,809,958	4,254,076
Other receivables	6	28,539	33,516
Financial assets	7	4,965,885	-
<b>Total Current Assets</b>		<b>8,804,382</b>	<b>4,287,592</b>
<i>Non-Current</i>			
Financial assets	7	34,099,988	38,558,747
Deferred tax assets	8	52,459	99,338
<b>Total Non-Current Assets</b>		<b>34,152,447</b>	<b>38,658,085</b>
<b>Total Assets</b>		<b>42,956,829</b>	<b>42,945,677</b>
<b>Liabilities</b>			
<i>Current</i>			
Other payables	9	37,502	20,046
Current tax liabilities	10	127,378	193,167
<b>Total Current Liabilities</b>		<b>164,880</b>	<b>213,213</b>
<b>Total Liabilities</b>		<b>164,880</b>	<b>213,213</b>
<b>Net Assets</b>		<b>42,791,949</b>	<b>42,732,464</b>
<b>Equity</b>			
Issued capital	11	41,961,083	41,961,083
Retained earnings		830,866	771,381
<b>Total Equity</b>		<b>42,791,949</b>	<b>42,732,464</b>

The Statement of Financial Position is to be read in conjunction with the notes to the financial statements.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

**ABN 48 144 883 509**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2014**

	Notes	Issued capital \$	Retained earnings \$	Total \$
<b>Balance at 1 July 2012</b>		<b>41,961,083</b>	<b>865,856</b>	<b>42,826,939</b>
Profit for the year		-	1,924,760	1,924,760
Other comprehensive income		-	-	-
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>1,924,760</b>	<b>1,924,760</b>
Dividends paid	4		(2,019,235)	(2,019,235)
<b>Balance at 30 June 2013</b>		<b>41,961,083</b>	<b>771,381</b>	<b>42,732,464</b>
<b>Balance at 1 July 2013</b>		<b>41,961,083</b>	<b>771,381</b>	<b>42,732,464</b>
Profit for the year		-	1,674,873	1,674,873
Other comprehensive income		-	-	-
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>1,674,873</b>	<b>1,674,873</b>
Dividends paid	4	-	(1,615,388)	(1,615,388)
<b>Balance at 30 June 2014</b>		<b>41,961,083</b>	<b>830,866</b>	<b>42,791,949</b>

The Statement of Changes in Equity is to be read in conjunction with the notes to the financial statements.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

	Notes	2014 \$	2013 \$
<b>Cash flows from operating activities</b>			
Interest received from investments		2,213,907	2,482,434
Interest received from bank		121,845	153,843
Management fees paid		(370,336)	(278,774)
Payments to suppliers		(86,804)	(108,940)
Net tax paid		(707,342)	(841,903)
Net cash flows provided by operating activities	13(a)	1,171,270	1,406,660
<b>Cash flows from investing activities</b>			
Net cash flows (used in) investing activities		-	-
<b>Cash flows from financing activities</b>			
Dividends paid	4	(1,615,388)	(2,019,235)
Net cash flows (used in) financing activities		(1,615,388)	(2,019,235)
<b>Net (decrease) in cash and cash equivalents</b>		<b>(444,118)</b>	<b>(612,575)</b>
<b>Cash and cash equivalents at beginning of the year</b>		<b>4,254,076</b>	<b>4,866,651</b>
<b>Cash and cash equivalents at end of the year</b>	13(b)	<b>3,809,958</b>	<b>4,254,076</b>

The Statement of Cash Flows is to be read in conjunction with the notes to the financial statements.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 30 JUNE 2014

The financial report covers Australian Masters Yield Fund No 2 Limited (**Company**) as an individual entity. Australian Masters Yield Fund No 2 Limited is a company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange Limited (**ASX**).

The financial report has been approved for issue in accordance with a resolution of the directors on 29 August 2014.

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial report.

#### 1. Summary of Significant Accounting Policies

##### Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. For the purposes of preparing the financial statements, the Company is a for-profit entity.

The comparative period is for the year from 1 July 2012 to 30 June 2013.

##### Application of new and revised accounting standards

##### ***New and revised AASBs affecting amounts reported and/or disclosures in the financial statements***

In the current year, the Company has applied the following new and revised AASBs issued by the Australian Accounting Standards Board (AASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2013.

- AASB 2011-4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'
- AASB 2012-2 'Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities'
- AASB 2012-5 'Amendments to Australian Accounting Standards arising from Annual improvements 2009-2011 Cycle'
- AASB 2012-9 Amendment to AASB 2048 arising from the Withdrawal of Australian Interpretation 1039'
- AASB CF 2013-1 'Amendments to the Australian Conceptual Framework' and AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, materiality and Financial Instruments' (Part A Conceptual Framework)
- AASB 10 'Consolidated Financial Statements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 11 'Joint Arrangements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 30 JUNE 2014

#### 1. Summary of Significant Accounting Policies (cont.)

##### Application of new and revised accounting standards (cont.)

##### *New and revised AASBs affecting amounts reported and/or disclosures in the financial statements (cont.)*

- AASB 12 'Disclosure of Interests in Other Entities and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 13 'Fair Value Measurement' and AASB 2011-8 'Amendments to Australian Accounting Standards arising from AASB 13'
- AASB 2012-10 'Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments'
- AASB 119 'Employee Benefits' (2011) and AASB 2011-10 'Amendments to Australian Accounting Standards arising from AASB 119 (2011)'

With the exception of AASB 13 (refer below) adoption of the above standards had no material impact on the financial statements.

