

BT Smaller Companies Fund

ARSN 089 133 666

**Annual report - for the year ended
30 June 2025**

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These financial statements cover BT Smaller Companies Fund as an individual entity.

The Responsible Entity of BT Smaller Companies Fund is BT Funds Management No. 2 Limited (ABN 22 000 727 659).
The Responsible Entity's registered office is Level 18, 275 Kent Street, Sydney, NSW 2000.

Directors' report

The directors of BT Funds Management No. 2 Limited, the Responsible Entity of the BT Smaller Companies Fund ("the Fund"), present their report together with the Fund's financial statements for the year ended 30 June 2025.

Principal activities

During the year, the Fund continued to invest in equities, unlisted unit trusts (including cash management trusts) and derivatives in accordance with the provisions of the governing documents. Through these investments, the Fund was exposed to Australian and New Zealand equities.

The Fund did not have any employees during the year.

There were no significant changes in the nature of the Fund's activities during the year.

Directors

The following persons held office as directors of BT Funds Management No. 2 Limited during the whole of the financial year and up to the date of this report:

Lara Bourguignon
 Andrew Rutherford
 Jonathan Sweeney

Review and results of operations

There have been no significant changes to the Fund's operations since the previous financial year. The Fund continued to invest in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and the provisions of the Fund's Constitution.

The performance of the Fund, as represented by the results of its operations, was as follows:

	Year ended	
	30 June 2025	30 June 2024
Operating profit/(loss) (\$'000)	16,772	24,850
<i>Distributions</i>		
Distributions paid and payable (\$'000)	20,719	11,278
Distributions (cents per unit)	24.0088	12.4195

The key differences, if any, between net assets for unit pricing purposes and net assets as reported in the financial statements prepared under Australian Accounting Standards, have been outlined below:

	As at	
	30 June 2025 \$'000	30 June 2024 \$'000
Redemption value of outstanding units	142,555	154,593
Adjustment for differences in valuation inputs	361	389
Net assets attributable to unitholders	142,916	154,982

Directors' report (continued)

Significant changes in the state of affairs

Other than as noted in this report, in the opinion of the directors, no significant changes in the state of affairs of the Fund occurred during the financial year.

Matters subsequent to the end of the financial year

As at 30 June 2025, the Fund held an investment in Corporate Travel Management, an ASX-listed security, with a carrying value of \$2,606,000. On 26 August 2025, the securities of Corporate Travel Management's were suspended from trading until it finalises its results after announcing a potential restatement of previous financial reports. No adjustment has been made to the carrying value of the investment as at 30 June 2025.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

Likely developments and expected results of operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and in accordance with the provisions of the Fund's Constitution.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Indemnity and insurance of officers

No insurance premiums are paid for out of the assets of the Fund for insurance cover provided to the officers of the Responsible Entity.

Indemnity of auditors

PricewaterhouseCoopers, the auditors of the Fund are in no way indemnified out of the assets of the Fund.

Fees paid to and interests held in the Fund by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Fund property during the year are disclosed in note 11 to the financial statements.

No fees were paid out of Fund property directly to the directors of the Responsible Entity during the year.

The number of interests in the Fund held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 11 to the financial statements.

Interests in the Fund

The movement in units on issue in the Fund during the year is disclosed in note 6 to the financial statements.

The value of the Fund's assets and liabilities is disclosed in the statement of financial position and derived using the basis set out in note 2 to the financial statements.

Environmental regulation

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

Directors' report (continued)

Rounding of amounts to the nearest thousand dollars

Amounts in the Directors' report have been rounded to the nearest thousand dollars in accordance with *Australian Securities & Investments Commission ("ASIC") Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, unless otherwise indicated.

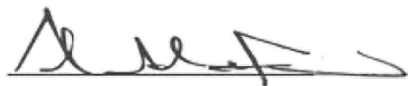
Auditor's independence declaration

A copy of the auditor's independence declaration, as required under section 307C of the *Corporations Act 2001*, is set out on page 5.

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



Jonathan Sweeney
Director



Andrew Rutherford
Director
Sydney
22 September 2025



Auditor's Independence Declaration

As lead auditor for the audit of BT Smaller Companies Fund for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been:

- a. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b. no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink, appearing to read 'Alexandra Richardson', written in a cursive style.

