

WAM MICROCAP LIMITED

ABN 34 617 838 418

Appendix 4E Preliminary Final Report for the year ended 30 June 2019

Results for Announcement to the Market

All comparisons to the year ended 30 June 2018

	\$	up/down	% mvmt
Revenue from ordinary activities	12,989,373	down	72.4%
Profit from ordinary activities before income tax expense	8,632,338	down	79.7%
Net profit from ordinary activities after income tax expense	7,026,565	down	77.1%

Dividend information	Cents per share	Franked amount per share	Tax rate for franking
2019 Special dividend cents per share	2.25c	2.25c	30%
2019 Final dividend cents per share	2.25c	2.25c	30%
2019 Interim dividend cents per share	2.25c	2.25c	30%

Final and special dividend dates

Ex dividend date	4 October 2019
Record date	7 October 2019
Last election date for the DRP	9 October 2019
Payment date	18 October 2019

Dividend Reinvestment Plan

The Dividend Reinvestment Plan ('DRP') is in operation and the recommended fully franked final dividend of 2.25 cents per share and the fully franked special dividend of 2.25 cents per share qualify. Participating shareholders will be entitled to be allotted the number of shares (rounded to the nearest whole number) which the cash dividends would purchase at the relevant issue price. The relevant issue price will be calculated as the VWAP (volume weighted average market price) of shares sold on the ASX over the four trading days commencing on the ex dividend date for the relevant dividends. The DRP will operate without a discount for the final and special dividends.

	30 Jun 19	30 Jun 18
Net tangible asset backing (after tax) per share	\$1.27	\$1.28

This report is based on the Annual Report which has been audited by Pitcher Partners. The audit report is included with the Company's Annual Report which accompanies this Appendix 4E. All the documents comprise the information required by Listing Rule 4.3A.



W | A | M *Microcap*

2019 Annual Report

For the year ended 30 June 2019

ABN 34 617 838 418

WAM Microcap Limited

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

Directors

Geoff Wilson AO (Chairman)
Jacqueline Sullivan
Kate Thorley

Company Secretary

Linda Vo

Investment Manager

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

Auditor

Pitcher Partners

Country of Incorporation

Australia

Registered Office

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

Contact Details

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

Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
T: (02) 9290 9600
F: (02) 9279 0664

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

Australian Securities Exchange

WAM Microcap Limited
Ordinary Shares (WMI)

Shareholder Presentations 2019

Annual General Meeting and Presentation Sydney

Tuesday 19 November

Presentation: 10.00am – 12.00pm

AGM: 3.35pm – 4.55pm

The Westin Sydney

1 Martin Place

Sydney NSW 2000

To be streamed live on our website wilsonassetmanagement.com.au.



Canberra

Monday 18 November

10.00am – 12.00pm

Hotel Realm

18 National Circuit

Canberra ACT 2600

Brisbane

Thursday 21 November

10.00am – 12.00pm

Hilton Hotel

190 Elizabeth Street

Brisbane QLD 4000

Hobart

Monday 25 November

10.00am – 12.00pm

Hotel Grand Chancellor

1 Davey Street

Hobart TAS 7000

Perth

Tuesday 26 November

10.00am – 12.00pm

The Westin

480 Hay Street

Perth WA 6000

Adelaide

Wednesday 27 November

10.00am – 12.00pm

Hilton Hotel

233 Victoria Square

Adelaide SA 5000

Melbourne

Thursday 28 November

10.00am – 12.00pm

Grand Hyatt

123 Collins Street

Melbourne VIC 3000

The Future Generation Presentations will be held from 12.15pm - 1.15pm in each city.

Access exclusive investment ideas from leading Australian and global fund managers at the

Future Generation Investment Forum which will be held from 1.45pm – 3.15pm on Thursday 28 November in Melbourne.

Key highlights FY2019

\$8.6m

Operating profit before tax

+7.3%

Strong investment portfolio performance, outperforming the Index

4.5C

Increased fully franked full year dividend

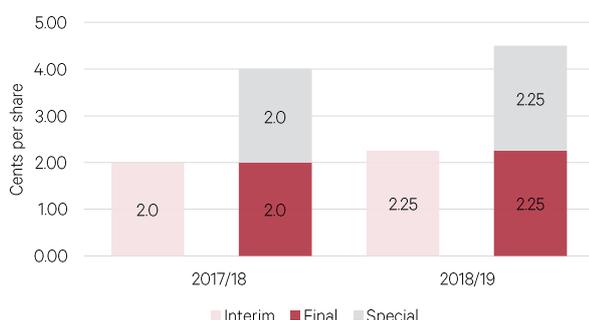
2.25C

Increased fully franked special dividend

Snapshot as at 30 June 2019

Listing date	June 2017
Gross assets	\$188.2m
Market capitalisation	\$171.1m
Shares on issue	140,861,776
Share price	\$1.215
Net tangible assets (pre-tax)	\$1.32
Net tangible assets (post-tax)	\$1.27
Fully franked full year dividend FY2019	4.5 cents
Fully franked special dividend FY2019	2.25 cents
Total full year dividends FY2019	6.75 cents

Fully franked dividends since inception



FY2019 results

The investment portfolio increased 7.3% during the 12-month period, outperforming the S&P/ASX Small Ordinaries Accumulation Index by 5.4% during a volatile period for the Australian equity market. The outperformance was achieved with an average cash weighting of 24.7%, reflecting the strong risk-adjusted returns provided by the Investment Manager during the period and since inception. The investment portfolio outperformance was achieved with less risk, as measured by standard deviation, 12.8% against the Index's 15.2%. Since inception, the investment portfolio has increased 17.8% per annum, outperforming the Index by 5.8%, whilst reducing risk through holding an average 22.1% cash since inception.

The Board declared a fully franked full year dividend of 4.5 cents per share, an increase of 12.5% on the previous year, with the fully franked final dividend being 2.25 cents per share. The Board also declared an additional fully franked special dividend of 2.25 cents per share, an increase of 12.5% on last year's special dividend. WAM Microcap has paid 8.25 cents per share in fully franked dividends to shareholders since inception. The Company's current profit reserve is 18.9 cents per share.

WAM Microcap achieved an operating profit before tax of \$8.6 million for the year (FY2018: \$42.4 million) and an operating profit after tax of \$7.0 million (FY2018: \$30.7 million). The operating profit for the year is reflective of the strong investment portfolio performance during the period.

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Chairman's letter

Dear Fellow Shareholders,

I would like to thank all WAM Microcap shareholders for your continued support of the Company during the 2019 financial year and welcome all new shareholders.

In 2019, the Company continued to deliver shareholders strong risk-adjusted returns. The WAM Microcap investment portfolio increased 7.3% in the 12 months to 30 June 2019, outperforming the S&P/ASX Small Ordinaries Accumulation Index by 5.4%. This outperformance was achieved with an average cash weighting of 24.7% and with less volatility as measured by standard deviation, 12.8% against the Index's 15.2%. The return on the equity portion of the portfolio was 9.1% and the return on the cash portion of the portfolio was 1.8% for the year. Since inception in June 2017, the WAM Microcap investment portfolio has increased 17.8% per annum, outperforming the Index by 5.8%.

The driver of the investment portfolio's performance during the year was the sound stock selection from the investment team. During the period we invested in 195 individual companies and at 30 June 2019 we held investments in 79 companies. The largest contributors to the investment portfolio's outperformance during the period included: leading plus-sized fashion retailer, City Chic Collective (ASX: CCX); global digital retailer of official government and charitable lotteries, Jumbo Interactive (ASX: JIN); online provider of automotive parts retailing systems, Infomedia (ASX: IFM); wholesaler of cloud-based subscription software licenses, Rhipe (ASX: RHP); and workforce management company specialising in contracted labour, People Infrastructure (ASX: PPE).

The Company declared a fully franked final dividend of 2.25 cents per share. Together with the fully franked 2.25 cents per share interim dividend, this brings the fully franked full year dividend to 4.5 cents per share, a 12.5% increase on the prior year.

The Board and the Investment Manager are focused on ensuring the Company maintains the optimal amount of capital for its investment strategy and focus on micro-cap companies. As a result, and due to the strong performance of the investment portfolio since inception, the Board also declared an additional fully franked special dividend of 2.25 cents per share to be paid to shareholders. Since inception in June 2017, WAM Microcap has paid 8.25 cents per share in fully franked dividends to shareholders.

In the year to 30 June 2019, the Company achieved an operating profit before tax of \$8.6 million (FY2018: \$42.4 million) and an operating profit after tax of \$7.0 million (FY2018: \$30.7 million). The operating profit of the Company is impacted by the change in the dollar value of the portfolio in each operating period. Since inception to 30 June 2018, the value of the portfolio increased by \$46.5 million as the investment portfolio rose 31.2%. The value of the portfolio increased by \$12.7 million in the year ended 30 June 2019 as the investment portfolio increased 7.3%.

Company performance

There are three key measures we use to evaluate the performance of a listed investment company: investment portfolio performance; net tangible asset (NTA) growth; and total shareholder return (TSR). Investment portfolio performance measures the growth of the underlying portfolio of equities and cash before expenses, fees and taxes. A key objective of WAM Microcap is outperformance against the

S&P/ASX Small Ordinaries Accumulation Index, which is achieved by growing the investment portfolio at a greater rate. The S&P/ASX Small Ordinaries Accumulation Index is measured before expenses, fees and taxes. NTA growth is the change in value of the Company's assets, less liabilities and costs (including tax, management and performance fees) and is essentially the realisable value of the Company. The NTA is announced to shareholders on the ASX each month. TSR measures the tangible value shareholders gain from share price growth and dividends paid over the year. Importantly, TSR does not include the value of franking credits distributed to shareholders by way of fully franked dividends.