##### **Impact of the application of AASB 13**

The Company has applied AASB 13 for the first time in the current year. AASB 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of AASB 13 is broad; the fair value measurement requirements of AASB 13 apply to both financial instrument items and non-financial instrument items for which other AASBs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of AASB 2 'Share-based Payment', leasing transactions that are within the scope of AASB 117 'Leases', and measurements that have some similarities to fair value but are not fair value (for example, net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

AASB 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under AASB 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, AASB 13 includes extensive disclosure requirements.

AASB 13 requires prospective application from 1 July 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, the Company has not made any new disclosures required by AASB 13 for the 2013 comparative period. The application of AASB 13 has not had any material impact on the amounts recognised in the financial statements but has resulted in additional disclosures as shown in Note 16.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### Application of new and revised accounting standards (cont.)

##### *Standards and interpretations issued not yet adopted*

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective. The potential impact of the new or revised Standards and Interpretations has not yet been determined, but is not expected to be material.

<b>Standard/Interpretation</b>	<b>Effective for annual reporting periods beginning on or after</b>	<b>Expected to be initially applied in the financial year ending</b>
AASB 9 'Financial Instruments' (amendments issued in 2010 and 2013)	1 January 2018	30 June 2019
AASB 1031 'Materiality' (2013)	1 January 2014	30 June 2015
AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities'	1 January 2014	30 June 2015
AASB 2012-3 'Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets'	1 January 2014	30 June 2015
AASB 2013-4 'Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting'	1 January 2014	30 June 2015
AASB 2013-5 'Amendments to Australian Accounting Standards – Investment Entities'	1 January 2014	30 June 2015
AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments'	1 January 2014	30 June 2015
INT 21 'Levies'	1 January 2014	30 June 2015
AASB 2014-1 'Amendments to Australian Accounting Standards' <ul style="list-style-type: none"><li>- Part A: 'Annual Improvements 2010–2012 and 2011–2013 Cycles'</li><li>- Part B: 'Defined Benefit Plans: Employee Contributions (Amendments to AASB 119)'</li><li>- Part C: 'Materiality'</li></ul>	1 July 2014	30 June 2015
AASB 2014-1 'Amendments to Australian Accounting Standards' – Part D: 'Consequential Amendments arising from AASB 14'	1 January 2016	30 June 2017
AASB 2014-1 'Amendments to Australian Accounting Standards' – Part E: 'Financial Instruments'	1 January 2015	30 June 2016
AASB 14 'Regulatory Deferral Accounts'	1 January 2016	30 June 2017

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### Application of new and revised accounting standards (cont.)

#### *Standards and interpretations issued not yet adopted (cont.)*

At the date of authorisation of the financial statements, the following IASB Standards and IFRIC Interpretations were also in issue but not yet effective, although Australian equivalent Standards and Interpretations have not yet been issued.

<b>Standard/Interpretation</b>	<b>Effective for annual reporting periods beginning on or after</b>	<b>Expected to be initially applied in the financial year ending</b>
Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)	1 January 2016	30 June 2017
Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)	1 January 2016	30 June 2017
IFRS 15 'Revenue from Contracts with Customers'	1 January 2017	30 June 2018
Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41)	1 January 2016	30 June 2017
IFRS 9 Financial Instruments (2014) and all related amendments	1 January 2018	30 June 2019
Equity Method in Separate Financial Statements (Amendments to IAS 27)	1 January 2016	30 June 2017

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### (a) Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantively enacted, at the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted, or substantively enacted, at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off of current tax assets and liabilities exists and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### (b) Financial Instruments

Financial Instruments, incorporating financial assets and financial liabilities, are recognised when the Company becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by market place convention.

The Company has elected to early adopt "AASB 9 Financial Instruments", which was issued on 7 December 2009. AASB 9 includes requirements for the classification and measurement of financial assets. The Company has not early adopted subsequent amendments to AASB 9 issued in 2010 and 2013.

#### (i) Financial assets

##### *Initial recognition and measurement*

When financial assets are recognised initially, they are measured at fair value, plus in the case of financial assets not at fair value through profit and loss, directly attributable transaction costs.

The Company determines the classification of its financial assets at initial recognition.