Alexandra Richardson
Partner
PricewaterhouseCoopers

Sydney
22 September 2025

PricewaterhouseCoopers, ABN 52 780 433 757
One International Towers Sydney, Watermans Quay, BARANGAROO NSW 2000,
GPO BOX 2650, SYDNEY NSW 2001
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au

Statement of comprehensive income

	Notes	Year ended	
		30 June 2025 \$'000	30 June 2024 \$'000
Income			
Interest income		136	44
Dividend income		4,292	3,283
Distribution income		523	730
Net gains/(losses) on financial instruments held at fair value through profit or loss		14,156	23,018
Other income		15	7
Total income/(loss)		<u>19,122</u>	<u>27,082</u>
Expenses			
Responsible Entity's fees	11(c)	1,984	1,943
Transaction costs		366	289
Total operating expenses		<u>2,350</u>	<u>2,232</u>
Operating profit/(loss)		<u>16,772</u>	<u>24,850</u>
Profit/(loss) for the year		16,772	24,850
Other comprehensive income		—	—
Total comprehensive income for the year		<u>16,772</u>	<u>24,850</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Statement of financial position

		As at	
	Notes	30 June 2025 \$'000	30 June 2024 \$'000
Assets			
Cash and cash equivalents	8	6,932	6,025
Margin accounts		77	51
Unsettled sales		384	1,699
Accrued income		182	288
Receivables		6	4
Financial assets held at fair value through profit or loss	9	<u>155,778</u>	<u>158,020</u>
Total assets		<u>163,359</u>	<u>166,087</u>
Liabilities			
Unsettled purchases		657	734
Distribution payable	7	19,595	10,246
Payables		<u>191</u>	<u>125</u>
Total liabilities		<u>20,443</u>	<u>11,105</u>
Net assets attributable to unitholders - equity	6	<u>142,916</u>	<u>154,982</u>

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of changes in equity

	Notes	Year ended	
		30 June 2025 \$'000	30 June 2024 \$'000
Total equity at the beginning of the financial year		154,982	155,121
Comprehensive income for the year			
Profit/(loss) for the year		16,772	24,850
Other comprehensive income		<u>–</u>	<u>–</u>
Total comprehensive income for the year		<u>16,772</u>	<u>24,850</u>
Transactions with unitholders			
Applications	6	3,394	2,374
Redemptions	6	(19,637)	(17,509)
Units issued upon reinvestment of distributions	6	8,124	1,424
Distributions paid and payable	7	<u>(20,719)</u>	<u>(11,278)</u>
Total transactions with unitholders		<u>(28,838)</u>	<u>(24,989)</u>
Total equity at the end of the financial year		<u>142,916</u>	<u>154,982</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of cash flows

	Notes	Year ended	
		30 June 2025 \$'000	30 June 2024 \$'000
Cash flows from operating activities			
Proceeds from sale of financial instruments held at fair value through profit or loss		139,774	112,441
Purchase of financial instruments held at fair value through profit or loss		(122,045)	(99,005)
Interest received		127	44
Dividends received		4,259	3,320
Distributions received		552	758
Other income received		13	15
Responsible Entity's fees received/(paid)		(1,984)	(1,955)
Payment of transaction costs		(366)	(289)
Net cash inflow/(outflow) from operating activities	13(a)	20,330	15,329
Cash flows from financing activities			
Proceeds from applications by unitholders		3,394	2,374
Payments for redemptions by unitholders		(19,571)	(17,580)
Distributions paid		(3,246)	(573)
Net cash inflow/(outflow) from financing activities		(19,423)	(15,779)
Net increase/(decrease) in cash and cash equivalents		907	(450)
Cash and cash equivalents at the beginning of the year		6,025	6,475
Cash and cash equivalents at the end of the year	8	6,932	6,025
Non-cash transactions	13(b)		

The above statement of cash flows should be read in conjunction with the accompanying notes.

1 General information

These financial statements cover BT Smaller Companies Fund ("the Fund") as an individual entity. The Fund was constituted on 13 July 1987.

The Responsible Entity of the Fund is BT Funds Management No. 2 Limited ("the Responsible Entity"). The Responsible Entity's registered office is Level 18, 275 Kent Street, Sydney, NSW 2000. The financial statements are presented in Australian currency.

During the year, the Fund continued to invest in equities, unlisted unit trusts (including cash management trusts) and derivatives in accordance with the provisions of the governing documents. Through these investments, the Fund was exposed to Australian and New Zealand equities.

