



Interim Financial Report

For the half year ended
31 December 2019

Elanor Retail Property Fund

Comprising the stapling of units in Elanor Retail Property Fund I (ARSN 615 291 220) and units in Elanor Retail Property Fund II (ARSN 615 291 284)

Level 38, 259 George Street,
Sydney NSW 2000
GPO Box 1511,
Sydney NSW 2001
elanorinvestors.com/ERF

ELANOR RETAIL PROPERTY FUND

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ELANOR RETAIL PROPERTY FUND

DIRECTORS' REPORT

Directors' Report

The Directors of Elanor Funds Management Limited (Responsible Entity or Manager), as responsible entity of the Elanor Retail Property Fund I and Elanor Retail Property Fund II, present their interim report together with the consolidated interim financial report of Elanor Retail Property Fund (Group, Consolidated Group or Fund) and the consolidated interim financial report of the Elanor Retail Property Fund I (ERPF I Group) for the half year ended 31 December 2019 (period).

The interim financial report of the Consolidated Group comprises Elanor Retail Property Fund II (ERPF II) and its controlled entities, including Elanor Retail Property Fund I (ERPF I) and its controlled entities. The interim financial report of the ERPF I Group comprises Elanor Retail Property Fund I and its controlled entities.

The Responsible Entity is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is Level 38, 259 George Street, Sydney NSW 2000.

ERPF I and ERPF II were registered as managed investments schemes on 13 October 2016. The units of ERPF I and the units of ERPF II are combined and issued as stapled securities in the Group. The Group's securities are traded on the Australian Securities Exchange (ASX: ERF), having listed on 9 November 2016. The units of each scheme cannot be traded separately and can only be traded as stapled securities. Although there is no ownership interest between ERPF I and ERPF II, ERPF II is deemed to be the parent entity of the Group in accordance with the Australian Accounting Standards.

The Directors' report is a combined Directors' report that covers both schemes. The financial information for the Group is taken from the consolidated financial reports and notes.

1. Directors

The following persons have held office as Directors of the Responsible Entity during the period and up to the date of this report:

- Paul Bedbrook (Chair)
- Glenn Willis (Managing Director and Chief Executive Officer)
- Nigel Ampherlaw
- Lim Kin Song
- William (Bill) Moss AO (resigned 17 September 2019)
- Anthony Fehon (appointed 20 August 2019)

2. Principal activities

The principal activities of the Fund are the investment in Australian retail properties, with the focus predominantly on high investment quality non-discretionary neighbourhood and sub-regional shopping centres.

3. Distributions

Distributions relating to the half year ended 31 December 2019 comprise:

Distributions	Half Year Ended 31 December 2019
Interim Distribution	
Amount payable (cents per stapled security)	5.24
Payment Date	28 February 2020

The distribution of 5.24 cents per unit for the half year ended 31 December 2019 was not declared prior to 31 December 2019. The distribution was declared on 14 February 2020. Please refer to the calculation of Core Earnings and the Distribution.

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DIRECTORS' REPORT

4. Operating and financial review

OVERVIEW AND STRATEGY

The Fund is an externally managed real estate investment fund investing in Australian retail property, focusing on high investment quality neighbourhood and sub-regional shopping centres.

The Fund's objective is to provide investors with strong and growing income returns, and capital growth. To achieve this objective, the Fund's strategy is to:

- Invest in non-discretionary focused retail properties that provide quality earnings from rental income across a diversified retail tenant mix;
- Implement leasing and other asset management initiatives to grow the income and value of the retail properties;
- Acquire additional high investment quality retail properties with a significant component of non-discretionary retailers;
- Implement development and repositioning strategies in the Portfolio; and
- Optimise the capital structure of the Fund based on a conservative approach to gearing.

The Fund will focus on retail assets that provide opportunities for high, risk-adjusted total returns from realising the highest and best use via a repositioning of the centres' retail tenant mix and/or unlocking the assets' development potential.

INVESTMENT PORTFOLIO

The following table shows the Group's investment portfolio as at balance date:

Property	Location	Type	Carrying Value \$'m
Auburn Central	Auburn, NSW	Sub-regional shopping centre	104.8
Tweed Mall	Tweed Heads, NSW	Sub-regional shopping centre	102.6
Manning Mall	Taree, NSW	Sub-regional shopping centre	38.2
Gladstone Square	Gladstone, QLD	Neighbourhood shopping centre	30.2
Moranbah Fair	Moranbah, QLD	Neighbourhood shopping centre	27.6
Glenorchy Plaza	Glenorchy, TAS	Sub-regional shopping centre	17.8
Northway Plaza	Bundaberg, QLD	Neighbourhood shopping centre	16.2
Total investment portfolio			337.4

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DIRECTORS' REPORT

4. Operating and financial review (continued)

FINANCIAL RESULTS

The Group recorded a statutory profit of \$5.97 million for the half year ended 31 December 2019.