1. Investment portfolio performance

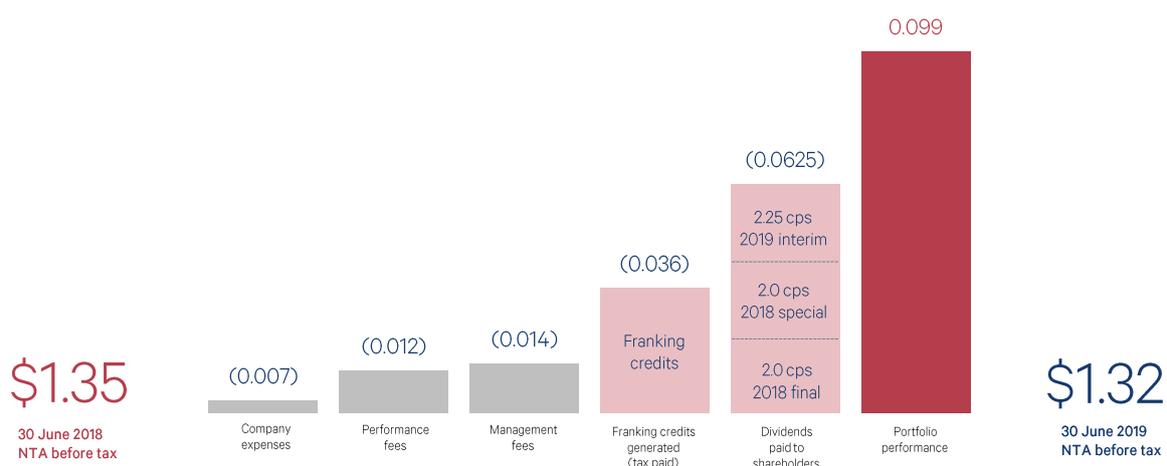
Performance at 30 June 2019	3 mths	6 mths	1 yr	Since inception % p.a. (Jun-17)
WMI Investment Portfolio	7.4%	14.4%	7.3%	17.8%
S&P/ASX Small Ordinaries Accumulation Index	3.7%	16.8%	1.9%	12.0%
Outperformance	+3.7%	-2.4%	+5.4%	+5.8%

Investment performance and Index returns are before expenses, fees and taxes.

2. NTA growth

WAM Microcap's NTA before tax increased 2.2% for the year to 30 June 2019, including the 6.25 cents per share fully franked dividends paid to shareholders during the year. This increase is after corporate tax paid of 3.6 cents per share or 2.7% during the year. Corporate tax payments made throughout the period were the major item of difference between the investment portfolio performance of 7.3% and the NTA performance. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends. Other items contributing to the change in the value of the assets during the year were management fees of 1.0%, performance fee payable of 0.9% and other company related expenses of 0.5%.

WAM Microcap NTA before tax performance



3. Total shareholder return

This measure shows the tangible return to shareholders, being the change in the share price together with dividends, assuming the dividends are reinvested during the year. The TSR for WAM Microcap for

the year to 30 June 2019 was impacted by the decline in the share price premium to NTA and resulting discount at the end of the period. As at 30 June 2019, the share price discount to NTA was 7.9% (2018: premium of 5.2%). This was offset by the investment portfolio performance, with TSR decreasing 10.5% for the year. This measure does not value the potential benefit of franking credits distributed to shareholders through fully franked dividends.

Dividends

The Board declared a fully franked full year dividend of 4.5 cents per share, with the fully franked final dividend being 2.25 cents per share. The Board also declared an additional fully franked special dividend of 2.25 cents per share. Since inception, the Company has paid 8.25 cents per share in fully franked dividends to shareholders.

The Board is committed to paying an increasing stream of fully franked dividends to shareholders, provided the Company has sufficient profit reserves and franking credits and it is within prudent business practices. The Company's ability to generate franking credits is dependent upon the receipt of franked dividends from investments and the payment of tax. The dividend reinvestment plan is available to shareholders for both the interim and final dividend. The dividend reinvestment plan will operate without a discount for the final and special dividends.

Company outlook

WAM Microcap enters the 2020 financial year with a conservative balance sheet, no debt and a flexible and proven investment approach with the patience and expertise of an experienced investment team. Following a strong rally in July 2019, August has seen a higher level of volatility driven by trade war re-escalation and sharp currency movements arising from global central banks' interest rate decisions. The preservation of shareholder capital is a key focus of our investment process and despite our cautious outlook, we continue to identify and act on opportunities in the market.

Public policy and advocacy

On behalf of our 80,000 shareholders of our six LICs as well as self-funded retirees and low-income earners throughout Australia, we advocated against the inequitable and illogical policy to remove refunds on franked dividend income that was announced on 13 March 2018. We were pleased to see the end of the proposal and thank our shareholders for their support.

Shareholder engagement and communication

Shareholders are the owners of WAM Microcap. Our responsibility is to manage the Company on their behalf and be available to report to them on a regular basis. We encourage all shareholders to meet with us and utilise our proactive approach to keeping them informed. We do this regularly in many ways, including:

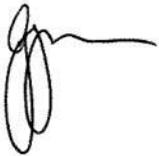
- Weekly investor updates from our Lead Portfolio Managers;
- Regular investment insights and market updates;
- Regular roundtables with our shareholders and planners, advisers and their clients;
- Monthly investment updates;
- Semi-annual conference calls on our LICs;
- Semi-annual presentations and lunches across all major Australian cities; and
- Annual and semi-annual profits announcements.

Chairman's letter

WAM Microcap shareholders are encouraged to use the subscription feature on the Wilson Asset Management website to receive notifications of announcements, investor updates and other important information.

We aim to provide valuable and insightful information and welcome all feedback on how we can improve our communication and engagement. Please contact myself or our Head of Corporate Affairs James McNamara on (02) 9247 6755 or email us at info@wilsonassetmanagement.com.au with any questions or feedback.

Thank you for your continued support.

A handwritten signature in black ink, consisting of a large, stylized 'G' followed by a horizontal line extending to the right.

Geoff Wilson AO
Chairman

Investing with Wilson Asset Management

Wilson Asset Management has a strong track record of delivering risk-adjusted returns for shareholders and making a difference for investors and the community for more than 20 years. Established in 1997 by Geoff Wilson AO, Wilson Asset Management is responsible for investing more than \$3 billion in Australian and international companies on behalf of 80,000 retail investors across six LICs:

- WAM Capital (ASX: WAM) – focus on small to mid-cap Australian companies
- WAM Leaders (ASX: WLE) – focus on large-cap Australian companies
- WAM Global (ASX: WGB) – focus on small to mid-cap international companies
- WAM Microcap (ASX: WMI) – focus on micro-cap Australian companies
- WAM Research (ASX: WAX) – focus on small to mid-cap Australian companies
- WAM Active (ASX: WAA) – focus on market mispricing within the Australian equity market.

Wilson Asset Management created and is the lead supporter of the first LICs to deliver both investment and social returns: Future Generation Investment Company (ASX: FGX) and Future Generation Global Investment Company Limited (ASX: FGG). Wilson Asset Management advocates and acts for retail investors, is a member of the global philanthropic Pledge 1% movement and provides all team members with \$10,000 each year to donate to charities of their choice. This philanthropic investment is made by the Investment Manager.

WAM Microcap has an investment management agreement with Wilson Asset Management. For WAM Microcap shareholders, that means an experienced team working on your behalf, to achieve your investment aims. Investing with Wilson Asset Management provides the following benefits:

Risk-adjusted returns. Wilson Asset Management is focused on delivering strong returns while taking the least risk possible to protect shareholders' capital. Our flexible mandate allows for above average cash holdings.

Deep diversification. LICs managed by Wilson Asset Management hold small positions in many companies, providing shareholders with access to highly diversified portfolios.

Experienced experts. Wilson Asset Management's investment team is comprised of 12 professionals with a total focus on protecting and growing shareholder capital and is informed by more than 160 years combined equity market experience.

Full market access. Wilson Asset Management's investment team hold more than 2,500 company meetings each year, which coupled with their extensive network in the market, provides insight, intelligence and opportunities.

Transparency. Wilson Asset Management values shareholder engagement and its LICs adhere to strict corporate governance requirements.

Shareholder advocacy. Wilson Asset Management regularly and actively engages in public debate on behalf of self-managed superannuation funds and retail investors.

A positive impact to the community. Wilson Asset Management is passionate about making a difference to the broader community.

Objectives and investment process

Investment objectives

The investment objectives of WAM Microcap are to:

- deliver investors a stream of fully franked dividends;
- provide capital growth over the medium-to-long term; and
- preserve capital of the Company.

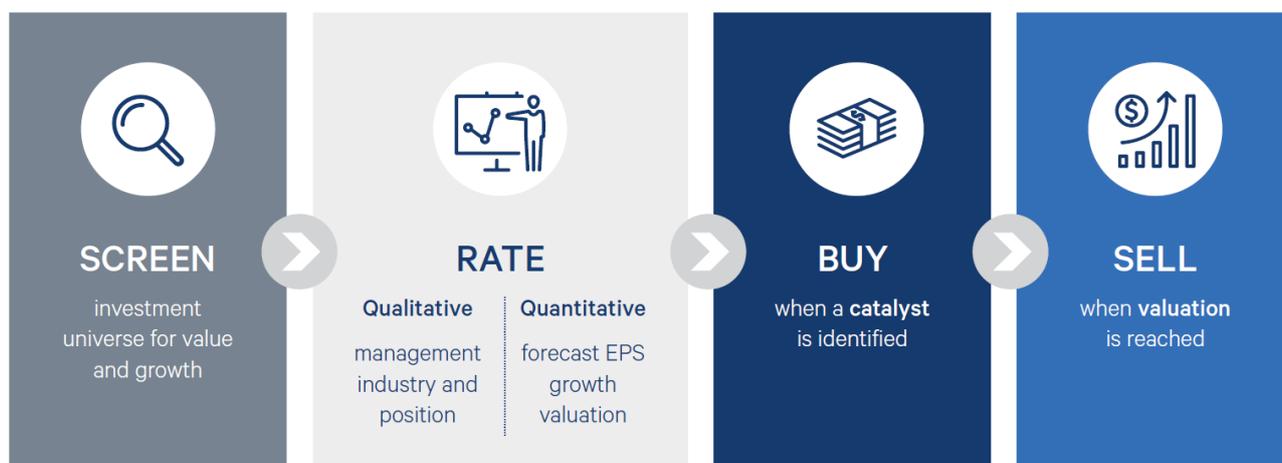
Investment process – focus on micro-cap Australian companies

WAM Microcap provides investors with access to Wilson Asset Management’s two distinctive processes:

- a research-driven process focused on identifying undervalued growth companies; and
- a market-driven process that takes advantage of mispricing opportunities.