The financial statements were authorised for issue by the directors of the Responsible Entity on 22 September 2025. The directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of material accounting policies

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Accounting Standards Board and the *Corporations Act 2001* in Australia. The Fund is a for-profit unit trust for the purpose of preparing the financial statements.

The financial statements are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and do not distinguish between current and non-current. All balances are expected to be recovered or settled within 12 months, except for financial assets at fair value through profit or loss.

The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such it is expected that a portion of the portfolio will be realised within 12 months, however an estimate cannot be reliably determined at the end of the reporting period.

In the case of net assets attributable to unitholders, the units are redeemed on demand at the unitholder's option. However holders of these instruments typically retain them for the medium to long term. As such the amount expected to be settled within 12 months cannot be reliably determined at the end of the reporting period.

(i) Compliance with International Financial Reporting Standards

The financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(ii) Comparatives

Certain comparative figures have been restated to conform with the financial statement presentation adopted for the current year where applicable.

(iii) New and amended standards adopted by the Fund

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 July 2024 that have a material effect on the financial statements of the Fund.

(b) Financial instruments

(i) Recognition/derecognition

The Fund recognises financial instruments ("investments") on the date it becomes party to the contractual agreement and recognises changes in the value of the financial instruments from this date.

Financial assets are derecognised when the contractual right to cash flows from the investments has expired or has been transferred, and the Fund has transferred substantially all of the risks and rewards of ownership.

(ii) Classification

The Fund classifies its financial instruments based on its business model for managing its investments and their contractual cash flow characteristics. The Fund's investments are managed and performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about the investments on a fair value basis together with other related financial information.

2 Summary of material accounting policies (continued)

(b) Financial instruments (continued)

(ii) Classification (continued)

For unlisted unit trusts, equity securities and derivatives, the contractual cash flows are not solely principal and interest. Consequently, these investments are measured at fair value through profit or loss. Derivative contracts that have a negative fair value are presented as financial liabilities at fair value through profit or loss.

(iii) Measurement

At initial recognition, a financial asset is measured at fair value. Transaction costs associated with financial assets carried at fair value through profit or loss are expensed in the statement of comprehensive income.

Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of financial assets at fair value through profit or loss are presented in the statement of comprehensive income within net gains/(losses) on financial instruments held at fair value through profit or loss in the period in which they arise.

Refer to note 4 for further details on how the fair values of financial instruments are determined.

(c) Net assets attributable to unitholders

Units are redeemable at the unitholder's option, however applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders. The units are classified as equity as the Fund has only one class of units and no contractual obligation to pay distributions.

A unitholder can redeem units at any time for cash based on the redemption price, which is equal to a proportionate share of the Fund's net asset value, less any redemption spread.

Units are classified as equity when they satisfy the following criteria under AASB 132 *Financial Instruments*:

Presentation:

- the puttable financial instrument entitles the holder to a pro-rata share of net assets in the event of the Fund's liquidation,
- the puttable financial instrument is in the class of instruments that is subordinate to all other classes of instruments and class features are identical,
- apart from the contractual obligation to redeem the units, the puttable financial instrument does not include any contractual obligations to deliver cash or another financial asset, or to exchange financial instruments with another entity under potentially unfavourable conditions to the Fund, and it is not a contract settled in the Fund's own equity instruments, and
- the total expected cash flows attributed to the puttable financial instrument over its life are based substantially on the profit or loss of the Fund.

(d) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash at bank, bank overdrafts, deposits held at call with financial institutions and investments in cash management trusts where they hold short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown under liabilities in the statement of financial position.

Payments and receipts relating to the purchase and sale of financial assets are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Fund's main income generating activity.

(e) Margin accounts

Margin accounts comprise cash held, or owed, as collateral for derivative transactions. The cash is held by, or owed to, the broker and is only available to meet margin calls.

(f) Accrued income

Accrued income may include amounts owed to the Fund for dividends, trust distributions and interest. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued from the time of last payment. Amounts are generally received within 45 days of being recorded as due.

(g) Unsettled sales/purchases

Unsettled sales/purchases represent receivables for securities sold and/or payables for securities purchased that have been contracted for but not yet delivered by the end of the reporting period.