Core Earnings for the half year were \$7.10 million or 5.52 cents per stapled security. Core Earnings is considered by Management to be an appropriate estimate of the underlying recurring cash earnings of the Fund, and has been determined in accordance with ASIC Regulatory Guide 230.

A summary of the Group and ERPFI Group's results for the half year to 31 December 2019 is set out below:

	Consolidated Group	ERPFI Group
	31 December	31 December
	2019	2019
Key financial results		
Net profit (\$'000)	5,971	2,068
Core Earnings (\$'000)	7,104	2,881
Distributions payable to securityholders (\$'000)	6,748	2,737
Core Earnings per stapled security (cents)	5.52	2.24
Core Earnings per weighted average stapled security (cents)	5.52	2.24
Distributions (cents per stapled security)	5.24	2.13
Net tangible assets (\$ per stapled security)	1.54	0.53
Gearing (net debt / total assets less cash) (%)	39.28%	38.40%

The table below provides a reconciliation from statutory net profit / (loss) to distributable Core Earnings:

	Consolidated Group	ERPFI Group
	31 December	31 December
	2019	2019
	\$'000	\$'000
Statutory net profit	5,971	2,068
Adjustments for items included in statutory profit:		
Fair value adjustments on investment property	246	246
Straight lining of rental income ²	200	139
Amortisation expense ³	687	428
Core Earnings¹	7,104	2,881

Note 1: Core Earnings has been determined in accordance with ASIC RG 230 and represents the Directors' view of underlying earnings from ongoing operating activities for the period, being net profit / (loss), adjusted for one-off realised items (being formation or other transaction costs that occur infrequently or are outside the course of ongoing business activities), and non-cash items (being fair value movements, amortisation and lease straight-lining).

Note 2: Straight lining of rental income is a non-cash accounting adjustment recognised in rental income in the Statement of Profit or Loss.

Note 3: Amortisation expense includes the amortisation of capitalised leasing costs and debt establishment costs, recognised in rates, taxes and other outgoings, other expenses and borrowing costs in the Statement of Profit or Loss.

ELANOR RETAIL PROPERTY FUND

DIRECTORS' REPORT

4. Operating and financial review (continued)

SUMMARY AND OUTLOOK

The Fund's core strategy will remain focused on actively managing and growing earnings from its investment portfolio, realising value-add opportunities across the portfolio, and acquiring additional high investment quality retail properties.

During the half year ended 31 December 2019, the Fund has undertaken the following activities:

- Following the opening of Aldi in Tweed Mall on 21 August 2019, the asset has experienced a significant increase in sales and footfall traffic of 15.4% and 13.8% respectively. These increases surpass earlier forecasts and support Tweed Mall's continued repositioning towards a retail offering which is increasingly non-discretionary focused.
- The Fund has entered into an Agreement For Lease ("AFL") with Aldi at Auburn Central for a new 1,755 square metre supermarket, secured by a new 15-year lease with two further five year-options. Replacing BIG W as the asset's second anchor retailer, the introduction of the new Aldi supermarket is consistent with the Fund's strategy to reposition Auburn Central as a non-discretionary focused, retail offering for the local trade area. Strong project returns in excess of 10% per annum are expected given the positive rental uplift relative to that paid by BIG W. The total cost of the Auburn Central repositioning is estimated to be \$20 million which will be funded through debt.
- On 8 October 2019 the Manager of the Fund announced that it had concluded a strategic review of the Fund, which was first outlined at the release of the 1HY19 results. As a result of the strategic review, the Manager has commenced a structured sales program for the Fund's Income Assets, with the proceeds to be recycled into value-add retail or utilised for a buy back of securities. The Fund has engaged Savills National Retail Investments team to manage the divestment of three shopping centre assets: Moranbah Fair, Manning Mall, and Gladstone Square. The Fund is committed to growing the value of its investment portfolio and continues to evaluate further high investment quality shopping centre acquisition opportunities. Further asset recycling opportunities in the investment portfolio are currently being considered.

Risks to the Fund in the coming year primarily comprise potential earnings variability associated with general economic and market conditions, including retailer demand, domestic retail spending, the availability of capital for acquisition opportunities, movement in property valuations and possible weather related events. These risks are mitigated through actively managing the investment portfolio, continuing to focus on broadening the Fund's tenant mix, insurance arrangements and active management of the Fund's capital structure.