##### *Subsequent measurement*

Financial assets are subsequently measured at amortised cost using the effective interest rate method, only if the following conditions are met, otherwise they are measured at fair value:

- a) where the financial asset is held within a business model with the objective to collect contractual cash flows; and
- b) contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate method is used to allocate interest income or interest expenses over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

#### (ii) Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### (iii) Financial liabilities

##### *Initial recognition and measurement*

Financial liabilities are classified as derivative and non-derivative instruments, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at amortised cost.

##### *Subsequent measurement*

Non-derivative instruments are subsequently measured at amortised cost using the effective interest rate method.

#### (iv) Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value is determined based on the bid price for all quoted investments in an active market. Valuation techniques are applied to determine the fair value for all unlisted securities and securities in markets that are not active, including recent arm's length transactions with reference to similar instruments and valuation techniques commonly used by market participants.

#### (c) Foreign Currency Transactions and Balances

##### *Functional and presentation currency*

The functional currency of the entity is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

##### *Transaction and balances*

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise the exchange difference is recognised in profit or loss.

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 1. Summary of Significant Accounting Policies (cont.)

#### (d) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

#### (e) Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

##### *Interest income*

Interest income is recognised in profit or loss using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

#### (f) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

In most cases, the Company qualifies for Reduced Input Tax Credits (RITCs) at a rate of 75%; hence expenses have been recognised in profit or loss net of the amount of GST recoverable from the Australian Taxation Office.

The net amount of GST recoverable from the Australian Taxation Office is included in Other Receivables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a gross basis.

#### (g) Trade and Other Payables

Trade payables and other payables are recognised when the Company becomes obliged to make future payments resulting from the purchase of goods and services. The balance is unsecured and is recognised as a current liability with the amount normally paid within 30 days of recognition of the liability.

#### (h) Provisions

Provisions are recognised where the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS**  
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**1. Summary of Significant Accounting Policies (cont.)**

**(i) Earnings Per Share**

Basic earnings per share is determined by dividing the profit/(loss) after income tax excluding any cost of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year. Diluted earnings per share is the same because there are no dilutive potential ordinary shares.

**(j) Operating Segments**

The Company is engaged in investing activities conducted in Australia and derives revenue from both fixed and variable interest financial assets.

**(k) Share Capital**

Ordinary shares are classified as equity. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

**(l) Critical Accounting Estimates and Judgements**

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data obtained both externally and within the Company.

**(m) Key Estimates and Judgements – Impairment**

The Investment Committee regularly reviews the investments held in the Company's portfolio and where it believes that impairment has occurred, or is likely to occur, it will normally seek to exit the position.

The Company follows the guidance of AASB 139 Financial Instruments: Recognition and Measurement in determining when a financial asset is impaired. This determination requires significant judgement.

In making this judgement, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost and the financial health of, and near-term business outlook for, the investee including industry and sector performance and operational and financing cash flows.

The Company is a long-term investor and does not regard short-term or cyclical movements in the unit price of its investments as evidence of impairment.

No impairment has been recognised in respect of financial assets.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**2. Revenue**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Interest from investments in financial assets	2,721,033	2,953,404
Interest from banks	106,204	153,940
Other income	10,324	10,185
	<b>2,837,561</b>	<b>3,117,529</b>

**3. Income Tax Expense**

(a) The components of tax expense comprise:

Current tax	670,924	777,945
Deferred tax	46,879	46,952
	<b>717,803</b>	<b>824,897</b>

(b) Prima facie tax on profit from ordinary activities  
before income tax at 30%

	717,803	824,897
	<b>717,803</b>	<b>824,897</b>

Applicable weighted average effective tax rate	30%	30%
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**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**4. Dividends Paid**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Dividends paid</b>		
Fully franked dividend \$1.35 per share paid on 25 July 2012	-	573,888
Fully franked dividend \$1.20 per share paid on 31 October 2012	-	510,123
Fully franked dividend \$1.15 per share paid on 13 February 2013	-	488,867
Fully franked dividend \$1.05 per share paid on 08 May 2013	-	446,357
Fully franked dividend \$1.00 per share paid on 22 August 2013	425,102	-
Fully franked dividend \$0.95 per share paid on 25 November 2013	403,847	-
Fully franked dividend \$0.95 per share paid on 19 February 2014	403,847	-
Fully franked dividend \$0.90 per share paid on 14 May 2014	382,592	-
	<b>1,615,388</b>	<b>2,019,235</b>
<b>Total dividends per share for the year</b>	<b>3.80</b>	<b>4.75</b>

The tax rate at which paid dividends have been franked is 30% (2013: 30%).

**Franking credit balance**

The amount of franking credits available for the subsequent financial year are:

- Franking account balance at the end of the financial year at 30%	45,873	1,470
- Franking credits that will arise from payment of income tax payable at the end of the financial year	127,378	193,167
	<b>173,251</b>	<b>194,637</b>

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**5. Cash and Cash Equivalents**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Current</b>		
Cash at bank and in hand	3,809,958	4,254,076
	<b>3,809,958</b>	<b>4,254,076</b>

The weighted average interest rate on cash at bank is 2.75% (2013: 3.00%) at year-end.