2 Summary of material accounting policies (continued)

(g) Unsettled sales/purchases (continued)

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Fund measures the loss allowance on unsettled sales/purchases at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund measures the loss allowance at an amount equal to 12-month expected credit losses. The amount of the impairment loss is recognised in the statement of comprehensive income within other operating expenses.

(h) Receivables

Receivables include such items as Reduced Input Tax Credits ("RITC") and application monies receivable from unitholders.

(i) Payables

Payables include liabilities, accrued expenses and redemption monies owing by the Fund which are unpaid as at the end of the reporting period.

Where the Responsible Entity has income that is distributable to unitholders, a separate distribution payable is recognised in the statement of financial position as at the end of each reporting period where this amount remains unpaid as at the end of the reporting period.

(j) Investment income

Interest income is recognised in the statement of comprehensive income for all financial instruments that are not held at fair value through profit or loss as it accrues.

Dividend income is recognised when the Fund's right to receive payment is established.

Trust distributions (including distributions from cash management trusts) are recognised on an entitlements basis.

(k) Expenses

All expenses, including Responsible Entity's fees, are recognised in the statement of comprehensive income on an accruals basis.

(l) Transaction costs

Transaction costs include fees and commissions paid to agents, advisers, brokers and dealers. Transaction costs, when incurred, are immediately recognised in the statement of comprehensive income as an expense.

(m) Income tax

Under current legislation, the Fund is not subject to income tax provided it attributes or distributes (as appropriate) the entirety of its taxable income to its unitholders.

(n) Distributions

In accordance with the Fund's Constitution, the Responsible Entity is entitled to determine the amounts to be distributed to unitholders. The distributions are recognised in the statement of changes in equity.

(o) Foreign currency translation

(i) Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Fund operates and is regulated. The Australian dollar is also the presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

2 Summary of material accounting policies (continued)

(o) Foreign currency translation (continued)

(ii) Transactions and balances (continued)

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value is determined. Translation differences on assets and liabilities carried at fair value are reported in the statement of comprehensive income on a net basis within net gains/(losses) on financial instruments held at fair value through profit or loss.

(p) Use of estimates

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the financial instruments held, quoted market prices are readily available.

For certain other financial instruments, including unsettled sales and purchases and payables, the carrying amounts approximate fair value due to the short-term nature of these financial instruments.

Refer to note 4 for further details on how fair value is calculated.

(q) New accounting standards and interpretations

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2025 and have not been early adopted in preparing these financial statements. The Fund's assessment of the impact of these new standards and amendments is set out below:

(i) AASB 18 Presentation and Disclosure in Financial Statements ("AASB 18") effective for annual periods beginning on or after 1 January 2027

The AASB issued the new standard on presentation and disclosure in financial statements, which replaces AASB 101 *Presentation of Financial Statements*, with a focus on updates to the statement of profit or loss.

The key new concepts introduced in AASB 18 relate to:

- the structure of the statement of profit or loss with defined subtotals;
- the requirement to determine the most useful structured summary for presenting expenses in the statement of profit or loss;
- required disclosures in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

(ii) AASB 2024-2 Amendments to Australian Accounting Standards - Classification and Measurement of Financial Instruments [AASB 7 & AASB 9] (effective for annual periods beginning on or after 1 January 2026)

The AASB issued targeted amendments to AASB 9 and AASB 7 to respond to recent questions arising in practice, and to include new requirements for all reporting entities. Among other amendments, the AASB clarified the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system.

The Fund is currently assessing the effects of the forthcoming standards and amendments.

No other new standards or amendments to standards are expected to have a material effect on the financial statements of the Fund.

(r) Rounding of amounts

The Fund is an entity of the kind referred to in *Australian Securities & Investments Commission ("ASIC") Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, relating to the 'rounding off' amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest thousand dollars, unless otherwise indicated.

3 Financial risk management

The Fund's activities expose it to a variety of financial risks: market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Fund's overall risk management program focuses on compliance with its governing documents and seeks to maximise the returns derived for the level of risk to which the Fund is exposed. Derivative financial instruments may also be used or are used to alter certain risk exposures. Financial risk management is required to be carried out by the investment manager in accordance with board approved policies.

The Fund uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and price risks and ratings analysis for credit risk.

The investment manager mitigates these financial risks through diversification and a careful selection of securities and other financial instruments within specified limits.

The Fund's performance exceptions to its benchmark are reported to the board on a regular basis.