Research-driven investing

This investment process involves diligent and deep research that focuses on free cash flow, return on equity and the quality of a company. Each company is carefully rated with respect to management, earnings growth potential, valuation and industry position. Under this process, our investment team will only ever invest in a security once we can identify a catalyst or event that we expect will change the market’s valuation of the company.



Market-driven investing

This investment process takes advantage of short-term mispricing opportunities in the Australian equity market. This part of the investment portfolio is actively traded, and as such, opportunities are derived from initial public offerings, placements, block trades, rights issues, corporate transactions (such as takeovers, mergers, schemes of arrangement, corporate spin-offs and restructures), arbitrage opportunities, LIC discount arbitrages, short-selling and trading market themes and trends.

Directors' Report to shareholders for the year ended 30 June 2019

The Directors present their report together with the financial report of WAM Microcap for the financial year ended 30 June 2019.

Principal activity

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

Operating and financial review

Investment operations over the year resulted in an operating profit before tax of \$8,632,338 (2018: \$42,444,290) and an operating profit after tax of \$7,026,565 (2018: \$30,682,054). The operating profit for the year is reflective of the strong investment portfolio performance over the period. The investment portfolio increased 7.3% in the 12 months to 30 June 2019, while being on average 75.3% invested in equities, outperforming the S&P/ASX Small Ordinaries Accumulation Index by 5.4%. Since inception, the investment portfolio has increased 17.8% per annum, outperforming the index by 5.8%.

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

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

Further information on the three key listed investment company performance measures and the operating and financial review of the Company is contained in the Chairman's Letter.

Financial position

The net asset value of the Company as at 30 June 2019 was \$179,442,248 (2018: \$180,263,689). Further information on the financial position of the Company is contained in the Chairman's Letter.

Dividends paid or recommended

Dividends paid or declared during the year are as follows:

	\$
Fully franked FY2018 final dividend of 2.0 cents per share paid on 26 October 2018	2,803,027
Fully franked FY2018 special dividend of 2.0 cents per share paid on 26 October 2018	2,803,027
Fully franked FY2019 interim dividend of 2.25 cents per share paid on 26 April 2019	3,161,942

Since the end of the year, the Directors declared a fully franked final dividend of 2.25 cents per share. The Board and the Investment Manager are focused on ensuring the Company maintains the optimal amount of capital for its investment strategy and focus on micro-cap companies. As a result, and due to the strong performance of the investment portfolio since inception, the Board also declared an additional fully franked special dividend of 2.25 cents per share to be paid to shareholders. The fully franked final and special dividends are due to be paid on 18 October 2019.

The Board is committed to paying an increasing stream of fully franked dividends to shareholders, provided the Company has sufficient profit reserves and franking credits and it is within prudent business practices. The Company's ability to generate franking credits is dependent upon the receipt of franked dividends from investments and the payment of tax.

Directors

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

- Geoff Wilson AO
- Jacqueline Sullivan
- Kate Thorley
- Chris Stott (resigned 26 July 2019)

Information on Directors

Geoff Wilson AO (Chairman – non-independent)

Experience and expertise

Geoff Wilson has over 39 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997. Geoff created Australia's first listed investment companies to deliver both investment and social returns, Future Generation Investment Company and Future Generation Global Investment Company. Geoff holds a Bachelor of Science, a Graduate Management Qualification and is a Fellow of the Financial Services Institute of Australia and the Australian Institute of Company Directors (AICD).

Geoff has been Chairman of the Company since March 2017.

Geoff Wilson AO (Chairman – non-independent) (cont'd)

Other current directorships

Geoff Wilson is currently Chairman of WAM Capital Limited (appointed March 1999), WAM Research Limited (appointed June 2003), WAM Active Limited (appointed July 2007), WAM Leaders Limited (appointed March 2016), WAM Global Limited (appointed February 2018) and the Australian Stockbrokers Foundation. He is the founder and a Director of Future Generation Investment Company Limited (appointed July 2014) and Future Generation Global Investment Company Limited (appointed May 2015) and a Director of Australian Leaders Fund Limited (appointed October 2003), Global Value Fund Limited (appointed April 2014), Century Australia Investments Pty Limited (appointed September 2014), 8IP Emerging Companies Limited (appointed April 2018), Incubator Capital Limited (appointed February 2000), Hearts and Minds Investments Limited (appointed September 2018), Wealth Defender Equities Pty Limited (appointed October 2018), Wollongong 2022 Limited (appointed March 2019), Sporting Chance Cancer Foundation, the Australian Fund Managers Foundation, Australian Children's Music Foundation and he is a Member of the Second Bite NSW Advisory Committee. He is the founder and Director of investment management companies Wilson Asset Management (International) Pty Limited and MAM Pty Limited.

Former directorships in the last 3 years

Geoff Wilson resigned as a director of Clime Capital Limited in March 2018.

Special responsibilities

Chairman of the Board.

Interests in shares of the Company

Details of Geoff Wilson's interests in shares of the Company are included later in this report.

Interests in contracts

Details of Geoff Wilson's interests in contracts of the Company are included later in this report.

Jacqueline Sullivan (Director – independent)

Experience and expertise

Jacqueline has over 30 years' funds management experience gained in a number of senior executive roles across the Australian and global AMP Capital businesses. In that time, Jacqueline led global distribution of AMP Capital with a focus on expansion into Asia, North America and Europe. As Head of Product, Jacqueline led the development of range of multi-manager products, listed funds, real assets and hedge funds. Jacqueline holds a Bachelor of Science, MBA, Graduate Diploma of Applied Finance and Investment and is a Graduate of the Australian Institute of Company Directors (AICD).

Jacqueline has been a Director of the Company since May 2017.

Other current directorships

Jacqueline Sullivan has no other directorships.

Former directorships in the last 3 years

Jacqueline Sullivan has not resigned as a Director from any other listed companies within the last three years.

Jacqueline Sullivan (Director – independent) (cont'd)

Special responsibilities

None.

Interests in shares of the Company

Jacqueline Sullivan has no interest in shares of the Company.

Interests in contracts

Jacqueline Sullivan has no interests in contracts of the Company.

Kate Thorley (Director – non-independent)

Experience and expertise

Kate Thorley has over 14 years' experience in the funds management industry and more than 20 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management (International) Pty Limited, Director of WAM Capital Limited, WAM Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Global Limited and Future Generation Investment Company Limited. Kate is the Joint Company Secretary of Future Generation Global Investment Company Limited. She holds a Bachelor of Commerce, a Graduate Diploma in Applied Finance and Investment, Graduate Diploma of Applied Corporate Governance and is a fully qualified CA. She is a member of the Australian Institute of Company Directors (AICD).

Kate has been a Director of the Company since March 2017.

Other current directorships

Kate Thorley is a Director of WAM Active Limited (appointed July 2014), WAM Research Limited (appointed August 2014), Future Generation Investment Company Limited (appointed April 2015), WAM Capital Limited (appointed August 2016), WAM Leaders Limited (appointed March 2016) and WAM Global Limited (appointed February 2018).

Former directorships in the last 3 years

Kate Thorley has not resigned as a Director from any other listed companies within the last three years.

Special responsibilities

None.

Interests in shares of the Company

Details of Kate Thorley's interests in shares of the Company are included later in this report.

Interests in contracts

Kate Thorley has no interests in contracts of the Company.

Company Secretary

The following person held the position of Company Secretary at the end of the financial year:

Linda Vo

Linda Vo has over 15 years' experience in financial accounting including more than 11 years in the funds management industry. As the Finance Manager of Wilson Asset Management (International) Pty Limited, Linda oversees finance and accounting and is also the Company Secretary for six listed investment companies, WAM Capital Limited, WAM Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Microcap Limited and WAM Global Limited. Linda holds a Bachelor of Commerce and is a fully qualified CPA. She is a certified member of the Governance Institute of Australia.

Linda was appointed Company Secretary of WAM Microcap in March 2017.

Remuneration Report (Audited)

This report details the nature and amount of remuneration for each Director of WAM Microcap.

a) Remuneration of Directors

All Directors of WAM Microcap are non-executive Directors. The Board from time to time determines remuneration of Directors within the maximum amount approved by the shareholders at the Annual General Meeting. Directors are not entitled to any other remuneration.

Fees and payments to Directors reflect the demands that are made on and the responsibilities of the Directors and are reviewed annually by the Board. The Company determines the remuneration levels and ensures they are competitively set to attract and retain appropriately qualified and experienced Directors.

The maximum total remuneration of the Directors of the Company has been set at \$80,000 per annum. Directors do not receive bonuses nor are they issued options on securities as part of their remuneration. Directors' fees cover all main Board activities and membership of committees.

Directors' remuneration received for the year ended 30 June 2019:

Director	Position	Short-term employee benefits Directors' Fees \$	Post-employment benefits Superannuation \$	Total \$
Geoff Wilson	Chairman	9,132	868	10,000
Jacqueline Sullivan	Director	22,831	2,169	25,000
Kate Thorley	Director	9,132	868	10,000
Chris Stott (resigned 26 July 2019)	Director	9,132	868	10,000
		50,227	4,773	55,000

Remuneration Report (Audited) (cont'd)

Directors' remuneration received for the period ended 30 June 2018:

Director	Position	Short-term employee benefits Directors' Fees \$	Post-employment benefits Superannuation \$	Total \$
Geoff Wilson	Chairman	9,207	875	10,082
Jacqueline Sullivan	Director	23,019	2,187	25,206
Kate Thorley	Director	9,207	875	10,082
Chris Stott	Director	9,207	875	10,082
		50,640	4,812	55,452

[†]Includes Directors' fees for the period from date of listing, 28 June 2017 to 30 June 2018.