The Fund is strongly positioned to enhance value for securityholders. The active asset management of the portfolio is generating improved operational performance and returns. Furthermore, targeted strategic initiatives to increase the capital value of the Fund are in progress.

5. Value of assets

	Consolidated Group 31 December 2019 \$'000	ERPFI Group 31 December 2019 \$'000
Value of total assets	344,908	237,163
Value of net assets	198,366	67,585

6. Auditor's independence declaration

A copy of the auditor's independence declaration, as required under section 307C of the Corporations Act 2001 (Cth), is included on the page following the Directors' Report.

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DIRECTORS' REPORT

7. Events occurring after reporting date

Subsequent to balance date, the Manager has commenced a structured sales program for the Fund's Income Assets, with the proceeds to be recycled into value-add retail or utilised for a buy back of securities. The Fund has engaged Savills National Retail Investments team to manage the divestment of three shopping centre assets: Moranbah Fair, Manning Mall, and Gladstone Square.

On 14 February 2020, a distribution of 5.24 cents per stapled security has been declared by the Board of Directors.

Other than the above, the Directors of the Responsible Entity are not aware of any other matter since the end of the period that has or may significantly affect the operations of the Group, the result of those operations, or the state of the Group's affairs in future financial periods that are not otherwise referred to in this Directors' Report.

8. Rounding of amounts to the nearest thousand dollars

In accordance with Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission, amounts in the financial statements have been rounded to the nearest thousand dollar, unless otherwise indicated.

This report is made in accordance with a resolution of the Board of Directors of the Responsible Entity.

Signed in accordance with a resolution of the Directors.



Paul Bedbrook
Chairman



Glenn Willis
CEO and Managing Director

Sydney, 14 February 2020

The Directors
Elanor Funds Management Limited
(as responsible entity for Elanor Retail Property
Fund I and Elanor Retail Property Fund II)
Level 38, 259 George Street
Sydney NSW 2000

14 February 2020

Dear Directors,

**Auditor's Independence Declaration to
Elanor Retail Property Fund I and Elanor Retail Property Fund II**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Elanor Funds Management Limited in its capacity as responsible entity for Elanor Retail Property Fund I and Elanor Retail Property Fund II.

As lead audit partner for the review of the half year financial statements of Elanor Retail Property Fund I and Elanor Retail Property Fund II for the half year ended 31 December 2019, 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 review; and
- (ii) any applicable code of professional conduct in relation to the review.

Yours faithfully

DELOITTE TOUCHE TOHMATSU

DELOITTE TOUCHE TOHMATSU



Delarey Nell
Partner
Chartered Accountants

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

		Consolidated Group 31 December 2019 \$'000	Consolidated Group 31 December 2018 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 31 December 2018 \$'000
	Note				
Income					
Rental income	2	16,590	16,051	11,009	11,716
Interest income		3	26	2	22
Total income		16,593	16,077	11,011	11,738
Expenses					
Rates, taxes and other outgoings		4,925	4,769	3,657	3,467
Borrowing costs		2,921	3,034	3,363	3,416
Investment management fees	7	1,788	1,638	1,154	1,189
Other expenses		742	721	524	519
Net fair value decrement on investment properties		246	3,950	246	7,081
Total expenses		10,622	14,112	8,944	15,672
Net profit / (loss) for the period		5,971	1,965	2,068	(3,934)
Attributable to securityholders of:					
- Elanor Retail Property Fund II		3,903	5,899	—	—
- Elanor Retail Property Fund I (Non-controlling interest)		2,068	(3,934)	2,068	(3,934)
Net profit / (loss) for the period		5,971	1,965	2,068	(3,934)
Basic earnings per stapled security (cents)		4.64	1.53	1.61	(3.06)
Diluted earnings per stapled security (cents)		4.64	1.53	1.61	(3.06)

The above Consolidated Statements of Profit or Loss should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE HALF YEAR ENDED 31 DECEMBER 2019

	Consolidated Group 31 December 2019 \$'000	Consolidated Group 31 December 2018 \$'000	ERPFI Group 31 December 2019 \$'000	ERPFI Group 31 December 2018 \$'000
Net profit / (loss) for the period	5,971	1,965	2,068	(3,934)
Other comprehensive income				
<i>Items that may be reclassified to profit and loss</i>				
Gain / (loss) on revaluation of cash flow hedge	511	(469)	310	(481)
Other comprehensive income / (loss) for the period	511	(469)	310	(481)
Total comprehensive income / (loss) for the period	6,482	1,496	2,378	(4,415)
Attributable to securityholders of:				
- Elanor Retail Property Fund II	4,104	5,911	—	—
- Elanor Retail Property Fund I (Non-controlling interest)	2,378	(4,415)	2,378	(4,415)
Total comprehensive income / (loss) for the period	6,482	1,496	2,378	(4,415)