(a) Market risk

(i) Price risk

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices.

Price risk arises on investments held for which prices in the future are uncertain. These are classified in the statement of financial position as at fair value through profit or loss. All security investments present a risk of loss of capital.

Exceptions in relation to price risk are reported to the board as required.

The table presented in note 3(b) summarises sensitivity analysis to price risk.

(ii) Foreign exchange risk

Foreign exchange risk arises as the value of monetary securities denominated in other currencies fluctuates due to changes in exchange rates. The foreign exchange risk relating to non-monetary assets and liabilities is a component of price risk and not foreign exchange risk.

The Fund does not hold any significant monetary assets denominated in currencies other than the Australian dollar as at 30 June 2025 and 30 June 2024.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Changes in interest rates can have a direct or indirect impact on the investment value and/or returns of all types of assets.

The Fund does not have any significant direct exposure to interest rate risk.

(b) Summarised sensitivity analysis

The following table summarises the sensitivity of the operating profit and net assets attributable to unitholders to price risk. The analysis is based on reasonably possible movements in the risk variables applied to the Fund's net assets.

The reasonably possible movements in the risk variables have been determined based on management estimates, having regard to a number of factors including historical levels of changes in market indices, security prices and/or benchmark returns, interest rates and foreign exchange rates. However actual movements in the risk variables may be greater or less than anticipated due to a number of factors. As a result, historic variations in risk variables are not a definitive indicator of future variations in the risk variables.

3 Financial risk management (continued)

(b) Summarised sensitivity analysis (continued)

The reasonably possible movements in the risk variables are based on management estimates having regard to long term averages consistent with the investing profile of the Fund.

As at	Impact on operating profit/ (loss)/Net assets attributable to unitholders	
	Price risk	
	-25% (2024: -25%) \$'000	+25% (2024: +25%) \$'000
30 June 2025	(38,945)	38,945
30 June 2024	(39,505)	39,505

In determining the impact of an increase/(decrease) in net assets attributable to unitholders arising from market risk, the Responsible Entity has considered prior period and expected future movements of the portfolio based on market information.

(c) Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when they fall due, causing a financial loss to the Fund.

Credit risk primarily arises from trading in derivative products. Other credit risk arises from cash and cash equivalents, deposits with banks and other financial institutions and amounts due from brokers.

(i) General approach

The Fund determines credit risk and measures expected credit losses for financial assets measured at amortised cost using probability of default, exposure at default and loss given default. Management consider both historical analysis and forward looking information in determining any expected credit loss. Management considers the probability of default to be close to zero as these financial assets have a low risk of default and the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be insignificant to the Fund.

The Fund invests into unlisted unit trusts which are also exposed to credit risk.

Credit risk management is carried out by the investment manager.

(ii) Settlement of security transactions

All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal as the delivery of securities sold is only made once the broker has received payment. Payment is made on the purchase of securities once the securities have been received by the broker. The trade will fail if either party fails to meet its obligations.

(d) Liquidity risk

Liquidity risk is the risk that sufficient cash resources may not be able to be generated to settle obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Fund is exposed to daily cash redemptions of redeemable units and daily margin calls on derivatives. The liquidity risk associated with the need to meet redemption requests is mitigated by maintaining adequate liquidity to fulfil usual redemption volumes. The Fund therefore primarily holds investments that are traded in an active market and can be disposed of readily. Only a limited proportion of its assets are not traded on an active market.

(i) Maturities of non-derivative financial liabilities

The non-derivative financial liabilities of the Fund comprise distribution payable, unsettled purchases and payables. These have no contractual maturities but are typically settled within 30 days.

4 Fair value measurement

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value hierarchy:

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

Investments are valued in accordance with the accounting policies set out in note 2 to the financial statements.

(a) Fair value in an active market (level 1)

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For the majority of financial assets, information provided by independent pricing services is relied upon for valuation. Fair value inputs utilise the last traded prices for financial assets.

Where the last traded price does not fall within the bid-ask spread, an assessment is performed by management to determine the appropriate valuation price to use that is most representative of fair value.

Exchange traded futures are valued at the market closing price.