Directors receive a superannuation guarantee contribution required by the government, which was 9.5% of individuals' benefits for FY2019 and do not receive any other retirement benefits. Directors may also elect to salary sacrifice their fees into superannuation.

b) Director related entities remuneration

All transactions with related entities during the year were made on normal commercial terms and conditions and at market rates.

The Company has an investment management agreement with MAM Pty Limited. Geoff Wilson is the Director of MAM Pty Limited (the Investment Manager or the Manager), the entity appointed to manage the investment portfolio of WAM Microcap. Entities associated with Geoff Wilson hold 100% of the issued shares of MAM Pty Limited. In its capacity as the Manager and in accordance with the investment management agreement, MAM Pty Limited was paid a management fee of 1% p.a. (plus GST) of the value of the portfolio amounting to \$2,043,555 inclusive of GST (2018: \$2,044,413). As at 30 June 2019, the balance payable to the Manager was \$172,402 inclusive of GST (2018: \$176,163).

In addition, MAM Pty Limited is to be paid, annually in arrears, a performance fee being 20% (plus GST) of:

- where the level of the S&P/ASX Small Ordinaries Accumulation Index has increased over that period, the amount by which the value of the portfolio exceeds this increase; or
- where the S&P/ASX Small Ordinaries Accumulation Index has decreased over that period, the amount of the increase in the value of the portfolio.

No performance fee is payable in respect of any performance period where the value of the portfolio has decreased over that period. For the year ended 30 June 2019, a performance fee of \$1,766,767 inclusive of GST (2018: \$1,877,192) was payable to MAM Pty Limited.

Wilson Asset Management (International) Pty Limited has a service agreement in place with WAM Microcap to provide accounting and Company Secretarial services on commercial terms. For the year ended 30 June 2019, the fee for accounting services amounted to \$46,200 inclusive of GST (2018: \$46,200) and the fee for Company Secretarial services amounted to \$16,500 inclusive of GST (2018: \$16,500). Entities associated with Geoff Wilson hold 100% of the issued shares of Wilson Asset Management (International) Pty Limited.

Remuneration Report (Audited) (cont'd)

b) Director related entities remuneration (cont'd)

These amounts are in addition to the above Directors' remuneration. Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company of the Director or with a firm of which he/she is a member or with a Company in which he/she has substantial financial interest.

c) Remuneration of executives

There are no executives that are paid by the Company. MAM Pty Limited, the Investment Manager of the Company, provides the day-to-day management of the Company and is remunerated as outlined above.

d) Equity instruments disclosures of Directors and related parties

As at the date of this report, the Company's Directors and their related parties held the following interests in the Company:

Ordinary shares held Directors	Balance at 30 June 2018	Acquisitions	Disposals	Balance at the date of this report
Geoff Wilson	1,000,001	-	-	1,000,001
Jacqueline Sullivan	-	-	-	-
Kate Thorley	210,148	11,945	-	222,093
	1,210,149	11,945	-	1,222,094

Directors and Director related entities disposed of and acquired ordinary shares in the Company on the same terms and conditions available to other shareholders. The Directors have not, during or since the end of the financial year, been granted options over unissued shares or interests in shares of the Company as part of their remuneration.

- End of Remuneration Report -

Directors' meetings

Director	No. eligible to attend	Attended
Geoff Wilson	4	4
Jacqueline Sullivan	4	4
Kate Thorley	4	4
Chris Stott (resigned 26 July 2019)	4	4

Audit and Risk Committee

The Company has not established an Audit and Risk Committee due to the Company's size, Board composition and the nature of the Company's operations. As such, the Company's Board of Directors fulfil the role of the Audit and Risk Committee.

After balance date events

Since the end of the year, the Directors declared a fully franked final dividend of 2.25 cents per share, together with a fully franked special dividend of 2.25 cents per share. The fully franked final and special dividends are due to be paid on 18 October 2019.

On 29 July 2019, the Company announced the resignation of Chris Stott from the Board of Directors.

No other matters or circumstances have arisen since the end of the financial year, other than already disclosed, which significantly affect or may significantly affect the operations of the economic entity, the results of those operations, or the state of affairs of the economic entity in subsequent financial years.

Future developments

The Company will continue to pursue investment activities – primarily investing in equities listed on the Australian Securities Exchange – to achieve the Company's stated objectives.

The Company's future performance is dependent on the performance of the Company's investments. In turn, the performance of these investments is impacted by investee company-specific factors and prevailing industry conditions. In addition, a range of external factors including economic growth rates, interest rates, exchange rates and macro-economic conditions impact the overall equity market and these investments.

As such, we do not believe it is possible or appropriate to accurately predict the future performance of the Company's investments and, therefore, the Company's performance.

Environmental regulation

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

Indemnification and insurance of officers or Auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

Proceedings on behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

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

Non-audit services

During the year Pitcher Partners, the Company's auditor, performed taxation and other services for the Company. Details of the amounts paid to the auditors and their related parties are disclosed in Note 5 to the financial statements.

The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the services disclosed in Note 5 did not compromise the external auditor's independence for the following reasons:

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

Rounding of amounts to nearest dollar

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

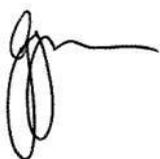
Corporate Governance Statement

The Company's Corporate Governance Statement for the year ended 30 June 2019 is provided on the Company's website at wilsonassetmanagement.com.au.

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 20 of the Annual Report.

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



Geoff Wilson AO
Chairman

Dated in Sydney this 13th day of August 2019

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201 Sussex Street
Sydney NSW 2000

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GPO Box 1615
Sydney NSW 2001

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

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

In relation to the independent audit of WAM Microcap Limited for the year ended 30 June 2019, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor's independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.



S M Whiddett
Partner

Pitcher Partners
Sydney

13 August 2019

Statement of comprehensive income for the year ended 30 June 2019

	Note	June 2019 \$	For the period 8 March 2017 to 30 June 2018 \$
Net realised and unrealised gains on financial investments		8,117,349	42,448,956
Other revenue from operating activities	2	4,872,024	4,583,331
Management fees		(1,904,222)	(1,905,021)
Performance fees		(1,646,306)	(1,749,202)
Directors fees		(55,000)	(55,452)
Brokerage expense on share purchases		(312,422)	(496,078)
Custody fees		(15,556)	(15,086)
ASX listing and chess fees		(82,243)	(90,765)
Share registry fees		(63,733)	(66,237)
Disbursements, mailing and printing		(52,087)	(20,222)
ASIC industry funding levy		(20,430)	-
Other expenses from ordinary activities		(205,036)	(189,934)
Profit before income tax		8,632,338	42,444,290
Income tax expense	3(a)	(1,605,773)	(11,762,236)
Profit after income tax attributable to members of the Company		7,026,565	30,682,054
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		7,026,565	30,682,054
Basic and diluted earnings per share	14	5.00 cents	28.27 cents

The accompanying notes form part of these financial statements.

Statement of financial position as at 30 June 2019

	Note	2019 \$	2018 \$
Current assets			
Cash and cash equivalents	12	28,893,613	35,919,035
Trade and other receivables	6	761,461	2,326,483
Financial assets	7	164,333,580	156,979,404
Total current assets		193,988,654	195,224,922
Non-current assets			
Deferred tax assets	3(b)	323,041	477,335
Total non-current assets		323,041	477,335
Total assets		194,311,695	195,702,257
Current liabilities			
Trade and other payables	8	7,829,575	5,060,981
Current tax liabilities	3(c)	1,321,270	4,789,194
Total current liabilities		9,150,845	9,850,175
Non-current liabilities			
Deferred tax liabilities	3(d)	5,718,602	5,588,393
Total non-current liabilities		5,718,602	5,588,393
Total liabilities		14,869,447	15,438,568
Net assets		179,442,248	180,263,689
Equity			
Issued capital	9	153,301,625	152,381,635
Profits reserve	10	26,641,727	27,882,054
Accumulated losses	11	(501,104)	-
Total equity		179,442,248	180,263,689

The accompanying notes form part of these financial statements.

Statement of changes in equity for the year ended 30 June 2019

	Note	Issued capital \$	Accumulated losses \$	Profits reserve \$	Total equity \$
Balance at 8 March 2017 (date of incorporation)		-	-	-	-
Profit for the period		-	30,682,054	-	30,682,054
Transfer to profits reserve		-	(30,682,054)	30,682,054	-
Other comprehensive income for the period		-	-	-	-
Transactions with owners:					
Share issued on incorporation	9(b)	1	-	-	1
Shares issued via initial public offering	9(b)	154,000,000	-	-	154,000,000
Share issue costs (net of tax)	9(b)	(1,823,769)	-	-	(1,823,769)
Shares issued via dividend reinvestment plan	9(b)	205,403	-	-	205,403
Dividends paid	4(a)	-	-	(2,800,000)	(2,800,000)
Balance at 30 June 2018		152,381,635	-	27,882,054	180,263,689
Profit for the year		-	7,026,565	-	7,026,565
Transfer to profits reserve		-	(7,527,669)	7,527,669	-
Other comprehensive income for the year		-	-	-	-
Transaction with owners:					
Shares issued via dividend reinvestment plan	9(b)	919,990	-	-	919,990
Dividends paid	4(a)	-	-	(8,767,996)	(8,767,996)
Balance at 30 June 2019		153,301,625	(501,104)	26,641,727	179,442,248

The accompanying notes form part of these financial statements.