**6. Other Receivables**

<b>Current</b>		
GST receivable	1,063	723
Interest receivable	27,476	32,793
	<b>28,539</b>	<b>33,516</b>

There are no balances above that contain assets that are impaired and past due. All the receivables above are non-interest bearing.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

**ABN 48 144 883 509**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 JUNE 2014**

**7. Financial Assets**

					<b>2014</b>	
					<b>\$</b>	
					<hr/>	
<b>Current</b>						
<b>Amortised Cost</b>						
<b>a) Corporate Bonds</b>	<b>Maturity Date</b>	<b>Coupon Rate</b>	<b>Face Value</b>	<b>Amortised Cost</b>		
<b>Floating Rate</b>						
Royal Bank of Scotland	27-Oct-14	BBSW+0.87%	5,000,000	4,965,885		
			<b>5,000,000</b>	<b>4,965,885</b>		
					<hr/>	
<b>Non-Current</b>						
<b>Amortised Cost</b>						
<b>a) Corporate Bonds</b>	<b>Maturity Date</b>	<b>Coupon Rate</b>	<b>Face Value</b>	<b>Amortised Cost</b>		
<b>Floating Rate</b>						
Bank of America	14-Feb-17	BBSW+0.38%	6,900,000	6,187,757		
HBOS plc (Lloyds)	01-May-17	BBSW+0.26%	2,000,000	1,752,212		
Bank of Queensland	10-May-21	BBSW+3.75%	10,000,000	10,118,177		
Genworth Financial Inc	30-Jun-21	BBSW+4.75%	6,000,000	6,004,146		
IMB Limited	16-Sep-21	BBSW+4.00%	10,000,000	10,037,696		
			<b>34,900,000</b>	<b>34,099,988</b>		
					<hr/>	
					<b>2013</b>	
					<b>\$</b>	
					<hr/>	
<b>Non-Current</b>						
<b>Amortised Cost</b>						
<b>a) Corporate Bonds</b>	<b>Maturity Date</b>	<b>Coupon Rate</b>	<b>Face Value</b>	<b>Amortised Cost</b>		
<b>Floating Rate</b>						
Royal Bank of Scotland	27-Oct-14	BBSW+0.87%	5,000,000	4,775,133		
Bank of America	14-Feb-17	BBSW+0.38%	6,900,000	5,942,420		
HBOS plc (Lloyds)	01-May-17	BBSW+0.26%	2,000,000	1,676,153		
Bank of Queensland	10-May-21	BBSW+3.75%	10,000,000	10,121,372		
Genworth Financial Inc	30-Jun-21	BBSW+4.75%	6,000,000	6,004,551		
IMB Limited	16-Sep-21	BBSW+4.00%	10,000,000	10,039,118		
			<b>39,900,000</b>	<b>38,558,747</b>		
					<hr/>	

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**8. Deferred Tax Assets**

	<b>2014</b>	<b>2013</b>
	\$	\$
<b>Non-Current</b>		
Deferred tax assets comprise:		
Transaction costs on equity issue	47,059	94,118
Other	5,400	5,220
	<b>52,459</b>	<b>99,338</b>

**9. Other Payables**

<b>Current</b>		
Accrued liabilities	37,502	20,046
	<b>37,502</b>	<b>20,046</b>

**10. Current Tax Liabilities**

<b>Current</b>		
Current tax liabilities	127,378	193,167
	<b>127,378</b>	<b>193,167</b>

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 11. Issued Capital

	2014	2013
	\$	\$
<b>(a) Issued capital</b>		
Balance at beginning of the year	41,961,083	41,961,083
Balance at the end of the year	<b>41,961,083</b>	<b>41,961,083</b>
<b>(b) Movement in ordinary shares</b>		
	No.	No.
Balance at beginning of the year	425,102	425,102
Balance at the end of the year	<b>425,102</b>	<b>425,102</b>

Holders of ordinary shares participate in dividends and the proceeds on the winding up of the Company in proportion to the number of shares held.

At shareholder meetings, each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

### Capital Management

The Company's objective in managing capital is to continue to provide shareholders with dividends and capital stability over the long term.

The Company's capital may fluctuate with prevailing market movements and it may undertake a buyback of its shares in the event that they trade at a sizable discount to NTA backing.