The above Consolidated Statements of Comprehensive Income should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION FOR THE HALF YEAR ENDED 31 DECEMBER 2019

		Consolidated Group 31 December 2019 \$'000	Consolidated Group 30 June 2019 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 30 June 2019 \$'000
	Note				
Current assets					
Cash and cash equivalents		4,454	4,171	3,952	3,134
Receivables		2,626	765	253	460
Other current assets		131	57	75	—
Prepayments		311	592	303	412
Total current assets		7,522	5,585	4,583	4,006
Non-current assets					
Investment properties	4	337,386	334,518	232,580	230,494
Total non-current assets		337,386	334,518	232,580	230,494
Total assets		344,908	340,103	237,163	234,500
Current liabilities					
Interest bearing liabilities	5	41,682	41,663	—	—
Payables		4,314	3,729	3,163	2,927
Rent received in advance		761	730	613	544
Derivative financial instruments		1,238	1,323	1,040	1,042
Total current liabilities		47,995	47,445	4,816	4,513
Non-current liabilities					
Interest bearing liabilities	5	96,509	92,860	93,509	89,860
Interest bearing cross-staple loan		—	—	69,214	69,717
Derivative financial instruments		2,038	2,348	2,039	2,348
Total non-current liabilities		98,547	95,208	164,762	161,925
Total liabilities		146,542	142,653	169,578	166,438
Net assets		198,366	197,450	67,585	68,062
Equity					
<i>Equity Holders of Parent Entity</i>					
Contributed equity		90,421	90,421	66,116	66,116
Reserves		(237)	(443)	(3,047)	(3,361)
Retained profits / (accumulated losses)		40,596	39,410	4,516	5,307
Parent entity interest		130,780	129,388	67,585	68,062
<i>Equity Holders of Non-Controlling Interest</i>					
Contributed equity		66,116	66,116	—	—
Reserves		(3,047)	(3,361)	—	—
Retained profits / (accumulated losses)		4,517	5,307	—	—
Non-controlling interest		67,586	68,062	—	—
Total equity attributable to stapled securityholders:					
- Elanor Retail Property Fund II		130,780	129,388	—	—
- Elanor Retail Property Fund I		67,586	68,062	67,585	68,062
Total equity		198,366	197,450	67,585	68,062

The above Consolidated Statements of Financial Position should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2019

	Contributed Equity	Cash flow Hedge Reserve	Security Based Payment Reserve	Retained Profits/ (Accumulated Losses)	Parent Entity Total Equity	Non- Controlling Interests	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Consolidated Group							
Total equity at 1 July 2019	90,421	(483)	40	39,410	129,388	68,062	197,450
Profit / (loss) for the period	–	–	–	3,903	3,903	2,068	5,971
Other comprehensive income / (expense) for the period	–	201	–	–	201	310	511
Total comprehensive income / (expense) for the period	–	201	–	3,903	4,104	2,378	6,482
Transactions with owners in their capacity as owners:							
Security-based payments	–	–	5	–	5	4	9
Distributions paid	–	–	–	(2,717)	(2,717)	(2,858)	(5,575)
Total equity at 31 December 2019	90,421	(282)	45	40,596	130,780	67,586	198,366
Consolidated Group							
Total equity at 1 July 2018	90,421	(293)	25	24,949	115,102	78,053	193,155
Profit / (loss) for the period	–	–	–	5,899	5,899	(3,934)	1,965
Other comprehensive income / (expense) for the period	–	12	–	–	12	(481)	(469)
Total comprehensive income / (expense) for the period	–	12	–	5,899	5,911	(4,415)	1,496
Transactions with owners in their capacity as owners:							
Security-based payments	–	–	7	–	7	6	13
Distributions paid	–	–	–	(6,494)	(6,494)	(150)	(6,644)
Total equity at 31 December 2018	90,421	(281)	32	24,354	114,526	73,494	188,020

The above Consolidated Statements of Changes in Equity should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2019