Statement of cash flows for the year ended 30 June 2019

	Note	June 2019 \$	For the period 8 March 2017 to 30 June 2018 \$
Cash flows from operating activities			
Proceeds from sale of investments		236,065,877	254,253,931
Payments for purchase of investments		(230,907,101)	(367,879,973)
Dividends received		3,720,766	3,259,764
Interest received		795,930	820,012
Other investment income received		390,918	319,868
Management fee (GST inclusive)		(2,047,316)	(1,868,250)
Performance fee (GST inclusive)		(1,877,192)	-
Brokerage expense on share purchases (GST inclusive)		(334,997)	(532,261)
Payments for administration expenses (GST inclusive)		(497,143)	(472,171)
Income tax paid		(4,789,194)	(1,080,369)
GST on brokerage expense on share sales		(23,144)	(26,057)
Net GST received from ATO		325,180	324,521
Net cash provided by/(used in) operating activities	13	822,584	(112,880,985)
Cash flows from financing activities			
Shares issued via exercise of options		-	154,000,001
Dividends paid – net of reinvestment		(7,848,006)	(2,594,597)
Share issue costs		-	(2,605,384)
Net cash (used in)/provided by financing activities		(7,848,006)	148,800,020
Net (decrease)/increase in cash and cash equivalents held		(7,025,422)	35,919,035
Cash and cash equivalents at beginning of the year		35,919,035	-
Cash and cash equivalents at the end of the year	12	28,893,613	35,919,035
Non-cash transactions:			
Shares issued via dividend reinvestment plan		919,990	205,403

The accompanying notes form part of these financial statements.

Notes to the financial statements for the year ended 30 June 2019

1. Significant accounting policies

Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

WAM Microcap is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The annual report for the year ended 30 June 2019 was authorised for issue on 13 August 2019 by the Board of Directors.

WAM Microcap is a listed public company, incorporated and domiciled in Australia.

Australian Accounting Standards set out the accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the Company's financial statements and notes also comply with International Financial Reporting Standards (IFRS) as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, with the exception of certain financial assets and liabilities which have been measured at fair value. All amounts are presented in Australian dollars.

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The Company has applied AASB 9: *Financial Instruments* from 1 July 2018. All of the Company's investments in financial assets continue to be accounted for at fair value through profit or loss under AASB 9. Accordingly, first time application of AASB 9 had no impact on the Company's accounting for its investments in financial assets. AASB 9 has also introduced the expected credit loss model which is a forward looking model applicable to other financial assets of the Company. Please refer to Note 1(g) for further details.

a) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. For financial assets, trade date accounting is adopted, which is equivalent to the date that the Company commits itself to purchase or sell the assets.

Financial instruments are initially measured at fair value. Transaction costs related to financial instruments are expensed to the Statement of comprehensive income immediately.

1. Significant accounting policies (cont'd)

a) Financial instruments (cont'd)

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value. Current market prices for all quoted investments are used to determine fair value. For all listed or unlisted securities that are not traded in an active market, valuation techniques are applied to determine fair value, including recent arm's length transactions and reference to similar instruments.

The Company classifies its financial instruments into the following categories:

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

Financial assets are classified 'at fair value through profit or loss' when they are held for trading for the purpose of short-term profit taking. Realised and unrealised gains and losses arising from changes in fair value are included in the Statement of comprehensive income in the period in which they arise.

(ii) Financial liabilities at fair value through profit or loss

Financial liabilities such as borrowed stock are classified 'at fair value through profit or loss'. Realised and unrealised gains and losses arising from changes in fair value are included in the Statement of comprehensive income in the period in which they arise.

Derecognition

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

b) Income tax

The charge of current income tax expense is based on profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted at the reporting date. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Statement of comprehensive income except

1. Significant accounting policies (cont'd)

b) Income tax (cont'd)

where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

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

Current tax assets and liabilities are offset only where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are only offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

c) Cash and cash equivalents

Cash and cash equivalents include cash on hand, at call deposits with banks or financial institutions and term deposits maturing within six months or less.

d) Revenue and other income

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established. All revenue is stated net of the amount of goods and services tax (GST).

e) Trade and other receivables

Trade and other receivables are non-derivative financial assets and are initially recognised at fair value. They are subsequently stated at amortised cost, less any provision for impairment. Refer to Note 1(g) for further detail.

f) Trade and other payables

Trade and other payables are non-derivative financial liabilities and are stated at amortised cost.

g) Impairment of assets

The Company applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables from initial recognition (this has replaced the incurred loss model). All the trade receivables of the company share the same credit risk characteristics. Indicators that there is no reasonable expectation of recovery include, amongst others, the Standard & Poor's credit risk rating of a debtor, and a failure to make contractual payments for a period of greater than 30 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within the Statement of comprehensive income. Subsequent recoveries of amounts previously written

1. Significant accounting policies (cont'd)

g) Impairment of assets (cont'd)

off are credited against the same line item. As at 30 June 2019 there are no expected credit losses recognised (2018: nil).

h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised exclusive of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as part of receivables or payables in the Statement of financial position.

Cash flows are presented in the Statement of cash flows on a gross basis (inclusive of GST), except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

i) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

j) Profits reserve

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

k) Issued capital

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

l) Dividends

Dividends are recognised when declared during the financial year.

m) Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and the best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data.

There are no estimates or judgments that have a material impact on the Company's financial results for the year ended 30 June 2019. All material financial assets are valued by reference to quoted prices and therefore no significant estimates or judgments are required in respect to their valuation.

n) New standards and interpretations not yet adopted

There are no new standards or interpretations applicable that would have a material impact for the company.

2. Other revenue

	2019 \$	2018 \$
Australian sourced dividends	3,600,548	3,312,332
Interest	826,848	856,202
Trust distributions	337,480	243,334
Foreign sourced dividends	46,845	30,288
Underwriting fees	60,303	141,175
	4,872,024	4,583,331

3. Income tax

a) Income tax expense

The prima facie tax on profit before income tax is reconciled to the income tax expense as follows:

	2019 \$	2018 \$
Prima facie tax on profit before income tax at 30%	2,589,702	12,733,287
Imputation credit gross up	431,117	403,909
Foreign income tax offset gross up	-	1,603
Franking credit offset	(1,437,057)	(1,346,362)
Foreign income tax offset	-	(5,344)
Other non-assessable items*	22,011	(24,857)
	1,605,773	11,762,236
Effective tax rate	18.6%	27.7%

The effective tax rate reflects the benefit to the Company of franking credits received on dividend income during the year. The decrease in the effective tax rate on the comparative year is reflective of the higher proportion of franked dividend income received in comparison to the net profit before tax for the period.

*Other non-assessable items relate to timing differences on dividends receivable.

Total income tax expense results in a:	2019 \$	2018 \$
Current tax liability	1,321,270	5,869,563
Deferred tax liability	130,209	5,588,393
Deferred tax asset	154,294	304,280
	1,605,773	11,762,236

3. Income tax (cont'd)**b) Deferred tax assets**

	2019 \$	2018 \$
Accruals	10,395	8,366
Capitalised share issue costs	312,646	468,969
	323,041	477,335
Movement in deferred tax assets		
Balance at the beginning of the year	477,335	-
Credited to the Statement of comprehensive income	(154,294)	(304,280)
Capitalised share issue costs	-	781,615
At reporting date	323,041	477,335

c) Current tax liabilities

	2019 \$	2018 \$
Balance at the beginning of the year	4,789,194	-
Current year income tax on operating profit	1,321,270	5,869,563
Income tax paid	(4,789,194)	(1,080,369)
At reporting date	1,321,270	4,789,194

d) Deferred tax liabilities

	2019 \$	2018 \$
Fair value adjustments	5,718,602	5,588,393
	5,718,602	5,588,393
Movement in deferred tax liabilities		
Balance at the beginning of the year	5,588,393	-
Charged to the Statement of comprehensive income	130,209	5,588,393
At reporting date	5,718,602	5,588,393

4. Dividends

a) Ordinary dividends paid during the year

	2019 \$	2018 \$
Final dividend FY2018: 2.0 cents per share fully franked at 30% tax rate, paid 26 October 2018	2,803,027	-
Special dividend FY2018: 2.0 cents per share fully franked at 30% tax rate, paid 26 October 2018	2,803,027	-
Interim dividend FY2019: 2.25 cents per share fully franked at 30% tax rate, paid 26 April 2019 (Interim dividend FY2018: 2.0 cents per share fully franked)	3,161,942	2,800,000
	8,767,996	2,800,000

b) Dividends not recognised at year end

	2019 \$	2018 \$
In addition to the above dividends, since the end of the year, the Directors have declared a 2.25 cents per share fully franked final dividend and a 2.25 cents per share fully franked special dividend (2018: 2.0 cents per share fully franked final dividend and 2.0 cents per share fully franked special dividend) which has not been recognised as a liability at the end of the financial year.	6,338,780	5,606,054

c) Dividend franking account

	2019 \$	2018 \$
Balance of franking account at year end	3,695,268	1,226,731
Adjusted for franking credits arising from: - Estimated income tax payable	1,321,270	4,789,194
Subsequent to the reporting period, the franking account would be reduced by the proposed dividend disclosed in Note 4(b):	(2,716,620)	(2,402,594)
	2,299,918	3,613,331

The Company's ability to continue to pay franked dividends is dependent upon the receipt of franked dividends from investments and the payment of tax.

The balance of the franking account does not include the tax to be paid on unrealised investment gains currently recognised as a deferred tax liability of \$5,718,602 (2018: \$5,588,393).

5. Auditor's remuneration

	2019 \$	2018 \$
Remuneration of the auditor for:		
Auditing and reviewing the financial report	46,097	41,305
Other services provided by a related practice of the auditor:		
Taxation services	8,250	11,880
Investigating accountant's fee on initial public offering	-	19,823
	54,347	73,008

The Company's Board of Directors oversees the relationship with the Company's external auditor. The Board reviews the scope of the audit and review and the proposed fee. It also reviews the cost and scope of other services provided by a related entity of the audit firm, to ensure that they do not compromise independence.