The Company's capital consists of shareholders' equity plus financial liabilities. The movement in equity is shown in the Statement of Changes in Equity. At 30 June 2014, financial liabilities were \$164,880 (2013: \$213,213). There are no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**12. Earnings per share**

**(a) Calculated earnings per share**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Basic earnings per share	3.94	4.53
Diluted earnings per share	3.94	4.53

**(b) Earnings used in calculating earnings per share**

Profit from continuing operations used to calculate basic and diluted earnings per share	1,674,873	1,924,760
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**(c) Weighted average number of shares**

	<b>No.</b>	<b>No.</b>
Weighted average number of ordinary shares outstanding during the year used to calculate basic earnings per share	425,102	425,102
Effect of dilution	-	-
Weighted average number of ordinary shares adjusted for the effect of dilution	<b>425,102</b>	<b>425,102</b>

There are no instruments that could potentially dilute basic earnings per share in the future.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**13. Cash Flow Information**

**(a) Reconciliation of Cash Flow from Operations with Profit after Income Tax**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Profit after tax	1,674,873	1,924,760
Add/(less):		
Accrued interest on financial assets	(507,126)	(470,970)
Changes in assets and liabilities:		
Decrease/(increase) in receivables	4,977	(8,950)
Decrease in deferred tax assets	46,879	46,952
Increase in other payables and accruals	17,456	2,944
(Decrease) in income taxes payable	(65,789)	(88,076)
<b>Cash flows from operations</b>	<b>1,171,270</b>	<b>1,406,660</b>

The Company does not have any formal loan facilities in place at the date of these financial statements.

**(b) Reconciliation of Cash**

For the purpose of the Statement of Cash Flows, cash includes:

- (i) cash at bank and in hand; and
- (ii) investments in money market instruments with 30 days or less maturity.

Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

<b>Current</b>		
Cash at bank and in hand	3,809,958	4,254,076
	<b>3,809,958</b>	<b>4,254,076</b>

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**14. Related-Party Transactions**

The names of the persons who were directors of the Company at any time during the year, and to the date of, these financial statements are:

Mr Maximilian Sean Walsh – Non-Executive Chairman  
 Mr Daryl Albert Dixon – Non-Executive Director  
 Mr Alan Cochrane Dixon – Non-Executive Director  
 Mr Christopher Matthew Brown – Non-Executive Director  
 Mr Alexander Gen MacLachlan – Non-Executive Director

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated and are as follows:

*Dixon Advisory & Superannuation Services Limited*

Mr Maximilian Walsh, Mr Daryl Dixon, Mr Alan Dixon, Mr Christopher Brown and Mr Alexander MacLachlan are directors of the Company, the Manager and Issue Manager, Dixon Advisory & Superannuation Services Limited.

*Walsh & Company Asset Management Pty Limited*

Effective 30 April 2014, the Manager and Issue Manager of the Company changed from Dixon Advisory & Superannuation Services Limited (**DASS**) to Walsh & Company Asset Management Pty Limited (**Walsh AM**). Walsh AM is also a member of the Dixon Advisory Group Limited, the parent company of DASS. Walsh AM utilises the same resources of the Dixon Advisory Group Limited as available to DASS to manage the Company. There was no change in the fee structure for the change in Manager.

Mr Maximilian Walsh, Mr Daryl Dixon, Mr Alan Dixon, Mr Christopher Brown and Mr Alexander MacLachlan are directors of the Company and directors of the Manager and Issue Manager, Walsh AM.

(a) Key Management Personnel Related Entity Transaction

Key management personnel and their related entities hold directly, indirectly or beneficially at the reporting date the following interests in the Company:

	<b>Ordinary shares</b>	
	<b>Direct</b>	<b>Indirect</b>
Maximilian Walsh	1	3,000
Daryl Dixon	-	500
Alan Dixon	-	1,000
Christopher Brown	-	50
Alexander MacLachlan	-	50

## AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS

#### FOR THE YEAR ENDED 30 JUNE 2014

#### 14. Related-Party Transactions (cont.)

##### (b) Management Fee

The Manager is entitled to receive an annualised management fee of 0.59% (exclusive of GST) of the value of the Portfolio. The management fee paid or payable to Dixon Advisory & Superannuation Services Limited for the year was \$308,613 (2013: \$278,774), inclusive of GST. No management fees are outstanding to the Manager at year-end. The management fee paid or payable to Walsh & Company Asset Management Pty Limited for the year ended was \$61,723 (2013: Nil). No management fees are outstanding to the Manager at the year-end.

##### (c) Administration costs

##### *Australian Fund Accounting Services Pty Limited*

Effective 1 July 2013, Australian Fund Accounting Services Pty Limited, a wholly-owned subsidiary of Dixon Advisory Group Limited, the parent of the Manager, provides fund administration services under an agreement with the Manager consistent with the terms of the existing management agreement with the Company. These services include net asset valuation, management accounting, statutory reporting, capital management and taxation. Total fund administration fees paid or payable for the year was \$84,500, exclusive of GST.

#### 15. Key Management Personnel

Names and positions held by key management personnel in office at any time during the financial year are:

Mr Maximilian Sean Walsh – Non-Executive Chairman  
Mr Daryl Albert Dixon – Non-Executive Director  
Mr Alan Cochrane Dixon – Non-Executive Director  
Mr Christopher Matthew Brown – Non-Executive Director  
Mr Alexander Gen MacLachlan – Non-Executive Director

##### *Key Management Personnel Remuneration*

Maximilian Walsh, Daryl Dixon, Alan Dixon, Christopher Brown and Alexander MacLachlan have agreed not to be paid any remuneration for the services they perform as directors.