	Contributed Equity	Cash flow Hedge Reserve	Security Based Payment Reserve	Retained Profits/ (Accumulated Losses)	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000
ERPF I Group					
Total equity at 1 July 2019	66,116	(3,391)	30	5,307	68,062
Profit / (loss) for the period	–	–	–	2,068	2,068
Other comprehensive income / (expense) for the period	–	310	–	–	310
Total comprehensive income / (expense) for the period	–	310	–	2,068	2,378
Transactions with owners in their capacity as owners:					
Security-based payments	–	–	4	–	4
Distributions paid	–	–	–	(2,859)	(2,859)
Total equity at 31 December 2019	66,116	(3,081)	34	4,516	67,585
ERPF I Group					
Total equity at 1 July 2018	66,116	(470)	19	12,388	78,053
Profit / (loss) for the period	–	–	–	(3,934)	(3,934)
Other comprehensive income / (expense) for the period	–	(481)	–	–	(481)
Total comprehensive income / (expense) for the period	–	(481)	–	(3,934)	(4,415)
Transactions with owners in their capacity as owners:					
Redemptions	–	–	–	–	–
Contributions of equity, net of issue costs	–	–	–	–	–
Security-based payments	–	–	6	–	6
Distributions paid	–	–	–	(150)	(150)
Total equity at 31 December 2018	66,116	(951)	25	8,304	73,494

The above Consolidated Statements of Changes in Equity should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

	Consolidated Group 31 December 2019 \$'000	Consolidated Group 31 December 2018 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 31 December 2018 \$'000
Cash flows from operating activities				
Rental and other property income received	16,104	16,603	12,132	12,088
Payments to suppliers and the Responsible Entity	(7,620)	(6,218)	(5,714)	(4,749)
Interest received	3	25	2	22
Finance costs paid	(2,850)	(2,841)	(3,309)	(1,973)
Net cash flows from operating activities	5,637	7,569	3,111	5,388
Cash flows from investing activities				
Payments for additions to investment properties	(3,376)	(3,436)	(2,528)	(3,234)
Receipts from disposals of investment properties	–	5,126	–	–
Net cash flows from investing activities	(3,376)	1,690	(2,528)	(3,234)
Cash flows from financing activities				
Net proceeds from interest bearing liabilities	3,597	(727)	3,094	(727)
Distributions paid	(5,575)	(6,644)	(2,859)	(150)
Net cash flows from financing activities	(1,978)	(7,371)	235	(877)
Net increase in cash and cash equivalents	283	1,888	818	1,277
Cash and cash equivalents at the beginning of the period	4,171	6,965	3,134	6,766
Cash at the end of the period	4,454	8,853	3,952	8,043

The above Consolidated Statements of Cash Flows should be read in conjunction with the accompanying notes

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

About this Report

Elanor Retail Property Fund (the Fund, Group or Consolidated Group) is a 'stapled' entity comprising of Elanor Retail Property Fund I (ERPF I) and its controlled entities, and Elanor Retail Property Fund II (ERPF II) and its controlled entities. The units in ERPF I are stapled to units in ERPF II. The stapled securities cannot be traded or dealt with separately. The stapled securities of the Fund were listed on the Australian Securities Exchange (ASX:ERF) on 9 November 2016 (IPO transaction).

For the purposes of the consolidated financial report, ERPF II has been deemed the parent entity of ERPF I in the stapled structure. The financial report of the Fund comprises the consolidated financial report of Elanor Retail Property Fund II and its controlled entities, including Elanor Retail Property Fund I and its controlled entities (ERPF I Group). As permitted by ASIC Corporations (Stapled Group Reports) Instrument 2015/838, this report is a combined report that presents the consolidated financial statements and accompanying notes of both the Fund and ERPF I Group.

The half year financial report is a general purpose financial report prepared in accordance with the Corporations Act 2001, the Fund Constitution and AASB 134 Interim Financial Reporting. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. The half year report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual financial report. Accordingly, this report should be read in conjunction with the annual report for the year ended 30 June 2019 and any public announcements made by the Fund during the half year ended 31 December 2019 in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted in the preparation of the interim financial report are consistent with those of the previous financial year. Management has also assessed the impact of the adoption of AASB 16 *Leases* (mandatory for the financial year ending 30 June 2020). Given that the Fund is not a party to any significant lease agreements as lessee, and on the basis that this remains the same, the new standard has been assessed as not having a material impact on the recognition, measurement and disclosure of lease-related revenues, assets or liabilities. The Fund has adopted AASB 16 in the financial year beginning 1 July 2019.

Basis of consolidation

The consolidated financial report of the Fund incorporates the assets and liabilities of ERPF II (the Parent) and all of its subsidiaries, including ERPF I and its subsidiaries as at 31 December 2019. ERPF II is the parent entity in relation to the stapling. The results and equity of ERPF I (which is not directly owned by ERPF II) have been treated and disclosed as a non-controlling interest. Whilst the results and equity of ERPF I are disclosed as a non-controlling interest, the stapled securityholders of ERPF I are the same as the stapled securityholders of ERPF II.