6. Trade and other receivables

	2019 \$	2018 \$
Outstanding settlements	442,588	1,962,766
Investment income receivable	148,097	183,687
GST receivable	170,776	180,030
	761,461	2,326,483

Outstanding settlements are on the terms operating in the securities industry. These do not incur interest and require settlement within two days from the date of the transaction. Investment income receivable relates to interest, dividend and trust distributions receivable at the end of the reporting period.

7. Financial assets

	2019 \$	2018 \$
Listed investments at fair value	161,833,580	155,129,404
Unlisted investments at fair value	2,500,000	1,850,000
	164,333,580	156,979,404

The market values of individual investments held at the end of the reporting period are disclosed on page 50 of the Annual Report. The unlisted investment at the end of the financial year relate to an initial public offering which settles after 30 June 2019.

8. Trade and other payables

	2019 \$	2018 \$
Outstanding settlements	5,742,597	2,867,172
Management fee payable	172,402	176,163
Performance fee payable	1,766,767	1,877,192
Sundry payables	147,809	140,454
	7,829,575	5,060,981

Outstanding settlements are on the terms operating in the securities industry. These do not incur interest and require settlement within two days from the date of the transaction. Sundry payables are settled within the terms of payment offered. No interest is applicable on these accounts.

9. Issued capital**a) Paid-up capital**

	2019 \$	2018 \$
140,861,776 ordinary shares fully paid (2018: 140,151,337)	153,301,625	152,381,635

b) Movement in issued capital

	2019 \$	2018 \$
Balance at the beginning of the year	152,381,635	-
379,361 ordinary shares issued on 26 October 2018 under a dividend reinvestment plan	530,573	-
331,078 ordinary shares issued on 26 April 2019 under a dividend reinvestment plan	389,417	-
1 ordinary share issued on 8 March 2017 (incorporation date)	-	1
140,000,000 ordinary shares issued on 23 June 2017 under the initial public offering	-	154,000,000
151,336 ordinary shares issued 27 April 2018 under a dividend reinvestment plan	-	205,403
Share issue costs (net of tax)	-	(1,823,769)
At reporting date	153,301,625	152,381,635

9. Issued capital (cont'd)

c) Capital Management

The Board manages the Company's capital by regularly reviewing the most efficient manner by which the Company deploys its capital. At the core of this, the Board is of the belief that shareholder value should be preserved through the management of the level of distributions to shareholders, share placements, option issues and share buy-backs. These capital management initiatives will be used when deemed appropriate by the Board. There have been no changes in the strategy adopted by the Board to manage the capital of the company. The Company is not subject to any externally imposed capital requirements.

10. Profits reserve

	2019 \$	2018 \$
Profits reserve	26,641,727	27,882,054

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

	2019 \$	2018 \$
Movement in profits reserve		
Balance at the beginning of the year	27,882,054	-
Transfer of profits during the year	7,527,669	30,682,054
Final and special dividends paid (refer to Note 4(a))	(5,606,054)	-
Interim dividend paid (refer to Note 4(a))	(3,161,942)	(2,800,000)
At reporting date	26,641,727	27,882,054

11. Accumulated losses

	2019 \$	2018 \$
Balance at the beginning of the year	-	-
Profit for the year attributable to members of the Company	7,026,565	30,682,054
Transfer to profits reserve	(7,527,669)	(30,682,054)
At reporting date	(501,104)	-

12. Cash and cash equivalents

Cash at the end of the financial year as shown in the Statement of cash flows is reconciled to the related items in the Statement of financial position as follows:

	2019 \$	2018 \$
Cash at bank	15,210,798	26,586,620
Term deposits	13,682,815	9,332,415
	28,893,613	35,919,035

The weighted average interest rate for cash and term deposits as at 30 June 2019 is 1.69% (2018: 1.94%). The term deposits have an average maturity of 55 days from the end of the period (2018: 58 days). All the term deposits are invested with major Australian banks and their 100% owned banking subsidiaries that have Standard & Poor's A-1+ rating.

13. Cash flow information

	2019 \$	2018 \$
Reconciliation of profit after tax to cash flow from operations:		
Profit after income tax	7,026,565	30,682,054
Fair value gains and movements in financial assets	(2,958,573)	(156,074,998)
Changes in assets and liabilities:		
Decrease/(increase) in receivables	44,844	(363,717)
Decrease in deferred tax assets	154,294	304,280
(Decrease)/increase in payables	(106,831)	2,193,809
(Decrease)/increase in current tax liabilities	(3,467,924)	4,789,194
Increase in deferred tax liabilities	130,209	5,588,393
Net cash provided by/(used in) operating activities	822,584	(112,880,985)

14. Earnings per share

	2019 Cents per share	2018 Cents per share
Basic and diluted earnings per share	5.00	28.27

	2019 \$	2018 \$
Profit after income tax used in the calculation of basic and diluted earnings per share	7,026,565	30,682,054

	2019 No.	2018 No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted earnings per share	140,484,652	108,522,475

There are no outstanding securities that are potentially dilutive in nature for the Company at the end of the year.

At 30 June 2018, the basic and diluted earnings per share for the period would have been 21.89 cents if calculated from 23 June 2017 (allotment date for the initial public offering), as the Company only had one share on issue and no earnings up to this date.

15. Financial risk management

The Company's financial instruments consist of listed investments, trade receivables and trade payables. The risks exposed to through these financial instruments are discussed below and include credit risk, liquidity risk and market risk consisting of interest rate risk and other price risk. There have been no substantive changes in the types of risks the Company is exposed to, how these risks arise, or the Board's objective, policies and processes for managing or measuring the risks during the year.

Under delegation from the Board, the Manager has the responsibility for assessing and monitoring the financial market risk of the Company. The Manager monitors these risks daily. On a formal basis, the investment team meet twice weekly to monitor and manage the below risks as appropriate.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge a contracted obligation. The Manager monitors the credit worthiness of counterparties on an ongoing basis and evaluates the credit quality of all new counterparties before engaging with them.

The maximum exposure to credit risk on financial assets, excluding investments of the Company which have been recognised in the Statement of financial position, is the carrying amount net of any expected credit losses.

The Manager is responsible for ensuring there is appropriate diversification across counterparties and that they are of a sufficient quality rating. The Manager is satisfied that the counterparties are of sufficient quality and diversity to minimise any individual counterparty credit risk. The majority of the

15. Financial risk management (cont'd)

a) Credit risk (cont'd)

Company's receivables arise from unsettled trades at year end which are settled two days after trade date. Engaging with counterparties via the Australian Securities Exchange facilitates the Company in both mitigating and managing its credit risk on an ongoing basis.

Credit risk is not considered to be a major risk to the Company as the majority of cash and term deposits held by the Company or in its portfolios are invested with major Australian banks and their 100% owned banking subsidiaries that have a Standard and Poor's short-term rating of A-1+ and long-term rating of AA-. The majority of all maturities for cash and term deposits are within two months.

None of the assets exposed to a credit risk are overdue or considered to be impaired.

b) Liquidity risk

Liquidity risk represents the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company's major cash payments are the purchase of securities and dividends paid to shareholders, the levels of which are managed respectively by the Manager and the Board. The Company's cash receipts depend upon the level of sales of securities, dividends and interest received, or other capital management initiatives that may be implemented by the Board from time to time.

The Manager monitors the Company's cash flow requirements daily by reference to known sales and purchases of securities, dividends and interest to be paid or received. Should these decrease by a material amount the Company can alter its cash outflows as appropriate. The Company also holds a portion of its portfolio in cash and term deposits sufficient to ensure that it has cash readily available to meet all payments. Furthermore, the assets of the Company are largely in the form of tradable securities which, where liquidity is available, can be sold on market when and if required.

The table below reflects an undiscounted contractual maturity analysis for the Company's liabilities. The timing of cash flows presented in the table to settle liabilities reflects the earliest possible contractual settlement date to the reporting date.

30 June 2019	>1 month \$	<1 month \$	Total \$
Liabilities			
Trade and other payables	-	7,829,575	7,829,575
Total	-	7,829,575	7,829,575
30 June 2018	>1 month \$	<1 month \$	Total \$
Liabilities			
Trade and other payables	-	5,060,981	5,060,981
Total	-	5,060,981	5,060,981

15. Financial risk management (cont'd)

c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and other market prices will affect the fair value or future cash flows of the Company's financial instruments.

By its nature, as a listed investment company that invests in tradable securities, the Company will always be subject to market risk as it invests its capital in securities which are not risk free, as the market price of these securities can fluctuate.

(i) Interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing level of market interest rates on its financial position and cash flows. The Company however is not materially exposed to interest rate risk as the majority of its cash and term deposits mature within two months. As the Company's exposure to interest rate risk is not significant, interest rate sensitivities have not been performed.

At the end of the reporting period, the Company's exposure to interest rate risk and the effective weighted average interest rate was as follows:

30 June 2019	Weighted average interest rate (% pa)	Interest bearing \$	Non-interest bearing \$	Total \$
Assets				
Cash and cash equivalents	1.69%	28,893,613	-	28,893,613
Trade and other receivables		-	761,461	761,461
Financial assets		-	164,333,580	164,333,580
Total		28,893,613	165,095,041	193,988,654
Liabilities				
Trade and other payables		-	7,829,575	7,829,575
Total		-	7,829,575	7,829,575
<hr/>				
30 June 2018	Weighted average interest rate (% pa)	Interest bearing \$	Non-interest bearing \$	Total \$
Assets				
Cash and cash equivalents	1.94%	35,919,035	-	35,919,035
Trade and other receivables		-	2,326,483	2,326,483
Financial assets		-	156,979,404	156,979,404
Total		35,919,035	159,305,887	195,224,922
Liabilities				
Trade and other payables		-	5,060,981	5,060,981
Total		-	5,060,981	5,060,981

15. Financial risk management (cont'd)

c) Market risk (cont'd)

(ii) Other price risk

Other price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market.