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report.

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**15. Key Management Personnel (cont.)**

*Number of shares held by key management personnel*

	<b>Balance at 1 July 2013</b>	<b>Received as remuneration</b>	<b>Net change other</b>	<b>Balance at 30 June 2014</b>
<b>Directors</b>	<b>No.</b>	<b>No.</b>	<b>No.</b>	<b>No.</b>
Maximilian Walsh	3,001	-	-	3,001
Daryl Dixon	500	-	-	500
Alan Dixon	1,000	-	-	1,000
Christopher Brown	50	-	-	50
Alexander MacLachlan	50	-	-	50
<b>Total</b>	<b>4,601</b>	<b>-</b>	<b>-</b>	<b>4,601</b>

**16. Financial Risk Management**

*(a) Financial Risk Management Policies*

The Company's financial instruments consist mainly of deposits with banks and investments in income securities. The main risks the Company is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

*(i) Interest rate risk*

Exposure to interest rate risk arises on financial assets recognised at the reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Company is also exposed to earnings volatility on floating rate instruments.

Interest rate risk is managed using a mix of fixed and floating rate financial assets. At 30 June 2014, 100% of the financial assets were at a floating rate.

*(ii) Liquidity risk*

Liquidity risk arises from the financial liabilities of the Company and the Company's subsequent ability to meet its obligations to repay its financial liabilities when they fall due.

The Company's exposure to liquidity risk is minimal. The Company had no borrowings at 30 June 2014 and cash inflows from coupons from the underlying financial assets are received at regular intervals to meet the obligations of the Company. Financial assets can generally be traded in the over-the-counter market, in the event the Company needs to convert investments into cash to realise underlying financial positions.

*(iii) Credit risk*

The maximum exposure to credit risk, excluding the value of any collateral or other security, at the balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and notes to the financial statements. The Company does not have any material credit risk exposure to a single receivable or group of debtors under financial instruments entered into by the Company.

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**16. Financial Risk Management (cont.)**

There are no amounts of collateral held as security at 30 June 2014.

*(b) Financial Instruments*

(i) Financial instrument composition and maturity analysis

The tables below reflect the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. The amounts will not reconcile to the Statement of Financial Position.

<b>Financial Assets</b>	<b>2014</b>	<b>Weighted Average</b>
	<b>\$</b>	<b>Effective Interest</b>
		<b>Rate</b>
Cash and cash equivalents	3,809,958	2.75%
Other receivables	28,539	-
Investment in financial assets	53,210,385	7.33%
	<b>57,048,882</b>	
<b>Financial Assets</b>	<b>2013</b>	<b>Weighted Average</b>
	<b>\$</b>	<b>Effective Interest</b>
		<b>Rate</b>
Cash and cash equivalents	4,254,076	3.00%
Other receivables	33,516	-
Investment in financial assets	55,691,688	7.32%
	<b>59,979,280</b>	

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS**  
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**16. Financial Risk Management (cont.)**

<b>30 June 2014</b>	<b>Within 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
<b>Financial Assets</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	3,809,958	-	-	3,809,958
Other receivables	28,539	-	-	28,539
Investment in financial assets	2,026,740	21,503,045	29,680,600	53,210,385
<b>Total Financial Assets</b>	<b>5,865,237</b>	<b>21,503,045</b>	<b>29,680,600</b>	<b>57,048,882</b>

<b>30 June 2013</b>	<b>Within 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
<b>Financial Assets</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	4,254,076	-	-	4,254,076
Other receivables	33,516	-	-	33,516
Investment in financial assets	2,248,130	21,917,608	31,525,950	55,691,688
<b>Total Financial Assets</b>	<b>6,535,722</b>	<b>21,917,608</b>	<b>31,525,950</b>	<b>59,979,280</b>

# AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED

ABN 48 144 883 509

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

### 16. Financial Risk Management (cont.)

#### (ii) Net fair values

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
- Level 3: inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

	Fair value hierarchy as at 30 June 2014			
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Financial assets</b>				
Corporate bonds	-	40,072,966	-	40,072,966
<b>Total</b>	-	<b>40,072,966</b>	-	<b>40,072,966</b>

The fair values of the financial assets measured at amortised cost included in the level 2 category above have been determined by their redemption price at balance date, or where this is not available, by applying valuation techniques with reference to recent arm's length transactions or by applying market based valuation techniques.

#### (iii) Sensitivity analysis

##### *Interest rate risk*

The Company has performed sensitivity analysis relating to its exposure to its interest rate risk at the balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks on financial asset balances at year-end that have a variable interest rate.