(b) Recognised fair value measurements

The following table presents the financial assets measured and recognised at fair value by fair value hierarchy levels:

As at 30 June 2025	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Financial assets held at fair value through profit or loss:				
Equity securities	155,778	–	–	155,778
Total	155,778	–	–	155,778
As at 30 June 2024	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Financial assets held at fair value through profit or loss:				
Equity securities	158,020	–	–	158,020
Total	158,020	–	–	158,020

There were no financial liabilities measured and recognised at fair value as at 30 June 2025 and 30 June 2024.

Transfers into and out of the fair value hierarchy levels are recognised at the end of the reporting period.

(c) Transfers between levels

There were no transfers between levels as at 30 June 2025 or 30 June 2024.

(d) Fair value of receivables and payables

Due to their short-term nature, the carrying value of receivables and payables are assumed to approximate their fair value.

5 Remuneration of auditors

During the year the following fees were paid or payable for services provided by PricewaterhouseCoopers ("PwC") as the auditor of the Fund:

	Year ended	
	30 June 2025 \$	30 June 2024 \$
<i>Audit and other assurance services</i>		
Audit of financial statements	29,912	29,562
Other services*	7,417	7,158
Total remuneration for audit and other assurance services inclusive of Goods and Services Tax ("GST") provided by PwC	<u>37,329</u>	<u>36,720</u>

* Other services include the compliance plan audit.

Audit fees were paid by the Responsible Entity for the years ended 30 June 2025 and 30 June 2024.

6 Net assets attributable to unitholders

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	30 June 2025 No. '000	30 June 2024 No. '000	30 June 2025 \$'000	30 June 2024 \$'000
Opening balance	90,435	98,557	154,982	155,121
Profit/(loss) for the year	–	–	16,772	24,850
Applications	1,887	1,411	3,394	2,374
Redemptions	(10,970)	(10,399)	(19,637)	(17,509)
Units issued upon reinvestment of distributions	4,709	866	8,124	1,424
Distributions paid and payable	–	–	(20,719)	(11,278)
Closing balance	<u>86,061</u>	<u>90,435</u>	<u>142,916</u>	<u>154,982</u>

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are no separate classes of units and each unit has the same rights attached to it as all other units of the Fund.

Capital risk management

Management manages the Fund's net assets attributable to unitholders as capital. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Fund is subject to daily applications and redemptions at the discretion of unitholders.

Management monitors the level of daily applications and redemptions relative to the liquid assets in the Fund. In the event of a significant redemption, as permitted under the governing documents, management may decide to pay a special distribution and/or may delay payment of the redemption amount.

7 Distributions to unitholders

	Year ended			
	30 June 2025 \$'000	30 June 2025 CPU	30 June 2024 \$'000	30 June 2024 CPU
Distribution paid				
- 31 December	1,124	1.2400	1,032	1.0900
Distribution payable				
- 30 June	19,595	22.7688	10,246	11.3295
Total	<u>20,719</u>	<u>24.0088</u>	<u>11,278</u>	<u>12.4195</u>

8 Cash and cash equivalents

	As at	
	30 June 2025 \$'000	30 June 2024 \$'000
Domestic cash at bank	4,103	2,148
Cash management trusts	2,735	3,877
Foreign cash at bank	94	–
Total cash and cash equivalents	6,932	6,025

9 Financial assets held at fair value through profit or loss

	As at	
	30 June 2025 Fair value \$'000	30 June 2024 Fair value \$'000
Financial assets held at fair value through profit or loss		
Equity securities	155,778	158,020
Total financial assets held at fair value through profit or loss	155,778	158,020
Comprising:		
Equity securities		
Australian equity securities listed on a prescribed stock exchange	150,229	155,217
International equity securities listed on a prescribed stock exchange	5,549	2,803
Total equity securities	155,778	158,020
Total financial assets held at fair value through profit or loss	155,778	158,020

An overview of the risk exposures and fair value measurements relating to financial assets at fair value through profit or loss is included in note 3 and note 4.

10 Derivative financial instruments

A derivative is a financial instrument or other contract which is settled at a future date and whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating, credit index or other variable.

Derivative transactions are entered into in the normal course of business. There were no derivative contracts held as at 30 June 2024.

Derivative financial instruments require no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.

Derivative transactions include many different instruments such as forward currency contracts, futures and options. Derivatives are considered to be part of the investment process and the use of derivatives is an essential part of the Fund's portfolio management. Derivatives are not managed in isolation. Consequently the use of derivatives is multifaceted and includes:

- hedging to protect an asset or liability against a fluctuation in market values or to reduce volatility,
- a substitution for trading of physical securities, and
- adjusting asset exposures within the parameters set in the investment strategy, and/or adjusting the duration of fixed interest portfolios or the weighted average maturity of cash portfolios.