As the majority of the Company's investments are carried at fair value with fair value changes recognised in the Statement of comprehensive income, all changes in market conditions will directly affect net investment income. Due to the short-term nature of receivables and payables, the carrying amounts of these financial assets and financial liabilities approximate their fair values.

The Manager seeks to manage and reduce the other price risk of the Company by diversification of the investment portfolio across numerous stocks and multiple industry sectors. The relative weightings of the individual securities and market sectors are reviewed daily in order to manage risk. The Company does not have set parameters as to a minimum or maximum amount of the portfolio that can be invested in a single company or sector.

The Company's industry sector weighting of gross assets as at 30 June 2019 is as below:

Industry sector	2019 %	2018 %
Consumer discretionary	26.6	16.6
Information technology	17.7	7.0
Industrials	15.4	25.7
Financials	10.0	17.6
Health care	7.1	4.4
Telecommunications services	4.0	0.7
Energy	1.9	0.8
Consumer staples	1.8	4.0
Materials	1.5	3.6
Utilities	1.2	-
Metals & mining	0.1	-
Real estate	-	1.2
Total	87.3	81.6

There were no securities representing over 5 per cent of the gross assets of the Company as at 30 June 2019 (2018: nil).

15. Financial risk management (cont'd)

c) Market risk (cont'd)

(ii) Other price risk (cont'd)

Sensitivity analysis

For investments held by the Company at the end of the reporting period, a sensitivity analysis was performed relating to its exposure to other price risk. This analysis demonstrates the effect on current year net assets after tax as a result of a reasonably possible change in the risk variable. The sensitivity assumes all other variables to remain constant.

Investments represent 87.3% (2018: 81.6%) of gross assets at year end. A 5.0% movement in the market value of each of the investments within the investment portfolio would result in a 3.2% (2018: 3.0%) movement in the net assets after tax. This would result in the 30 June 2019 net asset backing after tax moving by 4.1 cents per share (2018: 3.9 cents per share).

d) Financial instruments measured at fair value

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

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

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

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

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets and liabilities have been based on the closing quoted last prices at the end of the reporting period, excluding transaction costs. Included in Level 2 is an investment in an initial public offering which settles after 30 June 2019.

There were no transfers between Level 1 and Level 2 during the year (2018: nil).

30 June 2019	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	161,833,580	2,500,000	-	164,333,580
Financial liabilities	-	-	-	-
Total	161,833,580	2,500,000	-	164,333,580

30 June 2018	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	155,129,404	1,850,000	-	156,979,404
Financial liabilities	-	-	-	-
Total	155,129,404	1,850,000	-	156,979,404

16. Investment transactions

The total number of contract notes that were issued for transactions in securities during the financial year was 4,351 (2018: 4,436). Each contract note could involve multiple transactions. The total brokerage paid on these contract notes was \$631,093 (2018: \$857,569).

17. Segment reporting

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

18. Capital commitments

There were no capital commitments for the Company as at 30 June 2019 (2018: \$390,833).

19. Contingent liabilities

There were no contingent liabilities for the Company as at 30 June 2019 (2018: nil).

20. Key management personnel compensation

The names and position held of the Company's key management personnel (including Directors) in office at any time during the financial year are:

- Geoff Wilson AO Chairman
- Jacqueline Sullivan Director
- Kate Thorley Director
- Chris Stott Director (resigned 26 July 2019)

a) Remuneration

There are no executives that are paid by the Company.

Information regarding individual Directors' remuneration is provided in the Remuneration Report of the Directors' Report on page 15 to 17, as required by Corporations Regulations 2M.3.03 and 2M.6.04.

	Short-term employee benefits Directors' fees \$	Post-employment benefits Superannuation \$	Total \$
Total Directors remuneration paid by the Company for the year ended 30 June 2019	50,227	4,773	55,000
Total Directors remuneration paid by the Company for the period ended 30 June 2018	50,640	4,812	55,452*

*Includes Directors' fees for the period from the date of listing 28 June 2017 to 30 June 2018.

20. Key management personnel compensation

b) Share holdings

The number of ordinary shares held in the Company during the financial year by each key management personnel of the Company and their related parties are set out below:

Ordinary shares held Directors	Balance at 30 June 2018	Acquisitions	Disposals	Balance at 30 June 2019
Geoff Wilson	1,000,001	-	-	1,000,001
Jacqueline Sullivan	-	-	-	-
Kate Thorley	210,148	11,945	-	222,093
Chris Stott [†]	909,091	-	-	909,091
	2,119,240	11,945	-	2,131,185

Ordinary shares held Directors	Balance at 8 March 2017	Acquisitions	Disposals	Balance at 30 June 2018
Geoff Wilson	1 ^{**}	1,000,000	-	1,000,001
Jacqueline Sullivan	-	-	-	-
Kate Thorley	-	210,148	-	210,148
Chris Stott [†]	-	909,091	-	909,091
	1	2,119,239	-	2,119,240

[†]Chris Stott resigned as a Director of WAM Microcap on 26 July 2019. On resignation, Chris held 909,091 ordinary shares in the company.

^{**}Sole share on issue in the Company on incorporation.

Directors and Director related entities disposed of and acquired ordinary shares in the Company on the same terms and conditions available to other shareholders.

The Directors have not, during or since the end financial year, been granted options over unissued shares or interests in shares of the Company as part of their remuneration.

21. Related party transactions

All transactions with related parties during the year were made on normal commercial terms and conditions and at market rates.

The Company has an investment management agreement with MAM Pty Limited. Geoff Wilson is the Director of MAM Pty Limited, the entity appointed to manage the investment portfolio of WAM Microcap. Entities associated with Geoff Wilson hold 100% of the issued shares of MAM Pty Limited. In its capacity as the Manager and in accordance with the investment management agreement, MAM Pty Limited was paid a management fee of 1% p.a. (plus GST) of the value of the portfolio amounting to \$2,043,555 inclusive of GST (2018: \$2,044,413). As at 30 June 2019, the balance payable to the Manager was \$172,402 inclusive of GST (2018: \$176,163).

21. Related party transactions (cont'd)

In addition, MAM Pty Limited is to be paid, annually in arrears, a performance fee being 20% (plus GST) of:

- where the level of the S&P/ASX Small Ordinaries Accumulation Index has increased over that period, the amount by which the value of the portfolio exceeds this increase; or
- where the S&P/ASX Small Ordinaries Accumulation Index has decreased over that period, the amount of the increase in the value of the portfolio.

No performance fee is payable in respect of any performance period where the value of the portfolio has decreased over that period. For the year ended 30 June 2019, a performance fee of \$1,766,767 inclusive of GST was payable to MAM Pty Limited (2018: \$1,877,192).

Wilson Asset Management (International) Pty Limited has a service agreement in place with WAM Microcap to provide accounting and Company Secretarial services on commercial terms. For the year ended 30 June 2019, the fee for accounting services amounted to \$46,200 inclusive of GST (2018: \$46,200) and the fee for Company Secretarial services amounted to \$16,500 inclusive of GST (2018: \$16,500). Entities associated with Geoff Wilson hold 100% of the issued shares of Wilson Asset Management (International) Pty Limited.

No Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company of the Director or with a firm of which he/she is a member or with a Company in which he/she has substantial financial interest.

22. Events subsequent to reporting date

Since the end of the year, the Directors declared a fully franked final dividend of 2.25 cents per share, together with a fully franked special dividend of 2.25 cents per share. The fully franked final dividend is due to be paid on 18 October 2019.

On 29 July 2019, the Company announced the resignation of Chris Stott from the Board of Directors.

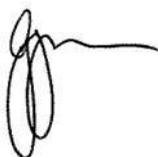
No other matters or circumstances have arisen since the end of the financial year, other than already disclosed, which significantly affect or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial years.

Directors' Declaration

The Directors of WAM Microcap Limited declare that:

- 1) The financial statements as set out in pages 21 to 43 and the additional disclosures included in the Directors' Report designated as "Remuneration Report", as set out on pages 15 to 17, are in accordance with the *Corporations Act 2001*, including:
 - a) complying with Australian Accounting Standards, which, as stated in Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS), the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - b) giving a true and fair view of the financial position of the Company as at 30 June 2019 and of its performance, as represented by the results of the operations and the cash flows, for the year ended on that date; and
- 2) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer of the Manager, MAM Pty Limited declaring that:
 - a) the financial records of the Company for the financial year have been properly maintained in accordance with the Section 286 of the *Corporations Act 2001*;
 - b) the Company's financial statements and notes for the financial year comply with the Accounting Standards; and
 - c) the Company's financial statements and notes for the financial year give a true and fair view.
- 3) At the date of this declaration, in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



Geoff Wilson AO
Chairman

Dated in Sydney this 13th day of August 2019

**Independent Auditor's Report
To the Members of WAM Microcap Limited
ABN 34 617 838 418**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of WAM Microcap Limited ("the Company"), which comprises the statement of financial position as at 30 June 2019, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of WAM Microcap Limited is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Company's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the matter
Existence and Valuation of Financial Assets Refer to Note 7: Financial Assets	
<p>We focused our audit effort on the existence and valuation of the Company's financial assets as they represent the most significant driver of the Company's Net Tangible Assets and Profit.</p> <p>The majority of the Company's investments are considered to be non-complex in nature with fair value based on readily observable data from the ASX or other observable markets. Consequently, these investments are classified under Australian Accounting Standards as either "level 1" (i.e. where the valuation is based on quoted prices in active markets) or "level 2" (i.e. where key inputs to valuation are based on other observable inputs).</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▪ Obtaining an understanding of and evaluating the investment management processes and controls; ▪ Reviewing and evaluating the independent audit reports on the design and operating effectiveness of internal controls (ASAE 3402 Assurance Reports on Controls at a Service Organisation) for the Custodians; ▪ Making enquiries as to whether there have been any changes to these controls or their effectiveness from the periods to which the audit reports relate to and where necessary obtaining bridging letters; ▪ Obtaining confirmations of the investment holdings directly from the Custodians; ▪ Assessing and recalculating the Company's valuation of individual investment holdings using independent pricing sources; ▪ Evaluating the accounting treatment of revaluations of financial assets and financial liabilities for current/deferred tax and unrealised gains or losses; and ▪ Assessing the adequacy of disclosures in the financial statements.