At 30 June 2014, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	2014 \$	2013 \$
<b>Change in profit before tax and equity</b>		
Increase in interest rate by 1%		
- Cash at bank	38,100	42,541
- Financial assets	404,938	398,527
Decrease in interest rate by 1%		
- Cash at bank	(38,100)	(42,541)
- Financial assets	(405,140)	(398,560)

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

**ABN 48 144 883 509**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 JUNE 2014**

**17. Auditor's Remuneration**

The auditor of the Company is Deloitte Touche Tohmatsu. The fee in connection with the audit and review of the financial statements of the Company received or receivable by Deloitte Touche Tohmatsu is \$24,800 for the year ended 30 June 2014 (2013: \$24,100). Tax and other services for the year ended 30 June 2014 amounted to \$2,200 (2013: \$10,100).

**18. Contingent Liabilities**

The directors are not aware of any potential liabilities or claims against the Company at the balance date.

**19. Capital Commitments**

The Company has no capital commitment at balance date.

**20. Events After The Reporting Period**

On 31 July 2014, the Company announced a fully franked dividend of \$0.94 per share. The dividend was paid to shareholders on 18 August 2014.

Other than the matter discussed above, there has not arisen in the interval between the end of the financial period and the date of this report any other item, transaction or event of material and unusual nature likely, in the opinion of the directors, to significantly affect the operations of the Company, the result of those operations, or the state of affairs of the Company, in future financial years.

**21. Company Details**

The registered office of the Company is:

Australian Masters Yield Fund No 2 Limited  
Level 15, 100 Pacific Highway  
North Sydney NSW 2060

The principal place of business is:

Australian Masters Yield Fund No 2 Limited  
Level 15, 100 Pacific Highway  
North Sydney NSW 2060

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**

**ABN 48 144 883 509**

**DIRECTORS' DECLARATION**

**FOR THE YEAR ENDED 30 JUNE 2014**

The directors of the Company declare that:

1. The financial report as set out in pages 18 to 45 and the additional disclosures included in the Directors' Report designated as "Remuneration Report", as set out on pages 14 to 15, are in accordance with the *Corporations Act 2001*, including:
  - a. giving a true and fair view of the Company's financial position at 30 June 2014 and of its performance, as represented by the results of the operations and the cash flows, for the financial year ended on that date;
  - b. in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements;
  - c. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
  - d. the directors have been given the declarations required by s295A of the *Corporations Act 2001*.
2. The directors of the Manager, *Walsh & Company Asset Management Pty Limited*, have declared that:
  - a. the financial records of the Company for the financial year have been properly maintained in accordance with Section 286 of the *Corporations Act 2001*;
  - b. the financial statements and notes for the financial year comply with the Accounting Standards; and
  - c. the financial statements and notes for the financial year give a true and fair view.
3. At the date of this declaration, in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors made pursuant to Section 295(5) of the *Corporations Act 2001*.

On behalf of the Directors



**Mr Maximilian Sean Walsh**

**Chairman**

29 August 2014

## **Independent Auditor's Report to the members of Australian Masters Yield Fund No. 2 Limited**

### **Report on the Financial Report**

We have audited the accompanying financial report of Australian Masters Yield Fund No.2 Limited, which comprises the statement of financial position as at 30 June 2014, the statement of profit or loss and other comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration as set out on pages 18 to 46.

#### *Directors' Responsibility 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 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 Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the entity's preparation of the financial report that gives a true and fair view, 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

## *Auditor's Independence Declaration*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Australian Masters Yield Fund No.2 Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

## *Opinion*

In our opinion:

- (a) the financial report of Australian Masters Yield Fund No.2 Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the company's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 1.

## *Report on the Remuneration Report*

We have audited the Remuneration Report included in pages 14 to 15 of the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

## *Opinion*

In our opinion the Remuneration Report of Australian Masters Yield Fund No.2 Limited for the year ended 30 June 2014, complies with section 300A of the *Corporations Act 2001*.



DELOITTE TOUCHE TOHMATSU



Michael Kaplan  
Partner  
Chartered Accountants  
Sydney, 29 August 2014

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**ADDITIONAL SECURITIES EXCHANGE DISCLOSURES**  
**AT 31 JULY 2014**

**Statement of quoted securities at 31 July 2014**

- There are 895 shareholders holding a total 425,102 ordinary fully paid shares.
- The 20 largest shareholders between them hold 11.493% of the total shares on issue.
- Voting rights are each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

**Distribution of quoted shares at 31 July 2014**

Distribution of shareholders category (size of holding)	Number of shareholders
1 – 1,000	836
1,001 – 5,000	58
5,001 – 10,000	1
10,001 – 100,000	0
100,001 – and over	0
<b>Total Holders</b>	<b>895</b>

**Substantial shareholdings at 31 July 2014**

There are no substantial shareholders pursuant to the provisions of Section 671B of the *Corporations Act 2001*.

**Directors' shareholdings**

At 30 June 2014, directors of the Company held a relevant interest in the following securities on issue by the Company.