This consolidated financial report also includes a separate column representing the financial report of ERPF I, incorporating the assets and liabilities of ERPF I and all of its subsidiaries, as at 31 December 2019.

For the purpose of preparing the financial statements, the Fund is a for-profit entity. The financial report is presented in Australian Dollars.

Going Concern

As at 31 December 2019, the Group is in a net current liability position of \$40.5 million (ERPF I: \$0.2 million), due to the maturity of ERPF II's debt facility of \$41.7 million in May 2020. The Group has \$344.9 million (ERPF I: \$237.2 million) of total assets and a net asset position of \$198.4 million (ERPF I: \$67.6 million) at balance date.

The Fund is currently negotiating with its bank in respect of a renewal of the \$41.7 million facility, due to expire in May 2020. The Fund is in compliance with all bank covenants as at 31 December 2019.

Given the conservative gearing level below 40% of asset value and strong cash flow for servicing of financing facilities, Management are confident that the refinancing of the \$41.7 million debt facility will be completed prior to its maturity, and that the Group will be able to pay its liabilities in the next 12 months as and when they fall due.

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

The notes to the consolidated financial statements have been organised into the following four sections:

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ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Results

This section focuses on the operating results and financial performance of the Fund. It includes disclosures of revenue and distributions.

1. Segment information

OVERVIEW

The Fund only operates in one business segment, being the investment in retail shopping centres in Australia.

2. Revenue

OVERVIEW

The Fund's main source of revenue is rental income from its investment in retail shopping centres.

(a) Rental income

	Consolidated Group 31 December 2019 \$'000	Consolidated Group 31 December 2018 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 31 December 2018 \$'000
Tweed Mall	4,378	4,653	4,379	4,653
Auburn Central	5,582	4,335	–	–
Manning Mall	1,799	2,069	1,799	2,069
Gladstone Square	1,363	1,573	1,363	1,573
Glenorchy Plaza	957	979	957	979
Moranbah Fair	1,735	1,627	1,735	1,627
Northway Plaza	776	815	776	815
Total revenue from operating activities	16,590	16,051	11,009	11,716

3. Distributions

OVERVIEW

In accordance with the Fund's Constitutions, the Responsible Entity determines Core Earnings attributable to securityholders as the net profit for the half year, excluding certain non-recurring and non-cash items.

The Fund aims to distribute between 90% and 100% of Core Earnings each year.

(a) Distributions during the half year

Consolidated Group

The following distributions were declared by the Consolidated Group in respect of the half-year ended 31 December 2019:

	Distribution cents per stapled security	Total amount \$'000
Distribution for the period ended 31 December 2019 ⁽¹⁾	5.24	6,748
Total	5.24	6,748

⁽¹⁾ The distribution of 5.24 cents per stapled security for the half-year ended 31 December 2019 was not declared prior to 31 December 2019. The distribution was declared on 14 February 2020. Please refer to the Director's Report for the calculation of Core Earnings and the Distribution.

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

3. Distributions (continued)

ERPF I Group

The following distributions were declared by the ERPF I Group either during the half year or post balance date:

	Distribution cents per unit	Total amount \$'000
Distribution for the period ended 31 December 2019 ¹	2.13	2,736
Total	2.13	2,736

⁽¹⁾ The distribution of 2.13 cents per unit for the half-year ended 31 December 2019 was not declared prior to 31 December 2019. The distribution was declared on 14 February 2020. Please refer to the Director's Report for the calculation of Core Earnings and the Distribution.

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Operating Assets

This section includes information about the assets used by the Fund to generate profits and revenue, specifically information relating to its investment properties.

4. Investment properties

OVERVIEW

Investment properties are held solely for the purpose of earning rental income and / or for capital appreciation. At balance date, the Fund's investment property portfolio comprises 7 retail shopping centres in Australia.

(a) Carrying values of investment properties

			Consolidated Group 31 December 2019 \$'000	Consolidated Group 30 June 2019 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 30 June 2019 \$'000
	Valuation	Date				
Tweed Mall	Internal	Dec-19	102,600	101,346	102,600	101,346
Auburn Central	Internal	Dec-19	104,806	104,024	–	–
Manning Mall	Internal	Dec-19	38,180	38,180	38,180	38,180
Gladstone Square	Internal	Dec-19	30,200	30,200	30,200	30,200
Moranbah Fair	Internal	Dec-19	27,600	26,300	27,600	26,300
Glenorchy Plaza	Internal	Dec-19	17,800	18,300	17,800	18,300
Northway Plaza	Internal	Dec-19	16,200	16,168	16,200	16,168
Total investment properties			337,386	334,518	232,580	230,494

Investment properties are categorised as level 3 in the fair value hierarchy. There were no transfers between hierarchies during the period.