While derivatives are used for trading purposes, they are not used to gear (leverage) a portfolio. Gearing a portfolio occurs if the level of exposure to the markets exceeds the underlying value of the Fund.

The following derivative financial instruments were held during the year:

10 Derivative financial instruments (continued)

(a) Futures

Futures are contractual obligations to buy or sell financial instruments on a future date at a specified price, established in an organised market. Futures contracts are collateralised by cash or marketable securities. Changes in the values of futures contracts are usually settled net daily with the exchange or broker.

(b) Forward currency contracts

Forward currency contracts are agreements to receive or deliver a fixed quantity of foreign currency for an agreed upon price on an agreed future date. Forward currency contracts are primarily used to hedge against foreign currency exchange rate risks on non-Australian dollar denominated securities.

The derivative financial instruments held at the end of each reporting period are detailed below:

	As at	
	30 June 2025	30 June 2024
	Contract/ notional \$'000	Contract/ notional \$'000
Buy		
Forward currency contracts	166	–

The fair value of derivative contracts as at 30 June 2025 is below \$500/(\$500) and have therefore been rounded to Nil in the statement of financial position.

11 Related party transactions

(a) Responsible Entity

The Responsible Entity of the Fund is BT Funds Management No. 2 Limited (ABN 22 000 727 659), a wholly owned subsidiary of Westpac Financial Services Group Pty Limited (ABN 50 000 326 312). The ultimate parent entity is Westpac Banking Corporation (ABN 33 007 457 141). The registered office of the Responsible Entity and the Fund is Level 18, 275 Kent Street, Sydney, NSW 2000.

(b) Directors

Key management personnel includes persons who were directors of BT Funds Management No. 2 Limited during the whole of the financial year and up to the date of this report as follows:

Lara Bourguignon
Andrew Rutherford
Jonathan Sweeney

11 Related party transactions (continued)

(c) Responsible Entity's/manager's fees and other transactions

For the year ended 30 June 2025, in accordance with the Fund's governing documents, the Fund incurred a total management fee of 1.20% (inclusive of GST, net of RITC available to the Fund) per annum (2024: 1.20%).

This fee is partially paid out of the Fund and partially out of the assets of the underlying fund into which the Fund invests. The latter is reflected in the daily unit prices for the underlying fund.

All expenses in connection with the preparation of accounting records and the maintenance of the unit register are fully borne by the Responsible Entity.

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable/(receivable) at the end of each reporting period between the Fund and the Responsible Entity were as follows:

	30 June 2025	30 June 2024
	\$	\$
Management fees incurred by the Fund [#]	1,984,130	1,943,492
Aggregate amounts payable/(receivable) to/(from) the Responsible Entity at the end of the reporting period	125,438	124,979

This represents the amount paid out of the Fund to the Responsible Entity. In addition to this amount, the total fees charged also include the fee charged in the underlying fund.

Where the Fund invests into another fund, the Responsible Entity's fee is calculated after rebating the fee charged in the underlying fund. As a consequence, the amounts shown in the statement of comprehensive income reflect only the amount of the fee charged directly to the Fund.

(d) Related party unitholdings

Other funds related to the Responsible Entity hold units in the Fund but these funds do not meet the definition of related parties under the Australian Accounting Standards and as such unitholdings are not required to be disclosed.

(e) Transactions with key management personnel

Key management personnel are those with responsibility for planning, directing and controlling the activities of the Fund, directly or indirectly, during the financial period.

Key management personnel services are provided to BT Funds Management No. 2 Limited and included in the management fees disclosed in (c) above. There is no separate charge for these services. There was no compensation paid directly by the Fund to any of the key management personnel.

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period.

Key management personnel unitholdings

At 30 June 2025, no key management personnel held units in the Fund (2024: Nil).

(f) Investments

The Fund did not hold any investments in the Responsible Entity or its related parties during the year (2024: Nil).

(g) Other transactions within the Fund

Apart from those details disclosed in this note, no key management personnel have entered into a material contract with the Fund during the financial year and there were no material contracts involving key management personnel's interests existing at the end of the reporting period.