Director	Ordinary shares
Maximilian Walsh	3,001 ordinary shares
Daryl Dixon	500 ordinary shares
Alan Dixon	1,000 ordinary shares
Christopher Brown	50 ordinary shares
Alexander MacLachlan	50 ordinary shares

**Restricted Securities**

There are no restricted securities on issue by the Company.

**Transactions**

There were no transactions in securities during the reporting period.

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**ADDITIONAL SECURITIES EXCHANGE DISCLOSURES**  
**AT 31 JULY 2014**

**Top 20 holders of ordinary shares**

<b>Shareholder name</b>	<b>Number of shares held</b>	<b>% of Total</b>
NEWTON BEAVIS RET FUND A/C>	6,000	1.411
P P STRICKER SUPER FUND A/C>	3,600	0.847
CIMS RETIREMENT FUND A/C>	3,563	0.838
OGYGIA A/C>	3,300	0.776
HAWES FAMILY SUPER FUND A/C>	3,150	0.741
HUGHES BENEVOLENT FUND A/C>	2,500	0.588
MC COLLS RETIREMENT PLAN A/C>	2,306	0.542
E & B WATERMAN S/F A/C>	2,200	0.518
HELEN & ROGER ALLNUTT SF A/C>	2,000	0.470
L & S DUNLOP SUPER FUND A/C>	2,000	0.470
PETTINGELL & GILLAM S/F A/C>	2,000	0.470
R & D WALDRON FAMILY S/F A/C>	2,000	0.470
MS & GM WALSH SUPER FUND A/C>	2,000	0.470
DUMBRELL SUPER FUND A/C>	1,850	0.435
DC & LY STAPLETON S/FUND A/C>	1,800	0.423
MTH & BPC KWAN S/FUND A/C>	1,750	0.412
A & P THOMPSON S/FUND A/C>	1,750	0.412
BURGESS FAMILY S/F A/C>	1,700	0.400
GRASSMASTER ENVIRON S/F A/C>	1,700	0.400
PETER & SUSAN MOOR S/F A/C>	1,700	0.400
<b>Total held by top 20 holders of ordinary shares</b>	<b>48,869</b>	<b>11.493</b>

**AUSTRALIAN MASTERS YIELD FUND NO 2 LIMITED**  
**ABN 48 144 883 509**  
**ADDITIONAL SECURITIES EXCHANGE DISCLOSURES**  
**AT 31 JULY 2014**

**Management Agreement**

The Company's investment activities are managed on an exclusive basis by the Manager. The management agreement is dated 21 March 2011 (**Management Agreement**).

Subject to any applicable regulations, the Company's investment policies and any written guidelines issued by the Company from time to time, the Manager will manage the portfolio and has discretion to acquire, hold and dispose of investments on behalf of the Company.

The term of the Management Agreement provides for the appointment of the Manager for a period commencing on 21 March 2011 and expiring on 21 March 2016 (**Initial Term**). Unless terminated during the initial term, the Management Agreement will be automatically extended for successive further terms of one year each.

The Manager is entitled to receive an annualised management fee of 0.59% (plus GST) of the value of the portfolio, payable annually in advance within 10 Business Days of each 30 June during the term of the Management Agreement. The Manager is not entitled to a performance fee.

The Manager is also entitled to be reimbursed by the Company for fees, costs and expenses when properly incurred in connection with the investment and management of the portfolio, the acquisition, disposal or maintenance of any investment or performance of the Manager's obligations under the Management Agreement, including costs of convening and holding a general meeting of the Company, fees payable to ASIC or any other regulatory body, outgoings in relation to the Portfolio (for example, insurance premiums, rates, levies, duties and taxes), all costs including commissions and brokerage incurred in connection with the acquisition or sale of any of the Company's investments or proposed investments and any software licensing or software subscription fees in connection with risk monitoring and investment research specifically in relation to the Portfolio incurred by the Manager approved by the Board.

The Manager may terminate the Management Agreement at any time by giving to the Company at least six months' written notice.

The Management Agreement gives the Company certain termination rights including the right to immediately terminate the Management Agreement if the Manager:

- a) becomes insolvent; or
- b) materially breaches its obligations and such breach cannot be rectified; or
- c) breaches its obligations and does not remedy that breach within 30 days after the Company has notified the Manager in writing to remedy the breach; or
- d) the value of the Portfolio falls to a level below \$1,000,000 and a notice of meeting for the Company is sent to shareholders which includes a resolution to seek approval to voluntarily wind-up the Company; or
- e) persistently fails to ensure that investments made on behalf of the Company are consistent with the Company's investment strategy.

The Company may also terminate the Management Agreement if the licence under which the Manager performs its obligations is suspended for a period of one month or more or is cancelled at any time and the Manager fails to maintain an authorisation enabling it to perform its obligations under the Agreement from a third party holder of a licence.

The Company is also entitled to terminate the Management Agreement after the expiration of the Initial Term on delivery of three months' prior written notice.



ANNUAL REPORT **FOR THE YEAR ENDED 30 JUNE 2014**

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