Key audit matter	How our audit addressed the matter
Accuracy, Completeness and Existence of Management and Performance Fees Refer to Note 8: Trade and other payables and Note 21: Related party transactions	
<p>We focused our audit effort on the accuracy, completeness and existence of management and performance fees as they are significant expenses of the Company and their calculation requires adjustments and key inputs. Adjustments include company dividends, tax payments, capital raisings, capital reductions and other relevant expenses. Key inputs include the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with the Investment Management Agreement between the Company and the Investment Manager.</p> <p>In addition, to their quantum, as these transactions are made with related parties, there are additional inherent risks associated with these transactions, including the potential for these transactions to be made on terms and conditions more favourable than if they had been with an independent third-party.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▪ Obtaining an understanding of and evaluating the processes and controls for calculating the management and performance fees; ▪ Making enquiries with the Investment Manager and those charged with governance with respect to any significant events during the period and associated adjustments made as a result, in addition to reviewing ASX announcements and Board meeting minutes; ▪ Testing of adjustments such as company dividends, tax payments, capital raisings, capital reductions as well as any other relevant expenses used in the calculation of management and performance fees; ▪ Testing of key inputs including the value of the portfolio, the performance of the relevant comparable benchmark and application of the correct fee percentage in accordance with our understanding of the Investment Management Agreement; and ▪ Assessing the adequacy of disclosures made in the financial statements.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report for the year ended 30 June 2019, 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.

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, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the Directors are responsible for assessing the ability of the Company 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 either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 15 to 17 of the Directors' Report for the year ended 30 June 2019. In our opinion, the Remuneration Report of WAM Microcap Limited, for the year ended 30 June 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



S M Whiddett
Partner



Pitcher Partners
Sydney

13 August 2019

Investments at market value as at 30 June 2019

Company Name	Code	Market Value \$	% of Gross Assets	Company Name	Code	Market Value \$	% of Gross Assets
Consumer discretionary				Financials			
City Chic Collective Limited	CCX	6,902,147	3.6%	PSC Insurance Group Limited	PSI	4,807,440	2.6%
Enero Group Limited	EGG	4,824,474	2.6%	360 Capital Total Return Fund	TOT	2,812,567	1.5%
Think Childcare Limited	TNK	4,036,434	2.1%	Generational Development Group Limited	GDG	2,660,282	1.4%
Myer Holdings Limited	MYR	3,895,051	2.1%	Kina Securities Limited	KSL	2,123,961	1.1%
Jumbo Interactive Limited	JIN	3,752,736	2.0%	Australian Finance Group Limited	AFG	2,113,001	1.1%
Village Roadshow Limited	VRL	3,246,522	1.7%	Eclixp Group Limited	ECX	2,074,033	1.1%
Vita Group Limited	VTG	2,991,110	1.6%	Prospa Group Limited	PGL	1,859,279	1.0%
Propel Funeral Partners Limited	PPF	2,913,352	1.5%	QuickFee Limited	QFE	300,000	0.2%
Noni B Limited	NBL	2,789,882	1.5%			18,750,563	10.0%
Macquarie Media Limited	MRN	2,718,745	1.4%	Health care			
Viva Leisure Limited	VVA	2,166,461	1.2%	Monash IVF Group Limited	MVF	3,526,165	1.9%
Baby Bunting Group Limited	BBN	2,100,905	1.1%	Ecofibre Limited	EOF	2,948,973	1.6%
Evolve Education Group Limited	EVO	1,796,250	1.0%	Integral Diagnostics Limited	IDX	2,546,334	1.4%
PWR Holdings Limited	PWH	1,515,583	0.8%	National Veterinary Care Limited	NVL	986,171	0.5%
Temple & Webster Group Limited	TPW	1,371,148	0.7%	PKS Holdings Limited	PKS	920,727	0.5%
PointsBet Holdings Limited	PBH	1,279,836	0.7%	Palla Pharma Limited	PAL	807,806	0.4%
3P Learning Limited	3PL	935,999	0.5%	SDI Limited	SDI	587,159	0.3%
RedHill Education Limited	RDH	418,955	0.2%	Next Science Limited	NXS	581,544	0.3%
Atomos Limited	AMS	380,000	0.2%	Volpara Health Technologies Limited	VHT	437,723	0.2%
Autosports Group Limited	ASG	94,332	0.1%	Genetic Signatures Limited	GSS	29,160	0.0%
		50,129,922	26.6%			13,371,762	7.1%
Information technology				Telecommunications services			
Infomedia Limited	IFM	6,858,181	3.6%	5G Networks Limited	5GN	3,557,236	1.9%
Data#3 Limited	DTL	4,201,703	2.3%	Uniti Wireless Limited	UWL	2,094,654	1.1%
Rhipe Limited	RHP	3,646,197	1.9%	Credible Labs Incorporated	CRD	1,855,763	1.0%
Audinate Group Limited	AD8	3,108,254	1.7%			7,507,653	4.0%
Cirrus Networks Holdings Limited	CNW	2,669,477	1.4%	Energy			
Sezzle Incorporated ¹	SZL	2,500,000	1.3%	Carnarvon Petroleum Limited	CVN	1,977,573	1.1%
Frontier Digital Ventures Limited	FDV	2,442,287	1.3%	Peninsula Energy Limited	PEN	1,174,756	0.6%
Reckon Limited	RKN	1,983,825	1.1%	Strike Energy Limited	STX	461,538	0.2%
iSentia Group Limited	ISD	1,783,480	1.0%			3,613,867	1.9%
GBST Holdings Limited	GBT	1,026,688	0.5%	Consumer Staples			
Bigtincan Holdings Limited	BTH	945,502	0.5%	Australian Vintage Limited	AVG	1,946,175	1.0%
iSignthis Limited	ISX	910,086	0.5%	Bubs Australia Limited	BUB	1,401,025	0.8%
Over The Wire Holdings Limited	OTW	845,877	0.4%			3,347,200	1.8%
Dragontail Systems Limited	DTS	359,273	0.2%	Materials			
		33,280,830	17.7%	Macmahon Holdings Limited	MAH	1,208,646	0.6%
Industrials				Mitchell Services Limited	MSV	854,516	0.5%
Johns Lyng Group Limited	JLG	6,826,510	3.6%	Midway Limited	MWY	703,800	0.4%
Spicers Limited	SRS	3,993,987	2.1%			2,766,962	1.5%
People Infrastructure Limited	PPE	3,167,907	1.7%	Utilities			
BSA Limited	BSA	2,196,143	1.2%	Pacific Energy Limited	PEA	2,138,354	1.1%
Alliance Aviation Services Limited	AQZ	2,093,946	1.1%	Zenith Energy Limited	ZEN	123,740	0.1%
QANTM Intellectual Property Limited	QIP	2,028,987	1.1%			2,262,094	1.2%
Emeco Holdings Limited	EHL	1,924,986	1.0%	Metals and Mining			
Coventry Group Limited	CYG	1,693,924	0.9%	Red 5 Limited	RED	266,860	0.1%
Virgin Australia Holdings Limited	VAH	1,550,204	0.8%			266,860	0.1%
Countplus Limited	CUP	1,236,361	0.7%	Total long portfolio		164,333,580	87.3%
Ashley Services Group Limited	ASH	925,378	0.5%	Total cash and cash equivalents, income receivable and net outstanding settlements		23,912,477	12.7%
CML Group Limited	CGR	839,090	0.4%	Gross assets		188,246,057	100%
Engenco Limited	EGN	558,444	0.3%				
		29,035,867	15.4%				

¹Unlisted investment (initial public offering).

The total number of stocks held at the end of the financial year was 79.

ASX additional information

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report.

Shareholdings

Substantial shareholders (as at 31 July 2019) - there are currently no substantial shareholders.

On-market buy back (as at 31 July 2019) - there is no current on-market buy back.

Distribution of shareholders (as at 31 July 2019)

Category	Number of shareholders
1 – 1,000	594
1,001 – 9,999	2,814
10,000 – 99,999	3,247
100,000 – 999,999	154
1,000,000 and over	10
	6,819

The number of shareholdings held in less than marketable parcels is 122.

Twenty largest shareholders – Ordinary shares (as at 31 July 2019)

Name	Number of ordinary shares held	% of issued capital held
Citicorp Nominees Pty Limited	3,256,994	2.3%
Sysha Pty Limited	2,800,000	2.0%
Navigator Australia Limited	2,108,781	1.5%
English Family Super Fund Pty Limited	1,601,237	1.1%
Australian Investors Pty Limited	1,295,418	0.9%
HSBC Custody Nominees (Australia) Limited	1,233,649	0.9%
Interests associated with Geoff Wilson	1,000,001	0.7%
Mrs F Martin-Weber	1,000,000	0.7%
888 Corporation Pty Limited	1,000,000	0.7%
Invia Custodian Pty Limited	1,000,000	0.7%
Halcyon Pty Limited	945,931	0.7%
Ceeas Investments Pty Limited	909,091	0.6%
Fay Fuller Foundation Pty Limited	631,710	0.4%
BNP Paribas Nominees Pty Limited	606,052	0.4%
James & Diana Ramsay Foundation Pty Limited	550,985	0.4%
Netwealth Investments Limited	541,746	0.4%
Mr V J Plummer	500,000	0.4%
Eastcote Pty Limited	450,000	0.4%
Bond Street Custodians Limited	450,000	0.3%
Mr D W Pearson & Mrs S D Pearson	426,763	0.3%
	22,308,358	15.8%

Stock exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the ASX Limited.

Wilson

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