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Finance Structure

This section provides further information on the Fund's debt structure.

5. Interest bearing liabilities

OVERVIEW

The Fund has access to a combined \$138.4 million debt facility. The drawn amount at 31 December 2019 is \$138.4 million. The weighted average debt facility maturity of 2.3 years. At 31 December 2019, the interest rate risk of drawn facilities is hedged to 78.7%.

	Consolidated Group 31 December 2019 \$'000	Consolidated Group 30 June 2019 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 30 June 2019 \$'000
Current				
Bank loan - term debt	41,700	41,700	—	—
Borrowing costs less amortisation	(18)	(37)	—	—
Total current interest bearing liabilities	41,682	41,663	—	—
Non-current				
Bank loan - term debt	96,710	93,113	93,710	90,113
Borrowing costs less amortisation	(201)	(253)	(201)	(253)
Total non-current interest bearing liabilities	96,509	92,860	93,509	89,860
Cross-staple loan	—	—	69,214	69,717
Total interest bearing liabilities	138,191	134,523	162,723	159,577

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Other Items

This section provides information that is not directly related to the specific line items in the financial statements, including information about contingent liabilities and events after the end of the reporting period.

6. Net tangible assets

OVERVIEW

This note sets out the net tangible assets of the Fund and the ERPF I Group.

	Consolidated Group 31 December 2019 \$'000	Consolidated Group 30 June 2019 \$'000	ERPF I Group 31 December 2019 \$'000	ERPF I Group 30 June 2019 \$'000
Net tangible assets are calculated as follows:				
Total assets	344,908	340,103	237,163	234,500
Less: total liabilities	(146,542)	(142,653)	(169,578)	(166,438)
Net tangible assets	198,366	197,450	67,585	68,062
Total number of stapled securities on issue	128,729,755	128,729,755	128,729,755	128,729,755
Net tangible asset backing per stapled security / unit (\$)	1.54	1.53	0.53	0.53

7. Related parties

OVERVIEW

Related parties are persons or entities that are related to the Fund as defined by AASB 124 Related Party Disclosures. This note provides information about transactions with related parties during the half year.

(a) Key management personnel

Responsible Entity

Elanor Funds Management Limited is the Responsible Entity of the Fund, and is the key management personnel (KMP) of the Fund.

Directors of the Responsible Entity

The Directors of Elanor Funds Management Limited are:

Paul Bedbrook (Chair)
Glenn Willis (Managing Director and Chief Executive Officer)
Nigel Ampherlaw
Lim Kin Song
William (Bill) Moss AO (resigned 17 September 2019)
Anthony Fehon (appointed 20 August 2019)

Other Management Personnel

In addition to the directors, the following persons were Management Personnel of the Responsible Entity with the authority for the strategic direction of the Fund:

Michael Baliva – Fund Manager
Symon Simmons – Chief Financial Officer
Paul Siviour – Chief Operating Officer

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

7. Related parties (continued)

Remuneration of Management Personnel

Compensation is paid to the Responsible Entity in the form of fees and is disclosed below. No other amounts are paid by the Fund directly or indirectly to the Management Personnel for services provided to the Fund.

The Directors of the Responsible Entity and other management personnel are paid by the Responsible Entity. Payments made from the Fund to the Responsible Entity do not include any amounts attributable to the compensation of key management personnel.

Consequently, no compensation as defined in AASB 124 Related Party Disclosures, is paid by the Fund to its Management Personnel, other than that paid to the Responsible Entity.

Michael Baliva, the Fund Manager, participates in the Fund's executive loan security plan.

Related party disclosure

During the period, fees were incurred by the Fund to Elanor Investors Group and its controlled entities, in accordance with the Constitution of each Scheme, including management fees, accrued performance fee and cost recoveries.

	Consolidated Group 31 December 2019 \$'000	ERPF I Group 31 December 2019 \$'000
Fees paid to Elanor Investors Group and its controlled entities:		
Management fees	1,122	770
Accrued performance fee	666	384
Total investment management fees	1,788	1,154
Other	100	85
Total	1,888	1,239

Related party holdings

Key Management Personnel and other Management Personnel of the Responsible Entity and of its related entities may hold investments in the Fund. Such investments were purchased on normal commercial terms and were at arm's length. The number of securities held by Key Management Personnel and other Management Personnel are as follows:

	Stapled Securities 31 December 2019
Investments held by Elanor Investment Trust	23,026,082
Investments held by Directors and other Management Personnel	797,391
Total	23,823,473

Cross-Staple Loan

On 9 November 2016, as part of the internal funding structure on listing of the Fund, ERPF I entered into a 10 year interest-bearing loan with ERPF II at arm's length commercial terms. As at 31 December 2019, the outstanding loan balance payable to ERPF II was \$69.2 million.