12 Structured entities

A structured entity is an entity in which voting or similar rights are not the dominant factor in deciding who controls the entity, and the relevant activities are directed by means of contractual arrangements.

The Fund considers all investments in unlisted unit trusts to be structured entities. The Fund may invest in related and or unrelated unlisted unit trusts for the purpose of capital appreciation and earning investment income.

The unlisted unit trusts are invested in accordance with the investment strategy by their respective investment managers.

The return of the unlisted unit trusts is exposed to the variability of the performance of their investments. The unlisted unit trusts finance their operations by issuing redeemable units which are puttable at the holder's option and entitle the holder to a proportional stake in the respective unlisted unit trusts' net assets and distributions.

The nature and extent of the Fund's interests in structured entities is summarised in note 8.

During the year ended 30 June 2025, total income distributions from investments in structured entities were \$179,000 (2024: \$235,000).

During the year ended 30 June 2025, total net gains/(losses) incurred on investments in structured entities were \$Nil (2024: \$23,000).

The Fund's maximum exposure to loss from its interests in the structured entities is equal to the total fair value of its investments in these entities as there are no present or future obligations owed by the Fund in respect of the investments. The Fund's exposure to any risk from the structured entities will cease when these investments are disposed of.

During the year the Fund did not provide financial support to unconsolidated structured entities and has no intention of providing financial or other support.

As at 30 June 2025, there were no capital commitment obligations other than those disclosed in unsettled sales or unsettled purchases in the statement of financial position (2024: \$Nil).

13 Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities

	Year ended	
	30 June 2025 \$'000	30 June 2024 \$'000
(a) Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities		
Operating profit/(loss) for the year	16,772	24,850
Proceeds from sale of financial instruments held at fair value through profit or loss	139,774	112,441
Purchase of financial instruments held at fair value through profit or loss	(122,045)	(99,005)
Net (gains)/losses on financial instruments held at fair value through profit or loss	(14,156)	(23,018)
Income reinvested	(118)	(168)
Net change in accrued income and receivables	103	244
Net change in payables	—	(15)
Net cash inflow/(outflow) from operating activities	20,330	15,329
(b) Non-cash transactions		
Distribution payments satisfied by the issue of units under the distribution reinvestment plan	8,124	1,424

14 Events occurring after the reporting period

As at 30 June 2025, the Fund held an investment in Corporate Travel Management, an ASX-listed security, with a carrying value of \$2,606,000. On 26 August 2025, the securities of Corporate Travel Management's were suspended from trading until it finalises its results after announcing a potential restatement of previous financial reports. No adjustment has been made to the carrying value of the investment as at 30 June 2025.

No other significant events have occurred since the end of the reporting period which would impact on the financial position of the Fund disclosed in the statement of financial position as at 30 June 2025 or on the results and cash flows of the Fund for the year ended on that date.

15 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2025 or 30 June 2024.

Directors' declaration

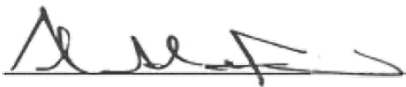
In the opinion of the directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 21 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the Fund's financial position as at 30 June 2025 and of its performance for the financial year ended on that date, and
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable, and
- (c) note 2(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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



Jonathan Sweeney
Director



Andrew Rutherford
Director

Sydney
22 September 2025



Independent auditor's report

To the unitholders of BT Smaller Companies Fund

Our opinion

In our opinion:

The accompanying financial report of BT Smaller Companies Fund (the Fund) is in accordance with the *Corporations Act 2001*, including:

- a. giving a true and fair view of the Fund's financial position as at 30 June 2025 and of its financial performance for the year then ended
- b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the statement of financial position as at 30 June 2025
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the statement of cash flows for the year then ended
- the notes to the financial statements, including material accounting policy information and other explanatory information
- the directors' declaration.

PricewaterhouseCoopers, ABN 52 780 433 757
One International Towers Sydney, Watermans Quay, BARANGAROO NSW 2000,
GPO BOX 2650, SYDNEY NSW 2001
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au



Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

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

Independence

We are independent of the Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Other information

The directors of the Responsible Entity are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of the directors of the Responsible Entity for the financial report

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

In preparing the financial report, the directors of the Responsible Entity are responsible for assessing the ability of the Fund to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Responsible Entity either intend to liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

PricewaterhouseCoopers

Alexandra Richardson
Partner

Sydney
22 September 2025