ELANOR RETAIL PROPERTY FUND

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

8. Unrecognised items

OVERVIEW

Items that have not been recognised on the Fund's balance sheet, including contractual commitments for future expenditure and contingent liabilities which are not sufficiently certain to qualify for recognition as a liability on the balance sheet, are defined as unrecognised items. This note provides details of any such items.

(a) Contingent liabilities

The Directors are not aware of any material contingent liabilities of the Fund (30 June 2019: nil).

(b) Commitments

The Fund, including ERPF I Group, has capital commitments of \$0.28 million (30 June 2019: \$1.2 million) in respect of capital expenditures contracted for the works at Tweed Mall in relation to the Aldi tenancy at the date of the statement of financial position.

9. Subsequent events

Subsequent to balance date, the Manager has commenced a structured sales program for the Fund's Income Assets, with the proceeds to be recycled into value-add retail or utilised for a buy back of securities. The Fund has engaged Savills National Retail Investments team to manage the divestment of three shopping centre assets: Moranbah Fair, Manning Mall, and Gladstone Square.

On 14 February 2020, a distribution of 5.24 cents per stapled security has been declared by the Board of Directors.

Other than the above, since the end of the period, the Directors are not aware of any other matter or circumstance not otherwise dealt with in the financial reports or the Directors' Report that has significantly affected or may significantly affect the operations of the Fund, the results of those operations or the state of affairs of the Fund in financial periods subsequent to the half year ended 31 December 2019.

10. Accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

In preparing the consolidated financial statements for the half year ended 31 December 2019, significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is consistent with those disclosed in the financial report of the previous financial year.

ELANOR RETAIL PROPERTY FUND

DIRECTORS' DECLARATION TO STAPLED SECURITYHOLDERS

In the opinion of the Directors of Elanor Funds Management Limited as responsible entity for Elanor Retail Property Fund I and Elanor Retail Property Fund II:

- (a) the financial statements and notes set out on pages 9 to 23 are in accordance with the Corporations Act 2001 (Cth), including:
 - i. complying with Australian Accounting Standards, the *Corporations Regulations* 2001 and other mandatory professional reporting requirements; and
 - ii. giving a true and fair view of the Consolidated Group's and ERPF I Group's financial position as at 31 December 2019 and of their performance, for the financial half year ended on that date; and
- (b) there are reasonable grounds to believe that the Consolidated Group and the ERPF I Group will be able to pay their debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors in accordance with Section 303(5) of the *Corporations Act 2001* (Cth).



Glenn Willis
CEO and Managing Director

Sydney, 14 February 2020

Independent Auditor's Review Report to the Stapled Securityholders of Elanor Retail Property Fund and the Securityholders of Elanor Retail Property Fund I Group

We have reviewed the accompanying half-year financial report of:

- The consolidated balance sheet as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of Elanor Retail Property Fund, being the consolidated stapled entity ("Elanor Retail Property Fund") as set out on pages 9 to 24. The consolidated stapled entity, as disclosed in the Basis of Consolidation to the financial report, comprises Elanor Retail Property Fund II ("ERPF II") and the entities it controlled at the half-year's end or from time to time during the half-year, including Elanor Retail Property Fund I ("ERPF I") and the entities it controlled at the half-year's end or from time to time during the half year; and
- The consolidated balance sheet as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity ERPF I, being the consolidated entity ("ERPF I Group") as set out on pages 9 to 24. The consolidated entity comprises ERPF I and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' Responsibility for the Half-Year Financial Report

The directors of Elanor Funds Management Limited, as responsible entity of ERPF I and ERPF II, are responsible for the preparation of the half-year financial reports that give a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial reports that give a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial reports based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial reports are not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entities' financial positions as at 31 December 2019 and their performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of ERPF I and ERPF II, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Auditor's Independence Declaration

In conducting our review, 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 Elanor Funds Management Limited, as responsible entity of ERPF I and ERPF II, would be in the same terms if given to the directors as at the time of this auditor's review report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Elanor Retail Property Fund and ERPF I Group are not in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of Elanor Retail Property Fund and ERPF I Group's financial positions as at 31 December 2019 and of their performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

DELOITTE TOUCHE TOHMATSU

DELOITTE TOUCHE TOHMATSU



D Nell
Partner
Chartered Accountants
Sydney, 14 February 2020